



Translation from Bulgarian

**ARTICLES OF ASSOCIATION  
of  
ASSOCIATION FOR PEDAGOGICAL AND SOCIAL ASSISTANCE FOR  
CHILDREN FICE BULGARIA.**

**I. GENERAL PROVISIONS. STATUTE**

1. Association for Pedagogical and Social Assistance for Children FICE Bulgaria is a non-governmental public organization, which unites natural and juristic persons and is incorporated as a non-profit association under the Non-Profit Juristic Persons Act.

2. FICE-Bulgaria shall be incorporated to social benefit, which circumstance is irrevocable.

3. The title of the Association is “Association for Pedagogical and Social Assistance for Children”, abbreviated FICE – Bulgaria. It shall also be written out in Latin alphabet.

4. The headquarters and the address of the association shall be: city of Sofia, district of Ovcha Kupel, 10, Angelov Vruh Street.

**II. SUBJECT-MATTER, OBJECTIVES AND MEANS**

5. FICE – Bulgaria shall have as scope of business the improvement of the living conditions of the children and young people in Bulgaria, in particular those in underprivileged social position, without family environment and of the children and young people in risk situations.

6. The objectives of FICE – Bulgaria are attainment of social situation excluding or reducing to a minimum the problems of the children and young people in underprivileged social position, of those without family environment and of those in risk situations.

7. /1/ The means for attainment of the objectives of FICE – Bulgaria shall constitute activities for:

1. The training of personnel working on these problems;
2. Exchange of knowledge, experience and information in national and international scale;

3. Support, development and implementation of programs and projects in the sphere of the care for children and young people.

/2/ FICE – Bulgaria shall implement supplementary economic activity for the accomplishment of the scope of business and the attainment of the objectives of the association:

The subject-matter of the supplementary economic activity of the Association shall be any activity not prohibited by the law and the revenues from it shall be used solely for the attainment of the objectives of FICE – Bulgaria.

### **III. MEMBERSHIP**

8. Any efficient natural or juristic person who accepts the scope of business and the Articles of Association of the Association and cooperates for the attainment of its objectives may be a member of FICE – Bulgaria.

9. The members of the Association shall be its founders by right.

10. New members shall be accepted by resolution of the General Meeting or of the Managing Board.

11. Annulled

12. The membership in the association shall be terminated on any of the following grounds:

1. By a unilateral three-month notice in writing sent to the association;
2. By the death or placement under judicial disability of a natural person – a member of the association;
3. By expulsion by a resolution of the Managing Board of the Association;
4. By the dissolution of the juristic person – member of the Association;
5. In event of drop out. The drop out of membership is available when there is systematic non-depositing of membership contribution or non-participation in the activities of the association. The drop out shall be stated by the Managing Board in conformity with documents and by due resolution, which the membership is terminated by.

13. /1/ Each member of the Association shall be obligated to pay membership contribution within terms and amounts fixed by a resolution of the General Meeting.

/2/ The deposited membership contribution as well as the other effected property contributions to the benefit of the association shall not be subject to return to the member whose membership shall be terminated except by resolution of the Managing Board or with the availability of a specific contract.

### **IV. TERM OF INCORPORATION AND DISSOLUTION OF FICE-BULGARIA**

14. The Association shall be incorporated without a definite term of effect.

15. The Association shall be terminated solely by a resolution of its General Meeting.

16. In event of dissolution of the association liquidation shall be performed by a person appointed by the Managing Board of the Association.

17. The distribution of the property remaining after the satisfaction of the creditors shall be performed by the person defined by the Managing Board of the Association as Liquidator.

## **V. MANAGING BODIES OF THE ASSOCIATION**

18. Supreme body of FICE – Bulgaria shall be the General Meeting. It shall be convened not less than once every three years.

19. The Managing Body of the Association shall be the Managing Board. It shall sit in session not less than twice a year.

20. The supervisory body of the Association shall be the Supervisory Board. It shall sit in session not less than once a year.

21. Ancillary bodies of the Managing Board shall be the specialized Committees elected by it. The Managing Board shall regulate the procedure and the manner of their functioning.

## **VI. CONVENING THE GENERAL MEETING, QUORUM, VOTING, PASSING RESOLUTIONS AND POWERS.**

22. /1/ The General Meeting shall be convened by the Managing Board at its initiative or at the request of one third of the members of the Association, in the populated area, which the headquarters of the Association are in. If in the last event the Managing Board does not send an invitation in writing for the convening of the General Meeting, it shall be convened by the court in conformity with the headquarters of the Association at the request in writing of the interested members or of a person who was assigned this task by them.

/2/ The invitation shall contain the agenda, the date the time and the place for the holding of the General Meeting and whose initiative it is convened at.

/3/ The invitation shall be handed in to the members in person or shall be sent in an electronic manner or by mail against receipt. It will be placed in the notice board at the management address of the Association at least one month prior to the day fixed for the purpose.

23. The General Meeting shall be legal if more than half of all the members of the Association attend it. In event of absence of quorum the meeting shall be postponed by one hour later in the same place and with the same agenda and may be held regardless of the number of members attending it.

24. /1/ Each member of the General Meeting shall be entitled to one vote.

/2/ A member of the General Meeting shall not be entitled to a voice at the solution of issues referring to:

a. Him/her, his/her spouse or lineal relative – without any limitation, collateral relatives up to the 4<sup>th</sup> degree of consanguinity, or by marriage – to the second degree included;

b. Juristic persons, which he/she is a manager in or may impose or impede the passing of a resolution.

