

Statutes of DANUrB International Association

In resolving the formation of the DANUrB International Association, the members hereby adopt the Statutes of the organization in accordance with the Act No. V. of 2013 on the Civil Code and Act No. CLXXV of 2011 on the right of association, the public benefit status and the operation and support of the non-governmental organization, as follows:

I.

Data of the Association

- 1.1 The name of the association: DANUrB International Association
- 1.2 Foreign name of the association: DANUrB International Association
- 1.3 Seat of the association: Bartók Béla út 10-12., H-1111 Budapest, Hungary
- 1.4 The names and domiciles of the promoters of the association are included in the list of members set forth on Exhibit 1 to these Statutes
- 1.5 The webpage of the association: www.danurb.eu

II.

Purpose and activity of the Association

- 2.1 The Purpose of the association:
 - (a) to coordinate the cultural initiatives from all settlements along the Danube river, in order to create the Brand, the certification mark of the Danube Settlements (DANube Urban Brand that is DANUrB) and to enable the materialization the international cooperation, contact and network building in the cultural development of these settlements;
 - (b) to join the European Territorial Cooperation (ETC), in other words the promotion of cross-border cooperation (Interreg) of EU Cohesion Policy, explicitly for purposes of the sustainable economic, social, intercultural and territorial development of the Danube region; (DTP Interreg project)
 - (c) to manage and further develop the regional quality insurance system formed in DANUrB+DTP Interreg project and the DANUrB certification mark registered in the EU in connection to the DANUrB Platform.

- 2.2 The activity of the association:
 - maintaining and developing the cultural-development contacts among the Danube countries, representing the achieved results of the DANUrB (2017-2019) and DANUrB+ (2020-2022) Interreg Danube Transnational Programme projects on the EU-level;
 - maintaining and further developing the research achievements accumulated in the DANUrB and DANUrB + projects, producing database, internet Platform and results of new database or publication nature;
 - participating in, or initiating projects, as partner or initiator, connected to the Danube cultural heritage and the opportunities of settlement development, writing tenders, organizing partnerships;

- managing the DANUrB certification mark, handling the criteria of its maintenance and grants, keeping and handling the inventory of the organizations and products certifiable by the certification mark, further developing the system of the certification mark.

III.

Rules in respect of the of Operation of the Association

The association does not carry on directly political activity, its organization id independent of political parties and does not provide grants therefor.

IV.

Membership Fee

The members of the association pay membership fee as equity contribution. the annual amount of membership fee is EUR 50 for non-Hungarian citizen natural persons and the Hungarian Forint equivalent of EUR 50 for Hungarian citizen natural persons, EUR 250 for legal persons not registered in Hungary and the Hungarian Forint equivalent of EUR 250 for legal persons registered in Hungary, which amount is to be paid in one sum upon the establishment within 8 days of the date on which the court resolution providing for the registration of the association becomes final and non-appealable, and prior to December 1 of each year, at the latest thereafter to the petty cash or to the bank account of the association.

The new members joining the association after its establishment shall pay the pro tempore fraction of the membership fee in such year within 8 days of joining and prior to December 1 of each year, at the latest thereafter to the petty cash or to the bank account of the association.

Subsidizing members will not pay membership fee.

V.

Membership

- 5.1 Hungarian or non-Hungarian citizens natural persons or legal persons or organizations without legal personality, who agree with the purposes and accept the provisions of the Statutes of the association. The operation of the association is international, it may solicit members from any Danube country.
- 5.2 Legal persons or organizations without legal personality, which intend to join in order to promote the purposes of the association may be subsidizing members of the association. The admission of a subsidizing member shall be effected upon determining the rights and obligations upon executing a "Co-operation Agreement" approved by the Executive Board.

VI.

Formation of Membership

Membership commences upon the registration of the association. After the formation of the association, membership comes into being upon accepting the application of joining. The statement of joining shall be submitted to the Executive Board, which passes a resolution, with simple majority of votes cast in an open ballot, on the admission within 30 days after the receipt of the application. The resolution shall be in writing and sent in certifiable manner within 8 days to the applicant. A resolution refuting the admission may not be subject to review.

