BY-LAWS

Founded on 04/22/94

(Modified during the Ordinary General Assembly of 06/19/2020)

CHAPTER I – THE ORGANIZATION:

Article 1 - The Instituto Socioambiental, a non-commercial association, with no political party affiliation or embodying any distinctions of faith, race, ethnicity, class, sexual orientation or gender is hereby established for an unlimited duration with its headquarters in the city of São Paulo.

Paragraph 1 - A secondary office is hereby established in the city of Brasília; other offices may be established as and where necessary.

Paragraph 2 - In order to advance public understanding of socioenvironmental issues, the fulfilment of its institutional objectives and the impact of its activities, the Association may permit other organizations to adopt the name “Instituto Socioambiental”, subject to observation of the following minimum conditions:

a) The constitution of the organization must incorporate the institutional objectives contained in Article 2 of the present By-Laws;

b) The proposal must be presented to the Board of Directors by at least five founder or admitted members, together with a detailed report on the organization’s operational situation and its relationship to the Association, and be approved by the General Assembly by at least two thirds of members present;

c) The Association shall be entitled to speak at meetings of the General Assembly of the organization;

d) The organization shall be entitled to speak at meetings of the General Assembly of the Association;

e) The act of approval shall establish rules for a preferential partnership between the organization and the Association, including mutual obligations, and shall specify the circumstances under which the agreement may be revoked.
CHAPTER II – INSTITUTIONAL OBJECTIVES:

Article 2 - The objectives of the Instituto Socioambiental are to:

a) Promote the defense of social property and rights, both collective and diffuse, relating to the environment, cultural heritage, human rights and the rights of peoples;

b) Encourage socio-economic development by enabling access to and democratic and ecologically sustainable management of natural resources, with a view to conserving cultural and biological diversity for present and future generations;

c) Support, undertake and disseminate research and studies, organize documentation and carry out projects to defend the environment, cultural heritage, human rights and the rights of peoples, in particular those of indigenous peoples and traditional populations;

d) Promote gender, racial and ethnic equity and diversity;

e) Promote interchange with other national and international organizations and bodies for the defense of environmental, cultural and peoples’ heritage, in particular in Latin America and the Caribbean, and for the carrying out of research and studies in the different fields of knowledge relevant to its activities;

f) Disseminate by any means information and knowledge resulting from its activities or those of third parties relevant to its activities;

g) Support improvement of and compliance with legislation that furthers achievement of the present objectives;

h) Support and carry out precautionary and participative research to combat all forms of social and environmental degradation, including assessment of environmental impacts resulting from human activities.

i) Support the improvement of living conditions, health care, security, nutrition, access to land, and non-discrimination, as well as the consolidation, within Brazilian society, of civil, political, economic, social and cultural rights of indigenous peoples, quilombolas and traditional populations.
Paragraph 1 - To achieve its objectives the Association may, individually or in cooperation with others:

a) Organize documentation and information services;

b) Produce, publish, edit, distribute and disseminate books, magazines, videos, films, photographs, tapes, records, magnetic or optical disks, other materials, exhibitions, radio broadcasts, and by other means;

c) Research, record, edit and disseminate images, music and testimonies relating to the range of its activities;

d) Document, by any means, its various activities, together with facts and issues relevant to its objectives;

e) Distribute and sell products and materials produced by the Association or third parties, with due regard to the social objectives of the Association;

f) Undertake civil action and other legal initiatives for the purpose of defending social property and rights, both collective and diffuse, especially those relating to the environment and cultural heritage;

g) Provide legal services, through a lawyer and/or a law firm, to support and defend the environment and the rights of peoples, communities and civil society organizations;

h) Provide advice and consultancy services to public and private organizations for the planning, assessment and carrying out of projects;

i) Enter into agreements, contracts, partnerships, technical cooperation agreements, agreements to collaborate, supporting arrangements, amongst others, for the provision of services to other public or private institutions or third parties;

j) Carry out, organize, promote or participate in cultural events such as debates, conferences, seminars, courses and congresses;

k) Undertake and promote interchange with other institutions for the common defense of environmental and cultural heritage and the rights of peoples, with particular emphasis on Latin America;

l) Support comparative legal studies together with anthropological, geographical, biological, ecological, sociological, sociodemographic studies, and studies in other fields of knowledge, relevant to the range of its activities;
m) Promote, organize, produce, disseminate and participate in national and international events and campaigns to support and defend environmental and cultural heritage and the rights of peoples;

n) Undertake technical assistance and rural extension services, especially those promoting environmentally sustainable social and economic development;

o) Promote and support, technically and financially, including through the provision of scholarships, the carrying out of research, investigation and scientific activities for the production, teaching and dissemination of knowledge relevant to achieving the objectives contained in this Article.

**Paragraph 2** - In carrying out its activities, the Association shall seek to harmonize these with those of like-minded institutions in order to avoid duplication of efforts.

