

STATUTE OF IMPACT DRIVE FOUNDATION

I. GENERAL PROVISIONS

Art. 1

- (1) The established Foundation with the name "Impact Drive" is an independent non-profit legal entity. The name of the Foundation in English is written as follows "Impact Drive".
- (2) The Foundation has its registered office and address of management (amended by the Minutes of the Management Board of June 6, 2020): Sofia 1408, Yaroslav Veshin Str., Bl.11, app.38.
- (3) The Foundation is defined as a foundation for carrying out activities in public benefit, in accordance with the Law on Non-Profit Legal Entities.
- (4) The foundation is established for an indefinite period of time and is not limited by another termination condition.
- (5) The Foundation is independent of state and administrative bodies and political parties and carries out its activities in accordance with the Constitution, the laws of the Republic of Bulgaria and this Articles of Association.
- (6) The founders of the foundation are as follows:
 1. Theodora Ivanova-Valeva,
 2. Zhanin Todorova
 3. Diana Zapryanova
- (7) The Foundation shall be liable for its obligations with its assets.
- (8) The founders of the Foundation are not responsible for its obligations.
- (9) The Foundation may open branches.
- (10) Each written statement on behalf of the Foundation shall contain its name, registered office and address of management, data on court registration and BULSTAT number.

2. OBJECTIVES OF THE FOUNDATION

Art. 2 The Foundation is established in order to uphold the democratic principles in the development of Bulgaria and carries out its activity on the basis of the joint efforts of its founders to achieve the following main goals:

- (1) To support the development and establishment of an independent civil society in Bulgaria, including independent and sustainable non-profit legal entities (NPOs), by providing services that help them effectively achieve their missions.
- (2) To work for real equality and inclusion of women in all aspects of life, including by developing advocacy activities, mechanisms to support and encourage

personal development, assertiveness and a healthy personal and professional balance.

- (3) To promote social entrepreneurship and social innovation as a model for supporting the community and finding solutions to public social, cultural and environmental problems.
- (4) To increase the capacity of non-profit organizations on issues of their strategic, administrative and financial management and development, their independence and sustainability, as well as on communication issues through own and joint projects, consultations, trainings and provision of specific services for development strategies and development plans. of organizations.
- (5) To seek new mechanisms and stimulate cooperation and create networks for the exchange of communication, experience and good practices, both between non-governmental organizations and civil society structures, and cross-sectoral partnerships and networks involving business organizations and public authorities.
- (6) To improve the public image and increase the public trust in the work of the non-governmental sector in the country, by improving the awareness of the citizens about its activity in support of the civil society, which in turn will stimulate more active participation of the citizens and wider public support for the initiatives taken by the non-governmental organizations in the country.
- (7) To support and work with citizens and organizations in initiatives related to active citizen involvement, advocacy, civic monitoring, impact assessment and other activities that develop the role of civil society and work to achieve positive change.
- (8) Creating sustainable practices for training and inclusion of children, youth and adults, leading to change and solving social, cultural and environmental problems.

III. MEANS FOR ACHIEVING THE GOALS OF THE FOUNDATION

Art. 3 The Foundation achieves its goals only by democratic and non-contradictory means. In its activities, it is not influenced by political, ethnic parties and movements, racial discrimination and disrespect for gender equality.

Art. 4 The activity of the Foundation in achieving its goals cannot be tied to political goals, engaging the Foundation in election campaigns or in conducting propaganda and agitation in favor of political parties and formations.

Art. 5 The Foundation raises funds to achieve its goals through donations from individuals and legal entities that support its goals and ideas, as well as through the management of the property provided by the founders and donors, implementation of projects under various donor programs and individual projects, organization of

seminars , trainings, conferences and other types of events, conducting research and publishing and promoting scientific and information materials, development and promotion of information resources and tools, information and media campaigns, interactive activities related to the creation and maintenance of Internet platforms, consultations, related to the development of strategies for management and development of organizations, consultations in the development and implementation of various projects and initiatives, development of communication activities, digital presence, fundraising activities, development of partnership activities and networks and other activities not prohibited by law.

