

STATUTES OF HERA – INTERNATIONAL ASSOCIATION OF WOMEN

Chapter 1

Denomination, Nature, Nationality, Duration and Institutions Headquarters

Article 1

Denomination

The HERA Association – International Association of Women, from here on simply referred to as the Association, is a non-governmental organization that assumes the legal nature of a private juridical person for public interest purposes.

Article 2

Nature

The HERA Association – International Association of Women, from hereon simply referred to as the Association, is an institution of private right that will be governed by statutes that will follow and that in any case of omission will follow the applicable legal provisions.

Article 3

Nationality and Duration

The Association is a Portuguese institution and has an indefinite duration.

Article 4

The Association has its headquarters in the city of Lisbon, Avenida Antonio Augusto de Aguiar 163, second floor, in the parish of Avenidas Novas, county of Lisbon, securing the possibility of changing its address into a different location and of creating delegations wherever it sees fit or justified under the legal terms.

Chapter 2

Aims, Locations and Exercise of the Association

Article 5

The Association is a non-governmental, non-profit organisation void of any political, racial, religious or philosophical aims, pursuing as its main aim the promotion of the active woman and her global civic intervention in defending peace, the environment and a humane, social, energetically sustainable society, the reciprocal knowledge between peoples and cultures in search of human development and the reduction of poverty through good governance and through studying and the development of science.

Article 6

Aims

1. The Association shall pursue, in lieu of the development and support of Women, scientific, technological, cultural, educational, charitable and social solidarity goals, promoting entrepreneurship and innovation.
2. The Association shall also develop activities aiming at the support of women in all economic activities by contributing in the field of scientific research, development and training of human resources, with a view to the application and use of science by civil society and thereby contributing to its own development.
3. The Association shall act and contribute to the development of scientific research in the field of medicine by contributing to new methodologies, technological innovation and research.
4. The Association will also pursue the social support and educational development of needy populations, namely as regards the elderly, children and migrants.
5. In terms of the development of scientific and technological fields, the Association will undertake, promote and sponsor actions that may contribute primarily in an innovative way to the modernization and promotion of technological research.
6. Also directed at the accomplishment of its purposes are the following:
 - a. The promotion of social solidarity and support activities for humanitarian entities.
 - b. The allocation of grants, scholarship awards, studies, publications and conferences in the areas of scientific and social research.
 - c. The undertaking of all actions deemed opportune for the realization of all sorts of contributions, both national and international, aimed at facilitating the pursuit of the above-mentioned purposes.

Article 7

Exercise Locations

The action of the Association will be as universal as universal is the Woman in all her different situations.

Chapter 3
Of the Members

Article 8

Membership

1. Membership may be obtained by any natural or legal person who proposes to contribute to the attainment of HERA's purposes, by paying the membership fee and after prior approval by the Board of Directors this following an approved proposal from a member of the Board of Governors.
2. The quality of member is not transferable, neither by an act inter vivos or by succession.

Article 9

Membership Categories

1. A HERA has the following membership categories:
 - a. Founding Associates that are the individuals that shall participate in the first general assembly of Founders, therein signing the constitutional public deed of HERA - International Association of Women.
 - b. Individual Associates are those physical persons or legal entities, national or international, that participate by paying an admission fee and a membership fee.
 - c. Patron Associates are those associates to whom this category has been attributed by the Board of Governors.
2. Following a proposal from the Board of Directors, the Board of Governors may assign the title of Honorary Associate to personalities, companies and / or institutions that, given their contributions to the realization and dissemination of HERA and its programs, are considered worthy of this particular distinction.

Article 10

Rights and Duties of the Members

1. Rights of Effective and Institutional Members

- a. To participate in the General Assembly meetings with voting rights;
- b. To elect and be elected to its the governing bodies under the terms of the existing Statutes;
- c. To request the convening of an Extraordinary General Meeting, in accordance to the Statutes;
- d. To examine books, reports and other documents, provided that this is required in writing at least thirty days in advance and if therein lies a personal, direct and legitimate interest.

