



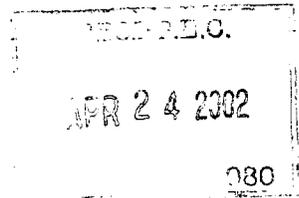
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20459



**FORM 6-K**

**Report of Foreign Issuer  
Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934**

April 24, 2002

**Tele Celular Sul Participações S.A.**  
**Tele Cellular Sul Holding Company**  
(Translation of registrant's name into English)

Rua Comendador Araújo, 299 - 3º andar  
80420-000 Curitiba, PR, Brazil  
(Address of principal executive offices)

**PROCESSED**  
**MAY 07 2002**  
**THOMSON FINANCIAL** P

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

Form 20-F  Form 40-F

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

TELE CELLULAR SUL HOLDING COMPANY

TABLE OF CONTENTS

<u>Item</u>	<u>Sequential Page Number</u>
1. Bylaws of Tele Celular Sul Participações S.A. ....	3

**BY LAW**

**TELE CELULAR SUL PARTICIPAÇÕES S. A.**

**CHAPTER I**

**COMPANY DESCRIPTION**

**Art. 1** - TELE CELULAR SUL PARTICIPAÇÕES S.A. is listed corporation ruled by these By Law and by the applicable laws.

**Art. 2** - The purpose of the Company is to:

- I. Exercise the control over the company that provides Mobile Telephone Services in Concession Areas 5 and 6;
- II. Promote, through its controlled or affiliated companies, the expansion and implementation of mobile telephone services in their respective concession areas;
- III. Promote, effect or guide the obtainment of funding from internal or external sources to be applied by the Company or its controlled companies;
- IV. Promote and foster study and research activities for the development of mobile telephone services;
- V. Perform, through its controlled or affiliated companies, specialized technical services related to the mobile telephone industry;
- VI. Promote, foster and coordinate, through its controlled or affiliated companies, the education and training of the staff required by the mobile telephone services;
- VII. Effect or order the import of goods and services for the controlled and affiliated companies;
- VIII. Engage in any other activities related or akin to its purpose; and
- IX. Have an interest in other companies.

**Art. 3** - The Corporate registered office and jurisdiction is at Rua Comendador Araújo, 299, Curitiba, Paraná, CEP 80420-00, and the Company may, upon decision of the Board of Directors, open and close branches and offices anywhere in the country or abroad.

**Art. 4** - The duration of the Company is indeterminate.

**CHAPTER II**

**CAPITAL**

**Art. 5** - The subscribed and fully paid-up capital amounts to three hundred and twenty-four million, six hundred and sixty-six thousand, three hundred and ninety-three reais and twenty-four cents (R\$ 324,666,393.24) represented by three hundred and forty two billion, nine hundred and sixty nine million, nine hundred and thirty-nine thousand, six hundred and eighty-two (342,969,939,682)

shares, of which one hundred and twenty-nine billion, three hundred and fifty-seven million, eight hundred and thirty-three thousand, eight hundred and seventy-one (129,357,833,871) are registered common shares and two hundred and thirteen billion, six hundred and twelve million, one hundred and five thousand and eight hundred and eleven (213,612,105,811) are registered preferred shares, all of them no-par value.

**Art. 6** - The Company is authorized to increase its capital upon decision of the General Meeting, up to a limit of seven hundred billion (700,000,000,000) shares, either common or preferred.

**Sole Paragraph** – Within the authorized capital limit set forth in above paragraph, the General Meeting may pass the granting of share purchase options to the officers, employees or individuals rendering services to the Company or to its controlled Companies.

**Art. 7** - The capital is represented by no-par value common and preferred shares; there is no obligation of keeping a ratio between them in capital increases, following the provisions under the law and these Articles of Incorporation.

**Art. 8** - The General Meeting may cancel the preemptive right on the issue of shares, convertible debentures, and subscription bonus, placed by means of:

- I. Public subscription or trading at the stock exchange;
- II. Exchange for shares in tender bid, pursuant to arts. 257 and 263 of the Brazilian Corporate Law;
- III. Enjoyment of tax incentives, as provided in the applicable special law.

**Art. 9** - Each common share entitles to one vote in General Meeting decisions.

**Art. 10** - Preferred shares are nonvoting, except in the case provided under the sole paragraph of article 13 of these Articles, and are entitled to priority in the reimbursement of capital and payment of a minimum, non-cumulative dividend of six percent (6%) per annum without premium, on the amount resulting from the division of the subscribed capital by the total number of shares.

**Sole Paragraph** - Preferred shares shall entitle to vote in the event the Company ceases paying the minimum dividends provided above for three (3) consecutive years.

**Art. 11** - The shares of Company stock shall be uncertified and shall be kept in depository account with a financial institution, on behalf of its owners.

### CHAPTER III

#### GENERAL MEETING

**Art. 12** - The General Meeting is the Company's higher organ, with authority to decide on all business concerning its purpose and take the action deemed convenient to defend and develop the Company.

#### EXCLUSIVE POWERS

**Art. 13** – The following are exclusive powers of the General Meeting:

- I. Amend the Articles of Incorporation;

- II. Authorize the issue of debentures and convertible debentures or their sale, if they are treasury debentures, and also authorize the sale of any convertible debentures issued by controlled companies the Company may own; the Company may vest on the Board of Directors the authority to determine the term and conditions of the maturity, amortization or redemption; the interest payment terms and conditions; participation in profits and reimbursement premium, if any; and the placement or subscription method; as well as the type of debentures;
- III. Decide on the appraisal of property given by shareholders to pay-up capital;
- IV. Decide on the Company's transformation, merger, take-over and split-up; its dissolution and liquidation; appoint and remove liquidators and appreciate their accounts;
- V. Authorize the Company to provide guarantees to third parties, excluding the controlled companies;
- VI. Stay the rights of shareholders non current with their duties under the law or these Articles;
- VII. Elect and remove, at any time, the members of Board of Directors and the members of the Statutory Audit Committee;
- VIII. Determine the global or individual remuneration of the members of the Board of Directors, Executive Officers and members of the Statutory Audit Committee;
- IX. Receive every year the accounts and appreciate the financial statements submitted by the management;
- X. Decide whether the Company shall file a civil liability suit against the management for losses in assets, as provided in art. 159 of the Brazilian Corporate Law;
- XI. Authorize the sale of all or part of the shares in a controlled company;
- XII. Determine the increase in capital by means of subscription of new shares;
- XIII. Authorize the waiving of preemptive rights to the subscription of shares or convertible debentures of controlled companies;
- XIV. Decide on the issue on any other securities in Brazil or abroad;
- XV. Authorize the swap of shares or other securities;
- XVI. Decide on the issue of shares or subscription bonus within the limits of the authorized capital and in compliance with the laws and these articles of incorporation;
- XVII. Approve in advance the execution of any long-term agreement between the Company or its controlled companies, on the one side, and the controlling shareholder or controlled, affiliated, under common control or holding companies of the latter, or companies in any way related to the Company, on the other side, except when the agreements have uniform clauses.

**Sole Paragraph** - without prejudice to the provision under 1 of art. 115 of Law n° 6404/76, the owners of preferred shares shall have a vote on the general meeting decisions

mentioned in item XVII of this article, as well as on those concerning the amendment or cancellation of the following provisions of these Articles:

- I. Item XVII of art. 13;
- II. Sole paragraph of art. 14; and
- III. Art. 42.

**Art. 14** - The General Meeting shall be convened by the Board of Directors, represented by its Chairman, or as provided under the sole paragraph of art. 123 of Law n° 6404/76.

**Sole Paragraph** - In the hypotheses provided under art. 136 of Law n° 6404/76, the first call to the General Meeting shall be made at least thirty (30) days in advance, and the second call at least ten (10) days in advance.

**Art. 15** - The General Meeting shall be called to order by the Company's Chief Executive Officer or by an expressly appointed proxy, and shall then elect the meeting officers, namely a chairman and a secretary, chosen among the shareholders present.

**Sole Paragraph** - The evidence of shareholder status shall comply with article 126 of Law 6404/76; owners of uncertified or deposited shares shall deposit with the Company's main office their identity document and respective proxy, when needed, and the receipt/statement issued by the depository institution, no later than two (2) days before the general meeting.

**Art. 16** - The General Meeting transaction of business and decisions shall be recorded in minutes, signed by the meeting officers and the shareholders present representing, at least, the majority required for passing decisions.

**Paragraph 1** - The minutes shall be recorded as an abstract of the facts, including disagreements and challenges.

**Paragraph 2** - Except as otherwise decided by the Meeting, the minutes shall be published without the shareholders' signatures.

**Art. 17** - Every year, in the first four months following the end of the fiscal year, a regular General Meeting shall be convened to:

- I. Receive the management accounts; examine, discuss and vote on the financial statements;
- II. Decide on the destination of the net income for the year and the distribution of dividends; and
- III. Elect the members of the Statutory Audit Committee and, when applicable, the Directors.

**Art. 18** - A Special General Meeting shall be convened whenever the Company interests so require.

**CHAPTER IV**  
**COMPANY MANAGEMENT**  
**SECTION I**

## **GENERAL**

**Art. 19** - The Company shall be managed by the Board of Directors and by the Executive Officers.

**Paragraph 1** - The Board of Directors, a collegial decision organ, shall carry out the high management of the Company.

**Paragraph 2** - The Executive Officers are the Company's representative and executive organ, and each one of them shall act within his/her respective scope of authority.

**Paragraph 3** - The statutory duties and powers vested by law on each management organ cannot be assigned to the other.

**Art. 20** - Managers are installed by signing the respective installation records in the Board of Directors or Executive Officers Meeting Minutes Book, as the case might be.

**Art. 21** - The managers' term of office shall be three (3) fiscal years; the term year shall be the period of time comprised between two (2) Annual General Meetings. Reelection is allowed.

**Sole Paragraph** – The managers' term of office shall be considered extended until their successors are installed.

## **SECTION II**

### **BOARD OF DIRECTORS**

**Art. 22** – In addition to the duties provided by law, the Board of Directors is charged with:

- I. Approving the Company's annual budget, as well as that of its controlled companies, in addition to the goals action plan and business strategy plan for the period covered by the budget;
- II. Deciding on the Company's capital increase up to the authorized limit, and also deciding on the issue of shares or subscription bonus, including the cancellation of the preemptive right, determining the conditions for the issue and placement of the shares or subscription bonus;
- III. Authorizing the issue of commercial papers;
- IV. Deciding, when so empowered by the General Meeting, on the conditions for the issue of debentures, as provided under paragraph 1, article 59 of Law n° 6404/76;
- V. Authorizing the sale of treasury debentures, inclusive convertible debentures issued by the Company;
- VI. Authorizing the purchase of Company shares, for the purposes of cancellation or holding them as treasury shares for later sale;
- VII. Approving the purchase or sale by the Company of its interest in other companies;
- VIII. Authorizing the swap of shares and other securities convertible into shares issued by the controlled companies;

- IX. Authorizing the sale or encumbrance of permanent assets items;
- X. Approving in advance any short-term agreements, with a term below twelve (12) months, between the Company or its controlled companies, and the controlling shareholder or controlled, affiliated, under common control or holding companies of the latter, or companies in any way related to the Company.
- XI. Authorizing the purchase of permanent assets items the individual value of which surpasses two per cent (2%) of the Company's shareholders' equity;
- XII. Authorizing the waiving of preemptive rights to shares, convertible debentures or subscription bonus issued by its controlled companies;
- XIII. Within the authorized capital limits, approving the granting of share purchase options to the officers, employees or individuals rendering services to the Company or to its controlled Companies;
- XIV. Authorizing the provision of collateral or personal security by the Company in behalf of third parties or controlled companies;
- XV. Authorizing the performance of free acts, for the benefit of employees or the community, in view of the Company's social responsibilities; the provision of guaranties to employees in the case of interstate and/or intermunicipal transfers does not depend on advance approval by the do Board of Directors;
- XVI. Approving loans, financing, and lease agreements and the issue of promissory notes to an amount exceeding two per cent (2%) of the Company's shareholders' equity, as well as that of its controlled companies;
- XVII. Authorizing investment in new ventures or the opening of a subsidiary;
- XVIII. Deciding on the approval of a Depositary Receipts program;
- XIX. Submitting to the approval of the General Meeting any business or operation included in those mentioned in item XVII, article 13 of these Articles;
- XX. Authorizing the Company, its controlled and affiliate companies to execute, amend or cancel Shareholders' Agreements;
- XXI. Approving the Company's supplementary pension plan and collective agreements;
- XXII. Approving the Board of Directors rules of conduct;
- XXIII. Approving any Executive Officers' proposal concerning the Company's Bylaws and its organizational chart, including the scope of authority and specific duties of its Executive Officers;
- XXIV. Apportioning the total remuneration set forth by the General Meeting among the Company Directors and Executive Officers, determining their individual remuneration;
- XXV. Establishing the guidelines for Company proxies' vote in the General Meetings of its controlled or affiliated companies;
- XXVI. Electing and removing, at any time, the Executive Officers, including the Chief Executive Officer, determining their specific duties in compliance with the

provisions of these Articles, and also approving the creation of new Executive Officer positions, as the case might be, the assignment of other duties to Executive Officers and any other changes in the number and duties of the Executive Officers;

- XXVII. Appointing the Company's representatives in the management of the companies in which it has an interest;
- XXVIII. Carrying out any other activities assigned to it by the General Meeting; and
- XXIX. Approving the hiring of external consultants by the Company.

**Art. 23** - The Board of Directors is composed of *three (3)* members, including the Chairman.

**Art. 24** - The Directors shall be elected by the General Meeting that shall also appoint the Chairman among them.

**Sole Paragraph** - In the case of a vacancy in the Board of Directors, the remaining Directors shall appoint among them an alternate, who shall remain in office until the first General Meeting.

**Art. 25** - The Board of Directors shall meet regularly every quarter and whenever called for a special meeting by its Chairman or by two (2) Directors; every meeting shall be recorded in minutes.

**Sole Paragraph** - The call notices shall be sent by mail, telegram or facsimile, delivered at least ten (10) days in advance, except in the cases of evident urgency, at the sole discretion of the Chairman of the Board. The call notice shall specify the agenda.

**Art. 26** - The Board of Directors decisions shall be passed by majority vote with the majority of the Directors present. The Chairman shall issue the instruments embodying those decisions, when applicable.

### SECTION III

#### EXECUTIVE OFFICERS

**Art. 27** - The Executive Officers shall include one (1) Chief Executive Officer and six (6) Executive Officers, with the following titles:

- a) Chief Financial Officer;
- b) Chief Technology Officer;
- c) Chief Marketing Officer;
- d) Chief Business Officer;
- e) Chief Administrative Officer;
- f) Chief Information Technology Officer.

**Art. 28** – In the absence or temporary incapacity of the Chief Executive Officer and of any other Executive Officer, an alternate shall be appointed by the Chief Executive Officer or, in the event of his incapacity, by majority decision of the Executive Officers.

**Sole Paragraph** - In the case of a vacant Executive Officer position, the Board of Directors shall elect an alternate to finish the remaining term of office.

**Art. 29** - Observing the provisions contained in these Articles, the following shall be needed to bind the Company: (i) the joint signature of two (2) Executive Officers, one of which the Chief Executive Officer; (ii) the joint signature of one (1) Executive Officer and an attorney; or (iii) the joint signature of two (2) attorneys vested with specific powers.

**Sole Paragraph** - The powers of attorney granted by the Company shall be jointly signed by two (2) Executive Officers, one of which the Chief Executive Officer, shall specify the powers granted and, except for those for judicial purposes, shall be valid for a maximum of one (1) year.

**Art. 30** - The overall scope of authority of each Executive Officer is the following:

I – CHIEF EXECUTIVE OFFICER - The performance of activities related to the corporate purpose, in compliance with the Company's policies and rules, as specified in its Bylaws.

II - CHIEF FINANCIAL OFFICER - The performance of economic and financial activities, budgeting, accounting, securities control and investor relations, in compliance with the Company's policies and rules, as specified in its Bylaws.

III - CHIEF TECHNOLOGY OFFICER – The planning and execution of network expansion and modernization projects, in compliance with the Company's policies and rules, as specified in its Bylaws.

IV - CHIEF MARKETING OFFICER – The performance of marketing activities, market and competition analysis, development of new businesses, products and marketing communication activities, in compliance with the Company's policies and rules, as specified in its Bylaws.

V – CHIEF BUSINESS OFFICER – The performance of commercial activities and management of sales channels, billing and collection, customer service, in addition to customer retention and loyalty efforts, in compliance with the Company's policies and rules, as specified in its Bylaws.

VI – CHIEF ADMINISTRATIVE OFFICER - The performance of activities related to human resources, procurement of goods and services, clerical support, regulation and company development, in compliance with the Company's policies and rules, as specified in its Bylaws.

VII - CHIEF INFORMATION TECHNOLOGY OFFICER – The performance of activities geared to the planning, development, implementation and maintenance of information systems, in compliance with the Company's policies and rules, as specified in its Bylaws.

**Art. 31** - In addition to the events of death, resignation, removal and others provided by law, a position shall become vacant when the officer fails to sign the installation instrument within thirty (30) days of the election or leaves the position for more than thirty (30) consecutive days or ninety (90) non consecutive days throughout the term of office, without justification, at the discretion of the Board of Directors.

Paragraph 1 - If a director position becomes vacant, the replacement shall be effected as provided under THE sole paragraph of art. 24 of these Articles, until the next General Meeting that shall elect the new director to finish the remaining term of office.

Paragraph 2 - In the event two thirds (2/3) of the Board of Directors seats become vacant; the remaining Directors shall immediately convene a General Meeting.

Paragraph 3 - If an executive officer position becomes vacant; the Board of Directors shall elect an alternate to finish the remaining term of office.

Paragraph 4 - Managers may resign from their positions by sending written notice to the organ, which they integrate. The resignation shall be effective from then on before the Company, and before third parties after the notice is filed at the Registry of Commerce and published.

## CHAPTER V

### STATUTORY AUDIT COMMITTEE

**Art. 32** - The Statutory Audit Committee is the organ charged with the surveillance of the company management, and shall be operate permanently.

**Art. 33** - The Statutory Audit Committee shall have from three (3) to five (5) members and an equal number of alternates.

**Paragraph 1** - The term of office of Statutory Audit Committee members shall end at the first Annual General Meeting following the respective election, reelection being allowed. The members of the Statutory Audit Committee shall remain in office until their successors are installed.

**Paragraph 2** - The members of the Statutory Audit Committee, in their first meeting, shall elect their Chairman, charged with effecting that organ's decisions.

**Paragraph 3** - The Statutory Audit Committee may request the Company to appoint qualified staff to provide it clerical and technical support

**Art. 34** - The Statutory Audit Committee shall meet regularly every quarter, and specially whenever needed.

**Paragraph 1** - The meetings shall be convened by the Chairman of the Statutory Audit Committee or by two (2) of its members.

**Paragraph 2** - The Committee decisions will be passed by majority vote, the majority of its members being present.

**Art. 35** - The members of the Statutory Audit Committee shall be replaced in their absence or incapacity by their respective alternates.

**Art. 36** - In addition to the events of death, resignation, removal and others provided by law, a position shall become vacant when the member of the Statutory Audit Committee fails to appear at two (2) consecutive meetings or three (3) non-consecutive meetings throughout his/her year in office.

**Paragraph 1** - In the event a position in the Committee becomes vacant, the replacement shall be effected as provided under art. 35 of these Articles.

**Paragraph 2** - If more than half the positions become vacant and there are no alternates to be called, a General Meeting shall be convened to elect other members.

**Art. 37** - The remuneration of the members of the Statutory Audit Committee shall be determined by the Annual General Meeting electing them, and for each acting member it shall not be less than one tenth of the average remuneration paid to each Executive Officer, not counting profit sharing.

**Sole Paragraph** - The acting alternate shall be entitled to the member's remuneration for the replacement period, counted month by month.

## CHAPTER VI

### FISCAL YEAR AND FINANCIAL STATEMENTS

**Art. 38** - The fiscal year shall last twelve (12) months, starting on January 1<sup>st</sup> of each year and ending on the last day of the month of December.

**Art. 39** - The Management shall submit to the Annual General Meeting, together with the financial statements, a proposal for employee profit sharing and for the destination of the net income for the year.

**Paragraph 1** - The net income shall have the following destination:

a) Five percent (5%) for the legal reserve, up to twenty percent (20%) of the paid-up capital;

b) Twenty-five percent (25%) of the net income, restated pursuant to items II and III of art. 202 of Law n° 6404/76 shall be distributed as mandatory minimum dividend to all shareholders, respecting the provisions of the next article; such amount shall be increased to meet the amount required to pay the preferred shares priority dividend.

**Paragraph 2** - The net income balance not allocated to the payment of the mandatory minimum dividend nor to the preferred shares priority dividend shall be allocated to a supplementary reserve for the expansion of corporate business, not to surpass eighty percent (80%) of the capital. Once that limit is reached, the General Meeting shall decide on the destination of the balance, either distribution to shareholders or capitalization.

**Art. 40** - The amount corresponding to the mandatory minimum dividend shall be destined to the payment of the preferred shares priority dividend up to the preference limit; then the owners of common shares shall be paid, up to the same limit of preferred shares; the balance, if any, shall be prorated among all shareholders.

**Paragraph 1** - The management may pay or credit interest on own capital as provided under paragraph 7 of article 9 of Law 9249/95 of Dec/26/95 and applicable laws and regulations, which can be deducted from the mandatory dividends under article 202 of Law 6404/76, even when included in the preferred shares minimum dividend.

**Paragraph 2** - Dividends not claimed within a period of three (3) months shall revert to the Company.

## CHAPTER VII

### LIQUIDATION

**Art. 41** - The Company shall be liquidated in the cases provided by law, or upon decision of the General Meeting, which shall determine the method of liquidation, elect the liquidator and install the Statutory Audit Committee for the liquidation period, electing its members and determining their respective remuneration.

## **CHAPTER VIII**

### ***GENERAL AND TEMPORARY PROVISIONS***

**Art. 42** - The approval by the Company, through its representatives, of the merger, split-up, takeover or dissolution of its controlled companies shall be preceded by an economic-financial analysis by an internationally acknowledged independent company, that shall confirm equitable treatment is being provided to all companies involved, and the shareholders of which shall be granted ample access to the report on that analysis.

**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.

Tele Cellular Sul Holding Company

Date: April 24, 2002

By: /s/ Paulo Roberto Cruz Cozza

Name: Paulo Roberto Cruz Cozza

Title: Chief Financial Officer