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Budapest, 18 December, 2020

*Intercontact Budapest Kft.*  
1054 Budapest, Hold u. 15. II/2.  
✉ 1367 Bp. 5. Pf. 72.  
☎ 269-1153, 269-1154  
Fax: 312-5408  
(2)

**CONSOLIDATED ARTICLES OF ASSOCIATION**

**OF THE**

**CLINICAL TRIAL MANAGEMENT SOCIETY,**

**HUNGARY**

*Effective from: September 17, 2020*

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# CONSOLIDATED ARTICLES OF ASSOCIATION

## OF THE CLINICAL TRIAL MANAGEMENT SOCIETY, HUNGARY

### 1. INTRODUCTORY PROVISIONS

The operation of the Clinical Trial Management Society, Hungary (“the Society”) and the present Articles of Association shall be governed principally by Act CLXXV of 2011 on the Freedom of Association, on Public-Benefit Status, and on the Activities of and Support for Civil Society Organizations (“the NGO Act”) and Act V of 2013 on the Civil Code (“the Civil Code”), and secondarily by the provisions of other laws as applicable from time to time.

### 2. DATA OF THE SOCIETY

2.1. Name of the Society in Hungarian:

**Magyarországi Klinikai Vizsgálatszervezők Társasága**

Short name of the Society in Hungarian:

**MKVT**

2.2. Name of the Society in English:

**Clinical Trial Management Society, Hungary**

Short name of the Society in English:

**CTMS, Hungary**

2.3. Registered office of the Society:

**H-1037 Budapest, Bokor u. 15-21. 3. emelet 37.**

2.4. Geographical area where the Society operates:

The Society’s geographical area of operation is **Hungary**; it maintains relationships with and may establish membership in foreign entities organized for similar purposes.

2.5. Legal status of the Society:

The Society is a **legal person** with registered members established for the purpose of continuously achieving the common and ongoing objectives of its members as specified in its Articles of Association; the Society is represented by its President.

### 3. OBJECTIVES OF THE SOCIETY

The Society wishes to achieve the following objectives:

3.1. To operate the first professional, non-profit and politics-free organization in Hungary involved in the clinical trials of medicines, investigational medicinal products and devices, according to the legal requirements for operating such organizations;

- 3.2. To create an independent expert forum for those involved in organizing clinical trials;
- 3.3. To support and implement the Hungarian adaptation of international recommendations, particularly the Good Clinical Practice (“GCP”) in cooperation with all stakeholders;
- 3.4. To enable and to support continuous professional training for experts with the appropriate basic qualifications, involved in organizing and performing clinical trials; to promote high professional quality of clinical trials in Hungary;
- 3.5. To establish appropriate cooperation with the competent authorities and professional organizations relevant for its field of activity;
- 3.6. To establish and to maintain professional relationships with other international societies and associations of similar profile;
- 3.7. To distribute objective knowledge about clinical trials and drug development among the general population, patients and patient advocates.

#### **4. ACTIVITIES PURSUED BY THE SOCIETY**

- 4.1. The Society acts directly to achieve its aims and objectives laid down in Article 3 with the caveat that it acts primarily for its members, nonetheless making available that its services become available for those other than its members.
- 4.2. In accordance with the above, the Society performs the following activities in a scientific, professional field aiming to satisfy the mutual interests of the society and individuals:
  - scientific activities, research;
  - education and training, development of skills, disseminating information for the public.
- 4.3. Principally, the Society achieves its purposes and pursues its activities via the following means:
  - 4.3.1. Arranging professional discussions and meetings for experts involved in organizing clinical trials (creating working groups, organizing and supporting postgraduate training;
  - 4.3.2. Building an active and constructive network of relationships with Hungarian medical societies, patient advocates, as well as the legislative and regulatory authorities.
  - 4.3.3. Maintaining regular contact with foreign societies and organizations involved in similar activities.
  - 4.3.4. Organizing regular congresses, expert forums and other events.
  - 4.3.5. Issuing regular newsletters, creating a website.
  - 4.3.6. Non-profit entrepreneurial activities in order to raise the funds required to achieve our objectives.
  - 4.3.7. Organizing and holding university-level postgraduate training and adult education programs, as well actively participating in such trainings via members of the Society, to ensure a continuous flow of new experts starting their career.

- 4.4. The Society acts upon a voluntary and non-profit basis, its primary objectives are not of economic nature. Nonetheless, the Society may undertake economic/entrepreneurial activities (which are directly related to its objectives) in order to enable achieving its objectives by raising the necessary funds; however, it shall not be the principal activity of the Society. The Society may only engage in entrepreneurial activities in order to attain its objectives, without jeopardizing them. The Society shall not divide the profit earned on its financial management, and shall use it for the activities defined among the Society's purposes. The Society may engage in investments defined in Section 2(3) of the NGO Act according to the investment regulation approved by the General Meeting. The Society does not represent any corporate interests.
- 4.5. The Society is not involved in direct political activities, is non-partisan and does not provide financial support to or accept from any political parties.
- 4.6. The Society uses its website ([www.mkvt.hu](http://www.mkvt.hu)) to inform the general public on the way it operates and how its services can be accessed, as well as to publish its reports.

## **5. MEMBERSHIP — RIGHTS AND OBLIGATIONS OF THE MEMBERS**

### **5.1. Members of the Society may be:**

- regular members;
- honorary members;
- supporting members;
- youth members;
- pensioner members.

### **5.2. Legal status of regular members**

Any person of legal age who has an upper secondary attainment or a higher education degree may become a regular member, provided that he or she (i) is an active practitioner in the professional domain represented by the Society and (ii) undertakes to pursue his or her activities in accordance with the principles laid down in the Society's Articles of Association, (iii) requests his or her admission in an entrance declaration, (iv) received recommendations from two members of the Society, and (v) is admitted as a member by the Presidium of the Society.

Regular members of the Society exercise their rights in person. Regular members shall have equal rights.

#### **5.2.1. Regular members shall be entitled to:**

- a) participate in the General Meeting of the Society in an advisory capacity, with the right to submit proposals and to vote;
- b) be appointed as officers, provided that there are no grounds for exclusion or conflict of interest laid down by an Act in respect of them;
- c) participate in the organizational, professional and scientific activities of the Society, as well as in the preparation and implementation of opinions and resolutions, or any other activity pursued by the Society;

- d) attend congresses, conferences and other professional-scientific events, to give presentations, present any other intellectual property created by them and share their opinion there;
- e) use the Society's services, material assets, devices and equipment under the terms and conditions laid down by the Society's managing body;
- f) establish membership and/or hold office in international organizations and other national societies and/or maintain contact with such organizations, societies and associations;
- g) be delegated to overseas scientific conferences and professional study visits;
- h) submit initiatives and proposals;
- i) be informed via the Society's executive officers about any ongoing works and events concerning fields the Society is involved in, as well as about the work, resolutions and opinion of any organizations, partnerships where the Society is a member;
- j) submit proposals to the managing bodies of the Society to award medals or prizes to members for their outstanding work or to nominate them for state decoration;
- k) establish employment or any other legal relationship with the aim of providing work or services (agency contract) with the Society for carrying out specific tasks;
- l) object the resolutions, decisions and opinions issued the Society's bodies and officers, and to challenge any unlawful resolution at court within 30 days from becoming aware thereof.

5.2.2. Regular members shall:

- a) act in accordance with the Articles of Association of the Society and to observe their obligations laid down therein;
- b) implement the resolutions of the Society;
- c) carry out the responsibilities they have voluntarily assumed in respect of the Society's activities in full and to the best of their abilities;
- d) report, at the request of the Society's managing bodies, about their activities involving the Society;
- e) inform the Presidium about establishing membership or accepting appointment to an office in a domestic or international organization involved in organizing and implementing clinical trials (representation of the Society in such organizations is prohibited, unless with the knowledge and permission of the Presidium);
- f) formulate opinions in respect of issues specific to the field of expertise in accordance with current scientific knowledge and with due regard to reasonable possibilities;
- g) contribute to the financial growth of the Society in a manner and to an extent determined by the Presidium;

h) pay, by March 31 each year, the membership fee imposed on them.

5.2.3. Membership of regular members shall terminate:

- upon the resignation of the member;
- upon its unilateral termination by the Society;
- upon the exclusion of the member;
- upon the death of the member; or
- upon the member's failure to pay the membership fee, provided that the breaching member fails to pay the membership fee within 15 days from having been called upon to do so by a payment notice delivered via electronic mail (e-mail), also describing the consequences of a potential omission.

5.2.4. Resignation: Members may terminate their membership at any time, by means of a written notice addressed to the Presidium of the Society, without justification. The membership shall terminate on the day following the date of receipt of the resignation notice by the Presidium. Receipt and acknowledgement, as well as the date thereof shall be recorded in the minutes of the subsequent meeting of the Presidium that has a quorum, and the involved member shall also be notified.

5.2.5. Unilateral termination: If a regular member of the Society is deemed ineligible under the conditions specified in Article 5.2 of the Articles of Association, the Society may terminate his or her membership with a 30-day (thirty-day) written notice. Termination of membership shall be the competence of the Presidium. Termination shall be communicated with the relevant member in a certifiable manner. The notice period shall commence on the day following receipt, and membership shall terminate on the last day thereof.

5.2.6. Exclusion: The Presidium may, at the written request of any member or body of the Society, conduct an exclusion procedure and shall exclude the member of the Society, if such member:

- a) fails to meet his or her obligations to the Society through his or her own fault;
- b) who has become unworthy to his or her membership on grounds of a final and enforceable disciplinary resolution, due to engaging in a conduct that was unworthy or irreconcilable with the Society's objectives, or that materially or repeatedly breached the laws, the Society's Articles of Association or any resolution of the General Meeting;
- c) has been sentenced to enforceable imprisonment in a final and binding decision for the commission of an intentional criminal offence.

The decision on a member's exclusion shall be communicated with such member written form and in a certifiable manner, within 8 (eight) days. The justification of the excluding resolution shall indicate the facts and pieces of evidence underlying the exclusion, as well as information on available legal remedies. An appeal may be lodged with the General Meeting within 15 (fifteen) days from receipt of such decision. The appeal shall be judged by the General Meeting. The investigated member shall be granted the opportunity to present any fact or evidence that may be invoked in his or her defence.



5.2.7. Failure to pay the membership fee: A member's membership shall terminate if he or she fails to meet his or her obligation to pay the membership fee for a period of 2 (two) years, despite having been notified to that effect and informed about the consequences of an omission by electronic mail (e-mail) and that a 2-month (two-month) grace period has been granted to him or her. Membership shall terminate on the 15<sup>th</sup> (fifteenth) day following the grace period granted in the payment notice. It shall be the responsibility of the Presidium to see to sending the payment notice by electronic mail (e-mail), and it shall be the competence of the Presidium to confirm termination of the membership by a resolution. Any member whose membership was terminated due to non-payment of the membership fee shall be prohibited from being re-admitted as member of the Society for a period of 2 (two) years from the date of such termination. Any member failing to pay his or her membership fee shall not be a full member of the Society, i.e. he or she shall not vote at General Meetings, elect or be elected to office or carry out his or her responsibilities as an officer of the Society from the date when such payment obligation fell due until the termination of his or her membership.

5.2.8. Suspension of membership:

Under justified circumstances, members may request in writing that their membership be suspended for up to 2 (two) years. Authorizing the suspension of a member's membership shall be the competence of the Presidium. Membership rights shall be suspended for the duration of suspension, and suspended members are exempted from their obligation to pay the membership fee.

### 5.3. **Legal status of honorary members**

Any adult Hungarian or foreign citizen who can exploit his or her broad experience gained in several professional areas for the benefit of the Society may become a honorary member. Honorary members are appointed by the General Meeting based on a proposal of the Society's Presidium.

Honorary members shall exercise their rights in person. Honorary members shall have equal rights.

5.3.1. Rights of honorary members are identical to those of regular members, with the proviso that they shall not have voting rights or benefit from membership fee exemption.

5.3.2. Honorary members shall:

- a) act in accordance with the principles laid down in the Articles of Association of the Society;
- b) carry out the responsibilities they have voluntarily assumed in respect of the Society's activities in full and to the best of their abilities.

5.3.3. Membership of honorary members shall terminate:

- upon their resignation; upon its unilateral termination by the Society; upon the exclusion of the member; upon the death of the member.

- 5.3.4. Resignation: Honorary members may resign from their membership at any time, by means of a written notice addressed to the Presidium of the Society, without justification. The honorary membership shall terminate on the day following the date of receipt of the resignation notice by the Presidium. Receipt and acknowledgement, as well as the date thereof shall be recorded in the minutes of the subsequent meeting of the Presidium that has a quorum, and the involved member shall also be notified. The Presidium shall notify the General Meeting about termination of the membership.
- 5.3.5. Unilateral termination: If a honorary member of the Society is deemed ineligible under the conditions specified in Article 5.3 of the Articles of Association, the Society may terminate his or her membership with a 30-day (thirty-day) written notice. Termination of membership shall be the competence of the Presidium. Termination shall be communicated with the relevant member in a certifiable manner. The notice period shall commence on the day following receipt, and membership shall terminate on the last day thereof.
- 5.3.6. Exclusion: The Presidium may, at the written request of any member or body of the Society, conduct an exclusion procedure and shall exclude the honorary member of the Society, if such member:
- a) fails to meet his or her voluntarily assumed obligations to the Society through his or her own fault;
  - b) has become unworthy to his or her membership on grounds of a final and enforceable disciplinary resolution;
  - c) has been sentenced to enforceable imprisonment in a final and binding decision for the commission of an intentional criminal offence.

