

**BYLAWS OF INSTITUTO ALANA (ALANA INSTITUTE)**

**CNPJ/MF (Corporate Taxpayer's Registry/Ministry of Finance) No.  
05.263.071/0001-09**

**CHAPTER I  
NAME, HEADQUARTERS, JURISDICTION AND DURATION**

**Article 1 – INSTITUTO ALANA** a non-profit legal entity governed by private law, incorporated as a non-profit organization and indefinite duration, with headquarters and jurisdiction in the City of São Paulo, State of São Paulo, Rua Fradique Coutinho, 50 - 11º andar, CEP (Postal Code) 05416-000, Pinheiros.

Paragraph 1 **INSTITUTO ALANA** may use the “trade name” ALANA and a logo that will represent it.

Paragraph 2 **INSTITUTO ALANA** may maintain facilities anywhere in the national territory.

**CHAPTER II  
OBJECTIVES AND PURPOSES**

**Article 2 - INSTITUTO ALANA** aims to foster and promote social assistance, education, culture, sport, protection and support for the population in general, aiming at valuing human beings and improving their quality of life, raising awareness so that they act in favor of their development, the development families and the community in general, with no distinction of race, color, political party or religious creed. It also aims to develop activities and projects for the development of full capacities and the protection of the rights of children and adolescents, in line with its mission of “HONORING THE CHILD”.

**Paragraph 1 INSTITUTO ALANA**, in order to achieve its institutional objectives, may use all means permitted by law, in particular to:

- a) practice any lawful acts and activities for the execution of its objectives, create space to promote debates, discussions, actions, symposia, conferences related to its corporate purpose;
- b) formulate, implement and operate, directly or through third parties, social assistance, protection and support projects for the population in need;
- c) promote culture, through activities, courses, lectures, events and other means that it deems appropriate together with the community;
- d) promote health through research and implementation of nutritional and educational programs;
- e) defense, preservation and conservation of the environment and promotion of sustainable development;
- f) promote citizenship, through institutes such as volunteering;
- g) promoting the practice of sports;

- h) promote education, through research, management support and also directly through primary, secondary and professional education;
- i) to value, promote research and disseminate national and international research on any matter related to children and their well-being;
- j) guide and train professionals in any area with the aim of developing and protecting children;
- k) to promote courses, lectures, congresses and seminars, whether empowering or not, aiming at the technical improvement of professionals and students in any area throughout the Brazilian territory;
- l) make agreements with vehicles of any form of media to publicize **INSTITUTO ALANA's** corporate purpose;
- m) promote the integration of several professional areas in any area to hold debates on the topics proposed by **INSTITUTO ALANA**;
- n) train volunteers;
- o) establish strategic alliances and agreements with national or international similar institutions, as well as, promote and disseminate the work of other international NGOs with projects carried out in other countries;
- p) celebrate the partnerships and agreements that are necessary with public and private entities for the fulfillment of the projects of **INSTITUTO ALANA**;
- q) promote, support and develop, in its various developments, research, culture and teaching, including through technical training, publications, edition of books, magazines of its own or through third parties, and audiovisuals of a technical, scientific, cultural and artistic nature, videos and any other means of dissemination and communication, within the needs inherent to the activities of **INSTITUTO ALANA**, being able to enter into partnerships with national or foreign companies or business companies that operate in the Brazilian cinematographic and videophonographic market and that produce, distribute or exhibit such works;
- r) raise funds and finance social programs and projects that meet its institutional objectives, as long as previously approved at the General Meeting;
- s) promote fundraising campaigns to promote and support its activities, including through the provision of services;
- t) prepare representations and complaints addressed to the relevant official agencies regarding situations of violation of the rights of children and adolescents that they come to know about;
- u) to elaborate and promote diverse collective legal actions, including public civil actions, relevant to their areas of activity and/or in favor of the interests of their associates, among others, those referring especially to discussions about consumer relations in childhood and consumerism to which children are exposed;
- v) to elaborate and promote diverse judicial interventions, including amicus curiae, in actions that deal with violations of rights or that are of interest to children and adolescents;
- w) carry out government actions to support public and legislative policies in favor of guaranteeing the rights of children and adolescents; and
- x) promote the licensing of brands and other intellectual property assets amid its own or third-party products and services.

**Paragraph 2** - The dedication to the activities provided for in the first paragraph is possible through the direct execution of projects, programs and/or action plans; donation or contribution of physical, human and/or financial resources to approved social projects and programs that have an affinity with the institutional goals and purposes of **INSTITUTO ALANA**, or, still, for the provision of services to other non-profit organizations, and to agencies of the public sector operating in related areas.

**Paragraph 3 - INSTITUTO ALANA** may transfer or dispose of the products and services resulting from the activities listed in Paragraph 1, with all income, resources or operating results mandatorily invested in the achievement of its institutional objectives.

**Paragraph 4 - INSTITUTO ALANA** does not distribute among its associates, directors, officers, employees, donors, members, benefactors or any other natural or legal person connected to **INSTITUTO ALANA**, directly or indirectly, any advantages, gross or net operating surpluses, dividends, bonuses, interests or portions of its assets, earned through the exercise of its activities, and fully applies them to the achievement of its corporate purpose.

**Paragraph 5 - INSTITUTO ALANA** may participate in other associations or companies in a resolution taken at the General Meeting.

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

**Article 3** - In the development of its activities, **INSTITUTO ALANA** shall meet the principles of legality, impersonality, morality, publicity, economy and efficiency and shall not discriminate against race, color or religion.

**Sole Paragraph - INSTITUTO ALANA** is dedicated to its activities through the direct execution of projects, programs or action plans, through the donation of physical, human and financial resources, or the provision of intermediate support services to other non-profit organizations and public sector agencies operating in related areas.

**Article 4 - INSTITUTO ALANA** shall implement administrative management practices, necessary and sufficient to prevent attainment, whether individually or collectively, of personal benefits and advantages by its managers, as well as their respective spouses, partners and collateral or similar relatives as far as a third-degree relative and also by the legal entities of which those mentioned above are controlling shareholders or hold more than fifty-one percent (51%) of the shareholdings.

### **CHAPTER IV** **ASSOCIATES**

**Article 5 - INSTITUTO ALANA** is made up of associates, distributed in the following categories, approved under the terms of article 20, item "F", of these Bylaws:

- a) founder: signatory of the minutes of incorporation of **INSTITUTO ALANA**;
- b) meritorious: one to whom the General Meeting Members confer this distinction, due to the relevant services rendered to **INSTITUTO ALANA**;
- c) effective: one appointed by the Board of Directors and approved by the General Meeting Members after two years of dedication to **INSTITUTO ALANA**;
- d) collaborator: one who periodically contributes free services or donations, to maintain the corporate purposes of **INSTITUTO ALANA**; and
- e) notorious personalities: public figures of notorious reputation who provide material or moral assistance for the enhancement of **INSTITUTO ALANA**, as determined by the proposal of any associate and approval by General Meeting.

**Paragraph 1** - Any associate may, at any time, request their withdrawal from ALANA, upon a written resignation request to the Board of Directors, thirty (30) days in advance.

**Paragraph 2** - Beneficial, effective, collaborative and honorary associates shall be listed in a specific book maintained by ALANA.

**Article 6** - Each founding, beneficial and effective associate shall have the right to one vote at the General Meeting.

**Article 7** - The rights and duties of associates who are compliant with their corporate obligations are:

- a) to vote and be voted for elective positions, subject to the provisions of article 6;
- b) take part in the General Meetings;
- c) participate in events promoted by **INSTITUTO ALANA**;
- d) request the administrative and supervisory agencies of **INSTITUTO ALANA** as much accounting information as they wish, as well as information on the balance sheet; and
- e) submit project proposals and criticisms, with the purpose of promoting the institutional functions of **INSTITUTO ALANA**.

**Article 8** - The duties of associates are:

- a) comply with statutory and regulatory provisions;
- b) accept the decisions of the General Meetings Members;
- c) act with decorum, ensuring the image and conservation of the **INSTITUTO ALANA**'s assets;
- d) collaborate with **INSTITUTO ALANA** in the pursuit of its purposes, through any kind of financial contribution, technical advice or service provision; and
- e) attend the General Meetings or meetings to which they are called.

**Article 9** - The associates do not answer, not even in a subsidiary way, for the charges of **INSTITUTO ALANA**.

**Article 10** - Members must observe the provisions of these Bylaws and internal regulations, applying from the Board of Directors to offenders, warning penalties, suspension and elimination of membership, according to the nature and severity of the fault committed.

**Sole Paragraph:** The following are deemed infractions, liable to the penalties provided for in the head of this article, at the discretion of the Board of Directors:

- a) default or delay in payment of monthly fees and/or other cash benefits due to **INSTITUTO ALANA**;
- b) judicial dissolution, bankruptcy or composition with creditors of any associate;
- c) the lack of communication about the modification of registration data, which makes it impossible to call them to the General Meetings;
- d) non-compliance with these bylaws, notably those provided for in art. 8th; and
- e) serious reasons, in which case there is a need for reasoned deliberation by the absolute majority of those present at the General Meeting called for this purpose.

**Article 11** - Upon application of any penalty, the member may, within 10 (ten) days, after informed in writing, appeal to the General Meeting Members, with effect of suspension.

**Paragraph 1** - The exclusion of a Member shall only be admissible if there is a just cause, which must be acknowledged in a procedure that ensures the right of defense and appeal to be exercised at the General Meeting. A just cause for the exclusion of a Member is:

- a) Act contrary to corporate interests;
- b) Violate statutory rules and provisions;
- c) Defame **Instituto Alana**, its members and/or associates;
- d) Use the name of **Instituto Alana** for purposes other than corporate purposes; or
- e) Perform an act harmful to the Institute's assets or image.

**Paragraph 2** - The decision to exclude an associate shall be made by a simple majority of the members of the Board of Directors, in a reasoned decision and sent to the concerned associate by means of extrajudicial notification, with acknowledgment of receipt, with the right to appeal at the General Meeting, to be convened within 30 (thirty) calendar days of receipt of said notification.

## **CHAPTER V** **STATUTORY AGENCIES**

**Article 12** - The agencies of **INSTITUTO ALANA** are:

- a) General Meeting;
- b) Board of Directors;
- c) Fiscal Council; and
- d) Advisory Board.

**Paragraph 1** - **INSTITUTO ALANA** does not remunerate, in any way, the positions of its Board of Directors, the Fiscal Council and the Advisory Board, as well as the activities of its members, whose activities are entirely free.

**Paragraph 2** - The investiture of the Directors and Advisors shall be made by signing the investiture instrument in the respective Minutes books.

**Paragraph 3** - The mandate, in the corporate agencies shall be extinguished in the event of an unexcused absence to 3 (three) consecutive meetings.

## **CHAPTER VI** **GENERAL MEETING**

**Article 13** - The General Meeting, the sovereign agency of **INSTITUTO ALANA** shall consist of members in full enjoyment of their statutory rights.

**Paragraph 1** - The Meeting shall be chaired by the Chief Executive Director who will choose the Secretary of the Board, from among the members present with the right to vote.

**Article 14** - The General Meeting Members are responsible for:

- a) electing and removing the Directors from the Executive Board, the Fiscal and Advisory Board;
- b) deliberating on reforms to the Bylaws;
- c) deliberating on the extinction of **INSTITUTO ALANA**, pursuant to these Bylaws;
- d) deciding on the desirability of disposing, settling, mortgaging or exchanging property;
- e) deciding on the participation of **INSTITUTO ALANA** in other associations and partnerships;
- f) approving the Internal Regulations and the Regulations for the Equity Fund presented by the Board of Directors;
- g) issuing normative orders for the internal functioning of **INSTITUTO ALANA**; and
- h) resolving on any matter not dealt with in these Bylaws.

**Article 15** - The General Meeting shall be ordinarily held once a year, preferably in the first half of each year, to:

- a) approve the ALANA INSTITUTO annual schedule proposal, submitted by the Board of Directors;
- b) to appreciate the annual report, the annual schedule of **INSTITUTO ALANA** , and the respective income statement for the year ended, presented by the Board of Directors;
- c) elect the Board of Directors, the Fiscal Council and the Advisory Board, when necessary; and
- d) discuss and ratify the accounts and the balance sheet approved by the Fiscal Council.

**Article 16** - The General Meeting shall be extraordinarily held when called:

- a) by the Board of Directors;
- b) by the Fiscal Council;
- c) by the Advisory Board;
- d) at the request of the founders; and
- e) at the request of at least 1/5 (one fifth) of the partners, under the terms of article 7, of these bylaws, that are compliant with the corporate obligations.

**Article 17** - The call for the General Meeting shall be made by means of a notice posted at **INSTITUTO ALANA**'s headquarters and/or published in the local press, by circular letters, or other convenient means, with at least 10 (ten) days in advance, for resolutions referred to in paragraphs "a", "b" and "c" of article 15, the summons must be specific for that purpose, observing the qualified quorum, as required by Articles 25, 28, 42 and 43 of these Bylaws.

**Paragraph 1** - Any Meeting shall be settled on the first call with the majority of members and, on the second call, with a minimum number of 5 (five) people.

**Paragraph 2** - Members may be represented by a proxy, however, a copy of the proxy must be filed at the headquarters of **INSTITUTO ALANA**, at least 2 days before the Meeting.

**CHAPTER VII**  
**THE BOARD OF DIRECTORS**

**Article 18** - The Board of Directors is composed of 4 (four members), being:

- a) A Chief Executive Officer;
- b) Two Vice-President Directors; and
- c) A Treasurer Director.

**Paragraph 1** - The term of office of the members of the Board of Directors shall be 4 (four) years, with reelection permitted.

**Paragraph 2** - In the event of absence or temporary impediment of any of the members of the Board of Directors, except for the Chief Executive Officer who is automatically replaced by one of the Vice-Presidents chosen from among their peers, the others replace each other without any formal meeting.

**Article 19** - In the event of a vacancy among the members of the Board of Directors, the Meeting shall take place within a maximum period of up to 30 (thirty) days after the vacancy, to elect the new member, or to appoint a replacement, who then shall remain in office until the end of the term.

**Sole Paragraph** - When the term of office is extinguished as a result time elapsed, it shall be extended, for a maximum period of 60 (sixty) days, until the election of a new Board of Directors, or reelection of the last members of the board.

**Article 20** - The Board of Directors undertakes to:

- a) prepare and submit to the General Meeting the proposal for the annual schedule of **INSTITUTO ALANA**, the annual report and the respective income statement for the year ended;
- b) prepare the budget for income and expenses for the following year;
- c) meet with public and private institutions for mutual collaboration in activities of common interest;
- d) elect 3 members of the advisory board;
- e) hire and fire employees;
- f) regulate the Normative orders of the General Meeting and issue Executive Orders to regiment the operation of **INSTITUTO ALANA**;
- g) admit new member, as well as remove;
- h) practice all other management acts, being able to appoint attorneys-in-fact, by means of the power of attorney;
- i) to deliberate on the opening and closing of **INSTITUTO ALANA**'s branch or branches;
- j) to establish the Equity Fund, as well as to approve, ad referendum of the General Meeting, the Fund's Regulations, in compliance with the provisions of these Bylaws; and
- k) approve the total or partial redemption of the Equity Fund's investments, subject to the provisions of its Bylaws.

**Article 21** - The acts of the Board of Directors shall be formalized through documents, with the signature of the directors in their respective areas of competence, and they may have attorneys-in-fact with powers and for expressly determined periods.

**Article 22** - The Chief Executive Officer and the Vice-President Directors, jointly or separately, undertake to:

- a) represent **INSTITUTO ALANA** in court and out of court;
- b) comply with and enforce these Bylaws and the other Internal Regulations;
- c) preside over the General Meeting, as well as call and preside over the meetings of the Board of Directors;
- d) sign the documents relative to the active operations of **INSTITUTO ALANA**, subject to the provisions of the sole paragraph of this article;
- e) authorize the payment of all the obligations of **INSTITUTO ALANA**;
- f) submit the balance sheet of income and expenses to the Fiscal Council every six months;
- g) advise, based on the budget made during the year, the annual preparation and the respective budget proposal for the following year to be submitted to the Fiscal Council, for subsequent approval at the Meeting; and
- h) decide on matters that, due to urgency, make it impossible to call an Extraordinary General Meeting, subject to ratification by the Extraordinary General Meeting to be called within a maximum period of 30 (thirty) days.

**Sole Paragraph** - Transactions involving amounts above R\$ 500,000.00 (five hundred thousand reais) must be signed by 2 (two) members of the Board of Directors.

**Article 23** -In compliance with the provisions of article 22 of these Bylaws, the Vice-President Directors also undertake to assist the Chief Executive Officer in his/her duties, or to replace him/her in his/her absences or impediments and to assume the term, in case of vacancy until its termination.

**Article 24** - The Treasurer Director is responsible for:

- a) Preparing the annual schedule of the activities of **INSTITUTO ALANA** and the respective budget proposals, in accordance with the guidelines of the Chief Executive Officer;
- b) keeping all cash in a credit establishment, except enough amounts for small expenses;
- c) keeping all documents related to the Treasury under their custody and responsibility;
- d) submitting reports of income and expenses, whenever requested;
- e) collecting and accounting for the contributions of members, rents, aid and donations, keeping **INSTITUTO ALANA** bookkeeping up to date;
- f) paying the bills authorized by the President;
- g) submitting to the Board of Directors and the Fiscal Council the institution's bookkeeping, including reports on the financial and accounting performance as well as equity transactions carried out;
- h) monitoring and supervising the accounting work of **INSTITUTO ALANA** , prepared by qualified professionals, taking care that all tax and labor obligations are duly fulfilled in a timely manner; and
- i) submitting reports of income and expenses, whenever requested;

**Article 25** - At the General Meeting members of the Board of Directors may be removed due to demonstrated incompetence or abuse of authority in the exercise of their roles,

set forth in these Bylaws, with the approval of two thirds of those present, and there may be no deliberation, on first call, without absolute majority of members, or with less than a third on second call.

**Paragraph 1** - On the same General Meeting when the removal is approved, there shall be appointed an interim substitute who will take the position for a period of 30 (thirty) days.

**Paragraph 2** - Within 20 (twenty) days, counted from the date of the General Meeting when the removal was approved, the effective substitute must be chosen, through direct and open vote, for the remainder of the term.

**Paragraph 3** - The removal does not imply end of association unless it occurs due to violation of the articles of these Bylaws.

## **CHAPTER VIII** **THE FISCAL COUNCIL**

**Article 26** - The Fiscal Council shall be constituted by a minimum of 3 (three) and a maximum of 5 (five) members elected by General Meeting, with a term of 4 (four) years, reelection being permitted.

**Paragraph 1** - When the term of office is extinguished as a result time elapsed, it shall be extended, for a maximum period of 60 (sixty) days, until the election of a new Council, or reelection of the last members of the council.

**Paragraph 2** - In case of vacancy, resignation or permanent disability, a General Meeting must be called to appoint the substitute.

**Article 27** - The Fiscal Council is responsible for:

- a) examining the bookkeeping of **INSTITUTO ALANA**;
- b) opining on financial and accounting performance balance sheets and reports and on equity transactions carried out, issuing opinions to the higher agencies of the entity;
- c) requesting from the Board of Directors, at any time, supporting documentation of the economic and financial operations carried out by **INSTITUTO ALANA**;
- d) monitoring the work of any independent external auditors; and
- e) calling an Extraordinary General Meeting, for reasons justified in their area of competence.

**Sole Paragraph** - The Fiscal Council shall meet, ordinarily, every 12 (twelve) months and, extraordinarily, whenever necessary.

**Article 28** - At the General Meeting members of the Fiscal Council may be removed due to demonstrated incompetence or abuse of authority in the exercise of their roles, set forth in these Bylaws, with the approval of two thirds of those present, and there may be no deliberation, on first call, without absolute majority of members, or with less than a third on second call.

**CHAPTER IX**  
**ADVISORY BOARD**

**Article 29** - The Advisory Board shall be composed of a minimum of 3 (three) and a maximum of 10 (ten) members, all elected at a General Meeting, with 3 (three) of them appointed by the Board of Directors to the General Meeting.

**Sole Paragraph** - The members appointed by the Board of Directors may be chosen from among representatives of civil society.

**Article 30** - The term of office of the members of the Advisory Board shall be 2 (two) years, with 2 (two) consecutive reelections allowed.

**Sole Paragraph** - When the term of office is extinguished as a result time elapsed, it shall be extended, for a maximum period of 60 (sixty) days, until the election of a new Council, or reelection of the last members of the board.

**Article 31** - If there is a vacancy in the positions of the Advisory Board, when it has already reached the minimum number of members, the Board of Directors or the General Meeting shall meet within 30 (thirty) days to elect/appoint a substitute who shall take the position until the end of the term, when the new member will be elected/appointed.

**Article 32** - The deliberations of the Advisory Board shall always be taken by a simple majority of those present.

**Article 33** - The Advisory Board is responsible for:

- a) opining on the mission, vision and guidelines of **INSTITUTO ALANA**;
- b) verifying that the activities are consistent with the mission;
- c) suggesting guidelines for actions and the annual program of activities, as well as goals and objectives;
- d) monitoring and suggesting internal training programs;
- e) issuing an opinion on the possible reform of these Bylaws;
- f) calling a General Meeting to deal with matters that it deems relevant; and
- g) assisting the Board of Directors individually or collectively, as an advisory agency, providing collaboration and attending its meetings whenever called.

**Article 34** - The Advisory Board shall meet, ordinarily, every 12 (twelve) months, and, extraordinarily, when the board of directors or founding partner calls, whenever requested.

**CHAPTER X**  
**ASSETS**

**Article 35** - **INSTITUTO ALANA**'s assets shall consist of assets and rights, movable, immovable, vehicles, self-propelled, shares and public debt securities acquired or received in the form of donations, bequests, subsidies, aid, or any other under the law, and should be administered and used only for the strict fulfillment of its corporate purposes.

**Sole Paragraph** - The assets of **INSTITUTO ALANA** may only be sold or pledged with the authorization of the Board of Directors.

**Article 36** - The following are sources of funds for the **INSTITUTO ALANA**:

- a) aids, donations, bequests, subsidies and other lawful acts of freedom for members or third parties;
- b) the results of promotional campaigns, courses and lectures sponsored by **INSTITUTO ALANA**;
- c) **INSTITUTO ALANA**'s recipes that originate from the activities inherent to its purpose;
- d) equity and financial income, including from the investment of the resources of the Equity Fund;
- e) other revenues obtained by means admitted by law, including those arising from the exploitation of economic activity, the full result of which must be reverted to **INSTITUTO ALANA** to be used for its purposes.

**Sole Paragraph** - The receipt of funds from any entity for political party purposes is prohibited.

**Article 37** - In the event that **INSTITUTO ALANA** qualifies as a Civil Society Organization of Public Interest - OSCIP, in the event of its dissolution, the respective shareholders' equity shall be transferred to another legal entity, qualified under the terms of Law 9790/99, preferably that has the same corporate purpose.

**Article 38** - In the event that **INSTITUTO ALANA** is qualified as a Civil Society Organization of Public Interest - OSCIP, in the event of obtaining and, later, losing this qualification under Law 9790/99, the shareholders' equity available, acquired with public resources during the period in which that qualification lasted, shall be accounted for and transferred to another legal entity qualified as OSCIP, preferably with the same corporate purpose.

**Article 39** - The institution that receives the assets of **INSTITUTO ALANA** shall not be able to distribute results, dividends, or any other similar advantage to its members, or directors.

## **CHAPTER XI - EQUITY FUND**

**Article 40** - The Board of Directors may establish an Equity Fund, part of **INSTITUTO ALANA**'s assets, composed of permanent assets, with the purpose of guaranteeing the entity's sustainability and perpetuating its assets and its corporate purpose.

**Paragraph 1** - The Equity Fund shall be formed by donations from **INSTITUTO ALANA** itself as well as donations from individuals or legal entities.

**Paragraph 2** - The Equity Fund shall be composed of assets and resources invested with the goal of generating revenue for the achievement of the corporate purpose and for the permanent maintenance of **INSTITUTO ALANA** and its assets.

**Paragraph 3** - The Equity Fund shall be governed by a Regulation that must be approved by the Board of Directors, ad referendum from the General Meeting.

**Paragraph 4** - The Regiment of the Equity Fund shall be prepared in accordance with the provisions of these Bylaws and the legal and contractual rules that apply to it.

**Paragraph 5** - The assets and resources that make up the Equity Fund shall be segregated from the rest of **INSTITUTO ALANA's** assets, including in separate accounting accounts and shall be managed and invested as provided in the Regulations, always with prudence and responsibility, aiming at maintaining the **INSTITUTO ALANA's** activities and the perpetuation of its assets.

## **CHAPTER XII ACCOUNTABILITY**

**Article 41**-The rendering of accounts of **INSTITUTO ALANA** shall observe at least:

- a) the fundamental principles of accounting and the Brazilian Accounting Standards;
- b) advertising, by any effective means, or by any specific means that may eventually be required by public agencies, at the end of the fiscal year, to the entity's activity report and financial statements, making them available for the examination of any citizen;
- c) the performance of an audit, including by independent external auditors, if applicable, the investment of any resources subject to the Partnership Agreement, as provided for in the regulations; and
- d) the accountability of all resources and goods received from the public sphere, as determined in the sole paragraph of Art. 70 of the Federal Constitution.

## **CHAPTER XIII GENERAL PROVISIONS**

**Article 42 - INSTITUTO ALANA** shall have an internal regulation, which, approved by General Meeting, shall regulate the activities and their operation, in addition to the provisions contained in these Bylaws.

**Article 43 - INSTITUTO ALANA** shall be dissolved by decision made at Extraordinary General Meeting, specially called for this purpose, when it is no longer possible to carry on with its activities.

Sole Paragraph - The eventual remaining assets shall be destined to the similar entity registered with the National Council of Social Assistance or to the public entity.

**Article 44** - These Bylaws may be reformed, at any time, by agreed vote of two thirds of those present at the General Meeting specially convened for this purpose, and there can be no deliberation, on first call, without the absolute majority of the members, or with less than a third on second call.

**Paragraph 1** - In the event of reform, the amended Bylaws shall come into effect on the date of its registration with the Registry Office.

**Article 45** - The fiscal year shall end on December 31 of the calendar year.

**INSTITUTO ALANA**  
*Amendment to the Bylaws*  
06/26/2020

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**Article 46** - Omitted cases shall be resolved by the Board of Directors and endorsed at General Meeting.

São Paulo, June 26, 2020.

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ANA LUCIA DE MATTOS BARRETTO VILLELA

Chief Executive Officer