

ZALAI ÖNVEZETŐ JÁRMŰ KLASZTER

ORGANISATIONAL AND OPERATIONAL RULES

adopted by Resolution No. 7/2026 (X.13.) of the General Assembly of the Cluster

INTRODUCTORY PROVISIONS

1. **Purpose of the Rules.** These Organisational and Operational Rules (hereinafter: the **OOR**) set out the rules for the implementation of the Deed of Foundation (hereinafter: the **DoF**) of the Zalai Önvezető Jármű Klaszter (hereinafter: the **Cluster**), the operation of the bodies of the Cluster, the detailed rules of the membership relationship, and the procedures relating to the financial management and services of the Cluster.
2. **Relationship to the Deed of Foundation.** The OOR forms an integral part of the DoF. In the event of any discrepancy between the OOR and the DoF, the provisions of the DoF shall prevail. In matters not regulated by the OOR, the DoF and, in the absence thereof, the provisions of Act V of 2013 on the Civil Code (Civil Code) shall apply.
3. **Scope.** The OOR applies to all Members of the Cluster, the bodies and officers of the Cluster, the cluster management organisation and the Cluster Manager, and – with respect to the provisions applicable to them – to invited persons participating in the work of the Cluster.
4. **Definitions.** For the purposes of the OOR:
 - a) **Member:** an organisation admitted to the Cluster in accordance with Section 7 of the DoF;
 - b) **contact person:** the natural person designated in writing by the Member to the cluster management organisation who receives notices relating to the Cluster on behalf of the Member;
 - c) **cluster management organisation:** ZONE Klaszter Nonprofit Kft. or the organisation designated by the General Assembly from time to time;
 - d) **Fee Regulations:** the regulations adopted by the General Assembly setting out the amounts of the membership fees and service fees, the membership benefits attached to the membership tiers, and the discounts;
 - e) **electronic means:** transmission to the e-mail address provided by the contact person or the officer; a document so transmitted shall be deemed communicated on the working day following its transmission, unless the sender receives a notice of non-delivery;
 - f) **written statement:** a statement signed by hand or with an electronic signature (including the AVDH identification-based document authentication service), and an electronic statement within the meaning of Section 6:7(3) of the Civil Code that is suitable for identifying the person making the statement and the time at which it was made;
 - g) **working day:** a day that qualifies as an official working day in Hungary.

I. THE GENERAL ASSEMBLY

I.1. Convening the General Assembly

5. **Ordinary General Assembly.** The ordinary General Assembly shall be held once a year, in the second quarter of the calendar year (between 1 April and 30 June). The mandatory agenda of the ordinary General Assembly shall be: (a) the report of the cluster management organisation on the implementation of the previous year's work plan and budget, on the progress against the target values of the Cluster Strategy, on the revenues and expenditures relating to the Cluster, and on the self-financing ratio of the core operation; (b) the adoption of the work plan and budget for the current year; (c) information on the Members admitted, the Members that have withdrawn, and the Members removed or expelled during the period under review.
6. **Extraordinary General Assembly.** An extraordinary General Assembly shall be convened if the Board or any Member so requests in writing, specifying the agenda and the reason; and furthermore if a decision under the DoF or the OOR (in particular the election of an officer or an expulsion) needs to be taken. The General Assembly shall be convened for a date within 15 days of receipt of the request. An extraordinary General Assembly may also be held as an online meeting (Points 26–28).

7. **Convener.** The General Assembly shall be convened – in accordance with Section 9.1.3 of the DoF – by the Cluster Manager. If the office of Cluster Manager is vacant, or if the Cluster Manager fails to act within 15 days despite a request under Point 6, the General Assembly shall be convened by the managing director of the cluster management organisation or, failing that, by the President.
8. **Invitation.** The invitation shall be sent to all Members by electronic means at least 8 working days before the day of the General Assembly. The invitation shall contain: the venue of the General Assembly (in the case of an online meeting, the method of joining), its date and time, the agenda, the venue and the date and time of the reconvened General Assembly, the draft resolutions and the proposals necessary for the decision, and the manner of granting powers of attorney and – where the amendment of the DoF or any other matter requiring a qualified majority of all Members is on the agenda – the manner of advance written voting. If the Cluster has a foreign Member, the invitation, the agenda and the draft resolutions shall also be sent in English; the language of the General Assembly shall be Hungarian, and at the request of foreign Members the cluster management organisation shall arrange for English interpretation or an English summary.
9. **Urgent online General Assembly.** In an extraordinary and urgent case under Section 9.1.4 of the DoF, the General Assembly may also be convened exclusively as an online meeting, by an invitation sent at least 2 working days before the day of the General Assembly. The reason for the urgency shall be specifically stated in the invitation; failing this, the General Assembly shall be convened in accordance with Point 8.
10. **Supplementing the agenda.** Any Member may, within 2 working days of receipt of the invitation, request that the agenda be supplemented, by submitting the draft resolution and the proposal. The convener shall send the supplemented agenda to the Members by electronic means no later than on the 3rd working day preceding the General Assembly. The agenda of an urgent General Assembly under Point 9 may not be supplemented.
11. **Matters not included in the invitation.** The General Assembly shall decide, on the motion of any Member and by a simple majority of the Members present, on placing on the agenda a matter that is not included in the invitation and does not require a qualified majority; in such a matter the General Assembly may also decide on the merits once it has been placed on the agenda. The following may not be placed on the agenda in this manner, and no resolution may be adopted on them unless they are included in the agenda set out in the invitation: (a) matters concerning the membership relationship (in particular an application against the refusal of admission, removal and expulsion); (b) the election and recall of the President and the Vice-President; (c) the adoption and amendment of the Fee Regulations. In a matter not included in the invitation that requires a qualified majority under Section 9.1.7 of the DoF, the General Assembly may decide only if all Members are present or represented and they unanimously consent to its being placed on the agenda.
12. **Irregular convening.** A General Assembly not convened in accordance with the OOR may also be held and may adopt resolutions if all Members are present or represented and no Member objects to the holding of the General Assembly. This circumstance shall be recorded in the minutes.