2. The duties of Effective and Institutional Members are:

- a. To pay their their membership fees on time;
- b. To appoint, in the case of the Associate being a private juridical person, its representative in the General Assembly;
- c. To observe the statutory provisions, regulations and deliberations of the governing bodies;
- d. To perform with both dedication and efficiency all the duties for which they are elected.

3. Institutional Associates shall appoint an individual to represent them either at General Meetings or in the performance of their duties insofar as those are assigned to them.

Article 11

Sanctions

1. The associates who violate the duties that have been established in these statutes shall be subject to the following sanctions:
 - a. A written reprimand;
 - b. Resignation.
2. The members that are found guilty of wrongdoing and of having morally or materially harmed HERA shall be dismissed.
3. The sanction provided for in paragraph a) of number 1 shall be of the responsibility of the Board of Directors.
4. Resignations depend on a proposal from the Board of Directors, the opinion of the Board of Governors and are the responsibility of the General Assembly.

5. The application of the sanctions provided for in number 1 shall only be put into action after the compulsory hearing of the associate being charged.

Article 12

Conditions for the exercise of rights

1. Associates may only exercise the rights referred to in these statutes, if their membership fees have been paid.
2. Eligible for corporate bodies are only the members who, cumulatively, are in full enjoyment of their associative rights, are of age and have at least five years of associative life behind them, or those that are invited by the Board of Governors.

Article 13

Loss of Membership

1. Will lose their membership:
 - a. Those who request their resignation in writing from the Chairman of the Board of Directors;
 - b. Those that for a period exceeding one year have not payed their membership fees, unless the Board of Directors deems it appropriate to establish an exception moratorium;
2. Those who are dismissed by resolution of the General Assembly, upon proposal of the Board of Directors with the opinion of the Board of Governors, when there is a clear violation of the Statutes and, in particular, of the duties of Associates, or for all manners of serious reasons that may come to moral and or materially harm HERA.
3. The member that due to any circumstances ceases to belong to HERA is not entitled to recover any of the contributions that have been paid, without prejudice to his liability for all the benefits relating to the time he was a member of HERA.
4. Associates who have lost their membership and wish to regain it shall be subject to a readmission process by the Board of Directors.

Chapter III

Equity and Financial Regime

Article 14

Patrimony

1. The initial allocation of the Association shall consist of contributions to be provided by the founding members, institutional members and patron members.
2. The assets of the Association shall be increased by future contributions from the same origin as those referred to in the previous paragraph, but may also come to include any subsidies or donations granted by natural or juridical persons.
3. It will also be constituted by all the assets, movable or immovable, that it acquires with the income resulting from the investments of its own funds, as well as from those that come to be owned by any other means.
4. An exception is made to the preceding paragraph, regardless of their nature, to all the assets necessary for their social establishment.

Article 15

Financial Autonomy

1. The Association, whilst enjoying financial autonomy, and subject to the purposes for which it was established may:
 - a. Acquire, dispose of and encumber movable or immovable assets;
 - b. Accept donations, pure or costly legacies;
 - c. Practice all the necessary acts for the correct management and valorization of its patrimony.

CHAPTER IV

Organization and Operation

Article 16

The Organs of the Association are:

- a) General Assembly;
- b) Board of Governors;
- c) Board of Directors;
- d) Executive Committee;
- e) Ethical Committee;
- f) Statutory Auditor.

Article 17

The Assembly of Founders

General Assembly

1. All effective members with their membership fees payed until the month of December that falls previous to the convocation of the General Assembly are eligible to participate in it, moreover able to exercise their vote will be all those that besides having the right to participate have been effective members for a period of over 3 years.
2. The General Assembly shall exercise all the powers provided for in Article 172 of the Civil Code, the dismissal of members of all bodies, approval of the balance sheet, by deliberation of a simple majority of the votes validly cast and provided that they correspond to more than 50 % of all the members with full exercise of their rights.
3. Resolutions to amend the statutes of the association and the permission to remove any holder of the corporate bodies is to require a qualified majority of 4/5 of the votes validly cast provided that these represent more than 75% of members in the full exercise of their respective voters rights.