IV. SUBJECT OF THE FOUNDATION'S BUSINESS ACTIVITY

Art. 6

- (1) In order to achieve its goals, if necessary, the Foundation will carry out additional business activities in accordance with the legislation in force in the country.
- (2) The economic activity of the foundation has as its subject: organization and conducting of trainings, publications of materials, collections, aids, consulting activity, conducting of educational courses, advertising activity and public relations.

V. MANAGEMENT AND STRUCTURE

Art. 7 The governing bodies of the Foundation are:

- (1) Management Board.
- (2) CEO.
- (3) The Management Board is a collective supreme body, which consists of 3 (three) individuals.
- (4) The Management Board elects a Chairman of the Management Board and an Executive Director. The Chairman may also be the Executive Director of the Foundation.
- (5) By decision of the Management Board, subsidiary bodies of the Foundation may be established for the implementation of specific projects or individual activities.
- (6) By decision of the Board of Directors, auxiliary bodies of the Foundation may be established for the implementation of specific projects or individual activities.
- (7) The Management Board may at any time with its decision taken with a quorum under Art. 8 para 6 to withdraw the authorization for representation of one or more of its members.

Art. 8 Board of Directors of the Foundation:

- (1) The Board of Directors is a permanent collective body of the Foundation.

- (2) The Management Board may decide to fill or increase its membership with new members at any time and in accordance with applicable regulations.
- (3) Powers of the Management Board:
 - supplements and amends the Articles of Association of the foundation;
 - adopts regulations for the activity of the Management Board and other internal acts;
 - elects and dismisses the members of the Management Board and completes its composition;
 - elects a Chairman of the Management Board of the Foundation from among the members of the Board;
 - elects the Executive Director of the Foundation from the board or appoints an external person.
 - determines members of the Management Board who will represent the Foundation in case that one person combines the positions of Chairman and Executive Director, pursuant to Art. 7, para. 4 and in accordance with Art. 11, para. 2.
 - decides on the transformation or termination of the Foundation;
 - adopts the main directions and the program for the activity of the Foundation;
 - approves the annual budget of the Foundation;
 - each year adopts the activity report and the report on the implementation of the budget of the Foundation;
 - adopts rules for the financing of projects by the Foundation;
 - decides on the distribution of the property after liquidation of the Foundation, by the order and under the conditions of art. 15 of the Law on Non-Profit Legal Entities;
 - keeps books of the minutes of its meetings.
 - makes decisions on other issues, which by law or in this constituent act are not within the competence of another body.
- (4) The Management Board may take decisions if at least half of its members are present.
- (5) Meetings may be held in person or by conference call.
- (6) Decisions are taken by a qualified majority of 2/3 of those present, and under Article 14, paragraph 2 and Article 31, items 3 and 6 of the Law on Non-Profit Legal Entities, by a majority of all members of the Board.
- (7) The members of the Management Board are elected for a term of up to 5 years and the members may be re-elected repeatedly, in successive terms.
- (8) The members of the Management Board may vote through a representative only with an explicit written power of attorney. A representative can only be another member of the Management Board, as long as they are not legal representatives.

- (9) Minutes of the meetings shall be prepared by the meeting, which shall be signed by the present members. The Management Board may take a decision without holding a meeting, if the minutes of the decision taken are signed without remarks and objections by 2/3 of the members of the Board. The minutes shall be kept by the President.
- (10) Any member of the Management Board may request to be removed from office by giving written notice to the other members.
- (11) Any member of the Management Board may be dismissed from the Management Board in case of inability to perform his / her duties for more than 6 months, if he / she performs actions contrary to the goals of the Foundation or hindering the activity of the Foundation.
- (12) A member of the Management Board may be dismissed by a unanimous decision of all present members of the Management Board at the quorum under Art. 8, para. 6.

Art. 9 Chairman of the Management Board.

- (1) The Management Board elects from among its members a Chairman, who can only be a natural person.
- (2) The Chairman of the Management Board represents the Foundation before third parties by the order of art. 11, para 1.
- (3) Powers of the Chairman of the Management Board:
 - Convenes and chairs the meetings of the Management Board
 - The Chairman shall 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 one week, it may be convened by any of the interested members of the Management Board.
 - Prepares the annual report under Art. 40, para 2 of the Law on Non-Profit Legal Entities and reports it to the Management Board.

