

BYLAWS

Of the Bulgarian Association of Supplementary Pension Security Companies

TERMS AND STATUS (*amended with a decision of the GA between 10.04. - 14.05.2001*)

Art.1 (*amended with a decision of the GA between 10.04.-14.05.2001*) **The Bulgarian Association of Supplementary Pension Security Companies**, hereunder called the “**Association**” for short, is an organization of commercial companies executing voluntary pension insurance, and has the status of a non-profit legal entity, established in accordance with the requirements of the Non-Government Organizations Act.

(2) The Association shall not register any subsidiaries in Bulgaria or abroad.

Art.2 (*amended with a decision of the GA between 10.04. -14.05.2001*). The Association shall be established for an unlimited period of time.

DEFINITION OF ACTIVITIES (*amended with a decision of the GA 10.04-14.05.2001*)

The Association is an organization executing activities to the private benefit of its members.

NAME, HEADQUARTERS, AND ADDRESS (*amended with a decision of the GA 10.04.-14.05.2001*)

Art.4 (*amended with a decision of the GA 10.04.-14.05.2001*) The full name of the organization shall be “**Bulgarian Association of Supplementary Pension Security Companies**”. The acronym for the association shall be “**BASPSC**”. The Latin name of the organization shall be “**Bulgarian Association of Supplementary Pension Security Companies**” or “**BASPSC**” for short.

Art.5 (*amended with a decision of the GA 10.04-14.05.2001*) The headquarters of the Association are located in Sofia, “Krasno Selo” municipality.

(2) The address of the Association shall be its place of management, namely: Sofia, “Krasno Selo” municipality, Damyas Gruev str. No.10.

WRITTEN ACTS AND SEAL (*amended with a decision of the GA 10.04.-14.05.2001*)

Art.6 (*amended with a decision of the GA 10.04.-14.05.2001*) All written declarations on behalf of the Association must contain its name, headquarters, address and registration data, including BULSTAT number.

Art.7 (*amended with a decision of the GA 10.04.-14.05.2001*) The Association shall have a round seal with an inscription reading “Bulgarian Association of Supplementary Pension Security Companies”, and a sign. In executing international correspondence and drafting foreign language acts in, the Association may use its Latin name and a round seal with the Latin inscription.

MEMBERSHIP TO OTHER ORGANIZATIONS (*new – Decision of the GA 10.04.-14.05.2001*)

Art.8 (amended with a decision of the GA 10.04.-14.05.2001) The Association may become a member of national and international organizations, whose activities are directly or indirectly related to the activities of the Association, and whose goals are similar to the goals of the Association and assist the efficiency of its activities.

GOALS (*amended with a decision of the GA 10.04.-14.05.2001*)

Art.9 (*amended with a decision of the GA 10.04.-14.05.2001*) The Association shall have the following goals:

1. uniting and assisting its members in executing their activities and in protecting their rights and interests;
2. popularizing, exerting an influence and cooperating for the development of supplementary pension insurance in Bulgaria;
3. organizing and coordinating trainings and raising the qualification level of pension insurance company employees, members of the Association;

ACTIVITIES (*new – Decision of the GA 10.04-14.05.2001*)

Art.10 (*amended with a decision of the GA 10.04-14.05.2001*) The Association shall:

1. Protect the rights and defend and represent the interests of its members before government and public institutions in Bulgaria and abroad and before other legal and natural persons;
2. Coordinate and unite the efforts of members on various issues of common interest;
3. Carry out negotiations to the best interests of its members when authorized by them;
4. Assist its members in creating favorable conditions for the development of their activities and for establishing fair competition, as well as for resolving any disputes between them;
5. Prepare and give opinions on draft laws and regulations concerning pension insurance in Bulgaria;
6. Organize events (conferences, discussions, etc.) as well as other educational events in the field of supplementary pension insurance;
7. Assist in the exchange of experience and information between members of the Association, and also between members and similar organizations abroad;
8. Prepare and publish an information newsletter and other printed materials in the field of supplementary pension insurance;
9. Study and recommend the implementation of procedures and tools aimed at improving the activities of Association members in their work related to the administration of pension funds;
10. Establish, execute and maintain assistance bodies and/or services of common interest;
11. Carry out commercial activities related to the scope of work of the Association using the revenues for accomplishing the Association's goals;

12. Execute other legal activities related to the accomplishing of the Association's goals.

Art. 11 (*amended with a decision of the GA 10.04-14.05.2001*) In executing its activities the Association shall not be influenced by any political parties, organizations or political movements and shall not make use of propaganda, campaigning or other related methods.

(2) The Association shall take its decisions independently of any other state institutions and at the same time comply with the acting legislation in Bulgaria.

MEMBERSHIP TO THE ASSOCIATION (*amended with a decision of the GA 10.04-14.05.2001*)

Art.12 (*amended with a decision of the GA 10.04.-14.05.2001*) The Association may have as its member any commercial company operating in supplementary pension insurance, licensed and registered in accordance with the statutory requirements of the Republic of Bulgaria. The company must accept the Statutes, goals and internal rules of the Association.

(2) The members of the Association shall maintain their legal and economic independence.

Art. 13 (*amended with a decision of the GA 10.04.-14.05.2001*) All founders are by right members of the Association in compliance with the requirements of art.12, para.1.

Art.14 (*amended with a decision of the GA 10.04-14.05.2001*) Membership to the Association shall be voluntary and free. Candidacies of new members shall be accepted all year round.

(2) Acceptance of new members of the Association shall be effected with a decision of the General Assembly of members upon proposal of the Managing Board of the Association.

Art.15. (*amended with a decision of the GA 10.04.-14.05.2001*) The procedure for accepting a new member of the Association shall be initiated upon receipt of a written request for membership to the Managing Board, to which the applicant company shall attach the following:

1. copy of the license for carrying out supplementary pension insurance;
2. court decision on the establishment of the company, current status certificate and acting Bylaws of the company;
3. court decisions for establishment, current status certificates and acting Rules of the voluntary pension insurance funds managed by the company;
4. published annual balance sheets and income and expenditure reports of the company and the pension funds managed by it for the last reporting year;
5. decision of the respective competent body of the applicant company for membership to the Association;
6. declaration that the company accepts the Bylaws and shall comply with them and the other internal acts of the Association.

(2) The information contained in the documents under para.1 shall be presented to institutions and individuals outside of the Association only in generalized form and in the best interest of the Association members after a decision of the Managing Board.

Art.16. *(amended with a decision of the GA 10.04.-14.05.2001)* Within two months after the submission of all documents under the previous article, the Managing Board shall discuss them at a session and shall convene the General Assembly for taking a decision on the applicant's membership.

(2) The applicant company shall be informed in written form on the decision taken on membership to the Association within seven days after a decision is issued by the General Assembly.

(3) In the event that the applicant company is denied membership to the Association, it shall be entitled to resubmit the documents for membership not earlier than 3 (three) months after the date of refusal.

Art.17. *(amended with a decision of the GA 10.04.-14.05.2001)* Membership to the Association shall be terminated as follows:

1. by means of a unilateral written resolution submitted to the Managing Board of the Association, submitted at least 1 /one/ month prior to the date of termination. The member company is obliged to cover all existing liabilities to the Association within this month.
2. in the event of expulsion of the member company.
3. in case of insolvency or termination of a member of the Association.
4. in the event the member company drops out.

Art.18. *(amended with a decision of the GA 10.04.-14.05.2001)* Expulsion of a member of the Association shall be effected with a decision of the General Assembly of members in the event that the respective member:

1. commits severe and systematic violations of its obligations as member of the Association with respect to the current Statutes and the decisions of the General Assembly of members;
2. commits actions violating the reputation and prestige of the Association;
3. executes activities contrary to and incompatible with the goals, tasks and Bylaws of the Association;
4. undertakes unfair actions against other members of the Association and the ethics Committee has submitted a proposal for its expulsion.

(2) All members are entitled to submit a proposal for expulsion of a given member of the Association through the Managing Board. In this case the Managing Board is obliged, within a two-month period, to invite the respective member of the Association to submit a written explanation, to discuss it and to convene the general Assembly of members with an item in the agenda devoted to the discussion of the issue of expulsion of a member of the Association.

Art.19. *(amended with a decision of the GA 10.04.-14.05.2001)* A member of the Association shall drop out of the Association in the following events:

1. it has not paid the introductory fee, the annual membership fee and/or the additional property fees, to which it has agreed;
2. it systematically does not take part in the activities of the Association;
3. the respective member of the Association has been suspended its license for executing voluntary pension insurance.

(2) The dropping out shall be established and ascertained with a decision of the Managing Board of the Association. The respective member shall be considered to have lost its membership rights.

(3) In all cases of an ascertained dropping out, the respective member shall be informed in written form about the decision taken by the Managing Board. The drop out member is entitled to submit a written objection against the grounds for the ascertained dropping out. In this case the Managing Board shall be obliged, within a two-month period, to convene the General Assembly of members with an item in the agenda devoted to discussing the drop out issue. The decision of the General Assembly with regards to the dropping out of a member of the Association shall be final.

Art.20. *(amended with a decision of the GA 10.04.-14.05.2002)* In all cases of termination of membership to the Association, the Association shall not be obliged to reimburse the annual membership fee for the given year to members who have been terminated, expelled or have dropped out.

Art.21. *(amended with a decision of the GA 10.04-14.05.2001)* The Managing Board of the Association shall inform all members of the Association and the State Insurance Supervision Agency about the acceptance or expulsion of a member of the Association and also about ascertaining the dropping out of a member of the Association, and shall then publish an announcement in the mass media.

MEMBERSHIP RIGHTS AND OBLIGATIONS. LIABILITY *(amended with a decision of the GA 10.04-14.05.2001)*

Art.22. *(amended with a decision of the GA 10.04-14.05.2001)* Every member of the Association shall be entitled to:

1. participate in the managing bodies of the organization through a legal representative or a person expressly authorized for this purpose.
2. participate with one vote in passing decisions of the General Assembly of members;
3. supervise the activities of the managing bodies;
4. put forth issues concerning its activities for reviewal and resolution;
5. make use of the results of the Association's activities and services;
6. make use of the original, generalized and incoming information at the Association;
7. make use of the Association's property;
8. submit proposals for amending and supplementing the Bylaws or for introducing changes in the organization of work and the structure of the organization.

Art.23. *(amended with a decision of the GA 10.04.-14.05.2001)* Members of the Association shall be obliged to:

1. comply with the statutes and implement the decisions of the bodies of the Association;
2. comply with the Code of Ethics and other internal acts of the Association;
3. pay an annual membership fee the size and deadlines for payment of which shall be determined by the General Assembly of members;
4. make additional property contributions for executing activities, which have been agreed to in advance;

5. participate in the activities of the bodies of the Association and contribute to the efficient functioning of the Association;
6. not to use their membership to the Association for achieving goals contrary to the Bylaws and/or other members' interests;
7. submit reports and information needed for executing the Association's activities and for achieving its goals;
8. preserve the Association's good reputation;
9. inform the Association about any change in circumstances under art,15, para.1 by presenting, within a month, a certified copy of the amended or newly issued document.

Art.24. *(amended with a decision of the GA 10.04.-14.05.2001)* Membership rights and obligations, with the exception of property rights, shall not be transferable to other parties following the termination of companies.

Art. 25. *(amended with a decision of the GA 10.04-14.05.2001)* In its member legal relations with the Association each member shall be represented by its legal representative or individual expressly authorized for this purpose.

(2) Pension insurance companies members of the Association shall submit at the Association's office a copy of the document certifying as to which individual represents the company in the member legal relations with the Association.

Art.26. *(amended with a decision of the GA 10.04.-14.05.2001)* For non fulfillment of its obligations to the Association, the Managing Board is entitled to issue notes and proposals for expulsion of the respective member from the Association. The final decision on sanctioning a member for not fulfilling its obligations to the Association, except in cases under art.19, shall be taken by the General Assembly of members.

(2) Members of the Association shall be held liable for wrongful damages to the Association.

(3) For the Association's liabilities, members shall be held liable up to the amount of the property contributions determined in the present Statutes.

BODIES OF THE ASSOCIATION *(new – decision of the GA 10.04.-14.05.2001)*

Art.27. *(amended with a decision of the GA 10.04.-14.05.2001)* The supreme body of the Association shall be the general Assembly of the members.

(2) The Managing Body of the Association shall be the Managing Board.

(3) The Managing Board shall elect a Chairman among its members to whom it shall assign its representative authorities.

Art.28. *(amended with a decision of the GA 10.04-14.05.2002).* An Ethics Committee shall be established at the Association to monitor compliance with the Code of Ethics with respect to supplementary pension insurance.

(2) The functions and organization of the Ethics Committee shall be regulated by the enacted Supplementary Pension Insurance Code of Ethics.

Art.29. *(amended with a decision of the GA 10.04-14.05.2001)* The Association shall set up the following committees consisting of experts from the pension insurance companies:

1. Professional qualification and training committee
2. Financial, investment and internal control committee;
3. Legal committee;
4. Actuarial committee;
5. IT committee;

(2) The functions and members of the committee shall be determined by the Association's Managing Board.

