

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF FACT OF GOOD STANDING**

I, Jena Griswold, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

Asociacion Iberoamericana de Telesalud y Telemedicina (AITT)

is a

Nonprofit Corporation

formed or registered on 10/31/2015 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 20151709253 .

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 11/05/2020 that have been posted, and by documents delivered to this office electronically through 11/06/2020 @ 11:37:26 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 11/06/2020 @ 11:37:26 in accordance with applicable law. This certificate is assigned Confirmation Number 12711911 .



A handwritten signature in blue ink that reads "Jena Griswold".

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

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OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE OF DOCUMENTS FILED**

I, Wayne W. Williams, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office, the attached documents are true and complete copies of all documents relating to:

Asociacion Iberoamericana de Telesalud y Telemedicina (AITT)

Colorado Nonprofit Corporation

(Entity ID # 20151709253)

consisting of 24 pages as filed in this office.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 11/16/2015 that have been posted, and by documents delivered to this office electronically through 11/17/2015 @ 14:39:02 .

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, and issued this official certificate at Denver, Colorado on 11/17/2015 @ 14:39:02 in accordance with applicable law. This certificate is assigned Confirmation Number 9378102 .



A handwritten signature in blue ink that reads "Wayne W. Williams".

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*  
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### Articles of Incorporation for a Nonprofit Corporation

filed pursuant to § 7-122-101 and § 7-122-102 of the Colorado Revised Statutes (C.R.S.)

1. The domestic entity name for the nonprofit corporation is Asociacion Iberoamericana de Telesalud y Telemedicina (AITT)  
*(Caution: The use of certain terms or abbreviations are restricted by law. Read instructions for more information.)*

2. The principal office address of the nonprofit corporation's initial principal office is

Street address University of Colorado-AMC  
*(Street number and name)*  
12800 East 19th Avenue, P18-5124  
Aurora CO 80045  
*(City) (State) (ZIP/Postal Code)*  
Denver United States  
*(Province – if applicable) (Country)*

Mailing address  
*(leave blank if same as street address)* 12800 East 19th Avenue  
*(Street number and name or Post Office Box information)*  
Box 8104  
Arurora CO 80045  
*(City) (State) (ZIP/Postal Code)*  
Denver United States  
*(Province – if applicable) (Country)*

3. The registered agent name and registered agent address of the nonprofit corporation's initial registered agent are

Name  
(if an individual) La Rosa Francisco G  
*(Last) (First) (Middle) (Suffix)*

**OR**

(if an entity) \_\_\_\_\_  
*(Caution: Do not provide both an individual and an entity name.)*

Street address 12800 East 19th Avenue, P18-5124  
*(Street number and name)*  
Mail Stop 8104  
Aurora CO 80045  
*(City) (State) (ZIP Code)*

Mailing address

(leave blank if same as street address)

\_\_\_\_\_  
*(Street number and name or Post Office Box information)*

\_\_\_\_\_  
*(City)*      CO      \_\_\_\_\_  
*(State)*      *(ZIP Code)*

*(The following statement is adopted by marking the box.)*

The person appointed as registered agent above has consented to being so appointed.

4. The true name and mailing address of the incorporator are

Name

(if an individual)

La Rosa      Francisco      G  
*(Last)*      *(First)*      *(Middle)*      *(Suffix)*

**OR**

(if an entity)

*(Caution: Do not provide both an individual and an entity name.)*

Mailing address

12800 East 19th Avenue, P18-5124  
*(Street number and name or Post Office Box information)*  
Mail Stop 8104  
Aurora      CO      80045  
*(City)*      *(State)*      *(ZIP/Postal Code)*  
Denver      United States  
*(Province – if applicable)*      *(Country)*

*(If the following statement applies, adopt the statement by marking the box and include an attachment.)*

The corporation has one or more additional incorporators and the name and mailing address of each additional incorporator are stated in an attachment.

5. *(If the following statement applies, adopt the statement by marking the box.)*

The nonprofit corporation will have voting members.

6. Provisions regarding the distribution of assets on dissolution:

Assets will be donated to a local or foreign nonprofit organization involved only in the business of telehealth and telemedicine. This organization will be determined by a simple majority vote of the Board of Directors.

7. (If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains additional information as provided by law.

8. (Caution: Leave blank if the document does not have a delayed effective date. Stating a delayed effective date has significant legal consequences. Read instructions before entering a date.)

(If the following statement applies, adopt the statement by entering a date and, if applicable, time using the required format.)

The delayed effective date and, if applicable, time of this document is/are \_\_\_\_\_.  
(mm/dd/yyyy hour:minute am/pm)

**Notice:**

Causing this document to be delivered to the Secretary of State for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes. This perjury notice applies to each individual who causes this document to be delivered to the Secretary of State, whether or not such individual is named in the document as one who has caused it to be delivered.

9. The true name and mailing address of the individual causing the document to be delivered for filing are

La Rosa \_\_\_\_\_ Francisco \_\_\_\_\_ G \_\_\_\_\_  
(Last) (First) (Middle) (Suffix)  
12800 East 19th Avenue, P18-5124 \_\_\_\_\_  
(Street number and name or Post Office Box information)  
Mail Stop 8104 \_\_\_\_\_  
Aurora \_\_\_\_\_ CO \_\_\_\_\_ 80045 \_\_\_\_\_  
(City) (State) (ZIP/Postal Code)  
Denver \_\_\_\_\_ United States \_\_\_\_\_  
(Province - if applicable) (Country)

(If the following statement applies, adopt the statement by marking the box and include an attachment.)

This document contains the true name and mailing address of one or more additional individuals causing the document to be delivered for filing.

