



STATUTES of non-profit legal entity “National Network for Children”

CHAPTER ONE General Provisions

Article 1

1. “National Network for Children” is a non-profit association for pursuit of an activity for the public benefit within the meaning of the Non-Profit Legal Entities Act. The association is non-political and non-religious organisation.
2. The association is a legal entity separate from its members.

The name of the Association shall be “Национална мрежа за децата”, as its abbreviation in Bulgarian shall be НМД. The association is written in English as the National Network for Children with the following abbreviation - NNC.

3. The seat and registered address of the Association shall be:
58 Vitosha blvd., 4th floor, 1463 Sofia, Bulgaria
(България, София 1463, бул. Витоша 58, ет. 4)
4. The full or abbreviated name of the Association, the seat, the registered address and the Bulstat number shall be put on all written documents of the association.
5. The Association is established for an indefinite period of time.

CHAPTER TWO

Objectives and Means

Article 2

1. Definition of the Activity. The Association shall perform activities for the public benefit, expressed in the protection of the rights of the child within the United Nations Convention on the Rights of the Child (UNCRC) on and Declaration of the Rights of the Child, the Optional Protocols to the Convention and the Bulgarian legislation by performing organisational, educational, information, consultation, research and monitoring activity directed towards accomplishment of the missions and achievement of the objectives of the association.

2. The main objective of the Association shall be to strengthen and facilitate the cooperation between similar non-governmental organisations and all stakeholders for the purpose of guaranteeing the rights and welfare of children and families.

3. Sub-objectives of the Association:

- a)** To create and maintain a network of non-governmental organisations in Bulgaria, which shall have functioning and active connections on a national level;
- b)** To facilitate the cooperation between non-governmental organisations working for children and families in Bulgaria and those on a European level and the UN Committee on the Rights of the Child;
- c)** To work towards the establishment of an effective social inclusion policy, where children and families are specially addressed in a way that reflects their common needs and rights and development opportunities;
- d)** To support the civil institutions (civil organisations, research institutes, universities, etc.) in Bulgaria, which work in the field of the rights of the child, so as to make possible successful influencing on the child and family state policy.
- e)** To encourage the participation of children and young people in the decision-making, special attention being paid to the ensuring of partnership with various organisations that engage children and young people;
- f)** To stimulate the formulation of a pro-active uniform position and key messages of the civil society in Bulgaria for the rights of the children and their families.
- g)** To work towards increase of the capacity of the non-government organisations and the stakeholders, by providing accessible information, consultation and training for civil organisations that work on the issues concerning children and family;
- h)** To develop and distribute a methodology for knowledge, information and experience sharing with respect to children and families;

5. The Association shall perform the following additional economic activity pursuant to art.3, par.3 – 5 of the Non-Profit Legal Entities Act, which is related to the subject of its main activity that it is registered for:

- a) educational activity - organization and conducting of trainings, seminars and others;
 - b) consulting (activity)- providing consultations, conducting research, analyses and more;
 - c) publishing - preparation, publishing and distribution of printed matter;
 - d) conferencing activity - organizing and conducting conferences, presentations, seminars, round tables and more;
 - e) other economic activities which are not prohibited by law and which are related and do not contradict the main activity of the Association and contribute to the achievement of its goals.
6. The Association may take part in capital companies only as a limited partner or shareholder.

CHAPTER THREE

Membership, Rights and Obligations of the Members

Article 3

1. The membership in the Association shall be voluntary.
2. The membership in the Association shall be:
 - a/ full membership;
 - b/ associated membership;
 - c/ honorary membership.
3. A full member of the association may be any non-profit legal entity, which:
 - a) is a legal entity registered under the Non-Profit Legal Entities Act
 - b) works for or with children
 - c) has proven experience of no less than three years, in accordance with criteria and procedures drawn up by the Management Board of NNC coordinated with the members of the Association and adopted by the General Meeting
 - d) shares the Association's objectives and the means for the achievement thereof;
 - e) agrees to comply with its statutes and Code of Ethics;
 - f) pays regularly its membership fee;
 - g) accepts and works for the respecting of the rights of the child in accordance with the UN Convention on the Rights of the Child;
 - h) shares the value that every child must live in a family and in an environment close to his/her community.
4. Associated members of the Association may be organisations that are non-profit legal entities registered under the Non-Profit Legal Entities Act having less than three years of experience in the work for or with children or companies that implement children-oriented policies, in accordance with such criteria and procedures as prepared by the Management Board of NNC, coordinated with the members of the Association and adopted at a General Meeting of the Association, which:
 - a) share the Association's objectives and the means for the achievement thereof;
 - b) agree to comply with the statutes and Code of Ethics of the Association;
 - c) pay regularly their membership fee;

- d) accept and work for the respecting of the rights of the child in accordance with the UN Convention on the Rights of the Child;
- e) share the value that every child must live in a family and in an environment close to his/ her community.

