Approved
7 June 2021

ARTICLES OF ASSOCIATION

GENERAL PROVISIONS

1.1. The Estonian Seamen's Independent Union is an independent, voluntary association established on the initiative of employees. The organisation's name may be abbreviated to EMSA and rendered in English as *Estonian Seamen's Independent Union.*

1.2. The Union is based in Tallinn.

1.3. The Estonian Seamen's Independent Union was established in Tallinn on 7 June 1995 by the founding meeting of EMSA. In Estonia, EMSA carries on the work of the Estonian Seamen's Trade Union, established in 1940.

1.4. EMSA and its branches conduct their activities in accordance with international law, the legislation of the Republic of Estonia, these Articles of Association and the programme of action.

OBJECTIVES AND MEANS OF ACHIEVING THEM

2.1. In all aspects of its activities, EMSA follows the generally recognised principles of the international trade union movement.

2.2. EMSA's objectives are:
2.2.1. to organise employees and to protect and represent their employment, economic and social interests in dealings with employers, employers' associations and public authorities, before labour dispute resolution bodies and in court;
2.2.2. to promote recognition of the value of members' professional qualifications;
2.2.3. to improve occupational health and safety conditions;
2.2.4. to help improve members' socioeconomic circumstances;
2.2.5. to develop active cooperation with other trade unions and international organisations whose objectives align with those of EMSA;
2.2.6. to organise leisure activities for members and improve the opportunities available to them.

2.3. To achieve its objectives, EMSA may:
2.3.1. conduct negotiations, enter into collective agreements and monitor their implementation;
2.3.2. submit proposals to employers for improvements in working conditions, workplace safety, labour protection and related matters;
2.3.3. monitor compliance within its branches with legislation governing the working and living conditions of EMSA members;
2.3.4. engage experts, auditors or public conciliators, or refer to labour dispute resolution bodies any matters that remain unresolved between representatives of EMSA and employers;
2.3.5. draw up a programme of action to achieve its immediate objectives;
2.3.6. submit opinions on legislation to the persons concerned and public authorities, and propose the drafting, adoption, amendment or repeal of legislation to persons and bodies with the right to initiate legislation;
2.3.7. represent its members in protecting their employment, social and economic interests;
2.3.8. organise joint events and training, and produce and distribute publications;
2.3.9. establish contacts and cooperate with other trade unions and trade union associations;
2.3.10. organise campaigns and strikes;
2.3.11. establish funds and legal entities, and participate in their activities;
2.3.12. participate in international trade union activities;
2.3.13. coordinate cooperation among members in a spirit of solidarity and mutual respect;
2.3.14. provide advice on legal, employment, pay and social matters;
2.3.15. acquire, manage and dispose of property;
2.3.16. join organisations that represent the interests of EMSA members;
2.3.17. undertake other activities that do not conflict with these Articles of Association or the legislation of the Republic of Estonia.

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EMSA'S METHODS OF WORK

3.1. EMSA enters into collective agreements with employers or their associations.

3.2. The Management Board appoints a negotiating team by resolution to represent EMSA in negotiations with employers or their associations. An agreement reached through negotiations is signed by a member of the Management Board, provided that more than half of the branches concerned support it.

3.3. A branch's trade union representative may enter into collective agreements on behalf of EMSA under a power of attorney. The representative signs an agreement provided that a majority of the members concerned support it. A collective agreement entered into by a branch's trade union representative must not diminish the rights of employees established in a sectoral or company-level collective agreement concluded by EMSA's negotiating team.

3.4. All collective agreements must be approved by the Management Board before they are signed.

MEMBERSHIP OF THE UNION

4.1. Membership of EMSA is open to:
4.1.1. an individual who works or has worked in a maritime-related position, or who is studying a maritime-related subject at a vocational or higher education institution, or a trade union that supports the objectives set out in these Articles of Association and EMSA's activities and whose members undertake to comply with these Articles of Association, provided that:
4.1.2. the person is a citizen of the Republic of Estonia, holds a permanent residence and work permit in the Republic of Estonia, or is registered in the Estonian Register of Trade Unions; and
4.1.3. the person has expressed a wish to join EMSA and fulfils the membership obligations laid down in these Articles of Association.

