

**Bylaw of
Foundation for Africa - Hungary
International Development and Humanitarian Organization
with all modifications up until now in a standardized text**

The undersigned

Jánosné Varga (mother's name: Erzsébet Nyerese, born: Csorvás, 11.3.1949., ID.no.: 24911031617) ..) 5742 Elek, Tavaszi s. 1/a and **Tibor Balogh** (mother's name: Éva Papai, born: 09.27.1973. ID.no.:AT-2-268124) 5666 Medgyesegyháza, Arany János s. 41. as **Founders** on 05.02.2014 **decided to modify the Bylaw of Foundation for Africa** (established as it is written in Sections 3:378 – 3:381 of the Hungarian Civil Code and in Act CLXXV of 2011 on the Right of Association, Non-profit Status, and the Operation and Funding of Civil Society Organizations) **and at the same time acknowledged the standardized text** (with all modifications up until now) **of the following text as it is written in the Bylaw:**

1. Name of the Foundation:

Foundation for Africa Hungary - International Development and Humanitarian Organization

Short name: Foundation for Africa, Hungary

Seat of the Foundation:

Budapest, 1239 Grassalkovich road 232., Hungary

Site of the Foundation:

1054 Budapest, Garibadi u. 3. II. em. 1/a

2. The Aim of the Foundation:

Foundation for Africa is a civil initiative, international development and humanitarian organization. Its activities are in the educational, social and medical fields in Africa and in Hungary it does performances about tolerance and documentaries, in the field of cultural programs it does development, supportive and social-development activities.

In the field of medical, educational and social support it helps African indigents, gives physical, mental and mental hygienic support to the African citizens of African countries and Hungary.

For the Africans interested in the European culture and Hungarians interested in Africa it does documentaries about the European and African people's culture.

Its aim is to give a theoretical and practical knowledge which can be achieved by the African people on their own and can be implemented into their daily lives.

Its goal is to realize the mentality which states that we are responsible for our community and our environment, and to this everyone is liable for with their own skills and possibilities.

2.1. The Foundation's goal in the fields of education:

- *To establish educational institutions and to support and sustain institutions already active*
- To get school equipments and visual aids and to give them to African schools
- *To organize and execute vocational trainings*
- To train African professionals and to train them furthermore so that they can continue the work of the Foundation where they are
- To organize documentaries, trainings, conferences; and to publicize what has been said at them
- To organize educational trips and exchange student programs
- To solve the special problems of handicapped Africans and their families
- To finance publications about education, research, science
- To develop international relations that can relate to the goals of the Foundation and to attend international conferences and courses
- To ensure personal and material conditions to achieve the goals of the Foundation
- To organize documentary camps and performances for Africans interested in Europe and for Hungarians interested in Africa
- To organize and hold medical (preventive and informative) and documentary performances

2.2. Medical goals:

- *To establish medical institutions, to support already active institutions and to supply them with medicine, bandages and other medical assets*
- To establish institutions according to the Christian medical studies where patients receive natural treatments
- To produce, gather and conserve natural, bio food with the help of professionals
- To hold documentaries and give practical help in the fields of essential nutritional reforms to maintain physical health
- To relay the spiritual and moral values of Christianity with the combination of spiritual and physical health

2.3. Social goals:

- To establish social institutions and to support and sustain institutions already active where there are adequate mental, psychic and social conditions for the situated
- To help adapt the Africans (refugees and those living in social institutions) living in Hungary
- To coordinate with other organizations to develop equal opportunities of handicapped social groups
- To give humanitarian activities to indigents: clothing, support package, medicine, bandages, used assets and therapy on occasion
- The Foundation assumes the role of middleman in case of another Hungarian organization's interests of supporting any African organization. To found, establish and sustain such organizations is the will of the Advisory Board.
- To give mental hygienic help to the handicapped and their families

3. The Foundation's seed fund: 300,000 HUF (three hundred thousand) which was provided by the Founders within the next 15 days after they signed the Bylaw of the Foundation.

Jánosné Varga: 200,000 HUF
Tibor Balogh 100,000 HUF

Furthermore, the assets of the Foundation are funded by supports of donors, normative governmental supports and tender sources.

The Foundation is open: HUF and foreign currency donors can be domestic, foreign, private individuals and legal entities. The Foundation can be supported with materials, articles of personal use, intellectual means and social work.

The whole fund may be used to achieve the goals of the Foundation.

