

RULES
FOR THE STRUCTURE AND ACTIVITY OF THE GS1 BULGARIA COUNCIL
AT THE BULGARIAN CHAMBER OF COMMERCE AND INDUSTRY (BCCI)

I. GENERAL PROVISIONS

Art. 1. (1) The GS1 Bulgaria Council at the BCCI, hereafter called “GS1 Bulgaria” is established on the grounds of Art. 7 of the Articles of Association of the BCCI.

(2) The BCCI is a member and an official representative of Bulgaria in the International not-for profit association GS1, incorporated in Brussels, Belgium, hereafter called GS1.

GS1 Bulgaria shall be the only organization responsible for the application of GS1 standards on the territory of the country.

Art. 2. GS1 Bulgaria shall perform its activities on the basis of these Rules, the approved documents and decisions of the constituent bodies of the international association GS1 and the BCCI Articles of Association.

Art. 3. The seat and registered office of GS1 Bulgaria are, Sofia 1058, 9 Iskar str.

Art. 4 GS1 Bulgaria uses the name and logo of GS1, which GS1 has registered as trademarks in the Patents Office in Bulgaria. GS1 Bulgaria has the exclusive right to use the relevant trademarks for the purposes of its activities in the Republic of Bulgaria.

II. AIMS AND OBJECTIVES OF GS1 BULGARIA

Art. 5. GS1 Bulgaria’s activity shall be directed at the achievement of the following aims and objectives:

1. to administer and promote the use of the GS1 System, hereafter called the System, for the benefit and more efficient operation of manufacturing, wholesale and retail trade industries in Bulgaria;
2. to control and coordinate the use of the System in Bulgaria and to advise all sectors of trade and industry upon its application and use;
3. to seek the cooperation with branch organizations, governmental bodies, consumer associations and other parties interested in the development of the System;
4. to promote the aims and objectives of GS1
5. to undertake activities and provide services to ensure the attainment of its objectives, to meet its obligations to its members and to GS1;
6. to accumulate funds for the achievement of GS1 Bulgaria’s objectives in a legal manner, which the GS1 Bulgaria Management Board may deem expedient;
7. to use the funds solely towards the promotion of the objectives of GS1 Bulgaria as set forth in these Rules;
8. to execute all other legal acts, which are incidental or conducive to the attainment of all or some of the above objectives.

III. MAIN ACTIVITIES OF GS1 BULGARIA

Art. 6. GS1 Bulgaria shall have the following main activities:

1. allocate GS1 Company Prefixes, that start with the GS1 prefix for Bulgaria 380;
2. allocate the identification numbers GTIN-8 and GLN to the users of the System;
3. act as intermediary in the implementation of EPC and performs subscriptions.
4. control the application of the System in the territory of the country;
5. organize seminars, symposiums and presentations on the application of the System;
6. organize trainings, consultations and provide information on the application of the System's standards;
7. to organize the publication, printing and distribution of publications related to the System;
8. create and maintain a data base of its members in a register;
9. represent the interests of its members on GS1 forums;
10. cooperate with similar foreign bodies and organizations;
11. participate in international projects and programmes, in relation to the application and development of the System;
12. verify master films and printed barcodes;
13. perform other activities, directed at the achievement of the objectives and the completion of the duties of GS1 Bulgaria.

Art. 7. (1) GS1 Bulgaria shall allocate the identification numbers of applicants for direct membership in the order of submission of their regular documents. Any claims for specific identification numbers shall be disregarded.

(2) GS1 Bulgaria shall observe and be responsible for allocating unique identification numbers.

(3) GS1 Bulgaria shall publish all allocated identification numbers on its internet site and in the international register GEPIR.

(4) Should the identification numbers be exhausted, if confirmed by a declaration, signed by the member with a list attached to it, GS1 Bulgaria shall allocate new numbers.

Art. 8. The register of GS1 Bulgaria's members shall contain the following information: the names, seat, registered office, contact address, BULSTAT number, legal representative, contact person, allocated identification numbers, date of admission and date of cancellation from the register.

IV. MEMBERSHIP

Art. 9. The membership with GS1 Bulgaria shall be voluntary.

Art. 10. Member of GS1 Bulgaria may be any company, as listed in the Law of Commerce, cooperative, non-profit making legal entities and producers of agricultural products - physical persons, incorporated in Bulgaria, who declare that they will comply with the present Rules.

Art. 11.(1) The members of GS1 Bulgaria shall fall into two categories:

(a) Direct members - all persons under Art. 10 with allocated GS1 Company Prefix/es;

(b) Associated members - all persons under Art. 10 who are not allocated GS1 Company Prefixes, but receive the identification numbers GTIN-8 and/or GLN.

