

MODIFIED ARTICLES OF ASSOCIATION OF THE „NIMFEA” ENVIRONMENT AND NATURE CONSERVATION ASSOCIATION

I.

- I.1. Name of the association:** „Nimfea” Environment and Nature Conservation Association
- I.2. Headquarters:** Szarvas Szabadság u. 1-3. DATE
- I.3. Address:** 5421, Túrkeve P.O.B 33. Office: Túrkeve, Attila u. 3.
- I.4. Geographical scope:** Territory of the Republic of Hungary
- I.5. Stamp:** Circular stamp, name of the association and date of foundation at the edge
- I.6. Slogan of the association:** „Association for nature”
- I.7. Emblem of the association:** Conventional design of a nympheaea
- I.8. Organizational form of the association:** National environment and nature conservation association
- I.9. The Association is independent from any political party, does not provide financial support to any of them, does not run and does not support candidates for parliamentary elections.**

General rules and guidelines

The association:

- a/ carries out entrepreneurial activities only in order to accomplish its public benefit objectives, not endangering these objectives.
- b/ shall not distribute the financial benefits generated by economic activities, but dedicates to the objectives defined in the Articles of Association.
- c/ has no direct political activities, it is independent from any political party, does not provide financial support to and is not supported by any of them; does not run and does not support candidates for parliamentary elections
- d/ shall not serve any political or economic interest, or shall not seek to influence legislation representing any political or economic interest, neither through propaganda or any other way.
- e/ carries out public duties in the field of environment protection pursuant to 9 point c) 26§ of *CLVI. Act of 1997 on public benefit organizations*, anyone can benefit from its public benefit services in case of compliance with general tendering and other conditions.

II./ AIMS, TASKS AND OPERATION OF THE ASSOCIATION

II.1. Aims of the association

- II.1.a. *Practical work, promotion and awareness-raising in all fields of nature conservation.*
- II.1.b. *Extensive involvement of youth in environment and nature protection, shaping their views.*
- II.1.c. *Thorough exploration of the natural values of the country, compilation and process of the gained knowledge.*

- II.1.d. *Development of nature conservation proposals and their presentation to competent bodies.*
- II.1.e. *Cooperation with state and municipal nature conservation bodies.*
- II.1.f. *High standard scientific research.*
- II.1.g. *Establishment and building of partnership with national and international nature conservation NGOs.*
- II.1.h. *Monitoring the implementation of nature conservation regulations.*
- II.1.i. *The association may carry out other cultural, sport and health activities beside its environment and nature conservation programs, with a special emphasis on the inclusion of socially disadvantaged groups into the programs.*
- II.1.j. *In order to ensure its economic viability, the Association may undertake economic and entrepreneurial activities primarily in the field of nature conservation in a wider sense.*
- II.1.k. *The association in the area of its operation shall unite and support smaller social and civic organizations.*
- II.1.l. *The association – according to its capacities - shall promote the development of plural democracy in the country.*

II.2. Activities, tasks of the association.

- II.2.a. *The Association promotes the conservation, exploration and presentation of the natural values in the area of its operation, and participates in solving the nature and environment protection duties of that area.*
- II.2.b. *The Association shall give lectures presenting its nature conservation tasks, shall organize exhibitions, events and shall publish publications.*
- II.2.c. *The Association shall cooperate with other state and social organizations in the field of nature conservation.*
- II.2. d. *The Association shall participate in international objectives in order to reconcile human and nature.*

STRUCUTE AND OPERATION OF THE ASSOCIATION

1. The General Assembly:

The highest organ of the association, including all members. The General Assembly shall be convened upon, but at least once annually.

The General Assembly shall also be convened upon the proposal of at least 1/3 of the members or 2/3 of the Members of the Board, by indicating the reason and the purpose; and also upon court decision.

Members shall be notified 8 days in advance in writing.

The General Assembly is quorate if 50% of the members is present. If the inquorate General Assembly is dissolved and convened again, it is quorate on the items listed on the original agenda irrespectively of the number of the members present.

The decisions of the General Assembly are made by simple majority, that is 50% +1 of the members present.

The election of the Board requires 2/3 majority of the members present.

The following persons or their relatives cannot take part in the decision-making, who based on the decision:

- a) Is exempt from obligation or responsibility,
- b) Is in any kind of advantageous position, or has an interest in a legal issue to be concluded.

Non-financial support available to anybody without restrictions and the support given to the members of the organization on the basis of their membership in accordance with the Articles of Association is not considered as support.

The decisions of the General Assembly are made by open voting, except for personal issues and if 1/3 of the members present requests secret voting.

Minutes must be taken of the General Assembly, authenticated by the signature of the President, Secretary and two members of the association.

The General Assembly may state an honorary fee.

