

IDL – INSTITUTO AMARO DA COSTA

ARTICLES OF INCORPORATION

CHAPTER ONE

CONSTITUTION, DESIGNATION, HEAD OFFICE, AND OBJECT

**ARTICLE ONE
(CONSTITUTION)**

Pursuant to the law, Decree-Law number five hundred and ninety-four/seventy-four from November seventh, and the present articles of incorporation, a non-profit political association was formed, with no time limit, ruled according to the following articles:

**ARTICLE TWO
(DESIGNATION)**

This association is adopting the designation of 'INSTITUTO DEMOCRACIA E LIBERDADE', as well as 'IDL – INSTITUTO AMARO DA COSTA', being the latter currently used for activity purposes.

**ARTICLE THREE
(HEAD OFFICE)**

Its head office is in Lisbon, at Rua do Patrocínio, number one hundred and twenty-eight -A, parish of Lapa, being able to open or close a social representation - either in Portugal or abroad - as established by the Governing Board.

**ARTICLE FOUR
(OBJECT)**

One - Its object is the research of cultural, social, economic, and political phenomena determining democratic freedom in Portugal, in particular regarding Christian democracy as well as staff training promoting democracy and freedom within the great human activity sectors.

Two – It may also collaborate with any public, private, national or foreign entities in terms of the proper cultural, social, economic or political promotions for carrying out the object mentioned in the previous number.

**CHAPTER TWO
MEMBERS**

**ARTICLE FIVE
(ACQUISITION OF MEMBERSHIP)**

All individuals and companies may be members when they show undoubted interest in carrying out the object established in article four, and when they are allowed according to the following articles.

**ARTICLE SIX
(MEMBERSHIP CATEGORY)**

One - There may be full or honorary members.

Two - These full or honorary members must aim to accomplish the foreseen object and obligations in these articles of incorporation within the scope of the current association activities.

Three - Honorary members are the individuals or companies that have provided relevant services to the association, thus have been elected as such at the General Meeting as proposed by the Governing Board.

Four - The admission of full members must be proposed by two members and selected by the Governing Board.

ARTICLE SEVEN
(NUMBER OF MEMBERS)

The number of members is unlimited.

ARTICLE EIGHT
(MEMBER OBLIGATIONS)

One - Contribute towards association maintenance by means of admission fees and payment of the ordinary and extraordinary shares established in the General Meeting.

Two - Exercise the positions of responsibility for which you were elected.

Three – Suggest the proper research, training or promotion from the Governing Board for carrying out the association's object.

Four - Take part in the General Meeting resolutions and request to convene an extraordinary session.

Five - Propose the admission of new members.

ARTICLE NINE
(LOSS OF MEMBER RIGHTS AND STATUS)

One – The non-fulfilment of member duties may be subjected to internal proceedings headed by the Governing Board, either by their own initiative or by request from the Supervisory Board.

Two – The internal proceedings shall respect the notion of contradiction, and the Governing Board shall assess the presented proof, where they may justifiably resolve the following:

- a) to close the proceedings;
- b) to suspend member rights up to two years and ban the said member if non-fulfilment is maintained for that period of time; or
- c) ban the member.

Three – Without loss for the previous numbers, non-payment of shares will automatically suspend any rights to take part or vote in the general meetings, as well as being eligible for positions of responsibility.

Four – The Governing Board resolutions within the scope of internal proceedings for the non-compliance of member obligations shall be subjected to the right to apply to the Supervisory Board.

CHAPTER THREE
GENERAL MEETING

ARTICLE TEN
(CONSTITUTION)

The general meeting is formed by full members.

ARTICLE ELEVEN
(BOARD OF THE GENERAL MEETING)

The board is formed by a Chairman, a Vice-Chairman, and two secretaries elected every three years, who may be re-elected.

ARTICLE TWELVE
(GENERAL MEETINGS)

One - The general meeting holds a regular session on the four first months of each year, in order to go over the Supervisory Board balance, accounts, and opinion, as well as the Governing Board's report on the prior year's activities. It also holds ordinary meetings on the final quarter of each year, in order to approve the activity program for the following year.

Two – The general meeting holds extraordinary sessions whenever the Governing Board, Supervisory Board or ten per cent of the full members call upon these.

ARTICLE THIRTEEN
(CALLING)

One – The general meeting shall be called upon by the Chairman of the Board.

Two - General meetings are called upon by postal service to each member within

a minimum of eight days prior; the notice shall bear the day, time, and place where the meeting shall be held, as well as its respective agenda. The notices may be published in newspapers.

ARTICLE FOURTEEN
(OPERATION)

One - On a first call, the meeting may only take place if there are at least half of the members present; however, on a second call, any number is allowed for it to carry on and come to a resolution.

Two – Calling notices and publications may announce the first and second meeting calls, where the latter may only take place an hour after the former has been announced.

Three – Members may be represented by other members by means of a simple letter delivered to the Chairman of the Board at the start of proceedings.

ARTICLE FIFTEEN
(RESPONSIBILITY)

The General Meeting is responsible for:

One - Electing the Board, Governing Board, Supervisory Board, and any other necessary committee for certain purposes.

Two - Establishing fees and shares as proposed by the Governing Board.

Three - Approving the annual program.

Four – Approving the Supervisory Board's balance, accounts, and opinion on the previous fiscal year, as well as the Governing Board's report on the association's activities.

Five - Admitting honorary members as proposed by the Governing Board.

Six - Approving internal regulations proposed by the Governing Board.

Seven - Changing the articles of incorporation.

Eight - Dissolving the association, designating liquidators, determining the final destination of the entire association's assets, unless otherwise provided in number two of article twenty-three, and establishing the procedures and measures to be taken pursuant to the effective legislation.

CHAPTER FOUR GOVERNING BOARD

ARTICLE SIXTEEN (COMPOSITION)

One – The Governing Board is formed by three to nine members, elected every three years, who may be re-elected.

Two - The Governing Board shall designate the Chairman and Secretary-General among its members.

ARTICLE SEVENTEEN (RESPONSIBILITY)

The Governing Board is responsible for guiding the association's activity, by carrying out or having the proper resolutions carried out for the association's object, particularly:

One - Carrying out the general meeting's resolutions.

Two - Carrying out the current approved activity program.

Three - Carrying out the established cooperation agreements.

Four – Organising and supervising the association's services.

Five - Representing the association in and out of court.

Six - Practising the acts carried out in the previous articles towards the Governing Board.

Seven - Organizing courses, meetings, seminars, and any other gatherings not foreseen in the previous numbers, but that are rather convenient for carrying out the association's objects.

ARTICLE EIGHTEEN (REPRESENTATION)

One - The signatures of the Chairman and another member of the Governing Board, or the Secretary-General and another member of the Governing Board are needed in order to represent the association.

Two – The Governing Board delegate the necessary powers for certain actions of their responsibility on the Chairman or Secretary-General and another member, such as moving money, signing checks, or signing contracts.

Three - The Secretary-General is responsible for carrying out the Governing Board's resolutions and coordinating the association's services.

CHAPTER FIVE SUPERVISORY BOARD

ARTICLE NINETEEN (CONSTITUTION)

The Supervisory Board is formed by three members elected every three years, who may be re-elected and will choose the chairman among themselves.

ARTICLE TWENTY
(RESPONSIBILITY)

The Supervisory Board is responsible for:

One - Examining the association's written documents at least once every quarter.

Two - Checking that the association's financial operations are legal.

Three - Preparing an opinion on the balances and accounts regarding each fiscal year.

Four – Taking part in the Governing Board meetings whenever deemed convenient.

Five - Calling upon an extraordinary meeting whenever deemed necessary in its field of competence.

CHAPTER SIX
ADVISORY BOARD

ARTICLE TWENTY-ONE
(CONSTITUTION)

One - The Advisory Board is formed by the number of members established by the Governing Board.

Two - Non-members may be invited to take part in Advisory Board meetings.

ARTICLE TWENTY-TWO
(RESPONSIBILITY)

The Advisory Board is responsible for commenting on all issues that have been submitted by the Governing Board.

CHAPTER SEVEN
ASSOCIATION'S HERITAGE

ARTICLE TWENTY-THREE
(REVENUES AND ASSETS)

ONE - The following are association's revenues:

One – Fees and shares paid by members;

Two - Allowances, donations, heritage, legacies, and stakes attributed to them;

Three – Asset or equity income;

Four – Payment of services provided by the association within the scope of its current activities;

Five – Revenues from publications, courses, seminars, and others promoted by the association.

TWO – Should the association cease to exist - unless otherwise established in the contract -, the association's heritage shall be fully transferred without exceptions to 'Instituto Fontes Pereira de Melo', or in case this does not exist, to any other Portuguese legal entity, currently of political nature and Christian Democratic ideology, recognized as such and appointed by the Winding-up Board.

CHAPTER EIGHT
GENERAL PROVISIONS

ARTICLE TWENTY-FOUR
(TERM)

The association's year is the same as the calendar year.

ARTICLE TWENTY-FIVE
(IMPEDIMENT)

Whenever an element of the elected social bodies is absent, unavailable for an extended period of time, discharged or resigned, a replacement shall be appointed until the current mandate has terminated by the Board of the General Meeting, Supervisory Board, and Governing Board.

ARTICLE TWENTY-SIX
(CONTRIBUTIONS)

The contributions from the elements of social bodies shall be established at all times by the Board of the General Meeting, Supervisory Board, and Governing Board.

ARTICLE TWENTY-SEVEN
(COURT)

This association is subjected to Portuguese laws and courts, being the court of Lisbon the sole proper entity for settling issues arising from the social acts.

ARTICLE TWENTY-EIGHT
(INVALIDITY)

If according to any effective or future legal or regulatory provision one of these clauses is considered to be invalid, such shall not render the remaining clauses or articles of incorporation as invalid.

ARTICLE TWENTY-NINE
(TRANSITIONAL ARRANGEMENTS)

During its first year, this association shall be managed by a temporary Governing Board appointed by the founder members.