

# Articles of Association of the Non-Profit Association Estonian Centre for Standardisation and Accreditation

## 1. General Provisions

- 1.1. The name of the non-profit association is the Non-Profit Association Estonian Centre for Standardisation and Accreditation, shortly the Estonian Centre for Standardisation and Accreditation (hereinafter referred to as the Association).
- 1.2. The location of the Association is the Republic of Estonia, Tallinn.
- 1.3. The financial year of the Association starts on 1 January and finishes on 31 December.
- 1.4. The goals of the Association:
  - 1.4.1. developing of standards and other information documents, their publication and distribution as well as the development of standardisation activities in accordance with internationally acknowledged standardisation principles, acting as an Estonian standardisation organisation;
  - 1.4.2. accreditation of conformity assessment bodies in mandatory and voluntary fields, acting as the Estonian national accreditation body, representation of Estonia within international accreditation cooperation and assessment and attestation of technical competence of measurers.
- 1.5. The tasks of the Association related to standardisation:
  - 1.5.1. organisation of the process of developing of Estonian standards, including the adoption, amendment and withdrawal of standards;
  - 1.5.2. taking part in the work of European and international standardisation organisations;
  - 1.5.3. publishing, preserving, and making available to the public of Estonian and international as well as European standards and other publications containing technical information in the field of standardisation by means of sale and distribution of standards;
  - 1.5.4. establishing the infrastructure of standardisation as well as supporting relevant activities, including the development of procedural requirements pertaining to development of Estonian standards;
  - 1.5.5. providing information and training services in the field of standardisation both for a fee and free of charge.
- 1.6. The tasks of the Association related to accreditation:
  - 1.6.1. organising accreditation of conformity assessment bodies and conducting accreditation in mandatory and voluntary fields;
  - 1.6.2. development of accreditation schemes and establishing accreditation procedures, including forming technical committees and coordinating their work;
  - 1.6.3. concluding agreements of mutual recognition with other accreditation bodies and their associations in the field of accreditation;
  - 1.6.4. taking part in the work of European and international accreditation organisations;
  - 1.6.5. assessment and attestation of technical competence of measurers;

- 1.6.6. providing information and training services both for a fee and free of charge, including the training of accreditation assessors.

## **2. Terms and Conditions for Becoming a Member of the Association and Resigning and Excluding from the Non-Profit Association**

- 2.1. Estonian legal entities drawing together stakeholders of standardisation or accreditation can become the members of the Association, which acknowledge and fulfil the present Articles of Association.
- 2.2. An entity is accepted as a member of the Association on the basis of the written application, which is reviewed by the Board within one month.
- 2.3. Member rights and obligations come into effect after a resolution has been made by the Board concerning the acceptance of an entity as a member, and the entry fee has been paid.
- 2.4. The day when the Board resolution has been made shall be regarded as a day of becoming a member.
- 2.5. The refusal of the Board from passing a relevant resolution can be disputed at the general meeting.
- 2.6. A member has the right to resign from the Association on the basis of the written application.
- 2.7. Under the Board resolution, the following members are to be excluded from the Association:
  - 2.7.1. a member that has not paid a membership fee during the period established by the general meeting;
  - 2.7.2. a member that has not taken part in the work of the Association and has not fulfilled its obligations under the Articles of Association;
  - 2.7.3. a member that has not abided by the decisions of the governing bodies repeatedly, hindered the activities of the Association, or damaged the Association with its own actions.
- 2.8. A member is regarded as having been excluded from the day when the relevant resolution has been adopted by the Board.
- 2.9. A member excluded by the Board of the Association has the right to demand the discussion of his or her exclusion and passing a relevant resolution at the general meeting following the exclusion.
- 2.10. In the event of resigning or exclusion, entry fees and memberships fees that have already been paid are not subject for refund. If resigning or exclusion take place during the financial year of the Association, a membership fee should be paid for the entire financial year.
- 2.11. Membership in the Association and the exercise of member rights may not be transferred. In the event of termination, joining, or dividing a legal entity, its membership in the Association ends.
- 2.12. A person, whose membership in the Association has ended, does not have any rights to the property of the Association.

