

ESTONIAN MEDICAL ASSOCIATION
STATUTES OF ASSOCIATION

I General provisions

1. The name of the not-for-profit organisation is the Estonian Medical Association. The Estonian Medical Association (hereinafter in the text: the Association) was founded on 28 February 1921.
2. The location of the Association is: Tartu, Republic of Estonia. The Association is a private legal person.
3. The Association is a voluntary not-for-profit association with the following objectives:
 - 3.1. to unite doctors for the protection of public health, formation of health care policy and for the promotion of medical culture;
 - 3.2. to represent and protect professional interests of its members;
4. The main fields of activity of the Association are:
 - 4.1. improving the quality of medical aid;
 - 4.2. standing and acting for adequate assessment of medical profession as well as for their salary-, work- and pension conditions;
 - 4.3. representing doctors' rights and interests in state- and government bodies;
 - 4.4. increasing activity of the medical profession to participate in professional, social and cultural life;
 - 4.5. maintaining the prestige and observing the ethical and fellowship values of the medical profession;
 - 4.6. increasing awareness and notifying of the problems related to the arrangement of medical aid;
 - 4.7. arranging necessary statistical and sociological studies to promote medicine;
 - 4.8. collecting, translating and distributing information on health care;
 - 4.9. improving the knowledge of medical profession.
5. For achieving its aims, the Association:
 - 5.1. arranges lectures, seminars, courses, lotteries and other events helping to achieve statutory objectives;
 - 5.2. co-operates with state-, scientific- and cultural institutions, not-for-profit organisations and other similar organisations in the Republic of Estonia and abroad as well as with natural and legal persons interested in the activities of the Association in the Republic of Estonia and abroad;
 - 5.3. follows the observance of ethical requirements of the medical profession;
 - 5.4. forms permanent or temporal teams of professionals for the preparation and supervision of specific research areas;
 - 5.5. participates in the attesting procedures of specialists;
 - 5.6. uses the services by consultants and specialists if needed;
 - 5.7. publishes the newsletter of the Association.

II. Members of the Association

6. A member of the Association may be every natural or legal person, who is applicable under the Statutes of Association.
7. Members of the Association can be all persons possessing the doctor's certificate in the Republic of Estonia.
8. Not-for-profit organisations registered in the Republic of Estonia can also be the members of the Association if their objectives comply with those of the Association. A legal person participates in the activities of the Association through a representative.
9. The following persons may participate in the activities of the association in the scope and order established in the Statutes of Association:
 - 9.1. non-medical specialists with higher education employed in any health care institution of Estonia or at institutions with medical profile (hereinafter in the text: support members);
 - 9.2. doctors working outside the Republic of Estonia, whose activities advocate the development of medicine in Estonia but who are not applicable under section 7 (hereinafter in the text: foreign members);
 - 9.3. natural persons with special services to the Association (hereinafter in the text: members of honour).
10. The persons listed under section 9 are not considered the members of the Association and they do not have the right to vote at general or regional meetings (except for the cases established under section 11). In addition, they do not participate in the election of delegates.
11. A member, who has special services to the Association may be elected the member of honour. If a member is elected the member of honour, this does not change his rights and obligations to the Association.
12. The board of the regional association decides whether to accept a person the member based on the person's written application. The application shall be submitted to the regional association, where the applicant can participate in accordance with the conditions established in section 53. The board has the right to require documents from the applicant in order to ascertain the person's compatibility with the Statutes of Association.
13. The board of the regional department decides whether a person is eligible to participate in the activities of the Association as a support person based on the person's written application. The application shall be submitted to the regional association, where the applicant can participate in accordance with the conditions established in section 53. A person, who wishes to participate in the activities of the Association as a foreign member, submits an application to the managing committee. The board and the managing committee have the right to require documents from the applicant in order to ascertain the person's compatibility with the Statutes of Association.

14. The members, support and foreign members as well as the members of honour have the right to:
 - 14.1. participate in the events organised by the Association (incl. the activities of regional associations);
 - 14.2. use the services and assets of the Association in accordance with the established order;
 - 14.3. apply for protection by the Association and authorise the Association to protect professional interests and rights;
 - 14.4. use the symbols of the Association in accordance with the established order;
 - 14.5. withdraw from the Association based on a written application or give up the rights to participate in the activities of the Association;

15. In addition to the prescripts in subsections 14.1.-14.5., the members have the right to participate in the general and regional general meetings, vote, elect the delegates and be elected in the management and supervisory bodies of the Association and regional associations.

16. The members are obliged to:
 - 16.1. observe the prescripts in the Statutes of Association;
 - 16.2. pay membership fees in the established order;
 - 16.3. observe the decisions made by the Association and its regional bodies;
 - 16.4. observe professional ethics in their activities and behaviour.

17. Support and foreign members and the members of honour are obliged to:
 - 17.1. observe the prescripts in the Statutes of Association;
 - 17.2. observe the decisions made by the Association and its regional bodies.

