

## **BYLAWS OF THE BRAZIL HUMAN RIGHTS FUND**

### **Chapter I – NAME, DURATION, HEADQUARTERS, AND VENUE.**

**Article 1** – The BRAZIL HUMAN RIGHTS FUND [FUNDAÇÃO FUNDO BRASIL DE DIREITOS HUMANOS], hereinafter “the Fund”, incorporated by Abdias do Nascimento, Margarida Genevois, Pedro Casaldáliga Pla, and Rose Marie Gebara Muraro, as set forth in this public document, is a private, not-for-profit legal entity engaged in social assistance and cultural activities, governed by these Bylaws and the applicable legislation.

**Article 2** – The Fund has its headquarters and venue in the city and circuit of São Paulo, Brazil, at Rua Santa Isabel, 137, conjunto 42, República, CEP 01221-010.

### **Chapter II – PURPOSE.**

**Article 3** – The purpose of the Fund is human rights assistance and advocacy, especially defending the rights of particularly vulnerable and discriminated groups like children and adolescents, the elderly, persons with disability, women, African descendants, indigenous peoples, workers, and migrants, for which aims the Fund may adopt the following actions, among other initiatives:

**I** – provide funds to projects for the defense and protection of human rights, especially those featuring innovative aspects and those developed by small-scale organizations that serve the public directly;

**II** – provide funds to individuals with a view towards improving their background as human rights advocates and experts;

**III** – support exchange among organizations and individuals, including from other countries;

**IV** – maintain cooperation with Brazilian and foreign funds and institutions;

**V** – take legal action related to the Fund’s objectives;

**VI** - organize, promote, and encourage programs for the pursuit of the Fund’s objectives; and

**VII** – implement other activities in keeping with the institution’s objectives.

**Section 1** – The activities of the Brazil Human Rights Fund shall be dedicated to the promotion, protection, and defense of human rights, defined as universal, indivisible, and interdependent rights. The activities therefore include actions aimed at social justice,

promotion of equality, especially in relation to gender and race, the guarantee of minimum social standards, access to justice and citizens' participation, provision of conditions to deal with social contingencies, universalization of economic, social, cultural, political, and civil rights, and the protection of diffuse and collective rights.

**Section 2** – Selection of the Fund's grantees shall be performed by means of a transparent public process, conducted by a Selection Committee named by the Board of Trustees, and it shall be prohibited to transfer funds to organizations in which the Incorporators, Trustees, or Board Members of the founding organization occupy Board positions.

### **Chapter III – ENDOWMENT.**

**Article 4** – The Fund's endowment consists of assets and rights resulting from:

**I** – initial endowment provided by the incorporators;

**II** – new donations, grants-in-aid, bequests, funds, or contributions by individuals, public and private corporations, organizations, agencies, or national and international bodies, and it shall behoove the São Paulo Attorney General's Office, through its Supervisory Board for Foundations, to authorize donations involving charges or burdens and to record national and international donations, and said Office shall be allowed to inquire into the origins of the donated monies or assets.

**III** – acquisitions during the exercise of its activities, in addition to its endowment revenue.

**Sole Paragraph** – The Fund applies its incomes, revenues, returns, and operating income fully within the Brazilian national territory for the maintenance and development of its institutional objectives.

### **Chapter IV – ADMINISTRATION.**

**Article 5** – The Fund shall be administered autonomously by a Board of Trustees, Board of Directors, and Financial Committee.

**Section 1** – The Board members, trustees, members, incorporators, benefactors, or the equivalent shall not receive any pay, advantages, or benefits, whether direct or indirect, in any way, shape, or form, in return for the duties, functions, or activities entrusted to them by these Bylaws or other documents.

**Section 2** – Directors and Trustees must ensure the good name and the faithful fulfillment of the purposes of the Foundation. The violation of the present bylaws or the engagement in any action contrary to the purposes of the Foundation shall give rise to the exclusion of its members, to be decided by absolute majority in the Board of Trustees.

**Section 3** – Directors, Trustees, Institutors, Benefactors or equivalents do not respond alternatively or jointly for the obligations and commitments undertaken by the Foundation;

**Section 4** – The Fund may also engage an unlimited number of collaborators that wish to contribute to the fulfillment of its institutional purposes, be it through donation of funds or contributions of other nature in support of the activities it carries out, or through participation in the Foundation’s activities as voluntary work, always in accordance to guidelines approved by the Board of Directors.

**Article 6** – The Board of Trustees shall consist of 9 (nine) to 15 (fifteen) members, with a term of 3 (three) years. Two new consecutive terms shall be allowed.

**Section 1** – Members of the Board of Trustees shall be allowed to serve an unlimited number of non-consecutive terms.

**Section 2** – The Chair and the Secretary of the Board of Trustees shall be elected for a term of 3 (three) years, with one new consecutive term allowed, and shall not be allowed to serve concurrently on the Board of Directors.

**Article 7** - The Board of Trustees, which shall rule by simple majority vote of its members, shall hold its regular meetings once a year, in addition to special meetings whenever necessary, convened by its Chair or by the Board of Directors, as well as by means of a written order issued by the Attorney General’s Office, Supervisory Board for Foundations, in the Circuit of the Capital [São Paulo].

**Section 1** – Meetings shall be convened by means of notice in writing, conveyed by any medium, including electronically, at least 15 (fifteen) days in advance.

**Section 2** – Special meetings may be held by e-mail or video/telephone conference.

**Section 3** – The incorporators named in Article 1, even though not members of the Board of Trustees, may participate without the right to vote in all the meetings.

**Article 8** – The duties of the Board of Trustees are:

**I** – to elect, among its members, the members of the Board of Directors;

**II** – to approve the budget plan and annual work plan;

**III** – to establish action guidelines;

**IV** – to approve the financial statements and annual reports of the Board of Directors;

**V** – to rule on the divestment of the Fund’s endowment assets, following prior authorization by the Attorney General’s Office;

**VI** – to regulate its activities in keeping with these Bylaws and other rulings;

**VII** – to alter these Bylaws, in compliance with the provisions of the Civil Code and Civil Procedure, subject to approval by the Attorney General’s Office.

**Article 9** – The Board of Directors shall consist of 4 (four) members, appointed by the Board of Trustees among its members for a term of 3 (three) years, and one consecutive reelection shall be allowed, as follows:

**I** – Chair;

**II** – Vice-Chair for Projects;

**III** – Vice-Chair for Finances;

**IV** – Director Vice-President of Education and Learning.

**Section 1** – The term of the Board of Directors shall be extended until the swearing-in of those elected as successors.

**Section 2** – Members of the Board may be reelected to an unlimited number of non-consecutive terms.

**Section 3** – The composition of the Board of Directors shall be renewed, alternately, in half of its members.

**Article 10** – The duties of the Board of Directors are:

**I** – to administer the Fund, in compliance with the guidelines set forth by the Board of Trustees;

**II** – to supervise the Fund’s technical, administrative, and financial activities;

**III** – to comply with and enforce the bylaws’ provisions and the deliberations by the Board of Trustees;

**IV** – to organize, promote, and encourage programs aimed at the participation, support, and contributions of communities to the development of the Fund’s activities;

**V** – to submit, for review by the Board of Trustees, the work programs and respective budgets;

**VI** – to submit, for review by the Board of Trustees, the Fund’s accounts, before submitting them to the Attorney General’s Office;

**VII** – to submit, for review by the Board of Trustees, in the first quarter of each year, the report on activities conducted by the Fund during the preceding calendar year;

**VIII** – to perform all other administrative acts, including by means of hiring a technical and administrative staff.

**Section 1** – The Fund shall operate its funds by means of the signature of two Directors or any one of them member together with a proxy especially designated, or by 2 (two) proxies especially designated.

**Section 2** – Members of the technical and administrative staff may perform duties of the Board of Directors by means of explicit delegation of such powers.

**Article 11** - The Chair of the Board shall be allowed to distribute the duties of the Members of the Board as follows.

**I** – Director President: to monitor full compliance with all the decisions by the Board of Trustees and the provisions of the present bylaws; to submit the annual work plan to the Board of Trustees; to coordinate the fundraising activities; to represent the Fund in and out of Court; to hire, assign, promote, and dismiss staff; to apply disciplinary sanctions to employees in keeping with the law; to render accounts annually to the Attorney General’s Office, through the Supervisory Board for Foundations, concerning the activities conducted by the Fund; to operate the Fund’s accounts, together with the Director Vice-President for Project Management or the Director Vice-President for Finances.

**II** – Vice-Chair for Projects: to orient the technical staff in relation to the Fund’s objectives; to prepare and propose lines of work by program area; to propose content to be included in the calls for proposals and suggest the membership of the Selection Committee; to propose emergency human rights measures; to propose educational campaigns on human rights; to monitor the selection of proposals submitted to the Fund and the development of grants awarded; and to provide for external program evaluation.

**III** – Director Vice-President for Finances: to coordinate the financial investment of the Fund’s endowment; to conduct fundraising activities; to operate the Fund’s accounts, together with the Chair of the Board or fellow Directors Vice-Presidents; to provide for external financial evaluation; to maintain the Fund’s economic and financial bookkeeping up-to-date; to prepare the Fund’s annual balance sheet.

**IV** – Director Vice-President for Education and Learning: to propose human rights training policies for the Fund’s grantees; to promote training exchange among grantees, members of the Board of Directors and Board of Trustees, and other parties; to promote training of social actors by the grantees or other trainers; to systematically organize the Fund’s learning activities; to organize events and publications on human rights issues.

**Sole Paragraph** – The Chair of the Board of Trustees shall name, among the Directors Vice-Presidents, a member who shall occupy the office of Director President in case of vacancy. The Chair of the Board of Trustees shall name, among the Trustees, one who shall occupy the office of Vice-Chair ad hoc in case of vacancy in any of the Vice-Presidencies. In such case, the Trustee shall occupy such office ad hoc until the meeting of the Board of Trustees in which the new election is held.

**Article 12** – The Financial Committee consists of 6 (six) members, of which 3 (three) are full members and 3 (three) are alternates.

**Section 1** – The Financial Committee shall elect a Chair and Vice-Chair from among its full members.

**Sector 2** – The members shall serve a term of three years. Two consecutive new terms and an unlimited number of non-consecutive reelections shall be allowed.

**Article 13** – The Financial Committee shall meet annually to examine the Fund’s accounts, as well as at the request of the Chair of the Board, Board of Trustees, or in response to a written order from the Attorney General’s Office, Supervisory Board for Foundations [São Paulo], always with a minimum of 15 (fifteen) days advance notice.

**Article 14** – It is the duty of the Financial Committee to examine the Fund’s accounts, to issue its report on the divestment or acquisition of real estate, and to provide its opinion on the hiring of external financial audits.

## **Chapter V** – FINANCIAL YEAR AND ACCOUNTS.

**Article 15** – The Fund’s financial year shall coincide with the calendar year.

**Article 16** – Each year the Chair of the Board shall submit to the Attorney General’s Office’s Supervisory Board for Foundations (Promotoria de Justiça Civil – Curadoria de Fundações) an activities report and a balance sheet pertaining to the previous year, which in addition shall comply with the standard accounting procedures determined by the SICAP (Sistema Integrado de Controle e Auditoria Pública, or Integrated System for Registration and Accountability) and the deadlines determined by the Supervisory Board for Foundations.

**Sole Paragraph** – The Fund shall cover the expenses incurred in the external audit, including those established in its accounts by the São Paulo Attorney General’s Office, Supervisory Board for Foundations.

**Article 17** – By December 31st of each year, the Chair of the Board shall submit to the São Paulo Attorney General’s Office an activities plan and budget plan for the following year.

#### **Chapter VI** – GENERAL AND PROCEDURAL PROVISIONS.

**Article 18** – In case the Board of Trustees, in compliance with the legal provisions, rules for the Fund’s extinction, the remaining endowment shall be incorporated into a related not-for-profit organization of a similar nature, preferably with its headquarters in the State of São Paulo, following prior consultation with the Attorney General’s Office.

**Article 19** – These Bylaws may only be altered by a meeting of the Board of Trustees, convened with advance notice for this purpose, by a vote of two-thirds of its members, and submitting the alteration to final examination by the Attorney General’s Office, Supervisory Board for Foundations, Circuit of São Paulo.

**Article 20** – The four members of the first Board of Directors shall be appointed by the incorporators from among the members of the Board of Trustees. This appointment shall be submitted to approval by the Board of Trustees.

**Article 21** – To enforce the provisions of Section 1, Article 6 of these Bylaws, the Board of Trustees appointed by the incorporators shall choose the Trustees which shall serve their first terms of 2 (two), 3 (three), and 4 (four) years, respectively.

**Article 22** – To comply with the provisions of the Section 3 of the Article 9 of the present bylaws it shall be allowed, exceptionally, up to two consecutive renewals of two members of the first Board of Directors.

**Article 23** – Cases not covered by the present bylaws shall be resolved by the Board of Directors and ratified by the Board of Trustees.

**Article 24** – The Foundation may adopt Internal Regulations, whose elaboration, proposition and any alterations shall be responsibility of the Board of Directors, and its validation, as well as any amendments thereto, responsibility of the Board of Trustees.