

Internal Regulations of QWorld Association

Adopted by the General Meeting on 29. 06. 2026.

These Internal Regulations establish the corporate governance framework, administrative procedures, and operative rules for the QWorld Association (hereinafter the "Association"), a non-profit association (Mittetulundusühing) registered in the Republic of Estonia.

These regulations complement the Articles of Association (Põhikiri) and are legally binding for all Association members, board members, and appointed officers.

1. Distinction Between the Association and its Projects

To ensure clarity and autonomy, these regulations maintain a clear distinction between the Association (the legal parent entity) and its operational projects:

1. **The Association:** The registered legal entity (MTÜ) that holds the bank accounts, enters into formal contracts, employs staff, maintains fiduciary responsibility, and is legally accountable to the Estonian authorities.
2. **Projects:** Operational initiatives run by the Association to execute its mission. Projects are established and operated via their Charters. QWorld is the primary project of the Association.
3. **Hierarchy of Rules:** The Association's Articles of Association and these Internal Regulations hold legal supremacy. Project-level Charters govern only project-level operations and must not define, limit, or alter the statutory powers of the Association's General Meeting or Management Board.

2. Membership of the Association

The Association is governed democratically by its formal Members. Membership in the Association is distinct from volunteering or participating in its projects.

2.1. Membership Eligibility

To ensure that the Association is governed by those who actively contribute to its mission, membership is strictly merit-based. All members of the Association hold voting rights in the General Meeting.

To be eligible for Member status, an individual must meet the following **Service and Contribution Criteria**:

1. **Mandatory Service Record:** The candidate must have served in an official leadership or support function within the QWorld ecosystem for at **least one (1) year**. Eligible roles include, but are not limited to:
 - Department Vice-Coordinator.
 - QCousin Coordinator or Vice-Coordinator.

- Any other project-specific position officially appointed by the Management Board or the operative management board of a Project.
- 2. **Substantial Global Contribution:** Beyond holding a title, the candidate must have substantially contributed to the **global efforts** of QWorld (e.g., cross-border curriculum development, global event organization, or multi-national research coordination).
- 3. **Nomination and Verification:** Candidates are nominated by their respective Department or other lead.
 - The operative management board verifies the contribution record.
 - The Management Board officially grants Member status.

2.2. General Conduct Standards for Members

To maintain the integrity and mission of QWorld Association, all members must adhere to the following foundational standards:

1. **Mandatory Compliance:** Every member must read, understand, and follow the official documents listed in the relevant section of these Internal Regulations.
2. **Consent to Updates:** Members are required to stay informed of any new versions or amendments to the aforementioned policies.
3. **Right to Dissent:** If a member does not agree with a revised version of a policy, they must formally inform the Chairperson of the Association.
4. **Sanctions for Non-Compliance:** Any violation of these conduct standards or failure to adhere to the specified policies may result in exclusion from the Association by a decision of the Management Board, following the enforcement procedures outlined in the *Code of Ethics and Conduct*.

3. Communication and Responsiveness

As a global and remote-first organization, consistent communication is critical to the functioning of the Association.

1. **General Responsiveness:** Members must remain responsive to internal and external communications related to the QWorld Association and its various projects.
2. **The Five-Day Standard:** When a substantive response is explicitly requested or the matter is marked as time-sensitive, members are expected to provide such a response within **five (5) working days**.
3. **The Acknowledgement Rule:** For matters marked as "Urgent" or where an explicit request for receipt is made, members are expected to provide an "Acknowledgement of Receipt" within **two (2) working days**, indicating when a full response can be expected.
 - **Definition of Working Days:** Working days are defined according to the official calendar of the member's country of residence.
 - **Notice of Unavailability:** It is the responsibility of the member to inform their relevant body (MB or QBoard) in advance of any dates they will be unavailable (e.g., "Out of Office" status).
4. **Violations and Suspension:**

- If a member fails to meet these requirements three times within a three-month period following explicit requests, their membership may be **suspended** for three months by the Management Board.
- If the violation is repeated within six months following the end of a suspension, the member may be **excluded** from the Association.

4. The General Meeting of the Association

The General Meeting (General Assembly) is the highest governing body of the Association, representing its ultimate sovereign power.

1. **Powers:** Beyond the powers laid out in the Articles of Association, the General Meeting holds exclusive authority over amending these Internal Regulations.
2. **Remote-First Conduct:** Recognizing the global distribution of its members, the General Meeting may be conducted entirely via electronic means (virtual meetings). Online voting systems must ensure the verification of the identity of participating members.

5. Appointed Officers of the Association

The Management Board (Juhatus) is the statutory executive body legally responsible for representing and managing the Association under Estonian law. The Management Board is regulated by the Articles of Association. The General Meeting and the Management Board appoint specialized officers to handle the statutory and financial administration of the legal entity.

