

THE PEREZ ZELEDON INTERNATIONAL WOMEN'S CLUB

CONSTITUTION

I, ANA PATRICIA VARGAS JARA, Public Notary with an office in the city of San Isidro General, San Jose, Perez Zeledón, directly in front of the west side of the Parque Central, properly authorized by the signed agreement enclosed, formalize the following statutes of the Association, and which state: "the Constitution of the Ordinary General Assembly of the International Association of Women of Perez Zeledón", celebrated in San Isidro de Perez Zeledón, in the office of Vargas Abogados, located on the west side of the Central Park, at the time of eleven thirty on the first of December of 2011. The following people are the founder members:

Sheelagh Elizabeth last name **Richards**, nationality British, of legal age, married once, pensioner, residing in Rivas de Perez Zeledón, one hundred meters to the east of the Indian Stone,

Cathy last name **Carrolan**, nationality United States of America, of legal age, married twice, pensioner, residing in El Roble, La Palma of Perez Zeledón, one kilometer north and two hundred meters to the west of the Soccer Field,

Patricia Lynn last name **Gutt**, nationality United States of America, of legal age, married once, pensioner, residing in San Ramon South in Perez Zeledón, one hundred fifty meters to the west,

Julia Gibbs last name **Foster**, nationality United States of America, of legal age, married twice, pensioner, residing in Quizarrá de Perez Zeledón, two kilometers to the east of the Pulpería,

Linda Genelda Bass, nationality United States of America, of legal age, unmarried, pensioner, residing in Los Chiles in Perez Zeledón, two hundred meters to the south of the Water Tanks,

Monique Chabot, nationality Canadian, of legal age, divorced once, pensioner, residing in San Isidro de Perez Zeledón, District La Cooperativa, third house on the right hand,

Susan Gail Humphrey, nationality United States of America, of legal age, married, pensioned, residing in Santa Elena de General Viejo, Perez Zeledón, lot thirteen Vista de Chirripó,

Isolde Schmidt, nationality German, of legal age, unmarried, pensioner, residing in Horseshoe, Rivas, Perez Zeledón, fifty meters to the south of the Catholic Church,

Jane Sibbald Gregson, nationality United States of America, of legal age, unmarried, real estate agent, residing in Alfombra, Barú, Perez Zeledón, one hundred meters to the north of the entrance, white house with green on the left side,

Sharon Key Harper, of Nationality United States of America, unmarried, pensioner, residing in La Hermosa, Perez Zeledón, Arepa Street, two kilometers to the west of the bus stop.

The above have agreed to constitute an Association that will be governed by the Law of Associations 218 and its reforms of 8th August 1939 as the legal basis for their internal regulations and the following statute:

First: The Name: The Association is known as the International Association of Women of Perez Zeledón, by its nature, will be of indefinite duration and will be able to have branches in other parts of the country.

Second: The Address: The address of the Association will be San Isidro de Perez Zeledón, in the office of Vargas Abogados

Third: Date of the constitution: 15th of November 2011

Fourth: Aims: The aims of the Association are the following:

- faithful to the concepts of the International Association of Women of Perez Zeledón, all business of the group will be governed by a frame of absolute respect and affection between individuals, as well as the production and mutual cooperation of the Members and the community in general.
- Within this context, they declare fundamental all proposals and actions with the intention to improve the quality of life of the community, especially among the community of English-speaking women.
- A commitment of the association is to promote a culture of aid, collaboration, productivity, and respect for the members and the community in general, collaborating effectively with compatible organizations (national and international) with the purpose of providing development processes to render, to stimulate or to support all action, campaign, initiative or effort (national and international) directed to the development English speaking women
- A high priority of the International Association of Women of Perez Zeledón is the coordination of activities that promote aid to the community, by means of donations, or economic or voluntary service.

Fifth: for the fulfillment of its aims, the Association will carry out among others the following activities:

A) provide support to institutions of the state, institutions of a private or semi private nature that contribute to the sustainability of the work of the International Association of Women of Perez Zeledon

- B) manage specific donations from public and private organizations as well as national or international organizations which contribute to the development of plans and programs of the International Association of Women of Perez Zeledon.
- C) organize activities that contribute to collecting fees, contributions or funds that will be destined for the financing of the activities of the International Association of Women of Perez Zeledón.
- D) the Association will be able to acquire all class of goods within Article 46 of the Civil Code, hold contracts of any nature and carry out all types of lawful operations directed towards the attainment of its aims.

Sixth: Funding of the Association: the Association will count on the following resources:

- A) membership fees fixed in an Ordinary General Assembly
- B) national, international, private or lawful donations
- C) income collected from its own activities with the purpose of providing itself with funds
- D) subsidies, Government grants, legacies and others.
- E) help originating from the state, municipal institutions and any physical or legal, public or private, national or international person.

Seventh: Classes of Affiliations: the Association will have the following Member categories:

- A) founders: they are the participants in the original Assembly and they will have the same obligations and rights as other members
- B) active: they will be the members that joined after the original Assembly and they enjoy the same rights and obligations.
- C) honorary: they will be especially those individuals or legal entities that have contributed and collaborated on the development and consolidation of the Association. The honorary associate category will be by the recommendation of the Board of Directors and approved by the General Assembly Extraordinary with not less of an affirmative vote than two third of the members present, who have the right to voice and vote and are currently actively enjoying their rights. The Honorary Associate will participate in the General Assemblies with right to voice but without vote, they are not able to be elected to officer positions, nor the office of Fiscal, nor will they be subject to the other duties which the active members and founders have.

Eighth: Members: to be designated a Member the following rules will be observed:

- A) A Member is a woman of legal age, who speaks English and resides in Perez Zeledón permanently or part of the year, and who submits a membership form designed for such membership, where she points out that she is committed and respectful towards the community and has a desire to help and form bonds of friendship and cooperation. Such document is presented to the Board of Directors who reserve the right to accept or to reject the completed request to join the Association, if it is accepted it will be by simple agreement, if it is rejected it will be by justified agreement. In the

event of the individual not accepting the decision of the Board of Directors, she will be able to appeal before the Assembly.

Ninth: Modes of Disaffiliation: a member will be disassociated from the Association by the following causes: First: death; Second: voluntary resignation directed in writing to the Board of Directors who will acknowledge it and record it at the following Extraordinary General Assembly, and by expulsion decided on by the General Assembly for any one for the following reasons:

- A) immoral conduct that reflects against the good reputation of the Association
- B) illegal use of the physical and economic assets of the Association;
- C) breach of the law, internal statutes and regulations;
- D) having been suspended three consecutive times in the period of one year;
- E) non-payment of three consecutive membership fees without justifiable cause

A member will be suspended for a month for the following reasons:

- A) a member of the Board of Directors who does not attend three consecutive sessions of the Board of Directors or five alternating ones in a year
- B) non-payment of three consecutive membership fees without justifiable cause
- C) non-attendance at two consecutive Extraordinary General Assemblies without justifiable cause
- D) unjustifiably fails to fulfil the obligations that will be conferred by the General Assembly or the Board of Directors.

The Board of Directors will communicate suspensions in written form:

In the cases of expulsion of a member it will proceed in the following form: before the cessation of membership of a member, the Board of Directors communicate in writing to the affected member the reasons for their expulsion. With effect from the moment the member receives the communication she can have fifteen working days to prepare her defence. Once this period has expired the Board of Directors will immediately call an Extraordinary General Assembly in the time and place that it establishes in Article 13 to deal with the case, the accused member will have to be present and will be able to appeal before this Assembly and to use her defense, and it will be the Extraordinary General Assembly that decides definitively in the affirmative or negative on the expulsion of the member within a period of eight days.

Tenth: The rights of Members: the member will have the following rights:

- A) to choose and to be elected to Board of Director positions, the office of Fiscal or any Committees of the Association
- B) to participate in educational, cultural, recreational, social and other activities organised by the Association
- C) to participate with voice and vote in the General Assemblies
- D) to present motions and suggestions in Assemblies

E) to denounce before the Fiscal and the General Assembly of Associations any irregularity that she notices in the performance of the functions of the Board of Directors and other members of the Association

F) to ask for the legal books, accounts and any other documentation at the Club's disposal to be made available in cases where required

Eleventh: Duties of the Members: these are duties of the Members:

A) to fulfill the law of the Association, regulations and statutes as well as any agreements that emanate from the Association.

B) to pay the membership fees on time.

C) to attend the meetings when they are summoned

D) to cooperate in the welfare and the sound development of the activities of the Association

E) to support the decisions that the Association makes and lend all the material and moral support within her ability

(NO F)

G) protect and try to progress the Association

H) carry out with loyalty all the positions, commissions or works that are entrusted to her

I) to communicate to the Board of Directors or the Fiscal any acts of which they have knowledge and which reduce the prestige of the Association.

Twelfth: The Body of the Association: the Association will consist of the following parts:

A) the General Assembly. B) the Board of Directors. C) the Fiscal

Thirteenth: The General Assembly; is the predominant part of the Association, composed by the totality of its Members. There will be two types of Assemblies: Ordinary and Extraordinary

The Ordinary Assembly will meet once a year in effect to receive reports of the workings of the President and Treasurer of the Board of Directors, as well as of the Fiscal and to Elect the members of the Board of Directors and Fiscal.

Extraordinary Assemblies will meet whenever summoned by the Board or when requested by a third of the total membership or when the Fiscal considers it necessary. In the best interests of the membership

The Ordinary and Extraordinary Assemblies will be summoned by the Secretary by means of a circulated letter with at least ten days advance notice. The assembly is considered convened in the first call when half but one of the Members are in attendance. If the assembly is not constituted on the first call, a minimum of one hour later a second call is summoned with the number of Members present that should in no case be less than the eligible positions in the structures of the Association. The subjects will be approved by simple majority, except in those cases that by law or by these statutes require the vote of two thirds of Members present in the Assembly.

Fourteenth: Attributes of the Ordinary General Assembly:

- A) to elect every two years the Board of Directors and Fiscal, allowing for re-elections.
- B) to be informed of, to approve, to reject or to modify the accounts and financial report of the Association.
- C) to approve or to veto the regulations that the Board of Directors present (No D).
- E) to be advised of and approve the budget and the plan of corresponding work
- F) to approve the purchase of goods and to accept donations and legacies
- G) to determine the amount of the fidelity policy that should be established for the Treasurer.

Fifteenth: Attributes of the Extraordinary General Assembly:

- A) to fill the vacancies from a definitive absence of a member of the Board of Directors or the Fiscal
- B) to reform the statutes and regulations
- C) to decide or veto the expulsion of a Member.
- D) to sanction or to dismiss from her position any member of the Board of Directors or the Fiscal caused by the breach of their duties.
- E) to inform the administrative bodies of any subject of extreme urgency that cannot hold until the Ordinary Assembly.
- F) to decide or veto the designation of an Honorary Member
- G) to decide upon the dissolution the Association.

Sixteenth: Board of Directors: the Association resides in the Board of Directors composed by five members of legal age named thus: President, Vice President, Secretary, Treasurer and Vocal; who will be elected by an Ordinary Assembly in the first fortnight of the month of November for a period of two years from the day they took up the position – the 16th of November of the year that applies. Temporarily absent members of the Board of Directors will be replaced at this meeting; in cases of definitive absences, the meeting will summon an Extraordinary General Assembly to fill the vacancy for the remainder of the period. The Director who misses three consecutive sessions without justification will lose his position as a member of the Board of Directors.

Seventeen: The Board of Directors: will meet in ordinary form every two weeks and when it considers it necessary; it will be summoned by the Secretary by means of a circular letter with five days notice. The fifty and one percent of its members will form a quorum and their agreements are approved by simple majority of votes; in case of a tie the President will have a casting vote.

Eighteenth: The responsibilities of the Board of Directors: are the following:

- A) to carry out their functions in an honorary capacity (without payment)
- B) to implement the decisions taken by Ordinary and Extraordinary General Assemblies
- C) to make necessary decisions so that the Association fulfills its aims.
- D) to present an annual report of the work and budgets to the General Assembly

- E) to summon General Assemblies through the Secretary or President
- F) to ensure faithful execution of the statute and regulations of the Association.
- G) to look after the assets of the Association.
- H) to discuss and select modifications or reforms to the statute to be presented for the approval of the Extraordinary General Assembly
- I) to be informed about, to review, control or to budget all the financial income donated for the operation of the Association
- J) to evaluate recommendations presented by the Members or the Fiscal, which will be made reciprocally in writing.
- K) to appoint temporary working groups to fulfill the of the aims of the Association as jointly agreed by the members of the Board of Directors and the Members . The President will have the right to be a member of all working groups when she wishes to be. The coordinator will be appointed by the members of the working group.
- L) supervise jointly with the Fiscal, the work of the group.
- M) receive requests of voluntary resignation and make recommendations before the Extraordinary General Assembly for honorary members or the expulsion of any associate for the reasons indicated in article nine
(No N)
- O) the members of the Board of Directors will strictly perform their functions as stated and established in the statutes and regulations of the Association, and under no circumstance will they assume powers and faculties that have not been previously agreed

Nineteenth: of the Fiscal: there will be a third independent position titled Fiscal, of adult age nominated by the ordinary General Assembly , held in the first fortnight of the month of August, for a period of two years. The Fiscal will take up this position on the 16th of August of the year concerned and will have the following attributes:

- A) ensures that the Association strictly observes the requirements of statutory law and regulations, as well as the functions of the Board of Directors
- B) bring to the attention of the Board of Directors, or in their deficiency, to the Assembly any irregularity that injures the prestige or the operation of the General Assembly.
- C) to render an annual report to the Assembly.
- D) to hear complaints of the Members and make the pertinent investigations
- E) solicit the call of an Extraordinary Assembly when she considers it necessary.
- F) to participate with voice but without vote in the sessions of the Board of Directors where there are matters that interfere with the management of their role

Twentieth: Attributes of the members of the Board of Directors: first:

- First:** A) the President will be the Judicial and Extrajudicial representative of the Association with proxy authority to sell, to buy, to mortgage, to permute, to pledge, to accept donations and legacies, or to negotiate any good in the name of the Association, subject to the authorization of the General Assembly.
- B) the President will preside over the decisions of the Assemblies and the meetings of the Board of Directors, sign the records jointly with the Secretary, authorize with the

Treasurer payments agreed by the Board , and take the initiative in all the business undertaken by the Association

C) she will develop with the other members of the Board of Directors the plans, programs, projects and budgets that have been presented to and approved by the General Assembly

D) The President will coordinate the annual reports on the work and management of the Association. She will execute the agreements taken in General Assembly and by the Board of Directors.

Second: the Vice-president will replace the President in her temporary absences with equal powers and responsibilities.

Third: the Secretary will record the activities and decisions of the meetings of the General Assemblies and Board of Directors and sign them together with the President; read the correspondence and deal with it as soon as possible. She will keep in perfect order the book of minutes of General Assemblies, the book of minutes of the Board of Directors and the Register of Members which will be maintained in the office of the Association under the custody of the Board of Directors. She will keep an orderly and complete archive of documents. Within two weeks of giving up her function, the Secretary will give the Association documents, books and files to her successor; the breach of this responsibility will bring expulsion from the Association.

Fourth: the Treasurer has the obligation to collect fees and to submit regularly to the Board of Directors a detailed list of payments made and members in debt. To monitor the bills of the Association and pays these in time, to take care of the funds of the Association, and those that will be deposited in the name of the Association in one of the national banks.

Deposits or withdrawals will be made with the signatures of the President and the Treasurer and in temporary absence of the President the Vice-president will sign. She will present a financial report to the Assembly and will keep up to date the books, inventories and balances, which will be maintained in the office of the Association under the custody of the Board of Directors.

She will be covered by a fidelity policy according to Article 24 of the Law of Associations, which amount will be fixed for the Board of Directors in General Assembly. Within two weeks of giving up her function, the Treasurer will give the documents, books and vouchers of the Association to her successor, the breach of this responsibility will bring expulsion from the Association.

Fifth: the Vocal has the responsibility to help with tasks entrusted to her by the Board of Directors and to replace in temporary form an absent Director of the Board, with the exception of the President. In case of absence of the President and the Vice-president at the same time the Vocal will be able to replace the Vice-president, where she will preside over the sessions of the Assembly and the meetings of the Board of Directors and will sign the minutes together with the Secretary.

Twenty first: Reforms to the statute: the total or partial reforms of the statutes will have to be approved in the Extraordinary Assembly by two thirds of all Members entitled to vote, not only of those present in the Assembly, and their inscription will have to conform to Article 19 of the Laws of Association and their reforms.

Twenty second: the Association will be able to dissolve when the reasons indicated in Articles 13, 27 and 34 of the Law of Associations and their reforms occur. When being dissolved the Association will ask the Civil Judge of Buenos Aires to appoint up to three liquidators who will receive an honorarium that does not exceed five percent of the liquid assets.

Twenty third: final dispositions: in this same act, approved once in previous statute we proceed to elect the first Board of Directors and Fiscal, only for the period 1st of December of year 2011 to the 13th of November of 2013, thereafter the period will be the 1st of December of the relevant year to the 13th of November of the relevant year; the appointments falling to the following people: President: Sheelagh Elizabeth Richards, Vice-president: Monique Chabot, Secretary: Cathy Carrolan. Treasurer: Patricia Lynn Gutt. Vocal: Isolde Schmidt and Fiscal: Linda Genelda Bass. All those named accept these positions to take immediate effect. At the same time they authorize Notary Ana Patricia Vargas Jara to formalize the present record and take steps for their legalization, exercising her legal function and position as their agent, for which the legal stamps are enclosed. There being no further subjects to deal with, the meeting is adjourned at eighteen hours. Business is concluded. I have not collected an honorarium, treating them as an Association of beneficial character. I will send a first testimony. Having read and considered their original it was approved and I sign in the city of San Isidro del General, Pérez Zeledón at (time) on the 16th of December Two Thousand and Eleven.

ADDENDUM FEBRUARY 2013

At the Annual General Assembly held on 12 February 2013, members agreed the following amendments to the Constitution:

Article 14:

Amend to permit elections to be held every year

Article 16:

Amend that Officers will be elected for a period of one year

Article 17:

Amend to read that the Board of Directors will meet every quarter and when it considers it necessary

Article 18:

Amend to enable co-ordinators (when Chairmen of standing committees) to be appointed by members in an Assembly or by members of the working group (when it is a short-term working group)

Article 19:

Amend to enable the Fiscal to be appointed alongside other Officers at the Annual Assembly in November