

STATUTE
of
„Association by Mechanical, Civil and Transport Engineering”

Adopted by the Constituent Assembly held in Sofia, on 2nd of September 2010

I. GENERAL SITUATIONS

Art.1 This Statute governs the status of the Association by Mechanical, Civil and Transport Engineering, which is a legal entity - non-profit association for private benefit, registered under the Law for Non-Profit Corporate Bodies (NPCB), the accompanying legislation of Bulgaria and observance of the principles of voluntariness, electivity and government within the law.

Art.2 The Association is a non-political, non-religious, voluntary and independent non-profit organization which carries out activities in the private benefit of its members in development, innovation and exchange of experience between the companies and individuals from Europe, North and South America, Asia, Africa and Australia in transport (road, sea, river, rail and air), parking (usual, mechanized and automated), traffic flow, urban mobility, urbanization, transport technologies and transport infrastructure, engineering, design, production and all aspects of construction.

Art. 3 The existence of the Association is not limited in time.

Art. 4 The Association shall carry out its activities in accordance with the laws of the Republic of Bulgaria and the present Statute.

Art. 5 The Association may open branches in the country and abroad.

II. NAME AND HEAD OFFICE

Art. 6 The Association will carry out its activities under the name "Association by Mechanical, Civil and Transport Engineering, for short "AMCTE ".

Art. 7 Any written statement on behalf of the Association must include its: name, location, address and registration, phone, fax, web page and e-mail address.

Art. 8 In correspondence, participation in international projects, contracts, seminars, meetings etc., all data of the Association should be written in English.

III. OBJECTIVES

Art.9 The Association of Mechanical, Civil and Transport Engineering has the following objectives:

-Contributing to the development of cooperation, exchange of information and experience among members of the Association in Europe, North and South America, Asia, Africa and Australia in transport (road, sea, river, rail and air), parking (usual, mechanized and automated), traffic flow, urban mobility, urbanization, transport technologies and transport infrastructure, engineering, design, production and all aspects of construction.

-Provide and disseminate to its members and their partners information about current, newly-accepted and changing national and international standards, norms, laws and regulations related to transport, parking, transport technologies and transport infrastructure, engineering and all aspects of construction.

-To unite the interests of its members and to foster their development to implementing an effective, thriving and legal business when further and mediate for achieving of the set purposes.

-To facilitate the development and improvement of all modes of transport, parking, traffic flow, urban mobility, urbanization, transport technologies and transport infrastructure, engineering and all

aspects of construction.

- To represent, protect and support the interests of its members before local, state, public, non-government and international bodies, organizations and councils.

- To cooperate with other authorities and provide expertise in the development, analysis and drafting of various regulative and legislative acts and regulations concerning issues related to parking, traffic flow, urban mobility, urbanization, transport technologies and transport infrastructure, mechanical engineering and all aspects of construction.

- To develop projects, development and documentation, and to participate with their proposals in any national and international competitions, initiatives and contracts, research projects and innovative solutions.

- To support the creation, development and incorporation of clubs interested in the area of transport, parking, engineering and construction.

- To work for environmental protection, environmental recycling, economic efficiency and reducing energy costs in transport.

- To take initiatives and participate in the development of regulations on investment projects in the field of engineering, construction, transport and transport infrastructure.

IV. MEANS FOR ACHIEVING THE OBJECTIVES

Art.11 To achieve the objectives the Association shall:

- collect and support data banks of legal, economic, scientific, technical and other information, from the country and abroad, useful for the activities of its members; issue information materials and scientific and technical information magazines and other specialized literature;

- develop and support web page and online store with the latest information in the field of engineering, construction, designing, transport and parking;

- its team of specialists should take part in designing, analyzing and developing of various projects, technical jobs, auctions, etc.;

- organize and conduct educational campaigns or courses;

- provide its members competent and professional advice in the field of engineering, design, construction, transport and transport infrastructure and parking;

- attract experts and assign expert's reports on important for the activities of the Association matters or disputes of a professional, legal or other character;

- biennially organize international meetings, symposia or conferences in the country or abroad on topical problems in the field of engineering, construction, design, transport, infrastructure and parking;

- organize joint meetings, seminars, conferences etc. together with experts and scientists working in the field of engineering, construction, transport, transport infrastructure and parking;