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Colorado Secretary of State  
 Date and Time: 11/04/2015 04:25 PM  
 ID Number: 20151709253  
 Document number: 20151717905  
 Amount Paid: \$25.00

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**Amended and Restated Articles of Incorporation**

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 20151709253

1. Entity name: Asociacion Iberoamericana de Telesalud y Telemedicina (AITT)  
*(If changing the name of the corporation, indicate name before the name change)*

2. New Entity name:  
 (if applicable) \_\_\_\_\_

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

"bank" or "trust" or any derivative thereof  
 "credit union"       "savings and loan"  
 "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires:  
 \_\_\_\_\_  
*(mm/dd/yyyy)*

or

If the corporation's period of duration as amended is perpetual, mark this box:

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:  
 (make the applicable selection)

- The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

*(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box  and include an attachment stating the date and manner of adoption.)*

7. (Optional) Delayed effective date: \_\_\_\_\_  
*(mm/dd/yyyy)*

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

La Rosa                      Francisco                      G  
*(Last)*                                      *(First)*                                      *(Middle)*                                      *(Suffix)*

Mail Stop 8104  
*(Street name and number or Post Office Box number)*

12800 East 19th Avenue, #P18-51241

Aurora                                      CO                      80045  
*(City)*                                      *(State)*                                      *(Postal/Zip Code)*

Colorado                                      United States  
*(Province – if applicable)*                                      *(Country – if not US)*

*(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box  and include an attachment stating the name and address of such individuals.)*

**Disclaimer:**

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November 2<sup>nd</sup>, 2015

Wayne W. Williams  
Colorado Secretary of State  
Denver, Colorado

Dear Honorable Mr. Williams:

We already have a registration as a nonprofit organization for our "Asociación Iberoamericana de Telesalud y Telemedicina (AITT)" with ID number 201 51709253, and I have paid for the corresponding outstanding fees.

Our association was created on February 11, 2011, in Quito, Ecuador, as stated in the attached file (Estatutos AITT) and I was elected president on February 11, 2013. Since that time, and under my representation, our association has been performing online international nonprofit activities from my office in the State of Colorado, exclusively in the areas of academics and education. These activities embraced all the countries of Latin America, Spain and Portugal (IberoAmerica).

During my presidency, my main activities were the organization of the international congress "I Congreso Iberoamericano de Telesalud y Telemedicina," which was held in Lima, Peru between October 16 and 18, 2014, and the publication of our official online journal "Revista de la Asociación Iberoamericana de Telesalud y Telemedicina" (Revista AITT, ISSN: 2411-3840) as shown in our Web sites <http://teleiberoamerica.com/lima2014> & <http://revista.teleiberoamerica.com>.

Since I was not aware that I had to register our association every year, I did not fulfill such requirement and I would like to request to file this letter as proof of our existence and doings during the unpaid years. Also attached are our statutes (Spanish and English translation) as they were originally approved in Quito, Ecuador in February 11, 2011.

Thank you very much.

Sincerely,

Francisco G. La Rosa, MD  
Past-Presidente de la AITT  
[www.teleiberoamerica.com](http://www.teleiberoamerica.com)  
Pathologist - Associate Professor  
University of Colorado Anschutz Campus  
Department of Pathology  
12800 East 19th Avenue, Room P18-5124  
Mail Stop 8104  
Aurora, CO 80045  
Office: 303-724-3782  
Cell: 303-549-4450





## **ESTATUTO DE LA ASOCIACION IBEROAMERICANA DE TELEMEDICINA Y TELESALUD (AITT)**

### **TITULO I**

#### **DENOMINACION, DOMICILIO Y OBJETO SOCIAL**

##### **Artículo 1.- Denominación y domicilio.**

Con la denominación de ASOCIACION IBEROAMERICANA DE TELEMEDICINA Y TELESALUD se constituye, en el Distrito Metropolitano de la Ciudad de Quito, una entidad sin fines de lucro, y que tiene como finalidad promover y contribuir al desarrollo de la Telemedicina y de la Telesalud, al perfeccionamiento de sus miembros y, a través de ello promover el mejoramiento de la salud y la vida de las comunidades nacionales.

##### **Artículo 2.- Propósitos.**

- a. Fomentar el desarrollo y la aplicación de las nuevas herramientas informáticas de comunicación (TICs), en el campo de la salud, de la investigación científica, la administración de la salud y en todas aquellas áreas relacionadas con las ciencias de la salud y biomédicas que tienen relación con la Telemedicina y la Telesalud.
- b. Fortalecer, apoyar, promover y divulgar los contenidos de las actividades relacionadas con el manejo de la información en salud y las herramientas que para ello se utilizan, bajo la denominación de Telemedicina y Telesalud, procurando el desarrollo de la educación médica y de la práctica de la Medicina en beneficio de la población a quien sirve.
- c. Promover la cooperación e intercambio de las acciones y productos generados en el campo de la Telemedicina y la Telesalud (informática biomédica), tanto en el área pública como privada, a nivel nacional e internacional.
- d. Crear y mantener vínculos académicos y científicos con organismos afines nacionales, extranjeros e internacionales; así como promover la integración de los mismos y apoyar la conformación de núcleos nacionales que fortalezcan la organización y las actividades de la Asociación.
- e. Interactuar con todas las entidades científicas, académicas reconocidas estimulando la creación de nuevas instancias que tengan el mismo objetivo y estén animadas por igual fin. Proponer la organización de un órgano de difusión contribuyendo, de esta manera, a estimular y difundir la investigación científica.
- f. Promover, organizar, auspiciar y participar en eventos y actividades dirigidas a la capacitación en Telemedicina y Telesalud, en las áreas prioritarias de los diferentes países, como: introducción a la Telemedicina y Telesalud, Cuidados en casa, normas y procedimientos, aspectos bioéticos y legales, computación e informática y difundir los



adelantos en estas áreas que puedan ser útiles para los miembros del equipo de salud y actividades vinculadas.

