

BRAZIL TELECOM HOLDING CO
Form 6-K
September 09, 2003

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 6-K

**REPORT OF FOREIGN ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16 OF THE
SECURITIES EXCHANGE ACT OF 1934**

THROUGH September 9, 2003

(Commission File No. 1-14477)

BRASIL TELECOM PARTICIPAÇÕES S.A.
(Exact name of registrant as specified in its charter)

BRAZIL TELECOM HOLDING COMPANY
(Translation of Registrant's name into English)

**SIA Sul, Área de Serviços Públicos, Lote D, Bloco B
Brasília, D.F., 71.215-000
Federative Republic of Brazil**
(Address of Registrant's principal executive offices)

Indicate by check mark whether the registrant files or will file
annual reports under cover Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(1).

Indicate by check mark if the registrant is submitting the Form 6-K
in paper as permitted by Regulation S-T Rule 101(b)(7).

Indicate by check mark whether the registrant by furnishing the
information contained in this Form is also thereby furnishing the
information to the Commission pursuant to Rule 12g3-2(b) under
the Securities Exchange Act of 1934.

Yes No

Edgar Filing: BRAZIL TELECOM HOLDING CO - Form 6-K

If "Yes" is marked, indicated below the file number assigned to the registrant in connection with Rule 12g3-2(b):

Investor Relations

55 (61) 415-1140
ri@brasiltelecom.com.br

Media Relations

55 (61) 415-1378
cesarb@brasiltelecom.com.br

Free Translation

BRAZIL TELECOM PARTICIPAÇÕES S.A.

Publicly Traded Company

Corporate Taxpayer Registration CNPJ/MF: 02.570.688/0001-70

Board of Trade NIRE: 53 3 0000581 8

**MINUTES OF THE EXTRAORDINARY GENERAL SHAREHOLDERS MEETING
held on September 8, 2003.**

(Drawn up in summary form, as pursuant to the authorization
contained in the 1st paragraph of article 130 of Law no. 6,404/76)

1) Date, time and place: On September 8 (eight), 2003 at 11:00 a.m., at the headquarters of Brasil Telecom Participações S.A. (Company), in the City of Brasília Federal District, at SIA SUL ASP - Lote D, Bloco B; **2) Summons:** A notice published in accordance with the terms of article 124 of Law no. 6,404/76, in the Gazeta Mercantil and Valor Econômico newspapers issued on August 7, 8 and 11, 2003, Jornal de Brasília newspaper issued on August 7, 8 and 9, 2003 and the Federal Official Journal of August 8, 11 and 12, 2003, of which was granted to the Company shareholders a period for verification and analysis of the agenda of more than 30 (thirty) days from the first publication; **3) Roll Call:** Shareholders representing more than 2/3 (two thirds) of the voting capital stock, according to the records and signatures contained in the Roll Call Book of the Shareholders; the representative of the Company, Mr. Francisco Antunes Maciel Müssnich; representative of the Fiscal Council, Mr. Luiz Fernando Cavalcanti Trocóli; **4) Board:** At the beginning of the Meeting, Mr. Francisco Antunes Maciel Müssnich, by acclamation, took the position of chairman in the terms of article 16 of the Company Bylaws, and invited Mr. Amir Achcar Bocayuva Cunha to act as secretary of the meeting; **5) Order of the Day: 1** Approve the inclusion of article 27-A in the Bylaws of the Company, as follows: Article 27-A The following shall not be elected to the Board of Directors (i) those who occupy positions in companies that are considered competitors in the market, in particular, in advisory committees, board of directors or fiscal council; or (ii) have interests which conflict with those of the Company. First Paragraph - The Board member appointed by the undersigned company of the shareholder's agreement filed at the headquarters of the Company which are directly or indirectly involved in competition, shall not be allowed to vote in matters that, due to the competitive case, imply in a conflict of interests. Second Paragraph - It is the responsibility of the Chairman of the Board to declare the suspension of the vote of the impeded board member. ; **2** Approve the inclusion of article 49 in the Bylaws of the Company, as follows: Article 49 The Company's corporate entities shall, within the scope of their attributions, use all the provisions required to prevent the company from being impeded, in relation to the breach of the provisions of article 68 of Law No. 9.472, of 07/16/97, and its regulation, from exploring directly or indirectly telecommunication service concessions or licenses. First Paragraph - The Company shall not register the acquisition of shares of its issuance which are deemed to create the impediment mentioned in the article herein. Second Paragraph - The shareholder that, due to his/her ownership of shares, is involved in the impediment mentioned in the article herein, is bound to not exercising the right to vote in the circumstance of impediment, without affecting the General Meeting attributions foreseen in article 120 of Law No. 6.404/76. **6) Deliberations:** Following the discussion about the Order of the Day and explanations concerning the understanding of the Brazilian Securities and Exchange Commission (CVM) and co substantiated in the Official Letter/CVM/SEP/GEA no. 3/341/03, duly supplemented by Official Letter/CVM/SEP/GEA no. 3/344/03, the shareholders approved unanimously on: **1** - the inclusion of Art. 27-A in the Bylaws of the Company, which comes into effect through the following text: Article 27-A The following shall not be elected to the Board of Directors (i) those who occupy positions in companies that are considered competitors in the market, in particular, in advisory committees, board of directors or fiscal council; or (ii) have interests which conflict with those of the Company. ; **2** - the inclusion of Art. 49 in the Bylaws of the Company, which come into effect with the following text: Article 49 The Company's corporate entities shall, within the scope of their attributions, use all the provisions required to prevent the company from being impeded, in relation to the breach of the provisions of article 68 of Law No. 9.472, of 07/16/97, and its regulation, from exploring directly or indirectly telecommunication service concessions or licenses ; and, furthermore, **3** the consolidation of the Bylaw of the Company, in a way which reflects the changes approved herein, through the correction of the reference contained in the sole paragraph, item III,

Edgar Filing: BRAZIL TELECOM HOLDING CO - Form 6-K

of article 14 which, by material error, is registered as being article 49, which until then had not existed, when the correct reference is article 48.

7) Notes: The abstentions of the following shareholders – Kenneth Gerald Clark Junior, Citicorp Mercantil Participações e Investimentos S.A. and Citicorp International Finance Corporation – were registered, although regarding the last 2 (two) shareholders, the abstentions referred only to the items 1 (one) and 2 (two) above. Declarations of vote were presented, which were filed in the Company’s headquarters. **8) Adjournment:** With nothing more to discuss, the meeting was adjourned for the drawing up of the minutes herein. After the minutes were read, they were approved by all the shareholders in attendance and signed by the member of the board, in conformity with that which is established in article 130 of Law 6,404/76. The publication of the foregoing minutes was authorized with the omission of the signatures of the shareholders.

Francisco Antunes Maciel Müssnich
Chairman

Amir Achcar Bocayuva Cunha
Secretary

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: September 9, 2003

BRASIL TELECOM PARTICIPAÇÕES S.A.

By: /s/ Paulo Pedrão Rio Branco

Name: Paulo Pedrão Rio
Branco
Title: Financial Executive
Officer
