

NON-PROFIT ASSOCIATION

"Bulgarian Section of the International Institute of Business Analysis - Sofia"

I. GENERAL PROVISIONS

**Statute. Term**

Art. 1. (1) The association is a legal entity and carries out its activities in accordance with the Law on non-profit legal entities.

(2) The association is defined as an organization for carrying out activities for private benefit.

(3) In the association as an organization, able-bodied individuals who are bona fide members of the International Institute for Business Analysis (MIBA) may voluntarily become members .

(4) The association is established for an indefinite period.

**Name, seat and address of management**

Art. 2. (1) The name of the association is "Bulgaria with the section of the International Institute of Business Analysis - Sofia ". The name can also be written in Latin as " Bulgarian Chapter of the International Institute of Business Analysis - Sofia ".

(2) The abbreviated name of the association is MIBA - Sofia, written in Latin as IIBA - Sofia .

(3) The seat of the association is the Republic of Bulgaria, the city of Sofia .

(4) The address of the association's management is Sofia - 1112, g.k. Geo Milev, bl. 153, app. 6 .

(5) The e-mail address of the association is: [info@sofiabg.theiiba.org](mailto:info@sofiabg.theiiba.org).

(6) The full or abbreviated name of the association, its seat and address of management shall be placed on all its documents and publications.

(7) Every written statement from the association contains its name, headquarters, address, as well as data on its registration, including BULSTAT number .

**Main goals of the association. Subject of activity**

Art. 3. (1) The Association aims to popularize the application of business analysis in the public and private sectors, to affirm the role and authority of business analysis as a professional activity and to represent the International Institute of Business Analysis (MIBA) at the local level.

(2) The association has the following main tasks:

1. to raise the prestige of business analysis as a professional activity;

2. to assist its members to network and gain knowledge from recognized business analysts, professionals in related fields, as well as business and government leaders;

3. to provide its members with access to an established knowledge base and forums for the exchange of experience, and to help them build their authority within the professional community;

4. to support access to good practices in the field of business analysis;

5. to provide corporate support to MIBA at the local level, by conducting explanatory campaigns demonstrating the importance of business analysis and the role of MIBA;

6. to maintain and develop contacts with business and MIBA partners for the benefit of the members of the association.

(3) The subject of the association's activity is:

1. promoting the exchange of knowledge and good practices in the field of business analysis;

2. promoting the benefits of applying business analysis;

3. presentation of MIBA's initiatives at the local level;
4. preparation of expertises, analyzes and other activities corresponding to the goals of the association;
5. participation in national, European and international projects related to business analysis.

#### **Activities to achieve the goals of the association**

Art. 4. The activities through which the association will achieve its goals are:

1. holding regular meetings of the members of the association to discuss topics and issues related to the problems of business analysis and the profession of business analysis ;
2. maintenance and development of relations with international and other national organizations working in the field of business analysis ;
3. participation in the organization of conferences, seminars, symposia, meetings and other forms of training, qualification and improvement of specialists working in the field of business analysis;
4. interaction with state bodies and non-governmental organizations to fulfill the goals and tasks of the association;
5. organization of other activities related to the goals and tasks of the association, supporting the promotion and development of the business analyst profession.

## **II. MEMBERSHIP**

#### **The members of the association**

Art. 5. (1) Membership in the association is voluntary and open to anyone who accepts its goals, regardless of race, age, gender, social status, religion or disability.

(2) A person applying to become a member of the association must be a bona fide member of MIBA. Membership in MIBA becomes effective from the first day of the month following the date on which the financial transaction for payment of the membership fee to MIBA was processed.

(3) Bona fide members of the association have the right to participate in the General Assembly of the association with the right to vote and to be elected to a leadership position.

(4) The lists and database of members provided by MIBA to the association may not be used for commercial purposes, but only for activities directly related to the activity of the association and consistent with MIBA's policies.

