Appendix III to the minutes of the ordinary general meeting held on 21 May 2018

New Statute
Statute
of the Brazilian Center for International Relations - CEBRI

I- Denomination

Article 1 - The Brazilian Center for International Relations (CEBRI), created under the form of law, is a legal entity of private law, constituted as a civil association and qualified as a non-profit civil society organization of public interest (OSCIP), subject to this Statute, and the applicable legal provisions, in particular by the Law 9.790 of 1999. CEBRI was founded on June 22, 1998 in Rio de Janeiro, Brazil, by its founders Carlos Mariani Bittencourt, Celso Lafer, Daniel Miguel Klabin, Eliezer Batista da Silva, Gelson Fonseca Jr, João Clemente Baena Soares, Luciano Martins de Almeida, Luiz Felipe Palmeira Lampreia, Luiz Olavo Batista, Marcus Vinicius Pratini de Moraes, Maria do Carmo Nabuco de Almeida Braga, Roberto Teixeira da Costa, Sebastião do Rego Barros and Walther Moreira Salles, according to this Statute filed at the Civil Registry of Legal Entities.

II - Headquarters

Article 2 - CEBRI has its headquarters and jurisdiction in the city and state of Rio de Janeiro at Rua Marquês de São Vicente, 336, Gávea, Zip Code 22451-040, and may open and close representations in any other locations in the country by deliberation of the Board of Trustees and under the conditions set forth in this Statute.

III - Objectives

Article 3 - CEBRI has the following objectives:

1. to study Brazil's international relations, in the short, medium and long terms, on a multidisciplinary basis, promoting cultural and educational exchange through the implementation of agreements or other forms of cooperation with public or private entities, universities and research centers focused on the field of Brazilian or foreign international relations, hosting events and courses that stimulate access and/or dissemination of cultural assets produced or created in the country or abroad;
2. to conduct such studies with a Brazilian and regional perspective, with the purpose of contributing to the country's development and its greater insertion in the international community;
3. to promote, stimulate and disseminate, on a systematic basis, ideas, researches, essays and articles on Brazil's foreign relations, by the most efficient and appropriate means of communication;
4. to stimulate the debate in Brazilian society on priority themes for the country's foreign policies in the short and medium terms, with attention to relevant aspects of political, military, economic, cultural, commercial, legal, social, scientific, and technological nature;
5. to create, maintain and gradually develop a broad integrated and multidisciplinary system of documentation and statistics on international relations, linked, whenever possible, with similar systems in Brazil, in other countries, and in public or private multilateral organizations or institutions;
6. to build itself into a forum suitable for the presentation of opinions on topics of its interest by national and foreign personalities, eminent in the governmental, intellectual, university, business and labor spheres;

7. to seek exchanges among similar entities, public or private, Brazilian or foreign;

8. to elaborate studies and surveys, developing alternative technologies, producing and disseminating, whether remunerated or not, information and technical knowledge concerning the socio-educational and cultural activities mentioned in this article; and

9. to promote culture in all its forms, fostering the access to culture, to democratization and streamlining of cultural activities among the general public, according to the Law;

10. to strive so that the results of its activities reach the relevant instances of the Legislative and Executive powers, and social and political agents who have an interest in international issues as a contribution to the processes of formulating Brazil's foreign policy.

Article 4 - In carrying out its activities, CEBRI will observe the principles of legality, impersonality, morality, publicity, economy and efficiency and will not discriminate on the basis of race, color, sex or religion.

Sole paragraph - To fulfill its purposes, the entity may directly execute projects, programs or action plans, or collaborate with other non-profit organizations or public entities that operate in similar areas.

Article 5 - The entity will adopt administrative management practices, necessary and sufficient, to restrain the obtaining, individually or collectively, of personal benefits and advantages, as a result of the participation in decision-making processes.