18. The member can be excluded from the Association if:
 - 18.1. he is not eligible under the Statutes of Association;
 - 18.2. he has not paid membership fees during the period of two years;
 - 18.3. he violates the prescripts in the Statutes of Association;
 - 18.4. he significantly damages the reputation of the Association.

19. The person may be deprived of the rights of the support or foreign member or of the member of honour if:
 - 19.1. he does not meet the criteria fixed in the Statutes of Association;
 - 19.2. he violates the prescripts in the Statutes of Association;
 - 19.3. he significantly damages the reputation of the Association.

III Structure and management of the Association

20. The highest body of the Association is the general meeting.

21. The general meeting has the right to:
 - 21.1. introduce amendments to the Statutes of Association;
 - 21.2. fix the number of members in the ethic committee, elect the president, managing committee and members of the ethic committee, determine the length of their office as well as to recall them.

- 21.3. decide whether to make transactions with the members of the council and managing committee or to arise claims against them and to appoint a representative of the Association in the transaction or claim;
 - 21.4. fix the amount of entry- and membership fees and the order of their payment;
 - 21.5. fix the amount of membership fees to be retained in regional associations;
 - 21.6. fix the order of using the services and assets of the Association;
 - 21.7. fix the order of using the symbols of the Association;
 - 21.8. decide on nominating a person the member of honour;
 - 21.9. terminate the rights of the member of honour and exclude members from the Association;
 - 21.10. change the objective of the Association;
 - 21.11. decide on terminating the activities of the Association;
 - 21.12. exercise supervision on the activities of other bodies of the Association. The general meeting may decide on the conduct of audit to achieve the aim.
 - 21.13. approve the budget of the Association for the next year;
 - 21.14. decide on other issues, which do not belong to the authority of other bodies established by the law or the Statutes of Association.
- 22. The managing committee convenes the general meeting upon the request of the general body. The managing committee is obliged to convene the general meeting if at least 1/10 of the members require this in writing referring to the reason. If the managing committee does not convene the general meeting, the initiators may call the general meeting in the order similar to the managing committee.
 - 23. The managing committee notifies the members of the Association of the general meeting and its issues at least 30 days in advance through the newsletter. In addition, the managing committee forwards respective materials to regional associations.
 - 24. The general meeting is competent to pass resolutions on issues if at least a half of its members or their representatives participate in the meeting.
 - 25. If less than a half of the members of the general meeting participate in the meeting, the managing committee convenes a new general meeting. The managing committee notifies the members of the general meeting and of its issues at least 7 days in advance through the newsletter. This case the general meeting is competent to pass resolutions irrespective of the number of votes represented, except for deciding on the liquidation of the Association. In order to decide on the liquidation of the Association, at least a half of the members of the Association are to be present at the general meeting.
 - 26. The general meeting is competent to pass resolutions on the issues, which have been disclosed upon calling the general meeting.
 - 27. A member or his representative with a letter of authorisation may vote at the general meeting. The representative can be another member only. A member may represent several members. Each member has one (1) vote.

28. The decision of the general meeting has been passed if more than 1/2 of the members participating at the meeting vote for the decision, except for the cases fixed under sections 30 and 31.
29. A candidate, who got more votes is considered elected. If votes distribute equally, the candidate is decided by lot.
30. The resolutions on the amendments to the Statutes of Association and on terminating the activities of the Association have been passed if more than 2/3 of the members or its representatives have voted for the resolution.
31. The consent of at least 9/10 of the members of the Association is required to alter the objectives of the Association.
32. The duties of the general meeting are performed by the representatives' meeting called the general body in the extent established in the Statutes of Association. The general body shall be applied the prescripts on general meeting established in the Law on Not-for-Profit Organisations if the law does not provide otherwise. The statutory meeting of the general body is held once a year. The representative of the member of the general body (delegate in the Statutes of Association) can be only another delegate at the meeting of the general body.
33. The general body is qualified to pass resolutions on the issues specified under subsections 21.1.-21.9. and 21.12.-21.14.
34. The number of delegates is two hundred (200).
35. The length of the delegates' time of office is one year.
36. Each member has the right to participate in the elections of the delegates through regional associations.
37. The council determines the number of delegates to be elected by the members of regional associations proceeding from the number of members participating in the activities of the regional association.
38. The council plans and arranges the activities of the Association. The council gives orders to the managing committee on the arrangement of management of the Association. The consent of the council is required to make transactions on the Association's name, which are beyond everyday operations. The council decides on the alienation of the Association's immovable or movable property entered in the register or on their encumbrance with the law of property.
39. The council comprises the persons elected by the boards of regional associations. The board of the regional association with less than 300 members elects one representative to the council. The board of regional association with 300-500 members elects two persons to the council. The board of regional association with over 500 members elects three persons to the council. The members of the managing committee are also the members of the council. In

addition, every legal person of the Association elects one member to the council.