I.2. Participation and representation

13. A Member shall be represented at the General Assembly by its legal representative or by a person authorised by it in writing. The power of attorney – with the content set out in Annex 2 to the OOR – shall be handed over to the cluster management organisation, or sent to it by electronic means, no later than the opening of the General Assembly. The power of attorney may be granted for one General Assembly or for a specified period, and may contain voting instructions.
14. The representative of another Member may also act as proxy holder. One person may represent no more than five Members.
15. The Cluster Manager, the managing director of the cluster management organisation, and any person invited by the President or the Cluster Manager – including in particular the

representative of an organisation that has submitted a declaration of accession but has not yet been admitted – may attend the General Assembly in an advisory capacity.

I.3. Quorum and chairing of the General Assembly

16. The General Assembly shall be quorate if more than half of the Members are present or represented. The quorum shall be verified at the opening and at each adoption of a resolution. Attendance shall be recorded on an attendance sheet (at an online meeting, a list of participants).
17. If the General Assembly is not quorate, the reconvened General Assembly specified in the invitation – which may be held no earlier than 15 minutes after the original time and no later than 15 days thereafter – shall be quorate in respect of the matters on the original agenda irrespective of the number of those present, with the exception of the matters listed in Section 9.1.7 of the DoF.
18. The General Assembly shall be chaired by the President or, if the President is prevented from acting, by the Vice-President or, if both are prevented from acting, by the Cluster Manager (chair of the meeting). If none of them is present, or if their offices are vacant, the General Assembly shall, after the opening and as the first item on the agenda, elect a chair of the meeting from among those present. The General Assembly shall elect a keeper of the minutes and two minutes authenticators designated from among the representatives of the Members; the minutes authenticators shall also act as vote counters.
19. The chair of the meeting shall open the General Assembly, establish the quorum, present the agenda, give and withdraw the floor, put the draft resolutions and amendments to the vote, announce the resolutions, and ensure compliance with the competition law rules (Annex 4).

I.4. Voting and adoption of resolutions

20. Each Member shall have one vote. Voting shall be open; in the election of officers and in expulsion matters, a secret ballot shall be held at the request of any Member. At an online meeting, voting shall take place by oral roll-call vote or by online voting under Point 20/A.
- 20/A. **Online voting.** At meetings of the General Assembly (whether held in person, in hybrid form or online), in advance voting (Point 22) and in the written procedure (Points 34–40), voting may also take place by means of an online voting system, provided that the system (a) identifies the representative of the Member entitled to vote by means of individual access (a personalised link, an access code or two-factor authentication); (b) ensures that each Member – in the case of a power of attorney, the proxy holder separately on behalf of each Member represented by it – casts one vote; (c) in the case of a secret ballot, does not make the link between the vote and the identity of the voter ascertainable after the result of the vote has been established, but records participation in the vote; (d) records the votes cast with a time stamp and makes the result available in an exportable format – in the case of open voting, per Member, by name. The use of online voting and the method of using the system shall be communicated in the invitation or upon the initiation of the written procedure. The voting results report of the online voting system shall be attached to the minutes. A vote cast in the online voting system shall qualify as a written statement (Point 4(f)).
21. The General Assembly shall adopt its resolutions by a simple majority of the votes of the Members present. In the event of a tie, the President – or, in the President's absence, the Vice-President – shall have the casting vote; if neither of them is present, the draft resolution shall be deemed rejected (Section 9.1.7 of the DoF).
22. In matters requiring a qualified majority of all Members under Section 9.1.7 of the DoF (amendment of the DoF, revocation of the designation of the cluster management organisation, expulsion of a Member), the votes shall be recorded per Member, by name. For these resolutions, in addition to the votes cast at the General Assembly, the votes cast in writing before the General Assembly on the ballot paper set out in Annex 3 shall also be taken into account if they were received by the cluster management organisation by the opening of the General Assembly, or if the Member cast them in the online voting system under Point

20/A by the opening of the General Assembly. A Member voting in advance shall not be deemed present, but its vote shall count towards the calculation of the qualified majority.

23. In accordance with Section 9.1.7 of the DoF: if the number of votes required for a resolution requiring a qualified majority cannot be reached at the General Assembly, the General Assembly may order by simple majority that the vote be continued in the written procedure under Points 34–40 for a period of no more than 30 days from the day of the General Assembly. In this case, the resolution shall be adopted on the day on which the last necessary vote in favour is received by the cluster management organisation.
24. **Election of officers.** Any Member may nominate candidates for the offices of President and Vice-President from among the representatives of the Members, accompanied by the candidate's written statement of acceptance (Annex 5). The President and the Vice-President shall be elected by separate votes. If there is more than one candidate and none of them obtains a majority of the votes of those present, a second round shall be held between the two candidates having received the most votes, in which the candidate receiving more votes shall be elected.
25. **By-election.** The call for nominations under Section 9.2.4 of the DoF shall be sent by the Cluster Manager to all Members by electronic means and published on the website of the Cluster. The call shall specify the office to be filled, the remaining term of office, and the method and deadline for nominations. The Cluster Manager shall submit the nominations received to the Members within 5 working days of the expiry of the nomination deadline. The election may take place at a General Assembly or in the written procedure (Points 34–40).