4. The Foundation is operated by the Advisory Board.

The Foundation is operated by the 5 members of the Advisory Board which consists of the president and four other members. The members of the Advisory Board are chosen by the Founders. Their terms are indefinite.

The establishment of an Advisory Board where the Founder can directly or indirectly manipulate the use of the funds of the Foundation is prohibited.

The members of the Advisory Board may receive a professional fee¹ based on a decision adopted by the Advisory Board. The amount of the professional fee, the mode of payment, as well as the due date thereof shall be determined in the decision adopted by the Advisory Board. The decision on such remuneration will be made by the open votes and simple majority of the attending members. Currently it is the president who receives such remuneration.²

Members of the Advisory Board:

France Mutombo Tshimuanga - President (1239 Budapest Grassalkovich r. 232.)
Márton Tóth - Secretary General (1122 Budapest Ügyész s. 6.)
Magdolna Reisinger - Secretary (2011 Budakalász Holló s. 33.)
Anita Frák – Secretary (5900 Orosháza, Huba s. 6.)
László Balázs - Advisory Board Member (1051 Budapest Hercegprímás s. 6.)

The membership of the Advisory Board may cease:

- when a member resigns,
- by death of one of the members, or by cessation of membership without a legal successor,
- by the expiry of the mandate in the case of an assignment with a definite term,
- in the case of a mandate with a terminating condition, by the occurrence of such condition,

¹ Section 3:391 d) of the Hungarian Civil Code

² Supplemented in line with the order on resolving discrepancies

- by recalling the member,
- by limiting the acting capacity of the member of the Advisory Board in the competence necessary for performing their activities,
- by the occurrence of a cause for exclusion or conflict of interests regarding the member of the Advisory Board.

The founders of the Foundation may recall a member of the Advisory Board at any time whatsoever, without any justification.

A member of the Advisory Board may resign from their position at any time whatsoever through a declaration to another member of the Advisory Board of the Foundation, or the Advisory Board itself, addressed to the Foundation.

If so required by the ability of the Foundation to operate, such resignation will take effect by the appointment or election of a new member of the Advisory Board, or in lack of the latter, on the sixtieth day following such notice.³

A member of the Advisory Board may be recalled by the person exercising founders' rights before the mandate of such member expires if the goal of the Foundation is directly jeopardized.⁴

In case of cessation of membership, the Founders choose the new member by a concordant decision.

5. The Advisory Board controls the funds of the Foundation. It decides how to use them and practices the employer's rights as it is written in the Operational Rules.

The Advisory Board may only reach a quorum if more than half of the members are present at their sessions. Sessions canceled due to the inadequate number of members present must be reconvened in less than 7 days.

Any member of the Advisory Board may request that a meeting of the Advisory Board be convened by identifying the goal of and reason for such meeting. In the case of such a request, the President of the Advisory Board will be obliged to make sure that a meeting is convened within eight days from the receipt of such request. If the President of the Advisory Board fails to fulfill this obligation, the meeting of the Advisory Board may also be convened by the member requesting it.⁵

Each member has one vote at a session.

The decision of the Advisory Board is made in an order form, with open votes and majority vote. In the case of a tie, the vote shall be repeated, and in the case of yet another tie, it is possible to replace any further votes with postponing the decision to the next session of the Advisory Board.⁶

³ in line with the order on resolving discrepancies

⁴ in line with the order on resolving discrepancies

⁵ in line with the order on resolving discrepancies

⁶deleted in line with the order on resolving discrepancies: *In the case of a tie, it is the vote cast by the President of the Advisory Board that will be decisive.*

When a decision is made, the following persons may not vote:

- a) those who are exempted by the order from obligations or responsibilities, or are otherwise privileged by the order over the legal entity,
- b) those with whom a contract should be entered into according to the order,
- c) those against whom a lawsuit should be filed according to the order,
- d) those who have such a relative interested in the decision who is not a member of the Advisory Board, or not a founder of the Foundation,
- e) those who are related to another organization interested in this decision based on majority influence, or
- f) those who are personally interested in the decision. ⁷

To accept and acknowledge the annual and the public beneficial reports (Public Benefits Annex) the majority vote of the board is required.

6. The Foundation (as it is written in the 16th article) can engage in and launch enterprises and economical activities to help reach its goals.

The Foundation may give scholarships to attain its goals in a wider angle.

Launching and sustaining an enterprise is the Advisory Board's decision, however the enterprise can only function second to the main activities of the Foundation, its activities must not be a decisive part of the Foundation. The Foundation may not give out bills or any other stocks that may hold a loan, it can't receive credit that would jeopardize its public beneficial activities, and it can't use the support received from the subsystems of public finance to cover or to pay back its own debts.

