



BYLAWS
PRESCRIBED FIRE ASSOCIATION OF EUROPE –
NODFYR PORTUGAL

The present Bylaws ('Bylaws') govern the interests of the
PRESCRIBED FIRE ASSOCIATION OF EUROPE – NODFYR
PORTUGAL, a non-profit organisation based in Portugal
(abbreviated to 'NODFYR').

APPROVED
AT THE CONSTITUENT ASSEMBLY OF 26.06.2024
AND ACCORDING TO THE PUBLIC DEED OF 05.08.2024



CHAPTER I NAME, DURATION, PURPOSE, OBJECTIVES, AND HEADQUARTERS

ARTICLE 1 - Name

1. The Association adopts the name PRESCRIBED FIRE ASSOCIATION OF EUROPE – NODFYR PORTUGAL, hereinafter referred to as NODFYR.
2. NODFYR is a private law association, non-profit, and established for an indefinite period.
3. NODFYR is classified as an Environmental Non-Governmental Organization (NGO) under the terms and for the purposes set forth in the applicable legislation.

ARTIGO 2º - Aim

1. NODFYR exists with the aim of promoting environmental, ecological, social and economic sustainability and general well-being by educating, training and practising safe prescribed fire techniques to empower local communities, both technically and institutionally and in terms of traditional knowledge and use of fire, enabling the ecological management of habitats and landscapes and fostering the resilience of territories in the face of climate change

ARTICLE 3 - Objectives

1. To ensure the fulfilment of its purpose, NODFYR commits to, namely:
 - a) Promote, disseminate, and strengthen a culture of fire that encompasses diversity, equity, inclusion, justice, and sovereignty in all domains of territories and their inhabitants;
 - b) Enter into agreements with public and private institutions, both national and international, that encourage scientific research and culture, technological innovation, professional training, sustainable development of rural areas, and environmental protection and its resources;
 - c) Approve, promote, coordinate, and support projects of interaction with society in the field of knowledge and use of prescribed fire, whether of a technical or traditional nature;
 - d) Ensure compliance with the legislation, norms, and regulations in force in each country, autonomous community, and region;
 - e) Disseminate the results of research activities and the production of knowledge about the different uses of fire;
 - f) Inclusively promote training, dissemination, and development activities in the various domains of fire use as an ecological tool for managing territories and their habitats;
 - g) Contribute to the definition and implementation of public policies in its areas of intervention;
 - h) Promote national and international cooperation for the knowledge and dissemination of prescribed fire;
 - i) Promote, both nationally and internationally, the organization of public events, exhibitions, or communication, training, and dissemination activities related to the use of prescribed fire;
 - j) Promote social and cultural activities that collectively benefit the members;
 - k) Provide members with relevant information for their activities;
 - l) Promote the recognition of traditional fire use as intangible cultural heritage of humanity;
 - m) Defend the economic, social, and professional interests of prescribed fire users;
2. The actions mentioned in the previous paragraph may be carried out in cooperation with



legal entities of any nature and with individuals who are not members.

ARTICLE 4 - Headquarters and Branches

1. **NODFYR** has its headquarters at the Centro Coordenador de Transportes Rua 25 de abril Loja nº 11, Sala das Associações, parish and municipality of Paredes de Coura.
2. NODFYR may establish branches and subsidiaries by resolution of the General Assembly, as well as affiliate with national and international organizations with similar objectives.

CHAPTER II MEMBERS, RIGHTS, AND OBLIGATIONS

ARTICLE 5 - Members

1. Individuals or legal entities, both national and foreign, who are interested in the purpose of this association may become members, provided they are admitted under the terms of this article and other statutory rules.
2. **NODFYR** members will have the following categories:
 - a) **Founders:** Individuals or legal entities who sign the Membership Form, participate in the Constituent Assembly of **NODFYR**, or are accepted in this capacity by the Board within six months after the date of the Public Deed of Incorporation;
 - b) **Ordinary Members:** Those who, including the founders, are admitted under the statutory terms after the establishment of the Association, without the possibility of subscribing to Participation Units;
 - c) **Collaborators:** Individuals who are linked to **NODFYR** by an employment contract;
 - d) **Volunteers:** Individuals who, by offering the Association a portion of their free time to carry out agreed-upon activities, may benefit from specific goods and services provided by the Association and are admitted as members by the Board;
 - e) **Temporary Members:** Those who wish to participate occasionally in **NODFYR** activities for a maximum period of 3 months;
 - f) **Honorary Members:** Those who are admitted as such in the General Assembly, upon proposal by the Board, considering the relevance of their activities and the services provided to the association or research in the field of prescribed fire and related matters, and of recognized suitability, without the possibility of subscribing to Participation Units;
 - g) **Supporting Members:** Those who, through their material contribution, enable significant development of the Association's activities, are admitted under statutory terms without the possibility of subscribing to Participation Units.
3. Members referred to in subparagraphs (d) and (e) of paragraph 2 may transition to another membership category upon payment of a regular fee, where applicable.
4. Membership categories are cumulative.
5. Members who are legal entities shall designate the individuals who will represent them at the General Assemblies and, if applicable, in the Governing Bodies.



6. Each member will be assigned a number corresponding to the order of entry of their application.

ARTICLE 6 - Rights of Members

1. The founding members have the same status as the ordinary members, particularly concerning their respective rights and duties.
2. The rights of ordinary members include:
 - a) Attending General Assembly meetings, with the right to vote;
 - b) Electing or being elected as representatives or holding executive positions;
 - c) Participating in the governance and management, as well as in the services and activities of **NODFYR**, in accordance with legal and statutory norms;
 - d) Requesting and obtaining explanations about the administration and management from the **NODFYR** Board;
 - e) Presenting to the General Assembly and the Board anything they consider might contribute to better achieving the social objectives of **NODFYR**;
 - f) Making use of the common services provided by **NODFYR**;
 - g) Receiving information about **NODFYR**'s activities, as well as its economic situation, and examining the minutes and accounts of **NODFYR**;
 - h) Being part of working groups that may be established;
 - i) Receiving a copy of the statutes.
3. Honorary members, collaborating members, and volunteer members enjoy the following rights:
 - a) Receiving discounts on **NODFYR** events, activities, and publications;
 - b) Having access to **NODFYR** informational material;
 - c) Utilizing, under regulated terms, the services made available to them by the association;
 - d) Collaborating in technical-scientific and cultural work.
4. The status of a member is confidential unless otherwise indicated in writing.
5. Ordinary members can only exercise the rights referred to in paragraph 2 if they are up to date with their membership fee payments.
6. Ordinary members who have been admitted for less than six months do not enjoy the rights referred to in items (c) and (d) of paragraph 2, though they may attend General Assembly meetings without voting rights.
7. Ordinary members may be represented by other members at General Assembly meetings if they are demonstrably unable to attend the meeting, through a letter addressed to the Chair of the Assembly, but each member cannot represent more than 2 members.
8. Voting via videoconference is allowed when expressly stated in the meeting notice.

ARTICLE 7 - Duties of Members

1. The fundamental duties of members, under the law, are as follows:
 - a) Timely payment of dues and other financial contributions to the Association;



- b) Enhancing the reputation of **NODFYR**, including publicizing their status as a Member;
 - c) Presenting suggestions and proposals for improvement and contributing to the proper functioning of the governing bodies.
2. Other duties of members include:
- a) Accepting and complying with the provisions of these statutes and other internal rules of the Association;
 - b) Promoting the social and statutory objectives of the Association;
 - c) Collaborating in the initiatives of the Association;
 - d) Performing the duties of the positions to which they were elected;
 - e) Complying with the decisions and resolutions issued by the Board and the General Assembly.

ARTICLE 8 - Loss of Membership

1. Membership status is lost due to:
- a) Resignation;
 - b) Exclusion;
 - c) Suspension;
 - d) Death.

ARTICLE 9 - Resignation

1. The resignation of a member is a voluntary act by which the member expresses the desire to withdraw from the Association.
2. The resignation must be communicated to the Association by registered letter or by email, addressed to the Chair of the General Assembly.
3. The request for resignation from the Association does not exempt the member from fulfilling any obligations that were due as of the date of the communication referred to in the previous number.

ARTICLE 10

Exclusion

1. A member shall be excluded from the Association if they: a) Engage in actions contrary to the objectives of NODFYR or that may, in any way, affect the credibility, prestige, or honourability of the Association or any of its members; b) Violate the rules governing the functioning of the Social Bodies; c) Breach the duties and conduct standards set forth in these statutes and in the Internal Regulations; d) Engage in actions contrary to the Association's patrimonial and financial interests; e) Are in breach of the member duties as described in Article 7.
2. The exclusion of a member shall be decided by the Board of Directors, after consulting the Disciplinary Council, except in the case of the exclusion of founding members, which shall be decided by the General Assembly.



3. For the purposes of paragraph 2, the Board of Directors shall initiate a simplified procedure ensuring the principle of the right to be heard.
4. The decision of exclusion shall be notified to the affected party by registered mail.
5. The exclusion decision results in the loss of membership status, including the consequent loss of the rights referred to in Article 6, the loss of the right to reimbursement of paid contributions, as well as the right to the social assets, without prejudice to the liability for all contributions due during the period of membership.
6. In the case referred to in subparagraph e) of paragraph 1, the General Assembly may readmit the member upon proof of payment of the overdue contributions.

ARTICLE 11

Suspension

1. The membership status shall be suspended by the Board of Directors when a member: a) Assumes a position in executive bodies of political power; b) Performs functions that are clearly incompatible with membership status; c) Requests suspension, citing compelling reasons that are accepted by the Board of Directors.
2. The suspension request must be submitted in writing to the Board of Directors, specifying the reason and the expected period of impediment.
3. During the suspension period, no membership fees shall be payable.

CHAPTER III

ORGANIZATION AND OPERATION

Section I

ARTICLE 12

General Bodies

1. The Association has Social and Operational Bodies.
2. The Social Bodies are the General Assembly, the Board of Directors, the Audit Committee, and the Disciplinary Council.
3. The exercise of any position within the bodies of this association is carried out on a voluntary basis.
4. Notwithstanding the previous paragraph, one or more members of the Social Bodies may be remunerated when the volume of financial transactions or the complexity of administration requires their extended presence, as suggested by the Board of Directors and approved by the General Assembly.

ARTICLE 13

Relations Between Bodies

The members of the bodies are mutually subject to duties of information and cooperation.



ARTICLE 14

Term and Functioning of the Social Bodies

1. The term of office for the Social Bodies is four years, and members may be re-elected one or more times.
2. Whenever vacancies occur during the term that do not affect the quorum of the body, they shall be filled for the remainder of the term by appointment of the respective members.
3. In the event of a vacancy in the majority of the members of any Social Body, after all alternates have been exhausted, partial elections must be held to fill the vacancies within a maximum period of one month, and the new members shall take office within thirty days following the election.
4. The term of office for members elected under the conditions of the previous paragraph shall coincide with that of the originally elected members.
5. Members of the Social Bodies are not permitted to simultaneously hold more than one position within the Association, except in the case of accumulating another position in extraordinary situations, such as exclusion, illness, death, or other inability of another member to perform their duties, until new elections are held.
6. The Social Bodies are convened by their respective Presidents and may only deliberate with the presence of the majority of their members.
7. Decisions are made by a majority vote of the members present, with the President having the right to a casting vote in the event of a tie.
8. Votes concerning the election of the Social Bodies or matters of personal incidence involving their members must be conducted by secret ballot.

Section II

Social Bodies

General Assembly

ARTICLE 15 - Composition

1. The General Assembly is the supreme body of NODFYR, and its members are part of it by their own right and without refusal.
2. The legally constituted General Assembly shall adopt decisions within its authority in accordance with Article 175 of the Civil Code.
3. All members are subject to the resolutions of the General Assembly, including those who are absent, dissenting, or abstained from voting while present.
4. The General Assembly shall be presided over by a board composed of a President, a Vice-President, and a Secretary.



5. It is the responsibility of the President of the Board to direct the proceedings of the General Assembly.
6. The Vice-President is responsible for assisting the President and substituting for them in their absence or incapacity.
7. The Secretary is responsible for verifying attendance and quorum, recording votes, and drafting the minutes of the meetings.

ARTICLE 16 - Powers of the General Assembly

1. The General Assembly has the following powers: a) To amend the statutes and to approve and amend the regulations of NODFYR; b) To adopt resolutions concerning the legal representation, management, and defence of the interests of its members; c) To oversee the activities and management of the Board of Directors; d) To review and vote annually on the Activity Plan and Budget for the following year, as well as the Management Report and Accounts for the previous year; e) To elect, dismiss, and replace the members of the Board of Directors; f) To establish general guidelines that enable NODFYR to fulfil its objectives; g) To set the membership fees that NODFYR members must pay; h) To dissolve and liquidate NODFYR; i) To resolve appeals against the non-admission, withdrawal, or expulsion of NODFYR members.
2. The list of powers indicated in this article is merely illustrative and does not imply any limitation on the broad powers of the General Assembly.

ARTICLE 17 - Meetings

1. The General Assembly shall meet in an ordinary session at least once a year, during the last quarter.
2. The General Assembly shall meet in an extraordinary session whenever necessary, at the request of the Board of Directors or when requested by an equal to twenty-five percent of NODFYR's members.
3. The General Assembly, whether held in person or via videoconference, is governed by the law, the Statutes, the General Internal Regulations, and the interpretative and supplementary rules established by the Board of the General Assembly.
4. If the notice of the meeting explicitly states that it is a hybrid General Assembly (i.e., both in-person and via videoconference), members can choose how they wish to participate, either in person or via videoconference.
5. Participation in the General Assembly via videoconference implies consent for the recording of audio and images during the meeting, as well as authorization for the retention of the recorded audio and images for the purposes of evidence and auditing.



ARTICLE 18 - Operation

1. Notices for General Assemblies shall be sent in writing to all members at least 15 days in advance, specifying the day, place, and time of the meeting, as well as the agenda. Members must be provided with the option to attend and exercise their rights via videoconference, with the necessary link provided for that purpose. No matters other than those specified in the agenda may be addressed at the meeting. Issues raised by each working group shall be mandatorily included in the agenda.
2. The General Assembly shall be presided over by the President of NODFYR or, in their absence, by the Vice-Presidents in order of succession, or, in their absence, by the oldest member of the Board of Directors.
3. The Secretary of the Board of Directors shall act as Secretary of the General Assembly and shall draft the minutes of each meeting, including a summary of the deliberations, the text of the agreements adopted, the list of attendees and those represented, and the numerical results of the votes.
4. At the beginning of each General Assembly, the minutes of the previous assembly, which shall be available to members at least five days in advance, will be approved.
5. The General Assembly shall be validly constituted at the first call with the presence of at least half of its members. The second call shall take place half an hour later, regardless of the number of members present, and this shall be stated in the first call notice.
6. In General Assembly meetings, each member has the right to speak and vote, as well as to hold proxies granted to them by other members, up to a maximum of three delegated votes per member, which must be submitted in a verifiable written form prior to the meeting to the President of the Assembly Board.
7. Decisions and resolutions shall be made by a majority vote of the members present and represented.

Board of Directors

ARTICLE 19 - Composition

1. The Board of Directors shall govern, manage, and represent NODFYR through its President.
2. The Board of Directors shall be composed of the President, Vice-President, Secretary, Treasurer, and a Member-at-Large, all of whom shall have the right to speak and vote in deliberations.
3. The members of the Board of Directors shall be elected by vote in the General Assembly. The voting is free and secret.
4. The election of the members of the Board of Directors shall take place every four years, through an open list that includes all proposed candidates. The candidates with the highest number of nominations shall be elected. The different positions within the Board of Directors shall be designated internally, either by vote or by consensus.



5. The exercise of the position is voluntary, but the Board of Directors may submit to the General Assembly the possibility of compensation.
6. Vacancies on the Board of Directors shall be filled at the first General Assembly held thereafter. However, the Board of Directors may provisionally appoint a member to fill a vacant position.

ARTICLE 20 - Powers

The Board of Directors shall have the following powers:

1. To represent NODFYR through its President, and to manage, administer, and execute the decisions made by the General Assembly in accordance with the norms, instructions, and general guidelines established by said Assembly.
2. To make the necessary decisions regarding representation in public bodies and to undertake all types of legal actions and file the pertinent appeals.
3. To propose to the General Assembly the establishment of membership fees that members must pay.
4. To convene General Assemblies and ensure compliance with the resolutions adopted.
5. To present budgets, financial statements, and the status of accounts for each fiscal year to the General Assembly.
6. To draft the Annual Activity Plan and submit it for approval by the General Assembly.
7. To hire employees for NODFYR as needed.
8. To inspect accounting and ensure the normal functioning of all services.
9. To establish working groups to achieve NODFYR's objectives more effectively and efficiently, and to authorize the activities planned by these groups. To this end, appoint a representative from the Board of Directors to oversee each working group as proposed by the group.
10. To carry out the necessary actions with public bodies, entities, and/or other individuals to achieve: a) The recognition, training, certification, and accreditation of prescribed fire technicians and users; b) Subsidies or other assistance; c) The use of locations, land, or buildings necessary for the development of NODFYR's activities.
11. To open bank accounts and manage existing funds.
12. To appoint, from among the members, a Disciplinary Council to handle cases of non-compliance with obligations within the association.
13. To resolve provisionally any unforeseen cases in the present statutes and report them to the next General Assembly.

ARTICLE 21 - Operation



1. The Board of Directors shall meet at least once a month, with meetings potentially held via teleconference, videoconference, or other real-time communication methods.
2. Meetings of the Board of Directors shall be convened by the President or at the request of two other members of the Board, with the agenda items specified whenever possible.
3. Notices for meetings shall be sent via email or other expedient means to each member of the Board of Directors, with at least five days' notice. In urgent cases, the notice period shall be as specified in the meeting call.
4. Decisions shall be made by a majority vote of the participating members, with no abstentions allowed. The President shall have the casting vote in the event of a tie.
5. The quorum for constituting a valid meeting of the Board of Directors is four/two of its members.
6. The quorum for making decisions is four/two of its members, one of whom must be the President or Vice-President.

ARTICLE 22 - Representation to Third Parties

1. The Association shall be bound by the signature or involvement of the President of the Board of Directors together with another member of the Board.
2. The Board of Directors may appoint a representative or establish a proxy for the execution of specific acts or categories of acts, in accordance with legal provisions.

Supervisory Board

ARTICLE 23 - Composition

1. The Supervisory Board is composed of a President and two members elected at the General Assembly for a term of four years, with the possibility of re-election.
2. There may be an equal number of alternates who will become full members as vacancies arise, in the order in which they were elected.
3. In the event of a vacancy in the position of President, the position shall be filled by the first member, and the vacated member position shall be filled by an alternate.

ARTICLE 24 - Powers and Operation

1. The Supervisory Board shall have the following responsibilities:
 - a) To examine the Association's accounts and treasury services whenever deemed necessary;



- b) To review and provide an opinion on the balance sheet, report, and accounts of the fiscal year prepared by the Board of Directors;
 - c) To offer opinions on any matters submitted to it by the General Assembly or the Board of Directors;
 - d) To meet whenever necessary, with meetings being convened by its President or, in their absence, by one of the members, using email or other expedient means directed to each of the remaining members;
 - e) Decisions of the Supervisory Board shall be made by a majority vote of the members present.
2. The Supervisory Board is guaranteed access to all information of NODFYR, regardless of its format, that is held by other governing bodies and necessary for the fulfilment of its duties.
 3. The Supervisory Board may request from the Board of Directors any information it deems necessary to fulfil its duties, and may also propose extraordinary meetings to discuss specific issues of significant importance with the Board of Directors.
 4. The Supervisory Board shall meet whenever it deems appropriate, at the call of the President, and must meet at least once every six months.

Disciplinary Council

ARTICLE 25 - Composition

1. The Disciplinary Council is composed of a President and two members elected at the General Assembly for a term of four years, with the possibility of re-election.
2. There may be an equal number of alternates who will become full members as vacancies arise, in the order in which they were elected.
3. In the event of a vacancy in the position of President, the position shall be filled by the first member, and the vacated member position shall be filled by an alternate.

ARTICLE 26 - Powers and Operation

1. The Disciplinary Council shall have the following responsibilities: a) To conduct disciplinary proceedings against members of NODFYR in accordance with disciplinary regulations approved by the General Assembly, whenever it becomes aware of any actions that may constitute a disciplinary offense, including any action or omission that wilfully or negligently violates the duties set forth in the Statutes, internal regulations, and the Law. b) To present the conclusions of all disciplinary proceedings to the General Assembly, with the knowledge of the Board of Directors, in the form of a proposal for either a charge or dismissal order, as appropriate.

CHAPTER V

Technical Committees and Working Groups



ARTICLE 27 - Establishment

1. Working Groups may be established at the initiative of the Board of Directors or the General Assembly whenever deemed necessary for the proper development and understanding of matters that require such an approach.
2. The Board of Directors shall approve the establishment of these Working Groups and delegate one of its members to communicate the information.
3. The work produced by the Working Groups shall be reviewed by the Board of Directors before being made public or used in any activity or procedure.
4. In addition to other committees and Working Groups that may be established, there must be, as a mandatory minimum, one Technical Committee for each professional group.
5. The decisions of these Technical Committees and Working Groups may concern matters relevant to all members or specific groups of members, regardless of their qualifications and professional competence. However, when decisions affect the professional competencies of certified groups, they may only be decided by the corresponding Technical Committee.

CHAPTER VI Economic Regime of NODFYR

ARTICLE 28 - Revenues

1. NODFYR does not possess any foundational assets.
2. The economic resources available to NODFYR are as follows:
 - f) Membership fees set by the General Assembly for its members;
 - g) Subsidies, grants, and any other type of financial support, assets of any nature, donations, inheritances, legacies, and participations that are allocated to or entitled to NODFYR permanently;
 - h) Rental income from any property it may acquire and other revenues that may be generated;
 - i) Organization and implementation of training and capacity-building activities;
 - j) Organization and execution of events related to exchange and training, dedicated to the use of fire;
 - k) Conducting exhibitions and selling its own publications;
 - l) Conducting studies and supporting scientific research activities;
 - m) Preparation of planning work in the field of fire use;
 - n) Other income that may be created and any other funds raised.
3. All members of NODFYR are obligated to contribute to its economic sustenance through ordinary or extraordinary fees or levies, in proportion and frequency determined by the General Assembly, based on a proposal by the Board of Directors.
4. Bank accounts shall be opened with the signatures of the President, the Treasurer, and the Secretary.



CHAPTER VII Final Provisions

ARTICLE 29 - Fiscal Year

The fiscal year corresponds to the calendar year.

ARTICLE 30 - Dissolution and Disposal of Assets

1. The Association shall be dissolved:
 - a) By resolution of the General Assembly;
 - b) Upon the dissolution of all its members;
 - c) By judicial decision declaring its insolvency.
2. The Association shall also be dissolved by judicial decision:
 - a) When its purpose has been fulfilled or has become impossible;
 - b) When its actual purpose does not coincide with the purpose stated in its founding act or in the bylaws;
 - c) When its purpose is systematically pursued through illegal or immoral means; and,
 - d) When its existence becomes contrary to public order.
3. If dissolution and termination are agreed upon, the General Assembly shall take appropriate measures regarding the disposition of its assets and rights, as well as the purpose, termination, and liquidation of any pending operations.
4. The General Assembly shall appoint a Liquidation Committee if necessary.
5. Any net proceeds resulting from the liquidation shall be directly handed over to a Public or Private Entity that aligns with the Association's purpose, particularly one that supports the recognition of prescribed, technical, or traditional fire use and assists its practitioners.
6. The functions of liquidation and execution of the resolutions mentioned in the preceding paragraphs of this article shall be the responsibility of the Board of Directors, unless the General Assembly assigns this task to a specially designated Liquidation Committee.

ARTICLE 31 - Subsequent Obligations

1. Upon the dissolution of the Association, the powers of its Governing Bodies are limited to performing only those acts necessary for the preservation and liquidation of the Association's assets and the conclusion of pending matters. For any remaining acts and for any damages arising from them, the Directors who carry them out shall be held jointly liable.



2. The Association shall only be liable to third parties for obligations incurred by the Directors if those third parties acted in good faith and if the dissolution was not duly publicized.

ARTICLE 32 - Gap-Filling and Internal Regulation

1. In all matters not covered by these Bylaws, including the composition, competence, and functioning of any of the Association's Governing Bodies, the supplementary legal provisions shall apply, particularly the relevant articles of the Civil Code and the Law regulating the use of fire.
2. Provisions not covered by these Bylaws that require specific regulation shall be developed in the Internal Regulations, upon proposal by the Board of Directors, and duly approved by a three-quarters majority of the members present at the General Assembly.
3. Any gaps shall be resolved by the General Assembly in accordance with the applicable law.