I.5. Online and hybrid meetings

26. An online or hybrid meeting may be held by means of electronic communications equipment that ensures mutual and simultaneous video and audio connection between the participants and allows the participants to be identified. Upon joining, participants shall state their names and the Member they represent; the chair of the meeting shall record the identification in the minutes.
27. If, during the meeting, the connection is interrupted to such an extent that the quorum cannot be established, the chair of the meeting shall suspend the meeting for no more than 30 minutes; if the connection is not restored, the remaining agenda items shall be discussed at the reconvened General Assembly or in the written procedure.
28. Video and audio recordings of an online meeting may be made solely for the purpose of preparing the minutes and subject to prior notice to the participants; the recording shall be deleted within 30 days of the authentication of the minutes.

I.6. Minutes and resolutions

29. Minutes shall be taken of the General Assembly, containing: the venue, time and form of the meeting; the method of convening and the convener; the Members present and represented, and the quorum; the names of the chair of the meeting, the keeper of the minutes and the minutes authenticators; the agenda; the material contributions; the resolutions and, for each resolution, the number of votes in favour and against and of abstentions, in matters under Point 22 per Member; and, at the request of any Member, any statement that Member considers material.
30. The minutes shall be signed by the chair of the meeting, the keeper of the minutes and the two minutes authenticators; an electronic signature may also be used. The Cluster Manager shall send the minutes, together with the attendance sheet, the powers of attorney and the advance ballot papers, to the Members by electronic means within 10 working days of the General Assembly.
31. Resolutions shall be given a serial number restarting each year and the date of the General Assembly (“.../YYYY. (MM. DD.) GA resolution”), and shall be recorded in the Book of Resolutions kept by the cluster management organisation. The Book of Resolutions shall contain the content of the resolution, its effective date, the voting ratios and the persons concerned.

32. Resolutions affecting Members (in particular the refusal of admission, removal and expulsion) shall also be communicated to the Member concerned in writing, in a verifiable manner.
33. Any Member may – if a resolution of the General Assembly infringes the law, the DoF or the OOR – lodge a written objection against it with the Board within 30 days of the communication of the resolution, and the Board shall submit the objection to the next General Assembly. The objection shall not affect the Member's right to bring the matter before a court.

I.7. Decision-making without a meeting (written procedure)

34. The General Assembly may – on the initiative of the Cluster Manager or the Board – also adopt resolutions without holding a meeting, by written (electronic) vote. The written procedure may be used in any matter falling within the competence of the General Assembly.
35. The Cluster Manager shall send the draft resolution, the proposal and the ballot paper set out in Annex 3 to all Members by electronic means. The ballot paper shall indicate the response options “yes”, “no” and “abstain”. The deadline for response shall be at least 8 days from transmission; in an urgent case under Section 9.1.4 of the DoF, at least 2 working days.
36. If at least one tenth of the Members so request in writing within 3 working days of transmission, the proposal shall be discussed at a General Assembly; in this case the written procedure shall be terminated in respect of the proposal concerned, and a General Assembly shall be convened for a date within 15 days.
37. The written vote shall be valid if more than half of the Members have voted by the response deadline. The resolution shall be adopted by a majority of the valid votes and, in matters under Section 9.1.7 of the DoF, by a qualified majority of all Members.
38. Members shall send their votes to the e-mail address specified by the cluster management organisation or cast them in the online voting system under Point 20/A. The votes shall be counted jointly by the Cluster Manager and the representatives of two Members designated by the Board; in the event of a discrepancy, the vote shall be repeated.
39. The Cluster Manager shall draw up minutes of the result of the vote, which shall also be signed by the two vote counters, and shall send them to the Members within 5 working days of the expiry of the response deadline. The resolution shall be adopted on the day specified in the minutes or, failing that, on the last day of the response deadline.
40. In all other respects, the rules applicable to resolutions of the General Assembly shall apply to resolutions adopted in the written procedure.

II. THE BOARD

41. **Composition and rules of procedure.** In accordance with Section 9.2 of the DoF, the Board shall consist of the President, the Vice-President and the Cluster Manager. The Board may adopt its own rules of procedure within the framework of this Chapter.
42. **Meetings.** The Board shall meet as necessary, but at least quarterly. Meetings shall be convened by the Cluster Manager with the consent of the President, at least 5 working days before the meeting, by electronic means, with the agenda and proposals attached; in urgent cases, the deadline may be shortened to 1 working day. At the request of any Board member, a meeting shall be convened for a date within 15 days. Meetings may also be held online.
43. **Quorum and voting.** The Board shall be quorate if at least two of its members – including the President or the Vice-President – are present. Each Board member shall have one vote; the Board shall decide by majority vote, and in the event of a tie the President chairing the meeting (or, if the President is prevented from acting, the Vice-President) shall have the casting vote.
44. **Personal involvement.** In accordance with Section 9.2.6 of the DoF, a Board member may not take part in the vote if the resolution concerns that Board member or the Member represented by that Board member (in particular the admission or removal of, a proposal for

the expulsion of, or a service benefit for, that Member). In such a case, the quorum and the majority shall be determined by reference to the number of Board members entitled to vote; if no Board member entitled to vote remains, the matter shall be decided by the General Assembly.

45. **Resolutions without a meeting.** The Board may also adopt resolutions by electronic means without holding a meeting. The Cluster Manager shall send the draft resolution to all Board members, with a response deadline of at least 3 working days. The resolution shall be adopted if all Board members have voted and the proposal was supported by a majority of the votes; if any Board member requests that a meeting be held, the matter shall be discussed at a meeting.
46. **Advisory participation.** Any Member may attend meetings of the Board in an advisory capacity; it shall notify the Cluster Manager of this by the working day preceding the meeting. The Board may invite experts.
47. **Summary record.** A summary record shall be prepared of each meeting of the Board, containing those present, the agenda and the resolutions with the voting ratios. The summary record shall be signed by the person chairing the meeting and the Cluster Manager; the Cluster Manager shall send the resolutions to the Members within 10 working days of the meeting. Resolutions of the Board shall be recorded in the Book of Resolutions (“.../YYYY. Board resolution”).
48. **Tasks of the Board.** In addition to the matters set out in Section 9.2.5 of the DoF, the Board shall in particular:
 - a) discuss on a quarterly basis the report of the Cluster Manager on the progress against the target values of the Cluster Strategy (monitoring report);
 - b) approve the annual report, work plan and budget before the ordinary General Assembly;
 - c) decide on admission (Chapter VI) and on removal on account of membership fee arrears;
 - d) make proposals to the General Assembly for the review of the Cluster Strategy, the amendment of the Fee Regulations and the expulsion of a Member;
 - e) investigate reports concerning breaches of the Code of Ethics (Chapter X);
 - f) mediate in disputes between Members (Section 14.3 of the DoF).

III. THE PRESIDENT AND THE VICE-PRESIDENT

49. **The President**, in addition to the matters set out in Section 9.2.7 of the DoF, shall: (a) coordinate the work of the Board and exercise a right of consent in respect of the convening of the General Assembly and of the Board; (b) together with the Cluster Manager, represent the Cluster at policy, governmental and international forums and at events of the Cluster, and inform the Board of such appearances; (c) represent policy positions on behalf of the Cluster on the basis of a resolution of the Board or – in urgent cases – following consultation with the Vice-President and the Cluster Manager; (d) sign the minutes of the General Assembly if the President chaired the General Assembly.
50. **The Vice-President**, within the area of responsibility under Section 9.2.8 of the DoF (member community and business cooperation), shall: (a) oversee the member recruitment plan and the preparation of admission decisions, and report annually to the Board on changes in the number of Members; (b) ensure that the member satisfaction survey is conducted annually, and submit its results to the Board and the General Assembly; (c) provide professional support for the development of business acquisition and market access services (procurement forums, B2B programmes, networking with vehicle manufacturers (OEMs) and system suppliers (Tier 1)); (d) deputise for the President.
51. In performing their duties, the President and the Vice-President shall act in the interest of the Cluster as a whole, independently of the interests of the Member they represent. They shall not receive remuneration for their office; their costs incurred in representing the Cluster and approved in advance may be reimbursed by the cluster management organisation from the budget.

IV. THE CLUSTER MANAGEMENT ORGANISATION AND THE CLUSTER MANAGER

52. **The tasks of the cluster management organisation**, in addition to those set out in Section 9.3.2 of the DoF, shall in particular include:
- a) the management of the documents of the Cluster (DoF, OOR, Code of Ethics, Fee Regulations, Cluster Strategy, minutes, declarations of accession and withdrawal, Book of Resolutions) and their retention for at least 10 years;
 - b) the operation of the monitoring system of the Cluster Strategy: collection of indicator data, a quarterly monitoring report to the Board and an annual report to the General Assembly;
 - c) the collection and recording of the data and supporting documents required for cluster qualification, grant and international labelling (ESCA) procedures (in particular attendance sheets of events, membership fee invoices, certificates of cooperation, press coverage);
 - d) keeping the website of the Cluster up to date (Chapter IX);
 - e) keeping records of member services (the Member using the service, the service, the date, the source of funding, the aid content);
 - f) keeping the register of Members, the Members' competence and capacity database and customer relationship data in its own permanent IT system; in a system used for project purposes, Members' data may be processed only for the purpose and duration of the project.
53. **Designation of the Cluster Manager.** The Cluster Manager shall be designated in writing by the managing director of the cluster management organisation in accordance with Section 9.4.1 of the DoF. The instrument of designation shall contain the name of the designated person, that person's legal relationship with the cluster management organisation, the date on which the designation takes effect, and that person's contact details. The cluster management organisation shall send the instrument of designation to the Board and the Members by electronic means and retain it among the documents of the Cluster.
54. **Deputisation.** If the Cluster Manager is prevented from acting for a prolonged period (exceeding 15 days), the managing director of the cluster management organisation shall designate a deputy in writing, who shall exercise the rights of the Cluster Manager for the period of deputisation but shall not have voting rights on the Board.
55. **Reporting.** The Cluster Manager shall (a) prepare a written monitoring report to the Board on a quarterly basis, covering the implementation of the work plan, the development of the indicators of the Cluster Strategy, changes in the number of Members, member activity indicators (member retention rate, proportion of active Members), membership fee revenues and arrears, pending grant applications, and the development of the self-financing ratio of the core operation; (b) submit a written annual report to the ordinary General Assembly and send it to the Members at least 8 working days before the General Assembly.
56. **Procedure for establishing unsuitability.** A motion under Section 9.4.3 of the DoF shall be submitted in writing, with reasons, to the President – or, if the motion is submitted by the Board, to the Members. The motion shall be communicated to the Cluster Manager, who may submit written comments within 8 days and may request to be heard at the General Assembly. The motion shall be discussed by a General Assembly convened for a date within 15 days of its submission. The reasons for a resolution establishing unsuitability shall be recorded in the minutes, and the resolution shall be communicated without delay to the cluster management organisation and the person concerned.
57. **Incompatibility.** The Cluster Manager shall notify the Board without delay if a ground for disqualification under Section 9.4.4 of the DoF arises in respect of the Cluster Manager. The Cluster Manager and the employees of the cluster management organisation may not, on behalf of the Cluster, conclude a contract with an organisation in which they or their close relatives have an interest without prior notification of the Board.

58. **Membership of the cluster management organisation.** The membership of the cluster management organisation, its exemption from the membership fee and the restriction of its voting rights shall be governed by Section 7.9 of the DoF. The cluster management organisation shall be represented at the General Assembly by its managing director or by a representative authorised in writing. In matters excluded from voting, it shall be recorded in the minutes that the cluster management organisation did not vote, and the quorum and the majority shall be determined without it.

V. PROFESSIONAL WORKING GROUPS

59. At the time of entry into force of the OOR, the Cluster does not operate professional working groups. The Board may in future initiate the establishment of professional working groups to support the implementation of the Cluster Strategy; the tasks, composition and rules of operation of the working groups shall be laid down – simultaneously with their establishment – by an amendment of the OOR. The cluster management organisation shall operate a closed professional club for the Members, which shall not qualify as a working group: it shall hold consultations on topics communicated in advance, in a moderated format and under the Chatham House Rule (Point 3.4 of the Code of Ethics), to which experts and decision-makers may also be invited. The conditions of participation shall be determined by the Fee Regulations; the competition law rules under Section 6.2 of the DoF shall continue to apply to the consultations.

VI. DETAILED RULES OF MEMBERSHIP

VI.1. Admission

60. An organisation wishing to join shall submit the declaration of accession and data sheet set out in Annex I to the cluster management organisation. Proof of the power of representation (a company register extract or an equivalent document) shall be attached to the declaration of accession if it cannot be verified from a public database. A foreign applicant shall attach an extract from the register of its seat or an equivalent document; an English translation shall be attached to any document not in Hungarian or English (Section 7.1a of the DoF). Prior to admission, the Cluster Manager shall verify that the applicant is not subject to a restrictive measure imposed by the European Union or Hungary.
61. The Cluster Manager shall examine the declaration of accession within 5 working days; if the declaration is incomplete, the Cluster Manager shall invite the applicant, on one occasion, to remedy the deficiencies within a deadline of 8 days. The Cluster Manager shall submit the complete declaration of accession – together with the Cluster Manager's opinion on the fulfilment of the membership conditions (Section 7.1 of the DoF) – to the Board.
62. The Board shall decide on admission within 30 days of receipt of the complete declaration of accession. Admission may be refused only if the applicant does not meet the conditions laid down in Section 7.1 of the DoF, if its admission would seriously jeopardise the reputation or objectives of the Cluster, or if the applicant's membership was previously terminated by expulsion. A decision of refusal shall state the reasons.
63. Membership shall commence on the date of the Board resolution on admission. The Cluster Manager shall notify the applicant of the decision in writing within 5 working days and enter it in the register of Members. The list of admitted Members shall be presented at the next General Assembly.
64. A rejected applicant may apply to the General Assembly within 15 days of the communication of the decision; the application shall be placed on the agenda of the next General Assembly. The General Assembly shall decide on admission by simple majority; its decision shall be final.

VI.2. Register of Members, changes in data

65. In addition to the data listed in Section 7.3 of the DoF, the register of Members shall contain: the main activity of the Member (TEAOR), the number of the resolution providing for the

commencement and termination of membership, data on membership fee payments, and the Member's consent to the publication of its name and logo on the website of the Cluster.

66. Upon accession, the Member shall make a statement on its classification by enterprise size (in accordance with Annex I to Commission Regulation (EU) No 651/2014 and, in the case of a Member established in Hungary, also in accordance with Act XXXIV of 2004 on Small and Medium-sized Enterprises), and shall notify – no later than 30 days after the adoption of the annual accounts for the closed financial year – any change in its classification. The Member shall notify any change in the registered data within 15 days; any disadvantage arising from failure to notify shall be borne by the Member.
67. The cluster management organisation shall reconcile data with the Members once a year, before the ordinary General Assembly.

VI.3. Participation and data provision by Members

68. Members shall make reasonable efforts to participate actively in the work of the Cluster, in particular by being represented at the General Assembly, participating in at least one cluster event or service per year, and responding to member needs assessment surveys.
69. Members shall provide the data under Section 6.4 of the DoF once a year, on the data sheet sent by the cluster management organisation, within 30 days of its transmission. The data sheet may request only non-confidential data; the cluster management organisation shall publish the data only in aggregated form that does not allow the Member to be identified, unless the Member has consented to individual publication.
70. A Member may – at its own discretion and without remuneration – also support the work of the Cluster with ancillary services, in particular by presenting the Cluster on its own communication channels, providing experts for grant applications and events, and participating as a speaker.