5. Honorary members of National Network for Children shall be physical persons who have made a great contribution to the guaranteeing of the children's welfare, respecting and popularisation of the rights of the child.
6. The founders of the association shall be its first members.

Article 4

All members of NNC shall be admitted by the Management Board of the Association, upon observance of the membership rules set forth in the present Statutes. Any candidate for full and associated membership in the Association is to present:

- a) A membership application;
- b) A resource questionnaire;
- c) (Amended by the General Meeting on 14 and 15 June 2013) A resolution of the respective body of the organisation for becoming a member in NNC;
- d) A certified copy of a court decision for registration;
- e) A certified copy of a BULSTAT card;
- f) Statutes or Articles of Association of the organisation;
- g) The Code of Ethics of National Network for Children adopted and signed by the candidate;
- h) all other documents and proofs necessary according to the criteria and procedures for admission of network members, adopted by the General Meeting of the Association

Article 5. Rights and Obligations of the Members

1. Full members of the Association shall have the right to:
 - a) vote in the General Meeting;
 - b) be elected in the management bodies of the Association;
 - c) receive information of the Association's activity;
 - d) submit to the Management Board proposals for development of the Association;
 - e) use the property of the Association and the results from its activity;
 - f) receive support and help in the partnership building.
2. Associated members of the Association shall have the right to:
 - a) take part in the discussions on the work of the Association;
 - b) receive information for the Association's activity;
 - c) submit to the Management Board proposals for development of the Association;
 - d) receive support and help in the partnership building.

3. Full and associated members of the Association shall be bound to:
- a) (Amended by the General Meeting on 14 and 15 June 2013) comply with the Statutes, the Code of Ethics and the resolutions of the management bodies of the Association;
 - b) pay on a regular basis the membership fee determined by the General Meeting;
 - c) work towards increasing of the property of the Association and raising of its public authority.
 - d) actively take part in the Association's activities.

Article 6.

Termination of the Membership in the Association shall take place on the grounds of one of the following grounds:

- a) upon the request of the respective member;
- b) dissolution of the legal entity;
- c) expulsion upon a violation of the provisions of the Statutes, upon systematic or essential non-fulfilment of the membership obligations established by a resolution of the Management Board. The expulsion resolution can be appealed against before the General Meeting of the Association;
- d) Membership shall be lost in case of non-payment of membership fee and non-participation in the activity of the Association for a period exceeding two years. Such loss shall be established by the Management Board on the basis of documents and by a proper resolution, whereby the membership is terminated;
- e) by termination of the Association's activity.

Article 7

Upon termination of the membership in the Association membership fee paid so far shall not be refunded.

Article 8.

Honorary members shall not owe a membership fee.

**CHAPTER FOUR
Bodies**

Article 9

1. The bodies of the Association shall be:
- General Meeting;
 - Management Board;
 - Supervisory Board;
 - Executive Director.

Article 10 General Meeting of the Association

1. The General Meeting shall be a supreme body of the Association. Each member shall be entitled to one vote in the General Meeting. Legal entities shall be represented in the General Meeting by their legal representatives or by a person explicitly authorised in writing. One person can be a proxy of no

more than three members at the General Meeting on the grounds of a written power of attorney, as no reauthorisation shall be allowed.

2. The representative of a member at the General Meeting shall not be entitled to vote with respect to issues concerning:

- a)** the legal entity represented by such representative;
- b)** a legal entity, in which he/she or the person represented by him/her can impose or obstruct the adoption of a resolution;
- c)** him/her personally, his/her husband (wife) or lineal relatives – without restrictions, collateral relatives – up to the fourth degree, or relatives by marriage – up to the second degree, incl.

3. The General Meeting shall be convened for a regular session at least once a year by the Management Board on its initiative or upon the request of no less than 1/3 of the members of the Association. The Management Board shall send an invitation containing the agenda, date, time and place for convention of the General Meeting and specifying on whose initiative it is being convened.

4. The invitation for the session of the General Meeting must contain the agenda, date, time and place for conduction of the general meeting and at whose initiative it is convened. The invitation shall be promulgated in the State Gazette and shall be placed in an announcement place at the office where the association's management is located, at least one month before the scheduled day. After the changes in Art. 26, para. 3 of the Law on Non-profit Organizations published in the State Gazette issue 74 of 2016, effective from 01.01.2018, the invitation shall be announced in the register of non-profit legal entities kept by the Registry Agency and shall be placed in the place of announcements in the building where the association's management is located. , at least one month before the scheduled day.

