

IMPORTANT NOTE

The following translation from Portuguese to English aims to provide a clear and accurate interpretation of the “Estatutos da Sociedade Nacional de Belas Artes”. Please note that, for legislative purposes, only the statutes originally written in Portuguese can be considered valid.



STATUTES

This is the complete text, which incorporates the recent amendments as deliberated by the General Assembly at the Extraordinary General Assembly Meeting on 26th June, 2019

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STATUTES OF THE NATIONAL SOCIETY OF FINE ARTS

26th June, 2019

SECTION I: THE SOCIETY AND ITS MEMBERS

CHAPTER I: The Foundation and Purpose of the Society

Article 1

The National Society of Fine Arts is a cultural association which was founded on 16th March, 1901 and was recognized as a legally constituted institution of public benefit on 29th June 1914. The Society has its headquarterd at Rua de Barata Salgueiro in Lisbon and its main aims and objectives are, to promote and assist the progress of art in all its expressions, to defend the interests of artists and the Society's members in particular, in seeking to assist them, both morally and materially; to cooperate with the State and other competent entities in all that concerns national art and the development of artistic culture.

Article 2

In order to meet the objectives indicated in the previous article, it is the particular responsibility of the National Society of Fine Arts:

1. To carry out art exhibitions as indicated in the statutes and also any others that circumstances may justify.
2. To maintain on permanent display at its headquarters, such works of art that belong to the Society or have been entrusted to the Society to care for good conservation;
3. To provide and develop classes in Art Education at its headquarters.
4. To promote artistic and cultural excursions and conferences on art topics and others of cultural interest.
5. To develop a library of works of artistic and cultural interest.
6. To use publications to document and to disseminate National Art.
7. To propose to public authorities such measures as may be useful for the promotion and development of art in defence of National Artistic Heritage
8. To create and maintain, when circumstances allow, means of support for artists and other respective, beneficial services.

§ Without prejudice to the objectives contained in this article, the Society may promote or sponsor other expressions of an artistic, literary or scientific nature, whether national and foreign.

Article 3

The Society may create delegations or appoint representatives in any part of Portugal or abroad.

CHAPTER II: Members

Article 4

Any person or entity who so wishes to, may acquire member status, provided that they satisfy the requirements of Article 8.

Article 5

Foreigners may be admitted as members, provided they have resided in Portugal for more than six months.

Article 6

The National Society of Fine Arts will have the following categories of membership:

- a) **Founders:** Those who, at the date of the merger between the “Sociedade Promotora de Belas Artes” (Society for the Promotion of Fine Art) and the “Grémio Artístico” (Artists’ Guild) were members of either of these groups or those who became members prior to April 1901, the month in which the very first exhibition of the Society was inaugurated.
- b) **Effective Members:** Members, from Portugal or abroad, who hold Higher Education qualifications in Visual Arts or in Architecture and Design, as well as those who, due to their curricular and artistic merit and the opinion of the Technical Council, are proposed by the Directorate and admitted by the Board of the General Assembly.
- c) **Regular Members:** Those without the above-mentioned conditions, but who are interested in the progress of art and society.
- d) **Correspondent Members:** Members who have permanent residence outside Portugal.
- e) **Honorary Members:** Individuals to whom, due to their highly and recognized, artistic merit, or to their exceptional services to Portuguese culture or society. The Board of the General Assembly, on the proposal of the Directorate, may attribute this distinction in accordance with paragraph 7 of article 24 and paragraph 3 of article 31.
- f) **Benefactors:** Persons or entities that have provided relevant services to the Society. The Board of the General Assembly, on the proposal of the Directorate, may attribute this distinction in accordance with paragraph 7 of article 24 and paragraph 3 of article 31.

§ 1 The President of the Republic, while in office, is an honorary president of the Society, after which he will maintain the status of inherent, honorary member.

§ 2 Retired, emeritus and celebrated professors of Higher Education in Fine Art, Architecture and Design are considered inherent, honorary members.

§ 3 Founder members enjoy the same rights as those conferred on effective members.

§ 4 Regular members will be made effective members when they meet the requirements required in the first part of subparagraph b) of this article.

§ 5 Correspondent Members who take up residence in Portugal, will be transferred to regular or effective membership, without the need to pay fees.

§ 6. Honorary members or benefactors may simultaneously belong to any of the categories indicated in subparagraphs a), b), c) or d) of this article, subject to the corresponding requirements.

§ 7 Honorary members or benefactors who at the same time are neither founders, nor effective or regular members, nor correspondents, will enjoy such privileges as granted to all members, but will be unable, however, to vote or be voted for.

Article 7

Members within each category will be registered according to the date of their admission in the respective calendar year and published in the Directorate's reports.

Article 8

Membership admission is decided by the Directorate in accordance with subparagraphs a) to d) of Article 6 and with a signed proposal by the candidate and by two members in full enjoyment of their rights, which must be displayed at the Society's headquarters for a period of eight days, during which any complaint may be filed. After this deadline the Directorate will consider the proposal and vote on it.

Article 9

Minors can only be admitted as members with written authorization from their parents or legal guardian, who accept responsibility for any irregularities or losses caused by them.

§ Members who are minors, under the terms of this article, may neither discuss nor deliberate at General Assembly meetings.

Article 10

Appeals can be made to the Board of the General Assembly on management decisions regarding the admission and qualification of members.

Article 11

It is incumbent upon all members of the National Society of Fine Art: to observe and comply with the statutes and regulations of the Society; to respect the decisions of the management bodies unless legally revoked; to maintain social unity; to strive for the prestige of art and society and to cultivate an associative and mutually supportive spirit.

§ 1. It is the particular duty of founder, effective and regular members, to pay their admission and monthly dues, as established by the General Assembly, along with all percentages or payments established by the statutes and regulations, and to accept and perform, unless justified, the positions or committees for which they were elected or appointed.

§ 2. Correspondent members are equally responsible for paying the fees referred to in § 1, and, in advance, the quarterly, six-monthly or annual fees, reduced by 50% along with all other percentages or payments established by the statutes or regulations.

Article 12

Members who were students of Higher Education courses in Fine Art, Architecture and Design or of courses of the National Society of Fine Art are entitled to a 50% reduction of their respective fees. This benefit will continue until the end of the respective course.

Article 13

Justification for exemption of costs or commissions are as follows:

1. Proven impossibility.
2. Members over the age of 70.
3. Successive re-election to the same position.

Article 14

On fulfilment of their statutory duties, members are entitled:

- a) If founders, effective or regular members are entitled:
 1. To attend free of charge, or at a discount, the exhibitions held at the Society's headquarters and any other artistic or cultural events promoted by it.
 2. To compete for all the Society's exhibitions, within the respective regulations;
 3. To receive free of charge, or at a discount, all publications of the Society.
 4. To make use of the works of the library, within library regulations.
 5. To enjoy occasional benefits in artistic, literary, musical or similar sessions that are held at the Society's headquarters or sponsored by the Society.
 6. To participate in meetings of the General Assembly, to vote and be voted for.
- b) Correspondent members: to enjoy all the benefits referred to in the previous paragraph, except the right to be voted for.

Article 15

Members are considered in full entitlement of their rights after they have paid their membership admission fee and corresponding monthly dues for a minimum period of one year and from then onwards, unless found to have over three dues in arrears.

§ 1. Members may vote, or be voted for, in General Assemblies one year after the date of their admission to the Society.

§ 2. All members will be given a respective identification card, issued by the Society in accordance with the law.

Article 16

Members who have failed to pay their dues for three months will be notified by postal or by e-mail (if their consent has been given) and requested to regularise their situation under pain of losing their membership rights.

Article 17

Members who have made written request to the Board of the General Assembly to temporarily suspend their fees for a period not exceeding one year, may return within that period to enjoy their membership rights, provided that they pay in advance their respective dues, corresponding to one year

Article 18

Members will forfeit membership who:

- a) Present their resignation;
- b) Fail to pay their fees, dues or charges, for more than six months and, after due notification as set out in article 16, continue to fail to pay their outstanding dues.
- c) Aim to damage the good reputation of, or intentionally fail to observe, the fundamental principles of the Society as set out in Article 11.
- d) Impair, through serious indiscretion, the regular functioning and respectability of the Society.

§ 1. Members excluded under the terms of paragraph a), will be readmitted on request.

§ 2. Members excluded under the terms of paragraph b) may be readmitted on settlement of their outstanding debt.

§ 3. Members excluded under the terms of paragraphs c) and d) cannot be readmitted.

SECTION II - ASSOCIATIVE BODIES

Article 19

The associative bodies of the National Society of Fine Art are the Board of the General Assembly, the Directorate, the Fiscal Council and the Technical Council.

CHAPTER III – The Board of the General Assembly

The Board of the General Assembly is composed of effective, founder, regular and correspondent members who are in full enjoyment of their rights.

Article 21

The work of the Board of the General Assembly will be directed by and composed of the President, Vice-President, 1st Secretary and 2nd Secretary. The Vice-President will replace the President at times when the President is impeded.

§ In the absence of the President and the Vice-President, a member appointed by the Board of the General Assembly will preside.

Article 22

The President of the General Assembly is specifically responsible for:

1. Meetings of the General Assembly:
 - a) To call extraordinary General Assembly meetings;
 - b) To call a General Assembly meeting should the Directorate fail to meet the deadlines set in Article 25.
 - c) To determine, on behalf of the Society, the necessary procedures for summoning General Assembly meetings and other documentation as provided for in subparagraphs a) and b) above.
 - d) To direct the work of the general assemblies in accordance with current and official rules and in accordance with the statutes and their regulations.
2. With regard to the electoral process:
 - a) To verify the regularity of competing lists for elections that identify all candidates, specifying the presidents of each of the associative bodies.
 - b) To appoint members of the associative bodies and other elected offices within a maximum period of fifteen days after election.
3. To rapidly deliberate on matters referred to in paragraph 1 of Article 27.
4. To sign the minutes of the General Assembly meetings and sign the respective times of commencement and closure.

Article 23

It is the responsibility of the secretaries to carry out such practical operations relating to General Assembly meetings, as instructed by the President.

Article 24

It is incumbent upon the General Assembly:

1. To deliberate on all proposals and matters submitted for appreciation, in accordance with the statutes and regulations;
2. To elect the Directorate and the remaining members of the associative bodies, as well as the holders of other elected positions, as well as to remove or replace them should they be found to have seriously or repeatedly exceeded their position or to have failed to fulfil their statutory duties.
3. To supervise the strict observance of the statutes and regulations and to carry out procedures for revision or amendment.
4. To decide the cost of dues and admission fees.
5. To discuss and annually vote on management reports and accounts, after consideration of the opinion of the Fiscal Council and budgets proposed by the Directorate.
6. To deliberate on withdrawals from elected positions and to fill the respective vacancies;
7. To deliberate on the appointment of honorary and meritorious members, following informed proposals by the Directorate, in accordance with paragraph 3 of Article 31.
8. To deliberate on proposals presented to it by the Directorate for the exclusion of members and to consider, arbitrate and deliberate over disputes between members and associative bodies in accordance with Article 10.

9. To consider and deliberate on the acquisition or sale of capital, following informed proposals from the Directorate and with the agreement of the Fiscal Council.
10. To deliberate on the dissolution and liquidation of National Society of Fine Art assets.

Article 25

The General Assembly will meet, in ordinary session, by 30th May:

1. Annually, for the purposes indicated in paragraph 5 of Article 24.
2. Triennially, for the election of members of the associative bodies and other positions up for election.

Article 26

An extraordinary meeting of the General Assembly can be summoned:

1. By decision of the President of the Board.
2. At the request of any of the managing bodies.
3. Upon reasoned request, addressed to the Chairman and signed by twenty members in full enjoyment of their rights, attend by the majority at the meeting, without which the assembly cannot address the matter.

Article 27

Invitations to ordinary or extraordinary meetings of the General Assembly will be made with at least fifteen days' notice by post, signed by the President of the General Assembly or by the President of the Directorate, depending on the associative body that convenes the meeting and will include the agenda, day, time and place of the meeting.

§ 1. In order to address matters of extreme urgency, invitations may be sent out with at least five working days' notice.

§ 2. Invitations will be sent by email with the consent of the respective member.

Article 28

Assembly meetings, whether ordinary or extraordinary, cannot take place, on first call, without a majority of members with full and effective rights being present.

§ 1. If, thirty minutes after the time scheduled for the first call, the number of members required by this article continues to be insufficient, then the Assembly may meet, on second call, with any number of members, except in such cases as referred to in numbers 2 to 6 of Article 24, in which the Assembly cannot meet without at least one tenth of members with full and effective rights.

§ 2^o Resolutions on alterations to these statutes will require a favourable vote of at least three quarters of the number of members present.

§ 3. Dissolution of the National Society of Fine Art will require a favourable vote by three quarters of all its members.

Article 29

Personal attendance by members is required at General Assembly meetings, with no other form of representation permitted

CHAPTER IV - The Directorate

Article 30

The Directorate consists of seven members and three representative members.

§ 1. Five effective members, including The President and Vice-President and two surrogate members are elected from among effective members, with the remaining members elected from among regular members. However, all members with voting rights, regardless of their category, will participate in the election of all.

§ 2. Should a vacancy occur, the Directorate will call the respective surrogate to the post, according to votes received or, if equal, then in order of seniority as a member. Should verified vacancies exceed the number of surrogates, then supplementary elections will become necessary.

Article 31

It is the responsibility of the Directorate:

1. To represent the Society in all its acts.
2. To manage the Society and to comply with and enforce the statutes, regulations and resolutions of the General Assembly.
3. To admit effective, regular and correspondent members as referred to in the first part of paragraph b) of Article 6, and to propose to the General Assembly the admission and appointment of effective, honorary and benefactor members as respectively referred to in the last part of subparagraph b) and subparagraphs e) and f) of Article 6.
4. To provide instruction of procedures and to prepare proposals with regard to the exclusion of members, to be submitted to the General Assembly, as indicated in paragraphs b), c) and d) of article 18.
5. To organize exhibitions and other artistic events as foreseen in the statutes.
6. To manage the funds of the Society and to preserve and enhance the assets and buildings that are assigned to it, to ensure the management and maintenance of the João da Silva Museum and to accept subsidies, donations, inheritances or bequests.
7. To organize classes and to appoint the respective teachers.
8. To hire and fire employees and to direct the Society's services.
9. To propose to the General Assembly, when it deems appropriate, the creation of delegations as referred to in Article 3.
10. To annually and formally present the Report and Accounts of the management, for appreciation by the General Assembly.
11. To prepare and submit for General Assembly appreciation, the regulations provided in the statutes, with the exception of those that relate to the internal functioning of the associative bodies, or others considered necessary for the wellbeing of membership services.

12. To generally take all initiatives that fulfil the aims and objectives indicated in articles 1 and 2.

§ It is also incumbent upon the Directorate to convene General Assembly meetings for such purposes, within deadlines, as indicated in article 25

Article 32

At the first meeting after investiture conferred by the President of the General Assembly, the Directorate shall designate the Vice-President, the 1st Secretary, the 2nd Secretary, the Treasurer and the Vice-Treasurer, whose responsibilities will be detailed in the respective regulations.

§ 1. The Vice-President will replace the President in his/her absence and impediment. The 2nd Secretary and the Vice-Treasurer will also replace the 1st secretary and the treasurer, respectively.

§ 2. The President, in addition to his/her own vote, will have a casting vote.

§ 3. Surrogate members may attend and participate in board meetings, but without the right to vote.

Article 33

The Directorate will meet:

- a) Ordinarily, once a fortnight.
- b) Extraordinarily, whenever the President deems it necessary or at the request of three members of the board.

Article 34

The Directorate may not deliberate with less than five of its members

Article 35

The Directorate is jointly responsible for its actions. However, members may vote against a decision, which must be recorded in the minutes, and be exempt from liability, should they be present at the meeting or at the first subsequent meeting they attend.

Article 36

Invested authority of the new Directorate will take place within a maximum period of fifteen days after election, the date of which all society values, documents and other items entrusted to the custody of the outgoing directorate must be handed over and written up in the respective report.

CHAPTER V - The Fiscal Council

Article 37

The Fiscal Council consists of a chairperson, two effective council members and a surrogate. One of the council members and the surrogate must be effective members of the Society.

Article 38

It is the responsibility of the Fiscal Council:

1. To examine all accounts and the Directors' report, and to formally evaluate each, to be presented at the General Assembly meetings indicated in paragraph 1 of article 25.
2. To examine, at least on a quarterly basis and whenever it deems convenient, all formal information of the Society and, on request of the Directorate, to pronounce on matters within the scope of its competence.
3. To report to the President of the General Assembly any irregularity that may have occurred in the reporting or administration of the Society;
4. To attend, in whole or in part, the meetings of the Directorate, whenever it deems convenient.

§ The Fiscal Council will take into consideration the certification of accounts as carried out by a statutory auditor.

Article 39

The Fiscal Council will meet:

1. Tri-monthly and whenever it deems necessary;
2. At the invitation of the Directorate, whenever it is in need of the Council's opinion.
3. Upon just and signed request of twenty members, in order to deal with matters within its competency.

CHAPTER VI – The Technical Council

Article 40

The Technical Council is composed of five effective members and an equal number of surrogates.

1. Three effective members, including the President and Vice-President, and three surrogates are elected among effective members of the Society from different study areas of Visual Arts, from Architecture to Design, with the remaining effective and surrogate members being elected from effective or regular members.
2. In the election of the above, all members with voting rights, regardless of their membership category, may participate.
3. The Fiscal Council may not deliberate without the presence of four of its members.

Article 41

It is the responsibility of the Fiscal Council:

1. To propose exhibitions to the Directorate and to select and exhibit the works competing for exhibition.
2. To cooperate with the Directorate in the appreciation and resolution of all matters of interest to the SNBA, such as art education, the planning and organization of exhibitions, competitions and other cultural and artistic initiatives according to the respective regulations and, on request from the Directorate, to advise on matters within the scope of its competency.

Article 42

At the first meeting after investiture conferred by the President of the General Assembly, the Technical Council shall designate the Vice-President, the 1st Secretary, the 2nd Secretary, whose responsibilities will be detailed in the respective regulations.

1. The Vice-President will replace the President in his/her absence or impediment. The 2nd Secretary will also replace the 1st secretary and surrogate members will replace the other effective members.
2. The President, in addition to his/her own vote, will have a casting vote.
3. Surrogate members will be able to attend and participate in meetings, but without the right to vote.
4. When replacing effective members, surrogates will count towards the quorum and will have the right to vote.

Article 43

The Technical Council will meet:

1. When invited by its president.
2. When invited by the Directorate.
3. Upon reasoned request signed by three members of the council, addressed to the respective president.
4. When invited by the President of the General Assembly.

§ The Technical Council may meet in joint session with the Directorate of the SNBA, under the direction of the Principal.

SECTION III – GENERAL

CHAPTER VII - Exhibitions

Article 44

The SNBA will annually promote the organization of the following exhibitions:

1. Decorative Arts, during the month of January.
2. The Spring Salon (sculpture and oil painting), during the month of March.
3. Drawing, engraving, watercolour and pastel, during the month of May.
4. Architecture and Decoration, during the month of July.

5. The Autumn Salon (sculpture and oil painting), during the month of November.

§ 1. The exhibitions described above may only be cancelled by deliberation of the Directorate after receiving the point of view of the Technical Council.

§ 2. The Society also promotes the following exhibitions:

- a) Temporary, individual or collective exhibitions, with works by members;*
- b) The Annual Members' Exhibition*
- c) The End of School Year Exhibition by the students of SNBA Courses.*

Article 45

In addition to the above-mentioned exhibitions and whenever circumstances suggest and permit, the Directorate, after hearing the point of view of the Technical Council, will organise or sponsor such others as are deemed to be of interest to the aims and objectives of the Society.

Article 46

The Directorate is forbidden to concede the Society's headquarters for collective or individual exhibitions over and above those referred to in article 44, without previously hearing the point of view of the Technical Council.

Article 47

The organization of annual salons and other exhibitions promoted by the Society will comply with the conditions laid out in the respective regulations.

CHAPTER VIII - Social funds and the Society's obligations

Article 48

The Society will use and organize its funds in compliance with relevant legislation and strictly for the purpose of carrying out such activities as meet the aims and objectives which are provided for in these statutes and according to the principles of prudent and rigorous management.

Article 49

The Society's revenues comprise of:

- a) Enrolment fees and dues paid by members.
- b) Receipts resulting from activities realized.
- c) Receipts from transactions carried out by the Society.
- d) Income from capital items or real estate held by the Society.
- e) Income from rights detained by the Society.
- f) Income from financial investments of Society funds;
- g) Subsidies, sponsorships and contributions from public or private entities.
- h) Donations, bequests and inheritances from any public or private entities.

Article 50

The Company's expenses comprise of:

- a) Administration and day-to-day operations.
- b) Expenses specific to activities realized.
- c) Maintenance and upkeep of equipment and other operating infrastructures.
- d) Expenses relating to the conservation and renovation of the Society's heritage in real estate.
- e) Other expenses that may prove necessary in order to meet statutory purposes that the Directorate deems necessary and approves, which must be justified in its annual report.

Article 51

The reserve fund will consist of 5% of the annual accounting balance.

Article 52

Capital allocated for income must be invested in guaranteed capital funds, unless applied otherwise by decision of the General Assembly.

Article 53

The Society is bound by the signature of two members of the Directorate, one of whom will be the Principal or Vice-Principal.

§ In financial matters or those involving expenditure for SNBA, such acts must be formally mediated by the Principal, or in his/her absence by the Vice-Principal, and the Treasurer or, in his/her absence, the Vice-Treasurer.

Article 54

Alienation and encumbrance of any of the Society's real estate or its artistic and documented collection may only be deliberated by the General Assembly, convened exclusively for this purpose and will require a quorum of one quarter of members in full enjoyment of their rights and then only after a favourable vote by at least three-quarters of the members present.

CHAPTER IX – General and Transitional Provisions

Article 55

The regulations mentioned in paragraph 11 of article 31 are as obligatory as are the statutes in all that does not conflict with the principles established therein.

Article 56

Any revision of, or amendment to, the statutes must be made formally by public deed and, with regard to third parties, will only come into effect after official publication.

Article 57

All elected posts will be of three years duration, with re-election permitted for up to a maximum of nine consecutive years.

Article 58

No member may simultaneously hold more than one elected position.

Article 59

Membership is incompatible with the receipt of payment for Society services. No member of the Directorate is permitted to use Society transactions for personal gain.

§ This article does not apply to teachers of the Society's classes.

Article 60

The Society will maintain duly installed:

- a) The Society Library and archives, to be run by a member elected by the General Assembly, who will also elect a surrogate;
- b) The João da Silva Museum, to be run by a member elected by the General Assembly, who will also elect a surrogate.

§ single. The regulations for the organization and operation of the library, the archive and the João da Silva Museum will be approved by the General Assembly, on a proposal prepared by the Directorate.

Article 61

Members of any elected position who, without justification, fail to attend three consecutive meetings of the respective managerial or administrative body will be considered to have resigned.

Article 62

No games of chance nor demonstrations of a political or religious nature are permitted at the headquarters of the Society.

Article 63

Effective members, at the date of approval of these amendments to the statutes, will remain in the same category, whether or not they meet the requirements required by Article 6 (b).

§ Correspondent members who, at the date of this amendment to the statutes, reside in Portugal may remain in this category, if they so wish.
