

STATUTE  
OF NON-PROFIT ASSOCIATION  
“NATIONAL CLUSTER FOR INTELLIGENT TRANSPORT AND ENERGY  
SYSTEMS”

(established for private benefit)

## INTRODUCTION

The Cluster is a voluntary association of companies representing various industrial and inter-industry sectors of production in a particular region, in this case – in Bulgaria, the countries of the Danube Region and the Black Sea Basin. The aim is to achieve a more efficient concentration of resources to improve competitiveness in as many areas of business as possible and to expand the range of resources of each participant, to support the development of scientific and practical projects in the field of Intelligent Management and Control Systems prioritizing the areas of transport and energy, as well as in the fields of environment and economy. Thus opportunities are created to organize a group of producers – legal entities, sole proprietors and individuals around one or more products or services unifying them, in order to be attractive to Bulgarian and foreign investors.

“National Cluster for Intelligent Transport and Energy Systems” (**NCITES**) is organized on a technological and market geographical basis. It covers mainly companies in the field of telecommunications, information technology, transport and energy technical infrastructure. Other companies and organizations servicing the sector are also involved in it, as well as research, teaching and application units and representative organizations of business.

The association is actively involved in the production of national and European standards related to management systems of intelligent systems in transport and energy.

## **I. GENERAL**

### **Status**

Article 1. (1) The association is a legal entity, separate from its members, incorporated under the provisions of the Non-profit Legal Entities Act and the Statute.

(2) The association is liable for its obligations with its assets.

(3) Members of the association are not liable for its obligations.

(4) Members are liable to pay membership fees due.

### **Name**

Article 2. (1) The name of the association is:

**“NATIONAL CLUSTER FOR INTELLIGENT TRANSPORT AND ENERGY SYSTEMS”**.

In English, the name is written as follows :

**“ National Cluster for Intelligent Transport and Energy Systems (NCITES) ”**.

(2) The name of the association, its logo, registered office, address, court of registration, number of court registration, tax identification number and BULSTAT shall be specified in any written statement on behalf of the legal entity.

### **Registered Office and Management Address**

Article 3. The registered office and address of the association is as follows: Republic of Bulgaria, Sofia 1619, 81 Nikola Petkov Blvd.

### **Term**

Article 4. The association is not limited by time or any other condition for termination.

### **Determining the Type of Activity**

Article 5. The association operates for private benefit, which is expressed in forming, presenting and protecting the associated interests of its members.

### **Main Objectives of the Association**

Article 6. The main objectives of the association are as follows:

1. Development of policies and strategies to support the implementation of intelligent transport and energy systems in the country and the region;
2. To promote the pooling of resources among its members, and between members of the cluster and economic partners from other countries;
3. To develop and propose strategic investors for investment projects for technological innovation and implementation of innovations to reduce the cost of the final product;
4. To support the development of market principles in the process of integration of the national economy in the global market economy;
5. To protect the interests of its members before the legislative, executive and local authorities, as well as the trade unions;
6. to advocate for the development of a favorable legal and financial framework, to help create a favorable tax and investment environment that encourages the creation of new jobs;
7. To encourage its members by helping to create a favorable economic environment for the development of their business and to enhance their competitiveness and services on the international market;
8. To contribute to the security of the turnover, based on the principles of ethics, honesty in market behavior, and attainment of mutual interest;

9. To work for equitable access to the resources of the state and of international organizations to support the development of projects related to the implementation of smart management systems in transport and energy sectors;
10. To develop a sustainable and dignified presentation of the cluster network within the EU and other countries and regions;
11. To improve the system to enhance the education and training needs of the "cluster" network;
12. To implement programs and projects to improve working conditions in enterprises – participants of the cluster network;
13. To shorten the path for implementation of projects related to intelligent transport and energy systems, from their concept to their implementation.

