

oikos

cooperação e desenvolvimento



| OIKOS
STATUES

ESTATUTOS OIKOS

CHAPTER I NAME, DURATION, HEADQUARTERS, GENERAL PRINCIPLES, OBJECTIVES, PURPOSES, AND RELATIONSHIPS WITH OTHER INSTITUTIONS AND DELEGATIONS OR REPRESENTATIONS.

ARTICLE 1

1. Under the name "Oikos - Cooperação e Desenvolvimento," hereinafter "Oikos," this non-profit association is established for an indefinite period.
2. Oikos has its headquarters at Rua Visconde Moreira de Rey, 37 in Linda-a-Pastora, Municipality of Queijas, County of Oeiras.

ARTICLE 2

1. Oikos, which is constituted as a NON-GOVERNMENTAL ORGANIZATION FOR DEVELOPMENT COOPERATION - ONGD - defines itself as ecumenical, in the most universal sense of the term, including in its composition, objectives, and scope of action everything that promotes global citizenship, equitable and sustainable human development, the eradication of extreme poverty, and the right of all people to a dignified life.
2. Oikos is inspired by the humanistic vision of solidarity and is guided by the ideology of "people-to-people" cooperation, independent of the political and economic systems and religious forces that govern and affect them.
3. Oikos will carry out its activities independently of any political, religious, or economic organization, maintaining the principles of impartiality, neutrality, independence, integrity, good governance, fairness, and confidentiality in communication, transparency, and accountability.
4. Oikos promotes equal employment conditions between women and men: it supports diversity and equal opportunities as fundamental values, through explicit non-discrimination policies in the admission, training, and professional development processes, based on gender, ethnicity, social class, disabilities, nationality, sexual orientation, religious choices, union membership, or political affiliation.
5. Oikos will carry out its activities in accordance with the Universal Declaration of Human Rights.

ARTICLE 3

1. Oikos aims to contribute to:
 - a. The eradication of poverty;
 - b. Reducing economic and knowledge asymmetries;
 - c. Equitable and sustainable human development;
 - d. The promotion of economic, social, and cultural rights, with the aim of enabling everyone to live a dignified life.
2. In order to achieve its objectives, Oikos will take into account that the complexity of strategies for poverty eradication and development promotion requires the involvement and shared responsibility of social actors—public, private, social, and cooperative—in the design and implementation of sustainable solutions at the local, national, regional, and global levels.
3. Oikos will carry out its activities in an integrated manner at the local, national, regional, and global levels.

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4. Oikos will prioritize working with communities most vulnerable to poverty, natural disasters, or the effects of armed conflict or other environmental or human-made catastrophes.
5. Given its history, knowledge, and accumulated experience, Oikos will focus its action on the most vulnerable, poor, and excluded communities in Portugal and developing countries.
6. Aware of its role as a facilitator and promoter of cooperation, Oikos will support and encourage social actors—public, private, and from the social and cooperative sectors—in Portugal, the CPLP (Community of Portuguese Language Countries), and the Ibero-American Community to strengthen ties and development cooperation programs with other peoples.

ARTICLE 4

1. Oikos proposes, in particular:

- a. Designing, implementing, facilitating, and supporting the execution of social, cultural, environmental, civic, and economic programs and projects through actions in developing countries (DCs):
 - i. Humanitarian action to contribute to the assistance and protection of the most vulnerable people in a verified or potential emergency situation.
 - ii. Development cooperation, including the promotion of food security, access to essential services, the promotion of sustainable livelihoods, the environment and sustainable management of natural resources, climate change mitigation and adaptation, and the strengthening and training of social actors.
 - iii. Protection and promotion of human rights, including economic, social, and cultural rights.
- b. Education and training, as contributions to the integral development of society, the strengthening of peace and the autonomy of social actors, are also assumed as key dimensions of Oikos' activity.
- c. Contributing to rural development, promoting the sustainability of agriculture and the agri-food sector, including fisheries and aquaculture, and of the most vulnerable communities that depend on natural resources for their livelihoods, in Portugal and in developing countries.
- d. Promote food and nutritional security and sovereignty for the people Oikos works with in Portugal and in developing countries, providing them with information, technical knowledge, technologies, and the organizational capacity necessary to expand their scale of production, enrich their value chain, and/or create new ones, guaranteeing them access to local, regional, national, and export markets.

2. Oikos also aims to:

- a. Encourage and support the most excluded and vulnerable communities and sectors of the population in Portugal, promoting their inclusion and participation in decisions and sustainable development processes.
- b. Support social entrepreneurship, such as social leadership initiatives that can contribute to the sustainable development of the most vulnerable communities in Portugal and in developing countries.
- c. Encourage and support decentralized cooperation, in particular through mutual knowledge and the exchange of development initiatives and experiences promoted in Portugal and in developing countries, particularly those promoted by local actors.

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- d. Promote "development education" as a dynamic, interactive, and participatory process aimed at the comprehensive training of individuals; raising awareness and understanding of the causes of development problems and local and global inequalities in a context of interdependence; experiencing interculturality; commitment to transformative action based on justice, equity, and solidarity; and the promotion of the right and duty of all individuals and peoples to participate in and contribute to comprehensive and sustainable development.
- e. Contribute to the creation of global citizenship - Education for Global Citizenship - by fostering the emergence of citizens capable of assuming a role of social leadership and self-organizing in a variety of ways, with the aim of caring for and promoting the common good.
- f. Influence public policies in order to create the conditions for a world without poverty or injustice, where human development is equitable and sustainable on a local and global scale.
- g. Contribute to the deepening of corporate social responsibility initiatives and the strengthening and professionalization of social and cooperative actors.

3. In pursuit of its aims, objectives, and framework for action, Oikos may promote, stimulate, guide, direct, maintain, or create all appropriate initiatives, actions, and activities aimed at providing services, creating and participating in enterprises, and enjoying social businesses, including trade and e-commerce initiatives, investment, and entrepreneurship.

ARTICLE 5

- 1. As a non-governmental organization, Oikos will prioritize cooperative relationships with other national, foreign, or international non-governmental organizations that are similar in nature.
- 2. Oikos may collaborate, cooperate, affiliate, or federate with national, foreign, or international institutions that do not pursue goals contrary to its own.
- 3. While always safeguarding its non-governmental nature and autonomy, Oikos shall maintain cooperative relationships with national, foreign, and international governments and intergovernmental organizations involved in development and cooperation among peoples.

ARTICLE 6

- 1. Oikos may create delegations, nuclei, or other forms of representation where it deems appropriate, with the decision resting with the Board of Directors.
- 2. The structure, powers, and functioning of the delegations shall be defined by internal regulations.

CHAPTER II ASSOCIATE MEMBERS

ARTICLE 7

Any natural or legal person who agrees with and adheres to the guiding principles, objectives, and purposes of the Association may become an associate member.

ARTICLE 8

- 1. Any individual who expresses such interest by signing (physically or digitally) the form containing the conditions mentioned in the previous article and the commitment to comply with the duties of

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the Members provided for in these Statutes shall acquire the status of associate member.

2. Any organization that, through its legal representative, signs (physically or digitally) the form containing the conditions mentioned in the previous article and the commitment to comply with the duties of the members, as provided for in these Bylaws, shall acquire the status of collective associate member.

3. The Board of Directors reserves the right to reject the application if it considers that the applicant does not comply with the provisions of Article 4.

4. Such rejection must be communicated to the candidate with justification within a maximum period of 30 days after the application.

5. The Board of Directors' decision not to accept the application may be appealed, in general terms, within thirty days of notification to the General Assembly, whose decision shall be final.

ARTICLE 9

1. Without prejudice to other rights established by law, the rights of members under these Bylaws are as follows:

- a. To participate in the General Assembly.
- b. To elect and be elected to the bodies of the Association.
- c. To participate in the activities of the Association, in accordance with the Internal Regulations.
- d. To propose to the Board of Directors any initiatives they deem appropriate or convenient for the achievement of Oikos' objectives.

ARTICLE 10

1. In addition to those enshrined in law and in these Statutes, the duties of members are:

- a. To comply with the Statutes, Regulations, and decisions of the governing bodies.
- b. To participate in the General Assembly and accept the positions for which they have been elected, except for reasons of prior excuse.
- c. To contribute to the achievement of Oikos' aims and objectives and to the development of the respective activity.
- d. To pay the agreed amount of dues on time at the established time.
- e. Inform Oikos of any changes to relevant personal data, such as postal address, email address, etc.

2. The minimum amount of the annual fee that members are required to pay shall be set by the General Assembly.

ARTICLE 11

1. Membership shall be forfeited by anyone who:

- a. Communicates their resignation in writing, without prejudice to the settlement of their debts;
- b. Owes more than two installments and fails to make the corresponding payment within thirty days of the date on which they were notified in writing, except for reasons set forth in writing and deemed acceptable by the Board of Directors;
- c. Commits serious acts contrary to their duties, these Bylaws, the regulations, or legitimate resolutions of the governing bodies, leaving the decision to the General Assembly.

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2. Acts contrary to the duties of a member, these Statutes, regulations, or legitimate resolutions of the governing bodies that are not serious may lead to one of two resolutions by the Board of Directors:

- a. Reprimand;
- b. Suspension of rights for a period of 15 days in a year.

3. The application of any sanction must be preceded by a disciplinary procedure that grants the sanctioned member all guarantees for their defense.

4. As a precautionary measure, during the disciplinary process, all or some of the rights of the guilty member may be suspended, but never for a period exceeding four months.

5. The establishment of a disciplinary process or the application of any sanction does not exempt the member from fulfilling their duties and compensating Oikos for any damages caused.

6. A member who, in any way, loses their membership status is not entitled to recover what they have provided and remains responsible for the fulfillment of all outstanding obligations relating to the time they were a member of Oikos.

CHAPTER III GOVERNING BODIES SECTION I GENERAL PROVISIONS

ARTICLE 12

The governing bodies of the Association are: the General Assembly, chaired by the respective Board, the Board of Directors, and the Supervisory Committee.

ARTICLE 13

1. The elected members of the governing bodies of Oikos shall not be remunerated for the performance of the duties inherent in the positions for which they have been elected.

2. In cases of recognized necessity, as a result of circumstances considered urgent or a priority by the Board of Directors and recognized by the General Assembly, members of the governing bodies, like other members of the Association, may be called upon to perform executive functions which, due to their complexity and demands in terms of time and dedication, shall entail remuneration.

3. Whether paid or unpaid, the exercise of any position may justify the payment of expenses arising therefrom.

ARTICLE 14

1. The governing bodies of Oikos may only function with the presence of a majority of their members, although the General Assembly may function on second call with any number of members present.

2. Except as provided by law and these Bylaws, decisions shall be made by a majority vote of the office holders or members present at the meetings, with the President of each body and of the General Assembly Board having the casting vote in the deliberations of the latter.

3. The holders of office in the governing bodies and the remaining members of the General Assembly may not vote on matters that directly affect them or in which their respective spouses, ascendants,

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descendants, or equivalent are interested parties.

4. As an exception to the provisions of the preceding paragraph, in the election of governing bodies, the members of the bodies may vote for themselves.

5. Members may have a representative at General Assembly meetings, in accordance with the Internal Regulations, but each member may only represent one other member.

6. Voting by mail is permitted, in accordance with the terms of the Internal Regulations.

ARTICLE 15

1. Meetings of the governing bodies of Oikos shall be convened by their President.

2. Minutes shall be taken of each session.

ARTICLE 16

1. Members of the Board of Directors and the Supervisory Committee may not abstain from voting at meetings they attend, except as provided for in section 3 of article 14, and shall be civilly and criminally liable in accordance with the law for any crimes or irregularities committed in the exercise of their mandate.

2. In addition to other cases provided for by law, the following shall be grounds for exoneration of liability of the governing bodies of the Association mentioned in the previous paragraph:

a. They did not take part in the deliberations and oppose them with a statement made at the next meeting at which they are present;

b. They voted against this decision and had it recorded in the minutes.

3. Continued absence without justification or force majeure constitutes a serious breach of the duties of the position for which the member was elected.

4. Credit may only be obtained from banks or third parties with the approval of the General Assembly, upon the recommendation of the Board of Directors.

ARTICLE 17

1. Elections for any of the governing bodies of Oikos are subject to its own internal regulations.

2. Candidacies for all governing bodies of Oikos shall be registered and the election shall be subject to the assessment of the candidate's curriculum vitae, life and professional experience, and other elements relevant to the specific function that each candidate proposes to assume.

3. The term of office for those holding positions in the organization is three years.

4. The term of office is always considered to be extended until the new office holders of the governing bodies take office.

5. Unless the General Assembly expressly recognizes that it is impossible or inconvenient to replace them, office holders may not be elected for more than two consecutive terms.

ARTICLE 18

1. If, for any reason, a body loses its quorum, partial or general elections shall be considered, as appropriate.

2. In order to hold the elections referred to in the previous paragraph, an extraordinary General Assembly shall be convened within a maximum period of 30 days from the verification of the absence

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of a quorum.

3. The term of office of the incumbents elected under the above terms shall coincide with the term of the current office.

SECTION II THE GENERAL ASSEMBLY

ARTICLE 19

1. The General Assembly is the sovereign body of Oikos and is composed of all members in full enjoyment of their rights.

2. The General Assembly is chaired by the Board of the General Assembly. 3. The Board of the General Assembly shall be composed of a President, a Secretary, and a Member.

ARTICLE 20

1. The General Assembly Board is responsible for:

- a. To convene the Assembly.
- b. Presiding over and supervising the electoral process and keeping the electoral roll up to date.
- c. To direct, guide, and regulate the work of the General Assembly.
- d. To supervise the holders of office in the governing bodies.

ARTICLE 21

1. The General Assembly has exclusive competence to:

- a. Deciding on the strategic lines of action and development of Oikos, as proposed by the Executive Council;
- b. Electing the members of the governing bodies and removing them from office when there is just cause;
- c. Consider and vote on the Activity Plan and annual budget proposed by the Board of Directors;
- d. Consider and vote annually on the Annual Report of the Board of Directors, after hearing the opinion of the Supervisory Committee;
- e. Decide on the dissolution, merger, or spin-off of Oikos, which requires a 3/4 majority of all members in full enjoyment of their rights;
- f. Decide on the amendment of the Oikos Statutes, which requires a 3/4 majority of the members present;
- g. Decide on the rejection of a membership application pursuant to paragraph 5 of the Statutes;
- h. To establish the minimum membership fee in accordance with paragraph d) of Article 10(1) of the Statutes;
- i. Decide on the loss of membership due to serious misconduct in accordance with Article 11(1)(c) of the Statutes.

2. The General Assembly is also responsible for deciding on matters that do not fall within the exclusive competence of other Oikos bodies.

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3. The General Assembly may establish *ad hoc* committees with a mandate to assist and advise the Board of Directors and Oikos in general.

ARTICLE 22

1. The General Assembly meets annually in ordinary sessions, and extraordinarily whenever it is convened at the request of the Board of Directors, the Supervisory Committee, or at least 3/5 of the full members.
2. The President of the General Assembly Board may convene the General Assembly for extraordinary sessions *on his or her own initiative*.

ARTICLE 23

1. General Assembly meetings shall be convened at least 15 days in advance, by means of a communication sent to the members' addresses.
2. The notice must include the date, time, place, and agenda of the meeting.
3. Upon request for an extraordinary session of the General Assembly, the notice shall be issued within a maximum period of 10 days from receipt of the request.

SECTION III THE BOARD OF DIRECTORS

ARTICLE 24

1. The Board of Directors is composed of an odd number of members, with a minimum of three and a maximum of nine, one of whom shall be the chairperson and the rest shall be members.
2. All members of the Board of Directors are elected, with the exception of the Executive Director, who is an inherent part of this body.
3. The Chair of the Board of Directors has the casting vote in the event of a tie.
4. The General Assembly shall appoint at least one alternate member to the Executive Board, who shall take office when a vacancy occurs among the regular members of this body and in the order in which they were elected.
5. Alternate members of the Board of Directors may attend its meetings without the right to vote.

ARTICLE 25

1. Without prejudice to the provisions of the law or the Statutes, the Board of Directors shall be responsible for:
 - a. Ensuring the correct application of the guidelines for Oikos' activities and proposing any revisions for deliberation by the General Assembly.
 - b. Approving the internal regulations provided for in the Statutes and others necessary for the organization of Oikos and the proper fulfillment of its purposes, whose approval is not reserved to another body.
 - c. To coordinate the management, operation, and administration of Oikos, and to stimulate and promote its activities.
 - d. Approving the Current Financial Report, sending it to an external auditor and the Supervisory Committee for review, and submitting it to the General Assembly for approval.
 - e. Approve the proposed budget and action plan for the following year.

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- f. Approve the staffing table and the organizational chart of services.
- g. Propose to the General Assembly the creation of delegations, nuclei, or other forms of social representation outside the headquarters.
- h. Exercise disciplinary authority over its members in accordance with the mandate conferred by the General Assembly, following the provisions of Article 11, and over Oikos staff.
- i. Open and operate Oikos' bank accounts;
- j. Acquire movable and immovable property necessary to achieve the objectives of Oikos' activities, or rent or lease such property, including through financial leasing, and dispose of it;
- k. Accept and acknowledge pure donations and testamentary bequests in favor of Oikos;
- l. Ensure compliance with the laws, Statutes, and decisions of the governing bodies;
- m. Represent Oikos in and out of court;
- n. Create delegations, centers, or other forms of representation where deemed appropriate.

ARTICLE 26

1. The Board of Directors shall meet ordinarily at least once a month and, extraordinarily, when convened for that purpose by its President, or at the request of the President of the General Assembly, the President of the Supervisory Committee, or 2/5 of the full members.
2. Minutes of the meetings shall be drawn up and may be consulted by the members.

ARTICLE 27

1. The Board of Directors shall be assisted in the exercise of its functions by an Executive Directorate.
2. The Executive Directorate is composed of an Executive Director who is a member of the Board of Directors, a Director of Development, a Director of Operations, and a Director of Administration and Finance.
3. The Executive Directorate is responsible for:
 - a. The management of Oikos;
 - b. The operation and administration of Oikos, promoting and driving its activities;
 - c. Preparing all documents to be approved by the other bodies.

ARTICLE 28

1. Oikos undertakes:
 - a. Through the signature of two members of the Board of Directors.
 - b. By the signature of one member of the Board of Directors and a legal representative appointed by the Board of Directors.
 - c. In the event that Oikos is unable to commit itself through the requirements established in paragraphs a) and b) above, by two representatives legally appointed by the Board of Directors.
 - d. At the beginning of its term, the Board of Directors shall appoint three members who, as a general rule, shall sign on behalf of Oikos and shall appoint/renew any legal representatives. Any changes must be formally decided at a meeting of the Board of Directors.
 - e. The legal appointment of representatives can only be made through formal approval at a meeting of the Board of Directors.
 - f. Legally appointed representatives may only delegate their powers with the express written

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permission of two members of the Board of Directors.

g. In countries or operational locations where there is only one Oikos staff member, the Board of Directors may delegate sufficient powers to establish the Association's commitments. To do so, it must issue a Formal Power of Attorney signed by two members.

h. The Board of Directors is responsible for approving and reviewing the Oikos Administrative Procedures Manual, specifying the forms of Oikos' commitments in administrative and financial matters, in accordance with these Statutes.

SECTION IV THE AUDIT COMMITTEE

ARTICLE 29

The Supervisory Committee is composed of three members: a Chair, a Secretary, and a Member.

ARTICLE 30

1. In addition to the provisions of the law and the Statutes, it is the duty of the Supervisory Committee to:
 - a. To audit the accounts, books, and documents when deemed necessary.
 - b. To attend or be represented at the meetings of the Board of Directors.
 - c. To issue an opinion on the Annual Report and Accounts.
2. In the exercise of its functions, the Committee may request from any corporate body, department, service, or section of Oikos the information or elements it deems necessary for this purpose.

CHAPTER IV INCOME

ARTICLE 31

1. Oikos' income includes, among other things:
 - a. Membership fees;
 - b. Income from its own assets;
 - c. Donations, bequests, inheritances, and their respective returns;
 - d. Subsidies, donations, contributions, and financing of which it is the beneficiary;
 - e. Proceeds from subscriptions and activities;
 - f. Income from fundraising initiatives, such as collections;
 - g. Income from shows, conferences, or other events and initiatives promoted for that purpose;
 - h. Income that, in strict compliance with the current legal and fiscal framework, will be acquired in the context of initiatives for the commercialization of goods and services, including consulting, *outsourcing*, training, the sale of solidarity products, fair trade, and participation in solidarity investment products, provided that these are carried out as auxiliary and subsidiary activities in accordance with the need to obtain own resources for the fulfillment of Oikos' social mission and objectives;
 - i. Any other income permitted by law.

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CHAPTER V FINAL AND TRANSITIONAL PROVISIONS

ARTICLE 32

1. Once the dissolution of Oikos has been decided, it is incumbent upon the General Assembly to decide on the destination of the assets and to elect a Liquidation Commission.
2. The powers of the Liquidation Committee shall be limited to performing the acts necessary to complete the liquidation.

Drafting of the Statutes with the amendments approved at the Extraordinary General Assembly meeting on July 22, 2015.



Oikos – Cooperação e Desenvolvimento is a Non-Profit Association, internationally recognized as a Non-Governmental Organization for Development. We believe in a world without poverty or injustice, where human development is equitable and sustainable at both local and global levels. For this reason, we have assumed the mission of eradicating poverty and reducing inequalities so that all people may enjoy the right to a dignified life.

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