

## SET ASSOCIATION'S BYLAWS

### TITLE I

#### CHAPTER I – DENOMINATION, NATURE, HEADQUARTERS, DURATION, PURPOSES

**Art. 1<sup>st</sup>** – SET – Sociedade Brasileira de Engenharia de Televisão (*Brazilian Society of Television Engineering*), registered under the National Register of Legal Entities (CNPJ) Nos. 30.121.180/0001-20 and 30.121.180/0002-01, is a legal entity governed by private law, constituted as a non-profit civil association, governed by these bylaws and applicable legislation.

**Art. 2<sup>nd</sup>** – The Association has its headquarters and jurisdiction in the City and State of São Paulo, at Avenida Auro Soares de Moura Andrade, No. 252, Conjuntos 31 and 32, Bairro Barra Funda, CEP: 01156-001, and the possibility of having representative offices throughout the national territory or abroad.

**Sole paragraph** – The association is established for an indefinite period.

**Art. 3<sup>rd</sup>** – SET is a non-profit technical-scientific association of professionals in engineering, technology, operation, research and related activities, educational institutions and companies, whose purpose is to disseminate technical, operational and scientific knowledge and improve audio and video electronic media technologies, which will primarily consist, among others, of:

- I. Being a meeting point for professionals, entrepreneurs and academic communities of teaching and research, identified with the scope of its work;
- II. Developing and disseminating technical and scientific knowledge;
- III. Boosting technological innovation and innovative businesses in the area of audiovisual electronic media, including startups;
- IV. Offering distinctive professional development opportunities for its Associates;
- V. Forming work groups, composed primarily of its Associates, for the study, testing, development and improvement of technologies, in addition to the study of trends and market changes in the sector;
- VI. Cooperating with governmental bodies in the establishment of technical norms and standards that are related to its purpose;
- VII. Fostering the development of the Brazilian audio and video electronic media market with their actions;
- VIII. Promoting technical seminars, congresses, tradeshowes, publishing technical journals, activities on social networks and internet pages and special works under the “SET” trademark;
- IX. Promoting partnerships and exploring opportunities for collaboration with similar national and international associations, which may favor the Associates’ professional activities;
- X. Developing other activities necessary to fulfill the purposes of SET.

## **CHAPTER II – THE ASSETS, ITS CONSTITUTION AND USE**

**Art. 4<sup>th</sup>** – SET has legal personality and assets distinct from its Associates and directors, who are not personally, subsidiary or jointly liable for the obligations contracted by the Association.

**Art. 5<sup>th</sup>** – SET's assets consist of the material collection represented by all their movable and immovable assets, titles and donation products, the respective inventory of which will be made at the end of each fiscal year.

## **CHAPTER III – THE FISCAL YEAR**

**Art. 6<sup>th</sup>** – The fiscal year will coincide with the calendar year, beginning on the 1<sup>st</sup> of January of each year and ending on the 31<sup>st</sup> of December.

## **CHAPTER IV – SET RESOURCES**

**Art. 7<sup>th</sup>** – SET has the following sources of funds for the maintenance and development of its activities:

- I – Contributions from its Associates;
- II – Values arising from specific campaigns, programs and/or projects;
- III – Values arising from the collection of values with promotions of events, seminars, fairs, courses, whether related to registration, sale of articles or in any way related;
- IV – Subscription or sales fees of technical publications;
- V – Values from technical certifications and related services;
- VI – Public or private donations, sponsorship, support and voluntary contributions of any nature;
- VII – Financial income from investments of its assets and other income from its equity;
- VIII – Other lawful ways of obtaining resources.

Sole Paragraph – The contributions referred to in item I will be defined by the Advisory Board.

## **TITLE II – THE ASSOCIATES**

### **CHAPTER I – SOCIAL CATEGORIES**

**Art. 8<sup>th</sup>** – SET's membership consists of professionals working in the audio and video electronic media sectors, especially engineering, technology, researchers, among others, as well as companies operating in the markets related to audio and video electronic media, in activities and products such as, among others:

- I – Production, programming and/or electronic distribution of audio and video content;
- II – Professional electronic products and services for audio and video media;

III – Semi-professional electronics and consumer electronics products and services for audio and video media;

IV – Systems, software and applications in any way related to audio and video media, including games and advertising.

