

Statutes

Article 1st (Name and head office)

The name of the Association is A Rocha – Christian Association or the Study and Protection of the Environment. With the head office in Cruzinha, Mexilhoeira Grande in Portimão.

Article 2nd

1. It is a Christian non-profit organization.
 - a. To study Nature and the environment.
 - b. To participate in the effort to protect Nature and the environment, using all the necessary legal means in its defence.
 - c. To participate in the effort for the conservation of the natural heritage of the environment.
 - d. To participate in the effort of educating the population and community in the field of environment and sustainable development.
 - e. To promote a whole and sustained vision in society in harmony with Christian values.
2. The Association A Rocha is integrated in an international community organization *A Rocha International* – that shares the same vision, mission and values.

Article 3rd (Cultural organization)

The identity of the association is based on five fundamental values. The commitment to these values includes all areas and fields of activity, including personal relationship between (members and visitors) and institutional relationships (with private and public organizations).

1. It is an organization of **Christian** inspiration whose fundamental motivation follows the path that God is alive and created the world and handed for the care of human beings.
2. It is an organization dedicated to the study and **Conservation** of nature, contributing to the restoration of the natural world and for the education of the communities.
3. It is an organisation that recognises all aspects of human relationships and its activities through the redemption in Christ. Because of this comprehension the organisation looks to establish long term commitments with local **Communities**, being privileged to be part of their activities and experiences.

4. It is an organisation that has a **Cross-cultural** character, seeking to have different cultural experiences.
5. It is an organisation that with mutual help **Cooperates** with other people and organisations with the same objective independently of their political and religious convictions with a view to receiving and agreeing on a wide range of solutions.

Article 4th **(Members rights and obligations)**

1. People may become Association members, single or in groups, if they share the same vision in accordance with its mission, values and objectives and are approved by the association Board.
2. Member obligations:
 - a. Attendance and participation of association AGM.
 - b. Payment of a quota, type, amount and frequency to be decided by the Board.
 - c. Fulfil the statutes, rules and regulations of the association.
3. Members rights:
 - a. To elect or be elected by the social body.
 - b. To participate and vote in the general assembly.
 - c. To request an extra general assembly under Article 8^o, n^o 1.

Article 5th **(Member exclusion)**

1. A member will stop being one if requests to leave the association or be excluded at a General Assembly.
2. Motives of exclusion by the General Assembly are:
 - a. Absence of conditions Article 4th numbers 1 and 2.
 - b. Practices considered against the interests of the association.
 - c. Long absence from association.

Article 6th **(Property)**

1. The association property is comprised of:
 - a. Buildings, or other assets donated.
 - b. Inheritance, legacy, donations, or other means donated by the members, associations or third parties.
 - c. Intangibles means like the name, the brand and the image of A Rocha.
2. To attain their objectives the association can:
 - a. Acquire, build, transfer, rent or charge for usage of properties or any other means.
 - b. Establish or be part of the establishing of organisations, foundations, societies, committees or other forms of organisation

which can be instrumental to its purposes, being autonomous or taking part in its constitution.

- c. To freely have and administer properties, which are part of its assets, according to the civil law and in respect to Nature and others.
- d. To develop economic activities in order to bring forth income for the maintenance and development of the objectives.

Article 7th (Governing bodies)

The association governing bodies are:

1. General Assembly
2. Board; and
3. Fiscal Council

Article 8th (General Assembly)

1. The General Assembly consists of all its members; Meets once a year, addressed by the Board or the General Assembly president, when requested by 20% of its members.
2. The General Assembly board is made up by the president and secretary, who takes the Presidency place in the absence of the president. The absence of the secretary is filled up by a member of the association, present at the AGM, and will be elected for this.
3. Amongst other duties, ruled by law, of the General Assembly are:
 - a. Election of the governing bodies.
 - b. Approval of the yearly report of activities and accounts
 - c. Deliberation on the matters that are submitted by the Board.
4. Decisions are made by absolute majority of the members present in the AGM, except on what's presented on articles 14th and 15th.
5. Convocations are sent by registered post, fax, email or any other means with proof of sending and reception, within, at least, 8 days' notice. It must contain the day, hour, place and the order of agenda.

