

## **FOUNDING CHARTER**

### **Hungarian Bioeconomy Cluster**

This founding charter (hereinafter: **Founding Charter**) is the official deed executed by the founding members to hereby form the **Hungarian Bioeconomy Cluster** (hereinafter: **Cluster**) in order to improve their business efficiency, coordinate their activities in line with the goals laid down in the Founding Charter and to achieve such goals as well as to represent their professional interests with regard to the establishment and constant development of the Hungarian bioeconomy.

#### **1. The objectives of the Cluster**

Clusters are forms of cooperation which allow their members to achieve their common goals. In this case, the objectives are to facilitate the development and long-term maintenance of Hungary's bioeconomy (i.e., biomass-based business processes and the related innovative, strategic, social, educational and financial environment), by carrying out the activities below:

- Develop an innovative, knowledge-based economy;
- Ensure sustainable development;
- Enhance the professional cooperation of business players and research institutes;
- Conduct utilization-focused R&D&I activities;
- Provide market presence at cluster level;
- Create cluster-level service portfolio by integrating the members' individual or joint services, which may provide a new market opportunity for the members;
- Increase awareness in the society.

The establishment of the organization in a cluster form is justified by the fact that cluster membership offers explicit economic benefits and tendering opportunities for cooperating organizations in the framework of Hungarian and directly accessible EU funds.

#### **2. Data of the Cluster**

##### **2.1. Name, registered head office and legal status of the Cluster**

Full name: **Hungarian Bioeconomy Cluster**  
Hungarian name: **Magyar Bioeconomy Klaszter**  
Registered head office: **1116 Budapest, Kondorfa utca 1.**

- 1) Cluster members may include the founding members, full members joining later as well as supporting members.
- 2) The Cluster Committee shall keep records of all Cluster members.
- 3) Cluster members may include such natural and legal persons and/or business entities not having a legal personality, non-governmental and other organizations or institutions who/which, by filling out and signing the statement of intent to join the Cluster, accept and acknowledge as binding the Cluster's Founding Charter and its objectives, as well as commit to constantly contributing with their activities to the Cluster's efficient operation and render such activities controllable by the Cluster Committee. Cluster membership shall not become effective unless the Cluster Committee grants the prospective member's request to join.

##### **2.2. Founding members of the Cluster**

- 1) Name: Bay Zoltán Nonprofit Ltd.  
Registered head office: 1116 Budapest, Kondorfa utca 1.  
Registry court number/Company registration number: 01-09-968419  
Represented by: Dr. Norbert Grasselli, CEO
- 2) Name: Lendületben Az Agro-Biotech Vállalkozásfejlesztésért Innovatív Nonprofit Alapítvány ("Momentum for Agro-Biotech Enterprise Development Innovative Nonprofit Foundation"; LAVINA Foundation)  
Registered head office: 6725 Szeged, Daru u.19.  
Registry court number/Company registration number: 00-18-478932

Represented by: Péter Balogh, finance director

### 2.3. Activity of the Cluster

- 1) Starting date of the Cluster's activity: 28. 06. 2019
- 2) The members of the Cluster shall conduct their joint activities in cooperation with each other in order to achieve the Cluster's objectives while keeping up a constant flow of information among them.
  - **Strengthen and scale-up the bio-based sector:**
    - Conduct applied research, development and innovation (R&D&I) activities;
    - Assess the R&D&I potential of higher education institutions;
    - Develop cooperation projects to create market-oriented R&D&I processes and technology transfers, support the members' innovation activities;
    - Promote technology transfers as well as the marketing and distribution of technologies;
    - Develop relations between the business sector and the academic institutions, thus helping to boost the knowledge-based economy and the training of employees with marketable knowledge;
    - Enhance the members' opportunities in the money market;
    - Seek out development funds, involve resources from Hungarian and international tenders (tender monitoring, tender applications, participation in tender implementation and monitoring processes);
    - Conduct market research;
    - Develop new products;
    - Sell the products (results) in the market;
    - Perform activities related to food safety;
    - Participate in the development of quality, environment and other management systems and standards;
    - Operate effective internal and external communication networks;
    - Create a cluster-level service portfolio by integrating the companies' individual or joint services, which may provide a new market opportunity for the members;
  - **Deploy local bioeconomies:**
    - Conduct joint PR and marketing activities;
    - Organize events, conferences and training programmes;
    - Promote development policies (both domestically and internationally);
    - Cooperate with industrial clusters, universities conducting relevant activities, research institutes and other organizations internationally;
    - Represent the interests of the sector, conduct lobbying activities;
    - Promote job creation in bioeconomy and contribute to the education of employees;
    - Make innovation plans, review the application areas of the results;
    - Develop organizations;
  - **Ecological boundaries of the bioeconomy:**
    - Support measures to mitigate the effects of climate change, promote adaptation processes and preserve biodiversity;
    - Promote the availability and sustainable application of natural resource materials;
    - Contribute to reducing the dependence on non-renewable resources.

### 2.4. Financing regulations applying to the Cluster

- 1) In order to cover the expenses related to the Cluster's representative and supplementary activities as well as its operative, personal and material costs, each member shall pay a membership fee (basic membership fee) unless the Cluster Committee determines a different membership fee for the given member.
- 2) By December 31 each year, the Cluster Committee shall approve of the Cluster's budget plan for the next business year. Based on the approved budget plan, the Cluster Committee may order the payment of an **additional basic membership fee** or the general assembly may adopt a resolution on the payment of an **extraordinary membership fee**.

