

Foundation of the Hungarian Society for Microbiology

1097 Budapest, Albert Flórián St. 2-6.

Reg. no.: Budapest Metropolitan Court 460

FOUNDING DOCUMENT

Budapest, May 18, 2023.

FOUNDING DOCUMENT

1./

The founder, name, registered office and postal address of the Foundation

The Hungarian Society for Microbiology (registered office: 1097 Budapest, Albert Flórián St. 2-6.; reg. no.: Budapest Metropolitan Court 590; represented by Dr. József Kónya) (hereinafter: Founder) establishes a foundation for the purpose of serving the public interest as defined in point 2./

Name of the Foundation: Foundation of the Hungarian Society for Microbiology

Registered office: 1097 Budapest, Albert Flórián St. 2-6.

Postal address: Foundation of the Hungarian Society for Microbiology, 1113 Budapest, Elek St. 16.

2./

The purpose of the Foundation

The purpose of the Foundation is

- to promote domestic microbiology (algology, bacteriology, mycology, protistology, virology and other branches of microbiology), as well as related fields and sciences (biochemistry, genetics, immunology, etc. and industrial, clinical, public health, agricultural, etc. sciences) in Hungary, raising the standard of research and promoting international relations;
- providing financial support to institutions and individuals working in the field of microbiology, its international relations, or its development, participating in education or practical and theoretical research;
- activities related to national and ethnic minorities in Hungary and Hungarians living beyond the borders (e.g. establishing relations with Hungarian professional organizations beyond the borders); promoting Euro-Atlantic integration (e.g. membership in European professional organizations);
- raising the financial resources necessary to achieve the above objectives of the Foundation.

The Foundation performs its tasks within the framework of public benefit activities.

Public benefit activities carried out by the Foundation:

- health preservation, disease prevention, healing, and health rehabilitation activities (e.g., microbiological laboratory diagnostics) - public health tasks pursuant to Sections 35(1)-(2) of Act CLIV of 1997 on Health Care;

- scientific activities, research (in the broadest sense of microbiology) - cooperation in the development of medium-term science, technology and innovation policy strategies public tasks based on Section 5 (3) of Act CXXXIV of 2004 on research and development and technological innovation;
- education and training, skills development, dissemination of knowledge (at all levels of education) - public task of education pursuant to Section 2(3) of Act CCIV of 2011 on national higher education and Sections 4(1)(a)-(u) of Act CXC of 2011 on public education;
- nature conservation, animal protection (e.g. research justifying the replacement of animal experiments), development of a culture of nature conservation, teaching knowledge related to nature conservation is a public task pursuant to Section 64(1) of Act LIII of 1996 on nature conservation, and animal protection is a public task pursuant to Section 27(1) of Act XXVIII of 1998 on the protection and welfare of animals;
- environmental protection (e.g. microbiological remediation, wastewater treatment) - environmental protection is a public task pursuant to Act LIII of 1995 on the general rules of environmental protection 38. § b), f), g), h), and based on Section 13 (1) 11) and Section 23 (4) 12) of Act CLXXXIX of 2011 on Local Governments in Hungary;
- consumer protection (e.g. diagnostic research establishing food safety) - performing public tasks related to consumer protection pursuant to Section (1) a) -k) of Act CLV of 1997 on consumer protection.

The services provided by the Foundation as public benefit activities may also be used by persons other than its members. The Foundation does not engage in direct political activities, its organization is independent of political parties, and it does not provide financial support to them.

3./

The Foundation's assets

The Foundation's initial assets amount to HUF 500,000, i.e. five hundred thousand Hungarian Forints, which are permanently tied up and managed separately in the account of the Founder, at OTP Bank Plc.

Thirty percent of the above assets – or up to 50% in justified cases, based on a decision by the Board of Trustees – the income from the assets, the contributions of members and other sources may be freely used for the purposes of the Foundation. The Foundation does not distribute the profits generated in the course of its operations but uses them for the public benefit activities specified in this founding document. Support may be provided from the Foundation's assets to any scientific or practical activity (grants, awards, etc.) that is in line with the Foundation's objectives (purpose of the foundation), to further education tasks, and to improve international relations, both for domestic and foreign private individuals and legal entities.

4./

The Foundation's organization and operation

A. The Board of Trustees

A/1. The organization, members, meetings, and voting rules of the Board of Trustees

The Board of Trustees is the Foundation's managing and decision-making body.

The members of the three (3) member board of trustees, including the chair of the board (hereinafter referred to as the chair) and the representative of the Foundation (hereinafter referred to as the representative), shall be appointed by the Founder for a fixed term of five (5) years from the date of signing this deed of foundation.

The members of the Board of Trustees may be re-elected.

The members of the Board of Trustees are:

Name	Mother's name, place and date of birth, personal identification number	Address
Károly Márialigeti		
Dr. János Mihály Minárovits		
Dr. Mária Takács Haszpráné		

The representative of the Foundation is Károly Márialigeti (), for a fixed term of five (5) years from the date of signing this deed of foundation. The representative is independently authorized to represent the Foundation.

