

## ARTICLES OF ASSOCIATION OF REDE CIDADÃ

### CHAPTER I – OF THE DENOMINATION, HEADQUARTERS AND PURPOSE

ART. 1º – Rede Cidadã, constituted on the 22nd of October of 2002 is a Civil Association, of private law and philanthropic nature, with action in the area of social assistance, in an articulated and integrated way with other public policies, not for profit, with undefined duration, registered on CNPJ under the n. 05.461.315/0001-50, with headquarters in the municipality of Belo Horizonte at Rua Alvarenga Peixoto, n. 295, 5th floor, Lourdes district, CEP: 30.180-120, State of Minas Gerais and court in Belo Horizonte/MG and offices in various cities in the country.

ART. 2º – Rede Cidadã has as purpose(s):

- Promote social assistance, acting in the social protection of individuals and families, primarily in situation of vulnerability or risk, through the execution of services, programs and projects;
- Promote the articulation of social actions performed by public bodies, private companies and not for profit entities, creating activities formed as a network;
- Contribute for the transfer of the methodologies of management sciences for the projects of Rede Cidadã;
- Draft and execute actions of promotion of integration to the work world, through programs and projects that promote the autonomy and ensure the right to professionalization, to work and to income, inseparable from the other social rights, offering political-citizen formation and preparation for the work world, professional learning and productive inclusion – professional insertion or re-insertion that is monitored into the work Market, entrepreneurship, association or corporativism;
- Apply the Apprenticeship Law;
- Promote the education for citizenship and professional education;
- Act in the promotion and defense of the Rights of Children and of Adolescents;
- Promote the service of elderly people, through programs of employability, entrepreneurship and volunteering, respecting and observing the Statute of the Elderly, being able to, also, promote actions of capacitation and formation of Counsels of Defense of the Elderly, in all spheres;
- Promote the access of people with disabilities (PCD) to the achievement of income and work through projects of employability, learning and entrepreneurship;
- Promote the evaluation of projects and programs developed in the third sector, in companies or institutions aiming to improve the strategies of action;
- Disseminate, promote and execute actions of social corporate responsibility and volunteer programs;
- With the purpose of promoting the integration to the work world, draft and execute activities, programs and projects in the promotion of social assistance and citizenship: social inclusion, education, Science and technology, culture, sports, health, environment and others;



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- Act in projects of Generation of Work and Income and promoting culture, defending and conserving the artistic and historic patrimony;
- Act in projects of Generation of Work and Income in synergy with the preservation and conservation of the environment and the promotion of sustainable development;
- Act in the promotion of ethics, Peace, human rights, democracy, justice and other universal values in defense of life.

§ 1° - The objectives of Rede Cidadã are aimed at the promotion of activities and purposes of public and social relevance.

§ 2° - The services and other social-assistance actions will be provided in a continuous manner, permanently, planned and gratuitous to the users and whomever needs it.

§ 3° - Rede Cidadã will ensure:

- I – the universality of the service, the public purpose and transparency of actions;
- II – that the services, programs, projects and benefits are offered in the perspective of autonomy and guaranteeing the user's rights;
- III – the existence of participative process of users in the search for effectiveness in the execution of services, programs and benefits.



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§ 4º - To meet the objectives, Rede Cidadã can adopt the appropriate actions and means, including:

I – organize, sponsor and make events, congresses, meetings, conferences, exhibitions, debates, researches, seminars, lectures, courses, multi-disciplinary training programs, as well as projects and constructions of cases and prototypes, with the purpose of contributing to the realization of its purposes and improving inter-sector public policies aimed at effecting fundamental rights, building new rights and promoting citizenship;

II- act with the Executive, Legislative and Judiciary Powers, developing joint actions and claiming rights or the construction of new rights, based in new knowledge and patterns of action recognized nationally and internationally;

