

**BYLAWS**  
*of the Veszprém County Chamber of Commerce and Industry*

PREAMBLE

Chambers of commerce and industry throughout Europe are representing institutions whose origins can be traced back to the first guilds.

Thanks to their characteristic historic and institutional developments, chambers of commerce and industry are special among other organisations because they not only foster the development of businesses, but also of the overall economy.

Chambers of commerce and industry:

- represent the general interests of the European business community;
- support the development of business activities on local and regional levels;
- fulfil the role of advisor towards the State and public offices;
- discharge the tasks specified by the State and the public offices;
- provide a broad range of services for the business community such as: special training, supply of economic information, support for the trade and cooperation, establishment of businesses, infrastructure development and management, assistance in the settlement of trade disputes, support innovation, new technologies and measures related to quality, foreign investments;
- ensure consultation forum for businesses of any size active in any sector;
- enjoy broad organisational, financial and operational autonomy;
- their management positions are occupied by business persons selected from all of the economic sectors;
- they form a deeply rooted network on local and regional level extending to Europe and to other parts of the world.

Thanks to their activities, they greatly contribute to increasing competitiveness and job creation.'

Embracing the above quoted ideas of the CHARTER OF THE EUROPEAN CHAMBERS OF COMMERCE AND INDUSTRY, the Veszprém County Chamber of Commerce and Industry creates its charter as per the following pursuant to the authorisation of Act CXXI of 1999 on Economic Chambers (hereinafter: Chambers Act):

GENERAL PROVISIONS

I. Purpose, vocation and basic duties and responsibilities of the Chamber

1. In addition to the public body purposes as per the Chambers Act, the purpose of the Chamber is to create and maintain cooperation opportunities among its members to promote and continuously ensure direct economic and social relations among private individuals, entrepreneurs and legal entities and - also in line with the economic advocacy organisations - and cooperation basing on mutual interests.
2. The mission of the Chamber, in accordance with the Chambers Act and its Bylaws, is to promote the development and self-organisation of the economy through its self-governing operation, to create and maintain the long-term safety of business turnover, fair economic behaviour and the prevalence of the joint interests of those pursuing economic activities.
3. The Chamber may not perform any professional, employer or employee advocacy function.

## II. Definition of the Chamber

4. The Chamber is a public body created by the business organisations through election in accordance with the provisions of the Act.
5. The provisions of these Bylaws shall be construed in view of and in accordance with the Act on Chambers. For the purposes of the Bylaws, the rules of Section 2 of the Act are authoritative for interpreting the following terms: business organisation, member of the chamber of economy, crafts, agriculture and forestry, national economic advocacy organisation, natural person entitled for representation and member of the chamber of economy. (Annex 1.)
6. Name of the Chamber: Veszprém County Chamber of Commerce and Industry. Abbreviation of the Chamber: VKIK. International name: Chamber of Commerce and Industry Veszprém. English abbreviation of the Chamber: CCI Veszprém
- 7. Seat of the chamber: H-8200 Veszprém, Radnóti tér 1.**
8. The Chamber is a public body established based on the Act which has self-governance and registered membership (Section 65 of the Civil Code)
9. The Chamber operates based on these Bylaws as determined by the General Assembly.

## III. Rights and obligations of the chamber

10. The CCI Veszprém has the following rights:
  - take part in the General Assembly of the Hungarian Chamber of Commerce and Industry via its delegates with advisory and voting right,
  - take part in the election of the organisational bodies and the President of the Hungarian Chamber of Commerce and Industry, use the services of the Hungarian Chamber of Commerce and Industry,
  - in order to realise its objectives, cooperate and, if necessary, contract with the local municipalities, state and social organisations and economic interest groups.
11. The CCI Veszprém has the following obligations:
  - perform the general advocacy of the economy, and as part of this, promote the prevalence of the general economic interests of its members,
  - from the membership dues paid by its members, transfer the portion as determined by the General Assembly of the Hungarian Chamber of Commerce and Industry to the Hungarian Chamber of Commerce and Industry to cover the costs entailed by its operation, — to comply with the Bylaws and other self-governing regulations of the Hungarian Chamber of Commerce and Industry, — and to cooperate in the statistical data collection as defined by the Hungarian Chamber of Commerce and Industry entailed by the data reporting obligation stipulated by the act on statistics.

#### IV. Free prevalence of the right of association

12. The Chamber's operation does not affect the prevalence of the freedom of association, so in particular, it does not restrict the social organisations' right to freely determine the purpose of their activities.

#### V. Termination of the Chamber

13. The Chamber shall be terminated if
- it is merged with any other chamber of economy,
  - if it splits up into two or more chambers of economy,
  - if the number of its members drops below 10,
  - if the court dissolves it based on the law.
14. The Chamber of economy created by merger shall be the general legal successor of the merging chambers.
15. The decision on division shall also provide for the distribution of assets. The rights and obligations of the Chamber of economy shall devolve to the constituent chambers as legal successors in proportion to the distribution of assets. The successor chambers shall bear joint and several liability for a period of five years for any debts of the predecessor chamber that were unknown at the time assets were distributed and for the debts assumed by any successor chamber that cannot be collected. If the Chamber is terminated because the number of its members drops below 10, the legal successor of the Chamber shall be the Hungarian Chamber of Commerce and Industry which shall take the necessary measures to ensure the continuous performance of the public duties of the Chamber, if necessary, by designating another chamber of economy.
16. The merger or the demerger in the legal successor chamber shall not affect the rights and obligations of the members. In case of spin-off, the member may give its declaration regarding the Chamber in which it intends to remain a member following the spin-off.

### MEMBERSHIP

#### VI. Members of the Chamber

17. All business organisations — including sole entrepreneurs — that voluntarily assume the obligations associated with membership rights and are added to the registry of members.
18. The membership of a business organisation shall commence upon its registration to the registry of members. Preliminary companies within the meaning of the Business Associations Act may request their admission to the registry of members. If the court of registration denies registration to such preliminary company, it shall be deleted from the registry of members.
19. Members of the Chamber may exercise their municipal rights in accordance with the Chambers Act and these Bylaws.