- create intellectual property products and an object protected by law;

- biennially prepare, publish and distribute, free of charge to its members and against payment for non-members of the Association, state, municipal, local bodies, NGOs, educational centers, universities, among all people that work or are interested in the fields of engineering, construction and transport, the Guide "Who's who in the world transport, construction and engineering". This Guide collects information about the members' activities and everything they wish to publish under the rules adopted for each subsequent edition of the publishing board consisting of: the Manager, the Deputy Manager, the General Assembly President and the Technical Secretary of the Association;

- disseminate professional information and provide contacts between its members and partners and members of similar organizations in Bulgaria, Europe, North and South America, Asia, Africa and Australia;
- undertake analysis and provide opinions and recommendations for changes in the management of parking lots in urban systems, transport infrastructure and in the fields of construction;
- promote the creation, implementation and maintenance of new systems, methods and forms of awareness of its members;
- Annually, three times a year, prepare, publish and distribute / against subscription for those who are not members of the Association, free to all members of the Association and at the discretion of the Manager / a technical and scientific information journal: "Transport, Construction & Engineering" on issues and problems in Transport (land, sea, river, rail and air), parking (usual, mechanized and automated), traffic flow, urban mobility, urbanization, transport technologies and transport infrastructure, engineering, design, production and all aspects of construction. Each member of the Association or people interested in or working in the field of engineering, construction and transport may publish materials, a study or a research in the journal;
- support working contacts with similar to the Association organizations in Bulgaria, Europe, South America and North America, Asia, Africa and Australia.

Art. 12 To achieve the objectives, set out in this Statute, in accordance with the provisions of paragraph 3, Article 3 of NPCB, the Association can carry out an additional business: advertising, publishing, consulting and expert activities, intermediation and commercial representation, design, construction and other activities related to its main activity and focused to achieve the objectives of the Association.

Art.13 All incomes from the Association's activities are kept in the bank account of the Association and the incomes are used to achieve the objectives of the Association.

Art.14 The Association may publish books and other materials and also may finance various books and materials of its members, after approval of the expenditures for this by the Manager of the Association or a person authorized in writing by him;

Art.15 The Association does not distribute profits.

V. CONTROL ORGANS

Art. 16 (1) The Supreme Body of the Association is the General Assembly / GA/.

(2) The Governing Body of the Association is the Board of Managers / Manager/.

Art. 17 By decision of the founders who signed and adopted this Statute when forming the Association, all rights and duties of the Board of Managers and functions of the Governing Body shall be undertaken by the selected Manager.

Art. 18 The Association is represented externally by the Manager, in his absence by the Deputy, duly authorized in writing for this.

Art. 19 The Manager of the Association determines advertising rate and annual fee for membership dues after their coordination with the Deputy Manager, General Assembly President and the Technical Secretary of the Association, and then he must notify the other members of the Association about this.

Art. 20 The General Assembly is the Supreme Body of the members of the Association and it includes the founders and honorary members.

Art. 21 All members of the Association may, if they wish, participate non-voting under art.23 paragraph 1, 3,4,7,9 and 10 of the Statute in the meetings of the General Assembly and finance by themselves the trip and the stay for the days in which the meeting takes place.

Art. 22 The General Assembly has a President and a Technical Secretary.

Art.23 Powers of the General Assembly:

- (1) Amends the Statutes of the Association.
- (2) Accepts other internal acts;
- (3) Elects and dismiss the Manager;
- (4) Admit and expel members;
- (5) Accepts decisions for opening and closing of branches, determines the location, the head office and their chairmen's powers;
- (6) Decides on participation in other associations or organizations;
- (7) Decides on transformation or termination of the Association as a legal entity;
- (8) Formulates and accepts terms of references and programs for the activities of the Association;
- (9) Accepts and approves the budget of the Association;
- (10) Decides on the duties and the size of the membership fee;
- (11) Receives and accepts reports and activity reports to the Manager and the Association work;
- (12) Cancels decisions of other bodies of the Association which are contrary to law, statutes or other internal acts regulating the activities of the Association.
- (13) Decides on all matters of particular importance for the Association and which, according to the Manager, demands the opinion of the General Assembly;
- (14) Controls the action of the Manager;
- (15) Review the appeals against decisions of the Manager;

Art. 24 Convention of the General Assembly.

