

The verification of the following document was requested

Deed of Foundation, Nyilas Misi Talent Support Association

upon modifications accepted by a decision of the extraordinary General Meeting of the Association held on 15.04.2019, according to the document of the 1st modification of the Association's constitution, testified by attorney László József Somai under 22/18.07.2019.

Founding members:

1. János Péntek, resident of
2. István Berszán, resident of
3. Erzsébet Keresztes-Szóke, resident of
4. Iosif Somai, resident of
5. Dr. Katalin Kiss, resident of
6. Dávid Gál, resident of
7. Piroska Adorján, resident of

have unanimously decided the foundation of the Nyilas Misi Talent Support Association, whose

1. **Name** is Nyilas Misi Talent Support Association
2. **Principal Office** is at Iuliu Maniu 2, Apt. 3, Cluj-Napoca, Cluj County.
3. Starting capital is 1000 (one thousand) leu, put at the disposal of the Association by the founders.

The main, social **objectives** of the Association are as follows:

- *to give financial support in the form of scholarships to talented students in public education and at universities (at the bachelor, master, and PhD level) coming from disadvantaged social environments;*
- *to organize talent development programs across the country and abroad, in the form of workshops, courses preparing for competitions, occasions for self-presentation, specialized study camps, study trips, and competitions for students studying in public education and at universities (at the bachelor, master and PhD level).*
- *to organize talent development programs across the country and abroad in the form of conferences and professional trainings for teachers and lecturers in higher education.*

4. The association is a non-profit, non-political, and independent legal person not subordinated to another legal person.

5. **Term** of the operation of the Association is indefinite.

6. The way of appointing the bodies in charge is contained in the Statues accepted by the founding members.

7. According to the requirements of the statutes, the Council consists of the following members:

No.	Family, name Christian name	Cizitenship	Residence	Post	Profession
1.	PÉNTEK, JÁNOS	Romanian		President (founding member of the Association)	teacher
2.	BERSZÁN, ISTVÁN	Romanian		Tag (founding member of the Association)	teacher
3.	KERESZTES- SZÓKE, ERZSÉBET	Romanian		Member (founding member of the Association)	teacher
4.	SOMAI, IOSIF	Romanian		Member (founding member of the Association)	economist

5.	MÁTHÉ, DÉNES	Romanian		Member (founding member of the Association)	assistant professor
6.	NAGY ANNA	ROMÁN		Member (member of the Association)	teacher
7.	CSEKE, MÓNIKA-ZSÓFIA	Romanian		Manager (member of the Association)	manager

8. The ongoing activities of the Association are carried out by the Council, which is entitled to represent the Association opposite third parties. The appointments, and the restrictions and terms of the mandates of the members of the Council are determined by the Statutes of the Association. The mandate of the Council is valid until 08.03.2024.

9. The **control** of the Association is carried out by a financial inspector in case the number of members exceeds the statutory limit.

10. The person entitled to carry out the process aimed at obtaining legal person status is József László Somai, attorney.

This deed of Foundation was framed by József László Somai, attorney, in 4 copies.

The signatures can be found below the Statutes.

Nyilas Misi Talent Support Association Statutes

Founding members:

1. János Péntek, resident of
 2. István Berszán, resident of
 3. Erzsébet Keresztes-Szóke, resident of
 4. Iosif Somai, resident of
 5. Dr. Katalin Kiss, resident of
 6. Dávid Gál, resident of
 7. Piroska Adorján, resident of
- have decided the foundation of the Nyilas Misi Talent Support Association, as follows:

Chapter I.

General provisions

1. The Nyilas Misi Talent Support Association (NYMTSA) is a non-governmental, non-political, not profit-oriented, independent association.
2. NYMTSA does not discriminate in its activities on the basis of race, religion, nationality, gender or political orientation.
3. Name of the Association: Nyilas Misi Talent Support Association.
4. Principal office of the Association: Iuliu Maniu street 2/3, Cluj-Napoca, Cluj County.
5. Term of NYMTSA: indefinite

Chapter II

Aims and objectives of NYMTSA

6. The social objectives of the Association are as follows:
 - *to give financial support in the form of scholarships to talented students studying in public education and at universities (at the bachelor, master, and PhD level) coming from disadvantaged social environments;*
 - *to organize talent development programs across the country and abroad, in the form of workshops, courses preparing for competitions, occasions for self-presentation, specialized study camps, study trips, and competitions for students studying in public education and at universities (at the bachelor, master and PhD level).*
 - *to organize talent development programs across the country and abroad in the form of conferences and professional trainings for teachers and lecturers in higher education.*