The Foundation can't engage in any investment activities.

The mode to control the Foundation's bank accounts and its representation:

The Foundation's representatives are:

France Mutombo Tshimuanga (mother's name: Nzeba Tshimuanga) 1239 Budapest Grassalkovich r 232.

Márton Tóth (1122 Budapest Ügyész street 6.)

Anita Frák – Secretary (5900 Orosháza, Huba u. 6.)

France Mutombo Tshimuanga may represent the Foundation **alone**, but Márton Toth and Anita Frák can only represent it **together**.

France Mutombo Tshimuanga (mother's name: Nzeba Tshimuanga, 1239 Budapest Grassalkovich r 232.) as the President of the Advisory Board may control the Foundation's bank account, and he may authorize another member to exercise this right as well.

7. The Advisory Board defines it has own operational order in a separate regulation.

⁷ in line with the order on resolving discrepancies

The causes for a conflict of interests or exclusion regarding the members of the Advisory Board are as follows:

- a) Only those persons of legal age can become members of the Advisory Board whose acting capacities regarding the performance of their activities have not been restricted.
- b) If the member of the Advisory Board is a legal entity, such legal entity shall appoint a natural person who will perform the relevant tasks in the Board on behalf of the legal entity. The rules governing the members of the Advisory Board shall also be applied to such appointed person.
- c) The member of the Advisory Board shall perform their executive functions in person.
- d) Those who have been sentenced to imprisonment for having committed a crime in the form of a binding judgment shall not become members of the Advisory Board until they become exempted from the disadvantages generated by their respective criminal records.
- e) Those who have been banned from this occupation by a binding order shall not become members of the Advisory Board. Those who have been banned from pursuing any kind of occupation by a binding judicial decision shall not be senior officials of a legal entity that pursues the activity specified in the verdict during the effect of such ban.
- f) Those who have been banned from exercising senior officials' activities shall not be members of the Advisory Board for the period defined in the banning order.⁸

The following persons who or whose next-of-kin, according to the order,

- a) is exempt from an obligation or responsibility, or
- b) receives any other benefits, or is otherwise a stakeholder in the legal transaction to be concluded, cannot take part in the decision-making process of the Advisory Board. Any contributions in-kind that can be used by any party without concluding a legal transaction as part of the allowances from the public benefit organization will not qualify as benefits⁹.

8. Supervisory Board

Should the annual income of the Foundation reach five million HUF the Founders appoint the Supervisory Board's 3 members for an indefinite term.

The members of the Board of Supervision:

Mátyás Pápai

(mother's name: Mária Egeresi,
date and place of birth: Békéscsaba, 06.26.1976.,
ID.no.: AN 536140,
address: 5630 Békés, Fáy s. 6.)

⁸ in line with the reference

⁹ in line with the order on resolving discrepancies

Eszter Horváth

(mother's name: Mária Poór,
date and place of birth: Körmend, 12.22.1981.,
ID.no.: 484040 BA,
address: 9735 Csepreg, Bognár Ignác alley 6.)

Magdolna Vájszné Kollár

(mother's name: Magdolna Fóti,
date and place of birth: Budapest, 02.08.1979.,
ID.no.: 970372 DA,
address: 2074 Perbál, Lakótelep B/7.)

The sessions of the Board of Supervision is convened by the chairman of the board in writing along with the items of the agenda. The chairman sends out the invitations at least 15 days before the session.

The Board of Supervision may only reach a quorum if at least 2 members are present. If it can't, the board must reconvene in 6 days. The Board convenes in case of necessity but must convene at least once a year. The decisions are made with the majority's open vote.

In case the number of votes is equal, the motion must be resubmitted for vote. If the number of votes is equal again, the appointed acting chairman will decide while the chairman is away.

The Board of Supervision oversees the function of the Foundation and its management. During this, it may ask for reports from the main office-holders and notifications from the employees of the Foundation. It may also look into the Foundation's books and files.

The members of the Board of Supervision attend the Advisory Board's sessions with the right of consultation.

The members are chosen by the Founders, the chairman is chosen by the members. The procedures of the Board are determined by the members of the Board of Supervision.

