

No. 24389

MULTILATERAL

**Inter-American Convention on conflicts of laws concerning
commercial companies. Concluded at Montevideo on
8 May 1979**

Authentic texts: Spanish, English, Portuguese and French.

Registered by the Organization of American States on 23 October 1986.

MULTILATÉRAL

**Convention interaméricaine sur les conflits de lois en ma-
tière de sociétés commerciales. Conclue à Montevideo
le 8 mai 1979**

Textes authentiques : espagnol, anglais, portugais et français.

Enregistrée par l'Organisation des États américains le 23 octobre 1986.

INTER-AMERICAN CONVENTION¹ ON CONFLICTS OF LAWS CONCERNING COMMERCIAL COMPANIES

The Governments of the Member States of the Organization of American States, desirous of concluding a convention on conflicts of laws concerning commercial companies, have agreed as follows:

Article 1. This Convention shall apply to commercial companies constituted in any of the States Parties.

Article 2. The existence, capacity, operation and dissolution of commercial companies shall be governed by the law of the place where they are constituted.

The expression "law of the place where they are constituted" shall be understood to mean the law of the State where the formal and substantive requirements for the establishment of commercial companies are fulfilled.

Article 3. Commercial companies duly constituted in one State shall be recognized as of course in the other States.

Recognition as of course does not preclude the power of the State in which it is sought to require proof of existence of commercial companies in accordance with the law of the place where they were constituted.

In no case may the recognized capacity of commercial companies constituted in one State be greater than the capacity granted by the law of the State of recognition to commercial companies constituted under the law of that State.

¹ Came into force on 14 June 1980, i.e., the thirtieth day following the date of deposit with the General Secretariat of the Organization of American States of the second instrument of ratification, in accordance with article 12:

<i>State</i>	<i>Date of deposit of the instrument of ratification</i>
Peru	15 May 1980
Uruguay*	15 May 1980

* For the text of the reservation and declaration made upon ratification, see p. 39 of this volume.

Subsequently, the Convention came into force for the following States on the thirtieth day after the date of deposit with the General Secretariat of the Organization of American States of their instruments of ratification or accession, in accordance with article 12:

<i>State</i>	<i>Date of deposit of the instrument of ratification</i>
Mexico	9 March 1983
(With effect from 8 April 1983.)	
Argentina	1 December 1983
(With effect from 31 December 1983.)	
Guatemala*	7 November 1984
(With effect from 7 December 1984.)	
Venezuela	16 May 1985
(With effect from 15 June 1985.)	
Paraguay	16 August 1985
(With effect from 15 September 1985.)	

For the text of the reservation and declaration made upon ratification, see p. 39 of this volume.

Article 4. For the direct and indirect performance of the acts incident to their purpose, commercial companies shall be subject to the law of the State in which they perform them.

The same law shall govern the control that a company doing business in one State obtains over a commercial company constituted in another State.

Article 5. Companies constituted in one State that intend to establish the real headquarters of their central administration in another State may be required to fulfill the requirements established in the laws of that State.

Article 6. For the performance of acts directly or indirectly incident to their purpose commercial companies constituted in one State shall be subject to the judicial or administrative authorities of the State where they perform such acts.

Article 7. The law declared applicable under this Convention may be refused application in the territory of any State that considers it manifestly contrary to its public policy (*ordre public*).

Article 8. This Convention shall be open for signature by the Member States of the Organization of American States.

Article 9. This Convention is subject to ratification. The instruments of ratification shall be deposited with the General Secretariat of the Organization of American States.

Article 10. This Convention shall remain open for accession by any other State. The instrument of accession shall be deposited with the General Secretariat of the Organization of American States.

Article 11. Each State may, at the time of signature, ratification, or accession, make reservations to this Convention provided that each reservation concerns one or more specific provisions and is not incompatible with the object and purpose of this Convention.

Article 12. This Convention shall enter into force on the thirtieth day following the date of deposit of the second instrument of ratification. For each State ratifying or acceding to the Convention after the deposit of the second instrument of ratification, the Convention shall enter into force on the thirtieth day after deposit by such State of its instrument of ratification or accession.

Article 13. If a State Party has two or more territorial units in which different systems of law apply in relation to the matters dealt with in this Convention, it may, at the time of signature, ratification or accession, declare that this Convention shall extend to all its territorial units or only to one or more of them.

Such declaration may be modified by subsequent declarations, which shall expressly indicate the territorial units to which the Convention applies. Such subsequent declarations shall be transmitted to the General Secretariat of the Organization of American States, and shall become effective thirty days after the date of their receipt.

Article 14. This Convention shall remain in force indefinitely, but any of the States Parties may denounce it. The instrument of denunciation shall be deposited

with the General Secretariat of the Organization of American States. After one year from the date of deposit of the instrument of denunciation, the Convention shall no longer be in effect for the denouncing State, but shall remain in effect for the other States Parties.

Article 15. The original instrument of this Convention, the English, French, Portuguese and Spanish texts of which are equally authentic, shall be deposited with the General Secretariat of the Organization of American States, which will forward an authenticated copy of the text to the Secretariat of the United Nations for registration and publication in accordance with Article 102 of this Charter. The General Secretariat of the Organization of American States shall notify the Member States of that Organization and the States that have acceded to the Convention of the signatures, deposits of instruments of ratification, accession, and denunciation, as well as of reservations, if any. It shall also transmit the declarations referred to in Article 13 of this Convention.

IN WITNESS WHEREOF the undersigned Plenipotentiaries, being duly authorized thereto by their respective Governments, have signed this Convention.

DONE at Montevideo, Republic of Uruguay, this eighth day of May, one thousand nine hundred and seventy-nine.

[For signature pages, see p. 34 of this volume.]

Por Grenada:
For Grenada:
Por Grenada:
Pour la Grenade :

Por Suriname:
For Suriname:
Pelo Suriname:
Pour le Suriname :

Por Ecuador:
For Ecuador:
Pelo Equador:
Pour l'Equateur :

[*Signed — Signé*]
WILSON VELA HERVAS

Por la República Argentina:
For the Argentine Republic:
Pela República Argentina:
Pour la République Argentine :

Por Uruguay:
For Uruguay:
Pelo Uruguai:
Pour l'Uruguay :

[*Signed — Signé*]¹
MANUEL A. VIEIRA

¹ For the text of the declaration made upon signature, see p. 39 of this volume — Pour le texte de la déclaration faite lors de la signature, voir p. 39 du présent volume.

Por Colombia:
For Colombia:
Pela Colômbia:
Pour la Colombie :

[*Signed — Signé*]
[*Signed — Signé*]
ALVARO LEAL MORALES
FABIO TORRIJOS QUINTERO

Por Haïti:
For Haiti:
Pelo Haïti:
Pour Haïti :

[*Signed — Signé*]
[*Signed — Signé*]
[*Signed — Signé*]
YVES FRANÇOIS
RODRIGUE CASIMIR
VICTOR PIERRE-LOUIS

Por Mexico:
For Mexico:
Pelo México:
Pour le Mexique :

Por Brasil:
For Brazil:
Pelo Brasil:
Pour le Brésil :

[*Signed — Signé*]
HAROLDO TEIXEIRA VALLADÃO

Por Panamá:
For Panama:
Pelo Panamá:
Pour Panama :

[*Signed — Signé*]
JUAN MATERNO VASQUEZ

Por Perú:
For Peru:
Pelo Peru:
Pour le Pérou :

[*Signed — Signé*]
LUIS ALVARADO GARRIDO

Por Nicaragua:
For Nicaragua:
Por Nicarágua:
Pour le Nicaragua :

Por El Salvador:
For El Salvador:
Por El Salvador:
Pour Le Salvador :

Por Bolivia:
For Bolivia:
Pela Bolívia:
Pour la Bolivie :

Por Venezuela:
For Venezuela:
Pela Venezuela:
Pour le Venezuela :

[*Signed — Signé*]
GONZALO PARRA ARANGUREN

Por Paraguay:
For Paraguay:
Pelo Paraguai:
Pour le Paraguay :

[*Signed — Signé*]
RAMÓN SILVA ALONSO

Por Guatemala:
For Guatemala:
Pela Guatemala:
Pour le Guatemala :

[*Signed — Signé*]
[*Signed — Signé*]
JUAN JOSÉ RODAS MARTINEZ
FRANCISCO VILLAGRÁN KRAMER

Por Barbados:
For Barbados:
Por Barbados:
Pour la Barbade :

Por Trinidad y Tobago:
For Trinidad and Tobago:
Por Trinidad e Tobago:
Pour la Trinité et Tobago :

Por Costa Rica:
For Costa Rica:
Por Costa Rica:
Pour Costa Rica :

[*Signed — Signé*]
GONZALO ORTÍZ MARTÍN

Por los Estados Unidos de América:
For the United States of America:
Pelo Estados Unidos da América:
Pour les États-Unis d'Amérique :

Por la República Dominicana:
For the Dominican Republic:
Pela República Dominicana:
Pour la République Dominicaine :

[*Signed — Signé*]
MARIA ELENA MUÑOZ DE RICART

Por Honduras:
For Honduras:
Por Honduras:
Pour le Honduras :

[*Signed — Signé*]
ADOLFO LEÓN GOMEZ

Por Chile:
For Chile:
Pelo Chile:
Pour le Chili :

[*Signed — Signé*]
CARLOS FERREIRA CANNobbio

Por Jamaica:
For Jamaica:
Pela Jamaica:
Pour la Jamaïque :

DECLARATION MADE
UPON SIGNATURE

URUGUAY

[For the text of the declaration, see
p. 21 of this volume.]

DÉCLARATION FAITE
LORS DE LA SIGNATURE

URUGUAY

[Pour le texte de la déclaration, voir
p. 21 du présent volume.]

RESERVATION AND DECLARA-
TION MADE UPON RATIFICATIONGUATEMALA¹RÉSERVE ET DÉCLARATION
FAITES LORS DE LA RATIFICATIONGUATEMALA¹

[SPANISH TEXT — TEXTE ESPAGNOL]

“1. Respecto al artículo 4 de la Convención, la República de Guatemala declara que aplicará la disposición contenida en el artículo 213 del Código de Comercio que prohíbe el funcionamiento de sociedades extranjeras que se dediquen a la prestación de servicios profesionales para cuyo ejercicio se requiere grado, título o diploma universitarios legalmente reconocidos. En consecuencia, no permitirá el funcionamiento de las sociedades mercantiles constituidas en otro Estado, cuando su objeto directa o indirectamente consista en la prestación de dicho tipo de servicios.

2. En cuanto al artículo 5 de la Convención, la República de Guatemala aplicará a las sociedades constituidas en otro Estado que pretendan establecer en territorio guatemalteco la sede efectiva de su administración central o bien sus agencias o sucursales, las disposiciones pertinentes de su legislación interna en forma obligatoria, de manera que dichas sociedades deberán sujetarse a los requisitos requeridos por las normas legales de Guatemala.”

[TRANSLATION]²

1. With respect to Article 4 of the Convention, the Republic of Guatemala declares that it will apply the provisions of Article 213 of the Commercial Code, which prohibits foreign companies from doing business when they provide professional services, the performance of which requires a legally recognized university degree, title or diploma. Consequently, it will not permit commercial

[TRADUCTION]²

1. En ce qui a trait à l'article 4 de la Convention, la République du Guatemala déclare qu'elle appliquera la disposition de l'article 213 du Code de Commerce qui interdit la mise en opération de sociétés étrangères qui se consacrent à la prestation de services professionnels dont l'octroi exige un rang, un titre ou diplôme universitaire légalement reconnu. Par conséquent, le Gouvernement

¹ In the absence of objection to the reservation within a period of 12 months from the date on which it was circulated by the General Secretariat of the Organization of American States, the deposit of the instrument of ratification was subsequently effected at the end of this period.

² Translation supplied by the Organization of American States.

¹ En l'absence d'objection à la réserve dans le délai de 12 mois à compter de la date à laquelle elle a été diffusée par le Secrétaire général de l'Organisation des Etats américains, le dépôt de l'instrument de ratification a ensuite été effectué à l'issue de ce délai.

² Traduction fournie par l'Organisation des Etats américains.

companies constituted in another state to do business whenever their direct or indirect purpose is to provide that type of service.

2. In respect of Article 5 of the Convention, the Republic of Guatemala will apply and make binding the pertinent provisions of its domestic legislation to companies constituted in another state that intend to establish the real headquarters of their central administration, or their agencies or branches in Guatemalan territory, and such companies must abide by the requirements established in the laws of Guatemala.

URUGUAY

[Confirming the declaration made upon signature. See p. 39 of this volume.]

guatémaltèque ne permettra pas à des sociétés commerciales établies dans un autre Etat de fonctionner lorsque leur objectif direct ou indirect consiste en la prestation de ce genre de services.

2. En ce qui a trait à l'article 5 de la Convention, la République du Guatemala appliquera aux sociétés constituées dans un autre Etat et désireuses d'établir sur le territoire guatémaltèque le siège social de leur administration centrale ou bien leurs bureaux ou succursales, les dispositions pertinentes de sa législation interne ayant force exécutoire, étant entendu que lesdites sociétés devront se conformer aux conditions requises par les normes juridiques du Guatemala.

URUGUAY

[Avec confirmation de la déclaration faite lors de la signature. Voir p. 39 du présent volume.]
