

STATUTE

PAN-AMERICAN FEDERATION OF ENGINEERING SOCIETIES

*(Approved at the General Assembly, Buenos Aires, Argentina, 2010)
(Amended at the General Assembly, Cartagena, Colombia, 2018)*

CHAPTER I: CHARTER AND PURPOSE

Article 1º: NAME

The name of the organization is "Pan American Federation of Engineering Societies". (Unión Pan-Americana de Asociaciones de Ingenieros - União Pan-Americana de Associações de Engenheiros - Union Panaméricaine d' Associations d' Ingénieurs) and its acronym will be "UPADI".

Article 2º: HOME

The home of the Pan-American Federation of Engineering Societies will be the site designated as its Headquarters, as set forth in Article 16 of this statute. Its legal residence will be in the country in which said Headquarters are located.

Article 3º: LEGAL STATUS

UPADI will have a legal charter as an inherent part of its character, with all the rights, obligations and attributes established by the laws of the country in which its Headquarters are located, and will consequently be able to rent and administer all real properties, make contracts, receive donations, and execute all necessary administrative actions in order to carry out its functions, subject to legal regulations.

Article 4º: PURPOSE

This organization has been formed for the purpose of cooperating towards the advancement of science and technology for the benefit of humanity and, as a result, will support the Member Organizations that comprise it and the engineers associated with them.

Article 5º: GOALS

UPADI is a nonprofit, civic, international association, with the goal of: encouraging, promoting, extending, orienting, guiding and standardizing the actions and practices of engineers in the Americas. To accomplish its goals, the following actions are enacted:

5.1 Propitiate and coordinate:

5.1.1 The execution of periodic Pan-American engineering congresses, conventions and exhibitions.

5.1.2 The general relationships of the Pan-American entities engaged in the practice of the different engineering specialties.

5.1.3 The establishment of technical, scientific, or cultural collaboration covenants and agreements with national or international organizations whose objectives coincide with those established by the UPADI Statute.

In those instances where an international organization has its main headquarters in the territory of a member of UPADI, the covenant or agreement will be carried out with the participation of the Member Organization.

5.2 Participate in international events related to the practice of engineering, which are sponsored or undertaken by governmental or private, national or international agencies in the countries of the Americas or the world.

5.3 Encourage:

5.3.1 Individual or collective visits between member countries or to other areas of interest.

5.3.2 The exchange of professors, lecturers, engineers and students between universities, schools and engineering associations.

5.3.3 The development of personal relationships among engineers of different countries.

5.4 Organize:

5.4.1 Administrative relationships among engineer associations.

5.4.2 Technical, professional, economic and social exchanges between the members of the associations, individually as well as collectively.

5.4.3 Technical contests or competitions between engineers and engineering students.

5.5 Grant recognition, honorable mentions, diplomas and prizes to persons or entities that have made outstanding contributions for the good of engineering.

5.6 Promote:

5.6.1 Professional regulations.

5.6.2 Professional codes of ethics.

5.7 Sponsor the study of Pan-American technical and economic problems.

5.8 Contribute to:

5.8.1 The enhancement of the engineering profession.

5.8.2 Increasing the usefulness of the profession in matters of public interest.

5.8.3 The rapprochement and peace among nations.

5.8.4 A greater technical bonding between the American nations.

5.8.5 The economic development of the American nations.

5.9 Devoting the heritage and knowledge of engineering to the well-being of humanity, offering possibilities and opportunities for human labor through the most ample use of natural materials and resources.

5.10 Fulfill the obligations derived from the status maintained by UPADI with similar international organizations.

Article 6º: DURATION

UPADI is established for an indefinite period of time and can only be dissolved by agreement of the General Assembly, reached during an Extraordinary Meeting called for that specific purpose.

Should it be dissolved, all UPADI property or the income derived from its sale will be turned over to the institution or institutions of Pan American nature designated by the General Assembly, whose goal is the study or promotion of any of its engineering specialties.

Article 7º: UPADI MAY CREATE ANY LEGAL PERSONS NECESSARY FOR THE ACHIEVEMENT OF ITS GOALS.

CHAPTER II: COMPOSITION

Article 8º: MEMBERS

Each country may be represented by one or various members, however with only one vote.