### **Means (Ways) to Achieve the Objectives of the Association**

Article 7. The means by which the association will achieve its objectives are:

1. Joining forces through joint initiatives of mutual interest to enhance the competitiveness of the cluster members in accordance with the requirements and pressure from European markets, as well as traditional Bulgarian markets and those of other countries;
2. Analyzing and adopting projects aimed at increasing the capacity of members for their development and participation in competitions between clusters for funding their development under the programs of the EU, the financial instruments for support of the World Bank and other credit institutions;
3. Adoption of joint action programs on a national and international level for economic development;
4. Exchanging materials, technical solutions, using production and technological resources available in the cluster and production of related products and services;
5. Using common opportunities to improve human resources, for applied research, advertising and promotion of products and services and to attract investment; realization of an Internet portal to present the activity of the cluster to the public;
6. Joint activities to activate traditional markets and to create new ones.



7. Reducing costs in the implementation of projects awarded, achieving greater profitability during the implementation and defects notification period.
8. Supporting the implementation of projects within the envisaged geographic regions;
9. Organizing and conducting seminars and training courses for specialists at the appropriate training facilities;
10. Involvement of experts and specialists to deal with tax, customs, credit and other issues;
  
11. Spreading established contractual practice and analyzing contractual relations by developing ethical rules;
12. Cooperation with each other and with the local municipal government and regional governors, state administrations for sustainable development of the cluster;

### **Scope of Activity**

Article 7. The association organizes and maintains a structure for effective cooperation and enhancing the competitiveness of the participants in the network, namely:

1. Promoting internationalization and providing funding for strategic projects;
2. General trading strategies on foreign markets and improving the capacity to fund investment projects;
3. Establishing mechanisms for coordination (cooperation) that improve access to international projects;
4. Identifying the actions to be taken to improve trade (marketing) and enhancing the presence on various potential local and international markets;
5. Creation of a fund to finance major projects, including international ones;
6. Coordination of technological research and innovation initiatives;

7. Identifying areas related to technological research and development, which are of interest and are necessary for the development and improvement of the competitiveness of regional and technology related companies;
8. Analysis of new products and technologies that could be developed with the assistance of participants in the cluster;
9. Supporting and coordination of innovations and applied research;
10. Joint actions to improve access to funding and investment in assets and new technologies;
  
11. Cooperation with national and international research centers;
12. Optimizing supplies and logistics in the consumption of raw materials, spare parts, maintenance services and energy costs;
13. Determining and identifying measures that are aimed at optimizing the use of raw materials and improving the performance of industrial equipment and processes on the territory of Bulgaria;
14. Introducing a series of measures and implementation of projects aimed at lowering the costs in the public sector.
15. Encouraging the development of existing and creating new business units in the region in the areas of social and technical infrastructure and communications;
16. Analysis of new business opportunities based on inter-company cooperation between participants in the cluster;
17. Optimization of human resources in the preparation and provision of advanced modern training and educational services within the cluster network.

## **II. MEMBERSHIP**

### **Members**

Article 8. (1) Membership in the association is voluntary.

(2) Members may be:

- Natural and legal entities, sole traders, partnerships of individuals and/or legal entities registered in the country or abroad;
- Non-profit organizations the objectives of which match the objectives of the cluster; the member Association is entitled to one (1) vote in the General Meeting.

(3) Membership in the association may be one type: regular. The founders of the association are regular members. The type of membership for new members is determined by decision of the Management Board for their admittance.

(4) Member of the association may be a legal entity, institution or organization, which shares the association's goals and means to achieve them, implements its Statute and pays the membership fee regularly.

## **Membership Rights and Obligations**

Article 9. (1) Every regular member of the association shall have the right to:

1. Participate in the activities of the association and the General Meeting and vote when taking decisions;
2. Elect and be elected for its governing bodies;
3. Supervise the work of the association and the management bodies;
4. Be informed about the activities of the association;
5. Use the property of the association and the results of its operations in a manner determined by the General Meeting.

(2) Members may participate in the General Meeting in person or through a representative of theirs, being entitled to one vote which shall be exercised in person or by the presence of their representative.

Article 10. Each member of the association shall be obliged to:

1. Pay the annual membership fee;
2. Comply with the Statute and to work towards achieving its objectives;
3. Implement the principles and decisions adopted by the General Meeting, the Management and Supervisory Boards.
4. Work to increase the assets of the association and to raise its prestige among the public.

Article 11. The membership rights and obligations are not transferable and do not pass onto others in the event of termination of membership. Exercising membership rights shall be carried out by a legal representative of the legal entity or by an authorized person by means of a power of attorney with a notarized signature.

## **Obtaining Membership**

Article 12. (1) Members of the association shall be admitted by the Management Board.

(2) Applicants shall submit a written application to the Management Board, stating that they accept the Statute of the association and other internal documents. The application for admission shall include a recognition of the Statute and the Code of Ethics by the applicant.

## **Termination of Membership**

Article 13. (1) Membership shall be terminated:

1. With a one-month unilateral written statement to the Management Board of the association;
2. By exclusion;
3. With the termination of the association and the declaration of insolvency;
4. In case of dropping out due to non-payment of the property contribution determined by the association;



5. With the death of the individual.

(2) The membership fee or admission fee shall not be refunded in case of termination of membership.

(3) Cancellation of membership occurs when there is a systematic non-payment of membership fees and lack of participation in the activities of the association. Cancellation shall be established by the Management Board by documents and with the proper decision, which shall terminate the membership.

(4) The Management Board shall inform the cancelled member of its decision under the preceding paragraph.

### **III. PROPERTY**

#### **Property**

Article 14. (1) The property of the association shall be established in BGN and foreign currency, securities, ownership and other property rights over movable and immovable property, as well as rights to subjects of intellectual property.

(2) The property of the cluster is formed by:

1. Membership fee;
2. Admission fee;
3. Revenue from the property of the cluster;
4. Donations and bequests in favor of the cluster;
5. Subsidies from the state, OP of the EU for Bulgaria, EU financial instruments for direct funding, scientific and other special funds.
6. Business activity envisaged in the present Statute.

#### **Admission and Annual Fees**

Article 15. (1) All members of the association are required to make property contributions in the form of an admission and an annual membership fee.

(2) New members must pay an admission fee within one month from the date of admission in the association. Founding members must pay the admission fee within two weeks from the date of the court decision for the registration of the Association.

(3) The admission fee and annual membership fee shall be adopted and amended by the Management Board. The deadline for paying the annual membership fee is the 31<sup>st</sup> day of January of the calendar year to which it relates.

### **Other Sources of Funds**

Article 16. (1) By decision of the Management Board, members of the association can make assigned contributions to achieve goals and objectives established by Statute or by decision of the Management Board. In its decision, the Management Board defines the purpose, the resulting tasks and necessary resources, amount and method of collecting contributions.

(2) Members of the association may provide funds in the form of a loan, real estate and individually defined movable property for rent.

(3) The interest rate on loans or rents under Paragraph 2 shall be determined by the Management Board of the association.

(4) The association may receive donations from individuals and legal entities and may conclude contracts for sponsorship of its activities.

(5) Cluster initiatives with a multiplier effect, with the conditions being determined by the Management Board in each case.

### **Business Activity**

Article 17. (1) The Association may carry out additional business activity with the following scope:

1. Information and advisory activities;
2. Publishing activity – printing of publications and materials related to the scope and purpose of the association;
3. Development of new investment projects for the benefit of the interested parties of the cluster;

4. Arranging and conducting conferences, stands, courses, seminars and lectures for a fee;
5. Advertising – of the activities of the association, of the activities of other organizations carrying out similar activities or in a partnership with the association;
6. Organizing fairs, exhibitions, competitions and more, associated with the scope and purpose of the association;
7. Organizing visits throughout the country and abroad of fairs, exhibitions, competitions and more, associated with the scope and purpose of the association;
8. Production and distribution of audio and video materials;
9. Production and distribution of souvenirs related or symbolic to the activities of the association;
10. Investment activity in the implementation of individual cluster initiatives;
11. The association assists in building independent laboratories to control the equipment to measure the performance of end users of energy.
12. Other economic activities related to the main activities of the Association that do not contradict with the objectives thereof.

(2) The economic activity carried out should be connected to the main scope of activity of the association and subject to the terms and conditions set by the Commercial Act, the Accountancy Act and regulations governing respective activities.

(3) Income from business activities may only be used to meet specific objectives of the Association that are set in this Statute.

## **Covering Losses (Liabilities)**

Article 18. In case of losses according to the annual balance sheet, the General Meeting may decide to cover them with additional equal contributions of the members of the association. The decision shall be taken unanimously.

## **IV. BODIES OF THE ASSOCIATION**

### **Management Bodies of the Association**

Article 19. (1) The management bodies of the association are: the General Meeting and the Management Board

(2) Members of the bodies of the association are represented by their legal representatives or a duly authorized person through a power of attorney with a notarized signature.

### **Other Bodies of the Association**

Article 19a (1) The General Meeting elects the Supervisory Board and the Ethics Board.

(2) The functions and composition of the two boards are determined by the Statute of the association.

## **GENERAL MEETING**

### **Members of the General Meeting**

Article 20.(1) The General Meeting consists of all regular members of the association.

### **Representation**

Article 21. (1) The members of the association are represented in the General Meeting by their legal representatives or a duly authorized person through a power of attorney with a notarized signature.

(2) Representative of a member of the association may only be an individual.

(3) Powers of Attorney shall be issued specifically for the participation in the General Meeting and they may be issued for a limited or unlimited number of meetings.

(4) Proxies shall not be allowed to re-authorize their rights to third parties.

### **Competence of the General Meeting and Taking Decisions**

Article 22. (1) The General Meeting:

1. Amends and supplements the Statute;
2. Elects and dismisses members of the Management Board;
3. Elects and dismisses the Supervisory and Ethics boards;
4. Approves the Auditor based on a proposal of the Management Board;
5. Adopts the budget of the association;
6. Adopt the annual statements of the Management, Supervisory and Ethics boards;
7. Decides on the transformation and termination of the association;
8. Revokes decisions of other bodies of the association that contradict with the law, Statute or other internal documents regulating the activities of the association;
9. At its discretion determines the remuneration of elected officials;
10. Takes other decisions provided for in the Statute or by law;

(2) The decisions of the General Meeting shall be taken by simple majority in the presence of a quorum under Article 27.

(3) Decisions under Article 22, Paragraph 1, items 1, 2, 3, 6 and 7 shall be taken by 2/3 majority in the presence of a quorum under Article 27.

(4) No decisions may be taken regarding matters that are not included in the agenda announced in the invitation.

## **Holding a General Meeting**

Article 23. (1) General Meeting shall be held at least once a year – regular General Meeting.

(2) The General Meeting may be convened at any time if necessary – extraordinary General Meeting.

## **Convening the General Meeting**

Article 24. (1) The General Meeting shall be convened by the Management Board. It may be convened at the request of one third of the regular members of the association.

(2) If within one month of the request for convening a General Meeting the Management Board does not extend a written invitation to convene a General Meeting, it shall be convened by the respective court corresponding to the registered office of the Association, upon written request of the interested members or a representative of theirs.

(3) The Meeting shall be convened by written notice addressed to each of the regular members of the association at least 15 days before the scheduled day. The invitation is properly handed over also when sent by fax or email. It must also be posted on the notice board in the building where the management of the association is located.

(4) At the discretion of the Management Board, the General Meeting may be convened in accordance with Article 26, Paragraph 3 of the NPLEA – through publication in the Official Gazette.

(5) The invitation contains the agenda of issues for discussion, proposals for decisions, the date, time and place of the General Meeting and on whose initiative it is called.

(6) The time from the publication and posting of the invitation to the opening of the General Meeting may not be less than one month.

## **Right to Information**

Article 25. (1) Written materials related to the agenda of the General Meeting shall be made available not later than the date of the convocation of the General Meeting to members and persons entitled to participate in its work without the right to vote at the headquarters of the association. Upon request, materials shall be provided free of charge.

(2) It is considered that the materials under Paragraph 1 are available to members after their publication in the form of non-editable files in the section for official announcements on the website of the Cluster. This page should be made available to all members of the cluster.

## **List of Participants**

Article 26. (1) A list shall be prepared of the members or their representatives present at the session of the General Meeting. Members and representatives shall certify their presence by signing and identifying themselves. The list shall be certified by the Chairman and the Secretary of the General Meeting.

(2) The list under the preceding paragraph shall include members who have announced their presence prior to the first vote after the establishment of a quorum.

## **Quorum**

Article 27. The General Meeting may be convened if members representing more than half of all regular members are present. In the absence of a quorum, the

meeting shall be adjourned for one hour later at the same place, with the same agenda and may take place regardless of the number of members present.

## **Right to Vote**

Article 28. Each regular member of the association is entitled to one vote.

## **Conflict of Interest**

Article 29. A member or its representative may not participate in the vote for:

1. Claims against him;
2. Action or failure to act to carry out his responsibility to the association;
3. On matters relating to him, his spouse or lineal relatives – no restrictions, lateral line – to the fourth degree or by marriage – to the second degree, inclusive;

## **Decisions**

Article 30. (1) The General Meeting may not take decisions on issues that have not been published in the invitation, unless all regular members are present or represented at the meeting and no one objects issues raised to be discussed.

(2) The decisions of the General Meeting shall take effect immediately, unless their effect is delayed or if by law they are to take effect after publication.

## **Minutes of Meeting**

Article 31. (1) A minutes of meeting shall be kept at the General Meeting. The presence of those involved in the work of the General Meeting without voting rights shall be reflected in the minutes, without those persons having to be entered in the list of members present at the General Meeting.

(2) The minutes of the General Meeting shall be signed by the Chairman and Secretary of the Meeting and by the tellers. A list of attendees and documents related to the convening of the General Meeting shall be attached to the minutes.



(3) Each member present at the General Meeting shall be entitled to demand and to ensure the accurate recording of decisions in the minutes.

## **MANAGEMENT BOARD**

### **Members and Mandate of the Management Board**

Article 32. (1) The association is managed and represented by the Management Board.

(2) Management Board members shall be elected by the General Meeting for a period of 5 (five) years.

(3) The Management Board consists of at least 3 (three) persons.

(4) Member of the Management Board may be natural or legal entities members of the association. Any legal entity, which is elected to be member of the association, shall appoint one representative – an individual to perform its duties in the Board. If the representative is not explicitly mentioned, this function shall be performed by the legal representative of the legal entity. The representing individual shall be indicated in the decision for appointing the members of the Management Board and may be replaced only by decision of the General Meeting, except for cases of any court registration regarding replacement of the legal representative of the Board member, where the replacement of the representative in the Board shall take effect by virtue of the registered entry for replacing the legal representative.

(5) Legal entities that are members of the association may also designate members of the Management Board to be individuals who are not members of the association.

(6) Management Board members may be reappointed without limitation.

(7) The Management Board shall elect a Chairman and Deputy Chairman out of its members.

(8) For each node of the vertical structure of the Cluster, the Management Board shall elect a leader who runs the horizontal structure and coordinates its specific initiatives.

## **Rights and Obligations of the Management Board**

Article 33. (1) The Management Board shall:

1. Admit and expel members of the Association;
2. Decide on the amount of the membership fee or property contributions;
3. Represent the association, and define the extent of representative power of its individual members;
4. Decide on the opening and closing of branches;
5. Decide on participation in other organizations;
6. Ensure that the decisions of the General Meeting are carried out;
7. Dispose of the property of the association;
8. Prepare and submit to the General Meeting a draft budget;
9. Prepare and submit to the General Meeting a report on the activities of the association;
10. Determine the rules and organize the performance of the association's activities, bearing responsibility for that;
11. Take decisions on all matters, which by law or by Statute do not belong to any other authority;
12. Adopt rules, ordinances and other acts and regulations related to the operation of the association and other internal documents;
13. Elect an Executive Director of the association out of its members and determine his remuneration. De jure, the Executive Director is the Deputy Chairman of the Management Board.
14. On a proposal of the Executive Director, it shall determine the organizational structure and establishment plan of the association;
15. Determine the composition of expert councils - Cluster initiative councils and other auxiliary bodies;
16. Accept donations and bequests made in favor of the association;
17. Carry out liquidation of the association in case of terminating its activities;

18. Initiate the development of a national strategy to increase the efficiency and improve the structure of the industry;
19. Form the schemes for self-financing the activities of the cluster and provide them to the members for approval. Administer and control funding by submitting documents regarding this activity to the Supervisory Board;
21. Prepare documents for participation in funding initiatives of the government and the EU;
22. Organize involvement of programs and projects, initiated by members of the Cluster, in the plans for regional economic development of municipalities and regional districts for the period 2014 – 2020 and beyond;
23. Define the functions and mandate of the Deputy Chairmen;
24. Perform the obligations laid down in the Statute.

(2) The Management Board shall be convened and its session held at least every three months by the Chairman of the Association's Management Board, and in his absence – by the Deputy Chairman or any other member of the Management Board.

### **Quorum and Majority**

Article 34. (1) Decisions may be taken if more than half of the Management Board members are present, in person or through a duly authorized representative, according to Article 19, Paragraph 2.

(2) The Management Board shall take its decisions by simple majority of the members present, and decisions under Article 33 Paragraph 1, items 1, 2, 3, 4, 5, 7, 12, 13, 15, and item 17 – by majority of 2/3 of all members.

(3) Decisions on the appointment and dismissal of the Chairman and Deputy Chairman of the Management Board shall be taken by a majority of 2/3 of all the members of the Management Board. In this case, the nominated candidate shall not vote.

(4) The Management Board may take decisions under Article 32, Paragraph 5 of the NPLEA.

Article 35. The Management Board shall periodically prepare the reporting information about the activities of the association laid down in the Accountancy Act, in accordance with the principles of openness, reliability and timeliness.

### **Responsibility of the Members of the Management Board**

Article 36. (1) Management Board members are jointly responsible for their actions, which harm the interests of the association.

(2) Each member of the Board may be exempted from liability if it is determined that the damages caused are not his fault.

### **Chairman of the Management Board**

Article 37. The Chairman of the Association's Management Board shall:

1. Represent the Association before third parties in the country and abroad, in collaboration with the Executive Director;
2. Organize and manage the activities of the Management Board;
3. Sign a contract with the Executive Director;
4. Appoint, when necessary, an Economic Director and/or Chief Accountant and Lawyer.
5. Propose an Auditor to the General Meeting, in case of legal necessity or by decision of the Management Board.

Article 38. In the absence of the Chairman, the Deputy Chairman of the Management Board shall:

1. Administer structures and provide for the administrative servicing of the Management Board;
2. Represent the association before third parties in the country and abroad, based on the mandate of the Chairman of the Management Board, jointly with the Executive Director;

3. Organize the implementation of the decisions of the General Meeting and Management Board;
4. Propose to the Management Board draft work programs of the association, based on its objectives;
5. Propose drafts for the organizational structure and establishment plan for approval by the Management Board and prepare the contracts of the permanent staff;
6. Propose the appointment and dismissal of experts and program managers and propose the amount of their remuneration, according to the approved budget;
7. By authorization, dispose of the assets of the association and perform and approve the running costs, according to the decisions of the Management Board;
8. Present to the Management Board a draft annual report on the activities of the association.

## **Cluster Initiative Councils**

Article 39. (1) Cluster initiative councils are the individual directions of Cluster activity to achieve its objectives. Each initiative is formed using its individual scheme and management structure, financing, period of existence, reporting.

(2) The Management Board shall decide on the number, functions and members of the Cluster initiative councils.

## **Supervisory Board**

Article 40. (1) The Supervisory Board shall consist of 3 (three) members.