Article 9th (Board composition)

1. The association management is made up of a Board, in odd numbers with at least three administrators, one of which is be the President and the other Executive Director.
2. The Executive Director is nominated by the Board and has a seat in the Board, because of his/her functions.
3. The Board, with the exception of the Executive Director, are elected in General Assembly for a 2 years mandate, renewable up to five consecutive mandates.

4. For the good administration of the association the Board can form one or more commissions, permanent or not, which pursue its own objectives.
5. If one of the administrators resigns, shall be substituted by someone nominated by the Board and confirmed in the following AGM. However if a substitute is not found, putting at risk the minimal number or the odd number of Board members, an extraordinary General Assembly shall be summoned.

Article 10th
(Board – working method)

1. Board responsibilities is to guard the association's values, vision and mission.
2. The Board meets at least twice a year with all of the members called by the President. Decisions can only be made if the majority of its members is present.
3. Decisions are taken by majority votes of people present. In the case of an equal vote, the president has the deciding vote.
4. Besides the post of President and Executive director, the management is free to choose and create the types of posts and commissions that are more convenient.
5. It is the Board responsibility to execute all the tasks in order to keep the main goals of the association, namely:
 - a. To present report of activities and yearly accounts to the General Assembly for approval.
 - b. Plan and approve the association's strategy.
 - c. Approve the annual Plan and Budget.
 - d. To appoint, dismiss and evaluate the performance of the Executive Director.
 - e. Approval of internal rules.
 - f. Represent the Association, in accordance with article 13th.
 - g. Resolve all the doubts and omissions in the regulations.
6. The Executive Director has a right to vote except in conflicting interests, namely:
 - a. His nomination.
 - b. His dismissal.
 - c. Evaluation of his performance.
7. The Board President is responsible for:
 - a. Summoning the General Assembly, without undermining what is foreseen in N° 1 of article 8th.
 - b. Assure the normal functioning of the Board and follow up accompany the work of the Executive Director.
 - c. Taking the necessary measures, urgent or otherwise, with another member of the Board, if unable to receive answers in sufficient time from the rest of the management, ratifying the decisions at the next Board meeting.
 - d. Facilitate communication between various association governing bodies.

Article 11th
(Executive Director)

1. The Executive Director, besides what is designated by the Board, is responsible for:
 - a. Presenting to the Board the activities plan and budget.
 - b. Taking part in all normal administration duties.
 - c. Coordinate all association staff, in accordance with the structure defined in the Internal Regulations.
 - d. Direction and implementation of Board decisions, strategies and plans.
 - e. To propose or create services or departments for the good functioning of the association.

Article 12th
(Fiscal Council)

1. The Fiscal Council is made up of three people, elected every two years by the General Assembly, one of which will be the President.
2. The Fiscal Council checks the association's accounts according to the law and statutes and presents a report regarding any finance matters presented by the Board and yearly accounts presented by the Board to the General Assembly.

Article 13th
(Representation and obligations)

1. The association is represented by any of the administrators, actively or passively, in the presence of any public or private's entity.
2. The association is obligated by two signatures from the Board members one of which is the President, although can constitute a Representative.

Article 14th
(Association extinction)

1. The association can be dissolved at a General Assembly, specifically summoned up for this matter, and by a decision made by at least 75% of all its members.
2. If the decision to dissolve is approved, the General Assembly will decide the destination of its goods, materials and intangibles, respecting the commitments assumed with A Rocha International.

Article 15th
(Change of statutes)

The present statutes can be changed by a vote of 75% of the present members in an Extraordinary General Assembly meeting, summoned especially for this matter.

Article 16th
(Organisation structure and Internal discipline)

The organisation structure and internal discipline of the association must be guided by the Internal Regulation approved by the Board.