III – keep the articulation, Exchange and partnership with organizations, national and foreign and bodies of defense of rights, collaborating in actions, campaigns and movements that come to be undertaken, in consonance with the objectives of these Articles;

IV – sign conventions, contracts, terms of cooperation and similar legal instruments, promoting initiatives with natural and legal persons, national or foreign, including for the raising of funds, for the sustainability of its activities and for achieving its social purpose;

V – celebrate partnerships with the public administration, under a regimen of mutual cooperation, for the attainment of purposes of public and reciprocal interest, through the execution of activities or projects expressed in term of collaboration, terms of foment or cooperation agreements;

VI – apply, efficiently, the resources in techniques in specific unities, as an instrument to generate income, resources and financial support to the institutional development and maintenance;

VII – create and maintain core activities, including in specific unities, as an instrument to generate income, resources and financial support to the institutional development and maintenance;

VIII – associate, stimulate and support similar organizations;

IX – disclose its activities through any means of communication.



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ART. 3º – In the development of its activities, Rede Cidadã will observe the principles of legality, impersonality, morality, publicity, universality, economicity and of efficiency, and will make no discrimination of race, sex, color, gender or religion, being also registered its non-partisanship, prohibiting the link of the Institution to any party or political representative.

ART. 4º – The Association will discipline its operations through Normative Orders issued by the General Assembly and Executive Orders issued by the Board of Directors.

ART. 5º - Rede Cidadã shall apply, fully, the income, resources and eventual operational results in the maintenance and in the development of its institutional objectives, in national territory.

ART. 6º – With the purpose of fulfilling its purpose(s), the Association will be organized in as many units of service provision as are necessary, which will be governed by statutory, regimental and normative dispositions.

Single Paragraph: The President of the Board of Directors can provide and authorize the opening of the necessary offices, through minute of the Board of Directors, without the need of publishing a public notice, provided the minimum presence of more than half of the members of the mentioned board.

## CHAPTER II – OF THE ASSOCIATES

ART. 7º - Rede Cidadã is constituted by its founding and effective members, and shall have a limited number of associates, among natural and legal persons without legal impediments, admitted as such, through an associate proposal, signed by the Board of Curators.

ART. 8º – The following are classifications of associates of Rede Cidadã:

- Founding Associate – is that associate that has participated in the act of founding Rede Cidadã, recorded in the appropriate minute;





- Effective Associate – associate that has not participated in the foundation of Rede Cidadã, and that became an associate afterwards.

ART. 9º – The following are rights of the associates:

- I- Attend the Assemblies, ordinary or extraordinary, discuss any subject of the agenda and propose measures and suggestions;
- II- Follow the activities of the Association;
- III- Vote and be voted.

ART. 10º - The following are duties of the associates:

- I- Perform the functions to which they are designated for and care for the Association's good name;
- II- Exercise with efficiency and dedication the positions to which they are elected;
- III- Fulfill the statutory, regimental dispositions, and the deliberations of the General Assembly, of the Board of Directors and of the Board of Curators;
- IV- Participate in the meetings of the Assembly, vote, discuss and promote measures of social interest;
- V- Contribute for the development of society.

ART. 11º - The associates do not answer, even subsidiarily, for the burdens of the Association.

ART. 12º - Rede Cidadã does not distribute among its associates, directors, employees or donors eventual operational surplus, gross or net, dividends, bonifications, participations or installments of its patrimony, earned through the exercise of its activities, and apply the fully in the attainment of its social objective.

ART. 13º - Of the exclusion, dismissal and resignation of associates: where there is just cause (misconduct, bad usage of the association's name, attitudes contrary to the principles of the association, among others, but not only), the associate can be excluded/dismissed from the Association by decision of the Board of Curators, after exercising the right of defense.

Single Paragraph: The decision can be appealed to the General Assembly, the deadline for which ends in 3 (three) days from the decision to exclude/dismiss the associate.



