

## Annex I

### STATUTES OF THE BRAZIL REGION ASSOCIATION OF AIIC

#### CHAPTER I

##### Name, Headquarters, Purpose and Duration

Article 1. The Brazil Region Association of AIIC (hereinafter called simply “AIIC Brazil”) is a non-profit civil association governed by these Statutes, the Brazilian Civil Law Code and other legal provisions applicable thereto.

Article 2. AIIC Brazil is headquartered in the City and State of Rio de Janeiro at Rua Conde de Irajá, 97/503 - Botafogo, Zipcode 22271-020.

Article 3. The purpose of AIIC Brazil is to gather together all the categories of affiliates of the International Association of Conference Interpreters (hereinafter called simply “AIIC Central”) headquartered in Geneva, Switzerland, whose professional addresses are in Brazil, replicating in AIIC Brazil the principles that steer AIIC Central.

Article 4. The duration of AIIC Brazil is not specified.

#### CHAPTER II

##### Members

Article 5. All affiliates of AIIC Central with professional addresses in Brazil shall be accepted as affiliates of AIIC Brazil, regardless of the category to which they belong (“Affiliates”)

Paragraph One. For the purposes of this Clause, the following are the categories of Affiliates always according to the definition of each category published by AIIC Central:

- (a) “Active Members”;
- (b) “Associate Members”; and
- (c) “Candidates” and/or “Pre-candidates.”

Paragraph Two. The status of Affiliate may not be transferred.

Article 6. An Affiliate shall be suspended by or excluded from AIIC Brazil with due cause and as decided by the Board under the following circumstances:

- a) when suspended by or excluded from AIIC Central, after due process has been completed by the AIIC Central Disciplinary and Dispute Committee;
- b) when no longer having a professional address in Brazil.

Sole Paragraph. An Affiliate engaged in exclusion proceedings shall always be assured the right of response and full defence.

Article 7. An Affiliate wishing to resign from AIIC Brazil shall forward written notice of such intention to the Board of AIIC Brazil. The Board of AIIC Brazil will inform AIIC Central of the Affiliate’s resignation.

Article 8. Except for item c) which is an exclusive right of Active Members and d) which is an exclusive right of Active and Associate Members, the rights of all the Affiliates are to:

- a) attend all General Meetings of AIIC Brazil and other forums and/or types of consultations, discussions or decisions, including those conducted through electronic media;
- b) request that a General Meeting be convened, provided that such written request is endorsed by the signatures of at least 1/5 (one fifth) of all Affiliates;
- c) stand for elective positions in AIIC Brazil;
- d) cast votes on matters submitted to the ballot by AIIC Brazil,
- e) submit proposals and propositions as necessary or convenient for pursuing the purposes of the Association, including amendments to these Statutes;
- f) enjoy all the benefits offered by AIIC Brazil; and
- g) sit on any committees, except those reserved for Active Members and Associate Members.

Article 9. The duties of all Affiliates, regardless of their category, are to:

- a) comply with these Statutes, the rules and regulations of AIIC Brazil, AIIC Central and all decisions taken in General Meetings;
- b) contribute to achieving the purposes of AIIC Brazil;
- c) meet all financial obligations punctually; and
- d) contribute to achieving the purposes of AIIC Brazil and strive to ensure the good name thereof.

### CHAPTER III

#### Assets, Revenues and Expenditures

Article 10. The assets of AIIC Brazil consist of all the rights or assets belonging thereto, and any other assets that AIIC Brazil may receive, incorporate, acquire or possess.

Paragraph 1. The revenues of AIIC Brazil consist of the annual amounts transferred by AIIC Central and other revenues established through the General Meeting, revenues brought in through courses and exhibitions, or amounts received as donations.

Paragraph 2. AIIC Brazil shall keep records of its revenues and expenditures, in order to control the financial activities thereof.

Paragraph 3. The expenditures of AIIC Brazil shall be planned in a budget drawn up by the Board and approved by the Members thereof at the last General Meeting held in the previous financial year, taking into consideration suggestions submitted by the Members, as far as possible.

Paragraph 4. The total amount of the expenditures shall never lead to obligations exceeding the total assets of AIIC Brazil, and any possible expenditures in excess thereof shall be reimbursed in full by the party incurring such outlays.

Paragraph 5. The Affiliates shall not be held liable for any obligations accepted by AIIC Brazil, either jointly or on a subsidiary basis.

### CHAPTER IV

#### Entities Empowered to Take Decisions

Article 11. The entities of AIIC Brazil empowered to take decisions are:

- a) the General Meeting; and

- b) the Board

## SECTION I – General Meetings

Article 12. The General Meeting is the highest entity of AIIC Brazil empowered to take decisions, and may be either annual or extraordinary.

Paragraph 1. The General Meeting shall:

- a) elect the members of the Board;
- b) review the Statutes of AIIC Brazil;
- c) examine, discuss and decide on the accounts and the Financial Statements for previous financial years and the budgets drawn up by the Board for the forthcoming financial years;
- d) other items included in the Order of the Day;
- e) dismiss members of the Board; and
- f) dissolve / close down AIIC Brazil.

Paragraph 2. The General Meeting shall meet regularly once a year by the end of April, and on an extraordinary basis whenever convened to do so by the Board, or by 1/5 (one fifth) of its Affiliates.

Paragraph 3. The General Meeting shall be convened through notifications forwarded by letter, e-mail or any other means of communication with proof of receipt thereof, giving an exact indication of the date, time, place and order of the day, inviting Affiliates to submit proposals for inclusion on matters of interest thereto, and documents for discussion at the General Meeting, at least 10 (ten) days in advance.

Paragraph 4. In addition to the matters addressed in the Head Paragraph, the General Meeting of AIIC Brazil held prior to the General Meeting of AIIC Central shall deliberate as stipulated by AIIC Central for such occasions. The order of the day shall include a definition of the position adopted by AIIC Brazil at the General Meeting of AIIC Central, always with the intention of defending the interests of the Brazil Region.

Paragraph 5. Affiliates may attend digitally, by video or audio conferencing. Affiliates unable to attend personally or remotely in a synchronous manner may be represented by another Affiliate, through issuing a power of attorney forwarded electronically up to the day prior to the General Meeting, limited to no more than 4 (four) powers of attorney held by each Active or Associate Member.

Paragraph 6. The General Meeting shall be declared open on the first call at the time stated in the published convocation, with 1/3 (one third) of the Affiliates in attendance, or shall be declared open thirty minutes later with any number of Affiliates in attendance.

Paragraph 7. All decisions adopted by the General Meeting, except for matters requiring a qualified quorum as established by the law or these Statutes, shall be taken through votes cast by an absolute majority of the Affiliates with voting rights, attending either personally, remotely or through powers of attorney.

Paragraph 8. The following matters shall require the approval of at least 2/3 (two thirds) of all Affiliates with voting rights, attending personally, remotely or through powers of attorney:

- a) alterations to the Statutes of AIIC Brazil; and

- b) the dismissal of any Member of the Board.

Paragraph 9. Each Active Member and Associate Member shall have the right to 1 (one) vote at the General Meetings of AIIC Brazil. Other Affiliates shall provide merely advisory input.

## SECTION II – Board

Article 13. AIIC Brazil shall be administered by a Board consisting of up to 4 (four) members who shall be appointed respectively to the following unpaid positions:

- a) President;
- b) Vice President;
- c) Secretary; and
- d) Treasurer

Paragraph 1. The Members of the Board are elected by the General Meeting through a secret ballot for a period of 3 (three) years, and may be re-elected and / or dismissed from their positions through decisions taken in compliance with the quora established in these Statutes. Any Member of the Board appointed by Affiliates with voting rights as the representative of AIIC Brazil on the Advisory Board of AIIC Central may only stay in office for a maximum of six consecutive years.

Paragraph 2. The Members of the Board shall represent AIIC Brazil either jointly or individually, as plaintiffs or defendants, before third parties and any federal, state and municipal government departments.

Paragraph 3. The following duties and responsibilities are assigned specifically to the President:

- a) heading up the activities of AIIC Brazil;
- b) together with the Treasurer, opening, operating and closing bank accounts; receiving, issuing, endorsing, signing, cashing or countersigning bank cheques, letters of exchange, bills, duplicate invoices, or other credit papers or business documents, claiming, receiving, negotiating and establishing the form of payment for all debts owed to AIIC Brazil, in addition to issuing and receiving receipts and quitclaims;
- c) as a general rule, representing AIIC Brazil on the Advisory Board of AIIC Central.

Paragraph 4. The following duties and responsibilities are assigned specifically to the Vice President:

- a) replacing the President in case of any impediment, as a Member of the Advisory Board of AIIC Central;
- b) replacing the President and/or any other Member of the Board in case of any vacancy or impediment, and cooperating in all matters related to the interests of AIIC Brazil

Paragraph 5. The duties and responsibilities assigned specifically to the Secretary consist of handling all administrative matters, including those related to holding the General Meetings addressed in these Statutes.

Paragraph 6. The following duties and responsibilities are assigned specifically to the Treasurer:

- a) handling all activities related to the financial, accounting and banking transactions of AIIC Brazil, being empowered to open, maintain and close bank accounts jointly with the President, in addition to receiving, issuing, endorsing, signing, cashing or countersigning bank cheques, letters of exchange, bills, duplicate invoices, or other credit papers or

business documents, claiming, receiving, negotiating and establishing the form of payment for all debts owed to AIIC Brazil, in addition to issuing and receiving receipts and quitclaims;

- b) rendering accounts continuously to the other Members of the Board, submitting the consolidated accounts to the General Meeting of AIIC Brazil for approval thereby, and submitting the accounts to AIIC Central for advisory purposes;

Paragraph 7. In case of any temporary absence of any Member of the Board, the Members of the Board may elect any other Active Member willing to accept the position, in order to serve as a provisional substitute.

Paragraph 8. In case of any resignation, vacancy or permanent impediment of one or more Members of the Board, the Members of the Board shall elect an active member as a replacement who shall remain in the position until the next General Meeting.

Paragraph 9. The Board shall be assisted in the performance of its activities by other Affiliates on voluntary and non-remunerated bases, either individually or through committees set up as required.

Paragraph 10. The Board shall meet either in person or remotely at the discretion of its Members as required for the proper performance of the duties and responsibilities assigned thereto.

Article 14. Positions on the Board shall be open to Active Members whose financial obligations are fully settled, compliant with the following rules and procedures:

- a) Unless there are no other candidates with this profile, it is desirable (although not necessary) for candidates standing for seats on the Board of AIIC Brazil to have belonged to AIIC Central for at least 5 (five) years, with a track record of engagement in the activities of the Brazil Region, familiarity with the basic documentation of AIIC Central and the functioning and activities of its various entities, groups and committees, in addition to having attended at least one General Meeting of AIIC Central;
- b) Candidates may run individually or on platforms, clearly indicating their name(s) and intended position(s);
- c) Candidacy notifications may be submitted to the Secretariat, as well as to the electronic Forum of AIIC Brazil, in order to advise the Affiliates thereof 60 (sixty) in advance of the ballot;
- d) On expiry of the deadline for submitting candidacy notifications, the final list of the individual names and/or platforms shall be notified officially to the Affiliates.

## CHAPTER V

### Dissolution

Article 15. In case of dissolution of AIIC Brazil, the remainder of its net assets shall be allocated to a municipal, state or federal institution with identical or similar purposes, through a decision taken by 2/3 (two thirds) of the total number of Affiliates with voting rights, taken at an Extraordinary General Meeting convened specifically for this purpose.

## CHAPTER VI

### General Provisions

Article 16. The financial year of AIIC Brazil shall begin on January 1 and end on December 31 each year. At the end of each year, the Financial Statements shall be drawn up and a Treasurer's Report prepared for the period, listing the revenues and expenditures recorded during the financial year in question, for subsequent examination and approval by the General Meeting.

Article 17. The terms and concepts set forth in these Statutes must be construed in the light of the Statutes, Internal Regulations and other rules steering the functioning of AIIC Central, with Affiliates being empowered to request additional explanations from the President of the Board and/or to convene a General Meeting in order to address the matter, as applicable thereto.