

THE ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY

ARTICLES OF ASSOCIATION

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PREAMBLE

I.

The founding members agreed to set up and maintain THE ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY according to the relevant provisions of Act CLXXV of 2011 on the Freedom of Association, on Public-Benefit Status, and on the Activities of and Support for Civil Society Organizations and of Act V of 2013 on the Civil Code.

II.

The founding members agreed to set up THE ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY as a civil organization of public benefit operating as an Association. The founding members declare that the term "Association" in the name ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY does not imply that the Association integrates several civil organization members, but it shall be understood as one denoting the organization type, which usage is permitted by the law.

III.

THE ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY was established by virtue of Andrea Ferenczi's initiation.

IV.

The establishment of THE ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY was decided at the General Assembly held on December 10, 2003.

ARTICLES OF ASSOCIATION

The ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY (hereinafter: "AWCDH") declares its foundation at its inaugural meeting, and compiles its Articles of Association in consolidated structure on the date of April 28, 2014 as follows:

1. General Provisions

The name of the Association in Hungarian:

„MAGYAR NŐI KARRIERFEJLESZTÉSI SZÖVETSÉG”

Name of the Association in English:

„THE ASSOCIATION FOR WOMEN'S CAREER DEVELOPMENT IN HUNGARY”

Registered Seat: H-1118 Budapest, Ugron Gábor u. 28.

Its operation extends to all countries of the world, particularly to the countries of the Carpathian Basin and the entire territory of Hungary.

Its expenses are covered by membership dues and donations by natural persons and legal entities.

2. Goals, Operation and Tasks of AWCDH

AWCDH is an organization established voluntarily, operating autonomously, consisting of registered members, which has been set up to carry out the duties and pursue the goals specified in its Articles of Association, and it organizes the activity of its members in compliance with them.

AWCDH is a legal entity and a nonprofit civil organization of public benefit representing and protecting professional interests.

The founders of AWCDH have realized that in the field of protecting women's interests, it is necessary to set up a social organization which co-ordinates the common interests of women and organizations dealing with women's issues, intends to play an active role in forming a common opinion, supports the better promotion of women's interests in all aspects of life, and pays special attention to supporting equal opportunities for women working in strategic sectors, by familiarizing a wide public and requesting people involved to consistently comply with the European Employment Strategy and the related objectives, directives and recommendations made by the United Nations and the European Union.

2.1. AWCDH's Objective:

On the basis of the foregoing, the objectives of AWCDH are:

- a) to promote equal opportunities for women in career development,
- b) to promote equal opportunities for women in acquiring managerial positions by communicating the values and recommendations of the UN and the EU and helping their implementation,
- c) to direct attention to the economic necessity of the employment of women beyond promoting equal opportunities for women in employment,
- d) to assist the employment of women, in harmony with the importance of family background,
- e) to promote dialogues between the actors of legislation, government, civil groups, business and science and those affected by the activities of AWCDH, in order to resolve existing issues

related to economy, society, education, environmental protection, health prevention, culture, sports and leisure, as well as consumer protection,

- f) to direct attention to the role of women in sustainable development at Hungarian and international forums,
- g) to direct attention to the fact that women, irrespective of their age, should be able to choose or change a job / career according to their skills and interests,
- h) to direct attention to the importance of the recognition and prestige of skilled workers' career,
- i) to get women's need for career development recognized, understood and accepted by both men and women in the narrow and the broad environment of women,
- j) to increase the chances for women to make a good career by providing information, counsel and training,
- k) to help women contribute to the successful operation of organizations and society in the field of politics, business, science and the non-profit sector with their special female values,
- l) to make the necessary information available to women in various social situations, at various ages and at various occasions whenever they need it, so that they could make right decisions concerning their career according to their talents,
- m) to direct attention to the importance of the preparation of young women (for the duties they will have to face later in their family and at their workplace),
- n) to encourage the sharing of experiences by presenting Hungarian, European and American experiences, as well as our traditional and new aspects of women's career model,
- o) to strengthen women's active participation in forming the esprit de corps of rural society, developing local economy, preserving and transmitting culture and traditional family values, while also taking the aspects of equality into consideration.
- p) to direct attention to the importance of transmitting the knowledge and skills of arts and handicraft in order to preserve tradition,
- q) to co-operate with civil organizations abroad.

AWCDH realizes its objectives in the spirit of the plans to develop the Hungarian nation, the statutes of law aiming at the realization of the equality of opportunity, the relevant directives of the EU and the European Employment Strategy.

2.2. Knowledge Base

The dedicated members of AWCDH, who have excellent qualifications and practical experience in various professional fields, make use of their expertise and know-how to pursue the objectives of the Association.

In order to expand women's employment – and to contribute to economic growth thereby – AWCDH operates forums for the exchange of ideas with the direct involvement of Hungarian employers, in partnership with organizations being capable to actively contribute to the extension of employment and creating equal opportunities.

(the United Nations, the EU, the spheres of government, economy and science, civilians, media.)