## **3. Rights and Obligations of Members of the Association**

- 3.1. A member of the Association has the right:
  - 3.1.1. to take part in the general meeting of the Association with the right to vote as well as to take part in the activities of the Association;

- 3.1.2. to name candidates for the position of the Board member and elect and be elected as a member of the managing and supervising bodies of the Association;
  - 3.1.3. to obtain information about the activities of the Association from its Board and the Managing Director;
  - 3.1.4. to submit proposals to the general meeting, the Board, and the Managing Director concerning the issues related to the organisation of standardisation and accreditation, arising from the activities of the Association;
  - 3.1.5. to resign from the Association.
- 3.2. A member of the Association undertakes:
- 3.2.1. to render assistance in the course of achieving the objectives of the Association;
  - 3.2.2. to abide to the present Articles of Association and execute the decisions of its governing bodies;
  - 3.2.3. to pay a membership fee in the amount and by the time established by the general meeting;
  - 3.2.4. to notify the Board of the Association in writing about all possible changes in his or her data no later than within two months after they have been changed.
- 3.3. Other liabilities, in addition to a membership fee and an entry fee, can only be imposed on the basis of a resolution adopted by the general meeting that has been voted for by all members of the general meeting.
- 3.4. There should be a consent of a relevant member of the Association for the termination or variation of the rights different from the rights of other members or for the imposition of different obligations.

## **4. General Meeting**

- 4.1. The highest governing body of the Association is the general meeting of its members.
- 4.2. All members of the Association can take part in a general meeting. Every member of the Association has one vote. A representative of a legal entity should have a Power of Attorney on hand at the general meeting.
- 4.3. The following falls under the competence of the general meeting:
  - 4.3.1. introducing changes into the Articles of Association;
  - 4.3.2. selecting and recalling the Board members;
  - 4.3.3. adopting the resolutions concerning the transfer and encumbrance with real rights of immovables and movables to be entered into the register which belong to the Association and determining terms and conditions for the afore-mentioned transactions;
  - 4.3.4. consolidating financial year reports;
  - 4.3.5. determining the amount and the term of payment of membership and entry fees;
  - 4.3.6. appointing an auditor;
  - 4.3.7. adopting resolutions concerning carrying out transactions with a Board member, determining the terms and conditions of such transactions, holding a legal dispute, and appointing a representative of the non-profit association for a relevant transaction or a dispute;
  - 4.3.8. adopting resolutions concerning the termination of the Association, its merger and division;
  - 4.3.9. adopting resolutions pertaining to other issues that do not fall under the competence of other bodies in accordance with the legislation or the Articles of Association.

- 4.4. The general meeting of the Association is to be summoned by the Board with 14 days prior notice. The notice should include the time, place, and agenda of the general meeting.
- 4.5. The Board shall summon the general meeting whenever required or if at least 1/10 of the members are asking for it.
- 4.6. The general meeting has a quorum if over half of its members take part in the meeting or are represented at it.
- 4.7. If less than half of the members take part at the general meeting, it should be postponed. In this case, the Board shall summon another meeting within three weeks, but not earlier than within seven days, with the same agenda. A new general meeting shall be competent to adopt resolutions, regardless of the number of its participants.
- 4.8. The resolution of the general meeting shall be regarded as having been adopted if over half of the members present at the meeting or their representatives have voted for the resolution.
- 4.9. Over 2/3 of the majority of votes is required:
  - 4.9.1. for establishing the amount of entry and membership fees;
  - 4.9.2. for adopting the resolutions concerning the merger, division, or termination of the Association.
- 4.10. In order to introduce changes into the Articles of Association, the consent of at least 9/10 of members is required. Hereby consent should also be given by a state representative in the non-profit association.
- 4.11. The general meeting is competent to adopt resolution only on the issues that the members of the meetings have been notified about in advance. Resolutions pertaining to the issues that have not been brought to the notice to the members of the meeting in advance can only be adopted if all members of the non-profit association take part or are represented at the general meeting, and all of them have voted in favour of the relevant resolution.
- 4.12. Resolutions of the general meeting are binding for the Board and all members of the Association.
- 4.13. General meetings shall be protocolled, and the protocol should be signed by the head of the meeting and the minute-taker. At the will of the member of the Association, his or her dissenting opinion should be entered into the protocol, which shall be verified by his or her signature.
- 4.14. The general meeting may adopt resolutions without summoning the general meeting. The resolution of the general meeting shall be regarded as having been adopted without summoning the general meeting if all members of the non-profit association have voted in favour of the relevant resolution in writing.

