



BY-LAWS OF
GILE OKTATÁSI ALAPÍTVÁNY
(GILE FOUNDATION)

Approved
on the 23rd September 2021

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Article 1 – General Provisions

- Section 1.01 The organisation is registered with the Fővárosi Törvényszék (Budapest High Court) with the following details:
- Name: GILE Oktatási Alapítvány (hereinafter: “Foundation”);
 - Founder: Craig V. Johnson
 - Co-Creators: Craig V. Johnson and Lisányi Endréné Dr. Beke Judit
 - City and country of the registered seat: Budapest, Hungary;
 - Court registration date: 17/04/2020;
 - Court registration number: 01-01-0012919;
 - Tax number: 19239998-1-42; and
 - Fiscal year end: 31 December.
- Section 1.02 The Foundation shall be governed by its deed of the foundation (hereinafter: “Deed”) and its Bylaws.
- Section 1.03 The management authority of the Foundation shall be the Board.
- Section 1.04 The Foundation is an independent, not-for-profit organisation.
- Section 1.05 The Foundation is a non-political and non-religious organisation, and as such it shall not partake in any political or institutional religious activities, or receive any funds or donations, directly or indirectly, from any political or religious institution, in Hungary or abroad.
- Section 1.06 The period of operation for the Foundation is indefinite.
- Section 1.07 The Foundation is registered in Hungary as an Adult Education Provider with the Pest County Government Office (Pest Megyei Kormányhivatal) with the following details:
- Registration date: 24/09/2020; and
 - Registration number: B/2020/001454.

Article 2 – Purpose, Mission and Activities

- Section 2.01 As set forth in the Deed, the Foundation was established exclusively for educational purposes.
- Section 2.02 The Foundation’s mission is to support young people’s pursuit of a successful and meaningful life by developing their competencies and through research and advocacy. In furtherance of this mission, the Foundation shall pursue its

activities through three (3) pillars, namely: The GiLE Academy, the GiLE Journal of Skills Development (hereinafter: “GJSD”) and GiLE Advocacy.

- Section 2.03 The GiLE Academy provides workshops, group coaching, training sessions and short courses to young people, who are living in Hungary or abroad, in order to support their pursuit of a successful and meaningful life.
- Section 2.04 The GJSD offers free publication opportunities in the Foundation open access journal. It publishes research papers on soft skills development for the Digital Age and aim to establish collaborative relationships with research institutions, universities, corporations and governmental agencies.
- Section 2.05 The GiLE Advocacy pillar advocates for the development of specific key competencies among the youth, and it helps to foster a greater degree of solidarity, collaboration and synergy on youth-focussed initiatives in Hungary and abroad.
- Section 2.06 The assets and financial growth of the Foundation shall primarily serve the accomplishment of its purposes. The Foundation may perform economic activities only for these purposes, as a secondary activity. In addition to the main purposes of the Foundation the purpose of the economic activity shall be the preservation and increase of the value of the Foundation’s assets. In harmony with its purposes, the Foundation can operate as an individual business or it may join another enterprise. The Foundation, however, cannot be a fully liable member of another company. The assets of the Foundation used for this activity shall not exceed 20% of the total assets of the Foundation.
- Section 2.07 The Foundation shall not practice or permit any unlawful discrimination on the basis of sex, age, race, colour, national origin, religion, physical handicap or disability, or any other basis prohibited by law.
- Section 2.08 The Foundation shall not partake in activities that consist of participating in, or intervening in, any political campaign on behalf of or in opposition to any candidate for public office.

Article 3 – Board

- Section 3.01 The Foundation shall have at least three (3) members on the Board.
- Section 3.02 The mandate of the Board members shall be indefinite.
- Section 3.03 Board members shall pursue activities that are consistent and in alignment with the Deed and Bylaws. The duties of the Board are:
- ensure the continuous implementation of the purposes of the Foundation;

- exercise their fiduciary duties with the duty of care and the duty of loyalty to the Foundation;
- ensure compliance with relevant legislation;
- utilise the assets of the Foundation and manage the assets appropriately;
- make decisions about the acceptance or rejection of donations received by the Foundation;
- make decisions about the approval or rejection of joining the Foundation, including the optional appointment of the President, the Director of the GiLE Academy, the Editor-in-Chief of GJSD, The Director of the GiLE Advocacy, the Treasurer and the Secretary;
- report to the founder on a regular basis but minimum one occasion per year about the operation of the Foundation. The founder should be informed of all legal contacts and/or commitments that are entered into on behalf of the Foundation immediately, but no later than one month after it has occurred;
- exercise the rights of employer over the employees of the Foundation;
- timeously prepare the reports including donor reports;
- prepare the annual budget;
- keep record of the resolutions adopted by the Board, its organisational documents and other books;
- safekeep the documents related to the operation of the Foundation;
- decide on every issue that's in the competence of the Board by the law or the Deed;
- unless the provisions of the Civil Code state otherwise, ensure that all legal declarations that relate to the Foundation are made in writing and communicated in a verifiable manner;
- be well prepared for each Board meeting through full and careful study of the agenda and its supporting materials, other relevant materials;
- attend all regularly scheduled Board meetings, insofar as possible, and become informed concerning the issues considered at those meetings;
- ensure that accurate minutes of Board meetings are always taken and signed;
- accept occasional public speaking assignments at any event of the Foundation or an official partner of the Foundation, at a conference or gala, or giving a report on behalf of the Foundation;
- serve as an informed ambassador of the Board and the Foundation;

- avoid being placed in a position of conflict of interest, and avoid using the Board position for the advancement of any personal interest or personal gain;
- ensure that the Foundation adopts by resolution a Code of Conduct that is based on best practice;
- comply with the Foundation’s adopted Code of Conduct;
- comply with all other adopted policies and procedures of the Foundation; and
- ensure that the Foundation operates in a transparent manner. This includes, but is certainly not limited to, making information and documents available on the Foundation’s website, such as the Foundation’s annual reports, minutes of Board meetings, Bylaws, Code of Conduct and any else that could be considered important for the public interest.

Section 3.04 The Board may discharge its duties by appointing and supervising Officers to run the day-to-day operations. However, the managing authority of the Foundation is the Board and therefore they remain the body that is ultimately responsible.

Section 3.05 The right of appointing the chairperson of the Board shall be exercised by the founder.

Section 3.06 In addition to the duties of the Board, the chairperson of the Board is also responsible for:

- leading and fostering the effectiveness of the Board;
- setting high governance standards for the Board;
- finalise the agenda for all Board meetings and share it with all Board members within a reasonable period of time before the relevant meeting;
- preside over all Board meetings; and
- shall call Board meetings by an invitation sent minimum 10 days prior to the date of the meeting.

Section 3.07 Joining the Board must be permitted by the founder and the application shall be approved by the Board within a maximum period of 60 days after receiving the application.

Section 3.08 The Board members may receive remuneration and shall be entitled to the reimbursement of their verified out-of-pocket expenses. The Board shall establish the rules of remuneration.

Section 3.09 The Board shall hold non-public meetings as necessary but on minimum two occasions per year. Any member of the Board may request the call of the Board meeting with the purpose and the reason specified. In the case of such request

the chairperson of the Board shall take action concerning the call of the meeting within 8 days after the receipt of the request. Should the chairperson of the Board fail to perform his/her duty in this respect, the meeting of the Board may also be called by the member proposing it. Should the mandate of the chairperson cease for any reason, the Board meeting may be called by any member of the Board.

- Section 3.10 For any Board meeting, there shall be a quorum if more than half of the Board members, but minimum two members, who are not restricted in their voting rights, are present.
- Section 3.11 The Board may conduct any meeting by conference telephone call, video call or any other communication equipment only if all persons participating in the meeting can clearly communicate with each other uninterrupted.
- Section 3.12 All Board resolutions shall be adopted by simple majority. Each Board member shall have one vote, and should there be a tie in any vote, the chairperson shall have an additional vote to be the tiebreaker. Should there only be two Board members present, then a resolution may only be adopted unanimously.
- Section 3.13 The Board may authorise an Officer or a third-party to be a legal representative of the Foundation by signing a Power of Attorney agreement with the relevant person. The authorisation would allow them to enter into a contract in the name of and on behalf of the Foundation, and such authority may be general or confined to specific instances. Unless so authorised by the Board, no Officer shall have any power or authority to bind the Foundation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount. Legal representatives of the Foundation are the only persons allowed to use the official stamp of the Foundation and have a specimen signature.
- Section 3.14 The Board may create committees in the Foundation for specific purposes and they shall be the only authority to appoint people to them. Every committee shall have at least one Board member or Officer in them and all committee members shall be contracted to the Foundation.

Article 4 – Officers

- Section 4.01 The “Officers” of the Foundation shall mean the President, the Director of the GiLE Academy, the Editor-in-Chief of the GJSD, the Director of the GiLE Advocacy, the Treasurer and the Secretary.

Section 4.02 The Foundation may have Officers, but need not. If the position(s) of the Director of the GiLE Academy, Editor-in-Chief of the GJSD, the Director of the GiLE Advocacy, Treasurer and Secretary are vacant, then the President shall assume responsibility for their duties and day-to-day activities until the relevant vacant position(s) is/are filled. If the Foundation does not have an elected President, then, unless delegated or assigned otherwise by the Board, the duties and day-to-day activities for any vacant Office position(s) shall be the responsibility of the Board until the relevant vacant position(s) is/are filled.

Section 4.03 The Officers may only be appointed by the Board.

Section 4.04 The mandate for all Officers shall be for a definite period that does not exceed two (2) years, which can then be renewed indefinitely by the Board by resolution;

Section 4.05 The remuneration, if any, of the Officers shall be determined by the Board.

Section 4.06 The roles and responsibilities that the Board may delegate or otherwise assign to the President are the following:

- serve as an authority and official representative of the Foundation;
- serve as the primary liaison between the Board and all other parties in the Foundation;
- coordinate the day-to-day activities of the Foundation;
- meet regularly with all appointed Officers and ensure that they are fulfilling their duties;
- shall call Officer meetings by an invitation sent minimum 10 days prior to the date of the meeting;
- finalise the agenda for all Officer meetings and share it with all Officers within a reasonable period of time before the relevant meeting;
- preside over all Officer meetings;
- report regularly to the Board and attend Board meetings when necessary;
- submit plans, financial reports, budgets and forecasts to the Board for approval;
- oversee fundraising operations of the Foundation; and
- ensure compliance with the Code of Conduct in the Foundation.

Section 4.07 The roles and responsibilities that the Board may delegate or otherwise assign to the Director of the GiLE Academy are the following:

- serve as an authority and official representative of the Foundation, as far as it concerns the GiLE Academy;
- coordinate the day-to-day activities of the GiLE Academy;

- report regularly to the President, or to the Board in the absence of a President (including attend meetings when necessary); and
- ensure compliance with the Code of Conduct and approved policies of the Foundation.

Section 4.08 The roles and responsibilities that the Board may delegate or otherwise assign to the Editor-in-Chief of the GJSD are the following:

- serve as an authority and official representative of the Foundation, as far as it concerns the GJSD;
- assume full responsibility for what appears in the journal;
- coordinate the day-to-day activities of the GJSD;
- report regularly to the President, or to the Board in the absence of a President (including attend meetings when necessary); and
- ensure compliance with the Code of Conduct and approved policies of the Foundation.

Section 4.09 The roles and responsibilities that the Board may delegate or otherwise assign to the Director of the GiLE Advocacy are the following:

- serve as an authority and official representative of the Foundation, as far as it concerns the activities of the GiLE Advocacy;
- coordinate the day-to-day activities of the GiLE Advocacy. This may or may not include overseeing the creation and sharing of certain content publicly, preparing press releases and organising media outreach;
- report regularly to the President, or to the Board in the absence of a President (this includes attending meetings when necessary); and
- ensure compliance with the Code of Conduct and approved policies of the Foundation.

Section 4.10 The roles and responsibilities that the Board may delegate or otherwise assign to the Treasurer are the following:

- assume general financial oversight of the Foundation;
- maintain a current record of all financial transactions;
- prepare financial reports, budgets and forecasts;
- advise on the financial implications of strategic and operational plans;
- ensure that record-keeping and accounts meet the conditions of donors or statutory bodies;
- ensure compliance with relevant legislation;
- ensure compliance with the Code of Conduct in the Foundation; and

- report regularly to the President, or to the Board in the absence of a President (including attend meetings when necessary).

Section 4.11 The roles and responsibilities that the Board may delegate or otherwise assign to the Secretary are the following:

- assist the chairperson of the Board to coordinate the activities of the Foundation;
- maintain accurate and current information of the Foundation, its Board members and employees;
- safekeep documents related to the operation of the Foundation;
- keep accurate minutes of each Board meeting and forward copies to all Board members. The minutes should include:
 - date, place and time of meeting;
 - name of the Board members and other invited attendees present or absent;
 - topics discussed from the agenda;
 - a summary of all decisions made, and resolutions taken; and
 - signature of the person who took the minutes.
- signature of the Board members and invited attendees present. check the accuracy of all bills and invoices and paying them correctly and on time;
- ensure compliance with the Code of Conduct in the Foundation; and
- report regularly to the President, or to the Board in the absence of a President (including attend meetings when necessary).

