

MTÜ TallinnSec

THE ARTICLE OF ASSOCIATION

1. General articles

- 1.1. The name of the non-profit organization is MTÜ TallinnSec.
- 1.2. MTÜ TallinnSec is a private juridical person, which follows the current article of association and the presently applicable laws.
- 1.3. The location of the organization is Tallinn, Estonia.
- 1.4. The organizations' name in English is equivalent to its name in Estonian MTÜ TallinnSec.

2. Goals

- 2.1. The goal of MTÜ TallinnSec is to create a network of people active in the cyber security field with the focus on its technical aspects.
- 2.2. In order to achieve this goal, the NGO organizes technical cyber security related meetups, workshops and networking events. If the opportunity presents itself, also visits to relatable companies belong to the domain TallinnSec is trying to achieve

3. Membership

- 3.1. The membership will be granted to every physical person who:
 - 3.1.1. agrees with the goal set for TallinnSec non-profit organization;
 - 3.1.2. wishes to give input to reach that goal;
 - 3.1.3. agrees with the article of association, acknowledges it and fulfills it;
- 3.2. The membership statuses are divided into following: member of the board, founding member and full member.
- 3.3. Every person who wishes to advance TallinnSec goals is welcome to apply to become a full member.
- 3.4. The decision to accept a member based on the membership application is done by the members of the board.

4. Rights and obligations

- 4.1. The member has the rights to:
 - 4.1.1. participate in the general meeting with a voting right;
 - 4.1.2. to make propositions to the board in regards of the NGO and its members;
 - 4.1.3. to be chosen to be the board member;
 - 4.1.4. to receive information from the board about the future and past activities of the NGO;
 - 4.1.5. to use the symbols of the NGO (logo);
 - 4.1.6. to withdraw from the membership status;
 - 4.1.7. to dispute if the decision to withdraw the membership from a member has been done by the board.

- 4.2. The member is obliged to:
- 4.2.1. follow the NGOs article of association and the decisions made by the board;
 - 4.2.2. refrain from activities that may cause harm to the reputation or assets of the NGO;
 - 4.2.3. pay the yearly membership fee according to the decisions made in the general meeting;
 - 4.2.4. to provide valid contact information (name, e-mail, phone) to the board;
 - 4.2.5. to pay the yearly membership fee for the current year even if the membership ends in the middle of the 1 year period.

5. Membership fee

- 5.1. The membership fee must be paid on a yearly (calendar year: 01.01-31.12) basis within the first quarter of a year (I quarter: 01.01 - 31.03).
- 5.2. The initial membership fee must be paid within 1 month from the date when the member was accepted as a full member of the MTÜ TallinnSec.
- 5.3. Any extra fees or changes in the membership fee may only occur by the decision made by the members and on the general meeting.

6. Opting out from the membership status

- 6.1. To opt out from the membership status a member must provide a written note with the intent to end the membership status.
- 6.2. The membership status can be revoked by the members of the board if:
 - 6.2.1. the member has not paid the membership fee by the end of the I quarter of a year (01.01-31.03);
 - 6.2.2. within last 3 years, the member has not participated in any of the general meetings or events organized by the NGO;
- 6.3. Exclusion of the member will be decided upon by the members of the board. The decision will be made on a meeting of which the member, whose membership status is intended to be withdrawn, will be informed at least 2 weeks prior to the meeting taking place. The member being excluded has the right to participate in the meeting in regards his/her membership status. The decision will be made if at least 51% of the board members support the decision.

7. General meeting

- 7.1. The highest authority in the organization is the general meeting of the TallinnSec members. All members have the right to take part in the general meeting. Meetings are divided into regular and irregular meetings.
- 7.2. Regular meetings occur once a year and not later than 6 months after the end of the economic year.
- 7.3. If necessary for the interest of the organization, irregular meetings are called for.
- 7.4. The notices about the upcoming regular meetings are to be announced by the board.

- 7.5. All participants with the right to attend the regular general meeting have to be notified of the meeting in a written form and at least 2 weeks prior to the scheduled date. In case of an irregular meeting, all participants with the right to attend have to be notified under the same terms, but at least 7 days in advance. The date, time, location and the planned agenda for the meeting must be marked in the announcement.
- 7.6. Following falls under the domain of the general meeting:
 - 7.6.1. modifications to the organizations article of association;
 - 7.6.2. modifications to the general goal;
 - 7.6.3. appointment of the board members;
 - 7.6.4. membership fees and payment terms;
 - 7.6.5. confirmation of the fiscal year report;
 - 7.6.6. confirmation of budget and activities;
 - 7.6.7. disputes and decisions on accepting new members or withdrawing their membership;
 - 7.6.8. Other decisions not designated to other parties by the applicable law or the article of association;
 - 7.6.9. decisions on merging with other NGOs, splitting or terminating the NGO
- 7.7. Every member present in the general meeting has 1 vote
- 7.8. The general meeting is considered as competent to pass a decision when more than half of the members are present.
- 7.9. Decisions are passed when more than half (at least 51%) are in favor of the decision.

8. The board

- 8.1. The board is the body of management, which leads and represents the organization.
- 8.2. Up to 10 members can belong to the board whom are selected with the decision in the general meeting. Board members are seated for the duration of one calendar year.
- 8.3. The chairman and vice chairmen are selected by the board members.
- 8.4. The organization can be represented by any member of the board separately unless there is a decision taken at the general meeting that states otherwise.
- 8.5. Board is considered to be competent to make a decision when more than half (51%) of the board members are present to give a vote.
- 8.6. Decisions can be passed with the majority of votes.
- 8.7. To make a purchase higher than 10 000 euros, an agreement must be reached at the general meeting
- 8.8. Following falls under the domain of the general meeting:
 - 8.8.1. the fulfillment of the decisions taken by the general meeting
 - 8.8.2. the announcement and agenda about the general meeting;
 - 8.8.3. the processing of membership applications for new members and the decisions on withdrawing the memberships
- 8.9. Board meetings take place at least once a year unless decided otherwise.
- 8.10. All members are granted access to the board meetings.

- 8.11. Board members do not receive any fee or salary for their services as the board member.
- 8.12. Board members have the right to step back from the role announcing it in a written form at least 1 month in advance.

9. Merging, division and the termination of the organization

- 9.1. Merging, division and the termination of the organization follow the applicable laws.
- 9.2. Persons appointed by the general meeting or the members of the board article as the liquidators of the organization
- 9.3. In case of liquidation all creditors' demands must be met prior to giving all remaining assets to a non-profit organization/foundation/public institution with a similar cause.

The article of association of the organization is approved: 14.10.2018

Members of the board/founders: (*digitally signed*)

Silvia Väli
Iiro Aleksu Uusitalo
Ragnar Kurg
Marily Hendrikson
Martin Saar