

STATUTE
of
EURO-ATLANTIC SECURITY CENTRE Association

I. LEGAL STATUS, NAME, DOMICILE AND ADDRESS, TERM

Legal status

Art. 1 (1) This **Statute** shall hereby establish and regulate the legal status of **EURO-ATLANTIC SECURITY CENTRE Association** ("**The Association**") as a non-profit legal entity pursuant to the Bulgarian Non-Profit Legal Entities Act (NPLEA).

(2) The Association shall be a non-profit legal entity, separate from its members.

(3) The Association shall be defined as an organization that will pursue activities for private benefit within the meaning of Art. 2, Para. 1 of the Non-Profit Legal Entities Act.

Name, domicile and address

Art. 2 (1) The name of the Association shall be «**ЕВРО-АТЛАНТИЧЕСКИ ЦЕНТЪР ЗА СИГУРНОСТ**». In English, the name shall be inscribed as follows: "**EURO-ATLANTIC SECURITY CENTRE**".

(2) Domicile of the Association shall be the City of Sofia.

(3) The Association's registered office shall be at the following address: Office 8, 13 "December 8" Str., "Studentski" District, Sofia 1700.

(4) Each statement in writing on behalf of the Association shall include its name, domicile and address, as well as details on its registration, BULSTAT number inclusive.

Term

Art. 3 The Association shall be established for an indefinite term.

II. OBJECTIVES AND MEANS FOR THEIR ATTAINMENT. ACTIVITIES

Objectives and means for their attainment. Activities

Art. 4 (1) The Association shall pursue the following objectives:

1. contributing to the development of the Euro-Atlantic cooperation and to the promotion of its values;
2. contributing to the improvement of the security in the Republic of Bulgaria and in the Balkan region;
3. promoting and strengthening the regional security cooperation in Southeast Europe;
4. developing and proposing measures aimed at enhancing the international security cooperation;
5. fostering cooperation with local and foreign organizations sharing the Euro-Atlantic values;

6. encouraging cooperation between representatives of local and foreign non-governmental organizations active in the field of Euro-Atlantic cooperation;
7. acting as a research centre for the development of ideas and shaping of policies in response to national and international security challenges;
8. helping shape public opinion by informing citizens and stimulating expert debate on key security topics;
9. proposing specific measures and policies to strengthen the strategic partnership between the European Union and the USA;
10. supporting the deepening of Euro-Atlantic integration and the widening of the Euro-Atlantic community;
11. contributing to building an inclusive security system in the Euro-Atlantic area, based on common values and shared understanding of the challenges;
12. enhancing mutual understanding, trust and cooperation between the NATO member states, EU and their periphery.

(2) To attain its objectives, the Association may carry out activities, including but not limited to:

1. elaboration of studies, analyses, forecasts, programs, strategies and other documents in the field of national security and international security cooperation;
2. participation in initiatives for the development of Euro-Atlantic cooperation, including initiatives conducted jointly with administrative bodies, non-governmental organizations, experts, etc.;
3. development of strategies and proposals for amending and supplementing the existing legal framework in the field of security, to be offered to the competent authorities;
4. organizing debates on important topics for society;
5. opinion polls and surveys;
6. participation in advisory boards and working groups to administrative bodies and non-governmental organizations in the field of national security;
7. conducting research, collecting and disseminating scientific and statistical information and analyses on security-related issues in the country and in Southeast Europe;
8. maintaining contacts and communication with the media, media organizations and representatives of the civil society.

Additional business activity

Art. 5 (1) To attain its objectives, to preserve and enhance its property and as permitted by law the Association may pursue additional business activities related to its basic scope of activity, more specifically such as:

1. organizing and holding conferences, symposia and workshops;
2. provision of advisory and expert services;
3. publishing and distribution of printed editions and information materials in written and/or electronic form;
4. advertising and marketing activities.

(2) The revenues generated by the Association pursuant to the above Para. 1 may be only used for the purpose of attaining the objectives set out under Art. 4, Para. 1 of this Statute.