5. The General Meeting shall be legal if attended by more than a half of the members of the Association. If there is no quorum the session shall be postponed by one hour at the same place and under the same agenda and can be conducted no matter how many members attend.

6. The General Meeting shall:

- a)** amend and supplement the Statutes of the Association;
- b)** determine the main trends of development of the Association;
- c)** (Amended by the General Meeting on 23 June 2017) elect and release from office by secret ballot the members of the Management Board;
- d)** (Amended by the General Meeting on 23 June 2017) elect and release from office by secret ballot the members of the Supervisory Board
- e)** adopt the annual budget of the Association;
- f)** adopt other internal documents of the Association;
- g)** adopt the report on the activity of the Management Board;
- h)** dismiss the members of the Association;
- i)** fix the amount and payability of the membership fee;
- j)** adopted resolutions for transformation and dissolution of the Association;

k) cancel resolutions of the other bodies of the Association that contradict to the law, the statutes or other internal acts regulating the Association's activity.

l) (repealed by the General Meeting on 09 July 2018) decides to participate in other organizations

7. Resolutions of the General Meeting shall be adopted by majority of the attendees.

Resolutions referred to in art.10, par.6, letters a) and j) shall be adopted by a majority of 2/3 of the attendees. As regards issues not included in the agenda announced in the invitation, resolutions cannot be adopted unless all members attend and they agree with the change.

Article 11 Management Board of the Association

1. (Amended by the General Meeting on 23 June 2017)The Management Board shall be a management body of the Association. The Management Board shall consist of 7 (seven) members, who shall be representatives of the legal entities – members of the association. The mandate of the Management Board shall be three years. A member of the Management Board cannot be re-elected for more than two mandates in a row. Representatives of one legal entity cannot be re-elected for more than two mandates in a row.

2. The members of the Management Board shall have equal rights and obligations, regardless of the inner distribution of functions among the members and the resolutions whereby a management right is provided to the executive members.

3. The members of the Management Board shall be bound to fulfil their obligations in the interest of the Association and to keep the secrets of the association even after they are no longer members of the board.

4. The newly elected member begins an independent mandate.

(Amended by the General Meeting on 14 and 15 June 2013) In case of early termination of the mandate of a member of the Management Board, a new member shall be elected to substitute such member. The newly elected member shall finish the mandate of the previous member.

In case of early termination of the mandate of a member of the Management Board, such member shall continue performing their functions until the election of new one, unless it is impossible for objective reasons.

5. The Management Board shall:

a) ensure and control the execution of the resolutions of the General Meeting;

b) elect among its members a Chairperson of the Management Board;

c) elect and release from office the Executive Director of the Association;

d) prepare and present to the General Meeting proposals for development of the Association;

e) determine the procedure and organise the performance of the Association's activity and bear liability for this;

f) carry out liquidity, respectively appoint a liquidator of the Association;

g) admit the members of the Association;

h) prepare and submit to the General Meeting proposals for the annual budget of the Association;

i) (Amended by General Meeting on 30 May 2016) adopts a resolution on the acquisition, management and alienation of real estate and property rights over them;

j) prepare and submit the annual report on the activity to the General Meeting;

k) determine the address of the Association;

l) discuss and resolve all issues, except for those that fall within the competence of the General Meeting.

m) adopt a resolution for participation in other organisations.

6. The sessions of the Management Board shall be convened no less than three times a year by the Executive Director and shall be presided over by the Chairperson of the Management Board. The Executive Director shall be bound to convene a session of the Management Board upon a written request of one third of its members. If the Executive Director fails to convene a session of the Management Board within one week, it can be convened by each of the interested members of the Management Board. If the Chairperson of the Management Board is absent, the session shall be presided over by a member of the Management Board determined by the latter.

7. Sessions of the Management Board shall be conducted if the session is attended by more than a half of its members, as resolutions shall be adopted by simple majority of the attending members, and resolutions referred to in art.11, par.4, letters e), f) and i) – by simple majority of all members.

8. A person shall be considered to attend a session if such person is connected by a bilateral telephone or other connection guaranteeing the establishment of such person's identity and allowing such person's participation in the discussion and decision-making. Such member's vote shall be certified in the minutes by the chairperson of the session. The Management Board may adopt resolutions even if no session is conducted, if the minutes for the adopted resolutions are signed personally without notes and objections with this respect by all members of the Management Board.

