



BY-LAWS
OF THE GiLE FOUNDATION
(GiLE OKTATÁSI ALAPÍTVÁNY)

Updated and approved
by the Board of Trustees
on the 2nd of August 2024.

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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:
- Official Hungarian Name: GILE Oktatási Alapítvány (hereinafter: “Foundation”);
 - Founder: Craig V. Johnson
 - 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 of Trustees (hereinafter: 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 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. In furtherance of this mission, the Foundation shall pursue

its activities through three (3) core pillars, namely: Youth engagement, skills development, and innovation.

Section 2.03 The ‘youth engagement’ pillar creates the conditions to bring together different youth organisations and networks, who otherwise would not necessarily interact with each other, to think together, share their views, opinions, and needs, collaborate with each other, create a supportive changemaker community, and solve social and environmental challenges together.

Section 2.04 The ‘skills development’ pillar supplements the educational system and supports the lifelong learning journey of young adults, through organised workshops, training sessions, mentoring programmes, summer programmes, and short courses, to support their pursuit of a successful and meaningful life.

Section 2.05 The ‘innovation’ pillar creates the conditions for young adults to develop critical thinking and it provides opportunities for young adults to apply their skills to real life challenges, outside of the classroom, to potentially develop new and innovative solutions to social and environmental problems.

Section 2.06 The primary target audience of the Foundation is young adults, aged 18 to 35 years, who are changemakers, early career researchers, and lifelong learners.

- Changemakers: Self-motivated individuals who take creative action to solve pressing social or environmental challenges in their local community.
- Early career researchers: Self-motivated individuals who are pursuing intense research activities (e.g. PhD/MA students) and who are drawn to a career in research.
- Lifelong learners: Self-motivated individuals who are in a healthy habit of constantly pursuing knowledge, personal development, and practical experience.

Section 2.07 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 2.08 The Foundation shall not practice or permit any unlawful discrimination based on sex, age, race, colour, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Section 2.09 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 may be definite or 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 to:

- 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;
- where necessary, 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 appointment of officers;
- report to the Founder and President of the Foundation, primarily on a need be basis but minimum once per quarter (i.e. 3 months), about the current status of the Foundation. This includes reporting on the foundation's strategic plan, annual plan, financial situation, matters concerning governance and accountability, social impact metrics, and anything else that may have a material affect on the operations of the Foundation;
- exercise the rights of employer over the employees of the Foundation;
- approve the annual budget;
- keep record of the resolutions adopted by the Board, its organisational documents and other books;
- ensure that documents that relate to the operation of the Foundation are safely kept;
- 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, supporting materials and 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 that of 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 as a whole;
- 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 (financial) gain;
- approve all significant policies, procedures and codes of conduct of the Foundation;
- comply with the Foundation’s adopted Code of Conduct and Ethics Policy.
- comply with all other adopted policies and procedures of the Foundation; and
- ensure, to the best of one’s ability, that the Foundation operates in a transparent manner. This includes, but is not limited to, ensuring that appropriate information and necessary documents are made available, for example on the Foundation’s website, which could be considered important for the public interest.

Section 3.04 The right of appointing the President of the Board (hereinafter: “President”) shall be exercised by the Founder.

Section 3.05 In addition to the duties of the Board, the President 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 before the relevant meeting;
- preside over all Board meetings;
- call Board meetings by an invitation sent minimum 10 days prior to the date of the meeting.

- serve as an executive authority and official legal representative of the Foundation;
- report regularly to the Board, minimum once per quarter (i.e. every 3 months);
- coordinate the operational day-to-day activities of the Foundation;
- meet regularly with all appointed Officers and ensure that they are fulfilling their duties;
- submit plans, financial reports, budgets and forecasts to the Board for approval;
- safekeep documents related to the operation of the Foundation.
- oversee fundraising operations of the Foundation; and
- ensure compliance with the Code of Conduct and Ethics Policy in the Foundation.

Section 3.06 The Board may discharge its duties by appointing and supervising Officers to run the day-to-day operations. However, it is important to emphasise that the managing authority of the Foundation is the Board and therefore they remain the body that is ultimately responsible.

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 President shall take action concerning the call of the meeting within 8 days after the receipt of the request. Should the President 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 President 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 President 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 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 additional sub-boards and sub-committees in the Foundation for specific purposes, and they shall be the only authority to appoint people to them with clear rules on how these bodies function and report to the Board. Each body shall have at least one Board member or Officer in them, and all members shall be contracted to the Foundation.

Article 4 – Advisory Board

- Section 4.01 The Board may create an Advisory Board to access expertise and guidance. Such an Advisory Board should have clear rules on how it functions and reports to the Board and/or President. It should also have at least one Board member or Officer in it.
- Section 4.02 The Advisory Board should meet at least once per quarter (i.e. every three months).
- Section 4.03 The Board shall appoint a Chair of the Advisory Board to coordinate its activities and report on its developments and recommendations to the Board.
- Section 4.04 The roles and responsibilities of the Advisory Board includes the following:
- Provide advice to further the development of the strategy, leadership, and governance structures of the Foundation, by sharing valuable insights, skills, and experience that can enhance the decision-making process of the Board;
 - Identifying key issues, opportunities, and challenges of the Foundation;
 - Offer recommendations for improving the Foundation’s effectiveness;

- Support the Foundation in building valuable connections by helping to establish new partnerships and supporting existing ones, as well as engaging with key stakeholders to further its mission;
- Where possible, assist in fundraising efforts by leveraging their network, making personal contributions, or providing guidance on fundraising strategies;
- Where possible, assist in advocacy efforts by using one’s influence to promote the Foundation’s mission, raising awareness on its activities, and contributing to its positive public image;
- Where necessary, provide urgent guidance during times of crisis to help navigate challenges and support informed decision making.

Section 4.05 The Advisory Board operates in an advisory capacity, and members typically do not have fiduciary responsibilities. The ultimate decision-making authority rests with the Board and the organisation's leadership.

Article 5 – Officers

Section 5.01 The “Officers” of the Foundation shall mean the Treasurer and the Secretary of the GiLE Foundation.

Section 5.02 The Officers may only be appointed by the Board.

Section 5.03 The Foundation may have Officers but need not. If there is/are vacant Office position/s, then the President shall execute their duties and day-to-day activities until the relevant vacant position(s) is/are filled.

Section 5.05 The mandate for all Officers shall be for a definite period that does not exceed two (2) years, which can be renewed indefinitely by the Board by resolution;

Section 5.05 The remuneration, if any, of the Officers shall be determined by the Board.

Section 5.06 The roles and responsibilities that the Board may delegate to the Treasurer are the following:

- serve under the direction of the President and report to him or her on a regular basis, minimum once per month;
- 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;
- where applicable, ensure that record-keeping and accounts meet the conditions of donors or statutory bodies;

- ensure compliance with relevant legislation;
- ensure compliance with the adopted Code of Conduct and Ethics Policy of the Foundation; and

Section 5.07 The roles and responsibilities that the Board may delegate to the Secretary are the following:

- serve under the direction of the President and report to him or her on a regular basis, minimum once per month;
- where necessary, assist the President to coordinate the activities of the Foundation;
- maintain accurate and current information of the Foundation, its Board members, and employees;
- safekeep documents that relate to the operations of the Foundation;
- keep accurate minutes of each Board meeting and forward copies to all Board members. The minutes should include:
 - the date, place, and time of the 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; and
- ensure compliance with the adopted Code of Conduct and Ethics Policy of the Foundation.

Section 5.08 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 6 – Staff Members and Contributors

Section 6.01 All “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, but not necessarily, include paid interns, trainees and work placements in the Foundation, for example.

- Section 6.02 A “Contributor” shall mean any individual, other than a Board member, Officer, or Staff member, as defined, 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 6.03 The Foundation may have Contributors and Staff but need not.
- Section 6.05 The Board may recruit and enter a contract with a Contributor or Staff member on behalf of the Foundation. The contract shall clearly specify their roles and responsibilities.
- Section 6.05 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 President.
- Section 6.06 Any remuneration that is payable to a Staff member or Contributor shall be determined and agreed to by the Board.
- Section 6.07 All Staff members and Contributors 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 Staff members and Contributors, and it shall be clearly noted in the contract between the relevant parties.

Article 7 – Removal and Resignation

- Section 7.01 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 7.02 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 7.03 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 7.05 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 7.05 An Officer 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 7.06 The contract between the Foundation and the Staff member, or the Foundation and a Contributor, may be cancelled prior to its expiry by the Board or by the President, if the implementation of the purpose of the Foundation is in direct jeopardy, or for any other legitimate reason.

Article 8 – Indemnification

- Section 8.01 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 9 – Dissolution

- Section 9.01 The Founder may exercise his right to dissolve the Foundation at any time.
- Section 9.02 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 3:505(1)-(3) and Act CLXXV/2011 Section 10/A(1).

Article 10 – Amendment of Bylaws

Section 10.01 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 11 – Construction

Section 11.01 In the case of any conflict between the Deed and these By-Laws, the Deed shall overrule these Bylaws.