III. PROPERTY OF THE ASSOCIATION

Property of the Association

Art. 6 (1) The property of the Association shall be formed by:

1. membership fee;
2. voluntary contributions from members;
3. sponsorship;
4. donations and testaments;
5. income from own business activity, carried out for the purpose of ensuring self-financing of the Association and achievement of its objectives.

(2) Where the annual income of the Association exceeds its expenses, the difference shall be used to expand the activity of the Association aimed to achieve the objectives stated in the Statute. The difference cannot be used to generate profit to be distributed among members or to pay out dividends or other such income.

(3) The disposition of the Association's property shall be carried out by the Managing Board. The General Meeting may determine a property value threshold which, where exceeded, shall require a decision of the General Meeting in order to dispose of the property.

(4) The accounting of the Association's income and expenses shall be kept in accordance with the Bulgarian legislation.

Membership fee and voluntary contributions from members

Art. 7. (1) Each member of the Association shall pay a membership fee once a year.

(2) Each member of the Association shall be obliged to pay membership fee in the amount and under conditions, determined by the Managing Board. Membership fees are to be paid by bank or cashier. For the year of their acceptance new members shall pay membership fee that shall be proportional to the number of days remaining till the end of the respective year.

(3) Members of the Association shall be entitled to make voluntary pecuniary or non-pecuniary property contributions at their own will, which shall be accepted by the Managing Board by a decision taken by simple majority.

(4) Upon leaving, exclusion of a member or cancellation, the contributions made thereby (pecuniary or non-pecuniary) shall not be refundable.

Donations, testaments and sponsorship

Art.8 Donations and sponsorships shall be accepted by the Association where made in compliance with the requirements of the Law on Measures against Money Laundering (LMIP). The Association may refuse to accept donations, testaments or sponsorships if they are made under unacceptable conditions or conditions contrary to the purposes and provisions set forth in this Statute, in the LMIP or in other normative acts of the Republic of Bulgaria.

IV. MEMBERSHIP

Membership

Art. 9 (1) Membership in the Association shall be voluntary. Members of the Association may be Bulgarian and/or foreign legal entities and individuals capable of action who share the objectives of the Association.

(2) Natural persons, incl. members of governing bodies of legal entities, who have been convicted of crimes of a general nature, as well as legal entities in liquidation or bankruptcy shall not be members of the Association.

Rights and obligations of members

Art. 10 (1) Each member of the Association shall be entitled:

1. to participate in the activities of the Association and in the work of the General Meeting;
2. to participate in the management of the Association by electing and being elected in the managing bodies;
3. to be informed about the activity of the Association;
4. to exercise control over the activities of the Association and its managing bodies.

(2) Each member of the Association shall be obligated:

1. to participate in the activities of the Association and in the work of the General Meeting;
2. to observe the Statute, the decisions of the General Meeting and of the Managing Board of the Association and the normative acts of the Republic of Bulgaria;
3. to assist in attaining the objectives of the Association;
4. to duly pay the membership dues provided for in the Statute and determined by a decision of the Managing Board;
5. not to use his/her membership in whatever way for achieving goals contrary to the Statute and the normative acts;
6. to safeguard the good name and reputation of the Association

(3) The rights and obligations of members shall not be transferable and shall not pass to other persons.

Origination of membership

Art. 11 (1) Membership in the Association shall originate by:

1. participation in the founding of the Association; or
2. by decision of the Managing Board.

(2) For origination of membership under Para. 1, item 2 the candidates shall be required to submit a request in writing to the Managing Board of the Association, in which they shall declare that they share the objectives of the Association, meet the requirements of Art. 9 of the Statute, accept the terms of the Statute of the Association and will contribute to the achievement of its objectives. The Managing Board shall consider the request within 2 months of submission. The Managing Board shall accept members of the Association by a decision.

(3) The Managing Board shall be completely free to decide whether to accept a candidate as a member of the Association.