40. The term of office of the persons in the council is three (3) years. The body having nominated them may recall them prior to the end of their term. Upon recalling of the member of the managing committee, his authority in the council shall also be terminated.
41. The meetings of the council are held upon the need but not less frequently than twice a year. The managing committee convenes the meeting. The meeting can also be convened at the request of 1/3 of the members of the council. The members of the council are to be notified of the meeting at least 10 days in advance.
42. The council is competent to pass a resolution if at least 2/3 of its members are present. The resolution of the council is passed if more than a half of the members participating at the meeting vote for the decision.
43. The resolutions of the general meeting, general body and council are mandatory for the managing committee.
44. The Association is managed and represented by the board. The board comprises 5-8 members.
45. The board of the Association:
 - 45.1. arranges the accounting of the Association;
 - 45.2. submits a report on the activities of the Association to the general body (or to the general meeting if held);
 - 45.3. represents the Association in all legal proceedings;
 - 45.4. prepares and conducts the general meeting and the meeting of the council;
 - 45.5. keeps record on members;
 - 45.6. keeps record on the participation of the members in the activities of regional associations;
 - 45.7. grants a person the right of a foreign member;
 - 45.8. decides on the termination of the rights of a foreign member;
 - 45.9. hires employees;
 - 45.10. performs other duties established in the law and the Statutes of Association;
45. The activities of the board are monitored by the president. The president is the member of the board.
46. The board may adopt resolutions if more than a half of its members participate in the board's meeting. In order to pass the resolution of the board, the majority of affirmative votes is required.
47. The president represents the Association in legal proceedings alone. Another member of the board may represent the Association in legal proceedings similarly with the president.

48. The ethic committee of the Association is an advisory body for ethical issues related to medicine. Ethic committee elects a chairman and secretary from among of its members.
49. The ethic committee introduces the latest standpoints on bio-ethics to the doctors and provides assistance on their implementation in practice. The committee gives expert opinion on ethical issues related to the professional activities of the members of the Association.

III. Regional associations

50. The Association has departments called regional associations.
51. The Association has the following regional associations:
 - 51.1. Tallinn regional association;
 - 51.2. Harjumaa regional association,
 - 51.3. Tartu regional association;
 - 51.4. Tartumaa regional association;
 - 51.5. Pärnumaa regional association;
 - 51.6. Viljandimaa regional association;
 - 51.7. Valgamaa regional association;
 - 51.8. Jõgevamaa regional association;
 - 51.9. Põlvama regional association;
 - 51.10. Võrumaa regional association;
 - 51.11. Lääne-Virumaa regional association;
 - 51.12. Järvama regional association;
 - 51.13. Raplamaa regional association;
 - 51.14. Läänemaa regional association;
 - 51.15. Saaremaa regional association;
 - 51.16. Hiiumaa regional association;
 - 51.17. Narva regional association;
 - 51.18. Sillamäe regional association;
 - 51.19. Kohtla-Järve regional association;
 - 51.20. Kiviõli regional association;
 - 51.21. Junior doctors' association.
52. The member, support member and the member of honour can participate in the activities of only one regional association. The member, support member and the member of honour choose the regional association where they participate proceeding from their location, dwelling- or working-place. If the persons qualify under several regional associations, they shall make the final choice between them by themselves. A foreign member may participate in the activities of one regional association based on his own judgement.
53. Every regional association has its own general meeting and board. The bodies of regional associations are applied the prescripts established in the Law on Not-for-Profit Organisations and in the current Statutes of Association.
54. The general meeting of the regional association has the right to:

- 54.1. determine the number of members in the regional board, the length of their term of office and to elect them;
 - 54.2. recall members of the board of a regional association;
 - 54.3. terminate the rights of a support member;
 - 54.4. decide on other issues in accordance with the prescripts in the Statutes of Association.
55. The board of the regional association has the right to:
- 55.1. collect membership fees;
 - 55.2. arrange the activities of the regional association;
 - 55.3. arrange the election of the delegates;
 - 55.4. keep record on the persons participating in the activities of the regional association;
 - 55.5. decide on accepting the person a member;
 - 55.6. decide on granting the rights of a support person;
 - 55.7. appoint and recall the members of the council.
56. The members of the regional association elect the delegates in accordance with the prescripts under sections 36 and 37.
57. The delegates are elected by the members participating in the activities of regional associations prior to the end of the delegates' time of office. The election of the delegates is organised by the board of the regional association.
58. The elections of the delegates are held concurrently in all regional associations. The date for the elections is approved by the council which shall generally occur not earlier than a month and not later than two weeks prior to the end of the delegates' term of office.
59. The members are notified of the elections through the newsletter of the Association.
60. On elections, a member presents his candidate to the board of regional association in writing. The candidate can be the member participating in the activities of the same regional association. At the request of the member, the board of the regional association examines whether the candidate is applicable under the criteria established above.
61. A candidate, who got the majority of votes is elected. If votes distribute equally, the candidate is decided by lot.

IV. Merger, division and dissolution

62. The merger, division and dissolution of the Association shall occur in accordance with the order established in the law.
63. Upon dissolution of the Association, the assets of the Association are divided to obtain the objectives fixed in the Statutes of Association. Upon the division of assets, legitimate persons are decided by the general meeting.