- g. Colaborar con los organismos nacionales oficiales de salud en calidad de Organismo Consultor y contribuir, en las áreas de su competencia, a apoyar actividades y estrategias para solventar los principales problemas de salud que aquejan a sus comunidades.

## **TITULO II CAPACIDAD, PATRIMONIO Y RECURSOS SOCIALES**

**Artículo 3.-** La Asociación está capacitada para adquirir bienes y contraer obligaciones. Podrá en consecuencia operar con Instituciones Públicas y Privadas dentro del ámbito de su competencia y a objeto de alcanzar los propósitos de la Asociación.

**Artículo 4.-** El patrimonio se compone de los bienes que posee en la actualidad y de los que adquiera en lo sucesivo por cualquier título y de los recursos que obtenga por las cuotas ordinarias y extraordinarias que abonan los asociados; las rentas de sus bienes; las donaciones, herencias, legados y subvenciones y el producto de todo otro ingreso que pueda obtener lícitamente de conformidad al carácter no lucrativo de la Institución.

## **TITULO III ASOCIADOS. CONDICIONES DE ADMISION. REGIMEN DISCIPLINARIO**

**Artículo 5.-** Se establecen las siguientes categorías de asociados:

- a. **Fundadores:** Todos las personas, sociedades o agrupaciones que participen en la Asamblea de fundación; cuyos nombres serán registrados en la correspondiente Acta de Fundación;
- b. **Titulares:** Revestirán esta categoría todas aquellas personas u organizaciones que mantengan una actividad que se relacione con la Telemedicina o Telesalud, o con aquellas conexas como informática y que tenga actividades con cualquier área de la salud humana, éstos deberán ser aceptados por la Comisión Directiva luego de que se evalúen sus correspondientes Hojas de Vida;
- c. **Honorarios:** aquellos que en atención a los servicios prestados a la Asociación o a determinadas condiciones personales, sean designados por la Asamblea, propuesta de la Comisión Directiva o de un 20% de los asociados con derecho a voto. La pertenencia a esta categoría es una mención honorífica de reconocimiento y, por lo tanto, no implica derechos u obligaciones. Los asociados honorarios que deseen tener los mismos derechos que los titulares o adherentes deberán solicitar su admisión en esta categoría, a cuyo efecto se ajustarán las condiciones que el presente estatuto exige para la misma.



- d. Adherentes: Serán considerados a las personas con categoría de estudiantes de carreras académicas que tienen actividades o relación con Telesalud y Telemedicina. Deberá ser aceptados por la Comisión Directiva luego de que se evalúen sus correspondientes Hojas de Vida;

**Artículo 6.-** Los miembros asociados fundadores y titulares tienen las siguientes obligaciones y derechos:

- a. Abonar las contribuciones ordinarias y extraordinarias que establece la Asamblea;
- b. Cumplir las demás obligaciones que impongan este Estatuto, su Reglamento y las resoluciones de Asamblea y Comisión Directiva;
- c. Participar con voz y voto en las asambleas y poder ser elegidos para integrar los órganos administrativos contemplados en este estatuto;
- d. Gozar de todos los beneficios que otorga la entidad.

**Artículo 7.-** Perderá su carácter de asociado el que hubiere dejado de reunir las condiciones requeridas por este estatuto para serlo. El asociado que se atrase en el pago de tres cuotas o de cualquier otra contribución establecida, será notificado de su obligación de ponerse al día con la Tesorería. Pasado un mes de la notificación sin que hubiera regularizado su situación la Comisión Directiva podrá declarar la cesantía del socio moroso. Se perderá también el carácter de asociado por fallecimiento, renuncia o expulsión.

**Artículo 8.-** La Comisión Directiva podrá aplicar a los asociados las siguientes sanciones, dependiendo del análisis situacional que lo amerite:

- a. Amonestaciones;
- b. Suspensión, cuyo plazo máximo no podrá exceder de un año;
- c. Expulsión, la que se impondrá de acuerdo a la gravedad de la falta y a las circunstancias del caso, por las siguientes causas:
  - 1. Incumplimiento de las obligaciones impuestas por el estatuto, reglamento o resoluciones de las asambleas y de la Comisión Directiva;
  - 2. Inconducta notoria;
  - 3. Daño voluntario a la asociación, provocar desórdenes graves en su seno u observar una conducta que sea notoriamente perjudicial a los intereses sociales de la agrupación o de la sociedad.

**Artículo 10.-** Las sanciones disciplinarias a que se refiere el artículo anterior serán resueltas por la Comisión Directiva, dando la oportunidad de defensa por parte del inculpado. En este sentido, el afectado podrá interponer – dentro del término de 30 días de notificado de la sanción – el recurso



de apelación ante la primera asamblea que se celebre. La interposición del recurso tendrá efecto suspensivo. En cuanto a sus derechos de asociado en el supuesto de ejercer el socio sancionado un cargo dentro de los órganos de Administración o Fiscalización, podrá ser suspendido por dicho órgano en ese carácter, hasta tanto resuelva su situación la Asamblea respectiva.

#### **TITULO IV COMISION DIRECTIVA Y ORGANO DE FISCALIZACION**

**Artículo 11.-** La Asociación será dirigida y administrada por una Comisión Directiva compuesta de nueve miembros titulares y cuatro suplentes (Vocales), que desempeñaran los siguientes cargos:

- Presidente,
- Vicepresidente,
- Secretario,
- Prosecretario,
- Tesorero,
- 4 Vocales titulares y
- 4 Vocales suplentes.

La Comisión Directiva se renovará cada dos años en forma parcial mediante el siguiente procedimiento:

En la Asamblea General ordinaria se elegirán: Presidente, Vicepresidente, Secretario, Prosecretario y Tesorero. Los vocales suplentes pasarán a desempeñar los puestos titulares respectivos y se nombrarán los vocales suplentes de reemplazo.