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### CHAPTER III – OF THE ADMINISTRATION

ART. 14° - Rede Cidadã will be managed by:

- I- General Assembly;
- II- Board of Curators;
- III- Board of Directors;
- IV- Supervisory Board;

ART. 15° - The General Assembly, sovereign body of the Association, will be constituted by the associates in the full exercise of their statutory rights.

ART. 16° - The General Assembly will:

- I- Privately, elect and destitute members of the Board of Directors, of the Board of Curators of the Supervisory Board;
- II- Exclusively, decide on reforms to the Articles in the form of article 42°;
- III- Decide on the extinction of the Association, in the terms of article 41°;
- IV- Approve the Internal Rules;
- V- Decide on the convenience of alienating, compromising, mortgaging or commute patrimonial assets;
- VI- Appreciate appeals against decisions of the Board of Curators;
- VII- Issue Normative Orders for the Institution's operations.

Single Paragraph: For the deliberations above, the minimum quorum required will be of 50% (fifty per cent) of the associates, observed the dispositions of arts. 41 and 42 of the present articles.

ART. 17° - The General Assembly will be convened, ordinarily, once a year to:

- I- Approve the proposal of annual program of the Association, submitted by the Board of Directors;
- II- Appreciate the annual report of the Board of Directors.

ART. 18° - The General Assembly will convene, extraordinarily, when called:

- I- By the Board of Curators;
- II- By the Board of Directors;
- III- By the Supervisory Board.
- IV- By application of 1/5 (one fifth) plus one of the associates up to date with the social contributions.

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ART. 19° - The call for the General Assembly will be made through a public notice displayed in the Association's headquarters and published in local press or through individual written invitation, through protocol, with minimum advance of 20 (twenty) days.

§ 1º – Any Assembly will start at first call with the majority of the associates and, at second call, with any number.

§ 2º – The associate can be represented through a power of attorney by private instrument, with notarized signature, or, when knowing the subject of the agenda, through written vote with their reasons, also with notarized signature.

ART. 20° - The Association will adopt practices of administrative management, necessary and sufficient to prevent the gaining, individually or collectively, of benefits and personal advantages, arising from the participation in decision procedures, observing the provisions of Law 12.846/13 (Anticorruption Law).

ART. 21° - The Board of Curators is the superior body of decision of Rede Cidadã.

ART. 22° - The Board of Curators will be constituted by up to 08 (eight) members, with mandates of 3 (three) years, whereas 2 (two) reelections are allowed.

§ 1º - The members of the Board of Curators, shall, preferentially, be chosen among those that have a longer bond with Rede Cidadã, combining competences and experiences required by the Association.

§ 2º - In each mandate renewal, up to 1/3 (one third) of the members of the Board of Curators needs to be substituted.

ART. 23º – The Board of Curators will elect among its members, 1 (one) President and 1 (one) Vice-President, by simple majority.

Single Paragraph – The Vice-President will replace the President in all his attributions and competences, whenever the latter is prevented from exercising his attributions.



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ART. 24° - The Board of Curators will deliberate by absolute majority and will meet ordinarily 2 (two) times per year, and extraordinarily, whenever called by their President.

§ 1º - The call for extraordinary meetings will be made by written invitation, with at least 10 (ten) days of advance, with the agenda of the subjects to be discussed.

§ 2º – Ordinary or extraordinary meetings will start at first call, with the presence of at least 50% (fifty per cent) plus one of the members of the Board of Curators and at second call, 30 (thirty) minutes after, with any number of presents;



ART. 25° - The Board of Curators will:

- I- Approve or reject the annual provision of Accounts of the Board of Directors;
- II- Deliberate about alienating, compromising, mortgaging or commuting, accepting donations and loans;
- III- Deliberate about the budget and plans presented by the Board of Directors;
- IV- Present projects and action plans;
- V- Preside the General Assembly through its president;
- VI- Care for the fulfillment of these Articles and for the principles that guide the existence of the Rede Cidadã.
- VII- Approve the entrance of new associates of the Association, through specific Proposal, according to art. 7°.

