



CG/CONF/VARNA(2008)4

International Conference

Launch of the “Black Sea Euroregion”

STATUTES OF THE BLACK SEA EUROREGION ASSOCIATION

**Varna (Bulgaria)
26 September 2008**

Signed during the Conference organised by

Congress of Local and Regional Authorities of the Council of Europe
the Municipality of Varna
and the Union of Bulgarian Black Sea Local Authorities

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PREAMBLE

1. Recalling the various phases leading to the creation of the Black Sea Euroregion namely:

- the Final Declaration of the Conference on “Inter-regional Co-operation in the Black Sea Area” held in Constanța (Romania) on 30 March 2006;
- Recommendation 199 (2006) of the Congress of Local and Regional Authorities of the Council of Europe on “Inter-regional Co-operation in the Black Sea Basin”, adopted on 1 June 2006;
- the Final Declaration of the Conference on “A Black Sea Euroregion” held in Samsun (Turkey) on 3 November 2006;
- the Final Declaration of the Conference on “Inter-regional Co-operation in the Black Sea Basin” held in Odessa (Ukraine) on 25 and 26 June 2007;
- the Final Declaration of the Conference on “Launch of the Black Sea Euroregion” held in Varna (Bulgaria) on 26 September 2008;

2. Having regard to the European legal instruments on cross-border and inter-regional co-operation namely:

- The Council of Europe European Outline Convention on Transfrontier Co-operation among Territorial Communities or Authorities [Madrid Convention]
- The European Union Regulation 1082/2006 of 5 July 2006 on a European Grouping of Territorial Co-operation;

3. Considering that local and regional authorities wish to contribute to maintaining stability, security and prosperity in the Black Sea area countries;

4. Aware of the importance that cross-border and inter-regional co-operation projects will acquire in the coming years for both EU and non EU countries and in particular of the European Neighbourhood Policy “Black Sea Synergy” initiative of the European Union;

5. Wishing to act in compliance with the provisions of the national laws of the Black Sea area States and with the international law;

6. Having regard to the Romanian legislation in force (i.e. Government Ordinance No.26/2000 regarding associations and foundations);

CHAPTER I. GENERAL PROVISIONS

Article 1.

WE, the undersigned:

1. CITY OF IDJEVAN, REPUBLIC OF ARMENIA
2. MUNICIPALITY OF BOURGAS, REPUBLIC OF BULGARIA
3. MUNICIPALITY OF NESSEBAR, REPUBLIC OF BULGARIA
4. MUNICIPALITY OF SHABLA, REPUBLIC OF BULGARIA
5. MUNICIPALITY OF VARNA, REPUBLIC OF BULGARIA
6. AUTONOMOUS REPUBLIC OF ADJARA, GEORGIA
7. REGION OF CAHUL, REPUBLIC OF MOLDOVA
8. COUNTY OF BRĂILA, ROMANIA
9. COUNTY OF CONSTANȚA, ROMANIA
10. COUNTY OF GALAȚI, ROMANIA
11. COUNTY OF TULCEA, ROMANIA
12. MUNICIPALITY OF BRĂILA, ROMANIA
13. MUNICIPALITY OF CONSTANȚA, ROMANIA
14. MUNICIPALITY OF MANGALIA, ROMANIA

Agree to establish the BLACK SEA EUROREGION Association.

Article 2. The name of the Association is **BLACK SEA EUROREGION**, hereinafter referred to as "BSER", the name to be mentioned in any document issued by the Association.

Article 3. The BSER is a forum for co-operation among local and regional authorities of the Black Sea area. The BSER is a non-profit making association and has a legal personality.

According to the present Statute, the Black Sea Euroregion, as herein defined, includes members from the following states: **Republic of Albania, Republic of Armenia, Republic of Azerbaijan, Republic of Bulgaria, Georgia, Hellenic Republic, Republic of Moldova, Romania, the Russian Federation, Republic of Serbia, Republic of Turkey, Ukraine.**

Article 4. The official languages of the BSER are the national languages of the members of the BSER. The working language of the BSER is English.