4.2. An applicant for membership must submit a written application to the Management Board. A trade union operating as a legal entity must state in its application its name, location, number of members, structure, the names of its governing bodies and of the persons elected to them.

4.3. The Management Board decides on admission at its first meeting following submission of the application. An individual admitted to EMSA is entered on the membership list following the Management Board's decision and is deemed to be a member of EMSA from the date specified in the application, unless the Management Board decides otherwise. The member may exercise the rights conferred by these Articles of Association once two months' membership dues have been received.

4.4. As a general rule, membership dues for individual members of EMSA are 1% of pay. Where the amount of pay cannot be precisely determined, membership dues are 1% of the average pay for the position concerned, but no more than EUR 100 per calendar month. Membership dues for a trade union that is a legal entity are approved by the Council. Membership dues are payable monthly. A member who works under an arrangement other than an employment contract may pay membership dues once every three months.
4.4.1. Membership dues for non-working pensioners and non-working members studying at a vocational or higher education institution are EUR 12 per year. On a member's reasoned application, the Management Board may suspend the obligation to pay dues under this provision for a specified period or reduce the amount payable.

4.5. For members participating in support and insurance funds, the Council may introduce additional membership dues of up to 0.5% of pay.

4.6. The Management Board arranges the collection of membership dues and the maintenance of membership records.

4.7. As a general rule, seafarers serving on naval, sporting, pleasure or fishing vessels are not eligible for EMSA membership. The Council decides whether to grant membership by way of exception.

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4.8. A member may withdraw from EMSA by submitting a written application to the Management Board. A trade union operating as a legal entity that wishes to withdraw must attach to its application the minutes and/or resolution of the duly authorised body of the member organisation. The Management Board must consider the application at its first meeting following submission. Membership of EMSA is deemed to cease on the date specified in the application.

4.9. A member may be expelled in the following circumstances:
4.9.1. the member has failed to pay membership dues for three months and has not informed the Management Board of any valid reasons for non-payment;
4.9.2. the member fails to comply with resolutions of EMSA's governing bodies or these Articles of Association;
4.9.3. the member has caused substantial damage to EMSA's reputation.

4.10. The Management Board decides on expulsion from EMSA. The member must be notified immediately in writing of the Management Board's decision and the reasons for expulsion.

4.11. A member who has withdrawn or been expelled from EMSA has no entitlement to EMSA's property, and membership dues are not refundable.

4.12. A member who has withdrawn or been expelled from EMSA may rejoin one year after withdrawal or expulsion.

4.13. A decision of the Management Board refusing admission or expelling a member from EMSA may be appealed to the Council and/or the General Meeting. The decision of the General Meeting is final.

4.14. An EMSA member is entitled to:
4.14.1. assistance in securing pay, leave, compliance with working time requirements, healthy and safe working conditions, and employment rights;
4.14.2. protection of interests arising from their employment relationships through collective agreements entered into between EMSA and employers or employers' associations;
4.14.3. information needed to represent and protect interests arising from their employment relationships;
4.14.4. legal assistance in employment and social matters and, where necessary, representation before a labour dispute committee and/or a court;
4.14.5. information on EMSA's activities and financial and economic position;
4.14.6. financial assistance in the event of unemployment or a strike, subject to EMSA's available resources;
4.14.7. vote in elections for EMSA's governing bodies and trade union representatives, and be elected to those bodies or as a trade union representative;
4.14.8. participate in the work of EMSA's governing bodies and working groups;
4.14.9. participate in events and training organised by EMSA;
4.14.10. exercise other rights arising from these Articles of Association.

4.15. An EMSA member must:
4.15.1. participate in EMSA's activities and cooperate with other EMSA members through their representatives and governing bodies;
4.15.2. pay membership dues in the prescribed manner and amount;
4.15.3. comply with these Articles of Association and the resolutions of the General Meeting, the Council, the Management Board and the general meeting of their branch, and show solidarity with other EMSA members in industrial action;
4.15.4. observe the professional ethics applicable to their field of work.

