



STATUTE
OF
PROtegni Raka
NON-PROFIT ORGANIZATION

Adopted at the constituent meeting of the organization held in the town of Bankya,
February 15th, 2005.

I. GENERAL PROVISIONS

- Art.1 (1) "**PROTEGNI RAKA**" is a non-profit organization operating to support financially the treatment of sick children aged under 18 (eighteen) years, coming from poor families or orphans. The support includes payment of medical services, treatments, purchase of facilities needed for the treatment, purchase of medications and/or operations, and post-operation costs.
- (2) The ASSOCIATION carries out activities of private benefit.
- (3) The ASSOCIATION is a legal entity separate from its members, established under the provisions of the Law on Non-profit Legal Entities, the Statute and the Decision of the Constituent Assembly.
- (4) The ASSOCIATION is responsible for its liabilities with its property.
- (5) Members of the ASSOCIATION shall not be liable for the obligations of the ASSOCIATION.
- (6) The ASSOCIATION is an organization in which any natural persons and legal entities can be voluntary members.
- (7) The ASSOCIATION is an independent, non-political, non-syndical non-religious organization.
- (8) The ASSOCIATION does not distribute dividends.

The addition in the text in Art. 1, para 1 was approved at a GM on 20.04.2016.

II.NAME

- Art.2 (1) The name of the ASSOCIATION is "ПРОТЕГНИ РЪКА".
- (2) The name is transliterated as "PROtegni Raka". The change in the transliteration of the name of the ASSOCIATION was approved at GM on 20.04.2016.

III.SEAT

- Art.3 The seat and address of the the ASSOCIATION are: Republic of Bulgaria, Sofia, Stolichna Municipality, Vazrazhdane Region, 26, Todor Aleksandrov Blvd.
- The change in the text in Art. 3 was approved at a GM on 20.04.2016.***

IV. DURATION

- Art..4 The ASSOCIATION was established for an indefinite time (no time limit).

V.OBJECTIVES

- Art..5 (1) While observing the Bulgarian legislation, in its activities, the ASSOCIATION, shall be governed by the Statute adopted by the General Assembly, and the Policy of the ASSOCIATION, adopted by the General Assembly and shall set the following objectives:
- To financially support the treatment of sick children under 18 years of age, coming from poor families or orphans, which support shall include payment of medical services, treatments, payment for medications and/or operations, and post-operation costs.
- (2) The ASSOCIATION shall conduct its activities following the principles of social justice and responsibility, preventing discrimination and conflict of interest.
- (3) The ASSOCIATION shall carry out its business effectively on the basis of established humanitarian principles and independent decisions in accordance with all applicable laws and regulations, internal rules and in full compliance with Policy adopted by the ASSOCIATION.
- (4) The ASSOCIATION shall ensure equal rights to all beneficiaries, regardless of gender, race, education, ethnicity, residence, etc., as well as appropriate use of the funds raised.

At A GM on 20.07.2007 the following changes in the text were made:

- *para.2 was dropped and the following paragraphs were renumbered;*

- *in para 1 of the text, "shall be governed by the By-laws adopted by the General Assembly, and the Policy of the ORGANIZATION, adopted by the Management Board and shall set the following objectives:" was changed as follows: „shall be governed by the Statute adopted by the General Assembly, and the Policy of the ASSOCIATION, adopted by the General Assembly and shall set the following objectives:”;*
- ***the text in Art. 5, para. 1 was edited and accepted at GM on 20.04.2016.***

VI. RESOURCES

Art..6 The means for achieving the objectives of the the ASSOCIATION are:

- payment of medical services needed by sick children;
- providing funds for purchase of medicines for sick children;
- providing funds for medical treatment;
- financing operations in the country and abroad;
- payment of postoperative treatment costs;
- purchase of facilities for improvement of the physical condition of children. – The text the sixth item of Art. 6 was added pursuant to a decision of the GM of 20.04.2016.

VII. SCOPE OF ACTIVITY

Art..7 The ASSOCIATION's scope of activity is financial support for the treatment of sick children aged up to 18 (eighteen) years coming from poor families or orphans, which includes payment of medical services, treatments, purchase of facilities needed for the treatment, purchase of medications and/or operations, and post-operation costs.

The text of Art. in its revision was accepted by a GM on 20.04.2016.

VIII. PROPERTY OF THE ASSOCIATION

Art..8 The property of the ASSOCIATION consists of: cash, movable property, receivables, and other assets.

Art..9 (1) The property of the ASSOCIATION is acquired by: donations, bequests and all other methods of acquisition permitted by law.

