

FUNDAÇÃO  
MÁRIO SOARES  
MARIA BARROSO



# **Fundação Mário Soares e Maria Barroso**

Statutes

## **Chapter I**

### **Nature and purposes**

#### **Article 1**

##### **Name and nature**

The Mário Soares and Maria Barroso Foundation, hereinafter referred to as the “Foundation”, is a private legal person, endowed with legal personality, non-profit and of public utility, governed by these Statutes and, in all matters not covered herein, by the legislation applicable to private foundations in general.

#### **Article 2**

##### **Duration and Registered Office**

- 1.** The Foundation has an indefinite duration
- 2.** The Foundation has its registered office at Rua de S. Bento, number 176, in the parish of Misericórdia and Santa Catarina, in Lisbon, and may create branches or any other forms of representation wherever deemed necessary for the fulfilment of its purposes.
- 3.** The João Soares House-Museum – Cultural Centre, in Cortes, constitutes a centre of the Foundation in the Leiria region.

#### **Article 3**

##### **Scope of Activity and Reference Matrix**

The Foundation shall carry out, in Portugal and in the European area, the activities that its governing bodies deem most suitable for achieving its purposes, having as its matrix and points of reference, when selecting its initiatives and their intended beneficiaries, the biographical background of those after whom it is named:

- A Portuguese statesman who fought consistently and with commitment for the establishment of Democracy and a regime of solidarity and social justice in his country; a European dedicated to building a Europe where the preservation of national identities goes hand in hand with the construction of a plurinational political society; a world citizen actively engaged in promoting peace, greater justice in relations between peoples, and the concrete universalisation of respect for human rights;
- A woman of causes who, during the resistance, was a liberating voice in theatre and poetry, disseminating poets and herself participating in political action; a major figure

of Portuguese culture who, throughout her life, uniquely combined the qualities of pedagogue and committed citizen in the defence of the underprivileged, the fight against violence and social exclusion, and who always accompanied Mário Soares in political life, in which she occupied her own place in defending the values of Freedom and Democracy.

#### **Article 4**

##### **Purposes and Activities**

- 1.** The Foundation aims to carry out, promote, and sponsor actions, studies, and other initiatives of a cultural, humanitarian, social, scientific, and educational nature in the fields of political science, contemporary history, international relations, and human rights.
- 2.** In pursuing its purposes, the Foundation may develop and promote, among others, the following activities:
  - a) Establish and organise the personal archives of Dr Mário Soares and Dr Maria de Jesus Barroso, as well as others entrusted to its care or received within the scope of the Foundation's purposes;
  - b) Implement, promote, or sponsor research projects in areas related to its purposes;
  - c) Carry out, promote, or sponsor training and debate initiatives through conferences, seminars, and colloquia;
  - d) Establish prizes and award scholarships consistent with its purposes and means, as well as subsidise the publication of studies;
  - e) Carry out any other activities aligned with its purposes.
- 3.** The Foundation may undertake any other initiatives that contribute to the appropriate profitability of the assets it owns, and its participation shall depend on the compatibility of the conditions or obligations with its purposes and means.

#### **Article 5**

##### **Cooperation with Public Administration**

In carrying out its activities, which shall be guided exclusively by purposes of public utility, the Foundation shall follow, as a permanent rule of action, cooperation with the cultural and educational departments of central, regional, and local administrations and with other entities of public utility, particularly universities and scientific and cultural institutions, seeking – through interaction with other non-profit entities – the greatest social return on the use of its own resources.

### **Chapter II**

#### **Property and Financial Regime**

#### **Article 6**

##### **Assets and Income**

- 1.** The assets of the Foundation consist of:

- a) An initial fund of PTE 100,000,000 (one hundred million escudos), resulting from monetary contributions by the founders, converted into EUR 498,797.90 (four hundred and ninety-eight thousand, seven hundred and ninety-seven euros and ninety cents);
- b) Property acquired for consideration or free of charge for the development of its activity, provided that, in the latter case, the acceptance depends on the compatibility of the condition or obligation with the Foundation's purposes and means.

**2. The Foundation's income consists of:**

- a) Subsidies, donations, regular or occasional contributions, inheritances with benefit of inventory, or legacies, from public or private, Portuguese or foreign entities, compatible with the nature and purposes of the Foundation;
- b) Income from its own assets;
- c) Proceeds from the sale of its publications and from services that the Foundation may provide.

### **Article 7**

#### **Capacity and asset and financial management**

- 1.** The Foundation enjoys financial autonomy, managing its assets and budget independently but subject to the purposes for which it was established, in full compliance with these Statutes.
- 2.** The Foundation may make investments, whether in Portugal or abroad, negotiate, and contract loans.

### **Article 8**

#### **Participation in other entities**

- 1.** The Foundation may, by decision of the Board of Directors, join or establish cooperation agreements with national or foreign entities or institutions.
- 2.** The Foundation may acquire shareholdings in commercial companies or establish companies or other entities that constitute useful instruments for pursuing its mission or optimising the management of its assets.

## **Chapter III**

### **Organisation and Functioning**

#### **Section I**

##### *Governance Structure*

### **Article 9**

#### **Bodies**

- 1.** The governing bodies of the Foundation are:
  - a) The General Council

- b) The Board of Directors
- c) The Executive Body
- d) The Supervisory Body

## **Article 10**

### Remuneration of members of the Foundation's bodies

1. Without prejudice to the following paragraphs, the performance of duties by the members of the Foundation's bodies is unpaid;
2. Given the scope and demands of the role of the Executive Body's holder and the specific nature of the Supervisory Body's functions, arising respectively from Articles 19 and 21, such positions may be remunerated by decision of the General Council, which shall set the amount of remuneration according to the budget approved by the Board of Directors;
3. Given the scope and demands of the role of the Executive Body's holder and the specific nature of the Supervisory Body's functions, arising respectively from Articles 19 and 21, such positions may be remunerated by decision of the General Council, which shall set the amount of remuneration according to the budget approved by the Board of Directors.

## **Section II**

### *General Council*

## **Article 11**

### Composition of the General Council

1. The General Council comprises a minimum of five (5) and a maximum of thirty (30) members, including the President of the Board of Directors.
2. The General Council shall appoint one of its members as President.
3. Members may be proposed for election by the Board of Directors or by the General Council itself, and the appointment of new members requires the favourable vote of a simple majority of the current members in office.
4. Members' terms shall last until any of the situations set out in the following paragraphs occurs.
5. Members shall cease to belong to the General Council if they request their resignation – which becomes effective on the date the Council receives notice – or if they are removed by resolution of the General Council passed by a three-quarters majority.
6. If any of the situations described above occurs or if a position becomes vacant for any other reason, new members may be freely proposed by the Board of Directors or by any remaining members of the General Council, chosen from distinguished individuals in the country's cultural, political, economic, or social life. Admission shall be decided by a two-thirds majority of votes cast.

## **Article 12**

### Powers of the General Council

1. 1. The General Council is responsible for, in particular:

- a) Appointing the President of the Board of Directors and, upon the latter's proposal, the remaining members;
  - b) Appointing the holder of the Supervisory Body;
  - c) Resolving on the admission of new members and the removal of those whose conduct is incompatible with the mission of the body, including repeated absences;
  - d) Annual review of the management report, financial statements, and general assessment of the Foundation's administration and supervision, with the ability to issue non-binding opinions or recommendations;
  - e) Reviewing the annual budget and activity plan submitted by the Board of Directors, with the ability to issue non-binding recommendations or opinions;
  - f) Reviewing proposed amendments to the Statutes submitted by the Board of Directors, with the ability to issue non-binding recommendations or opinions;
  - g) Issuing a non-binding opinion on decisions involving the disposal of assets or the assumption of liabilities exceeding €250,000, or another threshold set by the General Council;
  - h) Issuing a non-binding opinion on decisions concerning the destination of the Foundation's assets in the event of dissolution;
  - i) Issuing a non-binding opinion on decisions regarding membership of federations, unions, or confederations, national or foreign;
  - j) Providing input on matters submitted by the Board of Directors;
  - k) Ensuring compliance with the Statutes and the founders' intent;
  - l) Making recommendations on general strategic guidelines in accordance with the Foundation's purposes;
  - m) Exercising the powers referred to in Article 10(2) and (3).
- 2.** Opinions must be issued within fifteen (15) working days following the request by the Board of Directors.
- 3.** The General Council may, whenever it sees fit, request the presence – without voting rights – of members of other governing bodies or any persons or entities it considers useful to hear.

### **Article 13**

#### **Operation of the General Council**

- 1.** The General Council shall meet at least once a year and, in addition, whenever convened by its President at the request of one third of its members, of the Supervisory Body, or of three members of the Board of Directors, pursuant to the following paragraph;
- 2.** Notice of meetings of the General Council shall be issued by its President at least fifteen (15) working days in advance;
- 3.** Notice may be sent by post, via registered letter with acknowledgement of receipt, or by e-mail to the addresses provided by the members. It shall include the date, place, and time of the meeting, as well as the agenda;
- 4.** Each member of the General Council has one vote, with the President holding the casting vote;
- 5.** The General Council may deliberate at the scheduled time if at least half of its members are present or duly represented, or thirty minutes later with any number of Councillors present;

6. Members unable to attend a meeting may appoint a representative by letter sent to the President of the General Council, indicating the name and powers granted to the designated Councillor;
7. Unless otherwise provided in these Statutes, resolutions of the General Council shall be adopted by a simple majority of the members present or duly represented;
8. Resolutions concerning the appointment of the members of the Board of Directors, the Supervisory Body, and opinions on amendments to the Statutes or the dissolution of the Foundation shall be adopted by a three-quarters majority of the members present;
9. Minutes shall be taken of each meeting and signed by the President, being recorded in the appropriate minutes book.

### **Section III**

#### *Board of Directors*

#### **Article 14**

##### Composition and Term of Office

1. The Board of Directors shall consist of an odd number of members, with a minimum of three and a maximum of five, one of whom shall be the President;
2. The President of the Board of Directors shall be appointed by the General Council, and the remaining members shall also be appointed by that body upon proposal by the President of the Board of Directors;
3. The term of office of the members of the Board of Directors is five years, renewable.

#### **Article 15**

##### Powers of the Board of Directors

1. The Board of Directors is responsible for performing all acts necessary to achieve the Foundation's purposes and holds the broadest management powers;
2. To fulfil the above, the Board of Directors is specifically responsible for:
  - a) Managing the Foundation's assets, including decisions on the disposal of assets and rights, and on the assumption of liabilities;
  - b) Directing the Foundation's activities in pursuit of its purposes, in accordance with general operating policies and the resolutions of the other governing bodies;
  - c) Defining the internal organisation and functioning of the Foundation;
  - d) Regularly assessing the activities supported by the Foundation;
  - e) Resolving on the appointment or dismissal of the Executive Director/Administrator;
  - f) Hiring and supervising the Foundation's staff;
  - g) Officially representing the Foundation, including in court;
  - h) Selecting partners and entering into contracts and cooperation agreements with public and private entities, national and foreign;
  - i) Annually approving, after obtaining the opinion of the Supervisory Body, the Annual Report, Balance Sheet, and Accounts, considering the prior, non-binding opinion of the General Council;

- j) Approving the Budget and Activity Plan for the following year, considering the prior, non-binding opinion of the General Council;
- k) Approving, after non-binding opinion from the General Council and by a two-thirds majority of votes cast, proposals to amend the Statutes, transform, or dissolve the Foundation;
- l) Resolving, in the event of dissolution, on the destination of the Foundation's assets in accordance with the law and these Statutes;
- m) Resolving on all matters submitted by the Executive Director/Administrator;
- n) Resolving on all other matters that fall within its competence under the law or these Statutes, and on any matters relating to the Foundation's activity not reserved to other bodies.

#### **Article 16**

##### **Operation of the Board of Directors**

1. The Board of Directors shall meet ordinarily at least once per quarter and extraordinarily when convened by its President or by two Board Members, and may only deliberate if a majority of its members are present or duly represented;
2. Resolutions of the Board of Directors shall be adopted by simple majority, unless another majority is provided for by law or by these Statutes; in the event of a tie, the President shall have the casting vote.

#### **Article 17**

##### **Binding the Foundation**

The Foundation is bound:

- a) By the joint signature of two members of the Board of Directors;
- b) By the signature of one member of the Board of Directors or of the Executive Director/Administrator acting under delegated powers;
- c) By the individual or joint signature of one or more attorneys, within the limits of the powers granted to them for specific acts.

#### **Section IV**

##### ***Executive Body***

#### **Article 18**

##### **Appointment and Term of Office of the Executive Body**

1. The Executive Body of the Foundation consists of an Executive Director/Administrator, appointed by the Board of Directors, who may be one of its members.
2. The term of office of the Executive Director/Administrator is two years, renewable for identical periods.



## **Article 19**

### **Powers of the Executive Director/Administrator**

The Executive Director/Administrator is responsible for the current management of the Foundation and, in particular, for:

- a) Managing the day-to-day activity of the Foundation in accordance with these Statutes and with the resolutions of the Board of Directors, in pursuit of the Foundation's purposes;
- b) Implementing and ensuring compliance with the resolutions of the Board of Directors;
- c) Ensuring the organisation and functioning of the services, activities, and accounts in accordance with the law, the Statutes, and the resolutions of the governing bodies;
- d) Submitting to the Board of Directors all matters requiring its decision and requesting extraordinary meetings whenever deemed necessary;
- e) Preparing and submitting the Annual Report, Balance Sheet, and Accounts for approval;
- f) Preparing an annual draft Activity Plan and Budget and submitting them for approval by the Board of Directors.

## **Section V**

### ***Supervisory Body***

## **Article 20**

### **Appointment and Term of Office of the Sole Auditor**

1. The Supervisory Body consists of a Sole Auditor appointed by the General Council in accordance with these Statutes;
2. The term of office of the Supervisory Body is five years, renewable for identical periods.

## **Article 21**

### **Powers of the Sole Auditor**

1. The Sole Auditor is responsible for ensuring compliance with the law and the Statutes and, in particular, for:
  - a) Monitoring and verifying the regularity of accounting records and supporting documents, as well as the accuracy of the Foundation's annual accounts;
  - b) Verifying, whenever deemed appropriate and by any suitable means, the existence of the Foundation's assets and valuables;
  - c) Issuing an annual opinion on the report and accounts of the financial year and on all matters submitted by the Board of Directors;
  - d) Preparing and presenting an annual report on supervisory activities;
  - e) Proposing to the Board of Directors the carrying out of external audits when necessary or advisable;
  - f) Issuing opinions on matters submitted by the Board of Directors;
  - g) Exercising all other powers provided by law and these Statutes.

**2.** For the exercise of its functions, the Supervisory Body may:

- a) Carry out any inspections and verifications it deems necessary;
- b) Freely access all services and documentation of the Foundation, request the presence of those responsible, and seek any explanations deemed necessary;
- c) Take or propose any measures considered indispensable.

## **Chapter IV**

### **Final Provisions**

#### **Article 22**

##### **Amendments to the Statutes and Dissolution of the Foundation**

**1.** Without prejudice to applicable legislation, the Board of Directors is responsible for approving proposals to amend these Statutes or to dissolve the Foundation, subject to a non-binding opinion from the General Council;

**2.** In the event of dissolution, the Foundation's assets shall be allocated as determined by the Board of Directors considering the Foundation's purposes.

#### **Article 23**

##### **Attached List**

The members of the governing bodies currently in office are listed in the attached schedule, which forms an integral part of these Statutes.

## **Governing Bodies**

### **Board of Directors**

Isabel Soares, President  
Carlos Monjardino  
Fernanda Rollo  
Nuno Severiano Teixeira  
Mário Barroso

### **Executive Director**

Filipe Guimarães da Silva

### **Sole Auditor**

Francisco Manuel Constantino Pinto

### **General Council**

Vasco Vieira de Almeida, Presidente  
Artur Santos Silva  
Carlos Farinha Rodrigues  
Carlos Monjardino  
Guilherme d'Oliveira Martins  
Isabel Soares  
João Soares  
José Manuel dos Santos  
Manuel Sobrinho Simões  
Maria da Glória Garcia  
Maria de Lurdes Rodrigues  
Maria Fernanda Rollo  
Nuno Severiano Teixeira  
Vítor Pereira Dias