4.16. A member is exempt from paying membership dues if their employment relationship is suspended for a period exceeding three months, if they are unemployed, or if they are performing compulsory service in the Defence Forces of the Republic of Estonia.

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EMSA GENERAL MEETING

5.1. EMSA's supreme body is the General Meeting, which is held once every four years.

5.2. General Meeting delegates and the procedure for their election:
5.2.1. Each EMSA branch and each member that is a legal entity elects one representative, or delegate, to the General Meeting;
5.2.2. A branch or trade union with more than 25 members elects one additional delegate for every subsequent 25 members;
5.2.3. Unaffiliated individual members elect one delegate to the General Meeting;
5.2.4. If there are more than fifty unaffiliated individual members, one additional delegate is elected for every subsequent 25 members;
5.2.5. The Management Board arranges the election of a delegate from among the unaffiliated individual members;
5.2.6. Each delegate has one vote at the General Meeting.

5.3. General Meetings may be ordinary or extraordinary.

5.4. An ordinary General Meeting is convened by the Council, which must give notice of its time, place and agenda no later than three months before the meeting.

5.5. EMSA branches and members that are legal entities appoint their delegates to the General Meeting at least one month before the meeting begins.

5.6. An extraordinary General Meeting must be held at the written request of the Council, the Management Board, an Internal Auditor or at least one tenth of the members, stating the reason for convening the meeting. The Management Board convenes the extraordinary General Meeting, giving notice of its time, place and agenda at least one month before the meeting. If the Management Board does not convene the extraordinary General Meeting, those who requested it may convene the meeting themselves following the same procedure as the Management Board.

5.7. EMSA branches and members that are legal entities appoint their representatives to an extraordinary General Meeting at least two weeks before the meeting begins.

5.8. The General Meeting has a quorum if more than half of the General Meeting delegates attend.

5.9. If the General Meeting lacks a quorum under clause 5.8., the Management Board must convene a further General Meeting within three weeks to consider the same agenda. The reconvened General Meeting has a quorum regardless of the number of delegates present, provided that at least five attend.

5.10. The General Meeting has the authority to:
5.10.1. elect the Chair of EMSA;
5.10.2. adopt EMSA's programme of action;
5.10.3. assess the implementation of the previous General Meeting's resolutions and the programme of action;
5.10.4. discuss the findings of the review of EMSA's financial and economic activities and assess its financial and economic position;
5.10.5. determine the procedure for forming the Council and the representation quota based on the number of trade union members;
5.10.6. elect additional members of the Council;
5.10.7. elect EMSA's Internal Auditors;
5.10.8. discuss other matters on the General Meeting's agenda.

5.11. The following matters are reserved exclusively to the General Meeting:
5.11.1. adoption of, additions to and amendments to EMSA's Articles of Association;

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5.11.2. decisions on the merger, division, transformation and dissolution of EMSA and the disposition of its assets.

5.12. An extraordinary General Meeting may consider only the matters for which it was convened.

5.13. A resolution of the General Meeting is adopted if more than half of the delegates attending vote in favour.

5.14. On matters reserved exclusively to the General Meeting, a resolution is adopted if more than two thirds of the delegates attending vote in favour.

EMSA COUNCIL

6.1. Between General Meetings, the Council is EMSA's highest governing body. The Council performs the functions of the General Meeting within the powers conferred by these Articles of Association.

6.2. The Council consists of branch trade union representatives, representatives appointed by branches and members that are legal entities in accordance with the representation quota set by the General Meeting, and additional members elected by the General Meeting. Between General Meetings, the Council's membership is adjusted on the basis of information received from the branches.

6.3. EMSA branches and members that are legal entities appoint their representatives to form the Council in accordance with the General Meeting's resolution at least one week before the first Council meeting following the General Meeting. Each branch also appoints at least one alternate representative.

6.4. The members of the Council elect a Chair of the Council from among themselves to lead its work.

6.5. The Council meets at least three times a year. Council meetings are convened by the Management Board, which must notify Council members of the time and agenda at least two weeks before the meeting.

