

CHAPTER I

Denomination, Head office, Purpose and Characterization

Article 1 – Characterization and Denomination

The Associação Projeto Biodiversidade (Biodiversity Project Association), also designed “Projeto BioSal” (BioSal Project), private legal entity, non-profit, and of unlimited duration, will be governed by this statute and by the applicable law.

Article 2 – Head Office

The Associação Projeto Biodiversidade has its Head Office at Rua 1 de Junho, Santa Maria, Ilha do Sal, Cabo Verde.

Article 3 – Objective

The Association is intended to the protection and conservation of maritime and terrestrial ecosystems, their biodiversity and natural resources and encouraging the involvement and sustainable community development

Article 3 – Activities

The Projeto Biodiversidade, in order to pursue the achievement of its purposes, and under them, may develop the following activities:

- a) Education and awareness programs and campaigns;
- b) Promoting opportunities for community economic development via conservation activities;
- c) Collaborate with all national and foreigners entities in all actions aiming the full achievement of the purposes of the association;
- d) Promote and develop volunteer programs;
- e) Publish or promote scientific or informative works;
- f) Provide unpaid services to private entities, the Administration or international organizations for the development of its activities, where they do not conflict with the objectives of the Association;
- g) Be part of comities for ambient evaluation or counselling;
- h) Establish and maintain permanent contact with similar organizations within the country, aiming the coordination of common efforts;
- i) Practice or promote other actions of ecological, social, humanitarian, financial or commercial nature, without exclusion or reservation, necessary to the full realization of its objectives.

Article 4 – Scope

The Projeto Biodiversidade will have as scope of priority actions the Sal Island and the archipelago of the Republic of Cabo Verde, being able to expand to other regions or countries.

CHAPTER II

Of The Associates

Article 5 – Composition

1- The Associação Biodiversidade will be formed of an unlimited number of members, without distinction of colour, sex, race, political or religious believes, being that they will be singular or collective persons interested in the fulfilment of the objectives of the association.

2- The associates may have the following categories:

- a. Founding Partners;
- b. Effective Partners;
- c. Honorary Partners;

- 3- The Founding Partners will be those who signed the public deed of constitution of Projeto Biodiversidade.
- 4- The Effective Partners will be those accepted after the association is constituted, whether or not subject to a monthly contribution, by decision of Executive Board, and who identify with the object of Projeto Biodiversidade and will from now on contribute for its continuation.
- 5- The Honorary Partners are people who, by their scientific categories, by services done or legacy donations to Projeto Biodiversidade, will be admitted as such during general assembly, by proposal of the Board or a group of at least 20 of the partners. The Honorary Partners are exempted from any quota.

Article 6 – Of the Admission

- 1- The admission of effective associates depends on free approval of the Board, upon proposal of at least two other partners.
- 2- The admission of Honorary Associates depends on approval by deliberation on General-assembly, under reasoned proposal of the Board.

Article 7 – Rights

The rights of the associates are:

- a. To participate in all activities promoted by Projeto Biodiversidade;
- b. To participate in extraordinary general assemblies, with voice and vote, exception to Honorary Partners, which has voice but cannot vote;
- c. To elect and be elected for the governing bodies;
- d. To make use of all the services of the Association and of the benefits Projeto Biodiversidade grants to its associates;
- e. To request, at any time, information regarding the activities of the Association.

Article 8 – Duties

The duties of the associates are:

- a. To cooperate towards development and greater prestige of the Association;
- b. Comply with the statutory and regulatory provisions;
- c. To punctually pay the contributions;
- d. To zeal to the good name of the Association within the community;
- e. To exercise with zeal and loyalty the functions for which they are elected.

Article 9 – Of Penalties and Loss of Associate Quality

1. The Founder Partners and collaborators are subject to successive penalties of warning, suspension and exclusion in cases of:
 - a. Consecutive absence of three General-assemblies without well founded justification;
 - b. Violate the ethical principles that guides the conduct of members in and out of the Association;
 - c. Cause the association to the practice of judicial acts to grant the fulfilment of obligations contracted by him;
 - d. Failure in the payment of its annual contribution, referring to the previous year.
2. The Board is responsible for the application of penalties such as warning, suspension or exclusion of the associate.
3. The penalty of exclusion will be applied after first hearing the accused, fitting of such decision resource to the first assembly, ordinary or extraordinary, that may be held.
4. The resource should be formulated by the excluded associate, within the next 10 (ten) days following the communication of the decision, and will have suspensive effect.
5. The exclusion of the associate shall be admissible only if there is just cause, so recognized in procedure that ensures the right to defence and appeal, by vote composed of two thirds of the Assembly attendees specially called for that purpose, not being permitted to deliberate on first call, with less than one third of the members.

6. When the offender is a Board or the Audit Committee member, the penalties of warning, suspension and exclusion, will be applied by the General Assembly

Article 10 – Of the Resignation

The associates may at any time request their dismissal from Projeto Biodiversidade.

