

## **BYLAWS**

### **AGEIA DENSI – BRAZIL**

Bylaws of the Associação Grupo de Estudos e Investigação Acadêmica em Direito, Economia e Negócios na Sociedade da Informação do Brasil [Association for Studies and Academic Research in Law, Economic and Business in Brazil's Information Society].

#### **CHAPTER I – NAME, DOMICILE AND PURPOSES**

**Article 1.** With the name “Associação Grupo de Estudos e Investigação Acadêmica em Direito, Economia e Negócios na Sociedade da Informação do Brasil”, on today's date a nonprofit civil association is established for an indefinite time period, domiciled and officially registered in the capital of São Paulo State; the Association may have offices in other municipalities in Brazil, and also in other countries.

**Sole Paragraph.** “Associação Grupo de Estudos e Investigação Acadêmica em Direito, Economia e Negócios na Sociedade da Informação do Brasil” hereby adopts the acronym “AGEIA DENSI - BRASIL”.

**Article 2.** The Association hereby established shall be financed with its own funds, from the support of its members, as well as colleagues who adhere to the entity's principles and objectives.

#### **CHAPTER II – THE OBJECTIVE**

**Article 3.** The Association's objective is to provide support and follow-up to members with respect to proposed training programs, teaching, research, publication and continuing education, as well as the possibility of providing legal, economic and business consulting services on matters related to the information society and the Internet to third parties that request them. Actions to attain the objective are as follows:

**Paragraph 1.** To encourage and support legal, economic and business research, encouraging and supporting research in the following areas of its objective:

**I) Teaching:** proposal to conduct courses via electronic media, conferences, round tables, seminars, symposia and panel discussions;

**II) Consulting:** committed to providing consulting in all areas of the Law, Economics and Business, in person, through correspondence or via other media.

**III) Community Outreach:** The purpose is to provide information and consulting to third parties, facilitating the transfer of knowledge through technological media to which they have access, seeking to bridge the gap between nongovernmental organizations and users and consumers. Preparation of publications that are important for the progress of jurisprudence, economics and business in the Information Society;

**Paragraph 2.** To support and encourage bases of material support for the best execution of the Association's programs and functions, in close collaboration with the University Extension Center (Portuguese acronym CEU), an institution of higher learning based in the city of São Paulo, State of São Paulo;

**Paragraph 3.** To contribute to the continuing education and professional improvement of the Association's members and the population of its area or the region for which it is responsible;

**Paragraph 4.** To encourage basic and applied research, giving priority to that which is related to local, regional and national problems in the Information Society;

**Paragraph 5.** To serve, instruct and support all interested parties in producing materials that are relevant to members;

**Paragraph 6.** To seek to obtain from the business sector contributions and possible solutions for implementing ideas and conducting research.

### **CHAPTER III – THE MEMBERS**

**Article 4.** The Association is comprised of:

**Paragraph 1.** Active Members are the founders and individuals or legal entites that are in agreement with the Association's principles and objectives, participate on an ongoing basis and are in any way

involved in the activities that the Association undertakes. Active Members enjoy the rights set forth in these Bylaws and may belong to the different bodies that comprise the Association.

**Paragraph 2.** Honorary Members are those who are recognized and designated as such by the Association's Board of Directors, due to their well-known merit.

**Paragraph 3.** Regular Members are individuals or legal entities that are registered with the Association and that actively endorse the principles and objectives of same.

**Article 5.** Members of the Association --whatever position they may have-- may:

**Paragraph 1.** Advise the Management Board on issues for which their respective opinions may be requested;

**Paragraph 2.** Propose to the Management Committee the carrying out of activities aimed at fulfilling the objective of the Association;

**Paragraph 3.** Participate --without the right to vote-- in meetings of the Management Committee which are open to the public;

**Paragraph 4.** Only Active Members can belong to the Management Board, by means of an election proceeding, at a meeting to be called for that purpose.

### **CHAPTER III – THE MANAGEMENT**

**Article 6.** The Association is governed by a Management Board comprised of 5 (five) titled members who hold the following positions:

**I)** 1 (one) Chairman;

**II)** 1 (one) Secretary;

**III)** 3 (three) Regular Board Members; and,

**IV)** 3 (three) Alternate Members.

**Sole Paragraph.** To belong to the Management Board, you must be an active member for at least 2 (two) years, (when that timeframe becomes possible). All positions are volunteer in nature.

**Article 7.** The Management Board meets regularly once a month, at a date and time to be decided on in the first session; it may also meet extraordinarily, when requested by the Chairman or Active Members. Extraordinary meetings shall be held within 10 (ten) days after submission of the request, and they may be held online, by using networks and computer media.

**Article 8.** Meeting notices shall be sent via email to the address indicated by the committee members, at least 5 (five) days prior to the meeting.

**Article 9.** Meetings of the Management Board shall be validly held with the attendance of at least 3 (three) regular board members. For resolutions, a simple majority vote of those present is necessary. In the event of a tie, the acting chairperson casts the deciding vote.

**Article 10.** The members of the Management Board, regular as well as alternates, are elected by the Meeting, for a term of 1 (one) year, and they may be reelected for the same term one time only.

**Paragraph 1.** In the event of leave, relinquishment, incapacity or anything else which causes the temporary absence or vacancy of a member who holds a regular position, he/she shall be replaced in the manner set forth in these Bylaws. The replacement shall be for the remainder of the replaced person's term.

**Paragraph 2.** The duties and responsibilities of the Management Board are:

**I)** The governing and management of the Association.

**II)** To encourage, conduct or arrange for conducting scientific and cultural activities.

**III)** To give the go-ahead to carry out projects, events and activities proposed by the Board; such tasks can only be refused for reasons of timeliness or appropriateness, by means of a duly enacted resolution.

**IV)** Designate advisors or advisory committees from among the Association members.

**V)** Conduct relations with governmental authorities and other public or private institutions, either national or foreign.

**VI)** Designate and abolish internal committees.

**VII)** Prohibit meetings or activities related to politics or trade unions, and also gaming activities, on Association premises.

**VIII)** Acquire rights or obligations and carry out any acts aimed at fulfillment of the Association's objective, except for acts which are the prerogative of the Meeting.

**IX)** Approve internal regulations necessary for the functioning of the Institution.

**X)** Call a Meeting for purposes of appointing the members of the institution's bodies, at least 3 (three) months prior to the end of the Meeting's term.

**Paragraph 3.** The duties and responsibilities of the Chairman are:

**I)** To chair sessions of the Management Board and the Meeting. For scientific sessions, he may delegate the presidency to an active member in the area of specialization which is the subject of the session.

**II)** See to adherence to the Bylaws and resolutions of the Management Board.

**III)** Sign, with the Secretary, correspondence of the Association, as well as communications and resolutions of the Management Board.

**IV)** Sign, with the Secretary, Minutes of sessions of the Management Board and the Meeting.

**V)** Represent the Association vis-à-vis authorities or institutions; he may delegate such functions to a member of the Management Board, in the event that he is unable to carry them out personally.

**VI)** In sessions of the Management Board in which there is a tie, he shall cast the deciding vote.

**Paragraph 4.** The duties of the Secretary are:

**I)** To prepare Minutes of sessions of the Management Board and the Meeting;

**II)** To countersign correspondence and other documents according to the provisions of these Bylaws.

**IV)** To have with him/her, at the relevant occasions, the book of Meeting Minutes and of Management Board meetings;

**V)** To keep a record of Management Board sessions;

**VI)** To participate in sessions of the Management Board and be counted for the quorum.

**VII)** To replace the Chairman in the event of absence or vacancy, and in such case to have the same rights and obligations.

**Paragraph 5.** The duties of Regular Board Members are:

**I)** To attend the Meeting and Management Board sessions with the right to participate and vote.

**II)** To belong to subcommittees, carrying out the tasks suggested by the Management Board.

**III)** To replace the Secretary in the event of his absence or vacancy, and in such case to have the same rights and obligations.

**Paragraph 6.** The duties of Alternate Members are:

**I)** Replacement, by lot, of Regular Members of the Management Board in the event of temporary or permanent absence, until the term is completed;

**II)** They may participate in Management Board sessions without the right to vote, and their presence is not counted for purposes of attaining quorum.

#### **CHAPTER IV – THE MEETING**

**Article 11.** The Meeting shall be called every year when there are 3 (three) expected vacancies on the Management Board. The Management Board shall call the Meeting at least 30 (thirty) days in advance, and it must notify the Association members via an email sent to the address which they have reported to the Association.

**I)** The Meeting shall be held with the members who are present.

**II)** Resolutions of the Meeting shall be approved by majority vote of the Active Members present. No member can have more than 1 (one) vote.

**Article 12.** The purpose of the Meeting is to resolve the following issues:

**I)** To elect members of the Management Board;

**II)** To name Honorary and Regular Members in accordance with these Bylaws;

**III)** To amend these Bylaws, at a session specially called for such purpose, by a vote of 2/3 (two-thirds) of the members present, provided that such amendment does not contravene the Association's objective.

**Article 13.** The Meeting shall be presided over by the Chairman of the Management Board who, in the event any tie vote, shall have a second (deciding) vote. He shall be assisted in his duties by the Secretary and, in the event of his absence, he shall be replaced by a Regular Board Member or whomever the Meeting designates by a simple majority of those present.

**Article 14.** The Association shall be dissolved under the following circumstances:

**I)** When the number of Active Members is fewer than 10 (ten) and, in a meeting of Active Members called for such purpose, they state that they do not wish to continue complying with the objectives for which it was created;

**II)** For one of the grounds stipulated in Brazilian legislation.