The decision on a honorary member's exclusion shall be communicated with such member written form and in a certifiable manner, within 8 (eight) days. The justification of the excluding resolution shall indicate the facts and pieces of evidence underlying the exclusion, as well as information on available legal remedies. An appeal may be lodged with the General Meeting within 15 (fifteen) days from receipt of such decision, and the General Meeting shall assess the merits thereof at the following meeting. The investigated honorary member shall be granted the opportunity to present any fact or evidence that may be invoked in his or her defence.

#### 5.4. **Legal status of supporting members**

Any natural person Hungarian or foreign citizen who is of the legal age, as well as any legal person and/or civil society organizations or economic operators may become a supporting member, provided that they are able to support the Society's operation by regular and ongoing financial contribution.

Supporting members are admitted by the General Meeting based on a proposal of the Society's Presidium. Legal person members shall exercise their rights via their representative.

- 5.4.1. Supporting members shall be entitled to:
- a) participate in the General Meeting of the Society in an advisory capacity, with the right to submit proposals;

- b) specify the purpose of the one-time or regular contribution provided by them to the Society;
  - c) continuously receive information via the Presidium of the Society about the work and activities of the Society involving the area(s) supported by them.
- 5.4.2. Supporting members shall fully perform their undertakings under the agreement with the Society.
- 5.4.3. Membership of supporting members shall terminate:
- upon the death of a natural person member, or by termination without legal succession of a legal person member;
  - upon its unilateral termination by the natural or legal person supporting member.
- 5.4.4. Unilateral termination: Supporting members may terminate their membership at any time, by means of a written notice addressed to the Presidium of the Society, without justification. The supporting membership shall terminate on the day following the date of receipt of the resignation notice by the Presidium. The Presidium shall notify the General Meeting about termination of the membership.

#### **5.5. Legal status of youth members**

Any university or college student actively engaging in the organization and implementation of clinical trials of medicines may become a youth member, provided that he or she (i) undertakes to pursue his or her activities in accordance with the principles laid down in the Society's Articles of Association, (ii) requests his or her admission in an entrance declaration, (iii) received recommendations from two members of the Society, and (iv) is admitted as a member by the Presidium of the Society. Youth members shall be entitled to an 80% membership fee waiver; otherwise, they shall have the same rights and obligations as regular members.

#### **5.6. Pensioner members**

Any member receiving retirement pension in his or her own right pursuant to Act LXXXI of 1997 may become a pensioner member, provided that he or she demonstrates the foregoing by presenting a pension slip or other certifiable manner.

Pensioner members shall be entitled to an 80% membership fee waiver as of the calendar year of their retirement; otherwise, they shall have the same rights and obligations as regular members.

### **6. ORGANIZATION, OFFICERS AND BODIES OF THE SOCIETY**

- 6.1. The organization of the Society shall be composed of the bodies provided for and/or not prohibited by the Act and/or ordered by the General Meeting on its own initiative.
- 6.2. For the purposes of the present Articles of Association:
- the General Meeting shall be the decision-making body;
  - the Presidium shall be the management and representative body;
  - the President of the Society shall be the legal representative;
  - the President of the Society, Secretary and Treasurer shall be the executive officers;
  - the Audit Committee shall be the supervisory body;
  - the Ethics Committee shall be a permanent committee;

- the Nomination Committee shall be an ad hoc committee; and
- the Secretariat shall be the administrative body of the Society.

6.3. The elected bodies of the Society shall be accountable and report to the General Meeting.

6.4. Within the organizational structure of the Society, the following shall be considered as responsible person:

- any individual indicated as executive officer in the present Articles of Association or internal regulations; or
- any individual otherwise holding decision-making powers; and
- any individual entitled to represent the Society or to handle its bank account based on an authorization granted by the present Articles of Association, a resolution of the General Meeting or a contract.

6.5. Any individual or their next of kin (as defined under Section 8:1(1) point 1 of the Civil Code) shall not take part in passing General Meeting, Presidium and Ethics Committee resolutions:

- who, by the resolution, would be exempted from an obligation or liability, or if they or their relative gained certain other kind of benefit to the detriment of the legal person;
- who would derive any other benefits or hold any other interest in the intended transaction.

For the purposes of the present Article, non-financial services available to all with no binding conditions provided within the context of benefits granted in line with the Society's purposes, or any benefit paid by the Society to its members based on their membership in compliance with the present Articles of Association shall not constitute a benefit.

Furthermore, when adopting a resolution, no vote shall be cast by those:

- a) with whom, according to the resolution, a contract would have to be concluded;
- b) against whom, according to the resolution, legal action would have to be brought;
- c) whose relative, being neither a member nor a founder of the legal person, has a vested interest in the resolution;
- d) who have a relationship based on majority control with an organization having a vested interest in the resolution; or
- e) who are otherwise personally interested in the resolution.

6.6. **The following persons are barred from being the chairperson or member of the Audit Committee:**

- a) members of the Society and the Presidium;
- b) individuals, unless otherwise provided for by the laws, having employment or any other legal relationship with the aim of providing work or services with the Society other than their appointment;
- c) anyone receiving benefits granted in line with the Society's purposes, other than non-financial services available to all with no binding conditions and any benefit paid by the Society to its members based on their membership in compliance with the Articles of Association; and/or
- d) relatives of the foregoing individuals.

6.7. **Requirements for executive officers; grounds for exclusion**

Executive officers shall be adults whose capacity to act has not been limited with respect to their duties to perform. Any individual, who:

- a) has been sentenced by a final and binding decision to imprisonment for a criminal offence before his or her criminal record is expunged; or
- b) has been prohibited by a final and binding decision from practicing the profession shall not be an executive officer. No person prohibited by a final and binding court judgment from practicing a profession shall be an executive officer of a legal person engaged in the activity specified in the judgment.
- c) No person prohibited from holding an executive office shall be an executive officer for the period specified in the resolution on prohibition.

**6.8. Requirements for the members of the Audit Committee; grounds for exclusion**

Members of the Audit Committee shall be adults whose capacity to act has not been limited with respect to their duties to perform.

Any individual ineligible under the same grounds for exclusion applicable to executive officers or whose relative is an executive officer of the Society shall not be eligible to become a member of the Audit Committee.

