

INSTITUTO ALANA  
*AMENDMENT TO THE BYLAWS*

**ANNEX I**

**BYLAWS OF INSTITUTO ALANA**

**CNPJ/MF No. 05.263.071/0001-09**

**CHAPTER I**

**NAME, PRINCIPAL PLACE OF BUSINESS, JURISDICTION AND DURATION**

**Article 1** – INSTITUTO ALANA is a nonprofit private law entity with an indeterminate duration, and principal place of business and jurisdiction in the municipality of São Paulo, State of São Paulo, at Rua Fradique Coutinho, 50, 11o. andar, CEP 05416-000, Pinheiros, and may open branches in any location of the Brazilian territory.

**CHAPTER II**

**PURPOSES AND GOALS**

**Article 2.** The purpose of INSTITUTO ALANA is to encourage and promote social welfare, education, culture, sports, the protection and fostering of the population in general, with a view to giving value to human beings and improving their quality of life, creating an awareness that will enable them to foster their development, the development of their families and the community in general, without distinguishing race, color, political choices and religious beliefs. Its purpose is also to develop activities and projects that instigate the development of full capacities and defend the rights of children and adolescents, in keeping with its mission of “HONORING THE CHILD”.

**Paragraph 1.** INSTITUTO ALANA may in order to comply with its institutional purposes, use all means permitted in law, and may especially:

- a) perform any legal acts or activities to execute its goals, create spaces to promote debates, discussions, actions, symposiums, conferences related to its corporate purpose;
- b) draw up, implement and operate, directly or through third parties, projects for the social welfare, protection and fostering of underprivileged peoples;
- c) promote culture through activities, courses, talks, events and other means it deems convenient, together with the community;
- d) advance health through research and the implementation of nutrition and educational programs;
- e) defend, preserve and conserve the environment and encourage sustainable development;
- f) promote citizenship through bodies such as volunteer teams;
- g) stimulate sports practices;

- h) promote education through research, support to management and also directly via elementary and middle schooling and professional training courses;
- i) give value to and promote research and disclose national and international surveys on any subject-matter related to children and their wellbeing;
- j) guide and train professionals of any field with a view to developing and protecting children;
- k) organize courses, talks, congresses and seminars, for training purposes or not, with a view to enhancing the technical skills of professionals and students in any field across the Brazilian territory;
- l) enter into agreements with any form of media to disseminate the Institute's corporate purpose;
- m) promote the integration of several professional areas, in any field whatsoever, to hold debates on themes proposed by the Institute;
- n) train volunteers;
- o) establish strategic alliances and agreements with similar national and international institutions and also foster and disclose the work of other international NGOs that have conducted projects in other countries;
- p) forge partnerships and agreements which may be required with public and private entities for the realization of the Institute's projects;
- q) promote, support and develop, in their various stages, research, culture and teaching, including through technical training; publications; editing, on its own or through third parties, of technical, scientific, cultural and artistic books, magazines and audiovisual material, videos and any other means of dissemination or communications, according to the needs of the activities carried out by the Institute, and to this end, it may forge partnerships with Brazilian and foreign companies and business organizations that operate in the Brazilian movie and video markets, producing, distributing or exhibiting these works;
- r) raise funds and finance social programs and projects that comply with the institutional goals, provided these are previously approved by the General Meeting;
- s) hold fund-raising campaigns to promote and support its activities, including through the rendering of services;
- t) prepare complaints and denouncements with the competent official bodies in connection with situations involving the violation of the rights of children and adolescents it learns of;
- u) prepare and file different collective legal actions, including pertinent public civil actions to its field of activities and/or the interest of its members, especially any related to discussions on infant consumer relations and consumerism to which children are exposed; and
- v) secure the licensing of trademarks and other intellectual property assets for its own or third-party products and services.

**Paragraph 2.** The dedication to the activities provided in paragraph one is made via the direct execution of projects, programs and/or action plans; donation of physical, human and/or financial resources to approved social projects and programs, or yet via the rendering of services to other nonprofit organizations, and public bodies that engage in related fields of activities.

**Paragraph 3.** INSTITUTO ALANA may sell or dispose of the products and services resulting from the activities listed in paragraph one, and all the proceeds, income or operating results shall be mandatorily invest in the performance of its institutional objectives.

**Paragraph 4.** INSTITUTO ALANA does not hand out to any of its members, board members, directors, employees, donators, founders, benefactors or any other individual or legal entity linked to INSTITUTO ALANA, directly or indirectly, possible advantages, net or gross surplus operating revenue, dividends, bonuses, interest or any portion of its assets, which may have been earned from the performance of its activities, and invests these fully to attain its goals.

**Paragraph 5.** INSTITUTO ALANA may hold interest in other associations or companies upon a resolution taken at the General Meeting.

### **CHAPTER III PRINCIPLES AND PERFORMANCE OF ACTIVITIES**

**Article 3.** In performing its activities, INSTITUTO ALANA shall abide by the principles of legality, impersonality, morality, publicity, economicity and efficiency, and shall not discriminate against race, color or religion.

**Sole Paragraph.** INSTITUTO ALANA engages in its activities through the direct execution of projects, programs and action plans, through the donation of physical, human and financial resources, or through the rendering of intermediary support services to other nonprofit organizations or public bodies engaging in related fields of activities.

**Article 4.** INSTITUTO ALANA shall adopt the necessary and sufficient administrative management practices to curb the individual or collective obtaining of personal benefits and advantages by its managers, as well as by their respective spouses, cohabitants and side relations or similar to the third degree, or by legal entities under the control of the persons mentioned above or in which the latter own more than fifty-one percent (51%) of the corporate holdings.

### **CHAPTER IV MEMBERS**

**Article 5.** INSTITUTO ALANA is made up of members, broken down into the following categories, as approved in article 20, letter "f", of these Bylaws:

- a) founding member: signatory of the articles of incorporation of INSTITUTO ALANA;
- b) benefactor: member upon which the General Meeting confers this title due to relevant services offered to INSTITUTO ALANA;
- c) effective member: member named by the Executive Committee and approved after two years of dedicated services to INSTITUTO ALANA;
- d) collaborator: member who periodically renders free services or makes donations in order to maintain the social goals of INSTITUTO ALANA; and

- e) honorary members: public personages of distinguished reputation, who provided material or moral efforts for the aggrandizement of INSTITUTO ALANA, deemed so via a proposal by any member and approved by the General Meeting.

**Paragraph 1.** Any member may at any time request to withdraw from INSTITUTO ALANA on submitting a resignation in writing to the Executive Committee at least thirty (30) days in advance.

**Paragraph 2.** The benefactors, effective, collaborator and honorary members shall be listed in a specific book kept by INSTITUTO ALANA.

**Article 6.** Each founding member, benefactor and effective member shall be entitled to one vote at the General Meeting.

**Article 7.** The following are the rights and duties of the members which have duly paid their social dues:

- a) to vote or be voted for elective positions, subject to the provision in article 6;
- b) to attend the General Meetings;
- c) to take part in events held by INSTITUTO ALANA;
- d) to request from the administrative and oversight bodies all accounting information they may desire, as well as balance sheet data; and
- e) to submit proposals on projects or criticisms with a view to improving the institutional functions of INSTITUTO ALANA.

**Article 8.** The duties of the members are to:

- a) comply with the statutory and regulatory provisions;
- b) accept the decisions made by the General Meetings;
- c) act honorably so as to protect the image and preserve the assets of INSTITUTO ALANA;
- d) cooperate with INSTITUTO ALANA in its drive to meet its goals, through any kind of financial contribution, technical assistance or provision of services; and
- e) attend the General Meetings or meetings to which they may have been summoned.

**Article 9.** The members shall not be held liable, not even jointly, for any liabilities of INSTITUTO ALANA.

**Article 10.** The members shall comply with the provisions herein and in the internal regulations, and the Executive Committee shall levy on the violators thereof the penalties of warning, suspension or dismissal from its membership, depending on the nature and seriousness of the violation committed.

**Sole paragraph.** The violations considered to be subject to the penalties set out in the main section of this article, at the Executive Committee's discretion, are the following:

- a) defaulting on or delaying payment of monthly installments and/or other cash contributions to INSTITUTO ALANA;
- b) legal dissolution, declared bankruptcy or creditors' composition of any member;
- c) failure to report any change in registration data thereby making it impossible to summon the member to the General Meeting;
- d) noncompliance with these Bylaws, especially art. 8; and
- e) for any serious motive and, in this case, a grounded resolution by an absolute majority of those present at the General Meeting specifically called for this purpose shall be required.

**Article 11.** If any penalty is levied, the member may in at most ten (10) days after being notified in writing, appeal to the General Meeting, with staying effects.

## **CHAPTER V STATUTORY BODIES**

**Article 12.** The bodies of INSTITUTO ALANA are

- a) General Meeting;
- b) Executive Committee;
- c) Fiscal Council; and
- d) Advisory Council.

**Paragraph 1.** INSTITUTO ALANA has no form of remuneration for any of the positions on its Executive Committee, Fiscal Council and Advisory Council, or for the activities of its members, whose services are provided entirely free of charge.

**Paragraph 2.** The Committee and Board members shall be vested in their positions upon signing a document of investiture in the respective Book of Minutes.

**Paragraph 3.** The term of office in the corporate bodies shall be extinguished in the event of unjustified failure to attend three (3) consecutive meetings.

## **CHAPTER VI GENERAL MEETING**

**Article 13.** The General Meeting, the highest body of INSTITUTO ALANA, shall be made up of the members with full statutory rights.

**Paragraph 1.** The General Meeting shall be chaired by the President, who shall choose the secretary from among the members present with a voting right.

**Article 14.** It behooves the General Meeting to:

- a) elect and dismiss the members of the Executive Committee, Fiscal Council and Advisory Council;

- b) decide on any amendments to the Bylaws;
- c) decide on the extinguishment of INSTITUTO ALANA, as provided for herein;
- d) resolve on the advisability of disposing of, compromising, mortgaging or exchanging its assets;
- e) resolve on the holding by INSTITUTO ALANA of interest in other associations and companies;
- f) approve the internal regulations and the regulations of the Equity Fund submitted by the Executive Committee;
- g) issue regulatory orders for the internal operation of INSTITUTO ALANA; and
- h) resolve on any matter not provided for herein.

**Article 15.** The General Meeting shall meet ordinarily once a year in the first four months of each year to:

- a) approve the proposal on the annual programming of INSTITUTO ALANA, submitted by the Executive Committee;
- b) examine the annual report, the annual programming of INSTITUTO ALANA, and the respective financial statements of the previous fiscal period submitted by the Executive Committee;
- c) elect the members of the Executive Committee, Fiscal Council and Advisory Council, as applicable; and
- d) discuss and ratify the accounts and balance sheet approved by the Fiscal Council.

**Article 16.** The General Meeting shall meet extraordinarily whenever it is called:

- a) by the Executive Committee;
- b) by the Fiscal Council;
- c) by the Advisory Council;
- d) at the request of the founding members; and
- e) at the request of at least one-fifth (1/5) of the members, as established in article 7 hereof, which have duly paid their social dues.

**Article 17.** The calling of the General Meeting shall be made by way of an announcement put up at INSTITUTO ALANA's headquarters and/or published by the local press, circular letters, or other convenient means, at least ten (10) days in advance, and for the resolutions mentioned in letters "a", "b" and "c" of article 15, the calling of the meeting shall be specifically for that purpose, with the special quorum set out in articles 25, 18, 42 and 43 hereof to be duly regarded.

**Paragraph 1.** Any General Meeting shall be installed at first call upon a majority of members present and at second call, with a minimum of five (5) members present.

**Paragraph 2.** The members may be represented by an attorney-in-fact, but a copy of the power of attorney must be handed in with delivery notice at INSTITUTO ALANA's headquarters before the General Meeting is held.

## CHAPTER VII

## EXECUTIVE COMMITTEE

**Article 18.** The Executive Committee is made up of four (4) members as follows:

- a) one President;
- b) two Vice Presidents; and
- c) one Treasurer.

**Paragraph 1.** The term of office of the members of the Executive Committee is four (4) years, and reelection is permitted.

**Paragraph 2.** In the event of the absence or temporary impediment of any of the Executive Committee members but for the President, who shall automatically be replaced by one of the Vice Presidents chosen from among his or her peers, the others may replace each other without any formal meeting.

**Article 19.** In the event of any vacancy on the Executive Committee, the General Meeting shall meet in at most thirty (30) days after the seat becomes vacant to elect a new member, or indicate a replacement, who shall remain in office until the end of the respective term.

**Sole paragraph.** If the term of office is extinguished due to expiration, it shall be extended for a maximum period of sixty (60) days, until the election of the new Executive Committee, or reelection of the last members of this body.

**Article 20.** It behooves the Executive Committee to:

- a) prepare and submit to the General Meeting the proposal of the annual programming of INSTITUTO ALANA, the annual report and respective financial statements of the latest fiscal period;
- b) prepare the statement of estimated revenues and expenses for the following fiscal period;
- c) meet with public and private institutions for mutual cooperation in activities they share;
- d) elect three members of the Advisory Council;
- e) hire and dismiss employees;
- f) regulate the regulatory orders of the General Meeting and issue executive orders to govern the operation of INSTITUTO ALANA;
- g) approve the entry of a new member, as well the exclusion thereof;
- h) perform all other management acts, with powers to appoint attorneys-in-fact by granting powers of attorney;
- i) resolve on the opening and closing of the Institute's branches or subsidiaries;
- j) set up the Equity Fund, as well as approve *ad referendum* of the General Meeting, the Fund regulations, subject to the provisions herein; and
- k) approve the total or partial redemption of the investments in the Equity Fund, subject to the provisions in its regulations.

**Article 21.** The acts performed by the Executive Committee shall be formalized by way of documents carrying the signatures of two directors in their respective spheres of authority, who may appoint attorneys-in-fact with powers for expressly established time periods.

**Article 22.** It behooves the President to:

- a) represent INSTITUTO ALANA in and out of court;
- b) comply and cause compliance with these Bylaws and other internal regulations;
- c) chair the General Meeting, as well as call and chair the Executive Committee meetings;
- d) sign the documents on INSTITUTO ALANA's active transactions. Active transactions involving over R\$200,000.00 shall be mandatorily signed by with another member of the Executive Committee;
- e) authorize payments of all INSTITUTO ALANA's obligations;
- f) present every six months the trial balance sheet to the Fiscal Council;
- g) direct, based on the estimate drawn up for the fiscal period, the annual preparation and proposed budget for the following fiscal year to be submitted to the Fiscal Council for subsequent approval by the General Meeting; and
- h) resolve on matters which due to their urgency cannot wait for a General Meeting to be called, but is then subject to ratification by the Extraordinary General Meeting to be called in at most thirty (30) days.

**Article 23.** It behooves the Vice Presidents to assist the President in his/her duties or to substitute for him/her in the event of his/her absence or impediment and to assume the position in the event it becomes vacant until the end of the term of office.

**Article 24.** It behooves the Treasurer to:

- a) prepare the annual programming of the Institute's activities and respective budget proposals in accordance with the President's directions;
- b) maintain all of the funds in a credit establishment except for sufficient cash to cover petty expenses;
- c) keep under his care and responsibility all documents related to Treasury;
- d) submit revenue and expenses reports, as requested;
- e) collect and register member contributions, income, donations and gifts, and make sure that INSTITUTO ALANA's books are kept in order;
- f) pay bills authorized by the President;
- g) submit to the Executive Committee and Fiscal Council the Institute's accounting registers, including reports on its financial and accounting performance and equity transactions;
- h) follow up on and oversee the accounting works of INSTITUTO ALANA by accredited professionals, making sure that all tax and labor obligations are duly and timely complied with; and
- i) submit reports on revenues and expenses, as requested.

**Article 25.** The General Meeting may dismiss Executive Committee members for proven incompetence or abuse of power in the exercise of their positions, as established herein,

upon the approval of two-thirds of those present, although no resolution may be taken at first call without an absolute majority of the members, or at least one-third thereof at second call.

**Paragraph 1.** The same General Meeting may decide on the dismissal, appoint an interim substitute, who shall exercise the position for a period of thirty (30) days.

**Paragraph 2.** In a period of twenty (20) days as of the date of the General Meeting that resolved on the dismissal, the choice of the effective substitute for the rest of the term of office shall be made by way of a direct and disclosed vote.

**Paragraph 3.** The dismissal does not entail the exclusion of that member from the membership unless this was due to a violation of these Bylaws.

## **CHAPTER VIII FISCAL COUNCIL**

**Article 26.** The Fiscal Council shall be made up of at least three (3) and at most five (5) members elected by the General Meeting, for a four-year term of office, with reelection to be permitted.

**Paragraph 1.** Once the term of office expires due to lapse of time, it shall be extended for a maximum period of sixty (60) days to the election of the new Council, or reelection of the last Council members.

**Paragraph 2.** In the event of a vacancy, renouncement or permanent disability, a General Meeting shall be called in order to appoint a substitute.

**Article 27.** It behooves the Fiscal Council to:

- a) examine the accounting registers of INSTITUTO ALANA;
- b) pronounce on the balance sheet and financial and accounting performance reports and on the equity transactions concluded, and issue legal opinions to the Institute's higher bodies;
- c) request the Executive Committee at any time to furnish evidentiary documents on economic and financial transactions conducted by INSTITUTO ALANA;
- d) follow up on the works of possible independent auditors; and
- e) call the Extraordinary General Meeting, on sound grounds, in his/her sphere of authority.

**Sole paragraph.** The Fiscal Council shall meet ordinarily every twelve (12) months and extraordinarily whenever required.

**Article 28.** The General Meeting may dismiss the Fiscal Council members for proven incompetence or abuse of power in the exercise of their positions, as established herein, upon the approval of two-thirds of those present, although no resolution may be taken at

first call without an absolute majority of the members, or less than one-third thereof at second call.

## **CHAPTER IX ADVISORY COUNCIL**

**Article 29.** The Advisory Council shall be made up of at least three (3) and at most ten (10) members, all elected by the General Meeting, with three (3) of these to be indicated by the Executive Committee to the General Meeting.

**Sole paragraph.** The members indicated by the Executive Committee may be chosen from among representatives of civil society.

**Article 30.** The term of office of the members of the Advisory Council shall be four (4) years, with reelection/indication to be permitted.

**Sole paragraph.** Once the term of office expires due to lapse of time, it shall be extended for a maximum period of sixty (60) days to the election of the new Council, or reelection of the last Council members.

**Article 31.** In the event of a vacancy on the Advisory Council, when this has attained the minimum number of members, the Executive Committee or the General Meeting shall meet within thirty (30) days in order to elect/appoint a substitute, who shall assume the position until the end of the term of office, when a new member shall be elected/appointed.

**Article 32.** The resolutions of the Advisory Council shall always be made by a simple majority vote of those present.

**Article 33.** It behooves the Advisory Council to:

- a) pronounce on the mission, vision and guidelines of INSTITUTO ALANA;
- b) check whether the activities are in keeping with the mission;
- c) suggest guidelines for actions and the annual activity programming, as well as goals and objectives;
- d) follow up on and suggest internal training programs;
- e) issue opinions on possible amendments to these Bylaws;
- f) call the General Meeting to address matters it deems relevant; and
- g) individually or collectively assist the Executive Committee, as an advisory body, lending its cooperation and attending its meetings whenever these are called.

**Article 34.** The Advisory Council shall meet ordinarily every twelve (12) months and extraordinarily whenever called by the Executive Committee or a founding member, as requested.

## **CHAPTER X NET ASSETS**

**Article 35.** The net assets of INSTITUTO ALANA shall be made up of goods and rights, chattel, real estate, vehicles, livestock, stocks and public debt bonds acquired or received by it in the form of donations, legacies, subventions, assistance or any other legal form, and shall be managed and used exclusively to strictly comply with its social objectives.

**Sole paragraph.** The net assets of INSTITUTO ALANA may only be disposed of or encumbered upon the authorization of the Executive Committee.

**Article 36.** INSTITUTO ALANA'S fund sources are:

- a) assistance, donations, legacies, subventions and other legal acts freely exercised by the members or third parties;
- b) the proceeds of promotional campaigns, courses and seminars sponsored by INSTITUTO ALANA;
- c) revenue owned by INSTITUTO ALANA stemming from activities related to its corporate purpose;
- d) equity and financial income including investments of the funds of the Equity Fund;
- e) other revenues obtained through legally admissible means, including from the exploration of economic activities, the entire results of which are to revert to INSTITUTO ALANA to be invested in its objectives.

**Sole paragraph.** The receiving of funds from any entity with political party purposes is not permitted.

**Article 37.** In the event INSTITUTO ALANA is classified as a Civil Society of Public Interest (OSCIP), in the event of its winding up, its respective net assets shall be transferred to another legal entity, as classified under Law 9790/99, preferably having the same corporate purpose.

**Article 38.** . In the event INSTITUTO ALANA is classified as a Civil Society of Public Interest (OSCIP), and should it obtain and subsequently lose the classification set out in Law 9790/99, the available net assets, acquired with public funds during the time it was classified as such, shall be ascertained based on the accounting registers, and transferred to another legal entity classified as OSCIP, preferably having the same corporate purpose.

**Article 39.** The institution that receives INSTITUTO ALANA's net assets shall not distribute revenue, dividends or any other similar advantage to its members or managers.

## **CHAPTER XI EQUITY FUND**

**Article 40.** The Executive Committee may set up an Equity Fund as part of INSTITUTO ALANA's net assets, which shall be made up of permanent assets, with a view to guaranteeing the sustainability of the Institute and perpetuate its assets and corporate purpose.

**Paragraph 1.** The Equity Fund shall be comprised of capital appropriations by INSTIUTO ALANA and donations made by individuals and legal entities.

**Paragraph 2.** The Equity Fund shall be comprised of goods and funds invested with a view to generating revenue to enable it to meet its corporate purpose and for the permanent upkeep of INSTITUTO ALANA and its net assets.

**Paragraph 3.** The Equity Fund shall be governed by regulations which shall be approved by the Executive Committee, *ad referendum* of the General Meeting.

**Paragraph 4.** The Equity Fund regulations shall be prepared as provided herein and in accordance with the applicable legal and contractual standards.

**Paragraph 5.** The goods and funds that make up the Equity Fund shall be separated from the rest of INSTITUTO ALANA'S net assets, including with separate accounting registers, and shall be managed and invested as provided in the regulations, always prudently and responsibly, with a view to ensuring the continuity of INSTITUTO ALANA'S activities and the perpetuation of its net assets.

## **CHAPTER XII RENDERING OF ACCOUNTS**

**Article 40.** The rendering of INSTITUTO ALANA'S accounts shall at least regard the following:

- a) the fundamental accounting principles and Brazilian Accounting Standards;
- b) disclosure through any efficient means or specific medium that may be required by the public authorities, at the closing of the fiscal period, applicable to the report on activities and financial statements of the organization, with these to be made available for examination by any citizen;
- c) the performance of an audit, including by independent auditors, as applicable, on the investment of possible funds related to the Partnership Agreement, as provided in the regulations; and
- d) rendering of accounts for all funds and goods received from public sources shall be made as established in the sole paragraph of art. 70 of the Federal Constitution.

## **CHAPTER XII SUNDRY PROVISIONS**

**Article 41.** INSTITUTO ALANA shall have internal regulations, which after being approved by the General Meeting, shall govern its activities and its operations, complementary to the provisions set out herein.

**Article 42.** INSTITUTO ALANA shall be dissolved upon a resolution of the Extraordinary General Meeting especially called for this purpose, when it becomes impossible to continue its activities.

**Sole paragraph.** Any possibly remaining net assets shall be given to a similar entity registered with the National Social Welfare Council or to a public entity.

**Article 43.** These Bylaws may be amended at any time upon a consenting vote of two-thirds of those present at a General Meeting called especially for this purpose, and no resolution may be taken at first call without an absolute majority of the members, or less than one-third at a second call.

**Paragraph 1.** In the event they are amended, the amended Bylaws shall become effective on the date they are registered with the Notary Public's Office.

**Article 44.** The fiscal year shall end on December 31 of the calendar year.

**Article 45.** Cases omitted herein shall be resolved on by the Executive Committee, *ad referendum* of the General Meeting.

**São Paulo, May 5, 2014.**

**(signed)**

**ANA LUCIA DE MATTOS BARRETTO VILLELA**

**President**

Legal Counsel in Charge: (signed)  
Ana Carolina Bittencourt Morais  
OAB/SP 206.535

Several stamps.