(2) Any associated member may become a direct member upon submitting the documents and paying the membership fee, required for direct membership.

Art. 12.(1) Applications for membership shall be submitted to the Board of GS1 Bulgaria, using a registration form, in writing or via Internet signed with an electronic signature.

(2) The registration form and the attached documents shall be approved by the Board.

Art. 13. GS1 Bulgaria shall issue certificates for GS1 Company Prefix/es and the allocated GS1 identification numbers.

V. RIGHTS AND OBLIGATIONS OF GS1 BULGARIA MEMBERS

Art. 14.(1) Every member of GS1 Bulgaria shall have the following rights:

1. to take part in all events organized by GS1 Bulgaria;
2. to obtain information about the System and the activity of GS1 Bulgaria;
3. to make requests to the GS1 Bulgaria Board to call up meetings to discuss issues concerning the activity of GS1 Bulgaria.

(2) Every direct member shall have the right to take part in the General Assembly of GS1 Bulgaria, elect its constituent bodies and be elected by them.

Art. 15. Every member of GS1 Bulgaria shall be obliged to:

1. perform the decisions of the GS1 Bulgaria constituent bodies;
2. comply with the present Rules and the GS1 General Specifications and maintain loyal relations with the other GS1 Bulgaria members, GS1 and the BCCI;
3. regularly pay a membership fee determined by the General Assembly of GS1 Bulgaria;
4. inform GS1 Bulgaria in writing and in time of any changes, which have occurred to the registered data, that would otherwise result in poor business communication between the parties.
5. comply with the technical specifications, defined by the GS1 General Specifications. To use only the allocated GS1 Company Prefix/es and/or identification numbers;
6. not to provide the allocated identification numbers for use to other persons, companies, associations and other organizations under any form whatsoever;
7. not to breach the requirements set by the System and to prevent third parties from breaching them. To inform immediately GS1 Bulgaria of any contested breaches, in order to eliminate them by taking the necessary measures.

Art. 16. The rights and obligations of all members shall be individual and shall not be assigned to other persons.

Art. 17.(1) The members shall pay an entrance and annual membership fee. The entrance fee shall only be paid in the year of application, at the time of submission.

(2) The annual membership fee shall be due for each calendar year. Members shall receive a notice for each payment of the annual membership fee.

(3) The annual membership fee shall be paid within two months from the date on which the notice was issued by a bank transfer or in cash at the desks of the BCCI.

(4) Non-payment of membership fees for two (2) consecutive years results in termination of membership. By a decision of the Board, in such cases the GS1 Company Prefix/es and/or identification numbers shall be withdrawn and the information shall be removed from the register. However, the termination of membership does not extinguish the obligation to pay the annual membership fees due. If the company so wishes, after payment of its due membership fees, its membership shall be renewed. After the two years period, membership shall only be renewed, when the company applies for membership according to the set procedure.

Art. 18.(1) In cases of mergers, consolidations, division, splitting or transfer of activity of a member of GS1 Bulgaria with/from/to another physical or legal entity, the Board of GS1 Bulgaria shall be advised which of the new companies will take the membership rights and obligations.

(2) In cases under Art.18(1), GS1 Bulgaria shall also receive certified copies of the decisions of the constituent bodies regarding the performance of the respective procedures, company data of the ones accepting the membership rights and obligations and the court decisions for registration amendments.

(3) Should the activity of a GS1 Bulgaria member be terminated, the same shall inform, in writing, GS1 Bulgaria by attaching a certified copy of its constituent body's decisions concerning the termination of membership.

(4) The identification numbers of a member referred to in Art. 3 shall remain at the disposal of GS1 Bulgaria.

Art. 19. Termination of Membership

(1) The membership with GS1 Bulgaria shall be terminated by:

1. one-month written notice by the member to the Board of GS1 Bulgaria;
2. resolution of GS1 Bulgaria's Board, should there be non-performance of the obligations under these Rules;
3. termination of the member's activities.

(2) In cases of terminated membership, the membership rights shall be lost, including the right to use the identification numbers, and company information shall be removed from the members' register. A physical person or legal entity with terminated membership shall be held liable for any damages and future earnings to GS1 Bulgaria and its members, if he/she/it misuses the withdrawn identification numbers.

(3) In cases of terminated membership, the physical person or legal entity shall have no right to reimbursement of the entrance membership fee and other membership fees that have been paid up and shall owe the sums due until the time of termination.