The representative of the Foundation is independently authorized to dispose of the bank account, while any two members of the board of trustees are jointly authorized to do so.

The board of trustees shall meet at least once every quarter.

The meetings of the board of trustees shall be convened by the chairperson. The invitation, which shall include the agenda items for the meeting, shall be sent to the members of the board of trustees by registered mail at least fifteen (15) days prior to the meeting of the board of trustees.

The meetings of the Board of Trustees shall be public, but the chairperson of the Board of Trustees may, in justified cases, order a closed meeting on the basis of the protection of personal rights and other possibilities provided for in other legislation.

The board of trustees shall have a quorum if all its members are present at the meeting. The board of trustees shall take its decisions by a simple majority, with the exception of the approval of the annual report and the adoption of the public benefit annex, where a unanimous decision is required. In the event of a tie, the motion shall be deemed rejected.

A/2. Tasks of the Board of Trustees

The Board of Trustees is responsible for achieving the Foundation's objectives.

The Board of Trustees' powers include, in particular, the following, based on the rules laid down in the legislation and the deed of foundation:

- developing the Foundation's internal rules of procedure,
- managing the Foundation's assets,
- disposing of both the Foundation's assets and the property belonging to it,
- deciding on membership offers and the acceptance of donations,
- determining the Foundation's annual plan and budget in the context of the Foundation's financial management,
- approving the annual report,
- approving the public benefit annex.

The internal rules and financial management rules of the Foundation may be laid down in the internal rules of procedure. The internal rules of procedure may not contain any provisions that are contrary to the provisions of the deed of foundation. The board of trustees is authorized to approve and amend the internal rules of procedure.

The public benefit annex approved by the board of trustees shall include:

- the financial statements,
- the use of budgetary support,
- a statement on the use of assets,
- a statement on the allocation of funds for specific purposes,
- the amount of support received from the central budgetary authority, the separate state fund, local governments, minority local governments, associations of local governments, health insurance authorities, and all of their bodies,
- the value or amount of allowances granted to senior officers of the public benefit organization,
- a brief summary of public benefit activities.

Anyone may inspect the annual public benefit report of a public benefit organization and make copies of it at their own expense.

A/3. Decisions of the board of trustees, recording, communication and publication of decisions, access to documents generated during the operation of the board of trustees

The board of trustees shall keep minutes of its meetings, and the decisions taken at those meetings. The minutes of the Board of Trustees shall be signed by all members of the Board of Trustees.

Within three days of the decisions of the Board of Trustees being made, the chairperson shall enter them in a register called the Book of Decisions, which shall record the content and effect of the decisions made at the meeting and shall also indicate the names of those who supported or opposed the decision, as well as those who abstained during the decision-making process. Decisions shall be numbered consecutively in the Book of Decisions, with the date of the decision also indicated.

The decisions of the Board of Trustees shall be communicated by means of a public notice, but in the case of a decision affecting a specific person, the decision shall also be sent by registered letter to the person concerned. The announcement shall be posted on the noticeboards at the

Foundation's headquarters on the first working day following the decision, for a period of fifteen (15) days. However, in the case of a decision taken in a closed session, no announcement shall be issued, and the decision shall not be made public, but access to it may be requested in accordance with the last paragraph of this section.

With regard to the publication of decisions, the provisions of the previous section shall apply mutatis mutandis.

B. The Supervisory Board

B/1. Powers of the Supervisory Board

The Supervisory Board supervises the operation and financial management of the Foundation. In doing so, it may request reports from senior officers and information or clarification from the Foundation's employees, and may inspect and examine the Foundation's books and records.

Members of the Supervisory Board may participate in the meetings of the Board of Trustees with the right to consult, or shall participate if so provided by law or the deed of foundation.

The Supervisory Board shall be obliged to inform the Board of Trustees and initiate its convening if it becomes aware that

- a violation of the law or an event (omission) that seriously harms the interests of the Foundation has occurred in the course of the Foundation's operations, the elimination or mitigation of which requires a decision by the Board of Trustees,
- a fact has arisen that establishes the liability of the executive officers.

The board of trustees shall be convened at the request of the supervisory board within thirty days of such a request being made. If this deadline expires without result, the supervisory board shall also be entitled to convene the board of trustees.

If the person entitled to do so fails to take the necessary measures to restore lawful operation, the supervisory board shall immediately notify the body responsible for supervising legality.

B/2. Members of the supervisory board, rules of procedure

The supervisory board consists of three members, who are appointed by the founder for a fixed term of five (5) years from the date of signing this deed of foundation. Members of the supervisory board may be re-elected.

Members of the Supervisory Board:

Name	Mother's name, place and date of birth, ID card number	Address
Ákos Sveiczter		
Ilona Anikó Pfeiffer		

Dr. György Schneider		

The members of the Supervisory Board shall elect a chairperson from among themselves.

The Supervisory Board shall meet at least once every quarter.

The Supervisory Board shall be convened by the chairperson.