Section 4.12 The Board may assign additional roles and responsibilities to the Officers, as is consistent with the purpose of the Foundation, by means of a written, mutually agreed contract between the Foundation and the relevant Officer.

Article 5 – Staff Members and Contributors

Section 5.01 "Staff" members shall mean any individual who enters into a contract with the Foundation to perform certain activities, with or on behalf of the Foundation, for regular compensation throughout the duration of their contract and who thus form part of the Foundation's payroll. Staff members could therefore include interns, trainees and work placements, for example.

- Section 5.02 A “Contributor” shall mean any individual, other than a Board member, Officer or Staff member, who contractually agrees with the Foundation to perform certain activities with or on behalf of the Foundation free of charge and without any expected compensation.
- Section 5.03 The Foundation may have Contributors and Staff, but need not.
- Section 5.04 The Board or an Officer – except the Secretary and Treasurer, and to the extent that the Board has granted them the authority to do so - may recruit and enter into a contract with a Contributor or prospective Staff member on behalf of the Foundation. The contract shall clearly specify their roles and responsibilities.
- Section 5.05 The mandate for all Contributors and Staff members shall be for a definite period that does not exceed one (1) year, which can then be renewed indefinitely by the Board or the by the Officer(s) who signed the previous/initial contract on behalf of the Foundation (if applicable).
- Section 5.06 Any remuneration that’s payable to a Staff member shall be determined and agreed to by the Board.
- Section 5.07 All Contributors and Staff members shall not have the status of “Public Interest Volunteer” as defined in Act LXXXVIII of 2005 on Public Interest Volunteer Act (hereinafter: “Act”). The Foundation shall exercise the exceptions under the Act with all Contributors and Staff members, and it shall be clearly noted in the contract between the relevant parties.

Article 6 – Removal and Resignation

- Section 6.01 Board membership shall terminate:
- by recall;
 - by resignation;
 - upon the death of that Board member;
 - upon the restriction of their capacity to perform the scope of his/her activities as a Board member; and
 - upon the occurrence of excluding reason(s) or conflict of interests of the Board member.
- Section 6.02 A Board member may be recalled prior to the expiry of his/her mandate, or at any time if they were appointed for an indefinite period, by the exerciser of the

rights of founder if the implementation of the purpose of the foundation is in direct jeopardy.

Section 6.03 An Officer's position shall terminate:

- by recall;
- by resignation;
- upon the death of the person;
- upon the restriction of their capacity to perform the scope of his/her activities; and
- upon the occurrence of excluding reason(s) or any conflict of interests.

Section 6.04 The President may be recalled prior to the expiry of his/her mandate by the exerciser of the rights of founder or the Board if the implementation of the purpose of the foundation is in direct jeopardy.

Section 6.05 An Officer, other than the President, may be recalled prior to the expiry of his/her mandate by the Board if the implementation of the purpose of the foundation is in direct jeopardy.

Section 6.06 The contract between the Foundation and the Contributor, or between the Foundation and the Staff member, may be cancelled prior to its expiry by the Board or by the Officer(s) who signed the contract on behalf of the Foundation (if applicable) if the implementation of the purpose of the foundation is in direct jeopardy, or for any other legitimate reason.

Article 7 – Indemnification

Section 7.01 The Foundation shall indemnify and advance the expenses of each Board member, Officer, Staff member and Contributor to the full extent permitted by law.

Article 8 – Dissolution

Section 8.01 The founder may exercise his right to dissolve the Foundation at any time.

Section 8.02 Any remaining assets in the Foundation are due to the person designated in the statute. The amount designated to the founder, donor, or their relatives cannot exceed the amount they gave to the Foundation. In the event that the statute doesn't regulate it, the founder may dedicate the remaining amount to another

foundation or association that has the same or a similar purpose as the Foundation. If the founder does not determine the beneficiary organisation or the beneficiary organisation is not willing or able to accept the assets, the court gives the remaining assets to the National Cooperation Fund, as in accordance with Act V/2013 Section 3:404(1)-(3) and Act CLXXV/2011 Section 10/A(1).

Article 9 – Amendment of Bylaws

Section 9.01 These By-Laws may be altered, amended, added to or repealed at any Board meeting that is called for that purpose by a majority vote of the Board.

Article 10 – Construction

Section 10.01 In the case of any conflict between the Deed and these By-Laws, the Deed shall overrule these Bylaws.

These Bylaws were approved by the Board of Trustees of GILE Oktatási Alapítvány on the 23rd of September 2021 (Resolution No. 16/2021).