VII.

Termination of Membership

- 7.1 Membership terminates upon:
- (a) exit of the member;
 - (b) death or winding-up (without legal successor) of the member;
 - (c) exclusion of the member.
- 7.2 A member may at any time terminate his/her/its membership upon a notice without case addressed to the Executive Board. The membership terminates on the date of receipt by the Executive Board of such notice.
- 7.3 The Executive Board may, with a simple majority of the votes cast, exclude a member, whose behavior repeatedly breaches the provisions of these statutes or contravenes the resolution of the general meeting. A failure to pay the membership fee will be deemed such behavior.

The exclusion procedure shall be administered by the Executive Board upon the request of any member or an organ of the association. In the exclusion procedure the affected member shall be invited in certifiable manner to the Executive Board meeting provided, that he/she/it shall be warned that his/her/its absence notwithstanding the invitation will not hinder the Executive Board in holding the meeting or in passing a resolution. The affected member shall be given the opportunity to defend himself/herself/itself. A member may be represented by a proxy in such meeting. A resolution excluding a member shall be in writing and shall be provided with reasoning. The reasoning shall include the underlying facts and evidences substantiating the exclusion and shall provide for information in respect of the opportunity to appeal against such decision. The Executive Board passes the resolution on the exclusion within 30 days of the commencement of the exclusion procedure and shall communicate such resolution in a certifiable manner within 8 days after its adoption to the affected member.

The excluded member may request, within 15 days of the receipt thereof, that the general meeting of the association review such resolution. The association shall forthwith but in no event later than within 30 days of the receipt of such appeal convene the extraordinary general meeting. The general meeting shall pass a resolution with simple majority of votes cast in an open ballot. The general meeting shall promulgate its resolution upon its adoption and shall communicate the same within 8 days in certifiable manner to the affected member.

VIII. Rights of Members

The members of the association shall have the right to:

- (a) participate in the activity of the association;
- (b) take advantage of the services of the association;
- (c) attend the general meeting, cast his/her/its vote, and address the general meeting, pose questions, make proposals or remarks;
- (d) visit the documents of the association;
- (e) be an elected officer of the association, if there shall be no conflicting reasons provided for by the applicable laws.

The members shall be entitled to exercise his/her/its right to cast his/her/its vote in the general meeting through his/her/its authorized representative. The power of attorney evidencing such authorization shall be in writing in the form of a private deed of full evidentiary force and shall be transferred to the chairman of the general meeting at the commencement thereof.

Each voting member of the association shall have one vote in the general meeting.

Subsidizing members shall be entitled to participate in the activity of the association, and to take advantage of the services of the association. Subsidizing members may attend the general meeting with consulting right, though may elect the officers and may not be elected to be officers of the association.

IX. Obligations of Members

- 9.1 The members of the association shall
- (a) not jeopardize the materialization of the purpose of the association;
 - (b) pay the membership fee until such time as it is due;
 - (c) comply with the statutes and the resolution of the organs of the association affecting such members;
 - (d) notify the Executive Board of the change of its domicile within 8 days.
- 9.2 A subsidizing member shall fully comply with the provisions of the “Co-operation Agreement” made by and between him/her/it and the association.

X. Organs of the Association

The organs of the association:

- (a) General Meeting
- (b) Executive Board

10.1 The General Meeting

The General Meeting is the policy- and decision-maker organ of the association.

10.1.1 The competences of the General Meeting include:

- (a) amendment to the Statutes;
- (b) resolution on the winding-up, termination, amalgamation and spinoff of the association;
- (c) election and recall of the officers;
- (d) adoption of the annual budget, determination of membership fee;
- (e) adoption of the annual report, including the report of the Executive Board on the actual state of the assets of the association;
- (f) exercising the right of the employer over the officers, if such officers discharge their duties in employment with the association;
- (g) approval of the execution of contracts to be made by and between the association and its member, officer or the relatives thereof;
- (h) decision on filing claims for damages vis-à-vis the present, past members and officers of the association;
- (i) decision in all questions assigned by the Statutes or laws to its responsibility.

