



THE ESTONIAN ASSOCIATION OF JUDGES

ARTICLES OF ASSOCIATION

Adopted by the annual meeting of the Estonian Association of Judges on 24 November 2000, amended by the annual meeting of the Estonian Association of Judges on 28 November 2014, amended by the annual meeting of the Estonian Association of Judges on 21 May 2021

I. General provisions

1. The Estonian Association of Judges is a non-profit voluntary organisation that was established on 18 December 1991.
2. The name of the non-profit organisation is the Estonian Association of Judges (hereinafter the Association). The abbreviation of the Association's name is EAJ. The name of the Association in Estonian is *Eesti Kohtunike Ühing* (EKOÜ).
3. The seat of the company is in Tallinn.
4. The activity of the Association is based on the principles of democracy, the initiation of its members and social inclusion.
5. The objectives of the Association are:
 - 1) to unite judges within a professional organisation;
 - 2) to protect the independence of courts and judges;
 - 3) to protect the individual, work-related and socio-economic rights and legal interests of judges;
 - 4) to shape and maintain the high level of professional ethics of judges;
 - 5) to study the history of the courts that have functioned on Estonian territory.
6. In order to achieve its objective, the Association shall:
 - 1) organise meetings, seminars, conferences, invite judges to meetings about courts and topics important for the judiciary;
 - 2) organise professional and social events that help to unite its members;
 - 3) observe the administration of justice and decisions on the court system in state and local government bodies, and give its views about draft acts on the court system and, if necessary, on other draft acts to state and local government bodies and other organisations;
 - 4) follow the implementation of laws upon the administration of justice and, if necessary, make suggestions to the subjects that have the right to institute a law about supplementing, amending or repealing laws;

- 5) publish periodic and other materials, and distribute information related to the administration of justice;
 - 6) cooperate with other organisations.
7. The Association is a legal person in private law. The Association has its own seal and emblem.

II. Members of the Association and their rights and obligations

8. The members of the Association are divided into active members and honorary members.
9. An active member of the Association can be a judge who recognises the Articles of Association and wishes to participate in the activity of the Association. A judge is accepted as a member of the Association based on a written application by a decision of the board.
10. An honorary member of the Association may be a former Estonian judge, a judge of a foreign country or international court institution or another person who has substantially helped the Association to fulfil its objectives as set out in its articles of association or strengthen the court system, and wishes to support the Association's activity. Honourable members are elected by the general meeting at the proposal of the board.
11. An active member of the Association shall have the right to:
- 1) participate in the Association's activity pursuant to the Articles of Association;
 - 2) elect and be elected to the management or audit bodies of the Association;
 - 3) make proposals to the said organs or directly to the general meeting about the Association's activity and interpellations about any issues concerning the Association;
 - 4) leave the Association voluntarily.

Honorary members shall have the right to participate in the Association's events and to speak at general meetings.

12. An active member of the Association shall pay a membership fee for each financial year, which must be paid by the end of the financial year at the latest. The size of the membership fee shall be determined by the general meeting.
13. A member of the Association must fulfil the requirements of the Articles of Association and contribute to achieving the Association's objectives. A member of the Association can only impose obligations by a decision of the general meeting or based on a contract entered into with the member.
14. A member has the right to leave the Association at any time on the basis of a written application submitted to the board.

A member is excluded from the Association in the event of:

- 1) failing to pay the membership fee without good reason for more than two financial years;
- 2) removing or releasing the judge from office, except when the judge is released from office due to retirement;

- 3) failing to perform the provisions of the Articles of Association or damaging the Association substantially.

If the membership ends during the financial year, the membership fee provided in the Articles of Association must be paid for the whole financial year.

III. Directing bodies of the Association

15. The general meeting of the members is the highest body of the Association. The general meeting makes decisions on all management issues of the Association that have not been placed within the competence of the board or another body of the Association by law or these Articles of Association.

The board shall call the annual general meeting each year in November.

An extraordinary meeting is called if it is demanded by the head of the Association, the board or the audit committee or at least 1/10 of the members of the Association in writing and indicating the reason therefor.

Calling a general meeting must be announced at least seven days in advance.

16. A general meeting may adopt resolutions if all requirements arising from law and the Articles of Association are adhered to upon calling the meeting.