Termination of membership

Art. 12 (1) Membership in the Association shall be terminated:

1. by unilateral withdrawal of a member with one month's written notice addressed to the Managing Board of the Association;
2. by expulsion of a member;
3. upon cancellation;
4. upon demise of a member who is a natural person or dissolution of a legal entity, member of the Association;
5. upon liquidation or placing the Association in bankruptcy.

(2) Membership under Para. 1, item 1 shall be terminated upon expiry of the notice period.

(3) Expulsion of a member from the Association shall occur in case of systematic and/or material breach of obligations under this Statute, failure to fulfill the decisions of the bodies of the Association or where a member's behavior renders his/her membership incompatible with the purposes of the Association. The expulsion shall be effected by a decision of the Managing Board, adopted by a majority of two-thirds of the members present.

(4) A decision to exclude a member may be taken only on condition that the Association member has been served a written notification by the Managing Board, stating the violation and the term for its removal, if possible. In the cases of Art. 21 (1), item 3 a member under procedure for expulsion from the Association shall have no right to vote.

(5) Cancellation of membership shall be present upon non-payment of membership dues by a member of the Association for more than one year.

(6) Where there is a ground for cancellation the Managing Board shall send out a notice. The existence of grounds for cancellation of membership shall be ascertained by the Managing Board of the Association by documents. In the case of non-payment of due membership fees within the period stated in the notice, the Managing Board shall document its finding in a decision on termination of membership due to cancellation, which shall be sent to the respective member of the Association. Membership shall be terminated automatically as of the date of the Managing Board decision under the previous sentence.

(7) Upon termination of membership, the paid membership fee shall not be refunded.

V. MANAGING BODIES

Managing bodies

Art. 13. (1) The Association's managing bodies shall be:

1. The General Meeting;
2. The Managing Board;
3. The Chairman of the Managing Board;
4. The Executive Director.

General Meeting

Art. 14 (1) The General Meeting shall be the supreme body of the Association.

(2) The General Meeting shall comprise all members of the Association.

Powers of the General Meeting

Art. 15 (1) The General Meeting shall have the powers to:

1. amend and supplement the Statute;
2. take decisions for transformation and dissolution of the Association;
3. elect and discharge members of the Managing Board;
4. approve the budget of the Association;
5. approve the annual report on the activity of the Managing Board;
6. repeal decisions of the Managing Board, such as may be contrary to the law or the Statute;
8. take other decisions, such as may be essential for the activity of the Association;
9. elect control, auxiliary or advisory bodies of the Association.

(2) The decisions of the General Meeting shall be binding for the Managing Board and for the members of the Association.

(3) The decisions of the General Meeting shall be subject to judicial review for their legal compliance and compliance with the Statute.

Convening of the General Meeting

Art. 16 (1) The General Meeting of the Association shall be convened at least once a year by the Managing Board on its own initiative or upon written request of one third of the members of the Association.

(2) The convocation shall be effected by a written invitation from the Managing Board to the members, published on the website of the Association or sent to the members by mail, courier, e-mail or fax at least 14 days prior to the scheduled date for convening of the General Meeting.

(3) The invitation shall contain the agenda, date, time and place for holding the General Meeting and at whose initiative it is convened.

(4) Where, in the case of a written request of one-third of the members of the Association, the Managing Board fails to forward within 14 days invitations in writing for convening the General Meeting, the General Meeting shall be convened by the district court by domicile of the Association upon request in writing of the concerned members or a person authorized thereby.

Quorum

Art. 17 (1) The General Meeting shall be legitimate if attended by more than half of its members.

(2) In the event of lack of quorum, the meeting shall be postponed by 1 (one) hour and shall be considered legitimate regardless of the number of attending members.

Voting

Art. 18 (1) Each member of the General Meeting shall be entitled to one vote.

(2) Members of the General Meeting shall not vote on issues referring to:

- themselves, their spouses or relatives of direct descent или роднини по права линия – without limits, collateral relatives – to the fourth branch, or in-laws – to the second branch inclusive; or
- legal entities, where they are managers or may impose or hinder decision making.

(3) Each member of the General Meeting may exercise his/her right to vote in person or through a representative on the basis of an explicit power of attorney in writing. A member may represent no more than three members of the General Meeting. Reassignment of authorization shall not be allowed.

Decision taking

Art. 19 (1) Decisions of the the General Meeting shall be taken by the votes of the majority of attending members.

(2) Decisions under Art. 15, Para. 1, items 1, 2 and 8 shall be taken by majority of two-thirds of the attendees.

(3) Minutes shall be taken for the sittings of the General Meeting, which shall be signed by the chairperson of the meeting and by the Executive Director.

Managing Board

Art. 20 (1) The Managing Board shall be one of the governing bodies of the Association.

(2) Members of the Association and/or natural persons representing legal entities – members of the Association shall be elected to the Managing Board.

(3) The Managing Board shall consist of 5 to 7 members who shall be elected for a term of 5 years. The members of the Managing Board may be re-elected without restriction.

(4) The Managing Board shall elect from among its members a Chairman and an Executive Director.

(5) Members of the Managing Board shall not receive remuneration for their activities as such, except for the Executive Director. The amount of the Executive Director's remuneration shall be approved by the Managing Board.

Authority of the Managing Board

Art. 21 (1) The Managing Board shall have the powers to:

1. ensure the implementation of the General Meeting's decisions;
2. adopt a program for the activities of the Association;
3. accept members of the Association and take decisions for expulsion and/or cancellation of members;
4. organize and manage the activity of the Association;
5. determine the amount of the membership fee;
6. take decisions for opening and closing of branches of the Association;

7. take decisions for participation in other non-profit legal entities in the country or abroad;
8. dispose of property of the Association which is not of considerable value in compliance with the rules of this Statute and the Bulgarian legislation; the disposal of property of the Association of considerable value shall be carried out by a decision of the General Meeting or with its approval.
9. prepare and submit to the General Meeting a draft budget of the Association;
10. prepare and submit to the General Meeting a report on the activity of the Association;
11. appoint and dismiss subsidiary and advisory bodies of the Association;
12. carry out the liquidation of the Association or designate another person as liquidator;
13. take decisions on all matters that by law or under the Statute do not fall within the exclusive competence of the General Meeting.

(2) Decisions of the Managing Board of the Association, taken in contravention of the law or the Statute, may be challenged before the General Meeting at the request of the interested members of the Association, forwarded within one month of their knowledge, but no later than one year from the date of the decision.

Convocation of meetings

Art. 22 (1) Meetings of the Managing Board shall be convened at least once in three months.

(2) Meetings of the Managing Board shall be convened by the Chairman of the Managing Board or by the Executive Director, at their own initiative or at the written request of at least one third of its members.

(3) The convocation shall be made by invitation in writing or by e-mail to the members of the Managing Board forwarded within one week before the date of the scheduled meeting. In urgent cases, the one-week period referred to in the previous sentence may not be respected.

Quorum

Art. 23 (1) The Managing Board may take decisions provided the meeting is attended by more than half of its members.

(2) Attendee shall be also considered a person - member of the Managing Board, who is in two-way communication by telephone, conference or otherwise, guaranteeing identification of such person and enabling his/her participation in discussions and decision-making. The vote of such person shall be asserted in the minutes by the chairperson of the meeting.

(3) The meetings of the Managing Board shall be chaired by its Chairman or by the Executive Director. In the absence of the Chairman or the Executive Director, the meeting shall be chaired by another member appointed by the Managing Board.

Majority

Art. 24 (1) The Managing Board shall adopt decisions by majority of all members. Decisions under Art. 21, items 3, 8, 9, 10, 11 and 13 shall be adopted by majority of all members of the Managing Board. The Chairman and the Executive Director shall have an equal vote with the rest of the members of the Managing Board.

(2) Decisions may be taken in attendance sessions, in telephone conference calls or in another similar manner for which minutes shall be drawn up.

(3) The Managing Board may take an absentee decision without holding a meeting, if the minutes for the decision have been signed without remarks and objections by all members of the Managing Board.

Representation

Art. 25 (1) The Association shall be represented in its relations with third parties by the Chairman of the Managing Board and/or by the Executive Director together or individually.

(2) Until the registration of a new Chairman and/or a new Executive Director, the Association shall be represented by the so far registered Chairman and/or Executive Director, whether or not his/her term of office has expired in accordance with Art. 20, Para 3. of this Statute.

Chairman of the Managing Board

Art. 26 (1) The Chairman of the Managing Board shall be elected from amongst the members of the Managing Board.

(2) The Chairman of the Managing Board shall have the following powers:

1. coordinates and directs the work of the Managing Board;
2. liaises with other non-governmental organizations and partners;
3. maintains contacts and represents the Association in its relations with international partners;
4. manages the process of defining the policies and strategies of the Association;
5. represents the Association.

Executive Director

Art. 27 (1) The Executive Director shall be elected from amongst the members of the Managing Board.

(2) The Executive Director shall have the following powers:

1. performs the operational management of the activity of the Association;
2. takes into effect the decisions of the General Meeting and the Managing Board;
3. implements the budget of the Association and reports its implementation to the Managing Board annually;
4. organizes the development of projects under programs related to the activity of the Association;
5. conducts and coordinates meetings and events with a view to the Association's cooperation with other organizations and institutions;
6. organizes the book-keeping and accounting of the Association;

7. is responsible for the organizational status of the Association, coordinates the work of the Association staff, if any;
8. organizes the meetings and implementation of the decisions of the Managing Board;
9. prepares the materials for the meetings of the Managing Board, the monthly and annual plans of the Association, approved by the Managing Board;
9. prepares the reports on the activity of the Managing Board;
10. performs other tasks assigned thereto by the Managing Board in connection with the activity of the Association;
11. represents the Association.

VI. BRANCHES

Branches

Art. 28 (1) The Association may open branches in the country and abroad.

(2) The opening of branches of the Association and the appointment of branch managers shall be made by decision of the Managing Board.

(3) The branch managers shall represent the Association on matters related to the respective branch activity.

VII. TRANSFORMATION

Transformation

Art. 29. (1) The Association may be transformed into another type of non-profit legal entity, it may consolidate, merge, spin-off and split.

(2) After spin-off or separation, the non-profit legal entities shall be jointly and severally liable for the obligations undertaken prior to their transformation.

VIII. DISSOLUTION

Dissolution

Art. 30. (1) The Association shall be dissolved:

1. by decision of the General Meeting;
2. by decision of the district court by domicile of the Association, in cases provided for by the law;
3. where it has been declared bankrupt.

(2) In the cases of above Para 1., item 1 the dissolution of the Association shall be entered in the Register of Non-Profit Legal Entities with the Registry Agency at the request of the representative of the Association, and in the cases of item 2, the court sends the decision on dissolution to the Registry Agency, which officially records the dissolution in the Register of Non-Profit Legal Entities.

IX. LIQUIDATION

Liquidation

Art. 31. (1) The dissolution of the Association shall involve a procedure for liquidation.

(2) The liquidation shall be carried out by the Managing Board of the association or by a person assigned thereby.

(3) Where no liquidator has been assigned pursuant to above Para. 2, as well as under the circumstances of Art. 30, Para. 1, item 2, such person shall be assigned by the district court by domicile of the Association.

(4) With respect to the terms and order of liquidation and the powers of the liquidator, the rules laid down in the Non-Profit Legal Entities Act shall apply.

Property after liquidation

Art. 32. Upon liquidation, the property remaining after the satisfaction of the Association's creditors (if any) shall be distributed in compliance with the Bulgarian legislation, unless otherwise decided by the General Meeting prior to the dissolution of the Association.

X. MISCELLANEOUS

Miscellaneous

Art. 33. (1) The Bulgarian legislation currently in effect shall apply to all outstanding issues in this Statute.

(2) This Statute has been signed in two identical original copies.

The present wording of the Statute was adopted at the Constituent Meeting of the Association, held on __.__. 2019.

FOUNDING MEMBERS:

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