

NON-PROFIT ASSOCIATION
ECOM – Eurasian Coalition on Health, Rights, Gender and Sexual Diversity
ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

1.1. The official name of the non-profit association is “Mittetulundusühing ECOM – Eurasian Coalition on Health, Rights, Gender and Sexual Diversity”, abbreviated “MTÜ ECOM” or “MTÜ ECOM – Eurasian Coalition on Diversity”.

1.2. The name of the non-profit association in English language is “ECOM – Eurasian Coalition on Health, Rights, and Gender and Sexual Diversity” abbreviated “ECOM” or “ECOM – Eurasian Coalition on Diversity”, in Russian language – “ЕКОМ – Евразийская коалиция по здоровью, правам, гендерному и сексуальному многообразию”, lühendatult “ЕКОМ” or “ЕКОМ – Евразийская коалиция по многообразию”.

1.3. The Association is an Estonian charity non-profit private organisation of natural and legal persons joined voluntarily, which acts in public interests and the main purpose of which is not receiving return by economic activities.

1.4. The location of the Association is Tallinn, Republic of Estonia.

1.5. The Association is an independent organisation and is not a section of another organisation.

1.6. The Association is entitled to establish its agencies, offices and departments in a predetermined procedure.

1.7. The Associations objective is to create favourable conditions in the Eastern Europe and Central Asia region to ensure that gay men and other men who have sex with men (MSM), and transgender people have access to services in the field of sexual and reproductive health, including in human immunodeficiency virus (HIV) prevention and treatment, and those services are evidence- based and the human rights oriented.

1.8. In order to achieve the objective, the Association will perform following activities:

1.8.1. Will contribute to mobilization of resources from governments, donor organizations, business sector, communities and civil society in general to elaborate and implement effective measures for sexual health improvement including HIV prevention, treatment and care among gay men and other MSM and transgender people in Eastern Europe and Central Asia.

1.8.2. Will support the capacity building of programs targeting at sexual health including HIV prevention and treatment, among gay men and other MSM, and transgender people, as well as promote effective and science-based working methods, building on the human rights compliance in Eastern Europe and Central Asia.

1.8.3. Will support and implement advocacy of evidence-based programs aiming to reduce social, legal and institutional barriers to the access to HIV prevention and treatment for gay men, other MSM and transgender people in Eastern Europe and Central Asia.

2. CONDITIONS AND PROCEDURE OF ACCEPTING AND WITHDRAWAL OF MEMBERS OF THE ASSOCIATION

2.1. Any natural or legal person, who meets the requirements of the members, agrees with the aims of the Association and is willing to perform the Articles of Association of the Association and resolutions of the General meeting, Steering Committee and management can become a member of the Association.

2.2. The person requesting to become a member of the Association shall submit a written application which the Steering Committee reviews and adopts the resolution of accepting or denying the member and communicates it to the applicant within one month after receiving the application.

2.3. The Steering Committee of the Association may exclude a member from the Association whose activity can be considered as inconsistent to the aims of the Association or disregarding to the Articles of Association of the Association, or if the member harms the name or reputation of the Association with his/her activities.

2.4. The Management Board makes decision based on the resolution of the Steering Committee of the Association and immediately informs the members to be excluded of the exclusion resolution and its reasons. The member to be excluded is entitled to submit a question for reviewing to the General meeting.

2.5. More detailed conditions and procedure of accepting and withdrawal of members of the Association can be adopted by the General meeting with a recommendation of the Steering Committee.

3. RIGHTS AND OBLIGATIONS OF THE MEMBERS

3.1. The members of the Association have a right to:

- 3.1.1. participate in all the events arranged by the Association;
- 3.1.2. participate in the General meeting with the right to speak and vote;
- 3.1.3. receive information about the activities of the Association;
- 3.1.4. withdraw from the Association under a written application;
- 3.1.5. be elected to the directing bodies of the Association.

