

ARTICLES OF ASSOCIATION OF NPO ANIMAL RESCUE GROUP

I GENERAL PROVISIONS

- 1.1 Non-profit organisation Animal Rescue Group (henceforth the association) is a voluntary organisation operating on the initiative of the citizens and acting in the public interest.
- 1.2 The association is located at Kopli 69A, Tallinn, Harju County, Republic of Estonia, 10314.
- 1.3 The official name of the association is “Loomapäästegrupp”. “Animal Rescue Group” is used in English and „Группа Спасения Животных“ in Russian.
- 1.4 The organisation uses its own insignia and membership card.
- 1.5 The financial year of the organisation starts on 1 January and ends on 31 December.
- 1.6 The association is founded without a term.
- 1.7 An animal in the sense of these articles of association is a mammal, a bird, a reptile, an amphibian, a fish or an invertebrate.

II AIM OF THE ASSOCIATION

- 2.1 Helping animals harmed in traffic accidents and organising treatment for them.
- 2.2 Treating and rehabilitating abused animals and finding new homes for them.
- 2.2 Protecting animals from such human activities that could harm the wellbeing, health or lives of the animals.
- 2.3 Preserving biological diversity.
- 2.4 Raising animal keeping culture, promoting animal rescue and protection, and principles of mercy.
- 2.5 Forming an attitude of respect and humanity towards animals as creatures who sense pain and fear and discrediting and preventing animal abuse.

III MAIN ACTIVITIES FOR REACHING THE AIM

- 3.1 Collecting donations, membership fees and support payments.
- 3.2 Organising charity events and production and/or sales of charity products.
- 3.3 Preparing animal protection projects and developing the financial activities of the organisation.
- 3.4 Participating in the legislative drafting related with animal rescue and protection.
- 3.5 Producing or ordering animal rescue and protection related prints, TV and radio shows.
- 3.6 Developing or ordering website solutions and services necessary for the field.
- 3.7 Creating a foundation and a non-profit organisation.
- 3.8 Ordering surveys related with animal rescue and protection.
- 3.9 Organising trainings related with animal rescue and protection.
- 3.10 Cooperating with international animal rescue and protection associations.
- 3.11 Cooperating with state and local government entities and other legal persons in public and private law.
- 3.12 Advising the public in relation to animal rescue and protection via information telephone line, e-mail and social media.
- 3.13 Other tasks and actions are performed which are necessary for achieving the aims set in the association's articles of association.
- 3.14 In reaching the aims, the association is obliged to use as the basis moderns scientific information that tackles the biological, physiological, psychological and social needs and features characteristic to the species.

IV MEMBERSHIP

- 4.1 All legal bodies registered in Estonia and abroad who are ready for active contribution into developing animal rescue and protection and follow the articles of association and the decisions of the general meeting and the management can apply for association membership. The maximum number of members of the association is 3 members.

4.2 The general meeting shall decide accepting a new association member based on the applicant's application within one (1) month as of receiving the application.

4.3 A person who has significantly helped to reach the association's or animal rescue and protection aims in general can be named an honorary member of the association with the general meeting's decision.

4.4 The founding members are the persons who signed the association foundation agreement, who shall be automatically considered as association members and the association has no right to exclude them. The founding members are released from the obligation to pay the membership fee.

4.5 The founding members have the right to participate in the management meetings, at the general meeting and they have a right to vote.

V RIGHTS AND OBLIGATIONS OF A MEMBER

5.1 The association member has the right to:

5.1.2 participate in a general meeting of the association with a right to vote;

5.1.3 propose candidates to be elected as association management members;

5.1.4 be elected the association management member through their representative;

5.1.5 receive comprehensive information about the association's activities from the managerial bodies;

5.1.6 submit projects and applications that conform to the aims, main directions and activities of the association.

5.1.7 If the management does not call the general meeting based on the request made by the members, the members have the right to call the general meeting following the same order as is valid for the management;

5.1.8 minutes are taken on the general meeting's decisions. The minutes include time and place of the general meeting, agenda, voting results and adopted decisions.

