

SPVS – Institute for Wildlife Research and Environmental Education

BY-LAWS

CHAPTER 1

On the Denomination, Headquarters, Duration and Goals

Article 1st – The Institute for Wildlife Research and Environmental Education henceforth denominated “SPVS”, is a legal entity under private law, constituted in the form of a non-profit association, with an undetermined duration whose goal is promoting sustainable development based on the rational use of natural resources, the conservation of biodiversity and environmental protection, understood as nature preservation and conservation.

First Paragraph – SPVS shall be headquartered in and its legal forum is the Municipality of Curitiba, State of Paraná, at Rua Victório Viezzer, 651; Vista Alegre, being able to operate both nation-wide and abroad.

Second Paragraph – In order to achieve the goal herein established, operating either individually or in joint ventures with other public or private institutions, both national and foreigner, it is up to SPVS:

I – to develop environmental education actions of autonomous or complimentary character to that of the State;

II – to devise, coordinate and execute projects and programs;

III – to undertake studies and research;

IV – to develop alternative models for the production and marketing of goods and products;

V – to produce and divulge information and technical knowledge;

VI – to develop cultural campaigns and activities;

VII – to cooperate in the formulation of public policies;

VIII – to encourage and promote the establishment and maintenance of environmental conservation areas, as well as to manage and oversee, whenever possible, their management.

CHAPTER 2

Membership

Article 2nd – SPVS is comprised of an unlimited number of members, distinguished in the following categories:

I – Effective members: those who collaborate in a significant and lasting manner to the attainment of the institution's statutory goals;

II – Collaborators: those who contribute to the attainment of SPVS' statutory goals;

First Paragraph – The Deliberative Board or the Executive Director may establish new membership categories, whose affiliation might extend for a delimited amount of time and conditioned to periodical financial contribution.

Second Paragraph – The rights and duties of the new categories referred to in the previous paragraph shall be approved by the Deliberative Board.

Article 3rd – Members are not liable either jointly or severally for the obligations by SPVS.

Article 4th – SPVS is not of a mutual-benefit nature, destined to provide members-only goods or services, rather, it must observe the universality principle.

CHAPTER 3

Of Members' Rights and Duties

Article 5th – Members' rights:

I – request, within the terms herein established, the summoning of the General Assembly;

II – participate in General Assemblies, meetings and campaigns undertaken by SPVS;

III – to vote and to receive votes;

IV – to present proposals, programs and projects of general interest to the General Assembly

- V – to propose the admission of new members to the General Assembly;
- VI – to present grievances against the Executive Director to the Deliberative Board;
- VII – to present appeals against the decisions made by the Deliberative Board;
- VIII – to have access to all accounting books as well as all plans, technical reports and accountability reports.

Sole Paragraph – The rights provided in subsections I and III of this Article shall not be applied to collaborating members.

Article 6th – Financial compensation shall not be provided in exchange for the activity of the member, nor dividends, benefits or financial-economic and personal advantages to members, board members, directors, employees or donors, either individually or collectively.

Sole Paragraph – in the terms of these bylaws, benefits and advantages are considered to be those obtained:

- I – to themselves or their spouses, companions and collateral relatives up to the third degree;
- II – by legal entities of which the indicated in the *caput* of this article are the controllers or possess over ten percent of the shares.

Article 7th – Of the Duties of members:

- I – to fulfill and enforce the Statute and normative acts of the entity;
- II – to look after the name of SPVS and the attainment of its goals;
- III – to participate in meetings and assemblies, as well as committees and work groups for which they are either elected or named;
- IV – to abide by the acts and decisions of governing bodies;
- V – to not speak on SPVS' behalf unless expressly authorized;
- VI – to pay regularly the contributions and fees that are eventually established by the General Assembly.

CHAPTER 4

Of penalties

Article 8th – Members who infringe this Statute and other internal rules shall be subject to the following penalties imposed by the Deliberative Board:

I – warning;

II – 15-day to 12-month suspension;

III – exclusion, when there is just cause.

First Paragraph – Just cause is considered to be, in the terms of this Statute, among others, non-justified absence to 3 (three) consecutive or 5 (five) alternate General assemblies or meetings of the Boards.

Second Paragraph – In the case of the application of the penalties established in this article the member may, within 15 (fifteen) days from the date of notification of the penalty, present his or her defense to the Deliberative Board, which will make a decision in the same period of time.

Third Paragraph – Of the notification of the decision established in the previous paragraph, an appeal may be filed to the General Assembly within 15 (fifteen) days from the notification of the decision.

CHAPTER 5

Of Management Bodies

Article 9th – SPVS management shall observe principles of legality, impersonality, universality, morality, publicity, economy and efficiency.

Article 10th – SPVS management bodies are the following:

I – General Assembly;

II – Deliberative Board;

III – Audit Committee;

IV – Executive Director;

V –Guaraqueçaba FundManagement Committee.

CHAPTER 6

On the General Assembly

Article 11th – The General Assembly is SPVS’ supreme body, possessing a normative and deliberative character, and it is comprised of all members in full exercise of their rights, and it may gather ordinarily and extraordinarily.

Article 12th – The ordinary General Assembly shall gather until the eighth month of each year and the extraordinary assembly shall gather whenever it is summoned by the Chair of the Deliberative Board, by members of the Audit Committee , or the Executive Director, or by 1/5 (a fifth) of acting members, and it is installed with 1/3 (one third) of the membership with right to vote, in the first rollcall and, in second rollcall, that is to be held 30 (thirty) minutes later, with any number of present members.

Article 13th – The summoning of the General Assembly shall be performed via a public announcement posted at the SPVS headquarters at an easy-to-see location, via a letter distributed to all the members, or the publication of an advert in a newspaper with wide local circulation, displaying the date, the time, the location, and the agenda to be discussed.

Article 14th – The proceedings of the General Assembly will be directed by the Chair of the Deliberative Board, who may be aided by one of the members present, who will serve as secretary.

Article 15th – It is the responsibility of the General Assembly:

I – to reform this Statute;

II – to elect and to dismiss members of the Deliberative Board, the Audit Committee , the Executive Director and the Guaraqueçaba FundManagement Committee;

III – to approve the programs, reports and balance sheets elaborated by the Executive Director, Audit Committee and Deliberative Board;

IV – to deliberate on the admittance of effective members;

V – to decide on the payment of monthly or annual fees by the members;

VI – to judge appeals filed against the application of penalties established in Article 8th of this Statute.

First Paragraph – The deliberations will be made by a simple majority.

Second Paragraph – The deliberations referred to in items I and II, provided that what is established in the previous paragraph is observed, will be made in an Assembly especially summoned for this end.

CHAPTER 7

On the Deliberative Board

Article 16th – The Deliberative Board shall be comprised of the Executive Director, who shall not have voting rights, one member of the Audit Committee , and by up to 20 (twenty) members elected by the General Assembly.

Sole Paragraph – The tenure of the members of the Deliberative Board shall have a duration of four years, and their reinstatement is permitted.

Article 17th – The Deliberative Board shall gather whenever it is summoned by its Chair, by 1/3 (one third) of its members, by the Chair of the Audit Committee , by the Executive Director, or by 1/5 (one fifth) of the effective members, being installed with the presence of 1/3 (one third) of its members in the first roll call, or 30 (thirty) minutes later, in a second roll call, with the presence of any number of participants.

Sole Paragraph – The summoning which this Article deals with shall be performed via a public announcement posted at the SPVS headquarters at an easy-to-see location, via a letter distributed to all board members, displaying the date, the time, the location, and the agenda to be discussed.

Article 18th – The Deliberative Board shall elect a Chair amongst its members for a two-year term, and the reinstatement of the chair is allowed.

Sole Paragraph – It is responsibility of the Chair of the Deliberative Board:

- I – to summon and preside the General Assembly and Board gatherings;
- II – to guide and supervise SPVS activities;
- III – to refer to the General Assembly programs, reports and balance sheets and other documents within its competence;
- IV – to dispatch and sign along with the Executive Director any document that involve, in any such way, the availability or the institution of charges upon property;
- V – to summon members to take part in committees or work groups;
- VI – to perform other duties inherent to the position.

Article 19th – It is responsibility of the Deliberative Board:

- I – to deliberate on Institutional Strategic and Operational Planning and performance indicators;
- II – to approve the annual report presented by the Board of Directors;
- III – to approve the contracting of both internal and external loans;
- IV – to decide on the internal regiment of the Board itself, especially in regards to its organizational structure, routines and plans;
- V – to approve and supervise, if it is the case, the execution of a jobs and wages plan;
- VI – to review and approve programs and accountability reports presented by the Executive Director;
- VII – to deliberate on the acquisition, leasing or encumbrance of property belonging to the institutions patrimony;
- VIII – to name the Executive Director;
- IX – to deliberate on the creation of offices and branches both in Brazil and abroad;
- X – to contribute to the preservation of institutional identity, encouraging, supporting and publicizing SPVS activities;
- XI – to aid the development of fund-raising programs, in order to generate income for the maintenance and development of SPVS;
- XII – to establish, whenever it is deemed necessary, new membership categories, complying with what is established in paragraphs first and second of Article 2nd of this Statute;
- XIII – to approve the regiment of the Guaraqueçaba Fund Management Committee.

CHAPTER 8

On the Audit Committee

Article 20th – The Audit Committee shall be comprised of 3 (three) members that, preferably, have degrees in Accountancy, and that are elected by the General Assembly for a term of 4 (four) years, and whose reinstatement is allowed.

Sole Paragraph – 2 (two) substitute members of the Audit Committee shall also be elected by the General Assembly.

Article 21st – The Audit Committee will gather whenever it is summoned by its Chair, by the Chair of the Deliberative Board or by the Executive Director, and it shall begin its work with the presence of at least 2/3 (two thirds) of its members.

Article 22nd – The Audit Committee shall elect a Chair among its members for a 2 (two)-year term, and whose reinstatement is allowed.

Article 23rd – The Audit Committee is responsible for:

I – issuing opinions on balance sheets forwarded by the Executive Director, according to the procedures and requirements established herein;

II – issuing opinions on intentions of contracting loans and other financial and patrimonial transactions;

III – overseeing the compliance of this Statute.

Article 24th – It is responsibility of the Audit Committee:

I – to observe Brazilian accounting principles and norms;

II – to publicize, at the end of the fiscal year, the activity report and financial statements, through the integral reproduction in the institution's website and the posting at the atrium of its headquarters with an indication that any citizen may have free access to examine it;

III – to arrange for the posting at the institution's headquarters atrium of certificates of payment of taxes and fees;

IV – to perform audits, including audits by independent external auditors, if that is the case, of the employment of the resources that are object of the term of partnership, according to what is provided in the rules;

V – to provide accounts for all the resources and public goods provided in the term of partnership, according to what is established in Article 70 and following of the Federal Constitution.

Article 25th – Accountability in regards to the previous articles shall be instructed with the following documents:

I – Annual activity report;

II – financial statement for the fiscal year;

III – balance sheet;

IV – statement of resource origin and application;

V – statement of changes in social patrimony;

VI – explanatory notes of financial statements, should they be necessary; and

VII – independent audit opinion and report, as established in Article 19 of Decree 3100/99.

CHAPTER 9

On the Executive Director

Article 26th – The Executive Director shall be named by the Deliberative Board and approved by the General Assembly.

First Paragraph – The function of Executive Director may be financially compensated, provided that the amount paid is in accordance to the local job market in the region corresponding where the director will take actions.

Second Paragraph – The term of the Executive Director shall last 4 (four) years, and whose reinstatement is allowed.

Article 27th – It is responsibility of the Executive Director:

I – to propose SPVS guidelines, goals and action lines to the Deliberative Board, consubstantiated in both annual and multi-annual plans;

- II – to present the annual plan to both the Deliberative Board and the Audit Committee;
- III –to organize, to guide, to execute, to control and to delegate SPVS managing and financial activities, according to annual and multi-annual plans established in item I of this article;
- IV – to employ financial resources according to what is established in the budget, and for that end the executive director may use bank accounts;
- V – to summon and participate in the General Assembly and meetings of the Deliberative Board and Advisory Committee;
- VI – to expedite and sign, along with the chair of the Deliberative Board, any and all documents that result in the availability of property or in the institution of liens over SPVS patrimony, according to what is established in this Statute;
- VII – to hire, via selection process, to license, to suspend, to dismiss, and to establish financial compensation of the professionals involved in both managing and technical activities;
- VIII – to indicate the admittance of new members;
- IX – to represent SPVS, either actively or passively, in courts and outside them, and for such the executive director may constitute proxies, and name and authorize them;
- X – to approve procedures of use of the Reserve Fund, according to what is established in Article 35 of this Statute;
- XI – to name the Financial Institution in charge of managing the Guaraqueçaba Fund;
- XII – to elaborate the annual financial execution plan for the resources endowed by the Guaraqueçaba Fund;
- XIII – to perform the duties that are delegated by the Deliberative Board and the Advisory Committee.

CHAPTER 10

Managing Committee of the Guaraqueçaba Fund

Article 28th – The Managing Committee of the Guaraqueçaba Fund is comprised of, at least, 3 (three) acting members and 2 (two) substitute members who are elected by the General Assembly for a 4 (four)-year term, and whose reinstatement is allowed.

First Paragraph – SPVS employees are not allowed to participate in the Managing Committee, neither are members of its Boards or their relatives up to the third degree.

Second Paragraph– The members of the Managing Committee must preferably have degrees in accounting, finances, law or environmental sciences.

Article 29th– The Managing Committee shall choose amongst its members a Coordinator for a 2 (two)-year term, and whose reinstatement is allowed.

Article 30th– The functioning and framework of the Managing Committee will be ruled by its own set of regulations that shall be proposed by its members and approved by the SPVS Deliberative Board in a session especially summoned for this end, in accordance to what is established in this Chapter.

Article 31st – The Managing Committee is responsible for the management and control of the Guaraqueçaba Fund, which is comprised by the reserve of resources bound exclusively to the maintenance and conservation of land under SPVS dominion that are located in the coast of the State of Paraná, and for this it must:

I – provide a substantiated opinion to SPVS Executive Director on the convenience and opportunity of the transference of funds from the custody account or the account linked to the Guaraqueçaba Fund to another financial institution;

II – plan and coordinate fund-raising actions that are additional to the primary endowment;

III – exert control, of financial and accounting nature, of the Fund and its income;

IV – approve the annual financial plan for the resources endowed by the Guaraqueçaba Fund;

V – annually approve the annual disbursements of the managing financial institution, taking into account the limits and conditions established in the contract of donation of the originating resources;

VI – approve external audit reports on the management of the Guaraqueçaba Fund by the managing financial institution;

VII – give notice to both SPVS and the endowing institution, one year in advance, the possible insufficiency of resources for the management of the areas defined in this article.

Sole Paragraph – When the resources of the Guaraqueçaba Fund are exhausted, and accountability has been properly conducted, the Managing Committee will be extinguished.

CHAPTER 11

Of Patrimony and Income

Article 32nd – Patrimony and income are comprised of all assets and property, including their income, as well as donations, legacies and subventions, from individuals or legal entities, under public or private law, both national and foreign, and from contributions by members.

First Paragraph – The patrimony and income of SPVS shall be applied only in the consecution of its statutory goals.

Second Paragraph – In the hypothesis of the formation of collaboration bonds with Public Authorities, via a Partnership Term, it shall proceed according to what is established in Act 9790/99 or other ensuing legislation.

Third Paragraph – SPVS shall not distribute portions of its patrimony or its income, nor advantages of any kind by way of participation in its results.

CHAPTER 12

Of Liquidation and Dissolution

Article 33rd – Should SPVS be extinguished, its patrimony shall be reverted to another non-profit organization, which has equal or similar goals.

Sole Paragraph – In the hypothesis of SPVS comes to be qualified as a Public Interest Civil Society Organization, the following will be observed:

I – should the institution be dissolved, its net patrimony will be transferred to another legal entity qualified according to the terms established in Act 9790/99 that, preferably, has the same social goal;

II – should the institution lose its legal status, the available patrimony that has been acquired using public resources during the period of time of the qualification shall be transferred to another legal entity qualified according to the terms established in Act 9790/99 that, preferably, has equal or similar goals.

CHAPTER 13

Of Fiscal Year and Accounting

Article 34th – The Fiscal Year shall coincide with the civil calendar and, at the end of each fiscal year, a balance sheet shall be prepared, as well as financial statements and an annual report.

CHAPTER 14

General and Transitory Provisions

Article 35th –SPVS shall also use the trade name “Sociedade de Pesquisaem Vida Selvagem e EducaçãoAmbiental” (“Society for Wildlife Research and Environmental Education”) – SPVS” or simply SPVS.

Article 36th – The remaining financial resources from the Institutional Fundshall be allocated to the Reserve Fund, for the payment of technical and managing infrastructure expenses for environmental projects and programs, taking into account the procedures established by the Executive Director.

Article 37th – The use of the trade name is expressly forbidden in acts that might involve SPVS in obligations related to businesses foreign to its social goal, especially in endorsements, bails and security deposits.

Article 38th – The application of the financial resources obtained via donations shall be disciplined by way of an annual financial execution plan proposed by the Executive Director and approved by the Deliberative Board within 30 (thirty) days of the filing of this Statute.

Curitiba, May 25, 2014

Signed