

# **The Northern and Eastern European Centre for Puppet Arts**

## **CHARTER**

### Preamble

Northern and Eastern European Centre for Puppet Arts (in Estonian: Põhja- ja Ida-Euroopa Nukukunstide Keskus) shall be a non-governmental organisation (NGO), bringing together people and organisations from Northern and Eastern Europe, who make a contribution towards development of the puppet arts and use said arts in the interests of the human values like peace and understanding between people, independent of their racial belonging and political or religious convictions, in compliance with respect to human rights, as defined in the Universal Declaration of Human Rights of the UNO of 10 December 1948.

### 1. GENERAL PROPOSITIONS

1.1. The name of the non-profit-making organisation shall be Northern and Eastern European Centre for Puppet Arts (hereinafter Centre).

1.2. Centre as the non-profit-making organisation is the private law based legal entity, governed in its activities by Non-profit Associations Act, decisions of incorporation agreement, this Charter and other legal acts.

1.3. Domicile of Centre shall be Republic of Estonia, Tallinn, Lai St. 1.

1.4. The objective of Centre is promotion of puppet arts activities in Northern and Eastern Europe. To carry out its objectives Centre shall:

- Mediate information between its members regarding their puppet arts activities by means of any whatsoever information channels,
- Organise meetings for its members for exchange of information and professional conversations,
- Organise regularly a festival, providing an overview of the present situation of Northern and Eastern European puppet arts,
- Further in any whatsoever manners the mobility of their members, exchange of experience and international contacts,
- Support its members in implementing the puppet arts projects,
- Participate in implementing joint projects of its members,
- Participate in making cultural political decisions affecting puppet arts and render help for implementing those decisions,
- Participate in elaboration and implementing of the puppet arts training programmes,
- Organise events, festivals, congresses, conferences and exhibitions,
- Develop publishing activities,
- Carry out and support puppet arts research works,
- Collect, preserve and make available to its members the printed, video and object material for Northern and Eastern European puppet arts activities,
- Support both preservation of traditional puppet arts and new endeavours and developments in that area,
- Popularise puppet arts as valuable devices in aesthetic and ethical comprehensive education,
- Engage in cooperation with other organisations pursuing similar goals,
- Have the right to accept material aid, donations, gifts, legacies made under the last will and testament, acquire real property and securities necessary for its activities,

- Have the right to organise auctions and collections,
  - Form working groups and panels,
  - Have the right to use, in the interests of Centre’s work, the salaried labour,
  - Collect membership fees from its members.
- 1.5. Centre’s main activity shall not be gaining income through its economic activities. Centre may acquire property and non-property rights and bear obligations. It shall have the assets, independent balance sheet, its own symbols and seal.
- 1.6. Centre shall be liable with all its assets for fulfilling its obligations. Member of Centre shall be liable for fulfilling Centre’s obligations within the confines of its participation interest.
- 1.7. Centre has been established for perpetual duration.

## 2. MEMBERSHIP

2.1. Centre’s membership shall be constituted by founding members and collective members. Centre’s founding members shall be the natural persons having made the incorporation agreement, who adopted this Charter.

2.2. Besides the founding members – natural persons, members of Centre may be all legal entities, concerned with professional or hobby puppet theatre and puppet arts research, involved in puppet arts study and education work or furthering, in some other way the achievement of objectives of Centre. Active members may also be the foundations operating under charter.

2.3. Adoption to membership in Centre shall take place by resolution of board on the basis of a written application by the applicant.

2.4. Keeping count of Centre’s members shall be organised by the board.

2.5. Membership in Centre shall be incidental to membership fee and entrance fee, the size of which shall be determined by general meeting.

2.6. Member of Centre shall have the right:

- To participate at all events organised by Centre,
- To elect management bodies of Centre with active and passive right to elect, as well as to be elected into management bodies of Centre,
- To obtain information on the activity of Centre, to study and obtain in his (her) possession all issues, officially disseminated by Centre,
- To use all advantages deriving from membership (access to information, participation in international programmes, professional counselling in the respective domain, application for grants etc.).

2.7. Member of Centre shall be obliged:

- To fulfil the requirements of Charter and decisions of management bodies,
- To further achievement of the objectives of Centre and to refrain from the activities, which might damage Centre’s reputation,
- To make at due time the payments in the size and at deadlines, indicated by Centre’s management bodies,
- To share with Centre, on the ongoing basis, the information about his or her activities,
- To report about change of his or her contact details, name and other essential alterations within one month as from occurring of alterations,
- By 1 August of every year, the member must present to Centre’s secretary in written the summary of his or her work for the previous year and plans for the next year.

2.8. Every collective member (theatre, organisation, union etc.) shall be obliged to appoint a contact, who is an active mediator between Centre and collective member,

in gathering information and proceeding with matters.

2.9. Member of Centre shall have the right to withdraw from Centre, notifying the board to the effect in written at least one month in advance. Withdrawal from Centre shall take place by decision of board. Member of Centre shall be excluded from Centre in case of termination of his or her activities.

2.10. Member of Centre can be excluded from Centre:

- If he or she violates Charter,
- If his or her activities jeopardise achievement of goals of the association,
- If he or she has not paid the membership fees for over one year.

2.11. Besides active members Centre shall also have the supporting members and honorary members.

2.12. The status of the supporting member can be granted by board to a person, association or foundation, desirous of supporting Centre's activities. Supporting member does not have the voting right.