9. The bodies of the Association shall keep the minutes from the sessions in the Secretariat.

Article 12 Supervisory Board of the Association

1. The Supervisory Board shall consist of 3 (three) members who shall be representatives of the legal entities members of the Association. Before the conduction of an election of members of the Supervisory Board, the members – legal entities who make a proposal for a member of the Supervisory Board shall be bound to submit a resolution of their respective body for determination of the physical person they nominate.
2. The members of the Supervisory Board shall be elected immediately after the election of the Management Board and their mandate shall coincide with the mandate of the Management Board. The candidates must attend the General Meeting in person or, if they are obstructed to attend by valid reasons, they must submit their written consent to be candidates for the Supervisory Board.
3. As regards issues concerning the election, length of mandate and early termination of the mandate the provisions governing the Management Board shall apply accordingly.
4. At its first session after the election the Supervisory Board shall elect out of its members a Chairperson of the Board.
5. The Supervisory Board shall sit for regular sessions upon resolution of its chairperson, upon the request of any of its members or upon the request of a member of the Management Board. The session shall be regular if attended by at least two of the members of the Supervisory Board.
6. The resolutions of the Supervisory Board shall be adopted by a majority.
7. The members of the Supervisory Board may attend the sessions of the Management Board with the right of a consultative vote.

8. The Supervisory Board shall make an inspection of the economic condition of the Association at the end of each financial year.
9. The Supervisory Board shall report its activity to the General Meeting.
10. The Supervisory Board shall:
 - (1) see to the observance of the Statutes;
 - (2) see that the resolutions of the Management Board are in accordance with the resolutions of the General Meeting, the Bulgarian legislation, the Statutes and the Association's internal acts;
 - (3) exert control over the proper management of the property and spending of the funds of the Association, and in case of established violation it shall refer to the Management Board;
 - (4) examine and submit an opinion on the balance sheet and the profit and loss account of the Association before the Management Board;
 - (5) (Amended by the General Meeting on 14 and 15 June 2013) Elect an auditor of the Association

Article 13

1. The Executive Director of the Association shall be elected by the Management Board.
2. The Executive Director shall take part in the work of the Management Board with a consultative vote.
3. The Executive Director shall have the right to perform all actions and transactions that are related to the Association's activity, to represent the Association before third parties and to authorise other persons to perform certain actions.
4. (Amended by the General Meeting on 30 May 2016) The Executive Director executes the resolutions of the Management Board concerning the the acquisition, management and alienation of real estate and property rights over them.
5. The Executive Director of the Association shall:
 - a) direct the Association's activity and the allocation of the resources within the approved projects and the annual budget of the organisation;
 - b) represent the Association;
 - c) appoint and dismiss from office employees.
6. The Executive Director of the Association shall be liable for its activity before the Management Board.

CHAPTER FIVE Representation

Article 14

The Association shall be represented by the Executive Director and shall bear full, financial, material and moral liability to the management bodies of the association and the legislation in the Republic of Bulgaria.

CHAPTER SIX

Property

Article 15

1. The property of the Association shall consist of money, moveable and immovable assets rights in them, as well as all other assets permitted by the law.
2. The property of the Association consists of embership fee, funds received as a donation or from last wills in favour of the Association, incomes from the performance of additional economic activity, as well as from all other means of acquisition admissible under the law.

CHAPTER SEVEN

Annual closure

Article 16

1. Every year, until the end of February, the Management Board shall draw up an annual financial statement and report on the activity, for the past year, and submit them to independent auditors in the cases provided for by the law.
2. The report on the activity shall contain a description of the course of activity and the condition of the association and an explanation of the annual financial statement.
3. For the purposes of the organisation a compulsory independent audit shall be made by the registered auditors.

Article 17

1. The adoption of the year-end closure shall be carried out on the basis of the annual financial statement, the report on the activity and the registered auditor's report, which shall be adopted by the Management Board and then shall be submitted for discussion at the regular General Meeting convened for this purpose.
2. The Association shall not distribute profit and dividends among its members.

CHAPTER EIGHT

Dissolution and Liquidation

Article 18

1. The Association shall be dissolved by a resolution of the General Meeting.
2. In case of dissolution of the Association, liquidation shall be carried out by the Management Board or by a person determined by the latter.
3. The distribution of the property remaining after the satisfaction of the creditors shall be carried out by a resolution of the General Meeting in accordance with the provisions of art.44 of the Non-Profit Legal Entities Act.

CHAPTER NINE
Final Provisions

Article 19

1. Disputes arisen in the course of application and interpretation of the present Statutes shall be settled by negotiations or mediation between the disputing parties, and if conciliation cannot be reached, they shall be resolved by the court.
2. Issues not settled herein shall be governed by the effective legislation of the Republic of Bulgaria.

EXECUTIVE DIRECTOR:

GEORGI BOGDANOV