

NOT-FOR-PROFIT ASSOCIATION “COALITION OF HARM REDUCTION NGOs OUTREACH”

ARTICLES OF ASSOCIATION

I. GENERAL PROVISIONS

1.1 The official name of the non-profit association is “Mittetulundusühing Coalition of Harm Reduction NGOs Outreach”, abbreviated MTÜ Outreach Coalition (hereinafter referred to as the Association).

1.2 Name of the non-profit Association in English – “Coalition of Harm Reduction NGOs Outreach”, abbreviated Outreach Coalition, in Russian – «Коалиция НКО в области снижения вреда “Аутрич”», abbreviated as “Коалиция “Аутрич””.

1.3. The Association is a non-profit association of individuals and legal entities registered in the territory of the Republic of Estonia, which operates in the public interest and whose main purpose is not to generate income through economic activities.

1.4. The Association’s location: Tallinn, Republic of Estonia.

1.5. The Association is an independent organization and is not a section of another organization.

1.6. The Association has the right to establish, in accordance with the established procedure, its representative offices, offices and departments.

1.7. The purpose of the Association is to continue and maintain programs for the comprehensive prevention of HIV infection among people who use drugs (“harm reduction” programs), advocate for and implement international standards and scientifically based methods of helping people who use drugs in the Eastern Europe and Russian Federation.

1.8. To achieve its purpose, the Association carries out the following activities:

1.8.1. Contributes to the mobilization of resources from the state, donor organizations, business sector, communities and the entire civil society in order to develop and implement effective methods of preventing HIV infection among people who use drugs in the Eastern Europe and Russian Federation.

1.8.2. Supports the strengthening of the potential of programs aimed at preserving the health and lives of people who use drugs, including the prevention and treatment of HIV infection, tuberculosis, and viral hepatitis, and also promotes effective and scientifically based methods of work, contributing to the care of human rights in the Eastern Europe and Russian Federation.

1.8.3. Supports and implements advocacy of evidence-based programs aimed at reducing social, legal and institutional barriers to accessing prevention and treatment of HIV infection, tuberculosis, and viral hepatitis among people who use drugs in the Eastern Europe and Russian Federation.

1.8.3. Exchanges best practices in the field of prevention of HIV infection, tuberculosis, and viral hepatitis between nongovernmental organizations of Russian Federation and countries of the European Union.

II. CONDITIONS AND PROCEDURES FOR ADMISSION TO MEMBERS OF ASSOCIATION AND EXIT FROM ASSOCIATION

2.1. Any individual or legal entity, as well as an initiative group with a list of participants that can be checked, who agree with the goals of the Association, and also agree to act in accordance with the Articles of Association and the decisions adopted at the General Assembly, can become members of the Association.

2.2. Those who wish to become a member of the Association must submit a written application to the Management Board, which forwards the application to the General Assembly. The General Assembly no later than within a month from the date of receipt of the application, will decide on the acceptance or refusal of membership in the organization and notify the applicant of the decision.

2.3. Each member of the Association may withdraw from the ranks of the Association on the basis of a written application submitted to The General Assembly through the Management Board.

2.4. The General Assembly may exclude a member from the Association, whose activities it assesses as contrary to the purpose of the Association or ignoring the Articles of Association and which by its actions harms the name or reputation of the Association.

2.5. The General Assembly immediately informs the member about the decision of The General Assembly and the reasons for this decision about his exclusion from the Association. The excluded person or entity has the right to raise this issue in a form of a challenge at a General Assembly meeting, at which the General Assembly resolves challenge and makes the final decision regarding the decision and the challenge.

2.6. More detailed conditions and procedures for admission to the membership of the Association may be approved by the General Assembly on the recommendation of the Management Board.

III. RIGHTS AND OBLIGATIONS OF ASSOCIATION MEMBERS

3.1. Members of the Association have the right to:

3.1.1. take part in all events organized by the Association;

3.1.2. take the floor and take part in voting at the General Assembly meeting;

3.1.3. receive information about the activities of the Association;

3.1.4. withdraw from the Association on the basis of a written notice;

3.1.5. to be elected to the governing bodies of the Association.

3.2. Members of the Association must:

3.2.1. recognize the goals of the Association, follow the Articles of Association when participating in the activities of the Association, based on the decisions adopted at the General Assembly meeting;

3.2.2. provide current contact details to the Management Board for proper record keeping of the members of the Association;

3.3. The Association does not divide its property, income, material assistance or benefits in monetary terms between its founders, members, members of the Management Board, between people who have made donations, or between persons associated with the above-mentioned persons.

