

STATUTE OF THE INTERNATIONAL BLACK SEA CLUB

I. GENERAL PROVISIONS

1. The International Black Sea Club (IBSC) is an independent (non-governmental), voluntary, self-governing non-profit (ideal-purpose) organisation which is a legal entity and is established for an unspecified period and can take up and pursue activities in the country and abroad in compliance with the relevant local legislation.
2. Both Bulgarian and foreign legal entities and physical persons can be members of the Club, and the Club itself can become member of societies and organisations having similar purposes, in the country and abroad.
3. Club 's Head Office is situated in Varna.
4. In its activities the IBSC shall follow:
 - the Declaration for Black Sea Economic Co-operation, signed in Istanbul on June 26,1992;
 - the Protocol of Understanding for the establishment of the IBSC, signed by the representatives of member-cities during the meeting in Varna, June 22-24,1992;
 - the National legislations of member organisations of the Club;
 - the agreements achieved in Odessa on December 5, 1992:
 - this Statute and the decisions of the General Assembly of the Club.
5. The IBSC shall have its own symbols which are to be approved by the Members' General Meeting and duly registered.

II. PURPOSES AND OBJECTIVES

1. The purposes of the IBSC shall be the following: joining the efforts of the cities (communities) of the Black Sea countries for solving common tasks related to the Black Sea Coast; participating in programmes and projects for preserving the environmental equilibrium of the Black Sea and its adjacent (coastal) territory; organising the exchange of economic (commercial) information; assisting the development of tourism; participating in national and international events on the usage, research and preservation of the Black Sea: establishing contacts between the economic units and the governmental administrative bodies of the corresponding countries.
2. To accomplish the above-mentioned purposes, IBSC shall set the following immediate tasks:
 - To participate in developing, co-ordinating, organising and executing of common investment projects in the fields of economy, ecology, tourism and culture;
 - To encourage and create conditions for free enterprise and for expansion of the economic exchange;
 - To solve problems of rational utilisation of the Black Sea resources and its environmental protection;
 - To strengthen business, technological, scientific, economic and cultural relations between the Black Sea municipalities and regions;
 - To establish business relations with regional, national and international economic and financial institutions, to encourage and assist foreign and local investors when carrying out projects in the Black Sea region;
 - To co-ordinate the activities of regional clubs with similar purposes in the priority fields of economy, science, ecology, tourism and culture;
 - To promote establishing of business contacts with local and foreign institutions, organisations and firms on subjects included in the tasks of the Club;
 - To collect, develop and raise commercial, industrial and other proposals for co-operation in various fields and to recommend various projects:
 - To assist enterprises and organisations in developing the problems of the technical, economic, ecological, social and cultural co-operation when conducting negotiations and entering contracts;
 - To develop and assist the implementation of joint projects on the use of natural resources, the environmental protection and restoration, the scientific and research potential, the spiritual, cultural and religious communication in the region;
 - To organise publishing activities and issuing of periodic information bulletins.
3. To fulfil its purposes and accomplish its tasks, IBSC shall observe the following principles:
 - Mutual recognition and respect for the historically established economic, political, social and cultural systems;

- Non-interference in the national social and economic policy;
- Priority of the common inter-regional ecological, economic and other interests over the corporate interests;
- Parity in the formation and usage of the common property, the formation and circulation of capitals and commodities, and in the bank-credit activity;
- Unified ecological policy in the Black Sea water area;
- Respect the rights and freedom of the individual:
- Voluntary membership in the IBSC and voluntary termination of membership;
- Voluntary delegation of rights to the IBSC members;
- Self-governing of the IBSC, and
- Contractual basis for organising the relations between the Club members and the Club itself, and among the individual Club members.

III. MEMBERSHIP:

1. Club members can be Bulgarian and foreign legal entities and physical persons who accept to abide by the Statute, agree to work for the fulfilment of the IBSC purposes and to pay the entrance fee and the specified annual membership fee.

2. The entrance fee and the annual membership fee shall be specified by the Members' General Meeting. The Entrance fee shall be paid by the founders within 3 months from the date when the Registration Order comes into effect; the entrance fee for newly-admitted members shall be paid within 3 months from the date of their admission. The annual membership fee is to be paid by all members not later than March 31 of the current calendar year. All members, regardless of the moment of their admission to the Club, shall pay the full amount of the membership fee for the current year. All obligations related to the entrance fee and the membership fee are relevant for 1994 and the following years. The membership fee and the entrance fee may be paid in several parts within the specified terms.