AWCDH formulates and publishes opinions concerning issues of women's employment both in Hungary and at international level. It is how AWCDH intends to contribute to the extension of labor market, to make it more efficient, and to increase economic competitiveness.

In the course of its operation, AWCDH strives to adopt all the good foreign practices that it deems worthy for naturalization and suitable for adaptation within the historic and cultural framework of Hungary. A further objective of AWCDH is to familiarize the world with the Hungarian examples through its network built with the European Union and the United Nations. By this, AWCDH helps to achieve the objectives laid down in points a., b. and c. of Article 55 of the Charter of the United Nations and in the treaty establishing the European Community.

From 2009 on, AWCDH, as the first Hungarian UN-ECOSOC civil organization having special consultative status, can participate in the work of the United Nations / ECOSOC. By this, it can strengthen the relationship between the UN and Europe in the field of global issues like equal opportunities for women, women's rights, women's employment and sustainability.

Mission: Promoting equal opportunities for women in the field of career development and in getting managerial positions, communicating the relevant recommendations and requirements of the UN and the EU, and actively promoting the implementation of certain goals in compliance with the Hungarian national strategies and interests...

AWCDH draws attention to the following special aspects regarding women's employment:

- a) compatibility of work and private life/family;
- b) fair working conditions;
- c) ensuring career opportunities and promotion;
- d) opportunities to preserve health and well-being;
- e) opportunities to develop skills.

AWCDH draws attention to the interests of the following special groups of female employees:

- a) Labor market integration of young female entrants
- b) Inclusion and preservation of women returning from maternity leave
- c) Supporting the career program of women aged over 40-50 years
- d) Improving the chances of employment of disabled women
- e) Local job opportunities for women living in the country
- f) Employment of women in the sectors of IT-communication, technology and natural sciences.

2.3. The Tasks of AWCDH:

In order to accomplish the goals herein above, AWCDH – by means of their members' contribution – undertakes to carry out the following tasks, while making available the benefits of its services not only to its members:

*cooperation in order to fight negative discrimination according to **Section 14(f) of Act CXXV of 2003 on Equal Treatment and the Promotion of Equal Opportunities***

*initiating programs and measures on the basis of **Section 5(1) g) of Act CXXXIV of 2004 on Research and Development and Technological Innovation**, aiming at the elaboration of the Hungarian and international infrastructure of research and development, especially encouraging an increased number of women to take part in such activities.*

More precisely, AWCDH wishes to help women to be active and get managerial positions in the fields of technology and science, especially Information and Communication Technology, in compliance with the objectives of the European Union, with the direct involvement of distinguished Hungarian employers as well as by cooperating with decision-makers and related organizations (the government, the Hungarian Academy of Sciences, universities, civilians, media, EU organizations, etc.).

2.4. The Activities of AWCDH:

In order to realize the tasks serving public benefit based on the above goals, AWCDH undertakes to perform the following activities by the voluntary contribution and co-operation of its members, free of charge:

- a) Preparing and publishing opinions concerning the issues of women's employment and equality of opportunity; staying at the disposal of the media;
- b) Preparing strategies and programs related to equal opportunities and diversity;
- c) Mediating between economic leaders, political decision-makers and civil organizations representing social interests in order to find optimal solutions to challenges related to economy, society, employment, education, environmental protection, health care and consumer protection;
- d) Organizing courses and trainings;
- e) Providing information, training and consultancy for Human Resources managers in order to develop women's labor skills, so that the requirements related to equal opportunities should be met in business, nonprofit and public sectors, as well as in the police, the army and the security segment;
- f) Providing information, training and consultancy for women working for municipalities, civil organizations and other authorities in order to develop their ability to promote their interests;
- g) Organizing events (meetings, conferences, workshops) and study visits;
- h) Publishing information and training materials and books;
- i) Operating a data base of Hungarian and international trainers and conference speakers;
- j) Assisting the employment of women aged over 40-50 years and mothers returning to work from maternity leave;
- k) Promoting telework opportunities for women;
- l) Helping female migrants and women belonging to ethnic minorities to enter the labor market, overcoming their negative discrimination experienced there;
- m) Helping disabled women to enter the labor market, overcoming their negative discrimination experienced there;
- n) Maintaining and improving an international system of contacts in order to promote Euro-Atlantic integration;
- o) Operating and developing an online background contact network;
- p) Providing consultancy in professional orientation, job-seeking, career development and headhunting services;
- q) Elaborating PR and HR strategies related to programs concerning equal opportunities and diversity;
- r) Organizing cultural, sports and leisure programs;
- s) Inviting tenders and establishing awards;

- t) Setting up regional, professional, partnership, EU and UN sections in order to carry out the tasks of AWCDH, focusing on the objectives.
- u) Conducting researches and surveys in the field of women's employment.

The Association, based on the experiences from already realized equal opportunity programs, intends to expand its equal opportunity programs to other disadvantaged groups, too, primarily to “minorities” and “people with disabilities”.