2. The Board:

a/ Is elected directly by the General Assembly for a 3 year period.

b/ Members of the Board:

- President
- Vice-President
- Secretary
- 2 Members of the Board

c/ Jurisdictional scope and tasks of the Board:

- Managing the Association according to the Articles of Association;
- Preparing and convening the General Assembly;
- Developing annual work program and budget;
- Reporting to the General Assembly about the activities since the last General Assembly and the finances of the association;
- Deciding on the endorsement, deletion and expulsion of members;
- Is quorate if half of the Members of the Board are present;
- Minutes shall be taken of the meetings of the Board;
- The convocation of the Members of the Board is the task of the secretary, if it's initiated by half of the Members of the Boards. The Members of the Board shall be convened by mail and by phone.

3. President, vice-president:

- represents the association, coordinates and organizes the work of the Board;
- Manages the economic activities of the association and exercises the right of assignation;
- exercises the employment rights according to the conditions defined in legal regulations;
- acts in the fields delegated to him/her by the General Assembly or the Board;
- is responsible for the decisions made with regards to economical issues, exercises disciplinary rights;
- is entitled to manage the bank account;

4. Secretary:

- coordinates the activities of the association;
- organizes and prepares the events of the association;
- ensures that the minutes of the General Assembly and the meetings of the Board are prepared, the administration of the association is organized and the obligatory records are kept.
- entitled to make assignations and manage the bank account;
- is responsible for the execution of decisions made with regards to economic and financial;

5. Members of the Board:

- assist the work of the President, the Vice-president and the Secretary;
- is not entitled to make assignments and manage the bank account;

6. Advisory body:

- may include members and external experts;
- has the task to assist the professional, scientific work of the Association, to develop proposals for the professional problems arising;

7. Supervisory body

a/ Is directly elected by the General Assembly for a 3 year period. The following persons cannot be the chair, vice-chair or member of the supervisory body, who

1/ is the President or a Member of the Board

2/ has a contract of employment to the public benefit organization beside its appointment except when there is other relevant legal regulation

3/ is given a support pursuant to the aims of the organisation, except for the non-financial support available to anybody without restriction and the support given to the members on the basis of their membership in accordance with the Articles of Association,

4/ is a relative of the persons listed under 1/-3/.

b/ The members of the supervisory body:

–Chair

–Vice-Chair

–2 members

c/ Tasks, jurisdiction:

The supervisory body monitors the operation and management of the organization. In this matter, it might request a report from managing officials or information from the employees, and can have access to the bookkeeping and other records of the organization. The members of the supervisory body may and shall participate on the meeting of the managing body with consultation rights.

The managing body entitled to act shall be convened upon the request of the supervisory body, within 30 days as of such request. In case of passing the deadline ineffective, the supervisory body shall become entitled to convene the managing body.

d/ Obligation

The supervisory body is obliged to inform and initiate the convocation of the managing body entitled to act, if it becomes aware, that:

a/ An infraction of law or an event (failure) seriously injuring the interests of the organization happened, of which the termination or the mitigation of the consequences requires the decision of the managing body entitled to act

b/ Facts emerge that substantiate the liability of the managing officers

In case the body entitled to act fails to make the necessary actions in order to restore legitimate operation, the supervisory body is bound to inform without delay the body exercising legal supervision.

BEGINNING AND ENDING OF MEMBERSHIP, RIGHTS AND OBLIGATIONS OF MEMBERS

1. Membership of the Association:

Members can become Hungarian and non-Hungarian citizens, who - by signing the membership declaration - undertake active participation in the work of the association, and acknowledging the Articles of Association.

Becoming a member of the association is voluntary.

Minors may become members of the association, but cannot be appointed as officers.

2. Supporting members:

Supporting members can become those persons, who – by signing the membership declaration – undertake the professional and/or financial support of the association. Legal entities cannot become supporting members.

3. Registration of members:

The letter of membership falls under the jurisdiction of the Board, the Association keeps record of its members and supporting members, and gives members a membership certification.

The registration includes: name, address, position, date of endorsement and type of membership.

4. Ending of membership:

–by resignation

–by expulsion

In case of expulsion, legal remedy is judged by the General Assembly. Paid membership fee and support cannot be claimed when membership is ended.

5. Rights of members:

a/ Participating in the work of the association, contributing with his/her activities to the accomplishment of the defined objectives.

b/ Participating in the General Assembly, exercises the right of consultation, proposal and voting.

c/ Any major member of the association can be elected as an officer of the Association.

d/ Can present questions or proposals to the General Assembly or to the Board.

e/ Receiving the benefits of the association.

f/ The assets of the Association may be used by all members according to the rules separately determined.

g/ Can request and receive information from the Board about the operation, financial situation of the Association in the framework of the annual reports.

6. Obligations of members:

a/ Respecting and implementing the Articles of Association.

b/ Regularly participating in the work of the Association to the extent possible.

c/ Paying the membership fee until 31 March each year.

7. Rights of supporting members:

- a/ Making comments and proposals regarding the work of the Association.
- b/ Receiving the benefits of the Association

8. Obligations of supporting members:

- a/ Respecting the Articles of Association.
- b/ Giving professional or financial support of the objectives of the Association.