## **5. Board**

- 5.1. General activities of the Association shall be managed, and the Association shall be represented by the Board.
- 5.2. The Board consists of 3 to 5 members elected for two years.
- 5.3. At least one of the members shall be elected by the general meeting from among the candidates nominated by the state (hereinafter referred to as a state representative in the Board).
- 5.4. At least two members shall represent the Board in all legal actions, and one of the members should be a state representative in the Board.
- 5.5. Members of the Board elect the chairman of the Board for two years. If the chairman of the Board resigns within his or her period of office, a new chairman of the Board should be elected.
- 5.6. The chairman of the Board shall arrange and hold the meetings of the Board.

- 5.7. The meetings of the Board shall be held whenever required, but not less often than half-yearly. The meetings of the Board shall be protocolled.
- 5.8. The Board shall have a quorum if over half of the members of the Board take part in the meeting. The Board shall have a quorum when dealing with the resolutions pertaining to accreditation activities and its financing if over half of the members of the Board take part in the meeting, and at least one of the participants is a state representative in the Board.
- 5.9. The resolutions of the Board shall be adopted by simple majority of votes. In the event of equal distribution of votes the vote of the chairman of the Board has a decisive effect.
- 5.10. The Board may adopt resolutions without summoning the meeting if all members of the Board have voted in favour of the relevant resolution in writing.
- 5.11. The Board has the following tasks:
  - 5.11.1. the consolidation of the development strategy of the Association, its action plan and budget;
  - 5.11.2. appointing the Managing Director and removing him or her from office as well as determining his or her tasks and remuneration;
  - 5.11.3. handling the property of the Association within the scope of its powers;
  - 5.11.4. confirming the structure of the Association and composition of personnel;
  - 5.11.5. accepting new members into the Association, excluding them and keeping the record of members;
  - 5.11.6. notifying the public about the activities of the Association;
  - 5.11.7. approving of financial year reports and submitting them to the general meeting for approval no later than within six months after the end of the financial year;
  - 5.11.8. confirming the list of standardisation services and the price list for standards and paid services related to them;
  - 5.11.9. confirming the list of accreditation services and the fees for accreditation or the principles of determining them;
  - 5.11.10. other issues related to the activities of the Association that do not fall under the competence of another body in accordance with the legislation or the Articles of Association.

## **6. Managing Director**

- 6.1. The Managing Director manages everyday activities of the Association and bears responsibility for the execution of the resolutions adopted by the general meeting and the Board.
- 6.2. The Managing Director:
  - 6.2.1. carries out operational administration of the Association and organises its usual activities;
  - 6.2.2. enters into and terminates employment contracts and establishes remuneration for the employees;
  - 6.2.3. prepares the annual budget of the Association and its action plan and submits them to the Board for consolidation;
  - 6.2.4. draws up financial year reports and submits them to the Board for approval;
  - 6.2.5. reports to the Board about his or her activities;
  - 6.2.6. issues orders within the scope of his or her powers;
  - 6.2.7. represents the Association in all transactions carried out with legal and natural entities on the basis of the Power of Attorney;
  - 6.2.8. signs banking documents within the limits of the budget;
  - 6.2.9. takes part in the meetings of the Board without the right to vote;

- 6.2.10. submits the structure of the Association and composition of personnel to the Board for approval;
- 6.2.11. submits the list of services as well as the price list and the principles for assigning fees to the Board for approval;
- 6.2.12. makes other decisions within the scope of his or her powers.

## **7. Estonian Accreditation Centre (EAK)**

- 7.1. The Estonian Accreditation Centre (hereinafter referred to as the Accreditation Centre) is the unit of the association acting as the Estonian national accreditation body, whose task is to organise the performance of the tasks of the Association related to accreditation listed in clause 1.6 of the Articles of Association.
- 7.2. The work of the Accreditation Centre is managed by the head of the Accreditation Centre.
- 7.3. The Accreditation Centre may use the symbols that are different from the symbols of the Association for self-identification.
- 7.4. The budget of the Accreditation Centre is a separate section within the budget of the Association, and record over the funds and assets of the Accreditation Centre is kept separately from other funds of the Association.