IV. GENERAL ASSEMBLY MEETING

4.1. The supreme body of the Association is the General Assembly, where each member of the Association has one vote. In the case of membership of a legal entity or initiative group, a vote may be delegated to one representative of a legal entity or initiative group chosen by the decision of a legal entity or initiative group.

4.2. Competence of the General Assembly:

4.2.1. changing the Articles of the Association;

4.2.2. changing the goals of the Association;

- 4.2.3. approval of the strategic plan of the Association;
 - 4.2.4. approval of annual reports;
 - 4.2.5. appointment and recall of members of the Management Board
 - 4.2.6. approval of the annual report of the Association;
 - 4.2.7. viewing and approving applications for membership in the Association
 - 4.2.8. supervision of the implementation of the Association programs
 - 4.2.9. decisions to terminate activity, merge or split the Association;
 - 4.2.10. making other decisions which, on the basis of a law or statute, are not within the competence of other bodies.
 - 4.2.11. Appointment of the Chairman of the General Assembly and the rotation of the Chairman of the General Assembly takes place annually.
- 4.3. The General Assembly shall be convened by the Management Board in accordance with the procedure established by law or the Articles of Association, and if this is required in the interests of the Association.
- 4.4. The Management Board shall call the General Assembly if the Chairman of the General Assembly or at least one-third (1/3) of the members of the non-profit association so demand in writing indicating the reason. If the Management Board does not call the General Assembly under the circumstances specified in this section, the members who demanded the General Assembly may call the General Assembly themselves pursuant to the same procedure as the Management Board
- 4.5. The agenda of the General Assembly shall be determined by the Chairman of the General Assembly based on the Management Board provided information. If the General Assembly is called by the members of a non-profit association, they shall also determine the agenda of the General Assembly.
- 4.6. An issue which is initially not on the agenda of the general meeting may be included on the agenda, if all the members of the non-profit association participate in the General Assembly or with the consent of at least 9/10 of the members who participate in the General Assembly, if more than one-half of the members of the non-profit association participate in the General Assembly and the articles of association do not prescribe a greater participation requirement.
- 4.7. The General Meeting may decide on calling the next general meeting and settle submissions concerning operational issues related to the agenda or to the procedure for holding the General Meeting without including such matters in the agenda beforehand, and to discuss other matters at the General Assembly without deciding on such matters.
- 4.8. The General Assembly meeting of the Association is held at least once during a calendar year, unless otherwise required by Estonian law. The meeting can be held through the exchange of letters, communication by e-mail, teleconference (telephone call) and other means of communication.
- 4.9. The Chairman of the General Assembly informs the members about the agenda, time, place and, if applicable, the way of holding the General Assembly meeting and notifies of the specific activities the Management Board and Secretariat.
- 4.10. Notice of the General Assembly shall be given at least seven days in advance. A notice on calling the General Assembly shall set out the time and place of the General Assembly and the agenda of the General Assembly. If, after dispatching the notice on calling the general Assembly, the agenda is changed at the demand of the members, such changes to the agenda must be communicated before the

General Assembly takes place pursuant to the same procedure and within the same term as prescribed for the dispatch of the notice on calling the General Assembly.

4.11. If a member of the Association wishes to submit an issue for consideration at the next General Assembly meeting, he or she must, in writing, including e-mail correspondence, inform the Chairman of the General Assembly before convening the General Assembly meeting.

4.12. All members of the Association who have the right to vote can take part in the General Assembly meeting of the Association. Every voter has only one vote. A member of the Association may authorize another member of the Association to vote in his or her place by writing a power of attorney in simple written form.

4.13. In cases where the law does not provide otherwise, a decision made at the General Assembly meeting is considered adopted if more than half of the participants or represented members of the Association vote for in favor of it.

4.14. Unless otherwise provided, voting shall be open. In the case of sensitive issues, secret voting is possible.

4.12. General Assembly meeting is recorded. The minutes shall contain the time and place / method of holding the General Assembly meeting, the agenda of the General Assembly meeting, the results of voting and decisions taken, as well as other circumstances of importance. Also, at the request of a member who has a special opinion, the content of his or her special opinion shall be entered in the protocol. The minutes are signed by the Chairman of the General Assembly meeting (a Chairman of the General Assembly who initiated the General Assembly, a member of the Management Board and a person who makes the minutes. In cases where meetings are held without physical presence, a list of participants of the General Assembly meeting with the signature of each participant, as well as written proposals and statements presented at the meeting, shall be attached to the minutes.

V. THE MANAGEMENT OF THE ASSOCIATION

5.1. The day-to-day activities of the Association are carried out by the Management Board. Management Board members are specifically appointed to fill a function in the Management Board. General Assembly may appoint other members to the Management Board according to point 5.6.

