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ASSOCIATION OF SUPERVISORS
OF BANKS OF THE AMERICAS

BYLAWS OF THE ASSOCIATION OF SUPERVISORS OF BANKS OF THE AMERICAS A.C.

Approved at the XXV Annual Assembly on October 20, 2022.

I. CONSTITUTION, DOMICILE AND DURATION

ARTICLE 1. The name of the Association shall be “Asociación de Supervisores Bancarios de las Américas” (hereinafter “ASBA” or “the Association”) and said name will always be followed by the words Asociación Civil or “A.C.”. The Association shall be governed by these Bylaws and the other regulatory provisions approved by its governing bodies and, in all matters not provided for, by the legislation applicable in its registered office.

ARTICLE 2. The Association has its legal domicile in Mexico City, Mexico, and may establish branches or representative offices anywhere in the Americas.

ARTICLE 3. The term of the Association shall be indefinite. However, it may be dissolved at any time, following with the procedures outlined in Article 27 of these Bylaws.

II. CORPORATE PURPOSES

ARTICLE 4. The Association has the following corporate purpose:

- a. Promote and maintain close communication among the Association’s Members to facilitate cooperation among them;
- b. To provide its Members with a high-level discussion forum for the exchange of information, ideas, techniques, knowledge, and experiences on financial regulation and supervision;
- c. Promote and carry out research and analysis on financial regulation and supervision as well as financial stability;
- d. Organize and conduct periodic training and technical cooperation programs among its Members;
- e. Promote cooperation and exchange relationships with nonmember bank supervisors, with financial standard-setting institutions, with international and multilateral technical cooperation institutions, with other organizations with similar objectives, and with organizations representative of the supervised entities;
- f. In general, to carry out activities related to its purposes.

III. MEMBERS

ARTICLE 5. Associate Members and Collaborator Members

Associate Members will be:

- a. Institutions responsible for financial regulation and supervision in the Americas;
- b. Institutions with significant banking supervision responsibilities as home supervisors of internationally active banks with operations in the Americas.

Collaborator Members will be:

- a. Central banks and Government Agencies with no financial supervisory responsibilities and with similar objectives as those of the Association;
- b. Institutions with a proven capacity to offer technical or financial assistance to the Association.

ARTICLE 6. Each Associate or Collaborator Member shall be represented by the highest-level officer of the entity or by whomever he/she may designate before the Association. The Member concerned shall indicate its representative by sending a communication addressed to the General Secretariat.

ARTICLE 7. To become an Associate Member, the highest authority of the bank supervisory entity shall submit a written application to the Chairman of the Board of Directors. The application shall be submitted by the Board of Directors, jointly with its recommendation for decision, to the Assembly for voting during the Annual Assembly meeting.

ARTICLE 8. To become a Collaborator Member, the highest authority of the interested entity must submit a written request to the Chairman of the Board of Directors. The application shall be submitted by the Board of Directors, jointly with its recommendation for decision, to the Assembly for voting during the Annual Assembly meeting. A Collaborator Member may apply to become an Associate Member after three years; the Board of Directors shall recommend a decision to the Assembly for a vote during the Annual Assembly meeting.

ARTICLE 9. On a case-by-case basis, the Board of Directors shall recommend to the Assembly to vote for the suspension or exclusion of a Member from the Association for failure to comply with the obligations described in Articles 10 and 11, or for engaging in activities that adversely affect the Association.

The exclusion shall be confirmed by a two-thirds vote of the Assembly of the Associate Members; in all cases, the Board of Directors shall notify the affected party of the accusation against it and grant it no less than ten days to gather evidence and argue on its defense. The resolution adopted by the Assembly shall be irrevocable, and the Associate Member may not be judged more than once for the same matter.

ARTICLE 10. Rights and Obligations of Associate Members

- a. To participate and vote in the Annual Assembly meeting subject to procedures and limitations outlined in Article 12, Article 13, and Article 14;
- b. To participate in the election of the Chairman and Vice-Chairman of the Board of Directors and to have their regional representatives elected as Directors. An exception is made for Associate Members from a Non-Regional Group who shall not have the right to serve as a Director or to participate in the election of the Chairman and Vice-Chairman of the Board of Directors unless the group has at least three members;
- c. To have access to the activities and services organized by the Association following the programs approved by the Board of Directors;
- d. To participate in the Board of Directors' Committees and Working Groups;

- e. To provide the Association with effective assistance in fulfilling its purposes;
- f. To timely and adequately respond to the information requests and surveys sent by the Association;
- g. To designate an operational liaison for issues related to technical analysis, cooperation and training;
- h. Make the payment of its contributions (*aportaciones*) within two months of receipt of the deposit request note;
- i. To have access to the resolutions of the corporate bodies of the Association.

ARTICLE 11. Rights and Obligations of Collaborator Members

- a. To attend the Annual Assembly meeting as observers;
- b. To have access to the activities and services organized by the Association following the programs approved by the Board of Directors;
- c. To participate in Working Groups and Committees organized by the Board of Directors;
- d. To provide the Association with effective assistance in fulfilling its purposes;
- e. Make the payment of its contributions (*aportaciones*) within two months of receipt of the deposit request note;
- f. To have access to the resolutions of the corporate bodies of the Association.

IV. INTERNAL ORGANIZATION

The corporate bodies of the Association are the following:

- a. The Assembly
- b. The Board of Directors
- c. The Secretary General

ARTICLE 12. The Assembly is the supreme authority of the Association and shall be composed of all Associate Members as voting members and Collaborator Members as observers.

The Assembly meeting shall be held at least once a year and shall address, among others, the following matters:

- a. Approve the annual plans and programs of the Association;
- b. Ratify or remove Members of the Board of Directors.

The Assembly may only hear matters included in the agenda unless all the Associate Members are present. The Assembly shall be presided over by the Chairman of the Board of Directors, in his/her absence by the Vice-Chairman or by the person determined in each case by the Assembly itself. The Associate Members may be represented by simple proxy.

The Assembly will meet in a location agreed upon by the Board of Directors, with previous written notice sent by email. Assemblies could also be held virtually on a video call platform.

Associate Members may also participate virtually in a video call platform if they are not able to attend in person. Participation by these means shall be understood as personal presence in the Assembly. If the notice is sent by email, it must come from an institutional email.

The Board of Directors summons the Annual Assembly meeting by providing a notice of the meeting to Associate Members and Collaborator Members signed by the Chairman, in his/her absence by the Vice-Chairman or, by delegation, by the Secretary General. The Secretary General will send the Annual Assembly meeting notice to Associate Members and Collaborator Members no later than 30 calendar days before the meeting date.

The Annual Assembly meeting notice shall specify the agenda and resolutions to be discussed and the date, time and place where the meeting will be held or, where appropriate, if it will be face-to-face or through a video call platform. The meeting notice will be sent to each Associate Member and Collaborator Member to the email registered in the Registry Book of the Association. A *quorum* is established by more than 50% of Associate Members.

ARTICLE 13. The powers of the Assembly

- a. To approve and modify the Association's Bylaws;
- b. Determine the amount and form of payment of the contributions (*aportaciones*) of the Associate and Collaborator Members;
- c. Resolve the admission of new Associate Members and Collaborator Members, as well as their exclusion from the membership;
- d. To elect the Chairman and Vice-Chairman of the Board of Directors;
- e. To review reports of the Secretary General, the deliberations and resolutions of the Board of Directors including but not limited to periodic Associate Member Reports; Annual Board of Director's Report; annual audited financial statements; annual operational plan and budget and governance and compliance reviews;
- f. To request from the auditing firm any information, at any time;
- g. Any other duties derived from the application of these Bylaws;
- h. In general, all the decision-making powers that are necessary or convenient to achieve the purpose of the Association.

ARTICLE 14. For an Assembly to be legally valid, a summon of the Assembly and the presence of at least fifty percent of the Associate Members are required. Resolutions shall be binding when approved by the majority of the Associate Members present, except in cases where the law or these Bylaws indicate otherwise. Each Associate, notwithstanding the amount of its contribution, shall appear with voice and a vote.

The Chairman shall cast the deciding vote in the event of a tie. The Associate Members shall not vote on decisions in which they are key stakeholders.

The decisions of the Assemblies adopted within the terms of these Bylaws shall be binding to all Associate Members, even for those absent or dissident.

Resolutions taken outside the Assembly, by unanimity of the Associate Members, will have for all legal purposes, the same validity as if they had been adopted while meeting in the Assembly, provided that they are confirmed in writing via email.

Of each Assembly, a record shall be drawn up in the Book of Minutes of the Assemblies of the Association, in which the points discussed and the resolutions that the Assembly has discussed and approved shall be recorded. For the minutes to be valid, they must be signed at least by the Chairman and Secretary General if they have attended and other Associate Members who wish to do so.