(3) The committees shall discuss and review specialized issues of common interest to Association members. On issues of their competence the committees shall prepare uniform opinions and/or drafts of decisions of the managing bodies of the Association.

(4) Other committees, apart from the ones described para.1, may be established after a proposal of the Managing Board and with a decision of the General Assembly of members.

Art.30. *(amended with a decision of the GA 10.04-15.05.2001)* Temporary committees or working groups for resolving certain issues may be set up after a decision of the Managing Board. The decision of the Managing Board shall define the nature, tasks, terms and members of the committee or working group.

(2) Based on a decision of the Managing Board, individuals who are not representatives or employees of Association members may also take part in committees or working groups.

GENERAL ASSEMBLY *(amended with a decision of the GA 10.04.-14.05.2001)*

Art.31. *(amended with a decision of the GA 10.04-14.05.2001)* The General Assembly shall consist of all pension insurance companies, members of the Association.

(2) Member companies of the Association shall be represented at the General Assembly and shall participate in its activities through a representative who shall be an individual expressly authorized for this purpose.

(3) The authorization must be in written form and **reauthorization** shall not be permitted. A pension insurance company may be represented by one individual only.

(4) For holding its sessions the General Assembly shall elect a chairman who shall chair the assembly's sessions till their closing, as well as a secretary.

POWERS OF THE GENERAL ASSEMBLY *(new – decision of the GA 10.04.-14.05.2001)*

Art.32. *(amended with a decision of the GA 10.04-14.05.2001)* the General Assembly shall:

1. amend and supplement the Bylaws of the Association;
2. adopt, amend, and supplement the Code of Ethics and other internal acts of the Association;
3. admit and expel members of the Association;
4. elect and dismiss members of the Managing Board;
5. discharge from liability members of the Managing Board;
6. take decisions on participation in other associations;
7. take decisions for transformation or termination of the Association;
8. adopt the main trends of development and the activities agenda of the Association;
9. vote the staff and budget of the Association;
10. determine the size of the affiliation fee, the annual membership fee and the deadlines for their payment;
11. adopt the annual report on the activities of the Managing Board, the annual financial report and the balance sheet of the Association;
12. repeal decisions of other bodies of the Association in the event they contradict the law, the Bylaws or other acts regulating the activities of the Association, or if they are not well-targeted;
13. take final decisions in any disputes related to the ascertained dropping out of a given member of the Association from the Managing Board;
14. take other decisions envisaged by law or by the present Bylaws.

(2) the General Assembly of members may not assign the powers under para. 1, items 1,4,7,9,11 and 12 to other bodies of the Association.

(3) the decisions of the General Assembly shall be mandatory for the other bodies of the Association.

Art.33. *(amended with a decision of the GA 10.04-15.05.2001)* Decisions of the Association bodies adopted in contradiction with the law, the Bylaws or previous decisions of the General Assembly may be contested before the General Assembly upon the request of interested members of the Association or any of its bodies, submitted through the Managing Board, within a month after their adoption, but no later than a year after adopting the decision.

(2) In circumstances described in the previous paragraph, the Managing Board shall be obliged, within a month, to convene the General Assembly of members with an item in the agenda – examination of the issue concerning the decision of the Association disputed by the respective member.

ASSEMBLY

Art.34. *(amended with a decision of the GA 10.04.-14.05.2001)* The General Assembly shall be convened by the Managing Board on its own initiative or upon the request of one third of the association's members. If, in the latter case, the Managing Board does not send out a written invitation for convening the General Assembly within a one-month period then it shall be called together by the Sofia District Court following the written request of the members concerned or a person authorized to act on their behalf.

(2) The General Assembly shall be called together at regular sessions by the Managing Board at least once every calendar year.

(3) The General Assembly shall convene after a written invitation sent out to the members containing the daily agenda, the time and place for holding the General Assembly and the initiative for calling the assembly.

(4) A person appointed by the Managing Board shall promulgate the invitation in the "State Gazette" and shall place it on the announcement board in the premises where the headquarters of the Association are located, at least a month in advance.

(5) A list of the participant members shall be prepared when holding a session of the General Assembly. Member representatives shall verify their presence by means of a signature. The chairman and secretary of the assembly shall certify the list.

QUORUM

Art.35. (*amended with a decision of the GA 10.04-14.05.2001*) The General Assembly of members shall be considered legitimate if at least 2/3 of the Association members are present. In the event that there is no quorum, the assembly shall be held one hour later in the same place and with the same agenda on condition that the necessary quorum of 2/3 of the Association members is secured.

