

Magyar Létesítménygazdálkodási Szövetség



Hungarian Facility Management Society

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Magyar Létesítménygazdálkodási Szövetség | Hungary | 1021 Budapest | Hűvösvölgyi út 54

# THE CHARTER

## OF THE HUNGARIAN FACILITY MANAGEMENT SOCIETY

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Pursuant to Article 12 (1) of Act II of 989 on the Right of Association, the undersigned Founders have established the Hungarian Facility Management Society.

Although in its Hungarian name the organisation is referred to as a federation, its actual legal form is that of a society.

On 9 February 2006 the General Assembly of the Society amended the Charter of the society which was originally adopted by its General Assembly on 7 June 2005, adopting the new, amended charter, as follows.

#### I.

##### The data of the Society

1. The name of the Society: Magyar Létesítménygazdálkodási Szövetség

The name of the Society in English: Hungarian Facility Management Society

The legal form of the Society is referred to as a federation only in its Hungarian name.

2. The address of the head office of the Society: 1021 Budapest, Hűvösvölgyi út 54.

3. The area of the operations of the Society: the territory of the Republic of Hungary

#### II.

##### The goal and tasks of the Society

1. The goals of the Society:

To facilitate the development of facility management - as a business area of strategic importance - both in Hungary and on an international plane, along with its integration with domestic practices, to accomplish, maintain and develop world class domestic professional excellence, to create technical/professional rules to govern facility management activities, to conduct scientific

research and professional debates as well as to actively participate in training, environment protection and professional and economic interest representation.

2. In order to accomplish its goal the Society cooperates with all relevant state, civil and business organisations, other associations and federations that facilitate the effective operations of the Society and the accomplishment of its goals.

3. In order to secure the funding resources required for the achievement of its goals the Society may conduct business activities, set up or join business enterprises and foundations, as specified by law.

4. The tasks of the Society include:

- to represent and to promote the interests of its members and of the community of facility managing organisations in a broader sense;
- to enable and to facilitate their cooperation in order to create and maintain professional excellence and, to this end, to elaborate and to regularly update professional rules;
- to provide outstanding services for its members that will effectively facilitate their professional and functional development;
- to facilitate the functioning and maintenance of contacts among its members, to organise training and conduct research, to provide access to globally accumulated technical/professional knowledge and expertise;
- to make efforts to have the profession of facility management as an occupation, in the NQR (the Hungarian *National Qualification Register*);
- to create, facilitate and support international and national professional qualification;
- to facilitate and promote international exchange of knowledge and experience;
- to create and maintain the conditions and requisites for the provision of the services of the Society - to the possible and reasonable extent - primarily by electronic channels.

### III. Membership of the Society

1. Members of the Society may include natural persons, legal persons and organisations without legal personality accepting the Charter of the Society and undertaking, in his or its declaration on joining the organisation, to actively participate in the work of the Society and to pay the membership fee.

Decision on the admission of a regular member shall be made - based on a written application for admission - by the Presidency of the Society.

The members of the Society are entitled:

- to participate in the activities conducted and in the events organised by the Society, in making the resolutions of the General Assembly, to make proposals and comments and to express his or its opinion on the operation of the Society;
- to submit proposals concerning the discussion of issues pertaining to the Society;
- to ask for information on the operation of the Society, which must be responded to by the Society within 30 days;
- to elect persons and to be elected to hold positions in the managing and representative bodies of the Society;
- to make proposals concerning points on the agenda of the General Assembly and the Presidency;
- to inspect the records of the Society;
- a third of the members may - in writing, specifying the reason and the goal - initiate summoning extraordinary meetings of the General Assembly and the Presidency.

2. Supporting members of the Society may include natural persons, legal persons and organisations without legal personality, who accept the Charter of the Society and provide it with moral and financial support. The admission of supporting members is governed by the rules regulating that of regular members. A supporting member or his/its representative may attend the Assembly with a consulting right, may also use the services provided by the Society but cannot be elected to hold functions and has no voting right. Otherwise, the rights and obligations of a supporting member are identical with those of the regular ones.

3. The natural person members of the Society may only exercise their rights in person. Legal person members and member organisations without legal personality exercise their rights through their representatives.

4. The members of the Society must observe and comply with the Charter of the Society and its resolutions, participate in the work of the Society and facilitate the accomplishment of the goals set by the Society for itself. Members of the Society that are legal persons also fulfil their obligations through registered representatives.

5. Membership is terminated upon:

- the death of the member or upon its dissolution without a legal successor,
- the dissolution of the Society,
- a member quitting the Society,
- the exclusion of a member.

