

**Complementary Document , and integrant part of the Notary
Document signed on the twenty-third of July of two thousand and
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Lisbon Architecture Triennale Association

STATUTES

CHAPTER I

General Dispositions

Article 1

Constitution, Name and Nature

The Lisbon Architecture Triennale Association, hereby designated in abbreviation as "Association", is a private, non-profit, cultural association, ruled by these statutes and by the applicable dispositions of the Portuguese law.

Article 2

Duration and Head Office

1. The Association has unlimited longevity and its head offices are in Travessa do Alecrim 1, 1º Esq., 1200-019 Lisbon.
2. The Association may dislocate its headquarters onto other location, as well as constitute delegations or other representation forms within national territory or abroad, by decision of the General Assembly, upon Direction proposal.

Article 3

Social Object

The goals of the Lisbon Architecture Triennale Association are the organization, promotion and management of the cultural and scientific event

designated as “Lisbon Architecture Triennale”, or “Lisbon Triennale”, which entails the organization of exhibitions and conferences, and also other cultural or scientific events of similar or complementary nature, in the areas of architecture, urban planning, landscape design, visual arts and production of materials/architecture components, as well as the accessory activities of event preparation and promotion, including the publication, facilitation and commercialization of promotional, advertising and accessory materials.

Chapter II

MEMBERSHIP

Article 4

Membership Categories and Admission

1. The Association will encompass the following membership categories:
 - a) Founders: those who have participated in the act of constituting the Association;
 - b) Honorary: those whose recognized relevant contribution has helped to pursue the Association’s goals;
 - c) Aggregates: All those joining the association after its constitution, identifying with its principles and goals.
2. Member admission, aggregate or honorary, is in the competence of the General Assembly, upon proposal submission by any member.
3. Aggregate membership entails the payment of an admission fee and an annuity, and both amounts are determined by the General Assembly.
4. In exceptional cases, duly explained for, the General Assembly may

decide, by majority of three-quarters, that an aggregated member is excused of admission fee or annuity.

Article 5

Membership Rights

The members have the right to:

- a) Participate in the Association activities;
- b) Participate and vote in the General Assemblies;
- c) Elect and be elected or appointed for, depending on the cases, for social organs of the corporate body;
- d) Submit activities related to the Association's aims;
- e) Request the extraordinary meeting of the General Assembly;
- f) Be informed on the Association activities;
- g) Submit new members for admission;
- h) Benefit from any activities and advantages the Association may provide.

Article 6

Membership duties

1. The members have the duty to:

- a) Respect the Statutes of the Association;
- b) Pay in due time the fees established by the General Assembly;
- c) Participate in the Association activities following the decisions made by the Direction Board and the General Assembly;
- d) Participate in the General Assemblies and commit to the offices onto which they were nominated;
- e) Contribute, with their conduct and commitment, for the Association

prestige.

2. Founding members and honorary members are excused from paying admission fees and annuities.

Article 7

Loss of Membership

1. The following constitute motive for loss of membership:

- a) Written request for dismissal, addressed to the President of the Direction Board;
- b) Recurrent non-payment of annuities for a period of two or more years;
- c) Practice of acts that may damage or compromise the aims and interests of the Association.

2. The dismissal of a member, according to the terms of line c) of the previous section, is of the competence of the General Assembly, upon proposal made by the Direction Board or by any member; the dismissal, according to the disposition in line b) is competence of the Direction Board.

CHAPTER III

ORGANIZATION

Article 8

Organs

1. The social organs of the Association are: a) the General Assembly; b) the Direction Board; c) the Supervisory Board, and d) the Advisory Board.

2. The mandate of each member of the social organs is of three years and can be renewed.

3. Minutes from social organ meetings shall always be written and must be

signed by the present members; in the case of the General Assembly, they must be signed by the Assembly Chair members.

Article 9

General Assembly

1. The General Assembly is constituted by all founding and aggregate members in full possession of their rights and its deliberations are irrevocable, only bounded by the Statutes and the Portuguese Law.
2. Each member is entitled to a vote.
3. The General Assembly Chair is constituted by a President, a vice-President and a Secretary, chosen from among the members and/or their representatives.
4. It is the President task to direct the agenda, being replaced in his or her absence or impediment by the vice-president.

Article 10

Competences of the General Assembly

It is the competence of the General Assembly:

- a) To assure the continuity and the ennoblement of the Lisbon Architecture Triennale project;
- b) To submit proposals or recommendations on the Association's projects and activities, whenever they are requested by the Direction Board or by its own initiative;
- c) To decide on the admission of new members, upon proposal of any member;
- d) To organize the Association functioning, by approving internal regulation(s);

- e) Upon Direction Board's proposal, to determine both the admission fee and annuities amounts;
- f) Deliberate on membership exclusion, under the dispositions in line c), section 1 of Article 7;
- g) Appoint and destitute members of the Direction Board, by nominating President and Vice-president;
- h) Appoint and destitute members of the Supervisory Board, by nominating President and Vice-president;
- i) Appoint and destitute members of the Advisory Board;
- j) Appoint the General Curator for each Architecture Triennale event, upon the Direction Board's proposal and consulting the Advisory Board, as well as to establish his or her remuneration;
- k) Establish the remuneration of Direction Board members;
- l) Establish the remuneration of Supervisory Board members;
- m) Authorize the sale or revenue of the Association real estate or intellectual property and the contract of loans;
- n) Approve the annual Management and Activities Report and Accounting, the annual Budget and Activity Schedule, and the Triennial Plan;
- o) Decide on moving head office, creating delegations or other forms of representing the Association, after consulting the Direction Board;
- p) Deliberate, according to Article 25, the modifications of the Statutes and the dissolution of the Association.

Article 11

Functioning of the General Assembly

1. The General Assembly is convoked by the Direction Board, by registered mail with reception notice, sent to all members, at least fifteen days before the meeting, indicating time, place and the agenda.
2. The General Assembly will meet ordinarily twice a year, and extraordinarily whenever the Direction Board requests its intervention.
3. The General Assembly is in effect, after the first Notice of Meeting, if at least half of its members are present at the meeting's day, time and place, except for special cases foreseen in the law.
4. The General Assembly will elect, from among its members, a President, who will conduct the meetings, a Vice-President, who will replace the President in his or her absence and impediment, and a Secretary.
5. Each member is entitled to one vote.
6. Decisions are made by absolute majority of the present members' votes, except for the cases foreseen in the law, as well as those that, in the present Statutes, require diverse majority.
7. Admission of new members is made by a three-quarters majority of votes.
8. Any member may be represented by any single person, upon written notice identifying the representative, addressed to the Chair President, received until the date of the meeting.

Article 12

Direction Board

1. The Direction Board is constituted by a President, a Vice-President and one, three or five board members.
2. The Direction Board may appoint a Director-Delegate, to assure for the Association daily management, defining the terms, the extent and the

duration of the competence delegation, as well as the manner and regularity of reporting back to the Direction Board.

3. Direction Board members are appointed for three-year mandates.

4. Direction Board members may, or may not, be paid a salary.

Article 13

Competences of the Direction Board

1. The Direction Board is responsible for managing and representing the Association.

2. The following acts are the competence of the Direction Board:

a) To prepare the annual Activity Schedule, to be submitted for approval by the General Assembly, with the previous consideration from the Advisory Board;

b) To prepare the annual Budget, to be submitted for approval by the General Assembly, with the previous consideration from the Supervisory Board;

c) To prepare the annual Management and Activity Report and Accounting, to be submitted for approval by the General Assembly, with the previous consideration from the Supervisory Board;

d) To prepare the Association's internal regulation(s), to be approved by the General Assembly.

e) To manage the Association, its employed staff and its estate;

f) To negotiate, sign, solve or otherwise to cease, or grant the agreement party regarding any contracts, private or public, open and define competitions, present proposals to competitions, depending on the General Assembly's approval for any operation whose cost equals or exceeds five-

hundred thousand euros;

- g) Acquire or sell Association estate, as well as giving guaranties on this estate, upon authorization of the General Assembly and previous consideration by the Supervisory Board whenever it is about the sale or revenue of realty or intellectual property;
- h) Negotiate or contract loans, upon authorization of the General Assembly and previous consideration by the Supervisory Board;
- i) Negotiate partnerships and proceed in seizing the necessary financial means for the functioning of the Association and organization of triennial events;
- j) Accept donations, inheritances or estates, upon authorization of the General Assembly;
- k) Represent the Association in and out of court.

Article 14

Functioning of the Direction Board

1. The Direction Board convenes weekly or whenever convoked by its President.
2. Notice of meeting can be made by any written form, including email, at least five days before.
3. The Direction Board can only decide with the presence of member majority.
4. Decisions are made by simple majority of expressed votes, the President having quality vote.
5. The Vice-President substitutes for the President in his or her absence and impediments.

Article 15

Bindings and Liabilities

1. The Association is bound:

a) By the joint signature of two members of the Direction Board, one of which must forcibly be the President or, in his or her absence, the vice-President;

b) In acts of ordinary office routine, by the signature of the President or, in his or her absence, of the vice-President;

2. Is considered as acts of ordinary office routine:

a) The acquisition and/or hiring of commodities or services, as long as the amount per operation does not exceed five thousand euros;

b) The movement of funds, whether income or payment, over the counter or through bank account, credit or debit, deposit or transfer, as long as the amount does not exceed the two thousand five hundred euros;

c) The reception of mail or parcels, signing for records, notifications and citations.

3. The Direction Board may appoint delegates to execute some of these acts or categories of acts.

Article 16

Planning and Accounting

1. The Direction Board must organize the Activity Plan and Budget, to be submitted to the General Assembly, until 13 November of the year before the year it concerns.

2. The Activity Plan is accompanied by the previous consideration of the Advisory Board and the Budget by the previous consideration of the

Supervisory Board.

3. The annual Activity plans may be referent to a Triennial Plan that expresses the global vision for the three-year cycle corresponding to the preparation of the “Lisbon Architecture Triennale” event, presenting a total cost estimate and how it is to be financed.

4. The Direction Board will organize the Management and Activity Report and the Accounting, comprising the Balance Sheet, Debriefing, and any other necessary elements for the unequivocal annual accounting presentation regarding the previous actions.

5. The accounting elements must be submitted to the General Assembly, accompanied by the Supervisory Board considerations, until May thirty-first of the following year.

6. The Management and Activity Report and Accounting are published on the Association’s internet website.

Article 17

Advisory Board

1. The Advisory Board is constituted by highly renowned personalities of recognized qualifications in the cultural, scientific and technical aspects of Culture and forcibly in architecture, including architecture heritage and urban planning, landscape design and the arts, up to the total of twenty, of which at least five must be architects.

2. The Advisory Board members are appointed for three-year mandates.

3. The functions of Advisory Board member are not paid.

Article 18

Competences of the Advisory Board

It is the competence of the Advisory Board to:

- a) Submit proposals and recommendations regarding the Association's activities and projects;
- b) Give considerations on the choice of General Curator, theme and project for each Lisbon Architecture Triennale event;
- c) Pronounce on any specific matters that are submitted to it by the other organs.

Article 19

Functioning of the Advisory Board

1. The Advisory Board elects a President from among its members.
2. The Advisory Board convenes once a year or whenever convoked by its President, by its own initiative or by request of the Direction Board or General Assembly.
3. Its decisions are made by simple majority of expressed votes.
4. By force of the present Statutes, any consideration requested to the Advisory Board must be sent within twenty days counting from the request's reception date.

Article 20

Supervisory Board

1. The Supervisory Board is composed by three members, one of which must forcibly be an Official Accountant.
2. The Supervisory Board mandate has the duration of three years.

Article 21

Competences of the Supervisory Board

It is the competence of the Supervisory Board to:

- a) Supervise the use of the Association's revenues according to its statutory dispositions;
- b) Supervise the Association's legal accounts and documents whenever it finds necessary;
- c) Give consideration on the Accounting elements mentioned in section 4 of Article 16;
- d) Give consideration on all acts of alienation or revenue of the Association's realty or intellectual property, and on the contract of loans;
- e) Give consideration on any matters, when requested by the Direction Board or General Assembly.

Article 22

Functioning of the Supervisory Board

1. The Supervisory Board convenes every three months and, extraordinarily, whenever it finds necessary.
2. It is up to the President or, in his or her absence or impediment, to the Vice-President, to schedule Supervisory Board meetings and notify its members.
3. The Notice of Meeting may be in any written form, including email, at least five days before the intended date.
4. The Supervisory Board can only deliberate with the presence of the majority of its members.

CHAPTER IV

ESTATE

Article 23

FUNDS

The Association funds come from:

- a) The admission fees and fractions paid by its members;
- b) The Contributions, donations or funds granted by public and private entities, whether national or foreign;
- c) The revenues from the activities it organizes, as well as any return from its estate, namely royalties, connected rights and transmission rights;
- d) Any other legally admissible revenues.

Article 24

Estate

The estate of the Association comprises realty or other possessions that it may acquire or receive as donation, namely collections of cultural and scientific materials that have integrated the Lisbon Architecture Triennale editions of 2007 and 2010.

CHAPTER V

MODIFICATION OF THE STATUTES AND DISSOLUTION OF THE ASSOCIATION

Article 25

Modification of the statutes and dissolution of the Association

1. Amendment of the Statutes and dissolution of the Association are to be decided by the General Assembly, respectively, by majority of three-quarters of all members present, and majority of three-quarters of all members.
2. In case of dissolution, the destination of the Association estate shall be decided by the General Assembly, with the majority of three-quarters of all members.

CHAPTER VI

FINAL DISPOSITIONS

Article 26

Fist designation of the Association Body Members

The appointment of members for each social organ must be promoted within the two months following the present act, in General Assembly.