The general meeting has a quorum if over a half of the members of the Association participates.

A member of the Association or his/her representative who has a simple written authorisation may participate and vote at a general meeting. A representative may only be another member of the Association. The authorisations of representatives or their copies are added to the minutes of the general meeting.

A general meeting is opened by the head of the Association, or upon their absence the oldest member of the board or the oldest active member present at the meeting, after which the chair and secretary of the meeting are elected. Minutes shall be taken of the course of the meeting. The time and place of the meeting, the agenda of the meeting, the voting results and the adopted resolutions and other important circumstances of the meeting shall be entered in the minutes. The minutes shall be signed by the chair and the secretary of the meeting. The content of the dissenting opinion of a member who maintained a different opinion of the resolution of the general meeting shall be entered in the minutes at the request of this member. The dissenting opinion shall be signed by the person who maintained a different opinion.

A list of the participants in the general meeting with the signature of all participants and all written proposals and statements presented to the general meeting shall form an integral annex of the minutes.

The minutes must be available to the members 14 days after the end of the general meeting.

17. A general meeting shall:

- 1) confirm the Association's Articles of Association and amend it;
- 2) specify the membership fee;
- 3) confirm the annual accounts prepared by the board after hearing the opinion of the audit committee;

- 4) discuss the Association's activity and adopt resolutions thereon;
- 5) elect the head of the Association and other members of the board, members of the audit committee for two years and decide upon their removal by secret ballot;
- 6) elect the honorary members of the Association;
- 7) make decisions on paying a member of the board, the amount to be paid and respective procedure, and making transactions with a member of the board and specifying its terms;
- 8) adopt resolutions about issues submitted by the board of members of the Association to the general meeting for deciding.

- 18.** A resolution of the general meeting shall be adopted if more than one-half of the members of the Association or their representatives who participated in the meeting vote in favour.

When electing a person, the candidate who receives more votes than the others shall be deemed elected at the general meeting.

If a resolution of a general meeting shall be adopted without calling a meeting, more than half of the members of the Association must participate in the voting. A resolution shall be adopted if more than half of the votes cast are in favour unless a larger majority is required by the law or the Articles of Association.

A resolution of amending the Articles of Association shall be adopted if more than 2/3 of the members of the Association or their representatives who participated in the meeting vote in favour.

A resolution amending the objective of the Association specified in the Articles of Association shall be adopted if at least 9/10 of the members vote in favour.

- 19.** During the time between general meetings, the Association shall be directed and represented by the board, which shall make decisions on issues that are not in the capacity of the general meeting. The board of the Association has nine members.

The head of the Association is also the chair of the board. The board shall elect a vice-chairman and treasurer of the Association from its members.

Each member of the board has the right to represent the Association in all transactions, unless otherwise provided by law.

- 20.** The board shall meet according to need or if it is requested by at least three board members or the chair.

The board is authorised to adopt resolutions if over one-half of the board members are present.

Resolutions of the board shall be adopted by a majority of votes of members taking part in the meeting. A resolution of a board shall be deemed as adopted without calling a meeting if 2/3 of the members of the board vote for the decision in writing. Minutes shall be taken of the course of the board meeting.

- 21.** The board or the chair may form working committees for solving problems or preparing opinions.

- 22.** The audit committee shall give a written opinion about the annual accounts prepared by the board and, if necessary, check the organisational and financial and economic situation of the board. The audit committee consists of three members.

The audit committee shall elect a chairman from among its members.

The audit committee shall have the right to receive information from the board about directing the Association and organising the accounting and view the Association's documents as well as present opinions and proposals about these issues to the board.

A member of the audit committee may attend and address board meetings that discuss the opinions and proposals presented by the audit committee to the board.

IV. Assets of the Association

23. The assets of the Association are obtained from:

- 1) membership fees;
- 2) publication revenues;
- 3) other accruals.

24. The financial year of the Association shall begin on 1 July and end on 30 June.

V. Termination of the Association's activities

25. The Association shall terminate its activity, if:

- 1) the general meeting decides to terminate the Association's activity by a 2/3 majority of vote;
- 2) the number of members falls below 50.

26. Upon termination of the Association's activity, the assets remaining after satisfying all claims shall be divided between persons entitled thereto by a decision of the general meeting.