## **7. GENERAL MEETING**

7.1. The General Meeting shall be convened as appropriate but at least annually, by May 16<sup>th</sup> each subject year.

7.2. The General Meeting shall also be convened if so ordered by the court where the register is kept or at the written request of one-third of the members submitted to the Presidium by indicating the underlying reasons and the purposes as well.

7.3. Furthermore, the Presidium shall also convene the General Meeting in order to implement the required measures, if:

- a) the assets of the Society fail to cover its outstanding debts;
- b) the Society is expected to fail to meet its liabilities when due; or
- c) achieving the goals of the Society has been jeopardized.

7.4. The General Meeting shall be convened by the Presidium. The General Meeting shall be held at a location specified by the Presidium that provides suitable facilities for the reception of the General Meeting, considering the number of its members. The Presidium shall indicate the exact location of the General Meeting in the invitation delivered to the members.

7.5. Concurrently with convening the General Meeting, the Presidium may also extend a written invitation to any natural person, legal person, civil society organization or economic operator, government or local government agency or authority, and/or request the presence of a legal expert at the General Meeting in written form.

The invitees or their representatives and the legal expert shall be present at the General Meeting in an advisory capacity.

- 7.6. The location, time and the proposed matters (agenda) shall be determined by the Presidium and communicated with the members by the Secretary via electronic mail (in writing) at least 15 (fifteen) days prior to the time of the General Meeting.
- 7.7. The invitation shall include the name and registered office of the Society, the time and location of the General Meeting, accompanied by the proposed agenda. The agenda shall be described in the invitation with details enabling the holders of voting rights to establish their position on the matters to be discussed.
- 7.8. The members and bodies of the Society may make justified requests to the Presidium to make additions to the agenda, within 8 (eight) days from the date of service or publication of the invitation. Decision on additions to the agenda shall lie with the Presidium. If the Presidium makes no decision on or rejects the request for additions, the General Meeting shall make, before adopting a resolution on the agenda, a separate decision on the additions thereto.

In the event of a request to make additions to the agenda, the Presidium shall notify the members on the amended agenda via electronic mail (in writing) and in a certifiable manner, provided that it has been proposed within the above deadline and approved by the Presidium at least 3 (three) days prior to the time of the General Meeting. If additions to the agenda were approved by the Presidium, but the so-amended agenda has not been duly communicated by the above deadline, resolutions on such added agenda item(s) shall be adopted under the proviso that each member holding participation rights is present at the General Meeting and they give their unanimous consent to the discussion of such added agenda item(s).

- 7.9. If the General Meeting has been convened in breach of the governing requirements, it shall be held under the proviso that each member holding participation rights is present at the General Meeting and they give their unanimous consent to such meeting.
- 7.10. General Meetings are public, with anyone being able to be present without interfering with the order thereof. Participants who are not members shall not have the right to be advised or consulted.
- 7.11. General Meetings shall be presided by the chairperson of the meeting appointed by the simple majority of members holding voting rights and attending the meeting, based on the proposal of the President of the Society. Further officers and vote counters (3 persons) shall be appointed by the simple majority of members holding voting rights and attending the meeting, based on the proposal of the chairperson of the meeting.
- 7.12. Any individual interfering with the order of the meeting shall be reminded by the chairperson of the meeting of the obligation to observe the order of the meeting; repeated interference shall entail calling such person to order; and material interference that hinders the meeting from being continued shall be sanctioned by calling upon such individual to leave the meeting room.

Members of the Society shall not be called upon to leave the General Meeting; in the event of a material interference that hinders the meeting from being continued the chairperson of the meeting shall order a break. In the event that a member of the Society materially interferes with the General Meeting that hinders it from being continued and the order of the General Meeting cannot be restored by a repeated break, the Presidium of the Society shall order the adjournment or

postponing of the General Meeting by way of an extraordinary General Meeting held immediately on the spot.

7.13. In order to protect public interest or the legitimate private interest of a member, the General Meeting may — with the consenting vote of 2/3 of attending members holding voting rights — order that the public be excluded from the meeting.

7.14. The General Meeting shall have a quorum if attended by holders of more than half of the voting rights. Quorum shall be verified at each resolution. Verification of the quorum against the attendance sheet of the General Meeting shall be the responsibility of the chairperson.

If a member is excluded from voting in a matter, he or she shall not be considered when verifying the quorum for the relevant resolution.

7.15. **Order of casting the ballots:**

- As a general rule, resolutions of the General Meeting shall be adopted through open ballot, by simple majority.
- At the proposal of any member, the General Meeting may hold a secret ballot.
- Members of the Presidium and the committees shall be elected by the General Meeting based on appointment, via secret ballot.
- Any other resolutions of the General Meeting involving individuals shall also be adopted by secret ballot.
- Exclusion of members, resolutions on mergers shall be approved by a consenting vote of 2/3 of participants holding voting rights.
- Modification of the Articles of Association shall require a resolution adopted by a three-quarter majority of the attending members.

Modifications affecting the objectives of the Society, as well as resolutions on the termination thereof shall be approved by a three-quarter (3/4) majority of the members holding voting rights to be adopted by the General Meeting.

7.16. If a duly convened General Meeting did not have a quorum, the General Meeting that has been reconvened as a result shall have a quorum in matters of the original agenda, irrespective of the number of attendants. Such circumstances shall be indicated in the invitation to such General Meeting. The General Meeting shall be reconvened at a time scheduled within 15 (fifteen) days from the original date. The date of the reconvened General Meeting shall be indicated in the original invitation.

7.17. **Functions and scope of authority of the General Meeting:**

Pursuant to the applicable laws and the present Articles of Association, the following pertain to the exclusive competence of the General Meeting:

- a) establishing and modifying the Articles of Association;
- b) discussing the activity of the Society; specifying the most significant tasks of the Society based on the reports of the Presidium and other officers; approval of reports (including those submitted to the Presidium on the financial status of the Society), such as — in particular — reports of the Presidium, the Ethics Committee and the financial report and the budget; making decisions in matters involving discharging the bodies, committees and officers appointed by it;

- c) determining the amount of membership fee payable to the Society;
- d) appointing members, honorary members of the Presidium and the permanent honorary President, the 3-member Audit Committee, and members of the Ethics and Nomination Committee (the latter in the year preceding that of re-election);
- e) deciding on and confirming the termination of the Society, the merger or demerger thereof with another association or more than one associations, respectively;
- f) where justified, recalling any body, committee or officer appointed by it;
- g) approval of the annual working plan, budget, annex on the public benefit status and annual report of the Society;
- h) assessing appeals submitted against resolutions adopted by bodies of the Society, and making decisions in any matter where such right has been reserved by the General Meeting;
- i) appointment of and recalling the members of the Presidium and determining their remuneration;
- j) exercising employer's rights vis-à-vis executive officers if they are employees of the Society;
- k) approval of entering into contracts intended to be concluded by the Society and its own member, executive officer, Audit Committee member or their relatives;
- l) decision on enforcing damage claims against current and former members, executive officers and Audit Committee members or members of other bodies;
- m) appointment of and recalling the auditor and determining their remuneration;
- n) appointment of an administrator;
- o) decision on the appointment of honorary and supporting members;

#### 7.18. **Minutes of the General Meeting**

Minutes shall be taken at the General Meeting, that shall be authenticated by the signature of the chairperson of the meeting and two members appointed by the General Meeting on a case-by-case basis.