6.6. An extraordinary Council meeting is convened by the Management Board, an Internal Auditor or at least one twentieth of EMSA's members, stating the reason for convening it in the written notice. Council members must be notified of the time and agenda of an extraordinary Council meeting at least seven days before the meeting.

If the Management Board does not convene an extraordinary Council meeting, the EMSA members who requested it must do so in accordance with clause 6.6. of these Articles of Association.

6.7. The Council has a quorum if at least half of its members attend.

6.8. If the Council lacks a quorum under clause 6.7., the Chair of the Council must convene a further Council meeting within three weeks with the same agenda. The reconvened Council meeting has a quorum regardless of the number of Council members present, provided that at least two attend.

6.9. The Council has the authority to:
6.9.1. elect the Chair of EMSA in accordance with clause 9.5. if the Chair's term of office ends prematurely. The elected Chair serves until the EMSA General Meeting;
6.9.2. elect and remove the Chair of the Council;
6.9.3. determine the number of Management Board members and elect and remove members of the Management Board;
6.9.4. establish the procedure for electing a trade union representative;
6.9.5. determine the remuneration of Management Board members and approve the remuneration arrangements;
6.9.6. hear and discuss the report on EMSA's activities;
6.9.7. approve EMSA's annual financial statements and budget;
6.9.8. monitor the implementation of EMSA's programme of action;
6.9.9. convene the EMSA General Meeting and prepare its agenda;

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6.9.10. approve the materials and list of candidates for Chair of EMSA prepared by the Management Board and submit them to the General Meeting;
6.9.11. decide on the establishment of support or insurance funds and on participation in funds outside EMSA;
6.9.12. determine the rules for using funds and assets;
6.9.13. decide on the disposal of the Union's immovable property or registered movable property, or the encumbrance of such property with rights in rem;
6.9.14. decide on entering into a transaction with a Management Board member or bringing a claim against that member, and appoint EMSA's representative in that transaction or claim;
6.9.15. authorise extraordinary expenditure arising from collective labour disputes;
6.9.16. enter into contracts governing the performance of duties with the Chair of EMSA and, where necessary, the Deputy Chair;
6.9.17. approve the establishment of a branch;
6.9.18. decide on the formation of sections based on members' fields of activity or social characteristics and determine the powers of those sections;
6.9.19. approve membership dues for a trade union that is a legal entity.

6.10. A resolution of the Council is adopted if at least half of the Council members attending the meeting vote in favour.

6.10.1 Adoption of a resolution without convening a meeting.
6.101.1 To adopt a resolution without convening a meeting (by electronic voting), the EMSA Management Board sends the draft resolution to Council members and sets a deadline for written responses, allowing at least seven calendar days. The draft resolution must be accompanied by an explanatory memorandum and reasons why it is appropriate to adopt the resolution without convening a meeting.
6.101.2. A resolution is deemed adopted if at least half of the Council members vote in favour of the draft resolution. Council members who do not submit a written response by the deadline are deemed to have voted against the draft resolution.
6.101.3. A voting record must be drawn up and sent to Council members no later than the day following the deadline for written responses. The record must include the resolutions adopted and the voting results, identifying by name the members who voted in favour, any dissenting opinion at the request of the member concerned, and any other circumstances material to the vote.

6.11. For the election of the Chair of EMSA and matters concerning the allocation of budget funds, a resolution is adopted if more than two thirds of the Council members attending the meeting vote in favour.

6.12. Formation of EMSA's Management Board:
6.12.1. The Council elects the Management Board from among representatives nominated by EMSA members. The Chair of EMSA is a member of the Management Board;
6.12.2. An EMSA member may nominate a candidate for the EMSA Management Board to the Council at least one week before the Council meeting. Candidates attend the Council meeting during the election;
6.12.3. The candidates receiving the highest numbers of votes are elected to the Management Board;
6.12.4. If a Council member is elected to the Management Board, their seat on the Council is taken by the alternate representative appointed by the relevant EMSA branch or member that is a legal entity;
6.12.5. The Council may remove a Management Board member, other than the Chair of EMSA, before the end of their term of office on any of the following grounds:
• breach of the duties of a Management Board member;
• a written application by the Management Board member;
• any other valid reason.
6.12.6. Where necessary, a new member is elected to the Management Board to replace a member who has been removed or to fill a newly created seat, in accordance with clauses 6.13.2, 6.13.3 and 6.13.7.
6.12.7. By way of exception, the Council may approve a new Management Board member by a simple majority without holding an election if the number of candidates does not exceed the number of vacant seats on the Management Board.