**Paragraph 3** - The Association shall not involve itself in religious, party political or any other matters inconsistent with its institutional objectives.

**Paragraph 4** - In carrying out its activities, programs, projects and action plans, the Association shall adhere to principles of legality, impartiality, ethical behavior, disclosure, cost-effectiveness, efficiency and effectiveness.

**CHAPTER III: MEMBERSHIP**

**SECTION I - Composition**

**Article 3** - The Association comprises:

a) Founder members: those who participated in the Association’s founding Assembly, signed the record of its proceedings and committed themselves to its objectives;

b) Admitted members: those who have been admitted with the approval of two thirds of the members of the General Assembly, following nomination by three founder or admitted members;

c) Honorary members: individuals or institutions prominent in the defense of social property and rights, both collective and diffuse, relating to the environment and cultural heritage or who, with justification, can be so characterized.

**Paragraph 1** - Any member of the Board of Directors of the Association may
nominate candidates for honorary membership. A written justification shall be submitted to the President of the Board of Directors, who shall submit the proposal for approval by an absolute majority at the next ordinary meeting of the General Assembly.

Paragraph 2 - No more than three honorary members per year may be admitted.

Paragraph 3 - The permanent member may be appointed as an honorary member, cumulating the rights of both categories.

SECTION II - RIGHTS AND OBLIGATIONS OF FOUNDER, ADMITTED, COLLABORATING AND HONORARY MEMBERS

Article 4 - The associates, regardless of the category, are not responsible for the obligations of the association, nor can they use their symbols or speak on the association’s behalf, unless expressly authorized by the Board of Directors.

Article 5 - All founder and admitted members are entitled to: have access to the offices of the Association and to be informed of projects and activities undertaken; submit proposals to the Board of Directors; enjoy such privileges as the Association may offer; participate in the meetings of the General Assembly with the right to speak, to vote, to elect and to be elected to the Board of Directors.

Article 6 – All honorary members are entitled to be informed of projects and activities being undertaken and to enjoy such privileges as the Association may offer.

Article 7 - The duties of founder and admitted members are to: participate in meetings of the General Assembly; promote the good name and standing of the Association; and make every effort within their fields of expertise to ensure that the objectives of the Association are successfully met.

SECTION III – REQUIREMENTS FOR THE EXCLUSION OF AN MEMBER:

Article 8 - Members of any category guilty of serious violation of, or whose behavior is incompatible with, these By-Laws, or whose actions constitute a cause for exclusion as specified in these By-Laws, shall be excluded from the Association.

Article 9 - The General Assembly will consider motions for exclusion submitted by three founder or admitted members; exclusion shall require the approval of at least two-thirds of the members present.
Sole Paragraph - Exceptionally, it will be incumbent upon the Board of Directors, following a proposal by 1 (one) of its members or the Executive Secretary, to decide on the exclusion of members who fail to attend the Ordinary General Assembly for 2 (two) consecutive years without formal justification to the Executive Secretariat.

Article 10 - In all cases the member shall be given at least thirty days prior warning of a meeting that will consider her or his exclusion so that, should s/he so wish, s/he may submit her/his defense in writing within fifteen days of receipt of the notification.

Paragraph 1 - The motion to exclude a member and any respective defense shall be judged concurrently:

a) by the General Assembly in cases falling within the chapeau of Article 9;

b) by the Board of Directors in cases falling within sub items a) and b) of Article 9, sole paragraph.

Paragraph 2 - The member shall be notified of the decision arising from consideration of her/his defense so that, should s/he so wish, an appeal against the decision may be made in writing within fifteen days of receipt of the notification.

Paragraph 3 - In such cases the General Assembly will decide upon the appeal.

Article 11 - A member in any category may voluntarily resign from the Association by means of written communication to the Executive Secretariat.

Paragraph 1 - The Executive Secretariat shall inform the members of the Board of Directors within fifteen working days of the date of receipt of any such communication and will proceed to exclude the name of the member from all records, registers and publications of the Association.

CHAPTER IV: BODIES OF THE ASSOCIATION

Article 12 - The following are the bodies of the Association:

a) General Assembly;

b) Board of Directors;

c) Audit Committee;
CHAPTER V: GENERAL ASSEMBLY

SECTION I - STRUCTURE AND RESPONSIBILITIES

Article 13 - The General Assembly is the highest body of the Association and comprises all founder members and admitted members in full exercise of their rights, as provided for in Article 5 of these By-Laws.

