

# **THE ARTICLES OF ASSOCIATION OF OPEN MACHINE LEARNING ASSOCIATION**

## **I GENERAL PROVISIONS**

1.1. Non-profit association Open Machine Learning Association (hereinafter the association) is a voluntary association of legal and natural persons acting in public interest.

1.2. The name of the association is Open Machine Learning Association and it is located in Tartu, Estonia.

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

1.4. The objectives of the association are to develop and support free open source machine learning tools as well as to increase awareness of the benefits machine learning can provide and tools that can be used.

1.5. In order to achieve its objectives, the association carries out the following activities: development and support of free open source machine learning tools, advertisement of the benefits of and tools for machine learning and seeking of funding.

## **II THE CONDITIONS AND PROCEDURE FOR MEMBERSHIP IN THE ASSOCIATION AND FOR LEAVING AND EXCLUSION FROM THE ASSOCIATION**

2.1. Any physical or legal person who meets the membership requirements, agrees with the association's objectives, and agrees to fulfil the association's articles of association and the resolutions of the general meeting and the management board can become a member of the association.

2.2. A person who wants to become a member must submit a written application to the management board, who will make a decision to accept or decline the application within one month as at the receipt of the application and will inform the applicant of the decision.

2.3. All members of the association can leave the association on the basis of a written application.

2.4. The management board of the association can exclude a member of the association when the activity of the member is considered as juxtaposing the association's objectives or as disregarding the clauses of the association's articles of association.

2.5. The management board of the association will immediately notify the excluded members of the exclusion decision and its reasons.

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

3.1. Members of the association have the right to:

- take part in all events organised by the association;
- take part in the general meeting with the right to speak and vote;
- receive information about the activity of the association;
- leave the association;
- be elected in the management bodies of the association;

3.2. Members of the association must:

- recognise the objectives of the association and adhere to its articles of association and the resolutions of the general meeting and management board when participating in the association's activities;

### **IV GENERAL MEETING**

4.1. The association's general meeting serves as the association's highest body where each member of the association has one vote with a weight proportional to his contribution towards the association's objectives.

4.2. Competence of the general meeting:

- amending the association's articles of association;
- amending the association's objective;
- appointing and removing members of the management board;
- making decisions on any other issues which have not been assigned to other bodies by law or with the articles of association.

4.3. All members of the association can participate and vote at the association's general meeting. Each person entitled to vote only has one vote. A member of the association may authorise another member of the association to vote for them with an unattested proxy.

4.4. The general meeting is called when the association's management board sees that it is necessary or when a member of the association submits a reasoned request to call a general meeting to the association's management board.

4.5. The management board will inform the members of the time, place, and agenda of the general meeting in writing in a format that can be reproduced at least two weeks in advance.

4.6 Monetary contribution based weight of all votes should be adjusted by scalar multiplication in such a manner so that the sum of all votes multiplied by their corresponding weight based on non-monetary contribution equals the sum of all votes multiplied by their corresponding weight based on monetary contribution.

4.7. In cases where these articles of association or the law does not require otherwise, a resolution of a general meeting will be deemed to be adopted when more than half of the members of the association present or represented at the general meeting vote in favour of the resolution.

## **V MANAGEMENT BOARD OF THE ASSOCIATION**

5.1. The everyday activity of the association is managed and the association is represented by the management board, which consists of at least two, but not more than five members.

5.2. Competence of the management board:

- running the daily operations of the association;
- keeping track of the number of the association's members;
- deciding on a method by which association member's votes are weight, which should be approved by the general meeting
- preparing the association's activity plan and budget;
- preparing the annual report and organising accounting;
- using and controlling the association's assets in accordance with legal requirements, the articles of associations, and decisions of the general meeting.

5.3. The general meeting will elect the management board members from the members of the association. Five candidates with the highest number of votes become the members of the management board. The management board members are elected for five years.

5.4. The management board should consist of at least 30% of males and 30% of females. The rest can be either male or female.

5.5. The management board represents the association in all legal proceedings.

5.6. Each management board member can individually represent the association in all legal proceedings.

5.7. A member of the management board may be removed only in the case of significant non-performance of duties or incapacity to direct the non-profit association.

5.8. Any member of the management board can call a management board meeting.

5.9. The management board has quorum when more than half and no less than 2 members of the management board are present at the meeting.

5.10. The management board can adopt resolutions without calling a meeting when all members of the management board vote in favour of the resolution in a written form that can be reproduced.

5.11. The person who called a management board meeting has the right to ask the necessary experts to participate at the meeting as consultants or experts as he or she sees

appropriate; the experts have the right to speak at the meeting.

5.12. The management board must employ and release from employment all paid employees of the association.

## **VII ECONOMIC ACTIVITY**

7.1. The association's financial year lasts from 1 January to 31 December. The report on the economic activity of the concluded year must be made available to the members for reading at least two weeks before the association's planned general meeting at latest.

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

8.1. The association's merger, division, and liquidation is completed in accordance with legal requirements.

8.2. The association's liquidators are members of the management board or persons appointed by the general meeting.

8.3. Upon the termination of the association, the assets that remain after the satisfaction of claims of creditors are transferred to a member of the list of non-profit associations and foundations with tax incentives, to a legal person in public law (including the state) or to the local government.

The articles of association were adopted on November 10, 2020.

Founders: Aleksandr Illarionov <Digitally signed>

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