

Protect Grândola – Environment Protection Association

Article 1 - Name and Purpose

1 – Is hereby incorporated an association named Protect Grândola – Environment Protection Association *PROTEGER GRÂNDOLA - ASSOCIATION DE DEFESA DO AMBIENTE*, henceforth referred to as “Association”, as a private non-profit legal person that will govern itself by the applicable and relevant parts of the *Código Civil*, by these bylaws and by the *Regulamento Geral Interno* (Internal Regulations) that will be approved in due course by the board of directors.

2- The purpose of the Association includes:

- a) The protection of the environment, the natural, social and cultural heritage, the ecological alternatives and to promote a sustainable development that preserves the differentiating factors and natural excellence that characterizes the Alentejo region in general and, in particular, the municipality of Grândola;
- b) The promotion of environmental awareness and education, civic awareness and citizenship, in order to encourage a respect for nature and for the traditions and cultural and social characteristics of the region and of the municipality of Grândola;
- c) Other purposes that may be approved by a resolution of the General Meeting.

3 – In order to prosecute its purpose the Association may make use of, among others, the following means:

- a) Promoting progress and the well-being of the local populations as a result of a development that is sustainable and respectful of the social realities and of the existing balanced eco-systems;
- b) Assuring that said progress respects the law and equality, follows best practices and is soundly based on science and technical knowledge;
- c) Promoting dialogue and understanding between the authorities and the various interest groups with a view to identifying solutions that are based on consensus and sustainability;
- d) Informing the authorities, both at local and central levels, of the need to establish *zonas de proteção total* (conservation areas) within the Grândola Municipality whenever justified;
- e) Identifying regulations, policies and practices that hurt the environment, the natural and man-made cultural heritage or the sustainability of the development in the area within the municipality of Grândola.

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- f) Sponsoring activities, campaigns and events that promote the awareness of, and call upon the civic sense of citizens for, the defense of the quality of the environment, of our natural and man-made heritage and of sustainable development;
- g) Making accountable those that have caused damage to the environment and to the natural and man-made heritage;
- h) Promoting dialogue with a view to finding social progress solutions by influencing the business sector and the authorities with a view to aligning with the Association's purpose;
- i) Flagging situations of non-compliance with the law, of wrong-doing and of miss-behavior by individuals, legal persons and others;
- j) Supporting and publishing reports and research of environmental interest connected with the Association's purpose.

Article 2 - Scope and Duration

The Association's scope is national, independent of any political or religious beliefs, and is incorporated for an unlimited period of time.

Article 3 - Registered Office

1. The registered office of the Association is located at Avenida Engenheiro Duarte Pacheco, n.º 7, R/C, 1070-100 Lisboa.
2. The Association may maintain places of business anywhere in Portugal or abroad.

Article 4 - Income

The Association's income is made up of:

- a) Membership fees, the value of which will be set by the Board of Directors;
- b) Any awarded subsidies, contributions or crowd-funding receipts;
- c) Any donations, inheritances, legacies and any other gifts;
- d) The proceeds of any sale of owned goods or assets.

#### Article 5 – Expenses

Are expenses of the Association those that result from the activities that are set out in the bylaws and the *Regulamento Geral Interno* (internal Regulations) and the law.

#### Article 6 – Members

1. The Association is made up of an unlimited number of Members.
2. Any persons, natural or legal, Portuguese or foreign, that share in the purpose of the Association and subscribe to its Manifest may be Members.
3. Notwithstanding the bylaws, the acceptance and removal of Members, including their rights and obligations, are set out in the *Regulamento Geral Interno* (Internal Regulations).
4. There may be up to 3 classes of Members: *fundadores* (Founding Members), *efetivos* (Paid-up Members) ou *honorários* (Honorary Members):
  - a) Are Founding Members those that approved these bylaws at the time of first incorporation, and those that the Board of Directors so determines;
  - b) Are Paid-up Members that joined the Association after its constitution, unless they are contemplated in the last part of number 4.a);
  - c) Are Honorary Members those individuals and persons that are recognized in Portugal or abroad because of notable actions aligned with the purpose of the Association and that the Board of Directors has decided to recognize as such.
5. The Honorary Members are exempted of any membership fee payment.