The financial resources needed for the nonprofit (public benefit) operation of AWCDH are raised partly from members' dues, partly from donations, the Association carries out economic-entrepreneurial activities only for public benefit purposes or if they do not jeopardize the implementation of the activity carried out with the aim of pursuing the fundamental objectives specified in the Articles of Association.

3. Becoming a Member of the Association, Termination of Membership

- 3.1 AWCDH is not a mass organization. Accordingly, AWCDH may admit maximum 5 (five) new members in one year. However, AWCDH is not obliged to increase its membership every year. The Presidential Board of AWCDH reserves the right to invite, and if the invitation has been accepted, to admit people who are considered to be worthy of membership on the basis of the proposal by at least 4 (four) members, due to their broad social recognition and achievements.
- 3.2 If a membership terminates, a new member may be admitted in the place of the former member.
- 3.3 Applicants for membership may only become eligible candidates on the basis of the assessment of their work performed voluntarily and free of charge for AWCDH for 2 (two) years.
- 3.4 Membership in AWCDH is available for all who are suitable for it by virtue of their moral, professional background, their commitment to improve society or sense of responsibility, and who accept the provisions of the present Articles of Association as bidding upon themselves and undertake the obligation to personally contribute to realize the objectives of the Association and to pay the membership dues. In order to accomplish the targets of AWCDH, the ideal candidate furthermore undertakes to carry out voluntary activities, including voluntary mentoring and, if requested, appearance before the public. The ideal candidate is characterized by activeness, mobility and the high level knowledge of at least 1 (one) European language and is able to serve as both a moral and a professional example for those who AWCDH intends to support.
- 3.5 In order to acquire candidate status, it is necessary to obtain the recommendation of at least 4 (four) Board members. The enrolment of the candidate as a member shall be decided by the Presidential Board of AWCDH upon the proposal of at least 4 (four) Board members. In the event the application for admission has been rejected, the decision may be appealed – within 15 (fifteen) days following its receipt – to the General Assembly.
- 3.6 An external supporter or external expert of AWCDH may be any Hungarian or foreign individual or legal person that helps the work of AWCDH by providing donation or counsel.
- 3.7 In order to achieve its objectives, AWCDH may set up sections or workgroups.
- 3.8 Further tasks of members:
 - a) obligation to supply data for AWCDH

- b) meeting the requirements regarding candidates, too; participating in the work of AWCDH and helping to achieve its objectives to an extent depending on their family, private life, work and professional obligations.
- 3.9 All members of AWCDH are obliged to pay membership dues in the amount determined by the General Assembly, and are also obliged to contribute actively to achieve the objectives of the Association, by implementing specific programs determined by the General Assembly. Dues can be redeemed by work done for AWCDH, subject to the decision of the Board.
- 3.10 *The attendance sheet of the inaugural meeting of the Association and the records of members of the Association are not public.*

4. Termination of Membership Status

- 4.1 *Membership may be terminated by the member's withdrawal, the termination of membership status by the Association, the delisting of the member, the death of the member or the dissolution of the legal person member without successor. Membership status can be terminated by a member by sending a written notice to the Presidential Board at any time without any obligation of reasoning.*

5. Termination of Membership Status by the Association

- 5.1 *If a member does not meet the requirements for membership specified in section 3, the Association may terminate his/her membership status in writing with a notice period of 30 (thirty) days. The General Assembly of the Association shall decide on the termination.*

6. Delisting a Member

- 6.1 Any Association member may initiate the delisting (exclusion) of a member. Delisting shall be decided by a single majority vote of the General Assembly.
- 6.2 On the basis of the initiation, the General Assembly may delist a member of AWCDH who:
 - a) seriously or repeatedly breaches the law or the Articles of Association of AWCDH;
 - b) does not fulfil his/her obligations undertaken in a way that violates the interests and aims of AWCDH;
 - c) does not carry out any constructive work in order to achieve the objectives of the Association, or does not contribute to the implementation of specific programs determined by the General Assembly;
 - d) performs an activity contrary to the objectives, activities and interests of AWCDH; or
 - e) as a result of his/her behavior, his/her further membership in AWCDH is otherwise undesirable.
- 6.3 The decision on the delisting of the given member must be recorded in writing with reasoning; the reasoning must include the facts and evidence grounding the delisting and information regarding the possibility to appeal. The delisting decision shall be communicated to the member.

7. Termination of Membership

- 7.1 The intention to leave the Association must be announced by the given member at any time by notifying the Presidential Board in writing – without any obligation of reasoning – which the

Presidential Board shall acknowledge without any investigation or decision-making. In this case, the membership status terminates as of the time of notification.

8. Appeal

- 8.1 The affected member may appeal the termination of his/her membership status by the Association or the decision on his/her delisting within a forfeit deadline of 15 (fifteen) days from the receipt of the related notice, in an appeal submitted to the Board. In this case the appeal shall be judged by the Presidential Board with a simple majority voting.
- 8.2 In both cases, the decisions must be communicated to the member or ex-member – if the affected member is present, orally without delay and in written form within 3 (three) days, and if he/she is absent, in writing only.
- 8.3 If a membership status has been terminated, the member must be deleted from the records of members within 15 (fifteen) days.

