S T A T U T E S

OF THE ASSOCIATION TRANSPARENCY INTERNATIONAL BULGARIA

CHAPTER ONE

I. GENERAL PROVISIONS

Article 1.

(1) The **Association Transparency International Bulgaria,** referred to below as **Association** for the sake of brevity, shall be a voluntary, independent, non-political organization of citizens with lasting interests in the sphere of developing studies, analyses and proposals for effective control of corruption. The Association **Transparency International Bulgaria** shall be part of the international network **Transparency International** with a seat in Berlin, which coordinates and organizes the efforts of scholars, scientists, public figures, experts, financiers and citizens for opposing, controlling and curbing corruption both on a national and on an international scale.

(2) The Association Transparency International Bulgaria is a non-profit Association for public benefit activities pursuant to Chapter Three of the Non-profit Legal Entities Act. The Association shall be established for an indefinite period of time.

(3) The Association shall have its logo, attributes and seal.

CHAPTER TWO

II. NAME, SEAT, AND ADDRESS OF THE CENTRAL OFFICE

Article 2.

(1) The Association shall have the name of: Association Transparency International Bulgaria.

(2) Seat of the Association: the city of Sofia, Republic of Bulgaria

(3) (change GA 27.06.2022) Address of the Association: 22, Alexander Stamboliiski Boulevard, Floor 2, Vazrazhdane district, Sofia, Republic of Bulgaria.

CHAPTER THREE

III. AIMS AND OBJECTIVES

Article 3.

(1) The aims and objectives of the Association shall be:

1. (Change GA 29.06.2017) To conduct research on problems related to the civil rights and corruption by mobilizing the efforts of scientists, public figures and experts in the field.
2. To make available the information gathered and the analyses made to the relevant non-governmental organizations and state institutions.
3. To influence public opinion with a view to creating public intolerance to corruption.
4. To secure expert and civil support for activities aimed at restricting and opposing corruption.
5. To maintain international contacts in the same direction.
6. To cooperate with political figures, experts in the state institutions and non--governmental organizations with similar objectives, as well as to create, maintain and reproduce networks, coalitions, etc. aimed at generating and conducting organized public activities on the corruption issue.

(2) (Change GA 29.06.2017) While implementing its goals and tasks the Association take special care of the persons in need of international protection.

CHAPTER FOUR

IV. MEANS AND ACTIVITIES

Article 4.

(1) With a view to attaining the aims stipulated under Article 3 of the present Statutes, the Association Transparency International Bulgaria shall engage in activities related with:

- exchange of experience with similar organizations in the country and abroad;

- conducting lectures, discussion and seminars addressing the issues studied;

- work to raise the professional qualification of the members of the Association in the cited spheres;

- popularizing the results of its activities among the broad public through the mass media and by publishing a monthly information bulletin;
- coordination of the activities of the state and non-state institutions with similar aims and forms of activities;
- conducting marketing studies to facilitate the activities of the Association;
- any other non-profit activities permitted under the Law and in compliance with moral standards, which will contribute to the attaining of the goals set;
- additional economic activities connected with the aims of the Association pursuant to Article 3 of the Non-profit Legal Entities Act.
- The Association shall not distribute profit.

CHAPTER FIVE

V. MEMBERSHIP

SECTION ONE: GENERAL PROVISIONS

Article 5.

(1) Members of the Association may be competent natural persons with established public position and prestige, who are in a position with through their public status and respect for it, as well as through their expert abilities and influence, to contribute substantially to attaining the aims and objectives of the Associations.

SECTION TWO: ADMISSION OF NEW MEMBERS

Article 6.

(1) New members of the Association shall be admitted on the basis of application in writing submitted to the Board of Directors.
(2) (Change GA 13.01.2012) The application shall be submitted to the Board of Directors and shall contain an explicit declaration of acceptance of the present Statutes.
(3) The application for admission of a new member shall be examined by the Board of Directors.
(4) The decision on the admission of a new member shall be reached with a majority of more than half of all members of the Board of Directors attending the meeting.