6. The following may be excluded by the Presidency from among the members of the Society – members at least six months in arrears with the payment of the membership fees. Failure to pay the membership fee may lead to the exclusion of a member only if such failure is attributable to the member, i.e. if the member failed to do so as a consequence of his or its own fault. A member must be called on to settle the membership fee in arrears - setting a definite deadline for doing so - and the sanction may be applied to the member concerned only upon the passage of the deadline without the membership fee in arrears having been settled.

– a member who has received a final and enforceable prison sentence or has been deprived of the basic civil rights. Decision on excluding members of the Presidency shall be made by the General Assembly.

Possibility for defence must be provided for a member who has been excluded from the Society.

An excluded member may lodge an appeal with the General Assembly against the first instance decision on his or its exclusion.

The discontinuation of membership does not relieve a member from his or its obligations accrued during his or its membership, relating to the duration of his or its membership.

The intent to quit the Society must be submitted in writing to the Presidency. A member quitting the Society is to be regarded as having quit the organisation based on his or its declaration of resignation of membership, after the Presidency has notified the participants of the next General Assembly about the member intending to leave the organisation and the member's resignation of membership is accepted.

In the case of the discontinuation of membership for any reason the member concerned is deleted from the updated register of members, by the presidency.

7. The amount of the membership fee is set by the General Assembly on the basis of the Presidency's proposal.

#### IV. The organisation structure of the Society

1. The organs of the Society:

- General Assembly,
- Presidency.

2. The General Assembly is the supreme organisation of the Society, comprising all members of the organisation. The General Assembly must be summoned *once* a year, specifying the venue and the time as well as the agenda of the assembly. Each member listed in the register of members must be delivered an invitation at least 10 days before the scheduled date of the General Assembly. The invitation must also specify the date on which the repeated General Assembly must be held in case the General Assembly held at the originally scheduled time does not have a quorum.

A repeated General Assembly has a quorum with respect to the points on the agenda listed in the invitation irrespective of the number of attendees with a voting power, if this is pointed out in the original invitation delivered to the members. A third of the members may request summoning the Assembly in writing, specifying the reason and the goal, in which case the President of the Society must summon the General Assembly within 30 days.

3. The General Assembly must be summoned:

- if this is asked for by a third of the members in writing, specifying the reason and the goal,
- if the Presidency considers that an extraordinary General Assembly needs to be summoned,
- if the supervisory body orders the summoning of a General Assembly.

4. Summoning the General Assembly is part of the responsibilities of the President.

5. A General Assembly has a quorum if more than half of the members with a voting right are present. A General Assembly postponed for lack of a quorum has a quorum with respect to the points on the agenda listed in the invitation irrespective of the number of attendees with a voting power, if this is pointed out in the original invitation delivered to the members.

6. The sessions of the General Assembly are chaired by the President. The President may assign the task of chairing a meeting to another person.

The sessions of the General Assembly are recorded in minutes, which are authenticated by the signatures of the President and two members elected by the General Assembly from time to time.

7. The following are comprised in the exclusive scope of competence of the General Assembly:

- announcing the establishment, dissolution, merger with other Societies;
- adopting and modifying the Charter;
- electing and recalling the officers;
- setting the amount of the membership fee;
- approving the annual report of the Presidency;
- making decisions on any issue assigned by law to the to the scope of competence of the General Assembly.

The General Assembly may decide on recalling a senior officer if the individual concerned has not or not properly been performing his task for a prolonged period of time. Before excluding a senior officer he must be called on to fulfil his tasks properly - setting a definite deadline at the same time - and he must be provided with possibility to defend his position.

8. The decisions of the General Assembly are made by simple majority of votes. Each member has one vote. In case of a tie vote the vote cast by the President, in his absence the vote cast by the person chairing the Assembly is decisive.

9. A two thirds majority of votes cast by those entitled to vote is required for the following:

- adopting and modifying the Charter;
- dissolving the Society or its merger with another Society;
- decisions on excluding members.

10. Officers are elected by secret ballot. A person in favour of whom more than half of the votes have been cast is regarded as having been elected. If none of the candidates receives more than half of the valid votes cast, a second round of voting must be held for a choice to be made from among the two candidates who have received the highest number of votes.

The candidate for whom the largest number of votes is cast is the winner of the second round of voting.

11. The sessions of the General Assembly are open to the public. By a simple majority of votes the members may exclude the public from a session if this is required for protecting rightful private interests of any member of the Society or for protecting the interest of the public.

12. The President may invite to the General Assembly with a consulting right representatives of state, civil and economic organisations as well as private individuals.