9. Termination of AWCDH:

- 9.1 *AWCDH shall be dissolved if:*
- a) *the General Assembly decides to dissolve it;*
 - b) *the body entitled to do so dissolves it.*
- 9.2 *In addition to the general cases of the dissolution of AWCDH without succession, the Association shall be terminated by dissolution without succession if*
- a) *the Association has accomplished its objectives or the objectives of the Association cannot be accomplished, and no new objective has been set; or*
 - b) *the number of the members of the Association dropped to less than ten for six months.*
- 9.3 *The assets of AWCDH dissolved without succession which remained after the indemnification of the creditors shall be divided among the members in the proportion of their financial contribution to AWCDH.*
- 9.4 *The members and founder of AWCDH dissolved without succession shall be obliged to honor the unsatisfied liabilities of the dissolved Association up to their share of the divided assets.*

10. Members' Rights and Obligations

- 10.1 Each member of AWCDH has identical right to vote, and can participate in the decision making of the General Assembly entitled to decide on issues related to the operation of AWCDH. Each member can exercise his/her right to vote in person. Any member may be elected to be an officer. Every member is entitled to attend the events of AWCDH.
- 10.2 Legal person members of AWCDH may exercise their rights and fulfil their obligations through their registered authorized representatives. Each member of AWCDH has identical voting right and can participate in the decision making of the General Assembly entitled to decide on issues related to the operation of AWCDH. Each member can exercise his/her right to vote personally. Any member may be elected as an officer. Every member is entitled to participate in the events of AWCDH.
- 10.3 AWCDH shall be represented before external persons and organizations by the President, who may transfer this right on a case-by-case basis to any member of AWCDH, who, while acting

so, may use the written and other intangible materials and aids prepared by AWCDH with the President's prior consent.

- 10.4 If any member, while acting in the interest of AWCDH, in issues related to AWCDH, contacts other members, external persons, organizations, negotiates with them or speaks on behalf of the Association, (s)he must inform the President of AWCDH at the official email address awcdh@t-online.hu beforehand and afterwards continuously, and shall send copies of the related mails.
- 10.5 Each member of AWCDH shall pay membership dues in the amount determined by the General Assembly, and shall also contribute actively to achieve the objectives of the Association, by implementing specific programs determined by the General Assembly. Legal person members of AWCDH may exercise their rights and fulfil their obligations through their registered authorized representatives. Dues can be redeemed by work done for AWCDH, subject to the decision of the Board.

11. Bodies of AWCDH: the General Assembly and the Officers

11.1 The General Assembly

- 11.1.1 The supreme governing body of AWCDH is the General Assembly. The General Assembly consists of all members. It is entitled to make decisions on all issues specified by the law or the present Articles of Association.
- 11.1.2 An ordinary General Assembly shall be held annually. An extraordinary General Assembly shall be held if it is considered necessary by at least three quarters of the members – also indicating the purpose – or by the Presidential Board.
- 11.1.3 The General Assembly shall be summoned by the President upon the proposal of the Presidential Board *at the seat of AWCDH*. All members must be invited to the General Assembly with a *confirmable* email containing the agenda with at least 15 (fifteen) days before the date of the General Assembly. *The invitation shall also be published on the website of AWCDH. The invitation must include the place, time and items of the agenda of the General Assembly.* In the invitation, the invited members must be warned that in case the number of the members present is insufficient for the General Assembly to have a quorum, it must be repeated on a day proposed by the Presidential Board on the basis of the President's recommendation, and the reconvened General Assembly will have a quorum concerning the issues included in the original agenda, irrespective of the number of attendees, provided that the members were informed on the above in the original invitation.
- 11.1.4 *The Presidential Board must summon a General Assembly in order to take the necessary measures if*
- a) *the assets of AWCDH do not cover the due payables;*
 - b) *AWCDH will presumably be unable to repay its debts on the due date; or*
 - c) *the achievement of the objectives of AWCDH is at risk.*
- 11.1.5 *At the General Assembly summoned according to Section 11.1.4, the members shall take measures to cease the reason for summoning the meeting or shall decide to dissolve the Association.*
- 11.1.6 *Within 8 (eight) days after the sending or the publication of the invitation, the members or the bodies of the Association may request the President to add other item(s) to the agenda with reasoning.*