The minutes shall record any events that have significance on the meeting, as well as the resolutions adopted by the General Meeting.

#### 7.19. **Record-keeping and transmission of resolutions of the General Meeting; access to the Society's documents; publicity**

7.19.1. Resolutions shall be recorded by the Secretary — by entering them into the Book of Resolutions — in a manner that the date and time, content, proportion (and identity, if possible) of voters for and against the proposal and of those abstaining can be identified.

7.19.2. Resolutions shall be delivered to the members of the Society and those affected by such resolutions in written form, within 15 (fifteen) days from being adopted.

7.19.3. The Book of Resolutions and minutes taken at General Meetings shall be in the custody of the Secretary and be made available for inspection to members of the Society and those affected by such resolution, as well as anyone who is able to demonstrate any legitimate interest thereto, at their written request addressed to the Secretary.



- 7.19.4. The right of access shall be exercised at the registered office of the Society, at a time agreed in advance.
- 7.19.5. Inspection of documents containing personal data or information produced during a closed General Meeting shall be subject to the specific approval of the President, by a person demonstrating an interest thereto. The right of access shall be exercised at the registered office of the Society, at a time agreed in advance.
- 7.19.6. **Resolutions of the General Meeting shall be orally announced by the President, by sharing the number of ballots cast and the resolution itself.** Resolutions of the General Meeting and decisions adopted by the bodies of the Society shall be published on the website of the Society within 60 (sixty) days following the adoption thereof.

## 8. PRESIDIUM

- 8.1. The Presidium shall consist of executive officers (the President, the Secretary and the Treasurer), 5 (five) more members and the President of the preceding term, i.e. 9 (nine) members in total. Executive officers (including the President of the Society) shall be appointed by the members of the Presidium from among themselves. Until the appointment of the new President, the former President of the Society shall be the Acting President discharging the President's tasks and responsibilities.
- 8.2. ***The appointment of the Presidium shall be for a definite term of three (3) years ("a/the term"). If, during a term, the mandate of a member terminates for any reason and the General Meeting re-electing the officers received more nominations for any office held by members of the Presidium than the number of members to be appointed by the Society, then the candidate winning the most votes after the members appointed at such election shall be entitled to fill such empty mandate. In the absence thereof, or if the members of the Presidium remains below the number laid down in the Articles of Association, the Presidium shall schedule the appointment of new member(s) of the Presidium to fill such empty mandate(s) to be included in the agenda of the subsequent annual General Meeting, at the latest. Nominations of new member(s) of the Presidium shall be proposed by the Presidium itself or its members, and admitting such nominations to the list of nominees shall be the competence of the General Meeting. Appointment and the order of casting of ballots shall otherwise be governed by the provisions of the Articles of Association regulating the appointment of officers.***
- 8.3. At the proposal of the Presidium, members with outstanding history of activities for the benefit of the Society and the profession may, at the end of their active career, be appointed as honorary members of the Presidium by the General Meeting.
- 8.4. The Presidium shall hold meetings as appropriate but at least every three months. The meetings shall be convened by the President. Meetings of the Presidium are public.
- 8.5. The invitation, together with the proposals admitted to the agenda, shall be sent to the members of the Presidium by electronic mail (e-mail) at least 3 (three) days prior to the scheduled time.

Meetings of the Presidium may be convened with a shorter time limit with the approval of the simple majority of the Presidium.

The invitation shall include the name and registered office of the Society, the time and location of the meeting of the Presidium, accompanied by the proposed agenda. The agenda shall be described in the invitation with details enabling the holders of voting rights to establish their position on the matters to be discussed.

- 8.6. Extraordinary meetings of the Presidium shall be convened at the joint request of at least two members, accompanied by the underlying reasons and objectives.

Proposals on convening extraordinary meetings of the Presidium shall also indicate the proposed agenda items. Extraordinary meetings of the Presidium shall be held within 30 (thirty) days from the date of proposal.

The rules governing annual General Meetings shall apply accordingly to regular meetings of the Presidium, except that the invitation, together with the proposals admitted to the agenda, shall be sent to the members of the Presidium only 1 (one) day prior to the scheduled time.

- 8.7. Honorary members of the Presidium shall at all times be invited to the meetings of the Presidium, while any other person who is not a member of the Presidium, the representatives of other interested organs or organizations, as well as the legal representative may be invited in an advisory capacity.

- 8.8. The Presidium shall have a quorum if the meeting is attended by holders of more than half of the voting rights.

Quorum shall be verified at each resolution. If a member of the Presidium is excluded from voting in a matter, he or she shall not be considered when verifying the quorum for the relevant resolution.

- 8.9. If a duly convened meeting of the Presidium did not have a quorum, the meeting that has been reconvened as a result shall have a quorum in matters of the original agenda, irrespective of the number of attendants. Such circumstances shall be indicated in the invitation to such meeting. The meeting shall be reconvened at a time scheduled within 15 (fifteen) days from the original date. The date of the reconvened meeting of the Presidium shall be indicated in the original invitation.

- 8.10. As a general rule, resolutions of the Presidium shall be adopted through open ballot, by simple majority. In the case of a tie vote, **a new ballot shall be cast in the relevant matter**. At the proposal of any member of the Presidium, the Presidium may hold a secret ballot. Upon agreement of the members of the Presidium, certain resolutions may as well be adopted by ballots cast in written form. Anyone affected by the resolution of the Presidium may lodge an appeal against such resolution with the General Meeting, within 30 (thirty) days from the communication thereof.

- 8.11. Members of the Presidium shall actively participate in the work and regularly attend the meetings of the Presidium. The Presidium or the Audit Committee shall have the right to propose the recall of any member of the Presidium who, on a one-year average, either or not on justified grounds, has not attended at least half of its meetings. Filling the mandate of any member of the Presidium who has been recalled on such grounds shall be the competence of the General Meeting.

