

ARTICLES OF ASSOCIATION OF THE ESTONIAN HUMAN RIGHTS CENTER

I GENERAL PROVISIONS

1. The Foundations official name is Sihtasutus Eesti Inimõiguste Keskus (hereinafter referred to as EIK).
2. The location of the EIK is Tallinn, The Republic of Estonia.
3. The EIK is a foundation active in the public interest, with a purpose of furthering the protection of human rights in Estonia and elsewhere.
4. The functions of the EIK are:
 - 4.1. The carrying out of projects that raise the awareness about human rights;
 - 4.2. The observation and examination of the state of affairs and protection of human rights in Estonia and other states;
 - 4.3. The informing of the public about human rights and the protection of human rights in Estonia;
 - 4.4. Information exchange and cooperation between different interest groups in Estonia and other states;
 - 4.5. Providing individual counseling with issues relating to human rights;
 - 4.6. Custodial activities in the field of human rights, including intervening in public debates and ensuring the legal representation of private persons in court proceedings;
 - 4.7. The arranging and furthering of human rights education in universities and other educational establishments.
 - 4.8. The granting of scholarships for research in the field of human rights.

II MANAGEMENT AND DECISION MAKING

5. The Council
 - 5.1. The highest decision making body of the EIK is the council.
 - 5.2. The council plans the activities of the foundation and arranges the management of the foundation and carries out the supervision over the activities of the foundation. Among other things the council has jurisdiction over:

5.2.1. The making of amendments to the articles of association with the approval of at least two-thirds (2/3) of the council members from the total number of council members;

5.2.2. The confirming of the guidelines of the functions of the EIK;

5.2.3. The confirming of the fiscal year report and the budget;

5.2.4. The giving of approval to the board for transactions out of the frames of everyday economic affairs;

5.2.5. Selecting the receivers of scholarship;

5.2.6. The confirming of transferring, using and disposing of EIK property;

5.2.7. The appointing of the auditor and confirming the powers and the term of office of the auditor. The term of office of an auditor for the duration of three (3) years

5.3. The council is composed of five to seven (5-7) members. The term of office of a council member is three (3) years.

5.4. The membership of the council should represent the different segments of the society in the most diverse and balanced manner as possible.

5.5. At the end of the term of office, voluntary resignation or dismissal of a council member, the council shall elect a new council member. A council member who has voluntarily resigned or has been dismissed shall not take part of the election of a new council member and will not be regarded as part of the quorum.

5.6. Every council member has the right to nominate a candidate for council membership. Candidate is appointed to become a member of the council at least a month (1) before the former council member's end of the term of office; or one (1) month at the latest in case of voluntary resignation or dismissal of a council member. The chairman of the council shall be responsible for nominating a candidate for council membership.

5.7. A candidate shall be admitted into the council upon receiving more than half of the total votes of the council members. Should there be more than two candidates in the first voting round and none of them receives the required number of votes, the next voting round shall be held between the two candidates with the most number of votes.

5.8. A council member can be dismissed before the end of his or her term with good reason, above all for significant dereliction of duty, inability to take part of the council's work, compromising the political independence and damaging the reputation or property of the EIK. A council member can be dismissed with a decision of the council with the approval of at least two-thirds (2/3) of the council members from the total number of council members.

5.9. The council shall elect a chairman from among its members for the duration of three (3) years. The duties of the chairman include among other things:

5.9.1. The calling together of a council meeting and in collaboration with the board preparing the agenda of the council meeting;

5.9.2. The appointing and recalling of the auditor for the duration of three (3) years;

5.9.3. The nominating of a new candidate for the council membership should no council or board member do so.

5.10. The ordinary meetings of the council shall take place no less than four (4) times a year. An extraordinary meeting can be called together at any time at the request of a council member, the board or the auditor.

5.11. A council member can entitle another council member to vote. One council member cannot represent more than one other council member.

5.12. The members of the council shall not receive payment for their work. Reasonable expenses of the council members in relation to the work of the council can be compensated.

6. The Management Board

6.2. The board of the EIK manages and represents the EIK in all legal activities.

6.3. The board is composed of one to three (1-3) members. The term of office of the board is three (3) years.

6.4. The members of the board are appointed by the council, who also determines the number of board members.

6.5. The task of the board is to decide over the use and disposal of EIK property in accordance with the general guidelines for possessing, using and disposing of EIK property set by the council.

6.6. The order of remuneration for work done by the board members is decided by the council.

III CONFERRAL OF THE PROPERTY TO A FOUNDATION

7. The money or any kind of property will be conferred to a Foundation in accordance with the founding decision by founding members.

8. Money donated for the Foundation by legal or natural persons shall be transferred to a Foundation's bank account or shall be given to a Foundation in cash. Conferral date of the donation shall be the date of an accrual in case of banking transaction or the date of accrual for

the Foundation. Conferral of the money shall be asserted by the person nominated by the board.

9. Any other property donated to the Foundation by legal or natural persons shall be given to a Foundation's board with a conformable act in accordance with the law in force.

IV DISSOLUTION

10. The activities of the EIK shall be brought to an end by the decision of the council, if the EIK is not able to achieve the goals it has set for itself for reasons unrelated to EIK. The decision is adopted if all the council members approve the dissolution. Founding members of the EIK are not in a position of dissolution of the Foundation.

11. In the case of dissolution the property that remains after satisfying the claims of creditors shall be given over with an income tax incentive to non-profit associations and to a association in the foundations list or to a legal person governed by public law.