

STATUTE

of

the Association for

Geospatial Information in

South-East Europe

I. GENERAL PROVISIONS

Constitution

Article 1

The “Association for Geospatial information in South-East Europe”, hereinafter referred to as “the **Association**” has been founded at a Constituent Assembly, held on October 1, 2004 in Sofia. The Statute is an integral part of the Minutes of the Constituent Assembly.

Status

Article 2

- (1) The **Association** shall be a non - profit legal entity under the jurisdiction of the Act of the non - profit legal entities of the Republic of Bulgaria.
- (2) The **Association** shall be a separate entity apart of its members and shall be responsible towards third parties with its property.
- (3) The members of the **Association** are not liable for the latter's liabilities.

Name

Article 3

- (1) The name of the **Association** is the "**Association for Geospatial Information in South-East Europe**" (AGISEE).
- (2) The name of the **Association** and its emblem (logo), together with the city of its principal office and the address, shall be printed on all documents of the **Association** in the respective language.

Headquarters and registered address

Article 4

- (1) The principal office of the **Association** shall be in the city of Sofia.
- (2) The registered address of the **Association** shall be : Mladost 1 Complex, bl.98B, entr. B, floor 7.

Official Languages

Article 5

- (1) The official languages of the **Association** are Bulgarian and English.

Goals of the Association

Article 6

- (1) The goals of the **Association** are:

1. To unite the Geospatial Information community and interested parties in South-East Europe;
2. To represent the Geospatial Information sector in the South-East European countries;
3. To promote the use of Geospatial Information and to contribute to building Spatial Data Infrastructure in the region.
4. To provide relevant information to its members, and to act as enabler/catalyst for new opportunities to members;

Activities of the Association

Article 7

(1) To achieve its goals the **Association** shall:

1. Inform members about technology development, standards, best practice cases of using Geospatial Information, European initiatives, legal environment in Bulgaria and abroad;
2. Raise awareness for issues of Geospatial Information;
3. Promote the use of standards and new technology;
4. Design and maintain Web site, publish newsletters, promotional materials, books;
5. Organise and coordinate courses with educational purpose;
6. Organize and conduct workshops and conferences;
7. Advice and provide consultancy on specific subjects to specific groups, such as government and public bodies. Subject of advice would be the use of standards or relevant laws;
8. Serve as an intermediary to its members to obtain financing via grants or contracts;
9. Advocacy and lobbying.

Defining the Activity of the Association

Article 8

- (1) The **Association** shall provide its activity for its private benefit. It shall use its property in pursuance of its goals and shall work for the achievement of mutual and successful relations with both the public and the private sector and for the endorsement of its good image and the image of its members.
- (2) The property and the income of the Association's activities shall be used solely for pursuit of the objectives as described here above and no part there-of shall be paid directly or indirectly, as a dividend or profit to the members of the **Association**.

II. MEMBERSHIP

Members

Article 9

- (1) A member of the **Association** shall be any Bulgarian or foreign legal entity working in the area of Geospatial Information.
- (2) A member of the **Association** shall be any Bulgarian or foreign individual person engaged in the

area of Geospatial Information , and that accepts the Statute of the Association and desires to be admitted as a member.

- (3) The **Association** shall have principal and honorary members.

Principal Members

Article 10

- (1) A principal member of the **Association** shall be any legal entity that is actively engaged in the area of Geospatial Information .
- (2) A principal member of **the Association** shall be any individual person at the age of majority who is professionally engaged or has interest in Geospatial Information.
- (3) Each principal member shall pay a full membership fee and shall have one vote in the General Assembly.

Honorary Members

Article 11

- (1) Individuals who are public personalities, businessmen, scholars and politicians of Bulgaria and other countries who could contribute to the development of the Spatial Data Infrastructure and support the objectives of the **Association** may be elected as honorary members.
- (2) Honorary members shall have the right to take part in the General Assembly, to participate in discussions and to make proposals.
- (3) Honorary members shall not vote in the General Assembly of the Association and shall not pay membership fees.

Admission of Members

Article 12

- (1) New members of the **Association** shall be admitted by the **Managing Board**.
- (2) The candidate for membership shall be made familiar with the Statute and other constituent documents of the **Association**;
- (3) The candidate for membership shall submit a written application to the **Managing Board** containing a statement that the candidate is familiar with and accepts the statute and other constituent documents of the **Association** and desires to be admitted as a member in the relevant category. The application can also be sent in an electronic format.
- (4) The **Managing Board** shall consider the application and issue a resolution on it not later than its second session after the registration of the application. It may postpone resolution in order to request additional information for the candidate.
- (5) Honorary members shall be admitted by an invitation of the **Managing Board** sent to the person.