(2) The ASSOCIATION in the person of the Management Board, may receive donations from individuals and legal entities and to enter into sponsorship agreements.

IX. ADDITIONAL ECONOMIC ACTIVITY

Art..10(1) The ASSOCIATION carries out an additional economic activities which is related to its major activity and are pursuant to its objectives, i.e.:

Organising of discussions forums; organising and holding of charity events; publishing and distribution of literature – magazines, brochures, books – for charitable purposes, and others.

(2) The income from the economic activity of the ASSOCIATION shall be used for the objectives listed in this Statute.

The text of Art.10 related to performing of additional economic activity by the ASSOCIATION and its scope was accepted at GM of 20.07.2007 and added pursuant to a decision of GA of 20.04.2016.

X. MEMBERSHIP. RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE ASSOCIATION

Art..11(1)Membership in the ASSOCIATION is voluntary. Members can be natural persons or legal entities.

(2) A member of the ASSOCIATION can be any legal entity which shares the objectives of the ASSOCIATION and the means to achieve them, and adheres to the Statute and the Policy of the ASSOCIATION.

(3) A member of the ASSOCIATION can be any adult person, who shares the objectives of the ASSOCIATION and the means to achieve them, and adheres to the Statute and the Policy of the ASSOCIATION.

Art..12 (1) New members shall be accepted by the Management Board of the ASSOCIATION upon written request.

(2) The Management Board shall decide on the request for adoption of a new member at its following meeting.

Art..13 (1) Membership shall be terminated:

- by a unilateral written statement to the Management Board of the ASSOCIATION;
- upon death or interdiction;
- with a resolution of the Management Board, which shall be made unanimously by all its members, a person can be excluded if he/she does not adhere to the Statute of ASSOCIATION or performs activities against it which are harmful for the image, reputation or interest of the ASSOCIATION.

(2) Upon exclusion, the person has no right to claim property of the ASSOCIATION.

(3) Membership occurs, respectively, is considered terminated, on the date of entry of such person, respectively, of their striking off, in a register kept by the Management Board of the ASSOCIATION.

Revision made in the numeration of the GA of 20.07.2007. – this para 3 represents the text of former Art. 13.

Art..14 (1) Each member is entitled:

- to participate in the activities of the ASSOCIATION and the work of the General Assembly, to elect and be elected to the bodies of the ASSOCIATION;
- to participate in the discussions and evaluation of the activities of the ASSOCIATION, to be informed of all events of the ASSOCIATION and to participate in them;
- to submit proposals for the activities of the ASSOCIATION to the Management Board incl. for accepting and excluding members.

(2) Every member shall:

- work toward achieving the objectives of the ASSOCIATION;
- not harm the reputation and interests of the ASSOCIATION and observe the rules of this Statute;
- work toward raising their public prestige.

Art..15 The membership rights and obligations shall not be transferable and shall not pass on to others in case of death or termination of membership. The exercise of membership rights may be granted by authorization to another person through a power of attorney with notarized signature.

XI. BODIES OF THE ASSOCIATION

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

1. General Assembly;
2. Management Board.

(2) Other subsidiary bodies may be established by decision of these bodies, in order to perform certain actions. The scope of power of such bodies shall be determined by the decision on their establishment.

GENERAL ASSEMBLY

Art..17 (1) The General Assembly is the supreme body of the ASSOCIATION and shall consist of all members.

(2) Members - legal entities shall be represented in the General Assembly by their legal representatives or expressly authorized persons.

(3) The attorney of a legal entity or a natural person can only be a natural person.

(4) Power of attorneys shall be explicitly granted for participation in the General Assembly of the ASSOCIATION and they may be issued for a limited or unlimited number of sessions of the Assembly.

(5) Attorneys shall not be allowed to re-authorize third parties with their rights.

(6) Attorneys can represent several members of the General Assembly (without limitation).

Competence

Art..18 The General Assembly shall:

1. amend the Statute of the ASSOCIATION;

2. elect and dismiss members of the Management Board;
3. decide on the reorganization and dissolution of the ASSOCIATION;
4. adopt the budget of the ASSOCIATION;
6. accept the activity report of the Management Board;
7. hear appeals against decisions of the Management Board on termination of membership;
8. revoke decisions of the Management Board, which contravene the law and/or the Statute of the ASSOCIATION.
9. adopt the Policy of the ASSOCIATION.

Amended at GA of 20.07.2007: P. 9 added with the following content: “adopt the Policy of the ASSOCIATION”.

Sitting

- Art..19 (1) The General Assembly is held at least once annually – Regular General Assembly.
 (2) The General Assembly may be convened at any time by the Management Board - Extraordinary General Assembly.

