



associação
AUXÍLIO & AMIZADE

Non-profit Social Solidarity Institution

established on December 18, 2001

Corporate taxpayer no. 505850117

By laws

(On November 14, 2014, Decree-Law No. 172-A/2014, of November 14 (as amended by Law No. 76/2015, of July 28), was published, amending and republishing the Statute of Private Social Solidarity Institutions, approved in the annex to Decree-Law No. 119/83, of February 25, modified by Decree-Law No. 9/85 of January 9, Decree-Law 89/85 of April 1, Decree-Law 402/85 of October 11, and Decree-Law 29/86 of February 19).

CHAPTER I

Name, head office, scope of action and purposes

Article 1 – Association Auxílio e Amizade, designated in short as AAA, is a Non-profit Social Solidarity Institution, governed namely by the current applicable legislation, by-laws and regulations prepared under the law, set up for an undetermined period of time, with head offices in Lisbon, at Rua do Vale Formoso de Cima, number 97 A.

Article 2 - The purpose of the Association Auxílio e Amizade is to help people in need nationwide, so it may set up branches in locations other than the head offices, in accordance with the internal regulations approved by the General Assembly.

Article 3 - 1. The main goals of AAA are namely to provide:

- a) Support for children and youth, including children and youth at risk ;
- b) Family support;
- c) Support for the elderly;
- d) Support for social and community integration;
- e) Other social responses not included in the previous paragraphs, as long as that they contribute to the effectiveness of the citizen's social rights.

2. Secondary Objectives

- f) Education and professional training of citizens;
- g) Prevention, promotion and protection of health, namely through the provision of preventive, curative and rehabilitation and medical and medication assistance.

3. The activities included in this article shall always be provided by volunteers or by personnel hired under the applicable laws, whenever justified.

4. The services provided by the Association within the scope of social work are free of charge or

subject to co-payment by the users.

Article 4 - In order to achieve its objectives, the Association shall enter into contracts, protocols, partnerships with natural and or collective entities and shall also promote other fund-raising activities, to safeguard its economic and financial sustainability.

Article 5 - The organization and operation of the several activity sectors shall be laid down in the internal regulations to be approved by the Board of Directors.

CHAPTER II

Members I - Classification

Article 6 - The Association is composed of individual and collective members.

§ Single paragraph - As long as duly authorized by their parents, guardians or other legal figures, members under the age of 18 may be admitted, who will participate voluntarily in the Association's activities, being exempt from paying the enrolment Fee and Dues.

Article 7 - The members are classified as:

- a) **Effective Members** - individuals who contribute with pecuniary, voluntarily collaborating to maintain the activities, are entitled to vote and can be elected to hold positions in the association;
- b) **Supporting Members** - individuals who contribute with pecuniary means, voluntarily collaborating to maintain the activities of the association;
- c) **Honorary Members** - individuals or legal entities which contribute with relevant pecuniary means or services for the maintenance of the Association activities, known and confirmed by the General Assembly;
- d) **Corporate Members** - are the collective persons, institutions or other entities that contribute with pecuniary or other means.

II - Admission

Article 8 - The members of the Association shall be admitted by Board of Directors.

- a) Membership shall be recorded in the Association registration book or in Information Technology support.
- b) Under the proposal of the President of the Board of Directors, approved at a Board meeting, Supporting Members shall become full members whenever justified.
- c) c) Upon proposal of the Board of Directors, the Honorary Members shall be confirmed by the General Assembly after hearing the Supervisory Body.

Article 9 - All members, whether Effective, Supporting or Collective shall pay a registration fee and monthly dues, in an amount set by the General Assembly.

III - Rights

Article 10 - 1. The members full rights are:

- a) To attend the General Assembly meetings;
 - b) To Elect and be elected for the positions of the Social Bodies;
 - c) To request the convening of an extraordinary General Assembly under the terms of article 33º, number 3;
 - d) To examine the association books, the accounts reports and other documents, by means of a written request to the President of the Board of Directors, at least 10 days before the General Assembly, stating the personal, direct and legitimate interest and grounds thereof.
2. The remaining members are entitled to attend the General Assembly meetings, but have no voting right.

