

INTER-AMERICAN CONVENTION ON CONFLICTS OF LAWS CONCERNING COMMERCIAL COMPANIES

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

Article 1

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

Article 2

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

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

Article 3

Commercial companies duly constituted in one State shall be recognized as of course in the other States. Recognition as of course does not preclude the power of the State in which it is sought to require proof of existence of commercial companies in accordance with the law of the place where they were constituted.

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

Article 4

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

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

Article 5

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

Article 6

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

Article 7

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

Article 8

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

Article 9

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

Article 10

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

Article 11

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

Article 12

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

Article 13

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

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

Article 14

This Convention shall remain in force indefinitely, but any of the States Parties may denounce it. The instrument of denunciation shall be deposited with the General Secretariat of the Organization of American States. After one year from the date of deposit of the instrument of denunciation, the Convention shall no longer be in effect for the denouncing State, but shall remain in effect for the other States Parties.

Article 15

The original instrument of this Convention, the English, French, Portuguese and Spanish texts of which are equally authentic, shall be deposited with the General Secretariat of the Organization of American States, which will forward an authenticated copy of the text to the Secretariat of the United Nations for registration and publication in accordance with Article 102 of this Charter.

The General Secretariat of the Organization of American States shall notify the Member States of that Organization and the States that have acceded to the Convention of the signatures, deposits of instruments of ratification, accession, and denunciation, as well as of reservations, if any.

It shall also transmit the declarations referred to in Article 13 of this Convention.

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

DONE AT MONTEVIDEO, Republic of Uruguay, this eighth day of May, one thousand nine hundred and seventy-nine