Se conformará un Órgano de Fiscalización compuesto de 5 miembros titulares. En todos los casos los mandatos son únicamente revocables por la Asamblea General.

Los miembros de la Comisión Directiva podrán ser reelegidos solamente por un período adicional.

**Artículo 12.-** Para integrar los órganos sociales se requiere pertenecer a la categoría de miembro titular.

**Artículo 13.-** En caso de licencia, renuncia, fallecimiento o cualquier otra causa que ocasione la vacancia transitoria o permanente de un cargo titular, entrará a desempeñarlo quien corresponda por orden de lista. Este reemplazo se hará por el término de la vacancia y siempre que no exceda el mandato por el que fuera elegido dicho suplente.

**Artículo 14.-** Si el número de miembros de la Comisión Directiva quedara reducido a menos de la mayoría absoluta del total, habiendo sido llamados todos los suplentes a reemplazar a los titulares los restantes deberán convocar a asamblea dentro de los 15 días para celebrarse dentro de los 30 días siguientes, a los efectos de su integración. En caso de vacancia total del cuerpo el Órgano de Fiscalización cumplirá dicha convocatoria, todo ello sin perjuicio de las responsabilidades que incumban a los miembros directivos renunciantes. En ambos casos, el órgano que efectúa la



convocatoria tendrá todas las facultades inherentes a la celebración de la asamblea o de los comicios.

**Artículo 15.-** La Comisión Directiva se reunirá una vez cada dos meses, el día y hora que determine en su primera reunión anual y además toda vez que sea citada por el Presidente o a pedido del Órgano de Fiscalización o dos de sus miembros, debiendo en éstos últimos casos celebrarse la reunión dentro de los 7 días. La citación se hará por circulares y con 5 días de anticipación. Las reuniones se celebrarán válidamente con la presencia de la mayoría absoluta de sus miembros, requiriéndose para las resoluciones el voto de igual mayoría de los presentes salvo para las reconsideraciones que requerirán el voto de las dos terceras partes en sesión de igual o mayor número de asistentes de aquella en que se resolvió el tema a reconsiderar. Las citaciones y las reuniones de la Comisión Directiva se realizarán por vía virtual o a través de videoconferencias.

**Artículo 16.-** Son atribuciones y deberes de la Comisión Directiva:

- a) Ejecutar las resoluciones de las asambleas, cumplir y hacer cumplir este Estatuto y los Reglamentos, interpretándolos en caso de duda con cargo de dar cuenta a la asamblea más próxima que se celebre;
- b) Ejercer la administración de la asociación;
- c) Convocar a asambleas;
- d) Resolver la admisión de los que solicitan ingresar como socios.
- e) Cesantear o sancionar a los asociados
- f) Nombrar al personal necesario para el cumplimiento de la finalidad social, definir el tipo y cuantía de remuneraciones, de ser pertinente; determinarle las obligaciones, sancionarlo y despedirlo;
- g) Presentar a la asamblea general ordinaria la Memoria, Balance General, Inventario, Cuenta de Gastos y Recursos e Informe del Órgano de Fiscalización. Todos estos documentos deberán ser puestos en conocimiento de los socios con la anticipación requerida por el Art. 23 para la convocatoria a asamblea ordinaria;
- h) Dictar las reglamentaciones Internas necesarias para el cumplimiento de las finalidades, las que deberán ser aprobadas por la asamblea para su conocimiento y aprobación;

**Artículo 17.-** El Órgano de Fiscalización tendrá las siguientes atribuciones y deberes:

- a) Controlar permanentemente los libros y documentación contable respaldatoria de los asientos volcados, fiscalizando la administración, comprobando el estado de la caja y la existencia de los fondos, títulos y valores;
- b) Asistir a las sesiones de Comisión Directiva cuando lo estime conveniente, con voz y sin voto, no computándose su asistencia a los efectos del quórum;
- c) Verificar el cumplimiento de las leyes, estatutos y reglamentos, en especial en lo referente a los derechos de los socios y las condiciones en que se otorgan los beneficios sociales;
- d) Anualmente, dictaminará sobre la Memoria, Inventario, Balance General y Cuantía de Gastos y Recursos presentadas por la Comisión Directiva a la asamblea ordinaria al cierre del ejercicio;
- e) Convocar a asamblea ordinaria cuando omitiere hacerlo la Comisión Directiva, previa intimación fehaciente a la misma por el término de 15 días;



- f) Solicitar la convocatoria a asamblea extraordinaria cuando la juzgue necesario, poniendo los antecedentes que fundamentan su pedido;
- g) Convocar, dando a cuenta al organismo de Control, a asamblea extraordinaria, cuando esta fuera solicitada infructuosamente a la Comisión Directiva por los asociados, de conformidad con los términos del Art. 23;
- h) Vigilar las operaciones de liquidación de la asociación.

## **TITULO V DEL PRESIDENTE**

**Artículo 18.-** Corresponde al Presidente o a quien lo reemplace estatutariamente:

- a) Ejercer la representación de la Asociación;
- b) Citar a las asambleas y convocar a las sesiones de la Comisión Directiva y presidirla;
- c) Tendrá derecho a voto en las sesiones de la Comisión Directiva al igual que los demás miembros del cuerpo y, en caso de empate votará nuevamente para desempatar;
- d) Firmar con el Secretario las actas de las asambleas y de la Comisión Directiva, la correspondencia y todo documento de la asociación;
- e) Autorizar con el Tesorero las cuentas de gastos, firmando los recibos y demás documentos de la Tesorería de acuerdo con lo resuelto con la Comisión Directiva. No permitirá que los fondos sociales sean invertidos en objetos ajenos a lo prescrito por este estatuto;
- f) Dirigir las discusiones, suspender y levantar las sesiones de la Comisión Directiva y asambleas cuando se altere el orden y falte el respeto debido;
- g) Velar por la buena marcha y administración de la asociación, observando y haciendo observar el estatuto, reglamento, las resoluciones de las asambleas y de la Comisión Directiva;
- h) Sancionar a cualquier persona que no cumpla con sus obligaciones y adoptar las resoluciones en los casos imprevistos. En ambos supuestos será "ad referendum" de la primera reunión de Comisión Directiva.