Convocation

- Art..20 (1) The General Assembly shall be convened by the Management Board. It may be convened at the request of one third of the members of the ASSOCIATION.

(2) If within one month of the request on convening the General Assembly, the Management Board does not send a written invitation to convene the General Assembly, it shall be convened by the court at the headquarters of the ASSOCIATION by the written request of the members or a person appointed by them.

(3) Convocation shall be made by an Invitation, sent as an electronic message to all members of the ASSOCIATION and placed on the information board in the headquarters of the ASSOCIATION. If a member does not use electronic mail or has not provided an email address for correspondence, they should be notified about the date and agenda by sending them a hardcopy Invitation.

Amended at GA of 20.07.2007: The text „published in State Gazette" was replaced with the following text: „by an Invitation, sent as an electronic message to all members of the ASSOCIATION". A new sentenced was added after the end of the previous one: „If a member does not use electronic mail or has not provided an email address for correspondence, they should be notified about the date and agenda by sending them a hardcopy Invitation.”.

(4) The invitation shall contain an agenda of issues proposed for discussion, draft decisions, date, time and venue of the General Assembly and the name of the person/s on whose initiative the meeting was convened.

(5) The period between the sending of the Invitation and the opening of the General Assembly can not be less than a month.

Amended at GA of 20.07.2007: «publication of the Invitation» was replaced by the text „sending of the Invitation ”;

Written materials

- Art..21 Written materials related to the agenda of the General Assembly should be made available to members at the headquarters of the ASSOCIATION no later than the date of publication or sending of the Invitation sent to convene the General Assembly. They shall be presented to each member free of charge.

List of attendees

- Art..22 (1) A list of attending members or their representatives shall be made at the General Assembly. Members and representatives shall verify their presence by signature and legitimate themselves. The list shall be certified by the chairman and secretary of the General Assembly.

(2) The list in the preceding paragraph shall include members who have announced their presence before the time of the first vote after the establishment of a quorum.

Quorum

Art..23 The General Assembly may sit if there are members representing more than half of all members. In the lack of a quorum, the Management Board shall schedule a new session within one hour at the same place and under the same agenda regardless of the number of members.

Voting Right

Art..24 Each member shall be entitled to one vote.

Remuneration from Art. 24 until the end pursuant to GA resolution of 20.07.2007.

Majority

Чл.25(1) The decisions of the General Assembly shall be taken by a majority of attendees.
(2) Decisions under Article 18, items 1 and 3 shall be taken by a majority of two thirds of attendees.

Decisions

Чл.26 (1) The General Assembly shall not take decisions on issues that were not included in the invitation.

Amended at GA of 20.07.2007 – The words kamo dymume „published in the invitation” were replaced by „included in the invitation”

(2) The decisions of the General Assembly shall take effect immediately, unless their effectiveness is delayed or if by law they enter into force upon promulgation.

MANAGEMENT BOARD

Чл.27 (1) The ASSOCIATION shall be managed by a Management Board.
(2) The members of the Management Board shall be elected by the General Assembly for a period of five (5) years.
(3) The Management Board consists of at least 3 (three) people who are members of the ASSOCIATION. Their number shall be determined by the General Assembly.
(4) The Management Board members may be reelected without restriction.
(5) The Management Board members receive no remuneration.

Rights and obligations of the Management Board

Art..28(1) The Management Board members have equal rights and obligations regardless of the internal distribution of functions between members and decisions granting the right of management by the executive members.
(2) The main tasks of each member of the Management Board are:
➤ to seek and submit to the Management Board cases of ill children who need funding for treatment;
➤ to raise funds for the ASSOCIATION, incl. but not only to to organise various events for this purpose;
➤ to participate in the work of the Management Board.
(3) The Management Board members shall perform their duties in the interest of the ASSOCIATION.
(4) Each member of the Board may request the Chairman to convene a meeting to discuss particular issues.

Competence

Art..29 The Management Board shall:
1. admit and exclude members of the ASSOCIATION;
2. decide on opening and closing of branches;
3. decide on participation in other organizations;
4. determine the order and organize the activities of the ASSOCIATION;
5. adopt guidelines and programs on the activities of the ASSOCIATION;

6. adopts procedures for the realization of the main aspects included in the Policy of the ASSOCIATION, which set forth the main principles, objectives and aspects of the activity of the ASSOCIATION;
Amended at GA of 20.07.2007: text edited, previous version: „adopt the Policy of the ASSOCIATION, which governs the basic principles, the objectives of the ASSOCIATION, the criteria for funding, methods of taking decisions, allocation of functions and other operational matters “;
7. adopt other internal acts;
8. appoint liquidators upon termination of the ASSOCIATION, except in case of insolvency;
9. prepare and submit a report on the activities of the ASSOCIATION to the General Assembly;
10. prepare and submit a draft budget to the General Assembly;
11. ensure implementation of the decisions of the General Assembly;
12. consider and resolve all other matters, except those which are within the competence of the General Assembly.

