

Fundação Casa Carvalho Cerqueira

By-laws

Chapter I

Nature, ends, activities, duration, head office and principal place of business

Article 1

(Nature)

The Fundação da Casa Carvalho Cerqueira is a private non-profit legal person governed by the following by laws / statutes and, where appropriate, by applicable Portuguese laws.

Article 2

(Aims and Activities)

1. The Foundation's aims are to support military higher education and scientific military research.
2. To this end, the Foundation proposes to promote the activities, including the following:
 - a) Elaborate, execute and finance, by itself or in collaboration with other bodies, national or foreign, studies and projects related to military higher education and military sciences / defence sciences / war studies;
 - b) Promote cooperation between the Military University Institute and other military universities and institutes or higher education establishments, national or foreign, in teaching, research, community support, cooperation and exchange in the field of military sciences / defence sciences / war studies and others of national security and defence interest;
 - c) Offer grants, prizes, scholarships and sponsor candidates for competitions designed to encourage the training of Portuguese Armed Forces officers and research in military sciences / defence sciences / war studies;
 - d) Organise or take part in activities that are intended to disseminate scientific knowledge

and military history including, among others, conferences, socio-professional congresses, colloquia, exhibitions and military tourism;

- e) Administer property and provide accommodation services to students, professors and researchers;
- f) Establishment, administration and publication of editorial activities.

Article 3

(Duration)

The Foundation will continue for an unlimited time.

Article 4

(Head office)

The Foundation's head office is at Av. Estados Unidos da América, 51, 4 dto, Alvalade, Lisboa 1700-165.

Article 5

(Place of business)

The Foundation will carry out its work in Portugal or in any other place the administration nominates as convenient.

Chapter II:

Property

Article 6

(Property)

1. The Foundation has been launched with an initial fund of €250,000 allocated by the founder.
2. In addition to the initial capital endowment, the Foundation's property include any subsidies granted and other financial support, as well as any income resulting from the exercise of its activities, as well as assets and rights acquired in any capacity and their respective income.

Article 7

(Patrimonial autonomy)

The Foundation may, under such terms as its administration deems appropriate for its purpose or for the more productive or secure realisation of the values of its property:

- a) Acquire, dispose of and encumber property, both assets and real estate;
- b) Accept donations, inheritances and legacies for the benefit of the Foundation;
- c) Contract loans and provide collateral;
- d) Make investments, whether or not participating in their management;
- e) Deposit capital in any bank or credit institution as a way to increase their resources;
- f) Practice all acts necessary to management and increase the value of its property.

Chapter III:

Organisation and operation

Article 8

(Bodies)

1. The bodies of the Foundation are: the board of directors, the executive director, who is a member of the board of directors, and the fiscal board.
2. The board of directors may decide to establish a council of curators with the powers attributed to it in these statutes.
3. Members of the Foundation's bodies serve three-year terms that may be extended one or more times. The founder remains a member of the Foundation for life.

Article 9

(Revocation of the powers of members of the Foundation's Bodies)

1. The founder may revoke the powers of any member of the board of directors and of the official auditor at any time and without just cause.
2. Following the founder's death, the power referred to above shall pass to the Chief of the Portuguese Armed Forces General Staff.
3. Just cause for the removal of elected officials from the Foundation's bodies include

violation of their duties as defined in these statutes and their unfitness to perform their duties, and other cases as provided in law.

Section I

Board of directors

Article 10

(Composition and designation)

1. The Foundation is administered by a board consisting of three members, one of whom is the chairman.
2. One of the members of the board of directors is also the executive director.
3. The founder will appoint the members of the board of directors and the executive director.
4. The founder is the chairman of the board of directors, with the functions of this position being vacated only by resignation, death or permanent incapacity.
5. Upon the death or permanent incapacity of the founder, the members of the board of directors, including the chairman and executive director, will be nominated by agreement between the Chief of the Portuguese Armed Forces General Staff and the Commander of the Military University Institute, from among permanent serving officers of the Portuguese Armed Forces or the National Republican Guard in duty.
6. Directors receive no remuneration.

Article 11

(Competences)

1. The board of directors has broad powers to represent the Foundation, to ensure it fulfils its purpose and to manage its property and activities.
2. It is incumbent upon the board of directors to practice the following acts, among others:
 - a) Schedule the Foundation's activities;
 - b) Administer and dispose of the Foundation's property;
 - c) Approve the annual report and accounts as authorised by the official auditor;

- d) Approve the annual action plan and budget;
 - e) Approve the internal regulations governing the Foundation;
 - f) Open delegations and other local forms of representation for the Foundation;
 - g) Deliberate on proposals for changing these by laws / statutes and dissolution of the Foundation.
3. The executive director is responsible for the day-to-day running of the Foundation.
 4. The board of directors may delegate to the executive director powers to perform certain acts within the scope of those powers provided for in paragraphs a and e above.
 5. The board of directors may delegate powers of representation and administration to any of its members for the performance of certain acts or certain categories of acts.

Article 12

(Operation)

1. The board of directors shall meet at such intervals as it may define and whenever it is called by its chairman.
2. The board of directors may only deliberate in the presence of a majority of its members.
3. Decisions are made by a majority of the votes of the members present. Abstention is not permitted. The chairman has the deciding vote.
4. Minutes of meetings of the board of directors must be kept and signed by members present.

Article 13

(Representation)

The Foundation must:

- a) Through the intervention of the chairman of the board of directors, if this is the founder;
or,
- b) Through the intervention of two members of the board of directors;

Section II

Official auditor

Article 14

(Designation)

1. Supervision of the Foundation is exercised by a fiscal board, appointed by the founder.
2. At the time of the fiscal board's appointment, an alternate may also be appointed who will take the fiscal board's place when absent.
3. Upon the death or permanent incapacity of the founder, the auditor and alternate are nominated by agreement between the Chief of the Portuguese Armed Forces General Staff and the Commander of the Military University Institute.
4. Exercising this supervisory role is incompatible with any other role within the Foundation.

Article 15

(Competences)

It is incumbent upon the official auditor to practice the following acts, among others:

- a) Supervise and manage the accounts, with access to all the necessary documentation;
- b) Provide an opinion on the annual report and accounts;
- c) Provide an opinion on the plan of activities and budget for the following year;
- d) Provide an opinion on any other matters the board of directors submits for their consideration;
- e) Ensure compliance with the law, statutes and regulations;
- f) Whenever convenient, to check the regularity and accuracy of the accounts, accounting records and documents that serve as their basis.

Section IV

Board of trustees

Article 16

(Composition and designation)

1. The board of curators is a consultative body that is responsible for ensuring compliance with the Foundation's statutes and respect for the wishes of the founder.
2. The composition, method of appointment of members, its operation and mandate duration shall be laid down in internal procedural rules approved by the board of

directors.

Chapter IV:

Modification of statutes, transformation and merger

Article 17

(Modification of statutes and transformation)

1. The Foundation's by laws / statutes can be modified at any time by the competent body on a proposal from the board of directors, on condition that such modifications do not change the Foundation's aims.
2. The Foundation's aims cannot be altered by transformation or in any other manner.

Article 18

(Merger)

Under no circumstance can the Foundation be merged.

Chapter V

Dissolution and distribution of property

Article 19

(Dissolution of Foundation)

1. In addition to the causes of dissolution provided in law, the Foundation may be dissolved by decision of the founder.
2. The founder will decide the destination of remaining property following liquidation.
3. After the founder's death, the remaining property will, following discussion by the board of directors, be given to the Military University Institute or any other institute that may assume its attributes.