



**ARMS WIDE OPEN**  
Protection. Care. Integration

## **CHARTER**

### **OF THE NON-PROFIT ORGANIZATION “ARMS WIDE OPEN”**

#### **GENERAL PROVISIONS**

1. “ARMS WIDE OPEN”, hereinafter referred to as the ORGANIZATION, is a non-profit legal entity which carries out its activities in accordance with the laws of the Republic of Bulgaria.
2. The ORGANIZATION shall be designated to carry out activities of public benefit.
3. The ORGANIZATION shall be established for an indefinite period.

#### **NAME AND ADDRESS OF RECORD**

- 4.1. The name of the ORGANIZATION is “ОТВОРЕНИ ОБЯТИЯ”.
- 4.2. The name in English is “ARMS WIDE OPEN”.
5. The address of record of the ORGANIZATION is the city of Sofia, Sofia-municipality, district of Triaditza, 1B Emiliyan Stanev Str., entrance A, floor 4, apartment 16.
6. The full name of the ORGANIZATION in Bulgarian and in English, the address of record, the unique identification number (Bulstat) shall appear on all written documents of the ORGANIZATION.

#### **OBJECTIVE AND GOALS OF THE ORGANIZATION**

- 7.1. Establishing the conditions for effective integration of groups at risk, people seeking protection and asylum on the territory of the Republic of Bulgaria, marginalized groups (Bessarabian Bulgarians, groups of Bulgarian origin), stateless persons, persons subjected to discrimination on various grounds, persons subjected to physical and/or psychological



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harassment, asylum seekers and protection seekers, religious and ethnic minorities - hereinafter referred to as the target group.

7.2. Assistance in obtaining desired status.

7.3. Facilitating the work of the state and institutions in relation to the target groups in the country.

7.4. Supporting and improving the professional qualifications of the target group in relation to their professional realization in the country.

7.5. Supporting access to housing, social assistance, health insurance, education, learning the Bulgarian language, social orientation and cultural adaptation.

### **MEANS FOR ATTAINING THE OBJECTIVE AND GOALS**

8.1. Assistance, orientation, accommodation of the target groups seeking protection and asylum on the territory of the Republic of Bulgaria.

8.2. Organizing and conducting seminars, training and retraining courses, information meetings and sessions.

8.3. Interacting and cooperating with national and international for-profit and not-for-profit organizations, state and municipal authorities in order to achieve the objectives of the ORGANIZATION.

8.4. Develop training, retraining, awareness and professional development programs.

8.5. Developing and proposing draft methodologies and regulations to the competent institutions in line with the objectives of the ORGANIZATION.

8.6. Cooperation with various media and mass media to reach a wider audience and promote the objectives of the ORGANIZATION.



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8.7. Assistance in obtaining medical care and services; preparation of documents and assistance to mothers with children for admission to kindergartens and educational institutions.

**SCOPE OF ACTIVITY**

9. Support, orientation, accommodation of target groups on the territory of the Republic of Bulgaria, including (but not limited to): welcoming and accommodation, organization of transport and logistical services; professional orientation and assistance in finding a job; participation and development of programs for training, retraining, awareness and professional development; participation and active assistance to state and municipal authorities, and national and international organizations in the development of assistance and training programs; assistance in obtaining medical care and services; preparation of documents and assistance to mothers with children for admission to day nurseries, kindergartens, and educational institutions.

**ADDITIONAL ECONOMIC ACTIVITY**

10. The ORGANIZATION may also carry out additional economic activities related to the main objectives of the ORGANIZATION: provision of consultations, projects, analyses for a certain fee; organization of paid informative, educational and training events; formation and participation in commercial companies.

11. The ORGANIZATION will use the proceeds of the activities in the above paragraph to further the purposes of the ORGANIZATION.

**BODIES AND REPRESENTATION**

**GENERAL ASSEMBLY**

12.1. The General Assembly shall consist of all members of the ORGANIZATION.



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12.2. Legal entities shall participate in the General Assembly through representatives authorized in accordance with their statutes. The members of the ORGANIZATION may also authorize other persons by express power of attorney without notarization.

13.1. The General Assembly shall have the following powers:

1. amend and supplement the Charter;
2. adopt other internal statutes;
3. elect and dismiss the members of the Governing Board;
4. decides on the opening and closing of branches of the ORGANIZATION;
5. decides on the participation of the ORGANIZATION in other organizations;
6. decides on the admission and exclusion of members of the ORGANIZATION;
7. decides on the transformation or dissolution of the ORGANIZATION ;
8. adopts the basic guidelines and program for the activities of the ORGANIZATION;
9. adopts the budget of the ORGANIZATION;
10. adopts the report on the activities of the Governing Board of the ORGANIZATION;
11. decides on the objectives and the method of spending the property of the ORGANIZATION;
12. repeals decisions of the Board of the ORGANIZATION that contradict the law, the charter or other internal statutes regulating the activities of the ORGANIZATION.