Article 5. The registered office of the BSER is established in Romania, Constanta, B-dul Tomis nr.51.

Article 6. The Association is established for an indefinite period from the date of its registration.

CHAPTER II. THE GOALS OF THE BSER

Article 7. The Association's goals are to develop co-operation among its members, to represent and support their common interests and to co-operate with the existing Black Sea international organizations.

Article 8. In compliance with the national legislation and foreign policies of the countries its members represent, the BSER will endeavour to:

- a) Establish relations between the inhabitants of the Black Sea area with a view to developing cross-border co-operation initiatives;
- b) Protect the members' common interests and define a common development strategy;
- c) Disseminate information on members' relevant experiences and know-how to all BSER members;

- d) Elaborate joint programmes and development strategies and set up actions aimed at implementing them;
- e) Create the necessary conditions for developing social and economic activities while protecting the environment and taking into consideration the need to improve the territorial cohesion among its members;
- f) Identify intervention needs, joint projects and funding sources applicable to BSER members;
- g) Organize, set up and implement joint trans-national co-operation projects eligible for financial support from national, European and other international institutions;
- h) Support public-private partnership initiatives;
- i) Support the civil society.

Article 9. In pursuit of its objectives, the BSER gives priority to the following areas of activity within the limits of the competences of local and regional authorities:

- a) Improving good governance practices;
- b) Consolidating democratic stability;
- c) Contributing to the sustainable development of the area with a view to safeguarding the sea and the main rivers of the Basin by protecting the environment, fishing and biodiversity and preventing oil-spills and waste water disposal;
- d) Developing infrastructures, including energy systems, transport and communication networks;
- e) Promoting investments in renewable energies;
- f) Contributing to the monitoring of maritime transport risks and the needs of coastal areas;
- g) Management of migration flows and integration of immigrants;
- h) Supporting initiatives to promote sustainable tourism;
- i) Launching multilateral programmes in the fields of culture, science, education, health, sport and youth;
- j) Supporting economic initiatives.

Article 10. The Association may establish co-operation and partnerships with individuals or institutions from the states of its members or from other states in the fields covered by its competences; it may participate in setting up other associations or organizations or may affiliate to those.

Article 11. The Association may carry out economic activities if they are related to its goals and are in compliance with the provisions of article 3.

CHAPTER III. MEMBERSHIP, MEMBERS' DUTIES AND RIGHTS

Article 12. The BSER is composed of members, honorary members, advisory bodies and observers.

Any unit of local or regional authority in the Black Sea area may become a member of the BSER. The BSER members are administrative - territorial units which have adhered to the Constituent Act in accordance with the requirements of their national legislation and international agreements.

Article 13. The Congress of Local and Regional Authorities of the Council of Europe has the special status of honorary member of the BSER.

The Committee of Ministers of the Council of Europe, the Parliamentary Assembly of the Council of Europe, the European Parliament, the European Commission, the Committee of the Regions of the European Union, the Black Sea Economic Co-operation Organization (BSEC), the Parliamentary Assembly of the Black Sea Economic Co-operation Organization (PABSEC) may become advisory bodies of the BSER, at their own request.

National and international organizations and institutions may apply to be observers of the BSER if they share the same objectives and work actively to attain them.

Article 14. The accession procedure for candidate members shall be initiated by submitting a declaration of intent to join the BSER, addressed by the administrative body responsible within the administrative - territorial unit of the applicant.

The BSER General Assembly shall consider and decide on the accession of new members or exclusions.

The status of observer may be granted, suspended or terminated by the General Assembly in accordance with the provisions of this statute.