The chair shall notify the members of the Supervisory Board of the date of the Supervisory Board meeting in writing (by letter) at least 15 days in advance.

The Supervisory Board meeting shall have a quorum if all members are present.

The members of the Supervisory Board may also discuss any motion raised by any member of the Supervisory Board.

Minutes shall be taken of the meeting of the Supervisory Board and shall be signed by all members present.

In all other respects, the Supervisory Board shall act in accordance with its own rules of procedure.

C. Conflict of interest rules

A person may not participate in the decision-making of the supreme body, the administrative body, or the representative body if that person or a close relative (Civil Code, Section 685(b)), partner (hereinafter collectively referred to as “relative”) of that person

- a) be exempt from any obligation or responsibility, or
- b) receive any other benefit or otherwise have an interest in the legal transaction to be concluded.

Non-monetary services available to anyone without restriction within the framework of the benefits provided by the public benefit organization for its intended purpose, as well as benefits provided by the association to its members on the basis of their membership in accordance with its founding document, shall not be considered benefits.

The chairperson or member of the supervisory body or auditor may not be a person who

- a) is the chairperson or member of the supreme body or the administrative and representative body (excluding members of the supreme body of the association who do not hold office),
- b) is in an employment relationship or other legal relationship with the public benefit organization for the purpose of performing activities other than those specified in their mandate, unless otherwise provided by law,
- c) receives benefits from the public benefit organization in accordance with its purpose, with the exception of non-monetary services available to anyone without restriction and benefits provided by the association to its members in accordance with the provisions of the deed of foundation, or

d) is a close relative of the persons specified in points a) to c).

For three years following the dissolution of a public benefit organization, a person who was previously a senior officer of that public benefit organization – for at least one year in the two years prior to its dissolution – may not be a senior officer of another public benefit organization if

- a) which ceased to exist without a legal successor and without settling its tax and customs debts registered with the state tax and customs authority,
- b) against which the state tax and customs authority has discovered a significant tax deficiency,
- c) against which the state tax and customs authority applied a business closure measure or imposed a fine in lieu of business closure,
- d) whose tax number was suspended or deleted by the state tax and customs authority in accordance with the law on taxation.

The senior officer or the person nominated for this position shall be obliged to inform all public benefit organizations concerned in advance that he or she also holds such a position at another public benefit organization.

5./

Publicity of the Foundation's operations, the manner in which its services are used, and the publication of its reports

The transparency of the Foundation's operations is ensured by the provisions of this deed of foundation, in particular those concerning the transparency of the meetings of the Board of Trustees, the recording, communication and publication of decisions in the minutes, the right to inspect documents, and the use of the Foundation's services.

The chair of the board of trustees is responsible for communicating and publishing information on the availability and application process for the Foundation's services and tenders (hereinafter collectively referred to as "services"). Announcements regarding the possibility of using the services must be posted on the noticeboards at the Foundation's headquarters at least one month before the deadline for submitting applications and requests.

Applications for the use of services shall be evaluated by the Board of Trustees at its next meeting following receipt of the application and shall be made public within five (5) days thereafter, in the manner specified in the previous paragraph.

The publicity of the Foundation's reports is ensured by the provisions on publicity contained in this deed of foundation.

6./

Joining the Foundation

The Foundation is open to any private or legal entity wishing to join by making a financial contribution, provided that they agree with the Foundation's objectives.

The Board of Trustees decides on the acceptance of membership. The Board of Trustees may reject an application if the person joining or the form of support is not suitable for achieving the Foundation's objectives or causes damage in any other way (e.g. moral, etc.).

In the case of contributions to the Foundation from abroad in the form of convertible capital, the Foundation shall use this part of the capital in the form of foreign currency. For this purpose, the Foundation shall have a foreign currency account in addition to the forint account referred to in point 3.

7./

Management of the Foundation's assets, financial management of the Foundation

The Foundation's assets consist of the founding assets, the proceeds from the assets, the contributions of the members and other sources.

The Foundation shall only engage in economic and business activities that do not jeopardize the achievement of its public benefit or core objectives as defined in its deed of foundation.

The Foundation shall not distribute the profits generated from its financial management, but shall use them for the activities specified in point 2.

The Foundation shall not engage in investment activities.

8./

Other conditions

The Foundation may only be dissolved on the grounds specified by law.

In the event of the dissolution of the Foundation, any assets remaining after the settlement of debts shall be returned to the Founder.

Issues not regulated in this deed of foundation shall be governed by the provisions of Act V of 2013 on the Civil Code relating to foundations and the financial regulations in force.

Budapest, May 18, 2023.

.....
Hungarian Society for Microbiology
Represented by: Dr. József Kónya
Founder

By countersigning this document, I certify that the consolidated text of this deed of foundation corresponds to its current content based on the amendments to the deed of foundation. In this unified document, the parts amended on April 27, 2023 are marked in italics and bold type.

Dr. Péter Gyepes, attorney-at-law (Budapest Bar Association, bar association identification number: 36060937) I countersign in Budapest, 2023.

The basis for legal interpretation is the Hungarian version of the Funding Document.