ART. 26° - The following are causes of vacancy or exclusion from the Board of Curators:

- I- Death;
- II- Resignation;
- III- Not attending 3 (three) consecutive meetings, or 5 (five) interspersed meetings, without justification;

Single Paragraph – The mandate of the Board of Curators is of 3 (three) years and when a vacancy occurs, the Board may request the approval of a new name among the other associates or remain in a reduced number.





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ART. 27° - The Board of Directors will be formed by up to 07 (seven) members, with 1 (one) President, 1 (one) Vice-President and 1 (one) Administrative-Financial Council and 04 (four) Councilors.

§ 1º – The mandate of the Board of Directors will be of 3 (three) years, with 2 (two) reelections allowed.

§ 2º - In each mandate renewal, up to 1/3 (one third) of the members of the Board of Directors need to be replaced.

§ 3º – The associates who exercise public positions, employment or roles with bodies in the Public Power cannot be elected for the positions described above.

ART. 28° - The Board of Directors will:

- I- Administrate the Association and care for its interests with diligence, efficiency and dignity;
- II- Draft internal rules and regulations;
- III- Define, contract and guide the executive management of Rede Cidadã;
- IV- Hire and fire employees, fix their remuneration and exercise the disciplinary rules;
- V- Create departments or commissions, appointing their coordinators;
- VI- Perform the purchase, sell, commute or burden of movable assets of the Association.
- VII- Present reports, balance sheets and annual balance to the General Assembly, with opinion from the Supervisory Board;
- VIII- Celebrate contracts, conventions, partnership terms and practice the other acts necessary for the development of the projects and actions of the Association's interest.

ART. 29° - The Board of Director will meet at least once every 2 months and their calling will start from its president.

ART. 30° - The President of the Board of Directors will:

- I- Represent Rede Cidadã judicially and extrajudicially;
- II- Comply and ensure compliance with these Articles and the Internal Rules, if the latter exists;
- III- Call and preside the meetings of the Board of Directors;
- IV- Decide on the constitution of centers of Rede Cidadã in other locations of the country or abroad; Belo Horizonte / MG redecidada@redecidada.org.br
- V- Sign, together with the Administrative-Financial Council, documents related to the administrative area;
- VI- Sign, together with the Administrative-Financial Council, documents related to the financial area.



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ART. 31° - The Vice-President of the Board of Directors will:

- I- Substitute the President in all his absences or impediments;
- II- Undertake the mandate, in case of vacancy, until its termination;
- III- Provide, generally, his collaboration to the President;
- IV- In the President's absence, call and preside the Meetings of the Board of Directors.

ART. 32° - The Administrative-Financial Council will:

- I- Secretariat the meetings of the Board of Directors and the General Assembly and draft the minutes;
- II- Publish all the News of the Association's activities;
- III- Organize records, archives and execute services of secretary;
- IV- Take care of correspondences received and expedited;
- V- Prepare reports of the Association's activities;
- VI- Pin and publish announcements and public notices;
- VII- Collect and compute the incomes, aids and donations, keeping the bookkeeping of the Association up to date;
- VIII- Pay the accounts authorized by the President;
- IX- Present reports of incomes and expenses, whenever requested;
- X- Present to the Supervisory Board the bookkeeping of the Association, including reports of financial and accounting performance and on the patrimonial operations performed;
- XI- Conserve, under his guard and responsibility, documents relating to treasury;
- XII- Keep the Association's currency in a credit institution;
- XIII- Sign, with the President, documents relating to the administrative – financial area.

ART. 33° - The other councilors will:

- I- Participate of the meetings of the Board of Directors whenever called;
- II- Present ideas and suggestions about governability, prospection of clients, business methods and others;
- III- Give, whenever possible, lectures and trainings to employees of the organization, in their area of work.