Article 15. The members of the Association have the following rights:

- a) To participate in making the decisions related to the activity of the Association;
- b) To elect the Board of Directors of the Association and be elected to it;
- c) To make proposals with regard to the activity and programmes of the Association;
- d) To receive explanations from the Board of Directors of the Association on issues of common interest;
- e) To review the balance sheet and the minutes of the meetings of the leading and controlling bodies of the Association;
- f) To benefit from the work, publications and documents of the Association;
- g) To recommend new membership and to take part in the actions carried out by the Association;
- h) To contribute to the publications of the Association;
- i) To receive available information on the BSER on request.

Article 16. The members of the Association have the following duties:

- a) To comply with the provisions of this Statute;
- b) To agree to the common objectives and co-operate to achieve them;
- c) To help define BSER policies and programmes;
- d) To take part in activities of common interest;
- e) To contribute to the funding of the BSER;
- f) To contribute to the promotion of the BSER;
- g) To decide on BSER resources and assets;
- h) Not to bring prejudice to the image, actions and activities of the Association;
- i) To promote and defend the activities and interests of the Association.

Article 17. Honorary members, advisory bodies and observers may contribute to the funding of the BSER only on a voluntary basis.

The Association's internal rules of procedure will define the modalities of their participation in the BSER bodies and activities.

Article 18. Membership may lapse with:

- a) The dissolution of the BSER;
- b) The disappearance of the member authority itself;
- c) A written declaration by the member specifying its intention to withdraw;
- d) The failure to pay the membership fee for 3 consecutive payment terms.

Article 19. A member may be excluded from the BSER solely on a decision taken by the General Assembly to the effect that it has acted against the objectives of the BSER as defined in this Statute, or that it is liable to seriously jeopardize the existence of the BSER itself.

Article 20. Members may withdraw their membership from the Association at any time, provided they convey their decision to the leading bodies of the Association at least one month before withdrawal.

Members who withdraw their membership or who are excluded from the Association cannot ask for the reimbursement or return of their membership fee, subscriptions or any amounts of money or goods donated to the Association.

CHAPTER IV. ORGANIZATIONAL STRUCTURE OF THE BSER

Article 21. The organizational structure of the BSER comprises:

- a) The General Assembly;
- b) The Board of Directors;
- c) The President of the Board of Directors;
- d) The Standing Committees;
- e) The Board of Auditors.

Article 22. The General Assembly is the supreme organ of the Association, includes all the members and has the following attributions:

- a) Elects or revokes:
 1. The President of the Board of Directors;
 2. The members of the Board of Directors;
 3. The members of the Standing Committees;
 4. The Board of Auditors;
- b) Approves:
 1. The Constituent Act and the Statutory Provisions and the amendments thereto;
 2. The annual activity programme of the BSER;
 3. The budget and annual financial report;
 4. The Board of Directors' annual activity report;
 5. The Board of Auditors' annual activity report;
 6. The dissolution and liquidation of the Association in accordance with legal procedures;
- c) Decides, on the basis of proposals submitted by the Board of Directors:
 1. on the admission and exclusion of members and on granting and revoking the status of observer;
 2. on the establishment of local offices of the BSER;
 3. on the amount of the membership fee and the payment terms;
 4. on the internal rules of procedure;
 5. on the organizational chart and the number of employees;
 6. on the association, affiliation or withdrawal to/from other organizations;
 7. on any other attributions provided by the law and the statutes of the Association;
- d) Defines:
 1. The basic elements of the BSER action policy as contained in its programmes;
 2. How to ensure, allocate and make use of the resources available to the BSER in order to attain its goals;
- e) Evaluates:
 1. The implementation of co-operation programmes;

2. The BSER bodies' reports;
3. Any other activity of the BSER.

Article 23. The General Assembly is responsible, or may designate the body responsible, for all other acts which, in pursuance of this Statute, are not attributed to another body of the BSER.

Article 24. The General Assembly meets in ordinary session at least once a year and, whenever necessary, in extraordinary session. As a rule, each meeting takes place in a different state. The General Assembly is chaired by the President of the Board of Directors or, when s/he is unavailable, by the Vice President.