3.2. The members of the Association are obliged to:

- 3.2.1. recognise the aims of the Association and follow the Articles of Association and the resolutions adopted by the General meeting;
- 3.2.2. inform the Steering Committee through the Secretariat of the Association of their valid contact data for the Secretariat to could keep correct records of the members of the Association;

3.3. The Association does not distribute its assets or returns or provide material assistance or monetary concessions to its founders, members of directing or controlling bodies, persons who have donated to the Association or members of directing or controlling bodies of such persons or persons related to previously mentioned persons.

4. GENERAL ASSEMBLY

4.1. The highest body of power of the Association is the General meeting where every member has one vote.

4.2. Competence of the General meeting:

- 4.2.1. amending the Articles of Association of the Association;
- 4.2.2. amending the aim of the Association;
- 4.2.3. approving the Strategic plan of the Association;

- 4.2.4. appointing and removing members of the Steering Committee;
- 4.2.5. appointing and removing members of the Management Board by the recommendation of the Steering Committee;
- 4.2.6. approving the annual report of the Association;
- 4.2.7. deciding the dissolution, merger or division of the non-profit association;
- 4.2.8. deciding other matters the deciding of which has not been granted to the competence of other bodies by law or Articles of Association.

4.3. The general meeting is called by the Management Board or by the Steering Committee. When the Steering Committee shall call together the General meeting they will send a prior specific notification to the management board after which the management board shall call together the General meeting according procedure prescribed in the Articles of Association or by the law.

4.4. The general meeting of the Association may enter matters on the agenda that were not there beforehand. Such matters may be entered on the agenda on the consent of over one third of the members of the Association present at the General meeting.

4.5. The General meeting of the Association is held at least once during a calendar year. The meeting can be held via written, electronic, teleconference or other communication means.

4.6. The general meeting is called when the management board or by the Steering Committee of the Association find it necessary or at least 1/3 of the members of the Association request the Steering Committee of the Association to do that.

4.7. The Chairperson of the Steering Committee informs the Association members about the agenda, time and place or, if applicable, means of conducting the General meeting two weeks before the date of the general meeting, the latest.

4.8. If a member of the Association wishes to review of a matter during the next General meeting, they shall inform the Steering Committee of the Association in writing including by email.

4.9. All members of the Association may participate in the general meeting with the right to vote. Every member with the right to vote has only one vote. A member of the Association may authorise another member of the Association to vote for him/her by an unattested written authorisation.

4.10. In cases the provisions of the law do not prescribe otherwise, the resolution of the General meeting is considered as adopted if over half of the members of the Association present at the General meeting are voting in favour.

4.11. If otherwise not stipulated the voting shall be conducted publicly, in case of a matter of sensitive nature the voting can be carried out in secret.

4.12. The General meeting is recorded. The minutes of the General meeting includes time and place/means of conducting of the General meeting, agenda of the General meeting, voting results and adopted resolutions and other significant matters at the General meeting. The minutes also include, on the request of the member, a dissenting opinion of a member concerning a resolution. The chairperson of the General meeting (the person who initiated the meeting – a management board member or the Steering Committee chairperson) and the recorder sign the minutes. The list of participants of the General meeting with individual signatures is the integral part of the minutes, also the proposals and applications submitted to the General meeting.

5. STEERING COMMITTEE OF THE ASSOCIATION

5.1. The Association and the Steering Committee are directed by the General meeting. Between the General meetings, the Association is supervised by the Steering Committee which is elected for three

years and consists of at least five but not more than seven members.

5.2. The Steering committee is a meeting of representatives of the Association created by the General meeting under the Non-profit Association Act of the Republic of Estonia to execute supervisory purposes over activities of the Association.

5.3. The Steering Committee ensures that the organization is operating in accordance with its mission and purpose and supervises the management board and management board member who has been appointed as the Executive Director.

5.4. The key areas of responsibility of the Steering Committee include oversight of the implementation of the Association's strategy approved by the General meeting, and providing strategic guidance to the Management Board, including a Management Board member who is the Executive Director.

5.5. Competence of the Steering Committee:

5.5.1. Reviewing and approving applications for membership in the Association;

5.5.2. Supervision and oversight of program implementation;

5.5.3. Development of partnerships with key organizations and donors at the national and international levels;

5.4.4. The Steering Committee finds candidates for the position of the Management Board members (including for the position of a Management Board member who is the Executive Director) and makes a final recommendation regarding appointment to the General Assembly.