CHAPTER III Of the Governing Bodies Section I – Diverse Provisions

Article 11 – Governing Bodies

1. The Projeto Biodiversidade has as deliberative and executive and deliberative bodies, the General Assembly, the Board and the Audit Committee.
2. The General Assembly table and the Board are elected during the General Assembly by secret ballot. The members of the Audit committee will be nominated by the Board.
3. The terms of the members of the governing bodies are of three years, subject to re-election.
4. The election is done through subscribed lists in which the positions are identified.

Article 12 – Internal Rules or Regulations

The internal organs of the Association should equip themselves with an Internal Rule or Regulation, which should be in accordance with this actual Statute.

Article 13 – Voting Quorum

- 1- The deliberations of the organs of Projeto Biodiversidade are taken by simple majority of its member's votes, exception when a superior majority is required by Law or the actual Statute.
- 2- The deliberations of the organs of Projeto Biodiversidade will always be registered in written minutes and will be, compulsorily, signed by the members present.

Section II – Of the General Assembly

Article 14 – General Assembly

- 1- The General Assembly is the deliberative body of Projeto Biodiversidade.
- 2- The General Assembly is constituted by all the Associated who are in full possession of their rights.
- 3- Each member has one vote. The collective Associates have only one vote, being it mandatory the presentation of credentials.
- 4- The Honorary Associates may participate in the meetings of the General Assembly, however, having not any vote.
- 5- The associates may be represented in the meetings of the General Assembly by other associate by showing the convenient Power of Attorney addressed to the Chair of the General Assembly, to be submitted by the beginning of the meeting.

Article 15 – Competencies

Beyond the powers not expressly granted by these statutes to other corporate bodies, it is their responsible in particular, the following:

- a. To define the strategic lines and general guidelines regarding the functioning, greater options, investment politics and achievement of the porpoises of the Association.
- b. To elect the governing bodies and General Assembly Chair, admit and accept their resignation and nominate replacements.
- c. To appreciate and prove or not the activity plan, the budget, the report and the yearly accounts under proposal of the Board, as well as the respective opinion of the Audit Committee.

- d. To approve the change of Head-office location and the establishment of delegations or other forms of Projeto Biodiversidade representation;
- e. To deliberate and approve on the proposals of dismissal, exclusion or loss of the quality of associate;
- f. To review and approve the alterations of the actual statute, upon Board proposal or subscribed proposal of at least 35% of the associates.
- g. To change and approve the internal regulations of Projeto Biodiversidade, on a Board proposal;
- h. To decide the quotas to be paid by the associates, on a Board proposal;
- i. To establish the remuneration to the members of the governing bodies;
- j. To point a provisory management committee, in case of dismissal or resignation of the Board;
- k. To deliberate on the dismissal of Projeto Biodiversidade, nominate a liquidation committee, decide what to do with the social heritage and procedures to be adopted.

Article 16 – General Assembly Table

- 1- The General Assembly table is composed by one Chairman and one secretary elected by secret ballot and for the period of three years.
- 2- In the absence or incapacity, the Chairman will be replaced by the secretary, who will be assisted by any of the associates elected by the General Assembly. In the case of none of them is present, the General Assembly will elect the elements who will lead it and for that meeting only.
- 3- Is the duty of the General Assembly Table:
 - a. Convene the General Assembly and lead its sessions;
 - b. Lead, moderate and participate in the General Assembly;
 - c. Write and sign General Assembly minutes, publishing decisions taken in it;
 - d. Set the governing bodies election dates, organize the respective process and nominate a Supervisory Committee for the same;
 - e. Exercise the powers bestowed by the General Assembly.

Article 17 – Meetings

- 1- The General Assembly meets ordinarily once a year and extraordinarily whenever it is convened by the Board or the General Assembly Table or by a request duly substantiated subscribed by one tenth of the effective associates in good standing of their rights.
- 2- The convening notice shall specify the place, day and time of the meeting and the agenda and will contain a second call for half an hour after the first initially set.
- 3- The General Assembly deliberates: on first call, with the presence of a majority of members in good standing of their rights and, on second call, with any number of associates.
- 4- Except as provided in the following paragraphs, the deliberations are taken by majority vote of the members present.
- 5- A resolution on change in the statutes requires the favourable vote of three quarters of the members present.
- 6- The decision on the dissolution of the Association requires the support of three-quarters of all members in good standing of their rights

Article 18 – Convening Notice

- 1- The General Assembly is convened by the Chairman of the General Assembly Table via convening sent to each member by registered mail with acknowledgment of receipt, email or any other means susceptible of proof, with a minimum of 8 days to the date.
- 2- The convening notice for extraordinary meetings shall be made within fifteen days after the application that calls it, performing the session within thirty days of receipt of said application

