



**BY-LAWS OF
NON-PROFIT ORGANIZATION
"PROTEGNI RAKA"**

Adopted at the constituent meeting of the organization held in the town of
Bankya, February 15th, 2005

1.GENERAL PROVISIONS

Art.1 (1) **"PROTEGNI RAKA"** is a non-profit organization operating to support financially the treatment of sick children aged up to 18 (eighteen) years, coming from poor families or orphans. The support includes payment of medical services, treatments, medications and / or surgeries, and post-operation costs.

(2) The ORGANIZATION is carrying out activities in private benefit.

(3) The ORGANIZATION is a legal entity separate from its members, established under the provisions of the Law on Non-profit Legal Entities, the By-laws and the Decision of the Constituent Assembly.

(4) The ORGANIZATION is responsible for its liabilities with its property.

(5) Members of the ORGANIZATION shall not be liable for the obligations of the COMPANY.

(6) The ORGANIZATION is an organization in which any physical persons and legal entities can be voluntary members.

(7) The ORGANIZATION is an independent, non-political, non-syndical non-religious organization.

(8) The ORGANIZATION does not distribute dividends.

II.NAME

Art.2 (1) The name of the ORGANIZATION is "PROtegni raka".

(2) The name may be written in Latin "PROtegni raka".

III.SEAT

Art.3 The seat and address of the ORGANIZATION are: 131 Hristo Botev Str., city of Sofia, Municipality of Sofia, Serdika Region, Republic of Bulgaria.

IV.DURATION

Art.4 The ORGANIZATION was established for an indefinite time / no time /.

V.OBJECTIVES

Art.5 (1) While observing the Bulgarian legislation, in its activities, the ORGANIZATION, shall be governed by the By-laws adopted by the General Assembly, and the Policy of the ORGANIZATION, adopted by the Management Board and shall set the following objectives:

(2) To financially support the treatment of sick children up to 18 years of age, coming from poor families or orphans, which include payment of medical services, treatments, medications and / or surgeries, and post-operation costs.

(3) The ORGANIZATION will conduct its activities following the principles of social justice and responsibility, preventing discrimination and conflict of interest.

(4) The ORGANIZATION shall carry out its business effectively on the basis of established humanitarian principles and independent decisions in accordance with all applicable laws and regulations, internal rules and in full compliance with the Policy adopted by the Management Board.

(5) The ORGANIZATION shall ensure equal rights to all beneficiaries, regardless of gender, race, education, ethnicity, residence, etc., as well as appropriate use of the funds raised.

VI. RESOURCES

Art.6 The means for achieving the objectives of the ORGANIZATION are:

- Payment of medical services needed by sick children;

- Providing funds for purchase of medicines for sick children;
- Providing funds to carry out medical treatment;
- Financing operations in the country and abroad;
- Payment of postoperative treatment costs.

VII. SCOPE OF ACTIVITY

Art.7 The ORGANIZATION's scope of activity is financial support for the treatment of sick children aged up to 18 (eighteen) years coming from poor families or orphans, which includes payment of medical services, treatments, medications and / or surgeries, and post-operation costs.

VIII. PROPERTY OF THE ORGANIZATION

Art.8 The property of the ORGANIZATION consists of: cash, goods and chattels, receivables and other assets.

Art.9 (1) The property of the ORGANIZATION is acquired by: donations, bequests and all other methods of acquisition permitted by law.

(2) The ORGANIZATION, in the person of the Management Board, may receive donations from individuals and legal entities and to enter into sponsorship contracts.

IX.MEMBERSHIP. RIGHTS AND OBLIGATIONS OF THE MEMBERS OF THE ORGANIZATION

Art.10 (1) Membership in the organization is voluntary. Members can be any able physical and legal persons.

(2) Member of the organization may be any legal entity which shares the objectives of the organization and the means to achieve them, implements its By-laws and the Policy of the ORGANIZATION

(3) Member of the organization may be any adult who shares the objectives of the organization and the means to achieve them, implements its By-laws and the Policy of the ORGANIZATION.

Art.11 (1) New members shall be accepted by the Management Board of the ORGANIZATION upon written request.

(2) The Management Board shall decide on the request for adoption of a new member at its next meeting.

Art.12 (1) Membership shall be terminated:

- > by a unilateral written statement to the Management Board of the ORGANIZATION;
- > upon death or interdiction;
- > any person failing to comply with the By-laws of the ORGANIZATION or carrying out actions to the detriment of the ORGANIZATION, harming its prestige, reputation or interests of the ORGANIZATION may be excluded by decision of the Management Board taken unanimously by all members.

(2) Upon exclusion, the person has no right to claim property of the ORGANIZATION.

Art.13 The membership occurs, respectively - is considered terminated, on the date of entry of such person, respectively, of their striking off, in a register kept by the Management Board of the ORGANIZATION.