IV - Duties

Article 11 - The duties falling on the members shall be as follows:

- a) Timely payment of dues or other pecuniary contributions to which the member is bound;
- b) Effective Members shall attend the General Assembly meetings;
- c) Compliance with the statutory provisions, regulations, and resolutions of the Social Bodies;
- d) To perform with zeal, dedication, and efficiency the positions to which the members shall be elected or appointed;
- e) To exercise free of charge the position to which the member shall be elected or appointed.

V - Discipline

Article 12 - 1. Members breaching the duties established in the previous article shall be subject to the following sanctions:

- a) Reprimand or admonition;
 - b) Suspension of rights up to 90 days;
 - c) Dismissal.
2. Members who have materially or morally damaged the Association by malicious acts will be dismissed.
 3. The sanctions laid down in paragraph 1(a) and (b) shall be applicable by the Board of Directors.
 4. The application of the sanctions provided in paragraphs (b) and (c) shall only become effective after the mandatory hearing of the member.
 5. The General Assembly holds the exclusive competence of dismissing members at proposal of the Board of Directors.
 6. The suspension of rights shall not refrain the members from the obligation of paying membership dues or other pecuniary contributions.

Article 13 - 1. In order to exercise the rights referred to in article, members must have their dues or other monetary contributions paid with reference to the previous month.

2. Full members admitted less than a year ago shall not enjoy the rights referred to in paragraphs b) and c) of article 10, but may attend General Assembly meetings having, however, no right to vote.
3. The members removed from their position in the board of directors of the Association or from another Private of Social Solidarity Institution, or who were charged for irregularities during the exercise of their position through court proceedings shall not be eligible for the Social bodies of the Association.

Article 14 - Membership shall not be transferred neither through an act between living persons nor through succession.

Article 15 - 1. The Membership status shall be withdrawn from:

- a) Members who request their resignation.
 - b) Members whose dues are in outstanding for 1 year
 - c) Members dismissed pursuant to Article 12(2).
2. The members who, in the case of paragraph b) of the previous number, do not pay their dues within 30 days of notification by the Board of Directors to pay their outstanding dues shall be considered resigned.

Article 16 - Members who for any reason cease to belong to the Association do not have the right to recover the dues he/she has paid, without prejudice to his/her liability for all payments related to the time he/she was a member of the Association.

CHAPTER III

Managing Bodies

Section I - General Provisions

Article 17 - The Social Bodies of the Association are as follows:

- a) General Assembly;
- b) Board of Directors;
- c) Supervisory Board.

Article 18 - Any position in the Social Bodies shall be exercised free of charge, however the expenses resulting therefrom may justify payment.

Article 19 - 1. The social Body mandate shall be of 4 (four) years, and the election thereof shall be held until December of the last year of the mandate.

2. The President of the Board of Directors shall only be elected for 3 consecutive mandates.
3. The term of mandate shall start with the taking of office before the President of the Board of the General Assembly or his/her substitute, which shall occur in the first eight working days of the calendar year immediately after the year of the elections.
4. When the election occurs in a month other than December, the taking of office must take

place no later than the 30th day after the election, the mandate starting with the taking of office.

5. When elections are not held, the holders of the social bodies will remain in office until the new holders take office.

Article 20 - 1. In case of vacancy of the majority of the members of each Social Body, partial elections must be held to fill the vacancies, within at least one month, and the taking of office shall be effective forthwith.

2. The term of office of the members elected under the above circumstances shall coincide with that of the initially elected members.

Article 21 - Members of the Managing Bodies shall not be allowed to hold more than one position in the Association, simultaneously.

Article 22 - 1. The Governing Bodies shall be convened at the President's initiative or at the request of the majority of the social bodies members, and shall only deliberate in the presence of the majority of such members.

2. Resolutions shall be taken by a majority of votes of the members present, with the president or his substitute having, in addition to his/her vote, the casting vote.
3. Voting in relation to the elections of the Managing Bodies or to personal matters of its members or of their families, shall be made mandatorily by secret ballot.

Article 23 - 1. The members of the Managing Bodies shall be civil and criminally liable for any faults or irregularities committed during their term of office.

2. In addition to the provisions of the law, the members of the Managing Bodies shall be discharged from liabilities provided that:

- a) They have not taken part in the that resolution and disapprove of it as shall be recorded in the minutes of the following session to which they attend;
- b) They have voted against this resolution and have it recorded in the respective minutes.

3. The members of the Managing Bodies shall not exercise activities conflicting with the

Association, nor shall they integrate Social Bodies of entities conflicting with those of the Association or its subsidiaries.

4. For the purposes of the previous number, a conflicting situation is considered to exist:

- a) Where there is a particular interest in an illegitimate result, service or transaction;
- b) Where a financial or other advantage is obtain to the benefit of a member.

Article 24 - 1. Members of the Managing Bodies shall not vote on matters that directly concern them, or in which their spouses or persons living as spouses, ascendants, descendants, or any direct or indirect relative or relative in the 2nd degree of the collateral line are interested.

2. Members of the Managing Bodies shall not enter into contract directly or indirectly with the Association, unless the contract is of manifest benefit to the Association.

Article 25 - The grounds for deliberations on the contracts referred to in the previous numbers must be included in the minutes of the meetings of the respective Governing Body.

Article 26 - The minutes resulting from the Managing Bodies meetings shall always be drafted and signed by the members present or, when they refer to meetings of the General Assembly by the members of the respective board.

Article 27 - 1. Members shall be represented by other members at the General Assembly meetings by means of a letter addressed to the President of the Assembly, each member, however, shall only represent one member.

2. Postal voting shall be allowed where expressly indicated in the item or items of the agenda, with the member's signature being certified.

Article 28 - The minutes resulting from the Managing Bodies meetings shall always be drafted and signed by the members present or, when they refer to meetings of the General Assembly by the members of the respective board.

Article 29 - 1. The General Assembly is made up of all Effective Members, however only the members with at least one year in the life of the association, whose dues are up to date, and who are not suspended, shall have an active electoral capacity.

2. The General Assembly shall be conducted by a board composed of one President, one First Secretary, and one Second Secretary.

Article 30 - 1. In the absence or impediment of the President of the General Assembly, the General Assembly shall be led by the 1st Secretary, and in his absence, by the 2nd Secretary.

2. In the absence or impediment of any of the members of the board of the general assembly, it is up to the General Assembly to elect the respective substitutes from among the members present, who are full members, and shall cease their functions at the end of the meeting.

Article 31 - The Board of the General Assembly shall direct, guide, discipline and represent the works of the General Assembly in accordance with the By-laws and other legislation in force, namely to:

- a. Decide on protests and complaints on the electoral acts, without prejudice to appeals under the legal terms;
- b. Empower the elected members of the Governing Bodies.

Article 32 - It is up to the General Assembly to resolve on all matters not included in the legal or statutory assignments of the other Bodies and necessarily to:

- a) Define the fundamental lines of action of the Association;
- b) Elect and dismiss, by secret ballot, members of the Managing Bodies;
- c) Analyse and vote on the annual budget, the Action program for the following year, as well as on the accounts report and the opinion of the Supervisory Board;
- d) Resolve on the encumbrances resulting from the acquisition and disposal of real estate and other income generating assets or assets of historical or artistic value;
- e) Resolve on the amendment of the by-laws;
- f) Resolve on the dissolution, split or merger of the Association;
- g) Resolve on the acceptance to integrate an institution and its assets;
- h) Resolve on the amount of the registration fee and membership dues;
- i) Authorize the Association to sue the members of the Managing Bodies for actions taken

while exercising of their positions.

- j) Approve membership to unions, federations or confederations of similar nature whether national or international

Article 33 - 1. The General Assembly shall meet in ordinary and extraordinary sessions.