8.1 Said members will be those national organizations, unions, federations, associations or college institutions, encompassing one or more engineering specialties in that country, or the Organizations that represent them.

8.2 In those countries where such organizations do not exist, the UPADI member will be the organization or organizations acknowledged as the ones that are most representative of organized engineering in that country by the General Assembly, as proposed by the Directorate, with previous consent and recommendation of the Consultative Council. The following criteria will be taken into account when admitting one or more organizations as representatives of engineers in that country:

- The proportion of the number of engineers represented with respect to the total amount of engineers in the country.
- The geographic area of the country.
- The representation of the different engineering specialties.
- The accordancy between its goals and those of UPADI.
- The accordancy of the organization's ethics code with the UPADI Code of Ethics.
- The independence of criteria that the association has in regard to its country's government.

8.3 Associations or federations of associations from American countries that are not yet represented, may enroll by virtue of a resolution from the Directorate, subject to ratification during the following meeting of the General Assembly.

Article 9º: REQUIREMENTS FOR MEMBERSHIP

The Directorate will ensure that each new applicant meets the following requirements:

9.1 That it represents those engineering professionals in its country who are not already represented in UPADI.

9.2 That it is located in the territory of the nation it represents.

9.3 That it has a relationship marked by cordiality and technical, trade or social cooperation with the other engineering associations in its country.

9.4 That it clearly demonstrates that the association agrees with the statutes, rules and regulations of UPADI.

9.5 The members of UPADI must be up to date in the payment of the assigned dues; otherwise, their member status will be suspended.

Article 10^o: TERMINATION OF MEMBERSHIP

The termination of a membership will be a result of:

10.1 Written resignation by the member.

10.2 A change in the member's status that disqualifies it for membership.

10.3 Non-compliance with statutory provisions, as decided by two thirds of the members of the General Assembly.

Article 11^o: RESPONSIBILITIES OF MEMBERS

11.1 Members are obligated to act in accordance with UPADI Statutes, Ordinances, Regulations, and the UPADI Code of Ethics.

11.2 They must also contribute to its financial support, according to the regulations approved by the General Assembly, henceforth called the Dues Regulations.

11.2.1 The General Assembly will revise and approve the existent dues every four years.

It will also revise the Dues Regulations if necessary, as requested by the UPADI treasurer or by any Member of UPADI. The dues revisions will be included in the Dues Regulations once the General Assembly has reached a decision about them.

11.2.2 The Dues Regulations must include, but not be limited to, the following:

11.2.2.1 Factors to be considered when establishing the dues.

11.2.2.2 Reference guide for the factors to be used.

11.2.2.3 Mathematical relationship of the factors used to determine the dues.

11.2.2.4 Procedures for the revision of socioeconomic changes in specific countries.

11.2.2.5 A ratio of the dues that correspond to each country, expressed as a total and, if necessary, as a fraction corresponding to each Member Organization per country.

11.2.3 Additional organizations admitted by a country will pay a due based on the dues and the membership fee of the oldest Member Organization of that country in UPADI. In the event of the admittance of additional organizations composed by other professional associations, their dues will be proportional to the sum of the membership fees of all the associations comprised in them.

11.2.4 An organization that withdraws from UPADI with dues in arrears must pay the amount owed up to the moment of its withdrawal in order to again request admittance to UPADI.

11.3 Delays of at least four years in the payment of membership dues will authorize the General Assembly of UPADI to suspend the membership of the defaulting member, upon

previous recommendation by the Directorate. In such case, the payment of the dues in arrears will reactivate its membership.

In exceptional situations, as decided by the Directorate, payment settlements may be reached with the member organizations that are in arrears.

11.4 Any Member Organization that is not up to date in the payment of its financial obligations will not be allowed to vote, submit nominations for UPADI awards, for UPADI elective positions, nor for any position within the organizations of UPADI. Its rights will be reinstated as of the moment when its financial obligations are met or, failing that, when a payment settlement is formalized.

CHAPTER III REGIONAL GROUPS, UPADI COMMITTEES AND SPECIALIZED ENGINEERING ORGANIZATIONS (S.E.O) AND ASSOCIATE ORGANIZATIONS

Article 12º: REGIONAL GROUPS

When regional groups are formed or promoted in the American continent, in order to be acknowledged by UPADI, they must envisage a statute that coincides with the spirit and objectives of UPADI, and its acknowledgement or dependency must be approved by the General Assembly, as proposed by the Directorate.

