

## **PNBTI - ASSOCIATION OF DEVELOPMENT & COOPERATION BYLAWS**

### **Article 1 - Name and Purpose**

1 – Is hereby incorporated an association named PNBTI - ASSOCIATION OF DEVELOPMENT & COOPERATION, henceforth referred to as “Association”, as a private non-profit legal entity that will govern itself by the applicable and relevant parts of the Civil Code, 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) To improve health systems, especially in underserved regions, contributing to their long-term development through the qualification of human resources, the improvement of infrastructure and the raising of awareness of public health;
- b) To promote and implement projects to empower communities economically, through training programmes, courses for trainers and support for companies;
- c) To promote environmental sustainability, contributing to the sustainable development of renewable energy, resource management and environmental conservation;
- d) To contribute to development through research and innovative solutions, by organising workshops, exhibitions, lectures, meetings, seminars, training courses, exchange programmes and technical assistance to communities, enabling them to face their own development challenges and effective strategies;
- e) Other purposes that may be approved by resolution of the General Assembly.

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

- a) Enhancing and preserving the knowledge and understanding of commerce and industry;
- b) Encouraging the preservation of international industrial practices with relation to environmental protection and best international commercial practices;
- c) Enhancing and impacting the knowledge of commerce and commercial principles, particularly its relationship to the international markets, economics, commerce and industry;
- d) Promoting and carrying out capacity building programs, trainings for educationalists, celebrating leadership acts of commercial prowess and performing researches on industrial activities;
- e) Promoting accountability on commercial practices and industrial practices of individual and organizations;



- f) Collecting data, information and other relevant publications and carrying out surveys, research projects, studies and networking to establish a data bank on industrial best practices, commercial growth and international economics;
- g) Publishing articles, journals, research reports, workshop materials, handouts, leaflets, newsletter, pamphlets, bulletins, books, audio- video recordings or any medium of transcribing information on the issues pertaining the aims and activities of the Association;
- h) Taking part and participating in national and international forums and seminars to advocate the objectives and missions of the Association.

## **Article 2 - Scope and Duration**

The Association's scope is both national and international, 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 Praceta Dom Bosco 150, 3.º Esquerdo, 2765-132 Estoril, Portugal.

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) and honorários (Honorary Members):

a) Founding Members: those that approved these bylaws at the time of first incorporation, and those that the Board of Directors so determines;

b) Paid-up Members: those that joined the Association after its constitution, unless they are contemplated in the last part of number 4.a);

c) 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.

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 his/her 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 2 Members: a Chair and a Secretary.

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.

3. The Members of the 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**

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.

#### **Article 13 - Winding-Up**

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.

#### **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 deed 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.