FINANCIAL RESOURCES OF THE ASSOCIATION

1. Income sources of the Association:

- a/ Membership fee:
 - member not having independent income: 200Ft/year
 - member having independent income: 400Ft/year
 - supporting member: 5000Ft/year (legal entity)
- b/ Other support from members.
- c/ Income deriving from events, publications.
- d/ Income deriving from work undertaken.
- e/ Amount deriving from applications.
- f/ Other economic activity.

2. Economic activities of the Association:

- financial assets are managed on a bank account;
- debit, assignation and transfer of money can be effected by the signature of the President or the Vice-President and the Secretary.;
- draft rules of money transactions are defined by the cash regulations developed by the Board;
- the Association is responsible for its debts with the entire asset of the organisation; the members are not responsible for the debts with their assets;

VI./ SUPERVISORY COMMITTEE

VI.1. Tasks of the Supervisory Committee:

- Monitoring the implementation of the Articles of Association, monitoring the economic and financial operation of the Association,
- the number of the members of the Supervisory Committee is defined by the General Assembly,
- the Supervisory Committee may involve experts in its work.

VI.2. The Chair of the Supervisory Committee or the member of the Committee appointed by the Chair can participate at the meetings of the Board with consultation right. The Chair and the members of the Supervisory Committee cannot take the position of any other officer elected by the General Assembly..

VI.3. The Supervisory Committee act according to the Articles of Association, defines its own operating rules and the scope of interrogation.

VI.4. The Chair of the Supervisory Committee reports to the Board or the general Assembly about the failures found during the interrogation. The Supervisory Committee is obliged to examine the annual financial report and balance sheet of the Association, and to report its findings to the General Assembly.

VII./ INSTITUTIONS OF THE ASSOCIATION

VII.1. The association can establish institutions in order to fulfill the objectives formulated in the Articles of Associations; the operation of such institution is monitored by the General Assembly through the Supervisory Committee.

VII.2. The leaders employed full time at the institutions established by the association shall be the Members of the Board.

VIII./ TERRITORIAL ORGANIZATIONS, WORKING GROUPS OF THE ASSOCIATION

HEREINAFTER: MEMBER ORGANIZATIONS

VIII.1. The association shall organize its members into member organizations, which operate in order to fulfill the objectives of the association, managed by their own elected officers, under the coordination and control of the central organs of the Association.

VIII.2. The establishment of a member organization can be initiated by the members and the Board and managing bodies of the Association, and already established non-governmental organizations can also join the association. The establishment of a member organization can be decided by at least 10 members with voting rights, in case the conditions for establishing the group are available. All members must belong to any of the local groups.

VIII.3. The General Assembly can declare any member organization a separate legal entity. Otherwise the member organization is not a separate legal entity, therefore cannot undertake legal responsibilities. The conceptual control and supervision of the member organization is done by the Board of the Association. The regulations of national managing authorities and persons are binding for the leaders and the members of the local groups. If the operation of the local group is contradicting the regulations or the aims of the Association as defined in the Articles of Association, the Board will suspend the operation of the local group, can initiate a disciplinary process regarding the officers, and can dismiss the group if necessary. The use and distribution of the assets of a dismissed member organization or of a member organization divided into two or more parts shall be decided by the Board. The member organization works according to its annual work plan. The annual financial plan compiled by the elected officers of the member organization shall be approved by the Secretary and integrated into the budget of the Association.

VIII.4. The local group is terminated if its membership so declares with a 2/3 majority.

- VIII.5. After the termination of the local group the member can request to be included in another local group.
- VIII.6. The president or secretary of the local group can act on behalf of the Association within the scope determined by its regular operation.

IX./ PUBLICATIONS, LIBRARY AND ARCHIVES OF THE ASSOCIATION

- IX.1. In order to promote its aims more effectively, the Association can publish thematic journals, books and ad-hoc publications.
- IX.2. The authors of books and thematic publications are assigned by the Secretary.
- IX.3. The editors of publications have ethical and legal liability for respecting the regulation relevant to journal and book publication.
- IX.4. The publications of the Association shall primarily serve the accomplishment of the aims and the development of the public life of the association.

X./ TERMINATION OF THE ASSOCIATION

X.1. The Association shall be terminated:

- upon the decision of the Annual Meeting by two-thirds majority;
- when it merges with another civil organization, upon court decision;
- the court announces its termination due to reasons determined by law.

X.2. In case of termination (including dissolution) a nature conservation foundation shall be established from the assets of the Association, except if termination is due to a merge with another association, in which case the assets become the property of the new association.

X.3. In case of termination

- if the court or decision of the General Assembly declaring termination makes no other provisions, the administration process and winding up shall be performed by the Board of the terminated association.

In all other issues the Hungarian Civil Code and the CLVI. Act of 1997 prevails.

Szarvas, 2 May 1998