The incorporation of a member to a regional group will become effective only through its own expressed consent.

Article 13º: UPADI COMMITTEES

Their objectives will be to develop specific programs and technical tasks. They will be identified by an attachment to their name that refers to the subject or specific technical branch involved. They will be Pan-American in nature. The General Assembly will be responsible for the creation of all of UPADI's Technical Committees, as proposed by the Technical Council, and of all other UPADI Committees or Work Groups, as proposed by the Directorate.

13.1 TECHNICAL COUNCIL

It will be formed by the representatives designated by each one of the UPADI Committees and by the representatives of the Specialized Engineering Organizations linked to UPADI. These last representatives will have a voice, but not the right to vote. For the purpose of its coordination and orientation, the President of UPADI will appoint a President of the Technical Council, whose designation must be informed to the General Assembly.

13.2 RELATIONSHIPS WITH SPECIALIZED ENGINEERING ORGANIZATIONS

In order to regulate the relations with existing or newly formed S.E.O. sponsored by UPADI within Pan-American or worldwide confines, two types of association status will be established within UPADI:

13.2.1 STATUS A

For national or international organizations belonging to any branch of science or culture, whose statutes contain a statement of direct collaboration with UPADI as an objective.

13.2.2 STATUS B

For relationships with national or international organizations belonging to any branch of science or culture, with whom UPADI subscribes agreements or resolutions for technical, scientific or cultural collaboration.

13.3 ASSOCIATE ORGANIZATIONS

Engineering Organizations, for or not for profit, can take part of UPADI activities as Associate Organizations.

13.3.1 To be accepted as Associate Organizations, such entities shall request their affiliation to the UPADI Directorate showing their working relationship with Engineering matters as well as their statutory objectives, which must be consistent with the UPADI objectives and Code of Ethics. To be accepted, Associate Organizations ought to have the agreement of the respective National Member with right of vote. Representative Organizations of Professional Engineers must have national representation and include all the disciplines of Engineering.

13.3.2 Associate Organizations will be allowed to attend as Observers, with voice rights and without voting rights, UPADI Assemblies and Technical Committees meetings.

13.3.3 Associate Organizations will contribute with an annual fee proposed by the Directorate and approved by the UPADI Assembly. Associate Organizations annual fees will be differentiated in accordance to the number of members, officers or employees belonging to such Organizations, with the condition that the minimum annual dues of an Associate Organization be equal to those of the Member Organization with voting rights of the same country.

13.3.4 Upon recommendation of the Directorate, arrears of three years of annual fees will allow the UPADI Assembly to cancel the affiliation of an Associate *Organization in debt*.

13.3.5 Associate Organizations will be allowed to use the UPADI logo followed by the expression "UPADI Associate Organization" on their documents letterhead and their publications, and will be able to be posted on the UPADI webpage.

CHAPTER IV UPADI MANAGEMENT

Article 14º: COMPOSITION

The UPADI Administration will be composed as follows:

14.1 The principal authority of UPADI is the General Assembly, which will meet at least once a year and will be constituted by the duly accredited representatives of the UPADI member organizations, as well as by the President, the Regional Vice-Presidents, the Secretary, the Treasurer, the President of the Technical Council, and the President of the Consultative Council.

The representative of each member organization will have the right to vote. Countries with more than one organization will have the authority to speak, but only one vote per country, as defined in Article 14.2. The President, the Regional Vice-Presidents, the Secretary, the Treasurer, the President of the Technical Council, and the President of the Consultative Council will have the authority to speak, but not the right to vote.

As required, the General Assembly will call to elections for the appointment of the following positions:

14.1.1 President

14.1.2 Regional Vice-Presidents

14.1.3 Secretary

14.1.4 Treasurer

14.1.5 Location of Permanent Headquarters

The President's term of office will be of two years, and he or she will act in the capacity of President Elect during the two years previous to his or her term. The term of office for the Secretary and Treasurer will be of four years, of two years for the Regional Vice-Presidents, and indefinite for the Headquarters.

14.2 VOTE COUNT

In all cases, counting will be done at a rate of one vote per member country. If a country has a representation made up of more than one organization, and if there is no consensus among them about the issue at hand, the final vote will be issued by the Organization who is the oldest member of UPADI from that country.

In case that the oldest member Organization of UPADI has been disqualified, suspended or dismissed, the vote will correspond to the second oldest member organization of UPADI.

14.3 The following are the main functions of the General Assembly:

14.3.1 Organizational actions: stipulation of development policies and general action guidelines; approval of the Statutes, of the regulations and their modifications; establishment of internal institutional organizations and of the external entities that complement their operation, including financially; approval of the admission or exclusion of members; evaluation of measures related to the dissolution of UPADI.

14.3.2 Electoral actions: election, as appropriate, of the President-Elect, of the remaining members of the Directorate, of the country that will host the headquarters for an indefinite period of time, and of a new country for headquarters if a change must be made.

14.3.3 Administrative actions: issues related to the performance, operation and execution of UPADI activities, approval of the annual budget, conclusion of the financial execution, approval of the activities carried out by the Technical Committees, evaluation of the recommendations made by the Consultative Council, relationship with organisms linked to related activities, as well as approval of other issues that the Directorate considers to be outside of its jurisdiction.

14.3.3.1 Deal with issues of administration, legislation, interrelation, technical and financial issues, previously subject to approval by the Directorate.

14.4 The General Assembly will meet ordinarily at least once a year, in a session with all members present, and extraordinarily when summoned by the President of UPADI, or at the request of the Directorate or of one third of the Member Organizations, in a session that may be either a virtual one or with all members present. In the case of virtual meetings, the online connection system must allow for the validation of presence and of written votes.

14.4.1 The members of the Directorate, the Executive Director, the Presidents of the Consultative Council, of the Technical Council, and of any entities created by UPADI, as well as the members of delegations of related organizations and any other guests whose

attendance is considered convenient, will be allowed to participate in the sessions of the General Assembly, with the authority to speak but without the right to vote.

14.4.2 When suitable, the General Assembly will conduct an Electoral Session with all members present, in which, depending on the case, it will elect the President of UPADI, called the President-Elect, who will have an effective term of office of two years beginning at the moment when the former President's term of office concludes. It will also elect the remaining members of the Directorate –Regional Vice-Presidents, with a term of office of two years, the Secretary and the Treasurer, with a term of office of four years– and it will make decisions regarding any change in the location of headquarters, if necessary.

14.5 Any temporary absences by the President in office will be filled by the President-Elect. In case of a definite vacancy in the Presidency, the President-Elect will complete the term of office of the former president and will begin his or her own term of office as corresponds, in which case the General Assembly will choose the new President-Elect.

14.6 The quorum required for a General Assembly session will be more than half of the number of UPADI Member Organizations, and all decisions will be based on a simple majority of votes cast by the representatives of the Member Organizations present with the right to vote, with the exception of special issues for which the Statute or its Regulations explicitly establish a special quorum and/or a different vote count.

14.7 The administration of UPADI will be in charge of the Directorate, which will have an Executive Directorship as its executor authority.

14.7.1 Aside from the UPADI President in office, the Directorate will be constituted by the following members, elected by the General Assembly: the Regional Vice-Presidents with a term of office of two years, with the option to be reelected for an equal additional term, and the Secretary and the Treasurer with a term of office of four years. The President's absences will be filled according to paragraph 14.5 of these Statutes.

14.7.2 Any temporary absences by the Treasurer or the Secretary will be filled by a Vice-President chosen within the members of the Directorate.

14.8 During the four years of President of UPADI as President-Elect and Past President, his activities will be fully funded by the proposing Member Organization. During his or her two years as President in office, they will be fully funded by UPADI.

14.9 For the purpose of appointing the Vice-Presidents, the continent will be divided in five (5) geographic regions, and one Vice-Presidential title will correspond to each one of those regions. These regions will be integrated in the following manner:

REGION I - NORTH: Canada, United States of America and Mexico.

REGION II - CENTRAL: Guatemala, Belize, El Salvador, Honduras, Nicaragua, Costa Rica, and Panama

REGION III – CARIBBEAN: Aruba, Cuba, Haiti, Jamaica, Dominican Republic, Puerto Rico, and Trinidad and Tobago.

REGION IV – BOLIVARIAN COUNTRIES: Bolivia, Colombia, Ecuador, Peru and Venezuela.

REGION V – BRAZIL AND THE SOUTH CONE: Argentina, Brazil, Chile, Paraguay and Uruguay.

In the event of new countries entering UPADI as members, the General Assembly will establish which Region they belong to for the aforementioned purpose.

14.10 The Member Organizations will be represented by their President or, in default whereof, by a Delegate appointed by the corresponding Member Organization.

14.11 The Member Organizations will appoint, as part of their internal organization, an officer in charge of the relations with UPADI, so that any periodical changes in their directing bodies do not cause interruptions in these relations.

14.12 To ensure the greatest possible participation in leadership positions within UPADI, no person may occupy more than one elective position in the Organization, unless otherwise established by the Statute or by any regulations as part of his or her responsibilities.

Article 15^o: DUTIES AND AUTHORITY OF THE DIRECTORATE

15.1 The Directorate is the directing organ of UPADI, and it will be represented by the President in office, the Regional Vice-Presidents, the Secretary and the Treasurer. The Directorate may also invite to its meetings whomever it may consider convenient. The Directorate will have an Executive Directorship that will execute the established policies and guidelines.

The Directorate will have the following responsibilities:

15.1.1 Guide the general policies of UPADI by means of recommendations to its Member Organizations.

15.1.2 Coordinate the actions of the different regional groups, for which purpose it may designate the President, who will act as agreed upon with the interested members.

15.1.3 Supervise the work of all UPADI Committees.

15.1.4 Act in accordance with the procedural standards established in the Statute, the Regulations, and the Resolutions of the General Assembly.

15.1.5 Be in charge of policies to manage the assets of UPADI.

15.1.6 Promulgate regulations, in accordance with the Statute, the Regulations and the Resolutions of the General Assembly, which must be ratified during the following session of the General Assembly.

15.1.7 The President of the Directorate will have the authority to grant any general powers necessary for purposes of control, administration, and collection, required for the good governing and legal representation of UPADI. He or she may also grant special judicial powers required to attend to litigious procedures.

15.1.8 Account for its actions before the entire group of members, by means of an annual report and balance.

15.1.9 Issue, during every meeting of the General Assembly, a report concerning all the activities developed since the previous meeting.

15.1.10 Review the projected Annual Budget, in accordance with what is stipulated in the Statute, in the Dues Regulations and in the Budget prepared by Headquarters.

The Budget will be submitted by Headquarters for consideration of the Directorate, (30) thirty days prior to the Directorate meeting in which it will be evaluated. It will, in turn, be submitted by the Treasurer to the General Assembly, including the results of the deliberations by the Directorate, thirty (30) days prior to the meeting in which it will be evaluated.

The UPADI Fiscal Year will be considered from January 1 to December 31 of the same year. If the General Assembly meeting where the budget will be approved cannot be held, the previous budget will remain in force until a new one is approved.

15.1.11 Elect the Executive Director according to the established procedures.

15.2 The Directorate will meet ordinarily at least every two months, be it with all members present at Headquarters, or other country that hosts the meeting or virtually under the control of Headquarters, and at least once a year with all members present during the meeting of the General Assembly.

15.2.1 In the case of virtual meetings, the system used for online connections must allow for the automatic recording of the participants' presence, and for the recording and validation of individual votes.

15.3 It will hold sessions with a quorum of more than half of its members, where all resolutions will be made by a simple majority vote of all those present with a right to vote. The President in office will only exercise his casting vote in case of a tie.

Article 16º: HEADQUARTERS

16.1 For an indefinite period of time, the Organization will have its Headquarters located in the country selected by the General Assembly through a valid vote of two thirds of the total members of UPADI.

16.2 The country hosting the new UPADI Headquarters must open the way for the international flow of financial resources, without legal obstacles to contributions, membership payments, or donations.

For a country to be eligible to be the Headquarters of UPADI, it must comply with all requirements established in the Regulations to this effect.

16.3 The Headquarters functions will be purely administrative, and the Presidential Headquarters will be located in the country that holds the Presidency.

16.4 By recommendation of the Directorate and upon adequately verified circumstances, if the country designated as headquarters could not continue fulfilling this obligation, the Electoral Assembly, through a valid vote of two thirds of the total members of UPADI, may designate another country as Headquarters for the organization, with the same obligations as the previous one.

Article 17º: CONSULTATIVE COUNCIL

As the consulting body for UPADI, the Organization will have a Consultative Council. This Council will be composed by the Ex-Presidents of UPADI, who will be granted membership by right, and also, upon agreement by the General assembly and as proposed by the Directorate or by the Consultative Council itself, by those persons who, due to their outstanding work and knowledge of UPADI concerns or through their meritorious efforts in benefit of the Institution and of engineering in general, have made themselves worthy of this distinction. The office of President of the Consultative Council will be appointed by the members of the Consultative Council, from among its own ranks.

17.1 The President of the Consultative Council will have a term of office of four years and may be reelected.

Article 18 °: EXECUTIVE DIRECTORSHIP

The organization will have an Executive Directorship that will have its seat in the institution's Headquarters. For this purpose, the Executive Directorship will be presided by a professional who will act as an officer of the Organization, and who will have the human and material resources necessary to fulfill his objectives. The Executive Director will be appointed by the Directorate. The payment of this officer's salary will be covered by the UPADI budget.

In case that this officer does not reside in the country where the Headquarters are located, the relocation expenses for the officer and his or her family, as well as any other necessary expenses, will be covered by the proposing member organization.

18.1 The following will be the functions of the Executive Directorship:

18.1.1 To draw up, in coordination with the Treasurer, the organization's budget proposal, which will be read and reviewed by the Directorate and approved by the General Assembly.

18.1.2 To summon ordinary or extraordinary meetings of the General Assembly, as appropriate, at the request of the President.

18.1.3 To summon ordinary meetings of the Directorate, as appropriate, or extraordinary ones at the time and date set in agreement with the President or, in his or her absence, with his or her temporary replacement, in cases considered urgent.

18.1.4 To attend the meetings of the Directorate and of the General Assembly, with the authority to speak but without the right to vote.

18.1.5 To draft the minutes of the sessions of the Electoral Assemblies, the General Assembly and the Directorate, in coordination with the Secretary and in the official languages approved by UPADI.

To sign the organization's correspondence, except for the one that corresponds to the President or to the other members of the Directorate.

18.1.6 To determine the order and form of UPADI's accounting in coordination with the Treasurer.

18.1.7 To manage the organization's personnel within Headquarters, and to appoint those positions authorized by the budget.

18.1.8 To draw up the final projects of the work program and the annual budget according to the Treasurer's guidelines.

18.1.9 To look after the organization's revenues and keep them in his custody, as well as all other property and assets of UPADI, according to the Treasurer's guidelines.

18.1.10 To submit the reports requested by the Directorate and the General Assembly.

CHAPTER V: CONVENTIONS

Article 19°: DUTIES AND AUTHORITY

UPADI will promote the execution of Conventions in order to celebrate acts of a technical, professional or social nature, according to the program formulated by the Directorate in coordination with the organizing country. Only technical matters may be discussed.

Article 20º: LOCATION

The organization and financing of the Convention will be a responsibility of the UPADI Member Organization in the designated country, in coordination with UPADI's Technical Council and Technical Committees.

Article 21º: CONVENTIONS

The Conventions will be governed by their General Regulations.

CHAPTER VI OFFICIAL LANGUAGES AND PUBLICATIONS

Article 22º: LANGUAGES

The languages to be used for exchanges between members will be Spanish, English and Portuguese. In the case that organizations from French-speaking countries are incorporated, French may also be used. The Statute, Regulations and other important documents may be published in these languages.

Article 23º: PUBLICATIONS

The publication of official communications, news, speeches, technical reports and similar matters will be subject to the general procedural rules established by the Directorate.

CHAPTER VII MODIFICATION OF THE STATUTE AND REGULATIONS

Article 24º: MODIFICATION OF THE STATUTE

The following procedure will be followed in making modifications to the statute:

24.1 The modifications to the Statute presented in writing by a Member Organization, the General Assembly or a member of the Directorate, must be submitted to the Directorate at least six months in advance to the date of the General Assembly's ordinary meeting.

24.2 The Directorate, in cooperation with the proponent, will study the proposed modifications and will communicate the possible amendments to all the members of the General Assembly at least three (3) months in advance to the date of the General Assembly meeting called to this effect.

24.3 The Directorate will submit the proposed modifications and the respective reports for consideration during the General Assembly meeting held to this effect.

24.4 In order to approve modifications to the statute, a minimum of two thirds of the votes from the members present in the General Assembly meeting who have a right to vote must be emitted. The modifications to the Statute must be communicated to all the members, and they will be valid starting at the moment when the members are informed about them via certified mail, be it electronic or physical, and as of their publication in the Organization's official website.

Article 25º. MODIFICATIONS TO THE REGULATIONS

The regulations will be modified in the following manner:

25.1 The general regulations of the statute may be modified by a majority vote of the General Assembly. All members must be notified of such modifications at least two (2) months in advance to the date of the General Assembly meeting when they are to be discussed, and they will be considered as formally in effect once they have been approved by the majority of the members present.

The technical and operational regulations will be promulgated or modified by the Directorate, by a simple majority vote. The regulations will enter into effect at the moment when they are communicated via certified mail, be it electronic or physical, and as of their publication in the Organization's official website.

25.2 If the modifications to the technical and operational regulations are proposed during the ordinary meeting of the UPADI General Assembly, they will be considered approved by the affirmative vote of the majority of members present.

CHAPTER VIII THE UPADI HERITAGE

Article 26º: THE UPADI HERITAGE

It is formed by:

26.1 The dues paid by the Member Organizations.

26.2 The endowments, donations or subsidies received from individuals or from private, semi-official or official institutions.

26.3 The income received from UPADI Committees or from work done for third parties.

26.4 Income received from the investments of external entities created by UPADI for financial purposes.

26.5 Any other properties or titles currently held by it, or which it may acquire in the future in any way.

Article 27º: THE UPADI HERITAGE WILL BE OPERATED IN TWO GENERAL CHAPTERS, THE FIRST ONE CONSTITUTED BY THE FUNDS TO BE USED FOR OPERATIONAL EXPENSES, AND WHICH WILL BE KNOWN AS THE "INSTALLATION AND OPERATION FUND", AND THE SECOND ONE WILL BE THE "UPADI HERITAGE FUND".

CHAPTER IX: TRANSITORY PROVISIONS

Article 28º: TRANSITORY PROVISIONS

28.1 The persons who hold the office of the Presidency, the Regional Vice- Presidencies, the Secretary and Treasurer, the Presidency of the Technical Council and the Presidency of the Consultative Council at the moment when these statutes enter into effect will remain in those positions until the conclusion of their terms of office.

28.2 Once the present statute has been approved, and within a maximum period of one year, the Directorate may propose to the General Assembly a project for the revision of the stipulated dues, as a capitalization mechanism for the permanent Headquarters.

28.3 During a single period of four years, the permanent Headquarters may have the support and the administrative collaboration of the Member Organization of the selected country, until it achieves economic and financial self-sufficiency. If this is not so, once this period has concluded, the General Assembly will perform the corresponding revisions.

28.4 One year before the current President's term of office concludes, the Directorate will call to elections in order to elect the permanent Headquarters and the President-Elect.

28.5 The Directorate will call for the election of the Regional Vice- Presidencies at the end of their respective terms of office. The Treasurer and Secretary will conclude their terms of office during the same year when the term of the current Headquarters ends.

28.6 The President whose term of office ends before the modification of these statutes will stay on as Past President for a period of two years.

Article 29: THIS MODIFIED STATUTE WILL ENTER INTO EFECT AT THE MOMENT OF ITS APPROVAL DURING THE GENERAL ASSEMBLY OF OCTOBER, 2010.

29.1 Based on the modified Statute, the General Assembly will elect the remaining members of the Directorate: the Regional Vice- Presidents with a term of office of two years, the Secretary and the Treasurer with a term of office of four years, with the exception of those Vice-Presidents who maintain their previous terms of office.

29.2 The Executive Director of the current Headquarters will conclude its term when these Headquarters end operation.

Within the six months following the beginning of its functions, the Directorate entering into office will proceed to appoint the Executive Director of the UPADI Headquarters.