Article 25. The General Assembly is convened by the Board of Directors or by $\frac{1}{3}$ (one third) of the members of the Association by means of a motivated request addressed to the Board of Directors in writing.

Article 26. The General Assembly is convened in writing at least 30 days before the meeting and should indicate the venue and date, as well as the draft agenda.

The members of the Association who cannot personally attend the General Assembly may delegate another member of the Association to attend in their place.

The delegate's mandate is made by a statement that should include the identification data of the two members or by a written formal note issued by the legal person – member of the Association – and is valid only for the General Assembly it has been issued for.

The General Assembly is legally constituted if at least half plus one of the total number of the Association's members attend the first convocation.

The second convocation is held, at the latest, 15 days after the first.

At the second convocation, the General Assembly is legally constituted with the participation of at least $\frac{1}{3}$ (one third) of the members and makes decisions based on a simple majority of votes (half plus 1) of the members present.

Article 27. Each member has the right to only one vote in the General Assembly or to a number of votes equal to the number of delegate mandates s/he possesses.

The General Assembly makes decisions based on a simple majority of votes (half plus 1) of the members present, with the exception of the provision of articles 22(a) and 22(b) where $\frac{2}{3}$ (two thirds) of the votes of the members present are required.

Article 28. The Board of Directors is the executive body that conducts the Association's affairs between the sessions of the General Assembly.

The Board of Directors is composed of 7 members, including the President, elected by the General Assembly for two years.

The members of the Board of Directors elect the vice president and the secretary from among them.

Every member of the Board of Directors has the right to one vote only.

The Board of Directors, and the individual members thereof, may be removed from office if:

- a) They fail to carry out their obligations as laid down in this Statute;
- b) They act in contradiction to the provisions of this Statute or against the policy laid down by the General Assembly.

The term of office of a member of the Board of Directors will end if the administrative / territorial unit represented by her/him ceases to be a member of the BSER.

Article 29. The Board of Directors:

- a) Ensures compliance with the decisions of the General Assembly;
- b) Implements the approved budget and initiates the proposal for the following year's budget;
- c) Reports to the General Assembly on the activities carried out and puts forward proposals for new ones;
- d) Receives and examines new requests for membership and submits them for decision by the General Assembly;
- e) Considers the possible exclusion of members and submits proposals to the General Assembly for decision;
- f) Concludes legal acts on behalf and on the account of the Association;
- g) Decides on the acceptance and use of donations, legacies and other incomes and pursues the expenses in accordance with the income and expenditure budget, in compliance with the legal provisions;
- h) Organizes and co-ordinates co-operation with other organizations
- i) Monitors the work of the Standing Committees and examines their proposals;
- k) Determines the organization of the BSER's technical work
- l) Takes executive decisions regarding the implementation of the Association's objectives;
- m) Supervises and organizes the BSER publishing and information policy;
- n) Carries out other tasks assigned to it by the General Assembly and necessary to the proper functioning of the BSER, provided these are not, in pursuance of this Statute, under the responsibility of other BSER bodies;

Article 30. The Board of Directors meets in ordinary session at least once every six months. The decisions of the Board of Directors are taken by a two-thirds majority of the votes cast.

Article 31. The President of the Board of Directors is elected by the General Assembly for a period of two years, renewable once.

The Vice-President of the Board of Directors is elected by the members of the Board of Directors, including the President, for a period of two years, renewable once.

The President and Vice-President shall be from different States.

The President and Vice President may not be elected for more than two consecutive terms of office as either President or Vice President.

Article 32. The President of the Board of Directors:

- a) Represents the Association in relations with other natural and legal national or foreign persons;
- b) Conducts the meetings of the General Assembly of the Association and of the Board of Directors;
- c) Ensures the management of the Association between the sessions of the Board of Directors;
- d) Pursues the application of the decisions of the General Assembly and the Board of Directors;
- e) May delegate some of her/his attributions to another member of the Board of Directors;

The Vice President represents the President when s/he is absent or unavailable.