Associate Members may hold Assemblies through phone calls or video calls or by any other means that allows real-time communication, simultaneously, complying with the requirements and terms of the applicable legislation in Mexico City. For the minutes to be valid, they must be signed at least by the Chairman and Secretary General if they have attended and other Associate Members who wish to do so.

ARTICLE 15. Board of Directors

The Board of Directors will be comprised of a Chairman, a Vice-Chairman and Directors with the right to represent their respective Regional Group. The Non-Regional Group will have a Director if the group has at least three members.

For purposes of this and subsequent Articles, the Associate Members are grouped into five Regional Groups as follows (Central America, Caribbean, Southern Cone, Andean Region, and North America), and a Non-Regional Group.

The Board of Directors should be free from any interest and any business or other relationship which could interfere with their independent judgment as it relates to the Association.

ARTICLE 16. Election of Chairman and Vice-Chairman

The Chairman and Vice-Chairman will be elected by a greater than 50% majority of votes of the Associate Members present in the Assembly meeting, either physically or through video call, and will serve for a term of two years starting the date they are elected.

The Chairman and Vice-Chairman should:

- a. Have served as members of the Board of Directors or in the chairmanship of the Board Committees; or
- b. Be high-level officers of Associate Members whose officers have served as members of the Board of Directors or in the chairmanship of its committees, in any of the six years immediately preceding the date of their election.

The Chairman and Vice-Chairman may be elected to no more than two consecutive terms in the Chairman and Vice-Chairman roles, respectively.

A Chairman and Vice-Chairman cannot be from the same region.

The Chairman and Vice-Chairman are elected during the Assembly meetings corresponding to even-numbered years. These positions may not be delegated to any person in any case or by any means.

ARTICLE 17. Vacancy of the Chairmanship or Vice-Chairmanship

If the Chairman of the Board of Directors ceases to hold his/her position with his/her Associate Member, the Vice-Chairman will assume the role and responsibilities of the Chairman for the remaining term of the Chairman until a new Chairman is elected at the Assembly meeting. The Vice-Chairman will continue his/her role as Vice-Chairman for the remaining term until the next Assembly.

In the absence of the Chairman and Vice-Chairman, the Secretary General shall call an extraordinary Board of Directors meeting to elect, by a greater than 50% vote, one of its Directors to carry out the remaining term of the Chairman until an Assembly meeting is convened where a new Chairman and Vice-Chairman will be elected.

ARTICLE 18. Functions of the Chairman and Vice-Chairman

In addition to providing leadership, the Chairman and Vice-Chairman of the Board of Directors will have as their main functions the monitoring and control of the Association's institutional objectives, the approval and compliance verification of internal policies and procedures, and the oversight of the management of the Association's financial and nonfinancial resources.

ARTICLE 19. Regional Directors

The regional Associate Members will elect their Director for a two-year term as follows: the Caribbean and Central America Directors in odd years and the North America, Southern Cone and Andean Region Directors in even years. The Non-Regional Group will elect its Director in the year the region achieves at least three members. The Board will present the newly elected Directors at the Annual Assembly meeting.

The Directors' representation is regional and the function cannot be delegated unless there is a justifiable request in writing approved by the Board of Directors. Directors are responsible for representing their region and for keeping their respective Associate Members informed of the Association's activities.

If there is a vacancy in a Regional Director during his/her mandate, the Associate Member representing its region must select the new Director to serve out the remaining term and communicate this situation to the General Secretariat.

The Board of Directors must actively participate in the Association matters. If a Director has a conflict and cannot attend a Board meeting, he/she may designate in writing to the Chairman a substitute to attend the meeting and vote on his/her behalf. If a Director does not attend two consecutive meetings, without a justifiable cause, the Board of Directors could ask the Regional Group to elect a new representative to fulfill the remaining term.

ARTICLE 20. Powers of the Board of Directors

The Assembly will delegate to the Board of Directors the amplest powers with no limitation that by law shall be fulfilled, with the following powers and capabilities:

- a. For lawsuits and collections, in the terms described in the first paragraph of article 2554 of the Civil Code of the Federal District and related articles of the Civil Codes of all the Federative Entities of the United Mexican States; it is empowered to execute those capabilities that, according to the law, require a special clause in terms of article 2587 of the above mentioned Code and related articles of the Civil Codes of all the Federative Entities of the United Mexican States, including, but not limited to, the following: to desist, even from protection trial; to compromise; to commit on arbitrage; to absolve and articulate positions; to transfer property; to refuse; to receive payments; to elaborate complaints and contribute with the Public Prosecutor and for all other actions specifically determined by the law;
- b. To administrate property, in the terms described in the second paragraph of article 2554 of the Civil Code of the Federal District and related articles of the Civil Codes of all the Federative Entities of the United Mexican States;
- c. To execute dominion actions in the terms described in the third paragraph of article 2554 of the Civil Code of the Federal District and related articles of the Civil Codes of all the Federative Entities of the United Mexican States;
- d. To grant, underwrite, guarantee and intervene in any form in all types of credit securities, in terms of article 9th of the General Law of Credit Securities and Operations;
- e. To grant and revoke powers for lawsuits and collections, acts of administration, acts of ownership, as well as granting and subscribing of credit instruments to the Chairman or the Secretary General, who may, in turn, appoint attorneys for lawsuits and collections and acts of administration, as well as for lawsuits, collections, and acts of administration to third parties, in the terms determined by a majority of the Board of Directors;
- f. To approve and verify the compliance of institutional policies and regulations for the appropriate implementation of the organization's programs and projects;
- g. To oversee and monitor the Association's strategic plan implementation;
- h. To delegate the powers and rights that it shall deem convenient to the Secretary General through resolutions of the Board;
- i. To approve the minutes of the prior Board and Assembly meetings;
- j. To approve the Association's Strategic Plan, Annual Operational Plan; Annual Budget; Board of Director's Annual Report; Financial Reports and submit them to the Assembly's consideration;
- k. To oversee the implementation of the Association's technical agendas;
- l. To select and negotiate a contract for the Secretary General;
- m. To evaluate the Secretary General's performance at least annually;
- n. To recommend the admission of new Associate Members and Collaborator Members to the Assembly for consideration and approval, as well as the suspension or exclusion of membership;

- o. To designate a well-known auditing firm for the Association and report its designation to the Assembly;
- p. To oversee annual compliance reviews of institutional policies and procedures;
- q. To oversee the Board Committees;
- r. To take the actions that it deems appropriate for the Association.

ARTICLE 21. Board of Director Meetings

The Board of Directors will meet whenever summoned by the Chairman, in his absence by the Vice-Chairman, or by delegation, the Secretary General, or at least two other Directors. The Chairman shall summon the Board of Directors to meet at least twice between Annual Assemblies.

The Board of directors will meet at a place agreed upon by its Members, being able to be held virtually on a video call platform and may invite other Associate or Collaborator Members to its meetings as observers.

A *quorum* shall exist when more than 50% of the Directors and either the Chairman or Vice-Chairman are present.

Participation by conference call or a video call platform shall constitute presence in person at a meeting.

Resolutions shall be approved by more than 50% of the Directors present. In case of a tie, the person responsible for presiding over the meeting shall have the deciding vote. The Board of Directors may meet at such place as its members may agree and may invite other Associate Members or Collaborating Members to its sessions as observers.

In the absence of the Chairman, the Vice-Chairman will chair meetings of the Board of Directors.

The Board of Directors shall adopt a Board of Directors Handbook of the Association that will govern its operation complementing the rules set in these Bylaws. Among other aspects, the Handbook shall cover, at least, the protocol for defining the agenda for the meetings, the terms for sending documentation for the meetings, and the system for voting and recording the resolutions.

A record of each session of the Board of Directors shall be drawn up in the Book of Minutes.

ARTICLE 22. Approving Board matters outside a Board meeting

The Board of Directors in exercising its delegated powers may approve resolutions without a Board meeting if all the Directors unanimously consent to the action in writing. The Secretary General will file the supporting documents for decisions and resolutions made remotely. Such consents shall be treated, for all purposes, as a vote at a meeting.

ARTICLE 23. Participation in Board of Directors meetings via conference calls or video call platforms

The Board of Directors may allow a Regional Director to participate in a session of the Board of Directors using a conference telephone or similar communications equipment through which all persons participating in the meeting can communicate with each other at the same time. Participation by such means shall constitute presence in person at a meeting.

ARTICLE 24. Board Committees

The Board of Directors will at least have the following consultative committees:

- a. Executive Committee
- b. Audit Committee
- c. Technical Committee
- d. Technical Training and Cooperation Committee

The Board of Directors may organize other non-permanent Committees, as needed.

The Committees' composition, objectives and responsibilities are approved by the Board of Directors and recorded in their respective Charters.

Committee appointments are made by the Board of Directors based on recommendations made by a Regional Director. The Executive Committee shall be chaired by the Vice-Chairman of the Board of Directors. The Chairmen of the Audit, Technical and Training and Technical Cooperation Committees may or may not be members of the Board. The Committees shall have at least three representatives from regional groups. Committee appointments shall be for a term of two years and may be renewed with the agreement of the Board.

ARTICLE 25. The Secretary General

The Secretary General is the chief executive responsible for the general management of the Association.

The Board will follow the Board-approved management succession plan procedures for selecting a Secretary General. The Secretary General position will be governed by a contract with a specified term. Six months before the expiration of the contract the Board will begin negotiating the terms of a new contract.

The Secretary General shall serve for a term of three years from the date on which he takes office and may not be elected for more than two terms, which have to be consecutive.

The Secretary General will be accountable for the following core responsibilities:

- a. To prepare the strategic plan for consideration by the Board of Directors;
- b. To prepare an Annual Operational Plan and corresponding Annual Budget in line with the strategic plan approved by the Board of Directors;
- c. To prepare an Annual Report for the Board of Directors' approval at the end of every year;
- d. To implement and manage the Association's Annual Operational Plan and Annual Budget in strict compliance with the internal policies and regulations approved by the Board of Directors;
- e. To hire and remove staff members of the Secretary General and others under his direct responsibility, following the policies established by the Board of Directors;
- f. To select and contract external service providers to carry out the functions delegated to the Secretary General, within the limits established by the Board of Directors and/or the Assembly. The Board will set fiscal limits and the procedures for the Secretary General to follow for contracting external services;

- g. To maintain the records and all institutional information in an orderly and transparent manner, in accordance with the policies approved by the Board of Directors;
- h. To collaborate with the Board of Directors and the Assembly in the implementation of programs and projects approved and authorized by the Board and/or the Assembly;
- i. To establish and implement a procedure for annual compliance reviews of regulations applicable to the Association;
- j. To carry out any other function the Board of Directors delegates by resolution to the Secretary General.

V. COVERAGE OF ASSOCIATION EXPENSES

ARTICLE 26. The expenses of the Association shall be covered in the following manner:

- a. With the contributions (*aportaciones*) of the Associate Members;
- b. With the contributions (*aportaciones*) of the Collaborator Members; and
- c. By Board resolution, any other income, including those derived from the Association's equity.

The contributions (*aportaciones*) of the Associate Members and Collaborator Members shall be calculated following the procedures established by resolution of the Board of Directors and approved by the Assembly.

The equity of the Association shall be constituted by:

- a. The ordinary or extraordinary contributions (*aportaciones*), in goods, rights and services, made by each of the Associate Members or Collaborator Members to achieve its institutional objectives;
- b. Support, benefits, or public incentives granted;
- c. Movable and immovable property, real or personal rights that the Association acquires by any title or concept for the realization of its corporate purpose;
- d. Resources obtained in connection with the development of the Association's purposes, as well as the interests, fruits, or accessions produced by the resources or equity of the Association; and
- e. For all other income received.

The payment of the contributions of Associate Members and Collaborator Members shall be made by the following procedure:

- I. The Chairman of the Board of Directors, or by delegation, the Secretary General, shall issue and notify the Associate Members and Collaborator Members using a deposit request note, the annual contribution to be delivered by each Associate Member or Collaborator Member to the Association's equity, in accordance with the amounts calculated in compliance with the procedures established by resolution of the Board and approval of the Assembly.

- II. The Associate Members and Collaborator Members shall make the contributions corresponding to them, individually, to the Association's equity, no later than two months before the receipt of the call for the holding of the Annual Assembly meeting made by the Chairman or Secretary General, following Article 12 of these Bylaws, the receipt of and in the bank account indicated in the deposit request note.
- III. Once the term of two months has elapsed after the Associate Members or Collaborator Members have made their contributions, the Association shall issue a voucher evidencing the contributions made by each Associate Member or Collaborator Member, stating at least (i) the amount of the contribution made to the Association's equity, (ii) the date on which said contribution was made and (iii) the form of payment used on that contribution.
- IV. Considering the provisions of these Bylaws, the Association shall approve, at its Annual Assembly meeting, the express recognition, and the respective capitalization of every one of the contributions made by the Associate Members in the previous fiscal year that had not been capitalized previously or in the fiscal year corresponding to the celebration of such Annual Assembly meeting, as well as the express mention that such contributions shall be part of the Association's equity.
- V. The Association shall, as soon as possible, notarize before a notary public the minutes of the Annual Assembly meeting recording the capitalizations of the contributions made by the Associate Members.

Until the above procedure is complied with, the contributions made by the Associate Members shall be considered by the Association as contributions for future capital increases. Once they are capitalized, they shall become part of the Association's equity.

Neither the Associate Members nor the Collaborator Members who contribute to the Association's assets may at any time and under any circumstance request the return of the contributions (regardless of whether they have been formally capitalized or are recorded as contributions for future capital increases) that, for any concept, they have delivered to the Association, since these shall always be understood as a transfer of ownership, irrevocable and with a definitive character. Consequently, when any Associate Member or Collaborator Member voluntarily separates from the Association or is excluded from the same for any of the causes stipulated in these Bylaws, he/she shall lose, for the benefit of the Association, any contribution made without being able to demand any consideration in his/her favor and being excluded from all the benefits and rights that corresponded to him/her as an Associate or Collaborator Member.

VI. DISSOLUTION

ARTICLE 27. The dissolution of the Association may be agreed upon at any time by two-thirds of the Associate Members. The dissolution shall be executed in compliance with the resolutions adopted for this purpose by the majority of the Assembly. Once the Association is dissolved, it shall be put into liquidation and the Assembly shall appoint one or more liquidators who shall have the same powers conferred on the Board of Directors in these Bylaws, the Board of Directors losing its powers.

The liquidation will be carried out on the following bases:

- I. The pending operations will continue in the most convenient way for the Association, collecting the credits and paying the debts;
- II. The financial statement of liquidation shall be formulated and shall be approved by the Assembly;
- III. If the Association's commitments are covered and the Associate Members' contributions are returned, any assets remaining, shall be considered profits and shall be distributed among the Associate Members in proportion to their contributions.

VII. GENERAL PROVISIONS

ARTICLE 28. Official languages of the Association

The official languages of the Association are English and Spanish. All meetings, communications and official documents sent to the Board, Associate Members and Collaborator Members must be in English and Spanish.

ARTICLE 29. Modifications to the Bylaws

The procedures for the modification of these Bylaws shall be as follows:

- a. Proposals shall be submitted to the consideration of the Board of Directors by any of the following persons:
 - i. The Chairman of the Board of Directors;
 - ii. Two or more Directors; or
 - iii. At least three Associate Members, who are not performing as Directors.
- b. The Board of Directors shall recommend to the meeting the proposal to amend the Bylaws if more than 50% of the Board Members approve the proposal.
- c. A *quorum* of two-thirds of the Associate Members shall be present at the meeting at which the Bylaws amendment is to be discussed. To approve an amendment, more than 50% of the Associate Members present must vote in favor of the amendment.
- d. Approved amendments to the Bylaws will become effective on the date of their notarization before a notary public unless the Assembly specifies otherwise.

The Chairman of the Board of Directors and the Secretary General will be responsible for finalizing and recording the Bylaws revisions approved by the Assembly. The Chairman will also see that the revised Bylaws are distributed to the Association's Members.

Both the Chairman and the Secretary General shall be entitled to go before the notary public of their choice to formalize the minutes that are drawn up on the occasion of the Assembly in which the Bylaws of the Association are modified, and in general for any protocolization of minutes of a Board of Directors or Assembly meeting or resolutions taken outside them.

ARTICLE 30. Controversy or Claim

Any controversy or claim which may arise from or relate to these Bylaws, or any document or instrument delivered in regard with the same, or any breach to them, shall be submitted to the jurisdiction and competence of the tribunals of Mexico City, expressly waiving any other jurisdiction or competence to which the Associate Members might be entitled to, because of their present or future domicile or for any other reason that might otherwise apply.

ARTICLE 31. In any subject not foreseen in these Bylaws, the provisions of the Civil Code of the Federal District and other legal regulations of the United States of Mexico, as well as its courts, will be applicable.

ARTICLE 32. “Any foreigner that, in the act of incorporation or at any time in the future acquires an interest or participation in the Association, shall be considered, as a result of that simple action, as a Mexican national regarding said property, rights, concessions, participation or interests of the society, or the rights and obligations that stem from contracts subscribed by the Association with Mexican authorities, and therefore agrees not to invoke the protection of his government, under the penalty, for failure to comply with the latter, of forfeiting said interest or participation in favor of the Mexican Nation.”