VI.4. Termination of membership

71. **Withdrawal.** A declaration of withdrawal shall be submitted in writing to the cluster management organisation. Membership shall terminate on the last day of the calendar year in which the declaration is received (Section 7.6(b) of the DoF). The Cluster Manager shall confirm in writing the acknowledgement of the withdrawal within 5 working days and inform the Board.
72. **Removal.** In the event of failure to pay the membership fee, the procedure set out in Section 8.6 of the DoF shall be followed. The Member shall be warned of the legal consequences in the payment demand. After the 90-day deadline has expired without result, the Cluster Manager shall submit a proposal for removal to the next meeting of the Board. Removal shall take effect on the date of communication of the Board resolution.
73. **Expulsion.** The Board's proposal for expulsion (Section 7.6(d) of the DoF) shall be made within 30 days of becoming aware of the ground for expulsion, but no later than 6 months after the ground arose. The proposal, together with the reasons, shall be communicated in a verifiable manner to the Member concerned, which may submit written comments within 15 days. The General Assembly shall decide on expulsion – after hearing the Member concerned – by the majority specified in Point 22. The absence of the Member concerned despite having been duly invited shall not prevent the decision. Expulsion shall take effect on the date of communication of the resolution.
74. **Communication.** The resolution on removal or expulsion shall be sent to the contact person of the Member concerned by electronic means and also to the registered seat of the Member by registered post with acknowledgement of receipt – in the case of a foreign Member, by international registered post with acknowledgement of receipt or an equivalent delivery evidencing receipt. The postal item shall be deemed delivered on the day of the attempted delivery if the addressee refused to accept it, and on the 5th working day following the second unsuccessful delivery attempt if the item was returned marked “not collected”.

75. **Consequences of termination.** Upon termination of membership, the Member's data shall be deleted from the public list of Members and from the website within 15 days; the data may be retained in the register of Members for 5 years after termination. A former Member may not use the logo of the Cluster or refer to its membership.

VII. RULES OF FINANCIAL MANAGEMENT

76. **Membership fee.** The amount of the membership fee, the membership tiers and the membership benefits attached to them shall be determined by the Fee Regulations. The invoicing and payment of the membership fee shall be governed by Section 8.4 of the DoF, and the legal consequences of late payment by Section 8.6 of the DoF. A Member may initiate an increase of its membership tier at any time, and a reduction with effect from the following calendar year, by 30 November of the current year.
77. **Hardship relief.** The General Assembly may – on the proposal of the Board – in individual cases deserving of hardship relief, with the consent of the cluster management organisation, reduce the membership fee of a Member for a fixed period or permit payment in instalments. The decision shall be recorded in the Book of Resolutions; no distinction may be made between Members in the same situation.
78. **Work plan and budget.** The draft work plan and budget for the current year shall be prepared by the Cluster Manager and, following approval by the Board, submitted to the ordinary General Assembly. The work plan shall be based on the action plan of the Cluster Strategy. Until the adoption of the budget, the cluster management organisation may manage funds in accordance with the pro rata share of the previous year's budget.
- 78/A. **Two-layer financial management and project rules.** The work plan, the budget and the report shall present the core operation (core team and operating costs) and the project layer (activities and staff financed from grant and project funding) separately, together with the self-financing ratio of the core operation (Section 8.1a of the DoF). The cluster management organisation shall participate in a project in the name or interest of the Cluster only if (a) the project serves one of the objectives of the Cluster Strategy; (b) the project covers its own direct costs and the staff assigned to it, and contributes to the general costs of the cluster management; (c) no core function is financed on a lasting basis from project funding, and staff employed from a project are engaged for the duration of the project; (d) the results of the project (knowledge, methodology, service content) are carried forward in the Cluster's own fee-based services. The Cluster Manager shall inform the Board of new projects before the application is submitted and shall demonstrate that the above conditions are met.
79. **Separate records.** The cluster management organisation shall keep the membership fees and other revenues collected for the purposes of the Cluster, as well as the expenditures relating to the Cluster, separately in its accounting records (under a separate cost centre or job number) in such a way that the revenues and expenditures relating to the Cluster can be determined at any time. Members may inspect these records through the President, by prior arrangement.
80. **Commitments on behalf of Members.** The cluster management organisation may undertake obligations in the name or at the expense of Members only with the prior written consent of the Member concerned. The cluster management organisation may require from the consenting Members, prior to the conclusion of the contract, appropriate security or participation in the contract as a party or as an ancillary obligor; if this is refused, it may refuse to conclude the contract.
81. **State aid.** Before using an aided service, the Member shall make a statement on its eligibility under the relevant aid scheme (in particular regarding de minimis aid). The cluster management organisation shall inform the Member in writing of the amount of aid granted.

VIII. USE OF SERVICES

82. A Member may request the services of the Cluster (Chapter V of the DoF) from the cluster management organisation in writing or via the interface available on the website of the

Cluster. The cluster management organisation shall provide up-to-date information on the website on the range, conditions and fees of the services.