VI. CONSTITUENT BODIES OF GS1 BULGARIA

Art. 20. The constituent bodies of GS1 Bulgaria are as follows:

1. General Assembly
2. Board
3. Chairman
4. Deputy Chairman

VII. GENERAL ASSEMBLY

Art. 21.(1) Each direct member participating in the General Assembly, shall have the right to one vote. If the Board so decides, associated members may attend the General Assembly, but without the right to vote.

(2) The Regular General Assembly shall be held once every two (2) years.

(3) Invitations to the Regular General Assembly shall be sent one /1/ month before the date of its holding. The invitation shall indicate the agenda, place and time of the assembly and shall be attached with the materials for the agenda.

(4) Along with the invitation under the former paragraph, an official invitation shall also be sent in order to submit nominations for members of the Board.

(5) The General Assembly shall:

1. adopt the annual report of activity for each past year;
2. adopt the financial statement for the budget of the preceding period;
3. adopt a programme of activity of GS1 Bulgaria for the next year, as approved by the Executive Board of the BCCI;
4. adopt the budget for the next calendar year, which has been approved by the Executive Board of the BCCI; other amendments and additions to the budget, proposed and adopted by the General Assembly, shall enter into force only upon approval of the BCCI Executive Board;
5. adopt criteria to be met by the nominated Board members, the obligatory ones being:
 - (a) no financial liability to GS1 Bulgaria
 - (b) by the date of the General Assembly the nominated person should have been a GS1 Bulgaria member for more than one year
6. elect among its members the members of the Board of GS1 Bulgaria for two years period;
7. adopt a tariff of rates for the services provided by GS1 Bulgaria;
8. resolve on the collection of membership fees and their size;
9. adopt the present Rules, make amendments and additions, approved by the BCCI Executive Board and GS1; other amendments and additions to the Rules, proposed and adopted by the General Assembly, shall enter into force only upon approval of the BCCI Executive Board and GS1;
10. hear the report of a certified public auditor on the annual financial statement;
11. set a recommended date for the next General Assembly;

(6) Extraordinary General Assemblies may be summoned:

1. upon resolution of the Board, by an invitation signed by the Chairman of GS1 Bulgaria; in case the Chairman does not sign the invitation within 2 weeks from the day on which the resolution is made, the invitation shall be signed by the members of the Board who made it;
2. upon request of 10% of the direct members of GS1 Bulgaria, by invitation signed by the Chairman of GS1 Bulgaria. In case the Chairman of GS1 Bulgaria does not sign the invitation within 2 weeks of its receipt, the invitation shall be signed by the representatives of the direct members who have made it;
3. upon resolution of the BCCI Executive Board, by invitation signed by the BCCI President or the Board Chairman.

(7) The invitation for an Extraordinary General Assembly shall be sent one /1/ month prior to the meeting. The invitation shall contain the agenda, time and place of the meeting and the documents on the agenda.

(8) The General Assembly shall be deemed regular if all direct members have been invited and more than half of them attend. In case of no majority of the General Assembly, the meeting shall be delayed for half an hour later at the same place and with the same agenda. It may be held then regardless of the number of members.

(9) The General Assembly shall pass its decisions by open ballot and simple majority of the present direct members, with the exception of decisions under Art.21 (5) item 9 of the present Rules which requires a majority 2/3 of the attending members.

(10) The vote shall be in person or with an attorney- direct member. One person may represent a maximum of 5 members of the General Assembly.

Art. 22.(1) Each direct member of GS1 Bulgaria may submit a nomination for a member of the Board. The nomination shall be submitted in writing, signed by the person(s) who submit it and by the nominated persons.

(2) The nomination shall be submitted to the Board one month prior to the date of the regular General Assembly.

(3) The Board shall make a list of the candidates that comply with the criteria set by the General Assembly and give it to all members attending the General Assembly.

(4) Should the nominations be less than nine, the Chairman shall invite the attending members to make additional nominations. Should the number of nominations be insufficient after the invitation, the General Assembly has to decide on a change in the number of Board members.

(5) Should the number of nominations exceed the number of Board members, the ones elected shall be those who receive most votes.

VIII. GS1 BULGARIA BOARD

Art. 23.(1) The Board of GS1 Bulgaria shall consist of 9 (nine) members. One of them shall ex officio be a member of the BCCI Executive Board, as appointed by it.

(2) The Executive Secretary of GS1 Bulgaria and the Director of the BCCI Direction shall take part in the Board meetings with a consultative vote.