ART. 34° - Of the destitution, resignation of members or vacancy in the Board of Directors, an extraordinary meeting will be called by the President of the Board of Curators for the temporary fulfillment, until the next meeting of the General Assembly.



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ART. 35° - The Supervisory Board will be constituted of 3 (three) members, elected by the General Assembly, whereas one of its members will be elected President of the Supervisory Board, by the General Assembly.

§ 1° – The mandate of the Supervisory Board will coincide with the mandate of the Board of Directors;

§ 2° – In case of vacancy of a position in the Supervisory Board, the immediate appointment of a new member will be made by the Board of Curators, among the other associates.

ART. 36° - The Supervisory Board will:

- I- Examine the bookkeeping of the Association;
- II- Analyze the balances and reports of financial and accounting performance and over the patrimonial operations performed, issuing opinions to the superior bodies of the Association;
- III- Request to the Administrative-Financial Director , at any time, documents showcasing the economic-financial operations performed by the Association;
- IV- Monitor the work of eventual independent external auditors;
- V- Extraordinarily call the General Assembly.

Single Paragraph – The Supervisory Board will meet ordinarily every 6 (six) months and, extraordinarily, whenever necessary called by one of its effective members.



#### CHAPTER IV – OF THE PATRIMONY

ART. 37° - The patrimony of REDE CIDADÃ, as well as its sources of income, will be constituted by donations and acquisitions that come to be made, constituted by movable and immovable assets, vehicles, livestock, shares and government bonds and financial resources, besides the performance of partnership terms and conventions, with natural or legal persons, public or private, in which the services to be provided by REDE CIDADÃ will be determined, by a financial compensation.

ART. 38° - In case of the dissolution of the Association, the respective net patrimony will be transferred to another entity of non-economic purposes, which has, preferably, the same social objective, in the terms of art.61 of the Civil Code, also respecting its respective paragraphs.

Single Paragraph: The entity described above shall observe Law n. 13.019/2014 and other legal and regulatory dispositions that govern the partnerships with public administration.

ART. 39° - In the hypothesis that the Association obtains, and later loses, the qualification instituted by Law 9.790 / 99, the patrimonial archive available, acquired with public resources during the period in which that qualification lasted, shall be accounted for and transferred to another legal person qualified in the terms of the same Law, preferably with the same social objective.

#### CHAPTER V – OF THE PROVISION OF ACCOUNTS

ART. 40° - The provision of accounts of the Association will observe, at the minimum:

- I – the fundamental principles of accounting and Brazilian Accounting Standards;
- II – the publicity, by any effective mean, at the end of the fiscal year, to the report of activities and financial demonstrations of the Association, including clearance certificates with INSS and FGTS, making them available to examination by any citizen.
- III – the performance of auditing, including by independent auditors if that is the case, of the application of eventual resources, object of the Term of Partnership, as provided in regulation.



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IV – the provision of accounts of all resources and assets of a public origin that were received will be made, as determined by the Single Paragraph of ART. 70 of the Federal Constitution.

## CHAPTER VI – OF THE GENERAL DISPOSITIONS

ART. 41° - Rede Cidadã will be dissolved exclusively through Extraordinary General Assembly, specially called for this purpose, by deliberation of 2/3 (two thirds) of the associates present.

ART. 42° - The present Articles can be reformed, at any time, by proposition and deliberation of the Extraordinary General Assembly, specially called for this purpose, by deliberation of 2/3 (two thirds) of the associates present and will enter into force in the date it is registered at the Notary.

ART. 43° - The cases in which the present Articles are silent, the provisions in Law will be valid or an Arbitral Court will be installed independently for deliberations.

These articles were approved in General Assembly of Rede Cidadã on the 11th of December of de 2017, according to the General Assembly's minute.

Belo Horizonte, 11 of December of 2017.  
President of the Board of Directors

  
Angela de Alvarenga Batista Barros



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