6.13. The Council may decide all matters concerning EMSA's activities, except those reserved exclusively to the General Meeting.

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6.14. An extraordinary Council meeting may consider only the matters for which it was convened.

EMSA MANAGEMENT BOARD

7.1. Between General Meetings and Council meetings, the Management Board directs and organises EMSA's work.

7.2. The Management Board acts in accordance with the resolutions of the General Meeting and the Council and these Articles of Association.

7.3. The Management Board's term of office runs until the Council meeting following the next General Meeting.

7.4. The Management Board has at least four members in addition to the Chair. If the number of Management Board members falls below this minimum, the Chair of the Council must convene an extraordinary Council meeting to elect replacements for the members who have left office.

7.5. Members of the Management Board are elected at the first Council meeting following the General Meeting.

7.6. Members of the Management Board elect a Deputy Chair from among themselves.

7.7. In all legal acts, EMSA may be represented by the Chair or Deputy Chair acting individually, or by the other Management Board members acting jointly.

7.8. The Management Board meets as necessary, generally once a month.

7.9. Management Board meetings are convened by the Chair of EMSA. The Management Board has a quorum if more than half of its members attend. A resolution of the Management Board is adopted if more than half of the Management Board members attending vote in favour.

7.10. If the Management Board lacks a quorum under clause 7.9., the Chair of EMSA must convene a further Management Board meeting within two weeks with the same agenda. If the Management Board lacks a quorum under clause 7.9. on three consecutive occasions, the Chair of the Council must convene an extraordinary Council meeting.

7.11. The Management Board:
7.11.1. directs and represents EMSA;
7.11.2. decides on convening Council meetings;
7.11.3. manages and disposes of EMSA's assets and funds in accordance with the approved budget. Transactions involving the disposal or encumbrance of immovable property and registered movable property require the Council's prior consent;
7.11.4. enters into and terminates employment contracts with the Union's paid staff;
7.11.5. decides on calling a strike on behalf of EMSA;
7.11.6. reports on its activities to the Council and the General Meeting;
7.11.7. prepares EMSA's annual report, which must be signed by all Management Board members, its activity report and its budget, and submits them to the Council for approval;
7.11.8. authorises extraordinary expenditure within the budget approved by the Council;
7.11.9. determines the amounts of benefits and the conditions for payment;
7.11.10. decides on the admission and expulsion of members;
7.11.11. appoints representatives and forms delegations to represent EMSA on a one-off or regular basis, conduct negotiations and enter into agreements, and defines their tasks and powers;
7.11.12. monitors and oversees compliance with EMSA's Articles of Association and the implementation of its programme of action, the resolutions of its governing bodies and agreements entered into with EMSA;
7.11.13. deals with other matters relating to the implementation of EMSA's Articles of Association and programme of action and the protection of members' rights and interests.

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7.12. Adoption of a resolution without convening a meeting.
7.12.1. To adopt a resolution without convening a meeting (by electronic voting), the Chair of EMSA sends the draft resolution to Management Board members and sets a deadline for written responses, allowing no fewer than three and no more than seven days. The draft resolution must be accompanied by an explanatory memorandum and reasons why it is appropriate to adopt the resolution without convening a meeting.
7.12.2. A resolution is deemed adopted if at least two thirds of the Management Board members vote in favour of the draft resolution. Management Board members who do not submit a written response by the deadline are deemed to have voted against the draft resolution.
7.12.3. The Chair of EMSA must notify Management Board members of the voting results and the resolution adopted no later than the day following the deadline for written responses.

