

MEETING MINUTES NUMBER 1. In the city of Montevideo, on March twenty-ninth, two thousand four, the undersigned held a meeting with Rafael Antonio Ibarra Fernández, passport B290467 issued by El Salvador, as Chairperson, and Margarita Valdés Cortés, passport 10371576-8 issued by Chile, as Secretary in order to establish an international non-profit organization under the name of Latin American and Caribbean Top Level Domains (LACTLD). The Association's bylaws, unanimously approved, shall be the following:

LATIN AMERICAN AND CARIBBEAN TOP LEVEL DOMAINS  
LACTLD

BYLAWS

PRELIMINARY TITLE

ARTICLE 1.- For the purpose of these bylaws, the terms listed below shall be understood as follows:

- a) ccTLD: A Country Code Top Level Domain in the top level of the global domain name system, which has two letters identifying a country or territory according to the two-letter codes in the ISO 3166-1 standard codes.
  - b) ccTLD administrator or manager: the agency in charge of managing a domain name registry, as recorded in the IANA database, in each country or territory.
  - c) IANA: Internet Assigned Numbers Authority. It is the agency in charge of domain names, number resources, and protocol assignments. It manages the DNS root zone and other Internet features, thus facilitating the proper functioning of the Web.
  - d) gTLD: Generic Top Level Domain, according to IANA's definition.
  - e) Member: All formal categories that make up the organization. Particularly, all Members and Affiliates.
  - f) TLD: Those in the DNS root zone, such as ccTLDs or gTLDs.
- \* Article amended at the Members' Assembly held on February 28 2009.

CHAPTER I

NAME, ADDRESS, NATIONALITY, AND LIFE

ARTICLE 2.- A non-governmental organization with the name Latin American and Caribbean Top Level Domains (LACTLD) has been created with headquarters in Montevideo Department, Uruguay, and it shall be ruled by these bylaws and by applicable laws and regulations,. The Association can open branches or any other type of offices in any city of any country if it deems it suitable to fulfill its purpose.

ARTICLE 3.- LACTLD is a non-profit organization. The Association can charge for services, activities, and events it performs or provides directly, but all resources obtained shall be fully applied to promote the educational, scientific, and cultural activities that constitute its purpose.

ARTICLE 4.- Its life is indefinite.

ARTICLE 5.- The Association shall bring together ccTLD administrators in Latin America and the Caribbean in order to:

- a) coordinate joint policies as well as domain name development strategies at a regional level;
- b) represent the joint interests of its members before relevant agencies;
- c) promote the development of the region's ccTLDs;
- d) foster cooperation and experience sharing among its members in all respects necessary to ensure the proper functioning of ccTLDs;
- e) create means for cooperation with analogous organizations in other regions of the world;
- f) fulfill its purpose.

CHAPTER II

## CAPACITY, NET ASSETS, AND RESOURCES

ARTICLE 6.- To fulfill its purpose, LACTLD has the power to do the following:

- a) promote the incorporation of members and act as a vehicle for cooperation and experience and information sharing among the region's ccTLD administrators;
- b) set up mechanisms for in-person or remote dialogue to ensure active participation of said administrators;
- c) develop all kinds of activities pertaining or related to domain management in Latin America and the Caribbean;
- d) organize itself as it deems suitable, acting with entire freedom from administrative constraints;
- e) acquire, build, or possess all kinds of real and personal property, as well as rights in rem, needed to fulfill its purpose;
- f) perform any acts and enter into any contract, carry out operations, and provide documentation needed to fulfill its purpose, all in keeping with bylaws provisions;
- g) receive cooperation and donations to assist in the fulfillment of its purpose;
- h) hold forums, workshops, conferences, and any other event that may serve to disseminate activities, projects, and developments related to domain names and the Internet;
- i) maintain and publish up-to-date statistical information on Internet development in the region;
- j) any other activity that is necessary to fulfill its purpose and objectives;

\* Article amended at the Members' Assembly held on February 28 2009.