#### **Duties of members**

Art. 6. (1) Each member of the association is obliged to:

1. to be a bona fide member of the association
2. to comply with the provisions of the present Articles of Association, as well as all other internal policies, procedures, rules and guidelines of the association in accordance with the current legislation ;
3. to actively participate in the work of the association and to support the successful implementation of its goals, as well as to fulfill the duties assigned to it according to the established procedure;
4. to pay annual membership fees to MIBA and to the association, when such is foreseen by a decision of the General Assembly.

(2) In the event that a member leaves the association, the paid membership fee is not refunded. In the event that a member of the association moves to live in another place, he retains his status as a "member in good faith", as the membership fee he paid is not transferred to another section of MIBA.

(3) The paid membership fee cannot be transferred in favor of another person.

### **Acquisition of membership**

Art. 7. (1) Membership in the association requires membership in MIBA. The association cannot have members who are not accepted as members of MIBA and cannot create its own membership categories.

(2) The members of the association are accepted by the Management Board. Applicants submit a written application to the Board of Directors at the association's e-mail address.

(3) New members pay an annual membership fee , when such is provided by a decision of the General Assembly .

(4) The Management Board examines the applications and makes a decision at its next meeting, but no later than one month after the filing of the application. The decision is taken by a simple majority of the members present.

### **Termination of membership**

Art. 8. (1) The members of the association may be released from membership at their request with an application to the Management Board. Membership is terminated from the moment the unilateral declaration of intent to terminate reaches the Board of Directors at the association's e-mail address.

(2) Membership in the association is terminated upon the death or placement under total prohibition of the member, as well as upon his expulsion.

(3) Exclusion of a member from the association is carried out by a decision of the Management Board when:

1. violation of the Articles of Association;
2. non-fulfillment of obligations arising from membership, including delay in paying membership fees for more than 30 days or systematic non-participation in the activities of the association. Membership can be restored upon payment of the relevant obligations to the association and MIBA in the order of initial acceptance;
3. performing actions incompatible with the goals and objectives of the association.
4. damaging the prestige and authority of the association and MIBA.
5. presence of other reasons defined in national and international acts, mandatory for the members of the association.

(4) The date of effective termination of membership is formally communicated to the expelled member .

(5) The decision of the Management Board to exclude a member of the association may be appealed to the General Assembly.

(6) Upon termination of membership, regardless of the reason for this, the paid membership fee is not refunded .

(7) Upon termination of membership, all rights and privileges arising from it are lost .

## **III. PROPERTY**

### **Sources of funds of the association**

Art. 9. (1) Sources of funds of the association are:

1. donations from individuals and legal entities;
2. sponsorship programs;
3. revenues under Art. 10 of the Statute.
4. membership fee;

(2) The amount of the introductory contribution and the annual membership fee is determined by a decision of the General Assembly of the members of the association.

(3) The financial year of the association is from January 1 to December 31. Membership dues are due immediately upon acceptance of the respective member. Each member is responsible for renewing their MIBA membership.

### **Economic activity**

Art. 10. (1) By decision of the Management Board, the Association may carry out economic activity related to its main subject of activity. The business activity of the association may include, but is not limited to:

1. participation in drafting and preparing documentation, analyses, expertise and other activities specific to the business analyst profession;
  2. participation in competitions, projects and other initiatives at the national, European and local level in relation to the objectives of the association and activities specific to business analysis;
  3. preparation of publications, publication of brochures, etc. similar;
  4. translation and distribution of articles, etc. materials related to achieving the main goals of the association;
  5. studies and analyzes related to the subject of the association's activity;
  6. preparing presentations and promotional materials on the benefits of business analysis.
- (2) The association does not distribute profits.

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

### **Bodies of the association**

Art. 11. The bodies of the association are the General Assembly and the Management Board.

### **Auxiliary organs**

Art. 12. (1) By decision of the Management Board, auxiliary bodies - committees may be formed to support the activity of the association.

(2) The Management Board creates rules for the work of each committee, which define the objectives, powers and expected results of its work. The committees are responsible for their activities to the Management Board .