5.2. Competence of the Management Board:

5.2.1. organization of daily activities of the Association;

5.2.2. keeping records of members of the Association and collecting membership fees;

5.2.3. drawing up a work plan and budget for the Association;

5.2.4. organization of accounting in accordance with the legislation of the Republic of Estonia and the provision of the annual financial report of the Association;

5.2.4. preparation and submission of the annual report to the General Assembly of the Association;

5.2.5. use of the property of the Association and its' disposal in accordance with the law, this Articles of Association and the requirements of the decisions made at the General Assembly meeting.

5.2.6. is completely subordinated to the General Assembly and during the times when the General Assembly is not gathered the Management Board is subordinated to Chairman of the General Assembly supervision and guidance.

5.4. Competence of the Chairman of the General Assembly:

- 5.4.1. Program management. The Chairman of the General Assembly is responsible for developing programs for the implementation of the mission, goal and strategic plan of the Association.
- 5.4.2. The organization of internal policies. The Chairman of the General Assembly is responsible for the development and implementation of the internal policies of the Secretariat.
- 5.4.3. Personnel Management. The Chairman of the General Assembly provides recommendations for hiring and dismissal of personnel and coordinates the staff (including if present Association's Secretariat staff) by providing instructions to the Management Board members.
- 5.4.4. Communication with the Management Board and the General Assembly. The Chairman of the General Assembly informs the General Assembly and the Management Board of the organization on the activities of the organization, participates in the work of the Management Board in an advisory capacity.
- 5.4.5. Detailed duties of the Chairman of the General Assembly should be approved by the General Assembly.
- 5.5. The Management Board members are approved by the General Assembly of the Association on the recommendation of the Chairman of the General Assembly.
- 5.6. Members of the Management Board are appointed for five years. The Association is directed and represented by the Management Board, which consists of one to five members. Management Board members have a sole right of representation, where every Management Board member can represent the non-profit association solely.
- 5.7. When performing legal actions on behalf of the Association, members of the Management Board are required to follow the restrictions provided for by the laws of the Republic of Estonia, the Articles of Association or decisions of the General Assembly.

VI. SECRETARIAT OF THE ASSOCIATION

- 6.1. By decision of the General Assembly the Management Board may establish the Secretariat which may provide support to the Management Board. In case of establishing a Secretariat, one Management Board member becomes the Executive Director of the Secretariat. The Secretariat reports directly to the Executive Director of the Secretariat and the Secretariat and Executive Director report jointly to Chairman of the General Assembly. The main function of the Secretariat is to carry out programs in accordance with the strategy of the Association under the supervision of the Executive Director.
- 6.2. The Executive Director of the Secretariat has the right to represent the Association solely in all legal acts by coordinating use of the right of the representation (including signature) with Chairman of The General Assembly
- 6.3. The main responsibilities of the Secretariat:
- 6.3.1. performing the daily activities of the Association;
 - 6.3.2. support the development and implementation of the strategic plan of the Association;
 - 6.3.3. implementation of programs in accordance with the strategic plan of the Association;
 - 6.3.4. search for resources to implement the strategic plan of the Association;
 - 6.3.6. establishing and maintaining communication with and between members of the Association.
- 6.4. A detailed provision on the Secretariat must be approved by the General Assembly.
- 6.5. During the absence of the Secretariat, its' functions may be assigned to the Management Board or members of the General Assembly.

VII. ACTIVITIES OF THE ASSOCIATION

7.1. In accordance with the legislation of the Republic of Estonia, the Association may engage in economic activities solely in the public interest and for charitable purposes.

7.2. The main activity of the Association is not entrepreneurship.

7.3. The economic year of the Association begins on January 1 and ends on December 31. The report on the economic activity for the last year should be submitted for familiarization to the members of the Association during the first quarter of the next year.

7.4. The property of the Association is formed from the membership fees of the members of the Association, the economic support of the state and local self-government, monetary deductions, donations, contributions, as well as other income.

7.5. The Association does not bear property responsibility for the obligations of its members, the members do not bear property responsibility for the property obligations of the Association.

VIII. ACCESSION, SEPARATION, LIQUIDATION

8.1. The merger, division and liquidation of the Association shall be in accordance with the procedure established by law.

8.2. The liquidators of the Association are members of the Board or persons appointed by the General Assembly.

8.3. Upon the completion of the Association's activities after the satisfaction of the claims of creditors, the remaining property with income tax benefits is transferred to the members of the non-profit Association, legal entities in public law, including state structures or local self-government units.