



## AESAS ARTICLES OF INCORPORATION

### Chapter I

#### **Denomination, Headquarters and Purposes.**

**Article 1** - AESAS – *Associação Brasileira das Empresas de Consultoria e Engenharia Ambiental* (Brazilian Association of Consulting Companies and Environmental Engineering), herein simply called as AESAS, is an association of private corporate entity, without any profit purpose, with headquarters and court in the city of Campinas-SP, at Rua do Sol, nº 148, S-98, actuating in the entire domestic territory for an undetermined term, which purpose is to join companies which play activities in the sector of consulting and environmental engineering; services for installation of wells for environmental purposes, specific chemical and laboratorial analyses in the environmental sector, manufacturer and distributors of equipment and specific inputs related to the activities on consulting and environmental engineering, spreading the know-how, promoting the professional improvement in this sector and environment protection.

**Article 2** - In order to comply with its purposes, AESAS may:

- a)** Develop among its member companies the associative spirit, the fair competition, the honest and effective cooperation, always having in mind the public interest and the country progress;
- b)** Protect the environment, especially when, while developing its activities, the association is aware of an environmental damage occurrence;
- c)** Express itself, on behalf of its company members, on the area of activity and of specific interest;
- d)** Collaborate with the governmental powers, public or private entities, unions and associations linked to the sector, by means of a specialized technical consulting, transmission of know-how and expertise of its company members



to the benefit of study, search for solutions of the existing problems related to its practice area;

- e)** Inspect and certificate the activities of companies which act and render service to the area;
- f)** Disclose to its members information on service provision and studies on contamination and remediation of soils and underground water, its legislation and standards concerning the professional actuation;
- g)** Establish partnerships, social grants and contracts with individuals or legal entities (public or private, governmental and non-governmental, domestic and international), aiming at the development of common interest projects;
- h)** Develop other activities required for compliance with the social purposes.

## Chapter II

### Member companies

**Article 3** - There shall be permitted as member companies of the entity legal entities who comply with the requirements listed below:

- a)** Act in the following areas:
  - (i) Consulting and environmental engineering, herein called "CEA"; they shall be registered before CREA – *Conselho Regional de Engenharia e Arquitetura* (Regional Board of Engineering and Architecture);
  - (ii) Chemical and laboratorial analyses specifically in the environmental area, herein called "LAB"; they shall be registered before CRQ - *Conselho Regional de Química* (Regional Board of Chemistry); and
  - (iii) Manufacturer and distributors of equipment and specific inputs related to the activities of consulting and environmental engineering, herein called "EQU".
  - (iv) Installation of wells for environmental purposes, inquiry at high resolution and recollection of environmental samples "SRV"
- b)** Formulate request of subscription, in writing, indicating, in case of legal entity, the name and data referring to the individual who is empowered of legal representation before AESAS;



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**Sole Paragraph** - The representative assigned by the company member may act in all activities before the association, including occupation of positions in its administrative structure; such person shall be a professional skilled in the association actuation area and registered before the competent class agency, which inspects the activity developed by such person.

**Article 4** - The associative staff comprises, as founding member companies, the companies which subscribed the Association articles of incorporation.

**Article 5** - The member companies have the following rights:

- a)** To indicate new companies to the member companies frame, as per the provisions of these articles of incorporation;
- b)** To participate in the association activities;
- c)** To vote and be voted in the General Assemblies;
- d)** To propose the discussion on themes which are of the class interest;
- e)** To vote and be voted in the representatives' elections of the Association, in institutions, social grants, groups of work and collegiates;
- f)** To represent the Board of Directors against acts that it deems to be harmful to the Association's interests, or which infringe the articles of incorporation in force, underlying the representation;
- g)** To integrate any committee for which it was assigned by the General Assembly, Board of Directors or Executive Board;
- h)** Request the call of General Special Assembly, along with other member companies, since they comprise, at least, 1/5 of the total number of members.

**Sole Paragraph** - The member companies which did not comply with their social obligations shall be prevented of pursuing the rights set forth in these Articles of Incorporation, mainly concerning to the voting right.

**Article 6** - The member companies have the following duties:

- a)** To comply with these Articles of Incorporation and regulations adopted;



- b)** To pay punctually the contributions set forth and approved by the Board of Directors;
- c)** To attend the general assemblies, exercise voting right and agree with their decisions;
- d)** To cooperate concerning all AESAS' enterprises, by the means at their disposal;
- e)** To solve eventual conflicts of interest among the member companies, by means of mediation or arbitration.

**Sole Paragraph** - The member companies which do not pay punctually their contributions shall be subjected to the following penalties: a) moratorium fine of 10% over the amount due, added of interests calculated pro rata day, at a rate of 1% per month, since the date of default to the date of effective payment; and b) without any prejudice to that provided in "a", in case the default remains for a period longer than 90 (ninety) days, the member company shall be subjected to the automatic exclusion from the association.

**Article 7** - The member company which wishes to leave the entity shall do this, by means a request in writing, addressed to the Executive Board, who is responsible for informing such request to the next entity's General Assembly.

**Article 8** - The member companies shall be subjected to an analysis conducted by the association's Ethics Board and they are subjected to penalties, in case:

- a)** they do not comply with the provisions of these articles of incorporation;
- b)** they infringe the professional code of ethics;
- c)** they undermine AESAS' moral or material assets;
- d)** they do not act in conformity with the sector interests.

Paragraph 1 - The penalty may be applied in the form of private warning, public warning, suspension and exclusion, according to the conduct level of severity, which was practiced, at the Ethics Board's criteria.



Paragraph 2 - The application of penalty shall be preceded of meeting for the hearing of the accused party, which may generate a defense (oral or in written), before the Board of Directors, within a twenty-(20) day term, counted up from the notice; it is permitted an appeal before General Assembly.

Paragraph 3 - The Association's Ethics Board is comprised by the set of members of Board of Directors and Audit Council and it shall act by simple majority.

### CHAPTER III

#### Organizational Structure

**Article 9** - The entity administration has the following agencies:

- a) General Assembly;
- b) Board of Directors;
- c) Audit Council and
- d) Executive Board.

#### General Assembly

**Article 10** - The General Assembly, the supreme entity agency, comprises the set of its member companies, and it can solve all subjects as well as to take any resolution.

**Article 11** - The General Assembly is responsible for:

- (a)** deciding on the subjects presented by the Board of Directors, Audit Council and Executive Board or by its member companies in general;
- (b)** electing the members of Board of Directors and Audit Council;
- (c)** amending the Articles of Incorporation;
- (d)** checking the Executive Board accounts and decide about the financial statements;
- (e)** decide about the purchase, sale, exchange, transfer or disposal by any type or mortgage, pledge or onus of any nature, of the association real state;



**(f)** decide concerning the dissolution of the entity and clearing of assets, as per provided in these Articles of Incorporation.

**Sole Paragraph** - For removing the members of Board of Directors, Audit Council and amendments on the entity articles of incorporation, it is required the consenting vote of two-thirds of those persons who are attending to the assembly, especially held for such purpose; it shall not decide, at first call, without the majority of member companies, or with less than one-third in the following calls.

**Article 12** - The nominating positions of Board of Directors shall be fulfilled during the General Assembly and once elected, the member companies' representatives shall be considered as empowered, regardless of any other formality.

Paragraph 1 – The proposals for fulfilling the nominating positions of Board of Directors, signed by, at least, one-tenth of the member companies, which shall create a slate of candidates, in accordance with the provisions below concerning the composition of the Board of Directors, shall be sent to the Secretariat until thirty (30) days before the date in which the Assembly will be held. The secretariat shall send it to all member companies, with the same term of Assembly call.

Paragraph 2 – The election act shall be conducted by secret ballot and exercised by the member company's legal representative before AESAS.

**Article 13** - The General Assembly shall be held, at least, once a year, so as to:

- I** - follow and evaluate the institutional actions and projects in progress, or under planning;
- II** - approve the accounts and balance sheets previously subjected by the Executive Board to the Audit Council;
- III** - propose to the Board of Directors and to the current Executive Board the activities which shall be developed in the next year.



**Paragraph 1** – The president of the entity is responsible for the Ordinary General Assembly call, and it shall be done by means of a call posted at the institution headquarter and the remittance of the correspondence, including by electronic mean, containing the agenda for the day and with a minimum advance of 20 (twenty) calendar days from the date in which it will be held.

**Article 14** – The General Assembly shall be held extraordinarily so as to discuss all and every subject related to the entity, since for this, it is called by:

- I** - the President;
- II** - one of the segments of the Board of Directors which represent the group CEA, LAB, QUE or SRV, as follows;
- III** - the requirement of 1/5 (one fifth) of the member companies which social obligations are duly paid.

**Article 15** - The General Assemblies shall follow the following rules:

- I** - The installation shall happen with the presence of the majority of the member companies, at the first call and, then, at second, after 30 minutes, with any quantity of member companies;
- II** - There shall be a previous agenda, sent to all effective member companies;
- III** - The Assembly shall be presided by the entity's President, who shall be aided by the Secretary; they shall be responsible, respectively, by conducting and recording the resolutions;
- IV** - The resolutions shall be decided by the majority of votes of those who are attending the meeting, unless otherwise specified in these Articles of Incorporation;
- V** - Under the hypothesis of tied vote, the President shall have the right of deciding;
- VI** - It is permitted a proxy vote, since the power of attorney has been granted with specific powers for representation in that Assembly;



**Sole Paragraph** – Based on the General Assemblies the competent minutes shall be registered and they shall be signed by the President and by the Secretary.

**Article 16** - All the member companies may attend the meetings of General Assembly and take part in the discussions, but only those member companies which fulfilled all statutory obligations shall have the right to vote.

**Article 17** – The Association shall keep, whenever possible, periodical publications; it can also edit special publications, at the Executive Board's criteria. The administrative and commercial subjects referring to the Association publications shall be in charge of an editor-secretary, assigned by the Executive Board.

### **Board of Directors**

**Article 18** – The Board of Directors shall comprise 14 (fourteen) members and among them, mandatory there shall be a given number of representatives of each class of member companies, being 5 (five) representatives from CEA, 3 (three) from EQU, 3 from LAB and 3 (three) from SRV. The member companies represented by the elected persons shall be under full possession of their associative rights. The elected persons shall not have any type of remuneration and/or benefit; the Board of Directors' resolutions shall be only considered as valid if they receive the affirmative vote of, at least, 2/3 (two-thirds) of the members who are attending the meeting. The meeting shall only be held when, at least, 8 (eight) members are present; being at least 1 (one) of each class of member companies.

**Sole Paragraph:** Each member company shall have the right of indication only one representative for participating in the elections for a Board of Directors' member.

**Article 19** – The Board of Directors' members shall be elected by General Assembly for the position with a mandate of 02 (two) years, counted up from the date of their election; it is permitted the re-election.



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**Paragraph One:** The adviser who, during a twelve-month period, does not hold, at least, 70% (seventy percent) of the Board of Directors' meetings, since they are duly called, may be removed from the position by means of the General Assembly's decision, as per these Articles of Incorporation; in such case, the position shall be stated as vacant.

**Paragraph Two:** In case the adviser may leave from the member company, which has indicated him/her, the member company which detains the position shall have a term of 30 (thirty) days for presenting his/her substitute, who will finish the mandate in force. This substitution of the Board of Directors' member, by nomination shall not happen more than 2 (two) times along the elected mandate. In case the member company does not comply with the term set forth in this paragraph, the position shall be declared as vacant.

**Article 20** - The Board of Directors shall meet ordinarily every 60 (sixty) days, or whenever AESAS' interests so deem, by means of a call done in writing, by registered letter, e-mails or publication in a great circulation newspaper, done by the majority of the Board of Directors' members or by the President of the Executive Board, with, at least, 10 (ten) days in advance.

**Article 21** - The Board of Directors is responsible for:

- a) indicating and electing, among its members, the Executive Board's members, which shall be done by means a meeting which shall be held immediately after holding the General Assembly for electing the Board of Directors' members.
- b) suggesting improvements, complement and amendments to these Articles of Incorporation;
- c) checking and deliberating the Executive Board's proposal, concerning the amount of annual contribution of the Member Companies;
- d) suggesting the voting agenda for the General Assembly;
- e) forming special committees;



- f) approving the directive plan and the financial planning of the subsequent year, which shall be formulated and presented by the Chief Executive Officer and/or Financial Director;
- g) receiving, discussing and voting, in the first meeting of November, the budget forecast for the next year;
- h) authorizing the Executive Board to incur obligations that are not included in the limits of the annual budget forecast;
- i) creating positions and fixing the corresponding expiration dates, by Executive Board's proposal;
- j) authorizing the Executive Board to acquire, exchange, pledge and allocate real states, as well as accept donations and legacies;
- k) proposing to the General Assembly the termination of AESAS; and
- l) solving the omission situations not provided in these Articles of Incorporation.

**Sole Paragraph:** It is permitted that the advisers are represented, at the utmost, in 3 (three) meetings of the Board of Directors in each year, by means of a proxy, since he/she has the required powers for such situation and since the referred proxy also is a Board of Directors' member.

## Executive Board

**Article 22** – The Executive Board comprises a President, a Vice-President, a Secretary and a Treasurer, with a mandate of 2 (two) years.

Paragraph 1 - It is permitted the re-election of the President for 1 (one) more and sole consecutive period.

Paragraph 2 – Any other Executive Board's members may be re-elected.

Paragraph 3 - It is not permitted the remuneration to any Executive Board's member, while exercising his/her position, as well as receiving advantages, bonus or other incomes.



**Article 23 - The Executive Board is responsible for:**

- a)** approving the Association working plans as well as the Treasurer's accounting reports;
- b)** deliberating on admission and exclusion of members, following the hypothesis of application of penalty for exclusions, provided in these Articles of Incorporation;
- c)** exercising his/his legal representation of the association by means of its president;
- d)** setting the date and the place where the General Assemblies will be held;
- e)** filling the vacancies, in an interim nature, of its members, found in the intervals of Board of Directors' Meetings;
- f)** Detailing the electoral procedure.

**Sole Paragraph -** The Executive Board's resolutions shall be taken in the meetings and by means of correspondence promoted by the Association's President, by the majority of the members.

**Article 24 - The President is responsible for:**

- a)** Handling the association's general interests, representing it actively and passively, in or out of court;
- b)** Presiding the Board of Directors and General Assembly's meetings;
- c)** Elaborate the annual program of the association's activities, within a month, up from his/her election;
- d)** Presenting, at the end of his/her mandate, the report on the association's activities during his/her management;
- e)** Coordinating AEASAS' representation and indicating the association's representatives before CREA, Environmental Agencies and other similar agencies;
- f)** Hiring and dismissing the required personnel for the entity's operation, as well as third party service provisions.



**Article 25** - The Vice-President is responsible for replacing the President during his/her vacancy, absences or impediments.

**Article 26** - The Secretary is responsible for reporting the activities and coordinating, along with the President, the activities of the remaining Executive Board's members.

**Article 27** - The Treasurer is responsible for managing the association's financial interests, along with the President.

**Article 28** - The signature of checks, the financial movement and any other documents which oblige the entity, including contracts, social grants or other securities, along with another Executive Board's member.

**Article 29** - The proxies, when required, shall be always granted on behalf of the entity, with the Entity President's signature, or his/her proxy, along with another Executive Board member; it shall be specified the powers granted and, except those for judicial purposes, they shall have a validity period limited to, at the utmost, 1 (one) year.

### **Audit Council**

**Article 30** - The Association shall have an Audit Council, which shall be comprised by 3 (three) member companies' representatives, all of them elected in the General Assembly, with a mandate of 2 (two) years; it is permitted their re-election.

Sole Paragraph - It is not permitted the remuneration to any Audit Council, while exercising his/her position, as well as receiving advantages, bonus or other incomes.

**Article 31** - The Audit Council is responsible for:

- (a)** inspecting the Board of Directors and Executive Board's actions and checking the compliance of their legal and statutory duties;



- (b)** opining on the Executive Board annual report, including on his/her opinion complementary information that he/she deems necessary or useful for the General Assembly's resolution;
- (c)** check the financial statements of the accounting year, presenting a detailed report in written.

## Chapter IV

### Assets

**Article 32** - The assets and the maintenance of the Association shall be, respectively constituted and supported by income from:

- (a)** contributions from Member Companies, as per proposed by the Executive Board and approved by the Board of Directors;
- (b)** donations, legacies, supports, rights or credits and other acquisitions provided by any individual or legal entities (public or private, domestic or foreign);
- (c)** incomes arising from assets, courses and service provisions;
- (d)** contributions of movable and immovable properties;
- (e)** incomes arising from events promoted by the entity, from which it takes part in or not;
- (f)** any other incomes arising from legal actions and compatible with the entity purpose and with these Articles of Incorporation.

**Paragraph 1** – The entity assets, under any hypothesis, shall have a different application from that one set forth by these Articles of Incorporation.

**Paragraph 2** - The entity expenses shall be follow strict and specific relation with their purpose and they shall be in accordance with the actuation program.

**Article 33** - The member companies are not responsible, jointly or individually, for social obligations, even when performing the positions in any association Council.



**Article 34** - The association does not distribute among their member companies, advisors, directors, employees or grantors, eventual operational surplus (gross or net), dividends, bonuses, shares or portions of its assets, earned while performing its activities and that it applies them integrally to the achievement of respective social purpose.

## **Chapter V**

### **General Provisions**

**Article 35** - The Association can be only dissolved by means of the vote of three-fourths of the total of the effective member companies.

**Article 36** - The calls provided in these Articles of Incorporation may be exempted, in case that all members of the agency are holding the meeting.

**Article 37** - The mandates of the members of the first Audit Council of the association shall be expired on April 2005, so as they match the mandates of the Board of Directors' members.

**Article 38** – The following companies are denominated as founder member companies: AMBITERRA Soluções Ambientais S/A; ANGEL Análises e Serviços Geológicos Ltda.; ASA Assessoria e Serviços Ambientais S/C Ltda.; BAS - Bottura Consultoria, Solos e Águas Subterrâneas Ltda.; CETREL S/A - Empresa de Proteção Ambiental; CH2M Hill do Brasil Serviços de Engenharia; EPA Engenharia de Proteção Ambiental Ltda.; Golder Associates Brasil Ltda.; SERVMAR Instaladora e Assessoria Ambiental Ltda.; UMWELT Consultoria S/C Ltda. e WATERLOO Brasil Ltda.

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