DECISIONS OF THE GENERAL ASSEMBLY

Art.36 (*new- decision of the GA 10.04-14.05.2001*) The decisions of the General Assembly shall be passed by means of an open vote ballot unless the assembly decides on a secret vote ballot.

(2) Decisions of the General Assembly shall be passed with a majority of more than half of the members present.

(3) Decisions under art.32, para. 1, items 1, 3, 4, 7, 8, and 9 shall be passed with a majority of 2/3 of the members present.

(4) Each member of the Association shall be entitled to one vote.

(5) The General Assembly may not take decisions on issues that have not been included in the daily agenda contained in the invitation.

Art.37 (*new- decision of the GA 10.04-14.05.2001*) An Association member shall not be allowed to vote on issues concerning the election or expulsion from the managing or supervisory bodies of the Association of an individual who is a representative of this member.

(2) An Association member who is being put to the vote for expulsion shall not be entitled to participate in the voting of the proposal.

Art.38. (*new- decision of the GA 10.04-14.05.2001*) Minutes shall be drafted at the sessions of the General Assembly, which shall include the following:

1. place and time of holding the meeting;

2. the names of the chairman and the secretary;

3. presence of members of the Managing Board, as well as individuals that do not represent members of the Association;
4. the daily agenda, issues under consideration and decisions passed;
5. submitted proposals;
6. the number of votes held and their results;
7. any objections posed;

(2) The minutes of General Assembly sessions shall be signed by the chairman and secretary of the assembly. The list of the members present at the session and the documents for convening the General Assembly shall be attached to the minutes.

MANAGING BOARD

Art.39 (new-decision of the GA 10.04-14.05.2001) The Managing Board shall consist of 7 to10 individuals legally representing companies that are members of the Association

(2) If a natural person, member of the Managing Board, is no longer a representative of the respective company, he/she shall be replaced in the Managing Board until the end of the term by the new person who is the legal representative of the company without any need for a decision of the General Assembly.

(3) Only one representative of the given member company may participate in the Managing Board of the Association. One natural person who is not an employee or representative of a given member of the Association may also participate in the Managing Board.

(4) Members of the Managing Board shall be elected by the General Assembly for a term of 5 years. They shall continue executing their functions until the election and entry of a new Managing Board. Members of the Managing Board may be reelected without any limits on their terms.

POWERS OF THE MANAGING BOARD

Art.40. (new-decision of the GA 10.04-14.05.2001) The Managing Board:

1. secures the execution of the decisions of the General Assembly;
2. comes out with proposals for the admission and expulsion of Association members;
3. ascertains the dropping out of an Association member;
4. comes out with proposals to the General Assembly for voting amendments to the Bylaws of the Association;
5. disposes of the property of the Association by complying with the requirements of the Bylaws;
6. prepares and submits to the General Assembly a draft of the budget and required staff;
7. prepares and submits to the General Assembly a reports on the activities of the Association;

8. determines the procedures and organization for executing the activities of the Association, including those of common interest, and takes responsibility for this;
9. determines the management address of the Association;
10. takes decisions on all issues, which by law or according to the Statutes are not within the powers of the General Assembly;

Art. 41 (*new-decision of the GA 10.04-14.05.2001*) In executing its functions the Managing Board shall be assisted by one or more experts employed by the Association. They shall be appointed with the approval of the Managing Board and their contracts shall be signed and terminated by the Chairman.

CONVENING THE MANAGING BOARD

Art.42. (*new-decision of the GA 10.04-14.05.2001*) Sessions of the Managing Board shall be called up and chaired by its chairman. The Chairman shall be obliged to call up a session of the Managing Board upon the written request of one third of its members. In the event that the Chairman does not convene the Managing Board within one week then any of the interested members of the Managing Board shall be entitled to call up a session. In the event that the Chairman is absent, the session shall be presided over by a member of the Managing Board appointed for this purpose.

(2) The Chairman shall convene the Managing Board by means of a written invitation indicating the place, time, and agenda of the meeting.

(3) In urgent cases, and if none of the members has any objections, the Managing Board shall be regularly convened by phone, fax, or other means of communication.

(4) Sessions of the Managing Board shall be considered legitimate if more than half of its members are present.

(5) An individual with whom there is a two-way telephone or other connection shall also be considered present, on condition that his identification is verifiable and permits him to participate in the discussion and the voting of decisions. This member's vote shall be certified in the protocol by the chairman of the session.

