Statute of the Bulgarian Branch Chamber – Machine Building

I. GENERAL PROVISIONS

Art. 1. The Bulgarian Branch Chamber – Machine Building (hereinafter referred to as "the Chamber") is a voluntary association with non-profit purpose for private benefit, established to support, promote, represent and protect the interests of its members. The name may be written in English as: Bulgarian Branch Chamber Machine Building.

Art. 2. The Chamber is not a managerial structure and, through its activities, does not in any way infringe upon the autonomy of its members.

Art. 3. The Chamber carries out its activities in accordance with the legislation of the Republic of Bulgaria and this Statute.

Art. 4. The Chamber is a legal entity with its registered office in Sofia and management address: 1113 Sofia, Shipchenski Prohod Blvd. 18, floor 3, office 303.

II. OBJECTIVES AND MEANS FOR THEIR ACHIEVEMENT

Art. 5. The Bulgarian Branch Chamber – Machine Building shall:

- support the development of the sector;
- represent and protect the interests of its members before state, public and international bodies and organizations;
- assist its members in clarifying and coordinating their common interests in various areas of commercial activity, as well as in organizing and carrying out activities of mutual interest.

Art. 6. The Bulgarian Branch Chamber – Machine Building shall achieve its objectives through the following means:

1. developing strategies and draft legislative acts in the field of economic and sectoral development, as well as proposals for amendments and supplements to existing legislation;
2. participating in the work of consultative councils to state authorities;
3. representing and protecting the interests of its member employers and participating as an employer party in the regulation of industrial relations for companies engaged in machine building economic activities at the national level, including in collective bargaining, resolution of collective labor disputes, personnel qualification, negotiation of minimum social security thresholds by personnel categories, and similar matters;

4. assisting its members in conducting negotiations and concluding transactions, as well as in protection against unlawful actions;
5. supporting its members in increasing the competitiveness of Bulgarian machine building products on international markets, including through the development of quality management systems, energy efficiency and environmental management systems;
6. assisting its members in organizing and participating in international and domestic fairs, exhibitions, conferences and other events;
7. assisting its members in coordinating their common interests to create conditions for achieving a high professional level in the machine building sector;
8. assisting the competent authorities and participating in the development of legislative acts related to the harmonization of technical legislation with European standards;
9. assisting companies in implementing regulatory requirements for healthy and safe working conditions and good practices for workplace health prevention;
10. assisting its members in establishing direct contacts with foreign companies and organizations on the basis of mutual interest;
11. assisting and organizing meetings of managers of companies from individual branches of machine building, between branches, as well as with organizations from other sectors on matters of mutual interest;
12. establishing and developing contacts with organizations abroad similar to the Chamber on issues of mutual interest;
13. assisting in coordinating common interests and actions aimed at achieving a higher quality of education for young people — potential future specialists and workers in the member companies of the Chamber;
14. uniting the efforts of its members for the implementation of research, development and innovation programs of mutual interest.

III. SCOPE OF ACTIVITIES

Art. 7. (1) In order to achieve its objectives, the Chamber carries out the following activities:

1. conducts studies and analyses of the condition and problems in the commercial activity of companies by branches and in machine building as a whole; performs expert assessments;
2. carries out activities assigned by competent authorities in the interest of companies in the sector, including maintaining registers, issuing reliability opinions, references, etc.;
3. provides assistance and organizes training in the areas of implementation of quality and environmental management systems; marketing and management; ensuring healthy and safe working conditions; collective bargaining and others;

4. provides assistance and consultancy on issues related to commercial activity and the preparation of documents required for concluding commercial transactions, licensing and registration regimes, and others;
5. assists in overcoming and voluntarily resolving disputes between commercial entities; in preventing unfair competition and dumping; and in establishing good manufacturing ethics;
6. mediates between employers and trade unions within companies when concluding collective labor agreements;
7. mediates in the event of collective and individual labor disputes and assists in their resolution;
8. provides information on opportunities and assists in participation in fairs and exhibitions, as well as in attracting foreign investment;
9. implements projects financed from local or foreign sources — EU structural funds, other international funds and programs, national funds and other programs that would support the achievement of its objectives;
10. organizes business visits and cooperation exchanges in other countries representing commercial interest for Bulgarian machine building companies;
11. organizes seminars, conferences and symposia;
12. carries out other activities consistent with its objectives.

