

# STATUTES OF THE NON-PROFIT ASSOCIATION

## Estonian Medical Informatics Association<sup>1</sup>

### I GENERAL PROVISIONS

1.1. The Non-Profit Association **Eesti Terviseinformaatika Ühing** (hereinafter the Association) is a voluntary union of legal entities and natural persons acting in the public interest.

1.2. The name of the Association is **Eesti Terviseinformaatika Ühing (Estonian Medical Informatics Association)**, abbreviation **EstMIA**, and the seat of the Association is Tallinn, Harju County, Estonia.

1.3. The Association is an independent organisation and not a section of any other organisation.

1.4. The objectives of the Association are as follows:

- a. **Promotion of science and education**
- b. **Promotion of standards and best practices**
- c. **Promotion of the digital transformation of healthcare**
- d. **Development of cooperation networks**
- e. **Raising public awareness**

1.5. To achieve its objectives, the Association carries out the following activities:

- a. **Promotion of science and education:** supporting interdisciplinary research and teaching in health informatics; organising seminars, training, and conferences.
- b. **Promotion of standards and best practices:** preparing recommendations for the design, security, and interoperability of health data systems; supporting and promoting the adoption of international standards in Estonia.
- c. **Promotion of the digital transformation of healthcare:** mapping digital solutions and assessing integration opportunities; supporting and promoting the development of e-health services and solutions.
- d. **Development of cooperation networks:** fostering collaboration with service providers, academic and research institutions, enterprises, and representative organisations in the field of health informatics; representing Estonia in EFMI (European Federation for Medical Informatics, <https://efmi.org/>) projects and information channels.
- e. **Raising public awareness:** introducing the role of health informatics; publishing articles and organising public events and awareness campaigns.
- f. Other activities approved by the General Assembly.

### II PROCEDURE AND CONDITIONS FOR ADMISSION, WITHDRAWAL, AND EXPULSION OF MEMBERS

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<sup>1</sup> In the event of any discrepancies between the Estonian and English versions, the Estonian version shall prevail

- 2.1. Any natural or legal person involved in Estonian health informatics who agrees with the objectives of the Association and undertakes to comply with the Statutes as well as the decisions of the General Assembly and the Board may become a member of the Association.
- 2.2. A person wishing to become a member of the Association must submit a written application to the Board, which shall decide on admission or refusal within one month of receiving the application and inform the applicant.
- 2.3. An applicant for membership shall pay the membership fee for the current financial year to the Association's account.
- 2.4. All members of the Association shall pay a membership fee. The amount of the membership fee shall be decided by the General Assembly.
- 2.5. Any member of the Association may withdraw from the Association by submitting a written application.
- 2.6. The Board of the Association may expel a member whose activity it considers contrary to the objectives of the Association or in violation of these Statutes.
- 2.7. A member who has not paid the membership fee for the current financial year shall be expelled from the Association by the Board.
- 2.8. The Board shall immediately notify the expelled member of the decision and its reason. The expelled member has the right to submit the matter for review by the General Assembly.

### **III RIGHTS AND OBLIGATIONS OF MEMBERS**

- 3.1. Members of the Association have the right to:
  - participate in all events organised by the Association;
  - participate in the General Assembly with the right to speak and vote;
  - obtain information about the activities of the Association;
  - withdraw from the Association;
  - be elected to the governing bodies of the Association.
- 3.2. Members of the Association are obliged to:
  - recognise the objectives of the Association and, when participating in its activities, comply with the Statutes as well as the decisions of the General Assembly and the Board;
  - pay the membership fee.

### **IV GENERAL ASSEMBLY**

- 4.1. The highest body of the Association is the General Assembly, where each member of the Association has one vote.
- 4.2. The competence of the General Assembly entails:
  - amending the Statutes of the Association;
  - changing the objectives of the Association;
  - determining the amount of the membership fee;

- electing and recalling the Chair and members of the Board;
- electing the Audit Committee;
- deciding on other matters not assigned by law or these Statutes to the competence of other bodies;
- approving the annual activity plan.

4.3. The General Assembly has a quorum if at least 50% of the members of the Association are present. If fewer than 50% of the members are represented, the Board shall convene a new General Assembly with the same agenda not earlier than three weeks and not later than three months thereafter. The new General Assembly is competent to adopt decisions regardless of the number of members represented.

4.4. A matter not previously included in the agenda may be added if all members of the Association are present at the General Assembly or with the consent of at least 9/10 of the members present if more than half of all members of the Association are present.

4.5. The General Assembly of the Association shall be held at least once per calendar year. It shall be convened whenever deemed necessary by the Board or at the justified request of at least 1/10 of the members.

4.6. The Board shall inform members at least two weeks in advance of the time, place, and agenda of the General Assembly in a form reproducible in writing.

4.7. If a member wishes to have a matter considered at the next General Assembly, they must notify the Board in writing before the notice convening the General Assembly is sent out.

4.8. All members of the Association may participate in the General Assembly with the right to vote. Each voting member has one vote. A member of the Association may authorise another member to vote on their behalf with a simple written proxy.

4.9. Unless otherwise provided below or by law, a decision of the General Assembly is adopted if more than half of the members present or represented vote in favour.

## **V BOARD**

5.1. The daily activities of the Association are managed and the Association is represented by the Board, which consists of at least three and no more than seven members, one of whom is the Chair of the Board.

5.2. The competence of the Board includes:

- organising the daily activities of the Association;
- maintaining the membership register and collecting membership fees;
- preparing the activity plan and budget;
- preparing the annual report and organising accounting;
- using and managing the assets of the Association in accordance with the law, these Statutes, and the decisions of the General Assembly.

5.3. The members of the Board are elected by the General Assembly from among the members of the Association in accordance with rules adopted by the General Assembly. The Board is elected for two years.

5.4. The Board represents the Association in all legal transactions.

5.5. The Association may be represented in all legal transactions either by the Chair of the Board alone or by any other Board member individually with the authorisation of the Chair.

5.6. A member of the Board may be recalled at any time by a decision of the General Assembly, regardless of the reason.

5.7. Meetings of the Board are convened by the Chair or at the request of at least 1/3 of the Board members.

5.8. The Board has a quorum if more than half of the members are present.

5.9. The Board may adopt decisions without convening a meeting if all Board members vote in a form reproducible in writing.

5.10. The convener of the Board meeting has the right, at their discretion, to invite necessary experts or consultants to participate in the meeting, who have the right to speak.

5.11. The Board shall hire and dismiss the salaried employees of the Association.

## **VI SUPERVISORY BODY**

6.1. The financial and economic activities of the Association shall be audited by the Audit Committee, which shall issue a report on the Association's accounts at least once a year.

## **VII ECONOMIC ACTIVITIES**

7.1. The financial year of the Association is from 1 January to 31 December. The financial report for the previous year must be made available to the members at least two weeks before the regular General Assembly.

## **VIII MERGER, DIVISION, AND LIQUIDATION**

8.1. The merger, division, and liquidation of the Association shall be carried out in accordance with the law.

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

8.3. Upon the dissolution of the Association, the remaining assets, after satisfying the claims of creditors, shall be transferred to a member of the list of non-profit associations and foundations with income tax benefits or to a public legal entity, including the state or a local government unit.

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These Statutes were adopted on 19.08.2025.

Founders: