

STATUTES
OF THE NON-PROFIT ASSOCIATION
“UNION OF BULGARIAN PHILATELISTS”
2016

CHAPTER ONE
GENERAL PROVISIONS

Art. 1. (1) The Union of Bulgarian Philatelists is a voluntary, cultural-educational and creative association of philatelists in Bulgaria.

(2) The Association is established on the basis of Article 19 et seq. of the Non-Profit Legal Entities Act.

(3) These Statutes govern the basic organisational rules of the established Association and the relationships between its members.

NAME

Art. 2. (1) The name of the Association is: Union of Bulgarian Philatelists.

(2) In the course of its activity, the Association may also use its name written in Latin script.

REGISTERED OFFICE AND ADDRESS OF MANAGEMENT

Art. 3. (1) The registered office of the Association is in the city of Sofia, Triaditsa Municipality.

(2) The address of management is in Sofia, Strelbishte residential district, 7 Trayanovi Vrata Street.

(3) The address of management of the Association may be changed by decision of the Management Board.

WRITTEN DOCUMENTS

Art. 4. The name of the Association, its registered office and address of management, as well as the particulars of its registration, including its BULSTAT number, shall be indicated on all official documents and publications issued in its name or in the name of its bodies.

STATUS

Art. 5. (1) (amended, GM – 3.12.2016) The Association is a LEGAL ENTITY with non-profit purpose, carrying out activity for the public benefit within the meaning of the NPLEA.

(2) The Association is established for an indefinite period.

(3) (new, GM – 3.12.2016) Once registered for the public benefit, the Association may not be transformed into a legal entity with non-profit purpose carrying out activity for private benefit.

CHAPTER TWO
OBJECTIVES, MEANS AND SCOPE OF ACTIVITY

Art. 6. (amended, GM – 3.12.2016) The main objectives of the Association are:

1. Development and affirmation of spiritual values in civil society related to philately.
2. Development and affirmation of civil society, civic participation and good governance.
3. Management, support and improvement of the activity of its branches and sections.
4. Assistance in protecting the interests of its members.
5. Affirmation of the authority of Bulgarian philately and Bulgarian postage stamps, and promotion thereof in the country and abroad.
6. Management, support and development of any activity that is in the interest of philately.
7. Establishment of contacts and agreements for joint activity with kindred national and international

organisations.

Art. 6a. (new, GM – 3.12.2016) The means by which the Association shall achieve its objectives are:

1. Popularising philatelic activity among the public.
2. Organising exhibitions of postal and philatelic materials in the country and abroad.
3. Carrying out research activity in the field of philately.
4. Organising meetings between collectors from the country and abroad for the exchange of postal and philatelic materials, in accordance with the procedure established by law.
5. Establishing libraries for philatelic literature.
6. Organising symposiums, briefings, articles, press conferences, discussions, and round tables on philatelic issues.

Art. 7. (amended, GM – 3.12.2016) (1) The scope of activity of the Association shall be:

1. Providing specialised assistance and technical expertise, and carrying out analyses and research related to the objectives of the Association, against payment.
2. Providing paid expert opinions, positions and consultations in the field of philately.
3. Organising and conducting paid seminars, training courses, round tables and other forms supporting the objectives of the Association.
4. Preparation, publication and distribution of printed materials related to the objectives of the Association.
5. Other economic activities that may be defined as related to the main objectives of the Association and that support their achievement.

(2) The economic activity shall be carried out in compliance with the laws governing the relevant type of economic activity.

(3) The income from the economic activity may be used solely and exclusively to achieve the objectives of the Association.

(4) Control over the economic activity carried out shall be exercised by the Management Board of the Association.

Art. 8. The Association is independent of any state bodies, organisations and political parties. The activity of the Association and the direction and spending of its funds may not be linked to political objectives engaging it in election campaigns or in conducting propaganda and agitation in favour of political parties and formations.

CHAPTER THREE

ORGANISATIONAL PRINCIPLES

Art. 9. The Association shall carry out its activity on the basis of the generally democratic and collegial principles of:

- voluntary membership;
- electability and term limitation of the governing and supervisory bodies of the Association and their periodic accountability to its members;
- equality of rights, obligations and responsibilities;
- transparency of all decisions and actions;
- freedom in forming the internal rules of the additional bodies and structures affiliated to the Association;
- voluntariness and personal responsibility in making decisions and carrying out actions.

CHAPTER FOUR

MEMBERSHIP

Art. 10. (1) A member of the Association may be any legally capable natural person who accepts the Statutes, assists in achieving its objectives, and pays membership dues.

(2) Members of the Association may also be legal entities – associations, organisations and other formations whose activity relates to the objectives set out in Art. 6 of these Statutes.

ADMISSION OF NEW MEMBERS

Art. 11. (1) New members of the Association shall be admitted by decision of the Management Board on the basis of a written application by the candidate, in which they declare that they accept the conditions of the Statutes and the objectives of the Association and will comply with the decisions of its governing bodies.

(2) (new, GM – 3.12.2016) The application shall be submitted to the Management Board and may also be submitted at any branch of the Association in the country. Where the application is submitted at a branch of the Association, the manager of the branch shall forward it to the Management Board.

RIGHTS AND OBLIGATIONS OF MEMBERS

Art. 12. (1) Every member shall have the right:

1. To elect and be elected to the governing bodies of the Association and its structures.
2. To participate in decision-making at the General Meeting with the right to one vote.
3. To receive information, to exercise control, and to participate in discussing and evaluating the activity of the Association and its governing bodies.
4. To submit to the Management Board and the General Meeting of the Association written proposals and complaints concerning his/her rights as a member or the activity of the Association.
5. To benefit from the property and the results of the activity of the Association.
6. To participate in all events of the Union, and to exchange postage stamps and other philatelic materials with collectors from the country and abroad, in accordance with the procedure established by law and the internal instruments of the Association.
7. To participate in exhibitions in the country and abroad, by paying the costs envisaged therefor.
8. To use the catalogues and philatelic literature from the libraries of the Association.
9. To receive assistance from the Association in settling matters related to the exchange of postal and philatelic materials and participation in exhibitions.

(2) Every member shall be obliged:

1. To comply with the provisions of these Statutes.
2. To pay the annual membership dues determined.
3. To assist in the organisational and financial strengthening of the Association.
4. Not to carry out political activity and propaganda in and through the Association, and not to use, in any form, the name of the Association and his/her membership therein to achieve personal objectives.

MEMBERSHIP DUES

Art. 13. (amended, GM – 25.11.2011) The membership dues of the members shall be determined, as to type and amount, by the Management Board, which shall specify in its decision the manner of payment thereof.

Art. 13a. (new, GM – 25.11.2011) Upon closing of the annual balance sheet with a loss, an extraordinary general meeting may adopt a decision for additional contributions by the members to cover it, with a qualified majority of 2/3 of those present.

LIABILITY OF MEMBERS, NON-TRANSFERABILITY OF MEMBERSHIP RIGHTS

Art. 14. (1) A member shall be liable for the obligations of the Association up to the amount of the membership dues. The member shall not be personally liable for the obligations of the Association.

(2) Membership rights and obligations, with the exception of property rights, shall be non-transferable and shall not pass to other persons upon death or, respectively, upon termination of membership.

TERMINATION OF MEMBERSHIP

Art. 15. (1) Membership in the Association shall be terminated:

1. By a unilateral written declaration of withdrawal.
2. By death or being placed under interdiction.
3. By termination of the legal entity that is a member of the Association.

4. By expulsion.
5. By termination of the Association.
6. By lapse.

(2) In the case of item 1 of the preceding paragraph, the person wishing to terminate their membership shall submit a written request to the Management Board, on which the Management Board shall rule with a decision releasing the person and terminating their membership no later than within one month, without examining the motives for withdrawal.

(3) A member of the Association may be expelled in cases of non-compliance with the provisions of the Statutes, of committing deliberate acts that damage or in some way undermine the traditions, prestige and good name of the Association, or of conduct that renders further membership incompatible.

(4) In cases of expulsion, membership in the Association shall be terminated by a decision of the Management Board to expel the person, taken by simple majority following the mandatory hearing of the person or acceptance of their written explanations. The decision for expulsion may be appealed before the General Meeting.

(5) Grounds for lapse of membership shall exist in cases of non-payment of the membership dues during the current year and/or systematic non-participation in the activity of the Association.

(6) Upon the occurrence of the grounds for lapse of membership, membership in the Association shall be terminated by a decision of the Management Board on the lapse of membership of the person, taken by simple majority on the basis of the collected documents establishing the grounds for lapse and following the mandatory hearing of the person or acceptance of their written explanations.

CHAPTER FIVE

GOVERNING BODIES

Art. 16. (1) The governing bodies of the Association are:

1. The General Meeting.
2. The Management Board.
3. The Chairperson.

(2) In exercising their powers, the bodies of the Association shall be obliged to comply with the provisions of these Statutes.

GENERAL MEETING

Art. 17. (1) The General Meeting shall consist of all members of the Association.

(2) The General Meeting shall be convened for a regular session by the Management Board at least once every five years.

(3) (amended, GM – 3.12.2016) The General Meeting shall be convened for an extraordinary session by the Management Board or at the request of one third of the members of the Association. If, in the latter case, the Management Board fails, within a two-week period, to send a written invitation for convening the General Meeting pursuant to para. 5 below, it shall be convened by the court at the registered office of the Association upon the written request of the interested members or a person entrusted by them.

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

(5) The invitation shall be published in the “State Gazette” and posted at the place for announcements in the building where the management of the Association is located, at least one month before the scheduled date.

(6) The General Meeting shall be deemed lawfully constituted and may adopt decisions if at least half of its members are present at the session. In the absence of a quorum, the session shall be postponed by one hour, with the same agenda, and shall be deemed lawfully constituted regardless of the number of members present.

Art. 18. (1) (amended, GM – 25.11.2011) At the General Meeting, every member shall have the right to one vote. Members of the Association may authorise, by a notarised power of attorney, a natural person to represent them at one or an unlimited number of sessions of the General Meeting. Proxies may not represent more than one member

of the Association and may not sub-delegate their powers to third parties.

(2) (amended, GM – 3.12.2016) The General Meeting shall take its decisions by open vote and by simple majority. Decisions on amending and supplementing the Statutes, on transforming or terminating the Association, or on its merger with other similar associations, shall be taken by a qualified majority of 2/3 of those present.

(3) (amended, GM – 25.11.2011) A member of the Association or their representative may not take part in voting on matters concerning:

1. The bringing of claims against them;
2. The undertaking of actions or the refusal to undertake actions in order to realise their liability towards the Association;
3. Themselves, their spouse or relatives by direct line – without limitation, by collateral line – up to the fourth degree, or by affinity – up to the second degree inclusive;
4. Legal entities in which they are a manager, or in which they may impose or obstruct the taking of decisions.

(4) The General Meeting may not take decisions on matters that have not been duly entered in the agenda and duly announced in advance.

(5) (new, GM – 25.11.2011) The decisions of the General Meeting shall be binding on the other bodies of the Association and shall take effect immediately, unless their effect is postponed, or unless, under the law, they take effect following publication.

Art. 19. (1) The powers of the General Meeting shall be:

1. To adopt, amend and supplement the Statutes.
2. To elect and dismiss the Chairperson and the members of the Management Board.
3. To elect and dismiss the Chairperson and members of the Control and Audit Commission.
4. To decide on the transformation or termination of the Association.
5. To adopt the budget of the Association.
6. To adopt the report on the activity of the Management Board.
7. To revoke decisions of the other bodies of the Association that contravene the law, the Statutes or other internal instruments governing the activity of the Association.
8. (amended, GM – 3.12.2016) To take other decisions provided for in the Statutes and in the NPLEA.

Art. 19a. (new, GM – 25.11.2011) (1) For the holding of the session of the General Meeting, minutes shall be drawn up, containing the date and type of the session, the agenda considered and the decisions taken, as well as the number of members of the Association represented.

(2) The minutes of the General Meeting shall be signed by the chairperson and the secretary of the meeting. A list of those present and the documents related to the convening of the General Meeting shall be attached to the minutes.

(3) Every member who attended the General Meeting shall have the right to monitor the accurate recording of the session and the decisions taken in the minutes.

(4) Every member of the Association, the Management Board, and the prosecutor may apply to the court of registration of the Association to rule on the lawfulness of a decision of the General Meeting or its compliance with these Statutes. This must be done within one month of becoming aware of the decision, but no later than one year from the date of its adoption.

MANAGEMENT BOARD

Art. 20. (1) (amended, GM – 25.11.2011) The Management Board shall be elected for a term of five years and shall consist of eleven to fifteen members.

(2) Legal entities that are members of the Association may also designate, as members of the Management Board, persons from among their staff who are not members of the Association.

Art. 21. Competence of the Management Board:

1. It shall ensure the implementation of the decisions of the General Meeting.
2. (amended, GM – 3.12.2016) It shall adopt other internal instruments of the Association, including Rules and

procedure for carrying out activity for the public benefit.

3. It shall dispose of the property of the Association in compliance with the requirements of the Statutes.

4. It shall decide on the obligation to pay and the amount of the membership dues.

5. It shall decide on the opening and closing of branches.

6. It shall decide on the creation and closing of sections on a functional and creative principle and shall determine their activity.

7. It shall decide on participation in other organisations.

8. It shall adopt the main guidelines and programme for the activity of the Association.

9. It shall prepare and submit a draft budget to the General Meeting.

10. It shall prepare and submit to the General Meeting a report on the activity of the Association.

11. It shall determine the procedure for and organise the carrying out of the activity of the Association and shall bear responsibility therefor.

12. It shall determine the address of the Association.

13. It shall consider the candidacies of new members, and shall take decisions on the admission, expulsion and lapse of members.

14. It shall make proposals for disposing of funds outside those envisaged in the budget, for capitalising funds, and for setting aside funds within the property of the Association.

15. It shall take decisions on all matters that are not within the competence of the General Meeting and the Chairperson.

16. It shall carry out the liquidation of the Association in the event of its termination.

Art. 22. (1) The sessions of the Management Board shall be convened and chaired by the Chairperson. In the absence of the Chairperson, the session shall be chaired by a member thereof designated by the Management Board.

(2) The Management Board shall be convened for regular sessions at least twice a year.

(3) The Chairperson shall be obliged to convene a session of the Management Board upon the written request of one third of its members. If the Chairperson fails to convene a session of the Management Board within a one-week period, it may be convened by any of the interested members of the Management Board.

(4) The Management Board may take a decision if more than half of its members are present at the session.

(5) A person with whom there is two-way telephone or other communication guaranteeing the verification of their identity and allowing their participation in the discussion and decision-making shall also be deemed present. The vote of such member shall be certified in the minutes by the person chairing the session.

(6) (amended, GM – 3.12.2016) Decisions shall be taken by a majority of those present, while decisions under Art. 21, items 3, 7, 11 and 16 shall be taken by a majority of all members.

(7) The Management Board may also take a decision without holding a session, if the minutes of the decision taken are signed without comments or objections thereto by all members of the Management Board.

Art. 23. (amended, GM – 3.12.2016) (1) Minutes shall be kept of the deliberations and decisions of the Management Board, signed by the chairperson and the secretary of the session.

(2) (new, GM – 3.12.2016) In the cases under Art. 22, para. 7, the minutes shall be signed by all members of the Management Board.

CHAIRPERSON

Art. 24. (1) The Chairperson of the Association shall be elected directly by the General Meeting for a term of 5 years and shall, by right, be Chairperson of the Management Board and a member thereof.

(2) Powers of the Chairperson:

1. To manage the activity of the Association.

2. To ensure the implementation of the decisions of the General Meeting and of the Management Board.

3. To represent the Association before all state and public bodies and institutions, legal entities and natural persons, and to have the right to delegate particular functions to the other members of the Management Board. For specific one-off legal or factual actions, the Chairperson may also authorise third parties by express power of

attorney.

4. To draw funds and dispose of the accounts of the Association.

5. To manage the property of the Association.

6. To conclude and terminate contracts with employees of the Association.

CHAPTER SIX BRANCHES

Art. 25. By decision of the Management Board of the Association, branches (societies and sections) of the Association may be opened and closed.

Art. 26. Branches shall not be legal entities; they shall be managed by a manager and shall carry out the activities determined by the decision of the Management Board at their opening. The same decision shall also determine the limitations on the powers and representative authority of the manager.

Art. 27. Branches shall keep records of their activity, and at least once a year the manager of the branch shall submit to the Management Board of the Association a report on the activity of the branch and the funds expended.

Art. 28. The Management Board of the Association shall declare before the court, in whose district the registered office of the branch is located, the name, registered office and address of the Association, and the registered office and address of the branch, its manager, and the limitations on his powers and representative authority. Any changes to the above circumstances shall also be subject to declaration. The declaration shall be made within a 7-day period from the date of the decision of the Management Board.

CHAPTER SEVEN PROPERTY, MANAGEMENT AND DISPOSAL THEREOF

Art. 29. (amended, GM – 3.12.2016) The property of the Association shall consist of:

1. Membership dues.

2. Donations, bequests, sponsorship.

3. Subsidies.

4. Real estate, rights in rem thereon, movable property, money, rights over intellectual property objects, securities and other property rights.

5. Income from the property, investments and securities of the Association.

6. Income from the supplementary economic activity of the Association.

Art. 30. (amended, GM – 3.12.2016) (1) The Association shall spend its property to achieve the objectives set out in these Statutes and in the NPLeA.

(2) The expenditure of funds and the disposal of the property of the Association shall take place by decision of the Management Board, in accordance with programmes and projects previously approved by the Management Board, pursuant to the internal rules for carrying out the objectives and activities of the Association.

Art. 31. By decision of the General Meeting, a specified part of the property of the Association may be designated and set aside as inviolable capital.

Art. 32. (1) The expenses for the activity of the Association shall be incurred in accordance with the budget.

(2) By decision of the General Meeting, various funds may be formed, the sources of which and the manner of their use shall be determined by the decision forming them.

Art. 33. (amended, GM – 3.12.2016) (1) The gratuitous disposal of the property of the Association shall require a reasoned decision taken by the General Meeting by a majority of 2/3 of all its members, where it is in favour of:

1. Persons from among the other bodies of the Association and their spouses, their relatives by direct line – without limitation, by collateral line – up to the fourth degree, or by affinity – up to the second degree inclusive;

2. Persons who were members of the governing bodies of the Association up to 2 (two) years prior to the date of

taking the decision;

3. Legal entities that financed the Association up to 3 (three) years prior to the date of taking the decision;

4. Legal entities in which the persons referred to in items 1 and 2 are managers or may impose or obstruct the taking of decisions;

5. Other cases provided for in the NPLEA.

(2) The Association may not conclude transactions with the persons under para. 1, item 1, nor with legal entities in which the persons referred to therein are managers or may impose or obstruct the taking of decisions, unless the transactions are in the obvious benefit of the Association or are concluded under general conditions that have been publicly announced.

CHAPTER EIGHT

ANNUAL CLOSING

Art. 33a. (new, GM – 3.12.2016) (1) By the end of February each year, the Management Board shall draw up an annual financial statement and an activity report for the expired calendar year and shall submit them to independent auditors in the cases provided for by law.

(2) The activity report shall describe the course of the activity and the status of the foundation, and shall explain the annual financial statement.

(3) In cases where the law requires the carrying out of a mandatory independent audit, the registered auditors shall be determined by the General Meeting.

(4) Where the General Meeting has not elected a registered auditor by the end of the calendar year, one shall be determined by the Management Board.

Art. 33b. (new, GM – 3.12.2016) The annual financial statement, the activity report and the report of the registered auditor shall be adopted by the Management Board, after which they shall be submitted for consideration and approval to the regular General Meeting of the Association convened for that purpose.

Art. 33c. (new, GM – 3.12.2016) In accordance with the provisions of the Accountancy Act, the Association shall prepare accounting information in compliance with the principles of openness, reliability and timeliness.

CHAPTER NINE

BOOKS OF THE ASSOCIATION

Art. 33d. (new, GM – 3.12.2016) (1) The Association shall be obliged to keep books of the minutes of the sessions of its collective bodies. The person presiding over the session of the collective body and the person who drew up the minutes shall certify and be responsible for the accuracy of its content.

(2) In drawing up, keeping and announcing the minutes, the relevant provisions of the Statutes and of the NPLEA shall apply.

CHAPTER TEN

SYMBOLS

Art. 34. The Association shall have its own emblem and seal.

Art. 35. The Association shall have its own printed publication – the magazine “Philatelic Review”. The Union of Bulgarian Philatelists may also have other printed publications.

CHAPTER ELEVEN

TERMINATION AND LIQUIDATION

Art. 36. The Association shall be terminated:

1. By decision of the General Meeting.

2. By decision of the court – upon the occurrence of any of the grounds provided for in Art. 13, para. 1, item 3 of the Non-Profit Legal Entities Act.

Art. 37. (amended, GM – 3.12.2016) (1) Upon termination of the Association, liquidation shall be carried out, except in cases of declared insolvency.

(2) Where the Association is terminated by decision of the District Court, the termination shall be entered ex officio and the court shall appoint a liquidator.

(3) Where the Association is terminated by decision of the General Meeting, the liquidation shall be carried out by the Management Board or by a liquidator appointed by the General Meeting.

(4) The liquidator shall carry out the actions provided for in the Commerce Act for the liquidation of the Association, the conversion of its property into cash, and the satisfaction of the creditors of the Association.

Art. 38. (new, GM – 3.12.2016) The distribution of the property remaining after the satisfaction of the creditors shall be carried out by the supreme body of the Association and in accordance with the procedure of Art. 15, 43 and 44 of the NPLEA.

FINAL PROVISIONS

Paragraph 1. Matters not settled by these Statutes shall be governed by the provisions of the Non-Profit Legal Entities Act (NPLEA).

Paragraph 2. These Statutes were adopted by the General Meeting of the Union of Bulgarian Philatelists held on 3 December 2016, and are entered in the Register of Non-Profit Associations at the Sofia City Court, in accordance with the NPLEA.

Translated from Bulgarian; in the event of any discrepancy, the Bulgarian text shall prevail.