5.2 An association member is obliged to:

5.2.1 participate in the general meeting, follow these articles of association and the decisions of the managerial bodies of the association;

5.2.2 avoid actions that could harm the association's reputation;

5.2.3. use the association's asset prudently and purposefully, primarily for reaching the aims provided in the articles of association;

5.2.4 submit reports to the management concerning the use of the assets received from the association and respond to the management's inquiries;

5.2.5 submit the changes in their personal and/or contact information to the management within one month;

5.2.6 pay the admission and membership fees on time;

5.2.7 pay the association membership fee for the ongoing year even if they have submitted an application for leaving during the ongoing year;

5.2.8 the paid membership fee is not refunded even if the membership terminates in the middle of the year.

5.3 Membership or exercising of the rights or obligations of a member cannot be transferred or bequeathed.

5.4 The general meeting has the right to exclude a person from the association if the actions of the member harm the association's reputation or do not conform with the general principles and aims of animal rescue and protection.

5.5 The general meeting has the right to exclude a person from the supporters or volunteers if the participation of the person hinders the association's readiness and capability to act.

5.5 A member can leave the association at any time, informing in writing the management, who shall then forward the application to the general meeting.

VI RIGHTS AND OBLIGATIONS OF SUPPORTING MEMBERS AND VOLUNTEERS

- 6.1 The general meeting shall set the order for admitting and involving the volunteers who are not association members and supporting members, as well as their annual fee.
- 6.2 The management is competent to involve supporters and volunteers who are not association members, and maintain a respective register.
- 6.3 Legal persons can materially support the association's activities and they will be granted the status of a Silver or Gold Supporter. The association shall consider a physical person who has paid the respective payment as a supporting member.
- 6.4 The management shall add the logo of the supporting legal person to its website within one (1) month as of signing the contract. If the supporter does not wish to disclose their information, they need to inform the association management in writing.
- 6.5 Association activities supporter or a volunteer can waive the status of supporter at any time, informing the association management in writing, the latter shall then erase the person from the respective register.
- 6.6 The association supporter and the volunteer have the right to purchase products with the association insignia on discount and also use these products;
- 6.7 The association supporter and the volunteer have the right to apply for a card with the association insignia and receive discounts at the partners of the association.
- 6.8 The volunteers who are not association members have the right for compensation of costs made with the management's agreement;
- 6.9 The management can refuse registering a person as a supporter or a volunteer if the person's actions (incl. previous actions) contradict the association's aim, main directions or general principles of animal protection.
- 6.10 The management has the right to remove a person from the supporters or volunteers if the person's actions harm the association's reputation or do not conform with the general principles and aims of animal rescue and protection.
- 6.11 The management has the right to exclude a person from the supporters or volunteers if the participation of the person hinders the association's readiness and capability to act.
- 6.12 Persons who fill the support member or volunteer application agree with using and processing of their personal data.

VII MANAGING

- 7.1 The highest managing body of the association is the general meeting of the members that makes decisions regarding all association matters that have not been given at the hands of other bodies (incl. the management) with the articles of association or by the law.
- 7.2 The general meeting is competent to:
 - 7.2.1 approve or amend the articles of association, incl. determine the amount of membership fee and admission fee and determine the payment deadlines;
 - 7.2.2. determine the size of the transaction starting from which the management needs the general meeting's approval;
 - 7.2.3 confirm the annual financial report of the association and the next year's main directions;
 - 7.2.4 decide over the need to determine a revision committee or an auditor and select the members of the revision committee or the auditor;
 - 7.2.5 appoint and remove the management members regardless of reasons. If the management is removed, a new management is elected. If a member of the management prematurely resigns or is removed, the general meeting shall elect a new management member, if necessary, until the authorisation of the management ends.
 - 7.2.6 decide on a transaction with a management member, determine the transaction conditions, decide on holding a legal dispute and appoint a representative in such transaction or legal dispute;
 - 7.2.7 amend the aim;
 - 7.2.8 decide on using, transferring and encumbering the association's property (incl. immovable and movable property) with real right and give the management an approval in this matter;