2. The General Assembly shall meet ordinarily:

- a) At the end of each term until the end of December for the election of the Managing Bodies;
- b) To discuss and vote on the accounts report of the previous year , as well as on the opinion of the Supervisory Board, until March 31 each year;
- c) To consider and vote on the budget and action program for the following year, until November 30 each year.

3. The General Assembly will meet in extraordinary session when called by the President the General Assembly or his substitute, at the request of the Board of Directors, the Spervisory Council, or at the request of at least 10% of the Effective Members in good standing.

Article 34 -1. The General Assembly is convened 15 days in advance by the President of the Board or his substitute.

- 2. The notice shall be served by mail to each Full Member, and/or by electronic mail and by posting on the institution website, at the head offices and in any other facilities of the Association, fully stating the day, time, place, and agenda thereof.
- 3. The notice of the extraordinary General Assembly shall, in compliance with number 3 of the previous article, be served 15 days after the request, and the meeting shall be held no later than 30 days upon the date of request.

Article 35 - 1. The General Assembly shall be held at the time set in the notice provided that more than half of the Full Members with voting rights are present, or 30 minutes later whatever the number of Full Members present.

2. The Extraordinary General Assembly called at the request of the members shall only be held with at least 3/4 of the requesting members.

Article 36 - 1. The resolutions of the General Assembly shall be taken by a majority vote in the cases laid down in paragraphs a), b), c), d) and h) of article 32.

2. Resolutions on the matters laid down in paragraphs e), f), g), i) and j) of article 32 shall only be valid with the favourable vote of 3/4 of the votes cast.

3. In the case of paragraph f) of article 32, the dissolution shall not be effective if at least twice plus one members of the Managing Bodies are available to ensure the existence of the Association, irrespective of the number of votes against.

Article 37 - 1. Without prejudice to the provisions of following the number, the resolutions on matters not included in the agenda shall be null and void, unless all Full Members with statutory rights are present or represented at the meeting and all agree thereto.

2. The General Assembly resolution on the exercise of the right of civil or criminal action against the members of the Managing Bodies shall be taken at the session convened to examine the balance sheet and the financial year accounts report, whether or not the respective proposal is included in the agenda.

Section III - The Board of Directors

Article 38 - Composition:

1 President

2 Vice Presidents

4 Directors:

a) Administrative Director

b) Financial Director

c) Social Service Director

d) Communication and Image Director

Article 39 - The Board of Directors shall manage and represent of the Association, while being liable to:

a) Guarantee the effectiveness of the beneficiaries' rights;

b) Prepare and submit to the Supervisory Board the annual accounts report as well as the budget and action program for the following year;

- c) Ensure the organization and operation of the services and the book keeping procedures in accordance with the law;
- d) Organize, hire and manage the Association's personnel;
- e) Represent the Association in court and thereout;
- f) Ensure compliance with the law, by-laws, and the resolutions of the bodies of the Association;
- g) At the end of each term, prepare a list of candidates to the Social Bodies, regardless of any other competing lists.
- h) Approve the admission of members;
- i) Approve the members category upgrade from Supporting Member to Full Member;
- j) Propose members of any category to become Honorary Member at the General Assembly;
- k) Establish advisory services for the presidency;
- l) Approve the members of any category to provide advisory services to the presidency;
- m) Extinguish the advisory services to the presidency when the purposes of their existence have been exhausted;
- n) Dismiss the members providing such advisory services when the latter ceases to exist or dismiss the members infringing the By-laws and other regulations in force.
- o) Propose changes to the by-laws and submit them to the General Assembly for approval.
- p) Mandatory publication of the Association's previous year accounts on the institutional electronic website of the Association, until May 31.

