

# **Estatutes of the Spanish Estonian Chamber of Commerce**

## **GENERAL**

1. The non-profit organisation „Spanish-Estonian Chamber of Commerce” (hereinafter the „CHAMBER”) shall be a voluntary association of physical and legal persons.
2. The CHAMBER’s name in Estonian shall be “Hispaania-Eesti Kaubanduskoda”  
The CHAMBER’s name in Spanish shall be “Camara de Comercio Hispanoestona”  
The CHAMBER’s name in English shall be “Spanish-Estonian Chamber of Commerce”.
3. The CHAMBER shall be a private law based legal entity, whose legal capacity starts when recorded in Non-Profit Associations and Foundations Register and ends when deleted from the mentioned Register.
4. The aims of activity of the CHAMBER shall be:
  - 4.1. to lay down, bolster and further trade and business relations and initiatives between the Republic of Estonia and the Kingdom of Spain;
  - 4.2. to support the interests of its members in various areas of activity;
  - 4.3. to create, support and develop economical relations between companies and entrepreneurs of said two countries;
  - 4.4. to organise, stimulate and mediate programmes, events (seminars, meetings, delegations, conferences, lectures, business trips) in furtherance of trade and commercial relations between said two countries;
  - 4.5. to represent the interests of its members in communication with Government of the Republic of Estonia and other state authorities when requested;
  - 4.6. to collect and deliver information to its members about the situation of the Estonian economy, business contacts and laws;
  - 4.7. to supply to its members the services in the domain of objectives of the CHAMBER;
  - 4.8. to engage in co-operation with other organisations with a view to realising its aims.
5. The CHAMBER’s seat shall be in Tallinn, the Republic of Estonia.
6. In its activities, the CHAMBER will be governed by laws applicable in the Republic of Estonia, these Articles of Association and resolutions of its governing bodies.

## **MEMBERS OF THE CHAMBER**

7. Members of the CHAMBER can be both physical and legal persons, who have submitted an application to the Management Board and have paid the membership fee. The Council has a right to establish different memberships within the CHAMBER. The Council shall resolve on whether the applicant can become member of the CHAMBER. The Council will reserve the right to decline the application for membership, if this might jeopardise the good name and reputation of the CHAMBER.
8. Upon decision of the Council, any person can be accepted as member of the CHAMBER of honoris causa for outstanding performance of economy, business and trade, that has rendered meritorious service in developing trade and business relations between the Republic of Estonia and the Kingdom of Spain. A member of honoris causa will be relieved of the obligation to pay membership fee.
9. Resigning from membership:

9.1. Every member of the CHAMBER has the right to withdraw from the CHAMBER, by submitting to the CHAMBER a written notice;

9.2. The resigning member must observe the Articles of Association of the CHAMBER and its internal documents until his membership status ends, subject to the decision of the Council.

10. Suspension of membership:

10.1 Private members who have got a child can ask for a year break while the child is below one year old. After a year the private member will have to decide if he wants to keep as member.

10.2 Private members moving abroad can ask for a year break on the membership. After a year the private member will have to decide if he wants to keep as member.

10. Expelling a member:

10.1. A member can be expelled by decision of the Council for material violation of the Articles of Association or requirements of rules and regulations, or for damaging the good name and reputation of the CHAMBER;

10.2. The expelled member will be notified about the decision of the Council within three (3) days as from passing the decision, by registered mail;

10.3. An expelled member will have the right to demand reconsideration of the issue at the General Assembly.

11. Consequences of termination of membership:

11.1. If a membership ends during the financial year of the CHAMBER, the member withdrawn or expelled from the CHAMBER must pay membership fee for the whole financial year;

11.2. A person, whose membership in the CHAMBER has ended, will not be entitled to get any of the CHAMBER's assets, or to get refund of the paid membership fees.

12. The membership may also end with death of the member, liquidation of the member or its bankruptcy.

## **RIGHTS OF THE MEMBERS**

13. Members or representatives of the members of the CHAMBER shall have the right:

13.1. to participate in person or through proxy at the General Assembly and to voice their opinion about the work of the CHAMBER;

13.2. to obtain from an appropriate governing body of the CHAMBER information in the area respecting the goals of the CHAMBER;

13.3. to elect and to be elected in the governing bodies of the CHAMBER;

13.4. to resign from membership of the CHAMBER under the conditions specified in the Articles of Association.

## **OBLIGATIONS OF THE MEMBERS**

14. A Member of the CHAMBER shall undertake:

14.1. to observe the Articles of Association and internal documents of the CHAMBER, and fulfil the demands of its governing bodies;

14.2. to pay the membership fee;

14.3. to actively contribute to carrying into effect the aims of the CHAMBER.