Article 33. The Secretary of the Board of Directors is elected by the members of the Board of Directors, for a period of two years, renewable once.

The Secretary of the Board of Directors:

- a) Plans the activity of the Board of Directors;
- b) Prepares the materials for meetings and ensures the attendance of the members of the Board;
- c) Keeps the record of documents and the documents related to the activity of the Board and the General Assembly;
- d) draws up the minutes of the meeting of the Board or the General Assembly.

Article 34. The Board of Auditors of the BSER verifies the correctness of the documents issued by the BSER bodies and the accuracy of material and financial practices.

The Board of Auditors is composed of 3 members of the Association who are not at the same time members of the Board of Directors.

The Board of Auditors:

- a) Checks in which way the patrimony of the Association is administered;
- b) Checks the attending and voting requirements for the General Assembly;
- c) Examines the Association's financial practices, registering the reports in a special registry;
- d) Draws up reports and presents them to the General Assembly;
- e) May attend the meetings of the Board of Directors without the right to vote;
- f) Fulfils any other attributions stipulated in the Statutes or established by the General Assembly.

Once a year, the Board of Auditors presents a report to the General Assembly on its activities and findings.

Article 35. The Standing Committees of the BSER are entitled to put forward proposals, and to prepare and implement the adopted programmes.

The fields of action, responsibilities and the procedure for appointing the members of the Standing Committees are defined by the General Assembly of the BSER.

CHAPTER VI. PATRIMONY OF THE ASSOCIATION

Article 36. In order to attain its objectives, the BSER will use the following sources of funding:

- a) Membership fees;
- b) Endowments, donations and other optional or voluntary contributions;
- c) Sponsorships;
- d) Participation fees for the Association's events;
- e) Interests or dividends legally obtained;
- f) Other legal sources.

When the Association is established, its basic patrimony is EUR 18.200, consisting of the contribution of the founding members of the Association.

Honorary members, advisory bodies and observers may contribute to the funding of the BSER on a voluntary basis.

CHAPTER VII. DISSOLUTION AND LIQUIDATION OF THE ASSOCIATION

Article 37. The Association is dissolved:

- a) Ex officio;
- b) By decision of the court;
- c) By decision of the General Assembly;

Article 38. The Association is dissolved by right in the following situations:

- a) If it is impossible to constitute the General Assembly or the Board of Directors in compliance with the Statute of the Association and if this situation lasts for more than one year from the date when, according to the Statutes, the General Assembly or the Board of Directors should be constituted;
- b) If the number of members decreases to less than 3 for a period of 3 months.

Article 39. The Association is dissolved by decision of the court:

- a) When the purpose or activity of the Association has become illicit or contrary to the public order;
- b) When the attainment of the goal is pursued by means that are illicit or contrary to the public order;
- c) When the Association pursues goals other than those for which it has been established;
- d) In other cases provided by the law.

The dissolution of the Association is pronounced by the court where the registered office of the Association is situated, at the request of any person concerned.

Article 40. The liquidation of the Association will be carried out in accordance with the procedure stipulated in Romanian Government Ordinance no.26/2000 regarding associations and foundations.

Article 41. If the Association is dissolved, any assets remaining after liquidation will be transmitted to the legal persons appointed for this very goal by the General Assembly.

Article 42. The BSER shall be constituted by at least three members from at least three different states of the Black Sea area. The BSER shall cease to exist if this condition is not fulfilled or if so decided by the members of the General Assembly of the BSER.

CHAPTER VIII. BSER CONTACT POINTS NETWORK

Article 43. A network of contact points of cities such as:

- Constanța, Romania
- Samsun, Republic of Turkey
- Odessa, Ukraine
- Varna , Republic of Bulgaria
- Batumi, Autonomous Republic of Adjara, Georgia
- Cahul, Republic of Moldova
- Idjevan, Republic of Armenia
- Others upon request

is established in the countries listed in art.3 of the present statute.

