

**ARTICLES OF ASSOCIATION  
OF  
MITTETULUNDUSÜHING EESTI NAGINATA FÖDERATSIOON**

**I. GENERAL PROVISIONS**

1.1. Mittetulundusühing Eesti Naginata Föderatsioon (hereinafter: the Association) is a voluntary association of legal and natural persons acting in public interests.

1.2. The name of the Association is Eesti Naginata Föderatsioon [*in English: Non-Profit Association Estonian Naginata Federation*] and the seat of the Association is Tallinn, the Republic of Estonia.

1.3. The Association is an independent organisation, not a section of any other organisation.

1.4. The objectives of the Association are to introduce and promote the Japanese martial art Atarashii naginata at the level of amateur sport and competitive sport, and to create opportunities to practice it in Estonia.

1.5. In order to achieve its objectives, the Association carries out the following activities:

- a) introduces and promotes the principles of Atarashii naginata;
- b) organises Atarashii naginata trainings, workshops, competitions, etc.;
- c) organises Atarashii naginata ranking examinations for enthusiasts and sportsmen in Estonia in accordance with the ranking requirements established by Eesti Naginata Föderatsioon;
- d) cooperates with other sports clubs or federations in Estonia and abroad;
- e) represents the Republic of Estonia in regional, pan-European and international competitions held by the International Naginata Federation and the European Naginata Federation;
- f) carries out other activities approved by the general meeting.

**II. PROCEDURE FOR AND TERMS AND CONDITIONS OF MEMBERSHIP IN THE ASSOCIATION AND FOR LEAVING AND EXCLUSION THEREFROM**

2.1. Any natural or legal person who practices Atarashii naginata, complies with the requirements set for the members, agrees to the objectives of the Association and agrees to comply with the Articles of Association and the resolutions of the general meeting and the Management Board may become a member of the Association.

2.2. A person who wants to become a member of the Association shall submit a written application to the Management Board that shall decide on the membership or denial thereof within one month, at the latest, of the receipt of the application and inform the person submitting the application.

2.3. A person who wants to become a member of the Association shall pay the membership fee of the current financial year to the current account of the Association.

2.4. All members of the Association shall pay the membership fee. The amount of the membership fee is decided by the general meeting.

2.5. Any member of the Association may leave the Association by submitting a written application.

2.6. The Management Board of the Association may exclude a member if it considers his or her activities to be in contrary with the objectives, honour code or the Articles of Association of the Association, if he or she damages the reputation of the Association, fails to pay the membership fee of the Association, participates in the activities of a competing association or remains passive as a member of the Association for an extended period.

2.7. The Management Board of the Association shall immediately notify the member to be excluded of the resolution on exclusion and the reasons therefor. The person to be excluded has the right to submit the issue to the general meeting for review.

### **III. RIGHTS AND OBLIGATIONS OF MEMBERS**

3.1. The members of the Association have the right to:

- participate in every event organised by the Association, including the ranking examination;
- participate in the general meeting with the right to speak and vote;
- receive information on the activities of the Association;
- to be elected to managing bodies of the Association;
- leave the Association.

3.2. The members of the Association have the obligation to:

- recognise the objectives of the Association and abide by the Articles of Association and resolutions of the general meeting and Management Board when participating in the activities of the Association;
- pay the membership fee.

### **IV. GENERAL MEETING**

4.1. The highest body of the Association is the general meeting of members where each member of the Association has one vote.

4.2. The general meeting is authorised to:

- amend the Articles of Association of the Association;
- establish the amount of the membership fee of the Association;
- appoint and remove members of the Management Board;
- decide on other issues that have not been placed within the authority of other bodies by law or the Articles of Association.

4.3. A general meeting shall be authorised to adopt resolutions if at least 50% of the members of the Association participate in the meeting. If less than 50% of members of the Association are represented at the general meeting, the Management Board shall call another general meeting with the same agenda no earlier than in three weeks and no later than in three months of the general meeting. The new general meeting shall be authorised to adopt resolutions regardless of the number of members represented at the meeting.

4.4. An issue not previously on the agenda of the general meeting may be included in the agenda if the general meeting is attended by all members of the Association or, where more than half of the members of the Association are present, if at least nine-tenths of the members attending the general meeting consent to such inclusion.

4.5. A general meeting of the Association is held at least once a calendar year. A general meeting shall be called if the Management Board of the Association considers it necessary or if at least two-tenths of the members of the Association have reasonably requested the Management Board to call the general meeting.

4.6. The Management Board shall inform the members of the time and place and the agenda of the general meeting no later than two weeks in advance in a format that can be reproduced in writing.

4.7. If a member of the Association wishes that an issue be discussed in the next general meeting, he or she shall notify the Management Board of the Association thereof before the notice calling the general meeting is sent.