Section III – Of The Board

Article 19 – The Board

- 1- The Board is composed of one Chairman, one Secretary, two voting members and one Treasurer.
- 2- It is the Boards duty:
 - a. Observe and enforce these Statutes and the Rules, as well as directing all activities of Projeto Biodiversidade;
 - b. Promote and execute all the decisions of the General Assembly;
 - c. Propose to the General Assembly the creation of delegations or other forms of Projeto Biodiversidade representation;
 - d. Create and terminate technical committees, work groups and cores related with the ends of the Association;
 - e. Accept associates and exclude them in the terms of Chapter II, Articles 6 and 9, as well as to propose Honorary Partners;
 - f. Request appear of the founding partners on issues of great interest for the life of Projeto Biodiversidade
 - g. Propose to the General-assembly the alteration of the amount of entry fee and quota;
 - h. Organize and lead associated duties elaborating the necessary rules;
 - i. Prepare and present annually to the General Assembly, the report and management accounts as well as the budget for the following year together with the opinion of the Audit Committee and the activity plans;
 - j. Representing the Association through its Chairman or, in his absence, by another Board member designated by Board;
 - k. Develop and enforce regulations on matters within its competence;
 - l. Request to the Chairman of the General Assembly Table the convening of extraordinary meetings, whenever deemed appropriate;
 - m. Exercise all the powers the General Assembly bestows on it.

Article 20 – Of the Chairman

- 1- The responsibility of the Board Chairman in particular is:
 - a. Oversee the Administration of the Association, guiding and stimulating the respective services;
 - b. Convene and chair the Board meetings, directing the respective work and promoting the implementation of its decisions;
 - c. Represent the Association in and out of the court.
- 2- The Treasurer replaces the Chairman in his absence, executively ensuring the internal management of the Association and other duties as may be assigned.

Article 21 – Meetings

1. The Board meets regularly and formally at least once a quarter and extraordinarily convened by its President.
2. The Board deliberates with the presence of half plus one of its members and the decision taken by the majority, having the Chairman the casting vote.
3. The Board may delegate all its powers in one of its members and to appoint authorized by proxy, for certain and specific acts.
4. The Association requires the signature of the Chairman or two of the Board members.
5. In everyday tasks actions is sufficient the signature of just one of the Board members.
6. In any possible liability are exempt board members who have not taken part in the respective resolution if they manifest in writing against it as soon as they took notice and those who have expressly voted against such resolution.
7. A minute is drawn up for all regular and formal meetings of the board, which, after approval, shall be signed by all who are present.

Article 22 – Remuneration

The duty of the Board can be remunerated, being the amount deliberated by the General Assembly.

Section IV – Of The Audit Committee

Article 23 - Composition

- 1- The Audit Committee is composed of one Chairman, two voting members, or single auditor, to be nominated by the Board.
- 2- The single auditor may be an official accountant or an accountant company.

Article 24 – Competency

It is the competency of the Audit Committee:

- a. Examine the records of Projeto Biodiversidade, at least once each quarter;
- b. Give an opinion on the annual report submitted by the Board, and on the proposed budget;
- c. Attend board meetings whenever called by the Board, without the right to vote;
- d. Request to the Chairman of the General Assembly Table to convene extraordinary meetings whenever deemed appropriate;
- e. Give an opinion on any other matter referred to by the General Assembly or by the Board.

Article 25 – Meetings

- 1- The Audit Committee shall meet whenever necessary, for the invitation of the President, and obligatorily once a year.
- 2- The Audit Committee shall deliberate with the presence of two of its members.

CHAPTER IV

Heritage and funding sources for the maintenance of the Association

Article 26 – Heritage and funding

- 1 - The net assets consist of all movable and immovable property acquired for consideration or free for Projeto Biodiversidade, and the rights that fall on them.
- 2 - The followings are the Projeto Biodiversidade funds:
 - a. The product of entrance fee, contributions and other associate financial contributions;
 - b. The amounts resulting from grants, donations and bequests from public or private entities expressly accepted;
 - c. The incomes of social goods;
 - d. Any donations;
 - e. Grants of State and other agencies, national and international, for the development of its activities.
- 3 - Revenues are applicable in the coverage of Projeto Biodiversidade operating costs and to increase its activities

CHAPTER V

General dispositions

Article 27 – Remuneration of positions

The positions in the governing body of Projeto Biodiversidade may be remunerated.

Article 28 - Quotas

The payment of quotas is done twice a year or annually, depending on the General Assembly deliberation.

Article 29 - Extinction

In case the Association extinguishes, is the duty of the General Assembly convened by that effect to deliberate the measures necessary to protect the environmental, cultural and social objectives pursued by the Association, in accordance with the legal applicable dispositions.

Article 30 - Alteration of Statutes

Any alteration of these statutes can only be done by vote in favour of at least three quarters of the associate present.

Article 31 - Entry in force and validity

This actual statute comes into force, after its adoption, the day after its publication in the Boletim Oficial.