

BYLAWS INSTITUTO AMIGOS DO SAIFR

Chapter I NAME, DURATION AND HEADQUARTERS

Article 1 The **INSTITUTO AMIGOS DO SAIFR**, in this Statute designated simply **INSTITUTE**, is a non-profit civil association with no economic purpose, with objectives of public and social relevance, governed by these Bylaws, by the applicable legal provisions and by the principles of legality, impersonality, morality, publicity, economy and efficiency.

Article 2 The duration of the **INSTITUTE** is indefinite.

Article 3 The headquarters of the **INSTITUTE** is in the city of São Paulo, state of São Paulo, in Alameda Joaquim Eugênio de Lima 187, cj 14, Bela Vista, CEP 01403-001.

Chapter II SOCIAL OBJECTIVES

Article 4 The **INSTITUTE**'s social objectives are to carry out basic and applied research of a scientific or technological nature and to carry out training and knowledge dissemination actions, especially in the field of Physics and related areas, through the provision of institutional, administrative, financial and logistical support to the ICTP South American Institute for Fundamental Research, in this Statute simply designated **ICTP-SAIFR**.

Single paragraph. **ICTP-SAIFR** is a South American fundamental research center, without legal personality, constituted by the Abdus Salam International Center for Theoretical Physics (ICTP), by the Institute for Theoretical Physics (IFT) of the São Paulo State University Júlio de Mesquita Filho (UNESP) and by the São Paulo Research Foundation (FAPESP).

Article 5. In order to fulfill its social objectives, the **INSTITUTE** will carry out the programs, projects and actions indicated by the **ICTP-SAIFR**, and may, for that purpose:

- (i) develop studies for innovation, Intellectual Property, Research & Development and digital transformation;
- (ii) enable, incubate and accelerate innovation projects, consulting and projects, of entrepreneurs, private and public institutions inserted in the global innovation environment;
- (iii) enter into contracts, terms of partnership, development and collaboration, cooperation agreements and any other forms of obliging or expressing will, with individuals or legal entities, public or private, national or international;
- (iv) promote exchanges and technical cooperation with researchers and national and foreign institutions, aiming at the exchange of information, experiences, studies, knowledge, research results and any other activities necessary for the development of its programs and projects;
- (v) hire its own personnel, service providers and interns or volunteers for its programs, projects and activities;
- (vi) grant prizes, scholarships, research grants, fellowships and per diem to teachers, researchers and students;
- (vii) support training and training activities for teachers, researchers and students who are Brazilian residents, either in Brazil or abroad;
- (viii) provide educational services and technical-scientific services in its area of acting;

- (ix) donate physical, human and/or financial resources to programs, projects and actions developed by partner institutions and initiatives;
- (x) promote or support courses, congresses, workshops, seminars and educational and scientific events;
- (xi) promote fundraising activities aimed at raising revenue from third parties to make their programs, projects and actions viable.

Single paragraph. The INSTITUTE will not participate in campaigns of political-partisan or electoral interest, under any means or forms.

Chapter III ASSETS, REVENUES AND ACCOUNTABILITY

Article 6. The INSTITUTE's assets consist of movable property, real estate, titles, rights and values acquired or received in the form of donations, legacies, subsidies, aid or in any other lawful manner, from natural or legal persons, public or private, national or foreign.

Article 7. The INSTITUTE's revenues consist of a) associative contributions; b) grants, contributions, social subsidies and bequests; c) sponsorships, simple donations and with charges, received from natural or legal persons, public or private, national or foreign; d) remuneration for services rendered; e) brand licensing; f) assignment or license of intellectual property rights; and g) income from its assets and financial investments.

Single paragraph. Although the resources provided for in item "c" constitute the INSTITUTE's own revenues, they may be exclusively and fully allocated to the object for which they are intended at the origin of the sponsorship or donation initiative, if contractually agreed with the sponsor and/or donor and provided that the object of the respective contract is compatible with the social objectives of the INSTITUTE.

Article 8. The assets, revenues and any surplus of the INSTITUTE will be mandatorily applied in the country, in the achievement of its objective, being prohibited the distribution, among its members, directors, officers, employees, donors or third parties, of any results, surpluses, operating surpluses, gross or net, dividends, exemptions of any nature, shares or portions of its equity, earned through the exercise of its activities.

Article 9 The INSTITUTE's fiscal year will coincide with the calendar year, ending on December 31 of each year.

Article 10. The terms of partnership and collaboration agreements signed between the INSTITUTE and public institutions may provide for the allocation of a percentage of up to 15% (fifteen percent) of the resources to cover operating and administrative expenses necessary for the implementation of these agreements.

Single paragraph. The INSTITUTE shall observe, in its rendering of accounts, the fundamental principles of accounting and the Brazilian Accounting Standards, established by the Federal Accounting Council.

Chapter IV ASSOCIATES

Article 11. The membership of the INSTITUTE shall be composed of the following categories of members:

- (i) **Founders:** individuals who signed the incorporation minutes;
- (ii) **Effective members:** individuals admitted by the General Meeting, by indication of the ICTP-SAIFR Steering Committee.

Section I ASSOCIATES' RIGHTS

Article 12. All members have the following rights:

- (i) participate in General Meetings, with right to voice and vote;
- (ii) defend against the charges and related penalties imposed on him;
- (iii) participate in the programs, projects and activities of the INSTITUTE, in its area of knowledge;
- (iv) receive information and monitor the activities of the INSTITUTE; and
- (v) call the General Meeting, directly, together with 1/5 (one fifth) of the associates.

Section II DUTIES OF ASSOCIATES

Article 13. The duties of the members are:

- (i) comply with the provisions of these Bylaws and the decisions of the General Meeting;
- (ii) look after the corporate objectives, assets and reputation of the INSTITUTE;
- (iii) fulfill with integrity and diligence the positions for which they are elected and the activities assigned to it;
- (iv) attend General Meetings and meetings for which they are summoned.

Section III DISMISSAL AND EXCLUSION

Article 14. Members may voluntarily resign from the INSTITUTE at any time, upon written request addressed to the Board, or may be excluded from membership for just cause, understood as follows:

- (i) violation of the duties of the members established in the Bylaws or the INSTITUTE's Code of Conduct;
- (ii) practice of an act harmful to the principles, property and reputation of the INSTITUTE or ICTP-SAIFR;
- (iii) unjustified absence from three consecutive General Meetings.

Paragraph 1 The exclusion based on items (i) and (ii) will be determined by the Board, in a procedure in which the presentation of a written defense by the defaulting member will be ensured, within a period of not less than 15 days from the communication of initiation of the internal exclusion process, and guaranteed the contradictory and full defense. The exclusion decision may be appealed to the General Meeting, within 15 days from the communication.

Paragraph 2 The exclusion based on item (iii) will occur automatically, and should only be formalized in the minutes of the General Meeting, for registration purposes.

Article 15. The member who resigns or is excluded from the INSTITUTE will not be entitled to any refund or reimbursement of contributions or donations made to the entity.

Chapter V MANAGEMENT BODIES AND PRINCIPLES

Article 16. The INSTITUTE shall be composed of the following statutory bodies:

- (i) General Assembly;
- (ii) Executive Board;
- (iii) Fiscal Council; and

(iv) Advisory Board.

Article 17. The members of the General Assembly, the Executive Board and the Fiscal Council:

- (i) will exercise the positions for which they were elected voluntarily, being entitled only to the reimbursement of expenses incurred for the fulfillment of the functions, with the authorization of the Executive Board;
- (ii) do not respond, jointly or alternatively, for the obligations contracted by the entity, except for violation of the Statute, intent or bad faith;
- (iii) will not extract benefits to the detriment of the entity and to the detriment of morality and impersonality.

Article 18. The INSTITUTE shall adopt administrative management practices necessary to curb conflicts of interest and personal favoritism in decision-making processes.

Article 19. The INSTITUTE shall observe, in the remuneration of employees and service providers, the principle of economy and the values practiced by the market, in the region corresponding to its area of operation.

Section I GENERAL ASSEMBLY

Article 20. The General Assembly is the highest decision-making body of the INSTITUTE, composed of the founding and effective members.

Article 21. The duties of the General Assembly are:

- (i) approving the accounts and the annual activities report produced by the Executive Board;
- (ii) approve the admission and exclusion of members;
- (iii) elect the Executive Board and the Fiscal Council, from the list of candidates presented by the ICTP-SAIFR Steering Committee;
- (iv) dismiss the Executive Board and the Fiscal Council;
- (v) approve amendments and amendments to the Bylaws, including with regard to its corporate objectives and its administration, upon proposal of the Executive Board;
- (vi) institute membership contributions;
- (vii) to approve the dissolution of the INSTITUTE; and
- (viii) resolve the missing cases.

Article 22. The General Assembly will meet ordinarily at least once a year and extraordinarily whenever necessary, convened by the Chief Executive Officer or the Deputy Director, or by 1/5 (one fifth) of the members, by means of a notice posted in the headquarters of the INSTITUTE or e-mail, at least 10 (ten) calendar days in advance, if ordinary, and 5 (five) consecutive days, if extraordinary.

Paragraph 1 The General Meeting will be chaired by the Chief Executive Officer or the Deputy Director or, in the absence of the Directors, by any associate appointed by those present.

Paragraph 2 The General Meeting will be installed with the absolute majority of members (half plus one) on first call, and with 1/3 (one third), on second call, 30 minutes later, respecting specific quorums provided for by law or these Bylaws.

Paragraph 3. The General Meeting will deliberate with the favorable vote of the majority of the present associates, except for the items dealt with in items (iv), (v) and (vii), which will depend on the favorable vote of 2/3 (two thirds) of the present associates.

Paragraph 4 The General Meeting can be in person or virtual. In the case of a virtual meeting, the participation of the members will be proven, for the purposes of registration in a notary office, through the presence list of the electronic platform used or a statement by the member itself, or even a statement signed by the President of the General Meeting attesting, under the penalties of the law, the participation of associates.

Section II EXECUTIVE BOARD

Article 23. The Board of Directors is the INSTITUTE's executive management body, composed of 2 (two) to 5 (five) directors, occupying the following positions:

- (i) Chief Executive Officer (mandatory position);
- (ii) Deputy Director (mandatory position);
- (iii) Project Director (optional position);
- (iv) 2 (two) directors with no specific designation (optional positions).

Article 24. The Board of Directors shall be elected by the General Assembly from an indicative list of candidates presented by the ICTP-SAIFR Steering Committee, all of whom are members of the ICTP-SAIFR.

Paragraph 1 The term of office of the Board is of 4 (four) years, renewable successive times upon reelection.

Paragraph 2 If the terms of the Directors expire without their successors being elected, the terms of office will be automatically extended until the new elected office takes office, within a maximum period of 120 (one hundred and twenty) days, all acts performed by them being valid in this period.

Paragraph 3. The Directors may resign from office at any time, upon written communication addressed to the Board, or they may be removed from office in the following situations:

- (i) violation of the law, the Bylaws, the INSTITUTE's Code of Conduct and internal management and compliance rules and regulations;
- (ii) practice of acts that generate personal favors to the detriment of the INSTITUTE;
- (iii) practice of acts that damage the reputation or assets of the INSTITUTE;
- (iv) written request from the ICTP-SAIFR Steering Committee.

Paragraph 4 The dismissal based on items (i) to (iii) will take place in a process that ensures the adversary proceeding and full defense of the defaulting officer. The dismissal based on item (iv) will occur automatically, and should only be formalized in the minutes of the General Meeting, for registration purposes.

Paragraph 5 The election of a substitute director shall comply with the provisions of article 21, caput of these Bylaws, and the substitute shall exercise the remainder of the term of office of the substituted.

Article 25. The duties of the Board of Executive Officers are:

- (i) administer the INSTITUTE;

- (ii) approve and execute the annual schedule and respective budget, as per proposal presented by the ICTP-SAIFR Steering Committee;
- (iii) prepare the rendering of accounts and the annual activity report;
- (iv) approve the Internal Regulation, the Code of Conduct and other policies and internal management and compliance regulations;
- (v) decide on the installation and closure of branches;
- (vi) approve the hiring of own personnel, suppliers and service providers services and define the respective remuneration;
- (vii) designate the person in charge of data protection processing, pursuant to the article 41 of the General Data Protection Law;
- (viii) promote fundraising initiatives and events;
- (ix) approve the exclusion of members.

Article 26. It is incumbent upon two directors, or one director and one attorney-in-fact, always together with two:

- (i) represent the INSTITUTE, actively and passively, in and out of court, except in the cases of isolated representation provided for in paragraphs 1 and 2, below;
- (ii) grant powers of attorney ad negotia, specifying the purpose and validity period – never more than 1 (one) year;
- (iii) opening and closing bank accounts;
- (iv) operate bank accounts, issue checks, make withdrawals and redeem financial investments in amounts exceeding 30 minimum wages.

Paragraph 1 It is incumbent upon the Chief Executive Officer or the Deputy Director:

- (i) represent the INSTITUTE before the Federal Revenue, in the act of registration of the CNPJ;
- (ii) convene and preside over the General Meeting and the Executive Board meetings;
- (iii) receive citations in lawsuits;
- (iv) grant ad judicium power of attorney to represent the INSTITUTE in judicial and administrative proceedings.

Paragraph 2 It is incumbent upon any director, in isolation, to:

- (i) represent the INSTITUTE before extrajudicial registries, being able, for example, sign applications for registration of corporate acts and documents and sign statements;
- (ii) perform acts of simple administrative routine before public bodies municipal, state and federal, their secretariats, public agencies, being able to apply for permits, licenses and registrations as taxpayers, sign requests for tax exemption and installment of debts, sign declarations, carry out registrations and registrations, and request certificates;
- (iii) sign receipts; terms of discharge for services and other obligations;
- (iv) requesting checkbooks, operating bank accounts, issuing checks, making withdrawals and redeeming financial investments in the amount of up to 30 minimum wages.

Article 27. The Board of Executive Officers shall meet whenever necessary, upon summons by the Chief Executive Officer or the Deputy Officer, by e-mail or notice posted at the entity's headquarters, at least 3 (three) days in advance. Its decisions will be made by simple majority, with the Chief Executive Officer having the casting vote.

Section III FISCAL COUNCIL

Article 28. The Fiscal Council is the INSTITUTE's accounting and financial inspection body, composed of 3 (three) members elected by the General Assembly through a list of

candidates presented by the ICTP-SAI FR Steering Committee, with a term of office of 4 (four) years counted possession, with successive re-elections being allowed.

Single paragraph. The provisions on resignation, dismissal and succession of the Fiscal Council are contained in art. 24, paragraphs 2 to 5 of these Bylaws.

Article 29. The duties of the Fiscal Council are:

- (i) issue opinions on financial and accounting performance reports, equity transactions carried out, the balance sheet and the financial statements;
- (ii) issue an opinion on financial and accounting matters of interest to the INSTITUTE, when requested by the Board or the General Assembly;
- (iii) suggest the hiring of an external audit.

Section IV ADVISORY BOARD

Article 30. The Advisory Board is the INSTITUTE's support and advisory body in strategic matters, with optional installation, composed of an unlimited number of members elected by the General Assembly upon indication of the ICTP-SAI FR Steering Committee, with a term of 4 (four) years counted from the inauguration, with successive reelections being allowed.

Single paragraph. The provisions on resignation, dismissal and succession of the Advisory Board are contained in art. 24, paragraphs 2 to 5 of these Bylaws.

Chapter VI DISSOLUTION

Article 31. The INSTITUTE may be dissolved by the General Assembly, if the ICTP-SAI FR is dissolved or if there are no longer financial and/or structural conditions for its existence.

Article 32. In the event of dissolution of the INSTITUTE, the remaining equity will be transferred to another non-profit legal entity with similar objectives, which meets the requirements of Law No. 13.019/2014, to be defined by the General Assembly, at the same meeting in which deliberate for dissolution.

Single paragraph. Under no circumstances may the remaining equity be shared, directly or indirectly, among the INSTITUTE's associates, Counselors, Directors, employees or benefactors, such acts being considered null and void.

The present Statute will come into force on the date of its registration with the competent Registry.

São Paulo, September 17, 2021.

Nathan Berkovits
Director

Lawyer's acknowledgement:

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