

Bylaws of a Non-Profit Civil Association (ACSFL)
BRAZILIAN BIODIVERSITY FUND – FUNBIO

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BYLAWS OF THE BRAZILIAN BIODIVERSITY FUND – FUNBIO

CHAPTER I

Name, Characteristics, Headquarters and Duration

Article 1st – The Brazilian Biodiversity Fund – **Funbio** is a not-for-profit civil association which shall be ruled by these Bylaws and by the legislation in force.

Sole Paragraph – Because it is considered incompatible with the mission of **Funbio**, it shall not be allowed for members, council members, employees, benefactors, or donors to receive profits, any operational surpluses whether gross or net, dividends, bonuses, shares or portions of the assets, or any other pecuniary advantages for performing the activities of **Funbio**.

Article 2nd - **Funbio** has its headquarters and jurisdiction in the city of Rio de Janeiro, capital of the State of Rio de Janeiro, at Rua Voluntários da Pátria, no. 286, 5th floor, Botafogo, CEP 22270-010, and may open branches in other cities of Brazil and abroad.

Article 3rd - The duration of **Funbio** shall be indefinite.

CHAPTER II

Purposes

Article 4th - The purpose of **Funbio** is to bring strategic resources to the conservation of biodiversity in Brazil, having as general reference the guidelines of the Convention on Biological Diversity (CBD), also taking into consideration the relations between biodiversity and other related global environmental issues. Its aim and purpose anticipates, specially, the support to these initiatives, providing them with and/or seeing they are provided with financial, technical and material support. For the procurement of its major and final purposes, **Funbio** shall especially:

I – support the implementation of programs, projects and other initiatives, furnishing and providing technical, material and financial resources, both its own or otherwise, for their execution; and may also provide scholarships and grants for studies and research;

II – promote and participate in partnerships with Public Authorities, Civil Society and Private Sector, to develop its activities;

III – contribute, within the framework of sustainable development, to the development of public and private initiatives, that promote social development, generate work and income, and fairly and equitably share the benefits with local or traditional populations;

IV – promote innovative programs and projects, testing of models, and participatory and multidisciplinary methodologies;

V – generate and disseminate information, produce studies and diagnoses, and make recommendations on priority actions, strategies, and public policies in its field of action, taking into consideration the points of view of its partners and groups of interest in its mission;

VI – implement or support activities in human resources training, technical exchange, environmental education and promotion of research and study activities;

VII – participate in and contribute to events and studies related to the improvement of environmental legislation, aimed at the protection of Brazilian biodiversity and the rights pertaining to its utilization and exploitation;

Sole Paragraph – To meet its purpose, **Funbio** shall be able to license and commercialize products with its trademark, publish and commercialize technical scientific material with its name; render qualification, training and advisory remunerated services, to private or public legal entities, aiming at obtaining resources, which shall be directed uniquely and solely to **Funbio's** own sustainability and its activities' development and accomplishment.

Article 5th – The work of **Funbio** shall be based on the principles of legality, non-individuality, morality, publicity, economic ability, sustainability, and efficiency.

CHAPTER III

Social Composition and Responsibility of the Membership

- **Section I - Responsibility and Representation**

Article 6th - The Council Members of **Funbio** shall be its members and shall not be, jointly or indirectly, liable for its civil obligations, under any circumstance.

Article 7th – No member of **Funbio** shall be entitled to any duty or representation without bearing a power of attorney or of representation, instrument granting or delegating such power, or without occupying an office or function explicitly determined by these Bylaws.

- **Section II - Members**

Article 8th – **Funbio** shall be composed of a single category of members, named Council Members.

1st Paragraph – The Council Members who comprise the membership of **Funbio**, are those in full exercise of their social rights and functions as members of the Governing Council of **Funbio**, in accordance with Articles 37 (thirty-seven) and 42 (forty-two) of these Bylaws.

2nd Paragraph – The members who participated in the Founding Meeting of **Funbio** shall be, hereafter, referred to as “Founders”, while such designation does not entail any distinct right or duty different from the category to which they belong.

- **Section III – Admission**

Article 9th – Admission of members (Council Members) shall take place by decision of the simple majority of the members of the Governing Council, and whenever such as to fill its own vacancies, shall comply with the rules of proportionality and representativeness described in these Bylaws

Sole Paragraph – A member shall only be admitted who has been nominated by a Council Member or by the Executive Secretariat, as provided by Article 41 (forty-one) of these Bylaws.

- **Section IV - Rights and Duties**

Article 10 – The management of **Funbio** shall be the duty of the Council Members, according to the terms of these Bylaws, complying and enforcing its provisions.

Sole Paragraph – There shall be no distinction concerning the rights and duties of founding as compared to non-founding members.

Article 11 – The rights of the members are:

I - to participate in regular and special meetings and decide upon matters brought before this body;

II - to vote and be voted for the elective offices of **Funbio**;

III - to frequent the organization’s headquarters;

IV - to propose the admission of new members;

Article 12 – The duties of the members are:

I - to comply with the provisions of these Bylaws;

II - not to adopt any conduct that may tarnish the organization’s good name;

III - to attend, as so convened, the regular and special meetings;

IV - to join the Committees to which they have been designated and to serve the respective terms;

V – to serve, with dedication and probity, the positions to which they have been elected.

- **Section V - Removal**

Article 13 – A Council Member who is absent from 3 (three) consecutive regular meetings of the Governing Council without prior justification shall be removed from his office.

Sole Paragraph – A vacancy derived from the enforcement of this Article shall be pronounced by the Governing Council and its fulfillment shall have priority in the periodic replacement stipulated for the members of that collective body.

Article 14 – A member shall lose his membership, should he manifest or act against the objectives described in these Bylaws or the codes of conduct adopted by **Funbio**, by decision of the Governing Council established in the plenary meeting specially convened for this purpose, when the associate threatened to be excluded, will be given the right of wide defense.

Article 15 – The Governing Council shall decide on the application of penalties to members of **Funbio**, when and if appropriate.

Article 16 – All penalties, including removal, shall be proposed, decided and subject to review by the Governing Council.

Article 17 – A member of **Funbio** who has been penalized by removal from membership shall not be readmitted so long as the sanction is in force.

Article 18 – A Council Member shall lose his membership at the end of his term of office and/or whenever he renders **Funbio** remunerated services.

Article 19 – The act of joining **Funbio** designates free and intentional membership and includes explicit option to abide by arbitration in any litigation involving members and former members of **Funbio**, in relation to its bodies and decisions.

1st Paragraph – The Arbitration Court shall be composed of the Advisory Council of **Funbio**.

2nd Paragraph – The Arbitration Court will be convened and presided by the President of the Governing Council.

3rd Paragraph – The setting of Arbitration Court will be made with the presence of at least 20% (twenty per cent) of the Advisory Council. The minimum quorum for deliberation of the Arbitration Court is the absolute majority of the present advisors.

CHAPTER IV

Advisory Council

Article 20 – The Advisory Council is a counseling unit consisting of former and also new members of the organization, elected in accordance with these Bylaws, serving as an instrument for technical consultancy to **Funbio**, overseeing and aiding it in the achievement of

its objectives, without nonetheless bearing any civil responsibility for the institution's management and administration.

Sole Paragraph – A new Advisory Council Member shall be admitted when invited by the Governing Council or Executive Secretariat, and having expressed his acceptance amongst individuals with interest and knowledge in the areas of **Funbio's** performance and holders of specific qualification being able to contribute to **Funbio's** adequate operation.

Article 21 – It is the competence of the Advisory Council to form the Arbitration Court.

Article 22 – The Advisory Council shall assemble:

I – whenever invited by the Governing Council or by the Executive Secretariat to participate in cooperative debates on themes regarding **Funbio's** activities;

II – freely and without a minimum mandatory quorum, upon call from the Governing Council's President.

1st Paragraph – The Executive Secretariat of **Funbio** shall provide material and technical assistance to the Advisory Council in convening its meetings, allowing broad participation by its members.

2nd Paragraph – Members of the Advisory Council shall be allowed to participate in the Technical Committees and in the Finance and Auditing Committee, with the right to voice and vote; and to participate in the last annual Governing Council's meeting with the right to voice.