#### Article 7 – Governance

1. The governance bodies of the Association are:
  - a. The General Meeting;
  - b. The Board of Directors;
  - c. The Auditing Board.
2. The period of appointment of Members to fill the positions of the governance bodies of the Association is of 3 (three) years. Elections occur within the month of November of the last year of their mandate.
3. Should elections not take place at the appropriate time, the period of current appointments shall be extended until new Members are appointed.

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4. Should during the course of the three year mandate vacancies occur that exceed half the number of places in any of the governance bodies, then early elections will take place to fill such vacancies. In such a case, the period of appointment shall be such as to coincide with that of the initially elected Members.
5. Subject to any provision in the law and in these bylaws all resolutions of all governance bodies are taken by a simple majority of those Members present.
6. The positions in the governance bodies of the Association must be filled by natural persons that are Members of the Association.

Article 8 – General Meeting

1. The General Meeting gathers all Members of the Association that have their fees fully paid-up. The General Meeting shall occur after a formal call that is made as defined in the law, these bylaws and in the *Regulamento Geral Interno* (Internal Regulations) of the Association.
2. The General Meeting is convened by issuing a formal call by post, or by gazetting in the *portal do Ministério da Justiça* or by email, with recorded delivery addressed to each Member, with a minimum notice of 8 (eight) days. In the formal call the date, time and address of the place of meeting shall be indicated as well as the meeting agenda.
3. At the General Meeting every Paid-Up Member and every Founding Member will be able to each cast one vote. Honorary Members do not have the right to vote.

Article 9 – General Meeting

1. The General Meeting shall be led by 2 (two) Members, one being the Chair and the other the Secretary.
2. The Chair, and whoever is appointed in her or his place, is charged with leading the proceedings of the General Meeting according to the law, these bylaws and the *Regulamento Geral Interno* (Internal Regulations).

Article 10 – Board of Directors

1. The Board of Directors is made up of 3 (three) to 5 (five) Members, with always at least one Chair, one vice-chair and a Treasurer.

2. The Board of Directors is the body tasked with the management and with setting the direction of the activities of the Association.
3. The Board of Directors:
  - a) carries out the resolutions of the General Meeting;
  - b) organizes and supervises the activities of the Association;
  - c) prepares the annual plan, the financial statement and submits them to the General Meeting;
  - d) Approves the applications of the Paid-Up Members, the Founding Members and the Honorary Members of the Association;
  - e) Performs any other roles foreseen in the law, in the bylaws and in the *Regulamento Geral Interno* (Internal Regulations) of the Association.

#### Article 11 - The Auditing Board

1. The Auditing Board is made up of 3 Members: a Chair, a Secretary and a Rapporteur.
2. The Auditing Board shall:
  - a) issue an opinion on the annual financial statements issued by the Board of Directors;
  - b) supervise the actions of the Board of Directors;
  - c) assure the proper discharge of any other obligations awarded to it as foreseen in the law, in these bylaws and in the *Regulamento Geral Interno* (Internal Regulations) of the Association.
4. The 3 Members Auditing Board may be replaced by a single Member *Fiscal Único* that shall have the same rights, duties and obligations as the Auditing Board.

#### Article 12 - Power to Contract

1. The Association shall be legally bound by the Chair of the Board of Directors, or in her/his absence, by the member of the Board of Directors that the Chair shall so determine for the purpose. In all cases, however, the Association will only be legally bound for matters with a value greater than one thousand Euros (€1000) by the joint signature of both:
  - the Chair of the Board of Directors, and that of the
  - Treasureror in both cases, by the member of the Board of Directors that each of these officers appointed to replace them for the purpose.
2. The need for a joint signature set out above will also apply to any decision related to legal proceedings.

Article 13 - Winding-Up

1. The Association may initiate winding-up proceedings by a resolution of a General Meeting called for that express purpose in the manner foreseen by the law, the bylaws and the *Regulamento Geral Interno* (Internal Regulations) of the Association.
2. If, at the time of winding-up, the Association owns any assets that were transmitted to the Association subject to any lien or restriction or if any asset was gifted for a specific purpose, then in the same General Meeting resolution and without further formality such assets shall be returned to the person that the General Meeting shall define.

Article 14 - Omissions

In whatever these bylaws may be found to be lacking, the law and the *Regulamento Geral Interno* (Internal Regulations) of the Association shall apply.

Article 15 - First elections for the governance bodies of the Association

On a date to be defined, to occur within 6 months of the date of the *escritura* of incorporation of the Association, a General Meeting shall be convened for the purpose of electing the Members that will fill the vacancies in the governance bodies of the Association.