

# STATUTES

## 1. Name and status

The Estonian Biochemical Society, in short EBS (hereinafter called "Society"), is a non-profit organization, the proceeds and funds of which are used to obtain its objectives in the areas of activity described in the Article 3 in these Articles of Association. The Society considers itself to be the legal successor of the Estonian Biochemical Society established in 1959 as part of the Soviet Biochemical Society. In its activities the Society upholds the laws and the governmental regulations of the Estonian Republic, other legal acts, and these Articles of Association. The society is a legal person and may conclude contracts in its name, have proprietary and non-proprietary rights and liabilities, act as a plaintiff or a respondent in court, open bank-accounts. The Society has its independent balance sheet and a seal. The activities of the Society are managed annually from January 1 to December 31.

## 2. Location

The legal address of the Society: Harjumaa County, Tallinn 19086, Akadeemia tee 15

## 3. Objectives and Fields of Activity

The objective of the Society's activity is to support and promote research and teaching in the field of biochemistry and in the scientific disciplines theoretically or practically related to it; the aim is to arouse interest in these fields and to distribute information; the Society also offers support to its members and safeguards their professional interests.

The main fields of activity to obtain these objectives are:

- cooperation with other scientific organizations in Estonia and abroad;
- organizing conferences, symposia, seminars, and other official meetings, and supporting the participation of Society's members in international scientific conferences, refresher courses, and other similar events;
- publishing activities related to the objectives of the Society;
- applying to and creating study- and research funds and organizing the use of such funds including scholarships and research grants to notable students and young scientists;
- granting awards, medals, and other honors for remarkable results in biochemistry or in its scope of application;
- other activities that are in keeping with the laws of Estonia and aim at obtaining the above mentioned objectives.

## 4. Members

Any natural person interested in biochemistry, living or working in Estonia or having scientific associations with Estonia while working abroad, is eligible for admission to membership of the Society upon regular payment of the membership fee as long as the person accepts and follows these Articles of Association. A member is admitted by the President's decision upon a written application.

Members are either active members, student members, or associate members. Active members ought to have obtained higher education in biochemistry or in a related discipline; based on a written application to the Management Board an elderly member may acquire the status of emeritus member exempting him/her from the membership fee while retaining the rights of an active member. The curriculum of a student member should include subjects of biochemistry. Associate members may be persons who wish to contribute to the objectives specified in the Articles of Association. The amount of membership fee and other relations with the associate member are specified in the contract between the member and the Society.

The active members have the right to participate in the activities of the Society according to these Articles of Association, to provide propositions, request information concerning the activities of the Society, and to elect and be elected to the governing and audit bodies of the Society.

The obligation of the active members is participation in the pursuit of the objectives of the Society defined under the fields of activities in Article 3 of these Articles of Association.

The membership may be terminated upon a written application to the President of the Society after the payment of the membership fee for the current year. Members who have not paid the membership fee without a good reason for not doing so, are excluded from membership from January 1, the following year. Those excluded may be re-admitted after one year.

The student members have the same rights and obligations as active members except for the right to elect and be elected to the governing and audit bodies of the Society.

The membership fee for active and student members is determined by the General Assembly.

## **5. Structure and management**

### **5.1. General Assembly**

The General Assembly is the supreme body of power of the Society. General Assemblies (Annual Meetings) take place once a year at a time set by the Management Board and the time, place, and agenda of the meeting are announced to the members in writing at least two weeks in advance. The Management Board may summon a Special General Assembly with a two-weeks notice to the members and is obliged to do so upon a written demand from 1/3 of the members.

The minutes of the Annual Meeting of the Society ought to include the procedure for approving the report by the Management Board and the Auditor, and for authorizing the balance sheet, and electing the new Management Board and Auditor at the end of their term of office defined in these Articles of Association. The decision of the General Assembly is taken by a simple majority vote, with the exception of the occasions pointed out in Article 8 and 9 of these Articles of Association. The quorum of the General Assembly is 1/3 of active members with the right to vote. When there is no quorum, those present set a new date for the General Assembly that cannot be any earlier than after two weeks or any later than after two months since the meeting canceled due to the absence of quorum; the quorum for the next meeting is the number of members present. The minutes of the General Assembly are recorded.

When necessary, the Management Board may summon Meetings of Representatives that serve as General Assemblies in between the Annual Meetings. The representatives are selected in a procedure defined by the Management Board, with one representative for every ten active members. The procedures for holding a Meeting of Representatives and voting at the Meeting of Representatives are the same as those for General Assembly.

### **5.2. Board**

The Management Board consists of three persons in minimum (maximum 5 persons) and is elected at the General Assembly of the Society for 5 years. The task of the Management Board is to organize the actual functioning of the Society in order to obtain the objectives set in the Articles of Association and to enforce the decisions of the General Assembly. Each member of the Board has the right to represent the Society in all legal proceedings. The Management Board selects the chairman of the board amongst its members. The chairman of the board also acts as the President of the society. The President represents the Society in everyday interaction with the state, other organizations, and private persons.

The Management Board meets upon necessity, but not less frequently than twice a year. The board is summoned by the President and the quorum of the meeting is the presence of more than half the members. The decisions of the board are taken with a simple majority vote, in case of an equal number of votes in favor and against, the President has the deciding vote. The minutes of the Management Board meeting are recorded. In the absence of the President, the functions are carried out by a temporary acting President appointed by the board.

## **6. Financial assets**

The assets of the Society are compiled of the membership fees, grants, gifts, donations, etc., but also of proceeds that may arise from the distribution of the Society's publications or the organization of paid cultural, educational, or other events that follow the objectives of the Society defined in these Articles of Association, and other gains that are used to support the activities of the Society. The Society may possess any kind of property necessary for obtaining the objectives defined in these Articles of Association and the possession of which does not contradict the law. The assets of the Society are used by the President for organizing current activities. The Society keeps accounts and pays taxes to the state and local government according to the procedures defined in the appropriate legislation. The funds of the Society are kept in a bank.

## **7. Audit of the Society's activities**

Activities of the Society are audited by an Auditor selected from amongst the members for one year at the Annual Meeting of the Society (with the decision of the General Assembly an Auditor may be defined as the

audit committee). For his/her services the Auditor may receive a fee, the amount of which is set by the Annual Meeting. The Auditor presents his/her report in writing to the Annual Meeting along with the report of the Management Board. The Management Board has to ensure the Auditor access to all the documents of the Society during the whole year.

#### **8. Altering the Articles of Association**

The Articles of Association of the Society may be altered by the General Assembly or the Meeting of the Representatives, where in case of a quorum at least two thirds of those present vote in favor of the alterations.

#### **9. Termination of activities of the Society**

The activities of the Society may be terminated by the General Assembly when two thirds of all the active members of the society vote in favor of such a move.

After the decision to terminate the activities of the Society, the Management Board hands over the assets and documents of the Society to some other non-profit organization that may be defined in the decision to terminate the activities of the Society. The Management Board is not allowed to conduct any other financial or proprietary transactions after the decision to terminate the activities of the Society is taken.

The termination of the activities of the Society due to administrative court decision is carried out by the liquidation committee defined in the court decision.

These Articles of Association are accepted and approved at the General Assembly of the Society on February 22, 2005.