## VII. Rights and obligations of Chamber members

20. Membership in the Chamber shall entail the follow obligations, to be met by way of a natural person vested with powers of representation:
- to be elected as a delegate, member of the chamber's organs or president (vice president) of the chamber;
  - to hold an office in the chamber;
  - to attend the congress of delegates of the national chamber of economy as a delegate, and to elect - by way of proxy - the organs and the president and the officers of the national chamber of economy from among the members of the chamber;
  - to use of the services of the chamber or the Hungarian Chamber of Industry and Commerce.
21. Members of the chamber shall
- to comply with the stipulations of these Bylaws and of the chamber's regulations and other municipal regulations,
  - to meet data reporting obligations and pay membership dues.

## VIII. Termination of membership

22. Membership in the chamber can be terminated in the following manners:
- deletion
  - exit
  - exclusion
  - joining a different chamber.

### 22/A. Deletion

- Chamber membership shall cease by means of deletion if the business organisation is dissolved without a successor or the sole entrepreneur loses his right to engage in sole entrepreneurial operations, or if the court of registration denies registration of a preliminary company admitted to the registry of members.

### 22/B. Exit

- Business organisations with no overdue membership dues may terminate their Chamber membership by leaving the Chamber. Written statements to this effect may be made at any time, however the rights and obligations associated with membership shall remain valid until the last day of the year at issue.
- The declarations of exit of members with overdue membership dues shall be assessed according to the rules of exclusion and sanctions, if the member opts to leave the chamber without settling its dues.

### 22/C. Exclusion

- Any repeated or severe violation of membership obligations shall entail the exclusion of the member from the chamber. Repeated or severe violation of membership obligations include

unethical business conduct by a member of the chamber or failure to comply with the data reporting or membership payment obligation.

#### 22/D. The exclusion procedure

- Exclusion of a member on grounds of unethical conduct may occur if the Board of Directors issues a decision terminating membership on the basis of the Ethics Committee's decision as a result of such conduct. The resolution shall state the annual membership dues already paid by the member as well as the outstanding balance.
- Failure to comply with the data reporting and membership dues payment obligation shall result in the termination of chamber membership if the chamber member fails to settle its membership dues despite having received a payment reminder; in this case, the Board of Directors shall issue a resolution of the termination of membership.

#### 22/E. Legal consequences of exclusion

- The membership of an economic organisation, if terminated by way of exclusion, shall not be renewed for a period of one year from the date of the official decision on termination or, if reviewed by court, from the definitive date of the court ruling.
  - Excluded members shall be denied a declaration of support from the chamber for tenders — within the deadline specified in the previous section —, and may only use the Chambers services at market rates.

#### 23. Joining a different chamber

- Chamber membership shall also cease if the business organisation joins a different regional chamber. In this case, membership shall cease on the day that the business organisation is admitted to the other regional chamber, by way of deletion within 30 days of receipt of registration issued by the other chamber.
- Members of regional chambers may terminate their membership as of the last day of the calendar year if they wish to become members of a different type of economic chamber — among the types authorised in the Chamber Act — starting from the first day of the subsequent calendar year (joining the different chamber).
- Joining a different chamber may be done during the year if the chosen new economic chamber issues a declaration of acceptance made out to the original chamber in the member fulfils its prorated membership payment.
- The chamber membership of the business organisation joining a new chamber shall cease on the last day of the calendar year or on the day of termination coinciding with the receipt of the declaration of acceptance.

#### 24. Date of termination of chamber membership

- In the event of deletion, termination of chamber membership coincides with the entry into force of the underlying resolution.
- In the event of exit from the chamber, the date is the last day of the year at issue.

- In the event of exclusion, the date stated in the Board of Directors's pertaining resolution or the date stated in the binding court resolution in the event of the resolution's judicial review.
  - The rules stipulated in Section 23 govern moves to a different chamber.
25. The date of termination of chamber membership in the above manner shall also be entered into the member records.

#### IX. Supporting and honorary members of the chamber

26. All resident and nonresident legal entities and unincorporated organisations (the exception of the business organisations specified in Section (a) of the Chamber Act, see Annex 1) and natural persons over the age of 18 that gain membership specifically with the status of supporter are eligible for being supporting members of the chamber. Supporting members may take part in General Assemblies with consultation rights, however such members and their representatives are not eligible for holding chamber offices.
- Supporting members shall pay dues in the amount offered by them, but amounting to at least the minimum membership dues defined in these Bylaws. Retired supporting members shall pay at least 50% of the minimum membership dues. Supporting members are not required to register, but the Chamber may list them as such in its registry of members.
- Supporting members have no voting powers.
27. Honorary chamber members may be natural persons having shown notable support for the chamber or the county's economic endeavours, and deemed as deserving of the title by the Board of Directors. The Board of Directors may award honorary membership to at most five persons per year.
- Honorary members shall be governed by the Chamber's rules defined for supporting members, and such members shall be listed in the Chamber's registry of honorary members and shall not be required to pay membership dues.

#### THE CHAMBER'S FUNCTIONS

- X. The Chamber shall perform the functions defined in the Chambers Act and shall provide a broad range of services to its members
28. The Chamber shall foster and promote the development of infrastructure supporting economic activity in the broad context of economic development.
29. The Chamber shall support the attainment of effective business objectives within the national economy and the regional economy.
30. It shall cooperate in the elaboration of territorial development concepts and programs.
31. The Chamber shall carry out the vocational training tasks defined in legislation, and manage trade training and examination in accordance with the divisional classification of the vocational training units.