5.1 Management Board of the Association

Due to the legal and administrative requirements of operating a non-profit in the Republic of Estonia, specific technical criteria apply to the Management Board:

1. **Management Board Electronic Identity:** Every member of the Management Board must possess a valid electronic Estonian ID card (such as an **Estonian e-Residency card**).
2. **Purpose:** This requirement is critical for the Management Board to ensure that all statutory filings, annual reports, and legal contracts can be signed and submitted electronically.

5.2. The Secretary of the Association

The Association appoints a **Secretary** to ensure proper administrative governance during its highest-level meetings and compliance with Estonian digital filing structures.

1. **Appointment and Term:** The Secretary is appointed by the **General Meeting** for a renewable term of **two (2) years**. The Secretary may be removed or replaced at any time by a decision of the General Meeting.
2. **Duties and Responsibilities:**

- a. Acts as the formal secretary during General Meetings, ensuring accurate recording of minutes, verifying attendance, counting votes, and preparing formal resolutions.
 - b. Liaises with the Management Board to ensure General Meeting minutes are finalized, signed, and officially logged.
3. **Absence and Temporary Substitution:** If the appointed Secretary is unable to attend or perform their duties at a General Meeting, the General Meeting shall elect a temporary Secretary of the Meeting at the beginning of that specific session to record the minutes.
4. **Secretary Electronic Identity:** The Secretary is required to possess a **valid Estonian electronic ID card** (such as an Estonian e-Residency card or digital ID) to ensure that all General Meeting minutes and official corporate documents can be digitally signed and filed with the Estonian Business Register (Äriregister) efficiently.

5.3. The Financial Controller

To ensure financial transparency and internal oversight, the General Assembly appoints a **Financial Controller**. This role focuses on internal coordination and documentation rather than professional accounting.

1. **Appointment and Term:** The Financial Controller is appointed or removed by the **General Meeting** for a renewable term of two (2) years. The role may be held by any member of the Management Board or another active member of the Association. The Financial Controller may be removed or replaced at any time by a decision of the General Meeting.
2. **Duties and Responsibilities:**
 - **Oversight:** The Financial Controller serves in a primarily oversight capacity and has complete, unrestricted access to all financial records, ledgers, transactions, and books of the Association. The Financial Controller is required to handle all financial and operational data with the highest degree of care and strict confidentiality, ensuring they do not expose any information that violates personal data regulations (such as GDPR) or is disadvantageous to the Association's strategic, operational, or legal interests.
 - **Compliance Liaison:** Acting as the internal liaison officer for Anti-Money Laundering and Counter-Terrorist Financing, as defined in the *AML and CTF Policy*.
 - **Documentation Completeness:** Proactively identifying missing financial documentation and ensuring required proofs are secured.
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 - **Operational Interface:** Working directly with the operational management leads of Projects to verify project-related expenditures.

6. Remuneration and Conflict of Interest

1. **Separation of Roles:** A distinction is made between "Board Governance" (unpaid leadership) and "Expert Services" (paid work performed for specific projects).
2. **The Recusal Rule:** In accordance with the Code of Ethics and Conduct, no member of the Management Board may vote on, or individually sign, a contract where they are the beneficiary.
3. **Market Value Benchmarking:** Pay rates for MB members acting as experts must not exceed the standard rates paid to non-board members for equivalent work.
4. **Transparency:** Remuneration paid to MB members must be disclosed as a separate line item in the annual report.

7. Project Governance and Delegation

While the Association maintains legal sovereignty, it delegates operational execution to specific project-level frameworks to foster community growth.

1. **Project Initiation:** The initiation or termination of any major project (such as QWorld) must be approved by the General Meeting upon proposal by the Management Board.
2. **Governance by Project Charters:** The internal governance, operational structures, and appointment of leadership for each authorized project are defined and governed exclusively by their respective Project Charters (e.g., the Charter of QWorld). These charters must remain in strict alignment with the Association's Articles of Association these Internal Regulations, and all documents listed in the relevant section of these Internal Regulations.
3. **Fiduciary Oversight over Projects:** No project of the Association possesses independent legal personality. All contracts, partnerships, assets, and financial accounts utilized by any project are legally held by the Association. Project leadership bodies must operate strictly within the annual budgets, financial limits, and reporting thresholds approved by the Management Board.

8. Official Documents of the Association

To ensure structured maintenance, proper operational alignment, and ease of reference, this section lists all documents that govern the activities of the Association.

1. **Articles of Association**
2. **Internal Regulations** (This Document)
3. **Values and Principles**
4. **Code of Ethics and Conduct**
5. **AML and CTF Policy**
6. **Privacy Policy**

7. Charter of QWorld

Last reviewed and amended by the General Meeting.