**8.12. Functions and scope of authority of the Presidium:**

- a) management of the Society and outlining its annual budget;
- b) directing the Society's international activities;
- c) adopting resolutions in any matters involving the Society as a whole — other than issues falling under the exclusive competence of the General Meeting — and acts and issues opinions in matters it is responsible for;
- d) decision-making on the publishing or discontinuing of a magazine or periodical of the Society;
- e) implementing the resolutions of the General Meeting or sees to the implementation thereof;
- f) discussing and approval of General Meeting proposals;
- g) discussing professional concepts and development forecasts of national significance, develops proposals concerning the field of expertise of the Society;
- h) approval of the Society's travel plan;
- i) issuance of opinions on creating and awarding medals and prizes on behalf of the Society;
- j) right to create, as appropriate, ad hoc committees to see to specific tasks of the Society and issues of principle;
- k) appointment of delegates who attend general meetings of organizations and associations where the Society is a member;
- l) appointment, from among its members, of the Secretary and Treasurer of the Society;
- m) monitoring compliance of the Society's operations and activities, as well as that of its officers;
- n) proposing, on appropriate platforms, decorations to be awarded;
- o) deciding on daily matters falling under the competence of the Society's Presidium;
- p) preparation of establishing the bodies of the Society under the laws and the Articles of Association, and the appointment of its officers;
- q) convening the General Meeting, notifying the relevant bodies of the Society;
- r) determining the agenda items of the General Meeting;
- s) attending the General Meeting and answering questions about the Society; keeping a record of its members;
- t) acting as the custodian of documents associated with the operation of the Society;
- u) deciding on the admission of new members, submitting proposals to the General Meeting on the admission of honorary and supporting members;
- v) deciding on the unilateral termination of membership and on exclusion of a member.

**8.13. Minutes of meetings of the Presidium**

The provisions governing the minutes of the General Meeting (Article 7.18) shall apply accordingly to those of the Presidium, except that the minutes taken at a meeting of the Presidium shall be authenticated by the signature of the President, the keeper of the minutes and 2 (two) other members of the Presidium attending the meeting.

**8.14. Record-keeping and transmission of resolutions of the Presidium; access to the Society's documents; publicity**

- 8.14.1. Resolutions of the Presidium shall be recorded by the Secretary — by entering them into the Book of Resolutions — in a manner that the date and time, content, proportion

(and identity, if possible) of voters contesting and in support thereof and those abstaining can be identified.

8.14.2. Resolutions shall be delivered to those affected by such resolutions in written form, within 15 (fifteen) days from being adopted.

8.14.3. The Book of Resolutions and minutes taken at the meetings of the Presidium shall be in the custody of the Secretary and be made available for inspection to members of the Society and those affected by such resolution, as well as anyone who is able to demonstrate any legitimate interest thereto, at their written request addressed to the Secretary.

The right of access shall be exercised at the registered office of the Society, at a time agreed in advance.

8.14.4. Inspection of documents containing personal data or information produced during a closed meeting of the Presidium shall be subject to the specific approval of the President, by a person demonstrating an interest thereto.

The right of access shall be exercised at the registered office of the Society, at a time agreed in advance.

## **9. PRESIDENT OF THE SOCIETY**

9.1. The President of the Society shall be appointed by the Presidium from among its own members.

9.2. The office of the President shall be held by the same person for up to 2 (two) subsequent terms.

9.3. The President shall be responsible for directing the work of the Presidium and determining its work schedule and allocation.

9.4. The Society shall be represented by the President before courts, authorities and vis-à-vis third parties. Employer's rights shall be exercised by the President in the Society.

In exercising its right to representation, the President shall sign on behalf of the Society by affixing their name — as indicated in his or her notarized signature specimen — above the typed, stamped or printed name of the Society.

9.5. In the event that the President is prevented from discharging his or her duties, the Secretary or, if the latter and the President are concurrently prevented from exercising their functions, the Treasurer shall have the right to exercise the powers and competence of the President, with a Power of Attorney granted by the President and/or the Treasurer (respectively), in a private deed of full probative value.

The Secretary and the Treasurer, in their capacity as the deputy of the President or the President and the Secretary, respectively, shall sign on behalf of the Society by affixing their name — as indicated in their notarized signature specimen — above the typed, stamped or printed name of the Society.

- 9.6. The General Meeting may, at the proposal of the President, appoint a permanent honorary President.

Any Hungarian or foreign citizen of legal age who has been the President of the Society for at least 4 (four) years and have an outstanding working history benefiting for the Society, may be appointed as permanent honorary President. The title of permanent honorary President may be granted once every 10 years.

The permanent honorary President shall not have the right to represent the Society, but shall be entitled to attend the meetings of the Presidium and share his or her observations.

## 10. SECRETARY AND TREASURER

### 10.1. The Secretary shall:

- a) make sure that the ongoing operative work of the Society is organized and ensured;
- b) prepare the meetings of the Presidium and submits proposals as to its agenda;
- c) preside at meetings of the Presidium if the President is hindered;
- d) discharge the administrative duties associated with holding the General Meeting and meetings of the Presidium, and in particular, prepare the minutes of such meetings;
- e) maintain and process contracts concluded by the Society;
- f) manage the Secretariat;
- g) discharge other tasks mandated by a resolution of the Presidium.

### 10.2. The Treasurer shall:

- a) maintain records of the Society's revenues and expenditures;
- b) verify accounting documents created in the course of the Society's operation;
- c) interact with the individual and/or entity charged with the book-keeping of the Society;
- d) discharge other tasks mandated by a resolution of the Presidium.

- 10.3. **Handling the bank account of the Society shall be the competence of the President, or if hindered, of the Treasurer as signatory.**

## 11. AUDIT COMMITTEE

- 11.1. ***The 3 (three) members of the Audit Committee shall be appointed by the General Meeting for a duration of three (3) years ("a/the term"). If, during a term, the mandate of a member terminates for any reason and the General Meeting re-electing the officers received more nominations for any office held by members of the Audit Committee than the number of members to be appointed by the Society, then the candidate winning the most votes after the members appointed at such election shall be entitled to fill such empty mandate. In the absence thereof, or if the members of the Audit Committee remains below the number laid down in the Articles of Association, the Presidium shall schedule the appointment of new member(s) of the Audit Committee to fill such empty mandate(s) to be included in the agenda of the subsequent annual General Meeting, at the latest. Nominations of new member(s) of the Audit Committee shall be proposed by the Presidium or the members, and admitting such nominations to the list of nominees shall be the competence of the General***

***Meeting. Appointment and the order of casting of ballots shall otherwise be governed by the provisions of the Articles of Association regulating the appointment of officers.***