32. In an effort to improve the conditions of international trade, the Chamber shall take part in disseminating economic information and publicity related to the development of commerce in foreign countries or from Hungary to foreign countries, and in Hungary for foreigners and coordinate the activities of economic organisations related thereto, notably by organising fairs, exhibitions, conferences and other events of the like;
33. The Chamber shall foster the activities of its members related to standardisation, quality assurance and industrial property protection, provide relevant methodological assistance and information, support and promote training and further training in these areas and cooperate with the competent public and local municipal organisations, NGOs and public bodies in this context.
34. The Chamber shall take part, hand-in-hand with the Hungarian Chamber of Commerce and Industry, in disseminating economic information and publicity related to the development of commerce in foreign countries or from Hungary to foreign countries, and in Hungary for foreigners.
35. The Chamber shall participate, hand-in-hand with the Hungarian Chamber of Commerce and Industry, in the work of international chamber organisations, operate chamber representations abroad and communicates with the regional chambers of other countries.
36. The Chamber shall provide information to its members or to third parties in the interest of its members on Hungarian and foreign legislation relevant to the economy, economic policy decisions and measures affecting the operations of its members, furthermore, it shall promote business partner matchmaking and the development of economic cooperation.
37. To ensure that its members make informed business decisions, the Chamber shall compile, organise and disclose economic, technical and legal information to its members in accordance with the specific rules adopted by its bodies.
38. The Chamber shall cooperate, in accordance with the relevant statutory provisions, in the effective utilisation of appropriated public funds for purposes linked to its functions serving economic development.
39. To participate in discharging the duties of providing information and training in connection with Hungary's accession to and membership in the European Union affecting economic organisations and certain sectors, excluding the types of training where the chambers are vested with powers of control, including to draw up methodological guides for filing applications, to provide information on funds available from the European Union and the pertaining conditions, on Community laws concerning certain trades and professions, on other acts of Community institutions and on the decisions of the European Commission.
40. To gather economic, technical, environmental and legal information from national, European Union and international sources, and to organise and make them available to economic organisations to inform their decisions.
- 40/A. The basic services provided by the regional chamber of commerce and industry free of charge to all valid members include:

- a) advisory services in economic, financial, taxation and credit access matters;
- b) business partner matchmaking (via the business network);
- c) legal advisory services;
- d) participation at the announced chamber forums and events;
- e) access to chamber newsletters in digital and hardcopy format;
- f) administration linked to products of the Széchenyi Card Programme;
- g) Chamber Member and Discount card;
- h) access to information and services on the Chamber's password-protected web portal;
- i) bespoke tender advisory services.

40/B. Other (discounted) services provided by the regional chamber of commerce and industry to all valid members include:

- a) participation at the announced chamber forums and events and domestic and international trade events;
- b) official certification of documents, issuance of certificates of origin and force majeure,
- c) offering advertising opportunities in print and digital newsletters, chamber publications and events;
- d) exercising the rights of chambers of commerce and industry afforded by the act on public procurements (preliminary dispute resolution) at the initiative of chamber members.

40/C. Basic services to be provided on a mandatory basis free of charge to business organisation registered in the chamber's records — but not chamber members — include:

- a) advisory services in economic, financial, taxation and credit access matters;
- b) business partner matchmaking (via the business network);
- c) tender monitoring (Section 8(2a) of the Chamber Act)

XI. In order to establish, preserve and improve the security of business transactions and the fairness of market practices, the chamber shall

- 41. keep a list of its members, containing information on their economic activities, adhering in this context to legislation on the protection of trade secrets and personal data, with the list only specifying the name and address of sole entrepreneurs;
- 42. initiate action — defined in legislation — by the competent authority if it perceives any activities subject to possession of an authority permit that are carried out in the absence of such a permit or diverged from the permit;
- 43. issue and authenticate documents and certificates of origin pertaining to goods, as well as other documents required for commercial transactions;
- 44. compile and publish commercial conventions and provide information on good contracting practices;
- 45. provide the necessary information to authorities and courts enabling them to pass decisions in antidumping and market protection matters, within the framework defined by legislation on the protection of personal data;

46. participate in carrying out quality assurance, antidumping and market protection functions and handling transport claims related to the international business dealings of its members, on the basis of specific mandates;
47. Section 10(1)(c) of the Chambers Act (*Annex I*)
48. Section 10(1)(d) of the Chambers Act (*Annex I*)
49. Section 10(1)(e) of the Chambers Act (*Annex I*)
50. cooperate with consumer protection authorities and the competition authority;
51. initiate, at its discretion, oversight proceedings pursuant to the act on the registration of companies, public company information and court registration proceedings and request the tax authority to terminate the private entrepreneur's activities;
52. operate the arbitration boards in accordance with Act CLV of 1997 on Consumer Protection.

XII. To foster the general, common interests of economic entities, the chamber shall:

53. assist in drafting legal regulations pertaining to economic organisations by providing proposals, opinions and information and help to develop government and local government programs and measures in concert with public interests related to the development and organisation of the economy, the security of business transactions, and the fairness of market practices;
54. collect data, in accordance with the provisions of the act on statistics, from its members to ensure the well-foundedness of the above recommendations, opinions and information, and prepare and publish analyses on economic developments based on this data;
55. initiate the enforcement of the right of enterprise and the freedom of economic competition, the amendment or repeal of legal regulations and measures preventing or restricting the market economy from functioning, the enactment of the requisite legal regulations and measures required for changing such circumstances.

XIII. Ties to other economic advocacy groups and nongovernmental organisations

56. The Chamber shall issue opinions on economic proposals related to its functions following prior consultation with the affected economic advocacy groups and other NGOs, as necessary.
57. The Chamber shall cooperate, to a reasonable extent, with the affected economic advocacy groups and other NGOs when preparing economic proposals or initiating the submission of such proposals.
58. The Chamber shall cooperate, as necessary, with the affected economic advocacy groups and other NGOs when proceeding in other matters related to its activities.

## THE CHAMBER'S FINANCIAL RESOURCES

### XIV. The Chamber's resources for attaining its objectives

59. The chamber's revenues:

- a.) dues paid for the Chamber's services,
- b.) membership dues,
- c.) other revenues, including donations,
- d.) tender funds,
- e.) revenues generated by companies founded by the chamber,
- f.) budgetary subsidies defined in the Budget Act.

60. With the exceptions set out in Section 62, the Chamber shall not engage in gainful, for-profit production, commercial or service activities, nor shall it be a member of or acquire shares in any business associations that do.

61. In order to fulfil the public duties that require business activities, the Chamber may establish a business association, and shall use all after-tax profits from business operations only for the fulfilment of public duties.

62. The Chamber may participate or acquire shares in a business association only if its liability is limited to its financial contribution. The Chamber and its business association referred to in the previous point may not obtain a loan that is large enough to jeopardize its ability to fulfil the public duties, may not issue bills and other forms of debt securities, may not use the subsidies received from any subsystem of the central budget as collateral for a loan or to pay off a loan, and must invest its free funds only in securities guaranteed by the State.

## THE CHAMBER'S ORGANISATION

### XV. Collegiate bodies

63. Collegiate bodies

1. The General Assembly
2. Divisions
3. The Board of Directors
4. The Supervisory Committee
5. The Ethics Committee

## XVI. The General Assembly

64. The General Assembly is the Chamber's main governing and decision-making body, comprising 80 persons. Delegates exiting the organisation shall be replaced by voting if the number of delegates falls below 55.
65. The following falls within the exclusive competence of the General Assembly:
- a) endorsing and amending the Chamber's Bylaws;
  - b) electing and dismissing the president (vice presidents) of the Chamber as well as the Board of Directors, Supervisory Committee, and Ethics Committee members (regular and substitute), and determining the remuneration of officers;
  - c) determining the Chamber's annual budget and approving the annual report;
  - d) determining membership dues;
  - e) issuing decisions on mergers or demergers with other economic chambers;
  - f) electing delegates and deputy delegates to the General Assembly of the Hungarian Chamber of Commerce and Industry;
  - g) electing the members and chairmen of the Chamber's Nomination Committee, Vote Counting Committee, Mandate Inspection Committee and Election Committee;
  - h) issuing decisions on matters of autonomy;
  - i) the General Assembly shall issue decisions on the establishment, transformation or termination of the business organisations specified in Sections 60 - 62, and on the acquisition or alienation of business shares in such organisations, irrespective of the value of the transaction. The General Assembly shall issue decisions on the establishment and termination of nonprofit business organisations created for the purposes of tenders, and on the acquisition of business shares in excess of HUF 10 million in such organisations;
  - j) the General Assembly may issue decisions on all matters raised by members that do not contradict the provisions of the law.
66. The General Assembly shall be convened at least once a year. The General Assembly shall be convened by the president, specifying the agenda. The president shall convene the General Assembly if requested by at least one-fifth of all delegates, specifying the reason and purpose. The president shall chair the General Assembly, or the General Assembly may appoint a presiding chair at the former's recommendation.
67. The General Assembly has quorum if more than half of the delegates are present. A General Assembly delayed due to the lack of quorum and re-convened with the same agenda shall be quorate irrespective of the number of delegates with voting power present. The repeated General Assembly shall be held at least 30 minutes past the starting time indicated in the original invitation.
68. The resolutions of the General Assembly shall be passed through open ballot, by simple majority. The General Assembly may impose voting by secret ballot by simple majority for any proposal.
69. A two-thirds majority of the delegates in attendance shall be required:
- a.) for adopting and amending the Bylaws,
  - b) the Chamber's merger with or demerger from another chamber;
  - c) decisions that affect the autonomy of a division.

70. The Board of Directors may invite guests to the General Assembly, with right of consultation.
71. Minutes shall be taken of the General Assembly. The person appointed by the General Assembly shall take and certify the minutes.

#### XVII. Divisional autonomy

72. Each division consists of the chamber members belonging to it. The Chamber's mission is to promote the individual interests of separate key groups of its members that do not contradict the general interests of economic agents. Divisions are managed by Deputy Chairmen of the divisions.
73. Members of the Chamber of Commerce and Industry Veszprém operate in four divisions:
- a.) the industry division,
  - b.) the trade division,
  - c.) the services and tourism division,
  - c.) the crafts and trades division.
74. Division meetings are entitled to:
- a) present proposals on decisions that affect the autonomy of a division to the General Assembly,
  - b) formulate a position on all matters affecting the division,
  - c) present such positions to the General Assembly or the Board of Directors,
  - d) initiate the drafting of legislation in matters affecting the division,
  - e) operate trade advisory boards to foster more effective trade-related work.
75. Division meetings shall be convened at least once a year, specifying the agenda. Division meetings shall be convened by the vice president of the division. A division meeting shall be convened if requested in writing by at least one fifth of the meeting's members, specifying the reason and purpose. Division meetings shall be chaired by the vice president of the division.
76. Division meetings define their own regulations governing their operations, meeting rules of procedure and decision-making, however these regulations shall not contradict the provisions of the Bylaws.
77. The divisional management helmed by the vice president of the division oversees the divisions work.
78. The management of divisions shall define, in the context of autonomy, the scope of its special activities, propose a budget enabling it to carry out these activities to the General Assembly, which the General Assembly shall define in the Chamber's annual budget.
79. The collegiate work of the division shall be conducted in accordance with the provisions of these Bylaws.
80. The management of divisions shall convene at least four times a year, and such meetings shall be governed by the provisions of these Bylaws.

81. The work performed by divisions and of the management of divisions, and the special tasks of divisions shall be performed by the specifically appointed person(s). The specific rules governing their tasks are defined in the Rules of Procedure of the organisation.

#### XVIII. The Board of Directors

82. Between General Assemblies, the Board of Directors is the governing decision-making body of the Chamber.
83. The Board of Directors comprises 23 members.  
Members: President (1 person)  
 General vice president (1 person)  
 Vice presidents (4 persons)  
 Industry division (5 persons)  
 Trade division (4 persons)  
 Services and tourism division (5 persons)  
 Crafts and trades division (3 persons)
84. The Chairman of the Supervisory Committee and of the Ethics Committee, and the Secretary-General shall take part as permanent members of Board of Directors meetings, with consultation rights.
85. In order to foster the work of the Board of Directors, it may set up standing and ad hoc committees, as well as advisory committees of up to 20 persons, comprising the leaders of chamber members.
86. The following falls within the exclusive competence of the Board of Directors:
- a) establishment of international and regional representative bodies,
  - b) the Chamber's Board of Directors passes decisions on the establishment of nonprofit business organisations for tender purposes up to the HUF 10 million threshold, and on the participation in the termination of participation in such business organisations,
  - c) endorsing the rules of procedure of the Chamber's Nomination Committee, Vote Counting Committee and Mandate Inspection Committee,
  - d) establishment of other organisational units,
  - e) decisions on donations made by honorary members,
  - f) decisions on the exclusion of members,
  - g) endorsement of rules on the organisation and operation of the Chamber's work,
  - h) exercising employer's rights in respect of the establishment and termination of employment and the amendment of the employment contract for the Secretary-General,
87. The Board of Directors shall convene at least four times a year, or as necessary
88. Meetings of the Board of Directors shall be convened by the president, specifying the agenda. The president shall convene a meeting of the Board of Directors if one third of the members of the Board of Directors requested in writing, specifying the reasons thereof. Board of Directors meetings shall be chaired by the President or the Vice President appointed by it.

89. The Board of Directors meeting shall have a quorum if more than half of the members with voting powers are present. The decisions and resolutions of the Board of Directors shall be passed through open ballot, by simple majority.
90. The Board of Directors may invite the representatives of advocacy groups, be admissible and state bodies engaged in activities relevant to the operations of the Board of Directors and the Chamber to its meetings as permanent guests, while the President may invite the representatives of organisations affected by the specific agenda on an ad hoc basis, with such guests having consultation rights.

## XX. The Supervisory Committee

91. The Supervisory Committee is the Chamber's supervisory body. It consists of five members. The Supervisory Committee is a collegiate body, and its members appoint the chairman.
92. The following persons may not be elected members of the supervisory committee:
- a) members of the Board of Directors,
  - b) the Secretary-General of the of the Chamber,
  - c) persons working in the administrative organisation of the Chamber, who are employed by the chamber or have another work-related legal relationship with it;
  - d) the next of kin of the above specified persons, their spouse, linear relative, adopted, step or foster child, adopted, step or foster parent, and the sibling, relative, domestic partner, spouse of a linear relative, relative or sibling of the fiancé(e) or spouse, or spouse of a sibling.
93. Persons with appropriate qualifications — other than members of the chamber — may be elected Supervisory Committee members.
94. Functions and powers of the Supervisory Committee:
- a) monitoring and overseeing the Chamber's operation in accordance with its Bylaws,
  - b) overseeing the implementation of General Assembly and Board of Directors resolutions,
  - c) overseeing the Chamber's financial management in accordance with its budget, the Chamber's finances, business activity and accounting rules,
  - d) overseeing the purpose and relevance of financial management,
  - e) investigating and issuing decisions on member of claims specifically lodged or transferred to it,
  - f) proceeding in all matters affecting the Chamber upon request.
95. The Supervisory Committee carries out its functions according to its own rules of procedure, endorsed by it. It shall not issue instructions practicality on the execution of their tasks.
96. The Supervisory Committee:
- a) shall report on its work annually to the General Assembly,
  - b) regularly notify the Board of Directors on the experiences of its work.
97. The Supervisory Committee may request any data or information from the Chamber's officers or administrative bodies, and access all documents that are necessary for performing its functions.
98. The Supervisory Committee shall examine the following drafts prior to presenting them to the General Assembly and the Board of Directors:

- a) the Bylaws (and amendments thereto),
- b) the annual budget and the annual report.

The Chairman of the Supervisory Committee shall share his experiences of the audit at the meeting of the Board of Directors on the General Assembly, otherwise no valid resolution may be issued.

99. The Supervisory Committee may, as necessary, call on the Board of Directors to take the necessary measures in order to ensure the compliance of Chamber's operation and financial management with legislation, the Chamber's Bylaws and other municipal regulations.
100. If the Board of Directors fails to comply with this request, the Supervisory Committee shall initiate the convening of the General Assembly.
101. The Chairman of the Supervisory Committee shall convene the General Assembly if the Chairman fails to comply with this obligation.

#### XXI. The Ethics Committee

102. The Ethics Committee is a collegiate body comprising five members. The Ethics Committee shall appoint its chairman from among its members.
103. The Chamber shall perform the tasks defined in Section 10(1) c./ - e./ of the Chambers Act through the Ethics Committee, with the exception of the definition of its ethical rules. (Annex 1)
104. The Chamber's officers shall cooperate in the work of the Ethics Committee, as necessary.
105. The chairman of the Ethics Committee shall represent the chamber in the context of the Committee's role. It may transfer these powers to members of the Ethics Committee in writing, either on an ad hoc basis or in specific matters.

#### XXII. Officers

106. According to (1) 27. § of the Chambers' law the Officers of the Chamber are:
- President: dr. György Markovszky, address: 9 Kinizsi St, Veszprém, 8200
  - General vice president: Tamás Pápai, address: 16 Patak St, Csopak, 8229
  - Vice presidents:
    1. László Csizmadia, address: 4 Alkotmány St, Tapolca, 8300
    2. József Bogdán, address: 22 Szent I. St, Pápa, 8500
    3. Csaba Szijártó, address: 15/1 Nagy László St, Balatonkenese, 8174
    4. Tamás Tornai, address: 8/2 Park St, Devecser, 8460
  - the Chairman of the Supervisory Committee: Ágnes Németh, address: 2 Szent I. St, Veszprém, 8200
  - the Chairman of the Ethics Committee: dr. László Szücs, address: 6 Muskátli St, Veszprém, 8200
  - Secretary General: dr. Istvánné Somogyi, address: 4 Vajda J. St, Balatonalmádi, 8220

## XXII. The President

107. The President of the chamber is elected by the General Assembly for a term of four years.
108. The President has independent responsibility for managing the chamber within the framework defined by the Bylaws and the General Assembly's resolutions, in the context of which he:
- a) represents the Chamber,
  - b) manages the work of the Chamber's bodies and oversees the implementation of its resolutions,
  - c) proceeds independently in all matters affecting the chamber, with the exception of the matters within the exclusive competence of the General Assembly and the Board of Directors,
  - d) exercises the right to undertake commitments on behalf of the chamber,
  - e) exercises employment rights in respect of the Secretary-General in the areas not within the exclusive competence of the Gen assembly.
109. The President may share his powers with the Deputy Chairmen, or delegate partial tasks to them.
110. The President shall report on his activities to the Board of Directors.

## XXIV. Vice President

111. The General Assembly shall elect one President, one Vice President and four Vice Presidents of the divisions for a term of four years. The Vice President of the industry division shall perform general vice president functions. In the context of their mandate and proceeding within their role, Vice Presidents have identical legal status to the President, with the difference that:
- a) they may not exercise obligations pertaining to the Chamber independently,
  - b) they may not exercise employer's rights independently.
112. The Vice President shall report on their activities to the Board of Directors and notify it of the implementation of their functions.
113. The functions of Vice President in charge of divisions:
- participating in the divisional and professional governance of the chamber,
  - cooperating in the harmonisation of communication with members,
  - participating in organising, managing and coordinating the chamber's external relationships,
  - managing all matters related to their division, with the exception of decisions within the exclusive competence of the General Assembly or the Board of Directors,
  - preparing items on the agenda of the General Assembly or meetings of the Board of Directors for decision at Vice President meetings.

