

ARTICLES OF ASSOCIATION
OF A NON-PROFIT ORGANIZATION, ACTING IN THE PUBLIC BENEFIT
ASSOCIATION OF PROFESSIONAL PHOTOGRAPHERS
/APP/

These Articles of Association have been approved at the Constituent Assembly of its founding members on 26th March 2016 in Sofia city, Bulgaria.

We, the founders of a non-profit organization, acting in the public interest entitled '**Association of Professional Photographers**' hereinafter referred to as APP, have decided to adopt these Articles of Association, as follows:

I. GENERAL PROVISIONS

Article.1 This is a voluntary non-political and non-profit organization of individuals, acting in the public interest and **principally engaged in** formulating proposals for future regulations, effective collective protection of photographers' professional, social and copyright interests.

Article.2 APP membership is open to all individuals, sharing its goals and resources and meeting the requirements, laid down herein.

Article.3 This association has been formed and conducts its activities in accordance with the laws of the Republic of Bulgaria, the EU regulations and these Articles of Association.

Article.4 The association can be a collective member of other organizations in Bulgaria and abroad, having similar to the aforementioned scope of activity, upon a decision of the its Management Board, made by a qualified majority of 2/3 of its members.

Article.5 The Association shall utilize its assets for asserting cultural and technological achievements in the photographic domain, aiding the personal and professional development of professional photographers and for the public protection of their copyright.

II. NAME AND REGISTERED OFFICE

Article.6 The Association's name in Bulgarian is „Асоциация на професионалните фотографи” and in English - “**Association of Professional Photographers**”.

Article.7 Its registered office and head office address is apartment building 94, floor 1, apartment 1, Druzhba Residential District, Sofia city, Bulgaria.

III. OBJECTIVES AND ACTIVITY. MEANS TO ACHIEVE THEM

Article.8 The Association's main **objectives** are:

A. Promoting photography as a profession and generally upholding photographers' positive image;

B. Serving as a generator of ideas and initiatives for protection of the guild's professional interests;

C. Facilitating communication among professionals in regards to the photographic profession;

D. Preparation and drafting of motivated proposals for legal regulation of professional photographers' rights and obligations;

E. Facilitating professional contacts between professional photographers and other professional photographers' organizations;

F. Activities for establishing an aid fund for members in case of illness, incapacity to work, accident at work, etc.

G. Activities for maintaining and enriching the Association's archive and paving the way to establishing a museum of photography in Bulgaria.

H. Other objectives, not prohibited by the Bulgarian laws, as determined with a decision of the General Assembly;

Article.9 The **means**, through which the Association shall achieve its objectives, are:

A/ Elaboration, structuring, implementation and control on the observance and popularization of the professional requirements for acknowledging a '**professional photographer**' capacity;

B/ Elaboration, popularization and maintaining a Professional Photographer's Code of Conduct;

C/ Establishment of quality standards for professional photographers' work and upholding the Association's positive image and positioning it as a public guarantor for the professionalism of any and all of its members;

D/ Liaising with other professional photographers' organizations; association; exchange of experience; travelling exhibitions; international and cross-border cooperation as a prerequisite for development of large projects in the photographic domain;

E/ Establishment of annual awards in the field of photography; organization of exhibitions, seminars and other public events;

F/ Enhancing the initial and subsequent professional qualification of photographers throughout their career practising activities;

G/ Creation of a bilingual website for the Association – in English and Bulgarian languages;

H/ Promoting photography as a science and art; drafting of new curricula, courses, seminars and tutoring in turning photography into an ever more popular and desired field of study;

I/ Promoting photography as an activity, profession and art, carrying out advertising campaigns, related to photography and its professionals;

Article. 10 The Association is an organization, **acting in the public interest**. It shall not be reorganized into a non-profit legal entity, acting in some private interest.

IV. INCOME AND ASSETS

Article. 11 The Association generates its income and assets from:

- proceeds from subscription fees;
- monthly contributions of the founders, forming an annual membership fee, to be determined for each calendar year with a decision of the Management Board;
- individual and collective donations and sponsorships;
- voluntary non-cash contributions;
- other sources, non-prohibited by law.