## **GENERAL ASSEMBLY**

15. The General Assembly shall be the supreme governing body of the CHAMBER, formed by all active members of the CHAMBER.

16. The Management Board or chairman of the Council will call the General Assembly each year during four (4) months after the end of previous financial year, at the latest. The General Assembly will pass decisions in all issues, which do not belong to the competence of the Management Board or the Council, under the Articles of Association or law. The Management Board shall call the General Assembly, by giving a one-month notice. Notice shall be sent by e-mail.

17. Calling of an extraordinary General Assembly can be requested by at least 1/10 of the members of the CHAMBER, under the procedure prescribed in law.

18. The competence of the General Assembly will be:

18.1. Amendment of the Articles of Association;

18.2. Alteration of aims;

18.3. Electing members of the Council;

18.4. Approval of the annual report and the budget for the next year;

18.5. Appointment of an auditor;

18.6. Resolving other questions raised by the Management Board, the Council or members of the CHAMBER.

19. The Council has a competence of a General Assembly to the extent specified in the Articles of Association.

20. The General Assembly shall have the quorum, when at least 5 (five) members of the CHAMBER attend. Vote can be cast at the General Assembly by a member of the CHAMBER or its representative.

21. If the General Assembly lacks the quorum, the Management Board will call, within three (3) weeks, a new General Assembly with the same agenda. The new General Assembly will have the quorum irrespective of the number of members attending.

22. The decisions of the General Assembly will be considered as passed, if at least half of the attending members of the CHAMBER vote affirmative. Each member of the CHAMBER has one vote.

## **COUNCIL**

23. Meeting of the representatives of the members is called the Council.

24. The General Assembly will determine the number of members of the Council of the CHAMBER and its composition for the continuous year. The Council will comprise from three to ten members.

25. The Council has the competence of the General Assembly as determined in § 19 of the Non-profit Associations Act of the Republic of Estonia.

The Council shall have the competence:

25.1. to plan the activities of the CHAMBER and to organise its management;

- 25.2.to appoint the members of the Management Board;
- 25.3.to organise the distribution of work of its members;
- 25.4.to decline admission of new members to the CHAMBER;
- 25.5.to determine the membership levels and the size of the membership fees;
- 25.6.to set up, if needed, commissions, working groups and other bodies;
- 25.7.to elect members of honoris causa.

26. The Council will elect the Chairman, from among its members. The Chairman of the Council will nominate, for a period of absence, a deputy from among the other members of the Council.

27. The members attending the meeting of the Council will pass the decision of the Council. A decision of the Council will be passed by a simple majority vote of members of the Council attending. If the vote is tied, the Chairman of the Council will have the casting vote. To expel a member from the CHAMBER, all attending members of the Council must vote affirmative.The meetings of the Council will be recorded in minutes.

28. The Members of the Council will fulfil their tasks without any personal remuneration or salary, except for the duties arising from representation of the CHAMBER or in case such expenditures are set forth in the budget of the CHAMBER.

29.A member of the Council can be recalled:

- 29.1.in case of material default on fulfilment of obligations;
- 29.2.in case of incapacity to manage the CHAMBER;
- 29.3.for damaging the reputation of the CHAMBER;
- 29.4.for causing property damage to the CHAMBER.

#### **THE MANAGEMENT BOARD**

30. The CHAMBER shall have one to three members of the Management Board.

31. The members of the Management Board will represent the CHAMBER.

32. The obligations of the Management Board will include:

- 32.1.composing the budget of the CHAMBER and presentation thereof for approval to the General Assembly;
- 32.2.providing information to the Council and to the members of the CHAMBER about the activities of the CHAMBER and making public the annual report of the CHAMBER;
- 32.3.organising of daily management of the CHAMBER and carrying into effect decisions of the Council.

33. The Management Board will be accountable to the Council.

#### **THE ASSETS OF THE CHAMBER**

34. The assets of the CHAMBER will accrue from membership fees, donations and activities, which are in compliance with the aims of the CHAMBER.

#### **ACCOUNTING**

35. The Management Board will organise accounting of the CHAMBER in conformity with the applicable law and good accounting practice

36. The financial year of the CHAMBER will start on 1st of January and end on 31st of December.

#### **MERGER AND DIVISION**

37. Merger of the CHAMBER with another non-profit association, as well as division of the CHAMBER will take place as specified in law.

#### **MISCELLANEOUS**

38. Formal working language of the CHAMBER as well as governing bodies of the CHAMBER is English. A preferred communication channel, including formal notices etc of the CHAMBER shall always be e-mailing.

Approved with the establishment agreement on 28 January 2008.