## XXV. Common rules governing officers

114. The Chamber's elected officers (persons proceeding on behalf of the organisation in the context of assignments)

- a) may only issue statements on behalf of the chamber on the basis of General Assembly resolutions endorsed by the Board of Directors, and in accordance with such resolutions,
- b) may issue statements independently as officers (agents) of the chamber, but only in the spirit of endorsed resolutions,
- c) may express and represent their individual opinions as members of the Chamber, with no restriction,
- d) the pertaining conflict-of-interest rules are governed by Section 27 of the Chambers Act (Annex 1).

115. The mandate of an elected officer shall cease:

- a./ upon expiry of the mandate,
- b./ upon resignation,
- c./ upon dismissal,
- d./ upon the officer's death.

116/A. The dismissal procedure

The General Assembly shall decide about the dismissal of the elected officer — based on the proposal of the Board — with open voting and with simple majority.

The Board or — provided that the Board does not accept its motion to this end - the Supervisory Committee is entitled to initiate the dismissal of the elected officer in the following events:

- a) A situation of conflict of interest as defined by Section 27 of the Act on Chambers has been created in connection with the elected officer and the officer fails to discontinue the conflict of interest or fails to resign his/her office within 30 days of the start of such situation (reason for conflict of interest)
- b) The Ethics Committee of the Chamber warns the elected officer due to his or her behaviour violating the Chamber's Code of Ethics. (ethical reason)
- c) The company at the time of appointment of the officer appointed from the division or the legal relationship tying the officer to this company ceases for any reason whatsoever and the new company of the officer is not a member of the division which originally nominated the officer. (divisional reason)
- d) The Chamber membership of the company as at the time of appointment of the elected officer or the legal relationship tying the officer to this company ceases for any reason whatsoever, provided that his/her appointment to become an officer took place so that the nominating company - playing a special role in the economic life of the county - receives appropriate representation (function) within the Chamber in line with its economic weight. (reason of economic weight)

Whenever an elected officer is dismissed, the dismissing General Assembly shall decide whether or not to announce an interim election to replace the dismissed officer. If the President is being dismissed, the announcement of the interim election is mandatory.

116. The officers of the Chamber as well as the members of the Board and permanent committees discharge their duties as a social mandate.

## XXVI. The Secretary General and the work organisation

117. The Secretary General acts as the head of the Chamber's work organisation; the Secretary General is being employed by the Chamber.
118. The Board exercises employer's rights over the Secretary General in connection with the establishment and termination of employment and modification of the work contract, while the President exercises other employer's rights.
119. The Secretary General exercises the employer's rights over the employees working in the work organisation of the Chamber.
120. The detailed rules of the legal status and the duties and responsibilities of the Secretary General are determined by the Organisational and Operational Rules of the Chamber's work organisation.
121. Secretary General:
- a) supervises and oversees the execution of committee resolutions,
  - b) directly controls and supervises the work of the Chamber's executive and administrative organisation and the Chamber's work organisation,
  - c) performs all those tasks and responsibilities that he/she has been vested with by the Board or by the President.
122. The Organisational and Operational Rules contain the details pertaining to the structure of the Chamber's work organisation, the reporting lines of the persons being employed, their rights, obligations and basic rules as approved by the Board.

## XXVII. Representation of the Chamber

123. The President can represent the Chamber of economy independently. He may transfer his authorities in writing to the Vice President or the Secretary General in the way as determined by the Bylaws and case-by-case, in view of the specific groups of cases.
124. Within the duties and responsibilities of the Committee, the chairman of the Ethics Committee shall carry out the representation of the Chamber independently. He may, from time to time, transfer his authorities to the members of the Committee.
125. The President and the officer especially authorised in writing and - within the framework of the Organisational and Operational Rules - the Secretary General are entitled to sign - and make commitments - on behalf of the Chamber.

## ELECTION RULES

### XXVIII. Committees preparing and administering the election

126. Based on the proposal of the Board of Directors, prior to the elections, the General Assembly creates the following committees for a 4-year period, by also determining the chairman of the committees.
127. Nominating Committee (5 members). Every division shall delegate one person each to the committees, while the 5th member shall be the committee chairman appointed by the General Assembly.
128. Duties and responsibilities of the Nominating Committee:
- Collect the nominations made in person, via mail, fax or e-mail.
  - Keep the received nominations until the time as stipulated by the Election Rules.
  - The chairman of the committee convenes and chairs the member nominating division meeting.
  - At least one member of the committee participates in the delegate nominating election organised on the venue of the election, thereby ensuring the cleanness and uninterruptedness of the voting.
  - Informs the General Assembly electing the officers about the nominations.
  - Following the election of the delegates, they contact the delegates, ask a proposal for the persons of the President of the Chamber, the Vice President of the divisions, the members of the Board, the members of the Ethics Committee, the members of the Supervisory Committee and the national chamber delegates.
129. Mandate Inspection Committee (5 members). Every division can delegate one person each to the committee, while the 5th member shall be the committee chairman appointed by the General Assembly.
130. Duties and responsibilities of the Mandate Inspection Committee:
- For the received nominations, they verify whether the given organisation is eligible for nominations.
  - They make sure that the nominated person (its employer) is a member of the Chamber.
  - Verifies whether there is no conflict of interest based on any legal regulations and whether the person has an acceptance declaration for the office.
  - On the General Assembly electing the officers, it verifies whether the lawfully elected delegates are present and whether the General Assembly has quorum.
  - In cooperation with the Nominating Committee, it makes sure to obtain from the nominees all the conflict of interest and acceptance declarations for the General Assembly.
  - At least one member of the committee participates in the delegate nominating election organised on the venue of the election, thereby ensuring the cleanness and uninterruptedness of the voting.
131. Vote Counting Committee (5 members). Every division can delegate one person each to the committee, while the 5th member shall be the committee chairman appointed by the General Assembly.
132. Duties and responsibilities of the Vote Counting Committee:
- Take over the received nominations from the Nominating Committee, count them and prepare minutes thereof.
  - Cooperate on the meetings of the divisions nominating the delegates, count and authenticate the submitted votes.

- At least one member of the committee participates in the election nominating the delegates organised on the venue of the election, thereby ensuring the cleanness and uninterruptedness of the voting.
- They count the submitted votes on the General Assembly electing the officers.
- Submit report to the General Assembly about the result of the voting.

133. The chairmen of the Nominating, Mandate Inspection and Vote Counting Committees form the Election Committee and its chairman is elected by the General Assembly.

