

**STATUTE**  
**OF THE NON-PROFIT LEGAL PERSON**  
**ASSOCIATION**  
**"NATIONAL COMMITTEE OF BULGARIA FOR THE WORLD ENERGY COUNCIL"**

**CHAPTER I. GENERAL**

**Article 1** (1). The Association "National Committee of Bulgaria for the World Energy Council", abbreviated as NCBWEC, is a voluntary association of legal and physical persons to carry out non-profit activities.

(2). The association's activities are of socially beneficial nature and it is registered as a non-profit legal person pursuant to the Law on Legal Persons with Non-profit Purposes (LLPNP).

**Article 2** (1). The name of the Association in English is "National Committee of Bulgaria for the World Energy Council", abbreviated as NCBWEC, hereinafter referred to as "Association".

(2). The full or abbreviated name of the Association, seat, address and registration, including BULSTAT number, will be written on all the Association documents and publications.

(3). The Association has a round seal with the name and the seat of the Association.

(4). The signature of the person(s), authorized to sign the outgoing correspondence and documentation, is sealed with this seal.

(5). The Association has its own sign.

(6). The names of the branch offices of the Association are made up of the name of the Association, the indication "branch", and the seat of the branch.

**Article 3.** The Association is a legal person that is separated from the persons that are its members. The Association is responsible for its liabilities and guarantees them with its own property. The Association is not responsible for the liabilities of its members, as well as the members are not responsible for the liabilities of the Association. The members are responsible for the liabilities of the association up to the amount of their entrance (founding contribution).

**Article 4.** The Association is founded without a term of existence.

**Article 5.** The seat of the Association is Sofia and its address is 8 "Triaditza" Str.

**Article 6.** The purposes of the Association are the following:

1. To represent Bulgaria to the World Energy Council and to organize the Bulgarian participation in WEC activities.

2. Separately, or in collaboration with other organizations, to research issues related to the generation, use and supply of all forms of energy having, in the short and long terms, the greatest social benefit and the least harmful environmental impact.

3. To publish and disseminate the results of this research;

4. To exchange energy-related information;

5. To collect, analyze and present the perspectives in the energy sector; to prepare strategic prognoses;

6. To collaborate with other organizations in the energy sector that have similar goals.

**Article 7.** The Association achieves its goals through the following means:

- Participation in research, investigations, technical programs, participation in discussions related to energy issues, and decision making for their implementation;

- Exchange of information through The World Energy Council Global Energy Information Service;
- Noting and analyzing the most important problems in the Bulgarian and global energy sectors, proposing measures for their solution, elaborating strategic recommendations;
- Organization of energy-related seminars and conferences, publications, energy meetings and events;
- Holding regular meetings of the Association and exchange of information among its members;
- Collaboration with other organizations.

**Article 8.** In compliance with Article 2 of the Law on Legal Persons with Non-profit Purposes (LLPNP), the Association defines its activity as "activity devoted to the social benefit".

**Article 9** (1). The subject of activity of the Association is: organization of the Bulgarian participation in the WEC activities, participation in international projects in the energy sector, developed under the aegis of WEC, providing information about WEC activities and dissemination of related materials, participation in projects and working groups, carrying out of research and analyzes, developing energy technologies, publications, and proposals.

(2). According to Article 3 (3) of the Law on Legal Persons with Non-profit Purposes, the Association could carry out business activities that have the following subject: education, conferences and meetings, consulting services concerning preparation of draft programs or documents for sustainable development and energy use for the benefit of the people, and other legal activities.

**Article 10.** Financing sources of the Association:

1. The revenues from the business activity, under Article 8 (2), used for non-profit oriented activities, under Article 6.
2. Fees and other contributions from the members of the Association;
3. Grants;
4. Bequests;
5. Sponsorship;
6. Advertisement, in compliance with Article 3 (3) of the Law on Legal Persons with Non-profit Purposes;
7. Other sources, approved with a decision of the General Assembly.

## **CHAPTER II. MANAGEMENT AND REPRESENTATION**

**Article 11.** Bodies of the Association are:

- The General Assembly,
- The Executive Board.

**Article 12.** The General Assembly is the supreme collective body of the Association and is authorized to take decisions concerning any aspect of the Association's activity.

**Article 13** (1). The General Assembly consists of all members of the Association.

(2) The General Assembly has the following rights:

1. To amend and supplement the Statute;
2. To adopt other internal acts;
3. To elect and dismiss members of the Executive Board;
4. (revoked);
5. To decide to open or close branches of the Association;
6. To decide on participation in other organizations;

7. To transform or terminate the Association;
  8. To adopt the guidelines and work-programme of the Association;
  9. To approve the budget of the Association;
  10. To decide on the liability and amount of the membership fee or property contributions.
  11. To approve the report on the activities of the Executive Board of the Association;
  12. To revoke decisions of the other bodies of the Association, which contradict the Law, the Statute, or other internal acts that regulate the activities of the Association.
  13. To make other decisions allowed by the Statute.
- (3). The rights regarding paragraph 2, section 1, 3, 7, 9, 11, and 12 cannot be devolved upon the other bodies of the Association.
- (4). The decisions taken by the General Assembly are mandatory for all other bodies of the Association.
- (5). The decisions made by the General Assembly are a subject to legal control, regarding their compliance with the Law and the Statute.
- (6). The decisions of the Association bodies, which contradict the Law, Statute, or the previous decisions of the General assembly can be disputed at the meetings of the General Assembly upon the request of interested members of the Association or their body within a one-month period after learning about the decision and no more than one year after the decision has been made.
- (7). The disputes concerning paragraph 6 can be brought to the court, where the Association is registered, by each member of the Association or its body, or by the prosecutor within a one-month period after learning about them and no more than one year after the decision has been taken.

**Article 14** (1). The General Assembly meetings are at least once per year and are appointed by the Executive Board. The General Assembly meeting can be initiated by the Executive Council, or by one-third of the members of the Association settled in the seat of the Association. In the latter case, if the Executive Board does not appoint a meeting by sending a written invitation within a one-month period, it is called by the court, in the settlement where the Association is located, upon a written request of the interested members or their representatives.

(2) The invitation must indicate the agenda, the date, time, location of the General Assembly meeting, as well as the name of the person initiating the meeting.

(3). The invitation is published on the website of the Association, at least one month prior to the appointed date of the meeting.

**Article 15.** The General Assembly is legal, only if more than a half of the members are present. Otherwise, the meeting is postponed by one hour to be held at the same place and with the same agenda and the meeting can be carried out regardless the number of the participants.

**Article 16** (1). Each member of the General Assembly has one vote.

(2). A member of the General Assembly has no right to vote upon decisions concerning the following:

1. the member, his/her spouse or relatives of a direct line of descent (regardless the degree), relatives of the lateral branch (up to a fourth degree), and relatives by marriage (up to a second degree).

2. legal persons, in which this member is Manager or can impose or prevent the decision-making.

(3). One person can represent up to three members at the General Assembly, if this person has a written letter of attorney. Shifting of attorney is not allowed.

**Article 17.** (1). At the General Assembly decisions are made with a majority of the attendees.

(2). Decisions under Article 13 (2), section 1 and 7, are made by at least two-thirds of the attendees.

(3). No decisions can be made regarding issues not included in the agenda, stated in the invitation letter.

**Article 18.** (1) The governing body of the Association is the Executive Board.  
(2). The Executive Board consists of 7 (seven) persons, members of the Association. Legal persons that are members of the Association (if there are such) can nominate for members of the Executive Board persons, who are not members of the Association. The members of the Executive Board are elected for a three-year period.  
(3). The Executive Board elects and dismisses a Chairman and two Vice-Chairmen by open election and a majority of over half of the members.

**Article 19.** The Executive Board has the following rights:

1. To represent the Association through its Chairman, as well as to define the representative power of each of its members;
2. To ensure the implementation of the General Assembly decisions;
3. To manage the property of the Association, according to the Statute;
4. To prepare and present to the General Assembly proposals for the budget of the Association;
5. To prepare and present to the General Assembly a report on the activities of the Association;
6. To determine the order and to organize the activities of the Association, including the socially beneficial ones, and to bear the responsibility;
7. To determine the address of the Association;
8. To make decisions concerning all issues not within the scope of responsibility of another body, by law or by the Statute.
9. To determine the structure, the number of employees and the remuneration of the administrative personnel of the Association, upon proposal by the Chairperson;
10. To admit and expel members;
11. To discharge the duties, stated in this Statute.

**Article 20** (1). The Chairman calls the meetings of the Executive Board at least quarterly and he chairs these meetings. The protocols from the meetings of the Executive Board have to be signed by all present members. The Chairman has to call a meeting of the Executive Board upon written request of at least one-third of its members. If the Chairman does not call a meeting of the Executive Board within a one-week period, any interested member of the Executive Board can call the meeting. If the Chairman is absent from the meeting, than the meeting is chaired by one or the two Vice-Chairmen.

(2) The Executive Board can make a decision only if more than a half of its members are present at the meeting.

(3) A person is defined as present at the meeting also when he/she is connected through telephone or other line that allows his/her identification and participation in discussions and decision-making. The vote of this person is witnessed in the Protocol by the Chairman of the meeting.

(4) Decisions have to be made with a majority of the attendees. Decisions under Article 19 sections 3 and 6, Article 25 (2) – with a majority of all members.

(5) The Executive Board can made without holding a meeting a decision, if the Protocol of this decision is signed without any comments and objections by all members of the Executive Board.

**Article 21.** (1). The Association shall be represented in its relations with third parties by its Chairman.

(2). In the absence of the Chairman, the Association shall be represented to third parties by the vice-chairman or a member officially authorized by him.

**Article 21.a** (1). The General Assembly may elect a person with special merits to the Bulgarian energy for a **honorary chairman** of the Association. The honorary chairman is a natural person, who may not be a member of the Association.

(2). After obtaining his consent, the honorary chairman is elected for a term of three years. The dismissal from the position of honorary chairman is automatic upon expiration of the term or before the termination of the term by a decision of the General Assembly, as well as under the conditions of Art. 23 (1), items 1-3.

(3). The honorary chairman has the right to a deliberative voice during the General Assembly of the Association and the meetings of the Executive Board.

### **CHAPTER III. YOUTH SECTION TO THE NATIONAL COMMITTEE OF BULGARIA FOR THE WORLD ENERGY COUNCIL**

**Article 22.** (1). The Youth Section of the National Committee of Bulgaria for the World Energy Council (YSNCBWEC) shall be an integral part of the NCBWEC. It shall be open on a voluntary basis to members of the NCBWEC who meet the requirements of the World Energy Council's Future Energy Leaders (FEL-100) programme.

(2). The YSNCBWEC shall organize and carry out its activities and tasks in accordance with the Statute, the decisions of the General Assembly and the Board of the NCBWEC and the Rules of Procedure of the YSNCBWEC, which shall be adopted by all its participants.

(3) The adopted Rules of Procedure of the YSNCBWEC, as well as the proposed subsequent amendments thereto, shall enter into force from the moment of approval by the NCBWEC Executive Board.

(4) The person elected to represent the YSNCBWEC, in accordance with the YSNCBWEC Rules of Procedure, may attend the meetings of the NCBWEC Executive Board, expressing opinions and recommendations, but not participating in the voting in decision-making.

### **CHAPTER IV. ENROLLEMENT OF NEW MEMBERS AND TERMINATION OF MEMBERSHIP IN THE ASSOCIATION. RIGHTS AND OBLIGATIONS OF THE MEMBERS**

**Article 23.** (1). Membership in the Association is voluntarily.

(2). 1. The candidate, legal or physical person, submits a written application to the Executive Board, where he/she states that he/she is familiar with and accepts the provisions of this Statute.

2. The Executive Board examines the application of the candidate at the first meeting following its submission.

(3) The candidate becomes a member as of the date of approval of his/her application by the Executive Board.

(4) Each member has a right to participate in the management of the Association, to be informed about its activities, to use its property and the results of its activities in the order stipulated in the Statute.

(5) Each member is obliged to pay a membership fee annually;

(6) The membership fee of each member of the Association is determined by the General Assembly;

(7) A member is liable for the debts of the Association up to the amount of his/her membership fee. A member is not personally liable for the debts of the Association.

(8) Membership rights and obligations, with the exception of property ones, are not transferable and cannot be pass onto other persons in case of death or termination of membership.

**Article 24.** (1). Membership is terminated in the following cases:

1. Upon a request, submitted to the Association.
2. In case of death or judicial disability
3. If the member is expelled;
4. If the legal person of the Association is terminated;
5. If the membership fee is not paid for more than two years;
6. Upon drop-out.

(2). The decision for termination has to be taken by the Executive Council, in case of behavior that makes any further membership incompatible.

(3) Drop-out due to non-payment of the membership fee or regular non-participation in the activities of the Association has to be ascertained by the Executive Council according to documents, certifying non-payment, respectively non-participation.

## **CHAPTER V. TERMINATION AND LIQUIDATION OF THE ASSOCIATION**

**Article 25.** The Association is terminated:

1. with a decision of the General Assembly;
2. with a ruling of the regional court at the settlement where the seat of the Association is located;
  - a) if the Association is not established in compliance with the Law;
  - b) if the activities of the Association contradict the Law, the established behaviour or moral values;
  - c) if the Association is insolvent.

**Article 26.**(1). When the Association is terminated, it has to be liquidated.

(2). The liquidation is carried out by the Executive Board or by a person appointed by the Executive Board.

(3). If the liquidator is not appointed according to paragraph 2, or according to Article 13.(1), section 2 of the Law on Legal Persons with Non-profit Purposes, the liquidator is appointed by the regional court at the settlement where the seat of the Association is located.

4). Regarding the insolvency, the order of liquidation, as well as the rights and obligations of the liquidator are stipulated in the Commercial Law.

**Article 27.** (1). The assets that remain after the payment of all debts to the creditors of the Association are transferred to the legal person appointed with a ruling of the court, carrying out socially beneficial activities with the same or similar non-profit purpose, unless such a legal person has been determined by the Statute or by the Constituent Act.

(2) If the assets are transferred, according to the requirements of the previous paragraph, because of lack of another association that carries out socially beneficial activities with the same or similar non-profit purpose, then the assets are transferred to Sofia Municipality, where the seat of the Association is located.

(3) In the cases of the paragraph above, Sofia Municipality has to allocate these assets to a socially beneficial activity as close as possible to the objectives of the terminated non-profit legal person.

**Article 28.** After the allocation of the assets of the Association, the liquidator is obliged to request the deletion of the registration of the Association by the regional court, where the seat of the Association is located.

## **CHAPTER VI. GENERAL**

**Article 29.** The existence of the Association is not time-limited and is not subject to any termination or suspension condition.

**Article 30.** The accounting activities of the Association are subject to independent audit, according to the Law on Accountancy, if the requirements under Article 39 (3) of the Law on Legal Persons with Non-profit Purposes are met.

**Article 31.** The Association keeps and maintains books with the protocols of the meetings of its collective body and prepares the necessary documents for the register in accordance with Art. 17 to the Non-Profit Legal Entities Act.

**Article 32.** The issues not regulated by this Statute are regulated by the Law on Legal Persons with Non-profit Purposes and by other pertinent regulations.

This Statute was last amended and supplemented by a resolution of the General Assembly of 27.06.2022.