4. The Assembly shall be convened by means of a convening notice placed in the association's website.

Article 18

General Meeting Board

1. The General Meeting Board is composed by a president, a vice-president and two secretaries that are responsible for the direction of the meeting and for the drawing up of the corresponding minutes. It is up to the president to convene the annual General Assembly where the annual report and management accounts are to be presented and this meeting is to take place no later than 15 days after its presentation by the Board of Directors. The president of the General Meeting Board is also responsible for convening a General Assembly whenever asked to do so by the President of the Board of Governors, the President of the Board of Directors, the Chairman of the Supervisory Board or by more than 20% of all members in the full exercise of their respective voters rights.

Article 19

Board of Governors - functions and composition.

1. The strategic orientation of the Association shall be entrusted to a Board of Governors composed of a minimum of 3 and a maximum of 36 members, one of whom shall be its President, there also may be appointed a Vice-President and two Secretaries.

The Board of Governors is composed of persons of national or international relevance, namely in the business, scientific and technological fields, appointed by the assembly of associates and up to a maximum of 11 members, and of the remaining ones 5 will be appointed by the Board of Directors, another 5 are by inherence the members of the Board of Directors and the rest are co-opted by the council from up to a maximum of 36 members from among all the associates.

Article 20

President of the Board of Governors

1. For the exercise of the position of president of the Board of Governors, a

person with the appropriate profile must be elected in accordance with a decision taken by a qualified majority of two thirds of the votes cast validly.

2. The term of office of the President of the Board of Governors is of 4 years, renewable at the proposal of the Board of Governors.

Article 21

Mandate and vacancy filling

1. The members of the Board of Governors shall serve for a term of 4 years, renewable by deliberation of the Board of Governors itself.
2. The exclusion of any member may only happen by deliberation of the Board of Governors taken by a qualified majority of three quarters of the votes of its members, by secret ballot, based on situations of indignity, gross misconduct or of manifest lack of interest in the performance of their duties and it must subsequently be ratified by the General Assembly.

Article 22

Competences

1. It is the responsibility of the Board of Governors to ensure the achievement of the Association's objectives, to define the structuring lines of the strategy to be pursued, to ensure compliance with the statutory principles and to ensure the continuity of the Association.
2. As part of its functions it is up to the Board of Governors to, namely:
 - a. To co-opt the members of the Board of Governors;
 - b. To appoint the President of the Board of Directors;
 - c) To ratify the appointment of the members of the Board of Directors and of the Executive Director or of the Executive Committee, appointed by their respective Presidents.
 - d) To appoint the Statutory Auditor or the members of the Supervisory Board.
 - e) To approve by November 30 of each year the Association's activity plan and the Association's budget for the following year.

f) To approve the opinion of the Association's management on the report and accounts of the past year by March the 31st of each year, in order to be submitted to the members at a general meeting.

g) To deliberate, namely by proposal of the Chairman of the Board of Directors, on the granting of the Association's Title of Merit, as well as on the institution of other titles.

3. The Board of Governors shall also perform advisory functions, being obliged to issue an opinion on any matter submitted to it by the Board of Directors.
4. It is also the responsibility of the Board of Governors to deliberate on all matters that are not specifically committed to any other organs of the Association.

Article 23

Board of Governors' Sessions

1. After being convened by its President, the Board of Governors shall meet ordinarily twice a year for the approval of the management report and accounts and of the business plan and budget, and extraordinarily whenever the former or at least one third of its members so requests.
2. The quorum of the Board of Governors is always half of its members plus one.
3. If for lack of quorum at the appointed time and date the Board of Governors is unable to meet, a second date shall be set, no more than eight working days past from the first date, and the meeting will take place whatever the number of members present.
4. The decisions of the Board of Governors shall be taken by an absolute majority of the votes cast, abstentions notwithstanding, with the exception of the resolutions referred to in number 3 of Article 12 and number 4 of Article 13 that shall always require a qualified majority.
5. In the event of a tie in the voting of the deliberations, the President of the Board of Governors shall have the casting vote.
6. The members of the Board of Governors may be represented in justified cases by the President of the Board of Governors.
7. Any member of the Board of Directors may be invited, without being granted

the right to vote, to attend meetings of the Board of Governors, unless he or she is also a member of the said Board of Governors.

Article 24

Board of Directors, duties and composition.

The administration of the Association is the responsibility of a Council composed of an odd number of between three to nine members, one of whom will be the President.

Article 25

The Chairman of the Board of Directors

1. The position of President of the Board of Directors may be held by the President of the Board of Governors if this position is held by the Founder Marianela Corte Real Mirpouri, in case she so wishes.
2. Without prejudice to paragraph one of this Article, the President of the Board of Directors shall be elected by the Board of Governors.
3. The term of office of the President of the Board of Directors is of four years, renewable for equal periods of time, by resolution of the Board of Directors.
4. At the beginning of his duties the President of the Board of Directors shall appoint a member of the Board of Directors to replace him in his absence or in case of a temporary impediment.
5. The President of the Board of Directors shall designate the other members of the Board of Directors, and this designation shall be valid and effective after a ratification by the Board of Governors in a deliberation in which the members of the inherent Board may not vote.

Article 26

Designation

1. The Chairman of the Board of Directors shall be responsible for defining the number and indicating the names of the directors chosen from among persons of recognized merit and competence, who shall all be subject to a ratification by the Board of Governors.

Article 27

Mandates

1. The term of office of the members of the Board of Directors shall be of four years, renewable for equal periods of time, by decision of the President of the Board of Directors and with the ratification of the Board of Governors.
2. The vacancies existing on the Board of Directors shall be filled by the end of the term of office by the persons for that purpose designated by the President of the Board of Directors and upon a ratification by the Board of Governors.
3. The termination of office of the President of the Board of Directors shall determine the expiration of the term of office of all the members of the Board of Directors.

Article 28

Dismissal

1. The Board of Governors may propose at any time a dismissal by deliberation taken, by secret ballot, of a qualified majority of two thirds of its members, and of the President of the Board of Directors on grounds of indignity or serious misconduct, namely when can be attributable:
 - a) A manifest or repeated disrespect for the Association's statutory norms and duties.
 - b) Acts that determine civil liability for damage of the Association's assets.
 - c) An unjustified non-exercise of his duties for a period exceeding of one month.
2. On the above grounds, the Board of Governors may propose the dismissal at any time of any member of the Board of Directors, upon proposal of the President of the Board of Directors, in accordance with deliberation taken by secret ballot, of a qualified majority of its members.

Article 29

Board of Directors Meetings

1. The quorum of the Board of Directors shall be that of the majority of its

members and all decisions shall be taken by the absolute majority of cast votes, also in the event of a tie, the President shall have the casting vote.

2. The Board of Directors shall meet ordinarily once a month and extraordinarily whenever a meeting is convened by the President or by the majority of its members, and the directors may be represented, always in justified situations, by the President of the Board of Directors.
3. If for lack of quorum at the appointed time and date the Board of Governors is unable to meet, a second date shall be set, no more than three working days past from the first date, and the meeting will take place whatever the number of members present.

Article 30

Competences of the Board of Directors

It is up to the Board of Directors to perform all necessary acts in the pursuit of the purposes of the Association, in line with the strategy defined by the Board of Governors, namely:

- a) To execute the deliberations of the Board of Governors with regard among others to the general and specific policy of the Association's activities;
- b) To define and establish internal rules of operation and to organize the Board itself as well as approving those of the Association services;
- c) To monthly examine the Association's accounts and to submit them to the Board of Governors whenever requested to do so;
- d) To prepare the Association's budget and annual activity plans and to submit them to the approval of the Board of Governors by November 15th of the previous year to which they refer;
- e) To prepare the balance sheet, the report and the accounts for each year and submit them to the Supervisory Board or the Statutory Auditor for consideration by February the 15th of the following year;
- f) To submit for approval of the Board of Governors by March the 15th of the following year the balance sheet, the report and accounts for each financial year, accompanied by the respective opinion and annual inspection report, issued by either the Supervisory Board or the Single Auditor;

g) To delegate on an Executive Director or on an Executive Committee the practice of the current acts of management of the Association, thus establishing its powers and rules of operation.