- (1) The General Assembly is held at least once every two years - regular General Assembly.
- (2) The General Assembly may be convened at any time by the Manager - Extraordinary General Meeting.
- (3) The General Assembly may be convened at the request of one third of all members participating in it, addressed to the Manager. He is required within 1 month of receipt of the request to convene an extraordinary General Assembly.
- (4) Members that up to the date of the meeting have not paid the annual membership fees cannot participate in the General Assembly.
- (5) For the convening of the General Assembly, according to the instructions of the Manager, the Technical Secretary of the Association prepares and sends an invitation via e-mail or by mail to all members participating in the General Assembly and published it in an edition of the Association.
- (6) An invitation for the GA should be left on the place for announcements in the building where the board of the Association is, at least one month before the scheduled day.
- (7) The invitation for GA includes:
 - The date, time and venue of the GA;
 - Agenda;
 - Who convenes the GA;
- (8) Decisions on matters that were not previously included in the agenda and were not properly announced can not be made.

Art. 25 The written materials related to the agenda of the General Assembly should be available to the members of the Association, in its head office, no later than the date of publication or transmission of the invitation for the General Assembly.

Art. 26 (1) The General Assembly is held in quorum 50% plus 1 of all members eligible to participate in the GA. If there is no quorum, the meeting is adjourned for one hour later with the same agenda and is considered legitimate regardless of the attendants.

(2) The General Assembly's sessions are closed and are chaired by the President of the General Assembly. In the absence of the President the meetings are chaired by the Manager or Deputy Manager.

(3) The General Assembly session is opened by the Manager or a person authorized in writing

by him.

(4) The voting is open, but voting for positions is confidentially.

Art.27 There should be kept records for the sessions of the General Assembly, which reflect all decisions and election results. The records shall be signed by the chairman of the General Assembly and by the person who kept the records (the Technical Secretary). Each session is recorded and the record shall be kept in the archives of the Association for five years.

Art. 28 The quorum shall be certified by the chairman of the meeting according to a list of members (eligible for participation). This list recorded the names, present or represented by someone else and a signature affixed on behalf of everyone present.

Art. 29 Powers of the Manager:

- (1) Implements the decisions of the General Assembly;
- (2) Represents the Association before third parties in the country and abroad;
- (3) Prepares and submits to the General Assembly the draft budget;
- (4) Prepares and submits to the General Assembly the report on the activities of the Association;
- (5) Determines the order and organizes the activities of the Association;
- (6) Opens and handles the Association's accounts in the bank and coordinates all financial transactions with the Deputy Manager, General Assembly President and the Technical Secretary of the Association;
- (7) Makes decisions on all matters which by law or by Statute does not belong to the rights of other bodies;
- (8) Carries out the obligations provided in the Statute.
- (9) Provides protection to the property of the Association;
- (10) Determines the advertising rate and annual fee for membership dues after their coordination with the Deputy Manager, the General Assembly President and the Secretary of the Association;
- (11) Admit and expel employees of the Association;
- (12) Attracts part-time specialists for certain activities;
- (13) Signs the official documents and correspondence of the Association;
- (14) Stamps with the seal of the Association the necessary documents;
- (15) Appoints Technical Secretary and determines the duties and responsibilities.

Art.30. /1/ Technical Secretary performs current work of the Association - coordinates, sends and receives correspondence, supports the office of the Association, keeps records and other documents of the Association, provides regular contact with the members of the Association etc.

/2/ Technical Secretary is employed by the Association under civil contract as the remuneration is determined at the discretion of the Manager.

/3/ Technical Secretary informs the founders of the Association and all members for the upcoming meetings of the General Assembly.

VI. MEMBERSHIP

Art.31 Association members can be Bulgarian and foreign physical and legal persons who wish to contribute to achieving its goals and share the views of the Association according to this Statute.

Art. 32 Membership of the Association is voluntary.

Art.33 /1/ The Association has founders, honorary and full members.

/2/ The Founders are persons who participated in the Constituent Assembly and signed the founding documents.

Art. 34 The accepting of regular members is after their written request to the Manager of the Association in which the candidate declares that he is familiar with the provisions of this Statute. The application for membership is published on the web site of the Association.