Article 40 - The duties of President of the Board of Directors are as follows:

- a) To oversee the management of the Association by guiding and supervising the respective services;
- b) To call and preside over the meetings of the Board of Directors by conducting the works;
- c) To represent the Association in court and thereout;
- d) Represent the Association any acts and financial contracts;
- e) To represent the Association in any other acts and contracts, namely, before any public, private or administrative entities, perform day-to-day acts, sign and collect mail;

- f) To sign and initial the opening and closing minutes recorded in minute book of the board of directors;
- g) To decide on normal business matters and others requiring urgent resolution, with the latter being submitted to the confirmation of the Board of Directors in the forthcoming meeting;
- h) To delegate to the Vice-presidents the necessary powers for the normal operation of the Association, namely, to carry out acts of mere daily activity, to sign and pick up mail;
- i) To propose the members category upgrade from Supporting Members to Full Members;
- j) To propose to the Board of Directors the setting up of specialized advisory services to the presidency;
- k) To propose the dissolution of the specific advisory services to the Board of Directors, when the need for such services ceases to exist;
- l) To propose to the Board of Directors the appointment of members, in any category, to collaborate with the advisory services, as well as their dismissal when these services are terminated or where they have breached the By-laws and other regulations in force.

Article 41 - Each Directorate shall be governed by their own internal regulations, upon approval by the Board of Directors.

Article 42 - The Association shall:

- a) Appear before the court through the President of the Board of Directors or the Vice president appointed to replace the former.
- b) execute any financial acts and contracts through the President of the Board of Directors or the Vice President designated to replace the former, jointly with two Directors, one of which the Financial Director and another Director.
- c) Execute other acts and contracts, through the President of the Board of Directors or the Vice President designated to replace him/her, jointly with another Director.

Section IV - The Supervisory Board

Article 43- 1. The Supervisory Board is composed of three members: the President, the 1st Secretary and the 2nd Secretary.

2. When absent or in case of any impediments, the President shall be replaced by the first Secretary.

Article 44- 1. The Supervisory Board shall be responsible for the control and supervision of the Association, and shall make the recommendations deemed appropriate to the other bodies to ensure compliance with the Law, the Statutes and the Regulations, namely:

- a) Supervise the Board of Directors and refer to the necessary documentation;
 - b) Issue its opinion on the accounts report of the year as well as on the action program and budget for the coming year;
 - c) Issue its opinion on any matters at the request of other bodies;
 - d) Check compliance with the law, by-laws, and regulations;
 - e) Attend the meetings of the Board of Directors at the request of the President of that body, with no voting right;
2. Members vote on matters of their own and exclusive interest, or in the interest of his/her spouse or partner and respective ascendant and descendant line, and any kinship in the direct line or in the 2nd degree of the collateral line shall be null and void.

Article 45 - The Supervisory Board may request from the Board of Directors elements that it considers necessary for the fulfilment of its duties, and propose extraordinary meetings with the Board of Director to discuss matters of importance.

Article 46 - The Supervisory Board shall meet whenever it deems necessary, upon the request of the President or of the majority of the members composing the supervisory board.

CHAPTER IV

Financial System

Article 47 - The Association's financial regime is made up of:

1. Ordinary Revenues
 - a) Proceeds from membership fees and dues;
 - b) The income from property;

- c) User co-payments;
 - d) Donations, legacies or heritage and respective income;
 - e) yield from Interests and securities;
 - f) Subsidies from the State or Official Organizations;
 - g) Donations, produce of parties and subscriptions;
 - h) The proceeds from the use of the facilities;
 - i) Beneficiaries, managers, and partners' fees according to the approved tables;
 - j) Fundraising through fund-generating activities, deemed convenient, in parallel with its social activity.
2. Revenues other than those listed in the previous number shall be considered as Extraordinary Revenues.

CHAPTER V

Miscellaneous

Article 48 - 1. The dissolution of the association shall be applicable to the cases provided by the law.

- 2. The general assembly shall resolve on the destination of its assets in accordance with the legislation in force, as well as to elect a liquidation committee.
- 3. The powers of the liquidation committee shall be limited to the notary acts necessary for the liquidation of the company's assets or for the completion of pending business.
- 4. The members of the social bodies shall be jointly liable for any remaining acts and damages they might have caused to the association.

Article 49 - The omitted cases will be resolved by the General Assembly, in accordance with the legislation in force.

The amendments to the by-laws were approved at the General Assembly held on November 27, 2022.

Disclaimer: The original version of these by-laws, drafted in the Portuguese language, shall prevail over the current English version thereof.