Quorum and Majority of the Management Board

- Art..30 (1) Decisions may be taken if more than half the members of the Management Board are present in person or represented by another member of the board.
- (2) Decisions shall be taken by a majority of two thirds of the members present, unless another majority is provided herein.
- (3) The Management Board may take decisions in absentia if all members are notified in writing of this manner of voting and none has opposed. A person with whom there is a two-way telephone or other connection, ensuring their identification and allowing participation in discussions and decisions, is considered present. The vote of such member shall be verified in the minutes of the meeting by the chairperson.
- (4) The Management Board may take decisions without holding a meeting, in case the minutes of the decision is signed without remarks and objections by all members of the Management Board.

Representation

- Art..31 (1) The Management Board shall elect a chairperson from among its members.
- (2) The Chairperson of the Management Board of the ASSOCIATION shall represent the ASSOCIATION and the Management Board in their relations with third parties.
- (3) The Chairperson of the ASSOCIATION shall:
- convene meetings of the Management Board;
 - organize, manage and supervise the ongoing activities of the ASSOCIATION in accordance with the Statute, the decisions of the General Assembly and the Management Board;
 - represent the ASSOCIATION;
 - store and keep the records of the ASSOCIATION;
 - chair the meetings of the Management Board and enforce its decisions and those of the General Assembly;
 - develop a program of the ASSOCIATION's activity for each year and submit it to the General Assembly for approval;
 - make proposals for acceptance and dismissal of members of the ASSOCIATION;
 - open bank accounts of the ASSOCIATION and operate with them;
 - report on their activities before the General Assembly and the Management Board.
- (4) The Chairperson of the Management Board may authorize other Management Board members to fulfill certain functions or carry out certain tasks.

Secretary and treasurer

- Art..32 (1) The Management Board shall elect Secretary/ies and Treasurer/s from among its members.
- (2) The Secretary shall manage the organizational and administrative activities of the Management Board and coordinate the activity in the regions.

(3) The Treasurer shall manage the financial and economic activities of the ASSOCIATION, and shall collect and keep the funds received, provide them for the implementation of the activities of the ASSOCIATION on the basis of a decision of the Management Board; keep the cost-benefit documentation and make it available for inspection.

Books of the ASSOCIATION

Art..33 (1) Minutes shall be kept at the meetings of the General Assembly and of the Management Board, which shall reflect all discussions, suggestions and requests and decisions taken. Minutes shall be certified by the signatures of the chairperson of the respective body and by the protocol person and shall be bound in special books. Books shall be kept by the chairperson of the respective body. Members of the ASSOCIATION and members of the Management Board may examine the contents of the minute books and have copies or extracts of the minutes.

(2) The ASSOCIATION shall keep a register of its members, where the names and addresses of all members, Personal No. and the name, domicile and address of the management, company file for court registration and BULSTAT of members - legal entities are recorded.

XII. TERMINATION AND LIQUIDATION

Art..34 (1) The ASSOCIATION shall be terminated:

1. by decision of the General Assembly with 2/3 majority of members present;
2. by decision of the district court by domicile of the ASSOCIATION, where there are statutory prerequisites for that.

(2) In case the ASSOCIATION is terminated by liquidation, the Chairperson of the Management Board shall be recorded as a liquidator, unless the General Assembly designate another person as a liquidator. If, after satisfaction of creditors, there is any property remaining, it shall be provided to an organization designated by the General Assembly of the ASSOCIATION.

XIII. SEAL AND LOGO

Art..35 The ASSOCIATION has its own seal and logo, which shall be approved by the Management Board.

XIV. TRANSITIONAL AND FINAL PROVISIONS

§ 1. The provisions of the Law on Non-profit Legal Entities and civil legislation of the Republic of Bulgaria shall apply for the outstanding issues of the Statute.

§ 2. The Statute was adopted unanimously by all present founders of the Constituent Assembly of the non-profit organization "PROtegni Raka" held on 15.02.2005 in the town of Bankya, in witness whereof they have placed their signatures under this Statute, amended at General Assembly held on 27.04.2016 in Sofia.

Management Board:

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Kirila Nedeva-Shtereva

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Ivanka Atanasova

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Elitsa Koleva