## **TITULO VI DEL SECRETARIO**

**Artículo 19.-** Corresponde al Secretario o a quien lo reemplace estatutariamente:

- a) Asistir a las asambleas y sesiones de Comisión Directiva, redactando las actas respectivas, las que asentará en el libro correspondiente y firmará con el presidente;
- b) Firmar con el Presidente la correspondencia y todo documento de la asociación;
- c) Citar a las sesiones de la Comisión Directiva de acuerdo a lo prescrito por el Art. 15;
- d) Llevar el Libro de Actas, y conjuntamente con el Tesorero, el Registro de Asociados.

## **TITULO VII DEL TESORERO**

**Artículo 20.-** Corresponde al Tesorero o a quien lo reemplace estatutariamente:



- a) Asistir a las sesiones de la Comisión Directiva y a las asambleas;
- b) Llevar conjuntamente con el Secretario el Registro de Asociados será responsable de todo lo relacionado con el cobro de las cuotas sociales;
- c) Llevar los libros de contabilidad;
- d) Presentar a la Comisión Directiva balances mensuales y preparar, anualmente, el Balance General y Cuenta de Gastos y Recursos e Inventario correspondientes al ejercicio vencido, que previa aprobación de la Comisión Directiva serán sometidos a la asamblea ordinaria.
- e) Firmar con el Presidente los recibos y demás documentos de Tesorería efectuando los pagos resueltos por la Comisión Directiva; Depositar en una institución bancaria a nombre de la asociación y a la orden conjunta del Presidente y Tesorero, los fondos ingresados a la Caja Social, pudiendo retener en la misma hasta la suma que la Comisión Directiva determine;
- f) Dar cuenta del estado económico de la entidad a la Comisión Directiva y al Órgano de Fiscalización toda vez que se le exija.

## **TITULO VIII DE LOS VOCALES TITULARES Y SUPLENTE**

**Artículo 21.-** Corresponde a los Vocales Titulares:

- a) Asistir a las asambleas y sesiones de la Comisión Directiva con voz y voto;
- b) Desempeñar las comisiones y tareas que la Comisión Directiva les confíe.

Corresponde a los vocales suplentes:

- a) Entrar a formar parte de la Comisión Directiva en las condiciones previstas en este estatuto;
- b) Podrán concurrir a las sesiones de la Comisión Directiva con derecho a voz pero no a voto. No será computable su asistencia a los efectos del quórum.

## **TITULO IX ASAMBLEAS**

**Artículo 22.-** Habrá dos clases de asambleas generales: Ordinarias y Extraordinarias.

Las Asambleas Ordinarias tendrán lugar una vez por año, dentro de los primeros cuatro meses posteriores al cierre de ejercicio cuya fecha de clausura será el 31 de diciembre de cada año y en ellas se deberá:

- a) Considerar, aprobar a modificar la Memoria, Balance General Inventario, Cuenta de Gastos y Recursos e informe del órgano de Fiscalización;
- b) Elegir, en su caso, los miembros de los órganos sociales, titulares y suplentes;
- c) Fijar la cuota social y determinar las pautas para su actualización, las que serán instrumentadas por la Comisión Directiva;
- d) Tratar cualquier otro asunto incluido en el orden del Día;
- e) Tratar los asuntos propuestos por un mínimo del 5% de los socios y presentados a la Comisión Directiva dentro de los 30 días de cerrado el ejercicio anual;



**Artículo 23.-** Las Asambleas Extraordinarias serán convocadas siempre que la Comisión Directiva lo estime necesario, o cuando lo soliciten el Órgano de Fiscalización o el 5% de los socios con derecho a voto. Estos pedidos deberán ser resueltos dentro de un término de 10 días y celebrarse la asamblea dentro del plazo de 30 días y si no se tomase en consideración la solicitud o se negare infundadamente, podrán requerirse en los mismos términos y procedimientos al Órgano de Fiscalización quien la convocará o se precederá de conformidad con lo que determine el estatuto o norma que en el futuro la reemplace.

**Artículo 24.-** Las asambleas se convocarán por circulares remitidas a las direcciones de los socios con 20 días de anticipación. Con la misma antelación deberá ponerse a consideración de los socios la Memoria, Balance General, Inventario, Cuenta de Gastos y Recursos e Informe del órgano de Fiscalización. Todas estas actividades se realizarán por vía virtual. Cuando se sometan a consideración de la asamblea reformas al estatuto o reglamentos, el proyecto de las mismas deberá ponerse a disposición de los socios con idéntico plazo.

En las asambleas no podrán tratarse otros asuntos que los incluidos expresamente en el Orden del Día salvo que se encontrare presente la totalidad de los asociados con derecho a voto y se votare por unanimidad la incorporación del tema.

**Artículo 25.-** Las asambleas se celebrarán válidamente, aún en los casos de reforma del estatuto y de disolución social, sea cual fuere el número de socios concurrentes, media hora después de la fijada en la convocatoria, si antes no se hubiera reunido ya la mayoría absoluta de los socios con derecho a voto.

Serán presididas por el Presidente de la entidad, o en su defecto, por quien la asamblea designe por mayoría simple de votos emitidos. Quien ejerza la Presidencia sólo tendrá voto en caso de empate.