Article.12 The Association's cash funds are being kept in bank accounts in Bulgarian leva and euro, while maintaining no more than BGN 1000 (one thousand) leva in available cash. The Chairperson shall be entitled to spend funds upon the Management Board's approval.

V. MEMBERSHIP. RIGHTS AND OBLIGATIONS

Article.13 Membership in the Association is voluntary.

Article.14 The Association's members can be individuals, having the proper capacity and meeting the following requirements:

- A. Individuals, practicing photography as a primary occupation;
- B. Freelance photographers, meeting the criteria for professionalism;
- C. Honorary members with contribution to photography;
- D. Students in the field of photography;

Article.15 Admission of new members shall be made by the Management Board on the basis of:

(1). A written motivational membership application and a declaration that the candidate accepts the Articles of Association and undertakes to abide by those;

- (2). Letters of reference from two regular members of the Association;
- (3). Submission to the Association of 10 copyrighted works of their choice in digital format with inventory list and statement, which to be included in a Bulgarian Photographic History Fund, the Association's archive and for advertising it, as well as the portfolio of the respective member.

Article.16 The members shall not be personally accountable for the Association's liabilities.

Article.17 Membership rights and obligations shall be non-transferable and shall not pass onto third parties in case of death.

Article.18 Carrying out of membership obligations and exercising membership rights shall be personal and shall not be transferred to others, except in the cases provisioned herein.

Article.19 The Association's members shall be entitled to:

- a) Elect and be elected in the Association's managing bodies;
- b) Participate in the Association's General Assembly either in person or through a representative, authorized in writing, as each member may represent no more than one of the other members;
- c) Stay informed of the Association's activities and require an activity report from its managing bodies;
- d) Submit written motivated proposals for decision-making by the General Assembly or the Management Board; make proposals for amending or supplementing these Articles of Association, as well as other issues, pertaining to the Association's activity;
- e) Table for discussion all matters, connected to the Association's scope, objectives and assets of the association; submit written motivated proposals for their resolving and seek assistance in connection with their resolving in the Association's favour;
- f) Make voluntary non-cash contributions;
- g) Voluntary resign from the Association with a three-month notice;
- h) Each member shall be entitled to be professionally protected;
- i) Each member shall be entitled to a membership card;
- j) Declare their membership in the Association in adverts, articles, their own website, business cards, etc.
- k) Quote the results of the Association's activity as per the provisions hereof.

Article.20 The Association's members shall be obliged to:

- a) Abide by these Articles of Association and the decisions of the General Assembly and of other managing bodies;
- b) Contribute to achieving the Association's objectives and conducting of its activities;
- c) Pay a subscription fee in amount, as stated herein at the time of the application submission and an annual membership fee in amount and within deadlines, as defined by the Management Board for each calendar year;
- d) Refrain from using their membership in any way whatsoever for achieving objectives, contradicting to these Articles of Association;
- e) Protect and uphold the Association's authority in Bulgaria and abroad;
- f) Participate in the Association's activities and contribute to achieving its objectives;
- g) Honorary members shall not owe any fee, while students shall pay a fee, mandatory reduced by the Management Board down to 50% of the regular one;

Article.21 Membership in the Association can be terminated with a decision of its Management Board upon:

- a) a filed in written letter of voluntary resignation with a three-month notice, pursuant to Article 15 hereof;
- b) death or incapacity mandate of any member of the Association;
- c) exclusion of a member;
- d) non-payment of a subscription fee and/or the annual membership fee after an explicit written notice and following the expiry of a one month thereafter or systematic lack of involvement in the Association's activities, ascertained with a decision of the Management Board;
- e) termination of the Association's activities.

Article.22 Exclusion of a member of the Association shall be performed by the Management Board with a decision, made with a simple majority vote of all its members and as proposed by the Association's Chairperson in the cases when:

a) a member of the Association has not paid their membership fee within the time frame, designated by the General Assembly, unless there are objective reasonable grounds or after submission of a written request for payment within appropriate deadline, as specified in the previous Article;

b) a member of the Association behaves in such a way, which is incompatible with the Association's reputation, name, objectives and goals.