3. Membership in the Club is voluntary. All founders of the Club shall also be considered its members. Membership in the Club cannot be transferred to other persons. The members of the Club have either the status of full member with the right to vote, or associated member with the right to advisory vote, or the status of observer.

4. IBSC General Meeting can declare as honoured members of the Club physical persons of special merits to the solution of problems within the scope of the Club activities. Honoured members shall not pay entrance fee and membership fee. They may participate in the work of the General Meeting with the right to advisory vote.

5. New members of IBSC are admitted by decision of the General Assembly on the basis of a written application.

6. The members of the Club, who have paid the entrance fee duly in time and pay regularly the membership fee, shall have the status of full members and participate in the IBSC activities through their legal representatives or through other persons, who have been explicitly authorised to do so. The newly admitted members shall gain the status of full members after receipt of the entrance fee to the IBSC bank accounts and notifying all the Club members about it within 5 days. Before notifying the Club members, the newly admitted members have the status of associated members with the right to advisory vote. In case of not paying the fees within 3 month, according to the i 3 part III of this Statute, the members of the Club shall temporarily gain the status of associated members until they pay the full amount of the fees.

7. The IBSC full members have the following rights:

7.1) To elect and to be elected in the bodies of the Club (in case of legal entities, this right passes over to their representatives as specified in i.6);

7.2) To participate in all forms of IBSC activities;

7.3) To benefit from the acquisitions and the activities of the Club and to receive information about its work and financial status.

7.4) To require from the Executive Board the inclusion of specific topics into the General Assembly agenda.

8. The IBSC full members take on the following obligations:

8.1) To assist for accomplishing the common purposes and for fulfilling IBSC immediate tasks;

8.2) To abide by the provisions of the Statute;

8.3) To assist in fulfilling the decisions of the governing bodies;

8.4) To pay the due annual membership fee within the terms specified by the Statute.

9. Membership in the IBSC shall be terminated by voluntary withdrawal, by terminating the activity (the legal entities, respectively) of the Club (IBSC), in the case of death of the physical person - member, in the case of termination of the legal entity-member and by excluding from the Club.

10. A member can be excluded from the Club by the Executive Board with a two-thirds majority of its members, when the member to be excluded has violated the Statute or a Decision of the General Meeting or has not paid the due membership fee within the specified period.

IV. IBSC BODIES

1. The bodies of the IBSC are: Members' General Meeting (Assembly) (GM), Executive Board (EB), President of the Executive Board (PEB) and Controller.

2. The GM can establish other auxiliary bodies of temporary or permanent statute, such as consulting commissions, ad hoc commissions, executive management, etc.

3. The GM is the supreme body of the Club and has the following functions: 3.1) To accept, modify and amend the Statute.

3.2) To accept the annual balance sheet, the financial report and to approve the budget for the next fiscal year.

3.3) To accept annual programmes for the Club activities.

3.4) To elect EB and its President, Controller and to accept the reports on their activity.

3.5) To approve the structure of the Club bodies and their permanently employed personnel as well as the remuneration rates of the permanently appointed employees.

3.6) To declare the honoured members of the Club.

3.7) To specify the amount of the entrance fee and the membership fee.

3.8) To decide on the termination of the Club.

3.9) To discuss and solve all issues concerning the Club activities and property.

4. The GM shall be convened for regular sessions at least once a year. It can also be summoned to extraordinary sessions. A regular session is to be held not later than three months after the closing of the corresponding fiscal year. The GM shall take place consecutively in corresponding cities of the member countries, at its decision.

5. The GM shall be convened by the EB by a written invitation stating the day, time, place and the agenda of the session. The written invitation may be sent by registered mail, telegram, fax, telex or other means of written communication. The written invitation should be handed in within 30 days before the day of the session. It shall be sent to the address of the particular member as it is entered in the documents of the Club and specified as the address for receiving invitations.

6. The GM shall also be summoned at the request of at least 1/10 of all members of the Club. Unless the EB summons the GM within 14 days, it shall be summoned by the District Judge.