Article 14 - The responsibilities of the General Assembly are to:

a) consider reports on activities, financial reports and other accounts of the Association submitted by the Board of Directors;

b) consider recommendations submitted by the various bodies of the Association;

c) elect the Board of Directors and the Audit Committee;

d) establish, as necessary, an Evaluation Committee composed of experts, to independently evaluate the projects and activities of the Association from a socioenvironmental perspective;

e) approve the Executive Secretary nominated by the Board of Directors in accordance with Article 41 of these By-Laws;

f) decide upon any matters relating to the Association, including amendments to the By-Laws and the winding up of the Association, in accordance with Articles 72, 73, 74 and 79 of these By-Laws;

g) decide on the admission of new members of any category;

h) consider motions for the exclusion of members together with the defenses and appeals provided for in Articles 9 and 10 of these By-Laws, paragraph 1 “a” and paragraph 3;

i) approve the general outlines of the Strategic Plan of the Association and amendments proposed by the Board of Directors;

j) approve the establishment of new projects;

k) authorize the disposal or exchange of or encumbrances over the Association’s immovable property under the terms of Article 70 of these By-Laws;
I) establish policies of cooperation with public and private bodies, national and international, and with bilateral and multilateral agencies;

m) authorize utilization of the Financial Fund in accordance with Articles 68 and 69 of these By-Laws.

SECTION II - MEETINGS OF THE GENERAL ASSEMBLY

**Article 15** - Meetings of the General Assembly shall be convened with at least thirty days’ notice, by properly recorded letter or email, and will take place:

a) ordinarily, following convocation by the Executive Secretariat with the approval of the Board of Directors, once a year in the first half of the year.

b) extraordinarily, following convocation by the Board of Directors or by at least one fifth of the founder or admitted members.

**Art. 16** - Ordinary and extraordinary assemblies will preferably be held in person.

**Sole Paragraph** - Without prejudice to the provisions of the caput of this article, ordinary and extraordinary Assemblies may also take place virtually, using, for this purpose, a video-conference device, digital platforms that allow the virtual communication of members, or other technological means.

**Article 17** - The letter of convocation shall contain the following information:

a) date and venue of the General Assembly;

b) agenda of the meeting.

**Sole Paragraph** - It is the responsibility of the member to provide the Executive Secretariat with an electronic and mail address, including updating this information whenever changes occur, either temporary or permanent.

**Article 18** - Meetings of the General Assembly shall be opened by the President of the Board of Directors and two founder or admitted members shall be elected by the meeting to preside and act as secretary, the latter being responsible for drafting the minutes of the meeting.

**Sole Paragraph** - If the President of the Board of Directors is absent or unable to participate, the General Assembly shall be opened by the Vice-President or, in his or her absence, by another member of the Board of Directors or by the Executive Secretary or by any founder or admitted member present.
Article 19 - The General Assembly shall be called to order with a minimum presence of half the members entitled to vote plus one.

Sole Paragraph - Once thirty minutes have elapsed from the time of first call to order, the General Assembly shall begin with the presence of any number of members.

Article 20 - Resolutions of the General Assembly shall be adopted by simple majority, subject to the exceptions provided for in these By-Laws.

Sole Paragraph - For the deliberations on the removal of the Board of Directors, the approval of an absolute majority of the members with voting rights attending the General Assembly will be necessary.

Article 21 - In the event of a tied vote the member presiding the meeting shall cast the deciding vote.

Article 22 - Minutes of the proceedings and resolutions of the General Assembly shall be recorded in a special book. The minutes shall be signed by the members presiding the meeting and shall subsequently be circulated to members for approval at the next General Assembly.

Sole Paragraph - When the meeting is held virtually, the members of the board may sign the minutes by affixing their signatures or by means of a digital certificate.

Art. 23 - In virtual assemblies, proof of the quorum and of the members present can be done in one of the following ways:

a) via a recording, with the name of the participants, taken from the digital platform where the virtual meeting was held; or

b) via a list, containing the names of those present, signed by two associates, who will attest and testify, under the penalties of the law, that all the names on the list participated in the virtual assembly.

Sole Paragraph - The issuer(s) of the document referred to in article 23, “a”, will certify, under the penalties of the law, that the information matches with those registered on the digital platform.

CHAPTER VI: BOARD OF DIRECTORS
SECTION I - STRUCTURE AND RESPONSIBILITIES

Article 24 - The Board of Directors, responsible for management of the Association, shall comprise a minimum of four and a maximum of six founder or admitted members elected by the General Assembly.

Paragraph 1 - Three members of the Board of Directors shall be chosen from among those who do not exercise any executive function in the Association.

Paragraph 2 - When electing the members of the Board of Directors the General Assembly shall designate the President and Vice-President.

Article 25 - The term of office of members of the Board of Directors shall be three years with re-election permitted, observing the provisions of Article 26.

Article 26 - All decisions of the Board shall be taken by simple majority.

Sole Paragraph - In the event of a tie the President shall cast the deciding vote.