7.13. Rights and duties of a Management Board member:
7.13.1. An EMSA Management Board member must participate actively in the Board's work, cooperate with other Board members and share work-related information with them;
7.13.2. A Management Board member must not disclose information that has been expressly communicated to them as confidential;
7.13.3; A Management Board member must consult EMSA branches and keep them regularly informed of the Board's work.

7.14. Liability of a Management Board member.
7.14.1. Management Board members are jointly and severally liable for any loss caused to EMSA through their fault as a result of a breach of the law or these Articles of Association, or a failure to perform or properly perform their duties.
7.14.2. If a Management Board member fails to perform their duties, the Management Board may propose their removal to the Council.

CHAIR OF THE COUNCIL

8.1. The Chair of the Council is elected by the Council.

8.2. The Chair of the Council's term of office runs until the Council meeting following the next General Meeting.

8.3. The Chair of the Council:
8.3.1. arranges the preparation of Council meetings;
8.3.2. convenes the Council;
8.3.3. chairs Council meetings;
8.3.4. attends Management Board meetings without voting rights;
8.3.5. is entitled to represent the Council;
8.3.6. reports on their activities to the Council;
8.3.7. reports on the Council's activities to the General Meeting.

CHAIR AND DEPUTY CHAIR OF EMSA

9.1. The Chair of EMSA is elected by the General Meeting. The Deputy Chair of EMSA is elected by the Management Board.

9.2. The terms of office of the Chair and Deputy Chair of EMSA run until the Council meeting following the next General Meeting.

9.3. The Chair of EMSA:
9.3.1. organises EMSA's work in accordance with these Articles of Association and the resolutions of the General Meeting, the Council and the Management Board;
9.3.2. convenes the EMSA Management Board and chairs its meetings;
9.3.3. is authorised to act on behalf of EMSA, represents EMSA and grants powers of attorney;

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9.3.4. manages and disposes of EMSA's property in accordance with these Articles of Association, within the approved budget and the authority granted by EMSA's governing bodies, and opens and closes current accounts;
9.3.5. enters into agreements on behalf of EMSA;
9.3.6. hires and dismisses paid staff, and directs and supervises their work;
9.3.7. arranges the maintenance of membership records and records of membership dues paid;
9.3.8. reports on their activities to the EMSA Management Board;
9.3.9. reports on the Management Board's activities to the Council and the General Meeting.

9.4. In the Chair's absence, the Deputy Chair performs the Chair's duties and exercises the Chair's rights.

9.5. Election of the Chair of EMSA
9.5.1. A candidate for Chair of EMSA must have the written support of at least three branches. Nominations are submitted to the EMSA Council;
9.5.2. The Council submits the list of candidates for Chair of EMSA to the General Meeting;
9.5.3. The General Meeting elects the Chair of EMSA from among the nominated candidates, generally by secret ballot. A candidate is elected if supported by more than half of those taking part in the vote (at least 50% plus one vote);
9.5.4. If no candidate is elected in the first round, a second round is held between the two candidates who received the highest numbers of votes in the first round. The candidate receiving the most votes is elected;
9.5.5. If the vote is tied in the second round, a further ballot is held. If the vote is again tied, the Chair is selected by drawing lots;
9.5.6. The Chair of the Council enters into a contract with the Chair of EMSA;
9.5.7. If the term of office of the Chair of EMSA ends prematurely, the Council elects a new Chair in accordance with the provisions of this clause to serve until the General Meeting.

9.6. The term of office of the Chair of EMSA ends prematurely:
9.6.1. on the Chair's application;
9.6.2. upon removal by an extraordinary General Meeting (Council) for substantial failure to perform their duties or inability to lead the organisation;
9.6.3. in the event of the Chair's prolonged inability to perform their duties or death.

EMSA BRANCHES

10.1. A branch (vessel) is EMSA's smallest organisational unit. It may be formed by at least three EMSA members employed on the same vessel or by the same company or other legal entity (hereinafter the "enterprise"), who submit an application to establish the branch to the Council for approval. The branch has the right and duty to protect the employment, economic and social interests of EMSA members working on the vessel (at the enterprise).