Art.35 The Manager accepts the application and in 10 / ten / days notify the Deputy Manager, General Assembly President and the Secretary of the Association.

Art. 36 The Manager, the Deputy Manager, the President of the General Assembly and the Technical

Secretary of the Association take a position on the received application and accept or reject it in 7 / seven / days.

Art. 37 The Manager notifies the applicant whether he is accepted or not within 20 / twenty / days; in case of refusal, he notifies him in writing for the reasons leading to the refusal.

Art. 38 The approved candidate shall pay, within 15 / fifteen / days, the annual fee for membership in the Association.

Art. 39 A regular member is this candidate who has an approved application and who paid the entrance fee that applies to the first year of membership of the applicant.

Art. 40 As an honorary member can be selected physical or legal person with proven experience in the field of engineering, construction or transport.

Art. 41 Honorary members are elected on a written proposal to the Manager and after full approval by the General Assembly.

Art. 42 Honorary members pay no dues.

Art. 43 The founders of the Association can not be excluded from membership and are constant members.

Art. 44 The founders of the Association can terminate their membership at their own will, in writing.

VII. RIGHTS AND OBLIGATIONS OF MEMBERS OF ASSOCIATION

Art. 45 The members of the Association have the following rights:

- (1) To be informed for the activities of the Association;
- (2) To request and receive support and assistance on all matters concerning the work of the Association and their personal involvement in it;
- (3) To receive, when becoming a member, an identification card and an official document certifying their membership in the Association of Mechanical, Civil and Transport Engineering;
- (4) To be included free of charge and to be provided with limited ad space for: the name of the organization or individual member of the Association, logo, address, phone, fax, mobile, e-mail, web page, in the editions of the Guide "Who's who in the world transport, construction and engineering". If one wants to publish more extensive advertising / color - ¼, ½ or full page / each member of the Association shall pay 30% less of the amount for non-members of the Association determined in an ad tariff, proposed by the Manager and agreed with the Deputy Manager, General Assembly President and the Technical Secretary of the Association;
- 5) To produce publications of their development, research, informational materials about innovations, new products and technologies /without advertisements / in each issue of the edition "Transport, Construction & Engineering" prior approval of the material by the editor;
- (6) To receive each issue of the Association edition "Transport, Construction & Engineering" for free;
- (7) To receive a discount of 30% of the Fees for participation in seminars, conferences and any international and national meetings organized by the Association, and 50% discount of the price for advertisers as gold or platinum sponsor of the event;
- (8) To purchase for discount books, collections, brochures and prospectuses issued or distributed by the Association / not including the cost of delivery/.

Art. 46 The members of the Association have the following duties:

- (1) keep the provisions of the Statute of the Association and work towards achieving its objectives.
- (2) to help raise its public prestige.
- (3) not to commit acts or omissions contrary to the objectives of the Association or hereby compromise it.
- (4) to pay the annual membership fees on time, but no later than 31 December of the year;
- (5) to provide on time and as required materials for publication.

Art. 47 The membership rights and obligations are not transferable and are not passed on to other

persons in case of death or termination of membership.

Art. 48. The Association's members are entitled to authorize third parties to exercise their rights and fulfill their obligations, which shall be in writing and shall take effect upon written notification to the Manager of the Association.

VIII. MEMBERSHIP TERMINATION

Art. 49 Membership of the Association shall be terminated when:

- Leaving after one month's advance notice sent to the Manager;
- Death or member under judicial disability;
- Upon termination of the legal non-profit entity;
- Exclusion;
- Dropping out;

Art. 50 For rude or systematic breach of trusts or undermining the authority of the Association, the exclusion is a unanimous decision of the Manager, Deputy Manager, General Assembly President and the Technical Secretary of the Association. The member shall be notified in writing for the decision with the reasons for it.

Art. 51 The decision for the exclusion can be appealed before the General Assembly.

Art. 52 Upon termination of membership, the Association is not due to return the fees paid so far.

Art. 53 One who terminates his membership is required to pay the overdue fees for the period of his membership.

Art. 54 Dropping out due to non-payment of fees is established on the evidence for paid membership fees.

IX. PERIOD FOR THE EXISTANCE OF THE ASSOCIATION

Art.55 The existence of the Association is not limited in time.