**Art. 9<sup>th</sup>** – The categories of SET Associates are as follows:

**I – Individual Associates:**

- a) **EFFECTIVE Associate:** Individual who works with technologies involved in audio and video electronic media or in a way related to such technologies;
- b) **STUDENT Associate:** Individual enrolled in a technical, undergraduate or postgraduate course *strictum sensum* in Engineering, or another area of technology related to audio and video electronic media;

**II – Associate Legal Entity:** companies, non-profit foundations and government bodies that develop activities related to audio and video electronic media.

Paragraph 1 – The Associates who signed the founding minutes of SET, in 1988, will be distinguished by the title of Founding Associates.

Paragraph 2 – The effective Associate who has provided relevant services to SET in accordance with the criteria established by the Advisory Board, will be distinguished with the title of Meritorious Associate.

Paragraph 3 – The effective Associate who has obtained special prominence, for merit in the services rendered or for the positions taken, or who has made extraordinary contributions applicable to the patrimony and development of the association, will be distinguished with the title of Honorary Associate, and must, therefore, be nominated by five (5) individual associates (except students) with the respective justification to be forwarded to the President of the Advisory Board, for later approval by the Ordinary General Meeting.

**Art. 10** – The Associates, for their notorious ethical duty, must look after the interests of the Association and their own interests, of the body or company to which they belong.

**Art. 11** – It will be up to the Executive Board to promote all necessary measures related to the procedures for joining the membership, in accordance with the guidelines of the Advisory Board.

**Art. 12** – The Associates are not liable, personally, subsidiary or jointly, for acts performed by the association or for obligations contracted on its behalf.

## **CHAPTER II – RIGHTS AND DUTIES OF THE ASSOCIATES**

**Art. 13** – The rights of Associates that are even with their obligations are as follows:

**I** – Participating in the General Meetings, by their duly accredited representatives, vote in them, even by proxy, and stand as a member of the Advisory and Fiscal Boards, observing the limits established in these statutes, in particular the provisions of paragraphs 1 and 2 of this article;

- II** – Presenting suggestions of social interest, as well as proposing the admission of new Associates;
- III** – Participating in activities and social events promoted by SET;
- IV** – Participating in SET’s work groups and internal committees;
- V** – Attending Congresses, conferences, seminars and other technical meetings promoted by SET;
- VI** – Attending the headquarters, enjoy the existing spaces and utilities;
- VII** – Offering theses, suggestions or propositions to be considered at SET meetings or at the Advisory Board meetings;
- VIII** – Being designated to coordinate work groups and internal committees, observing the limits established in these bylaws, in particular the provisions of paragraph 1 of this article, and provided that they are up to date with their statutory obligations;
- IX** – Enjoying special rates on registration for congresses, seminars and courses promoted by SET.

Paragraph 1 – The Student Associate will not be granted the right to vote and to run as a member of the Advisory Board and of the Auditing Board, being them forbidden to assume such positions as well as SET’s coordination of work and committee groups.

Paragraph 2 – The Legal Entity Associate will not be granted the right to vote or to run as a member of the Advisory Board and of the Auditing Board.

**Art. 14** – The following are duties of all Associates of SET:

- I** – Care for the good name of SET before the external public in Brazil and Abroad and collaborate, on a permanent basis, in the achievement of its objectives;
- II** – Make timely payment of financial contributions;
- III** – Comply with these Bylaws, the deliberations of the Meetings and the Resolutions of the Advisory Board, as well as the Internal Regulations.
- IV** – Communicate to the Advisory Board, as soon as they become aware, about facts that may jeopardize the free exercise of audio and video electronic media, their public concept or the good name of SET;
- V** – Keep your data and information about the membership duly updated with SET;
- VI** – Attend and vote on the occasion of the elections;
- VII** - Report any irregularity found within the Association so that the General Meeting can take the necessary measures;
- VIII** - Defend the patrimony and interests of the association.