10.1.2 The general meeting shall be convened at least one a year.

10.1.3 The Executive Board shall convene the general meeting with an invitation in writing in certifiable manner sent to the members no later than 15 days prior to the date of the general meeting, primarily to the registered seat of the association. A registered letter return receipt requested and an e-mail sent to the e-mail address of the addressee, provided that the transmission is confirmed (electronic return receipt) qualify for a service of the invitation in a certifiable manner. If the general meeting has not been convened properly, it may only be held

if three fourth of the member entitled to participate are present and unanimously approve to holding the general meeting.

- 10.1.4 The invitation to the general meeting shall include the name, the registered seat of the association, the place and time of the general meeting and the proposed agenda. The agenda shall be so detailed in the invitation, in order for the members entitled to vote to be able to adopt their standpoints in respect thereof. The invitation shall further include the place and time of the reiterated general should the general meeting convened fail to have a quorum and the reference that the reiterated general meeting will be deemed to have a quorum in the agenda irrespective of the number of members present, if such reiterated general meeting is convened to a date, which is not later than within the period commencing 3 days and ending 15 days after the original date set for the general meeting. The invitation to the general meeting shall be posted at the registered seat and on the homepage of the association.
- 10.1.5 Within 3 days of the receipt or posting of the invitation the members and the organs of the association may request that the Executive Board supplement the agenda items together with the reasoning thereto. The Executive Board shall decide on such request within 2 days. The Executive Board may refuse or grant such request. The Executive Board shall communicate its resolution and, in the event of granting the request, the supplemental items on the agenda to members within 2 days of such resolution. If the Executive Board does not decide on the request to supplement the agenda items or if it refuses the same, the general meeting shall first, prior to resolving on the agenda items, pass a resolution on supplementing the agenda items, provided, however, that a resolution on an issue not properly put on the agenda may only be passed if three fourth of the member entitled to participate are present and unanimously consent to discussing such issue.
- 10.1.6 The Executive Board shall convene the general meeting in order to pass the requisite resolutions, if:
- (a) the assets of the association do not meet its liabilities;
 - (b) the association may not foreseeably be able to pay its liabilities as they become due, or
 - (c) the materialization of the purpose of the association is in jeopardy.
- In the above events, the members in the general meeting shall take measures to eliminate the circumstance giving rise to convening the general meeting or resolve on winding-up the association.
- 10.1.7 The general meeting shall have quorum if the members entitled to cast their votes representing more than 50% of the votes entitled to be cast are present. The quorum shall be determined on each resolution.
- 10.1.8 After the commencement of the general meeting, the quorum shall be determined, that is the number of the members present vis-à-vis all members of the association. Prior to discussing the agenda items, the general meeting with simple majority of votes in an open ballot shall elect the chairman of the general meeting, the keeper and the certifier of the minutes and in case if needed, the two-member vote-counting committee.
- 10.1.9 An attendance register shall be drawn on the members present in the general meeting, which register shall include the name and domicile or registered seat of the member or, if the statutes allow the attendance through a proxy, those of the proxy or, if certain member are not entitled to cast votes, the aggregate number of votes entitled to be cast. the attendance register shall be signed by the chairman of the general meeting and the keeper of the minutes. Minutes shall be drawn on the general meeting, which minutes shall include:

- (a) the name and registered seat of the association;
- (b) place and time of the general meeting;
- (c) the name of the chairman of the general meeting, keeper and the certifier of minutes;
- (d) the major events and initiatives in the general meeting;
- (e) resolution proposals, the number of votes and countervotes cast as well as the number of those abstained from voting.

The minutes shall be signed by the chairman of the general meeting, the keeper and certified by two members present and elected therefor.