83. The cluster management organisation shall provide the services in a transparent and non-discriminatory manner. In the event of limited capacity, the order of receipt of applications, the priority linked to the membership tier under the Fee Regulations and – in the case of aided services – the eligibility conditions of the aid programme shall apply.
84. The use of services provided under Data-EDIH 2.0 and other aid programmes shall be governed – in addition to the rules of the Cluster – by the conditions of the programme concerned; the cluster management organisation shall inform the requesting Member of these in advance.
85. Members may provide feedback on the quality of the services; the cluster management organisation shall conduct a member satisfaction survey annually and present its results to the ordinary General Assembly.

IX. COMMUNICATION AND PUBLICITY

86. The following shall be published and kept up to date on the website of the Cluster: the DoF, the OOR, the Code of Ethics, the Fee Regulations, the Cluster Strategy (or its public summary), the list of Members (with the names and logos of the Members consenting to publication), the names of the officers, the services and contact details of the cluster management organisation, and the events and results of the Cluster.
87. Press statements on behalf of the Cluster may be made by the President or the Cluster Manager. Members may provide information about the activities of the Cluster but may not create the impression that they are speaking on behalf of the Cluster.
88. The use of the logo of the Cluster shall be governed by the corporate identity guidelines of the cluster management organisation, which shall be published on the website.

X. ETHICS, COMPETITION LAW COMPLIANCE, CONFLICTS OF INTEREST, DATA PROTECTION

89. **Ethical matters.** Any Member or third party may report a breach of the Code of Ethics in writing to the President or the Cluster Manager. The Board shall investigate the report within 30 days, hear the person concerned and (a) reject the report, (b) issue a warning to the person concerned, or (c) in the event of a serious or repeated breach, propose expulsion to the General Assembly. An ethical warning shall be public within the Cluster but not externally; the person concerned may appeal against it to the General Assembly within 15 days of its communication, and the General Assembly shall decide finally by simple majority at its next meeting. A whistleblower shall not suffer any detriment on account of a report made in good faith. The detailed criteria of the procedure are set out in the Code of Ethics. If the report concerns a Board member or the Member represented by that Board member, the Board member concerned shall not take part in the procedure.
90. **Competition law compliance.** All meetings of the Cluster (General Assembly, Board, member and procurement forums, B2B meetings) shall be held with an agenda communicated in advance, and the competition law reminder set out in Annex 4 shall be read out at the opening of the meeting or attached to the invitation. At procurement forums and B2B meetings, information on prices, pricing, capacities and bid conditions may be shared only between the buyer and the individual suppliers, on a bilateral basis.
91. **Conflicts of interest.** Any officer or Cluster Manager who, or whose represented Member, has a personal interest in a decision or in the award of a service shall disclose this before the matter is discussed and may not take part in the decision.
92. **Data protection.** The cluster management organisation shall process personal data related to the operation of the Cluster (in particular the data of contact persons, representatives and event participants) in accordance with the privacy notice published on its website, for the period necessary for the purpose of the processing. Attendance sheets and documents

prepared on meetings shall be retained for the period necessary for cluster qualification and aid procedures, but for at least 10 years.

XI. FINAL AND TRANSITIONAL PROVISIONS

93. The OOR and its annexes shall be adopted and amended by the General Assembly by simple majority. Formal amendments to Annexes 1–5 – without any substantive change to their content – may also be made by the Board, which shall inform the next General Assembly thereof.
94. The OOR shall enter into force on the date of the resolution of the General Assembly adopting it and shall replace the Organisational and Operational Rules adopted on 8 March 2018 and amended by Resolution No 2018/24 of the General Assembly.
95. **Transitional membership fee rule.** Until 30 June 2027, the amounts specified in Chapter V of the 2018 OOR (micro and small enterprise: HUF 100,000 + VAT/year; medium-sized enterprise: HUF 1,500,000 + VAT/year; large enterprise: HUF 5,000,000 + VAT/year) shall remain in force as the amounts of the membership fees, provided that the obligation to pay membership fees is suspended for this period and no invoice may be issued for these membership fees. With effect from 1 July 2027 – until otherwise provided by the Fee Regulations – they shall be replaced by the membership fee table set out in Annex 6 in accordance with the Cluster Strategy.
96. Admission, removal and expulsion procedures pending at the time of entry into force shall be completed in accordance with the rules of the OOR.

Done at Budapest, 13 October 2026



Erős Veronika Erzsébet
managing director,
ZONE Klaszter
Nonprofit Kft.



Tóth-Báló Tamás
Cluster Manager

ANNEX I – DECLARATION OF ACCESSION AND DATA SHEET

The undersigned organisation hereby gives notice of its intention to join the Zalai Önvezető Jármű Klaszter (hereinafter: the Cluster) as follows.

A) Details of the acceding organisation

Name:

Registered seat (country, address):

Company registration number / registration number, registering authority:

.....

Tax number / community tax number (VAT ID):

Main activity (TEÁOR):

Enterprise size (micro / small / medium-sized / large / non-enterprise):

.....

Selected membership tier (basic / first upgraded / second upgraded):

.....

Name and position of representative:

Name, e-mail and telephone number of contact person:

B) Declarations

The acceding organisation declares that it

- a) has read the Deed of Foundation, the Organisational and Operational Rules, the Code of Ethics and the Fee Regulations of the Cluster and accepts them as binding upon itself;
- b) meets the membership conditions laid down in Section 7.1 of the Deed of Foundation;
- c) is not subject to any pending bankruptcy, liquidation, voluntary winding-up or compulsory strike-off proceedings or any similar proceedings under the law of its seat, and that neither it nor its owner or executive officer is subject to a restrictive measure imposed by the European Union or Hungary;
- d) has provided the above data truthfully and shall notify any change therein within 15 days;
- e) acknowledges the privacy notice of the cluster management organisation and shall ensure that its contact person is informed thereof;
- f) consents / does not consent (underline as appropriate) to the publication of its name and logo on the website and in the publications of the Cluster, indicating the fact of its membership.