13.2. The rights under clause 13.1, subsections 1, 3, 6, 7, 9, 10, 11, 12 may not be assigned to other bodies of the ORGANIZATION.

13.3. The decisions of the General Assembly shall be binding on the other bodies of the ORGANIZATION.



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13.4. Decisions of the General Assembly are subject to judicial review as to their legality and compliance with the Charter.

13.5. The decisions of the bodies of the ORGANIZATION, which have been taken in contradiction with the law, the charter or a previous decision of the General Assembly, may be challenged before the General Assembly at the request of the interested members of the ORGANIZATION or one of its bodies, within one month of their knowledge, but not later than one year from the date of the decision.

**CONVENING THE GENERAL ASSEMBLY**

14.1. The General Assembly shall be convened by the Governing Board at its own initiative at least once a year - at the address of record or at another appropriate place in the city of Sofia.

14.2. The General Assembly may also be convened at the request of one third of the members of the ORGANIZATION. If in this case the Governing Board does not issue a written invitation to convene the General Meeting within two weeks, it shall be convened by the Sofia City Court upon written request of the members concerned or their authorized person.

15.1. The invitation shall contain the date, time, place of the general assembly, the agenda and on whose initiative it is convened.

15.2. Pursuant to the provision of Article 26, paragraph 3 of the Law on Non-Profit Legal Entities, the written invitation to convene the General Assembly shall be sent to each member by mail or to the address or email (electronic address) indicated by him and shall be placed at the place for announcements in the building where the management of the ORGANIZATION is located, at least one month before the scheduled day.

**QUORUM OF THE GENERAL ASSEMBLY**

16. A meeting of the General Assembly shall be valid if more than half of all members are present. In the absence of a quorum, the meeting is adjourned for one hour and is held at the same place and with the same agenda, regardless of the number of members present.



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**VOTING RULES FOR DECISION-MAKING**

17.1. Each member of the General Assembly shall be entitled to one vote. The natural persons members of the ORGANIZATION shall vote in person or through another member of the ORGANIZATION expressly authorized by them in writing. Legal entities members of the ORGANIZATION shall participate in the work of the General Assembly and vote through a representative expressly authorized in writing by the representative of the legal entity concerned.

17.2. A member of the General Assembly shall have no vote in matters concerning:

1. himself, his spouse or relatives by direct descent - without limitation, by consanguinity - up to the fourth degree, or by affinity - up to and including the second degree;
2. legal entities in which he is a director or can impose or impede decisions;
3. associated with him legal or natural persons.

17.3. One person may represent not more than three members of the general assembly on the basis of a written proxy. Reauthorisation shall not be permitted.

18.1. Decisions at meetings of the General Assembly shall be taken by a simple majority of those present (50%+1).

18.2. Decisions under clause 13.1, sub-clauses 1, 3, 6, 7, 9 and 10 shall be taken by a qualified majority of 3/4 of all members of the ORGANIZATION.

18.3. No decisions may be taken on matters not included in the agenda announced in the invitation.

**GOVERNING BOARD**

19.1. The Governing Board shall consist of 3 (three) natural or legal persons - members of the ORGANIZATION. Legal entities elected as members of the Governing Board may appoint



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non-members of the ORGANIZATION as their representatives in the work of the Board. Members of the Governing Board shall be elected for a period of five years.

19.2. The Governing Board shall elect from among its members a Chairman.

20. The Governing Board shall have the following powers:

1. represents the ORGANIZATION and determines the extent of representative power of its individual members;
2. ensures the implementation of the decisions of the General Assembly;
3. disposes of the property of the ORGANIZATION in compliance with the decisions of the General Assembly, the Charter, and the Bulgarian legislation;
4. prepares and submits to the General Assembly for approval the draft budget of the ORGANIZATION;
5. prepares and submits for approval to the General Assembly a report on the activities of the ORGANIZATION;
6. determines the order and organizes the activities of the ORGANIZATION and is responsible for it;
7. determines the amount of the remuneration of the Chairman and other administrative officers of the ORGANIZATION;
8. determines the address of the registered office of the ORGANIZATION;
9. admits and excludes members of the ORGANIZATION;
10. decides on participation in other organizations;
11. decides on the obligations and the amount of the membership fee;
12. takes decisions on all matters, which by law or under the Charter do not fall within the rights of another body.



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21. The Governing Board may authorize the Chairman to represent the ORGANIZATION alone or together with another Board member.

22. The Governing Board shall elect a Vice-chairman and a Secretary of the ORGANIZATION from among its members.

23. The Secretary of the ORGANIZATION shall coordinate the activities of the ORGANIZATION in the implementation of the decisions of the General Assembly of the ORGANIZATION and shall organize the implementation of the budget.

**GOVERNING BOARD MEETINGS**

24.1. The meetings of the Governing Board shall be convened and chaired by the Chairperson. At the written request of at least one third of its members, the Chairman shall be obliged to convene a meeting of the Governing Board. If the Chairperson fails to convene a meeting of the Governing Board within seven days of the request, the meeting may be convened by any interested member of the Governing Board. In the absence of the Chairperson, the meeting shall be chaired by a Vice-Chairperson of the Board appointed by the Chairperson (in the case of more than one Vice-Chairperson).