Article 27 - The responsibilities of the Board of Directors are to:

a) convene and open General Assemblies;

b) consider the Strategic Plan and the Work Plan prepared by the Executive Secretariat, submit these for approval by the General Assembly and monitor their execution;

c) approve the Annual Work Plan prepared by the Executive Secretariat and monitor its execution;

d) approve new projects;

e) promote compliance with the objectives and the statutory and procedural provisions of the Association and with decisions taken by the General Assembly;

f) administer the Association’s property and manage its resources;

g) appoint and where necessary substitute members of the Executive Secretariat ad referendum by the General Assembly, supervising their activities and granting administrative powers;
h) create permanent organic executive positions, comprising an unlimited number of professional staff, and establish their general duties and budget;

i) review the financial statements of the Association;

j) submit recommendations to the General Assembly for the award of Honorary Membership of the Association as provided for in Article 3 and its paragraphs in these By-Laws;

k) consider motions for the exclusion of members together with defenses provided for in Articles 9, sole paragraph, and 10, paragraph 1 “b”;

l) approve the half-yearly report prepared by the Executive Secretariat;

m) approve the establishment of new offices;

n) approve the general policy of posts and salaries proposed by the Executive Secretariat;

o) submit to the General Assembly the annual report on activities, balance sheet and financial statements of the Association;

p) approve the Association’s bylaws as drawn up by the Executive Secretariat;

q) consider recommendations of the Audit Committee, the Strategic Management Council and, when instituted, the Evaluation Committee;

r) hire independent auditors to examine the accounts and financial situation of the Association at the end of each year;

s) Convene and guide, in partnership with the Executive Secretariat, the Strategic Management Council (SMC).

**Article 28** - The Board of Directors may, as necessary, establish an Evaluation Committee, composed of experts, to independently evaluate the projects and activities of the Association from a socioenvironmental perspective.

**Paragraph 1** - The Review Committee shall consider the activities and projects undertaken by the Association and make recommendations as appropriate to the Board of Directors and the General Assembly.

**Paragraph 2** - The Review Committee shall be established whenever the complexity of a project or activity so requires.

**Paragraph 3** - At the beginning of each meeting the Review Committee shall appoint
a chair and a secretary from among its members. The secretary shall be responsible for drafting the minutes of the meeting and the report containing its recommendations.

**Paragraph 4** - Representatives of bodies providing institutional support to the Association, of communities or social groups involved in the projects or activities under review, of the technical staff of the Association responsible for the activity or implementation of the project and members of the Executive Secretariat may participate in meetings of the Review Committee with the right to speak.

**SECTION II - ELECTION AND RENEWAL OF THE BOARD OF DIRECTORS**

**Article 29** - The election of the Board shall take place at an ordinary meeting of the General Assembly of the Association.

**Paragraph 1** - The elected Board of Directors will take office on the day following the end of the term of office of the Board of Directors in office and provided that the minutes of the election are already registered in a Notary Office.

**Paragraph 2** - If there are delays in the registration of the minutes, the term of office of the Board of Directors is automatically extended until the delivery of the minutes registered by the Notary Office, the date from which the elected Board of Directors may begin its term.

**Article 30** - Members of the Board of Directors shall be elected by the General Assembly, by means of slates, in a secret vote and by means of ballot papers containing the names of all candidates of each slate and the indication of the names of those candidates who would occupy the positions of President and Vice-President. The candidates of the slate that receives the most votes shall be considered elected.

**Sole Paragraph** - A member of the Executive Secretariat who is a member of the Board of Directors may not be its President or Vice-President.

**SECTION III - MEETINGS OF THE BOARD OF DIRECTORS**

**Article 31** - The Board of Directors shall meet, preferably, at the headquarters of the Association:

a) ordinarily at least three times a year, independently of convocation;

b) extraordinarily as necessary, when convened by the President or by three of its members, in writing and with not less than forty-eight hours’ notice.
**Article 32** - Members of the Executive Secretariat shall participate in the meetings of the Board of Directors and shall prepare the minutes of the meeting.

**Sole Paragraph** - Other members of the staff of the Association, as well as outside specialists and consultants, may be invited to take part in meetings of the Board of Directors.

**Article 33** - A member of the Board of Directors or of the Executive Secretariat who is unable to participate in a meeting of the Board of Directors for reasons of travel, health or force majeure shall provide prior written justification.

**Article 34** - The Board of Directors may take decisions when at least three of its members are present.

**SECTION IV - EXPIRATION OF THE TERM OF OFFICE OF A MEMBER OF THE BOARD OF DIRECTORS**

**Article 35** - The term of office of a member of the Board of Directors expires:

a) when the new Board of Directors takes office;

b) upon explicit or implicit resignation;

c) upon disqualification;

d) upon impediment;

e) upon death.

**Article 36** - A member’s absence from three consecutive ordinary meetings, except as provided for in Article 33, shall be considered implicit resignation.

**Article 37** - A member of the Board of Directors may be disqualified from office in the case of serious violation of the duties of the office, to be defined by the General Assembly on a case-by-case basis, as provided for in Article 8 of these By-Laws.