- 11.2. The chairperson of the Audit Committee shall be appointed by its members from among themselves. The mandate of the chairperson of the Audit Committee shall share the mandate of the Audit Committee itself.
- 11.3. The Audit Committee shall determine its own order of business.
- 11.4. The Audit Committee shall be responsible for supervising the operation and management of the Society. In discharging such duties, the Audit Committee may request that the executive officers report and the employees of the Society, as well as other involved parties, such as parties having a contractual relationship with the Society inform it or provide clarifications to it, furthermore, it shall have the right to access to and inspect the books and documents of the Society.
- 11.5. Members of the Audit Committee may or — if required by the laws — shall attend the managing body's meetings in an advisory capacity.
- 11.6. The Audit Committee shall notify the relevant managing body and propose its convening if any of the following comes to its knowledge:
  - a) in the course of the Society's operation, an infringement or an event (omission) otherwise gravely harming the interests of the Society the elimination of which or the remedying or the mitigation of its consequences calls for the decision of such relevant managing body;
  - b) any fact corroborating the liability of the executive officers is discovered.
- 11.7. The relevant managing body shall be convened upon the proposal of the Audit Committee within 30 (thirty) days thereof. If such managing body is not convened by the specified deadline, the Audit Committee shall also be entitled to convene it.
- 11.8. If the relevant body fails to take the necessary measure to ensure the lawful operation, the Audit Committee shall forthwith notify the body in charge of judicial oversight.
- 11.9. The Audit Committee shall have reporting obligations to the General Meeting and the Presidium on the findings of the investigation carried out at its own initiative or at the request of the Presidium.
- 11.10. The Audit Committee shall hold its meetings as appropriate but at least annually. Any member of the Audit Committee may propose convening meetings. Members shall be notified in writing, with the agenda, at least 8 (eight) days prior to the scheduled date of the meeting.
- 11.11. Preparing, convening and chairing at the meetings of the Audit Committee shall be the responsibility of the chairperson of the Audit Committee or, in his or her absence, a member appointed by him or her. As a general rule, meetings of the Audit Committee are public.
- 11.12. The Audit Committee shall have a quorum if the majority of its members is present. Meetings reconvened due to the lack of a quorum shall be scheduled with the same agenda items and with an interval of at least 8 (eight) days.

- 11.13. The Audit Committee shall adopt its resolutions by a simple majority; in the case of a tied vote, the vote of the chairperson of the meeting shall prevail.
- 11.14. The Audit Committee shall keep minutes of its meetings. The minutes shall contain the location and time of the meeting, the names of attending members, invitees and the keeper of the minutes, the agenda, comments, substantive resolutions and their scope. The minutes shall be taken in a manner that the proportion of those voting in favor and against substantive resolutions may be identified. Any member of the Audit Committee shall be entitled to have his or her vote cast — together with his or her name — on a specific resolution entered in the minutes. The minutes taken at the meeting of the Audit Committee shall be signed by the attending members.
- 11.15. Members of the Audit Committee shall have equal rights and obligations, and in particular, they shall have the right to inspect the operation and management of the Society; to demand reporting, information or clarification from the Presidium; and to have access to and inspect the books and documents of Society.

## **12. ETHICS COMMITTEE**

- 12.1. The 5 (five) members of the Ethics Committee shall be appointed by the General Meeting for a duration of three (3) years (“a/the term”). If, during a term, the mandate of a member terminates for any reason and the General Meeting re-electing the officers received more nominations for any office held by members of the Ethics Committee than the number of members to be appointed by the Society, then the candidate winning the most votes after the members appointed at such election shall be entitled to fill such empty mandate. In the absence thereof, or if the members of the Ethics Committee remains below the number laid down in the Articles of Association, the Presidium shall schedule the appointment of new member(s) of the Ethics Committee to fill such empty mandate(s) to be included in the agenda of the subsequent annual General Meeting, at the latest. Nominations of new member(s) of the Ethics Committee shall be proposed by the Presidium or the members, and admitting such nominations to the list of nominees shall be the competence of the General Meeting. Appointment and the order of casting of ballots shall otherwise be governed by the provisions of the Articles of Association regulating the appointment of officers. Anyone who has been subject to disciplinary proceedings within 4 (four) years from the date of the re-electing General Meeting shall not be eligible to become a member of the Ethics Committee, provided that his or her misconduct was established in a decision of the Ethics Committee.
- 12.2. The chairperson of the Ethics Committee shall be appointed by its members from among themselves. The mandate of the chairperson of the Ethics Committee shall share the mandate of the Ethics Committee itself.
- 12.3. The order of business of the Ethics Committee shall be determined by itself, taking account of the opinion of the Presidium, and adopted by the General Meeting.
- 12.4. The Ethics Committee shall be responsible for the investigation of, decision-making and proposing measures to the Presidium concerning complaints from the members or bodies of the Society or other affected parties involving the behavior of a member of the Society in the exercise of his or her profession or in public life, provided that such behavior breaches the provisions of these Articles of

Association and the generally accepted written or unwritten ethical standards. Rules governing disciplinary proceedings, including the sanctions to be imposed, shall be determined by the Ethics Committee with the agreement of the Presidium and the approval of the General Meeting.

- 12.5. The Ethics Committee shall have reporting obligations to the General Meeting and the Presidium on the findings of the investigation carried out at its own initiative or at the request of the Presidium.

### **13. WORKING GROUPS**

- 13.1. Working groups are created from members of the Society at the proposal of the Presidium or on a voluntary basis. Working groups shall be responsible for organizing, harmonizing and implementing certain part-tasks to facilitate the objectives laid down by the Society.
- 13.2. Managers of working groups shall have reporting obligations to the Presidium and the General Meeting and attend the meetings of the Presidium during their tenure.
- 13.3. Temporary working groups shall operate until completion of their task.

### **14. NOMINATION COMMITTEE**

- 14.1. The Nomination Committee shall prepare a list on the nominated members of the Presidium and the Ethics Committee. Anyone other than the foregoing may as well be included in the list of nominees, provided that he or she is considered eligible by a two-third (2/3) majority of votes cast by participants of the General Meeting at an open ballot.
- 14.2. The 3 (three) members of the Nomination Committee shall be proposed by the chairperson of the General Meeting, and appointed by a simple majority of votes cast at such General Meeting.

### **15. SECRETARIAT**

- 15.1. The administrative management of the Society shall be the competence of the Secretariat, governed by the Secretary.
- 15.2. The Secretariat shall be responsible for the organizational, management, decision-preparatory and administrative functions required for the operation of the Society.

