

BRASIL TELECOM SA
Form 6-K
April 20, 2004

**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 APRIL 20, 2004

(Commission File No. 1-15256)

BRASIL TELECOM S.A.

(Exact name of Registrant as specified in its Charter)

BRAZIL TELECOM 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: BRASIL TELECOM SA - Form 6-K

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

Investors Relations

(55 61) 415-1140

ri@brasiltelecom.com.br

Media Relations

(55 61) 415-1378

cesarb@brasiltelecom.com.br

Free Translation

BRASIL TELECOM S.A.
Corporate Taxpayer Registration 76.535.764/0001-43
Board of Trade 53 3 0000622 9

**MINUTES OF THE ORDINARY
AND EXTRAORDINARY GENERAL SHAREHOLDERS MEETING**
held on April 19, 2004.

(Drawn up as a summary, as pursuant to the authorization set forth in the 1st paragraph of Article 130 of Law 6,404/76)

1) Date, time and place: On the 19th (nineteenth) day of the month of April 2004, at 2 p.m., at the head office of Brasil Telecom Participações S.A. (Company), in the city of Brasília Federal District, at SIA SUL ASP - Lote D, Bloco B.

2) Summons: Notice published under the terms of article 124 of Law 6,404/76, on the following newspapers: Jornal de Brasília, Valor Econômico and the Federal Official Journal (Diário Oficial da União), in the editions issued on March 19, 20 and 21, 2004, March 19, 22 and 23, 2004 and March 22, 23 and 24, 2004, respectively. As pursuant to Article 131, sole paragraph of Law 6,404 from December 15, 1976, the Ordinary and the Extraordinary General Shareholders Meeting were held cumulatively.

3) Roll Call: The shareholders who represent the quorum required for the approval of the matters set forth in the order of the day, in accordance with the records and signatures contained in the Shareholders Roll Call Book. Representative of the Company: Mr. Sami Arap Sobrinho. Representative of the Fiscal Council: Mr. Gilberto Braga. Representative of the Independent Auditors: Mr. Ulisses Marcelo Duarte Magalhães.

4) Board: At the opening of the meeting, Mr. Alexandre Hildebrand Garcia assumed his role as Chairman of the meeting, as set forth in Article 16 of the By-laws of the Company, inviting Mr. Antonio Amaro Ribeiro de Oliveira e Silva to act as secretary for the matters of the meeting.

5) Order of the Day: Firstly, the Chairman requested the Secretary to proceed with the reading of the Order of the Day, as follows:

ORDINARY GENERAL SHAREHOLDERS MEETING: 1 Take the Accounts of the Management, examine, discuss and vote on the Financial Statements and the Management Report, relative to the fiscal year ended on December 31, 2003; **2** Deliberate over the Allocation of the Earnings of the Year and the Distribution of Dividends; **3** Elect the members and the alternate members of the Fiscal Council; and **4** Elect the members and the alternate members of the Board of Directors. **EXTRAORDINARY GENERAL SHAREHOLDERS MEETING: 1** Set the global remuneration of the Directors and of the members of Fiscal Council; and **2** Amend the Article 5 of the Corporate By-law, to reflect the new amount of the Capital Stock and the number of shares of the Company, as a result of the capital increase approved in 2004.

6) Deliberations: Firstly, the shareholders approved, with unanimity of the votes given and with the abstention of the shareholders indicated at the end of this minutes, the drawn up of this minutes as a summary, as well as its publication without the signatures of the shareholders who attended the meeting, according to Article 130 and respective paragraphs, of Law 6,404/76. In reference to the subject matter of the Order of the Day placed into discussion, the shareholders deliberated the following: **ORDINARY GENERAL SHAREHOLDERS MEETING: 1** Based on the Opinion of the Independent Auditors and on the Opinion of the Fiscal Council, the shareholders deliberated, with unanimity of the votes given and with the abstention of the shareholders indicated at the end, to approve the Financial Statements and the Management Report referent to the year ended on December 31, 2003, published on March 19, 2004, on the editions of Jornal de Brasília and Valor Econômico newspapers and in the Federal Official Journal (Diário Oficial da União) **2** As pursuant to the Proposal of the Board in relation to the allocation of the Earnings of the Year

and the Distribution of Dividends and Interest on Shareholders Equity, referent to the year of 2003, the shareholders, with unanimity of the votes given and with the abstention of the shareholders indicated by the end of this minutes, fully approved the proposal presented. The amount of the dividends attributed to the common shares is R\$ 96,013,460.27 (ninety-six million, thirteen thousand, four hundred and sixty reais and twenty-seven centavos) and to the preferred shares is R\$ 113,256,539.73 (one hundred and thirteen million, two hundred and fifty-six thousand and five hundred and thirty-nine reais and seventy-three centavos). The dividends approved herein shall be paid within the timeframe established in § 3rd of Article 205 of Law 6,404/76. **3** The shareholders, with unanimity of the votes given and with the abstention of the shareholders indicated by the end of this minutes, decided to elect as effective members and alternate members of the Fiscal Council, with a mandate which extends up to the Ordinary Shareholder Meeting of 2005, **Mr. Luiz Otavio Nunes West**, Brazilian, married, accountant, holder of RG Identity Registration 1.178.095, expedited by SSP-BA, registered under CPF/MF Individual Taxpayers Registry 146.745.485-00, with office at Av. Presidente Wilson, nº 231/ 28º andar (parte) in the City of Rio de Janeiro, Rio de Janeiro state, as title member of the Fiscal Council and, to act as respective alternate, **Mr. Augusto Cezar Calazans Lopes**, Brazilian, married, accountant, holder of RG Identity Registration 09752473-0, expedited by SSP-BA, registered under CPF/MF Individual Taxpayers Registry 042.980.307-92, with office at Av. Presidente Wilson, 231/ 28º andar (parte), in the city and state of Rio de Janeiro; **Mr. Gilberto Braga**, Brazilian, married, economist, holder of RG Identity Registration 04722037-1, issued by IFP/RJ and registered under CPF/MF Individual Taxpayers Registry no. 595.468.247-04, with office at Av. Presidente Wilson, nº 231/ 28º andar (parte) in the city of Rio de Janeiro, Rio de Janeiro state, as title member of the Fiscal Council and to act as alternate member, **Mr. Raimundo José do Prado Vieira**, Brazilian, married, accountant, holder of RG Identity Registration 664340, expedited by SSP-BA, registered under CPF/MF Individual Taxpayers Registry 094.618.756-72, with residence on Ébano Street, 194/1,202, in the city of Salvador, Bahia state; **Mr. Estácio Gonzaga de Sá**, Brazilian, divorced, business administrator, holder of RG Identity Registration 2971257-29, expedited by SSP/BA and registered under CPF/MF Individual Taxpayers Registry 400.251.605-91, residing and domiciled in the city and state of São Paulo, at Av. Brigadeiro Faria Lima, nº 2.179/1º andar (parte), Jardim Paulistano, as title member of the Fiscal Council and, to act as respective alternate, **Mr. Luiz Fernando Cavalcanti Trocoli**, Brazilian, married, civil engineer, holder of RG Identity Registration 921055-56, expedited by SSP-BA, registered under CPF/MF Individual Taxpayers Registry 114.415.695-53, residing and domiciled in the city of Salvador, Bahia state, at Engenheiro Adhemar Fontes Street, n(Degree) 254/501, Puerto Month Building Pituba. The Chairman granted to the preferred shareholders with no voting rights, the right to elect, through separate vote, a title member and respective alternate, as set forth in the terms of Article 161, paragraph 4, of Law 6,404/76, with the abstention of the shareholder Brasil Telecom Participações S.A. and the remaining shareholders present at the Meeting and holders of common shares, from voting in relation to this matter. In the manner mentioned in the legal device, the holders of preferred shares with no voting rights chose as title member **Mr. Jorge Michel Lepeltier**, Brazilian, economist, holder of RG Identity Registration 3.919.557, expedited by SSP-SP, registered under CPF/MF Individual Taxpayers Registry 070.190.688-04, with office at Purpurina Street, 155/55, in the city and state of São Paulo and as respective alternate **Mr. Flávio Stamm**, Brazilian, business administrator, holder of RG Identity Registration 12.317.859, expedited by SSP-SP, registered under CPF/MF Individual Taxpayers Registry 048.241.708-00, with office at Purpurina Street, 155/55, in the city and state of São Paulo. The shareholders acknowledge that the election, by the preferred shareholders, of the title member of the Fiscal Council and its alternate was performed without the participation of the controlling shareholder, whether directly or indirectly. The minority common shareholders did not elect their representative for the Fiscal Council. **4** The shareholders decided, with unanimity of the votes given and with the abstention of the shareholders indicated at the end of this minutes, to elect title and alternate members for the Board of Directors, according to the Article 150 of Law 6,404/76. It was elected **Mrs. Manuela Uihôa Cintra de Mattos**, Brazilian, single, economist, holder of RG Identity Registration 10695293-0, expedited by IFP/RJ, CPF/MF Individual Taxpayers Registry 091.522.527-10, with office on Presidente Wilson Avenue, 231/28 floor (parte), in the city and state of Rio de Janeiro, to take the position as alternate member of **Mr. Ricardo Wiering de Barros** in the Board of Directors of the Company and **Mr. Elie Jaques Sherique**, Brazilian, single, lawyer, holder of RG Identity Registration 116.257, expedited by OAB/RJ, CPF/MF Individual Taxpayers Registry 053.595.157-40, with office on Presidente Wilson Avenue, 231/28 floor (parte), in the city and state of Rio de Janeiro, to take the position as alternate member of **Mrs. Daniela Maluf Pfeiffer** in the Board of Directors of the Company. The alternate members elected herein clearly declare, in accordance with the terms of art. 35, II, of Law 8,934/94, not to be liable for any of the crimes predicted by law and which may prevent them, in any way, from carrying out any financial activity.

EXTRAORDINARY GENERAL SHAREHOLDERS MEETING: 1 The shareholders decided, with unanimity of the votes given and with the abstention indicated at the end of this minutes, to approve, under the terms of art. 152 of Law 6,404/76, the net global remuneration of the Management worth R\$ 19,386,000.00 (nineteen million three hundred and eighty-six thousand reais), in accordance with the following criteria: i) the global amount includes benefits, allowance for expenses and Senior Management Bonus, ii) the global amount excludes labor charges and Stock Option Plan; iii) the individual remuneration of the Fiscal Council's members shall be set by the Board of Directors of the Company at, at least, 10% (ten percent) of the one that, on average, is attributed to the Senior Management of the Company, not calculating benefits, representation fees and profit sharing. **2** - The shareholders decided, with unanimity of the votes given and with the abstention indicated at the end of this minutes, to amend article 5 of the Company's By-law to reflect the amount of Capital Stock of the Company as a result of the capital increase approved on March 18, 2004, to read as follows: *Art. 5 - The subscribed capital stock, totally paid off, is R\$ 3,401,244,561.80 (three billion, four hundred and one million, two hundred and forty-four thousand, five hundred and sixty-one reais and eighty centavos), represented by 549,715,344,943 (five hundred and forty-nine billion, seven hundred and fifteen million, three hundred and forty-four thousand, nine hundred and forty-three) shares, being 249,597,049,542 (two hundred and forty-nine billion, five hundred and ninety seven million, forty-nine thousand, five hundred and forty-two) common shares and 300,118,295,401 (three hundred billion, one hundred and eighteen million, two hundred and ninety-five thousand, four hundred and one) preferred shares,*

Edgar Filing: BRASIL TELECOM SA - Form 6-K

all nominative shares, at no par value. All the shareholders present authorized the Management of the Company to carry out all legal and corporate acts for the implementation and consolidation of the By-laws in order to reflect the deliberation herein. The following abstentions were registered: Kenneth Gerald Clark Junior, Telecom Italia International N.V. in relation to all matters part of the Order of the Day referent to this minutes, as well as the abstentions filed with the Company head office, as follows: General Motors Employees Global Group Pension Trust, Howard Hughes Medical Institute, Kodak Retirement Income Plan, Vanguard World FD Intl Growth Fund and Vanguard Variable Insurance FD-Intl POR.

7) Notice to Shareholders: the Company announced that the publications pursuant to Law 6,404/76 will be made on the following newspapers: Jornal de Brasília, Valor Econômico and The Federal Official Journal (Diário Oficial da União).

8) Adjournment: With nothing more to discuss, the meeting was adjourned for the drawing up of the minutes herein. The minutes were read, approved by the shareholders that constituted the quorum required for the approval of the above-mentioned deliberations

Brasília, April 19, 2004.

Chairman of the Meeting

Secretary of the Meeting

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: April 20, 2004

BRASIL TELECOM S.A.

By: /s/ Carla Cico

Name: Carla Cico
Title: President and Chief
Executive Officer