- 11.1.7 *The President is entitled to decide on the supplementation of the agenda. If the President fails to decide on the supplementation of the agenda or if (s)he dismisses the proposal to supplement it, the General Assembly shall decide on the supplementation of the agenda separately before making decision on the acceptance of the agenda.*
- 11.1.8 The General Assembly has a quorum if 50% + 1 of the members are present. If the General Assembly failed to have a quorum, the subsequently reconvened General Assembly will have a quorum concerning the issues included in the original agenda, irrespective of the number of attendees, provided that the members entitled to vote were preliminary informed of the above in the original invitation.
- 11.1.9 The sessions of the General Assembly are public, but public proceedings may be restricted in cases specified by the law.
- 11.1.10 The General Assembly has exclusive sphere of competence in the following issues:
- a) amending the Articles of Association;
 - b) deciding on the dissolution, merger or demerger of the Association;
 - c) electing and dismissing the executive officer and determining his/her compensation;
 - d) approving of the annual budget;
 - e) approving of the annual report (including the financial status report of the Association by the managing body);
 - f) exercising employer's rights over the executive officer if he/she has employment relationship with the Association;
 - g) approving of the conclusion of a contract that the Association concludes with its own member, its executive officer, a member of the Supervisory Board or their relatives;
 - h) deciding on the enforcement of damage claim filed against present and former members of the Association, executive officers, members of the Supervisory Board or members of other bodies of the Association;
 - i) electing and dismissing members of the Supervisory Board and determining their compensation;
 - j) electing and dismissing the designated auditor and determining his/her compensation; and
 - k) appointing the receiver (in case of liquidation).
- 11.1.11 It is the sole competence of the General Assembly to elect and dismiss officers, administrative and representative bodies, to approve of and to modify the annual budget, to accept the *report on the nonprofit operation* and to declare the merger of AWCDH with another Association or the dissolution of AWCDH.
- 11.1.12 *The General Assembly – unless regulated otherwise – renders its decision by simple majority open vote.*
- 11.1.13 *The Articles of Association of the AWCDH may be amended by a three quarters majority of the attendees.*
- 11.1.14 *The General Assembly may make a decision to alter the objectives of AWCDH or to dissolve AWCDH by a three quarters majority of all members entitled to vote.*
- 11.1.15 *When the General Assembly renders a decision, the following member may not vote:*
- a. *who is exempted from an obligation or responsibility, or granted privilege over the legal entity by the decision;*
 - b. *with whom an agreement shall be concluded, according to the decision;*
 - c. *against whom a lawsuit must be filed on the basis of the decision;*
 - d. *whose relative has interest in the decision but is not member or founder of the legal entity;*

- e. *who has majority control over another organization affected by the decision;*
or
- f. *who is otherwise interested in the decision.*

11.1.16 The chair of the General Assembly is the President of AWCDH, who also takes the minutes of the General Assembly. Of the attendees of the General Assembly of AWCDH, two attestors of the minutes are elected by the General Assembly, who attest the minutes of the General Assembly with their signature, after the General Assembly. The President records the decisions of the General Assembly in the Book of Decisions.

11.1.17 The President publishes the decisions of the General Assembly on the website of AWCDH.

Representative Bodies of AWCDH

11.2 The Presidential Board

- 11.2.1 On the basis of the decision of the founding members, the administrative and internal representative body of the AWCDH consisting of 7 (seven) members is the Presidential Board, whose members are the President and 6 (six) further Presidential Board Members.
- 11.2.2 The General Assembly elects the President and the Presidential Board Members by a secret qualified majority vote for a term of 5 (five) years. Each member of the Presidential Board may be re-elected on unlimited occasions.
- 11.2.3 In the interim period between the sessions of the General Assembly the Presidential Board shall decide all issues that are outside of the exclusive sphere of competence of the General Assembly. The Presidential Board is entitled to make decisions concerning the undertaking of obligations (concluding contracts) and the exercising of the rights of AWCDH, taking into consideration the effective financial management in the light of the objectives of the Association. The Presidential Board shall inform the following General Assembly about its decisions made and measures taken.
- 11.2.4 The members of the Presidential Board shall carry out their tasks – under the management of the President – voluntarily without receiving compensation.
- 11.2.5 The Presidential Board has a quorum if at least four members are present. The Presidential Board holds meetings summoned by the President in case of need, but at least annually. All members must be invited to the meeting of the Presidential Board via invitations containing the agenda sent at least 15 (fifteen) days prior to the date of the meeting. If possible, any person or body affected by the decision of the Presidential Board shall also be invited to the meeting individually.
- 11.2.6 The Presidential Board shall determine its procedures by itself. The Presidential Board shall make its decisions by open simple majority votes, with the exception of the cases when the law stipulates qualified majority.
- 11.2.7 The obligations of the Presidential Board and the list of matters on which the Presidential Board is entitled to make decisions are the following:
- a) the daily conduct of affairs of the Association, making decisions on the issues within the sphere of competence of the management;
 - b) preparing reports and submitting them to the General Assembly;
 - c) preparing the annual budget and submitting it to the General Assembly;

- d) managing the assets of the Association, making and implementing decisions on the usage and investment of the assets that are outside of the sphere of competence of the General Assembly;
- e) preparing the formation of the bodies of the Association according to the law and the Articles of Association and the election of officers;
- f) summoning the General Assembly and notifying the bodies of the Association;
- g) determining the items of the agenda of the General Assembly summoned by the managing body;
- h) participating in the General Assembly and answering the questions related to the Association;
- i) keeping records of the members;
- j) keeping records of the decisions of the Association, its official documents and other books;
- k) preserving the documents related to the operation of the Association;
- l) constantly investigating whether a reason for the dissolution of the Association occurs and in case it does, taking the measures stipulated in the relevant law.
- m) deciding on the admission of a new member on the basis of the authorization of the Articles of Association.

