

Constitution ARDG



15.2.2021

Chapter 1

General Principles

Article 1 (Nature & headquarters)

1. The “Associação Ram Dass Guru”, is hereinafter referred to as the “Association” and is constituted by individuals who share the objectives of these statutes.
2. The Association is a legal entity.
3. The Association has its headquarters at **Rua do Rajo 1 Santa Susana, 2705-736 São João das Lampas**, and may establish delegations or other forms of social representation, where deemed appropriate.
4. The Association may, by a simple decision of the general assembly, move its registered office to another place, within the same municipality or bordering municipality.
5. The Association is constituted for an indefinite period.

Article 2 Basic Principles

1. The Association has no partisan, religious, ethnic or club-like character.
2. The Association is NOT for profit.
3. The Association is governed by these statutes and by internal regulations to be approved by the General Assembly

Article 3 Objectives

The Association has as its objectives the teaching and practice of yoga and other cultural, recreational and sports activities.

Article 4 Assignments

For the achievement of its objectives the Association proposes to:

- a) collaborate and develop with any public or private entities, national or foreign, that prove to be necessary or advantageous for the achievement of its objectives, concluding protocols, agreements or contracts deemed convenient;
- b) promote cultural, recreational and sports activities, through courses, events or shows, aiming to fundraise
- c) make its facilities and services available to third parties to promote cultural, recreational and sports activities.

Chapter 2

Of the members

Article 5

membership

1. Individual persons or collective entities who identifying themselves with the objectives contained in these statutes may become members.
2. Membership shall be granted by decision of the management if the requirements set out in the statutes and rules of procedure are met.
3. Associate status may be withdrawn
 - a) if the will is expressed to do so, in writing, by the associate to the Directors;
 - b) in the event of non-compliance with Article 6, 2(b) of these Statutes, for two consecutive years;
 - c) in cases of behaviour harmful to the interests of the Association.

Article 6

rights and duties

1. These are the rights of the members:
 - a) To elect and be elected for the managing bodies;
 - b) To participate in the activities of the Association, as defined in the General Assembly;
 - c) To ask for any clarification re the functioning of the Association.
2. The duties of the members are
 - a) Comply with the statutory resolutions, regulations and respect the decisions of its bodies;
 - b) To comply with membership fee payment and other established values within the regulatory deadlines;
 - c) To perform with dedication the positions for which they are elected;
 - d) To participate in the activities of the Association and to take care of the Association's assets as well as its name and growth;
 - e) To inform the Association in writing of any changes in their details, such as their address and contacts;
 - f) To attend the meetings for which their presence has been requested;
 - g) To contribute with your personal skills for the cultural, recreational and sporting purposes of the Association.

Chapter III

The governing organs

Article 7

governing organs

1. They are the governing organs of the Association:
 - a) The General Assembly
 - b) The Board of Directors
 - c) The Fiscal Board.
2. No member may be part of more than one governing body.
3. All or part of the above bodies may be dismissed at any time, by resolution of the General Assembly expressly convened for this purpose and which will regulate the terms of the management of the Association until new elections are held.

Article 8

General Assembly

1. The General Assembly is the supreme body of the Association and its decisions taken in accordance with the law and the statutes are binding for the other bodies and for all members of the Association.
2. The general meeting is constituted by all members in full enjoyment of their rights and meets ordinarily twice per year (in March for the approval of the previous year's accounts and in November for the analysis of the proposed plan of activities and budget for the following year) and extraordinarily by summoning a third of the members.
3. The board of the General Assembly will consist of a chairman and two secretaries. The chairman will convene the General Assembly, preside over it, direct the proceedings, and the secretaries will draw up the minutes and assist the chairman in the performance of his/her duties.
4. The General Assembly is responsible:
 - a) To amend and reformulate the statutes;
 - b) To approve and amend the internal regulations.
 - c) To define the broad guidelines of the ASSOCIATION
 - d) to approve the business plan and the budget
 - e) To approve the management report and accounts
 - f) To elect and appoint members of the bodies of the Association
 - g) To remove membership, where justified by a proposal from the management
 - h) To approve and fix the membership fee
 - i) To nullify the Association
 - j) Define other types of competence not included in these statutes.

Article 9

Board of directors

1. The Board of directors is the administrative and representative body of the Association, made up of three members elected by the General Assembly and made up of a president, a vice-president and a secretary.
2. The Board meets ordinarily once a month and extraordinarily when convened by its chairman, and minutes of each session must be drawn up indicating who is present, the agenda, the decisions taken, and must be signed by those present at the session.
3. It is the responsibility of the management to:

- a) Propose and implement the activity plan and the budget;
- b) Present the report and accounts of the Directors and submit them to the Fiscal Council and the General Assembly
- c) Create and co-ordinate commissions or working groups that one deems necessary
- d) Set prices for cultural, recreational and sporting activities, collecting revenue, planning and processing expenditure and other acts of management
- e) Select and manage the necessary personnel for the activities of the Association and or delegate this tax
- f) Accept subsidies, donations, inheritances or legacies
- g) Admit new Members
- h) Represent the Association in acts, contracts and protocols in the pursuit of the Association's interests
- i) Represent the Association in court and outside it
- j) To propose to the General Assembly the value of membership dues
- k) To exercise all other functions assigned to it by these statutes and regulations and to perform all acts necessary to achieve the aims of the Association

Article 10

Subscriptions

1. To oblige the Association, two signatures are required from any member of the board.
2. For acts of mere expediency, a single signature of any member of the board will suffice, or even by the qualified official empowered to do so.

Article 11

Supervisory Board

1. The fiscal board is the controlling and supervisory body of the Association.
2. The fiscal board is composed of three members elected by the General Assembly and consists of a chairman, a secretary and a reporter.
3. The Fiscal Board meets whenever necessary, convened by its chairman, and minutes of each session must be drawn up indicating who is present, the agenda, the decisions taken, and must be signed by those present at the session.
4. It shall be the responsibility of the Audit Board:
 - a) To supervise compliance with the law, the statutes, the internal regulations and the decisions of the General Meeting
 - b) Drawing up the annual opinion on the report and accounts presented by the management
 - c) Ask from the directors all the information considered useful in the normal functioning of the Association.

Chapter IV

Calls and deliberations

Article 12

Convening and operation of the Administrative Board and the Fiscal Board

1. The board of directors and the fiscal board are convened by their respective presidents and can only deliberate with the presence of the majority of their holders.
2. Unless otherwise provided by law or the Articles of Association, decisions shall be taken by a majority of votes of the members present, with the chairman having the right to a casting vote in addition to his vote.

Article 13

Summoning of the assembly

1. The General Assembly must be convened by the management under the circumstances laid down in the statutes and, in any case, once a year for approval of the balance sheet.
2. The General Assembly shall also be convened whenever the call is requested, for a legitimate purpose, by a group of associates not less than a fifth of its totality, if another number is not established in the statutes.
3. If the board does not convene the meeting in cases where it must do so, any member and bidder may convene the meeting.

Article 14

Form of call

1. The general meeting shall be convened by post or electronic mail sent to each member at least eight days in advance, and the day, time and place of the meeting and its agenda shall be indicated in the notice.
2. The postal notice referred to in the previous paragraph is dispensed with whenever the Articles of Association provide for the convening of the general meeting by means of the publication of the respective notice under the terms legally provided for acts of commercial companies.
3. Resolutions taken on matters foreign to the agenda, shall be annulled unless the members attending the meeting agree to the addition.
4. The attendance of all members sanctions any irregularity in the meeting, as long as none of them objects to the meeting being held.

Article 15

operation

1. The General Assembly can only take place at the scheduled time with the presence of half of its members, and half an hour later with any number and its deliberations will be taken by majority vote, except as provided in the following numbers.
2. Decisions on amendments to the statutes require a vote in favour by three quarters of the number of voting members.

3. Decisions on the dissolution or extension of a legal person shall require three quarters of all members to vote in favour.

Article 16

requirements of the deliberations

1. The deliberations of the bodies are taken by a majority of votes, the majority of the legal number of members being present, except in the case of a statutory amendment where a majority of three quarters of the voting members would be required, in which case there is a quorum.
2. For dismissal of the managing bodies or expulsion of members, the approval of three quarters of the members present is required, with a quorum.
3. Whenever elections are held or a judgement of value is made on persons, the vote will be taken by secret ballot.

Chapter V

Elections

Article 17

Elections

1. The members of the General Assembly, the Board of Directors and the Fiscal Board are elected by direct vote of all members. Only members who are in full enjoyment of their social rights, namely with their membership fees up to date, may be elected.
2. Those members unable to attend the respective voting assembly may exercise this right by sending the list by mail in a closed envelope with the identification of the voter outside, accompanied by a letter addressed to the president of the polling station.
3. The election will take place in a secret ballot according to the legal rules.
4. Candidate lists, in addition to the signatures of the candidates, must also be signed by the candidates and sent to the electoral assembly bureau at least 30 days before the date of the election.
5. Candidates' lists must indicate the candidate for the office of president of each of the organs.

Article 18

Elected assembly bureau and formalities

1. For the purpose of the elections, an electoral assembly table will be set up, composed of an associate, nominated by the general assembly table and may not be a member of the legal bodies in office.
2. Elections must be marked by the assembly bureau at least 45 days before the date of the election, by direct notice to the members, indicating in it who will be part of the assembly bureau.

3. The candidates list will be sent by mail, or e-mail, to all members until one week before the date set for the election.
4. The ballot will be carried out by the polling station table immediately after the conclusion of the vote, and those elected will be proclaimed.

Chapter VI

Receipts

Article 19

Receipts

1. They constitute revenue of the Association:
 - a) The product of the services it provides
 - b) The product of capital and membership fees
 - c) Interest and other income on assets that it owns
 - d) Non-refundable grants or subsidies
 - e) Any other contributions not hindered by law or contrary to these statutes.

General Provisions

Article 20

Duration of the mandate

The term of office of the Association's organs is three years and they can be re-elected

Article 21

Social Positions

It is free of charge to hold office, but its members may be reimbursed for all expenses they incur through them, and these funds must be duly budgeted for this purpose.

Article 22

Exercise of office

In cases not covered by these statutes, the Association shall be governed by the legislation in force, by rules of procedure and by the decisions of its organs.