134. Duties and responsibilities of the Election Committee:

- Ensure information flow between the committees.
- Coordinate execution thereby avoiding parallel activities and ensuring the fast and accurate execution of all tasks.
- Take measures for the proper resolution of any upcoming problem.
- Prepare report for the General Assembly about the administration of the elections.

135. The number of the Chamber's delegates is 100. Considering the distribution of the members, the number of division delegates evolves as follows:

INDUSTRIAL DIVISION: 32 members  
 TRADE DIVISION: 21 members  
 SERVICE AND TOURISM: 31 members  
 CRAFTS DIVISION: 16 members

#### XXIX. The nomination and election procedure

136. Nominating delegates:

Every business organisation operating in Veszprém County featured on the election name list prepared by the Chamber is entitled for nomination.

One business shall nominate as many chamber members as delegate as determined by the Bylaws in respect of the given division. The business organisations may only nominate delegates to the division in which they have been classified based on their core profile.

The nomination may take place in person, via letter, fax or e-mail by indicating the name and the address of the nominating business organisation and bearing the official signature of the company's authorised representative. That person can become a candidate for delegate who has received 50%+1 vote from the participants of the division meeting.

Delegates can be nominated starting from the date of the General Assembly preparing the elections until the divisions' nominating meetings.

137. Election of delegates

Every business association and sole enterprise registered in the county may take part in the division meeting electing the delegates, provided that they credibly verify that they are authorised to represent the given company.

Prior to the division meetings, the Chamber shall announce the division delegate candidates in its newsletter, the publication titled 'Az Üzlet' and on its website, by disclosing the exact venue and time of the voting. In the event that the number of nominations equals the numbers of electable

delegates, then a simultaneous list-based voting shall take place. If more delegates are nominated, a secret voting takes place.

Should there be a tied vote in the last position, a random selection shall take place to decide which one of them will be delegate.

138. The Board of Directors of the Chamber has 23 members. Members of the Board of Directors: president and the four division vice president persons and 17 additional Board of Directors members in the following breakdown:

INDUSTRIAL DIVISION: 5 members  
 TRADE DIVISION: 4 members  
 SERVICE AND TOURISM DIVISION: 5 members  
 CRAFTS DIVISION: 3 members

139. Nomination and election of Board of Directors members, committee members, national delegates and substitute delegates and officers:

- The previous president still holding office shall convene the General Assembly while the chairman of the Election Committee shall chair this meeting.
- The Nominating Committee shall give a proposal for the persons of the officers and the members of the permanent committees as well as the national delegates based on the opinion of the delegates.
- The delegates can nominate officers also on the General Assembly. The vice president of the division can only be nominated by the delegates of the given division.
- The representative of any business organisation may be nominated as member of the Ethics and Supervisory Committees while only the person elected to be the delegate of the VKIK can be nominated as national delegate, president, vice president and Board of Directors member.
- Sequence of the nomination and election:
  - the Chamber's president,
  - general vice president,
  - vice president of the divisions,
  - Board of Directors members,
  - members of the Ethics Committee,
  - members of the Supervisory Committee,
  - delegates of the national chamber.
- Those persons become candidates who receive 50%+1 vote of the delegates present.
- If the number of nominations for a given office equals the number as determined by the Bylaws, then a so-called open list election shall be ordered. The voting is deemed to be successful if 50% of the delegates present + 1 person has voted for the list.
- In the event of a greater number of nominations, a secret voting shall be ordered. All those candidates shall be featured on the voting sheet who received 50% +1 vote of the delegates upon the nomination. In this case the so-called power order decides. Those persons can become officers who receive 50 % + 1 vote of the participants. In the case of tied vote in the last position, a random selection shall decide as to who will hold the given office.

## SUPERVISION OF LEGAL COMPLIANCE

140. The public prosecutor's office shall perform the supervision of the Chamber's legal compliance in accordance with the relevant legislation.

## FINAL PROVISIONS

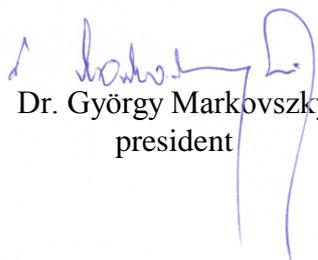
141. Matters not regulated herein shall be governed by Act CXXI of 1999 on Economic Chambers and the relevant sections of the Civil Code with regard to public bodies.

142. The Chamber of Commerce and Industry Veszprém endorsed the Bylaws by virtue of Resolution 27/2000 of the General Assembly of 18 December 2000.

143. The Chamber of Commerce and Industry Veszprém amended its Bylaws by virtue of Resolutions KGY 11/2016 (10.10.); KGy 12/2016. (10.10.), KGY 14/2016. (10.10.), KGY 15/2016 (10.10.), 20/2016. (10.10.) of the General Assembly of 10 October 2016.

144. Pursuant to the General Assembly's decision, the membership dues schedule forms Annex 2 to these Bylaws.



  
Dr. György Markovszky  
president

*In accordance with section 2.7, the Bylaws of the Chamber of Commerce and Industry Veszprém have been drawn up in consolidated form with the amendment of its registered office and countersigned in*

*Veszprém, 10 October 2016*

**Annex 1 to the Bylaws of the Chamber of Commerce and Industry Veszprém**  
(extract from the provisions of Act CXXI of 1999)

To Section 5 of the Bylaws

For the purposes of this Act:

a) “*business organisation*” means business associations, sole proprietorships, professional associations, companies of certain legal entities, corporate subsidiaries, Hungarian branch offices of foreign-registered companies, cooperatives (excluding housing cooperatives), private entrepreneurs and agricultural producers eligible for agricultural and regional development subsidies;

b) “*member*” means an economic organisation that agrees to voluntarily assume the rights and obligations afforded by membership and has been granted membership and registered as such by a chamber of economy;

c) “*activities of craftsmen*” means the activities registered in the list of crafts and trades, including artistic crafts, in due consideration of the assets, turnover volume and size of an economic organisation; the number and qualifications of its employees; the nature of production, commercial or service operations; and the participation of members of the economic organisation in daily operations;

d) “*agricultural and forestry activities*” means agricultural and forestry activities, commercial fishing and hunting, including processing, trading and service activities directly related to the above-specified activities, and the activities of organisations established by agricultural operators for marketing their products;

e) “*nationwide economic interest representation organisation*” means a social organisation formed under the Right of Association Act for representing economic interests, including the union of such organisations, with members recruited from at least 10 counties or Budapest;

f) “*natural person vested with powers of representation*” means a member of a private entrepreneur (stockholder), executive officer or employee of an economic organisation, furthermore, the employee and a contributing family member of a private entrepreneur;

g) “*chamber of economy*” means a regional chamber of economy or a national chamber of economy;

h) “*regional chamber of economy*” means a county (or metropolitan) chamber or a city chamber in cities with county-level rights, other than county seats.

To Section 47 of the Bylaws

Develop a code of ethics regarding fair market practices and fair business-to-consumer commercial practices together with economic interest representation organisations, monitor enforcement of such rules, as well as the provisions pertaining to the prohibition of unfair market practices and unfair business-to-consumer commercial practices as set forth in the Act on Unfair Market Practices and in the Act on the Prohibition of Unfair Business-to-Consumer Commercial Practices; issue warnings to member economic organisations violating the chamber’s code of ethics and publish such warnings in the cases and in the manner stipulated therein; while, in respect of conduct violating the regulations on the prohibition of unfair competition or unfair business-to-consumer commercial practices, they may initiate the appropriate measures to be taken by the competent body. In the event of any conduct violating the code of ethics, the chambers of economy may convey an indication and warning to persons outside the chamber;

To Section 48 of the Bylaws

Issue a resolution of warning to member economic organisations violating any industrial property rights or copyrights and publish such warnings in the cases and manner stipulated in the code of ethics;

To Section 49 of the Bylaws

Issue warnings to member economic organisations engaged in economic activities contrary to consumer interests and thereby violating or jeopardizing the reputation of a larger group of economic organisations, and publish such warnings in the cases and manner stipulated in the code of ethics; and, furthermore, for more serious cases or repeated offenses, chambers may initiate measures to suspend the activities of such offenders for a specific period; if an economic organisation's activity also has a detrimental impact on a broad range of consumers or is of a substantial magnitude, legal action may be initiated against such member to enforce the civil law claims of consumers;

To Section 115(d) of the Bylaws

Unless otherwise provided for by this Act, the elected delegates, members of chamber organs, and chamber president (vice president) shall

*a)* be of legal age;

*b)* be Hungarian citizens, person having the right of free movement and residence in accordance with specific other legislation, or foreign citizens holding a work permit or those allowed to work in Hungary without a permit; and

*c)* be a member (stockholder), executive officer or employee of an economic organisation that is a member of the chamber;

*d)* have satisfied the obligations entailed by membership;

*e)*

(3) The following persons may not be elected members of the supervisory committee:

*a)* members of the Board of Directors;

*b)* the secretary general of the Chamber,

*c)* persons working in the administrative organisation of the chamber of economy who are employed by the chamber or have another work-related legal relationship with it;

*d)* the next of kin of the persons defined in points *a)*-*c)* above within the meaning of Section 685(b) of the Civil Code and their domestic partners.

(4) Persons with appropriate qualifications — other than members of the chamber — may be elected supervisory committee members. Persons with appropriate qualifications — other than delegates of chambers of economy — may also be elected members of the supervisory committee of a national chamber of economy.

(5) The following persons may not be elected as delegates or members of collegiate bodies:

*a)* under guardianship restricting or precluding legal competency;

*b)* who is precluded from participating in public affairs by a final court verdict;

*c)* who is incarcerated;

*d)* who is undergoing mandatory institutional medical treatment ordered by verdict in a criminal proceeding, and

*e)* who has a conflict of interests, as stipulated in another law

(6) No office may be held in a chamber of economy by persons who

- a)* cannot be elected as delegates in accordance with Subsection (5);
- b)* have no permanent or customary residence in Hungary, and
- c)* are in public service.

**Annex 2 to the Bylaws of the Chamber of Commerce and Industry Veszprém**  
*Membership dues schedule of the Chamber of Commerce and Industry Veszprém*

1. Every chamber member shall pay membership dues.
2. The obligation to pay membership dues shall commence on the day of entry into the registry of members, and businesses joining during the year shall pay prorated dues. If the registration occurs before 30 June, the whole amount of membership fee must be paid in the first year, after 1 July half of the amount of the membership fee must be paid in the first year.
3. Membership may be terminated by the member at any time, however their membership dues shall be paid for the period ending 31 December of the year at issue.
4. Membership dues are defined based on businesses' net sales revenue forming the basis of local business tax, according to the following categories:

Net sales revenue	Annual dues (HUF)
over HUF 1 billion	480.000
HUF 500 million - HUF 1 billion	240.000
HUF 250 million – HUF 500 million	120.000
HUF 100 million - HUF 250 million	60.000
HUF 50 million – HUF 100 million	30.000
under HUF 50 million	15.000

5. Businesses with no prior annual sales revenue at the time of their admission shall pay the minimum membership dues of HUF 15.000 for their first year.
6. Chamber members shall disclose information to enable the determination of their membership dues. Sole entrepreneurs shall comply with their data reporting obligation using the data form furnished by the Chamber's relevant body by 15 February of the year at issue, while business associations shall complete the form by 31 May.
7. Members shall pay their membership dues each year by 31 July based on the invoice issued by the Chamber's relevant body. The HUF 5000 chamber contribution (registration fee) paid by the firm shall be deducted from the chamber membership dues payable.
8. In the event of late payment, default interest amounting to 50% of the valid central bank base rate may be charged.
9. If the sole entrepreneur suspends his enterprise and maintains chamber membership, 50% of minimum membership dues — HUF 15.000 — shall be due.
10. The President and the Secretary-General may define the membership dues payable by firms with branches in several localities across the country (e.g. financial institutions) in a separate agreement.
11. The Chamber of Commerce and Industry Veszprém endorsed its Membership Dues Schedule on 29 May 2018 by virtue of General Assembly Resolution 9/2018, effective from the abovespecified date.

**Annex 3****Other activities related to the chamber's functions  
(NACE 2008)**

5811 Book publishing

5813 Publishing of newspapers

6312 Web portals

6399 Other information service activities n.e.c.

6820 Rental and operating services of own or leased real estate

8230 Organisation of conventions and trade shows

8541 Post-secondary non-tertiary education (without the establishment of an institution)

8560 Educational support activities