**SECTION V - BOARD OF DIRECTORS MEMBER VACANCIES**

**Article 38** - Vacancies that arise on the Board of Directors as a result of resignation, death or any other impediment shall be filled by the Board of Directors by means of voting on names proposed by members of the Board of Directors *ad referendum* by the General Assembly.
Sole Paragraph - The candidate receiving in a secret vote a simple majority of the votes of the members present at the meeting shall be considered elected and shall remain in office until the next ordinary meeting of the General Assembly, at which time s/he may be confirmed in office or replaced through a new election. In either case, her/his term of office will be that of the remainder of the term of office of the member s/he replaced.

CHAPTER VI: THE PRESIDENT AND VICE-PRESIDENT OF THE BOARD OF DIRECTORS

Article 39 - The responsibilities of the President of the Board of Directors are to:

a) represent the Association as plaintiff or defendant in court or other proceedings;

b) open meetings of the General Assembly;

c) preside meetings of the Board of Directors and cast the deciding vote, as necessary;

d) convene extraordinary meetings of the Board of Directors as necessary;

e) appoint, as needed and with the prior approval of the Board of Directors, attorneys empowered to represent the Association administratively and judicially;

f) hire individuals or bodies needed for the administrative and technical activities of the Association;

g) establish the duties of and manage the staff of the Association;

h) approve the hiring, dismissal and transfer of technical and administrative staff and their inclusion within the overall policy of posts and salaries together with other measures related to staff necessary for fulfilling work plans approved by the General Assembly;

i) Accept donations and contributions provided that these do not compromise the autonomy and independence of the Association.

Article 40 - The Vice-President of the Board of Directors shall deputize for the President when s/he is absent or unavailable.

CHAPTER VII: THE EXECUTIVE SECRETARIAT

Article 41 - The Executive Secretariat is the administrative body of the Association, comprising an Executive Secretary whose position is remunerated and whose appointment is made by the Board of Directors and approved by the General
Paragraph 1 - The Board of Directors shall designate the Executive Secretary, who shall be responsible for the Secretariat and the management of its activities.

Paragraph 2 - The designation of membership of the Executive Secretariat by the Board of Directors confers full administrative powers as provided for under Article 27 (g) independently of any written power of attorney drafted to this end;

Paragraph 3 - The Board of Directors, with the prior agreement of the Executive Secretary, may nominate one or more Deputy Executive Secretaries.

Article 42 - The duties of the Executive Secretariat are to:

a) manage and carry out administrative, financial, budgetary and planning responsibilities;

b) hire individuals or firms needed to undertake the administrative and technical activities of the Association;

c) approve the hiring, dismissal and transfer of technical and administrative staff and their inclusion within the overall policy of positions and salaries together with other measures related to staff necessary for fulfilling work plans approved by the General Assembly;

d) prepare and review technical and financial reports on the projects and activities of the Association prior to their consideration by the Board of Directors;

e) plan and review activities and budgets semi-annually and submit these for the consideration of the Board of Directors;

f) call to order, on first or second callings, meetings of the General Assembly as well as Extraordinary Assemblies in the name of the Board of Directors;

g) implement the program decisions of the General Assembly;

h) formulate and implement the communications and information policy of the Association in accordance with the guidelines adopted by the General Assembly;

i) carry out the policy of cooperation with public and private institutions, national and international, and bilateral and multilateral agencies as approved by the General Assembly;

j) decide on the dissemination of collections held by and materials produced by the Association or co-produced with other environmental and educational bodies and
institutions;

k) coordinate fund-raising activities;

l) coordinate project development;

m) prepare technical advice, collectively or individually, on the projects and activities of the Association and of third parties;

n) review projects submitted to the Association;

o) supervise the departments of the Association;

p) monitor the operational and financial planning of projects being carried out;

q) prepare policy on posts and salaries for the approval of the Board of Directors;

r) draw up internal procedures;

s) draft the internal bylaws of the Association for the approval of the Board of Directors;

t) nominate the representatives of the Association at seminars, symposia, congresses and other national and international events;

u) submit the financial and accounting statements of the Association and an annual budgetary forecast to the Board of Directors.

v) convene and guide, in partnership with the Executive Board, the Strategic Management Council (SMC);

w) convene the Strategic Program Management Council (SPMC), for the activities provided for in these Bylaws.

CHAPTER IX - ADVISORY BODIES OF THE BOARD OF DIRECTORS AND THE EXECUTIVE SECRETARIAT:

SECTION I - THE STRATEGIC MANAGEMENT COUNCIL - SMC

Article 43 - The Strategic Management Council (SMC), which is tied to the structure of the Board of Directors and the Executive Secretariat, is an internal body with a consultative role to support the Executive Secretariat by providing advice on executive management issues together with questions related to institutional planning and strategy.
Article 44 - The permanent composition of the Strategic Management Council (SMC) shall include:

a) the Executive Secretary and/or Deputy Executive Secretary;

b) the Program Coordinators;

c) the Administration Coordinator; and

d) the Communications Coordinator.

Article 45 - The tasks required of the Strategic Management Council (SMC) are to:

a) lead the development of the Institutional Strategic Plan;

b) analyze priority institutional policies;

c) evaluate program activities in order to ensure synergy, coherence and connectivity with strategic themes;

d) propose changes of direction for program activities as needed;

e) undertake internal review of the annual budget in order to ensure that priorities are met, and institutional finances are sustainable throughout the year;

f) provide support to decisions concerning staff and other members of the Association, including admissions, dismissals and coherence in salary policy and the structure of posts;

g) assist in considerations of new projects and categories of funding;

h) advise on deciding institutional positions to be taken in public and policy forums;

i) participate in decisions on institutional partnerships;

j) contribute to improved institutional management.

Article 46 - The Strategic Management Council is required to hold a meeting every three months. Extraordinary meetings may be called at any time by the Executive Secretary.

Paragraph 1 - Participation in meetings of the Strategic Management Council by its permanent members is obligatory.
Paragraph 2 - Meetings of the Strategic Management Council are open to participation by members of the Board of Directors;

Paragraph 3 - Any member of the Association or staff member and, as appropriate, any external expert may be invited by the Executive Secretary to attend meetings of the Strategic Management Council;

Paragraph 4 - In her/his absence, a Program Coordinator shall be represented by the respective Deputy Coordinator;

Paragraph 5 - In their absence, the Administration Coordinator and the Communications Coordinator will nominate a member of their respective teams to represent them;

Paragraph 6 - At the start of each year the Executive Secretary will determine the dates of meetings of the Strategic Management Council; these may be subsequently adjusted with the consent of the other members;

Paragraph 7 - The methodology of its meetings and activities resulting from decisions of the Strategic Management Council will be implemented by the Executive Secretariat, or jointly by the members of the Strategic Management Council when they so determine;

Paragraph 8 - The proceedings of Strategic Management Council meetings will be recorded in minutes to be submitted to the Board of Directors.

Paragraph 9 - When appropriate the Strategic Management Council may prepare reports of its meetings for dissemination throughout the Association.

SECTION II - THE STRATEGIC PROGRAM MANAGEMENT COUNCIL (SPMC)

Article 47 - The Strategic Program Management Council (SPMC) is a body to support and advise Program coordinators and shall report to the Executive Secretariat and the Board of Directors on its ongoing activities.

Article 48 - The permanent composition of the Strategic Management Council will include:

a) the Program Coordinator;

b) the Deputy Program Coordinator(s);

c) other staff or members of the Association nominated by the Program Coordinator
or Deputy Program Coordinator;

d) the Executive Secretary and/or Deputy Executive Secretary;

e) a member of the Board of Directors and/or Audit Committee.

**Article 49** - The responsibilities of the Strategic Program Management Council are to:

a) prepare the strategic plan of the Program;

b) decide program priorities;

c) evaluate program activities in order to ensure synergy, coherence and connectivity with strategic themes and to propose changes of direction for program activities as needed;

d) keep the annual budget under review in order to ensure meeting project priorities and the sustainability of program finances throughout the year;

e) provide support to decisions concerning staff and other members of the program, including admissions, dismissals and coherence in salary policy and the structure of posts;

f) assist in considerations of new projects and categories of funding;

g) advise on deciding institutional positions to be taken;

h) participate in decisions on institutional partnerships;

i) contribute to improved program management.

**Article 50** - The Strategic Program Management Council will hold at least three meetings a year which should preferably take place prior to the program’s planning and evaluation activities.

**Paragraph 1** - Any member of the Association or staff member and, as appropriate, any external expert may be invited by the Executive Secretary to attend meetings of the Strategic Program Management Council;

**Paragraph 2** - The Strategic Program Management Council will be made up no more than twelve members.

**Paragraph 3** - At the start of each year the Program Coordinator will determine the dates of meetings of the Strategic Program Management Council; these may be subsequently adjusted with the consent of the other members;
Paragraph 4 - Meetings of the Strategic Program Management Council will be recorded in minutes which shall be submitted to the Executive Secretariat and the Board of Directors;

Paragraph 5 - When appropriate the Strategic Program Management Council may prepare reports of its meetings for dissemination throughout the Association.

Article 51 - The structure, scope, mandate and other issues related to the regional or thematic programs of the Association will be regulated by its bylaws as provided for by Articles 42(s), 27(p) and 79 of these by-laws.

CHAPTER X - THE AUDIT COMMITTEE

SECTION I - STRUCTURE AND RESPONSIBILITIES

Article 52 - The Audit Committee is the body responsible for monitoring the accounting and financial management of the Association and is composed of at least three founder or admitted members elected by the General Assembly for a term of office of three years with re-election permitted.

Sole Paragraph - Members of the Audit Committee shall preferably have an academic or professional background compatible with the office and responsibility.