(3) The Board shall:

1. elect among its members a Chairman and Deputy Chairman of GS1 Bulgaria for a term of two years and recommend them for approval by the BCCI Executive Board;
2. organize the performance of decisions taken at the General Assembly;
3. pass decisions to summon General Assemblies;
4. prepare and submit to the General Assembly the report for the past year and the programme for the next calendar year;
5. prepare and submit to the General Assembly:
 - (a) the report on the budget of the past one-year period
 - (b) the budget for the next calendar year;
6. admit members of GS1 Bulgaria and dismiss them upon their request or upon violation of the present Rules;
7. establish and terminate the activity of the working groups, sections and other support bodies under Art. 27 of these Rules;
8. suggest to the General Assembly amendments to the present Rules;

9. give proposals to the management of the BCCI regarding the signing of labor and civil contracts as well as for the job specifications of the appointed staff;
10. propose to the BCCI to make claims or take any other measures to protect the interests of GS1 Bulgaria;
11. appoint qualified public auditors to draw up the report on the annual financial statements;
12. submit to the BCCI the reports as adopted by the General Assembly.
 - (4) The Board may entrust the admission of members to certain staff members.

Art. 24.(1) The Board shall hold its regular meetings at least 4 times a year.
(2) The Board meetings shall be called up by the Chairman, Deputy-Chairman or at the request of 1/3 of its members.
(3) The members of the Board shall be informed in writing about each meeting at least 14 days in advance. Extraordinary meetings may be called up with at least 24-hour prior notice. The invitation to a Board meeting shall contain the documents on the agenda.

Art. 25.(1) Decisions of the Board shall be passed by a quorum and a majority of two-thirds of the Board members. Voting shall be open unless otherwise agreed by the Board.
(2) Should the Board member be unable to perform his/her duties for a period longer than six months, the vacancy shall be taken by the nominee with the next highest voting number at the last General Assembly. Should there be no such person, the quorum and majority under the former paragraph shall be corrected in order to correspond with the decrease number of Board members.

Art. 26.(1) The Chairman shall:

1. represent GS1 Bulgaria;
2. call up and chair the meetings of the Board and the General Assembly;
3. make the liaison between GS1 Bulgaria and the management of the BCCI through the services of the Board member appointed under Art. 22(1).
 - (2) The Deputy-Chairman shall perform the Chairman's duties in his/her absence.

Art. 27. GS1 Bulgaria may, upon resolution of the Board, have working groups, sections, consumer groups and other auxiliary bodies.

IX. EXECUTIVE SECRETARY OF GS1 BULGARIA

Art. 28.(1) The Board shall suggest to the BCCI to appoint an Executive Secretary for the operational management of GS1 Bulgaria.
(2) The Executive Secretary shall report to the Board.

X. FINANCIAL MEANS

Art. 29. The funds of GS1 Bulgaria shall be placed in separate bank accounts, their movement being controlled by the Board, the Executive Secretary or any member(s) of the Board, authorized by it.

Art. 30. GS1 Bulgaria shall collect its funds from membership fees, services and other lawful sources.

Art. 31.(1) The income of GS1 Bulgaria shall be applied solely toward the promotion of the aims and objectives of GS1 Bulgaria as defined in these Rules. The funds of GS1 Bulgaria shall be allocated for:

1. development of the activity and improvement of services provided by GS1 Bulgaria;
2. participation in and performance of projects, connected with the application and development of the System;
3. meeting the liabilities to GS1; payment of rent at premises and services, including accounting, telephones, Internet, etc., provided by the BCCI according to an Agreement between the Board of GS1 Bulgaria and the Executive Board of BCCI; business trips in the country and abroad; training courses for GS1 Bulgaria's staff, for the users of the standard and other persons interested in the development and application of the System; development of new activities; purchase of electronic equipment and software, required for the work of GS1 Bulgaria; salaries and social security payments for GS1 Bulgaria's staff members; other expenditure to achieve the aims and tasks of GS1 Bulgaria;

Art. 32. The Board shall control the total performance of the budget and the accounting. The books must be accessible to all members of the Board.

XI. FINAL PROVISIONS

Art. 33. For the first regular General Assembly of GS1 Bulgaria, the nominations for Board members shall be addressed to the BCCI Executive Board, which shall draw up a list of nominees that comply with the obligatory criteria under Art. 21. (5) item 5 and submit it to the General Assembly.

Art. 34. The first General Assembly of GS1 Bulgaria shall be summoned by the BCCI Executive Board.

Art. 35. The present Rules were approved by resolution No. 22/19-2005 of the BCCI Executive Council and adopted by the General Assembly of GS1 Bulgaria, held on 30th November 2005, amended and approved by resolution No. 63/32-2006 of the BCCI Executive Council and adopted by the General Assembly of GS1 Bulgaria, held on 21st December 2006, amended and approved by resolution No. ...-2007 of the BCCI Executive Council and adopted by the General Assembly of GS1 Bulgaria, held on 29th November 2007.