

Summary of the main draft amendments of the Statutes of association of the American Chamber of Commerce in Bulgaria

Dear Members,

We hereby submit to your attention draft amendments of the effective Statutes of the American Chamber of Commerce in Bulgaria (the “**Chamber**”) aimed at improving the organization of the operations of the Chamber and its bodies.

This summary sets forth a general outline of the main issues concerned by the draft amendments. Please note that the information presented below is intended for convenience purposes only, and it does not set forth the full provisions of the amendments. The full text can be found at the following link: www.amcham.bg. Please review the full text of the draft amendments as well.

№	Subject Matter	Provisions of the Statutes
1.	<p>Clarification of the legal entities that can be members</p> <p>The draft amendments introduce express clarification on the legal entities that can be members of the Chamber and are aimed to ensure full compliance of the membership with applicable legal requirements.</p> <p>Thus, pursuant to the draft amendments, membership includes both legal entities (including, but not limited to: (i) foreign legal entities; (ii) foreign legal entities having established in Bulgaria a branch within the meaning of Art. 17a of the Law on Commerce in Bulgaria (in which case Membership rights and duties may also be exercised directly by the branch established in Bulgaria); (iii) foreign legal entities having established in Bulgaria a trade representative office within the meaning of Art. 24 of the Investment Promotion Act (in which case Membership rights and duties may also be exercised directly by the trade representative office established in Bulgaria) and (iv) other legal entities), and legally responsible individuals.</p>	<p>Article VII, section (A), para. (1)</p>
2.	<p>Introduction of the Chief Executive Officer as an organ of the Chamber</p> <p>The proposed amendments suggest express inclusion of the Chief Executive Officer as an organ of the Chamber, with its rights, obligations and functions governed by the Statutes.</p> <p>In particular, the proposed amendments suggest that the Chief Executive Officer is elected by the Board of Directors from among individuals who are not members of the Board of Directors. The Chief Executive Officer shall act as a legal representative of the Chamber on record with the register of non-profit legal entities kept by the Registration Agency and shall be responsible for the overall daily operations of the Chamber and the practical aspects of achieving the Chamber’s goals and activities.</p> <p>The Chief Executive Officer shall also substitute the President in certain cases and shall appoint the administrative staff of the Chamber.</p>	<p>Article X, Section A Article X, Section B, para. (3) Article X, Section C, para. (1b), (1g), (5) and (7) Article X, former Section (I) Article X, new Section J Article XII Article XV</p>

	<p>The Chief Executive Officer shall be further entitled to participate in the meetings and the operations of the Board of Directors with advisory functions.</p> <p>Finally, the Chief Executive Officer shall undertake the functions of the Secretary, the latter being removed as a separate organ of the Chamber (please refer to item 3 below).</p>	
<p>3.</p>	<p>Removal of the figure of the Secretary as an organ of the Chamber</p> <p>The draft amendments of the Statutes provide for removal of the figure of the Secretary as an organ of the Chamber and forwarding his functions to the Chief Executive Officer.</p> <p>Such functions are additionally developed to expressly clarify that the Chief Executive Officer shall, including, without limitation, ensure the counting of votes and the drafting of minutes for the proceedings of the General Assembly of the Chamber and of the Board of Directors.</p>	<p>Article X, former Section (I) Article X, new Section J, para. (6)</p>
<p>4.</p>	<p>New rules for convening the General Assembly</p> <p>The currently effective version of the Statutes provides that a session of the General Assembly is convened by invitations sent to each member by registered mail at least thirty days prior to the date of the respective session of the General Assembly.</p> <p>The amendments now propose – for the purposes of facilitating the convening procedure – that the invitation for the General Assembly is not sent via registered mail but only announced under the file of the Chamber with the register of non-profit legal entities kept by the Registry Agency, as well as posted on the board designated for this purpose at the address of the Chamber at least one month prior to the date of the respective session of the General Assembly. Upon the discretion of the Chamber the invitations can be further mailed by registered mail, by e-mail or distributed otherwise to each Member.</p> <p>Convening through announcement of the invitation with the register of non-profit legal entities kept by the Registry Agency is also the rule set forth by the law.</p>	<p>Article X, Section B, para. (3)</p>