Article 53 - The responsibilities of the members of the Audit Committee are to:

a) examine the reports of the external auditors and provide an opinion to the General Assembly;

b) examine the balance sheets and the accounting and financial reports of the Association at the end of each financial year;

c) provide an opinion on the financial and accounting performance reports, as well as the asset management activities of the Association, to the General Assembly;

d) attend meetings of the Board of Directors at its request or that of the President whenever clarifications are required in connection with opinions provided by the Audit Committee.

Sole Paragraph - The opinions referred to in article 53, "a" and "c", must be signed by at least 1 (one) member of the Audit Committee.

SECTION II - ELECTION AND RENEWAL OF THE AUDIT COMMITTEE
Article 54 - The election of the Audit Committee will take place at an ordinary meeting of the General Assembly.

Paragraph 1 - The elected Audit Committee will take office on the day following the end of the term of office of the Audit Committee and provided that the minutes of the election are already registered with the Notary Office.

Paragraph 2 - In case of delays in the registration of the minutes, the term of office of the Audit Committee in office is automatically extended until the delivery of the minutes registered by the Notary Office, the date from which the elected Audit Committee may begin its mandate.

Article 55 - The three or more members of the Audit Committee shall be elected by the General Assembly, by means of slates, in a secret vote and by means of ballot papers containing the names of all candidates of each slate. The candidates of the slate that receives the most votes shall be considered elected.

SECTION III - MEETINGS OF THE AUDIT COMMITTEE

Article 56 - The Audit Committee shall meet ordinarily at least once a year and extraordinarily whenever necessary.

SECTION IV - EXPIRATION OF THE TERM OF OFFICE OF A MEMBER OF THE AUDIT COMMITTEE

Article 57 - The term of office of a member of the Board of Directors expires:

a) when the new Audit Committee takes office;

b) upon formal resignation;

c) upon disqualification;

d) upon impediment;

e) upon death.

Article 58 - A member of the Audit Committee may be disqualified from office in
the case of serious violation of the duties of the office, to be defined by the General Assembly on a case-by-case basis, as provided for in Article 8 of these By-Laws.

SECTION V - AUDIT COMMITTEE MEMBER VACANCIES

Article 59 - Vacancies that arise on the Audit Committee as a result of resignation, death or any other impediment shall be filled by the Committee by means of voting on names proposed by its members ad referendum by the General Assembly.

Sole Paragraph - The candidate receiving in a secret vote a simple majority of the votes of the members of the Audit Committee present at the meeting shall be considered elected and shall remain in office until the next ordinary meeting of the General Assembly, at which time s/he may be confirmed in office or replaced through a new election. In either case, her/his term of office will be that of the remainder of the term of office of the member s/he replaced.

CHAPTER XI - ACCOUNTING SYSTEM AND STATEMENTS

Article 60 - The financial year of the Association shall end on 31 December of each year.

Article 61 - The Board of Directors shall employ the services of an independent external auditor at the end of each financial year to prepare a report and issue an opinion on the accounting and financial statements of the Association and at any other time when funds deriving from the signing of partnership, funding, collaboration, cooperation or other types of agreements with public bodies so require.

Article 62 - The preparation of its accounts by the Association shall conform to basic accounting principles and to the Brazilian Accountancy Standards.

Article 63 - The preparation of accounts for funds and assets received by the Association from public bodies shall be done in accordance with the sole paragraph of Article 70 of the Federal Constitution.

Article 64 - Once approved by the General Assembly, the reports on activities, the financial statements of the Association and the report of the external auditor shall be published through an efficient medium to be determined by the Board of Directors in order to be available for scrutiny by any member of the public.

Article 65 - The report on activities, the financial statements, the report of the independent external auditor, together with the opinion of the Audit Committee shall be prepared in the first 120 days of each year for subsequent submission by the
President of the Board of Directors to the General Assembly for its consideration and approval.

**Sole Paragraph** - Following consideration by the General Assembly, the financial statements shall be archived together with the minutes of the meeting at which they were considered and approved, so as to allow members open access to the books and records of the Association.

**CHAPTER XII: ASSETS**

**Article 66** - The assets of the Association comprise goods and funds acquired through:

a) voluntary contributions by members;

b) donations of goods and rights and the proceeds of sponsorship by individuals and organizations domestic or foreign;

c) fundraising collection campaigns and voluntary donations from individuals;

d) such grants as may be made by public bodies;

e) assets acquired by any means;

f) income derived from its assets and projects;


g) assets of similar institutions or foundations transferred to the Association following their winding up;

h) donations made to the Association;

i) proceeds from the sale of publications, editions, films, videos and other goods whether produced by the Association or not;

j) income from contracts and agreements for provision of services to third parties;

k) interest received;

l) other income.

**Article 67** - The Association shall not accept any type of donation or grant that may compromise its independence or autonomy vis-à-vis the donor or grantor.