They do not submit applications. The honorary member shall state in writing his/her acceptance of the **Managing Board** invitation.

Rights of Members **Article 13**

- (1) The principal members shall have the right to:
1. Vote in the **General Assembly** of the **Association**;
 2. Elect and be elected to the managing bodies of the **Association**;
 3. Be informed on the activities of the **Association**;
 4. Benefit from the services provided by the **Association** at discount;
 5. Make use of the results of the **Association's** activities;
 6. Receive the support of the **Association** in their activities;
 7. Demand the association's support in defense of their interests;
 8. To participate in the activities of the association;
 9. To leave the association;
 10. To receive remuneration for personal contribution to the association, when this is explicitly negotiated;
 11. To give suggestions for the activities and services of the **Association**;
 12. Other rights in accordance with this Statute and the decisions of the **General Assembly** of the **Association**;

Obligations of Members **Article 14**

- (1) The members of the **Association** shall:
1. Pay annual membership fee determined by **the General Assembly** of the **Association**;
 2. Pay any additional fees voted by the **General Assembly** of the **Association** or consented to by their own will;
 3. Preserve the good name of the **Association**, promote its objectives and activities and assist to it insofar as they are able;
 4. Protect their good name in business, observe the law and the generally accepted rules of fair play in business;
 5. Observe the statute of the **Association** and obey the decisions of the **General Assembly** and the **Managing Board**;
 6. Collaborate for the achievement of the goals of the **Association**.

Dismissal **Article 15**

- (1) A member of the **Association** who violates provisions of the Statute or binding decision of the **General Assembly** of the **Association** may be dismissed by a majority of two thirds of the members of the **Managing Board** as the vote should be taken at a special meeting with an attendance of at least all members of the **Managing Board** minus one.

- (2) The **Managing Board** shall send at least 7 days in advance a notice to anyone proposed for dismissal, which shall present the grounds for dismissal. The person whose dismissal has been proposed shall have the right to appear at the session of the **Managing Board** and to make an oral or written statement. He/she shall not be present at the vote. Voting shall be done by a secret ballot.
- (3) Within 7 days of his/her dismissal, the person affected may appeal the decision of the **Managing Board** on an extraordinary session of the **General Assembly** of the **Association**. In such a case the **Managing Board** shall convene the **General Assembly**. If a regular session of the **General Assembly of the Association** is scheduled within less than 3 months, the appeal shall be considered by the **General Assembly** on its regular session.
- (4) The dismissal may be revoked by a majority of at least three-quarters of the principal members of the **Association** present at the session of the **General Assembly**. The **General Assembly** may make this revocation subject to certain conditions or fulfillment of certain tasks set by it.
- (5) Dismissed persons shall pay any membership fees and other contributions collected under this Statute in full for the year during which the dismissal has occurred and shall not be eligible to request a refund for such fees already paid.

Grounds for Dismissal **Article 16**

- (1) A member of the **Association** may be dismissed for gross or systematic violations of the Statute, as well as for conduct incompatible with the good name of the **Association**.
- (2) More specifically a member of the **Association** may be dismissed if:
 1. After a request from the **Managing Board** he/she has failed to pay his/her membership fee in the course of one month or a specific sum for the payment of which the **General Assembly** of the **Association** has voted for or voluntarily committed himself to;
 2. He/she has not fulfilled other important commitments taken voluntarily or voted by the **General Assembly** of the **Association**, and would thus have threatened the good name of the **Association** or significantly obstructed its activities;
 3. He/she has disclosed false information discrediting the **Association** or has disclosed information conferred upon him/ her confidentially;
 4. He/she has used membership in the **Association** for profit;
 5. Other acts of conduct which could be reasonably considered as incompatible with the principles of a respectable activity in the sphere of Geospatial Information.

Participation of Members **Article 17**

- (1) A member of the **Association** who is an individual shall participate in its work in person.
- (2) Members of the **Association** who are legal entities shall be represented by their lawful representatives according to their constituent rules and their governing law. The competent

managing body of the legal entity can nominate one or several permanent or temporary representatives to the **Association**.

- (3) Members of the **Association** wishing to replace their representatives shall send notice in writing to the **Association**.
- (4) The **Association** shall keep a list of the representatives of its members, which shall point out those with voting powers.
- (5) The **Managing Board** may adopt requirements as to the form of the statement concerning the appointment or withdrawal of a representative with voting rights. These statements shall be deposited in the **Association** not later than 24 hours before the opening of a session. Otherwise the representative shall not have the right to vote.

**Registration and Resignation
of Members
Article 18**

- (1) The **Association** shall keep a register of its members, which will be available to all interested parties. The register shall be public. Interested persons may obtain information and certificates based on the register according to a procedure set by the **Association**.
- (2) Members of the **Association** shall be obliged to provide information to fill in and complete the register and to update the information about their status, name, headquarters, address, scope of activity, and other information required by the **Managing Board**. They shall present to the register the necessary official documents pertaining to their national registration.
- (3) The members may leave the **Association** by presenting a letter of resignation. Termination of membership occurs at the time this letter is received. The membership fee and any other contributions will not be reimbursed for the year during which termination of membership has occurred. Such contributions are not subject to refund. Former members may not claim share of the property of the **Association**.

III. MANAGEMENT

A. GENERAL PROVISIONS

**Bodies of the Association
Article 19**

- (1) The bodies of the **Association** shall be the **General Assembly** of the **Association**, the **Managing Board** and the **President** of the **Association**

**Term of Office
Article 20**

- (1) The mandate of all officials elected by the **General Assembly** of the **Association** shall be four

years, and shall commence on the first day of the month succeeding the month of the election. Officials shall fulfill their responsibilities until new officials are elected and their mandate commences.

- (2) Individual elected to fill any vacated post shall have mandate until the end of the mandate of the person who has vacated the post.
- (3) Members of the **Managing Board** shall be elected on a rotational principle. A new election shall keep in its staff two of the previous members of the **Managing Board** in order to achieve continuity in **Association's** work.

Nominations Article 21

- (1) Nominations for vacancies may be made by the principal members of the **Association**.
- (2) The nominations shall be made in writing and signed by the proposing party and another principal member. They shall be submitted not later than two days before the date of the election meeting.
- (3) All nominations submitted to the **Association** should be accompanied by written consent of the candidate to take up the post if elected.

Election Article 22

- (1) The officials elected by the **General Assembly** of the **Association** shall be elected by a majority of at least half of the principal members of the **Association** plus one. If no candidate for the respective post has the necessary majority, the position shall be filled through a second ballot between the two candidates who have received most votes. In the second ballot the candidate with majority of votes shall be considered elected.

Vacancies Article 23

- (1) If any official should leave his/her post or if a post remains vacant because of illness of the official or for some other reason, the vacancy shall be taken until the end of the current mandate by person elected by the **Managing Board**.
- (2) The **Managing Board** shall elect the substitute with a majority of at least half plus one of the quorum. Before the election, each member of the **Managing Board** shall be given written details about the candidates.
- (3) **At the discretion of the Managing Board a vacancy may be filled at a session of the General Assembly of the Association, to which the candidates shall be presented.**

**B. General Assembly
of the Association**

**Composition of the General Assembly
Article 24**

- (1) The **General Assembly of the Association** shall consist of all principal members of the **Association**. It shall be convened on a regular session at least once a year.

**Convening the General Assembly
Article 25**

- (1) The **General Assembly** of the **Association** shall be convened by a decision of the **Managing Board** by its own initiative or at the request of at least 1/3 of the principal members of the **Association**. In the last case, if the **Managing Board** does not convene the **General Assembly** within two weeks, it may be convened by the district judge at the request of the principal members who have made the request.
- (2) The **General Assembly** shall be convened by promoting written invitation in the State Gazette, at least one month prior to the day of the session. An announcement to that effect should be displayed in the premises of the **Association** and on the web site of the **Association**.
- (3) The invitation to the meeting of the **General Assembly** shall point out the day, the time and the venue of the meeting. It shall also contain by which initiative it is convened and the agenda.
- (4) When written documents related with the agenda are prepared for the session, they shall be placed at a disposal of the members in the premises of the Association at the day of promulgation in the State Gazette on the web site of the **Association**.

**Powers
of the General Assembly
Article 26**

- (1) **The General Assembly** shall:
1. Amend and supplement the Statute and, if necessary, decide to reorganize or terminate the **Association**;
 2. Exercise a right of veto on decisions of the **Managing Board** dismissing members of the **Association**;
 3. Approve the budget and the annual report for its execution as well as release the **Managing Board** from responsibility;
 4. Approve the annual report on the activities of the **Association**;
 5. Decide on the number of the members of the **Managing Board** and elect and dismiss them;
 6. Elect the **President** of the **Association**;
 7. Define the general directions, approve long-term and short-term plans, programs and specific projects for the activities of the **Association** by proposal of the **Managing Board**;

8. Decide on the rate of the annual membership fees;
9. Decide on the participation of the **Association** and the termination of such participation in Bulgarian and foreign non-profit organizations;
10. Cancel the decisions of the other managing bodies of the **Association** if they contradict to the law, the Statute or the Regulations regulating the activity of the Association;
11. Pass decision on other issues.