## CHAPTER II

### CAPACITY, NET ASSETS, AND RESOURCES

ARTICLE 7.- The Association's net assets are variable and shall comprise: a) donations and contributions received; b) the products of the net assets and of the Association's operation; and c) other legal income, clarifying that the Association shall not have a primarily financial common purpose.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 8.- In no case shall members be entitled to recover the donations or contributions made to the Association. If a member loses its membership due to separation, expulsion, or any other reason, it shall lose the entire contribution and shall cease to have the rights and obligations granted and imposed by these bylaws.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 9.- The Association's governing bodies are the General Assembly, the Board of Directors, the Audit Committee, and the Election committee, which have the powers indicated below.

\* Article amended at the Members' Assembly held on February 28 2009.

### MEMBERS AND AFFILIATES

ARTICLE 10.- All ccTLD administrators in Latin America and the Caribbean that request membership to the Board of Directors and adhere to LACTLD's principles can become members.

All TLD administrators that have a connection to the region, adhere to LACTLD's principles, and meet the eligibility criteria set by these bylaws can become LACTLD affiliates.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 11.-

11.1. To become members applicants must:

- a) Be a ccTLD administrator in Latin America or the Caribbean with legal status according to local legislation.
- b) Request incorporation into the Association by means of a formal letter to the Board of Directors signed by the representative(s) of the ccTLD administrative agency or agencies.
- c) Secure representation by a person appointed for this purpose. Failing that, it shall be understood that this member shall be represented by the person who appears as the administrative contact on the IANA (Internet Assigned Numbers Authority) database or equivalent.

11.2. To become affiliates applicants must:

- a) Be a TLD manager with legal status according to the local legislation and have relevant relations in the Latin America and the Caribbean.
- b) Request incorporation into the Association by means of a formal letter to the Board of Directors signed by the representative(s) of the TLD administrative agency or agencies.
- c) Secure representation by a person appointed for this purpose. Failing that, it shall be understood that this affiliate shall be represented by the person who appears as the administrative contact on the IANA (Internet Assigned Numbers Authority) database or equivalent.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 12.- Proposals for admission of members or affiliates must be submitted to the Board of Directors. The Board of Directors must provisionally approve or dismiss such proposals, letting proponents know the reasons for rejecting the proposal in the event of this occurrence. The Board of Directors must report to the nearest General Assembly on the organizations it has accepted or rejected so that the Assembly may confirm or revoke the Board of Directors' decisions.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 13.-

13.1. Members' obligations are as follows:

- a) Attend Regular and Special General Assemblies in person or represented by other duly authorized members.
- b) Effectively perform the assignments or hold the offices they accepted, conferred upon them by the General Assembly or the Board of Directors.
- c) Pay the regular and special dues established by the Assembly.
- d) Notify the Association's Board of Directors regarding any changes in the information and representatives of the member ccTLD.
- e) Abide by these bylaws, by regulations approved by the Board of Directors, and by Board of Directors or Assembly resolutions in matters and areas related to the management and operation of the Association and in those defined in these bylaws.

13.2. Affiliates' obligations are as follows:

- a) Attend the Regular and Special General Assemblies of which they have received notice, in person or represented by other duly authorized members.
- b) Effectively perform the assignments conferred upon them by the General Assembly or the Board of Directors.
- c) Pay the regular and special dues established by the Assembly.
- d) Notify the Association's Board of Directors regarding any changes in the information and representatives of the affiliate TLD.
- e) Abide by these bylaws, regulations approved by the Board of Directors, and Board of Directors or Assembly resolutions in matters and areas related to the management and operation of the Association and in those defined in these bylaws.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 14.-

14.1. Members' rights are as follows:

- a) The right to speak and vote at Regular and Special General Assemblies, and to exercise all the rights of Assembly members that are recognized by these bylaws and by applicable legislation.
- b) The right to appoint candidates to the Association's Board of Directors and to the various offices within this Board.
- c) The right to receive regular reports submitted by the Association concerning its activities.
- d) The right to have one or more delegates accredited before the General Assembly to participate in Regular and Special meetings with speaking rights, and one delegate with voting rights.
- e) The right to benefit from training opportunities and information sharing set up and implemented by the Association, both in person and remotely.
- f) The right to monitor the Association's progress and to use all the rights granted by law to ensure that the Association's purpose is fulfilled and that its net assets are honestly and effectively managed.
- g) Accredite a delegate with speaking and voting rights. If there is no response from the member, it shall be understood that the person with voting rights is the one who appears as administrative contact on the IANA database or equivalent.

