

**ARTICLES OF ASSOCIATION OF**  
**Baltic Association of Medical and Aesthetical Equipment**  
**Distributors**

Approved:  
at the meeting of members  
on 28 March 2023

Riga, 2023

## **1. Name of the Association**

- 1.1. The name of the Association is: Baltic Association of Medical and Aesthetical Equipment Distributors, hereinafter referred to as the Association.
- 1.2. The translation of the Association's name into Latvian is: Baltijas medicīnas un estētiskā aprīkojuma izplatītāju asociācija.

## **2. Objectives of the Association**

- 2.1. The objective of the Association is to unite representatives, suppliers and users of aesthetic medicine technologies.
- 2.2. Promoting the society's understanding of the quality, safety and compliance of the technologies used in aesthetic medicine with the regulatory enactments and European standards.
- 2.3. Ensuring active participation to provide patients and customers with safe services in aesthetic medicine complying with the regulatory enactments.
- 2.4. Increasing the level of knowledge of the society and medical persons practicing in aesthetic medicine and medical institutions in the field of applied technologies and patient safety;
- 2.5. Promoting innovative and safe use of aesthetic medicine technologies in the industry, and developing modern technology services.
- 2.6. Ensuring the representation and protection of the interests of members of the Association, as well as promoting effective cooperation and dialogue between state and private institutions, including actively participating in planning and creation of legislation and policy.
- 2.7. Organising seminars, trainings and discussions related to the current events in the field of aesthetic medicine technologies.
- 2.8. Conducting scientific activity and providing expert opinion on challenges in the field of aesthetic medicine technologies.
- 2.9. In order to achieve the set goals, the Association:
  - 2.9.1. represents the legal and economic interests of its members with state and municipal institutions, private law natural persons and legal entities;
  - 2.9.2. organises and conducts scientific research in the field of technologies used in aesthetic medicine and patient safety, attracting both Latvian and foreign scientists, scientific centres and industry experts;
  - 2.9.3. performs the necessary actions to develop the aesthetic medicine technology market in accordance with the regulatory enactments;
  - 2.9.4. cooperates with other associations and foundations of the European Union operating in the field of aesthetic medicine technologies;
  - 2.9.5. organises lectures, conferences and seminars;
  - 2.9.6. prepares and distributes materials of a recommendatory and informative nature to medical institutions and companies using aesthetic medicine technologies in their operation.

### **3. Areas of activities of the Association**

- 3.1. In accordance with the Cabinet regulations No/ 779 of 22 December 2015, the Association operates in accordance with the name of the field of activities “Professional Association”, NACE 2<sup>nd</sup> edition, classification 94.12: an association uniting companies of the same industry or profession, industry professionals to promote the development of the respective national economy sector or field of activities, represent the interests of its members, promote the exchange of experience.

### **4. Term of activities of the Association**

- 4.1. The Association is founded for an indefinite period.

### **5. Joining, withdrawal and expulsion of members from the Association**

- 5.1. Any legal entity registered in the European Union whose field of activity is the production, representation, distribution or servicing of aesthetic and medical technologies can join the Association, as well as it agrees to and supports these Articles of Association.
- 5.2. In order to become a member of the Association, the applicant must submit the application form developed by the Board of the Association and attach the documents specified therein.
- 5.3. The decision on admitting a member to the Association is made by the Board. The Board makes the decision at the next meeting of the Board, but not later than within 30 days after the receipt of all documents.
- 5.4. The Association also invites the applicant (in person or in online mode) to the meeting of the Board, where the applicant’s application for admission to the Association will be considered, to ask to give its opinion. The failure of the applicant to attend the meeting of the Board is not an obstacle to making the decision of the Board. The motivated decision of the Board must be notified to the applicant in writing within a week after it has been made.
- 5.5. The applicant can appeal the negative decision of the Board in writing to the general meeting of members. If the general meeting of members also rejects the applicant’s request, the applicant is not admitted as a member of the Association, and it can submit a repeated application not earlier than after one year.
- 5.6. A member may withdraw from the Association at any time by notifying the Board thereof in writing 60 days before the withdrawal.
- 5.7. Membership dues must be paid for the period of withdrawal between the application and the actual withdrawal, unless the Board has decided otherwise.
- 5.8. A member may be expelled from the Association by a decision of the Board if:
- 5.8.1. the member has not paid the membership dues for more than 6 months;
  - 5.8.2. the member fails to comply with the decisions of the general meeting and of the Board;
  - 5.8.3. the member does not perform its duties and assumed obligations;
  - 5.8.4. the member’s activity threatens the achievement of the objective set by the Association;

- 5.8.5. the member violates moral or ethical norms, which infringes the rights and interests of other members of the Association or discredits the Association.
- 5.9. The Board examines the matter of expulsion of a member of the Association during the next meeting, inviting the member to be expelled and asking it to express its opinion. The failure of the member to be expelled to attend is not an obstacle to making the decision of the Board. The decision on the expulsion of a member from the Association and the motivation of this decision must be notified by the Board to the member to be excluded in writing within five days after it has been made.