2.13. The size of membership fee of the supporting member shall be established by general meeting.

2.14. Appointed an honorary member may be any person, who has made significant contribution with his or her activities towards development of the puppet arts. Honorary member shall have the same rights as the active member.

2.15. Honorary members shall be exempted from membership fee.

### 3. MANAGEMENT

3.1. Centre's supreme body shall be the general meeting of members, called by board once within two years. Members of Centre must be tendered a 60 day notice on calling of the general meeting. Members can also attend the meeting through electronic means of communication. Special general meeting can be called by at least 2/3 of members, board or auditing commission.

3.2. General meeting may be attended by all members of Centre. Every collective member shall be represented by at least 1 representative, authorised by its board. If the collective member has more than 50 members (or workers), there may be 2 authorised representatives.

3.3. Board of the collective member may authorise to participate at general meeting also fewer representatives than the maximum specified in p. 3.2. Board of the collective member must bring names of the authorised representatives to the knowledge of secretary of Centre at least 30 days before holding of the general meeting.

3.4 From Centre's organising member, 3 authorised representatives shall attend the general meeting.

3.5. General meeting shall be competent, if it is attended by at least 1/3 of authorised representatives of Centre's members. If the quorum is absent, the board shall call, within three weeks, a new general meeting with the same agenda; the new general meeting shall be competent to adopt decisions independent of the number of members attending.

3.6. Decisions of the general meeting shall be adopted by simple majority vote of members participating at general meeting, except amendment and addition of Charter and termination of the activities of Centre or its merger and division, in which case the decision is adopted, if 2/3 of the total number of Centre's members vote in favour thereof. If the amendment of Charter cannot be adopted at two consecutive general meeting due to absence of quorum, the decision shall be considered as adopted, if at the third time, 2/3 of participants at the meeting vote in favour of the same proposal.

3.7. General meeting shall adopt decisions in all issues of management of Centre, which have not been given to competence of board by law or this Charter.

3.8. Centre's general meeting shall:

- adopt the report for the previous year,
- approve the budget and working plans of two following years,
- elect the organising member,
- elect members of board subject to election,
- elect the auditor and his or her deputy,
- decide the size of membership fee and supporting member's fee and the procedure of collecting thereof,
- discuss other problems presented by board and raised at the meeting.

3.9 Organising member shall be the collective member elected by Centre's general meeting, supporting Centre's activities, if possible, with premises and other things necessary. Organising member shall be elected for 4 years. Standing as candidate for organising member may be Centre's every collective member, who has notified Centre's secretary of his or her candidacy at least 30 days before the general meeting. Organising member shall be elected by general meeting for 4 years.

3.10. In the interim period between general meetings, Centre's activities shall be managed by board, who reports to the general meeting.

3.11. Board shall be composed of 6 members, as the minimum. Centre's board shall always include 3 representatives authorised by board of the organising member. The remaining composition of board shall be appointed by general meeting, three members strong, as the minimum, for two years.

3.12. Board shall elect from among themselves for one year chairman (president) of board and vice-chairman (vice-president) and form the necessary commissions.

3.13. Board shall elect the personnel necessary for Centre's work: secretary, treasurer etc.

3.14. Board shall hold its sessions subject to need, however not less frequently than once per quarter. Board's members may attend the meeting also through electronic means of communication. Board shall be competent when over half of board members attend. Board's decisions shall be adopted by simple majority vote of attending members. When the vote is tied, the vote of chair (chairman or vice- chairman) is the casting vote.

3.15. Every board's member shall have the right to act in Centre's name, unless otherwise specified in law.

3.16. Centre's board shall:

- specify the directions of activity of Centre,
- provide fulfilment of decisions of general meeting,
- draw the annual accounting report,
- decide the issues of use and disposition of Centre's assets, except alienation of real property or movables recorded in register, or encumbering them with a real right, which can only take place by decision of general meeting and on conditions specified in that decision.

3.17. Board shall organise Centre's accounting subject to Accounting Act.

3.18. Centre's assets are created from use of Centre's assets and income obtained from the activities, entrance and membership fees, economic aid, donations, legacies and other receipts.

3.19. Supervision over legality of the activities of Centre and its compliance with Charter shall be exercised by an auditing commission two members strong, appointed by general meeting for one year and reporting to general meeting.

#### 4. CENTRE'S OFFICIAL LANGUAGE

4.1. Centre's official languages shall be English and Russian and state languages of the country of domicile of the organising member.

#### 5. MERGER, DIVISION AND TERMINATION OF ACTIVITIES

5.1. Termination of the activities of Centre shall be decided by general meeting on the bases specified in Non-profit Associations Act.

5.2. At termination of the activity of Centre general meeting shall appoint the liquidation commission and the term of its powers.

5.3. Liquidation commission shall have the rights and obligations of board, which are not in contradiction with the goal of liquidation.

5.4. In case of termination of Centre the liquidators shall transfer, after satisfying of the demands of creditors, the remaining assets to an organisation or foundation of goals of similar nature, or they shall be used for achievement of statutory goals in public interest.

5.5. Merger and division of Centre shall take place on the basis and procedure specified in Non-profit Associations Act.

#### 6. OTHER CONDITIONS

6.1. In issues, not specified in Charter, Centre shall be governed by Non-profit Associations Act.

This Charter was approved with incorporation agreement of Centre on 28 July 2011.