Art.14 (1) Each member is entitled:

- > to participate in the activities of the ORGANIZATION and the work of the General Assembly, to elect and be elected to the bodies of the ORGANIZATION;
- > to participate in the discussions and evaluation of the activities of the ORGANIZATION, to be informed of all events of the ORGANIZATION and to participate in them;
- > to submit proposals for the activities of the ORGANIZATION to the Management Board and for accepting and excluding members.

(2) Every member shall:

- > work for achieving the goals of the ORGANIZATION;
- > not harm the reputation and interests of the ORGANIZATION and shall observe the rules of this By-laws;
- > work on raising its public prestige.

Art. 15. The membership rights and obligations shall not be transferable and shall not pass on to others in case of death or termination of membership. The exercise of membership rights may be granted by authorization to another person through a power of attorney with notarized signature.

X. BODIES OF THE ORGANIZATION

Art. 16 (1) The bodies of the ORGANIZATION are as follows:

1. General Assembly;
2. Management Board.

(2) Other subsidiary bodies may be established by decision of these bodies, in order to perform certain actions. The scope of power of such bodies shall be determined by the decision on their establishment.

GENERAL ASSEMBLY

Art. 17 (1) The General Assembly is the supreme body of the ORGANIZATION and shall consist of all members.

(2) Members - legal entities shall be represented in the General Assembly by their legal representatives or expressly authorized person.

(3) The attorney of a legal entity or an individual can only be an individual.

(4) The power of attorneys shall be explicitly granted for participation in the General Assembly, as they may be issued for a limited or unlimited number of sessions of the meeting.

(5) Attorneys shall not be allowed to re-authorize third parties with their rights.

(6) Attorneys can represent several members of the General Assembly (without limitation).

Competence

Art. 18. The General Assembly shall:

1. amend the By-laws of the ORGANIZATION;
2. elect and dismiss members of the Management Board;
3. decide on the reorganization and dissolution of the ORGANIZATION;
4. adopt the budget of the ORGANIZATION;
6. accept the activity report of the Management Board;
7. hear appeals against decisions of the Management Board on termination of membership;
8. revoke decisions of the Management Board, which contravene the law and / or the By-laws of the ORGANIZATION.

Conduct

Art. 19. (1) The General Assembly is held at least once a year, a regular General Meeting.

(2) The General Assembly may be convened at any time by the Management Board - Extraordinary General Meeting.

Convocation

Art. 20. (1) The General Assembly shall be convened by the Management Board. It may be convened at the request of one third of the members of the organization.

(2) If within one month of the request on convening the General Assembly, the Management Board does not send a written invitation to convene the General

Assembly, it shall be convened by the court at the headquarters of the ORGANIZATION by the written request of the members or a person appointed by them.

(3) Convocation shall be made by an invitation, published in "State Gazette" and placed on the information board in the headquarters of the organization.

(4) The invitation shall contain an agenda of issues proposed for discussion, draft decisions, date, time and place of the General Assembly and on whose initiative the meeting was convened.

(5) The period of publication of the announcement until the opening of the General Assembly can not be less than a month.

Written materials

Art. 21. Written materials related to the agenda of the General Assembly should be made available to members at the headquarters of the ORGANIZATION no later than the date of publication or the invitation sent to convene the General Assembly. They shall be presented to each member free of charge upon request.

List of present members

Art. 22. (1) A list of present members or their representatives shall be made at the General Assembly. Members and representatives shall verify their presence by signature and legitimate themselves. The list shall be certified by the chairman and secretary of the General Assembly.

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

Quorum

Art. 23. The General Assembly may sit if there are members representing more than half of all members. In the lack of a quorum, the Management Board shall schedule a new session within one hour at the same place and under the same agenda regardless of the number of members.

Voting Right

Art. 24. Each member shall be entitled to one vote.

Majority

Art. 24. (1) The decisions of the General Assembly shall be taken by a majority of those present.

(2) Decisions under Article 18, items 1 and 3 shall be taken by a majority of two thirds of those present.

Decisions

Art. 25. (1) The General Assembly may not take decisions on issues that were not published in the invitation.

(2) The decisions of the General Assembly shall take effect immediately, unless their effectiveness is delayed or if by law they enter into force upon promulgation.

Management Board

Art. 26. (1) The ORGANIZATION shall be managed by a Management Board

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

(3) The Management Board consists of at least 3 (three) people who are members of the organization. Their number shall be determined by the General Assembly.

(4) The Management Board members may be reelected without restriction.

(5) The Management Board members receive no remuneration.

Rights and Duties of the Management Board

Art. 27. (1) The Management Board members have equal rights and duties regardless of the internal distribution of functions between members and decisions granting the right of management by the executive members.

(2) The main tasks of each member of the Management Board are:

- > to seek and submit to the Management Board cases of ill children who need funding for treatment;
- > to raise funds for the ORGANIZATION, incl. not limited to organizing various events for this purpose;
- > to participate in the work of the Management Board.

(3) The Management Board members shall perform their duties in the interest of the ORGANIZATION.