11.2.8 The meetings of the Presidential Board are open.

11.3 The President

11.3.1 The authorized representative of AWCDH is the President. The President informs the following General Assembly about his/her decisions made and measures taken.

11.3.2 The President's rights and obligations:

- a) (s)he may summon the Presidential Board or the General Assembly at any time and shall preside over their meetings;
- b) (s)he shall manage the funds of AWCDH and has right of disposal over the bank account of AWCDH;
- c) (s)he may make the persons authorized by him/her to manage the funds of the members account for their activity;
- d) (s)he may check the invoices of expenses;
- e) (s)he may issue a power of attorney for managing finances;
- f) (s)he may conclude contracts with third parties on behalf of AWCDHs;
- g) (s)he shall be in charge of managing the contacts of AWCDH with authorities, organizations and third parties and shall represent AWCDH;
- h) taking the annual budget into consideration, (s)he shall be entitled to hire employees and shall exercise employer's rights over the employees of AWCD;
- i) (s)he shall monitor the handling and usage of the funds received from the members or from third parties
- j) (s)he shall double-check the documents created during the activity of AWCDH.

11.3.3 In case the President is impeded or absents, his/her full authority substitution by any other member of the Presidential Board must be endorsed by the extraordinary General Assembly summoned for this purpose.

11.4 The President's Advisory Board

- 11.4.1 The President's Advisory Board carries out advisory tasks for the President in matters related to the operation of AWCDH.
- 11.4.2 The members of the President's Advisory Board are elected by the Presidential Board upon the President's proposal.
- 11.4.3 The members of the President's Advisory Board can attend the Board's meetings with the right of consultation.

11.5 Honorary Board of Advisors

- 11.5.1 The Honorary Board of Advisors consists of prominent persons who are not members of the Association, do not take part in the everyday work of AWCDH, but they are constantly informed about the activities of AWCDH and are ready to support AWCDH to achieve its targets and the implementation of certain projects by means of their personal network and influence.
- 11.5.2 Members are invited to the Honorary Board of Advisors by the Presidential Board upon the President's recommendation.

11.6 Supervisory Board

- 11.6.1 If the annual income of AWCDH exceeds HUF 5,000,000.-, it is mandatory to set up a supervisory board even if the law does not stipulate such obligation. If the annual income of AWCDH exceeds HUF 5,000,000.-, that is, five million forints, the Association shall elect a Supervisory Board according to the following.
- 11.6.2 The Supervisory Board shall consist of three members. Members are elected by the General Assembly according to the provisions of the present Articles of Association.
- 11.6.3 The Supervisory Board is responsible for supervising the bodies of the Association and the implementation of and the compliance with the statutes of law, the Articles of Association and the decisions of the Association. When performing this activity, it can request the members of the Presidential Board to submit reports and the employees to supply information. It can inspect the books and documents of AWCDH.
- 11.6.4 *The members of the Supervisory Board can attend the Board's meetings with the right of consultation.*
- 11.6.5 *The term of the mandate of a member of the Supervisory Board is five years.*
- 11.6.6 *The regulations of agency contracts shall appropriately be applied in the case of the membership status of the Supervisory Board.*
- 11.6.7 *The Supervisory Board has a quorum if all of its three members are present.*
- 11.6.8 *The meetings of the Supervisory Board are summoned by the Chairperson of the Supervisory Board.*
- 11.6.9 *The Supervisory Board determines its procedures by itself.*
- 11.6.10 *The Supervisory Board informs the General Assembly on its activity at least once a year.*
- 11.6.11 The mandate of the members of the Supervisory Board terminates if:
- a) the term of mandate expires;
 - b) the member resigns from this function;
 - c) the member dies; or
 - d) the member is dismissed.

12. Conflict of Interest

- 12.1 *The President of AWCDH, a member of the Board, the Chairperson of the Supervisory Board or a member of the Supervisory Board (hereinafter: “executive officer”) may be a person of legal age whose capacity to act is not restricted in relation to carry out his/her duties connected to his/her function.*
- 12.2 *An executive officer may not be a person who was sentenced to imprisonment with a final and binding decision due to the commitment of a crime, until the dispensation of criminal record.*
- 12.3 *An executive officer may not be a person who has been banned from this occupation with a final and binding decision. One who has been banned from an occupation identical with the activity of AWCDH with a final and binding judicial decision may not be an executive officer of AWCDH while the ban is in effect.*
- 12.4 *One who has been banned from acting as an executive officer may not be an executive officer during the period specified in the decision on the ban.*
- 12.5 *A person who has been an executive officer in one of the following nonprofit organizations – for at least a year in the two years preceding the dissolution of the organization – may not be an executive officer in another nonprofit organization for three years following the dissolution of the previous nonprofit organization:*
- a) one that has been dissolved without succession and has not settled its tax or customs duty debts registered at the state tax and customs authority,*
 - b) one that has significant tax default established by the state tax and customs authority,*
 - c) one against whom the state tax and customs authority has taken the measure to close his/her business or imposed a fine replacing the closure of business.*
 - d) one whose tax number was suspended or deregistered by the state tax and customs authority according to the act on the rules of taxation.*
- 12.6 *An executive officer or a candidate for this position is obliged to inform all affected nonprofit organization in advance that (s)he holds such a position at another nonprofit organization at the same time.*
- 12.7 *The President of AWCDH, a member of the Board, the Chairperson of the Supervisory Board or a member of the Supervisory Board may not be a person who is an executive officer in another nonprofit organization.*
- 12.8 *The Chairperson of the Supervisory Board or a member of the Supervisory Board may exclusively be a person who is not the President or a member of the supreme governing body, the administrative body or the representative body, furthermore, does not have any employment relationship or any other legal relationship permitting employment activities different from his/her mandate, and does not receive target-oriented benefits from the organization, moreover, is not a close relative of a person excluded in a way in the present paragraph.*
- 12.9 *The decision-making processes of the decision-making body and the administrative body (the General Assembly and the Presidential Board) may not be attended by a person who, or whose close relative, on the base of the decision*
- a) is released from an obligation or liability, or*
 - b) is granted a benefit in any other way or is interest in the conclusion of the given contract.*
- 12.10 *Non-financial benefits available for any person without limitation or benefits granted by AWCDH to its members on the basis of membership only in line with the provisions of these Articles of Association shall not qualify as a “benefit.”*

- 12.11 *A member of the Supervisory Board may be a person of legal age whose capacity to act is not restricted in relation to carry out his/her activity connected to his/her function. A member of the Supervisory Board may not be a person against whom a reason for exclusion exists, or who, or whose close relative, is the executive officer of a legal person.*
- 12.12 *The President or a member or the auditor of the Supervisory Board may not be a person who*
- a) is the President or a member of the decision-making body or the administrative body (the General Assembly or the Presidential Board) (excluding the members of the decision-making body without a function),*
 - b) has an employment relationship or any other legal relationship permitting employment activities different from his/her mandate, if the law does not stipulate otherwise,*
 - c) receives target-oriented benefits – except for the non-financial benefits available for any person without limitation or benefits granted by AWCDH to its members on the basis of membership status only in line with the provisions of these Articles of Association –, or*
 - d) is a close relative of the persons specified in points a)-c).*

13. The Records of Decisions

- 13.1 The Presidential Board shall be responsible for informing the affected persons about the decisions of the General Assembly and of the Presidential Board, for the publication of such decisions, for the order of the inspection of the documents created in connection with the nonprofit operation, for the way of the operation of the nonprofit organization and the way of using its services and for publishing its reports.
- 13.2 The President shall publish the decisions of the General Assembly and the Presidential Board of AWCDH in the “Records of Decisions” on the website of the Association (www.noikarrier.hu). The Records of Decisions is a registry containing the content, time and term of the decisions, as well as the proportion of the voters for and against the decisions. The documents related to the operation of AWCDH may be inspected by anyone at the seat of AWCDH at a time agreed with the President of AWCDH in advance.

14. Registers

- 14.1 The most important decisions of the General Assembly and that of the Presidential Board shall be recorded in the minutes of the meeting. The minutes shall be signed by all Members of the Presidential Board present and by the keeper of the minutes; and in case of decision of the General Assembly, two additional members appointed for this purpose.
- 14.2 The minutes shall record the content, time and term of the decisions, as well as the proportion of the voters for and against the given decision.
- 14.3 The presiding chairperson of the General Assembly shall record the decisions of the General Assembly in the Book of Resolutions without delay, and such record shall be verified by one of the members verifying the minutes of the meeting. However, the decisions shall become valid right when the Presidential Board or General Assembly having a quorum passes them according to the provisions of the Articles of Association. The President shall keep the register of the decisions of the General Assembly and of the Presidential Board up to date.
- 14.4 The documents, receipts and invoices of income and expenses of AWCDH shall be handled by the President.

15. Representing AWCDH

- 15.1 The President shall be entitled to represent AWCDH. The President shall have exclusive right of disposal over the bank accounts of AWCDH.
- 15.2 The President may appoint other members to represent AWCDH on a case-by-case basis.