CHAPTER IX. FINAL DISPOSITIONS

Article 44. In the event of modifications to the legal system of an administrative - territorial unit resulting in changes to its boundaries or identity, its membership of the BSER shall pass to the legal successor of the unit itself.

If, within an administrative-territorial unit, member of the BSER, another administrative territorial unit - which is not its direct legal successor - is created, a new accession procedure must be initiated.

Article 45. The Association has the right to its own acronym, stamp and any other identification elements.

Article 46. The minutes of the General Assembly and the Board of Directors will be noted down by the secretary in a minute book to be kept at the premises of the Association.

The minutes of the most recent meeting will be approved at the next meeting of the General Assembly or the Board of Directors.

The decisions of the General Assembly and of the Board of Directors are to be kept in separate books that may be reviewed by all members of the Association.

Article 47. Proposals to modify the present Statute must be submitted in writing. The President in office transmits these proposals to the members of the BSER General Assembly at least 30 days before the first possible ordinary session following their tabling.

Article 48. The provisions of these Statutes will be completed in accordance with the provisions of the Romanian Government Ordinance no.26/2000 regarding associations and foundations.

These statutory provisions are incorporated in the Constituent Act, attested under the numberby the notary public.

The present Statute was drafted in 10 original copies, in Romanian and English, all texts being equally authentic.

In case of different interpretations, the English version will prevail.

Signed at VARNA, today 26/09/2008.

MEMBERS SIGNATURES

IN WITNESS WHEREOF, the undersigned, being duly authorized to that effect, have signed this Charter.

CITY OF IDJEVAN, REPUBLIC OF ARMENIA MAYOR, <i>Varuzhan NERSISYAN</i>	
MUNICIPALITY OF BOURGAS, REPUBLIC OF BULGARIA MAYOR, <i>Dimitar NIKOLOV</i>	
MUNICIPALITY OF NESSEBAR, REPUBLIC OF BULGARIA On behalf of Mr. Nikolay DIMITROV, MAYOR <i>Georgi MANOLOV</i>	

MUNICIPALITY OF SHABLA, REPUBLIC OF BULGARIA MAYOR, <i>Krasimir KRASTEV</i>	
MUNICIPALITY OF VARNA, REPUBLIC OF BULGARIA MAYOR, <i>Kiril YORDANOV</i>	
AUTONOMOUS REPUBLIC OF ADJARA, GEORGIA CHAIRMAN OF THE SUPREME COUNCIL <i>Mikheil MAKHARADZE</i>	
REGION OF CAHUL, REPUBLIC OF MOLDOVA PRESIDENT OF THE REGIONAL COUNCIL, <i>Gheorghe VASILACHI</i>	
COUNTY OF BRĂILA, ROMANIA On behalf of Mr. Bunea STANCU, PRESIDENT OF THE COUNTY COUNCIL <i>Florin MIJA</i>	
COUNTY OF CONSTANȚA, ROMANIA PRESIDENT OF THE COUNTY COUNCIL <i>Nicușor-Daniel CONSTANTINESCU</i>	
COUNTY OF GALAȚI, ROMANIA PRESIDENT OF THE COUNTY COUNCIL <i>Eugen CHEBAC</i>	
COUNTY OF TULCEA, ROMANIA PRESIDENT OF THE COUNTY COUNCIL <i>Victor TARHON</i>	
MUNICIPALITY OF BRĂILA, ROMANIA On behalf of Mr. Aurel Gabriel SIMIONESCU, MAYOR <i>Florin MIJA</i>	
MUNICIPALITY OF CONSTANȚA, ROMANIA VICEMAYOR, <i>Nicolae NEMIRSCHI</i>	
MUNICIPALITY OF MANGALIA, ROMANIA MAYOR, <i>Mihai Claudiu TUSAC</i>	

HONORARY MEMBERS' SIGNATURES

CONGRESS OF LOCAL AND REGIONAL AUTHORITIES OF THE COUNCIL OF EUROPE PRESIDENT, <i>Yavuz MILDON</i>	
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