The Board of Supervision must notify the Advisory Board (which is allowed to take action) and to convene them in case:

- a) an event took place during the function of the Foundation which was against the law or the interests of the Foundation and needs the Advisory Board's decision
- b) the main office-holders' responsibilities are questioned
- c) the main organization which is allowed to take action (the Advisory Board) must be convened by the recommendation of the Board of Supervision within 30 days. If the deadline is not met, the Board of Supervision may convene the main organization.
- d) if the rightful organization does not take the necessary steps to restore the lawful function, the Board of Supervision must contact the authorities that perform the compliance audit without delay.

Royalty may be given to the members of the Board of Supervision.

A person can't be the Board of Supervision's member, president or auditor if he/she:

- a) is the Advisory Board's president or member
- b) is having a different working relationship or doing other work related activities for the Foundation. If the law doesn't say otherwise.
- c) receives the Foundation's direct allowance. (except for the non-monetary services given to anyone without conditions)
- d) is related to anyone in article a.)-c.)

Should the public beneficial organization cease, a person cannot be a member of the Board of Supervision for 3 years if he/she was a main office-holder at a public beneficial organization for 1 year in the last 2 years, which could not pay its lawful public debts.

- a) which ceased to exist without a legal successor, without having settled its outstanding tax and duty amounts registered by the National Tax and Customs Authority,
- b) regarding which the National Tax and Customs Authority has disclosed a tax deficit of a significant amount,
- c) against which the National Tax and Customs Authority has applied a measure for closing operations, or has imposed a fine to replace the closing of operations,
- d) whose tax number has been suspended or deleted by the National Tax and Customs Authority pursuant to the Act on the Order of Taxation.¹⁰

The member of the Supervisory Board or the person appointed to become such member shall preliminarily inform all the affected public benefit organizations of the fact that they simultaneously fill such a position at another public benefit organization as well.

The Supervisory Board performs its activity to the benefit of the founder and gives an annual report of its activities to the entity exercising the founders' rights.¹¹

9. The Foundation is established for an indefinite term. Should it cease, after indulging the creditors, the rest of its funds is to be transferred to the Oltalom Foundation (seat: 2011 Budakalász, Holló u. 33., registry number: 222/2010).

10. The Foundation is established with judicial registration.

11. Should a question rise which is not ruled in the Bylaw of the Foundation, the regulations of the Civil Code take effect.

12. The Foundation is a public benefit organization:

The Foundation pursues following activities for public benefits as it is written in Act CLXXV of 2011 on the Right of Association, Non-profit Status, and the Operation and Funding of Civil Society Organizations:

- social activities, helping families

¹⁰ Section 39(1) of Act CLXXV of 2011

¹¹ Section 400 (1) of the Hungarian Civil Code (Ptk)

- scientific activities, research
- nurturing and educating, talent development, documentaries
- cultural activities
- helping develop social equality in handicapped groups

The public benefit activities of the Foundation as defined by the law on the performance of public tasks are as follows:

- Act CXXXIV of 2004 on Research and Development and Technological Innovation, Section 5(3)
- Act CXC of 2011 on National Public Education, Sections 4(1) a)-u)
- Act XX of 1991 on the Responsibilities and Competences of Local Governments and their Organizations, the Commissioners of the Hungarian Republic, as well as some of the Centrally Subordinated Organizations, Sections 121 a)-b)
- Act CXI of 2011 on the Commissioner for Fundamental Rights, Sections 2. § a), b), c), d)

13. The Foundation (according to its public benefit activities and its aims as they are stated in the Bylaw of the Foundation) displays its major data on the homepage of the Foundation within 30 days after the approval of the annual report.

14. The Foundation conducts its enterprises and other economical activities strictly second to its main goals, only to help achieve them, without endangering them. The Foundation does not divide the results gained from such activities and expends them all to the activities stated in the Bylaw of the Foundation.

15. The Advisory Board convenes out of necessity but at least once a year.

The Advisory Board's sessions are open to public.

A session is called by the president of the Advisory Board at least 8 days before in writing with time, place and the items of the agenda in it. Documents that will be discussed at the session must be attached to the invitation.

At the written request of the Founders, the supervisory organization or at least two Advisory Board members a session must be called within 30 days.

A record must be kept of the session's decision, date, time, effect and the proportion of the votes (if it is possible with names). The record is signed by the session's president, the record keeper and a validating board member.

The president of the Advisory Board takes care of registration of the decisions in the Book of Regulations, which must say the regulation's date, contents, effect and the proportion of the votes (if it is possible with names). The president of the Advisory Board notifies the affected of the decisions via registered postal mail.

