

Brazilian National Electric Power Generation and Transmission Committee

BYLAWS

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CHAPTER I – NAME, LEGAL SEAT, PURPOSES, ORGANIZATION STRUCTURE AND TERM

Article I – Name

Section 1 – The Brazilian National Electric Power Generation and Transmission Committee - CRIGRÉ-Brasil is a private civil non-profit association that shall be governed by these Bylaws and the applicable legislation.

Article II– Legal Seat

Section 2 – The association headquarters are located at Praia do Flamengo nº 66 – Salas 408/409/410/411 -Bloco B – Bairro do Flamengo, in Rio de Janeiro, the capital city of the State of Rio de Janeiro- CEP

22.210-903.

Article III – Purposes

Section 3 - The purposes of the association are: to carry out and develop studies, research, investigations; to further education, exchange and dissemination of knowledge in, techniques and technologies and matters related to power generation, transmission, market and trading and power systems composing the same, in Brazil, and regarding their regional and international integration, including the following basic areas:

I – Conception and feasibility of electric power plant projects, construction, trials, operation and

maintenance, and power conversion, generation, storage and trading systems;

II – Conception and feasibility of projects, construction, trials, operation and maintenance of transmission overhead and underground lines and substations;

III – Conception and feasibility of applications, projects, developments, manufacture and trials, operation behavior of materials and equipment employed in electric power generation, transmission and trading;

IV - Planning and techniques for expansion, improvements to effectiveness, modernization and update, operation and maintenance of electro-energetic systems;

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V – Protection, control, metering, monitoring and overseeing, automation, information systems, telecommunications networks and service quality regarding power systems;

VI - Corporate systems and networks related to planning, project, construction, operation and maintenance of power systems, power systems management, electric power generation and transmission enterprises – supply and logistics, personnel, structures, identity and all other aspects composing the same; to the management of electric power utility companies, self-producers, independent producers, interconnected and discrete systems, to serve the market (consumers, shareholders, employees, vendors and society); and to cultural-scientific-technological education, research and development associated to the electric power industry;

VII- Industry control and regulation, business financing, capitalization and corporate organization structures, electric power markets;

VIII – Environmental impact, mutual integration and adequacy between ecosystems and generation, transmission and trading facilities and systems;

IX - Utilization of electric power by consumers addressed to process effectiveness and demand-side management.

X - Install and maintain the education, training and professional enabling/qualification systems within its operation areas;

XI – Create and offer services, research and development in its fields of expertise consistent with the association purposes;

XII – To disclose and promote with concerned companies, individuals and the community the results from the association's technical-scientific works and those performed under the alliance system.

Section 4 - The following activities are further purposes of the association, which shall be carried out by means of a modular and adaptive structure:

I) Permanent modules:

- Study Committees;

- Work Forces and Task Forces;

- National Electric Power Generation and Transmission Seminar – SNPTEE;

- Symposium of Experts in Electric Power Operation and Expansion Planning – SEPOPE;

- Electric Systems Automation Symposium– SIMPASE;

- Revista EletroEvolução – Sistema de Potência, Informe CIGRÉ-Brasil [*EletroEvolução Journal – Power System, CIGRÉ-Brasil Report*];

- Permanent cooperation agreements.

II) Programmed modules:

- Courses and tutorials;

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- Congresses, technical-scientific sessions, workshops;

- Research, development, investigation programs;

- Contingent cooperation agreements.

Subsection 1 - Establishment of a new structural module on a permanent basis or extinction of an existing module should be reviewed and approved by the Board of Directors by proposal of the Board of Executive Officers, subject to the next subsection provisions.

Subsection 2: All of the association structured modules, both permanent and programmed, shall pursue their financial self-support whenever possible.

Subsection 3: All permanent structural modules, and whenever possible those programmed modules too, shall have a regulation of their own to set the basic conditions for their operation, management and performance. Regulations and modifications thereto and Procedures shall be approved of by the Board of Executive Officers and validated by the Board of Directors.

Subsection 4 – For accomplishing its purposes, the association may enter into contracts, agreements, covenants and conventions with public and/or private organizations both domestic and international.

Subsection 5 - Each of the association structures will be made up of individual members or representatives of corporate members on a permanent basis. Every corporate member may appoint one representative per module, except in those cases where the member is performing a coordination function, in which event as many experts as it shall deem appropriate may be engaged.

§ 6º - Subject to the Regulation for each structural module, the Board of Executive Officers will appoint out of the membership that member who will manage the module, the Board having the power to replace such member at any time.

Section 5 – In addition to complying and causing these Bylaws to be complied with, CIGRÉ-Brasil shall abide by the following rules for accomplishment of its organization purposes:

I - it shall apply its own revenues, income, earnings and contingent operating results entirely within the National Territory and in maintaining and developing its institutional purposes;

II - it shall not distribute dividends, bonuses, interest-sharing or portions of its assets and results in whatever form;

III - its officers, directors, members, organizers, benefactors or the like shall earn no compensation, advantages or benefits whatsoever either directly or indirectly, in any way or for whatever reason

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arising out of the authorities, functions or activities assigned to them under the respective articles;

IV-- it shall invest the contributions, subventions and donations received for the purposes for which

the association was established, including to allow its members to participate in international representations with CIGRE-Paris;

V - it will implement the Labor Law Consolidation (CLT) legal system for its employed work force, excluding the Board of Executive Officers, Directors, association members and organizers;

VI – it will see that the social subventions, budgetary appropriations or any funds received from federal, state, local or Federal District government be not allocated to pay compensation to hired personnel;

VII – will ensure mutual rights and obligations to all members;

VIII- will neither perform nor take part in any political-partisan activity or movement, nor practice any kind of prejudice against any race, religious belief and nationality, and will not discriminate between members for whatever reason either ideological or other.

Article IV– Structure

Section 6 - For accomplishment of its purposes and performance of its activities, CIGRÉ-Brasil is composed of a General Meeting, a Board of Directors, a Board of Executive Officers, a Technical Committee and an Audit Committee.

Section 7 – The Brazilian National Electric Power Generation and Transmission Committee – CIGRÉ will represent in Brazil, through CIGRÉ’s Brazilian National Committee, the interests of the “*Conseil International des Grands Réseaux Électriques – CIGRÉ*”, an international association headquartered in Paris

– France, which is hereinafter referred to as CIGRÉ-Paris, as contemplated in the head of Section 16 of its Bylaws the contents of which as translated into Portuguese shall become an integral part of these Bylaws as Exhibit 1.

Only Subsection – CIGRÉ-Brasil, through CIGRÉ’s Brazilian National Committee, collects and provides for the respective remittance of amounts paid in respect of membership annual fees, enrollment fees for events and expenses in connection with the purchase of CIGRÉ-Paris publications regarding its Brazilian members.

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ARTICLE V – Term

Section 8 - The association shall exist for an indeterminate period of time and its fiscal year term shall be twelve (12) months, commencing on January 1 and ending on December 31 of every year.

CHAPTER II – MEMBERS

Section 9 - All individuals and legal entities for which no legal impediment exists, approved by the Board of Executive Officers as provided in Section 10, Subsection One, shall be admitted into the association.

. In order to become a CIGRÉ-Brasil member, it is essential that applicants meet the following requirements:

I – possess the qualification required to participate in and develop the activities that are within the scope of the association purposes;

II – that corporate I and II members be lawfully established in Brazil;

III- if an individual, be in full enjoyment of his/her civil capacity and, if a corporation, be in good standing as regards its legal obligations and commitments;

IV– commits to follow and practice the terms and provisions contained in these Bylaws and CIGRÉ-Brasil standards and procedures;

V– be CIGRÉ-Paris members as provided in Section 4 of that institution’s Bylaws.

Only Subsection – In the event that a member is temporarily living abroad, its annual membership shall include the additional costs associated with such circumstance.

Section 10 – The process of affiliation to CIGRÉ-Brasil is carried out as follows:

I – applicant, whether individual or corporate, completes the admission proposal form and enrollment request form with CIGRÉ-Paris, containing the commitments represented by an abstract of the Bylaws and other CIGRÉ regulatory documents;

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II – the proposal shall be accompanied by a Résumé on the professional (Individual Member form) or a document containing a description of the Company’s business (Corporate Member form) accompanied by a Résumé on its representative(s);

Subsection 1 - Affiliation to CIGRÉ-Brasil materializes upon review and approval by the Board of Executive Officers and is perfected upon the member’s signature on the Members Book and receipt by the new member of a copy of these Bylaws and other papers containing the member’s rights and obligations.

Subsection 2 - Body corporates shall be represented by their legal representative or duly appointed attorney.

Subsection 3 - Rejection to an application shall always be accompanied by a descriptive of the reasons for rejection.

Section 11 - CIGRÉ-Brasil membership shall be made up of an unlimited number of members, classified in seven (7) groups:

I – Individual Members I: an individual that affiliates individually

II – Individual Members II: members enjoying incentives for a period of two years, entitled to half of the membership fee and less than 35-years old on a mandatory basis

III – Corporate Members I: organizations whose business purposes include activities related to electric power, which can be:

Public, private, mixed economy or non-government companies of a productive or informative-technical-scientific nature;

Research and development sites;

Government agencies, or technical or scientific associations.

IV – Corporate Members II: Education institutions – superior and trade-oriented education;

V – Supporting Members: Individual or Corporate Members I or II who contribute with a special annuity designed to establish and maintain funds to defray the association's general or specific activities;

VI – Coordinating Members: Individual or Corporate I or II Members that contribute with a special annuity established pursuant to the provisions in Section 47 and intended to defray the investment in association staff employees functioning in the capacity of CIGRÉ-Brasil Study Committee Coordinator or filling another actual international coordination or representation position within the CIGRÉ-Brasil organization;

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VII – Honoric Members: Individual members appointed by the Board of Executive Officers to the Board of Directors for its approval, who are awarded such distinction as recognition for important services rendered to CIGRÉ-Brasil and/or CIGRÉ-Paris.

Subsection 1 - CIGRÉ-Brasil will maintain a membership of Members-to-Be composed of college graduates and post-graduates enjoying rights equivalent to those of Individual members save for the right of voting and being voted for in respect of any of CIGRÉ-Brasil's activities.

Subsection 2 - Every Corporate member shall appoint two representatives, one permanent and one substitute, to act on its behalf with CIGRÉ-Brasil. The basic function of said representatives shall be to promote and care with CIGRÉ-Brasil for the interests of the member represented by him.

Subsection 3 – Other special member groups may be established, however all members shall have the same rights and obligations as contemplated in these Bylaws.

CHAPTER III – MEMBERS' RIGHTS AND OBLIGATIONS

Section 12 – These are members' rights:

I – to attend and vote at General Meetings;

II – to vote and be voted for CIGRÉ-Brasil management positions;

III – to participate in technical and social activities as provided in these Bylaws and pursuant to

resolutions adopted by the Board of Directors;

IV – to participate as listener and run for permanent member or corresponding position for the activities carried out by CIGRÉ-Brasil Study Committees, Work Staffs and Task Forces, conditional upon the regulation applicable to these modules;

V – where designated, to participate as reporter or associate reporter in Study Groups and as SNPTEE Technical Committee member as well as member of its Ruling Board, or in functions in other CIGRÉ-Brasil modules;

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VI – submit technical papers for selection purposes intended to be forwarded to the biannual sessions, symposiums, meetings and other events, and participation of same in all CIGRÉ-Brasil promotions, subject to the respective regulations;

VII – when designated, to perform technical and/or administrative functions associated to other CIGRÉ-Brasil promotions;

VIII – to contribute with articles, publications and receive free-of-charge the *EletroEvolução* – *Sistema de Potência* magazine and the *Electra* magazine;

IX – have access as either individual or honorific member to the International Travel Fund and other funds that may be created to support the association activities;

X – enjoy the rights granted under the CIGRÉ-Paris Bylaws, in particular in its Section 5, the complete contents of which, translated into Portuguese, are contained in Exhibit 2;

XI – to decide under the provisions of these Bylaws on matters within the member's group scope of authority;

XII – to reasonably request, together with members to the number of not less than one-fifth (1/5), subject to provisions in Section 22, Subsection Two, for a Special Members Meeting to be called;

XIII – to disconnect itself/himself from the membership by giving notice thereof in prior.

Only Subsection - Only those members that are current with their duties as provided in Section 13 may enjoy the rights referred to in this Section 12.

Section 13 – Following are the members' duties:

I – to pay by day thirty-first (31st) of March of every year the annual fee and any other debits to CIGRÉ-Brasil;

II – to obey to the resolutions adopted by the administration consistent with these Bylaws and decisions by the General Meeting, general and specific Regulations on events and promotions that may be approved;

III – to be instrumental to accomplishing CIGRÉ-Brasil purposes as defined and in the manner provided in Section 3;

IV – to accept and take the offices and perform the functions which they have been elected or assigned for with integrity, diligence and devotion, by entirely fulfilling the commitments made to CIGRÉ-Brasil and carrying out the tasks entrusted to them in effective and efficient manner;

V – to diligently care for CIGRÉ-Brasil’s moral and material interests;

VI – to endeavor to refer and settle within CIGRÉ-Brasil those matters in the members’ common interest related to CIGRÉ-Brasil business;

VII – always to bear in mind that CIGRÉ-Brasil is a private civil association whose interests shall prevail at all times over individual interests;

VIII – to advise the Board of Executive Officers of his participation in any activity carried out within CIGRÉ-Brasil and CIGRÉ-Paris areas of interest;

IX – a member leaving CIGRÉ-Brasil shall make one-time payment of the membership fees for the year in which such member withdraws from the association.

Only Subsection - A member shall be excluded from CIGRÉ-Brasil whenever infringing on bylaws provisions or in those cases where his behavior is inconsistent with association living-together rules, by resolution taken by the Board of Executive Officers and confirmed by the Board of Directors. A member thus disconnected may appeal to the General Members Meeting, without the suspensive effect’s benefits.

Section 14 – Members are neither jointly liable nor liable on a supplementary basis for CIGRÉ-Brasil’s obligations. .

CHAPTER IV – GENERAL MEMBERS MEETING

Section 15 – The General Members Meeting is CIGRÉ-Brasil highest administration body and sovereign within the legal and bylaws provisions to decide on whatever is appropriate to its development and protection, and its decisions include all members albeit absent and dissenting.

Only Subsection - All members that are current with their obligations to CIGRÉ-Brasil, as provided in Section 13, may attend the General Meeting.

Section 16 – The General Members Meeting shall be:
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- *Regular*, yearly, by the last business day of April, called by the Board of Executive Officers for the specific purpose of:

I – approving of the Balance Sheet and Financial Statements and the Board of Executive Officers’ Annual Report for the previous fiscal year activities, stating its opinions and comments thereon;

II - approving of the work plans and budgets for the current fiscal year, stating its opinions and comments thereon;

III – electing the Board members at every four years.

- *Special*, whenever addressing the following matters:

- I – revision of the text of these Bylaws;
- II – liquidation, dissolution or winding-up of the association;
- III – authorization for operations implying changes to the association assets condition;
- IV – removal of directors from office;
- V – execution of contracts entailing long-term obligations over periods in excess of four years.

Section 17 – The General Members Meeting may be called by the Board of Directors, the Board of Executive Officers, the Audit Committee or at the request to the Board of Executive Officers from a group of members representing one-fifth (1/5) of members holding a voting right, all of which current with their obligations as provided in Section 13, by call made by the 2nd Vice-President under the terms of Section 36, subsection Five, subject to the provisions in Subsections One and Two of Section 23.

Only Subsection - In the latter case, the request shall contain the reasons for it and the proposed agenda and the Meeting shall convene within a period of thirty days from the date of receipt of said request at CIGRÉ-Brasil headquarters.

Section 18 – In those cases where election of directors is not included in the General Meeting agenda, the call for the meeting shall take place at least thirty (30) days prior to the meeting date by means of circulars/letters addressed to the members and a call notice posted at the main office, published in a wide-circulation newspaper within CIGRÉ-Brasil operation area and the city of Rio de Janeiro, which is the home to the association, specifying place, day, month, time and agenda of the meeting.

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Section 19 – Where the General Meeting is called to elect the association directors and introduce changes to these Bylaws, the call shall be provided at least ninety (90) days in prior, and publicized through the same means and media contemplated in the preceding Section, subject to the provisions in Section 45.

Section 20 - Special Meetings calls shall be provided subject to compliance with the provisions set forth in Section 17.

Section 21– In order to be effective, the call medium, circulars/letters, call notice and any other means for calling the Meetings shall always bear the signature of the Chief Executive Officer or Chairman of the Board or Audit Committee Chairman.

Only Subsection – Where the Special Members Meeting is called by one-fifth (1/5) of the members, the call notice shall be signed by the incumbent Chairman of the Board.

Section 22 – It is incumbent on the Members Meeting alone:

- I – to elect the directors;
- II – to remove directors from office;
- III – to approve of accounts;
- IV – to approve of the Bylaws, Code of Ethics and amendments thereto;
- V – to review and discuss on matters addressed to it by the Board of Directors.

Subsection 1 – Decisions on matters transacted referred to in paragraphs II and IV require the consenting vote of at least two-thirds (2/3) of members present at the Meeting especially called for that purpose.

Subsection 2 – The Meeting referred to in the preceding Subsection may not deliberate on first call without the simple majority of members fully vested in their rights as provided in Section 12, Only Subsection, or attended by less than one-third (1/3) of its members on subsequent calls, having regard to the provisions in Section 23, Subsection Two, of these Bylaws.

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Subsection 3 – Except for the provisions in Subsection Two hereof, for the General Members Meeting to be duly constituted it shall be necessary that members representing one-third (1/3) of their number be present on first call, and in any number on second call one hour later.

Subsection 4 – Members' votes may be cast in person at the place of the Meeting, by letter or proxy, save for the case provided in Section One of this Section and Section 52 of these Bylaws, where a vote in person is required.

Subsection 5 – The General Members Meetings Minutes shall be recorded in a proper book, their text to contain serial number, place and date, proceedings transacted and resolutions thereon as well as the signatures of members of the meeting board, association members and other persons that attended the meeting.

Section 23 – Resolutions at the General Meeting shall be adopted by a simple majority vote of members present at the meeting except for the provisions in Section 22, Subsection One. The polling method shall be established by the Chairman save for the case of election of Directors, in respect of which the provisions in Section 45 of these Bylaws shall govern.

Subsection 1 – In case of a tie in any polling, the Chairman shall be entitled to the casting vote without prejudice to the effectiveness of his previous vote.

Subsection 2 – At deliberations regarding sites and decisions subject to polling, Corporate I and II members, Supporting and Coordinating Members, Individual I and II and Honorific members shall enjoy equal rights, i.e., they shall be entitled to one vote.

Section 24 – General Members Meetings shall be chaired by a member present at the Meeting to be

appointed for that particular purpose by those members attending the meeting and invite one of their number to act as secretary to assist him in conducting the proceedings and prepare the respective minutes.

CHAPTER V – MANAGEMENT

Section 25– CIGRÉ-Brasil management and inspection shall be carried out by:

I - Board of Directors

II - Board of Executive Officers

III – Technical Committee
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IV – Audit Committee

Subsection 1 - The members of the committees referred to in paragraphs I and II of the head of this Section shall not be liable for obligations incurred by them on behalf of CIGRÉ-Brasil relating to management acts. However, said members shall be liable in the civil and criminal sphere for violation of the law or these Bylaws, for acts detrimental to third parties or the association itself committed deceitfully or with fault.

Subsection 2 - The tenure of office of Officers, Directors and respective substitutes shall be four (4) years and be coincidental with each others.

Subsection 3 - CIGRÉ-Brasil shall be precluded from doing business involving deals of whatever nature with corporations or associations in which any of its Officers or Directors holds a position as Officer, Manager or shareholder having an equity interest in excess of ten per cent (10%) of the capital stock.

Subsection 4 - All members of the Board of Directors, Board of Executive Officers and Audit Committee shall be chosen from among Individual members, Honorific members or representatives of Supporting, Coordinating or Corporate I and II members.

Subsection 5 - In those cases where no conflict of interest with those of the Association exists and in the manner defined by the Board of Executive Officers, CIGRÉ-Brasil will assure to its Officers, former Officers, Directors and former Directors the defense in court and administrative proceedings brought against them arising out of the performance of acts during their tenure of office and in carrying out their functions, subject to the provisions in Law No. 8.906 of July 4, 1994.

Article I – Board of Directors

Section 26 – The Board of Directors is the highest deliberation and policy-setting body within CIGRÉ-Brasil and its primary functions are to set the association purposes, guidelines and operating policies.

Section 27 – The Board of Directors shall be made up of association members represented by permanent and substitute Directors elected for a term of office of four (4) years and shall be composed of:

- one member representing the Board of Executive Officers, i.e., its Chief Executive Officer, the 1st Vice-President to be his/her substitute in office.
- up to five permanent members and their respective substitutes, all of which directly appointed, each representing the organization integrating and/or responsible for the planning, market, interconnected operation, the industry regulatory entity and the national electric power industry government-owned holding company;
- up to nine permanent members and their respective substitutes, all of which directly appointed, each representing the regular SNPTEE coordinating companies under the rotation system;
- five permanent members and their respective substitutes, elected at the same Members Meeting that elects the Board of Executive Officers, each representing the sectors associated with the manufacturing/commercial production sector, the education sector, the service sector, the research and development sector and with other forms of corporate members;
- three permanent members and their respective substitutes, all elected at the same Meeting, representing individual members;
- CIGRÉ-Brasil's former Chief Executive Officers.

Subsection 1 - The Administrative Officer shall take part *ex-officio*, with no voting right, and shall be in charge of acting as secretary to and report the Board of Directors' meetings.

Subsection 2– The substitute members shall replace the permanent members during their absences and temporary impediments.

Subsection 3 - The elected permanent and substitute members shall have their names included in the slates of candidates.

Subsection 4 - Members representing Companies as mentioned above shall be nominated by the same in reply to an invitation from the Board of Officers or Coordinator of the slate to be created to run for CIGRÉ-Brasil elections.

Section 28 – The Board of Directors members shall elect out of their number one Chairman and one Vice-Chairman whose term of office shall be concurrent with that of the directors.

Section 29 – Upon expiration of their tenure of office, the members of the Board of Directors shall remain in office until installation of their successors.

Section 30 – The members of the Board of Directors shall be installed in office upon signing the installation statement drawn up in the Board of Directors Minutes Book.

Section 31 – In case of vacancy for whatever reason in the Board of Directors, the Chairman of the Board may fill it *ad referendum* of the General Members Meeting by the substitute member to hold office for the remaining period.

Subsection 1- The Chairman of the Board shall be substituted during his temporary impediments for the Vice-Chairman or, failing the latter, for another Director appointed by him or, failing such appointment, by a member chosen by the remaining Directors.

Subsection 2- In case of vacancy in the Chairman of the Board position, the Vice-Chairman shall take over as Chairman and remain in office until such time as the Board chooses its new incumbent Chairman, the substitute to hold office for the remaining tenure.

Subsection 3- In case of winding up, merger or spin-off of organizations or companies represented at the Board of Directors, the Board shall decide on the acceptance of successors to replace said organizations or companies or, failing such, designate another organization that meets the same conditions or else to cancel the representation.

Subsection 4 - In case of vacancy in the position of an elected Director and his respective substitute for the Board of Directors, the first General Members Meeting to take place after such vacancy shall take poll for a new pair of members, a permanent and a substitute, for them to complete the remaining tenure of office of the former Director.

Subsection 5 - In case of vacancy in the office of a Director appointed for the Board of Directors, the Board may request that his Company appoint of a replacement and his respective substitute.

Section 32 – It is incumbent upon the Board of Directors:

- I - to set the general guidance for the association business by specifying their purposes, guidelines and policies;
- II - to oversee the Board of Executive Officers' administration, inspect at any time the association books and papers, request for information on contracts, agreements and other covenants entered into or about to be made; to call up the Board of Executive Officers and/or the Audit Committee for explanations and do any other things in performance of its functions as contemplated in the Bylaws;
- III – to call the General Members Meeting in those cases contemplated in the law or deemed appropriate for convening the Meeting;
- IV – to deliberate on the Board of Directors Annual Report, Balance Sheet and Financial Statements and Board of Executive Officers' accounts after the Audit Committee's opinion;
- V - to deliberate on the Annual Activity Program, programs and projects addressed to technical-scientific, social-cultural, environmental and educational undertakings resulting from works developed by modules and the Board of Officers;

VI - to deliberate on the Annual and Pluriannual Revenue Program, the Annual and Pluriannual Investment and Outlay Program and the Financial Assets Investment Program prepared by the Board of Executive Officers;

VII – to deliberate on all changes to the properties including the purchase or disposal or movable or real

property that is part of the association's assets, as well as on every operation entailing liens or interest of and by the association and changes thereto, when in excess of one thousand Reais or implying a permanent commitment by the association. The Board of Directors, whenever warranted through proposition by the Board of Executive Officers, may change such amount;

VIII – to deliberate, upon hearing the Technical Committee, on proposal from the Board of Executive Officers for revision to these Bylaws, under the provisions of Section 57 and update of the Code of Ethics for subsequent submittal to the General Meeting for approval;

IX – to follow up performance of the members of the Board of Executive Officers, by taking the steps that may be required including, if recommended so, to move to the General Meeting for replacement of any member;

X - to appoint for hiring or dismissal independent accountants upon hearing the Audit Committee;

XI - to deliberate on acceptance of donations, subsidies and other forms of grants either with or without charges;

XII - to deliberate on the creation of cooperation covenants, agreements, alliances and other forms of partnership in the association's best interest;

XIII - to deliberate on appeals placed against corporate actions or performed by Officers individually;

XIV – to deliberate on the dissolution of CIGRÉ-Brasil and disposal of its assets pursuant to the provisions contained in these Bylaws;

XV - to call the General Members Meeting when deemed appropriate pursuant to the provisions in these Bylaws;

XVI - to approve of the general management regulations and basic policies;

XVII – to deliberate on cases submitted to it by the Board of Executive Officers;

XVIII- to decide on the establishment and extinction of permanent modules as proposed by the Board of Executive Officers;

XVIX- to decide on those cases not contemplated in these Bylaws by submitting the same to the General Members Meeting when it shall deem it required and appropriate.

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Section 33 – The Board of Directors shall meet regularly once every half-year and hold special meetings when called by the Chairman or by the Board of Executive Officers, or at the request of one-third (1/3) of its members.

Subsection 1 - The Board of Directors shall convene upon the attendance of a majority of its members and deliberate by the vote of a majority of members attending the meeting. In addition to his own vote, the Chairman of the Board shall have the casting vote, and every Director shall be entitled to one (1) independent vote representing his member group;

Subsection 2 - A Director that shall fail to appear without justification at three (3) consecutive meetings or five (5) alternate meetings shall automatically be removed from the Board of Directors, in

which event his respective substitute shall be called. Attendance by Directors shall be monitored by the Administrative Officer by means of the list of attendance of every Board of Directors' meeting;

Subsection 3 - The Board of Directors meetings may be attended by association members invited as watchers or associates, and also by substitutes, members of the Board of Executive Officers and of the Audit Committee;

Subsection 4 - The Board of Directors may determine that inspections, examinations and rendering of accounts be carried out; it may entrust such actions to experts external to CIGRÉ-Brasil;

Subsection 5 - The Board of Directors Minutes shall be entered in the proper collection, identified by order number, date and place, name of members that attended the meetings and a summarized account of the proceedings transacted and resolutions adopted and recommendations made thereat, every such Minutes to be signed by all persons attending the meeting.

Article II – Board of Executive Officers

Section 34 – The Board of Executive Officers is the collegiate management body within CIGRÉ-Brasil, and it shall be primarily incumbent on:

I – causing the operating guidelines and policies to be implemented; and

II – perform its functions in compliance with the general principles outlined in these Bylaws and those established by the Board of Directors.

Section 35 – CIGRÉ-Brasil shall be managed by a Board of Executive Officers made up of five (5) members, of which one (1) Chief Executive Officer, one (1) First Executive Vice-President, one (1) Second Executive Vice-President, one (1) Executive Finance Officer and one (1) Executive Administrative Officer. The Executive Officers shall perform their functions pursuant to their assignments as provided in these Bylaws and be elected by the General Members Meeting out of the Association Individual members, Corporate I and II members and Supporting and Coordinating members.

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Section 36 – Tenure of office of the Executive Directors shall be four (4) years.

Subsection 1 – Upon expiration of their tenure, the members of the Board of Executive Officers shall hold office until installation of their successors.

Subsection 2 – A vacancy shall take place in the position of any Officer who misses three (3) consecutive or five (5) alternate meetings of the Board of Executive Officers, or any Officer that tenders his resignation. The Administrative Officer shall handle any such case under the appropriate procedures.

Subsection 3 - In case of vacancy in the Chief Executive Officer position, his office shall immediately be taken by the First Executive Vice-President.

Subsection 4 - In the event that the Office of the First Executive Vice-President becomes vacant, his

Office shall immediately be taken by the Chief Executive Officer.

Subsection 5 - If in case of vacancy in the Chief Executive Officer position the First Executive Vice-President shall fail to take office for reasons stated in writing and forwarded to the Board of Executive Officers, then the Second Executive Vice-President shall immediately take the CEO position. In such event, he shall call within sixty days a Special Members Meeting for election of a new Chief Executive Officer, who shall be installed promptly after his election and remain in office until the end of the original tenure.

Subsection 6 - In the event that any Officer position shall become vacant – other than the Chief Executive Officer and First Executive Vice-President – the Board of Executive Officers shall appoint within thirty days one of their number to double in such functions.

Subsection 7 - In the event that two offices shall become vacant – except for the Chief Executive Officer and First Executive Vice-President positions – the Chief Executive Officer shall request to the Board of Directors for the designation, within sixty days, of two members to fill the vacant positions such as to complete the corresponding tenures. Thereupon, the corresponding doubling of functions will cease.

Subsection 8 - No Officer may fill more than one position at the same time.

Subsection 9 – Approval either with or without restrictions to the Balance Sheet, Financial Statements and Board of Executive Officers acts and accounts shall exempt Officers from liability save for deceitfulness, fraud or simulation as determined by the proper CIGRÉ-Brasil’s top management bodies or claimed in court action;

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Subsection 10 – The Board of Executive Officers shall hold meetings on a bimonthly basis;

Subsection 11 – The Board of Executive Officers’ resolutions shall be taken by a simple majority vote. In case of a tie, the Chief Executive Officer shall have the casting vote without regard to his previous vote.

Section 37 – It is incumbent upon the Board of Executive Officers:

I – to perform all acts required for the association’s regular operation;

II – to propose to the Board of Directors basic Management guidelines for its review;

III – to propose to the Board of Directors changes to these Bylaws as provided in Section 57;

IV – to propose to the Board of Directors for the purchase, disposal of or lien on movable or real property from the association’s assets as contemplated in paragraph XXI of this Section;

V- to forward to the Audit Committee for its review the Balance Sheet and Financial Statements, the Revenue Program, Investment and Outlay Budgets and Assets Investment Program as well as any other documents and proposals for actions requiring that Committee’s knowledge or actions;

VI – to submit to the Board of Directors the Annual Operations Report, the Balance Sheet and Financial Statements for the fiscal year, Annual and Pluriannual Economic-Financial Programs and Budgets and those regarding implementation of operating policies and guidelines as established by the

Board of Directors;

VII – To oversee, guide and follow performance of technical and administrative operations by establishing the requisite acts and regulations;

VIII – to prepare the internal policy manual containing employees’ rights and duties;

IX – to prepare ruling orders required for implementation of the guidelines set by the Board of Directors;

X – to prepare the payroll physical-financial budget and employee compensation system;

XI - to chose and approve of the designation of the International Travel Fund Manager, Study Committees’ Coordinators and managers, agents and attorneys;

XII – to approve of the establishment, transformation or extinction of regional or local bodies;

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XIII - to judge appeals applied against acts performed by assigns or employees and, should it be the case, submit the same to the Board of Directors, which is the highest appeal authority;

XIV – to approve of the entering into covenants, agreements and contracts not entailing the placing of liens and right *in rem* on the association assets;

XV – to designate an Officer or individual from the association membership to act as official editor for *Revista EletroEvolução – Sistema de Potência*, for *Informe CIGRÉ-Brasil* and other association publications both regular and infrequent, subject to the applicable legal provisions;

XVI – to designate an Officer or individual out of the membership to manage association promotions and events, subject to the provisions in the Regulation and procedures applicable thereto;

XVII – to designate one of their number or any individual out of the membership as CIGRÉ-Brasil’s representative with national and international bodies and events;

XVIII – to approve of the regulations and modifications thereto regarding permanent and scheduled modules and the association’s Travel Fund by submitting the same to the Board of Directors’ validation;

XIX – to hire and dismiss individual and corporate service providers consistent with the fulfillment of the association purposes, subject to compliance with Section 49 of these Bylaws;

XX - to authorize investments out of available cash and bank account operations by two Officers acting jointly, each of which may be represented by Proxy, subject to the Bylaws provisions;

XXI – to approve of the purchase and disposal of movable property providing that contemplated in the Assets Investment Plan, by submitting such operations to the Board of Directors’ validation, including with powers by two Directors acting jointly to execute purchase and sale, assignment, mortgage deeds in respect of CIGRÉ-Brasil’s real property;

XXII – to enter into covenants, agreements and contracts not entailing the placing of liens or right *in rem* on its assets or carrying permanent commitments to the association;

XXIII – to implement the association’s strategic actions;

XXIV – to take responsibility both as plaintiff and defendant, either in court or elsewhere, and the performance of acts required for managing its activities pursuant to these Bylaws and approved regulations;

XXV – to order that association activities be carried out in conformity with its overall guidance;
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XXVI – to prepare plans and programs, including Revenue and Assets Investment Programs, Investment and Outlay Budgets, Activities Program, and the organization and operation conditions for the association;

XXVII – to decide on the assignment of activities to the Board of Executive Officers and association members, their positions and functions (including representations);

XXVIII - to create and manage the association funds subject to the respective regulations thereon;

XXIX – to settle activities involved in processes developed by the association that are not within the scope of the proactive General Members Meeting or Board of Directors’ authority;

XXX - to request to the Chairman to call up the Board of Directors, or call up the Chairman himself when required;

XXXI – to settle special cases.

Only Subsection – The Association bank operations, endorsements and trade acceptances and performance of acts required in connection with CIGRÉ-Brasil operations shall be carried out jointly by members of the Board of Executive Officers, one of which to be the Chief Executive Officer on a mandatory basis; attorneys may be appointed for performing such acts.

Section 38 – In carrying out the Board of Executive Officers’ assignments it is incumbent:

a) *upon the Chief Executive Officer:*

I - to manage, set guidelines for and control CIGRÉ-Brasil’s technical and administrative activities within his scope of authority;

II – to assign activities to each Officer within the defined area of authority as established under these Bylaws;

III – to superintend the overall policy for the association as established by the Board of Directors;

IV – to call and preside over the Board of Executive Officers meetings proceedings;

V – to coordinate activities among Offices;

VI – to represent CIGRÉ-Brasil with the Board of Directors and with CIGRÉ-Paris Executive Committee, with powers to delegate such representation to another association member;

VII - to represent CIGRÉ-Brasil both as plaintiff and defendant, with powers to constitute, appoint and empower assigns for such purpose;

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VIII – to grant temporary leave of absence to members of the Board of Executive Officers and appoint

a substitute to perform the substituted member functions during his absence;

IX – to approve of definitions and changes to the organizational structure;

X - to set guidelines for preparation of association budgets regarding limits and internal and external contingencies thereon;

XI – to provide guidance in connection with plans for areas of operation of the association Officers;

XII – to coordinate the care of and relations with outside organizations, the Board of Directors, Audit Committee and General Members Meeting;

XIII – to sign, jointly with one Officer, the documents entailing responsibility to the association, and appoint attorneys for such purpose;

b) upon the Executive Vice-Presidents:

I - to represent CIGRÉ-Brasil during the Chief Executive Officer's absence or, where appointed for that purpose, with the CIGRÉ-Paris' Board of Directors;

II – to manage, integrate and follow-up the technical activities of CIGRÉ-Brasil Study Committees, Permanent and Scheduled Modules, both within and without the country, SNPTEE Technical Commission and all other technical groups that may be created;

III – to coordinate publication of the *EletoEvolução – Sistema de Potência* magazine, *Informe CIGRÉ* and other Brazilian National Electric Power Generation and Transmission Committee media;

IV – to submit to the Board of Executive Officers the name of SNPTEE Corporate Management Committee Coordinator and Technical Commission Coordinator, of the Journal Publishing Council and other functions in charge of the association technical activities;

V – to coordinate CIGRÉ-Brasil's Technical Committee;

VI – the First Executive Vice-President replaces the Chief Executive Officer during his absences or impediments;

VII – to assist the Chief Executive Officer in performing his technical functions in the manner deemed most appropriate.

VIII – to be a member of SNPTEE's Technical Committee and Corporate Management Committee.

c) upon the Executive Finance Officer:

I – to forecast and provide for the financial and economic resources to support and assure practicability of all of association's technical operations;

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II – to manage, provide for the accounting of and coordinate the performance of all of the association's economic-financial operations;

III - take responsibility for and maintain CIGRÉ-Brasil properties and all tangible and intangible assets;

IV – to operate jointly with the Chief Executive Officer or another Officer or assign empowered with specific delegation from the Chief Executive Officer the association funds by signing himself or appointing a Proxy out of the remaining Officers, with limited powers, all checks, money orders,

financial investments and other financial operations, and contracts entailing financial liability to CIGRÉ-Brasil;

V – to coordinate preparation and promote the implementation and follow-up of the association's Revenue, Investment and Outlay Budgets;

VI – to prepare reports to be submitted to the Board of Executive Officers and Audit Committee containing

on a *bimonthly* basis, the income and expenditure trial balance sheet accompanied by CIGRÉ-Brasil's current and forecasted economic-financial performance, by using appropriate performance and risk indicators, and recommending steps and options that appear required to him;

on an *annual* basis, the Balance Sheet and Financial Statements, the Revenue and Capital Investment Program to be submitted to the Audit Committee, Board of Directors and subsequently to the General Members Meeting approval;

VII – to prepare the annual and pluriannual financial planning by conducting studies in respect of annual memberships to be established;

VIII – to manage the International Travel Fund pursuant to its regulation and according to Section 48 and Only Subsection thereof;

IX - to implement, under the Board of Executive Officers' guidance and supervision, the investment of available financial resources, manage Funds created to defray the association activities costs as well as to take care of movable properties, organize bidding processes including those for accounting and audit service providers;

X – to determine costs in connection with the association activities and establish its re-insurance guidelines;

XI - to sign together with the Chief Executive Officer or another Officer the documents under the association's responsibility;

XII – to perform representations and/or coordinate activities as directed by the Board of Executive Officers;

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d) *upon the Executive Administrative Officer:*

I - to manage the membership and promote campaigns to obtain new members by processing admissions and dismissals, maintaining exchange of information among members and the administration, disseminating documents and publications;

II – to prepare, serve as secretary for and report the Board of Executive Officers meetings, Board of Directors meetings and, upon invitation, the General Members Meeting;

III - to manage the whole communication process between the membership and CIGRÉ-Paris, communication with members and between the association and other outside bodies and organizations;

IV - to manage current association activities regarding correspondences, records, publications and editorial activities, preparation of contracts and institutional and regulatory documents or procedures among others;

V – to prepare with the participation of other members of Board of Executive Officers the annual association activities report;

VI – to keep CIGRÉ-Brasil files updated – by establishing and maintaining a digital library – and lists of members and their respective personal data, in particular those related to access to and communication with the association;

VII - to manage the hired staff, provision of services, contracts with third parties, including call and selection processes, hiring and dismissal or disconnection, career plan and performance follow-up, social benefit programs, qualification of personnel and corporate quality, entrepreneurial management processes including decision-making supporting tools, among others;

VIII – to develop, implement and maintain the association’s information and divulgation network operation, its site and activity development gateways and also maintaining its connection with the society and media organizations;

IX – to manage the physical facilities and movable property composing the association assets;

X- to coordinate the developments and application of the association’s commitment and responsibility programs involving participation of the Board of Executive Officers, Board of Directors and the whole of its membership;

XI – to monitor attendance of appointed and elected Directors under a list of attendance for every Board meeting having regard to the provisions in Section 33, Subsection 2;

XII – to maintain the association’s History Project;
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XIII – To perform representations and/or coordinate activities pursuant to decision by the Board of Executive Directors.

Article III – Technical Committee

Section 39 – The Technical Committee is the body in charge of CIGRÉ-Brasil’s technical administration, its assignment being to define, direct and manage all of its technical activities.

Section 40 – The Technical Committee shall be made up of all Study Committee Coordinators and all Coordinators for large events that compose CIGRÉ-Brasil’s Permanent Modules, and by members of CIGRÉ-Brasil Board of Executive Officers as well.

Subsection 1 – The Technical Committee shall be presided over by CIGRÉ-Brasil First Executive Vice-President and during his absence or impediment by its Second Vice-President.

Subsection 2 - The Technical Committee regular meetings shall be held semiannually;

Subsection 3 – The Technical Committee shall be governed by its regulation, prepared by the Committee itself, which shall be approved by the Board of Directors.

Subsection 4 – The Technical Committee shall establish work groups composed by its members or invited association members to perform tasks or carry out specific projects supplementary to or

supporting existing Modules.

Section 41 – Following are the Technical Committee’s assignments:

I - to establish the operation strategies, guidelines and CIGRÉ-Brasil’s Action and Technical Development Program which shall be accompanied by the corresponding revenue plan and budget proposal;

II - to oversee and manage all of the association’s technical-scientific activities;

III – to guide and provide support to processes for choosing Coordinators for the various Study Committees, events, special jobs and research and development work, and CIGRÉ-Brasil publications and Brazilian representatives with CIGRÉ-Paris;

IV – to further the association’s technical-scientific divulgation with the outside community, in particular in its college and trade-oriented education sector, investigation and development organizations and industry-related public institutions, by prioritizing care within the environment of its members;

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V - to carry out periodic and regular surveys on demands in terms of technical-scientific developments required for the Brazilian Electric Power Industry and regional industries with a view to directing the Committees’ activities towards meeting the industry requirements;

VI - to coordinate the association’s technical representation with CIGRÉ-Paris and other national and international institutions;

VII – to prepare and manage annual and pluriannual schedule of events organized by the association;

VIII- to prepare and keep updated the association Code of Ethics and its Regulation, which govern its operations;

IX - to regulate and standardize the association Modules operation processes;

X - to establish the understanding, scope and modus operandi of CIGRÉ-Brasil technical-scientific exchange and cooperation, investigation and development programs;

XI – to prepare or compile the reports from the various technical activities carried out every year, either directly or through delegation, submitting their consolidated result for it to appear on the association’s Annual Report and for review by the Board of Directors.

Article IV – Audit Committee

Section 42 – The Audit Committee, which is the body in charge of looking after the association’s management and economic-financial health through the inspection of and guidance to its consolidated operations, shall function as a permanent body and be composed of three (3) permanent members and their respective substitutes, to be elected for tenures of office of four (4) years. The terms of office of the Audit Committee members shall be coincidental with those of the Board of Executive Officers and Board of Directors members.

Subsection 1 – In the event of impediment or vacancy, an Audit Committee member shall be replaced by his respective substitute in office;

Subsection 2 – The Audit Committee Chairman shall be chosen by its peers.

Section 43 – It is incumbent upon the Audit Committee to review and deliver its opinion on the adequacy and appropriateness and congruence of the overall guidance implemented at the association regarding the Annual Balance Sheet and Financial Statements, subject to the provisions in these Bylaws, in the applicable legislation and all other related documents. For such purpose, the Audit Committee shall examine the interim balance sheets and statements and may have at any time access to the documents containing CIGRÉ-Brasil’s accounting data. Upon finding problems or irregularities, the Audit Committee shall propose to the Board of Directors for corrective actions or actions leading to improvements to the association practices and/or procedures.

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Section 44 – It is incumbent upon the Audit Committee:

I – to examine and deliver its opinion on CIGRÉ-Brasil interim balance sheets;

II – to examine and deliver its opinion on the Statements of Assets and Liabilities as well as on the Financial Statements, costs and results and all other economic-financial aspects of the association’s current and forecasted performance resulting from its Board of Executive Officers management;

III – to examine at any time CIGRÉ-Brasil’s books and documents;

IV – to write down on a minutes book the results of examinations carried out;

V – to submit to the Board of Directors the opinions on the fiscal year business performance and economic-financial results relying on the fiscal year Balance Sheet and Financial Statements and Programs and Budgets prepared by the Board of Executive Officers;

VI – to identify and set down on record irregularities detected and recommend remedial steps.

Subsection 1 – The Audit Committee may request to the Board of Directors, under justification in writing, for engagement of expert or specialized concern advisory services to assist it in performing its functions, without prejudice to the outside audits that are to be performed on a mandatory basis.

Subsection 2 – The Audit Committee shall submit its appraisal and opinions in writing to the Board of Directors for its review and deliberation;

Subsection 3 – In addition to the Audit Committee members, its meetings may be attended by an accounting firm and certified accountants engaged by CIGRÉ-Brasil or other individuals when invited by its Chairman.

Article V – Board of Executive Officers’, Board of Directors’ and Audit Committee elections

Section 45 – Elections to fill positions in the Board of Executive Officers and of the Board of Directors and Audit Committee members shall be held by the silent poll at a General Meeting; the

votes therein may be given by letter, in person or by proxy during the Meeting.
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Section 46 – Regarding the elections referred to in the preceding Section, only complete slates may run for all elective positions submitted by a number of members holding in the aggregate not less than ten per cent (10%) of the total number of votes by members in full enjoyment of their rights to the association and whose candidates are equally in regular standing before CIGRÉ-Brasil as contemplated in Section 12, Only Subsection, of these Bylaws.

Subsection 1 – Slates with candidates for all elective positions referred to in the head of this Section may run in the election only if registered at CIGRÉ-Brasil’s Secretary Office or mailed return receipt requested at least sixty (60) days prior to the date of the General Meeting at which the election will take place, and if containing the signatures of all of the slate names indicating their acceptance and commitment as candidates.

Subsection 2 – All members running for Board of Executive Officer positions shall be members enrolled for at least five (5) years as Individual member I;

Subsection 3 - The incumbent Board of Executive Officers shall regularly submit a slate to run for the elections whose members may not run for re-election for the same Office and may not be re-elected more than three consecutive times, in both cases for positions in the Board of Executive Officers;

Subsection 4 - The Executive Administrative Officer will communicate to the association members the names making up the slates that will run for election and the procedures to be followed for such purpose at least thirty (30) prior to the date set for the General Meeting called for that purpose.

Subsection 5 - The slate obtaining a simple majority, i.e., at least one (1) more vote than any number of votes given to any of the other slates running at the election shall be declared elected and shall be concurrently installed at the General Meeting at which the election was held.

CHAPTER VI – FINANCIAL MATTERS

Section 47 – The association will defray its expenses funded by membership annuities except for the International Travel Fund benefits, and also out of the revenues generated by promotions and income from its activities in connection with enrolments, fees, donations, publications, intellectual property rights and sponsorships.

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Subsection 1 – CIGRÉ-Brasil will collect and remit to CIGRÉ-Paris the memberships and fees corresponding to the participation of its members in CIGRÉ-Paris.

Subsection 2 - The amounts in respect of annual memberships or fees shall be set every year by the Board of Executive Officers, conditional upon the Revenue Program and Investment and Outlay Forecast proposal.

Subsection 3 - The member of the Member-to-Be group shall pay for half the amount of the Individual I member annual membership, such amount to be established by the Board of Executive

Officers.

Subsection 4 - The Individual Member II and Corporate Member II shall pay half the membership amount to be established for the Individual I member and Corporate I member respectively.

Subsection 5 - Fees in connection with the sharing or marketing in all CIGRÉ-Brasil's activities shall be fixed according to the regulation governing the same, subject to the criterion under which members shall always be granted a discount of not less than thirty per cent (30%) of the amount specified for nonmembers.

Subsection 6 - Corporate I members gathering as many as five (5) representatives; Corporate II members gathering up to two (2) representatives; and Supporting and Coordinating members with up to ten (10) representatives shall enjoy the discount referred to in the preceding subsection.

Subsection 7 - Honorary members are exempt from payment of the annual membership and fees for participation in events sponsored by CIGRÉ-Brasil.

Section 48 – The association will establish funds, each of which with its own regulation, to support its activities. Financial management of said funds shall be incumbent on the Executive Finance Office, while investment of its resources shall always be carried out by a specific group or institution engaged for such purpose, under the Board of Executive Officers' supervision.

Only Subsection - The guidelines ruling International Travel Fund investments shall be validated by the Board of Directors.

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Section 49 – The association will pay compensation only those employees hired for performing administrative functions, subject to the compensation amounts current in the marketplace, provided that the work force career plan has been approved by the Board of Directors.

Section 50 – The Executive Finance Office shall keep accounting records on expenses and income under systems that assure their accuracy and adequacy pursuant to legal provisions in force and recommendations, if any, made by the Audit Committee.

Only Subsection – The Executive Finance Office will engage under a bidding process a specialized accounting firm to develop such activity for the association.

Section 51 – To carry out specific activities, the Board of Executive Officers may, upon a recommendation placed by the Executive Finance Office, delegate to third parties responsibility for financial and accounting management in respect of some modules by means of an agreement or other legal document of similar effect, to be approved by the Board of Directors.

CHAPTER VII – DISSOLUTION

Section 52 - CIGRÉ-Brasil may be dissolved in those cases contemplated in the law or by resolution of the Special Members Meeting called for that particular purpose at the request of at least four-fifths (4/5) of members fully enjoying their membership rights, as provided in Section 12, Only Subsection, addressed to the Board of Directors, the votes thereon to be given in person and individually at the place of the Meeting.

Subsection 1 - The Board of Directors shall call the Special Members Meeting, through the Executive Administrative Officer, to convene thirty (30) calendar days from receipt of the call request at CIGRÉ-Brasil headquarters.

Subsection 2 – The dissolution shall be deemed approved in case it shall receive an aggregate of affirmative votes from at least two-thirds (2/3) of members attending the Meeting, a quorum of at least four-fifths (4/5) of CIGRÉ-Brasil members in full enjoyment of their rights being required.

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Subsection 3 – Upon the impossibility of installing the General Members Meeting as described in Subsection One above, after publication of three successive notices at fifteen (15) calendar days intervals and in the manner contemplated in these Bylaws, the intention of CIGRÉ-Brasil membership to dissolve the association shall be admitted, such fact to be promptly communicated to the proper authorities.

Section 53 – Upon a resolution to dissolve CIGRÉ-Brasil, the Special Members Meeting called for that particular purpose shall establish a Commission composed of fifteen (15) association members to be in charge of taking whatever steps required towards dissolution of the association.

Section 54 – Upon deliberation of the members convened at a Meeting, the association assets shall be conveyed to a private non-profit organization, or they may be passed on to a local, state or federal institution possessing the same legal qualification, provided that its purposes are equal or similar to those of CIGRÉ-Brasil.

Section 55 – Resolutions on the subject matter addressed in the preceding Section shall be approved if accepted by the affirmative vote of at least two-thirds (2/3) of members present at the Special Members Meeting, a minimum quorum of four-fifths (4/5) of the total number of votes from members fully vested in their rights as contemplated in Section 12, Only Subsection, being required.

CHAPTER VIII – GENERAL AND TRANSITORY PROVISIONS

Section 56 - CIGRÉ-Brasil may not stand surety, bond or any other guarantee entailing responsibility to the association, except for and only and strictly as regards operations that are essential to its survival or for carrying out its purposes, and then upon the designation in prior from its Board of Executive Officers duly approved by the Board of Directors and confirmed by the Special Members Meeting.

Section 57 – These Bylaws may be modified at any time by proposal by the Board of Executive Officers or a number of association members holding at least one-third (1/3) of the total number of votes of members enjoying full rights in the association. A proposal for modification shall be submitted to the Board of Directors which, after reviewing the same, shall forward it to the Special Members Meeting for approval.

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Only Subsection – Proposals for modification to these Bylaws shall be deemed approved if obtaining at least two-thirds (2/3) of the affirmative votes of those present at the Special Members Meeting to which the proposals have been submitted, subject to the provisions in Section 22, Subsections Two and Three.

Section 58 – Upon the approval by its Board of Directors and General Members Meeting, CIGRÉ-Brasil may apply for qualification as an Organization of the Public Interest Civil Association pursuant to Law No. 9.790 of March 23, 1999.

Section 59 – The Board of Executive Officers shall submit to the Board of Directors the resolution on cases not contemplated in these Bylaws, to be approved by the General Members Meeting subsequently to the date on which the same had been resolved.

Section 60 – The Board of Executive Officers shall implement the provisions contained in these Bylaws no later than one hundred eighty (180) days from the effective date hereof.

Section 61 – The venue of CIGRÉ-Brasil is the circuit court of Rio de Janeiro, State of Rio de Janeiro, any other jurisdiction however privileged to be foregone.

Section 62 – This amendment to the Bylaws, which cancels and supersedes the Bylaws currently in force, as approved by the association members December 10, 2004 under Section 45 of the former Bylaws, shall become operative after its legal registration.

Board of Executive Officers of CIGRÉ-Brasil:

Chief Executive Officer.....Paulo César Vaz Esmeraldo

First Executive Vice-President.....José Henrique Machado Fernandes

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Second Executive Vice-PresidentMônica Neves Cordeiro

Executive Finance OfficerAlbert Cordeiro Geber de Melo

EXHIBIT

1

English version of Section 16 – CIGRÉ-Paris Bylaws dated April 2000, approved at the 8/28/2000 Special Members Meeting

CIGRÉ members from whatever country or groups of countries within a given region may establish a National Committee. This Committee shall exercise its rights and obligations as outlined below only if recognized and accepted by CIGRÉ Board of Directors. By and large, no National Committee will be recognized unless counting in forty individual members or any equivalent combined number of Corporate I and II members and individual members (having regard that a Corporate I member counts as five individual members and that one Corporate II member is equivalent to two individual members). The Board may make this criterion flexible in special cases.

Recognition of a National Committee rests on the Board of Director’s discretion, which is not obligated to state the reasons for its decision.

Generally, the National Committees are established to promote CIGRÉ-Paris interests in the respective countries and meet the interests of countries where the same are established. Following are the assignments of these National Committees:

- a) To collect membership annual fees and remit the same to the General Secretary Office;
- b) To coordinate the presentation of technical papers for CIGRÉ Meetings and Symposiums;
- c) To recruit members for CIGRÉ and organize representation of their countries at CIGRÉ Meetings and Symposiums;
- d) To recommend to the Board names of members for the Study Committees and stimulate in their countries cooperation of experts with Study Committees’ members and, where possible, the establishment of national expert groups to function as SCs replicas;
- e) To stimulate the organization of regional meetings pursuant to detailed guidelines contained in the document entitled “Regional Meeting Organization”;
- f) Should it be the case, to submit names of members for elections of Board of Directors members according to the conditions set under procedure rules.

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EXHIBIT

2

English version of Section 5 – Benefits to Members as stated in the CIGRÉ-Paris Bylaws dated April 2000 and approved at the 8/28/2000 Special Members Meeting.

The Board of Directors establishes the benefits to CIGRÉ members, which include the following:

- a) To take part in Biannual Meetings and Symposiums (under the conditions set by the Board), i.e., to present technical papers and take part in technical discussions and social events organized at such occasions;
- b) To take part in technical work within CIGRÉ and, in particular, to be appointed as member of a Study Committee or Working Group;
- c) To receive free-of-charge or at reduced prices all documents published by CIGRÉ, in particular the “ELECTRA” technical journal that contains, among other things, information on CIGRÉ’s activities;
- d) To request to the CIGRÉ General Secretary Office for any information desired and which that Secretary Office be able to provide or obtain;
- e) To be introduced by the General Secretary Office to CIGRÉ members in all countries with the purpose of obtaining whatever assistance that they may require.

Note: Attendance at Biannual Meetings is open (pursuant to the Procedure Rules) to nonmembers, however such participants may not present papers nor enjoy any of the benefits provided in paragraphs “b”, “c”, “d” and “e” above.