(4) Each member of the Board may request the Chairman to convene a meeting to discuss certain issues.

Competence

Art.28 The Management Board shall:

1. admit and exclude members of the ORGANIZATION;
2. decide on opening and closing of branches;
3. decide on participation in other organizations;
4. determine the order and organize the activities of the organization;
5. adopt guidelines and programs on the activities of the ORGANIZATION;
6. adopt the Policy of the ORGANIZATION, which govern the basic principles, the objectives of the ORGANIZATION, the criteria for funding, method of taking a decision, allocation of functions and other operational matters;
7. adopt other internal acts;
8. appoint liquidators upon termination of the organization, except in case of insolvency;
9. prepare and submit a report on the activities of the ORGANIZATION to the General Assembly;
10. prepare and submit a draft budget to the General Assembly;
11. ensure implementation of the decisions of the General Assembly;
12. consider and decide all other matters, except those which are within the competence of the General Assembly.

Quorum and Majority of the Management Board

Art. 29. (1) Decisions may be taken if more than half the members of the Management Board are present in person or represented by another member of the board.

(2) Decisions shall be taken by a majority of two thirds of the members present, unless another majority is provided herein.

(3) The Management Board may take decisions by non-attendance if all members are notified in writing of this manner of voting and none opposed. A person with whom there is a telephone or other connection, ensuring their identification and allowing participation in discussions and decisions, is considered present. The vote of such member shall be verified in the minutes of the meeting by the chairman.

(4) The Management Board may take decisions without holding a meeting, in case the minutes of the decision is signed without remarks and objections by all members of the Management Board.

Representation

Art.30 (1) The Management Board shall elect a chairman from among its members.

(2) The Chairman of the Management Board of the ORGANIZATION shall represent the ORGANIZATION and the Management Board in its relations with third parties.

(3) The chairman of the ORGANIZATION shall:

- convene meetings of the Management Board;
- organize, manage and supervise the ongoing activities of the ORGANIZATION in accordance with the By-laws, the decisions of the General Assembly and the Management Board;
- represent the ORGAIZATION;
- store and keep the records of the ORGANIZATION;
- chair the meetings of the Management Board and enforce its decisions and those of the General Assembly;
- develop a program of the ORGANIZATION'S activity for each year and submit it to the General Assembly for approval;
- make a proposal for acceptance and dismissal of members of the ORGANIZATION;
- open bank accounts of the ORGANIZATION and dispose of them;
- report on their activities before the General Assembly and the Management Board.

(5) The Chairman of the Management Board may authorize other Management Board members to fulfill certain functions or carry out certain tasks.

Secretary and treasurer

Art.31 (1) The Management Board shall elect Secretary/ies and Treasurer/s from among its members.

(2) The Secretary shall manage the organizational and administrative activities of the Management Board and coordinate the activity by regions.

(3) The Treasurer shall manage the financial and economic activities of the ORGANIZATION, and shall collect and keep the cash received, provide them for the implementation of the activities of the ORGAZNIATION on the basis of a decision of the Management Board; keep the cost-benefit documentation and make it available for inspection.

Books of the Company

Art. 32. (1) Minutes shall be kept at the meetings of the General Assembly and of the Management Board, which shall reflect all discussions, suggestions and requests and decisions taken. Minutes shall be certified by the signatures of the chairman of the respective body and by the protocol person and shall be bound in special books. Books shall be kept by the chairman of the respective body. Members of the organization and members of the Management Board may examine the contents of the minute books and take copies or extracts of the minutes.

(2) The organization shall keep a register of its members, where the names and addresses of all members, Personal No. and the name, domicile and address of the management, company file for court registration and BULSTAT of members - legal entities are recorded.

XI. TERMINATION AND LIQUIDATION

Art.33 (1) The ORGANIZATION shall be terminated:

1. by decision of the General Assembly with 2 / 3 majority of members present;
2. by decision of the district court by domicile of the ORGANIZATION, where

there are statutory prerequisites for that.

(2) In case the ORGANIZATION is terminated by liquidation, the Chairman of the Management Board shall be recorded as a liquidator, unless the General Assembly designate another person as a liquidator. If, after satisfaction of creditors, there is any property remaining, it shall be provided to an organization designated by the General Assembly of the ORGANIZATION.

XII. SEAL AND LOGO

Art.34 The ORGANIZATION has its own seal and logo, which shall be approved by the Management Board.

XIII. TRANSITIONAL AND FINAL PROVISIONS

§ 1. The provisions of the Law on Non-profit Legal Entities and civil legislation of the Republic of Bulgaria shall apply on the outstanding issues of the By-laws.

§ 2. This By-laws is adopted unanimously by all present founders of the Constituent Assembly of the non-profit organization "PROtegni raka" held on 15.02.2005 in the town of Bankya, in witness whereof they have placed their signatures under this By-laws.

FOUNDERS:

Personal No:

SIGNATURES:

town.....

date: