

# CONSOLIDATED BYLAWS

*Estatuto Consolidado*





CONSOLIDATED BYLAWS  
INSTITUTO DE MEDICINA INTEGRAL PROFESSOR FERNANDO FIGUEIRA - IMIP

CHAPTER I  
Purpose, Headquarters, Jurisdiction, and Duration

**Article 1** – The INSTITUTO DE MEDICINA INTEGRAL PROFESSOR FERNANDO FIGUEIRA - IMIP, founded on June 13, 1960, in the city of Recife, capital of the State of Pernambuco, is a civil association focused on education, research, and social medical assistance. It is a private legal entity with non-profit purposes, indefinite duration, unlimited membership, and its headquarters, jurisdiction, and domicile in Recife, Pernambuco, at *Rua dos Coelhos, No. 300, Boa Vista, ZIP Code 50.070-902*.

**Sole Paragraph** – IMIP or the "Association" may be referred to interchangeably within these Bylaws. As a Christian civil organization, it shall not take positions on religious matters, although it may provide religious assistance of any nature when requested by patients or their representatives.

**Article 2** – IMIP's objectives are:

1. To provide comprehensive healthcare services, free of charge, to economically disadvantaged individuals, including both hospital and outpatient care;
2. To conduct and promote research, as well as scientific work in medical, economic, and social fields related to public health, encompassing policy formulation, health models, and individual and collective healthcare practices;
3. To advise health managers and care teams to improve public health services;
4. To promote health sciences education with a focus on health policy formulation, healthcare models, and individual and collective care practices;
5. To establish higher education courses, including undergraduate, graduate, and extension programs in health;
6. To promote cultural activities, especially those highlighting local values, benefiting the vulnerable population served by IMIP.

§ 1 – In fulfilling its objectives, IMIP shall always adhere to the principles and guidelines of the Brazilian Unified Health System (SUS).

§ 2 – IMIP may offer paid medical-hospital services, with financial results allocated exclusively to support its purposes. Members and directors shall not receive any part of these revenues.

7. To provide permanent free services without discrimination, as outlined in its work plan approved by the National Council for Social Assistance (CNAS);

8. To maintain extensive medical, educational, and social services;
9. To promote, support, and develop family-oriented activities;
10. To conduct cultural and social activities for children, adolescents, the elderly, and individuals with disabilities to improve their quality of life.

**Article 3** – IMIP shall operate a hospital in Recife, under the name **IMIP Hospital Complex**. Additionally, it may establish other services or facilities throughout the country at the discretion of the Board.

## CHAPTER II Members, Categories, Rights, and Duties

**Article 4** – IMIP members are classified into the following categories:

- a) Founders;
- b) Active Members;
- c) Honorary Members;
- d) Lifetime Members;
- e) Distinguished Members.

**Sole Paragraph** – Members, regardless of their category, are not liable—either jointly or individually—for the association’s obligations.

**Article 5** – Founding members are those individuals who attended any of the IMIP meetings and signed one or more minutes before the approval of the initial Bylaws on January 12, 1961.

**Article 6** – Active membership is granted to individuals proposed by any member and approved by the Board.

**Article 7** – Lifetime Members are active members who make a one-time payment of at least R\$10,000.00 (ten thousand Brazilian Reais), subject to adjustment by the Board when deemed appropriate.

**Article 8** – Honorary members are active members or members alien to the membership base who, according to the General Assembly, have rendered significant services to IMIP.

**Article 9** – Distinguished membership may be granted by the Assembly to individuals who make a one-time donation of at least R\$50,000.00 (fifty thousand Brazilian Reais), subject to adjustment by the Board.

**Article 10** – The General Assembly shall confer honorary and distinguished memberships as soon as the Board reports the facts that justify such awards.

**Article 11** – Diplomas for all categories of membership shall be issued by the Board and signed by the President along with another Director.

**Article 12** – All members must support IMIP, adhere to these bylaws, pay any dues assigned to them, and participate in the General Assembly meetings, deliberating on any matters within the Assembly’s scope.

**Sole Paragraph** – All members must comply with supplementary statutes, regulations, and the Board’s decisions. If elected or appointed to any role, they must perform their duties with diligence.

**Article 13** – Any member, together with 20 others, may convene a General Assembly and specify the agenda. Members may also express concerns, in writing, about matters they consider harmful to the Association’s interests or principles.

**Sole Paragraph** – Members in good standing have the right to vote and stand for elective positions.

**Article 14** – Membership does not entitle any individual to privileges or advantages concerning the institution’s services.

**Article 15** – The Board may suspend a member’s rights for 1 to 12 months if they:

- a) Fail to pay five consecutive dues;
- b) Violate any rules or regulations;
- c) Neglect their duties in elected or appointed roles or when representing IMIP.

**§ 1** – Suspension leads to the immediate loss of any office the member holds.  
**§ 2** – If the suspension results from non-payment, the suspension will last until the dues are settled.

**Article 16** – Membership may be terminated if a member refuses to reimburse damages caused to the Association, is convicted of a crime, incurs multiple suspensions, or fails to pay dues for 12 consecutive months.

**Article 17** – Membership termination is decided by the Board, by recommendation of any of the Association’s member, but must be ratified by the General Assembly, which shall be called immediately after the application of the penalty, to assess the matter and confirm the decision.

**Article 18** – Terminated members due to non-payment may be readmitted upon settling their outstanding dues with interest and monetary adjustments.

**Article 19** – In all cases of penalty application, the broadest right to defense shall be guaranteed, with the interested party always being notified in advance, or by other legal means, to submit a written defense within a period of six (6) days. The penalty application process must be treated as confidential.

**Sole Paragraph** – In cases of non-payment, the member can avoid penalties by paying the outstanding dues within the defense period.

**Article 20** – Members penalized by the Board may appeal to the General Assembly within three days as of the notification. However, the Board’s decision remains in effect until reviewed by the Assembly.

**Article 21** – Members must pay an annual fee of R\$10,00 (ten Brazilian Reais), subject to adjustment by the Board.

### **CHAPTER III Administration**

**Article 22** – IMIP shall be managed by a Board, elected every two years by the General Assembly. The Board shall comprise 1 President, 1 Vice-President, 1 First Secretary, 1 Second Secretary, 1 First Treasurer, 1 Second Treasurer.

**§ 1** – Board members remain in office until their successors are elected

**§ 2** – The Board shall be advised by an **Advisory Council** of 27 members.

**Article 23** – A former President with a distinguished service record or an individual who has made significant contributions to unprivileged children and women may be granted the title of **Honorary President** by the General Assembly. This is a lifetime and, as any other positions in the Association, an unpaid position.

**§ 1** – The Honorary President may attend Board and Assembly meetings without voting rights but can offer suggestions and proposals.

**§ 2** – The President may delegate powers to the Honorary President through a power of attorney to represent IMIP before public or private entities to address any matter related to the Association that would result in facilitating the fulfilment of IMIP’s objectives.

**Article 24** – In the event of the President’s death, resignation or impediment, the Vice-President or a Secretary shall assume the role. The same succession applies to other Board roles, such as the First Secretary and the First Treasurer.

**Sole Paragraph** – If vacancies arise in certain positions, the General Assembly shall elect replacements for the remaining term.

**Article 25** – The Board shall meet every semester or when convened on a date and time defined by the President or by at least three Board members or by the Association General Assembly.

**§ 1** – Meetings are called by letter with at least four days' notice.

**§ 2** – Meetings proceed with at least three members, but decisions can be made with two members if necessary, one hour after the first call.

**§ 3** – Members missing two consecutive meetings without justification may lose their position by deliberation of the General Assembly. The right to a broad defense is guaranteed and the Assembly shall, in the same meeting, it determines the loss of position, elect a substitute for the rest of the period.

**Article 26** – Board members may request a leave of absence for up to 90 days, extendable once for 60 days.

**Sole Paragraph** – During a leave, succession follows the rules in **Article 24**.

**Article 27** – The Board's responsibilities include the following, without prejudice to each of the Officer's attributions:

1. To develop the work plan;
2. To organize, vote on, implement, and modify the regulations of IMIP, submitting specific cases provided for in Article 34-b to the Deliberative Council
3. To organize and enforce penalties provided in these Bylaws;
4. To enforce penalties provided in these Bylaws onto members; if applicable
5. To review and approve the Treasurer's monthly reports;
6. To organize work groups, whenever the Board deems convenient to IMIP's interests;
7. To propose amendments to these bylaws to the General Assembly;
8. To issue opinions and forward to the General Assembly the appeals related to the decisions made by the Board of Directors, and to review and decide on appeals and decisions made individually by any Officer;
9. To choose the members of the Scientific Council in accordance with statutory and legal norms;
10. To propose, when applicable, to the General Assembly, the dissolution of IMIP;
11. To execute any other acts that do not fall under the exclusive competence of the General Assembly, the Deliberative Council, or the Fiscal Council, or that are not included in the specific attributions. To execute any other acts that do not fall

- under the exclusive competence of the General Assembly, the Deliberative Council, or the Fiscal Council, or that are not included in the specific attributions of each of the Board's members, including the cases not provided for within the limits of this item;
12. To decide on the opening, establishment, maintenance, transfer, or closure of a branch in any location in the country;
  13. To execute the resolutions issued by the Deliberative Council that are not within the exclusive competence of the General Assembly or the Fiscal Council, or that are not included in the specific attributions of each member of the Board of Directors.

**Article 28** – The duties of the President of IMIP are:

- a) To represent the Association in all legal matters, both in and out of court;
- b) To sign acts and contracts of any kind, provided prior authorization is obtained from the Board or General Assembly when necessary;
- c) To hire and dismiss technical and administrative staff as required by IMIP;
- d) To create new positions and functions within the Association;
- e) To manage IMIP's finances independently or with the acting Treasurer, signing checks, issuing payments, and handling financial instruments, requesting, as applicable, approval from other bodies as provided in these Bylaws;
- f) To approve expenses without requiring authorization from the Board or other bodies;
- g) To endorse and sign the books of minutes and accounting records;
- h) To sign diplomas jointly with the First Secretary or other Directors;
- i) To present a detailed report and financial statements to the General Assembly at the end of each fiscal year;
- j) To take urgent actions that exceed the President's usual authority, subject to subsequent Board approval (ad referendum);
- k) To convene and preside over the meetings of the General Assembly, Deliberative Council, Fiscal Council, and Board;
- l) To appeal to the General Assembly regarding any Board decision deemed contrary to IMIP's interests;
- m) To delegate authority to the Honorary President to negotiate with public or private entities on IMIP's behalf.

**Article 29** – The Vice-President will assume the President's duties in case of absence, death, or resignation, participate in all Board activities, and exercise all activities that may be delegated by the President.

**Article 30** – The First Secretary is responsible for:

- a) Managing secretarial services and correspondence, as well as safeguarding the Association's records;
- b) Drafting and signing official publications related to the President's functions;
- c) Communicating decisions and penalties to members and notifying them of elections or honorary awards;
- d) Maintaining the minutes of meetings of the General Assembly, the Deliberative Council, the Board and the Fiscal Council;
- e) Signing diplomas and honorary titles alongside the President;
- f) Submitting a monthly report to the Board on secretarial activities;
- g) Preparing a detailed annual report for the President at the end of the fiscal year;
- h) Acting as secretary during meetings of the General Assembly and the Board.

**Article 31** – The Second Secretary will assist the First Secretary and substitute the former when necessary.

**Article 32** – The First Treasurer's duties include:

- a) Safeguarding IMIP's financial assets and records;
- b) Managing the treasury in accordance with these Bylaws;
- c) Collecting IMIP's ordinary and extraordinary income and issuing receipts;
- d) Accepting and processing payments made to the Association;
- e) Authorizing and performing payments;
- f) Depositing excess funds in official banks, on behalf of IMIP, when cash holdings exceed 30 times the minimum wage;
- g) Co-signing checks and financial documents with the President;
- h) Keeping accounting records up to date and available for inspection;
- i) Maintaining accounts following the Brazilian fundamental accounting standards;
- j) Preparing and submitting monthly financial reports on IMIP's revenues to the Board;



k) Indicating to the Board a trusted person for whom he/she will be responsible, to promote, through a committee established by the Board, the collection of the Association's receivables.

l) Suspending any payment until a decision is made by the President Director whenever there seem to be deficiencies, illegality, or inconvenience for IMIP, promptly bringing the matter to the attention of the President Director;

Signing all documents related to the management of the Association's accounting and financial matters.

**Article 33** – The Second Treasurer will support the First Treasurer and will serve as a substitute when needed.

#### **CHAPTER IV Fiscal Council and Deliberative Council**

**Article 34-a** – IMIP shall have a **Fiscal Council** composed of three members and three substitutes, all of reputable standing, whether members or not. They will be elected annually by the General Assembly during the meeting reviewing IMIP's accounts. Fiscal Council members will serve two-year terms and will receive no compensation.

§ 1 – Council members remain in office until their successors are elected.

§ 2 – The Council will meet once a year to review the Association's financial activities and may be called for extraordinary meetings by the President, the Board, the General Assembly, or a Council member, to examine matters directly or indirectly related to the Association's financial management;

§ 3 – The Council shall review and provide opinions on the financial statements presented by the Board at the end of each fiscal year.

§ 4 – Fiscal Council members, jointly or individually, will have unrestricted access to IMIP's financial records at all times.

**Article 34-b** – As required by Law No. 15.210 of December 19, 2013, IMIP shall have a **Deliberative Council** composed of 15 members, including 9 permanent members and 6 elected members, who shall have no remuneration.

§ 1 – In addition to IMIP's General Superintendent; The President of the Alice Figueira Foundation for IMIP Support; The President of the Professor Martiniano Fernandes Foundation – IMIP Hospitalar, IMIP's Deliberative Council permanent members are: the members of IMIP's Board (President, Vice-President, First and Second Secretaries, First and Second Treasurers – pursuant to article 22 above;

§ 2 – The members elected of the elected of the Deliberative Council will be chosen during the same election that selects the Board, with a two-year term and the possibility of re-election.

§ 3 – Members shall remain in office until their replacements are elected.

§ 4 – The Council will meet twice a year and shall be called and may also hold extraordinary meetings called by the President, the General Assembly, or one-third of its members.

§ 5 – The President of IMIP will preside over the Deliberative Council and will appoint a secretary for each meeting. Decisions of the Deliberative Council will require absolute majority of votes, with the President exercising the casting vote if needed.

§ 6 – The Board must comply with the Council’s decisions.

§ 7 – The Council’s duties include:

- a) Defining IMIP’s objectives and scope in accordance with the law;
- b) Approving budgets and investment plans;
- c) Approve IMIP’s work plans and management contracts;
- d) Monitoring the achievement of goals set in management contracts;
- e) Reviewing financial reports and statements;
- f) Approving policies for contracting services and acquiring goods;
- g) Addressing complaints from civil society and taking appropriate action;
- h) Approving personnel recruitment and compensation policies.

## CHAPTER V Advisory Council

**Article 35** – IMIP’s Board shall appoint an **Advisory Council** with 27 members, in addition to ex officio members, for two-year terms. These members, who may or may not belong to IMIP, will serve without remuneration.

§ 1 – Ex officio members include the President, Vice-President, General Superintendent, the President of the Alice Figueira Foundation, and former IMIP Presidents.

§ 2 – Advisory Council members must be appointed within the first four months of the fiscal year, with their terms extended until their successors assume office.

§ 3 – Members shall be selected based on their reputation and ability to contribute professionally or technically to IMIP’s mission, including IMIP staff members if appropriate.

**Article 36** – Members of the Advisory Council shall assist the Board by evaluating work plans and providing opinions when requested by the President or Board. They may also, on their initiative, submit proposals and suggestions to the Board.

§ 1 – The President of IMIP will preside over the Advisory Council and appoint a secretary for each meeting. Decisions are made by absolute majority, with the President having the casting vote.

§ 2 – The Advisory Council must meet at least once a year, with extraordinary meetings called by the IMIP’s Board or the President when necessary.

§ 3 – The Council’s recommendations, decisions and opinions are advisory and not binding on the Board.

## **CHAPTER VI General Assembly**

**Article 37** – The General Assembly is IMIP’s highest authority, holding ultimate jurisdiction over all matters submitted to it.

**Sole Paragraph** – The Assembly decisions require a majority vote, regardless of whether taken in the first or second call.

**Article 38** – The following matters are within the exclusive authority of the General Assembly:

- a) Elect and remove IMIP Board members;
- b) Interpret and amend the Bylaws in whole or in part;
- c) Resolve matters not assigned to other bodies by these bylaws;
- d) Confer or withdraw the honorary title of President of Honor following the Board recommendations and the provisions of paragraph 3 of Article 24 above and any other provisions herein;

**Article 39** – The General Assembly will meet ordinarily within the first four months of each year and extraordinarily as needed, called by the President, the Fiscal Council, or at least 20 members in good standing with their obligations towards the Institution

§ 1 – Ordinary meetings will address the Board’s report, financial statements, and the Fiscal Council’s opinion on the previous fiscal year.

§ 2 – Extraordinary meetings may discuss and decide on any other matters of interest to the institution.

**Article 40** – Only members in good standing may participate in the Assembly, each having a single vote.

**Article 41** – Assembly meetings must be announced at least four days in advance by means of notices in the Official Gazette of Pernambuco or other prominent local media, or by means of Notice posted in a highly attended area of the organization with the publication made only once, and including, even if briefly, the corresponding Agenda of the Day;

§ 1 – On the first call, the Assembly requires a quorum of more than half of the members in good standing with the Institution. On the second call, the meeting may proceed with any number of members, in the same status as before, regardless of a new call, one hour after the hour indicated in the Call Notice.

§ 2 – If the agenda is not completed, the Assembly will resume on the next business day without requiring a new announcement.

§ 3 – The Assembly decisions will be made by open vote of the majority attending the meeting

§ 4 – Elected members will assume office within 30 days, before IMIP’s President, or his/her legal substitute, with a formal swearing-in recorded in the Board’s meeting minutes.

**Article 42** – The newly elected President shall take office before a member of the Fiscal Council.

## **CHAPTER VII**

### **Assets, Revenues, and Dissolution**

**Article 43** – IMIP’s assets include:

- a) Current movable and immovable property;
- b) Donations, inheritances, and legacies it may receive;
- c) Surpluses from financial operations.

**Article 44** – IMIP’s dissolution will occur under legal circumstances or by a General Assembly decision, following a proposal by the Board or a petition from 20 or all members. The Assembly must meet at least 15 days in advance and follow the procedures outlined in Chapter VI.

§ 1 – In the event of dissolution or termination, IMIP’s assets will be transferred to a similar charitable organization certified under Complementary Law No 187 of December 16, 2021, or to a public entity with similar objectives that commits to preserving its purposes. The recipient shall be designated by the board and approved by the General Assembly of dissolution or, if applicable, determined by the competent judge.

§ 2 - In the event of the termination or disqualification of IMIP as a Social Health Organization, its assets, legacies, donations, and any financial surpluses resulting from its activities that may have been allocated to IMIP under a management contract shall revert to the contracting Public Entity, in proportion to the resources and assets provided through the respective management contract.

**Article 45 - IMIP's Revenue Sources are:**

- a) Financial resources generated from services provided within its area of competence;
- b) Fees charged to beneficiaries of the courses it offers;
- c) Grants and subsidies granted by individuals or legal entities, whether public or private, national or foreign;
- d) Any other resources allocated to it;
- e) Monthly contributions from members.

**Sole Paragraph** - IMIP shall necessarily apply its income, resources, and any operational surplus entirely within national territory to maintain and develop its institutional objectives. Grants and donations received must be applied strictly for their designated purposes.

**CHAPTER VIII**

**Fiscal Year**

**Article 46** – The fiscal year shall begin on January 1<sup>st</sup> and end on December 31<sup>st</sup> of each year, upon which a general balance sheet and financial statements shall be prepared. These shall be submitted, along with the Board's Report and the Fiscal Council's Opinion, to the Ordinary General Assembly. These Financial Reports, the Activity Report for the fiscal year, and any reports on the execution of management contracts with Public Administration must be published in the Official Gazette of the State and on the Institution's website.

**CHAPTER IX**

**General Provisions**

**Article 47** – IMIP shall not distribute profits, dividends, bonuses, shares, or portions of its assets in any form to its directors, council members, founding members, benefactors, or donors, either directly or indirectly, in connection with their roles or activities as outlined in the institution's founding documents. Furthermore, no assets or portion of its net worth shall be distributed to these individuals in the event of withdrawal, resignation, or death. IMIP shall also not form assets for any individual or organization that is not a charitable social assistance entity.

**Article 48** – Any member of the Advisory Council may, if invited by IMIP's Chief Executive Officer, participate in meetings of the General Assembly and the Board, contributing to decisions without voting rights.

**Article 49** – Directors are not jointly or subsidiarily liable for IMIP's obligations. The liability of the directors for actions performed in violation of the law or this statute during

their term shall expire one (1) year after the approval of the financial accounts by the General Assembly.

**Article 50** – The Board, in consultation with the Advisory Council, may award the IMIP Merit Medal to individuals of the highest professional, moral, and civil integrity who contribute, through their actions or example, to the fulfillment of IMIP's mission.

**Article 51** – The Chief Executive Officer of IMIP is authorized to revise any existing agreements within the Association in accordance with the provisions of this Statutory Consolidation, always consulting the Board.

Recife, April 2, 2024

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