7.2.9 decide in other matters which have not been provided in the competence of other bodies by law or articles of association;

7.2.10 accept members;

7.2.11 remove members whose activities contradict the association's aim, who ignore the provisions of articles of association, who systematically neglect obligations given by the general meeting and taken by the member or who do not pay the membership fee;

7.2.12 enforce additional fees for admission and membership fees, if 2/3 of the members participating in the general meeting vote in its favour.

7.3 The general meeting has a quorum regardless of the number of the participating or represented association members, if the members have been informed of the general meeting taking place, as well as of the time, location and agenda according to clause 8.8.4 of the articles of association;

7.4 a general meeting's decision is accepted if more than half of the members participating in the meeting vote in its favour and the law does not provide for a larger majority vote. Each association member has 1 (one) vote when making decisions at the general meeting;

7.5 a general meeting decision is considered to be adopted without calling a general meeting if all association members vote in its favour in writing;

7.6 to approve or amend the articles of association, 2/3 majority vote of the members participating in the general meeting is necessary. To change the aim of the association activities, agreement of all association members (consensus) is necessary. Agreement of the members who do not participate in the general meeting must be submitted in writing.

VIII THE MANAGEMENT

8.1 The management with up to three members leads the everyday operations of the association and represents it in all legal acts. Each management member can represent the association in legal acts separately, considering the possible limitations set by the general meeting when making transactions on behalf of the association.

8.2. The management is elected for five years. The management can elect a chairman from among the management members.

8.3 A management member cannot remain impartial when making decisions.

8.4 The management is competent to:

8.4.1 organise the association's work;

8.4.2 decide the accepting and removing of supporting members and volunteers;

8.4.3 keep records on members, supporting members and volunteers and keep registers;

8.4.4 forward the necessary information on the management's activities to the members;

8.4.5 develop and lead activities, including economic activities;

8.4.6 prepare budget and action plan;

8.4.7 sign employment contracts with the association employees, also terminate employment contracts with the employer's initiation;

8.4.8 use and dispose the association's property according to the general meeting's decisions and under conditions stipulated therein;

8.4.9 perform other tasks which can be provided in the job description approved by the general meeting;

8.4.10 represent the association in court, if necessary, or in communication with other institutions or organising this matter;

8.4.11 release a person from the payment of the voluntary membership fee based on the reasoned application of the person or with the management's decision.

8.5 All matters that have a significant meaning in terms of the association activities, that are outside of the normal economic activities of the association, need a general meeting's decision, primarily for conducting transactions with value over 5000 euros;

8.6 The management shall be responsible for the intentionally caused damage to the association by non-performance or improper performance of their obligations;

8.6.1 members of the management who cause damage to the association by violating their obligations shall be solidarily liable for compensating the damage caused. A member of the

management is released from liability if they prove that they have performed their obligations with due diligence.

8.6.2 A member of the management has the right to demand compensation for the necessary costs made during performing the tasks.

8.7 Management can adopt decisions if more than half of the management members participate in the meeting. To adopt a management's decision, a majority of votes in favour is required from the management members participating in the meeting. If the votes are equal, the matter is put to a vote again at the next management meeting. In case this is impossible or if the voting result is equal again during the next meeting, the chairman of the management shall decide on the matter.

8.7.1 The management has the right to form working groups from members or persons not belonging to the association with their consent, to perform tasks more effectively.

8.7.2 The management has the right to involve or hire animal rescue and protection field specialists incl. veterinarians, animal health officials, hunters, stock farmers, lawyers, etc.

8.7.3 The management has the right to present to the general meeting active volunteers as candidates during association managerial and controlling body elections.

8.8 The management calls the general meeting at least once (1) per year for:

8.8.1 confirming the annual report;

8.8.2 if at least 1/10 of the association members demand it in writing and providing a reason;

8.8.3 other instances if the association's interest require it;

8.8.4 to call the general meeting, the management shall send each member a written notice by e-mail fourteen (14) calendar days before the meeting, indicating the time, location and agenda topics of the meeting;

8.9 The management shall organise the association's accounting according to the Accounting Act.

8.10 The accountant shall be responsible for the correctness of the accounting solidarily with the management.

8.11 Upon the general meeting's request, the management is obliged to provide the general meeting comprehensive, sufficient and relevant information on the management's activities.

IX REGIONAL UNITS

9.1 The association management can establish regional units that are not separate legal persons. Deciding the termination of the activities of a regional unit is up to the management.

9.2. The unit's activities are led by a regional manager who is appointed with the management's decision. The general meeting shall approve the competence and job description of the regional manager.

9.3 The regional manager, who is appointed with their consent for the duration determined by the management, shall be responsible for the purposeful activities in the region.

9.4. The regional manager is obliged to report to the management and is obliged to approve with the association management all changes in the action plan of the unit, the use of the unit's financial resources, also all ongoing matters with principal importance and the manners of solving these.

9.5. The members of the respective region have the right to organise meetings, the minutes of which the regional manager must forward to the management within two days after the meeting.

9.6. The regional manager has the right to form working groups from association members or persons not belonging to the association with their consent and with the management's approval, to perform tasks more effectively. The working group members shall elect a group leader from among them; if this fails, the association management shall appoint a group leader with the person's consent.

9.7 The regional managers form the council and they have the right to:

9.7.1 participate in the management meetings and the general meeting with no right to vote;

9.7.2 receive comprehensive information from the managerial bodies about the activities of the association;

- 9.7.3 submit projects and applications that conform to the aims, main directions and activities of the association;
- 9.7.4 set up active volunteers in the region, whose activities have significantly contributed to the improvement of the association activities and/or animal rescue field in general, for rewards or for elections of the managerial bodies of the association;
- 9.7.5 run for association management.

X ADMISSIONS FEE AND MEMBERSHIP FEES

- 10.1 Members admission fee is 100 euros and membership fee for calendar year is 120 euros.
- 10.2 Participation fee of a volunteer who is not a member is 30 euros per calendar year.
- 10.3 Membership fees for legal person “minor supporter” and “major supporter” are respectively 1200 or 12 000 euros.
- 10.4 Fee for a supporting member who is a physical person is 120 per calendar year.
- 10.5 If the general meeting refuses to accept a person as a member, their admission and membership fee is refunded.
- 10.6 If the management refuses to accept a person as a volunteer, a minor or major supporter, their annual fee is refunded.
- 10.7 If a volunteer or a supporting member is erased from the register pursuant to clause 6.10 of the articles of association, the annual fee is not refunded.
- 10.8 A member, supporting member and volunteer are obliged to pay the member, supporter or participation fee during the ongoing year, that is at the latest by 31 December.
- 10.9 Supporting members, minor and major supporters can pay the annual fee in instalments.
- 10.10 Persons wishing to support the activities of the association shall submit an application to the association management who then registers the supporter and signs the formal agreement.

XI MERGER, DIVISION AND TERMINATION

- 11.1. The association can merge with another non-profit organisation or legal person with similar aims.
- 11.2. A merger decision is adopted if more than 2/3 of the members participating or represented at the general meeting vote in its favour.
- 11.3. The association can be divided only into non-profit organisations with similar aims.
- 11.4. A division decision is adopted if more than 2/3 of the members participating or represented at the general meeting vote in its favour.
- 11.5. Division of property upon division of the association is done according to the general meeting’s decision.
- 11.6 The association is terminated according to the provisions of law.
- 11.7 In case of termination of the association activities, the residue property is handed to organisations with similar aims belonging to the list of non-profit organisations and foundation and religious associations with income tax incentives or to a legal person in public law.