Article 31

Executive Committee

The Board of Directors may appoint from its members an Executive Director or an Executive Committee, thus in the latter case appointing its President.

Article 32

Association Binds

The Association is bound by:

- a. The signature of the President of the Board of Directors
- b) The signature of two administrators.
- c) The signature of a director in exercise of powers delegated on him by a resolution of the Board of Directors.
- d. The signature of a member of the Executive Committee, in matters dregarding to the Executive Committee.
- e) The signature of a proxy document under the respective power of attorney.

Article 33

The Ethical Committee

1. The Ethical Committee is composed by 5 members, none of which can be a member of the association's body, for the purpose of issuing a binding opinion on all donations and revenues that the Association may receive in order to pursue the highest standard of good practices and in accordance with a compliance program preventing money laundering.
2. The Ethical Committee shall establish its own operating rules and shall present a binding opinion regarding the acceptance of any revenue from which the association may come to benefit.

3. The violation of the opinion of the Ethics Committee mandates that members are to report the fact to the Supervisory Board, General Assembly of Associates and to the Public Prosecutor.

Article 34

Association Supervision

1. The supervision of the Association shall be exercised by a supervisory board composed of three members and one alternate or, alternatively, by a single Statutory Auditor and his alternate, appointed by the Board of Governors.
2. The term of office of the members of the Supervisory Board or of the Statutory Auditor shall be of three years, renewable, by resolution of the Board of Governors.
3. The Supervisory Board shall meet ordinarily once at every quarter and extraordinarily whenever it is deemed to be necessary.

Article 35

Competences of the Supervisory Board or of the Statutory Auditor

1. The Supervisory Board shall:
 - a) Verify that the Association's administration is exercised in accordance with the law and the statutes of the association and is able to attend meetings of the Board of Directors, minus the right to vote or of being represented by one of its members;
 - b) Verify, whenever deemed convenient, the regularity of the Association's books, accounting records and documents;
 - c) Verify whenever it deems necessary and in a manner that it considers the most convenient the existence of the assets or values that are part of the Association's patrimony;
 - d) To examine, issue and present to the Board of Directors by the 28th of February of each year, the opinion and annual inspection report on the previous year's balance sheet, report and accounts as prepared by the Board of Directors;
 - e) To give an opinion on the report, accounts and budget and on all other matters that the Board of Directors may submit for its consideration.

Chapter V

Association Accounts

Article 36

Annual Accounts

1. The Association's Annual Accounts, as well as the opinion of the Supervisory Board or the Statutory Auditor to be issued on them, shall be published no later than the 30th of June of the year following the one to which they relate, in one of the most popular national daily newspapers.

CHAPTER VI

Award of Honorary Titles by the Association

Article 37

1. The Association's Title of Merit is intended to distinguish persons or entities who, in cooperation with the Association, excel in the field of the Promotion of Women.
2. Other titles may be instituted by deliberation of the Board of Governors taken in accordance to paragraph h) of number 2 of Article 14, with the purpose of distinguishing the personal merits revealed in the areas that constitute the purposes of the Association.
3. The regulation of the process of granting and using of titles, as well as any rights and duties with them associated, shall be subject to internal regulation, to be approved by the Board of Governors.

CHAPTER VII

Alteration of the Statutes, Transformation and Termination of the Association

Article 38

1. The Board of Governors may amend the current Statutes by deliberation taken by a qualified majority of two thirds of its members, at a meeting expressly convened for that specific purpose.

2. The termination of the Association may only be approved by deliberation of the Board of Governors taken by a qualified majority of three quarters of its members, at a meeting expressly convened for that specific purpose.

Article 39

Destination of the Assets in case of Termination

1. In the event of the termination of the Association, its assets shall revert to legal entities of public utility mainly pursuing the same purposes, in terms to be defined by determination taken regarding paragraph 2 of Article 29, and it shall be applied exclusively for the purposes previously considered in Article 6 of these Statutes.