

No. 30598

MULTILATERAL

**Inter-American Convention on personality and capacity of
juridical persons in private international law. Concluded
at La Paz on 24 May 1984**

Authentic texts: Spanish, English, Portuguese and French.

Registered by the Organization of American States on 7 December 1993.

MULTILATÉRAL

**Convention interaméricaine sur la personnalité et la capacité
des personnes juridiques en droit international privé.
Conclue à La Paz le 24 mai 1984**

Textes authentiques : espagnol, anglais, portugais et français.

Enregistrée par l'Organisation des États américains le 7 décembre 1993.

INTER-AMERICAN CONVENTION¹ ON PERSONALITY AND CAPACITY OF JURIDICAL PERSONS IN PRIVATE INTERNA- TIONAL LAW

The Governments of the Member States of the Organization of American States, desirous of concluding a convention on personality and capacity of juridical persons in private international law, have agreed as follows:

Article 1

This Convention shall apply to juridical persons organized in any of the States Parties, juridical person being understood to mean any entity having its own existence and being responsible for its own actions, separately and distinctly from those of its members or organizers, and classified as a juridical person in accordance with the law of the place of its organization.

This Convention shall apply irrespective of specific conventions covering special classes of juridical persons.

Article 2

The existence, capacity to have rights and obligations, operation, dissolution, and merger of a private juridical person are governed by the law of the place of its organization.

"Law of the place of its organization" means the law of the State Party in which the formal and substantive requirements for the organization of such a person are satisfied.

Article 3

A private juridical person duly organized in one State Party shall be recognized by operation of law in the other States Parties. Recognition by operation of law does not exclude the right of a State Party to require proof of the existence of a juridical person in accordance with the law of the place of its organization.

The capacity accorded to a private juridical person organized in one State Party may in no case exceed that which the recognizing State Party grants to juridical persons organized under its law.

Article 4

With respect to the performance of acts within the purposes for which a private juridical person was organized, the law of the State Party in which such acts are performed shall govern.

¹ Came into force on 9 August 1992, 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 14:

<i>Participant</i>	<i>Date of deposit of the instrument of ratification</i>
Mexico*.....	12 June 1987
Guatemala.....	9 July 1992

* See p. 258 of this volume for the text of the declaration made upon ratification.

Article 5

A private juridical person organized in one State Party that intends to establish its actual administrative headquarters in another State Party may be required to satisfy the requirements stipulated in the legislation of that other State.

Article 6

If a private juridical person acts through a representative in a State Party other than that in which it was organized, such representative or his substitute shall be deemed able to respond by operation of law to any claims or suits against it arising from such acts.

Article 7

Each State Party and the other juridical persons organized under the public law of such state shall enjoy the status of a private juridical person by operation of law and may acquire rights and undertake obligations in the territory of the other States Parties, subject to the restrictions stipulated in its own laws and in the laws of the other States Parties, especially with regard to legal acts relating to property rights, without prejudice to their invoking immunity from jurisdiction, where appropriate.

Article 8

An international juridical person organized in accordance with an international agreement between States Parties or a resolution of an international organization shall be governed by the provisions of the agreement or resolution that established such person and shall be recognized by operation of law as a subject of private law in all the States Parties in the same way as private juridical persons, without prejudice to the right of such person to invoke immunity from jurisdiction where appropriate.

Article 9

The law declared applicable by this Convention may not be applied in the territory of a State Party that considers it manifestly contrary to its public policy (ordre public).

Article 10

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

Article 11

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

Article 12

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

Article 13

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.

Article 14

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 15

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 to only one or more of them.

Such declaration may be modified by subsequent declarations, which shall expressly indicate the territorial unit or 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 16

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 17

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 shall forward an authenticated copy of its text to the Secretariat of the United Nations for registration and publication in accordance with Article 102 of its 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 provided for in Article 15 of this Convention.

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

DONE AT LA PAZ, Republic of Bolivia, this twenty-fourth day of May, one thousand nine hundred and eighty-four.

[For the signatures, see p. 250 of this volume.]

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

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

Dr. R. J. Wilson

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

Por Santa Lucía:
For Saint Lucia:
Por Santa Lúcia:
Pour Sainte-Lucie :

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

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

A handwritten signature in black ink, appearing to be 'A. Costa', written over a horizontal line.

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

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

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

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

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

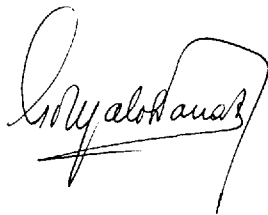
Por Uruguay:
For Uruguay:
Pelo Uruguai:
Pour l'Uruguay :

A handwritten signature in black ink, appearing to read "José María Arguedas". The signature is written in a cursive style with a long, sweeping underline that extends to the left.

Por San Vicente y las Granadinas:
For Saint Vincent and the Grenadines:
Por São Vicente e Granadinas:
Pour Saint-Vincent-et-Grenadines :

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

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

A handwritten signature in black ink, appearing to read 'Luis Alberto...', written over a rectangular stamp or box.

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

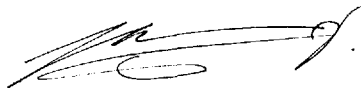
Por Suriname:
For Suriname:
Pelo Suriname:
Pour le Suriname :

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

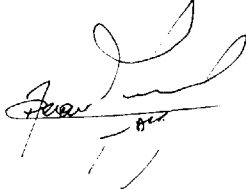
Por Brasil:
For Brazil:
Pelo Brasil:
Pour le Brésil :

Antônio Augusto Gusso Trindade.

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

A handwritten signature in black ink, appearing to be a stylized name with a flourish at the end.

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

A handwritten signature in black ink, appearing to read "Juan Luis", written over a horizontal line. The signature is stylized and cursive.

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

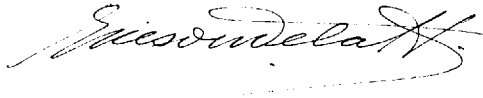
Por el Commonwealth de Dominica:
For the Commonwealth of Dominica:
Pela Commonwealth da Dominica:
Pour le Commonwealth de la Dominique :

Por San Cristobal y Nieves:
For Saint Christopher and Nevis:
Por São Cristóvão e Neves:
Pour Saint-Christophe-et-Nevis :

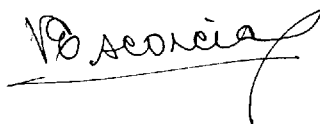
Por Barbados:
For Barbados:
Por Barbados:
Pour la Barbade :

Por Antigua y Barbuda:
For Antigua and Barbuda:
Por Antigua e Barbuda:
Pour Antigua-et-Barbuda :

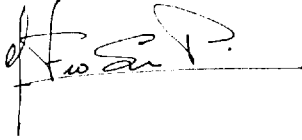
Por Ecuador:
For Ecuador:
Pelo Ecuador:
Pour l'Équateur :



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



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

A handwritten signature in black ink, appearing to be 'H. S. P.', written over a horizontal line.

Por el Commonwealth de las Bahamas:
For the Commonwealth of the Bahamas:
Pela Commonwealth das Bahamas:
Pour le Commonwealth des Bahamas :

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

DECLARATION MADE
UPON RATIFICATIONDÉCLARATION FAITE
LORS DE LA RATIFICATION

MEXICO

MEXIQUE

[SPANISH TEXT — TEXTE ESPAGNOL]

México considera que el Artículo 2 de la presente Convención es aplicable a casos análogos, tales como la transformación, liquidación y escisión.

[TRANSLATION]¹

Mexico considers that Article 2 of the present Convention is applicable to analogous cases, such as transformation, liquidation and scission.

[TRADUCTION]¹

Le Mexique estime que l'article 2 de la présente Convention est applicable à des cas analogues comme la transformation, la liquidation et la scission.

¹ Translation supplied by the Organization of American States.

¹ Traduction fournie par l'Organisation des Etats américains.