10.2. The branch's highest governing body is the meeting of members.

10.3. The meeting of members elects a trade union representative in accordance with the procedure established by the Council. The meeting of members determines the representative's term of office.

10.4. The trade union representative leads the branch's activities and represents its members at vessel (enterprise) level. The representative is a member of the Council.

10.5. An ordinary meeting of members is held at least once a year. Where necessary, the meeting may be held in several sessions to accommodate the enterprise's structure or working arrangements.

10.6. The meeting of members is convened by the trade union representative.

10.7. The meeting of members has a quorum if more than half of the branch's members are present or represented. A representative may represent up to three members at the meeting under written powers of attorney granted by those members.

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10.8. If the meeting of members lacks a quorum under clause 10.7., the trade union representative must convene a further meeting of members within four weeks with the same agenda. The reconvened meeting has a quorum regardless of the number of members or representatives attending, provided that at least two members are present or represented.

10.9. At least three days before the meeting of members, the trade union representative must notify the EMSA Management Board of the meeting's time, place and agenda as known at that time.

10.10. The meeting of members has the authority to:
10.10.1. hear and discuss the trade union representative's report and adopt a resolution on it;
10.10.2. hear and discuss information on EMSA's activities;
10.10.3. elect the trade union representative responsible for leading the branch's work and additional members of the EMSA Council;
10.10.4. decide on the use of the branch's funds;
10.10.5. decide on the establishment of the branch;
10.10.6. decide whether it is necessary to terminate the branch's activities.

10.11. An extraordinary meeting of members may consider only the matters for which it was convened.

10.12. In making decisions, the meeting of members must follow these Articles of Association and the resolutions of EMSA's governing bodies.

10.13. The meeting of members adopts resolutions by a simple majority.

10.14. A resolution of the meeting of members is adopted if more than half of the members or representatives attending vote in favour.

10.15. A decision that it is necessary to terminate the branch's activities requires the affirmative vote of every member of the branch.

10.16. The branch's trade union representative is elected by and from among EMSA members working in the branch and represents the members as an elected representative within the meaning of the Trade Unions Act, at branch level and on the branch's behalf.

10.17. The rights and duties of the trade union representative arise from the Employees' Trustee Act, the Collective Agreements Act, the Trade Unions Act and other legislation of the Republic of Estonia, as well as these Articles of Association and the resolutions of the EMSA General Meeting, Council and Management Board and the meeting of members.

ORGANISATION OF EMSA'S WORK

11.1. EMSA's work is organised from its head office, where the EMSA Management Board and Secretariat are based.

11.2. The Secretariat consists of the Chair and Deputy Chair (elected positions) and staff (non-elected paid positions).

11.3. The EMSA Secretariat is EMSA's permanent executive body. It prepares draft EMSA documents and draft resolutions of its bodies, organises cooperation among members, and arranges the implementation of EMSA's Articles of Association, programme of action and resolutions of its bodies.

INTERNAL AUDITORS

12.1. The General Meeting elects two Internal Auditors to review EMSA's financial and economic activities.

12.2. An employee of the EMSA Secretariat may not be elected as an EMSA Internal Auditor.

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12.3. To review EMSA's financial and economic activities, the Internal Auditors may inspect EMSA's accounting records and obtain information needed for their work from EMSA Secretariat staff and Management Board members. The Internal Auditors may also obtain the necessary information from EMSA representatives responsible for arranging the management of EMSA's property.

12.4. At a minimum, the Internal Auditors review EMSA's financial and economic activities at the end of each financial year and report their findings to the EMSA Council.

EMSA'S ASSETS

13.1. EMSA's assets are derived from:
13.1.1. membership dues;
13.1.2. donations and allocations;
13.1.3. the organisation of events consistent with its statutory objectives;
13.1.4. other receipts permitted by law.

13.2. The branch's trade union representative uses and disposes of the assets of the EMSA branch in accordance with the branch budget.

13.3. Upon EMSA's dissolution, any remaining assets are distributed in accordance with a resolution of the General Meeting.

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