Page 000013/000055 Registration no. 84,879 June 11, 2024	Record no. 117,082 on May 24, 2024 at 09:14:02: This document has been **electronically recorded for the sake of disclosure and/or effectiveness against third parties** under no. **84,879** on **June 11, 2024,** and annotated onto record no. 32,486 dated January 19, 2006 at this **5th Civil Registry Office for Legal Entities in the District of São Paulo**. Digitally signed by Adriana Costa de Souza Buitoni, clerk.									
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	R$460.11	R$130.58	R$89.48	R$24.22	R$31.60	R$22.17	R$9.64	R$0.00	R$0.00	R$767.80

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Fundo Brasil

BYLAWS OF THE BRAZIL HUMAN RIGHTS FUND FOUNDATION

Chapter I. TITLE, TERM, HEADQUARTERS, AND JURISDICTION

Article 1. The **BRAZIL HUMAN RIGHTS FUND FOUNDATION**, as created by Abdias do Nascimento, Margarida Genevois, Pedro Casaldáliga Pla, e Rose Marie Gebara Muraro through a public deed, is a non-profit legal entity under private law, of an assistance and cultural nature, governed by these bylaws and by other applicable laws.

Sole paragraph. The **BRAZIL HUMAN RIGHTS FUND FOUNDATION** shall remain in operation for an indefinite period of time.

Article 2. The **FOUNDATION** has its headquarters and jurisdiction in the city and district of São Paulo, at Rua Capitão Antônio Rosa, 376, 13th floor, Jardim Paulistano, CEP 01443-010.

Chapter II. PURPOSE

Article 3. The purposes of the Brazil Fund include assisting and promoting human rights, in particular with a view to defending the rights of groups that are highly vulnerable and discriminated against, such as children and adolescents, elderly people, people with disabilities, women, Black people, Indigenous people, workers, and migrants; and may adopt, among other initiatives, the following actions:

I – Providing funding to projects focused on the defense and protection of human rights, particularly those characterized by innovative aspects and those developed by small organizations that engage directly with the public;
II – Providing funding to individuals with a view to improving their training as human rights activists and experts;
III – Supporting exchanges involving organizations and individuals, including from other countries;
IV – Maintaining cooperation with national and foreign funds and institutions;

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V – Filing lawsuits related to the purposes of the Brazil Fund;

VI – Organizing, promoting, and encouraging programs that aim to develop the goals established by the Brazil Fund;

VII – Carrying out other activities that are compatible with the institution's purposes.

§ 1. The activities of the **BRAZIL HUMAN RIGHTS FUND FOUNDATION** must seek to promote, protect, and defend human rights, which are understood as universal, indivisible, and interdependent rights. They therefore include actions aimed at social justice; the promotion of equality, particularly in the realms of gender and race; the guarantee of social minimums; access to justice and citizen participation; the provision of conditions to address social contingencies; the universalization of economic, social, cultural, political and civil rights; and the protection of diffuse and collective rights.

§ 2. The selection of recipients shall be carried out through a transparent and public process. No funding shall be provided to any entity where Brazil Fund founders and/or Board members hold a senior leadership position (e.g. as a director).

Chapter III. ASSETS

Article 4. The **FOUNDATION** has assets and rights originating from:

I – Founders' initial endowment;

II – New donations/grants, subsidies, legacies, resources, or contributions made by individuals, public and private legal entities, and national and international bodies or organizations. The Public Prosecution Service's Civil Prosecutor's Office for Foundations at the Capital District shall be responsible for approving conditional donations/grants and obtaining information on national and international donations/grants, including the power to inquire on the origins of any money or goods that are donated/granted; and

III – Assets and rights acquired during its operations, in addition to equity income.

Comentado [LH1]: Neste caso, são donations, grants, ou simplesmente funds?

Comentado [LH2]: Idem

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Sole paragraph. The **FOUNDATION** shall us its revenues, income, earnings, and any operating results entirely within the national territory, for the maintenance and development of its institutional goals.

Chapter IV. ADMINISTRATION

Article 5. The Brazil Fund shall be managed autonomously by a Board of Directors, an Executive Office, and a Fiscal Council.

Comentado [LH3]: Tivemos uma conversa meses atrás sobre usar Executive Office, Office of the Executive Directors, ou Executive Directors Office. Acho que na ocasião optamos por manter Executive Office, mas com a possibilidade de alterar para um dos outros dois títulos no futuro. Vocês têm alguma preferência? O risco de manter Executive Office é que, sem explicação, parece uma secretaria de apoio à chefia. Mas como vem quase sempre seguido de uma explicação das funções, isso pode não ser tão relevante assim.

§ 1. Board members, partners, founders, benefactors, or any equivalent officer shall not directly or indirectly receive any remuneration, advantages, or benefits, in any form or title, as a result of the competences, functions, or activities assigned to them by these bylaws or other documents.

§ 2. The members of the Executive Office, due to their effective role in managing the Brazil Fund, shall be remunerated, and their pay must be in accordance with the provisions of Law no. 13,151 of July 28, 2015.

§ 3. All directors and Board members must protect the good name and faithful compliance with the **FOUNDATION**'s purposes. Failure to comply with these bylaws or any act contrary to the purposes of the **FOUNDATION** shall result in the removal of the individuals involved, to be decided by an absolute majority of the Board of Directors.

Comentado [LH4]: O original falava de 'exclusão de seus membros', o que não estava muito claro. Por se tratar de um documento legal, o ideal seria manter igual (the removal of its members) - mas não está claro a que se referem: membros do Conselho, da Sec Executiva, ou do Conselho Fiscal? Coloquei, provisoriamente, algo como 'exclusão dos indivíduos envolvidos'.

§ 4. Directors, Board members, founders, benefactors, or any equivalent officers are not jointly or severally liable for the obligations and commitments assumed by the **FOUNDATION**.

§ 5. The Brazil Fund may also count on an unlimited number of collaborators, who may wish to contribute to the achievement of its institutional purposes, either by donating funds or making contributions of any other nature in support of the activities carried out, or by participating in the

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FOUNDATION's activities, offering their services on a voluntary basis, always in accordance with guidelines approved by the Board of Directors.

Article 6. The Board of Directors is the sovereign body of the **FOUNDATION,** and shall be formed by 5 (five) to 7 (seven) members, with a term of office of 3 (three) years. Board members may be reappointed for no more than two consecutive terms, and must not be part of the Executive Office during their term on the Board.

§ 1. A board member may be reappointed to their position for an unlimited number of times, provided such appointments are not consecutive.

§ 2. The chairman of the Board of Directors shall be elected for a term of 3 (three) years, and one consecutive reappointment is allowed.

§ 3. The chairman of the Board of Directors shall be responsible for:

I – Conducting Board of Directors meetings; and
II – Convening Board of Directors meetings.

Article 7. The Board of Directors, whose decisions shall be reached by majority votes, shall meet ordinarily at least twice a year and extraordinarily whenever necessary, by decision of its chairman or the Executive Office, or upon a written request from the Civil Prosecutor's Office for Foundations at the Capital District.

§ 1. The meetings shall be convened by written communication, transmitted by any means, including electronically, at least 15 (fifteen) days in advance of any meeting.

§ 2. Attendees may also participate electronically or by telephone.

§ 3. The founders named under article 1 have the right to attend all meetings, even if they are not Board members at the time, albeit with no voting rights.

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§ 4. If a new Board of Directors is not elected at the meeting convened for this purpose, or in the event of any obstacle to the inauguration of its members, those who are currently exercising their positions in the administration of the Brazil Fund shall remain in such roles until the situation has been regularized. All acts carried out by these administrators must be ratified at the immediately subsequent meeting of the Board of Directors.

Article 8. The Board of Directors shall be responsible for:

I – Developing the concepts that underpin the **FOUNDATION**'s work, and establishing strategic and programmatic guidelines, as well as the premises for its core activities;
II – Approving the investment policy for the **FOUNDATION**'s funds prepared by the Investment Committee, and monitoring its implementation through reports to be presented at the Ordinary Meeting;
III – Raising funds;
IV – Electing the Fiscal Council;
V – Appointing the members of the Advisory Board and the Investment Committee;
VI – Appointing and dismissing the Executive Office;
VII – Approving the **FOUNDATION**'s career structure and salary policy;
VIII – Approving the strategic planning, budget forecast, and annual action plan;
IX – Approving the financial statements, balance sheets, and annual activity reports;
X – Approving new partnerships and calls for proposals;
XI – Fostering institutional development and ongoing learning within the **FOUNDATION**;
XII – Deliberating on the sale of assets belonging to the Brazil Fund, subject to prior approval by the Public Prosecution Service;
XIII – Electing its own members and regulating its activities in accordance with these bylaws and other normative acts; and
XIV - Amending these bylaws, in compliance with the rules of the Civil Code and Civil Procedure Code, subject to approval by the Public Prosecution Service.

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Sole paragraph. The chairman of the Board of Directors shall be responsible for liaising with the Executive Office on any issues concerning the **FOUNDATION** for which prompt advice is required.

Article 9. The Executive Office shall be formed by 2 (two) members appointed by the Board of Directors for a period of 3 (three) years, as follows:

I – Executive Director; and
II – Deputy Executive Director.

§ 1. The Executive Director shall be responsible for:

I – Representing the **FOUNDATION**, both judicially and extrajudicially, actively and passively, in the capacity of its legal representative;
II – Enforcing labor disciplinary penalties, in accordance with the law;
III – Hiring, allocating, promoting, and dismissing staff;
IV – Submitting annual reports to the Public Prosecution Service through the Foundations Curatorship on the activities carried out;
V – Representing the **FOUNDATION**, alone or together with the Deputy Executive Director, before other institutions and partners, including when signing contracts.

§ 2. The Deputy Executive Director shall be responsible for:

I – Representing the **FOUNDATION**, alone or together with the Executive Director, before other institutions and partners, including when signing contracts;
II – Representing the Brazil Fund, both judicially and extrajudicially, actively and passively, in the capacity of its legal representative, in the event of absence or impediment of the Executive Director;
III – Hiring, allocating, promoting, and dismissing staff, in the event of absence or impediment of the Executive Director;

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IV – Enforcing labor disciplinary penalties, in the event of absence or impediment of the Executive Director;

V – Submitting annual reports to the Public Prosecution Service through the Foundations' Curatorship on the activities carried out, in the event of absence or impediment of the Executive Director.

Article 10. The Executive Office shall be responsible for:

I – Managing the Brazil Fund, in compliance with the guidelines established by the Board of Directors;

II – Coordinating the execution of activities, hiring support staff, and overseeing all technical, administrative, and financial activities of the Brazil Fund;

III – Complying with and enforcing the rules set herein, as well as any decisions taken by the Board of Directors;

IV – Organizing, promoting, and incentivizing programs that aim at the engagement, support, and contributions of communities for the development of Brazil Fund activities;

V – Proposing the creation of working committees to carry out emergency and strategic tasks, in addition to monitoring their operations;

VI – Conducting, preparing, and submitting strategic plans, work plans, and respective budgets for consideration by the Board of Directors;

VII – Submitting all Brazil Fund accounts to the Board of Directors for consideration, before sending them to the Public Prosecution Service;

VIII – Submitting to the Board of Directors, within the first half of each year, a report on the activities carried out by the Brazil Fund in the previous year;

IX – Submitting to the Board of Directors a proposal for the career structure and for setting salary levels for **FOUNDATION** staff;

X – Performing all other acts related to the administrative management of the **FOUNDATION**, representing the **FOUNDATION** actively and passively, judicially and extrajudicially, under the terms of article 9 of these bylaws;

XI – Approving the projects to be supported by the Brazil Fund, based on the indication of the

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Selection Committee; and

X – Keeping the Board of Directors informed about selection processes, their results, as well as the progress of projects supported by the Brazil Fund.

§ 1. For the **FOUNDATION** to be able to use any of its funds, the signature of both directors is required, or of one director together with a specially appointed attorney, or by 2 (two) attorneys specially appointed by both directors.

§ 2. Members of the technical-administrative support team may perform the duties of the Executive Office through express delegation;

Article 11. The Executive Office shall also have specific responsibilities as follows:

I – Institutional: Ensuring faithful compliance with all decisions taken by the Board of Directors and with the purposes of these bylaws; providing an annual action plan to the Board of Directors; coordinating fundraising activities; and proposing the creation of partnerships;

II - Projects: Providing guidance to the technical team on the purposes of the Brazil Fund; developing and proposing programmatic work lines; proposing content for calls for proposals; proposing the establishment of partnerships; proposing emergency actions for the protection of human rights; proposing human rights education campaigns; appointing the Selection Committees for each call for proposals and approving the projects and organizations to be supported by the Brazil Fund, based on the recommendations of the Selection Committees; proposing human rights training policies for Brazil Fund recipients; promoting training exchanges involving recipients and others; promoting the training of social actors; systematizing lessons learned by the Brazil Fund; organizing events and publications related to the theme of human rights; and arranging for external programmatic evaluation to be carried out;

III - Finance: Coordinating the investment of Brazil Fund financial assets under the guidance of the Investment Committee; carrying out fundraising activities; arranging for external financial evaluations; ensuring that all Brazil Fund economic-financial records are up to date; and being

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responsible for preparing the Brazil Fund's annual balance sheet.

Article 12. The Fiscal Council shall be formed by 3 (three) full members and at least 1 (one) alternate member.

Sole paragraph. Fiscal Council members shall have a three-year term, with up to two consecutive reappointments, and unlimited non-consecutive reappointments.

Article 13. The Fiscal Council shall meet annually to examine the entity's financial statements, or sooner upon a request by the Executive Office, the Board of Directors, or a written request from the Civil Prosecutor's Office for Foundations at the Capital District, always observing a minimum advance notice of 15 (fifteen) days.

Article 14. The Fiscal Council shall be responsible for scrutinizing the **FOUNDATION**'s financial statements, issuing an opinion on the sale and acquisition of real estate and providing an opinion on the hiring of an external financial audit.

Chapter V. INVESTMENT COMMITTEE

Article 15. The Brazil Fund has an Investment Committee that shall act as an advisory body to the Board of Directors.

§ 1. The purpose of the Investment Committee is to advise the Board on decision-making related to investing any funds belonging to the Brazil Human Rights Fund.

§ 2. The Investment Committee shall be formed by up to 3 (three) volunteer members, with expertise in the financial market and sensitivity about the Brazil Fund's target audiences or topics of interest.

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Preferably, one of the members should also be a member of the Board of Directors.

§ 3. Whenever possible, the Investment Committee should ensure racial and gender diversity among its members.

§ 4. The term of office for the members of the Investment Committee is 3 (three) years, with unlimited consecutive reappointments.

§ 5. Ordinary meetings shall be held every two months, and may be held remotely.

Article 16. The Investment Committee shall be responsible for:

I – Proposing an investment policy to the Board of Directors and reviewing it annually, suggesting and submitting, as necessary, any amendments for approval by the Board of Directors;
II – Recommending to the Board of Directors profitability and risk targets to be set for the **FOUNDATION**'s investments;
III – Providing recommendations on the best investment options for the Brazil Fund's financial resources, aiming for the highest return with the lowest possible risk;
IV – Proposing the allocation of assets, in line with the approved investment policy;
V – Evaluating and monitoring the profitability performance of investments made with Brazil Fund's financial resources; and
VI – Discussing, assessing, and identifying potential strategic risks, as well as supervising the risk management of investments made with Brazil Fund’s financial resources.

§ 1. If it deems necessary, the Investment Committee may recommend that the Board of Directors hire a securities portfolio manager and/or other specialized service providers to operate the Brazil Fund's financial resources.

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§ 2. The Investment Committee shall submit proposals to the Board of Directors to be taken forward by it or by the securities and/or investment portfolio manager, including their respective allocation limits.

Comentado [LH5]: Não está claro se as propostas serão perseguidas pelo Comitê de Investimentos ou pelo Conselho. Deixei vago como estava no português.

Article 17. The investment policy aims to define rules to ensure that the Brazil Fund's endowment and financial resources be maintained and operated efficiently, in order to ensure compliance with the purposes and activities carried out by the **FOUNDATION**.

Chapter VI. ADVISORY BOARD

Article 18. The Advisory Board, which is non-deliberative in nature, has the function of providing updated information in the field of human rights, thus enabling an assessment of priority issues, emergency needs, as well as opportunities for action by the Brazil Fund. The Advisory Board's reflections should guide the definition of strategic and programmatic guidelines by the **FOUNDATION**.

Article 19. The Advisory Board shall be formed by at least 6 (six) members with recognized experience in the field of human rights and/or social justice philanthropy, with no limitation regarding the number of members in its composition.

Sole paragraph. Advisory Board members shall have a 3 (three) year term, with unlimited reappointment options.

Article 20. The Advisory Board shall meet annually to discuss guiding strategies for the Brazil Fund's work in the field of human rights and social justice philanthropy.

§ 1. No member of the Advisory Board may express an opinion on any matter under discussion by the Advisory Board involving entities where said member may have an administrative function, or

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exercise leadership in any other way.

§ 2. Each and every member of the Advisory Board shall have the duty to disclose, self-declare, and prevent themselves from participating whenever they verify the occurrence of the situation described in paragraph 1 above.

Chapter VII. FINANCIAL YEAR AND ACCOUNT RENDERING

Article 21. The financial year of the Brazil Fund shall coincide with the calendar year.

Article 22. Annually, the **FOUNDATION**'s Executive Office shall submit to the Civil Prosecutor's Office — Foundations' Curatorship an activity report and accounting balance sheet referring to the previous year, observing the requirements of the SICAP accounting system and the deadline established by the Foundations' Curatorship itself.

Sole paragraph. The **FOUNDATION** shall bear all costs for any external audit on its accounts, including those determined by the Public Prosecution Service's Civil Prosecutor's Office for Foundations at the Capital District.

Article 23. By December 31 each year, the **FOUNDATION**'s Executive Office shall submit to the Public Prosecution Service an activity plan and budget forecast for the following year.

Chapter VIII. GENERAL AND TRANSITORY PROVISIONS

Article 24. Should the Board of Directors, in compliance with legal provisions, decides to dissolve the **FOUNDATION**, the remaining assets shall be incorporated into another non-profit organization of a similar nature, preferably headquartered in the state of São Paulo, after consultation with the Public Prosecution Service.

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Article 25. These bylaws may only be amended by the Board of Directors at a specific meeting previously convened for this purpose. Any proposed amendments shall require a decision by 2/3 of the Board, and shall be submitted to the subsequent approval of the Public Prosecution Service's Civil Prosecutor's Office for Foundations at the Capital District.

Article 26. Any omissions shall be resolved by the Executive Office and ratified by the Board of Directors.

Article 27. The **FOUNDATION** may adopt Internal Regulations, in which case their preparation, proposal, and any amendments shall be the responsibility of the Executive Office; and the validation of such document, as well as any amendments, shall be the responsibility of the Board of Directors.

DocuSigned by:
Ana Valéria Nascimento Araújo Leitão
Assinado por: ANA VALERIA NASCIMENTO ARAUJO LEITAO:769691...
CPF: 76969118720
Papel: Superintendente
Data/Hora da Assinatura: 18 de dezembro de 2023 | 18:19 BRT
ICP Brasil
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Ana Valéria Araújo