**Artículo 26.-** Las resoluciones se adoptarán por mayoría absoluta de votos emitidos, salvo cuando este estatuto se refiera expresamente a otras mayorías. Ningún socio podrá tener más de un voto y los miembros de la Comisión Directiva y Órgano de Fiscalización no podrán votar en asuntos relacionados con su gestión. Los socios que se incorporen una vez iniciado el acto sólo tendrán voto en los puntos no resueltos en los puntos aún no resueltos.

## **TITULO X DISOLUCION Y LIQUIDACION**

**Artículo 27.-** La asamblea no podrá decretar la disolución de la Asociación mientras haya una cantidad de asociados dispuestos a sostenerla, que posibilite el regular funcionamiento de los órganos sociales.

De hacerse efectiva la disolución se designarán los liquidadores que podrán ser la misma Comisión Directiva o cualquier otra comisión de asociados que la asamblea designe.





El Órgano de Fiscalización deberá vigilar las operaciones de liquidación de la Asociación. Una vez pagadas las deudas, el remanente de bienes se destinará a una institución de bien común, con personería jurídica, domicilio en el país y excepción de todo gravamen en los órdenes nacional, provincial y municipal. La destinataria del remanente de bienes será designada por la Asamblea de disolución.

## **TITULO XI DISPOSICIONES TRANSITORIAS**

**Artículo 28.-** En la reunión de constitución de la Asociación se elegirá la primera sede así como la del siguiente período (Sede Electa), e igualmente la Comisión Directiva. Para unificar este proceso se nombrará a las principales autoridades del siguiente período (Presidente y Vicepresidente electos)

**Artículo 29.-** En la primera Asamblea Ordinaria no se realizará renovación de autoridades.

**Artículo 30.-** La Sede de la Asociación será rotativa y su nominación seguirá un régimen que se resolverá en la primera reunión constitutiva.

**Artículo 31.-** La Comisión Directiva de la Asociación elaborará su reglamento como una primera responsabilidad.; que hará conocer a sus miembros de la misma.

Para constancia se firma el presente documento (Ad referéndum), Declaración de Quito.

Distrito Metropolitano de Quito; a los once días del mes de Febrero de 2011

## **STATUTES**

### **Asociación Ibero-Americana de Telesalud y Telemedicina (AITT), USA** (Ibero-American Association of Telemedicine and Telehealth, USA)

#### **TITLE I**

#### **NAME, ADDRESS AND SOCIAL GOALS**

##### **Article 1. - Name and address.**

Under the name of " Asociación Ibero-Americana de Telesalud y Telemedicina (AITT), USA (American Association of Telehealth and Telemedicine, USA) it is constituted in the state of Colorado, United States of America, a nonprofit entity, with the goal of promoting and assisting Ibero-American countries in the development of telehealth and telemedicine, for the exchange of experiences and education among its members, and to improve the health and life of their corresponding communities.

##### **Article 2. - Purposes.**

- a. To encourage the development and application of new telecommunication tools in the fields of health, scientific research, health administration and in all areas related to health sciences and biomedicine having concern with telemedicine and telehealth.
- b. To strengthen, support, promote and disseminate the contents of the activities related to the management of health information and corresponding tools that are used for this, under the name of Telemedicine and Telehealth, ensuring the development of medical education and medical practice for the benefit of the population it serves.
- c. To promote cooperation and exchange of actions and products generated in the field of telemedicine and telehealth (biomedical informatics), both in the public and private, national and international level.
- d. Create and maintain academic links with related agencies and national scientists, foreign and international, and to promote their integration and support the establishment of national centers to strengthen the organization and activities of the Association.
- e. Interact with all scientific institutions, recognized academic stimulating the creation of new instances that have the same goal and are animated by the same purpose. To propose the organization of a communications entity contributing to stimulate and disseminate scientific research.
- f. To promote, organize, sponsor and participate in events and activities for training in Telemedicine and Telehealth in the priority areas of different countries including: Introduction to Telemedicine and Telehealth, Home care, policies and procedures, legal and bioethical aspects, computer and information and disseminating advances in these areas that may be useful to members of the health team and related activities.
- g. Collaborate with national health officials as the Advisory Board and contribute in the areas of its competence, to support activities and

strategies to address the major health problems plaguing their communities.

## **PART II**

### **CAPACITY, HERITAGE AND SOCIAL RESOURCES**

**Article 3.** - The Association is able to purchase goods and contract obligations. Therefore can operate with public and private institutions within the scope of its competence and in order to achieve the aims of the Association.

**Article 4.** - The estate consists of assets that currently owns and hereafter acquiring any title and the resources obtained by the ordinary and extraordinary fees paid by partners, the income of his property; donations, legacies, bequests and grants and the proceeds of any other income you may legally obtain pursuant to the non-profit institution.

## **PART III**

### **ASSOCIATES. Conditions of admission. DISCIPLINARY**

**Article 5.** - The following are categories of partners:

- a. Founders: All persons, companies or groups involved in the founding meeting, whose names are recorded in the corresponding Founding;
- b. Headlines: This category shall take all those people or organizations that maintain an activity that relates to the Telemedicine and Telehealth, or those related as computer and is engaged with any area of human health, they must be accepted by the Executive Committee after they evaluate their corresponding Resumes;
- c. Fees: those that focus on services rendered to the Association or certain personal conditions, are appointed by the Assembly, the Commission proposed a Directive or 20% of the members voting. Membership in this category is an honorable mention recognition and, therefore, does not imply any rights or obligations. The fees associated desiring the same rights as holders or members must apply for membership in this category, for which the conditions are adjusted to the present statute requires for it.
- d. Adherents: shall mean those with category students who have academic careers or activities related to Telehealth and Telemedicine. Must be accepted by the Executive Committee after evaluating their corresponding Resumes;

**Article 6.** - The founders and owners associate members have the following rights and obligations:

- a. Pay the ordinary and extraordinary Assembly established;
- b. Meet other obligations imposed this Statute, Regulations and Assembly resolutions and Executive Committee;

- c. Participate and vote at meetings and to be elected to the administrative authorities referred to in this statute;
- d. To enjoy all the benefits granted by the state.