14.2. Affiliates' rights are as follows:

- a) The right to speak in Regular and Special General Assemblies.
  - b) The right to receive regular reports submitted by the Association concerning its activities.
  - c) The right to have one or more delegates accredited before the General Assembly to participate in Regular and Special meetings with speaking rights.
  - d) The right to benefit from training opportunities and information sharing set up and implemented by the Association, both in person and remotely.
  - e) The right to monitor the Association's progress and to use all the rights granted by law to ensure that the Association's purpose is fulfilled and that its net assets are honestly and effectively managed.
  - f) Accredite a delegate with speaking rights at Regular and Special Assemblies.
- \* Article amended at the Members' Assembly held on February 28 2009.  
\* Article amended at the Members' Assembly held on May 18 2011.

ARTICLE 15.- The Board of Directors may provisionally agree upon member admission or expulsion, in keeping with the rules established in these Bylaws and in relevant regulations.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 16: Members can only be expelled from the Association upon the General Members' Assembly's agreement by a two-third majority vote, without counting the vote of the member whose expulsion has been proposed.

In particular, expulsion shall be considered if a member does not abide by Article 13 of these bylaws and when said member: a) has not fulfilled its commitments to the Association; b) has failed to pay membership dues for more than three months; c) does not comply with regulations imposed by these bylaws or does not carry out the tasks assigned to it in keeping with such bylaws; d) has publicly denigrated or slandered the Association or its activities; e) has committed any of the offenses contemplated in the Association's internal regulations.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 17: Proposals to expel members must be submitted to the Board of Directors by at least two members. If the Board of Directors finds that the proposal is justified, it shall provisionally agree upon the member's expulsion, offering the member the right to a defense and subject to consideration by the nearest General Assembly, which must confirm or revoke the Board of Directors' decision. To this end, the Board of Directors shall prepare a document

with background information, the reason for expulsion, attenuating and aggravating circumstances, and any other relevant information that may facilitate the Assembly's decision.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 18.- Members may leave the Association on their own free will when they decide to do so. They must inform the Board of Directors of their decision no less than three calendar months before their withdrawal date.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 19.- The Association shall keep a Membership Roll Book with all data related to members' admission and expulsion.

\* Article amended at the Members' Assembly held on February 28 2009.

## CHAPTER IV

### GENERAL ASSEMBLY

ARTICLE 20.- The supreme governing body of the Association is the General Assembly. There shall be two kinds of General Assemblies, namely, Regular and Special. Regular Assemblies may make decisions on any issue that does not require the agreement of the Special Assembly. The Board of Directors may call a Regular or Special Assembly in keeping with these Bylaws whenever it deems it suitable.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 21.- The agreement of the Special General Assembly is required to resolve on the following issues: a) the Association's transformation or its merger with other Associations; b) the Association's dissolution or liquidation; c) amendments to the Association's Bylaws.

ARTICLE 22: Meetings must be called by the Board of Directors no less than 15 calendar days prior to the date set for the meeting. Notice shall be given in writing by means of an announcement mailed to the home or e-mail address of each member. The place, medium, date, and time of the Assembly must be clearly indicated. The Board of Directors' annual report, the Association's Statement of Financial Position for the previous fiscal year, the proposal for the application of the net balance shown in the Revenue and Expense Statement, and the Board of Directors' proposal regarding the membership dues chart must reach members as early as the notice of the meeting. When amendments to the bylaws or regulations are being submitted to the Assembly for its consideration, drafts of such amendments must be sent to members at the same time.

Notices of meetings must include the agenda. The Board of Directors must call a Regular Assembly at least once a year within the deadline established in Article 27 of these bylaws.

The Board of Directors, the Audit or Election Committee, or at least five members who submit a request including the issues that must be tackled by the Assembly can call a Special Assembly when they deem it necessary, provided that such issues must be discussed and resolved by a Special Assembly according to these bylaws.

Regular and Special Assemblies, as well as voting by members, may be conducted through suitable methods for remote participation.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 23.- The Assembly must be chaired by the Chairperson of the Board of Directors. The Secretary of the Board of Directors shall act as Secretary of the Assembly. If these officers do not attend the Assembly, those present shall appoint a Chairperson and Secretary among the Directors present.

ARTICLE 24.- For a Regular Assembly to be legally constituted, at least half the members must be present and/or represented. For a Special Assembly to be legally constituted, at least three fifths of the members must be present and/or represented. If attendance levels set for the Regular or Special Assembly are not met on the first call, a second call shall be made for the same date, half an hour after the first one. On the second call both Regular and Special Assemblies shall be legally constituted, regardless of the number of members present.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 25.- Each member shall have the right to cast one vote, and this right shall be exercised by the delegate accredited to vote. Approval by the Regular Assembly requires a simple majority of votes from attendants and represented, unless the bylaws or regulations establish a different majority. All votes shall be by voice unless five of those present request that they be by ballot.

\* Article amended at the Members' Assembly held on December 2 2006.

ARTICLE 26.- Any resolution made by a Special Assembly shall be deemed passed if half the members present and represented plus one have voted in favor of it, unless the bylaws or regulations establish a different majority.

\* Article amended at the Members' Assembly held on December 2 2006.

ARTICLE 27.- Regular Assemblies shall be held at least once a year and within 180 days after the end of the fiscal year, which shall occur on December 31 of each year, with the following purpose:

- a) Hear the Board of Directors' report on the activities carried out by the Association during the previous year and pass the resolutions that are deemed suitable in relation with such report.
- b) Discuss and approve or reject, with or without changes, the Association's Statement of Financial Position pertaining to the previous fiscal year.
- c) Resolve on how to apply the net balance shown in the Revenue and Expense Statement.
- d) Elect, when it applies, Board of Directors, Audit Committee, and Election Committee members for the next term.
- e) Approve or reject decisions made by the Board of Directors on members' admission or expulsion.
- f) Comment and discuss any issue submitted by the Board of Directors for consideration, provided that it does not require the agreement of a Special Assembly.
- g) Discuss the Board of Directors' proposal on the membership dues chart and determine the deadline for this chart to be ratified by each member.

The Assembly's powers include, but are not limited to, the ones described in this article, subject to the approval of the Assembly itself.

\* The wording of the heading of the original article was modified to incorporate observations made by the Legal Division of the Uruguayan Ministry of Foreign Relations.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 28.- Decisions made by the Assembly in keeping with the terms of these bylaws are binding for the Association.

With regard to any other activity carried out by members, including the management and administration of domain names, the Association may offer the recommendations it deems proper concerning positions, documents, procedures, and activities, yet these recommendations are not binding.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 29.- Minutes shall be taken at all Assemblies and shall include issues discussed and resolutions passed, as well as the list of attending and represented members, and shall be signed by the Assembly Chairperson and Secretary as well as by the members appointed by the Assembly. Electronic approval of minutes shall be accepted.

\* Article amended at the Members' Assembly held on February 28 2009.

## CHAPTER V

### BOARD OF DIRECTORS, ELECTION COMMITTEE, AND AUDIT COMMITTEE

ARTICLE 30.- The management and administration of the Association and its legal representation are entrusted to a Board of Directors comprising five (5) members appointed by the General Members' Assembly. Each Director shall serve for three years. The Board shall be partially renewed every year – one or two members, as applicable – and its members may be reelected.

Any person nominated by at least one member may be elected to the Board. Board members shall act as individuals.

\* Article amended at the Members' Assembly held on February 28 2009.

\* Article amended at the Members' Assembly held on May 18 2011.

ARTICLE 31.- Board members shall be elected by the Regular Assembly by a simple majority vote.

Each member shall be able to vote for as many candidates as positions must be filled. Membership in the Board of Directors is voluntary. Board members shall receive no compensation for their services.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 32.- In its first session the Board of Directors shall elect a Chairperson, Secretary, and Treasurer among its members. The remaining members shall fill transitory or permanent vacancies of Chairperson, Secretary, and Treasurer following the same mechanism to assign positions.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

\* Article amended at the Members' Assembly held on May 18 2011.

ARTICLE 33.- The Board of Directors shall hold regular meetings at least once every three months, and special meetings whenever they are called by the Chairperson or two members. At least the majority of members must be present to hold a meeting. Sessions shall be presided by the Chairperson or, failing that, by the person appointed by the Directors at the meeting. If the Secretary is absent, his or her functions shall be performed by a Director appointed by the Chairperson at the meeting. For an agreement to be reached, the majority of attending Directors must vote favorably. In the event of a tie the Chairperson's vote shall not be counted as two. Minutes shall be taken at every session, shall be signed by those who acted as Chairperson and Secretary, and shall include the list of participating members. Board of Directors meetings may be held remotely.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 34.- The Board of Directors has the following powers and duties:

- a) Draft, approve, and amend regulations of the Association and all its divisions.
- b) Develop and revise the Association's annual plan of activities, including its annual budget. The plan must be approved by the General Members' Assembly.
- c) Designate committees as needed, determining their powers and duties.
- d) Discretionary power to tackle lawsuits and collections and to manage the Association's assets and businesses, with the power to perform all acts of ownership needed for this purpose.
- e) Confer and revoke general and special powers, with the authority specific for each case.
- f) Delegate one or more of its powers.
- g) Provisionally agree on the admission and expulsion of members, in keeping with the terms established in these bylaws. The Board of Directors can grant admission in its own rights, but expulsion is exceptional.
- h) Propose membership dues to the Assembly.
- i) Establish the procedure for observer participation in the organization's activities.

j) Recruit staff for the Association's executive management.

The Board of Directors' powers include, but are not limited to, the ones described in this article, subject to the Assembly's approval.

\* The wording of section d) of the original article was modified to incorporate observations made by the Legal Division of the Uruguayan Ministry of Foreign Relations.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 35.- It is incumbent to the Chairperson or to the person who replaces him or her to: a) represent LACTLD with the powers of a legal representative; b) call Assembly and Board of Directors meetings and preside over them; c) sign, along with the Secretary, Assembly and Board meeting minutes, as well as other LACTLD documents as needed; e) authorize, along with the Treasurer, expense accounts in keeping with Board resolutions. Ensure that the Association's funds are invested in appropriate objects according to Board resolutions; f) lead discussions at Board of Directors and Assembly meetings, and call them off and adjourn them when the peace is disturbed and due respect is not being paid; g) watch over the progress and management of LACTLD, abiding by and enforcing its bylaws and regulations as well as Assembly and Board of Directors resolutions; h) punish any employee who does not fulfill his or her duties, and adopt resolutions in unforeseen cases. In both events, decisions shall be ratified at the first Board of Directors meeting.

It is incumbent to the Secretary or to the person who replaces him or her to: a) attend Assembly and Board meetings, certify attendance, and keep the respective minutes, which he or she shall enter in the appropriate book and sign along with the Chairperson; b) sign correspondence and other LACTLD documents; c) send notice of Board meetings according to the provisions set in Article 33; d) keep the Minute Book and, along with the treasurer, the Membership Roll Book.

It is incumbent to the Treasurer or to the person who replaces him or her to: a) attend Board meetings and Assemblies; b) keep the Membership Roll Book along with the Secretary, being responsible for everything related to the collection of membership dues; c) keep accounting books; d) develop the Association's annual budget along with the Board of Directors; e) submit monthly statements to the Board and prepare the Balance Sheet and Income and Expenditure Account and Inventory for the previous year, which shall be submitted to the Regular Members' Assembly once they have been approved by the Board; f) sign receipts and other treasury documents, and make the disbursements determined by the Board; g) open accounts and deposit and withdraw funds in a bank and/or financial institution on behalf of LACTLD from the funds paid into the Association's cash box, being allowed to keep in it a maximum amount determined by the Board; h) report to the Board and the Audit Committee on the Association's financial status every time they demand it.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 36.- If for any reason the office of Chairperson, Treasurer, or Secretary were temporarily or permanently vacant, the Board of Directors shall determine who among the rest of the Directors shall hold that position in the first meeting after the vacancy occurs. If the vacancy is temporary, it must be subrogated, and the Board of Directors must be composed in the same way until the member returns.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 37.- If the number of Directors were reduced to fewer than the absolute majority of the full membership of the Board, remaining Directors must call a Special General Members' Assembly to form a new Board of Directors within 15 days after the event, to be held within 30 days. In the event of total vacancy of the Board of Directors, the Audit Committee shall send notice of the meeting, all without prejudice to the responsibilities of the resigning board members. In both cases, the body calling the meeting shall have all the authority inherent in the organization of an Assembly meeting or election.

\* Article amended at the Members' Assembly held on February 28 2009.



ARTICLE 38: The Election Committee shall have three members who shall receive no remuneration for their services and shall be elected by the Regular Assembly before the election. This committee shall be responsible for everything related to the election, which shall take place by secret ballot, and shall make decisions regarding candidate qualification, the deadline to become a candidate, the vote count and its results, and the winning candidates. Its members cannot run for office in the Board of Directors or the Audit Committee. It also has the authority to call a Special Assembly in the event of serious irregularities in the election.

The Committee shall cease functioning once the new members of the Board of Directors, the Audit Committee, and the new Election Committee have assumed office.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 39: The Audit Committee shall have three members who shall receive no remuneration for their services and shall serve for two years. The Audit Committee shall make sure that it performs its functions without hindering the everyday work of the executive management. Committee members cannot serve on the Board of Directors at the same time. They shall be elected simultaneously with the Board, and the process shall be the same. The Audit Committee shall have the following powers and duties:

a) Monitor information recorded in accounting books and documentation, oversee the Association's management, and verify the cash statement and the existence of funds, titles, and bonds and securities.

b) Attend Board of Directors meetings with speaking rights. Committee members' attendance shall not affect the quorum.

c) Verify compliance with laws, bylaws, and regulations.

d) Pass judgment on the Annual Report, Inventory, Balance Sheet, and Income and Expenditure Account submitted by the Board of Directors to the Regular General Members' Assembly at the end of the fiscal year.

e) Call for a Regular General Assembly when the Board of Directors fails to do so, having duly notified the Board fifteen days previously.

f) Request that a Special Assembly be called when it deems necessary to do so, and include the reasons for said request in the notice sent to members.

g) Supervise LACTLD's liquidation procedure.

\* Article amended at the Members' Assembly held on December 2 2006.

\* Article amended at the Members' Assembly held on February 28 2009.

## CHAPTER VI DISSOLUTION

ARTICLE 40.- The Association shall be dissolved upon the resolution of a Special General Assembly, in keeping with these bylaws and the requirements of applicable legislation.

ARTICLE 41.- When the Association's dissolution is declared the Board of Directors becomes the Liquidation Committee.

ARTICLE 42.- The Liquidation Committee must cover the Association's liabilities and is allowed to sell the assets it deems necessary.

ARTICLE 43: No member shall have the right to recover any contributions, membership dues, or donations made to the Association. The entire remaining surplus after all liabilities have been covered shall be fully applied in favor of another/other non-profit organization/s with legal status that aim to develop the Internet in Latin America and the Caribbean or promote education, teaching, scientific research, the dissemination of culture, or social welfare.

\* The wording of the original article was modified to incorporate observations made by the Legal Division of the Uruguayan Ministry of Foreign Relations.

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 44.- The Special General Assembly shall be the only one empowered to resolve on the allocation of surplus liquid assets.

CHAPTER VII  
TRANSITORY PROVISIONS

ARTICLE 45.- The first Board of Directors and the first Audit Committee that must act until an election by the Regular General Members' Assembly shall be composed as follows:

**BOARD OF DIRECTORS:**

Office Name ccTLD Issuing Country - Passport  
Chairperson: Oscar Alejandro Robles Garay .MX Mexico - 00190192613  
Secretary: Margarita Valdés Cortés .CL Chile - 10.371.576-8  
Treasurer: Eduardo Santoyo Cadena .PE Colombia - CC19.321.512  
Alternate 1: Luis R. Furlán Collver .GT Guatemala - 3513487  
Alternate 2: José Leonel Plazaola Prado .NI Nicaragua - C0941237

**AUDIT COMMITTEE:**

Office Name ccTLD Issuing Country - Passport  
Member: Demi Getschko .BR Brazil - CH541943  
Member: Sergio Daniel Ramírez Addiego .UY Uruguay - 1647995-2  
Member: Jessica Calvo Delgado .CR Costa Rica - 108500263  
Alternate 1: Rafael A. Ibarra Fernández .SV El Salvador - B290467  
Alternate 2: Beatriz Alonso Becerra .CU Cuba - 0223772

ARTICLE 46: On no account can members of the Association's elective bodies be employed by the Association or be under its authority.

\* This article was not part of the original version. It was added to incorporate observations made by the Legal Division of the Uruguayan Ministry of Foreign Relations.

ARTICLE 47.- Ms. Beatriz Rodríguez Acosta, C.I. No. 1.748953-6, is empowered herein to negotiate the approval of these bylaws and the recognition of this institution's legal status with the Executive Branch, and has also the power to accept the observations made by public authorities to these bylaws and to suggest alternative texts that might apply in this regard.

\* This article was numbered "46" in the original version. The number was modified due to the addition of a new article to incorporate observations made by the Legal Division of the Uruguayan Ministry of Foreign Relations.

ARTICLE 48.- After the approval of the amendment of February 28 2009, and according to the result of the election for Board of Directors and Audit Committee members in the last Regular General Assembly and the distribution of positions in both bodies, the latter shall be composed as follows, maintaining the terms of office for which they were elected:

*BOARD OF DIRECTORS:*

*Office Name ccTLD Issuing Country - Passport  
Chairperson: Oscar Alejandro Robles Garay .MX Mexico - 00190192613  
Secretary: Edna Samudio .PA Panama -  
Treasurer: Hartmut Glaser .BR Brazil -  
Member: Rafael A. Ibarra Fernández .SV El Salvador - B290467  
Member: Víctor Abboud .EC Ecuador -*

*AUDIT COMMITTEE:*

*Office Name ccTLD Issuing Country - Passport  
Member: Rolando Toledo Vega .PE PERU -  
Member: Margarita Valdés Cortés .CL Chile - 10.371.576-8  
Member: Jessica Calvo Delgado .CR Costa Rica - 108500263.*

\* Article amended at the Members' Assembly held on February 28 2009.

ARTICLE 49 (Transitory).- The Board of Directors shall elect new members during the 2012 Regular Assembly, in keeping with the established provisions. The member with the fewest number of votes in this election shall hold office for one year. The two members with the next smallest number of votes (third and fourth) shall hold office for two years, and the two remaining members, with the largest number of votes, shall hold office for three years. As of the 2013 Regular Assembly, only vacant positions shall be filled through an election: one in 2013, two in 2014, and two in 2015, and so on and so forth.

\* Article added at the Members' Assembly held on May 18 2011.