

Civil Arts Association. 168/186 Civil and Commercial Code of the Nation and Simple Association
Arts. 187/192 Civil and Commercial Code of the Nation

<http://www.saij.gob.ar/26994-nacional-codigo-civil-comercial-nacion-Ins0005965-2014-10-01/123456789-0abc-defg-g56-95000scanyel>

Civil associations

SECTION 1

Civil associations

ARTICLE 168.- Purpose. The civil association must have an object that is not contrary to the general interest or the common good. The general interest is interpreted with respect to the various identities, beliefs and traditions, be they cultural, religious, artistic, literary, social, political or ethnic that do not violate constitutional values.

It cannot pursue profit as its main goal, nor can it have profit for its members or third parties.

ARTICLE 169.- Form of the constitutive act. The constitutive act of the civil association must be granted by public instrument and be registered in the corresponding registry once the state authorization to function has been granted. Until registration, the rules of the simple association apply.

ARTICLE 170.- Content. The constitutive act must contain:

a) the identification of the constituents;

b) the name of the association with the addendum "Civil Association" put before or after;

c) the object;

d) the registered office;

e) the term of duration or if the association is in perpetuity;

f) the grounds for dissolution;

g) the contributions that make up the initial patrimony of the civil association and the value assigned to them. The contributions are considered transferred in property, if their contribution for use and enjoyment is not expressly stated;

h) the administration and representation system;

i) the closing date of the annual financial year;

j) where appropriate, the classes or categories of associates, and the prerogatives and duties of each;

k) the regime of admission, admission, resignation, disciplinary sanctions, exclusion of associates and resources against decisions;

l) the governing, administrative and representative corporate bodies. The executive committee, the assemblies and the internal control body must be envisaged, regulating its composition, integration requirements, duration of its members, competences, functions, attributions and operation in terms of convocation, constitution, deliberation, decisions and documentation;

m) the liquidation procedure;

n) the destination of the assets after liquidation, being able to attribute them to an entity of common good, public or private, that has no profit motive and that is domiciled in the Republic.

ARTICLE 171.- Administrators. The members of the directive committee must be associated. The right of associates to participate in the board of directors cannot be abusively restricted. The statute must foresee the following positions and, without prejudice to the collegiate action in the organ, define the functions of each one of them: president, secretary and treasurer. The other members of the directive committee have the character of members. For the purposes of this Section, all the regular members of the executive committee are called directors. In the constitutive act, the members of the first directive commission must be designated.

ARTICLE 172.- Inspection. The statute may foresee that the appointment of the members of the supervisory body falls to non-associated persons. In the constitutive act, the members of the first supervisory body must be consigned.

The private control of the association is in charge of one or more auditors. The account review commission is mandatory in associations with more than one hundred members.

ARTICLE 173.- Members of the oversight body. The members of the oversight body cannot be at the same time members of the commission, nor can they certify the financial statements of the association. These incompatibilities extend to spouses, partners, relatives, even by affinity, in a straight line in all degrees, and collaterals within the fourth degree.

In civil associations that establish the need for a specific profession or trade to acquire membership, the members of the oversight body do not necessarily have to have an enabling title. In such cases, the supervisory commission must hire independent professionals for its advice.

ARTICLE 174.- State Comptroller. Civil associations require authorization to function and are subject to permanent control by the competent national or local authority, as appropriate.

ARTICLE 175.- Participation in government acts. The statute may impose conditions for associates to participate in government acts, such as seniority or payment of social contributions. The clause that amounts to total restriction of the exercise of the rights of the associate is of no value.

ARTICLE 176.- Cessation of office. Directors cease their positions due to death, declaration of disability or restricted capacity, disqualification, expiration of the period for which they were appointed, resignation, removal and any other cause established in the statute.

The statute cannot restrict removal or resignation; the clause to the contrary is of no value. However, the resignation cannot affect the operation of the directive committee or the execution of acts previously resolved by it, in which cases it must be rejected and the resignation must remain in office until the ordinary meeting pronounces. If such circumstances do not concur, the resignation communicated in writing to the chairman of the board of directors or whoever replaces him by law or to any of the directors, is considered accepted if it is not expressly rejected within ten days from its receipt.