5.6. A detailed Terms of Reference of the Steering Committee should be approved by the General meeting.

6. MANAGEMENT BOARD OF THE ASSOCIATION

6.1. The Association is directed and represented by the management board, which consists of two members.

6.2. Competence of the management board:

6.2.1. ensuring arrangement of the daily activities of the Association;

6.2.2. keeping record of the Association members;

6.2.3. ensuring preparation of the activity plans and budgets of the Association;

6.2.4. arranging the accounting according to the Accounting Act of Republic of Estonia.

6.2.5. ensuring preparation and submission of the annual reports;

6.2.6. ensuring use and disposing the assets of the Association according to law and requirements coming from the Articles of Association and resolutions of the General meeting.

6.3. One of the members of the management board shall fulfill the obligations of an Executive Director. The Executive Director has overall sole operational responsibility to fulfill the Association's mission and purpose in accordance with its Strategic plan.

6.4. Competence of the Executive Director:

6.4.1. Program Management. The Executive Director is responsible for developing and implementing programs to fulfill Association's mission, purpose and Strategic plan.

6.4.2. Internal Policies. The Executive Director is responsible for developing internal policies of the Secretariat.

6.4.3. Staff Management. The Executive Director hires, supervises and dismisses the Secretariat

staff of Associations.

6.4.4. Liaison to the Steering Committee. The Executive Director keeps the Steering Committee informed of the organization's activities. The Executive Director attends the Steering Committee in ex-officio.

6.4.5. The Executive Director has the right to solely represent the Association in all legal acts.

6.4.6. The detailed Terms of Reference for the Executive Director should be approved by the Steering Committee.

6.5. The Management Board members, including the Management Board member who is the Executive Director, are appointed by the General meeting based on a recommendation from the Steering Committee. The Steering Committee finds candidates for the Management Board members (including for the position of a Management Board member who is the Executive Director) and makes a final recommendation regarding appointment to the General Assembly.

6.6. The management board is appointed for five years.

6.7. The members of the management board are obliged to follow the restriction prescribed in the Articles of Association or established by the general meeting in concluding transactions on behalf of the Association.

7. SECRETARIAT OF THE ASSOCIATION

7.1. Under the Management Board works the Secretariat of the Association which provides assistance to the Management Board. The Secretariat subordinates directly to management board member who has been appointed as the Executive Director. The Secretariat main function is to implement the Association's Strategic Plan under the control of Executive Director and based guidance and recommendation from the Steering Committee.

7.2. The key areas of responsibility of the Secretariat are the following:

7.2.1. ensuring arrangement of the daily activities of the Association;

7.2.2. support to the development, implementation and management of the Association Strategic Plan;

7.2.3. implementation of programs in line with the Association Strategic Plan;

7.2.4. resource mobilization and communications with the Association donors;

7.2.5. accountability to and communication with the Associations' Steering Committee and Management Board;

7.2.6. communication with and support to the Association membership.

7.3. A detailed Terms of Reference of the Secretariat should be prepared by the Management Board and approved by the Steering Committee.

8. ACTIVITY OF THE ASSOCIATION

8.1. According to the law of the Republic of Estonia, the Association may carry out economic activity only in public interests for charity purpose.

8.2. The main activity of the Association is not business.

8.3. The financial year of the Association commences on 1 January and ends on 31 December. The annual report on the previous year shall be made available for examination to the members within the first quarter of the following year.

8.4. The assets of the Association arise from the economic assistance of local governments, monetary appropriation, and other accruals.

8.5. The Association does not bear proprietary liability in front of obligations of its members; the members do not bear proprietary liability in front of proprietary obligations of the Association.

9. MERGER, DIVISION, LIQUIDATION

9.1. Merger, division and liquidation of the Association shall take place in the procedure prescribed by law.

9.2. Members of the management board or persons appointed by the general meeting are the liquidators of the Association.

9.3. At dissolution of the Association, the assets remaining after satisfying the claims of the obligees are transferred to a member of a list of income tax incentive non-profit association and foundations, legal person in public law, incl. state or local government.