**Article 7.** - Associate lose the character which fails to meet the conditions required by this statute to be. The partner who is late in paying three installments or any other contribution defined, will be notified of their obligation to catch up with the treasury. After one month of the notification without any regularized their situation the Board of Directors may declare the dismissal of the defaulting shareholder. They also lose the associated character death, resignation or expulsion.

**Article 8.** - The Board of Directors may apply to partners the following penalties, depending on the situation analysis that justifies it:

- a. Warnings;
- b. Suspension, whose maximum term not exceeding one year;
- c. Expulsion, which will be imposed according to the severity of the offense and the circumstances of the case, for the following reasons:
  1. Breach of the obligations imposed by statute, regulation or assemblies and resolutions of the Executive Committee;
  2. Flagrant misconduct;
  3. Damage voluntary association, cause serious disturbances within it or observe conduct that is notoriously harmful to the social interests of the group or society.

**Article 10.** - Disciplinary sanctions referred to in the preceding article shall be resolved by the Board, giving the opportunity of defense by the accused. In this sense, the affected party may bring - within a period of 30 days of notification of the penalty - the resource appeal to the first meeting to be held. The appeal shall have suspensive effect. As for his rights as a member in the course of exercising the socio sanctioned a position within the administration or oversight bodies, may be suspended by the court in that capacity, until the Assembly resolved their respective situation.

#### **TITLE IV**

##### **Board and Supervisory Body**

**Article 11.** - The Association shall be managed and administered by a Board of Directors composed of nine members and four alternates (Vocals), who will hold the following positions:

- President,
- Vice President,
- Secretary,

- Assistant Secretary,
- Treasurer,
- 4 members and holders
- 4 alternates.

The Executive Committee shall be renewed every two years in part by the following procedure:

In the ordinary General Assembly shall be elected: President, Vice President, Secretary, Assistant Secretary and Treasurer. The alternates will to play the titular respective and their alternates shall be appointed replacement. It will form a monitoring body composed of 5 members. In all cases the mandates are revocable only by the General Assembly.

The members of the Executive Committee shall be eligible only for a further period.

**Article 12.** - To integrate the corporate bodies are required to belong to the category of member.

**Article 13.** - In case of leave, resignation, death or any other cause that results in the temporary or permanent vacancy of an office holder, who shall hold such office appropriate in list order. This replacement will be made by the end of the vacancy and that does not exceed the term for which he was elected the alternate.

**Article 14.** - If the number of members of the Executive Committee shall be reduced to less than an absolute majority, having been called all alternates to replace the remaining holders must call a meeting within 15 days to be held within 30 days for the purpose of integration. In case of vacancy total body the Supervisory Body will fulfill this call, all without prejudice to the responsibilities of board members resigning. In both cases, the body undertaking call will have all the powers inherent in the holding of the meeting or the election.

**Article 15.** - The Executive Committee shall meet once every two months, the day and time to be determined at its first annual meeting and also whenever it is summoned by the Chairman or at the request of the Supervisory Body or two of its members, having in latter cases the meeting held within 7 days. The summons shall be circular and with 5 days notice. The meetings will be held valid in the presence of the absolute majority of its members, to the resolutions requiring the same majority vote of those present except for the reviews that require the vote of two-thirds in session of equal or greater number of attendees that in which it was decided to reconsider the issue. Citations and meetings of the Steering Committee will be made via virtual or through videoconferencing.

**Article 16.** - The powers and duties of the Board of Directors:

- a). implement decisions of the assemblies, comply with and enforce this Constitution and Bylaws, interpreting them in case of doubt the obligation of reporting to the next meeting to be held;
- b) exercise the administration of the association;
- c) Convene meetings;
- d) Solve the admission of applicants enter as partners.
- e) furloughing or punish those associated
- f) To appoint the personnel necessary to achieve the social objective, define the type and amount of compensation, if appropriate, determine their obligations, punish and dismiss;
- g) To present to the annual general shareholders the Annual Report, Balance Sheet, Inventory, Expense and Income Account and Report of the Supervisory Body. All these documents must be made known to the members with the notice required by Section 23 for convening regular meeting;
- h) To issue internal regulations necessary to carry out the purposes, which must be approved by the assembly to his knowledge and approval;

**Article 17.** - The Supervisory Body shall have the following powers and duties:

- a) continuously monitor books and accounting documents Supporting dumps seat, overseeing the administration, checking the status of the case and the existence of funds, securities;
- b) Attend meetings of Board of Directors when appropriate, with voice but no vote, no computed their attendance quorum purposes;
- c) Verify compliance with applicable laws, statutes and regulations, especially regarding the rights of shareholders and the conditions under which social benefits are granted;
- d) Annually, an opinion on the Report, Inventory, Balance Sheet and Expense and Income Amount submitted by the Executive Committee to the ordinary at year end;
- e) Convene regular meeting when it omits the Steering Committee after demanding authentic to it for a period of 15 days;
- f) To request the convening special meeting when deemed necessary, putting the background underlying the request;
- g) Convene, giving consideration to the control body, a special meeting, when it was applied unsuccessfully to the Board by the members, in accordance with the terms of Article 23;
- h) To monitor the liquidation of the partnership.