### 13. Presidency

Between two sessions of the General Assembly the Presidency shall exercise the competences of the General Assembly, direct the operation of the Society - except for exclusive powers and issues that are not included in the exclusive competence of the General Assembly but decisions on which are otherwise made by the General Assembly. The Presidency holds its meetings as often as required, but at least twice a year.

The members of the Presidency are invited by the President in writing. An invitation is to be regarded to have been properly made if the members are notified of the meeting at least 10 days before the scheduled date of the meeting, in a written invitation and they are provided with a written description of the issues to be discussed. The meetings of the Presidency are open to the public.

The Presidency makes its decisions by simple majority of votes. The Presidency has a quorum if at least three of its members are present. If the meeting of the Presidency does not have a quorum, a meeting of the Presidency must be repeatedly summoned within 30 days. A meeting repeatedly summoned for lack of a quorum at the original meeting also has a quorum only if at least three members of the Presidency are present. Additional members may be invited from time to time to the meetings of the Presidency, if this is required for a proper discussion of the issue on hand.

14. The five members of the Presidency are elected from among the members of the Society for a two-year period.

15. The tasks and competence of the Presidency:

- procedures relating to the admission of candidates and to the termination of membership;
- preparatory activities relating to summoning and the operation of the General Assembly and organising activities facilitating the work of the General Assembly;
- work in preparation of decision making relating to the economic activities of the Society, discussing and adopting the annual programmes and budget;
- discussing and adopting the Administrative and Operative Rules of the Society, which must not be contrary to the Charter;
- approving the annual report of the President;
- directing HR activities;
- calling on officers and clerical staff to report on issues;
- the procedures of excluding members of the Society;
- any other procedure outside the scope of exclusive competence of the General Assembly drawn by the Presidency in its own scope of competence.

A session of the Presidency has a quorum if 50 % plus one of its members are present. Only

persons whose basic civil rights have not been withdrawn and who are members of the Society may be members of the Presidency.

The Presidency makes its decisions by simple majority of votes and in case of a tie vote the vote cast by the President is decisive.

The General Assembly may decide on excluding persons from among the members of the Presidency if the individual concerned has not or not properly been performing his task for a prolonged period of time. Before excluding a member of the Presidency he must be called on to fulfil his tasks properly - setting a definite deadline at the same time - and he must be provided with possibility to defend his position. An illegal decision of the General Assembly may be contested by the member of the Presidency before the court within 30 days of his learning of the decision.

## 16. The officers of the Society

### The President of the Society

The President of the Society is elected by the General Assembly for a period of 2 years. The President reports to the General Assembly.

The tasks and competence of the President:

- directing the activities of the Society;
- summoning the General Assembly and countersigning its resolutions;
- making decisions and taking actions concerning issues falling in the scope of competence of the Presidency between two sessions of the Presidency;
- directing and controlling the resolutions and position statements made by the General Assembly and the Presidency;
- liaising with other social and interest representing organisations;
- directing the work of the Presidency;
- chairing the sessions of the Presidency;
- representing the Society;
- taking actions and making decisions on issues assigned to his scope of competence;
- summoning the meetings of the Presidency;
- directing the administrative apparatus of the Society;
- directing the economic management of the Society;
- exercising the right of remittance;
- exercising the rights of the employer;

– performing all tasks assigned by law to the scope of competence of the President.

The Vice-President of the Society

In his absence the President is substituted by the Vice-President.

Both the President and the Vice-President of the Society have their own rights of representation.

## V.

### **The assets and economic management of the Society**

1. The Society is operating on the basis of annual budgets adopted by the Presidency. The Presidency prepares reports on the economic management of the Society, submitting it for approval to the General Assembly.
2. The revenues required for the operation of the Society are comprised of the following:
  - membership fees set by the General Assembly;
  - donations from private individuals and legal persons;
  - revenues from economic (business) activities of the Society;
  - revenues from organised events;
  - other revenues.
3. The Society manages its revenues alone, its liability for its debts is based on its own assets. The members of the Society are not responsible for the debts of the Society beyond the payment of the membership fees.
4. The revenues originating from its business activities are established by the Society in accordance with the effective legal regulations on the business operations of social organisations.
5. The funds of the Society are managed on accounts.

## **VI. Dissolution of the Society**

1. The Society will be dissolved if:

- the dissolution of the Society is announced by its General Assembly,
- it is dissolved,
- it is merged with another organisation,
- the Society is split into other organisations,
- its dissolution is established.

Upon the dissolution of the Society its assets will be disposed over by the General Assembly and the former executive body of the Society - the Presidency - will proceed as liquidator.

## **VII. Miscellaneous and closing provisions**

The relevant provisions of the Civil Code, Act II of 1989 and other effective relevant legal regulations shall govern issues not regulated herein.

Budapest, 9 February 2006