### 3) Other incomes of the Cluster:

- a. Donations, other contributions
- b. Tenders and other support
- c. Revenues from services
- d. Revenues from interests

## 2.5. Members' rights and responsibilities

### 1) Members' rights

The Cluster's members have the right to freely use the information originating from the Cluster's operation at their own organizations; to access information related to the issues affecting the Cluster; to participate in the operation of the Cluster and, under certain pre-defined conditions, to use the Cluster's services.

### 2) Members' responsibilities

The Cluster's members shall bear a general responsibility to fulfill the tasks committed in the Founding Charter or the Rules of Organization and Operation or any other tasks committed, and to comply with the Cluster Committee's decisions. The members shall report any changes in their registered data within 30 calendar days.

## 3. Organizational structure of the Cluster

### 3.1. Cluster Management Organization

Name: Bay Zoltán Nonprofit Ltd.

Address: 1116 Budapest, Kondorfa utca 1.

Represented by: Dr. Norbert Grasselli, CEO

Phone: +36-1-463-05-00

E-mail: [bayzoltan@bayzoltan.hu](mailto:bayzoltan@bayzoltan.hu)

Contact persons:

Ákos Koós (phone: +36-30-3720999, e-mail: [akos.koos@bayzoltan.hu](mailto:akos.koos@bayzoltan.hu))

Nóra Hatvani (phone: +36-30-5319291, e-mail: [nora.hatvani@bayzoltan.hu](mailto:nora.hatvani@bayzoltan.hu)),

and the persons identified as such in the Rules of Organization and Operation.

- 1) Unless the Cluster Committee decides otherwise, the Cluster Management Organization has the right to act on behalf of the Cluster's members in order to achieve the objective defined in this Founding Charter. The Cluster Management Organization shall manage the Cluster's operation; conduct management related activities and represent the Cluster's members in interactions with third parties. The Cluster Management Organization shall conduct its operative and executive activities on a permanent basis.
- 2) The Cluster Management Organization's tasks and scope of authority are defined in the Founding Charter and Rules of Organization and Operation, as approved by the Cluster Committee.
- 3) The Cluster Management Organization may be a business company registered in Hungary.
- 4) The Cluster Management Organization identified in the Founding Charter (Bay Zoltán Nonprofit Ltd.) cannot be recalled from its office before December 31, 2025.

### 3.2. Cluster Committee

- 1) The Cluster Committee is the Cluster's supreme decision making body. The Cluster Committee consists of representatives delegated by the members of the Cluster. Each Cluster member has the right to delegate one representative. The mandate given by the member to the delegated representative shall be laid out in a notarial deed or other private deed with full evidentiary force.
- 2) The members of the Cluster Committee shall have access rights to the documents generated in connection with the Cluster's operation.
- 3) The Cluster Committee exercises its rights and tasks as a body, conducts its activities in accordance with the Founding Charter and the Rules of Organization and Operation, as adopted by the Cluster Committee in its inaugural meeting.

### 3.3. Professional working groups

The Cluster may form internal professional working groups for a definite or indefinite time, primarily for joint projects, tenders, production or service activities. The operation of the working groups is regulated by the Rules of Organization and Operation.

### 4. Cluster members, establishment and termination of Cluster membership

After the Cluster's foundation, the membership of new members shall be executed by signing a Statement of Intent to Join and the approval of the new member's accession by the two-thirds (qualified) majority of the Cluster Committee. Cluster members joining the organization after its foundation shall accept the Founding Charter in their Statement of Intent to Join.

- 1) Membership may be terminated by:
  - a. The member's ordinary termination;
  - b. The member's exclusion;
  - c. The termination of the Cluster;
  - d. The member's cessation without a legal successor (in case of a natural person: the member's death).
- 2) Any Cluster member has the right to terminate its membership by submitting a written declaration to such effect to the Cluster Committee with a 60-day notice period and by fulfilling its already committed responsibilities.
- 3) By a resolution adopted with a two-thirds majority, the Cluster Committee has the right to terminate the membership of a Cluster member if such member fails to fulfill its committed responsibilities despite a written notice to such effect.

### 5. Miscellaneous provisions

- 1) The Cluster is founded for an indefinite period of time and it cannot be terminated before December 31, 2025.
- 2) The representatives of the Cluster Management Organization and/or the members of the Cluster Committee shall preserve the integrity of the business secrets disclosed to them and shall ensure that such business secrets cannot be accessed by unauthorized persons. Any data related to a Cluster member may not be disclosed to any third party without the permission of such Cluster member.
- 3) Issues not provided for in this document shall be governed by the resolutions jointly adopted by the Cluster members in accordance with the Rules of Organization and Operation and the Founding Charter; as well as by the relevant legal regulations.
- 4) By signing the Founding Charter, the signatories hereby unanimously accept it, approvingly acknowledge it and consider its regulations as binding.

Date: Budapest, 28. 06. 2019

**BAY ZOLTÁN Alkalmazott Kutatási  
Közhasznú Nonprofit Kft.**

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Bay Zoltán Nonprofit Ltd.  
**Founding member**  
Represented by  
Dr. Norbert Grasselli  
Managing Director

Lendületben az Agro-biotech  
Vállalkozásfejlesztésért  
Innovatív Nonprofit Alapítvány  
(LAVINA)  
Székhely: 8725 Szeged, Daru u. 19.  
Adószám: 18478932-2-06  
Bsz.: 11735005-20577063




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Lendületben Az Agro-Biotech  
Vállalkozásfejlesztésért Innovatív  
Nonprofit Alapítvány (LAVINA  
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Finance Director