DECISIONS OF THE MANAGING BOARD

Art.43. (*new-decision of the GA 10.04-14.05.2001*) Decisions of the Managing Board shall be passed by an open vote ballot, unless the assembly decides on a secret vote ballot.

(2) Decisions of the Managing Board shall be passed with an open vote ballot, unless its members decide that the voting of certain issues shall be done with a secret vote ballot.

(3) The Managing Board may also pass a decision without holding a session if the protocol of the decision is signed without any disagreement or objection concerning this by all members of the Managing Board.

(4) A protocol book shall be maintained containing all the decisions of the Managing Board, and it shall be available to all members of the Association.

CHAIRMAN

Art.44. *(new-decision of the GA 10.04-14.05.2001)* The Managing Board shall elect among its members a Chairman with a 3 (three) year term.

(2) The chairman shall be considered to be elected or dismissed if three fourths (3/4) of the members of the Managing Board have voted for the respective decision.

POWERS OF THE CHAIRMAN

Art.45. *(new-decision of the GA 10.04-14.05.2001)* The Chairman shall:

1. organize the current activities of the Association and manage its everyday operations;
2. organize the execution of the decisions of the General Assembly and the Managing Board;
3. represent the Association before third parties in Bulgaria and abroad;
4. manage the budget and the Association's staff;
5. organize the Association's participation in international and national events related to its activities;
6. organize the work of the regular and special sessions of the General Assembly;
7. perform additional functions assigned by the Managing Board.

FINANCING AND FINANCIAL ACCOUNTING OF THE ASSOCIATION

Art.46. *(new-decision of the GA 10.04-14.05.2001)* The activities of the Association shall be financed by its members, from grants and donations, from state subsidies and other sources permitted by law.

(2) The Association shall put together a budget annually based on a decision of the General Assembly;

(3) The Association shall not distribute profit among its members.

Art.47. *(new-decision of the GA 10.04-14.05.2001)* Each newly-admitted member of the Association shall be obliged, within a month after the date of his acceptance as a member, to transfer the introductory fee to the account of the Association. The amount is determined with a decision of the General Assembly.

(2) The newly accepted member shall pay the whole amount of the established membership fee for the year of his admission.

Art.48. *(new-decision of the GA 10.04-14.05.2001)* The size of the membership fee for members of the Association shall be determined by the General Assembly separately for each financial year. Membership fees shall be used solely for financing the activities of the Association.

Art.49. *(new-decision of the GA 10.04-14.05.2001)* The General Assembly may decide to have additional property fees paid by the members in favor of the Association, which shall be utilized for financing specific activities or events.

Art.50. *(new-decision of the GA 10.04-14.05.2001)* The Association shall perform its financial reporting based the requirements of the Accountancy Act and National Accounting Standards.

Art.51. *(new-decision of the GA 10.04-14.05.2001)* Members shall pay interest for all delayed payments amounting to the legal interest rate on the amount as well as for the length of the delay.

TERMINATION AND LIQUIDATION

Art. 52. *(new-decision of the GA 10.04-14.05.2001)* The Association shall be terminated as follows:

1. with a decision of the General Assembly;
2. with a decision of the court in the events envisaged by law.

Art.53. *(new-decision of the GA 10.04-14.05.2001)* Upon termination of the Association, it shall be liquidated.

(2) Liquidation shall be effected by the Managing Board or by an individual appointed by him

(3) In case of insolvency the relevant provisions of the Commercial Act shall be applied.

PROPERTY AFTER LIQUIDATION

Art.54. *(new-decision of the GA 10.04-14.05.2001)* Any property of the Association remaining after the fulfillment of all obligations to any creditors shall be divided equally among members.

FINAL PROVISIONS

§ 1. *(new-decision of the GA 10.04-14.05.2001)* The chairman of the Managing Board shall take all necessary action for entering, according to established procedures, all changes in circumstances that are subject to registration.

§2. *(new-decision of the GA 10.04-14.05.2001)* The provisions of the current Bulgarian legislation shall apply for any issues that have not been settled or dealt with in these Bylaws.

§3. *(new-decision of the GA 10.04-14.05.2001)* These Bylaws were voted at the constituent assembly, held on 12.09.1997 of the society called “Bulgarian Association of Supplementary Pension Security Companies”; amended and supplemented with a decision of the founders dated 12.03.1998; amended and supplemented in accordance with the Non-Government Organizations Act, with a decision of the General Assembly of members of the Association held between 10.04 and 14.05.2001.