

Articles of Association of the Non-Profit Association EDEN Digital Learning Europe

I GENERAL PROVISIONS

- 1.1. The name of the Non-Profit Association (“Association”) is **EDEN Digital Learning Europe**.
- 1.2. The seat of the Association is the Republic of Estonia, Tallinn.
- 1.3. The Association has been established for pursuing charitable objectives, and for an indefinite period.
- 1.4. The objective of the Association is to support development of open learning, distance learning, flexible learning and e-learning, as well as digital education and educational innovation by providing for all regions and countries within Europe a platform for cooperation and joint activities between different institutions, networks, companies and other persons operating in the field. The Association may develop relations with associations and agencies from areas other than Europe.
- 1.5. Operating Model

In cooperation with its members the Association shall pursue the following objectives

- cooperation and promotion of joint activity with existing institutions and networks providing distance learning, e-learning and digital education across Europe and elsewhere,
- organisation of conferences, workshops and seminars, and supporting their organisation with the intention of promoting professional development of distance learning and e-learning in Europe,
- facilitation and promotion of research and development efforts in the field of distance learning, e-learning and digital education,
- ensuring availability of information related to achievements of distance learning, e-learning and digital education,
- participation in international cooperation and joint activities, participation in projects supporting said activities, and providing support and assistance to members of the Association in developing cooperation projects,
- advising of respective national and international bodies, state institutions and non-governmental organisations in matters concerning opportunities offered in Europe for obtaining education by applying methods of distance learning, e-learning and digital education.

II MEMBERS OF ASSOCIATION

2.1. All persons who agree to assume the rights and obligations arising from the Articles of Association of the Association may be members of the Association.

The membership of the Association may include any reliable educational institutions, companies, other organisations and associations as well as natural persons.

Members of the Association shall belong to one of the two of its sections: the institutional section or the section of scientists and professionals being natural persons.

The membership of the Association may include institutions from beyond Europe, which provide and/or use open learning, distance learning, e-learning and digital education materials and methods.

The application to become a member of the Association shall be made in writing. The management board of the Association shall review the application within 21 days after its submission.

Acceptance of new members to the Association is decided by the management board by simple majority of votes. If the application is rejected, the management board shall inform the applicant in writing of the reason for such rejection within 10 days.

If the person submitting the application meets all the qualifications set out in the application, the membership shall begin retroactively from the date of sending the notice of acceptance to the Association, provided that the fee has been received on time.

2.2. A member of the Association has the right to:

2.2.1. elect and be elected to management and control bodies of the Association;

2.2.2. participate in any events organised by the Association;

2.2.3. resign from the Association.

2.3. In order to resign from the Association, the member shall submit the management board a written petition. A member of the Association may resign from the Association after all commitments assumed before the Associations have been fulfilled.

2.4. A member of the Association shall:

2.4.1. recognise and observe the Articles of Association of the Association, decisions and orders of the general meeting and the management board;

2.4.2. pay annual membership fees by the deadline and in the amount established by the general meeting;

2.4.3. by their activities promote the development of the Association;

2.4.5. not disclose any information that they may have learned about the Association, if the management board or the general meeting have classified such information confidential;

2.4.7. compensate the Association for any damages caused by their wrongful acts in accordance with the effective legislation.

2.5. The management board or the general meeting of the Association may exclude from the Association a member, who has repeatedly breached any obligations set forth in the Articles of Association of the Association, whose membership fees are overdue for more than one year, whose wrongful actions have caused damages to the Association or its members, or whose activities are incompatible with the objectives of the Association.

2.6. A member who has been excluded from the Association shall be promptly informed of the decision of their exclusion, and the reason for the exclusion in writing.

III GENERAL MEETING

3.1. The highest body of the Association is the general meeting of its members, which is called by the management board at least once a year. The management board shall also call the general meeting if at least 1/10 of the members of the Association so demand in writing

indicating the reason for calling the meeting, and if it is required in the interests of the Association.

3.2. The management board of the Association shall notify the members of the Association of calling the general meeting in writing at least 15 days before the meeting. The notice shall set out the exact time, place and agenda of the general meeting.

3.3. The general meeting has a quorum, if more than one-half of the members of the Association participate in or are represented at the general meeting.

If an annual general meeting does not have a quorum, the next general meeting with the same agenda shall be deemed to have a quorum, notwithstanding the number of participants present.

3.4. The general meeting is competent to decide on matters that were stated in the notice of the general meeting. Matters, which have not been stated in the notice of the general meeting, may be decided only if all members of the Association participate in or are represented at the general meeting.

3.5. A resolution of the general meeting, other than a resolution referred to in subsections 3.6 and 3.7 hereof, is adopted if more than one-half of the members or their representatives who participate in the general meeting vote in favour such resolution.

3.6. A resolution on amendment of the Articles of Association is adopted if over 2/3 of the members or their representatives who participate in the general meeting vote in favour of the resolution.

3.9. Every member of the Association has one vote at the general meeting.

IV MANAGEMENT BOARD

4.4. The Association is managed by the management board that has from one (director) to eleven members. If the management board has more than two members, the members of the management board shall elect from among themselves a chairperson (President) who shall organise the activities of the management board.

4.5. The management board shall manage the Association with due care, give members of the Association necessary information about the management of the Association and, at their request, present the respective report.

4.6. Every member of the management board may represent the Association in any legal act.

4.7. The management board resolves matters at its meetings. A meeting of the management board has a quorum if it is attended by more than one-half of the members of the management board. A resolution of the management board is adopted if more than one-half of the attending members of the management board vote in its favour. Every member of the management board has one vote. Upon an equal division of votes the President shall have the deciding vote.

4.8. The Association may form a secretariat the duty of which is arrangement of everyday activities of the Association, and which shall be subordinated to the management board. The secretariat shall be managed by the manager who shall be appointed by the management board.

V ASSETS OF ASSOCIATION

5.1. The Association may own any assets required to carry out the activities specified in its articles of association, the acquisition of which is not contrary to law.

The revenue of the Association is formed by membership fees paid by the members, as well as contributions made from other sources.

The amount and the procedure of payment of membership fees shall be decided by the annual general meeting. The amount of the membership fee may be dependent on the category of the membership and/or the size of the member-institution.

The financial year of the Association lasts from 1 January till 31 December.

The annual budget shall be prepared and presented to the annual general meeting for review and approval.

5.2. A member of the Association has no rights to the assets of the Association, the Association has no rights to the assets of the members of the Association.

5.3. The Association does not bear any proprietary liability for proprietary obligations of its members, the members do not bear liability for the Association's proprietary obligations.

5.4. The Association is liable for its proprietary obligations with all its assets.

5.5. In the event of dissolution of the Association, the remaining assets thereof, after satisfying all claims of its creditors, shall be transferred to an association entered into the list of non-profit associations or foundations benefiting from income tax incentives, or a legal person in public law.

VI REPORTS

6.1. After the end of the financial year, the management board shall draw up the financial statements and the management report according to the procedure and by the deadlines established by law, and shall present them to the general meeting for approval within six months after the end of the financial year.

6.2. The financial statements shall be prepared in accordance with the Accounting Act and the generally accepted accounting principles.

VII FINAL PROVISIONS

7.1. Dissolution, merger and division of the Association take place according to the procedure provided by law. The members of the management board shall be the liquidators of the Association.

The Articles of Association of the Non-Profit Association were approved on 26.03.2019.