4.8. All members of the Association may participate in the general meeting with a right to vote. Every person with a right to vote has only one vote. A member of the Association may issue an unattested proxy to another member of the Association to vote in his or her name.

4.9. Minutes shall be taken of the general meeting. The time and place of the meeting, the number of members, its agenda, the voting results, resolutions adopted and other important circumstances of the meeting are recorded in the minutes. If a member maintains a dissenting opinion with regard to a resolution of the general meeting, the content of such dissenting opinion will also be recorded in the minutes of the general meeting at the request of the member. The minutes are signed by the chair and secretary of the general meeting. A dissenting opinion shall be signed by the person who presents the opinion. Copies of the list of the participants in the general meeting, dissenting opinions, and written proposals and statements presented to the general meeting shall constitute an integral annex of the minutes.

4.10. The minutes shall be made accessible to the shareholders after fourteen days after the end of the general meeting. The members have the right to receive a copy of the minutes or a part thereof.

4.11. The members have the right to adopt resolutions without calling a meeting.

4.11.1. The Management Board shall send the draft of the resolution specified in clause 4.11 in a format that can be reproduced in writing to all the members, specifying the term during which the members must submit their opinion thereon in a format that can be reproduced in writing. The deadline given to the members for submitting their opinion must be at least fourteen days.

4.11.2. The Management Board shall prepare a record of voting results and send it immediately to the members. The record of voting results must include:

- 1) the name and seat of the Non-Profit Association;
- 2) the name of the person who prepared the record;
- 3) the resolutions adopted along with the voting results (including the names of the persons who voted in favour of the resolution);
- 4) the content of a dissenting opinion at the request of the dissenting member;
- 5) other circumstances relevant to the vote.

4.11.3. The copies of the members' opinions specified in clause 4.11.1 constitute an integral annex of the record of voting results.

4.12. A resolution of the general meeting shall be regarded as adopted if more than half of the members participating in or represented at the meeting vote in favour of it, unless otherwise specified below or in law.

## **V. MANAGEMENT BOARD OF ASSOCIATION**

5.1. The everyday activities of the Association are managed and the Association is represented by a Management Board that has at least two members.

5.2. The Management Board is authorised to:

- organise the everyday activities of the Association;
- conduct ranking examinations and award ranks;
- decide on the participation of the Republic of Estonia, Eesti Naginata Föderatsioon or a natural or legal person in regional, pan-European and international competitions held by the International Naginata Federation and the European Naginata Federation;
- maintain the register of the members of the Association and collect membership fees;
- prepare the activity plan and budget of the Association;
- organise preparation of the annual report and accounting;
- use and dispose of the assets of the Association pursuant to the requirements arising from law, these Articles of Association and resolutions of the general meeting.

5.3. The general meeting elects the members of the Management Board from amongst the members of the Association. A member of the Management Board shall be elected, if over one-half of the members of the Association participating in the general meeting or represented thereat vote for the member. The Management Board shall be elected for a term of five years.

5.4. The Management Board represents the Association in all legal acts.

5.5. Every member of the Management Board may separately represent the Association in all legal acts.

5.6. A member of the Management Board may be removed only in the case of significant non-performance of duties, incapacity to direct the Non-Profit Association or for another compelling reason.

5.7. A meeting of the Management Board may be called by the chair or the deputy chair of the Management Board or by at least one-third of the members of the Management Board.

5.8. The Management Board has a quorum when over half of the members of the Management Board are present.

5.9. The Management Board may adopt resolutions without calling a meeting, if all the members of the Management Board vote in favour thereof in a format that can be reproduced in writing.

5.10. The person calling the meeting of the Management Board shall have, at his or her discretion, the right to ask required specialists to participate in the meeting as consultants or experts who shall have the right to speak at the meeting.

5.11. The Management Board employs and releases from employment the paid employees of the Association.

## **VI. SUPERVISORY BODIES**

6.1. Supervision over the financial activities of the Association is exercised by a reviser who prepares his or her report on the accounting of the Association at least once a year. The reviser cannot be a member of a managing body of the Association and is designated by a resolution of the general meeting for the term of one year.

## **VII. ECONOMIC ACTIVITIES**

7.1. The Association's financial year begins on 1 January and ends on 31 December. The report on economic activities concerning the previous financial year must be made available to the members for examination at least two weeks prior to the annual general meeting of the Association.

## **VIII. MERGER, DIVISION, LIQUIDATION**

8.1. The merger, division or liquidation of the Association shall take place in accordance with the procedure provided by law.

8.2. The liquidators of the Association shall be members of the Management Board or persons designated by the general meeting.

8.3. Upon the dissolution of the Association, after satisfaction of the claims of creditors the remaining assets shall be transferred to an association in the list of associations benefiting from income tax incentives or to a legal person governed by public law, including the state or a local authority.

The Articles of Association were approved on 22 March 2021

Founders: Ingo Põder and Aleksandra Kivisalu