10.1.10 The members pass resolutions with the majority of votes taken into account in determining the quorum. In passing resolutions, members,

- (a) who shall be exempted from obligation or liability or shall be otherwise benefited to the detriment of the association under the draft resolution;
 - (b) with whom an agreement shall be executed;
 - (c) against whom a litigation shall be launched pursuant to the draft resolution;
 - (d) whose relatives, who are not members are interested parties in the draft resolution;
 - (e) who is a majority stakeholder in the organization, which is interested in the draft resolution;
 - (f) who otherwise has personally interest in the draft resolution.
- may not cast his/her/its vote in adopting the resolution.

10.1.11 The general meeting passes resolutions with, if the statutes or applicable laws does not provide otherwise, simple majority of votes in an open ballot. For resolutions amending the statutes or providing for the amalgamation or spinoff of the association the affirmative vote of three fourth majority of votes cast in the general meeting shall be required. The general meeting may pass resolutions on amending the purpose of, and winding-up the association with three fourth majority of the members entitled to cast votes in a general meeting.

10.1.12 The chairman of the general meeting shall verbally promulgate the resolutions and shall communicate in writing in certifiable manner the same to the affected members within 8 days after the adoption of the resolution simultaneously with posting the resolution on the homepage of the association.

10.2 Executive Board

10.2.1 The executive Board is the executive organ of the association, which shall consist of 5 members and which shall decide on all matters not assigned to the exclusive competence of the general meeting.

10.2.2 The members of the Executive Board shall be elected for a definite term of five years.

10.2.3 Upon the occurring the events as follows, terminates the membership on the Executive Board:

- (a) the expiration of the definite term;
- (b) recall;
- (c) resignation;
- (d) decease or winding-up of the officer without legal successor;
- (e) curtailing the officer's capacity to act in matters required to carry on his/her activity;
- (f) a conflict of interest arises vis-à-vis the officer.

The officer may resign from his/her position with a notice thereof addressed to the association directed to another officer of the association. If the conducting of the business of the

association so requires, the resignation takes effect on the date of the election or appointment of the new officer, or in the absence of this, on the sixtieth day following the receipt of such notice the latest.

- 10.2.4 A major person, whose capacity to act has not been curtailed in matters required to carry on his/her activity may be an elected officer of the association. If the elected officer is a legal person, it shall nominate the natural person, who shall discharge the tasks of the elected officer in its name and on its behalf.

The rules applied to the elected officers shall also be applied to the nominated officers as well. An officers shall discharge his/her tasks in person. A person, who has been sentenced to imprisonment for committing a felony may not be an officer until such time as he/she is relieved from the detrimental consequences of the old offender. A person, who is under an effective ban by a court order from public matters [point i) of subsection (2) of Article 61 of the Criminal Code] may not be an officer, either. Further, a person, who is banned by a final and non-appealable court order from a profession may not be an officer of an organization carrying on the activity named in such court order as long as such ban is effective. A person, who is banned from being an officer may not be an officer until such time as named in such order.

- 10.2.5 The officers (members of the Executive Board) of the association are:

President of the association: Mrs. Szántó Annamária Orbán (domicile: Zsélyi u. 21., H-1165 Budapest, Hungary)

the officers of the Executive Board:

Béla Zsolt Gergely Vice President (domicile: Album u. 38/a., H-1165 Budapest, Hungary)

Christina Lixăndroiu (domicile: Apolodor str., no.17, Bucharest, district 5, Romania)

Zoltán Bara (domicile: Palatínova ul. 4816/36 A, 945 01 Komárno, Slovakia)

Dr. Angelica Ionela Stan (domicile: 36, Ștefan cel Mare Sos. bl. 30b, sc.2, ap.69., sect.2, Bucharest, Romania)

The legal representative of the association is the President.

The scope and extent of this representation is general.

The manner of signing for the association is individual.