## **6. Rights and duties of members**

- 6.1. Members of the Association have the following rights:
- 6.1.1. to participate in the management of the Association;
  - 6.1.2. to receive information about the activities of the Association, including getting acquainted with the minutes, decisions and decrees of all bodies of the Association;
  - 6.1.3. to participate in all events organised by the Association, to submit proposals regarding the Association's activities and improvement thereof, defend its opinion.
- 6.2. Duties of members of the Association:
- 6.2.1. to comply with the Association's Articles of Association and fulfil the decisions of the meeting of members and of the Board;
  - 6.2.2. to pay membership dues regularly;
  - 6.2.3. to support the implementation of the Association's objective and assignments by its active cooperation.
- 6.3. Obligations of a member may be determined by a decision of the meeting of members or of the Board. When determining obligations of a member differing from obligations of other members, the consent of that member is required.
- 6.4. The member of the Association undertakes to not disclose the matters examined at the meeting of the Board and at the meeting of members of the Association, which it has recognised as non-disclosable.

## **7. Convening the meeting of members and making decisions**

- 7.1. The meeting of members is the highest decision-making body of the Association.
- 7.2. All members of the Association are entitled to participate in the meeting of members.
- 7.3. The ordinary meeting of members is convened annually – until 1 March of each current year.
- 7.4. An extraordinary meeting of members may be convened at the initiative of the Board or in case where it is demanded in writing by at least one tenth of the members of the Association, specifying the reason for the convening.
- 7.5. The meeting of members is convened not later than two weeks before the meeting by sending an invitation in writing to each member.
- 7.6. The meeting of members has quorum if more than half of the members participate therein.

- 7.7. If the meeting of members has no quorum, a repeated meeting of members is convened within five weeks, which is entitled to make decisions if at least two members participate therein.
- 7.8. The decision of the meeting of members is made if more than a half of the members vote for it. The decision on amendments to the Articles of Association, termination and continuation of the Association's activities is made if more than two thirds of the members vote for it.
- 7.9. The meeting of the members of the Association is recorded. The minutes of the meeting of members are signed by the chair of the meeting and the recorder.
- 7.10. The meeting of members of the Association is chaired by the Chair of the Board, if the meeting of members has not decided otherwise.
- 7.11. The meeting of members of the Association:
  - 7.11.1. approves the Articles of Association, makes and approves amendments thereto;
  - 7.11.2. elects and dismisses the Board of the Association;
  - 7.11.3. elects and dismisses the auditor;
  - 7.11.4. determines the symbols of the Association;
  - 7.11.5. determines the amount of membership dues;
  - 7.11.6. determines the amount of the joining fee;
  - 7.11.7. evaluates and approves the Association's annual budget and its use.

## **8. Executive body**

- 8.1. The executive body of the Association is the Board consisting of 5 members of the Board, including one Chair of the Board.
- 8.2. Members of the Board are elected by the decision of the meeting of members.
- 8.3. The Chair of the Board is elected by the Board from among the members of the Board.
- 8.4. The Chair of the Board represents the Association separately. The other members of the Board only represent the Association together with 2 members of the executive body.
- 8.5. The Board is entitled to decide on all matters that are not within the exclusive competence of the meeting of members.
- 8.6. The members of the Board and the Chair of the Board perform their duties without remuneration, unless the Board or the meeting of members has decided otherwise.
- 8.7. The Board:
  - 8.7.1. elects the Chair of the Board;
  - 8.7.2. fully develops amendments to the Articles of Association;
  - 8.7.3. draws up the Association's annual budget and its intended use;
  - 8.7.4. recruits hired employees, determines their wages, job duties and provisions of the employment contract;
  - 8.7.5. disposes of the Association's movable and immovable property.
- 8.8. The Chair of the Board:
  - 8.8.1. organises and directs the work of the Association's Board;
  - 8.8.2. supervises the fulfilment of the decisions made at the meeting of the Board and at the meeting of members of the Association;
  - 8.8.3. issues orders to members of the Board of the Association and members of the Association within the scope of the competence.

## **9. Auditor**

- 9.1. The financial and economic activity of the Association is controlled by an auditor, who is elected by the meeting of members for one year.
- 9.2. The auditor of the Association cannot be a member of the Board of the Association.
- 9.3. The Auditor:
  - 9.3.1. conducts an audit of the Association's property and financial assets;
  - 9.3.2. gives an opinion on the Association's budget and annual report;
  - 9.3.3. evaluates the accounting and record-keeping work of the Association;
  - 9.3.4. provides recommendations on improving the financial and economic activities of the Association.
- 9.4. The auditor conducts an audit within the term set by the meeting of members, but at least annually.
- 9.5. The meeting of members only approves the annual report of the Association after receiving the Auditor's opinion.

## **10. Financial assets of the Association and membership dues**

- 10.1. The financial assets of the Association consist of the joining fee, membership dues and other revenues not prohibited by the law.
- 10.2. The Association's joining fee and the amount of the membership dues is determined by the meeting of members of the Association.
- 10.3. The procedure for crediting the membership dues is determined by the Board of the Association.
- 10.4. Membership dues are credited and stored in the Association's current account opened with a Latvian credit institution.
- 10.5. If the Association has received a donation, it respects the objective specified by the donor. If the objective specified by the donor contradicts the objectives or assignments of the Association, the Board of the Association makes a decision on the refund of the donation.

Authorised representatives of the founders of Baltic Association of Medical and Aesthetical Equipment Distributors:

**SIA Dinastija**

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Member of the Board Maris Revalds

**SIA Arbor Medical Korporacija**

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Member of the Board Dace Ratfeldere

Articles of Association were approved at the founding meeting in Riga on 28 March 2023