The Advisory Board publicizes its decisions on the www.afrikaert.hu website. The Advisory Board makes the files which were created in relation with the Foundation available for everyone (Public Benefit Annex) at the Foundation's seat at a premade appointment.

The Foundation shall prepare a Public Benefit Annex at the same time that the annual report is approved, which it will be obliged to approve in the same way as the report, as well as to deposit and disclose it as defined in the provisions set out in Section 46(1) of Act CLXXV of 2011.

The Foundation notifies the public of its activities, how to use its services and publicizes its annual reports and public beneficial reports on the www.afrikaert.hu website.

The Foundation must create a public beneficial report with the approval of the annual report. It is available to anyone and anyone can create a copy of it at their own expenses. The public beneficial report must be sent to the Founders as well.

16. One can't be a member of the Advisory Board or can't participate in its decision makings if he/she is incompatible with the law of CLXXV of 2011.

§38. (1) One can't be a part of the decision making of the main organization or his/her next of kin [Section 8:0 (1) of the Hungarian Civil Code], relative [Section 8:0 (2) of the Hungarian Civil Code] according to the regulation:

a) is exempted of his/her responsibilities, obligations
b) receives any other advantages or is a person of interest in the upcoming legal transaction. The non-monetary aimed services of a public beneficial organization are not advantages. Allowances given according to the Bylaw of Foundation to the social foundation's member for his/her membership are also not advantages.

(2) One can't be the president, a member or record keeper of the supervisory organization if he/she:

a) is the president or a member of the main organization
b) is in another working relationship with the public beneficial organization, if no other regulations apply
c) receives any aimed allowance from the public beneficial organization, except for the non-monetary services available for anyone and allowances given according to the Bylaw of Foundation to the social foundation's member for his/her membership, and
d) is related to anyone in articles a)-c).

A beneficiary of the Advisory Board or the next-of-kin of such beneficiary shall not become members of the Advisory Board. The founder and their next-of-kins shall not constitute a majority in the Advisory Board.

§39. (1) Should the public beneficial organization cease, a person can't be a member of the Board of Supervision for 3 years if he/she was a main office-holder at a public beneficial organization for 1 year in the last 2 years, which could not pay its lawful public debts.

a) which ceased to exist without a legal successor, without having settled its outstanding tax and duty amounts registered by the National Tax and Customs Authority,
b) regarding which the National Tax and Customs Authority has disclosed a tax deficit of a significant amount,
c) against which the National Tax and Customs Authority has applied a measure for closing operations, or has imposed a fine to replace the closing of operations,

d) whose tax number has been suspended or deleted by the National Tax and Customs Authority pursuant to the Act on the Order of Taxation.¹²

(2) The leading office-holder must notify all affected public beneficial organizations that he/she is holding the same function at another public beneficial organization.

The Foundation shall not provide any target allowances to its senior officials, sponsors, volunteers, or any next-of-kins of these persons, except for the services that can be freely used by anybody, or the benefits provided to the member of the association on the basis of the membership and the Articles of Association.¹³

The Foundation may tie any and all of its target allowances to applications according to the decision adopted by the Advisory Board. In this case, the invitation to tender may not contain any such conditions from which, by taking all the circumstances of the case into account, it can be concluded that the tender has a predefined winner (false application).¹⁴

No false applications may serve as the basis of a target allowance.¹⁵

17. The Foundation is a legal entity.

The Foundation's public beneficial and open services may be used by anyone without any political or ideological commitment.

The Foundation may only pursue an economic business activity if such does not jeopardize the realization of the public benefit or other fundamental goals as defined in the Articles of Association.

The Foundation may not distribute the profits that it has generated during its financial management, it will use these profits for the public benefit goal as defined in the Articles of Association.

The Foundation does not exercise any party political activities, it is independent from any organized parties, does not give monetary support to any of them¹⁶, and does not receive the same. It does not appoint or support any parliamentary, shire or capital city candidate.

The Founders have signed this Bylaw with all its modifications in standardized text after reading and understanding it with whole alignment with their will.

Budapest, October 27, 2014

Jánosné Varga

Founder

Tibor Balogh

Founder

This Bylaw has been modified and countersigned by:

¹² Section 39(1) of Act CLXXV of 2011

¹³ Section 42 (2) of Act CLXXV of 2011

¹⁴ Section 43(1) of Act CLXXV of 2011

¹⁵Section43(2) of Act CLXXV of 2011

¹⁶ in line with the order on resolving discrepancies