Art. 10 Executive Director

- (1) The Executive Director performs the daily organization and management of the work of the foundation.
- (2) The Executive Director represents the Foundation before third parties in accordance with Art. 11, para. 1.
- (3) Powers of the Executive Director
 - Organizes and manages the daily activities and financial issues of the Foundation related to achieving the goals of the Foundation
 - Prepares and concludes contracts with the employees of the Foundation and the employees employed under non-employment legal relations
 - Prepares the job descriptions of the employees of the Foundation
 - Prepares the annual report and the annual budget and submits them for approval by the Management Board.

- Responsible for conducting an independent financial audit, under the terms of the Accounting Act.

Art. 11 Representation

- (1) The Foundation is represented by the Chairman of the Management Board and the Executive Director - jointly and individually.
- (2) When a person combines the positions of Chairman and Executive Director, the Foundation, according to Art. 7, para. 4 the Foundation is represented by him and up to two other members of the Management Board, together or separately.
- (3) The Management Board may at any time with a decision taken with a quorum under Art. 8 para 6 to withdraw the authorization for representation of one or more of its members.

VI. PROPERTY

Art. 12 The property of the Foundation is formed from the sources indicated in art. 13 of the present act.

Art. 13 Initial donation made for the establishment of the Foundation in the total amount of BGN 120 (one hundred and twenty), donated by the founders in the amount of the following:

- Theodora Ivanova-Valeva, BGN 40 (forty)
 - Diana Zapryanova, BGN 40 (forty)
 - Zhanin Todorova, BGN 40 (forty)
- (1) Subsequent donations and bequests of movable and immovable property, property, cash, copyright and other intellectual property rights, income from economic activity.
 - (2) Income from property owned and operated by the foundation, according to the laws of the country.
 - (3) The disposal of the funds and other assets of the Foundation is carried out in accordance with its objectives, the will of the donors and these statutes.
 - (4) By decision of the Management Board, they may make targeted contributions to achieve a specific goal set by the Articles of Association or by a decision of the Management Board. In its decision, the Management Board determines the purpose, amount and manner of collecting the contributions. The decision is taken by a majority of 2/3 / two thirds / of the members of the Management Board.

VII. FOUNDATION BOOK

Art. 14 The Foundation keeps books on:

- (1) Minutes of the meetings of the Management Board. The chairperson of the meeting of the Management Board and the person who prepared the minutes shall certify and be responsible for the accuracy of its content.
- (2) Once a year the Foundation prepares a report on its activities, which contains data on the activities carried out, the funds spent, their relationship with the goals of the Foundation, the results achieved, the amount of gratuitous property, income from other activities of the Foundation for fundraising.
- (3) The type, amount and purposes of the donations received, as well as data on the donors.
- (4) The financial result.
- (5) The report on the activities of the Foundation is public. The report shall be prepared with a term, according to the provisions of the current legislation and shall be published in a register in accordance with the regulations for the non-profit legal entities, carrying out their activity in public benefit.

VIII. TERMINATION AND LIQUIDATION

Art. 15 The Foundation shall be terminated:

- (1) With a decision of the Management Board, taken by the order of art. 8, para 6.
- (2) By decision of the district court at the seat of the non-profit legal entity, when
 - is not legally established
 - carries out activities that contradict the Constitution, the laws and good morals;
 - is included in the list under Art. 5 of the Law on Measures against the Financing of Terrorism or there are data that it carries out activity for support of terrorism;
 - has been declared bankrupt.
- (3) The decision of the court under para 2 shall be rendered in accordance with the provisions of the Law for the non-profit legal entities.
- (4) Upon termination of the foundation, liquidation shall be carried out in accordance with Article 14 of the Law on Non-Profit Legal Entities.

IX. FINAL PROVISIONS

Art. 16

- (1) The provisions of national law shall apply to all matters not expressly provided for in this Articles of Association.
- (2) The provisions of the general Bulgarian civil legislation and the provisions of the Non-profit Legal Entities Act shall apply to the interpretation or application of the provisions of this Articles of Association.

Art. 17 This Articles of Association were amended by the Management Board at its meeting held on **18 November 2022.**

Signed by Board of members of the Impact Drive Foundation