(2) The Supervisory Board shall:

1. Monitor the implementation of the General Meeting's decisions;
2. Monitor the implementation of the decisions and the work of the Management Board and initiative councils;
3. Ensure the proper use and protection of the association's property;
3. Make checks under the preceding paragraphs at least once every three months;

4. Prepare and submit to the General Meeting an annual report on the activities of the association;

5. As necessary, request the convening of the Management Board to discuss the findings of checks carried out.

(3) The Supervisory Board shall take its decisions with a quorum of 2/3 of all members.

In terms of the time limit for exercising duties, the rules concerning the Management Board shall apply.

(4) The Chairman of the Supervisory Board shall:

1. Represent the Board before other bodies of the cluster and before third parties in the country and abroad;

2. Organize and manage the activities of the Supervisory Board.

## **Ethics Board**

Article 41. (1) The Ethics Board shall consist of not less than 3 (three) members.

(2) The Ethics Board shall:

1. Ensure that fair competition is respected and encourage it;

2. Improve the business climate within the cluster and industry;

3. Solve any ethical dilemmas that have arisen.

4. Prepare and submit for approval the Code of Ethics.

(3) The Chairman of the Ethics Board shall:

1. Represent the Board before other bodies of the cluster and before third parties in the country and abroad;

2. Organize and manage the activities of the Ethics Board;

(4) The Ethics Board shall take its decisions with a quorum of 2/3 of all members. In terms of the time limit for exercising duties, the rules concerning the Management Board shall apply.

## **Dividends**

Article 42. The association shall not distribute profits.

## **Books of the Association**

Article 43. (1) Minutes of meeting shall be kept at the sessions of the General Meeting and of the Management Board, which reflect discussions held, suggestions and applications made and decisions taken. The minutes shall be certified with the signatures of the Chairman of the Meeting and the record keeper and bound in special books. Books are kept by the Chairman of the respective body. Members of the association and the members of the Management Board may examine the contents of the record books and obtain copies or extracts of the minutes.

(2) The association shall keep a register of its members, where the name, registered office and management address are recorded, as well as those who represent them, the company file for court registration and BULSTAT. The register is publicly available. Interested parties may obtain information and certificates based on the information in the register in the manner determined by the Management Board of the Association.

(3) Documents under Paragraph 1 and 2 are published in the form of non-editable files and posted in the official section of the Cluster's web portal.

The accuracy of the documents published there shall be certified with the signatures of the signatories of the original document on a paper printout of the respective file that is stored, in accordance with the terms and conditions in Paragraph 1, in special books titled "Electronic Documents – Originals", along with a backup copy of the file on a non-rewritable electronic medium.

## **III. TERMINATION**

Article 44. (1) The Association shall be terminated:

1. By decision of the General Meeting.
2. By decision of the district court corresponding to the association's registered office, in cases when:

a/ It is not established in accordance with the law;

b/ It carries out any activity, which is in contradiction with the law or is contrary to public order or morality;

c/ It is declared bankrupt;

(2) The court's decision under Paragraph 1, item 3 shall be issued at the request of any interested party or the prosecutor.

(3) In the case of Paragraph 2, the termination shall be entered officially and the court shall appoint a liquidator.

Article 45. Upon termination of the Association, its liquidation, the distribution of property, and the deletion of the association at the district court corresponding to its registered office shall be carried out in compliance with the requirements of Article 14, 15 and 16 of the Non-profit Legal Entities Act.

#### **IV. TRANSITIONAL AND FINAL PROVISIONS**

Article 46. Amendments to this Statute may be carried out in accordance with the rules specified herein and the Non-profit Legal Entities Act.

Article 47. With regard to the interpretation or application of this Statute, the general Bulgarian legislation and the provisions of the Non-profit Legal Entities Act shall apply.

This Statute was adopted unanimously by all the founders at the Constituent Assembly of the non-profit association "NATIONAL CLUSTER FOR INTELLIGENT TRANSPORT AND ENERGY SYSTEMS", held in the city of Sofia, in witness whereof they have affixed their signatures under this Statute.