### **CHAPTER III – INFRACTIONS AND PENALTIES**

**Art. 15** – Violations of the following provisions are subject to the sanctions provided for in this Chapter:

- I** – Serious violation of the Bylaws and Internal Regulations;
- II** – Defame the association, its members, Associates or objects;
- III** – Practice activities that contradict the decisions of the Meetings and the resolutions of the Advisory Board;
- IV** – Deviation from good manners;
- V** – Practice dubious conduct, illegal or immoral acts;
- VI** – Adoption of an unethical, illegal, unseemly or destructive practice or posture in relation to the association;
- VII** – Incompatibility for exercising the profession for more than 30 (thirty) days, by final decision of the Professional Regulation Council.

**Art. 16** – At the discretion of the Advisory Board, by deliberation of the majority of its members, violations committed by Associates will receive punishment, depending on their severity, according to the following penalties:

- I** – Reserved warning;
- II** – suspension of registration for up to one year;
- III** – Exclusion from membership.

**Art. 17** – The Advisory Board is the competent body for the establishment of the rite of representations and for the application of penalties provided for herein, after the right of defense is given to the Associate, being certain that the exclusion of the associate will only be admissible if there is compelling cause.

Paragraph 1 – The decision of the Advisory Board may be appealed to the General Meeting.

Paragraph 2 – The notifications referring to this Chapter will be sent by post, with acknowledgment of receipt (AR) or other means that proves receipt of the Associate.

**Art. 18** – The following penalties will apply to Associates in arrears with their financial contributions:

- I** – In the event of payment delay, the Associate will no longer enjoy the rights described in Article 13 until the effective payment of the debt;
- II** – The exclusion of the Associate will only take place in the case of indifference to consecutive warnings about the accumulation of associative contribution debts, and after being recognized in a procedure that ensures the right of defense and appeal, with default being characterized for 2 (two) fiscal years.

#### **CHAPTER IV – RESIGNATION OF THE ASSOCIATE**

**Art. 19** – The Associate may resign, when he/she deems it necessary, by means of a protocol with the SET Secretariat of his/her resignation request.

Paragraph 1 – There is no need for motivation to request the resignation of the association, in view of the freedom of association contemplated by the Federal Constitution in its Article 5, item XVII.

Paragraph 2 – Once resigned, the Associate will not have the right to claim restitution or compensation of any nature, with the obligation to pay overdue obligations persisting, as a possibility of being sued for default.

Paragraph 3 – Even after the resignation, the duty of confidentiality on the issues discussed in the association shall remain.

### **TITLE III – THE BODIES OF SET**

**Art. 20** – The bodies of SET, made up of individuals, are:

- I – General Meeting;
- II – Advisory Board;
- III – Fiscal Board; and
- IV – Former Presidents Board.

**Art. 21** – The General Meeting, the highest body of the association, is composed of Associates in full enjoyment of their statutory rights.

**Art. 22** – The Advisory Body is a body of the SET administration.

**Art. 23** – The Former Presidents Board is an advisory body of SET and will be installed when required.

**Art. 24** – The Fiscal Board is a control and inspection body of SET.

### **CHAPTER I – THE GENERAL MEETING AND THEIR OPERATION**

#### **SECTION I – THE GENERAL MEETING**

**Art. 25** – The General Meeting is responsible for deliberating on all matters of the social scope, as well as electing and dismissing the Advisory Board and the Fiscal Board.

**Art. 26** – Associates who are up to date with their social obligations, meet the conditions of these Bylaws, as well as the Internal Regulations, and who do not fit into the hypothesis of paragraphs 1 and 2 of Article 13 of these bylaws may vote at the General Meeting.

**Art. 27** – The General Meeting will happen:

- I - Ordinarily,
  - a) annually, until the end of the first quarter, to review the report and approve the entity's bills for the previous fiscal year, with the opinion of the Fiscal Board;
  - b) electing the members of the Advisory Board and of the Fiscal Board.

**II – Extraordinarily:**

- a) to resolve on the dissolution of the SET;
- b) to amend the Bylaws;
- c) to consider an appeal filed by an Associate due to the application of a penalty;
- d) to address a relevant issue of electronic audio and video media or from SET.

Sole Paragraph – The Ordinary General Meeting for the election of members of the Advisory Board and of the Fiscal Board will preferably be held together with the national event of SET, in order to facilitate the participation of the largest number of Associates.

**Art. 28** – The convening of the Meeting will take place:

- a) by a call notice by the President of SET;
- b) by two-thirds of the votes of the members of the Advisory Board;
- c) by decision by the majority of the members of the Fiscal Board;
- d) by request of at least one-fifth of the Associates with voting rights.

Paragraph 1 – The Ordinary General Meeting to elect the members of the Advisory Board and of the Fiscal Board will be convened by public notice published on the SET website by communication sent to all Associates, at least sixty (60) days in advance and the other General Meetings with at least 30 (thirty) days in advance.

Paragraph 2 – The resolution on a matter that is not included in the call notice shall be invalid.

**Art. 29** – The General Meeting will be installed on first call with the presence of the majority of Associates with voting rights and, on second call, with any number.

Sole Paragraph – Only Associates who are up to date with their statutory obligations will attend the Meeting.

**Art. 30** – Associates may be represented by proxies, by means of a public or private instrument, with the delegation of powers being forbidden.

Paragraph 1 – The proxy may not exceed the representation of more than five (5) Associates, and the power of attorney must indicate the direction of the vote to be cast.

Paragraph 2 – Employees and service providers of the entity cannot act as proxies, even if they provide services eventually.

**Art. 31** – The Associate may also participate in Meetings by casting his/her vote remotely through a virtual ballot in a specific procedure to be published in the official website of the SET within the same period of publication of the convening of the Meeting.

**Art. 32** – Decisions at the general meeting will be taken by the vote of the majority of participating Associates with voting rights.

Paragraph 1 – For the resolutions referred to in sub-item 'b' of items I and II of Article 27, the concurrence vote of two thirds of the Associates with voting rights who participate in the General Meeting specifically convened for such purposes is required.

Paragraph 2 – Under the terms of article 14 of the present Bylaws, Student Associates and Legal Entities Associates do not have voting rights.

## **SECTION II – THE OPERATION**

**Art. 33** – The President of SET, or their legal substitute, will open the proceedings of the Meeting and indicate who will preside such Meeting, with the agreement of the majority of those present, as well as two representatives of the Associates to function as secretaries, who will also serve as tellers when dealing with matters subject to deliberation.

**Art. 34** – At the end of the works, a closing term of signatures must be drawn up in the Attendance book by the Secretaries of the Board.

Sole Paragraph. In case it is necessary to suspend the session of the Meeting for later proceeding, only those whose names appear in the attendance book will have voting rights.

**Art. 35** – The work of the meetings will be recorded in the minutes, drawn up in a special book, written or ordered to be written by one of the secretaries of the table, also signed by the President of the Meeting.

**Art. 36** – Only the Associate who is up to date with his/her financial obligations will participate in the Meeting.

## **CHAPTER II – THE ADVISORY BOARD**

### **SECTION I – COMPOSITION AND DUTIES OF THE ADVISORY BOARD**

**Art. 37** – The Advisory Board will be composed of a minimum of thirteen (13) and a maximum of seventeen (17) members, always in an odd number, all effective and professional Associates with proven performance and experience in technology or technological strategies aimed at audio and video electronic media

Paragraph 1. For each member of the Advisory Board, an alternate shall be elected, who will have the same prerogatives, rights and duties of the full director only during the replacement period.

Paragraph 2. The alternate may participate in the meetings of the Advisory Board pursuant to Paragraph 3 of Art. 41.

**Art. 38** – The members of the Advisory Board and their alternates will be elected by the direct vote of two thirds (2/3) of the Associates with voting rights in the Ordinary General Meeting, for a term of two (2) years, coinciding with the term of the Fiscal Board, and may be re-elected indefinitely.

Paragraph 1 – The election of the members of the Advisory Board will take place in accordance with the ticket system, in which all candidates for the position of effective director and alternate will be listed, with emphasis on candidates for President and Vice-President.

Paragraph 2 – The President and Vice-President will occupy the positions for two (2) years, being able to be re-elected for only one more period of 2 (two) consecutive years or without restrictions if in staggered terms.

**Article 39** – The members of the Advisory Board will perform their duties on an unpaid basis.

**Article 40** – The directors will take office in their positions by signing a term of office of the Advisory Board.

## **SECTION II – COMPETENCES AND OPERATION OF THE ADVISORY BOARD**

**Art. 41** – The Advisory Board is responsible for promoting the strategic direction of the entity and deliberating on technical, institutional and market matters, and shall exercise the following competencies:

- I** - Define policies, strategies and priorities in line with the mission and institutional purposes;
- II** - To care for the association's principles and values, guaranteeing its legal and ethical integrity, and getting involved in the dissemination of its mission;
- III**– To endorse the hiring of the Executive Board, the positions and salaries plan of SET's paid employees and monitor the operational and financial management and the budget preparation and execution conducted by the General Officer;
- IV**- Approve the hiring of an independent audit and act based on the results presented;
- V**- To manage and enforce these Bylaws;
- VI**- Execute the decisions of the General Meeting;
- VII** – Define the criteria for the admission of Associates and ensure that SET continually adds value to its Associates;
- VIII** - Investigate violations and faults due to non-compliance with these Bylaws and apply the corresponding penalties;
- IX** - Examine the opportunity for amendments and remodeling of these Bylaws, forwarding them for approval to the Extraordinary General Meeting;
- X**- Approve and modify at any time:
  - a) SET's Internal Regulations;
  - b) the holding of congresses, seminars and other events promoted by SET;
- XI**- Establish the contributions to be paid by the Associates;
- XII**- Declare the vacancy of the positions of the Advisory Board due to the regular non-attendance of its holders or alternates to the meetings;
- XIII** - Interpret controversial statutory matters and resolve on omitted cases, when requested by the President of SET and request the convening of the Former Presidents Board to give an opinion whenever necessary;
- XIV** - Suggest formats, content and speakers for congresses, meetings, committees and other events promoted by SET, as well as themes and participants for meetings

with international organizations dealing with issues related to audio and video electronic media;

**XV** – Approve, by the last business day of the year, the entity's activity planning and budget for the subsequent year;

**XVI** – Name a regional representative in each of the five geographic regions of Brazil, to act in the adequacy of SET's actions in the region and in the identification of the interests of Associates throughout the country, during the two-year term of the Advisory Board;

**XVII** – Create and remove, at any time, thematic committees, change their nomenclature or create others that may be necessary, including multisectoral committees, to deal with issues that are common to various sectors of the audio and/or video industry, and sectoral committees, to deal with matters that only interest a particular industry.

**XVIII** – Discuss and resolve on topics of interest to the entity and its Associates, establishing guidelines and actions to be conducted by the Executive Board.

Sole Paragraph – Each of the regional representatives of item XVI will form its own committee, having effective Associates as members of the respective region.

**Art. 42** – The Advisory Board will meet ordinarily every quarter and, extraordinarily, whenever pressing matters require an immediate solution, at the discretion of the President or its Members.

Paragraph 1 – The calls for meetings of the Advisory Board will be made by the President or Vice-President through e-mail or other means that may be agreed between its members.

Paragraph 2 – The Advisory Board may remotely meet, in whole or in part, through the use of available technology which has been previously agreed between all members.

Paragraph 3 – The alternate members may participate in the meetings of the Advisory Board with voice, but they will only have voting rights when they assume the positions in place of the full members.

Paragraph 4 – The Former Presidents Board will indicate a representative to participate in the meetings of the Advisory Board, who may express an opinion on the topics discussed, but may not vote.

Paragraph 5 – The five Regional Representatives may participate in the meetings of the Advisory Board, with the right to propose topics to be considered and also to express their views on all the topics discussed.

Paragraph 6 – The meetings of the Advisory Board will be installed and initiated with the participation, in person or remotely, of two thirds (2/3) of its members.

**Art. 43** – The deliberations of the Advisory Board will be approved by means of:

- a) The vote of the majority of the members of the Board, to approve formal public manifestations of the entity; and
- b) The vote of the majority of the Directors who are participating in the meeting, in person or remotely, regarding other issues.

Sole paragraph – The members who participate remotely in the meetings of the Advisory Board must register their votes by e-mail addressed to the President of the Board and the respective minutes of the meeting will be drawn up.

**Art. 44** – The full members and their respective alternates who, without good reason, fail to attend three consecutive meetings for which they are called, whether ordinary or extraordinary, will be subject to the loss of their respective terms upon a declaration by the Board.

**Art. 45** – In the event of a vacancy in the position of President, the Vice-President will assume.

**Art. 46** – In case of absence or impediment of the President and Vice-President of SET, the Advisory Board will designate, among its members, the one(s) who will eventually replace them.

Paragraph 1. The other vacancies will be filled by the alternate of the absent director.

Paragraph 2. If the alternate also leaves the position, another director will be indicated by the others, by means of vote or acclamation, to occupy the position.

**Art. 47** – The Advisory Board and any of its members are forbidden from signing letters of guarantee, endorsements or other obligations on behalf of SET, outside of their corporate purposes.

### **SECTION III – THE PRESIDENT OF SET**

**Art. 48** – The President of the Advisory Board is the President of SET, and must have a degree in Engineering or be trained in another area of Exact Sciences.

**Sole paragraph.** The President of SET will preside over the Advisory Board, being certain that he/she will not have an executive role, nor will he/she be remunerated.

**Art. 49** – The President of SET is up to:

I – The active and passive representation of the entity, in or out of court, being able to delegate powers or grant mandates for this purpose;

II – Establish work objectives, plans and programs, assigning responsibilities and deadlines for the directors to fulfill specific tasks;

III – Take steps with the Executive Board to comply with the deliberations of the Advisory Board;

IV – Convene and install General Meetings, convene and direct the meetings of the Advisory Board;

V – Request the Executive Board to prepare the annual report, accompanied by the entity's general balance sheet, as well as those of the end of management, which must be forwarded to the General Meeting with the opinion of the Fiscal Board;

VI – Submit to the Advisory Board, for approval by the last business day of the calendar year, the entity's budget for the subsequent year;

VII – Supervise the Executive Board regarding normal acts of financial management, including opening, closing and operating bank accounts, signature and

endorsement of checks and credit securities of any nature, as well as acceptance of debit securities of any nature, however, if the Advisory Board so decides, delegate such functions to the Executive Board;

VIII – Grant powers of attorney, along with any of the members of the Advisory Board, for the representation of SET in or out of court;

IX – Appoint SET representatives in commissions, congresses, conferences and other external events;

X – Approve the hiring of employees;

XI – Chair the meetings, organize the agenda, forward the reports, and support materials to support debates;

XII – Approve hiring, compensation and evaluate the performance of the General Officer and other officers;

XIII – Approve the structure of positions and salaries of the staff subordinated to the General Officer;

**Art. 50** – The President of SET may delegate to the General Officer, upon approval of the Advisory Board, the legal and institutional representation of the association.

### **CHAPTER III – THE FISCAL BOARD**

**Art. 51** – The Fiscal Board will be composed of three full members and three alternates among those formally appointed by effective Associates in good standing with their statutory obligations, elected for a two-year term, with reelection being allowed.

Sole Paragraph – Members of other powers of SET may not be part of the Fiscal Board, nor the related relatives up to the third degree of the members of the Advisory Board.

**Art. 52** – Once the Board is elected, its members will be declared sworn in upon signature of the instrument of investiture and shall choose the one who will be the President of the Fiscal Board.

Sole Paragraph – The members of the Board will not be personally liable for the obligations they assume on behalf of the association and by virtue of a regular management act. However, such members are civilly and criminally liable for damages caused as a result of violation of the Law or provisions of these Bylaws.

**Art. 53** – The Fiscal Board is responsible for:

I - Examining the annual report and accounts of the Advisory Board, including end-of-management accounts, issuing an opinion to the General Meeting;

II - Judging the objections referring to the Electoral Process, dealt with in these Bylaws ;

III – Examining and issuing an opinion on the revenue and expenditure forecasts for the years;

IV Monitoring the work and recommendations of the external auditors;

V – Presenting opinions to the OGM and EGM.

**Art. 54** – The elected members will lose their mandate in case they incur in one of the following:

I - Misappropriation or dilapidation of social assets;

II – Serious violation of these Bylaws;

III – Abandonment of position;

IV – Acceptance of a position or function incompatible with the exercise of the association's position;

V – Doubtful conduct

Sole Paragraph. The loss of the term will be declared and ratified by the General Meeting convened only for this purpose, under the terms of the Law, where the broad right of defense shall be ensured.

#### **CHAPTER IV – THE FORMER PRESIDENTS BOARD**

**Art. 55** – The Former Presidents Board is the advisory body of the Advisory Board responsible for the relevant recommendations on the association's performance, proposals for medium and long-term actions, as well as for suggesting statutory changes and will be composed of the Former Presidents of SET.

#### **TITLE IV – ADMINISTRATION**

##### **CHAPTER I – THE EXECUTIVE OFFICE**

**Art. 56** – SET's Executive Board is responsible for managing and administering the entity and executing the directives, guidelines and determinations of the Advisory Board.

**Art. 57** – The Executive Board will be headed by a General Officer, whose hiring will be proposed by the President of SET and endorsed by the Advisory Board.

**Art. 58** – The powers, duties and prerogatives of the General Officer are, among others:

I - Answering for the management of administrative and financial activities, for the budget, planning and realization of international and national events and for bank transactions, accounting and tax reports;

II - Elaborating the job and salary plan and the attributions of the other executives and employees, which will be approved by the President of SET and endorsed by the Advisory Board;

III - Choosing other executives and other paid employees, subordinated to them, as long as they are endorsed by the President of the Advisory Board (AB), being responsible for the staff they hire.

IV - Operationalizing the events and providing logistical support to all other activities of the entity with the help of the staff, based on the guidelines received from the AB and the committees.

V – The President may delegate to the General Officer, upon approval of the AB, the legal and institutional representation of the association.

VI – Supervising all SET strategic actions, reporting to the President;

VII – Coordinating and supervising all the programming for the generation of technological content intended for SET's communication vehicles and events;

VIII – Representing the Association nationally and internationally in the administrative, judicial and extrajudicial spheres by appointment or impediment of the President and Vice-President;

IX – Naming an agent and/or hiring a lawyer and naming a judicial proxy to represent the association;

X – Opening a checking account and making deposits and withdrawals in checking, savings and other types of investments on behalf of the association;

XI – Issuing and signing checks jointly with the President or following criteria established by the President.

## **TITLE V – DISSOLUTION OF SET**

**Art. 59** – The dissolution of SET may occur:

I - By circumstances beyond its control, resulting from legal or administrative measures that cannot be appealed;

II - Due to the unavoidable and absolute legal or material impossibility of fulfilling its purposes, duly proven by the Advisory Board.

**Art. 60** – The Association may be dissolved at any time, by deliberation of the General Meeting specially convened for this purpose, with thirty (30) days in advance, and in which the majority of Associates with voting rights are present, and must have the concurring vote two-thirds of the Associates.

Paragraph 1 – The dissolution of the SET, in the case of item II, may be decided on a second call by the vote of the majority of the associates.

Paragraph 2 – In cases of justified impediment, voting by proxy will be allowed.

**Art. 61** – In case of dissolution of the Association, after the liabilities are liquidated, the remaining assets will be destined to the institution of technical or scientific education that do not have a profit purpose, with proven legal personality and duly registered in the Public Bodies.

Sole paragraph – The equity will have a regulated destination in the form of Art. 61 of the Brazilian Civil Code – Law No. 10,406, of January 10, 2002.

## **TITLE VI – MISCELLANEOUS**

**Art. 62** – The fiscal year shall coincide with the calendar year, beginning on January 1<sup>st</sup> and ending on December 31 of each year.

**Art. 63** – The association's regulations, bylaws and internal regulations, intended to regulate provisions of these Statutes or fill in their gaps, will be prepared and approved by the Advisory Board.

Sole Paragraph – the Advisory Board will resolve the omission situations.

**Art. 64** – It is expressly forbidden, being invalid, the acts performed by directors, officers, proxies or employees, on behalf of SET, in businesses that are not related to their purposes, including the provision of bail, surety, endorsement or any unrelated guarantees or encumbrances not related to these.

**Art. 65** – It is expressly forbidden to use SET resources, its headquarters or facilities, as well as its name for the purpose of advertising or disseminating ideas contrary to its purposes, for personal or partisan interests.

**Art. 66** – These Bylaws consolidate all the amendments approved at the Ordinary and Extraordinary General Meetings held until March 17, 2018, and are effective from the date of their registration in the Civil Registry Office of Legal Entities of the Capital, starting to produce effects before third parties.

**Art. 67** – The Parties hereby choose the Courts of the Judicial District of São Paulo, state of São Paulo, for discussion and solution of any action based on these Bylaws.