IV - Duration

Article 6 - CEBRI's duration is indeterminate

V - Resources and Means

Article 7 - The entity's assets are composed of the following assets and values, in addition to others that may be added:

1. contributions from its members, sponsorships, donations or legacies;
2. federal, state and municipal government grants, which may be characterized by Terms of Partnership;
3. interests and income from assets or securities or properties that it may own or come to own;
4. revenues obtained from the sales of studies and publications and from the realization of events (including revenues from free and extension courses offered and lectures organized by CEBRI, related to its activities); and
5. other revenues not foreseen above.

First paragraph - Members and Trustees do not participate in the organization's assets. The entity will not distribute dividends, profits of any kind, bonuses or advantages in any form or pretext, nor will it alienate any portion of its assets, as profit or participation in results to its Trustees or members.
**Second paragraph** - The entity, with its assets, will be exclusively responsible and accountable for the obligations or commitments it acquires. Associates and directors are not responsible, even subsidiarily, for the entity's obligations.

**Article 8** - The entity's resources will be fully applied in projects of its interest, in the achievement and development of its social objectives.

**VI - On the members**

**Article 9** - CEBRI is constituted by an unlimited number of members, distributed in the following categories:

1. Legal Entities ("Sponsors"); and
2. Individuals (Natural persons).

**First paragraph** - The Board of Trustees shall specify, in its own regulations, the rights and duties of its members, in addition to those set forth in this Statute.

**Second paragraph** - All its members may attend the General Assembly. Sponsors and individual members that are members of the Board of Trustees will have the right to vote.

**Article 10** - In addition to its members, CEBRI might count with a special category of collaborators called Junior Contributors, composed of individuals under the age of 26.

**Sole Paragraph** - The Junior Contributors shall not be CEBRI members and shall have their rights and duties defined by the Board of Trustees.

**Article 11** - The Board of Trustees may appoint Correspondents resident or not in the country, upon the proposal of 1/3 (one third) of its members or 1/4 (one quarter) of the associates.

**Sole Paragraph** - The correspondents will not be associates of CEBRI and will have its functions defined by the Board of Trustees.

**Article 12** - Termination of membership will be granted to members that:

1. by letter addressed to the Board of Trustees request their withdrawal;
2. for serious reasons are excluded by the General Assembly, guaranteed the right of defense.

**VII - General Assembly**

**Article 13** - The General Assembly, composed of all members, will meet ordinarily once a year and extraordinarily whenever social interests require it to do so. The General Assembly will be presided over by the Chairman of the Board of Trustees, or in the absence, by the associate elected by those present. The calling for the Assembly can be made by the Chairman of the Board of Trustees, or by 1/5 of the members, always with at least 15 (fifteen) days notice, by registered letter, fax, public notice, or even electronic mail.
**Sole Paragraph** - The associates may attend the General Assembly represented by a proxy, as long as the respective delegation is delivered to the Chairman of the Board of Trustees or, in the absence of the latter, to the associate elected by those present to preside over the Assembly, without affecting the right to vote by the associate duly represented by the proxy, observing the provisions of Article 9, second paragraph.

**Article 14** - It is incumbent upon the General Assembly to:

1. elect and dismiss the members of the Board of Trustees and the Fiscal Council, observing the provisions in Article 22;
2. deliberate on the management accounts and financial statements
3. ensure faithful compliance with this Statute; and
4. reform the Statute.

**Article 15** - Considering that, under the terms of Article 9, Second paragraph, only the sponsors and the members of the Board of Trustees have voting rights in the General Assemblies, CEBRI's Assemblies shall be validly held on first convocation when present the absolute majority of the assembly composed of the sponsoring members and the members of the Board of Trustees, and shall be validly held on second convocation with the presence of any number of sponsoring members and individual members of the Board of Trustees, unless a greater quorum is provided for by law or the Statute.

**Sole Paragraph** - The General Assemblies called upon to deal with the matters indicated in items 1 and 2 of article 14 cannot be installed on second call with the presence of less than 1/3 (one third) of the maintaining associates and the members of the Board of Trustees.

**Article 16** - The General Assembly's decisions will be made by the absolute majority of all Maintainers and members of the Board of Trustees, with the exception of cases of qualified quorum, foreseen in the law or in this Statute.

**Sole Paragraph** - The deliberations referred to in items 1 and 4 of article 14, depend on the vote of at least 2/3 (two thirds) of the set of maintaining associates and members of the Board of Trustees present at the Assembly especially called upon for this purpose.

**VIII - Advisory Board**

**Article 17** - CEBRI has an Advisory Board, which is responsible for:

1. proposing arrangements for improving the functioning of CEBRI;
2. participating in CEBRI's activities by supporting the entity's initiatives; and
3. manifesting on matters submitted to it by the Board of Trustees.

**Article 18** – Are members of the Advisory Board:

1. the maintaining associates; and
2. the individual associates.
Sole Paragraph - Each Legal Entity associate integrating the Advisory Board shall appoint its representative and respective substitute.

IX - International Advisory Board

Article 19 - CEBRI has an International Advisory Board, composed of foreigners and/or Brazilians living abroad, elected by the Board of Trustees for a three-year mandate and entrusted with the following functions:

1. to facilitate CEBRI's dialogue with international institutions, especially by proposing and contributing to make feasible partnerships and joint projects;
2. to present global trends that may benefit the institution's management and activities to bodies within CEBRI; and
3. to participate and to provide support to CEBRI's activities

X - Board of Trustees

Article 20 - CEBRI shall have a Board of Trustees composed of (a) Trustee Emeriti; (b) Vice-Chairmen Emeriti; and (c) twelve (12) to thirty (30) Trustees, including one (1) Chairman and up to three (3) Vice-Chairmen. The positions of Vice-Chairman Emeritus shall be filled by former Chairman of the Board of Trustees who have served at least one (1) term of office in CEBRI.

First paragraph - The qualification of Trustee Emeriti shall be given exclusively to individuals and members of the Board of Trustees, in recognition of relevant services rendered to CEBRI. The Trustee Emeriti shall be elected and dismissed by the General Assembly, upon proposal of the Board of Trustees, always limited to a maximum number of 12 (twelve).

Second paragraph - The Board of Trustees, by vote of the absolute majority of its members, may dismiss any member of the Board of Trustees who misses 5 (five) consecutive meetings of the Board of Trustees without a reasonable justification, at the Board's discretion.

Third paragraph - The Board of Trustees, by vote of the absolute majority of its members, may submit to the General Assembly the voting for the removal from office of any member of the Board of Trustees who misses five (5) consecutive meetings of the Board of Trustees without a reasonable excuse, at the discretion of the Board.

Article 21 - It is incumbent upon the members of the Board of Trustees and the Trustees Emeriti to prepare and decide, by simple majority, a list of candidates to compose the Board of Trustees, to be later submitted for the approval of the General Assembly, which shall exclusively decide on the names included in this list.

First paragraph - The Board of Trustees shall elect the Chairman of the Board of Trustees by absolute majority.
Second paragraph - The term of office for elected members of the Board of Trustees shall be 2 (two) years, being permitted the reelection.

Third paragraph - In the event of a vacancy in the position of a member of the Board of Trustees, a meeting of the Board of Trustees might be called upon to elect a substitute to complete the term of office of the replaced member.

Fourth paragraph - The Chairman of the Board of Trustees shall be responsible for designating, from among the Vice-Chairmen, the person who will substitute the Chairman in the event of absences or impediments.

Fifth paragraph - The Board of Trustees shall be presided over by a person with relevant professional or social function in the areas of international trade, diplomatic affairs or relevant cultural issues, which qualify and give the Chairman public visibility as CEBRI's leader.

Sixth paragraph - To be a member of the Board of Trustees, it is necessary to be a Natural Person associate and be up to date with all obligations. Associates who are not Trustees Emeriti shall choose, upon the signature of at least 50% (fifty percent) of their members, three members for the Board of Trustees, who shall represent them at the meeting of the Board of Trustees. If there is no candidate that fulfills this requirement, the Board of Trustees shall designate from among the Natural Persons who it deems appropriate to fill this number.

Article 22 - The Board of Trustees has the functions of planning, supervising and coordinating the executive activities and is responsible for:

1. submitting to the General Assembly a list of members to be part of the Board of Trustees and the Fiscal Council, for deliberation at a General Assembly;
2. selecting and appointing the members of the International Advisory Board and the Chairmen of the Strategic Committee and Fundraising Committee;
3. approving the work plan and budgets submitted by the Management Committee, and monitoring the execution of the activities provided for therein;
4. exercising, ad referendum of the General Assembly, powers not attributed by this Statute to other bodies of the entity
5. seeking additional resources in the form of donations or contributions and judging the convenience of accepting them or not
6. deliberating on general investment policies
7. approving the hiring of external auditors/
8. approving the hiring of specialized consultants and services that meet the entity's objectives;
9. to opine and issue opinions on the management report of activities, financial and accounting performance and on equity operations conducted by CEBRI, presented by the Management Committee or by the Executive Director and the audited balance sheet for approval by the General Assembly;
10. examining, when deemed necessary, the entity's books and accounting records;
11. proposing statutory amendments;
12. deliberating on the opening of CEBRI representations in other locations
13. to approve the creation of funds for specific purposes, regulating their use;
14. authorizing the acquisition and alienation of real estate property and movable assets worth more than RS:20,000.00 (twenty thousand Reais) and readjusting such amount when convenient;
15. approving CEBRI's internal regulation;
16. proposing the creation of Research Programmes in order to study and/or propose projects in the areas of politics, economy, culture and others, compatible with the objectives of the entity;
17. to approve the annual research plan, establishing its priorities;
18. To establish rules on the signing of agreements and contracts with other institutions and entities, by its President, that serve the interests of the entity;
19. making a prior statement on CEBRI's extinguishment proposal
20. expressing its opinion on strategic plans, budget, code of conduct and other management instruments;
21. annually establishing the contributions from sponsors and individual members, pursuant to the provisions set forth in the first paragraph of Article 20; and
22. periodically update the Governance Manual, with the possibility of establishing obligations, rights and benefits for the associates.

First paragraph - The Board of Trustees might create the following Committees, as well as name their respective Presidents, being some Committees composed exclusively of Trustees.

(i) Management Committee, with competence to monitor and propose solutions related to the management of the institution's resources, whether these are human, financial or physical resources, without prejudice to the provisions of Articles 24 and 25 of this Statute.

(ii) Strategic Committee, which shall necessarily have one of the Vice Presidents of the Board of Trustees as its Vice President "ex-officio", with powers to (a) suggest to the Board of Trustees the CEBRI's lines of work and indicate the themes to be considered as priorities; (b) propose the name of specialists and researchers with broad professional recognition to carry out CEBRI's activities (c) suggest the entities with which CEBRI should strengthen ties and develop joint projects; (d) propose to the Board of Trustees the establishment of Research Programs for a determined period of time and follow up their work; (e) appoint the persons in charge of coordinating the Research Programs as well as the researchers who will be involved in the development of the projects.

(iii) Fundraising Committee, with powers to (a) develop strategies to expand the institution's fundraising in Brazil and abroad; (b) contribute to identifying and approaching potential sponsors and maintainers; and (c) suggest other fundraising possibilities for CEBRI.

Second Paragraph - The President of the Strategic Committee and the Fundraising Committee shall be responsible for indicating the other members that will make up the respective Committees.

Third Paragraph - In addition to the committees mentioned in the first paragraph, an Audit Committee shall be created, composed of (a) one member of the Board of Trustees and (b) two members, who shall not be members of the Board of Trustees, with specific training in the area of auditing, and of good standing and experience.

Article 23 - The Board of Trustees shall meet with a quorum of at least 15 (fifteen) members physically present or with valid proxies for the purposes and specific issues to be discussed at the meeting, including, necessarily, the Chairman of the Board of Trustees or his substitute. Members of the Board of Trustees that send their votes by e-mail to the Chairman of the Board of Trustees or any member of
the Board of Trustees physically present in person at the meeting shall be considered present for purposes of calculating the quorum for attendance and voting.

**First Paragraph** - The Board of Trustees shall meet upon convocation by its Chairman, ordinarily every three months, according to an annually approved schedule, or extraordinarily at any time upon convocation by initiative of its Chairman or by request of at least one third of its members.

**Second Paragraph** - Notifications for meetings of the Board of Trustees shall be made electronically or via fax, at least five (5) days in advance.

**Third Paragraph** - Decisions shall be taken by a simple majority vote of members attending the meeting. In addition to his own vote, the Chairman of the Board of Trustees has the casting vote (deciding vote). In the following cases, the vote of at least 2/3 (two thirds) of members will be necessary:

1. Acquisition or alienation of properties
2. prior notice of CEBRI's dissolution;

**XI - Management Committee**

**Article 24** - The Management Committee shall consist of the Chairman of the Board of Trustees and the Vice-Chairmen of the Board of Trustees.

**First Paragraph** - The Chairman of the Board of Trustees will preside over the work of the Management Committee

**Second Paragraph** - Notwithstanding the provisions of this Statute, the Management Committee shall

1. participate in CEBRI's activities and provide support to the entity's initiatives on a continuous basis and in close relationship with the Executive Board
2. monitor the implementation of CEBRI's Work Plan as approved by the Board of Trustees;
3. regulate the admission and exclusion of CEBRI members, approve the admission of new members, as well as establish the amount and periodicity of their contributions;
4. analyze and propose investment decisions and the creation of funds;
5. indicate to the Board of Trustees a reputable company of international standing and recognized technical capacity for external auditing;
6. analyze the Executive Director's proposal for contracting individuals, consultants and specialized services; and
7. approve and monitor the execution of the annual budget, code of conduct and other management instruments

**Article 25** - It is the Chairman of the Board of Trustees' responsibility, individually or 2 (two) Vice-Chairmen jointly, to represent the organization in and out of court, before any authority or agency, as well as to perform any and all acts binding the organization.

**XII - Fiscal Council**
**Article 26** - The Fiscal Council shall consist of three effective members and three alternate members, all elected every two (2) years by the General Assembly, with the possibility of reelection. The Fiscal Council shall be responsible for giving opinions on the financial and accounting performance reports and on the equity transactions carried out, issuing opinions to the General Assembly, Board of Trustees and Management Committee.

**First Paragraph** - The Fiscal Council's decisions shall be taken by majority vote.

**XIII - Executive Director**

**Article 27** - CEBRI shall have one Executive Director appointed by the Chairman of the Board of Trustees after hearing the opinion of the Management Committee.

**Article 28** - The Executive Director shall be responsible for supporting the management of the entity, including, but not limited to the following functions:

1. preparing and submitting to the Management Committee, CEBRI's annual work plans and budgets
2. preparing CEBRI's balance sheet and financial statements, as well as reports relating to the amounts received and spent by the entity during the fiscal year, which must be submitted to the Board of Trustees for subsequent approval by the General Assembly;
3. implementing the entity's work plans as approved by the Management Committee and the Board of Trustees;
4. nominating candidates for functional positions for appointment by the Management Committee, formalizing the hiring of the approved employees and collaborators necessary for the administration and implementation of CEBRI's activities; and
5. submitting to the Management Committee proposals for contracting specialized consultants and services for purposes compatible with CEBRI's objectives.

**First Paragraph** - The Executive Director may indicate collaborators to help him/her in his/her tasks, and the Management Committee shall be responsible for approving the indications.

**Second Paragraph** - The Executive Director will be personally responsible for the acts practiced by the collaborators indicated by him/her under the terms of Article 28, First Paragraph above, as well as for any and all acts practiced within his/her competence, under the terms of this Article 28, exempting the Management Committee from any and all responsibility, except in the cases in which the Management Committee has concurred with the Executive Director in the practice of a certain act.

**Article 29** - The entity's accountability will observe:

1. the fundamental principles of accounting and the Brazilian Accounting Standards;
2. the publicity, by any effective means, at the closing of the fiscal year, of the activities report and the entity's financial statements, including the certificates of non-debt with the INSS and FGTS, making them available for the examination of any citizen;
3. the auditing, including by independent external auditors if applicable, of the application of any resources object of the Term of Partnership, as set forth in the regulations; and
4. the rendering of accounts of all resources and goods of public origin received, as determined by the sole paragraph of article 70 of the Federal Constitution.
XIV - Research Programs

Article 30 - Research Programs may be created for a determined period of time, upon deliberation by the Strategic Committee, in compliance with CEBRI's available resources and observing the provisions in Article 22, first paragraph, item (iii) of this Statute.

Paragraph 1 - The Research Programs shall have as their purpose the study and/or presentation of projects in areas compatible with the objectives of the entity.

Second paragraph - The Strategic Committee will choose the person responsible for coordinating the work of the Research Programs as well as the researchers who will be involved in the development of the projects.

Paragraph three - The Research Programs will receive administrative support from the Executive Director.

XV - Fiscal Year

Article 31 - CEBRI's fiscal year shall be twelve (12) months, beginning on January 1st of each year.

XVI - External Auditing

Article 32 - The results calculated and the entity's financial statements will be subject to external auditing, to be performed by a competent company, of international renown and recognized technical capacity, designated by the Board of Trustees by indication of the Management Committee, which may, in addition to annual verification, perform periodic verifications during the course of the fiscal year.

XVII - Dissolution and Liquidation

Article 33 - CEBRI may be dissolved upon deliberation of at least 2/3 (two thirds) of its supporting members, gathered in an Extraordinary General Assembly, especially called for this purpose and upon prior manifestation of the Board of Trustees.

First Paragraph - In case of dissolution, the assets that constitute CEBRI's net worth shall revert to another legal entity chosen by the Board of Trustees and approved by the General Assembly, which shall be qualified under the terms of Law 9790/99 and preferably have the same social objective established in this Statute.

Second Paragraph - Likewise, in the event CEBRI obtains and later loses its qualification as a Civil Society Organization of Public Interest, the available assets, acquired with public resources during the period in which the qualification lasted, shall be accounted for and transferred to another legal entity qualified under the terms of Law 9790/99, preferably one with the same social objective.

XVIII - Jurisdiction
Article 34 - The courts of the city and the State of Rio de Janeiro are hereby elected to settle any issues arising from the provisions of this Statute, to the exclusion of any other no matter how privileged it may be or may come to be.

XIX - General Provisions

Article 35 - The statutory functions exercised by any associates or members shall not be paid, although CEBRI's Executive Director and those who render specific services may be paid, respecting, in both cases, the market values in the region corresponding to their area of operation.

First Paragraph - Both the remuneration of the Executive Director and that of those providing specific services shall be established by the Management Committee.

Second Paragraph - The members of the Board of Trustees and the General Assembly are not authorized to receive remuneration for the services referred to in the caption of this article, even if these services are rendered indirectly.

Article 36 - Dr. Fernando Henrique Cardoso is CEBRI's Honorary Chairman.

Article 37 - It is forbidden to grant loans to third parties or provide guarantees of any kind in favor of third parties.

Article 38 - CEBRI's members and the Junior Contributor shall pay the minimum contribution defined and regulated by the Board of Trustees.

Article 39 - Members shall not be held subsidiary liable for corporate obligations.


____________________________________
José Pio Borges de Castro Filho
President

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Julia Dias Leite Lombardi
Secretary