Done at:, on the day of

..... authorised company signature

Endorsement (to be completed by the cluster management organisation): declaration of accession received:; complete:; admitted / rejected by Board resolution No .../YYYY.:

ANNEX 2 – POWER OF ATTORNEY

The undersigned (registered seat:; company registration number:; represented by:), as a Member of the Zalai Önvezető Jármű Klub (hereinafter: the Principal), hereby authorise (place and date of birth:; address / organisation represented:) as proxy holder,

- at the (reconvened) General Assembly of the Cluster to be held on the day of or
- at all General Assemblies of the Cluster to be held from the day of to the day of

to represent the Principal, speak, make proposals and vote on its behalf.

Voting instructions (optional):

#	Agenda item / draft resolution	Yes	No	Abstain
1.				
2.				
3.				

Done at:, on the day of

.....

Authorised company signature of the Principal

.....

I accept the power of attorney (proxy holder)

Witnesses (in the case of a paper-based signature): 1. name, address, signature: 2. name, address, signature:

ANNEX 3 – BALLOT PAPER (FOR ADVANCE OR WRITTEN VOTING)

Name of the Member: Representative:

Subject of the vote: the agenda of the General Assembly of the Cluster to be held on the day of / the written draft resolution sent on the day of

Response deadline: day of, ... hours. The ballot paper shall be sent to the following e-mail address:, or the vote shall be cast in the online voting system communicated in the invitation (Point 20/A of the OOR).

#	Draft resolution	Yes	No	Abstain
1.				
2.				
3.				

The Member declares that it has read the draft resolutions and the proposals. If the General Assembly discusses the draft resolution with amended content, the advance vote shall relate to the original proposal.

Done at:, on the day of

..... authorised company signature

ANNEX 4 – COMPETITION LAW REMINDER

Participants in meetings of the Zalai Önvezető Jármi KLASZTER may be each other's competitors, customers and suppliers. EU competition law (Article 101 TFEU) and Hungarian competition law (Act LVII of 1996 on the Prohibition of Unfair Market Practices and Restriction of Competition) prohibit agreements and concerted practices that restrict competition. Therefore, at meetings of the Cluster:

- **it is prohibited** to discuss or share: prices, pricing, margins, discounts, bid conditions; costs, capacities, production plans; the allocation of customers, suppliers or markets; intentions to participate in specific tenders or procurement procedures; agreements on wages or on the poaching of staff;
- **it is permitted** to discuss: general industry trends, legislative and technological developments, the services of the Cluster, public information, and aggregated and anonymised data;
- if the discussion turns to a prohibited topic, any participant may request that it be ended immediately; the request and the closing of the discussion shall be recorded in the summary record; if the discussion nevertheless continues, the participants shall leave the meeting;
- at procurement forums and B2B meetings, bid and price information may be exchanged only between the buyer and the individual suppliers, on a bilateral basis.

Any questions may be addressed to the Cluster Manager.

ANNEX 5 – NOMINATION AND ACCEPTANCE STATEMENT

Name of the nominating Member: represented by:

The nominating Member nominates for the office of ☐ President / ☐ Vice-President of the Zalai
Önvezető Jármű Klaszter:, who is a representative / employee / executive officer
of the Member

Brief reasons for the nomination:

Statement of the candidate: I, the undersigned, accept the nomination. I declare that no ground for disqualification under Section 3:22 of the Civil Code applies to me; that I am not a member, executive officer or employee of the cluster management organisation; that, if elected, I shall perform my office in the interest of the Cluster as a whole and without remuneration; and that I shall disclose any conflict of interest without delay.

Done at:, on the day of

.....

authorised company signature of the nominating
Member

.....

signature of the candidate

ANNEX 6 – MEMBERSHIP FEE TABLE FROM 1 JULY 2027

(Based on Section 6.2 of the Cluster Strategy; applicable until otherwise provided by the Fee Regulations.)

Membership tier (HUF + VAT / year)	Micro and small enterprise	Medium-sized enterprise	Large enterprise
Basic membership fee	275,000	560,000	1,725,000
First upgraded tier	550,000	1,120,000	3,450,000
Second upgraded tier	825,000	1,680,000	5,175,000

Rules of application:

- classification by enterprise size shall be made in accordance with Annex I to Commission Regulation (EU) No 651/2014; Members that are not enterprises (in particular higher education institutions, research organisations, professional and advocacy organisations) shall be treated in the same way as micro and small enterprises (Section 8.3 of the DoF);
- the membership fee shall be paid semi-annually, in an amount equal to half of the annual amount (Section 8.4 of the DoF); a Member joining in the course of a half-year shall pay a pro rata membership fee; a new Member joining after 1 July 2027 shall be entitled to the six-month accession discount under the Fee Regulations;
- Members shall declare their selected membership tier before 1 July 2027; in the absence of a declaration, they shall be classified in the basic membership tier (Section 14.6(a) of the DoF);
- the membership benefits attached to each membership tier shall be determined by the Fee Regulations;
- the cluster management organisation shall not pay a membership fee (Section 7.9 of the DoF).