CHAPTER V

Capital and Investment of Funds

- **Section I - Assets**

Article 23 – The Assets of **Funbio** come from the following sources:

I – donations, legacies, inheritances and assignment of rights;

II – goods and rights deriving from assets;

III – goods and rights accrued from the activities performed by the entity;

IV – any other legally admitted revenues.

- **Section II - Investment of Funds**

Article 24 – All **Funbio's** assets and revenues shall be invested in the objectives to which the organization is dedicated, except for such expenditures and goods as are necessary for its management performance.

Sole Paragraph - The Trust Funds established with funds from donations to support Programs and Projects developed and/or managed by Funbio will have their purpose and governance laid down in contracts and detailed operating manuals. In particular, it will be defined the mandate and decision-making process about the use of these resources in the post-contract or after completion of such Programs and Projects. The aforementioned contracts and operating manuals shall be prepared with the collaboration of donors and the legal representatives of the deliberative bodies of the respective Programs and Projects. The Operational Manuals shall comply with previously existing contractual conditions and constraints, and shall be subject to the approval of the Governing Council of Funbio as well as deposited in the Registry of Deeds and Documents.

Article 25 – Should collaborative ties be formed with the Public Sector by means of a Term of Partnership, they shall comply with the provisions of Federal Law 9.790/99 or any other legislation that may succeed it.

- **Section III - Financial Statements**

Article 26 – Having been qualified as a Civil Society Organization of Public Interest (OSCIP), **Funbio**'s financial statements shall meet the following minimum standards:

I – compliance with fundamental accounting principles and the Brazilian Accounting Standards;

II – the publicity of the entity's activities report and the financial statements, by any effective mean, at the end of the fiscal year, pursuant to Article 11 of Decree 3.100 of 30th June, 1999; these documents shall remain accessible for public scrutiny at the headquarters of **Funbio**, by means of a request in writing;

III – affixation in the lobby of the **Funbio** headquarters, of the certificates of absence of default or arrears vis-à-vis the National Institute of Social Security (INSS) and the Unemployment Guarantee Fund (FGTS), which shall remain accessible for public scrutiny at the headquarters of **Funbio**, by means of a request in writing;

Article 27 – The financial statement referring to public funds and goods received by **Funbio** under the Terms of Partnership signed with the Public Sector based on Law 9.790, of March 23, 1999, shall be governed by the Sole Paragraph of article 70 of the Brazilian Republic Constitution of 1988, and the application of such resources may be the object of audit, as provided in article 19 of Decree 3100 of 30th June, 1999, which regulated the Law mentioned above.

- **Section IV - Dissolution**

Article 28 – **Funbio** shall be dissolved by decision of the Governing Council in a special meeting specifically convened for this purpose, when it becomes impossible to continue with its activities.

Sole Paragraph - The dissolution of **Funbio** shall result from a unilateral decision by the Governing Council, which shall include the consent of at least 2/3 (two-thirds) of its members.

Article 29 – Having **Funbio** been dissolved, its net assets shall be transferred to a private not-for-profit legal entity with the same objectives and performing activities related to those of **Funbio**.

Sole Paragraph – Explicitly excluded shall be the specific destination of any portion of the assets which derives from a binding donation, whenever there is an unequivocal and explicit clause regulating the destination of the donated asset, in the case of dissolution of **Funbio**.

Article 30 – In the case of dissolution of **Funbio** during the period in which the certification as a Civil Society Organization of Public Interest (OSCIP), that has been obtained by the organization is in force, its net assets shall be transferred to another entity qualified under the terms of Federal Law 9.790/99, which shall preferentially have the same purpose as **Funbio**.

CHAPTER VI

Management

- **Section I - Bodies and General Aspects**

Article 31 – The management of **Funbio** shall be exercised by its bodies, in accordance with the responsibilities ascribed to them by these Bylaws.

Sole Paragraph – **Funbio** may adopt Internal Rules and Regulations, which after being approved by the Governing Council, shall govern its functioning.

Article 32 – The bodies of **Funbio** are:

- I – Governing Council;
- II – Advisory Council;
- III – Finance and Audit Committee;
- IV – Technical Committees;
- V – Executive Committee;
- VI – Presidency of the Governing Council;
- VII – Executive Secretariat.

Article 33 – The members of the Governing Council shall not be held jointly or indirectly liable for acts practiced and deriving from collective decisions and which comply with the Charter of **Funbio** and Brazilian legislation.

Article 34 – The members shall not be allowed to receive any remuneration, not even those acting in the executive management or holding offices ascribed to them.

Sole Paragraph – Notwithstanding the foregoing in the caput of this article, exception is made to the possibility of **Funbio** remunerating its associated executives that actually function in its executive management and those who render specific services, respecting, in both situations, the market values of the region where **Funbio** performs its activities; this remuneration shall not exceed, in its gross value, the limit established for public servants remuneration by the executive branch of the Federal Government.

Article 35 – **Funbio** shall adopt the necessary and sufficient administrative management practices to prevent the acquisition, individually or collectively, of personal benefits or gains, due to the participation in the respective decision making process.

Sole Paragraph – It is understood as benefits or personal gains, those obtained by the executives of the entity and their spouses, companions, collateral relatives and relatives until third degree, or by legal entities whose executives are controllers or participate in the association in a ratio exceeding 10%.

- **Section II - Governing Council**

Article 36 – The Governing Council, corresponding to the General Assembly, is the highest body of **Funbio**, whose decisions are collective, and whose duty is the direct management of the organization and deliberation as to its means and ends, in accordance with Article 4th (fourth)

- **Section III - Composition of the Governing Council**

Article 37 – The Governing Council is composed of all the Council Members, natural persons of untarnished reputations, committed to the cause of **Funbio**, and who belong to the following social sectors:

I – Entrepreneurial Sector

II – Academic Sector

III – Non-Governmental Environmentalist Sector.

Article 38 – The total composition of the Governing Council shall comply with the equivalence of the three above-mentioned sectors.

1st Paragraph – The Members of the Governing Council shall be designated as Council Members and elected in number of 4 (four) by each sector.

Article 39 – The Governing Council shall also be constituted, in a special feature, by 2 (two) Council Members, designated respectively as representatives of the Ministry of the Environment and of the Chico Mendes Institute for Biodiversity (ICMBio), or any federal organization that may succeed them, and two members representatives of government agencies or public companies that have operations in areas related to the objectives of Funbio, to be defined by the Council of Funbio, which will send invitation to the respective authority to request the appointment. In these cases, the mandate shall be submitted to ministerial

interest and determination or the authority concerned, without any previous established term for its fulfillment.

Article 40 – The Council Members, except those mentioned in article 39, shall have a term of office of 4 (four) years, one re-admission being allowed.

1st Paragraph – The Council Members shall become Consulting Advisors at the end of their term of office, provided that they expressly pronounce their interest to the Executive Secretariat

2nd Paragraph – The members of the Governing Council mentioned in article 37 shall be replaced at the proportion of 25% (twenty-five percent) of the members of each sector per year.

Article 41 – The Council Members coming from the social sectors indicated in article 37, shall be selected on the basis of nomination by Council Members from those same sectors, among individuals with interest and knowledge in **Funbio's** areas of operation, with specific skills and the capacity to contribute in such a way that **Funbio** operates adequately in the multiplicity of work areas required for the achievement of its objectives.

1st Paragraph – Regardless of the full power and competency of the Governing Council to elect its members, each social sector shall be allowed to adopt its own processes to nominate the preferred candidates for the existing vacancies.

2nd Paragraph – The Executive Secretariat shall also designate candidates to take part in the Governing Council.

Article 42 – The vacancies apportioned to a given social sector, among those listed in articles 37 and 39, shall not be fulfilled by persons who do not belong to that sector.

- **Section IV - Duties of the Governing Council**

Article 43 – The Governing Council which corresponds to the General Assembly shall have the following duties:

I – to define **Funbio's** strategic and operational program;

II – to elect and remove its President and Vice-President among its members;

III – to elect the members who shall fill in the available vacancies in the Governing Council and approve the entry of new members;

IV – to approve, by the end of each year, the work plan and resulting budget proposal of **Funbio**, for the following year;

V – to approve, until 30th June of each year, **Funbio's** annual report, the financial statement related to the previous fiscal year and the independent auditor's report;

VI – to approve different initiatives and instruments for the achievement of its mission and objectives;

VII – to oversee and approve the processes of project selection, definition of resources allocated to them and the follow-up of its accomplishment;

VIII – to follow up the accomplishment of approved annual operational plans and their respective budgets;

IX – to approve operational standards, bylaws, and codes of conduct, as well as amendments to the same;

X – to approve acceptance of donations, with or without charges, as well as other donations that may result in a burden of any nature;

XI – to approve the acceptance of rules and proceedings requested by donors;

XII – to approve the hiring of companies, which will perform assets management and independent auditing;

XIII – to select, hire and dismiss the Secretary General;

XIV – to approve statutory amendments;

XV – to approve the dissolution of **Funbio** and the distribution of its Assets, pursuant to articles 28 (twenty-eight) and 29 (twenty-nine) of these Bylaws;

XVI – deliberate on every issue related to the entity's management

Sole Paragraph – The Work Plan, the budget proposal and financial statement of the previous fiscal year shall be open to public scrutiny, and it is the Governing Council duty to ensure that they are published in an effective communication medium.

- **Section V - Plenary Meetings of the Governing Council**

Article 44 – The Governing Council will assemble in Plenary Meetings

I – regular, 03 (three) times a year.

II – special, whenever necessary.

Article 45 – The Plenary Meetings of the Governing Council shall be convened by the President or, when so decided, to a fourth of its members, assuring, however, to a fifth of the associates the right to call the meetings, in the terms of this Bylaw

1st Paragraph – Regular Plenary meetings shall follow the schedule established in the annual work plan of **Funbio**, approved by the Governing Council at the previous fiscal year, and the Executive Secretariat shall ensure compliance of the Council Members with this schedule.

2nd Paragraph – The task of disclosure of the call of a Special Plenary Meeting shall be the duty of the Executive Secretariat which, in due time in advance, shall notify all the

Council Members, whenever possible, with evidence of the forwarding and/or notice receipt, being able to use all means of communication available for such purpose.

Article 46 – The Plenary Meeting of the Governing Council shall take place at first call, if at least 1/3 (one third) of its effective members in office are present, and, at second and last call, 30 (thirty) minutes after the first call, in any number. The meeting's decisions shall be taken by simple majority vote of the presents, observing the limits of these Bylaws.

Sole Paragraph – All Council Members have the right to vote in the Governing Council Plenary Meetings.

- **Section VI - Supporting Technical Committees of the Governing Council and Executive Secretariat**

Article 47 – The Governing Council may organize Committees, with the general purpose of directing, in a specific manner, the fulfillment of multiples purposes and duties of **Funbio** and to catalyze the specific competences of the Council's member, grouping them, in such a way that they can better serve the needs of **Funbio**.

1st Paragraph – The Committees will be instances of analysis, counseling and recommendation to **Funbio's** Governing Council and Executive Secretariat, being able, extraordinarily, to exercise decision making capacity, by express and established mandate of the Governing Council.

2nd Paragraph – The Technical Committees members shall be designated by the Governing Council and may be, in its entirety, formed by Consulting Committee members.

3rd Paragraph – The coordinators of the Technical Committees, ideally, shall be Governing Council members.

4th Paragraph – Even though aggregating specific competences is within the Committees' scope of action, the composition of the Committees shall try to satisfy the principle of representativeness of the sectors that form the Governing Council.

Article 48 – The Committees shall be created and/or dissolved by the Governing Council, whenever the later considers necessary or unnecessary, and they shall have specific purposes, defined composition and term of existence, when temporary.

Article 49 – The individual responsible for the Committees' works, progress and results shall be its Coordinator, and in his absence, its Vice-Coordinator, both elected among the Committees' members.

Article 50 – The Committees shall have their own agenda and schedules of work, defined according to distribution of their duties in **Funbio's** annual work plan.

- **Section VII - Finance and Audit Committee**

Article 51 – The Finance and Audit Committee is the sole **Funbio's** Technical Committee which is mandatory and permanent, performing the functions of Fiscal Council and with a minimum

competence to give opinion on the financial performance and accounting reports, as well as, the estate operations made, issuing official opinions to the higher authorities of the entity.

Sole Paragraph – The Finance and Audit Committee shall assemble, regularly, three times a year, and specially, whenever necessary.

Article 52 – The extension of the composition and competence of the Financial and Audit Committee shall be determined by the Governing Council.

Article 53 – In the accomplishment of its minimum competence, the Financial and Audit Committee shall have a free and unlimited access to all books, records and controls of **Funbio** and to all files and premises.

- **Section VIII - Executive Committee**

Article 54 – The Executive Committee is the coordinating and guiding instance of the Committee's work and the supervising and guiding instance of the tasks of the Executive Secretariat.

Article 55 – The Executive Committee is formed by the President and Vice-President of the Governing Council and at least two and up to four Council Members to be appointed by the President of the Governing Council

Article 56 – It shall be the duty of the Executive Committee to listen, in first instance, to the recommendations or reports of work conducted by the Executive Secretariat, which will have the prerogative to invite other members of the team to attend the meeting, and decide on operational issues that require immediate orientation or referendum of the Governing Council, but that does not justify the convening of an extraordinary meeting or manifestation of that Council.

1st Paragraph – The Executive Committee shall only decide on matters under the jurisdiction of the Governing Council by its direct and specific authorization or ad referendum.

2nd Paragraph – The decisions of the Executive Committee may always be reevaluated by the Governing Council and shall always have established effectiveness until the Council decides otherwise.

Article 57 – The minimum quorum of the Executive Committee is of 50% (fifty per cent) of its members, admitted the participation by methods of remote conference, provided that, by any chance, these methods can be proved.

Article 58 – The Executive Committee shall meet according to a schedule of meetings approved annually or whenever called by any of its members, by the President of **Funbio**, or by the Secretary General of the entity, in between plenary meetings of the Governing Council, to fulfill the functions intended in these Bylaws and with the purpose of preparing the agenda and guide the development of the matters to be submitted to the Governing Council.

- **Section IX - President of the Governing Council**

Article 59 – It shall be the duty of the President of the Governing Council:

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22270-014 - Rio de Janeiro, RJ, Brasil

Tel: (55 21) 2123-5300 Fax: (55 21) 2123-5354 funbio@funbio.org.br www.funbio.org.br 13/16

- I** - to represent **Funbio** actively and passively, both in and out of court, promoting its representation in all spheres through personal presence or specifically determined delegation of powers with a defined tenure;
- II** - to convene and chair the Plenary Meetings of the Governing Council, with the Executive Secretariat of **Funbio** acting as secretary;
- III** - to convene and chair the Plenary Meetings of the Executive Committee, with the Executive Secretariat of **Funbio** acting as secretary;
- IV** - to designate rapporteurs for matters submitted to the Governing Council;
- V** - to supervise the activities of **Funbio**, performing the necessary acts for its administration;
- VI** - to submit to the Governing Council the recommendations by the financial manager, the independent auditor, and the fundraiser, should the latter exist;
- VII** - to perform the duties conferred to him by the Governing Council;
- VIII** - to voice his vote, with justification, in cases where votes shall have ended in a tie, whether in the Governing Council or in the Executive Committee;
- IX** - to open and close bank accounts, sign checks and approvals of loans, sign contracts, dissolutions, and transactions, issue and receive acquittals, receive and request permits, all on behalf of **Funbio**, in compliance with the limits established by the Bylaws.

Sole Paragraph – The competencies described above in items I, IV, and IX may be the object of explicit delegation to the Vice-President and/or

Article 60 – The President, in his absences or impediments, shall be substituted by the Vice-President, and in the absence of both, by a Council Member designated by the Executive Committee ad referendum to the Governing Council.

Article 61 – The President and Vice-President’s term of office is of two years, allowing one consecutive additional term.

- **Section X - Executive Secretariat**

Article 62 – The Executive Secretariat will execute the strategy and work plan of **Funbio**, either in its technical aspects or management and financial ones, assisting, as well, the Governing Council, with proposals, analysis and necessary information to its decisions.

Article 63 – The Executive Secretariat shall consist of a permanent staff of **Funbio’s** employees, and must have a agile, streamlined and low cost structure, oriented to apply the maximum resources of **Funbio** to the support of its target activities.

Article 64 – Any member of **Funbio** who joins the staff of the Executive Secretariat shall have his member’s rights suspended as long as this relationship lasts.

- **Section XI - Secretary General**

Article 65 – It is the Secretary General’s duty to manage the social businesses of **Funbio** and administrate the Executive Secretariat.

Article 66 – The Secretary General shall be designated by the Governing Council and shall have the following duties:

I - to comply and ensure compliance with the statutory provisions and operational guidelines established by the Governing Council and by the Executive Committee;

II – perform the duties described in paragraphs I, IV, IX of article 59, always by means of grant of specific powers, issued by the President of the Governing Council, as provided by said Article and its Sole Paragraph;

III – forward the proposals and requests of financial support for projects to be decided by the Governing Council, after all necessary evaluations;

IV – arrange the preparation for annual forwarding to the Governing Council of:

a) work plan, budget proposal, report, financial statement and independent auditor’s report;

b) evaluation of entities responsible for the financial management, auditing and fund raising;

V – to present brief quarterly reports to the Governing Council on work progress and an inventory of operations conducted as of the month prior to the Plenary Session;

VI – take part in the meetings of the Governing Council, with no right to vote;

Sole Paragraph – the Secretary General has his/her duties subordinated to the decisions and recommendations of the President of the Governing Council, and shall only include powers to manage and administrate **Funbio** according to them.

CHAPTER VII

General Provisions

Article 67 – The terms of office of the members of the Governing Council are automatically extended until the successors assume office.

Article 68 – A Special Plenary Meeting shall be called for statutory amendments and business administrators’ dismissal. In this Meeting, to deliberate on first call, the presence of absolute majority of the acting Council Members is necessary. On the following calls, the presence of at least 1/3 of the acting Council Members is necessary. The deliberation quorum is of 2/3 of the present Council Members.

1st Paragraph – The provisions on assets allocation determined on article 29 (twenty-nine) and its sole paragraph, as a well as on articles 1st (first) and its sole paragraph, 6th (sixth) and 7th (seventh) shall not be subject to statutory amendment by a quorum lower than 2/3 (two thirds) of the acting Council Members.

2nd Paragraph – The statutory amendment shall only be valid if it is a previous and specific item of the agenda.

Article 69 – The Secretary General and associates cannot, on behalf of the organization or under any circumstance, underwrite or endorse loan operations referring to obligations alien to its organization purpose or activities not directly approved by the Governing Council, except when due to decision of the latter with specific power delegations.

Article 70 – Assuming that **Funbio** loses its acquired qualification as Non-Profit Civil Association of Public Concern (PICSO), instituted by Federal Law 9790 of 23rd March, 1999, its available net assets bought with public resources within the period that lasted the said qualification, shall be appraised and transferred to another PICSO having, preferably, the same business purpose.

Article 71 – Any and all interpretation of the application of the concepts and determinations of these Bylaws, as well as the omitting cases, shall be ruled by the Governing Council or by the Rules and Regulations.

Article 72 – The Governing Council shall regulate the matters of its competence according to the Rules and Regulations or by means of resolutions.

The present Bylaw was subject to the unanimous approval of the Governing Council of **Funbio**, in its Special Plenary Meeting, carried out at 9:00 AM on April 13th, 2012, at **Funbio's** headquarters, at Rua Voluntários da Pátria, nº 286 – 5º andar, Botafogo – Rio de Janeiro/ RJ, CEP: 22270-014.

Rio de janeiro, 13 de abril de 2012.

[signed]
Bruno Mariani
Governing Council's President

[signed]
Rosa Maria Lemos de Sá
Secretary General