16. Assets and Financial Management of AWCDH

- 16.1 *AWCDH may perform economic activities that are directly related to the achievement of the objectives of the Association.*
- 16.2 *AWCDH carries out economic-entrepreneurial activities only for public benefit purposes or if they do not jeopardize the implementation of the activity carried out with the aim of pursuing the fundamental objectives specified in the Articles of Association.*
- 16.3 All membership dues and funds offered for achieving the common objectives of the Association shall form the assets of AWCDH. The assets of AWCDH are indivisible. In case of the termination of membership for any reason, members shall not receive compensation from the assets of AWCDH in any way.
- 16.4 AWCDH shall manage the resources consisting of membership dues and other voluntary payments and contributions made by the members and by external supporters. The membership dues shall primarily be used by AWCDH to pay operational and administrative costs, as well as taxes and duties.
- 16.5 The financial management of AWCDH shall be based on an annual budget. The Association may perform business activities in order to achieve its aims in fields and to an extent approved by the Presidential Board. AWCDH shall be liable for its debts up to the value of its assets, while the members shall only be liable up to the extent of their due membership dues.
- 16.6 In case of the termination of AWCDH, the General Assembly shall have disposal over its assets. If the General Assembly fails to decide on how to use the assets, and in the case of the dissolution of the Association or its termination by the supervisory body, the assets of the Association shall be transferred to the National Cooperation Fund (NEA) after satisfying the creditors.

17. General Rules of Financial Management

- 17.1 AWCDH may not divide up its profit made during its activities among its members, profits shall be used for the purposes set out in the present Articles of Association.
- 17.2 AWCDH may receive subsidies from the subsystems of the State Budget only under the terms of a written agreement. Such agreement must set out the conditions and the method of the settlement of accounts, the amount and the granting conditions of available subsidies shall be published in the press. Information on the target-oriented benefits provided by AWCDH is available to everyone.
- 17.3 AWCDH may not provide any target-oriented direct benefit to any decision-maker, supporter or their close relatives, except for the non-financial benefits available for any person without limitation or benefits granted by AWCDH to its members on the basis of membership status only in line with the provisions of these Articles of Association.
- 17.4 Any target-oriented benefit to be granted by AWCDH may be subject to a tender, according to the provisions of the present Articles of Association. In this case the tender call may not set out

terms and conditions which, as can be concluded from all the relevant circumstances, were set to fit a winner appointed beforehand (bogus tender).

17.5 AWCDH may not issue a bill of exchange or any debt securities.

17.6 AWCDH

- a) may not borrow a loan to develop its business in an amount that might endanger the performance of its non-profit activities
- b) may not use the amounts of the subsidies received from the sub-systems of the State Budget as a collateral of a loan or to repay a loan.

17.7 AWCDH shall keep its books according to the relevant special statutes of law, and shall close them at the end of each financial year. At the end of a financial year, the member representing AWCDH shall prepare a balance sheet of the financial management of AWCDH for the General Assembly, and a report on assets concerning the financial results. Simultaneously with the approval of the annual report, AWCDH shall make a *report on the nonprofit operation*, too.

17.8 AWCDH shall record the costs and revenues related to its activities performed to accomplish its objectives and those deriving from its business activity separately.

17.9 AWCDH may search for supporters to achieve its goals; all accepted supports shall be used in the most effective way and within the shortest period for the purposes of achieving or assisting the supported goal. Any residual amounts shall be used for supporting similar goals and organizing events, where the income of the events shall be used for supporting the goals such events were dedicated to.

17.10 AWCDH may not conduct any investment activity.

18. Rules of Collecting Donations for Public Benefit

18.1 Any collection of donation for and on behalf of AWCDH may not result in bothering a supporter or any person, and/or violating personal rights or harming human dignity.

18.2 Any collection of donation for and on behalf of AWCDH may take place exclusively after obtaining the prior written authorization by the Presidential Board.

18.3 Any donation given to AWCDH shall be registered at its book value, or if it is not possible, at the usual market value.

19. Miscellaneous Provisions

19.1 AWCDH was established by its registration with the competent court. It started its operation after the decision of the court on registration had become final and binding.

19.2 AWCDH does not participate in any political activities, it is fully independent from political parties, does not accept any support from political parties, does not give any kind of support to political parties and did not and will not nominate or promote any candidate for parliamentary elections or for municipal elections in the counties or in the capital of Hungary.

In matters not regulated in the present Articles of Association, the provisions of Act V of 2013 on the Civil Code (hereinafter: Civil Code) and of Act CLXXV of 2011 on the Right of Association, Non-profit Status, and the Operation and Funding of Civil Society Organizations (hereinafter: Association Act) shall be governing.

The present Articles of Association were ratified by the first General Assembly of AWCDH on its meeting on 10 December 2003, whereby the members of AWCDH declared the establishment of AWCDH.

The present amendment to the Articles of Association was ratified by the General Assembly of AWCDH on its meeting on December 8, 2014.

The comprehensive amendment of the Articles of Association was made with the aim of its compliance with the effective provisions of the new Civil Code and the new Association Act. The amendments are *italicized*.

Budapest, December 8, 2014

By signing the present consolidated amendment of the Articles of Association, I hereby confirm that its text is in full compliance with the effective content of the Articles of Association and its amendments.

.....

Andrea Ferenczi

President

In witness thereof:

.....

Name:

Address:

ID Card No.:

.....

Name:

Address:

ID Card No: