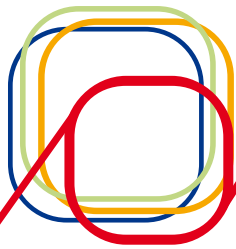


Statutes

Association of Registrars of Latin
America and the Caribbean - ARLAC -

ASORLAC
ASOCIACIÓN DE REGISTRADORES
DE LATINOAMÉRICA Y EL CARIBE





1. Definitions

- a) **Executive Committee.** The organ formed by the Chair, the Secretary, the Auditor, and other Members elected by the General Meeting
- b) **Member.** A Records Office in Latin America and the Caribbean, whose application for admission has been duly approved in accordance with these Articles
- c) **Records Office.** Any organisation, institution or entity of any nature, responsible officially for the function of administering business registration.
- d) **Chair.** The Records Office designated by the Executive Committee to represent it in any kind of activity for business undertaken in the course of the Association's activities.
- e) **Secretary.** A post which will be assumed by the Bogota Chamber of Commerce, with the functions indicated in Subsection 12.1 below
- f) **Auditor.** The Records Office designated by the Executive Committee to be responsible for the Auditorship during the year, responsible for functions indicated in Subsection 13.2 below.

Chapter 1

Name, Domicile, Duration, Objectives

2. Name (*)

The name of the organisation formed is Asociación de Registradores de Latinoamérica y el Caribe (ASORLAC), or in English Association of Registers of Latin America and the Caribbean (ASORLAC).

3. Registered office

The Association will have its registered office in the city of Bogota, at Avenida El Dorado 68D-35. Phone 383-0679, e-mail secretariasorlac@ccb.org.co.

4. Duration

The Association is incorporated for 100 years

5. Objectives

The objectives of the Association are following the:

- a) To promote and facilitate the exchange of information of its Member's registration systems.
- b) To foster collaboration, cooperation and discussion amongst its Members, in particular on topics related to the administration of business registrars.
- c) To identify and overcome issues or problems that could prevent the efficient and effective management of records.
- d) Promote alliances or cooperation agreements with other international organizations in the management of business registrars.



Chapter 2 Assets

6. The assets of the Association are indivisible, and consist of the following:
- a) To promote and facilitate the exchange of information of its Member's registration systems, their roles and responsibilities, policy models and the technologies they applied to respond to the registration changes and tendencies within an international context.
 - b) To foster collaboration, cooperation and discussion amongst its Members, in particular on topics related to the administration of business registrations.
 - c) To identify and overcome issues or problems which could impede the efficient and effective management of records, in particular, problems those that make the exchange of information difficult.
 - d) To make alliances or cooperation agreements with other international organisations in the management of business registration.

Chapter 3 Members

7. Members

7.1. The following are Members of the Association: i) the business registration Offices of

Latin America and the Caribbean who have signed the act of incorporation and (ii) those who subsequently adhere to it, and whose applications have been duly approved in accordance with the terms of these Articles.

7.2. Any Records Office in Latin America and the Caribbean may apply for admission, and to be a Member of the Association, subject to compliance with requirements set.

7.3. . In order to be a Member of the Association, the interested Records Office must make and the application for admission to the Executive Committee, and the Executive Committee must accept it by a majority vote of its Members.

Applications for affiliation will be sent directly to the Secretary, and:

- a) Must contain a completed application form.
- b) Must include a description of the applicant entity, its responsibilities and functions, and a description of the records which it manages.
- c) Must be approved by the Executive Committee.

7.4. The Association's Members will have the following rights:

- a) To elect and be elected to any of the posts created in the Articles.
- b) To speak and vote at General Meetings.
- c) To promote proposed programmes and activities for the furtherance of the objectives of the Association.



7.5. The Association's Members will have the following duties:

- a) To make an annual contribution, through payment of a subscription.

The annual contribution the amount of the Annual contribution will be decided by the General Meeting of the Association, subject to the recommendation from the Executive Committee, and will be paid within 2 months of the Annual General Meeting, or in the case of new Members, one year after approval of adhesion.

Members will be obliged to pay their contributions as of the second year of affiliation to the Association, and subsequently on an annual basis.

- b) To comply with the Articles and internal regulations of the Association

7.6. The Executive Committee may expel a Member if it considers that it has acted contrary to the objectives or interests of the Association, once that Member has been heard in accordance with the procedure established by the Association.

Chapter 4

Structure and Function of Organs of Administration, Management and Control

8. Organs

8.1. The organs of the Association are:

The General Meeting

The Executive Committee

The Chair

The Secretary and

The Auditor

9. The General Meeting

9.1. General Meeting will be formed by all active Members of the Association. It is the senior authority, and its decisions will be binding, provided they have been taken in accordance with the terms of these Articles.

9.2. Functioning of the General Meeting

9.2.1. Annual General Meetings (AGM). The Association will hold its Annual General Meeting at least once a year, and its purpose will be principally to discuss and disseminate business and projects of the organisation. Meetings will be held in the first three months of the year, on the date, at the time and in the place determined by the Executive Committee.

Specific issues or matters to be discussed at the order at the Annual General Meeting will include the following:

- a) The taking of decisions within its competency;
- b) To elect organs within its competency;
- c) To approve minutes, the annual report, and the annual accounts of the Association;



Statutes

- d) To issue guidelines to the Executive Committee;
- e) To receive reports from the Executive Committee on its work; and
- f) To decide on other matters necessary for the pursuit of activities, including any matter related to the objectives of Article 5 above.

A General Meeting may be held in presential or non-presential form. A non-presential meeting is one at which Members are given notice of a certain time and date, and which is held by simultaneous or successive communication, through any medium, in which the Members may express their votes by that medium.

9.2.1.1. Notice. Notice of the Annual General Meeting is the responsibility of the Secretary, and may be made through any written medium, at least 3 months in advance. The notice of the Annual General Meeting and the Agenda proposed by the Executive Committee will be attached, together with proposals made by Members who may wish to discuss other matters.

The agenda, and matters for discussion, will be sent to all Members through the Secretary, not less than 2 months in advance

9.2.1.2. Quorum. At all events, a presential meeting and a non-presential meeting will require a quorum of 25% of Members, for the meeting to be able to hold discussions by physical presence or in simultaneous communication.

9.3. Extraordinary General Meetings (EGM). An Extraordinary General Meeting may be

held where there are urgent matters to be discussed, and it will be called by the Executive Committee, the Auditor, or at the request of 25% of Members. Notice will be given by any written medium at least 2 months in advance.

9.4. Majorities. Each Records Office will have a single vote at the General Meeting, expressed by its own Chair, or by the person delegated to that purpose.

Decisions at presential non-presential meetings will be taken by the favourable vote of a majority of Members present or represented.

9.5. Decisions by written vote. In addition, the General Meeting may take decisions by written vote, using the following procedure:

- a) The Secretary will send all Members an advice of the issues on which a decision is required.
- b) Members will have 1 month to send their vote, whether in favour or against.
- c) Votes may be sent to the Secretary by ordinary mail, by fax, or by electronic mail, to the address indicated.

Decisions will be understood to be taken when there is a favourable vote of the majority of Members

- d) When the time allowed for voting expires, the Secretary will prepare minutes recording the decision, which will be sent to all Members.



10. Executive Committee

10.1. The Executive Committee will be composed of seven Members, of whom six will be elected by the General Meeting, since the Secretary will always form part of the Executive Committee.

The six Members who obtain the highest number of votes will be understood to be elected. Only one person may be elected for each Member of the Association to form part of the Executive Committee. In no event may a country be represented by more than one member of the Executive Committee.

Members elected to the Executive Committee will be appointed for periods of 2 years from the date of their election, which may be expressed through any medium.

10.2. The Executive Committee may create temporary or standing advisory committees, to assist in the performance of its functions

10.3. Meetings. The Executive Committee will hold ordinary meetings every six months and special meetings if there are urgent matters to be discussed: Meetings will be called by the Secretary by using any medium, at least 1 month in advance.

The Executive Committee will hold presential or non-presential meetings. A non-presential meeting is one at which Members are given notice of a certain time and date, and which is held by simultaneous

or successive communication, through any medium, in which the Members may express their votes by that medium or by ordinary mail, fax or electronic mail.

The written authorisation of all Members of the Executive Committee must be obtained in order to hold a non-presential meeting.

10.4. Quorum. At all events, the quorum for a presential or non-presential meeting of the Executive Committee will be four Members, appearing personally or engaged in simultaneous communication.

10.5. Majorities. Decisions at the presential and non-presential meetings will be taken by the favourable vote of the majority of Members.

10.6. Decisions by written vote. Further, the Executive Committee may take decisions by written vote, applying the following procedure:

- a) The Secretary will send all Members an advice of the issues on which a decision is required.
- b) Members will have 1 month to send their vote, whether in favour or against.
- c) Votes may be sent to the Secretary by ordinary mail, by fax, or by electronic mail, to the address indicated.

Decisions will be understood to be taken when there is a favourable vote of the majority of Members.



Statutes

- d) When the time allowed for voting expires, the Secretary will prepare minutes recording the decision.

10.7. The Executive Committee will have the following functions:

- a) To be the administrative organ of the **ASSOCIATION**.
- b) To elect the Chair.
- c) To prepare and enforce internal regulations, which will be compatible with the rules of the Articles.
- d) To examine proposed amendments to the Articles;
- e) To decide on the admission of new Members.
- f) To make proposals to the General Meeting on increases to the Association's revenues, or to undertake new projects.
- g) To assign to the Secretary such functions it considers necessary to achieve the Association's objectives.

11. Chair. The Association will have a Chair, who will be the legal representative of the entity, and will execute guidelines set by the Management Council, in accordance with these Articles.

The Executive Committee will elect a Records Office to act as Chair, through the personal vote of Members, and a positive vote of a majority of Members will be required. The Chair may be re-elected

The Bogota Chamber of Commerce, in order to encourage the development of the Association, will act as Chair for the first two years of the Association.

11.1. Functions. The Chair will have the following functions:

- a) To be the Legal Representative of the **ASSOCIATION** for all effects.
- b) To prepare and sign the minutes of the General Meetings with the Secretary.
- c) To execute the programmes required to achieve the purposes and objectives of the Association.
- d) To implement institutional promotion of the Association.
- e) To render regular reports of activities to the Management Council

12. Secretary

The Bogotá Chamber of Commerce will act as the Secretary for the Association as long as it may last.

12.1. Functions. The Secretary will have the following functions:

- a) To be a Legal Representative of the **ASSOCIATION**, for all effects.
- b) To prepare minutes of the meetings Executive Committee and of the General Meetings.
- c) To send interested parties applications for adhesion.



- d) To receive and study applications for admission, and to submit them for the consideration of the Executive Committee, and keep a record of them.
- e) To prepare the budget and projections for revenues and expenses, and to make them available to the Executive Committee.
- f) Administration of the Association's funds.
- g) To prepare accounts of income and expenses of the Association, together with a report on the Annual accounts.
- h) To prepare financial statements and present them to the General Meeting for approval by Members.
- i) To authorise the receipts and payments of the Association.
- j) To serve notice on Members of their Annual contributions, and to send them reminders, 1 month prior to the deadline for payment of outstanding subscriptions.
- k) To manage the Association's website.
- l) To perform the other functions assigned by the Executive Committee.

Records of payment financial obligations for account of Members will be kept in the Secretary's office.

13. Auditor

13.1. The Internal Auditor will be appointed by the General Meeting for two years counted from the date of appointment; and shall act in accordance with guidelines provided by the General Meeting. The Internal Auditor may be re-elected.

The posts of Auditor and Secretary may not be held by the same Records Office.

13.2. Functions. The Auditor will have the following functions:

- a) To ensure that the Association's funds are being used as agreed by the General Meeting, and in accordance with the Articles.
- b) To examine all operations, in countries, minutes, books, correspondence and accounting vouchers, giving such instructions as may be necessary.
- c) To render written reports of his activities to the General Meeting.
- d) To effect inspections and to request reports as necessary to establish permanent control over the assets of the Association.
- e) To examine the financial statements of the Association prior to their presentation to the General Meeting.
- f) To call Extraordinary General Meetings when it sees fit.



Chapter 5 Common Provisions

14. Amendments

These Articles may be amended with the favourable vote of 75% or more of the Members. Founder Members may exercise the right of veto.

15. Dissolution

15.1. The Association will dissolve and be liquidated for any of the following reasons:

- a) Expiry of its term of derision, unless validly extended prior to expiry;
- b) Impossibility of pursuing its objectives; or
- c) By decision by the Members.

At all events, the Executive Committee may take the decision to dissolve the ASSOCIATION with the positive vote of 75% or more of its Members; and at all events, Founder Members may exercise the right of veto.