### **16. COMMON PROVISIONS GOVERNING OFFICERS**

- 16.1. Officers shall manage the Society and discharge their duties with the enhanced diligence of a person holding a similar office, with a view to the priority of the Society's interests. They shall be liable, under civil law, for damages incurred by the Society as a result of violating the laws, these Articles of Association and/or any other resolution adopted by the supreme body or by breaching their obligations, provided that they were at fault at such breach.



- 16.2. The mandate of the officer shall terminate:
- a) upon expiry of the term of office;
  - b) upon recall;
  - c) upon the occurrence of any grounds for exclusion specified by an Act;
  - d) upon resignation;
  - e) upon death.
- 16.3. Officers may resign at any time, under the proviso that if required for the Society to remain operational, such resignation shall become effective only on the 60<sup>th</sup> (sixtieth) day following the written notification of the Presidium thereof, except where the supreme body has already seen to the appointment of a new officer. The resigning officer shall participate in adopting any resolutions requiring immediate action and in implementing such actions until his or her resignation takes effect.

## **17. RECORD-KEEPING RULES GOVERNING THE SOCIETY REPORTING OBLIGATION ON THE MANAGEMENT OF THE SOCIETY**

- 17.1. The Society shall maintain separate records for its revenues received from, costs and expenses incurred by its activities corresponding to its basic objective(s) and its economic-business activities.
- 17.2. Revenues of the Society:
- a) membership fee;
  - b) revenues from economic-business activities;
  - c) central subsidies;
  - d) revenues received as compensation under public services contracts from the subsystems of the public finance system;
  - e) donations received from other organizations or private individuals;
  - f) revenues from investment activities;
  - g) any other revenue not specified under items a) to f).
- 17.3. The annual rate of membership fee shall be HUF 10,000.00 (that is ten thousand Hungarian forints) for regular members, payable at the petty cash of the Society by March 31<sup>st</sup> each year. The annual rate of membership fee shall be HUF 2,000.00 (that is two thousand Hungarian forints) for youth and pensioner members, payable at the petty cash of the Society by March 31<sup>st</sup> each year.
- Payment of the membership fee shall fall due first in the year when the new member is admitted by a resolution, and shall not be reduced on a pro rata temporis basis in respect of a part calendar year.
- 17.4. Costs, expenses, expenditures of the Society (expenses):
- a) costs directly associated with the activity corresponding to its basic objective(s);
  - b) costs incurred in connection with its economic-business activities;
  - c) operating expenditures of the Society's bodies and organization, as well as recognized depreciation of intangible and tangible assets used for several activities;
  - d) costs not specified in the above three items.

- 17.5. The Society shall record its revenues and costs, expenditures (expenses) separately, in accordance with the breakdown detailed in Articles 22.2 and 22.4, respectively and by observing the accounting standards. Recognized depreciation of intangible and tangible assets associated with the Society's economic-business operations may be applied when determining the corporate tax base in accordance with the Act on Corporate Tax and Dividend Tax.
- 17.6. Following closing of the books of each financial year, the Society shall prepare a financial statement on its operation, assets, financial and revenue situation as of the last day of the business year and the date of termination as balance sheet date, as determined by the laws. The financial year corresponds to the calendar year, and the balance sheet date shall be December 31<sup>st</sup>, except for termination. The financial statements of the NGO shall consist of the balance sheet, the profit and loss accounts (profit and loss analysis), and the notes, if the NGO is subject to double-entry book-keeping.
- 17.7. Concurrently with its financial statements, the Society shall also prepare a public benefit report. Approval of the Society's annual report and the public benefit report shall take place by May 16<sup>th</sup> following the subject year, based on a resolution adopted by the General Meeting.
- 17.8. The deposited annual report and the public benefit report shall be published in a manner laid down in the Act on the court registration of non-governmental organizations and related procedural rules, and the information website of NGOs (*in Hungarian: Civil Információs Portál*) shall be enabled to retrieve data from such reports.
- 17.9. If the NGO has its own website, the publishing obligation shall include displaying such annual and public benefit report at the NGO's own website as well. The NGO shall ensure the continuous availability of the data published on its website at least until the data for the second financial year following publication are published.
- 17.10. Reporting obligations shall be governed by the provisions laid down in Sections 28 to 30 of the NGO Act.

## 18. JUDICIAL OVERSIGHT AND COURT REGISTRATION OF THE SOCIETY

- 18.1. In accordance with the applicable laws in force, the powers of tax authority shall be exercised by the Tax Authority having jurisdiction at the registered office of the Society, while **supervision** of the use of central subsidies shall be carried out by the State Audit Office of Hungary, and judicial oversight shall be the competence of the relevant Office of the Public Prosecutor.
- 18.2. If the Society engages in any activity that is regulated and/or made subject to special condition(s) by a separate law, such activity shall supervised by the competent authority having jurisdiction.
- 18.3. The Society shall be registered by the Regional Court in a manner laid down in the Act on the court registration of non-governmental organizations and related procedural rules.
- 18.4. The data on the court's register about the Society are public.

18.5. Any data related to the Society that is processed in accordance with the Act may be used for statistical purposes and for the provision of statistical data in a manner that does not enable the identification of any individual.

## 19. MISCELLANEOUS AND CLOSING PROVISIONS

The present Articles of Association shall become effective on the day of its approval by the General Meeting of the Society.

Budapest, September 17<sup>th</sup>, 2020

Gábor Szepesi M.D., President  
Magyarországi Klinikai Vizsgálatszervezők Társasága /  
Clinical Trial Management Society, Hungary

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### CLAUSE

I, the undersigned Dr. Edina Krepsz, Attorney-at-Law (dr. Krepsz Edina Ügyvédi Iroda, H-1114 Budapest, Bukarest u. 8-10. II/5/3; ID with the Bar Association /KASZ/: 360604097) declare that the consolidated text of these Articles of Association complies with the modifications thereof as adopted by a resolution of the General Meeting of the Magyarországi Klinikai Vizsgálatszervezők Társasága/Clinical Trial Management Society, Hungary on September 17<sup>th</sup>, 2020, and — accordingly — to the up-to-date content thereof.

The changes of present consolidated Articles of Association as adopted on September 17<sup>th</sup>, 2020 are marked with bold italics.

These Articles of Association consist nineteen (19) Chapters and twenty-three (23) numbered pages, and have been made in two (2) original and fully identical counterparts, with one (1) copy for the President of the Society and one (1) for the archives of the countersigning Attorney-at-Law.

I have countersigned the present instrument in Budapest, on October 26<sup>th</sup>, 2020.

*[Rectangular seal of the Law Office, with the following text:]*

**“DR. KREPSZ EDINA  
ÜGYVÉDI IRODA  
1114 Budapest,  
Bukarest u. 8-10.”**  
ID with the Bar Association /KASZ/: 36064097