24.2. The Governing Board may take a decision if more than half of its members are present.

24.3. A person with whom there is a two-way telephone, internet, video or other connection ensuring his identity and allowing his participation in the discussion and decision-making on the agenda of the meeting shall also be deemed to be present. Opinions and votes thus expressed shall be recorded in the minutes by the Chair of the meeting.

25.4. Decisions shall be taken by a majority of those present, and decisions concerning the rules of operation of the ORGANIZATION, the manner of disposal of property and the manner of liquidation of the ORGANIZATION - by a majority of 2/3 of all members of the Board.

25.5. Minutes shall be taken at the Board meeting.

**REPRESENTATION**



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26. The ORGANIZATION shall be independently represented by the Chairman of the Board.

27. In the absence of the Chairman, his functions shall be performed by the Vice-Chairman or by the Secretary of the ORGANIZATION, depending on whom the Chairman has expressly authorized in writing.

**MEMBERSHIP, MEMBERSHIP RIGHTS AND OBLIGATIONS**

28. Members of the ORGANIZATION are: the founders of the ORGANIZATION; all natural persons or legal entities who share the aims and objectives of the ORGANIZATION. If the member is a legal entity, the official representative of the legal entity shall authorize in writing an agent to participate in the work of the ORGANIZATION.

29. Membership in the ORGANIZATION is voluntary. Membership shall be acquired after submitting an application to the Board of Directors, in which the applicant for membership indicates his/her wish to be admitted as a member, declares that he/she accepts the objectives and the object of the activities of the ORGANIZATION and after payment of the membership fee in full or the first installment of the membership fee in case of deferred payment, if the Board of Directors has adopted a decision with such content.

**RIGHTS AND OBLIGATIONS OF MEMBERS**

30. Every member has the right:

1. to elect and be elected to the Board and to participate in the management of the ORGANIZATION;
2. to be informed of its activities;
3. to benefit from its property and the results of its activities in the manner provided for in the Charter.

31. Every member is obliged:

1. pay their membership fee regularly;



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2. by their actions not to damage the reputation of the ORGANIZATION and to work to achieve its objectives;
3. to implement the decisions of the Governing Board;
4. to participate in events arranged by the ORGANIZATION.

**RIGHTS AND OBLIGATIONS OF ASSOCIATE MEMBERS**

32. Every associate member may and is obliged:

1. to participate in events arranged by the ORGANIZATION;
2. to contribute to the achievement of the objectives of the ORGANIZATION.

**TERMINATION OF MEMBERSHIP IN THE ORGANIZATION**

33. Membership in the ORGANIZATION shall be terminated:

1. with a unilateral statement to the Governing Board of the ORGANIZATION;
2. in case of incapacitation or upon the death of a natural person member;
3. with the termination of the legal entity member of the ORGANIZATION;
4. with the exclusion by the decision of the General Assembly.

34. The decision for expulsion shall be taken by the Governing Board of the ORGANIZATION and may be appealed to the General Assembly.

**PROPERTY, PROCEDURE FOR COLLECTION, MANAGEMENT AND DISPOSAL**

35. The property of the ORGANIZATION shall consist of the annual membership fee of the members, income, donations received, property rights and other rights in rem over immovable property, movable property, money, claims, rights over intangible goods, etc., acquired or received by the ORGANIZATION in connection with its activities.

36.1. Unconditional and conditional gifts and bequests may be made to the ORGANIZATION.



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36.2 Where the donor or legatee wishes awards, scholarships, a specialized financial or endowment fund, etc., to be established by the gift or bequest, he/she may request that the award, scholarship, or fund bear his/her name or another name of his/her choice.

37. The ORGANIZATION shall have the right to refuse to accept a donation or bequest made under a condition which is unacceptable to the ideas, aims and objects of the ORGANIZATION in the opinion of the Governing Board.

38. The property of the ORGANIZATION shall be used to achieve its objectives, in accordance with this Charter, as for the implementation of its activities and to achieve its objectives, to preserve and increase its property the ORGANIZATION may acquire and dispose of movable property and real estate, property rights, intellectual property rights, trademarks, know-how, copyright works, securities, assuming also the respective obligations.

39. The disposition of the property of the ORGANIZATION shall be carried out by the Governing Board in accordance with the decisions of the General Assembly and in accordance with the provisions of this Charter..

## **DISSOLUTION AND LIQUIDATION**

40. The ORGANIZATION may be dissolved upon:

1. A resolution of the General Assembly, passed by the quorum required in accordance with this Charter;
2. Decision of the court of registration when the objectives of the ORGANIZATION have become unattainable.

41. In case of dissolution of the ORGANIZATION, liquidation shall be carried out by the Governing Board or a person expressly authorized by it, in accordance with Article 13 et seq. of the Law on Non-Profit Legal Entities and subsidiarily under the rules of the Commercial Law.