7. The GM is considered legal if at least half of the members + 1 are present. If the necessary number of members are not present the GM shall be postponed for one day, and then will be considered valid regardless of the number of members present.

8. Every member – physical person shall vote personally and the legal entities shall vote through their representatives. Voting by proxy shall not be allowed. Every member shall be entitled to one vote only.

9. The decisions of the GM are taken with simple majority; however, a 2/3 majority of the present members shall be required for modifying the Statute, for termination of the Club or for its merging with another society.

10. The decisions of the GM are taken by open ballot, however, the GM can decide ad hoc that the decisions on specific issues shall be taken by secret ballot. Every GM shall ad hoc elect Chairperson of the session and a Secretary. The Chairperson chairs the session and the Secretary takes the minutes which are to be signed by the Secretary and the Chairperson of the meeting.

11. The minutes of the Meeting shall contain the date, time, place of the meeting, the number of participants and who they are, the agenda, the discussions, the views stated and the decisions taken. The minutes are to be filled in the Minute-Book which is to be kept by the EB. Every member of the Club shall be entitled to access the GM minutes and to receive duly certified copies of the Minutes.

12. The Executive Board consists of a number of members, equal to a number of countries of cities-members, elected for a 3-year term, and shall be entitled to:

- 12.1) Organise the fulfilment of the GM decisions.
- 12.2) Discuss and propose to the GM annual and long-term activity programmes.
- 12.3) Discuss and propose to the GM the Club bodies structure and their permanently employed personnel, as well as the remuneration of the personnel.
- 12.4) Discuss and propose to the GM the annual balance sheet, the financial report and the budget for the next fiscal year.
- 12.5) Propose to the GM candidates for honoured membership.
- 12.6) Decide on operative current issues and notify the GM about such decisions.
- 12.7) Summon the GM to regular and extraordinary sessions and decide on the day, time, place of the session and its agenda; when a member has required the inclusion of some item into the GM agenda, the EB is obliged to include this item into the announced agenda.
- 12.8) Discuss and propose to the GM any other issues which have been deemed necessary.
13. The EB sits at least once every 3 months and takes decision by open ballot with simple majority. In case of equal votes, the vote of the President of the EB shall be decisive.
14. The session of the EB shall be considered legal if at least 3/5 of its members are present. The EB can take decisions even if the required number is not present, by a statement signed by all members.
15. At the EB sessions, minutes shall be taken by the EB Secretary and shall be signed by the Secretary and the President. If the President is absent, any other member of the EB shall sign the Minutes. All members of the Club shall be entitled to access the minutes of the EB sessions. The minutes shall be preserved by the EB.
16. The Club shall be represented by the EB President who shall be entitled to commit the Club by his/her signature; the President can appoint, under a labour or a civil contract, a person, chosen by the President, to work as an Executive Director and to assist the President in his/her functions.
17. Controller:
- 17.1) The Controller is elected by the GM for a 2-year term.
- 17.2) The Controller shall control the financial activity of the EB, the revenues, expenses and the accountancy, and shall report its conclusions before the GM.
- 17.3) The Controller is a member of EB and has the right to advisory vote.

V. FINANCING, PROPERTY, BUDGET:

1. The Club raises funds from entrance fees, membership fees, donations, wills, auxiliary economic activities (duly organised), dividends, interests and other legal sources.
2. The property of the Club consists of property rights and other real rights, takings, rights over intellectual property, securities, etc.
3. The fiscal year of the Club shall start on January 1 and end on December 31.
4. The funds of the Club shall be spent by decision of the EB in compliance with the IBSC programme.
5. The budget of the Club shall be approved by the GM and reported before the GM.
6. The Club shall open and possess its own bank accounts in leva and in foreign currency.

VI. TRANSITIONAL AND FINAL PROVISIONS

1. The legal entity of the IBSC can be terminated by decision of GM or by a court order in cases specified by the law.
2. Any matters, which have not been specified in this Statute, shall be settled by applying the clauses of the effective legislation.
3. The present Statute, as well as all other constituent documents are to be written in Bulgarian, Russian and English which shall be the working languages of the Club.

The present Statute is made in one copy which shall be submitted for the registration in the court. The copies of the document are given to all founders.

The Statute was discussed and adopted at the Constituent Assembly of IBSC which took place on December 7-10, 1993 in Varna and was signed by founders (or by representatives of legal entities).