

Statute of Mittetulundusühing Music Estonia

1. GENERAL PROVISIONS

1.1. Mittetulundusühing Music Estonia (from here on “the Organisation”) is a private legal person, a Non-Governmental Organisation, which in its activities is guided by the laws of the Republic of Estonia, other legislation and current statute.

1.2. The Organisation is situated in Tallinn, Estonia

1.3. The Organisation is founded for an indefinite period

1.4. The Organisation's financial year commences on 1st of January and ends on 31st of December.

1.5. The Organisation's goal is to enhance the competitiveness of Estonian music entrepreneurs, provide strategic guidance in order to help enter markets abroad, and represent Estonian music entrepreneurs both internationally and locally.

1.6. The Organisation's activities are based on both the general interests of the music sector and also the specifics and special interests of sub-fields (like folk, pop, jazz, classical music), providing balanced possibilities for all areas.

1.7. In order to pursue its purpose, inter alia, the Organisation:

1.7.1. represents Estonian music and music entrepreneurs at international contact events to continuously and systematically expand the network and create career opportunities for Estonian talent;

1.7.2. creates international marketing and communication strategies for Estonian music, involves relevant partners for that and coordinates the realisation of the strategy and plans;

1.7.3. gathers and compiles information about Estonian music with relevance on an international scale, shares it systematically both for local and international media and export partners thus generating constant interest in Estonian music;

1.7.4. organises networking events, trainings and other undertakings alike to raise the professional awareness of local music entrepreneurs and expand their network;

1.7.5. analyses the statistics on local music industry and creates strategies based on the information gathered;

1.7.6. manages funds established or curated by the Organisation;

1.7.7. collaborates with relevant local and international export platforms, enterprises and organisations which help to serve the Organisation's purpose;

1.7.8. secures its funding by initiating collaborations and participating in various programmes.

1.8. The Organisation may become a member of other legal persons, maintaining its independence and rights as a legal body.

1.9. The Organisation may establish independent legal persons with its own means in order to achieve its goals while continuing to be their member, owner or co-partner.

1.10. The Organisation may establish necessary foundations in the interests of Estonian music enterprises. The regulation and rules of procedure are developed and confirmed by the Organisation's Managing Board.

2. MEMBERS

2.1. Organisation's members are:

2.1.1. enterprises (OÜ - Private Limited Company, AS - Joint Stock Company, MTÜ - Non-Governmental Organisation) whose purpose is to represent the interests of Estonian artists and music collectives on international markets;

2.1.2. enterprises (OÜ - Private Limited Company, AS - Joint Stock Company, MTÜ - Non-Governmental Organisation) whose purpose is to market internationally the goods or services related to Estonian music.

2.2. The Organisation's members cannot be:

2.2.1. representative organisation (for example, NGOs with more than 5 members);

2.2.2. public organisations;

2.2.3. private persons.

2.3. The Organisation's Managing Board decides on accepting new members at its next meeting after receiving a written application to become a member.

2.4. A member has the right to withdraw from the Organisation by handing in a corresponding written statement to the Managing Board. The Board shall examine the statement and decide upon the removal from the members' list latest by the next Managing Board's meeting. A member is considered to have left the Organisation after removing it from the list of members.

2.5. A member may be excluded from the Organisation by the Managing Board's decision, in case:

2.5.1. causes significant damage to the Organisation's interests, causes material damage or has lost the trust of other Organisation's members.

2.5.2 has not paid the annual fee by deadline;

2.5.3 offends against established order at the events organised by the Organisation.

2.6. The Organisation's membership is related to the member's fee.

3. THE MEMBERS' RIGHTS AND OBLIGATIONS

3.1. Organisation's member has the right to:

3.1.1. participate at a General Assembly holding a voting right;

3.1.2. participate in the Organisation's authorities and be selected as the Organisation's managing authorities' member;

3.1.3. receive information about the Organisation's activities;

3.1.4. submit proposals regarding the Organisation's activities to the Managing Board;

3.1.5. withdraw from the Organisation;

3.1.6. participate in the Organisation's activities.

3.2. The member is obliged to:

3.2.1. fulfil the requirements stated in the Organisation's statute and the Organisation's managing authorities legitimate decisions;

3.2.2. duly pay the annual membership fee and other charges by the rate and deadline stated in the Organisation's statute or given by the Organisation's managing authorities;

3.2.3. inform the Organisation's Managing Board about the company's address and report no later than after two months when they have changed, thus enabling the Organisation to keep records of its members;

3.2.4. maintain the Organisation's assets, use them in a sustainable manner and in accordance with their intended purposes;

3.2.5. not to damage the Organisation's reputation.

4. STRUCTURE AND GOVERNANCE

4.1. The Organisation's authorities are the General Assembly, Managing Board and Advisory Council;

4.2. The Organisation's highest authority is the General Assembly, which is open for participation and voting to all Organisation's members, while each member holds one vote.

GENERAL ASSAMBLY

4.3. The General Assembly is authorised to:

- 4.3.1. change the statute by a two-thirds majority of members;
 - 4.3.2. change the purpose by a nine-tenths majority of members;
 - 4.3.3. change the structure, fix and change the rules of procedure;
 - 4.3.4. select the Managing Board and Audit Council;
 - 4.3.5. fix the rate of annual member's fee and enrolment fee;
 - 4.3.6. adopt the budget;
 - 4.3.7. discuss and confirm the reports by the Managing Board and the Audit Council;
 - 4.3.8. confirm the annual report;
 - 4.3.9. revise and solve complaints concerning the work of the Managing Board and the Audit Council;
 - 4.3.10. compiling and confirming the list of strategic partner organisations represented in the Audit Council;
 - 4.3.11. deciding upon other matters not in the competence of other authorities stated by the law or statute.
- 4.4. The Managing Board convenes the General Assembly:
- 4.4.1. at least once per year in order to confirm the annual report;
 - 4.4.2. on occasions determined by the law or under other circumstances when the Organisation's interests so require;
- 4.5. The notice of General Assembly's convocation and its agenda must be sent in writing (via email) at least 14 days in advance.
- 4.6. The quorum shall exist if more than 40% of the members are present;
- 4.7. The decision is adopted if more than 50% of the members present or represented have voted for it.

THE MANAGING BOARD

- 4.8. The Organisation is managed and represented by the Managing Board, consisting of 5 (five) to 8 (eight) members.
- 4.9. The members of the Managing Board are appointed for 2 (two) years by the General Assembly.
- 4.10. The Managing Board shall take its decision by a majority of the votes cast.
- 4.11. The Managing Board's meetings take place according to necessity, but not less than four times a year (once per quarter). With the agreement of the members, the meetings may also take place online.
- 4.12. In all legal processes, the Organisation may be represented by any member of the Managing Board, unless it is not stipulated otherwise in the rules of procedures.
- 4.13. The Managing Board is authorised to:
- 4.13.1. accept and exclude the Organisation's members according to the current statute.
 - 4.13.2. keep records of the Organisation's members;
 - 4.13.3. organise the Organisation's accounting according to the Accounting Act;
 - 4.13.4. draw up annual financial statement and activity report and submit them to the General Assembly within 6 (six) months after the last financial year's closing date;
 - 4.13.5. allocate the Managing Director and other staff with the competence appropriate to relevant tasks;
 - 4.13.6. negotiate, sign agreements and establish co-operation with strategic partners and invite their representatives to the Advisory Council;
 - 4.13.7. adopt other decisions falling outside the General Assembly's competence.
- 4.14. The Managing Director automatically becomes a member of the Managing Board.

ADVISORY COUNCIL

Yet not established, the Advisory Council, composed of representatives of strategic partners, advises the Managing Board and Managing Director; members of the Council may partake the General Assembly but they do not hold a vote.

5. ASSETS, ACCOUNTING, MONITORING AND REPORTING

5.1. The Organisation's assets arise due to:

5.1.1. enrolment and membership fees;

5.1.2. donations and allocations;

5.1.3. revenues generated by philanthropic or commercial activities;

5.1.4. tailored allocations from the state's or local governments' budget;

5.1.5. tailored allocations from local and international funds and projects;

5.2. The General Assembly has the right to appoint audit council or audit control in order to monitor the activity of other Organisation's authorities. Auditor may be appointed for a one-off monitoring or for a certain deadline.

5.3. Audit council must have at least three (3) members.

5.4. The report composed by the controllers or auditors is submitted to the General Assembly.

6. MERGER, DIVISION AND LIQUIDATION

6.1. The merger, division and liquidation are established in accordance with applicable law.

6.2. The liquidation can be executed by the members of the Managing Board or individuals appointed by the General Assembly.

6.3. In the case of liquidation, after the claims of all creditors have been met the remaining Organisation's assets will be handed over to a non-profit organisation or a foundation with similar purpose.