Chapter III

Categories of the financial sources of the Association

7. The initial capital can be increased in the following ways.
- a) donations, bequests, material and financial supports, movable and immovable assets received from local and foreign legal and natural persons
 - b) donations and supports of local and foreign business companies, organizations, associations etc.
 - c) the profit of production, service and trade activities organized by the Association within the framework of law

Chapter IV

Members of the Association

8. Any Romanian or foreign natural or legal person who joins the Association, acknowledges the provisions of the Statutes and covenants to observe them, and fulfils his/her undertakings in good time can become member of the Association.
9. Youths aged 14-18 can become members of the Association with prior consent of their parents.
10. Membership is obtained upon approval of the application by the General Meeting.
11. NYMTSA has members of the following type:
- a) Founding members are the persons who initiated the establishment of NYMTSA and provided its starting capital.
 - b) Members are the natural or legal persons who joined the Association after its establishment.
12. Membership can be lost in the following ways:
- by request
 - in the case of death
 - at the dissolution of NYMTSA
 - in the event of exclusion
 - Exclusion from NYMTSA is made possible by a decision of the General Meeting, in case of the violation of the provisions of the Statutes or the Inner Regulations of the Association, as well as in case of the organization or support in any form of activities contrary to the aim and objectives of the Association;
 - if a member does not pay the membership fee after two notices (members who do not fulfil their undertakings lose their membership in NYMTSA).
13. Membership can be regained with a decision of the General Meeting if the causes of the exclusion have been obviated, and it is appropriately guaranteed that they will not occur again.
14. Members of NYMTSA have the following rights:
- a) they have the right to vote after reaching the age of 16, and they can be elected to any post after reaching the age of 18
 - b) they can elect the executive bodies of NYMTSA, and can be elected into the executive bodies
 - c) they can participate in the General Meetings of NYMTSA with a right to vote
 - d) they have priority in the use of the services offered by NYMTSA
 - e) they can participate in the activities organized by NYMTSA
 - f) they have access to the databases of NYMTSA
 - g) they can freely resign from the NYMTSA
 - h) they can partake in other favors offered by NYMSA to its members
15. Obligations of members of NYMTSA:
- a) to observe the provisions of the Statutes, the Inner Regulations, and the decisions of the General Meeting and the Council
 - b) to act in order to realize the aim and the objectives of NYMTSA
to pay in time the membership fee and other contributions set by the General Meeting
 - c) not to cause material or moral damages to NYMTSA or to its members, and in case of the occurrence of damages, to compensate for them
 - d) to contribute to the establishment of a database
 - e) to inform NYMTSA regularly about the important current and future projects and activities
 - f) to inform NYMTSA about the changes of his/her residence

Chapter V

Executive, controlling and supplementary bodies

1. General meeting

16. The General Meeting is an executive body comprising all members.
17. The General Meeting can be convened for ordinary and extraordinary meetings.

18. The General Meeting must be convened for an ordinary meeting once a year in the first quarter. An extraordinary meeting can be convened at any time when needed.
19. A General Meeting can be convened by the Council, or by at least 1/3 of the members of the Association.
20. The General Meeting is convened by a written invitation specifying the time, venue and agenda, at least 20 days in advance.
21. The General Meeting constitutes a quorum if more than half of the members are present. If no quorum exists, the General Meeting must be convened again in 21 days, with the same agenda. At the 2nd convention, the General Meeting constitutes a quorum irrespective of the number of members present.
22. The General Meeting makes decisions by a simple majority of the votes of those present (1/2+1).
23. The General Meeting is moderated by the president or the manager of NYMTSA, who is obliged to announce the situation of the members with a right to vote before discussing the agenda.
24. The powers of the General Meeting:
 - to accept and modify the Statutes and the Deed of Foundation of NYMTSA
 - to elect and recall the Council
 - to control the activities of the Council and the financial controller
 - to determine the strategy and the general objectives of the Association
 - to elect and recall the financial controller
 - to dissolve and liquidate the Association, and to determine the designation of the wealth remaining after the liquidation
 - to approve of the budget and the balance;

2. Council

25. The Council consists of seven natural persons specified in the Deed of Foundation.
26. The Council is elected by the General Meeting from among the founding members and the members for a period of five years.
27. The president of NYMTSA is elected by the General Meeting from among the founding members, for a period of five years.
28. The powers of the Council:
 - it convenes the General Meeting
 - it approves the admission of new members and resignations from NYMTSA
 - it applies and annuls the sanctions of warning, reprimand and suspension
 - it establishes and eliminates specific structures (departments, committees, workgroups) and regulates their activities
 - it determines and modifies the monthly membership fee of the members of NYMTSA and modifies other contributions if necessary
 - it appoints and recalls the employees of NYMTSA, and sets their remunerations and benefits within the limits of the wage grid determined by the General Meeting
 - it accepts or approves any other necessary measures in order to carry out the orders of the Statutes, the decisions of the General Meeting, or its own decisions
 - it makes legal transactions in the name and at the cost of the Association
 - it may work out inner rules of operation for NYMTSA
 - it is responsible for obtaining financial funds and goods for NYMTSA and for using them appropriately. For that purpose, it is entitled to establish or carry out activities producing goods and benefits, which are entirely used for the objectives of NYMTSA determined in the Statutes, including the maintenance of the Association. These activities can include manufacturing, services, inland and foreign trade
 - it presents a report to the General Meeting on the activities, the budget implementation and the balance of the preceding period, as well as a budget proposal and a program proposal for the following year.

Further details of the operation of the Council must be determined in the Inner Regulations.

29. In addition to his usual powers as a member of the Council, the president of NYMTSA has the following special powers:
 - he convenes the Council
 - moderates the General Meeting and the meetings of the Council
 - signs the important documents of NYMTSA
 - heads, directs, and supervises the activities of the Council, and ensures the execution of the orders of the Statutes

- represents the NYMTSA in its relation to the bodies of the state, the administration and the jurisdiction
- arranges for the management of the goods and financial funds of NYTSA

30. Manager

- acts as a deputy for the president, and exercises all of his powers in case of his incapacitation

31. Powers of the manager:

- arranges for the convening of the General Meeting and the Council
- heads, directs, and supervises the activities of the secretariat, the accountant and the personnel
- arranges for the preparation of the materials to be discussed at the General Meeting and the meetings of the Council
- arranges the preparation of the minutes of the General Meeting and the meetings of the Council
- supervises the execution of the secretarial activities
- catalogues the minutes of the General Meetings and the meetings of the Council, as well as the members and their contributions.

3. Financial controller

32. The controlling of the Association is carried out by a financial controller in case the number of its members exceeds a limit determined by law.

33. In the course of exercising his powers, the financial controller or the supervisory committee:

- controls the asset management of NYMTSA
- prepares reports, and presents them to the Council
- can participate in the meetings of the Council without a right of vote

4. Supplementary bodies

34. If necessary, supplementary bodies subordinated to the Council can be established (legal adviser, manager, secretary, cashier, asset managers, accountant etc.) with the approval of the General Meeting. Their remuneration is determined within the limits fixed in the wage grid, with the approval of the Council.

5. Inner Regulations

35. Members of the Association can accept Inner Regulations. The Inner Regulations

- determine the way of interpreting and executing the orders of the Statutes of NYMTSA
- regulate issues not regulated, or not regulated in appropriate detail, in the present Statutes

36. The Inner Regulations are accepted and modified by the Council.

37. The Inner Regulations must be accepted under the provisions of the Statutes and the law in force, and must be applied in accordance with them.

Chapter VI.

The assets and incomes of NYMTSA

38. The capital balance of NYMTSA is constituted by the financial contributions of the founding members, the value of which is 1000 leu, set on the day of the founding of NYMTSA.

39. The sources of the income of NYMTSA:

- membership fees
- interests and shares resulting from the legitimate relocation of disposable sources
- income of direct economic activities
- donations, supports and bequests
- sources resulting from the state budget, the budget of European institutions, and/or from local budgets
- other sources guaranteed by law

40. NYMTSA can establish trace companies. Unless invested in the same companies, the shares resulting from the activities of these companies are obligatorily used for the realization of the objectives of the Association.

41. The financial operations are approved by the Council.

42. Further details concerning the assets and asset management of NYMTSA must be determined by the Inner Regulations.

Chapter VII.

The dissolution and liquidation of NYMTSA

43. It is possible under the conditions and in the ways determined by law, observing articles 54-72 of government decree 26/2000.

Chapter VIII.
Special orders

- 44.** The Statutes enter into force in their present form on the day of the registration of NYMTSA in the association register.
- 45.** Upon the death of the founding members, their heirs – if minors, after their reaching the age of majority - become founding members of NYMTSA.
- 46.** Leaving the NYMTSA by a founding member does not involve the removal of his/her financial or material contribution to the assets of NYMTSA.
- 47.** In case a founding member leaves the association or is excluded from it in a disciplinary action, he/she can be replaced by another member of NYMTSA by the decision of the Council.

The present statutes were accepted by the founding members at the Founding General Meeting on 22.07.2004, and were modified by a decision of the extraordinary General Meeting on 15.04.2019; they contain 47 points, and they were produced by László József Somai, attorney, in 4 copies, 3 of which were handed over to the customer.

signature
JÁNOS PÉNTEK
President

László-József Somai Law Firm

Number of the minutes testifying the identity of the customer and the date of the document: 23 / 2019.07.18.

Translated from Romanian into Hungarian by **ENIKŐ VENCZEL**, interpreter and translator registered under **34935/2013.04.12.**