- 10.2.6 The scope of competences of the Executive Board encompasses:

- (a) managing the daily business of the association, resolutions in matters belonging to the competence of the Executive Board;
- (b) preparation of annual reports and presenting the same to the general meeting;
- (c) preparation of the annual budget and presenting the same to the general meeting;
- (d) managing the assets of the association, decisions not assigned to the competence of the general meeting on the use of assets and investments;
- (e) convening the general meeting, notice to the members and organs of the association;
- (f) determination of the agenda of the general meeting convened by the Executive Board;
- (g) participation in the general meeting and responses to the questions posed in connection with the association;
- (h) maintaining a register of the members;
- (i) keeping a register of the resolutions, organizational materials and other books of the association;

- (j) keeping the documents relating to the business of the association;
- (k) monitoring the causes for winding-up of the association and in the event of its occurrence taking the measures provided for by the applicable laws;
- (l) decision on admission of new members.

10.2.7 Meetings of the Executive Board shall be held at least once in each year. The meeting of the Executive Board shall be convened with an invitation of the President in writing in certifiable manner sent to the officers no later than 15 days prior to the date of the planned meeting, primarily to the registered seat of the association. A registered letter return receipt requested and an e-mail sent to the e-mail address of the addressee, provided that the transmission is confirmed (electronic return receipt) qualify for a service of the invitation in a certifiable manner.

10.2.8 The invitation to the meeting of the Executive Board shall include the name, the registered seat of the association, the place and time of the planned meeting and the proposed agenda. The agenda shall be so detailed in the invitation, in order for the officers to be able to adopt their standpoints in respect thereof.

10.2.9 The meeting of the Executive Board passes resolutions with simple majority of votes in an open ballot. the meeting of the Executive Board shall have quorum if more than the majority of officers not subject to voting curtailment are present. Should only two officers be present, a resolution may only be passed unanimously.

In passing resolutions, officers,

- (a) who shall be exempted from obligation or liability or shall be otherwise benefited to the detriment of the association under the draft resolution;
 - (b) with whom an agreement shall be executed;
 - (c) against whom a litigation shall be launched pursuant to the draft resolution;
 - (d) whose relatives, who are not members are interested parties in the draft resolution;
 - (e) who is a majority stakeholder in the organization, which is interested in the draft resolution;
 - (f) who otherwise has personally interest in the draft resolution.
- may not cast his/her/its vote in adopting the resolution.

10.2.10 The President of the association shall verbally promulgate the resolutions and shall communicate in writing in certifiable manner the same to the affected members within 8 days after the adoption of the resolution simultaneously with posting the resolution on the homepage of the association.

XI. Closing Provisions

The provisions of Act No. V of 2013 on the Civil Code and those of the Act No. CLXXV. of 2011 on the right of association, the public benefit status and the operation and support of the non-governmental organizations shall apply to all questions not specifically addressed in these statutes.

The Statutes have been prepared in a Hungarian and in an English language version taking with respect to the interests of the non-Hungarian members. the international cooperation and those of the non-

Hungarian citizen natural persons and legal persons not registered in Hungary intending to join the association in the future.

The Hungarian and English language versions of these Statutes are identical, in case of discrepancies between the two, however, the Hungarian language version shall prevail.

Dated in Esztergom on October 11, 2021

Mrs. Szántó Annamária Orbán
President

Prepared and countersigned by dr. Ágnes Butor attorney at law (registered seat: Balaton u. 25. H-1055 Budapest, Hungary, Bar ID Number: 36058192) in Esztergom on October 11, 2021.

dr. Ágnes Butor
attorney at law

(In the event of holding a formation meeting, the person(s) designated in the Statutes execute in accordance with the manner of the provisions pertaining to the right to sign for the association, individually or jointly with another officer. If no formation meeting has taken place, all members shall sign the Statutes, for the unilateral intent is demonstrated in this manner. In both cases the genuineness of the signatures shall be certified by signatures of two witnesses or by the countersignature of an attorney at law.)