(2) The activities under paragraph 1 may also be carried out on a commercial basis, with the revenues from such economic activity being used to achieve the objectives of the Chamber as defined in this Statute.

IV. MEMBERSHIP, RIGHTS AND OBLIGATIONS

Art. 8. (1) Membership in the Chamber is voluntary. Bulgarian and foreign legal entities and legally capable natural persons engaged in economic, research, development, information or other activities in the field of machine building or related areas may be members of the Chamber.

(2) The members of the Chamber are regular and associate members.

1. Regular members of the Chamber may be Bulgarian and foreign legal entities and legally capable natural persons directly connected with machine building, who recognize the objectives of the Chamber and the provisions of this Statute.
2. Associate members of the Chamber may be Bulgarian and foreign legal entities and legally capable natural persons directly or indirectly connected with machine building or expressing interest in the activities of the Chamber, sharing its objectives and Statute, such as: vocational schools; higher education institutions; scientific organizations; training centers; holdings; associations; clusters; branch organizations and others.

(3) Political parties and movements may not be members of the Chamber.

Art. 9. (1) Members of the Chamber engaged in the same type of production activity may associate for the purpose of resolving specific issues of their interest, including forming unions within the Chamber.

(2) Members united in a union do not owe a separate membership fee. They elect a leadership and adopt rules for their work.

(3) The unions may use the Chamber's letterhead and logo, indicating their own name beneath it.

(4) To carry out their activities, the unions may use the capacity of the Chamber's staff and collaborators.

Art. 10. The Chamber may establish regional offices in the country. The powers and structure of each office shall be determined individually by the Management Board.

Art. 11. Any natural or legal person within the meaning of the preceding articles may apply for membership by submitting a written request to the Management Board, declaring acceptance of this Statute.

Art. 12. Rights and obligations of the members of the Chamber:

(1) Regular members have the right to:

- elect and be elected to the governing and control bodies of the Chamber;
- participate in the General Assembly and vote in decision making;
- receive assistance and seek protection regarding issues related to their economic activity before state and public institutions;
- receive regular information about the activities of the Chamber and any other information supporting their activity;
- use the services and property of the Chamber and the results of its activities, provided they have fulfilled their financial obligations in accordance with the decisions of the General Assembly;
- provide financial support for the overall activity or specific activities/events of the Chamber through voluntary contributions.

(2) Associate members have the right to:

- participate in the activities of the Chamber;
- participate in the work of the General Assembly with an advisory vote in decision making;

- receive regular information about the activities of the Chamber and any other information supporting their activity;
- use the services and property of the Chamber and the results of its activities, provided they have fulfilled their financial obligations in accordance with the decisions of the General Assembly;
- provide financial support for the overall activity or specific activities/events of the Chamber through voluntary contributions.

(3) Members are obliged to:

- comply with the Statute and the decisions of the General Assembly and the Management Board;
- work towards achieving the main objectives and tasks of the Chamber;
- pay an entrance fee upon joining and regularly pay their annual membership fee within the deadlines set by the General Assembly;
- not use the Chamber in any way for purposes contrary to the Statute or professional ethics;
- provide data for statistical purposes upon request;
- inform the Chamber of changes in addresses, telephone numbers and contact persons.

Art. 13. Membership in the Chamber shall be terminated in the following cases:

1. by unilateral written notice to the Chamber;
2. upon the death or full incapacitation of a member who is a natural person;
3. upon termination of the activity of a member who is a legal entity;
4. by expulsion;
5. upon dissolution of the Chamber.

Art. 14. (1) A member of the Chamber shall be expelled by a reasoned decision of the Management Board in the following cases:

- violation of the Statute;
- actions damaging the reputation of the Chamber;
- non payment of the membership fee by the end of June of the calendar year following the year for which it is due.

(2) The decision shall be taken by the Management Board with a qualified majority of the votes of those present.

(3) The decision for expulsion may be appealed before the General Assembly.

(4) Withdrawal or expulsion does not release the member from financial obligations to the Chamber for the current year.