(Change GA 13.01.2012) Any proposals for relieving of members of the Association shall be included in the agenda of the Board of Directors, announced in advance.

SECTION THREE: RELIEVING OF MEMBERSHIP
Article 7.

A member of the Association shall be relieved of membership upon his application in writing, subject to decision of the Board of Directors, reached with simple majority of votes of the members of the Board of Directors attending the meeting.

SECTION FOUR: EXPULSION OF MEMBERS

Article 8.

(1) A member of the Association may be expelled by decision of the Board of Directors if that member:
   1. fails to comply with the provisions of the present Statutes;
   2. fails to implement the decisions of the General Assembly
   3. (Change GA 18.03.2010) mars the prestige of the Association;
   4. (Change GA 18.03.2010) fails to participate in the work of two successive regular General Assembly meetings

(2) The decision shall be reached with a two-thirds majority of the attending members of the Board of Directors, with the exception of the case under item 4 above when a simple majority of the attending members of the Board of Directors is required.

(3) (Change GA 15.05.2020) The decision may also be reached in the absence of the member of the Association to be expelled in the event that the member in question had been duly invited and had failed to attend without a valid reason. The invitation is to be sent according to art.6.

(4) The Board of Directors shall expel a member of the Association who has been convicted and sentenced to terms of imprisonment with a sentence that has entered into force for a premeditated crime of a general nature, irrespective of subsequent rehabilitation or declared amnesty.

(5) The decision for expulsion of a member under the previous paragraphs may be appealed before the General Assembly of the Association. In these cases the General Assembly shall reach its decision with a qualified majority of two-thirds of the attending members.

(6) (Change GA 27.06.2025) By registered letter with acknowledgment of receipt, sent to the person's last known address.

CHAPTER SIX

VI. RIGHTS AND OBLIGATIONS OF THE MEMBERS

Article 9.

(1) The members of the Association Transparency International Bulgaria shall have the right:

1. to participate in the management of the Association;
2. to participate in all its forms of activities;
3. to make proposals for members of the Board of Directors and to elect them;
4. to be informed about the activities of the Association and of its Board of Directors;
5. to use the property of the Association in accordance with the aims stipulated in the present Statutes;
6. to appeal the decisions of the Board of Directors before the General Assembly when they contravene the Law and the present Statutes.

(2) Membership rights shall be individual. They may not be inherited or transferred.

Article 10.

(1) The members of the Association shall have the obligation:

1. to contribute to the implementation of its aims and objectives;
2. to comply with the present Statutes;
3. to implement the decisions of the General Assembly and pf the Board of Directors.

CHAPTER SEVEN
VII. MANAGING BODIES

Article 11.

The bodies of the Association shall be:

1. The General Assembly – supreme body of the Association;
2. The Board of Directors.

SECTION ONE: GENERAL ASSEMBLY
Article 12.

(1) The General Assembly of the members shall be a collective supreme body of the Association Transparency International Bulgaria pursuant to Article 39, paragraph 1 of the Non-profit Legal Entities Act.
(2) All members of the Association shall participate in the General Assembly.
(3) The decision of the General Assembly shall be mandatory to all members of the Association.

REPRESENTATION
Article 13.

(1) Each member of the Association shall be entitled to one vote in the General Assembly.
(2) Voting by proxy may be allowed. One person may represent not more than one member of the General Assembly on the grounds of a proxy in writing. Reauthorization shall not be allowed.
(3) A member of the General Assembly shall not have voting rights in decision-making on issues concerning:
- himself/herself, his/her spouse or relatives with lineal kinship – without any restrictions, collateral relatives – until the fourth degree of propinquity, or by marriage – until the second degree of propinquity included;
- corporate entities in which the member is manager or is in position to impose or hamper decision-making.

CONVENING
Article 14.

(1)The General Assembly shall be convened by the Board of Directors on its initiative or upon the request of one-third of the Association's members. In the event that the Board of Directors fails to send the invitation for convening of the General Assembly within two weeks-term, it shall be convened by the Court of Justice in the city where the Association's seat is located on the grounds of a request submitted in writing by the interested members or by a person authorized by them.