## **8. Head of the Accreditation Centre**

- 8.1. The head of the Accreditation Centre manages the work of the Accreditation Centre, obeying the Managing Director of the Association.
- 8.2. Head of the Accreditation Centre:
  - 8.2.1. approves accreditation procedures and guidelines;
  - 8.2.2. makes the accreditation decisions and adopts resolutions to competence attestation;
  - 8.2.3. within the scope of his or her authorities, signs accreditation and competence assessment contracts and contracts for accreditation services;
  - 8.2.4. represents the Accreditation Centre within international accreditation cooperation and enters into mutual recognition agreements between accreditation bodies on the basis of the Power of Attorney;
  - 8.2.5. makes a proposal to the Managing Director concerning the budget of the Accreditation Centre and its action plan and bears responsibility for their execution;
- 8.3. in the absence of the head of the Accreditation Centre he or she is filled in for by the employee of the Accreditation Centre assigned by the Managing Director.

## **9. Council of the Accreditation Centre**

- 9.1. The Council of the Accreditation Centre (hereinafter referred to as the Council) is the collective body advising the Accreditation Centre in the field of conformity assessment and accreditation.
- 9.2. The members of the Council of the Accreditation Centre are the parties interested in the accreditation.
- 9.3. The Council of the Accreditation Centre operates in accordance with the Articles of Association approved of by the head of the Accreditation Centre.
- 9.4. The management of the work flow of the Council is ensured by the Accreditation Centre.

## **10. Auditor**

- 10.1. The general meeting assigns an auditor for up to three years.
- 10.2. An auditor monitors the financial activities of the Association and the conformity of other activities that involve material liability to the Articles of Association and legal acts.
- 10.3. The members of the Board and the employees of the Association must enable the auditor to familiarise himself or herself with the documents required for carrying out audit examinations and provide him or her with required information.
- 10.4. An auditor shall draw up a report concerning the results of an audit examination, which should be submitted to the general meeting.
- 10.5. An auditor must not be a member of the Board, an accountant, or an employee of the Association, or any other person having similar economic interest.

## **11. Assets and financing**

- 11.1. The assets of the Association may only be used for the purpose of achieving the goals of the Association.
- 11.2. The assets of the Accreditation Centre may only be used for the purpose of achieving the goals related to the activities of the Accreditation Centre.
- 11.3. The assets of the Association comprise of:
  - 11.3.1. entry and membership fees;
  - 11.3.2. the revenue generated as a result of using the assets of the Association and carrying out activities;
  - 11.3.3. the revenue generated as a result of sale of the services listed in the Articles of Association;
  - 11.3.4. donations, royalties, and other gifts and allotments;
  - 11.3.5. the revenue generated from ownership and securities
  - 11.3.6. other income that is related to or is generated from the progression of activities under the Articles of Association of the Association.
- 11.4. The Association is responsible for the performance of its obligations with its property.
- 11.5. Non-cash entry contribution or membership fee may come in the form of any item that can be appraised in monetary value and is transferred to the Association or a proprietary right that can be foreclosed on, and which has been appraised by an auditor.

## **12. Merger, Division, Termination of the Association and Distribution of Assets in the Event of Termination of the Association**

- 12.1. The Association can be merged, divided, or terminated in accordance with the procedure prescribed by the legislation on the basis of the resolution adopted by the general meeting.
- 12.2. The Association is to be terminated:
  - 12.2.1. by the resolution of the general meeting;
  - 12.2.2. on other grounds prescribed by the law.
- 12.3. In the event of termination of the Association, its liquidation shall take place in accordance with the procedure prescribed by the law.
- 12.4. In the event of termination of the activities of the Association, its assets shall be divided after the satisfaction of all claims filed by creditors and money depositing between eligible

persons that will be determined by the resolution of the general meeting taking the following into account:

12.4.1. Estonian standards and other documents related to standardisation shall be handed over to the new Estonian standardisation organisation, or it will be up to the Government of the Republic to decide what to do with them.

12.4.2. The assets of the Accreditation Centre shall be handed over to the new Estonian accreditation centre, or it will be up to the Government of the Republic to decide what to do with them.