V. GOVERNING BODIES

Art. 15. The governing bodies of the Chamber are:

1. the General Assembly (GA);
2. the Management Board (MB);
3. the Chairperson;
4. the Supervisory Board (SB).

Art. 16. (1) The General Assembly is the supreme governing body of the Chamber. All members participate in it. The General Assembly is convened with a specified agenda by written invitation sent at least one month prior to the meeting date. The invitation shall contain the agenda, date, time, place of the meeting, and the initiator of the convocation.

(2) Meetings of the General Assembly may be regular or extraordinary:

1. A regular GA is convened once a year by the MB.
2. The MB must convene an extraordinary GA upon the request of 1/3 of the members within two weeks of receiving the request. If the MB does not convene the GA within this period, it shall be convened by the court at the Chamber's registered office upon written request of the interested members or a person authorized by them.
3. An extraordinary GA may be convened by the MB upon request of the SB.
4. An extraordinary GA may be convened by the MB on its own initiative.

(3) The invitation for convening the General Assembly shall be published in one national daily newspaper, posted on the Chamber's notice board, published on its website, and sent to all members by e mail at least one month before the scheduled date.

(4) Minutes shall be kept for the GA meeting, reflecting all decisions and election results. The minutes shall be signed by the chairing person, the minute taker, and the Chairperson of the Management Board.

(5) The General Assembly is considered valid if more than half of all members are present. If there is no quorum, the meeting is postponed by one hour at the same place and with the same agenda and shall be considered valid regardless of the number of members present.

Art. 17. (1) The GA shall adopt decisions on all matters related to the activities of the Chamber, including those provided in Art. 25 of the Non Profit Legal Entities Act, as follows:

1. amends and supplements the Statute;
2. adopts other internal acts;

3. elects and dismisses members of the MB and SB, and determines the number of MB members;
4. adopts decisions on participation in other organizations;
5. adopts decisions on transformation or dissolution of the Chamber;
6. adopts the main directions and program of the Chamber's activities;
7. adopts the Chamber's budget;
8. adopts the activity reports of the MB and SB and releases their members from liability;
9. supervises the management of the Chamber's property;
10. determines the obligation and amount of the entrance and annual membership fees;
11. annuls decisions of other bodies of the Chamber that contradict the law or this Statute;
12. adopts other decisions provided for in the Statute.

(2) Each regular member has one vote in the General Assembly.

(3) Legal entity members shall be represented in the GA by their legal representative, who may authorize another person in writing.

(4) Decisions of the GA are adopted by a majority of the members present. Decisions under items 1 and 5 of Art. 17 require a two thirds majority of the members present.

Art. 18. (1) The Management Board shall consist of no fewer than 9 persons. (2) Members of the MB may be natural persons who represent or are designated by a legal entity that is a member of the Chamber.

Art. 19. The Management Board shall:

1. determine the scope of representative authority of individual MB members, apart from that of the Chairperson;
2. ensure the implementation of GA decisions;
3. elect and dismiss the Chairperson of the Chamber and determine the terms of their engagement;
4. manage the property of the Chamber;
5. prepare and submit to the GA a draft budget;
6. prepare and submit to the GA a draft activity report;
7. determine the procedures and organize the activities of the Chamber and bear responsibility for this;
8. determine and publish on the Chamber's website the main activity priorities and a month by month schedule of key events and activities for the following year by 15 December of the current year, and update the schedule in a timely manner;
9. publish the Chamber's annual activity report on its website;
10. determine the structure and staffing schedule of the Chamber;

11. admit and expel members of the Chamber;
12. appoint a liquidator upon dissolution of the Chamber;
13. determine the address of the Chamber;
14. adopt decisions on all matters not within the exclusive competence of other bodies of the Chamber.

Art. 20. (1) The MB shall meet at least once every three months upon written invitation from the Chairperson, indicating the date, time, place, and agenda. The invitation shall be sent 14 days before the meeting. In exceptional cases, a meeting may be convened within 24 hours, with notification by e mail or telephone.

(2) The Chairperson must convene an MB meeting upon written request of at least 1/3 of the members. If this is not done within one week, the meeting may be convened by any interested MB member.

(3) The MB meeting is valid if more than half of its members are present. A member participating via telephone or other communication ensuring identification and participation in discussions and voting is also considered present. Their vote is recorded in the minutes by the chairing person.

(4) MB decisions may be taken in absentia if the minutes are signed without remarks or objections by all MB members.

(5) The MB adopts decisions by a simple majority of those present, except for decisions under items 4, 7 and 11 of Art. 19, which require a majority of all members.

(6) Minutes shall be kept for the MB meeting and signed by the Chairperson and the minute taker.

Art. 21. The Management Board is elected for a term of 5 years.

Art. 22. (1) The Chairperson of the Chamber is elected by the MB from among its members by a two thirds majority for a term of 5 years.

(2) The Chairperson of the Chamber is ex officio Chairperson of the MB.

(3) Upon proposal of the Chairperson, the MB may elect Vice Chairpersons and determine their powers.

(4) The Chairperson directs the overall activity of the Chamber and represents it.

(5) Operational work is carried out by the Chamber's staff according to the approved structure. Staff members are appointed by the Chairperson under employment contracts in accordance with the Labour Code.

Art. 23. The Supervisory Board consists of 3 members and is elected by the GA by simple majority for a term of 5 years. The SB elects its Chairperson from among its members by simple majority. The SB monitors the implementation of GA and MB decisions, reviews the Chamber's financial condition, and reports its activity to the GA.

VI. REMUNERATION

Art. 24. (1) The elected bodies of the Chamber perform their functions on a voluntary basis.

(2) The staff members receive remuneration in accordance with the applicable legal provisions and in amounts determined by the Management Board.

(3) Members of the Management Board and the Supervisory Board may receive, depending on their engagement, one time annual remuneration within the funds approved by the General Assembly and included in the budget, or remuneration for participation in individual meetings.

(4) Experts engaged as external collaborators shall receive remuneration in accordance with the applicable legal provisions, the contracts concluded, and the work performed.

VII. MAINTENANCE AND FUNDING

Art. 25. (1) The maintenance of the Chamber is ensured through revenues from entrance and annual membership fees, donations provided by domestic and foreign persons, and other lawful sources of income.

(2) All revenues of the Chamber, regardless of their nature and source, shall be used to achieve its objectives.

(3) The revenues of the Chamber may not be distributed as profit among its members.

VIII. PROPERTY AND LIABILITIES

Art. 26. The property of the Chamber consists of: ownership rights over immovable and movable assets, intellectual property rights, securities, shareholdings in companies, and other rights and obligations.

Art. 27. The funds under the Chamber's budget are earmarked. They may not be used for purposes other than those specified in this Statute.

Art. 28. Upon decision of the General Assembly, the Chamber may establish designated funds, including for recognizing distinguished managers of member companies with long term contributions to the development of machine building and the Chamber. The sources and manner of use of such funds shall be determined by the decision establishing them.

Art. 29. (1) The Chamber is liable for its obligations with its property. The Chamber is not liable for the property obligations of its members.

(2) The members of the Chamber are not liable for obligations undertaken by the Chamber as an independent legal entity.

IX. TERMINATION AND LIQUIDATION

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

1. by decision of the General Assembly adopted by a two thirds majority of the members present;
2. by decision of the Sofia City Court in the cases provided by law.

(2) Upon dissolution of the Chamber by decision of the General Assembly, the liquidation shall be carried out by the Management Board or by a person designated by it.

(3) The provisions of the Commerce Act shall apply to the liquidation procedure and the powers of the liquidators.

X. FINAL PROVISIONS

Art. 31. The Chamber has a round seal bearing the inscription “Bulgarian Branch Chamber – Machine Building – Sofia”. The seals may be two: one in Bulgarian and one in Latin script.

Art. 32. The existence of the Chamber is not limited by a term.

Art. 33. For matters not regulated by this Statute, the provisions of the Non Profit Legal Entities Act and other applicable legal provisions shall apply.

This Statute was adopted by decision of the Constituent Assembly held on 02.10.1991, amended and supplemented by the General Assembly on 27.01.1992, and registered by the Sofia City Court by decision of 11.02.1992. It was subsequently amended and supplemented by the General Assemblies held on 29.03.1995, 18.06.1997, 06.11.2001, 05.07.2006, 27.10.2009, 23.11.2017, 17.11.2022, 26.04.2023 and 06.06.2024.