/3/ A person in the General Meeting may not represent more than three members of the association. The representation shall be certified by an explicit Power of Attorney in writing. No re-authorization shall be allowed for.

25. /1/ The resolutions of the General Meeting shall be passed with majority by the persons attending them.

/2/ Resolutions about the amendment and the supplement of the Articles of Association and such for transformation or dissolution of the Association shall be passed with majority of 2/3 /two thirds/ of the persons attending it.

26. The General Meeting shall have the following rights:

1. It shall amend and supplement the Articles of Association;
2. It shall accept other internal instruments;
3. It shall elect and dismiss members of the Managing Board;
4. It shall accept and expel members;
  
5. It shall pass resolutions for opening and closing branches;
6. It shall pass resolutions for participation in other organizations;
7. It shall pass resolutions for transformation or dissolution of the Association;
8. It shall accept the basic guidelines and programs for the activity of the Association;
9. It shall accept the budget of the Association;
10. It shall pass resolutions with regard to the membership contribution due and its amount or of the property installments owed;
11. It shall accept the report on the activities of the Managing Board;
12. It shall revoke a resolution of the other bodies of the Association which are in conflict with the law, the Articles of Association or other internal instruments regulating the scope of business of the Association;
13. It shall elect and dismiss the members of the Supervisory Board.

## **VII. MEMBERSHIP OF THE MANAGING BOARD, SESSIONS AND POWERS**

27. The Managing Board shall consist of four persons and shall be with a mandate of three years.

28. The Managing Board shall elect a Chairperson amongst its members by means of an open ballot, who shall represent the Association and shall be with a mandate of three years.

29. /1/ The sessions of the Managing Board shall be convened and managed by its Chairperson. The Chairperson shall be obligated to convene a session of the Managing Board at a request in writing of one third of its members. If the Chairperson does not convene a session of the Managing Board within a one-week term, it may be convened by any of the interested members of the Managing Board. In events of absence of the Chairperson, the session shall be run by a member of the Managing Board appointed by it.

/2/ The Managing Board may pass a resolution if more than half of its members attend its session.

/3/ A person who has bilateral telephone or other connection guaranteeing the establishment of his/her identity and allowing for his/her participation in the discussion and the passing of resolutions shall be deemed as attending the session as

well. The voting of this member shall be certified in the Minutes of the Meeting by the person chairing the session.

/4/ The resolutions shall be passed with majority by the persons attending the session and if the votes are evenly divided the vote of the Chairperson has the wight of two votes. The resolution for the appointment of a liquidator, for disposition of the property of the Association and for the determination of the procedure and the organization of the implementation of the activities of the Association, inclusive of those to general benefit – with majority by all the members.

/5/ The Managing Board may pass a resolution also without holding a session if the Minutes of the Meeting for the resolution passed are signed without any remarks and objections for that by all the members of the Managing Board.

30. The Managing Board shall have the following rights:

1. It shall represent the Association as well as determine the volume of the representative power of its individual members;
2. It shall provide the fulfillment of the resolutions of the General Meeting;
3. It shall dispose of the property of the Association with observation of the requirements of the Articles of Association;
4. It shall prepare and submit to the General Meeting a draft budget;
5. It shall prepare and submit to the General Meeting a report on the activities of the Association;
6. It shall determine the procedure and organize the implementation of the activities of the Association, inclusive of that to common benefit and shall bear responsibility for that;
7. It shall determine the address of the Association;
8. It shall pass resolutions on all the issues which by law or in conformity with the Articles of Association do not get within the rights of another body;
9. It shall fulfill the obligations anticipated in the Articles of Association;
10. It shall elect ancillary bodies of the Association and determine their statute.
11. It shall accept other internal instruments;
12. It shall accept and repel members;
13. It shall pass a resolution for opening and closing branches;
14. It shall pass a resolution for participation in other organizations.

## **VIII. SUPERVISORY BOARD**

31. The Supervisory Board shall consist of three persons and shall be with mandate of three years.

32. The Supervisory Board shall elect a Chairperson, who shall be with mandate of three years, amongst its members by an open ballot.

33. The sessions of the Supervisory Board shall be convened and run by its Chairperson in conformity with the procedure and in a manner anticipated by these Articles of Association for the Managing Board.

34. The Supervisory Board shall have the following rights:

1. It shall exercise control over the activities of the Association;
2. The Chairperson of the Supervisory Board shall be entitled to attend the sessions of the Managing Board with a right of a deliberative vote.

35. The Supervisory Board shall report on its activity before the General Meeting not less than once every three years.

## **IX. PROPERTY OF FICE - BULGARIA**

36. Further to from supplementary economic activities, the Association shall raise its funds from membership contributions, donations, sponsorship, testaments and so on.

37. The Association shall not form profit.

These Articles of Association were adopted and signed on 16.03.2001. (Latest amendments of 26 April 2006; of 3 April 2009; of 25 April 2012; of 15 October 2014; of 7 March 2016).

### **Chairperson of the Managing Board:**

Dashenka Krалеva

### **Members of the Managing Board:**

Ivaylo Tepavicharov

Zvezditsa Peneva-Kovacheva

Hermann Radler

*I, the undersigned, Meglena Dimitrova Bazhdarova, certify that this is a true and accurate translation done by me from Bulgarian into English of the attached document: Articles of Association. The translation comprises 6 pages.*

*Translator:*

*Meglena Dimitrova Bazhdarova*

