

Memorandum of Association of MTÜ Nordic Institute for Interoperability Solutions

Republic of Estonia, represented by Ministry Of Economic Affairs And Communication Of Estonia, state register of state and local government agencies registration number 70003158, seated at 11 Harju Street, 15072 Tallinn, Republic of Estonia, and

Republic of Finland, represented by Ministry Of Finance Of Finland, business ID number (registration number) 0245439-9, seated at Mariankatu 9, 00350 Helsinki, Republic of Finland, (“the founders”) have entered into a memorandum of association on following terms:

1. The name of the association is MTÜ Nordic Institute for Interoperability Solutions.
2. Location is the Republic of Estonia, address Harju 11, Tallinn 15072.
3. The aim of the association is to ensure the quality, sustainability, cross-border capability of core e-Government infrastructure components; to save resources upon the development of digital society and cross-border cooperation.
4. The founders shall pay all costs related to the foundation of the association.
5. The founders appoint Miia Mänd (personal identity number 47701110253, Aruheina tee 16, Maardu 74117, Harjumaa, Estonia) as a member of the management board.
6. The founders approve the articles of association as an annex to the Memorandum of Association.



Anna-Maija Karjalainen

Director General

Ministry of Finance

Republic of Finland

13.6.2017

in Helsinki



Urve Palo

Minister of Entrepreneurship and

Information Technology

Republic of Estonia

14.06.2017

in Tallinn

Articles of Association of the MTÜ Nordic Institute for Interoperability Solutions

1. GENERAL PROVISIONS

- 1.1. The MTÜ Nordic Institute for Interoperability Solutions (hereinafter **Association**) is an organization acting in public interest and is located in Tallinn, Republic of Estonia.
- 1.2. The aim of the Association is to ensure the quality, sustainability, cross-border capability of core e-Government infrastructure components; to save resources by the development of digital society solutions and cross-border cooperation.
- 1.3. For achieving the aim the following activities, among others, are undertaken with regard to the core e-Government infrastructure components:
 - 1.3.1. management, development, verification, and audit of the source code;
 - 1.3.2. administration of documentation;
 - 1.3.3. administration of business and technical requirements;
 - 1.3.4. conducting development;
 - 1.3.5. developing and implementing principles of licensing and distribution;
 - 1.3.6. providing second-line support for members;
 - 1.3.7. international cooperation.

2. RIGHTS AND OBLIGATIONS OF MEMBERS

- 2.1. The precondition for becoming a member is to maintain conditions as follows:
 - 2.1.1. have power to implement the core e-Government infrastructure components directly or indirectly within a member country in public interest;
 - 2.1.2. payment of a membership fee;
 - 2.1.3. agreeing with the membership terms.
- 2.2. The general meeting shall decide on membership in the Association.
- 2.3. A member of the Association has all statutory rights and the right to receive all kind of information regarding the activities of the Association from the directing bodies.
- 2.4. A member of the Association may at its own cost audit the accounts of the Association and shall be granted access to all books and accounts within a reasonable time pursuant to a written request.
- 2.5. A member of the Association may be excluded from the Association, in addition to circumstances provided in the law, in case it:
 - 2.5.1. it does not pay the membership fee it has already committed to at the prescribed time;
 - 2.5.2. it has knowingly submitted false information when applying for membership, rendering its admission illegal;
 - 2.5.3. does not fulfil the requirements set forth in article 2.1 of the articles of association;
- 2.6. The exclusion of a member shall be decided at general meeting and all members shall to vote in favour of the resolution. The member whose membership is under question shall have no right to vote.

3. MANAGEMENT

- 3.1. The highest body of a non-profit association is the general meeting of its members, where all members of the Association may participate.
- 3.2. The general meeting shall be held at least twice a year. The general meeting may adopt resolutions if at least 1/2 of the members are represented at the general meeting. If the general meeting has two members, both have to participate at the general meeting.

- 3.3. Notice of the general meeting shall be given at least fourteen days in advance. The general meetings may be held and resolutions adopted electronically if all members agree beforehand in writing on such meeting.
- 3.4. 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 meeting or vote electronically.
- 3.5. A resolution of the general meeting shall be deemed to be adopted without calling the general meeting if all members of a non-profit association vote in favour of the resolution.
- 3.6. Each member of the Association has one vote.
- 3.7. A resolution of the general meeting is adopted if over one-half of the members of the Association who participate in the meeting vote in favour of the resolution. If the Association has two members, the adoption of a resolution requires both of the members to vote in favour of the resolution.
- 3.8. A resolution amending the articles of association is adopted if over 2/3 of the members of the Association who participate in the meeting vote in favour. If the Association has two members, the adoption of a resolution amending the articles of association requires both of the members to vote in favour of the resolution.
- 3.9. A resolution amending the article 3.10 and the aim of the Association as provided in the articles of association requires all members to vote in favour of the resolution.
- 3.10. To amend the articles 3.11.1 -3.11.4 of the articles of association all members shall to vote in favour of the resolution.
- 3.11. The general meeting is competent to:
 - 3.11.1. approve the membership fee;
 - 3.11.2. impose obligations on members of the Association;
 - 3.11.3. assess and decide membership and partnership applications;
 - 3.11.4. add components;
 - 3.11.5. amend the articles of association
 - 3.11.6. appoint and remove members of the management board and determine the amount of remuneration payable to a member of the management board;
 - 3.11.7. develop and approve the best practices for the governance of the Association and for involvement;
 - 3.11.8. approve annual reports;
 - 3.11.9. approve and monitor strategy, budget and action plan;
 - 3.11.10. approve transactions that are beyond the scope of everyday economic activities;
 - 3.11.11. incur debt and acquire immovables;
 - 3.11.12. grant loans and transfer immovables;
 - 3.11.13. initiate and end litigation;
 - 3.11.14. foundation of and becoming a member of a legal person;
 - 3.11.15. acquire or transfer a share in a legal person;
 - 3.11.16. decide on conclusion and terms and conditions of transactions with the members of the management board;
 - 3.11.17. appoint an auditor;
 - 3.11.18. decide on dissolution, merger or division of the Association.
- 3.12. The Association is managed and represented by the management board. The management board is elected for three years and may have up to three members.
- 3.13. The management board is competent to:
 - 3.13.1. draw up the project of the action plan and budget, and present it to the general meeting;

- 3.13.2. prepare a report on the observance of the action plan and budget;
- 3.13.3. prepare annual report;
- 3.13.4. involve additional working groups and experts;
- 3.13.5. call the general meeting;
- 3.13.6. hire personnel;
- 3.13.7. carry out everyday economic activities.

4. ECONOMIC ACTIVITY AND DISTRIBUTION OF ASSETS

- 4.1. The Association is financed through membership fees and other means of financing;
- 4.2. The membership fee is determined by the general meeting for each financial year by 15. February.
- 4.3. The proposal for a size of the membership for the coming financial year must be decided by 15. February.
- 4.4. The financial year period is 1. January – 31. December.
- 4.5. The membership fee shall be paid in a lump sum.
- 4.6. The membership fee is non-refundable. The unused income shall be transferred to next financial year.
- 4.7. A member of Association shall notify the Association six (6) months in advance of its intention to end its membership in the Association.
- 4.8. The Association is dissolved upon a decrease of the number of members of the non-profit association to below two.
- 4.9. Upon dissolution of the Association the remaining assets of the Association shall be transferred equally to the members of the Association.



Anna-Maija Karjalainen
Director General
Ministry of Finance
Republic of Finland

13.6.2017
in Helsinki



Urve Palo
Minister of Entrepreneurship and
Information Technology
Republic of Estonia

14.06.2017
in Tallinn