X. PROPERTY OF THE ASSOCIATION AND MAINTENANCE

Art. 56 The funds of the Association are formed by:

1. Entrance fees;
2. Membership fee;
3. Donations or bequests of Bulgarian and foreign physical and legal persons, public authorities, organizations and institutions;
4. Sponsorship from local and foreign entities;
5. Conducting training and professional courses;
6. Bequests;
7. Proceeds from additional business under art. 3, paragraph 3 of NPCB;
8. Other proceeds.

Art. 57 All members of the Association are required to make annual payment in the form of a membership fee.

Art. 58 Every member of the Association pays an annual fee for the membership, according to the tariff proposed by the Manager and agreed with the Deputy Manager, General Assembly President and the Technical Secretary of the Association.

Art. 59 With the formation of the Association the founders pay an affiliation fee at the amount of - € 30 / thirty / Euros each. The sum is used to cover the expenditures for the forming of the Association.

Art. 60 The membership fees are paid annually, until 31 January of the year of membership.

Art.61 New candidate-members, applied after 31 January of the calendar year, pay % of the membership fees, commensurating with the remaining months until the end of the year.

Art.62 Through the Manager, the Association can receive grants or enter into sponsorship contracts.

Art. 63 The Manager, the Deputy Manager, the General Assembly President and the Technical Secretary of the Association receive an annual remuneration based on the order of the Association's Manager and after the conclusion of individual civil contracts with the Manager and under applicable laws and regulations.

Art. 64 The experts are paid according to the work done, as for this purpose the Association Manager concludes civil contracts with them.

Art.65 The editor, the deputy editor, the managing editor and the advertisement director of the journal "Transport, Construction & Engineering" are paid for each published issue of the magazine, as appointed by the Manager.

Art.66 Where appropriate, the Association will use the services of a legal person and an expert accountant, after contracting according to the legislation in the country.

Art.67 The Association is not liable for the property obligations of its members.

Art.68 The members of the Association are not liable for the obligations of the Association.

Art.69 The funds of the Association are held in the bank accounts of the Association.

XI. FUNDS

Art.70 As decided by the General Assembly, the Association may institute funds to achieve its goals and objectives and to support its activities.

XII. BOOKS OF THE ASSOCIATION

Art.71 The General Assembly of the Association keep books of minutes of all meetings held. Chairmen and the persons who prepared the minutes certify them with their signatures and are responsible for the accuracy of their content.

XIII. STRUCTURE AND TRANSFORMATION

Art.72 The Association may open branches in the country and abroad. Branches are headed by a Chairman and carry out activities determined by the General Assembly for their detection.

Article 73 The Association is terminated:

By decision of the Manager;

By decision of the Founders;

By decision of the General Assembly;

By decision of the District court of the Association, as provided by law.

In bankruptcy.

Art. 74 / 1 / Upon termination of the Association, the liquidation is carried out by the Manager or by someone authorized in writing by him.

/ 2 / If the liquidator is not appointed under the preceding paragraph, he is determined by the District court at the site of the legal non-profit entity.

Art. 75 / 1 / The allocation of the assets remaining after satisfaction of creditors, shall be made by decision of the General Assembly, taken before the termination.

/ 2 / Liquidators are not entitled to acquire any part of those properties, excluding their due remuneration.

/ 3 / Persons, who acquired property as a result of liquidation, are responsible for the debts of the terminated legal non-profit entity, to the amount of the proceeds.

/ 4 / After liquidation and satisfaction of creditors, if there are left resources from the property they are allocated among the members of the Association in proportion to the amount of the paid

membership fee. Rights to participate in the distribution have only regular members of the Association that paid their fees up to the date of the decision for the liquidation.

Art. 76 After distribution of the property, the liquidator is obliged to request cancellation of the Association's registration.

FINAL AND TRANSITIONAL ORDERS

Art. 77 Regarding the interpretation or application of this Statute there shall be applied the general Bulgarian laws and regulations of the legal non-profit organizations.

Art. 78 Changes of these Statutes may be made in the order provided therein and under the Law of NGOs and by the founders.

Art. 79 The Association has one seal with the inscription in Bulgarian and one with inscription in English.

The Statute was composed in two (2) identical copies, one for the Sofia City Court and one for the Association.

This Statute was adopted by the Constituent Assembly, held in Sofia, on 02.09.2010, and shall take effect upon its adoption.