(3) The Board of Directors shall appoint the chairman and members of each committee. The members of the committees are elected only from among the members of the association. External specialists can also be brought in for the work of the committees.

## **V. GENERAL MEETING**

### **Character. Composition. Representation**

Art. 13. (1) The general assembly is the supreme body of the association.

(2) All regular members of the association participate in the General Assembly. Only "bona fide members" have the right to vote.

(3) The members of the association participate in the General Assembly in person.

### **Convocation of the General Assembly**

Art. 14. (1) The General Assembly shall be convened at a regular meeting at least once a year.

(2) The General Meeting is convened by the Chairman of the Management Board with a written invitation no later than 30 days before the date of the Meeting. The invitation is sent to members by e-mail only.

(3) The General Assembly may be convened by the Management Board on its initiative or at the request of 1/3 of the members . If, in the latter case, the Management Board does not convene the General Assembly within a two-week period, it shall be convened by the court of registration of the seat of the association at the written request of the interested members or a person appointed by them .

(4) The invitation contains the agenda, date, time and place for holding the General Assembly and on whose initiative it is convened.

(5) The invitation is posted on the website of the association, which is <http://sofiabg.theiiba.org/>, at least one month before the scheduled day.

#### **List of attendees. Protocol**

Art. 15. (1) At the meeting of the General Assembly, a list of the members present is drawn up. Members certify their presence with a signature and identify themselves. The list is certified by the chairman and the Deputy Chairman for membership of the General Assembly.

(2) Minutes shall be kept for the meeting of the General Assembly. The minutes of the General Assembly are signed by the chairman and the Deputy Chairman in terms of membership of the assembly.

#### **Quorum. Right to vote**

Art. 16. (1) The general meeting is considered legal if at least half of all members of the association are present. In the absence of a quorum, the meeting is adjourned for one hour later, with the same agenda, and is considered legal, as long as members to appear .

(2) In the General Assembly, each member has the right to one vote.

(3) Members who have not paid the due membership fee at least 3 days before the date of the General Assembly are not entitled to vote and are not taken into account when forming a quorum and majority.

#### **Competence of the General Assembly**

Art. 17. The General Assembly:

1. determines the main directions in the activities of the association, adopts programs, prospective plans and separate tasks with a view to the fulfillment of its goals and tasks;
2. adopts regulations for the activity of the association and other internal acts;
3. elects to the relevant positions and dismisses the members of the Management Board;
4. listens to and accepts the report and activity plan of the Management Board, accepts the association's budget for the next financial year and decides on the dismissal of the members of the Management Board from liability;
5. adopts, completes and amends the Statute of the association
6. decides on the transformation or termination of the association;
7. makes decisions on organization and participation of the association in important public events related to its goals;
8. determines the due amount and amount of the membership fee, the manner and term for its payment;
9. decides to participate in other organizations;
10. annuls decisions of the other bodies of the association that contradict the law, the Statute or other internal acts regulating the activities of the association;
11. makes other decisions provided for in the statute.

#### **Majorities**

Art. 18. (1). Decisions in the General Assembly are taken by a simple majority of the votes of the members of the association present at the assembly with the right to vote, but for a decision under Art. 17, item 5 and item 6 (supplement and amendment of the Statute, for the termination of the association or for its transformation) a majority of 2/3 of the regular members of the association present at the meeting with the right to vote is required.

(2) No decisions can be made on issues that are not included in the agenda announced in the invitation.

**Conflict of interest**

Art. 19. No member shall have the right to vote in matters affecting him, including his expulsion from the association, his spouse, his ascendant and descent, his relatives in the silver line and by marriage up to the second degree, and legal entities in which he is a manager or can impose or hinder decision-making.

**Minimum requirements for the program of meetings of the association**

Art. 20. (1) The association organizes its activities by complying with the following minimum requirements of its program:

An event	Time frame
Meetings	Once a month
General assembly	Once a year

(1) Invitations to the meetings are sent as follows

Meeting	Get used to it	Notice period	Minimum number of attendees	A form of habituation
General assembly	Board of Directors	30 days	50% of members	Email
Meetings	Member of the Management Board	15 days	10% of members	Email
Meeting of the Management Board	The Chairman or three of the members of the Management Board	15 days	50% of members	Email
Committee meetings	According to the internal rules of the committee	According to the internal rules of the committee	According to the internal rules of the committee	Email

(2) An attendance sheet is kept for the meetings of the association.

**VI. MANAGEMENT BOARD****Character. Composition. Mandate**

Art. 21. (1) The Management Board is a body of the association that manages the activities of the association and represents it and is responsible for achieving its goals.

(2) The members of the Management Board are elected from among the members of the association by direct voting. Only "bona fide members" can be elected as members.

(3) The Management Board consists of 7 members - natural persons.

(4) The Management Board has the following composition: Chairman, Deputy Chairman Membership, Deputy Chairman Finance, Deputy Chairman Education, Deputy Chairman Marketing, Deputy Chairman Communications, Deputy Chairman Research and Publications.

(6) The rotation of the members of the Management Board takes place every year, according to the following scheme:

<i>Odd year</i>	<i>Even year</i>
Chairman	Vice Chairman membership
Vice President Finance	Vice President of Education

Vice President Marketing	Deputy Chairman of Communications
Vice Chair for Research and Publications	

- (7) The members of the Management Board may be elected more than once.
- (8) Immediately after their election, the new members are included in the work of the Management Board as "back-ups" of the members whose activity they will inherit. They do not have the right to vote until they are effectively in office.
- (9) The previous chairman is a member of the Management Board by right and may participate in all discussions and in all committees, but does not have the right to vote in the decisions of the Management Board.
- (10) Upon expiration of the mandate of a member of the Management Board, he continues to exercise his powers until the effective occupation of the position by a new member.
- (11) The Management Board may decide to submit a collective resignation. In such a case, the Management Board convenes an extraordinary General Assembly within one month to elect a new Management Board. Until a new Management Board is elected, the current Management Board continues to perform its functions.
- a request of 1/3 of the members may be submitted to the chairman and the questions raised will be considered at the next regular meeting of the Management Board.

#### **Nomination and selection**

- Art. 22. (1) The Nominations Committee prepares a preliminary list of nominees for each of the positions in the Management Board and examines the willingness and ability of each nominee to be proposed for election. The Nominations Committee is elected by the Management Board in accordance with Art. 12, para. 2 and 3. When the association is established, the Nominations Committee is elected by the founders.
- (2) The election is made at an annual regular General Meeting of the members, by secret voting with ballots, in which only "members in good faith" have the right to participate.
- (3) The candidate who received the most votes is elected. Votes are counted by the Nominations Committee or by enumerators specially selected by the General Assembly.
- (4) The members of the Nominations Committee cannot be included in the proposals drawn up by it.

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

- Art. 23 (1) The members of the Management Board are obliged to actively participate in its work.
- (2) A member of the Management Board may resign at any time, the resignation being submitted to the Management Board. In such a case, the Management Board convenes an extraordinary General Assembly within three months to elect a new member of the Management Board. The newly elected member of the Management Board completes the mandate of the member in whose place he was elected.
- (3) A member of the Management Board may be prematurely dismissed from his position by the General Assembly on the proposal of the Management Board or of a member of the association with the right to vote in the following cases:
1. Violation of the Articles of Association;
  2. Non-participation in the meetings of the Management Board three consecutive times;
  3. Damaging the prestige of the association and MIBA.

#### **Duties of the members of the Management Board**

Art. 24. The duties of the members of the Management Board are as follows:

1. The Deputy Chairman for Membership supports the organizational provision of all activities planned and carried out by the Association. The Deputy Chairman for Membership keeps minutes of the General Meetings of the Association and the meetings of the Management Board. He is responsible for informing the members of the Association about the decisions taken and planned activities, for communication with the candidates for membership and for other matters related to membership.
2. The Deputy Chairman of Finance is responsible for the recruitment and management of the financial resources of the Association in accordance with the decisions of the Management Board and the General Assembly. It submits an annual report and provides references upon request by competent authorities.
3. The Deputy Chairman of Communications is responsible for the promotion of the Association's activities through the means of mass communication / print and electronic media, professional and social networks/. He is involved in the regular updating and maintenance of the Association's website. He is obliged to distribute up-to-date information to all members of the organization.
4. The Vice President of Marketing is responsible for planning and implementing strategic partnership with organizations and sponsors, with international institutes and other partner associations and public institutions. He is responsible for the development and promotion of products and services of the Association and for the organization and implementation of educational and discussion seminars.
5. The Vice Chair of Education is responsible for planning and providing content for educational and discussion seminars and for contacting educational institutions regarding business analysis training. He is involved in the presentation of the Association in events of partner organizations. The Vice Chair for Education supports the accreditation of training organizations and the certification of members of the Business Analysis Association.
6. The Vice President of Research and Publications is responsible for the planning and implementation of publications in the field of business analysis, which, together with the Vice President of Communications, are published in publications with a specialized focus. He is also responsible for preparing an electronic newsletter with news and achievements in the field of business analysis and moderating discussions.

#### **Automatic termination of membership in the Management Board**

Art. 25. Membership in the Management Board is automatically terminated in the event that it loses its status as a " member in good faith" or for other reasons specified in the association's Statute. In these cases, the Management Board convenes an extraordinary General Assembly within three months to elect a new member of the Management Board. The newly elected member of the Management Board completes the term of office of the member in whose place he was elected.

#### **Sessions. Quorum and majority .**

Art. 26. (1) The Management Board meets at regular meetings at least every three months. The meetings of the Management Board are chaired by the chairman, and in his absence - by one of the two vice-chairmen.

(2) The meetings of the Management Board are convened and chaired by the chairman. The Chairman is obliged to convene a meeting of the Management Board at the written request of one third of its members. If the chairman does not convene a meeting of the Management Board within a week, it can be convened by any of the interested members of the Management Board .

(3) Meetings of the Management Board are held if more than half of its members are present, and decisions are taken by a simple majority of those present, with the exception of decisions for which a majority of all members is required by law (including decisions on disposal of the



association's property in compliance with the requirements of this Statute, determining the order and organization of the association's activities and decisions on the liquidation of the association).

(4) The Management Board may take a decision without a meeting being held, if the minutes of the decision taken are signed by all members of the Management Board without remarks or objections.

(5) Each member has the right to 1 /one/ vote and may not delegate representation and voting rights to third parties.

(6) Meetings may also be held by teleconference, by fax and by any other legally acceptable means.

### **Competence of the Management Board**

Art. 27. The Management Board:

1. has all the powers according to the statute, with the exception of those specifically prohibited by this statute, by the MIBA statute, and by Bulgarian legislation. For the purposes of better performance of the tasks of the association, the Board of Directors is authorized to adopt the necessary policies, procedures and rules that are in accordance with this statute and the Statutes and policies of MIBA.
2. makes decisions on the manner of disposal of the association's property, with a view to its preservation and increase, and assigns the chairman and/or one of the vice-chairmen to carry out the relevant disposal actions for the fulfillment of its goals and tasks;
3. ensures the implementation of the decisions of the General Assembly;
4. prepares and submits a draft budget to the General Assembly. Within the framework of the budget and the plan for its activity, adopted by the General Assembly, makes decisions on the expedient spending of the provided funds for the goals and tasks of the association;
5. prepares and submits to the general assembly a report on the activities of the association;
6. accepts new members;
7. adopts technical-organizational structure of the association and rules for appointment and dismissal of the administrative staff of the association;
8. prepares and submits to the General Assembly a report on the activities of the association;
9. determines the order and organizes the performance of the association's activities and is responsible for this;
10. fulfills the obligations provided for in the statute;
11. resolves other issues assigned to it by the General Assembly, as well as all issues that by law or according to this Statute are not within the competence of another body.

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

Art. 28. The Chairman:

1. organizes the implementation of the decisions of the General Assembly and the Management Board;
2. organizes the activity of the association, carries out its operational management, ensures the management and protection of its property;
3. concludes contracts with the employees of the association;
4. represents the association in the country and abroad and performs the functions assigned to it by virtue of the Statute or by the General Assembly;
5. is a member by right of each of the committees and has the right to vote in decision-making;
6. manages the activities and meetings of the Management Board ;
7. guarantees compliance with the provisions of this statute by the Management Board ;
8. prepares an annual program for the work of the Management Board together with the members of the Management Board ;

9. encourages the members of the Management Board to participate in the meetings and activities of the association and evaluates the effectiveness of their activities;
10. is responsible for the promotion of business analysis, by maintaining know-how in the field of information technology, having a direct and indirect relation to the activity of business analysis. His duties are to monitor and share trends in the field of technology, helping to create a closer connection and recognition of the requirements for business analytics by the IT industry;
11. provides the activities under Art. 4, item 4.

## **VII. REPRESENTATIVE OFFICE OF THE ASSOCIATION**

### **Representation**

- Art. 29. (1) The association is represented by the chairman alone or by the Deputy Chairman in terms of membership and by one of the other Deputy Chairman together.
- (2) The extent of the representative power of the Deputy Chairman of the membership and of one of the Deputy Chairman is determined by a decision of the General Assembly.

## **VIII. TERMINATION AND LIQUIDATION**

### **Termination**

- Art. 30. (1) The association is terminated:
1. by decision of the General Assembly with a majority of 2/3 of the list composition,
  2. by a decision of the district court on registration of the seat of the non-profit legal entity, in the cases provided for by law;
  3. in the event of a reduction in the number of members below 15, which does not guarantee the sustainability of the Association.

### **Distribution of the remainder of the estate**

- Art. 31. After the termination and liquidation of the association, the remainder of its property after satisfying the creditors is transferred to a similar non-profit organization, which will be responsible for the obligations of the association up to the amount of the received property.

## **IX. SEAL AND LOGO**

### **Logo**

- Art. 32. The association uses the MIBA logo.

### **Printing**

- Art. 33. Its seal is approved by the Board of Directors.

## **X. ADDITIONAL PROVISIONS**

§ 1 Pursuant to this Statute:

1. "good faith member of MIBA" is a member of MIBA who has paid his obligations to MIBA, and against whom no expulsion procedure has been initiated due to violation of the rules of MIBA ;
2. "bona fide member of the association" is a member of the association who has paid his obligations to MIBA and to the association, and against whom no exclusion procedure has been initiated due to violation of the rules of the association or MIBA ;
3. " business analyst" and "business analyst" have the same meaning.

## **XI . TRANSITIONAL AND FINAL PROVISIONS**

§ 2 . Changes to this Statute may be made in accordance with the procedure provided for in it and in the Law on Non-Profit Legal Entities.

§ 3 (1) This statute can be changed by a majority of 2/3 of the list of members with voting rights at a General Assembly of the association, held regularly and convened according to the requirements of the statute.

(2) Information about the proposed changes must be sent in writing to the members by e-mail at least 30 days before the meeting at which they are voted on.

(3) Changes may also be proposed on the initiative of the Management Board or on a proposal signed by 25% of the members with the right to vote, presented to the Management Board. The Management Board is obliged to present all proposals received, with or without recommendations.

(4) All changes must be in accordance with MIBA's bylaws and policies, procedures, rules and directives, and be approved by MIBA's Board of Directors.

§ 4. Regarding the interpretation or application of the provisions of this statute, the provisions of the general Bulgarian civil legislation and the provisions of the Law on non-profit legal entities shall apply.

**The present statute was adopted at the General Assembly of the association, which took place in the city of Sofia on 23 . 11 .2016 yrs.**