**Sole Paragraph** - The donor shall be notified of the reason for refusal of the donation.
Article 68 - The Association shall allocate resources to the creation of a financial fund to be used in exceptional situations, with the express approval of the General Assembly.

Article 69 - The financial fund referred to in the previous Article shall be comprised of the following resources:

a) 10% (ten percent) of un-earmarked income;

b) 0.5% (one half of one percent) of earmarked income, provided that this amount and its allocation are provided for in the relevant fundraising proposal;

c) 100% (one hundred percent) of income raised specifically for this purpose;

d) 100% (one hundred percent) of any income generated by the fund itself.

Sole Paragraph - The amount accruing in the financial fund shall not exceed one quarter of the annual expenditure of the Association stipulated in its budget.

Article 70 - Ownership of and rights relating to immovable property that constitute the assets of the Association shall only be disposed of or exchanged or be subject to encumbrance following prior approval by an absolute majority of the founder and admitted members present at the General Assembly.

Paragraph 1 - Disposal by the Executive Secretariat of items forming part of the permanent assets of the association that are replaced as a result of wear and tear or obsolescence, as well as those deemed superfluous, does not require prior approval provided the Board of Directors is informed.

Paragraph 2 - Any immovable property acquired by the Association with funds obtained through an instrument of partnership with a public body under the terms of law 9.790/99 shall be registered as unalienable.

Article 71 - All income, profits or dividends obtained by the Association shall accrue to the benefit of activities foreseen in its By-Laws, may not be used for any other purpose, and shall be wholly used in Brazil.

CHAPTER XIII: TERMINATION OF THE ASSOCIATION

Article 72 - In the case of an insuperable impediment to its continuity the Association shall be terminated by resolution of the General Assembly, following consultation with its other bodies.

Sole Paragraph - The decision to terminate the Association may only be made by two thirds of the founder and admitted members present at the Extraordinary
General Assembly specially convened for this purpose with forty-five days' prior notice by registered mail, in which the reasons that justify the proposal for the termination are clearly laid out.

**Article 73** - Should the Association be wound up, in accordance with a resolution to be passed by the General Assembly, its assets shall be liquidated and all its goods and rights shall be assigned to one or more civil society public interest organizations engaged in similar activities, and recognized as such by the Ministry of Justice, or that meet the provisions of law 13.019/2014.

**Paragraph 1** - The President of the Board of Directors shall be the liquidator of the Association. The General Assembly may appoint another liquidator in the event the President is unable to undertake the task.

**Paragraph 2** - Under no circumstances shall the assets be shared directly or indirectly among the members of the Association and the liquidator shall be personally liable for any such acts, hereby deemed legally null and void.

**Article 74** - Should the Association be accredited as a public interest civil society organization [OSCID] and for whatever reason lose this accreditation, the assets acquired with public funds as a result of an instrument of partnership under the terms of law 9.790/99 shall be transferred to another public interest civil society organization, preferably with a similar social purpose, as decided by the General Assembly.

**CHAPTER XIV: GENERAL AND TRANSITORY PROVISIONS**

**Article 75** - The members of the Board of Directors and the Audit Committee shall perform their duties with no form of direct or indirect remuneration and shall not be liable individually or jointly for the obligations of the Association.

**Paragraph 1** - The distribution by any means, directly or indirectly, of profits, bonuses, dividends or benefits to directors, supporters, members or employees is expressly prohibited.

**Paragraph 2** - Members of the Board of Directors may be remunerated when they effectively participate in the executive management or provide specific services to the Association, having due regard, in both cases, for prevailing market values in the Association’s field of activity and the provisions of Article 24, paragraph 1.

**Article 76** - Executive positions shall be occupied by competent professionals, who shall be liable to the Association and third parties for any wrongful or culpable conduct, under the authority of the President of the Board of Directors.
**Article 77** - For the purpose of efficiency, economicity, and agility in the work of the Institute, all meetings foreseen in these By-laws can be carried out through videoconferencing and/or digital platforms that allow virtual meetings to take place.

**Article 78** – The Association shall adopt administrative management practices necessary and sufficient to prevent the obtaining, individually or collectively, of personal benefits and advantages by members of the Board of Directors, their spouses or partners, or by organizations of which they may be directors or owners of more than ten percent of the equity.

**Article 79** – The present By-Laws may be fully or partially amended by resolution of two-thirds of the founder and admitted members present at the General Assembly specially convened for this purpose.

**Sole Paragraph** - The General Assembly shall be responsible for any transitional rules that may be necessary in cases of amendments to these By-Laws.

**Article 80** - The Board of Directors shall enact specific rules for the regulation of these By-Laws.

**Article 81** - Cases of omission shall be resolved by the Board of Directors, with voluntary appeal to the General Assembly.

Reviewed by:

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Deborah de Magalhães Lima  
President of the Board of Directors

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Marina da Silva Kahn  
Vice-President of the Board of Directors

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