



BRAZILIAN  
PETROLEUM, GAS  
AND BIOFUELS  
INSTITUTE

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Members | **IBP**

# *Member Handbook General Assembly*

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# Introduction

The Assembly is the most important venue for the manifestation of associated members and an instrument of accountability concerning the activities carried out by IBP.

Guided by best practices in corporate governance, IBP has developed this **General Assembly Member Handbook**, in order to ensure access to information and transparency of the items to be discussed at this meeting, as well as to facilitate and stimulate the participation of its associates.

This material is intended to include all necessary information for the participation of the associated companies.

Eventual inquiries can be submitted to **[assembleia@ibp.org.br](mailto:assembleia@ibp.org.br)**.

# General Assembly

The definition and guidelines of the Assembly are particularized in our Articles of Incorporation as follows:

## **Articles of Incorporation of Brazilian Petroleum, Gas and Biofuels Institute** **SECTION I – General Assembly**

**Art. 17** – The General Assembly is maximum body of IBP and has the power to decide on all questions related to its purpose, and to take all resolutions it deems appropriate for its defense and development. The General Assembly takes place:

- a) ordinarily, until March 31st of each year, to resolve on the accounts and financial statements presented by the Executive Board and approved by the Board of Directors; to elect members of the Board of Directors, of the Fiscal Council, and of the Executive Board; and to set the maintenance contribution to members for the said fiscal year; and
- b) extraordinarily, whenever the corporate interest so requires.

**Art. 18** – The General Assemblies are called by the President, at the initiative of any member of the Board of Directors, or at the request of at least one fifth (1/5) of associates, by means of a call published at least ten (10) days in advance, in at least one newspaper with nationwide coverage.

§ 1 - The call shall mention the day, time and address of the assembly, as well as, briefly, the agenda;

§ 2 - The Associate who attends the Assembly or participates via telephone or video conferencing shall be considered duly called;

§ 3 - The associate with any outstanding contribution shall have the right to vote suspended, and (s)he shall not participate at any General Assemblies, unless the debt is discharged;

§ 4 - The General Assemblies shall take place, on first call, with the attendance of associates representing, at least, one half (1/2) of votes held by maintaining, industry, collaborating associates, and, on second call, half an hour after it was originally designated, with any number of attendees;

§ 5 - General Assemblies aiming at the removal of managers and/or the amendment of these bylaws shall observe the quorum for the opening of the absolute majority of votes held by maintaining, industry, collaborating associates on first call, and of one third (1/3) of votes of maintaining, industry, collaborating associates on second call;

§ 6 - General Assemblies with the purpose of resolving on the dissolution of IBP shall observe the quorum for the opening of, at least, one half (1/2) of votes held by maintaining, industry, collaborating associates on first call, and of one third (1/3) of votes held by maintaining, industry, collaborating associates on second call; and

§ 7 - At the General Assemblies, associates may be represented by third parties, whether they be members or not, upon special and express authorization.

**Art. 19** - All resolutions are taken at the General Assemblies by votes representing the majority of maintaining, industry, collaborating associates who attend the assembly, with the exception of those aiming at (i) the decision to remove members from the Board of Directors and Executive Board, for which the quorum necessary to pass a resolution is two thirds (2/3) of votes of maintaining and industry members who attend the General Assembly specially called for this purpose, and (ii) the amendment of these Bylaws and the dissolution of IBP, for which the quorum necessary to pass a resolution is two thirds (2/3) of votes of maintaining and industry associated who attend the General Assembly specially called for this purpose.

§ 1 - The affairs of the General Assembly are conducted by the President, who shall invite one of the attendees to act as secretary of the affairs;

§ 2 - Minutes shall be taken from the affairs and resolutions of the General Assembly, in the form of a digest of events, signed by the presiding board and attending associates. For the validation of the Minutes, it is necessary the same number of signatures of associates as required to constitute the majority prescribed for the resolutions taken at the General Assembly; and

§ 3 - Without prejudice to the provision in the head of this article, the resolutions taken at IBP's General Assembly shall always observe the percentages set forth in §§ 1, 2 and 3, of article 11, of these Bylaws.

# Registration

All categories of IBP's corporate members participate at the General Assembly.

- Legal entities and individuals whose IBP membership process is concluded by August 29<sup>th</sup>, 2019 may also participate, as long as the appropriate proxy appointment is presented.
- Pursuant to § 3, of Art. 17, of the Articles of Incorporation, "The member with any outstanding contribution shall have the right to vote suspended, and (s)he shall not participate at any Meeting of Shareholders, unless the debt is discharged."
- The participation at the Meeting is subject to the presentation of a proxy appointment in writing on behalf of the company (check here the template of a proxy appointment).
- The proxy appointments shall be submitted to the email address [assembleia@ibp.org.br](mailto:assembleia@ibp.org.br), 2 (two) days before the Assembly; or present them at the time of registration.

# Right to Vote

As prescribed in the Articles of Incorporation of IBP, the following shall have the right to vote:

## **CHAPTER IV – Members**

Art. 11 - The IBP membership has the following distinct categories of members: asset-related members, cooperative members, collective and single members, member entities invited, and emeritus members.

§ 1 – Maintaining members: The category of maintaining members comprises the legal entities which have contributed to the Social Fund of IBP, pursuant to article 40 et seq. of these Articles of Incorporation. Maintaining members are entitled to the right to vote at the General Assembly, on any resolution. Each vote of asset-related members shall weight two point four (2.4) for every one per cent (1%) of the interest thereof in the Social Fund;

§ 2 – Industry and E&P industry members: This category is intended for companies whose activities are exclusive/ concentrated in the petroleum, gas and biofuels industry. Industry members are entitled to the right to vote at the General Assembly, on any resolution. Each vote of sectoral members shall weight three (3);

§ 3 - Collaborating members: In the category of collaborating members, other service providers, consultancies and suppliers serving a variety of industrial sectors, including the petroleum and gas sector, may be admitted.



Collaborating members are entitled to the right to vote at the General Assembly, on any resolution, with the exception of the election and removal of members from the Board of Directors and Executive Board of IBP. Each vote of collaborating members shall weight one (1);

§ 4 - Professional members: In the category of professional members, active or retired professionals, with, at least, one year of practice in the Industry or co-related sectors, may be admitted. Professional members are not entitled to the right to vote at the General Assembly;

§ 5 - Students: In the category of student members, undergraduate and graduate students (maximum age of thirty) in careers related to the Industry may be admitted. Student members are not entitled to the right to vote at the General Assembly;

§ 6 - Institutional members: In the category of institutional members, all those nonprofit institutions and associations, and universities which promote topics of interest to the petroleum, gas and biofuels sector may be admitted, the admission being subject to a previous agreement prescribing reciprocity in relation to the submission of publications, information, the development of joint-assignments, and any other activities of technical-scientific nature. Institutional members are not entitled to the right to vote at the General Assembly; and

§ 7 - Emeritus members: In the category of emeritus members, personalities who have rendered important services to the Industry may be admitted. Emeritus members are not entitled to the right to vote at the General Assembly.



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