(2) The decisions of the **General Assembly** pertaining to point 1 above shall be taken by a 3/4 majority of all principal members, while those pertaining to points 2, 3 and 5 above and in other cases where law requires qualified majority, shall be taken with a majority of 2/3 of those present; decisions on other issues shall be taken with a simple majority of those present.

Quorum Article 27

- (1) The **General Assembly** of the **Association** could take decisions if it is properly convened and at least half of the principal members of the **Association** are present.
- (2) If there is no quorum at the time announced for the beginning of the session of the **General Assembly**, the meeting shall be adjourned for one hour, after which it shall be considered legitimate irrespective of the number of the present principal members.

Voting Rights Article 28

- (1) Each principal member shall have one vote.
- (2) The right to vote may not be exercised by those principal members who have unsettled liabilities with the **Association**, such as unpaid membership fee. The **President** of the **Association** shall control the observance of this rule and shall present a report before each sitting of the **General Assembly** of the **Association**.

Chair of the General Assembly Article 29

- (1) The **President** of the **Association** shall chair the **General Assembly** of the **Association**. He/she shall organize its work and ensure the legitimacy of the proceedings.
- (2) The **President** of the **Association** shall appoint one or more members of the **Managing Board** as Deputy-Chairman's of the **General Assembly** and shall assign to them in succession the current chair of the sessions.
- (3) The **President** of the **Association** shall appoint a secretary/rapporteur of the **General Assembly**. The secretary/rapporteur shall be responsible for taking a precise record in the minutes of meeting of statements, declarations, motions, voting results and the decisions taken.

C. Managing Board
Composition of the Managing Board
Article 30

(1) The **Managing Board** shall consist of the **President of the Association** and six ordinary members.

Sessions of the Managing Board
Article 31

- (1) The **Managing Board** shall be convened at regular sessions at least once a month.
- (2) Extraordinary sessions of the **Managing Board** shall be convened by the **President** of the **Association** by his/her own initiative or by request of any member of the **Managing Board**.
- (3) If the time and the venue of the session of the **Managing Board** have not been decided at the previous session, the **Managing Board** shall be convened by letter, telex, telegram, or e-mail, sent to all the members minimum a week ago. At extraordinary circumstances the **Managing Board** may be convened by telephone.
- (4) The session of the **Managing Board** is legitimate if all members are invited and if more than half of them are present, except when the Statute requires a different quorum.

Powers of the Managing Board
Article 32

- (1) The **Managing Board** in accordance with the Statute and the decisions of the **General Assembly** of the **Association** shall manage and co-ordinate the activities of the **Association**, as well as authorize persons to sign on behalf of the **Association**. The **Managing Board** shall direct the activities of the **Association** in accordance with its objectives and shall ensure the protection and increase of its property.
- (2) The **Managing Board** shall:
1. Approve organizational rules and regulations for its work;
 2. Secure adherence to the Statute and implementation of the decisions of the **General Assembly**;
 3. Manage the current affairs of the **Association**, approve programs, development plans and special projects as well as decide on the organization of and the participation of the **Association** in important public events in accordance with its objectives;
 4. Manage the assets of the **Association**;
 5. Approve the candidates for membership;
 6. Propose the Draft Annual Budget of the **Association** and report on its implementation before the **General Assembly** of the **Association**, submit proposals for partial amendments in the Budget, including new expenditure items if new sources of financing have been found after the approval of the Budget;
 7. Propose and put forward for consideration and final approval by the **General Assembly** of the **Association** the Annual Report on the activities of the **Association**;
 8. Adopt the management structures of the **Association** as well as the regulations for accounting, payment of salaries and other internal regulations of the **Association**; take decisions on the

- formation of funds and determine the manner in which they shall be collected and spent;
9. Appoint the officials elected by the **General Assembly** of the **Association** and the **Managing Board**;
 10. Appoint an Executive secretary who will organize the current administrative activity of the Association and determines his/her salary;
 11. Take decisions for the management of the property of the **Association** with a view to its protection and increase;
 12. Take decisions on other issues envisaged in the Statute.
- (3) The decisions of the **Managing Board** shall be taken by a simple majority.
- (4) In urgent and other extraordinary cases the **Managing Board** could take decisions *in-absentia* through a minutes of the meeting signed by all its members.

D. President Of The Association **Article 33**

- (1) The **President** of the **Association** shall provide general leadership of the **Association**. He/she shall organize the activities of the **Association** and shall perform his/her duties as described in the Statute or assigned to him/her by the **General Assembly** or the **Managing Board**.
- (2) The **President** shall represent the **Association** in property issues and in its relations with Bulgarian and foreign organizations and institutions.
- (3) The **President** of the **Association** shall sign all official documents of the **Association**.
- (4) The **President** of the **Association** shall:
 1. Organize and direct the activities of the **Managing Board**
 2. Take decisions on other issues assigned to him by the **General Assembly** or the **Managing Board** of the **Association**

Representation of the Association **Article 34**

- (1) The **President** of the **Association** shall represent the **Association** in the country and abroad.

Branches **Article 35**

- (1) The **General Assembly** of the **Association** may take decisions to establish and close branches.

Minutes **Article 36**

- (1) Minutes shall be kept of the sessions of the **General Assembly** of the **Association** and of the **Managing Board**, wherein statements, declarations, motions, voting results and decisions taken shall be recorded. The minutes shall be signed by the chairman of the respective body and the

rapporteur.

- (2) The minutes shall be bound into books of records in chronological order. The record shall be kept at least 25 years if the law does not provide for a longer period. The records could be destroyed after the expire of the period of preservation only upon an expressive decision adopted by the **General Assembly** of the **Association**.
- (3) The principal members of the **Association** and the members of the **Managing Board** can have access to the books of records and could take copies and extracts of the records.

E. FINANCES

Payments to the Association

Article 37

- (1) Principal members of the **Association** shall pay annual membership fee. They shall pay additional fees only if the **General Assembly** has voted for them or if they have committed to them voluntarily.
- (2) The annual membership fee shall be approved and amended by the **General Assembly** of the **Association**.
- (3) Until the rates under the preceding paragraph are approved by the **General Assembly** of the **Association**, the rates passed by the Constituent Assembly of the **Association** shall apply.

Membership Fee

Article 38

- (1) From the beginning of 2005 the members of the **Association** shall pay annual membership fee, defined by the **Constituent Assembly** of the **Association**. The membership fee shall be paid not later than one month after the candidate had been approved as a member of the **Association**.
- (2) Honorary members shall pay no membership fee.
- (3) New members shall pay membership fee for the year of their admission in proportion to the remaining period of the year.

Business activities

Article 39

- (1) The **Association** has the following economic activities: publishing, running a web site, organizing courses, seminars, lectures, organization and participation in conferences, symposia and other related activities in Bulgaria and abroad.
- (2) The **Association** shall not execute business activities, which are not associated with the main activity of the **Association** and shall use the incomes from these activities only for reaching the purposes of the **Association**.

- (3) The activities under article (1) are accordance to the laws that regulate them.
- (4) The **Association** does not distribute profit.

Remuneration of the elected officials **Article 40**

- (1) The **President** of the **Association**, and the members of the **Association** may not receive remuneration for the position they take in **Managing Board of the Association**.
- (2) The Executive Secretary shall not be a member of the **Managing Board**, and shall receive remuneration set by the **Managing Board**.

Termination and liquidation **Article 41**

- (1) If on termination of the **Association** and after compensation to all creditors, any property would remain, the latter shall be paid or distributed among the members of the **Association** according to their entrance fees.

Property **Article 42**

- (1) The property of the **Association** consists of money, belongings and belonging rights, usage rights, intellectual property rights, know- how and all other rights, which are permitted by the legislation to be elements of the legal entity's property.
- (2) The money of the **Association** is kept in bank accounts.

Article 43

The revenues of the **Association** are realized by:

- (1) Membership fees, defined by the General Assembly;
- (2) Voluntary fees, subsidies, donations;
- (3) Informational and educational activities;
- (4) Other sources, permitted by the current legislation.

Article 44

The expenses of the **Association** are defined by the annual budget, prepared by the **Managing Board** and approved by the **General Assembly**.

Article 45

- (1) The **General Assembly** of the **Association** can decide on an establishment of target funds and their sources and ways of usage can be defined by the decision for their creation.

Other provisions **Article 46**

- (1) Notwithstanding the provisions of the Statute, failure to send information or documents to a member of the **Association**, the **Managing Board** or other persons shall not constitute a breach of duty, if the member's address is unknown to the **Association** due to negligence on the part of that person.

Internal Rules
Article 47

- (1) These rules must not contradict the Statute and the decisions of the **General Assembly** of the **Association**. The members shall be informed of all approved regulations and amendments and additions.

Supplement to the Statute
Article 48

- (1) Any proposed supplement to this Statute or to the Constituent Protocol shall be taken under consideration by the **Managing Board**, which shall present it with its recommendations to an annual or extraordinary **General Assembly** of the **Association**. The material shall be presented 21 days prior to the day of the meeting.