(2) The invitation shall contain the agenda, date, hour and place of the General Assembly, as well as on whose initiative it is convened.

(3) (Change GA 27.06.2025) The invitation convening the General Assembly shall be published in Commercial Register and Register of Nonprofit Legal Persons part of Registry Agency and posted on the notice board in the building where the Association's registered office is located, at least one month before the scheduled date of the meeting.

(4) The General Assembly may be convened for an extraordinary meeting provided there is a decision of the Board of Directors of the Association to that effect,

or upon request filed by at least one-third of the members. The request shall be addressed to the Board of Directors.

(5) The General Assembly shall be chaired by a Chairperson and a Secretary, elected by a majority of 50 %+ 1 of the attending members.

QUORUM AND MAJORITY

Article 15.

(1) The General Assembly shall be considered to be legitimate if more than half of all members attend.

(2) In the event that the needed number fail to appear, the General Assembly shall be postponed for one hour with the same agenda and venue, and shall be considered to be legitimate irrespective of the number of the Association's members attending.

Article 16.

The General Assembly shall adopt decisions with a simple majority (50% + 1) of the attending members, except for the cases in which a different majority is required under the Law or the present Statutes.

POWERS OF THE GENERAL ASSEMBLY

Article 17.

(1) The General Assembly shall:
   1. adopt, amend and complement the Statutes;
   2. elect and dismiss members of the Board of Directors;
   3. adopt decisions on the transformation and termination of the Association;
   4. adopt the main trends in the activities of the Association;
   5. adopt the budget of the Association;
   6. decide on appeals of decisions of the Board of Directors, including in cases of expulsion of members;
   7. revoke decisions of other bodies of the Association, which contravene the Law, the Statutes and the other acts of the Association;
   8. adopt the report on the activities of the Board of Directors;
   9. adopt other decisions as well, provided for under the Law and in the Statutes.

(2) The decisions under paragraph 1, items 1, 2 and 3 shall be taken with a majority of two-thirds of the members present. All other decisions shall be taken with a majority of more than half of the members present.

(3) The rights under paragraph 1, items 1, 2, 3, 5, 7 and 8 may not be delegated to other bodies of the Association.

(4) The decisions of the General Assembly shall be subject to judiciary control in terms of their compliance with the Law and the Statutes following the procedure provided for under the Law.

SECTION TWO: BOARD OF DIRECTORS

Article 18.

(1) (Change GA 29.05.2015) The Board of Directors shall consist of at least three individuals who are members of the Association.

(2) (Change GA 27.06.2025) The Board Of Directors shall elect from among its members a Chairperson and two Deputy Chairpersons of the Association by a majority of more than half of the members present.

(3) (Change GA 27.06.2025) The Board of Directors shall appoint an Executive Director of the Association and determine their powers in accordance with the law and the Articles of Association.

(4) (Change GM 16.12.2016) The association shall be represented by the Chairperson, jointly and severally with the Executive director of the Association.

(5) (Change GM 18.03.2010) The members of the Board of Directors shall be elected with direct and open voting for a period till five years.

(6) (Change GA 27.06.2025) The term of office shall commence upon registration of the election in the Commercial Register and the Register of Non-Profit Legal Entities and shall end upon the deletion of the relevant registration from the Register. In the event that a member of the Board of Directors resigns, their term of office shall terminate as of the date on which the resignation is submitted, in accordance with Article 20, paragraph 2.

(7) (Change GA 27.06.2025) A person who is a member of the Association may be elected to the Board of Directors. (Repealed by resolution of the General Assembly dated 16 December 2016.)

(8) (Change GA 27.06.2025) The term of office of each member of the Board of Directors is running independently. Where a term of office is terminated prematurely, the newly elected member shall begin a new term of office. Each member of the Board of Directors shall continue to exercise their powers until the newly elected member replacing them is registered in the Commercial Register.

(9) (New provision, adopted by GA 27.06.2025) Members of the Board of Directors may be re-elected to the same position for only one additional term of office.

POWERS OF THE BOARD OF DIRECTORS

Article 19.

(1) The Board of Directors shall:

1. adopt decisions connected with the overall substantive activities of the Association;
2. secure the implementation of the decisions of the General Assembly;
3. dispose of the property of the Association in compliance with the provisions of the present Statutes;
4. draft and submit a report on the activities of the Association to the General Assembly;
5. define the order and organize the activities of the Association, including those in the public benefit, and be responsible for it;

6. determine the address of the Association;
7. adopt decisions on all matters which are not within the powers of another body under the Law or the present Statutes ;
8. fulfill the obligations provided for under the Statutes;
9. provide information on the activities and events of the Association;
10. maintain contacts between the Association and other national and international organizations;
11. organize and secure the activities of the members of the Association, and secure training for them;
12. organize the convening of the General Assembly and report on its activities before it;
13. popularize the aims and the activities of the Association before the state bodies, the academic communities and the general public;
14. draft programmes and plans on the activities of the Association;
15. conduct its own events;
16. admit, relieve and expel members of the Association;
17. require information from the members of the Association on all matters concerning its activities;
18. draft a report to be presented before the General Assembly on the overall work of the Board of Directors and of the Association;
19. coordinate the spending of funds of the Association for attaining its aims;
20. adopt decisions on the opening and closing of other branches;
21. adopt decisions on participations in other organizations;
22. adopt other internal acts;
23. conduct the liquidation of the Association following the decision to that effect by the General Assembly;
24. (Change GM 16.12.2016) The Board of Directors is entitled to establish teams of experts for work according to the relevant directions of the activity of the Association.

RESIGNATION OF A MEMBER OF THE BOARD OF DIRECTORS

Article 20.

(1) Every member of the Board of Directors shall have the right to file his resignation without indicating motives.

(2) (Change GA 18.03.2010) The relieving of that member from his obligations shall occur from the moment of receipt of the application in writing by the Board. In that case the Board of Directors shall be obliged to convene an extraordinary General Assembly for election of a new member.

(3) (Addition GA 13.01.2012) Until a new member has been elected, the functions of the resigning member shall be taken over by the Board of Directors as a whole, when there is nobody else to represent the Association

(4) In the event that the Chairperson resigns, his functions shall be taken over by the Board of Directors.

(5) In the event of death or permanent inability of a member to discharge the functions ensuing from membership in the Board of Directors, paragraphs 2-4 of this Article shall apply.

DECISION-MAKING PROCEDURES OF THE BOARD OF DIRECTORS

Article 21.

(1) (Change GA 18.03.2010) The meetings shall be open and shall be convened and chaired by the Chairperson. The Chairperson shall be obliged to convene a meeting of the Board of Directors upon request in writing by one-third of its members. In the event that the Chairperson fails to convene a meeting of the Board of Directors within one week, the meeting may be convened by any of the interested members of the Board of Directors.

Article 22.

(1) The Board of Directors shall adopt decisions with a simple majority of the members present if more than half of all its members attend that meeting.

(2) Administration of the rights or ownership and limited substantive rights, mortgages and other real rights shall be subject to decisions adopted with a majority of all members of the Board of Directors.

(3) (Change GM 16.12.2016) In all remaining cases the administration of the property of the Association shall be done by means of a decision taken by the Chairperson of the Board of Directors or taken by the Executive Director.

(4) Decisions of the liquidation of the Association shall be adopted with a majority from all members of the Board of Directors.

(5) Decisions concerning the order and the organizing of the activities of the Association, including the public benefit activities, for which the Board of Directors is responsible, shall be adopted by a majority of all members.

(6) When important circumstances necessitate this, the decisions may also be adopted *in absentia*, after consultations. The decision adopted in this way shall be expressed on writing and signed by the members of the Board of Directors at the next meeting. In the event that ratification does not follow, the members who have adopted the decision shall be personally liable for its consequences.

(7) Decisions may also be adopted with the participation of a member of the Board of Directors who is considered to be present if there is a two-way telephone or other form of communication guaranteed the identification of the respective member and allowing his participation in the discussions and decision-making process. Voting in this way shall be certified in the minutes by the person chairing the meeting.

(8) (Change GA 18.03.2010) The Board of Directors is entitled to adopt decisions in events of lack of an assembly meeting, provided that the protocol regarding the decision adopted is signed by all members of the Board of Directors without complaints.

EXECUTIVE DIRECTOR

Article 23. (Change GA 15.05.2020) (1) The Executive Director is elected by the Board of Directors of Transparency International - Bulgaria
(2) The executive director:

1. Organizes the activity of the Association, performs the operative management and manages the association property.
2. Provides the accomplishment of the decisions of the General Assembly of the Board of Directors.
3. Approves rules for holding of competitions, instructions, programmes etc. connected to the activity of the Association.
4. Draws up the report on the activity of the Association and is responsible for its publishing annually.
5. Represents the Association with the Chairperson of the Board of Directors, together and individually.
6. Prepares and approves the Permanent Positions List of the personnel of the association and concludes labour and other types of law abiding contracts with association members and experts.
7. (New one GM 16.12.2016) Takes care of the organization of the preparation of the financial report of the Association.
(3) (New one GM 27.06.2025) The Executive Director may delegate the powers referred to in paragraph 2 to a deputy appointed by the Chairperson of the Board of Directors.

CHAIRPERSON OF THE BOARD OF DIRECTORS

Article 24. (Change GA 18.03.2010, nom. Change GM 13.01.2012) (1) The Chairperson of the Board of Directors:
1. Manages the activity of the Board of Directors.
2. Arranges the ownership of the association in compliance with the Statutes requirements.
3. Submits proposals for growth and development of the activity of the Association to the Board of Directors.
4. (New one GM 15.05.2020) When there is a complaint against a member of Board of Directors, the Chairman of the Board of Directors reports it to the General Assembly. In case the complaint is against the Chairman of Board of Directors, the member of the Board of Directors, who has been assigned by the Board of Directors to perform this function, presents it to the General Assembly.

DELEGATION

Article 25. (Change GA 18.03.2010, nom. Change GA 13.01.2012) The association is represented by the Chairperson of the Board of Directors and by the Executive director, together and individually.

CHAPTER EIGHT
VIII. FINANCING AND PROPERTY

Article 26.

(1) Funds needed for attaining the aims of the Association shall be raised by:
   1. assigning projects with the participation of members of the Association;
   2. revenues from all events organized: seminars, lectures, conferences, training courses in the country and abroad;
   3. donations, aid, subsidies, sponsorship and legacies by Bulgarian and foreign natural and legal bodies, etc.
   4. (Change GA 15.05.2020) commercial activities as provided for within the framework of the Statues of TI-Bulgaria, management and disposal of intellectual property rights, dividends, loans

(2) The Association shall dispose of its property in compliance with the provisions of Article 38, paragraph 1, items 1-5 of the Non-profit Legal Entity Act.

CHAPTER NINE
IX. ARCHIVES

Article 27

(1) The Association shall possess its own archives.

(2) The archives should mandatorily comprise a copy of the Statutes, a copy of the court decision for the founding of the Association, an address sheet, annual planned reports on the activities of the Association, list of the members of the Association, books of the minutes of the sessions of the General Assembly and of the meetings of the Board of Directors.

X. BOOK-KEEPING OBLIGATIONS

Article 28.

The Association shall keep books for the meetings of its collective bodies. The person chairing the meeting of the collective body and the person keeping the minutes shall certify the minutes and shall be responsible for their content.

Article 29.

The Association shall prepare a report on its activities once a year, which shall contain data on:

1. The essential activities, the financial resources spent for them, their link with the aims and programmes of the organization, and with the results attained;
2. The amount of the property received *ex gratia* and the revenues from other fund-raising activities;

3. The report on the activities of the Association shall be public. The notification for its drafting, as well as information about the place, time and way of becoming familiar with it, shall be published in the bulletin of the central register.

XI. DISPENSING OF THE PROPERTY

Article 30.
The Association may dispense of the property *ex gratia* and may engage in the activities aimed at attaining the goals defined under the Non-profit Legal Entity Act and the present Statutes.

Article 31.

The selection of the persons and the ways in which they are assisted by the Association shall be done depending on the aims and the financial potential of the Association in accordance with the declared procedure and rules for conducting the activities. The information on the procedure for the selection shall be public and shall be entered in the central register.

Article 32.

Motivated decision shall be needed for *ex gratia* dispensing of the property of the Association, adopted by the Association's supreme body with two-thirds majority of all its members, when it is in favour of:

1. persons from the composition of its other managing bodies and their spouses, their relatives with lineal kinship – without any restrictions, collateral relatives – until the fourth degree of propinquity, or by marriage – until the second degree of propinquity included;
2. persons who have been in the composition of its managing bodies for up to two years prior to the date on which the decision is to be adopted;
3. legal persons who have financed the Association for up to three years prior to the date on which the decision is to be adopted;
4. corporate entities in which the persons cited in items 1 and 2 above are managers or are in a position to impose or hamper decision-making.

Article 33. (Change GA 13.01.2012) The Association may not conclude deals with the persons stipulated under the previous Article, as well as with corporate entities in which the cited persons are managers or are in a position to impose or hamper decision-making, unless in the event that the deals obviously benefit the Association, or have been concluded under general conditions that have been made public.

TRANSFORMATION

Article 34.
The Association may not be transformed into a non-profit legal entity for conducting private benefit activities.

LIQUIDATION

Article 35.

(1) The liquidator shall be obliged, if possible, to satisfy the creditors of the Association out of the available financial resources, and in the event that this is impossible – after cashing the mobile property of the Association first and then its immobile property.

(2) The property of the Association may not be transferred in any way to:

1. the founders, the present and former members;
2. the persons who have been in the composition of its bodies and its employees;
3. the liquidators, except for the remuneration due;
4. the spouses of the persons under items 1-3;
5. the relatives of the persons under items 1-3 with lineal kinship – without any restrictions, collateral relatives – until the fourth degree of propinquity, or by marriage – until the second degree of propinquity included;
6. legal entities of which the persons under items 1-5 above are managers of or who are in a capacity to impose or hamper decision-making.

PROPERTY AFTER THE LIQUIDATION

Article 36.

(1) The property remaining after the creditors have been satisfied shall be made available, subject to a decision of the Sofia City Court, to a non-profit legal entity chosen to conduct public benefit activities with the same or similar non-profit aim.

CENTRAL REGISTER

Article 37. (1) The association is to be listed into the central register of the Ministry of Justice**,** within the term set by the legislation.

CHAPTER TEN

X. TERMINATION OF THE ASSOCIATION

Article 38.

(1) The Association shall be terminated subject to a decision to that effect by the General Assembly.

(2) The decision for termination of the Association shall be adopted with a two-thirds majority of the members present.

(3) The Association shall be terminated also with a decision of Sofia City Court, if:

- for three months it remains with fewer members than are needed under the present Statute for the formation of a Board of Directors;
- if the activities of the Association contravene the Law or the Statutes;
- Association becomes insolvent.

(4) In the cases under paragraphs 1 and 2, the Board of Directors shall be obliged to inform the Sofia City Court with a view to entering the termination in the respective registers.

XI. SPECIAL PROVISIONS

Article 39.

After the adoption of the amendments to the present Statutes, the chairperson of the newly-elected Board of Directors shall be obliged within a period of seven days to submit a request for entering the amendments in the Association's file in the Register of Non- profit legal entities in the Sofia City Court.

XII. FINAL PROVISION

Article 40.

The present Statutes shall enter into force as of its adoption by the General Assembly of the founding members of the Association.

Article 41.

The Association shall account strictly the expenditures incurred in the implementation of its activities.

Article 42.

For all matters not settled in the Statutes, the relevant legal provisions concerning non-profit legal entities shall be applicable.

BOARD OF DIRECTORS:
Assoc. Prof. Dr. Ognyan Minchev – sgd. Ill

Seal of the Transparency International Bulgaria