Article.23 Decision of the Management Board for exclusion from membership in the Association may be appealed against by the excluded member in person before the General Assembly. The General Assembly shall make a final decision with a majority vote of 2/3 of the members present upon a quorum of 50% plus one of all its members.

VI. NON-CASH CONTRIBUTIONS

Article.24 The Association allows for voluntary cash and/or non-cash contributions.

Article.25 Voluntary non-cash contributions shall be made upon the Management Board's consent, given with the simple majority vote of all its members.

Article.26 (1) Subscription fees of individuals shall be determined by the Management Board.

(2) Upon the Association's establishment a constituent subscription fee shall be collected from its founders, amounting to BGN 50 (fifty Bulgarian leva) per founder.

VII. MANAGING BODIES

Article.27 The Association's bodies are:

a) the General Assembly of its members;

b) the Management Board;

Article.28 (1) The General Assembly is the Association's supreme body.

(2) All full members participate in the General Assembly, each having only one vote entitlement. An individual may represent no more than one member of the General Assembly under a written power of attorney for each individual session. Sub-delegation of powers shall not be allowed.

Article.29 Members of the General Assembly shall not be entitled to vote on matters concerning:

a) themselves, their spouses, relatives in direct line of descent without limitations, relatives in collateral line up to the fourth degree and relatives through marriage – up to second degree inclusive.

b) legal entities in which the respective member is manager or may impose the making or impeding of decisions.

Article.30 The General Assembly shall be entitled to:

a) amend or supplement these Articles of Association

b) adopt other internal decisions;

c) elect and release from their obligations members of the Management Board;

d) consider and rule on complaints about acceptance or exclusion of members;

e) make decisions on opening and closing of branches;

f) decide on participation in other organizations;

g) make decisions on the Association's reorganization or termination with a majority of 2/3 of all members;

h) approve the main guidelines and programmes of the Association's activities;

i) approve of the Association's annual budget;

j) determine the amount and payability of the membership fee;

k) approve of the Management Board's activity report;

l) cancel decisions of the Association's other bodies, which contradict the law, these Articles of Association or other internal acts, regulating the Association's activities;

m) make decisions on acquisition, management or encumbrance of immovable property with qualified majority of 2/3 of the members present under the provisions of Chapter Three of the Non-profit Legal Entities Act;

n) determine and change the Association's seat and registered office;

o) make other decisions, as provisioned herein.

Article.31 Rights provisioned in: **a), c), g), i), k), l)** and **n)** of the preceding Article shall not be assigned to other bodies of the Association.

Article.32 Decisions of the General Assembly shall be subject to judicial review only with regard to their legality and compliance with these Articles of Association. Disputes as to the legality and compliance herewith of the General Assembly decisions may be brought before the Association's court of registration by any member of the Association or by a governing body of its, or by the prosecutor within one month of becoming aware of those and no later than one year of the decision's date.

Article.33 Decisions of the Association's bodies contradicting the law, these Articles of Association or a preceding decision of the General Assembly may be challenged before the General Assembly upon request of the members or bodies concerned. The request shall be filed within a month of becoming aware of those and no later than one year of the decision's date.

Article.34 The General Assembly shall be convened at least once a year by either its Management Board or the Chairperson on their sole initiative, as well as upon request of 1/3 of the Association members. If in the latter case the Management Board fails to submit a written request for convening a General Assembly meeting, the latter may be called by the Association's court of registration upon the interested members' written request.

Article.35 (1) A General Assembly meeting shall be convened as per the Non-profit Legal Entities Act with a written invitation, sent via electronic mail and put at the notice board at the Association's head office address or website no later than a week prior to the scheduled event. The text of the invitation shall be sent simultaneously to all members of the Association at their email addresses, stated in advance.

(2) The invitation shall have to contain the agenda, date, time and venue of the meeting, as well as data on whose initiative the General Assembly is being convened.

Article.36 The General Assembly is considered lawful if more than half of its members are present. In case of lack of quorum, the meeting shall be postponed with one hour at the same venue and with the same agenda and shall be held regardless of the number of members present.

Article.37 General Assembly decisions shall be made with the majority vote of the members present, except in the cases provisioned in **Article 30, indents a) g) and n)** for which a qualified majority of 2/3 of the Association's members is required. Other decisions, explicitly provisioned herein shall be made with the respective majority, as provisioned for in the respective Articles.

Article.38 The Management Board comprises 5 members, elected by the General Assembly for a three-year mandate.

Article.39 (1) The Management Board appoints from its members a Chairperson and a Secretary of the Association.

(2) The association is represented by the Chairperson.

Article.40 The Management Board shall also be entitled to:

a/ determine the volume of the particular responsibilities of its individual members as regards the implementation hereof and approves of the rules and regulations for conducting activities in the public interest, which rules and regulations shall be registered with the Public Register at the Ministry of Justice;

b/ ensure the implementation of the General Assembly decisions;

c/ dispose of the Association's property while abiding by the law and these Articles of Association;

d/ draft and submit to the General Assembly the annual budget report;

e/ draft and submit to the General Assembly the report on the Association's activities;

f/ determine the procedure and organize the Association's activities, including those in the public benefit and bear responsibility for its acts;

g/ make decisions on all matters, which by law and these Articles of Association do not fall into the scope of another body's rights;

h) perform the responsibilities, envisaged herein and entrusted to it by the General Assembly;

i) appoint and dismiss administrative and technical support staff against consideration;

j) nominate a liquidator.

Article.41 Management Board meetings shall be held at least once per quarter. The Chairperson shall be obliged to convene a Management Board meeting upon the written request of 1/3 of the Management Board members. Upon the Chairperson's failure to convene a meeting within a month of the request, such may be called by any of the interested Management Board members, while abiding by the law and these Articles of Association.

Article.42 Management Board meetings shall be deemed regular if attended by at least three of its members. In the Chairperson's absence, the meeting shall be chaired by one of the Management Board members, elected with the majority vote of the members present.

Article.43 Decisions of the Management Board shall be made with the simple majority vote of its members, except in the cases, provisioned in Article 32, Para IV of the Non-profit Legal Entities Act.

Article.44 By exception the Management Board can also make decisions in absentia in case the minutes for the made decision are signed clean of any comments or objections by all Management Board members, except in the cases, provisioned in Article 32, Para IV of the Non-profit Legal Entities Act.

VIII. TERMINATION OF THE ASSOCIATION

Article.45 The Association's existence shall be terminated in the following cases:

a) upon decision of the General Assembly;

b) upon ruling of the Association's court of registration when:

- its establishment has not been made in accordance with the provisions of the law;
- it conducts activities contradictory to the laws, public peace or morality;
- it has been declared bankrupt.

Article.46 Termination involves liquidation. Liquidation shall be conducted by either the Management body or a liquidator, appointed by it.

Article.47 The liquidation proceedings and the liquidator's powers, as well as cases of bankruptcy and insolvency, shall be subject to the provisions of the Commercial Code.

Article.48 (1) Allocation of the remaining property after its creditors have been remedied shall be determined by the Association's General Assembly.

(2) Upon the Association's liquidation and after its creditors have been remedied no allocation of the remaining property shall be made among the Association's members.

(3) The General Assembly may contribute the remaining property, left after the liquidation, to another non-profit legal entity, acting in the public interest and having objectives, close to those of APP.

Article.49 After the allocation of the property, the liquidator shall be obliged to request from the Association's court of registration to obliterate the entry of the Association's legal entity.

IX. PERIOD

Article.50 The Association is being formed for an unspecified period of time.

X. FINAL PROVISIONS

Article.51 (1) The minutes of Management Board and General Assembly meetings shall mandatory be signed by the Chairperson and by the record-keeper in the cases when the latter is a member of the Association. When the Chairperson is not present at the meetings, the minutes shall be signed by at least three Management Board members.

(2) The minutes of the Constituent Assembly shall be signed by all founders.

(3) The association shall keep and maintain books in which it shall register all minutes from its Management Board and General Assembly meetings.

(4) Each year the Managing Board shall prepare an annual report on its activities in the public interest, which report shall be submitted by the end of February to the Central Register with the Ministry of Justice. The annual financial statements for the previous year shall be also submitted to the Central Register within the same deadline.

Article.52 To all issues not provided for herein the provisions of the Non-profit Legal Entities Act shall apply.

Signatures of the founders: