

Statutes Calouste Gulbenkian Foundation



CALOUSTE GULBENKIAN
FOUNDATION



Decree-Law no. 40 690

The Calouste Gulbenkian Foundation is constituted pursuant to the present diploma and the statutes that form an integral part hereof.

As such, this is the first step in the realisation of the generous thought of its founder, the British subject Calouste Sarkis Gulbenkian, whose heritage forms the assets of this institution.

The importance of the means given to it by his will represents the material guarantee of achieving the action proposed, which encompasses the noblest objectives of human solidarity.

On the one hand, it was his intention to enable benevolent activity to be developed in the field of assistance.

On the other hand, he had in mind that a widespread effort should be initiated and continued at the level of culture, in its educational, artistic and scientific expressions, providing the indispensable resources for so many.

The institution corresponds to this dual purpose, and it will rise in accordance with the will of the testator, and to which the large remainder of his inheritance pertains. Although the Foundation is of Portuguese nationality and has its seat in Lisbon, it will operate not only in Portugal, but also in any other country where it is advisable or convenient.

We are facing a fine example of understanding the social function of wealth, of opposing selfishness which seems to take hold of the World and which tends to sacrifice the higher notion, that fortune represents moral duties, that cannot be forgotten nor declined. No one understood this more clearly than this great creator of wealth, Calouste Sarkis Gulbenkian.

What his intelligence, energy and work have accumulated over many years ultimately reverts to the community in material and spiritual benefits.

The Founder chose Portugal to establish the seat of the Foundation and he wanted it to be set up in accordance with our laws, which, first and foremost, is a token of affection and preference for the Country, where he was welcomed at a delicate time in the international situation, where he spent the last years of his active life and where he settled. All Portuguese people are grateful to him for this distinction.

But not only sentimental motives could determine such an important choice, and, necessarily, other, more conscious and reflected reasons weighed on the mind of the testator. He well knew the value of the Portuguese peace and the guarantee that it represented for the work that would prolong his ideas. He greatly appreciated the tranquillity that he enjoyed among us and he valued what is stable in the institutions and the social balance, which are the mirror of our personality, and furthermore he knew the degree of respect that is professed in Portugal, in such cases, for the will of the founders. For all these reasons, the decision he took was also an act of faith and confidence.

The just expectations of those who handed over to our country the guardianship of a magnificent legacy shall not be belied, and the administration of the Foundation, a majority hereof being Portuguese, shall not cease to fully honour such trust, by means of the correctness of its actions and by the scruple placed in executing the will of the testator.

In these terms:

Using the power conferred by the first part of paragraph 2 of Article 109 of the Constitution, the Government hereby decrees and I hereby promulgate, as law, the following:

Article 1

The Calouste Gulbenkian Foundation, created by Calouste Sarkis Gulbenkian, in a will dated 18 June 1953, is a private institution of general public utility, with its seat in Lisbon, perpetual and with legal personality, which shall be governed by the statutes annexed to this diploma and which form an integral part hereof, and subsidiarily, by the applicable Portuguese legislation.

Article 2

The objectives of the Foundation are charitable, artistic, educational and scientific.

Article 3

The assets of the Foundation are formed by the assets and values referred in Article 8 of the Statutes.

Article 4

The Foundation is managed is by a Board, composed of three to nine members, one of whom will be the President, the majority of whom must have Portuguese nationality.

Article 5

The annual assessment of the inventory of the assets of the Foundation and the balance sheet of revenues and expenditures of the previous year, as well as verifying that the income is applied in accordance with the objectives of the Foundation, shall be the responsibility of the Statutory Auditor, which shall be constituted in accordance with the statutes.

Article 6

The Foundation is exempt from property tax in respect of immovable property intended for its installation or the direct achievement of its objectives, and it also benefits from exemptions from other taxes, that similar institutions benefit from, pursuant to the legislation in force, and in particular the exemption foreseen in Article 1 paragraph a) of Decree-Law no. 37 578, of 11 October 1949.

Article 7

The expropriations of the immovable property which is essential for the achievement of the objectives of the Foundation are considered of public utility, and the regime of Decree-Law no.23 465, of 18 January 1934, is applicable to the eviction of tenants from buildings belonging to it, when the premises occupied by them become necessary for the achievement of said objectives, except for the time period, which will be six months, and except for the compensation due to the evicted tenant, which will be determined in accordance with the provisions of Article 69 paragraph 3 subparagraph c) of Law no. 2030, of 22 June 1948.

Article 8

The present diploma shall enter into force immediately. For publication, to be complied with in accordance with its terms.

Chambers of the Government of the Republic, 18 July 1956. FRANCISCO HIGINO CRAVEIRO LOPES – António de Oliveira Salazar – Fernando dos Santos Costa – Joaquim Trigo de Negreiros – João de Matos Antunes Varela – António Manuel Pinto Barbosa – Américo Deus Rodrigues Thomaz – Eduardo de Arantes e Oliveira – Raul Jorge Rodrigues Ventura – Francisco de Paula Leite Pinto – Ulisses Cruz de Aguiar Cortês – Manuel Gomes de Araújo – Henrique Veiga de Macedo.

To be presented to the National Assembly.

Statutes of the Calouste Gulbenkian Foundation

Chapter I

Nature, nationality, duration and seat of the Institution

Article 1

The Calouste Gulbenkian Foundation, created by Calouste Sarkis Gulbenkian in his will of 18 June 1953, with which he passed away on 20 July 1955, is a private institution of general public utility, endowed with legal personality, which shall be governed by the present statutes, and in all that is not provided for herein by the applicable Portuguese legislation.

Article 2

The institution is Portuguese and perpetual.

Article 3

Its seat is in Lisbon, whereby, however, branches can be created where deemed necessary or convenient.

Chapter II

Objectives and locations of the activities of the Foundation

Article 4

The objectives of the Foundation are charitable, artistic, educational and scientific.

Article 5

The Foundation will operate not only in Portugal, but also in any other country where its administrators deem it appropriate to operate.

Article 6

It is up to the administration of the Foundation to choose, from among the objectives of the institution, not just of one or of those to be achieved in each place in particular, but, furthermore, the form and the process of such achievement.

Article 7

In addition to the general objectives mentioned in Article 4, the Foundation shall, in accordance with the express terms of the will of its founder, furthermore, have the following special objectives:

- a) Provide for all grants, certain and determined, which the testator, at the time of his death, had regularly given to any natural person or to any charitable, artistic, religious or scientific institution, regardless of seat or place of activity;
- b) Provide for the grants that at the date of determining the will were granted by the testator to the Yedi-Kule Hospital in Istanbul and the Gulbenkian Library in Jerusalem;
- c) Provide for the life annuities and retirement pensions established in the will;
- d) Provide for all further charges and execute all provisions of the will that the executors, for whichever circumstance, may not have been able to carry out, in particular the provisions of the respective Clause 24.

Sole §

Any doubts which may arise in connection with the implementation of the special objective referred to in paragraph a) of the introduction to the present Article shall be freely resolved by the administrators of the Foundation.

Chapter III

Assets

Article 8

The assets of the Calouste Gulbenkian Foundation consist of:

- 1.º All the assets of the inheritance estate of the testator, whatever the nature and location of their situation, to which no different destination has been given in the will of the testator;
- 2.º All the assets that form the capital of trusts created by the testator, whether during his life or in his will, in favour of third parties, to the extent that such trusts, for whatever reason, become

extinguished, whenever no other destination is given to the respective assets by the title of constitution of such trusts;

- 3.º The assets that the Foundation acquires with the disposable income from its assets;
- 4.º The grants, occasional or permanent, that may come to be granted to it by any persons governed by public law; and, furthermore,
- 5.º All other assets that may accrue to the Foundation based on any other free title.

Article 9

The Foundation may:

- a) Acquire immovable properties, not merely those necessary for the establishment of its seat, branches and charitable, artistic, educational or scientific institutions created or maintained by it, but also those deemed appropriate to acquire by its administration in order to achieve a more productive, or less random, application of the values of its patrimony;
- b) Accept pure donations and legacies, as well as conditional or onerous donations and legacies, provided that in the latter cases the condition or the burden does not conflict with the objectives of the institution.

Chapter IV Administration

Article 10

The administration of the Foundation is the responsibility of a Board of three to nine members, one of whom will be the President.

Article 11

Since the Foundation is Portuguese and it must operate under the laws of the country, the majority of the Board members must be Portuguese nationals.

Article 12

As long as direct descendants of the founder exist, one of the seats on the Board shall preferably be filled by one of those descendants when, in regard hereof, the circumstances foreseen in the final part of the first rule of Clause 18 of the will of the founder are met.

Article 13

In honour of the memory of the founder the Board of Trustees may create the title of Honorary President of the Foundation for the purpose of awarding the title, at its discretion, to a direct

descendant of the founder. The Honorary President of the Foundation shall not have his own functions and shall, therefore, only be able to carry out those resulting from his position as member of the Board of Trustees if he also sits on such Board.

Article 14

As set forth in the will of the founder, the Board of Trustees has the broadest powers to represent the Foundation, to freely manage and dispose of its assets and to achieve the purposes for which it was established.

Article 15

The Board of Trustees may create any kind of representation outside Portugal in other countries where the Foundation may carry out, occasionally or permanently, its activity and organise it in a manner it deems most effective.

Article 16

For the implementation of what is set out in the previous Article, and further in order to cooperate with it in the performance of its duties, the Board of Trustees may in particular:

- a) Set up bodies, permanent or otherwise, for consultation and information in each of the branches of activity that constitute the object or purpose of the Foundation, to lay down the regulations to which their operation must be subject and to fill the respective positions;
- b) Create not only the trusts provided for in the will, but also any others that prove necessary and convenient for the good and more economic management of the assets of the Foundation and to transfer to them the domain, possession and administration, or only the administration, of any assets that are part of said patrimony;
- c) Delegate, for a fixed or indefinite period of time, to any or some of its members or to natural or legal persons, outside the Board, the representation of the Board, and the exercise of any or some of its powers;
- d) Instruct any person of good repute to perform the ordinary work of the services of the Foundation, acting as Secretary-General and Deputy Secretaries, and to implement the resolutions of the Board of Trustees or the decisions of its members with delegated powers;
- e) Appoint any representatives.

Sole §

The titles of delegation and powers of attorney shall specify the powers delegated or conferred and the conditions to which their exercise is subject.

Article 17

The Calouste Gulbenkian Foundation is bound by:

- a) The signature of any two members of its Board of Trustees;
- b) The individual or joint signature of one or more delegates or of one or more representatives of the Board of Trustees, as stipulated in the respective titles of delegation or mandate.

Article 18

The positions of members of the Board of Trustees chosen by the Founder in the will in which he created the Foundation, and called trustees in the same will, are, as stipulated in such will, for life. The functions of member of the Board of Trustees are also for life when performed by any of the current direct descendants in a straight line of the Founder. The functions of the other members of the Board of Trustees are temporary and renewable, as determined in Article 20.

Article 19

The currently existing vacancies on the Board of Trustees and those that may occur until all the members provided for in Article 10 have been chosen, as first appointment, shall be filled exclusively by the choice of the lifetime members appointed in the will and in office. Vacancies occurring after filling the positions of the Board of Trustees shall be filled by resolution of all the respective members and the same shall be observed when there are no more lifetime members and, under the terms of the previous rule, the filling would exclusively be their competence.

Article 20

The positions of the temporary members of the Board of Trustees shall last for a period of five years and shall always be renewable, pursuant to the provisions of the following Article.

Article 21

At least ninety days before the end of each term of the positions of the temporary members of the Board of Trustees, the Board shall decide, by secret ballot, whether or not to renew. When the decision is to renew, it shall be for the two oldest members of the Board and, where seniority is the same, for the two eldest.

Article 22

The members of the Board of Trustees are remunerated as stipulated in the will.

Chapter V **Supervision**

Article 23

Every year the Board of Trustees will carry out a rigorous inventory of the assets of the Foundation and a balance sheet of all its revenues and expenditures. To this end, it must organise and keep up to date its accounts, under the permanent supervision, as determined in the will, of an accredited firm of chartered accountants.

Article 24

Furthermore, there will be a Statutory Auditor, composed of the General Budgetary Director, the Director-General of Public Assistance and three members nominated respectively by the Lisbon Academy of Science, another by the National Academy of Fine Arts and another by the National Board of Banks and Banking Houses.

Sole §

The functions of the three latter members shall last for a period of five years and shall always be renewable.

Article 25

The Statutory Auditor is responsible to:

- 1.º Examine, by 30 June each year, the inventory of the assets of the Foundation and the balance sheet of all its revenues and expenditures of the previous year, based on reports of the chartered accountants and the documents pertaining thereto;
- 2.º Verify if the application of the income of the assets of the Foundation is done in accordance with its statutory objectives.

Article 26

The Statutory Auditor will annually prepare its expert opinion, which must be published at the expense of the Foundation.

Article 27

The Statutory Auditor shall receive the remuneration that, before entry into function, was determined for it by the Board of Trustees. Such remuneration may be altered at the end of each three-year period.

Chapter VI

Transitional provisions

Article 28

The lifetime members of the Board of Trustees shall proceed, after the approval of the present statutes, pursuant to Article 19 hereof and Clause 18 of the will, to the extent they deem it necessary, to fill, in total or partially, the existing vacancies in said Board.

Article 29

The first Statutory Auditor shall be appointed definitely within the time period of sixty days, as of the date of approval of the present statutes.

Article 30

The first inventory, balance sheets and accounts of the Foundation shall be closed on 31 December 1957.

Lisbon, 5 July 1956.

Kevork Loris Essayan - José de Azeredo Perdigão.

Official Gazette no. 150.