ARTICLE 177.- Extinction of responsibility. The responsibility of the directors is extinguished by the approval of their management, by resignation or transaction resolved by the ordinary meeting.

It is not extinguished:

a) if the responsibility derives from the infringement of peremptory norms;

b) if there was express and founded opposition in the assembly of associates with the right to vote in an amount not less than ten percent of the total. In this case, those who opposed may exercise the social action of responsibility provided for companies in the special law.

ARTICLE 178.- Participation in the assemblies. The payment of the fees and contributions corresponding to the immediately preceding month is necessary to participate in the assemblies. In no case may the participation of the associate who purges the default be prevented before the start of the meeting.

ARTICLE 179.- Resignation. The right to renounce associate status cannot be limited. The renouncer owes in all cases the fees and contributions accrued up to the date of notification of his resignation.

ARTICLE 180.- Exclusion. Associates can only be excluded for serious causes provided for in the statute. The procedure must ensure the right of defense of the affected party. If the exclusion decision is adopted by the board of directors, the associate has the right to be reviewed by the assembly, which must be convened in the shortest legal or statutory period possible. Failure to comply with these requirements compromises the responsibility of the board of directors.

ARTICLE 181.- Responsibility. The associates are not directly or indirectly liable for the debts of the civil association. Their responsibility is limited to the fulfillment of the pledged contributions when constituting it or later, and the fees and contributions to which they are obligated.

ARTICLE 182.- Non-transferability. Associate status is non-transferable.

ARTICLE 183.- Dissolution. Civil associations are dissolved due to the general causes of dissolution of private legal entities and also due to the reduction of their number of associates to a lower number than the total number of full and alternate members of their directive commission and supervisory body, if within the six months the minimum is not restored.

ARTICLE 184.- Liquidator. The liquidator must be appointed by the extraordinary assembly and in accordance with the provisions of the statute, except in special cases in which the judicial appointment or by the controlling authority proceeds. More than one may be appointed, establishing their joint action or as a collegiate body.

The dissolution and appointment of the liquidator must be recorded and published.

ARTICLE 185.- Liquidation procedure. The liquidation procedure is governed by the provisions of the statute and is carried out under the supervision of the supervisory body.

Whatever the cause for dissolution, the equity resulting from the liquidation is not distributed among the associates. In all cases, the destination provided for in the statute must be given and, in the absence of foresight, the remainder must be allocated to another civil association domiciled in the Republic with an object equal or similar to the one settled.

ARTICLE 186.- Supplementary rules. The provisions on companies are additionally applied, as appropriate.

SECTION 2

Simple associations

ARTICLE 187.- Form of the constitutive act. The constitutive act of the simple association must be granted by public instrument or by private instrument with a signature certified by a notary public. The name must be added, before or after, the addition “simple association” or “simple association”.

ARTICLE 188.- Applicable law. Forwarding. Simple associations are governed in terms of their constitutive act, government, administration, partners, supervisory body and operation by the provisions for civil associations and the special provisions of this Chapter.

ARTICLE 189.- Existence. The simple association begins its existence as a legal entity from the date of the constitutive act.

ARTICLE 190.- Disregard of the inspection body. Simple associations with less than twenty members can dispense with the oversight body; the obligation to certify their financial statements remains.

If the oversight body is dispensed with, every member, even excluded from management, has the right to inquire about the state of affairs and consult its books and records. The clause to the contrary is considered unwritten.

ARTICLE 191.- Insolvency. In case of insufficiency of the assets of the simple association, the administrator and every member who actually administers the affairs of the association is jointly and severally liable for the obligations of the simple association that result from decisions that they have signed during their administration.

The personal assets of each of these persons cannot be assigned to the payment of the association's debts, but after having satisfied their individual creditors.

ARTICLE 192.- Responsibility of the members. The founder or associate who did not intervene in the administration of the simple association is not bound by the debts of it, but until the concurrence of the promised contribution or the unpaid fees.