## **TITLE V**

### **THE PRESIDENT**

**Article 18.** - The Chairman or whoever replaces him bylaws:

- a) To represent the Association;
- b) Convene meetings and convene meetings of the Board and preside;

- c) Have the right to vote at meetings of the Executive Committee as well as other members of the body and, in case of a tie vote again to break the tie;
- d) sign with the Secretary of the minutes of the meetings of the Steering Committee and the correspondence and all documents of the association;
- e) To authorize the Treasurer with expense accounts, signing receipts and other documents treasury as resolved by the Board. Do not allow social funds are invested in foreign objects prescribed by the statute;
- f) direct the discussions, suspend and Directive Committee meetings and assemblies when altering the order and disrespect due;
- g) To ensure the smooth running and administration of the association, observing and noting the statute, regulations, resolutions and meetings of the Executive Committee;
- h) To punish anyone who fails to comply with its obligations and adopt resolutions on contingency. In both cases it will be "ad referendum" of the first Steering Committee meeting.

## **TITLE VI SECRETARY**

**Article 19.** - The Secretary or whoever replaces him bylaws:

- a) Attend meetings and Executive Committee meetings, drafting the relevant certificates, which entered in the appropriate register and sign with the president;
- b) sign with the President's correspondence and all documents of the association;
- c) Convene meetings of the Steering Committee as prescribed by Article 15;
- d) Carry the Book of Acts, and together with the Treasurer, the Register of Members.

## **TITLE VII TREASURER**

**Article 20.** - The Treasurer or his replacement by statute:

- a) Attend meetings of the Executive Committee and assemblies;
- b) Bring together with the Secretary the Register of Members will be responsible for all matters relating to the payment of social security contributions;
- c) Keep the books;
- d) Submit to the Board and prepare monthly balance sheets annually, the Balance Sheet and Income and Expenditure and Resource Inventory for the year expired, that the approval of the Executive Committee shall be submitted to the ordinary.
- e) sign with the President the receipts and other documents of Treasury to make payments determined by the Board; Deposit in a bank on behalf of

the partnership and the joint order of the President and Treasurer, the funds paid to the Social Fund, may retain it until the amount determined by the Executive Committee;

f) To report on the economic status of the entity to the Board and the Supervisory Body whenever a demand.

## **TITLE VIII OF MEMBERS AND ALTERNATE**

**Article 21.** - Corresponds to the Members Headlines:

- a) Attend meetings and meetings of the Executive Committee and vote;
- b) Perform committees and tasks entrusted to them by the Executive Committee.

Corresponds to their alternates:

- a) Log in to join the Board of Directors as provided in the statute;
- b) may attend meetings of the Executive Committee with voice but no vote. No assistance will be computable quorum purposes.

## **TITLE IX ASSEMBLIES**

**Article 22.** - There will be two classes of general meetings: ordinary and extraordinary.

Regular Meetings will be held once a year within the first four months of the year-end closing date which is 31 December each year and they shall:

- a) To consider, approve to amend the Report, Balance Sheet Inventory, Expense and Income Account and Report of the Board of Control;
- b) Choose, if any, members of the corporate bodies, and alternate;
- c) Establish the fees and determine guidelines for update, which will be implemented by the Board of Directors;
- d) deal with any other matter included in the agenda;
- e) Treat all questions proposed by at least 5% of the members and submitted to the Board within 30 days of year then ended;

**Article 23.** - Extraordinary Assemblies shall be convened whenever the Board of Directors deems it necessary, or when requested by the Supervisory Body or 5% of the voting members. These requests must be resolved within a period of 10 days and the meeting held within 30 days and if not taken into consideration the application or unreasonably refuses, may be required on the same terms and procedures to the Supervisory Body who call or precede under which determine the status or rule in superseding.

**Article 24.** - The meetings shall be convened by circulars sent to the addresses of the partners with 20 days' notice. With the same consideration should be made in advance of the partners Memory, Balance Sheet, Inventory, Expense and Income Account and Report of the Supervisory Body. All these activities will be



conducted via virtual. When subjected to consideration of the assembly to the statute or regulations reforms, the draft thereof shall be made available to partners with the same term.

In the assemblies may not be other matters that expressly included in the agenda unless it finds it present all the associated voting and will vote unanimously mainstreaming.

**Article 25.** - The meetings will be held valid, even where the statute reform and social dissolution, whatever the number of shareholders, half an hour after the time fixed in the notice, unless they had met and absolute majority of the members voting.

Be chaired by the President of the entity, or otherwise, by which the Assembly designated simple majority of votes cast. Who holds the Presidency will only vote in case of a tie.

**Article 26.** - Resolutions are passed by an absolute majority of votes cast, unless the statute expressly refer to other majorities. No member shall have more than one vote and the members of the Board and Supervisory Body shall not vote on matters relating to their management. Members who join once the act only vote on unresolved points unresolved points.

## **TITLE X DISSOLUTION AND LIQUIDATION**

**Article 27.** - The Assembly may not order the dissolution of the Association while a number of partners willing to support it, which enables the proper functioning of the corporate bodies.

Become effective the solution is to appoint the liquidators may be the same Board of Directors or any other committee of the assembly designated partners. The Supervisory Body shall oversee the liquidation of the Association. After payment of debts, the remaining assets will go to an institution of the common good, with legal status, and residence in the country except for any liens on the national, provincial and municipal. Addressed the remaining goods will be appointed by the Assembly of dissolution.

## **TITLE XI TRANSITIONAL PROVISIONS**

**Article 28.** - At the founding meeting of the Association will be chosen as the first venue of the next period (See Electa), and also the Board. To unify this process leading authorities appoint the next period (and Vice President elected)

**Article 29.** - In the first Ordinary Meeting will be held no renewal of authorities.

**Article 30.** - The headquarters of the Association shall rotate and his nomination will follow a regime that will be resolved in the first constitutive meeting.

**Article 31.** - The Board of the Association shall establish its rules as a first responsibility. They will meet members of the same.  
To record this document is signed (ad referendum), Declaration of Quito.  
Metropolitan District of Quito, on the eleventh day of the month of February 2011