

GENERAL BYLAWS

HEADING I

CHAPTER I

SCOPE AND DEFINITIONS

Article 1.- These General Bylaws are meant to establish the structure and organization and the norms and procedures applicable to the Latin American Energy Organization, OLADE, and its Organizational Units; that will enable it to fulfill its objectives and functions, **which were** established in the Lima Agreement of November 2, 1973.

Article 2.- Definition and Concepts:

- a) **Decision.-** Resolution of the Meeting of Ministers;
- b) **Delegates.-** Are the representatives of the Member States who attend the Meeting of Ministers, Council of Experts Meeting or the Directive Committee Meeting;
- c) **Structure.-** Is the way the Governing Bodies and the Organizational Units of the Organization are organized, integrated and related;
- d) **Organic Structure.-** Graphic representation of the structure of the Organization that enables visualizing the different Organizational Units that comprises it, the relationships existing among them, and the channels of communication;
- e) **Functions.-** Are the faculties and activities that the Organizational Units are charged with exercising and carrying out;
- f) **Objectives.-** Are the aims assigned to the Organization in general and to its Organizational Units in particular;
- g) **Organization .-** Is the Latin American Energy Organization, OLADE;
- h) **Recommendation.-** Determination or Conclusion of the Council of Experts and of the Directive Committee;
- i) **Region.-** Latin America and the Caribbean;
- j) **Sub-region.-** Any group of countries managing or developing energy integration projects;
- k) **Session.-** Is the meeting of any of the following: Meeting of Ministers, Council of Experts, or the Directive Committee;
- l) **Governing Body.-** The Governing Body is the Meeting of Ministers made up of each one of the Ministers of Energy or their equivalent in each country;
- m) **Executive Body.-** The Executive Body is the Permanent Secretariat;
- n) **Advisory Body.-** The Advisory Body are the Council of Experts and the Advisory Board;
- o) **Steering Body.-** The Steering Body is the Directive Committee;
- p) **Organizational Units.-** Is each of the parts that make up the Permanent Secretariat. It states common functions, responsibilities, and levels of hierarchy and of authority. Organizational Units are: The Executive Secretariat, the Department of Integration, the Department of Planning and Projects, and the Administration and Finances Management;
- q) **Decentralized Units.-** Are made up of consultants and professionals hired to perform activities for projects of the Permanent Secretariat; and
- r) **Administrative Connections.-** Means the relationships of dependence, of advisory assistance and of coordination among the Organizational Units.

CHAPTER II

NATURE, OBJECTIVES AND FUNCTIONS

Article 3.- The Latin American Energy Organization is an organization for cooperation, coordination and advisory assistance, with its own legal status under public international law, having as its

fundamental purpose the integration, protection, conservation, rational exploitation, marketing and defense of the energy resources of the Region.

OLADE's mission is to promote agreements among its Member States and to take measures to satisfy their energy needs through the sustainable development of various energy sources.

Article 4.- Those States that so request and that meet with the following requirements may be members of the Organization:

- a) Be a sovereign and independent country;
- b) Be within the geographic area of Latin America and the Caribbean; and,
- c) Have submitted, in accordance with the internal procedures of its country, the corresponding membership document, expressing its willingness to fulfill the obligations deriving from the Lima Agreement.

Countries located outside the geographic area of Latin America and the Caribbean may participate in the Organization as a Participating Country, and will be admitted as decided in the Meeting of Ministers.

Article 5.- In keeping with Decision XXXI/D/378 of the Meeting of Ministers, and in accordance with the Lima Agreement, the Organization has the following objectives and functions:

- a) To take policy decisions that tend to create favorable conditions for regional integration and sustainable development in energy matters through energy activities in the Member States, in order to raise the living standards of the population;
- b) To take policy decisions tending toward the strengthening of the State as the standard setter and regulator of energy activities, in the interests of promoting the rational exploitation, transformation and marketing of the energy resources of the Member States;
- c) To take policy decisions in support of the Member States in the face of interference of any kind from third parties in the energy sphere;
- d) To act as a forum for consultation, analysis and exchange of experiences to agree on positions and strategies in energy matters;
- e) To further the development of common energy policies as a factor of regional integration;
- f) To act as a regional center for the exchange and spreading of information, of strategic analyses and forecasting, of cooperation and technical assistance for the Member States;
- g) To identify and promote energy projects among the Member States;
- h) To contribute to the bolstering of the international negotiating capacity of the Member States in the energy sector;
- i) To further steps directed toward the development of new energy sources, to the protection and conservation of the energy resources of the region, encouraging the development, use and marketing of clean technologies;
- j) To further steps aimed at increasing the supply of energy in the rural areas of the Member States;
- k) To foment the transformation of the energy resources of the Region;
- l) To carry out steps to obtain the necessary financial resources for the development of energy projects of interest to the Member States, and to conduct projects in the common interest; and
- m) To further the creation and development of markets for energy goods and services.

CHAPTER III STRUCTURE OF THE ORGANIZATION

Article 6.- The hierarchical structure of the Latin American Energy Organization is made up of the following bodies:

- Meeting of Ministers
- Council of Experts
- Directive Committee
- Permanent Secretariat

Article 7.- The Meeting of Ministers is the maximum body of the Latin American Energy Organization, whose duty it is to dictate the policies of the Organization, approve work plans, budgets, activity reports, balance sheets and financial statements, among other activities. It is made up of the Ministers or their equivalent in each country.

Article 8.- The Council of Experts acts as the Preparatory Commission for the Meeting of Ministers, advises on the activities of the Permanent Secretariat, conducts studies and performs the activities entrusted to it by the Meeting of Ministers. It is made up of the Delegates of the Member States.

Article 9.- The Directive Committee is the direction, follow up, analysis and evaluation body that analyzes the programs and strategy of the Organization, entrusted with following up the implementation of the Triennial Work Program of the Permanent Secretariat and the Annual Operative Plan and carrying out all other functions entrusted to it by the Meeting of Ministers. It is made up of the Delegates of the Member States elected by the Meeting of Ministers.

Article 10.- The Permanent Secretariat is the executive body of the Organization, whose duty it is, among other functions, to carry out the decisions and actions entrusted to it by the Meeting of Ministers and the Directive Committee. It is run by the Executive Secretary and made up of international and local staff members.

HEADING II CONCERNING THE MEETING OF MINISTERS

CHAPTER I CONCERNING THE FUNCTIONS OF THE MEETING

Article 11.- The functions of the Meeting of Ministers are to:

- a) Formulate the general policy of the Organization in keeping with the objectives of the Lima Agreement and these Bylaws;
- b) Establish the Mission and Vision of OLADE;
- c) Exchange points of view and suggestions for strategies, activities and policies in energy matters of interest to the Member States;
- d) Approve the Annual Budget of the Organization and set quotas of the Member States, subject to their acceptance;
- e) Approve the Activity Reports, the Balance Sheet and the Financial Statements on an annual basis and the external audit as well as the selection of the external audit.
- f) Approve and amend the norms and Regulations necessary for the fulfillment of its objectives;
- g) Approve the Triennial Work Program of the Organization and examine and evaluate the results of those activities;
- h) Designate, from among the Member States, the President and Vice President of the Meeting of Ministers;
- i) Elect the Member States of the Directive Committee and name its President;

- j) Name and remove the Executive Secretary;
- k) Consider the reports and recommendations of the Council of Experts, of the Directive Committee, and of the Permanent Secretariat;
- l) Consider, approve or deny the entrance of new members to the Organization, pursuant to a report by the Executive Secretary;
- m) Consider, approve or deny the re-entrance of old members to the Organization, pursuant to a report by the Executive Secretary;
- n) Approve or deny the status of Participating Country in the Organization to those countries from out of the geographic area of Latin America and the Caribbean that request such status;
- o) Designate the host city for the next Meeting of Ministers, if there is an interest on the part of any of the Member States in holding it in a city other than the Headquarters of the Organization, and set the date for holding it; and
- p) Consider and decide on any other matter of common interest, in keeping with the objectives of the Organization set forth in these Bylaws and in the Lima Agreement.

Article 12.- The Ministers or their equivalents in each country may attend the Meeting accompanied by Experts and Advisers.

If the Ministers are unable to attend a Meeting, they may be represented, with the same say and voting rights, preferably by a high-level official of their Ministry.

Article 13.- The credentials of the Delegations of the Member States must be sent in by each country to the Permanent Secretariat, or presented before the commencement of the Meeting.

CHAPTER II CONCERNING THE REGULARITY AND NOTIFICATION OF THE MEETING

Article 14.- The Meeting of Ministers will be held in Ordinary and Extraordinary sessions at OLADE headquarters, and will last preferably one day, maximum two days.

Article 15.- The Ordinary Session will be held once a year, preferably during the month of October. An Extraordinary Session will be held, subject to official announcement by the Executive Secretary, in the following cases:

- a) When the Meeting should so decide;
- b) When one of the Member States so requests, and said request has been accepted by at least one third of their number;
- c) When a Member State so requests with the purpose of taking policy decisions in support of that State, when there has been interference of any nature by third parties in the energy sphere; and
- d) When the Directive Committee so requests with the purpose of amending norms and regulations of the Organization or modifying the annual budget.

Article 16.- If any Member State is interested in hosting the Meeting, that State will make a formal offer at the Meeting, at least one year in advance.

When the Meeting is to be held in a city other than the OLADE Headquarters, its organization will be the responsibility of the host country, along with the financing of the pertinent costs.

Article 17.- Notification of the Meeting is the Executive Secretary's responsibility. The notification will include:

- a) The respective ordinal designation of the Meeting;
- b) The designation of the location where the Meeting is to take place;
- c) The dates of the Meeting;
- d) The provisional agenda of matters to be discussed at the Meeting; and
- e) The request for confirmation of attendance from the notified country.

Article 18.- Notification will be made by means of a written communication by the Executive Secretary of the Organization directed to the Ministers of Energy of OLADE Member States and Participating Countries, and may be sent by post, e-mail or fax.

The Member States must confirm their participation in the Meeting of Ministers as soon as possible by the same means.

Article 19.- There will be a period of at least thirty calendar days between the date of notification and the date of the opening session of the Meeting, without counting either the date of notification or the date of the Meeting's opening session.

The Permanent Secretariat will provide documents for the Ordinary Meeting to the Member States at least thirty days in advance.

For the Extraordinary Meetings, the notification and the documents should be sent at least 15 days in advance. The deadlines might change if the urge of the topics to be covered justifies it.

CHAPTER III CONCERNING THE MEETING'S AUTHORITIES

Article 20.- The Meeting of Ministers will be conducted by its President or, in his or her absence, by its Vice President. The Executive Secretary will act as Secretary of the Meeting.

Article 21.- Prior to the opening of the Meeting, a Preparatory Session will take place with the participation of the Heads of Delegation of the attending Member States. This Preparatory session will be conducted by the President of the previous Meeting of Ministers, or his/her representative. It will be convened by the Executive Secretary, and included in the same notification for the Meeting of Ministers.

Article 22.- In the Preparatory Session the President and Vice President will be designated for the Meeting of Ministers to be held, and the Agenda and Work Program for said Meeting will be approved.

The Presidency will be held and will rotate according to alphabetical order of the Member States in Spanish, so that all of them may chair the same number of times, in conformity with the provisions formulated in this Article. The Vice Presidency will be held by the Member State that is to hold the Presidency at the following Meeting.

The Permanent Secretariat will nominate the Reporting Secretary.

Article 23.- The representatives of the States designated as authorities at the Meeting shall remain such until the next Ordinary Meeting, and will act as such at any Extraordinary Meetings that may be held in the meantime.

Article 24.- The President will be empowered to fulfill and enforce the fundamental purposes of the Organization, the provisions of the Lima Agreement, the Regulations, Agreements and Decisions approved by the Meeting, and anything else entrusted to him or her by the Meeting.

Article 25.- In the temporary or permanent absence of the President, the Vice President will assume the President's functions. When the President of the Meeting is absent during one Session or a part of it, the Vice President of the Meeting will take over the President's functions.

CHAPTER IV

CONCERNING THE CONDUCT OF THE MEETING

Article 26.- At the Opening Session, the Executive Secretary, the President of the Council of Experts and the President of the Directive Committee must give their reports on work carried out, endeavoring to make their presentations in the least time necessary.

Article 27.- The central focus of the Agenda of the Meeting of Ministers should be the session of exchange of opinions and sharing of experiences of the Ministers on a current issue in the energy sector, which is to be selected by the President after consulting the Member States, on the basis of proposals presented to the Presidency at least three months prior to the Meeting.

In order to encouraging debate, the session should, wherever possible, be started with a general introduction by the Minister or the representative of the country that proposed the issue to be discussed.

Article 28.- In order to cover the Agenda, and if deemed necessary, Work Groups will be formed as required to present reports and work documents in the Session of the Meeting.

Article 29.- The Sessions of the Meeting will be attended by the Delegations of the Member States and of Participating Countries, Observers and Special Guests.

Article 30.- The Sessions of Work Groups will be attended by the Delegates designated by each Member State.

Nevertheless, at the discretion of said Delegations, and if deemed necessary in view of the matters being discussed, the Participating Countries, Observers and Special Guests may be invited to take part of it.

Article 31.- Any Decision wished to be submitted for consideration in the Sessions must be circulated among the Delegations at least four hours in advance, unless the Meeting decides otherwise.

Article 32.- Once the Decisions of the Meeting, which constitute the basis for the Final Report, have been approved, the Final Report will be drawn up in a "preliminary version" by the Permanent Secretariat and submitted to attending delegations.

The Member States, if they deem it necessary, will send in their remarks within a period of no more than twenty days, thus facilitating the drawing up of the final version of the report that is to be distributed by the Permanent Secretariat once it is ready.

Article 33.- Press releases are to be made through the President and the Secretary of the Meeting.

CHAPTER V CONCERNING ELECTIONS DURING THE MEETING

Article 34.- The election of the Executive Secretary and of the members of the Directive Committee is to be carried out by secret vote, unless the Meeting decides otherwise. The Meeting authorities will be rotated annually in alphabetical order among the members of the Organization.

Executive Secretary candidates should draft to the Permanent Secretariat 60 (sixty) days before the Meeting of Ministers their Triennial Management Plan, based on OLADE 's mission and vision and what is established at the Lima Agreement, Plan that will immediately be acknowledged by Member Countries.

The Directive Committee will make a comparative study regarding the fulfillment of the requirements established in Article 21 of the Lima Agreement by the candidates, and will inform about this to Member Countries before the Meeting of Ministers.

Article 35.- For the election of the Executive Secretary, the Permanent Secretariat will make notifications among Member Countries six months before the Ordinary Meeting of Ministers is held. In the election of the Executive Secretary, if two or more candidates participate and neither or none of them obtains two thirds of the votes of the Member States present and entitled to vote during the first round of voting, then a second vote will be taken, limited to the two candidates that have obtained the highest number of votes, and this second vote will be decided by the simple majority of the Member States present and entitled to vote. If in the second vote the votes are equally divided, a new vote will be taken. If the draw continues, the Executive Secretary, or in his/her absence the official standing in, will assume the functions of *Ad Interim* Executive Secretary, up until the time of the Extraordinary Meeting of Ministers, which is to take place in a period of no more than 60 (sixty) days to elect the new Executive Secretary, unless the Meeting takes some other decision.

Article 36.- If there is only one candidate, that person will be elected by a simple majority of the Member States present and entitled to vote. If no simple majority is obtained, a second vote will be taken. If no simple majority is obtained, the Executive Secretary or, in his/her absence, the official standing in, will assume the functions of *Ad Interim* Executive Secretary, up until the time of the Extraordinary Meeting of Ministers, which is to take place in a period of no more than 60 (sixty) days to elect the new Executive Secretary, unless the Meeting takes some other decision.

Article 37.- If there is no candidate, the Executive Secretary, or in his/her absence the official standing in, will assume the functions of *Ad Interim* Executive Secretary, up until the time of the

Extraordinary Meeting of Ministers, which is to take place in a period of no more than 60 (sixty) days to elect the new Executive Secretary, unless the Meeting takes some other decision.

Article 38.- Eight Member States of the Organization are to be elected to make up the Directive Committee, based on a balanced geographic distribution of the Region. Each year at least two members are to be replaced.

Those Member States that have not actually participated in at least half of the meetings held will not be entitled for reelection to the Directive Committee.

The Meeting will also elect the Member State that will preside over the Directive Committee until the next Meeting. This Member State may be reelected.

CHAPTER VI

CONCERNING SPECIAL SESSIONS AND MEETINGS

Article 39.- Special parallel or joint sessions may be held during the Meeting of Ministers, to encourage dialogue and interaction among the Ministers or their representatives, the Organization and participants from the public or private sector.

Article 40.- To achieve the participation of all the actors of the Region's energy sector, other types of meetings besides those established sessions may be held, such as:

- a) Sub-regional, multilateral and bilateral meetings to discuss projects and matters of interest;
- b) Business meetings to promote contacts of the private sector and multilateral organizations with representatives of the Member States; and
- c) Joint sessions, with the participation of all OLADE stakeholders, in which the presentation of the main topic is further developed by the Permanent Secretariat or by consultants; presentations by Member States or Participating Countries; presentations by other stakeholders; and/or conferences on relevant issues.

HEADING III CONCERNING THE COUNCIL OF EXPERTS

CHAPTER I CONCERNING THE FUNCTIONS OF THE COUNCIL OF EXPERTS

Article 41.- The following are the functions of the Council of Experts:

- a) To advise, in accordance with the Regulations, on decisions taken by the Meeting of Ministers, requests made by the Executive Secretary, and the activities of the Permanent Secretariat and the Directive Committee;
- b) To act as the permanent preparatory commission for the Meeting of Ministers;
- c) Present the agenda, the provisional work programs, the studies, reports, projects and recommendations that are to be considered by the Meeting of Ministers; and
- d) Any others entrusted to it by the Meeting of Ministers.

Article 42.- Delegates may attend the Council Meeting accompanied by Advisers. Delegates will be officially nominated by their Ministries, procuring that the representation at the Council is at the highest possible professional and hierarchical level regarding energy matters.

If they are unable to attend the Council Meeting, Delegates of the Member States may be represented, with the same say and voting rights, by another Delegate designated for such purpose.

Article 43.- The credentials of the Delegations of Member States must be sent by each country to the Permanent Secretariat, or presented prior to the start of the Council of Experts.

CHAPTER II CONCERNING THE REGULARITY AND NOTIFICATION OF THE COUNCIL OF EXPERTS

Article 44.- The Council Meeting will be held in Ordinary and Extraordinary sessions and will last a maximum of two days.

Article 45.- The Ordinary Session of the Council will be held once a year prior to the Meeting of Ministers and at the same locale. Extraordinary Sessions will be held as necessary in the Headquarters of the Organization, in the following cases:

- a) When the Council so decides; and

b) When one of the Member States so requests and said request has been accepted by at least six other Member States.

Article 46.- If a Member State is interested in hosting the Extraordinary Session of the Council, it must formulate its offer prior to the Notification and undertake its organization and the funding of the pertinent expenses.

Article 47.- It is the Executive Secretary's duty to notify concerning the Ordinary or Extraordinary Session of the Council. The notification will contain:

- a) The respective ordinal designation of the Council;
- b) The designation of the location where the Council is to take place;
- c) The dates of the Council;
- d) The provisional agenda of matters to be discussed at the Council;
- e) The request for confirmation of attendance from the country notified; and
- f) The base documents of the Council.

Article 48.- Notification will be made by means of a written communication by the Executive Secretary of the Organization directed to the Ministers of Energy of OLADE Member States, and may be sent by post, e-mail or fax.

Article 49.- There will be a period of at least thirty calendar days between the date of notification and the date of the Council Meeting, without counting either the date of notification or the date of the Council Meeting.

The Permanent Secretariat will provide documents for the Council Meeting to the Member States at least thirty days in advance.

For the Extraordinary Council of Experts, the notification and the documents should be sent at least 15 days in advance. The deadline might change if the urge of the topics to be covered justifies it.

CHAPTER III CONCERNING THE AUTHORITIES OF THE COUNCIL OF EXPERTS

Article 50.- The Council Meeting will be conducted by its President or, in his or her absence, by its Vice President. The Executive Secretary will act as Secretary of the Council Meeting.

Article 51.- Prior to the Opening Session of the Council Meeting, a Preparatory Session will take place with the participation of the Delegates of the attending Member States. The President of the previous Council Meeting, or his/her representative, will conduct this Preparatory session. It will be convened by the Executive Secretary, and included in the same notification made for the Council of Experts Meeting.

Article 52.- In the Preparatory Session the President and Vice President will be designated for the Council of Experts Meeting to be held, and the Agenda and Work Program for said Council of Experts will be approved.

The Permanent Secretariat will nominate the Reporting Secretary.

Article 53.- The representatives of the States designated as authorities at the Council Meeting shall remain such until the next Ordinary Council Meeting, and will act as such at any Extraordinary Sessions of the Council that may be held in the meantime.

Article 54.- In the temporary or permanent absence of the President, the Vice President will assume the President's functions. When the President of the Council is absent during one Session or a part of it, the Vice President of the Council will take over the President's functions.

CHAPTER IV CONCERNING THE CONDUCT OF THE COUNCIL OF EXPERTS

Article 55.- At the Council of Experts, debates and general presentations will be held, and the Recommendations to be submitted for the consideration and approval of the Meeting of Ministers will be approved.

Upon opening the Session, the Executive Secretary must give a report of the work that has been carried out, endeavoring to make the presentation in the least time necessary.

Article 56.- In order to cover the Agenda, and if deemed necessary, Work Groups will be formed as required to present reports and work documents in the Full Session.

Article 57.- The Sessions of the Council will be attended by the Delegations of the Member States.

Article 58.- The Sessions of the Work Groups will be attended by the Delegates assigned by each Member State.

Article 59.- Recommendation wished to be submitted for consideration in the Full Sessions must be circulated among the Delegations at least four hours in advance, unless the Council decides otherwise.

Article 60.- Once the Recommendations of the Council have been approved, which constitute the basis for its Final Report, it will be drawn up and submitted by the Reporting Secretary for consideration and approval.

CHAPTER V CONCERNING ELECTIONS DURING THE COUNCIL OF EXPERTS

Article 61.- Elections of Authorities of the Council are to be carried out by secret vote, unless the Council decides otherwise.

If any candidate obtains two thirds of the votes of the Member States present and entitled to vote during the first round of voting, then a second vote will be taken, limited to the two candidates that have obtained the highest number of votes. The candidate who obtains the highest number of votes will be elected President and the Vice President will be the runner up.

HEADING IV CONCERNING THE DIRECTIVE COMMITTEE

CHAPTER I CONCERNING THE FUNCTIONS OF THE DIRECTIVE COMMITTEE

Article 62.- The following are the functions of the Directive Committee:

- a) To analyze and recommend the following to be approved by means of the Meeting of Ministers:
 - The Triennial Work Program of the Permanent Secretariat and monitor the implementation thereof.
 - The Annual Budget of the Organization and the contributions of the Member States.

- Activity Reports, Economic General Balance, Financial Statements and the reports of the external audit.
 - Projects to modify the Norms and Regulations of the Organization.
 - External audit company selection for the Organization;
- b) To be informed of the Advisory Board recommendations;
 - c) To submit the Annual report of its activities;
 - d) To approve the Organization structure and personnel staff, as well as their salary scales, suggested by the Executive Secretary;
 - e) Control the implementation of the Budget and Annual Operations Plan;
 - f) To perform monitoring of the policies and strategies of OLADE approved by the Ministers, in order to enable the Organization to maintain a clear perception of measures in the short, medium and long run;
 - g) To prepare draft ministerial decisions and present them for the Council of Experts' consideration;
 - h) To know in advance, give opinion and approve the negotiation of international cooperation agreements and loans, amounting more than 25% of the annual budget. To know about contracts and agreements amounting less than the 25% of the annual approved budget.
 - i) To know in advance and give opinion about Permanent Secretariat officers' s official missions;
 - j) To know in advance and give opinion about initial negotiations with countries interested in becoming Participant Country of OLADE;
 - k) To make OLADE' s vision and mission effective; and
 - l) To approve the programs and projects of the Organization, knowing in advance the opinions of the Member Countries;
 - m) Any others entrusted to it by the Meeting of Ministers.

Article 63.- The Committee will be composed by a President and by Delegates of the eight Member States of the Organization that have been elected as members by the Meeting of Ministers based on a suitable geographic distribution of the Region. Each year at least two members are to be replaced.

Representatives of any of the Member Countries of the Organization not elected as members of the Committee and the Executive Secretary may also participate with the right to speak.

Article 64.- The National Coordinators of OLADE may attend the Meeting accompanied by Advisers. If they are unable to attend the Committee Meeting, they may be represented, with the same speak and voting rights, by another Delegate, preferably by a high level official in energy matters.

Article 65.- The credentials of the Delegations of Member States must be sent by each country to the Permanent Secretariat, or presented prior to the start of the Committee Meeting.

CHAPTER II CONCERNING THE REGULARITY AND NOTIFICATION

Article 66.- The Committee will meet in Ordinary and Extraordinary sessions. The Ordinary Sessions will be held three times a year. The first session is to be held no later than 120 days after its election. The second during the middle of the period and the third one day prior to the Council of Experts. As a general rule, the Committee Meeting will be held in the Headquarters of the Organization, though, as an exception, it may be held in one of the Member States, at the latter's request.

Virtual Meetings will be held whenever the President of the Directive Committee or the Permanent Secretariat deems it necessary, or at the request of one of the member countries to the President, provided that the technical conditions allow it.

Article 67.- An Extraordinary Committee Meeting will be held as necessary, in the following cases:

- a) When the Committee so decides;
- b) When the Executive Secretary so requests, and such request counts on the support of at least two of the Committee's Member Countries;
- c) When one of the Member States so requests, provided it has the support of at least two of the members of the Committee; and

d) When the Meeting of Ministers so decides.

Article 68.- It is the duty of the Committee President to notify concerning the Ordinary or Extraordinary sessions by written notice directed to the National Coordinators of OLADE and to the Executive Secretary. The notification will include:

- a) The respective ordinal designation of the Committee Meeting;
- b) The designation of the location where the Committee Meeting is to take place;
- c) The dates of the Committee Meeting;
- d) The provisional agenda of matters to be discussed at the Committee Meeting;
- e) The request for confirmation of attendance from the State notified; and
- f) The base documents of the Council.

The documentation for the Committee Meeting is to be prepared by the Permanent Secretariat on the basis of proposals by the Member States, and the reports from the Permanent Secretariat, and will be sent to all the Member States along with the notification.

Article 69.- There will be a period of at least thirty calendar days between the date of notification and the date of opening session, without counting either the date of notification or the date of the opening session.

CHAPTER III CONCERNING THE DIRECTIVE COMMITTEE'S AUTHORITIES

Article 70.- The Directive Committee will be conducted by its President. The Ordinary Meeting of Ministers will elect the Member State of the Organization that will preside over the Committee, it being the duty of the OLADE National Coordinator of that Member State to hold the Committee Presidency until the next. If the President is absent from a meeting, the Committee will elect one of its members, by simple majority vote of the Member States present and entitled to vote, to act as President. Whenever deemed necessary, the President of the Committee may be elected by the Extraordinary Meeting of Ministers.

Article 71.- Prior to the opening of the Committee Meeting, a Preparatory Session will be held, conducted by the Committee President.

This Preparatory Session will be convened by the President and will be included in the same notification made respecting the Directive Committee Meeting.

Article 72.- At this Preparatory Session, the Agenda and the Committee's Work Program will be approved by a simple majority vote in favor on the part of the Member States present and entitled to vote.

Article 73.- When the President of the Committee is absent for one session or a part of it, he/she will designate the person to fill in as President.

Article 74.- An official of the Permanent Secretariat, designated by mutual agreement of the Committee President and the Executive Secretary, will act as the Reporting Secretary.

CHAPTER IV CONCERNING THE CONDUCT OF THE DIRECTIVE COMMITTEE MEETING

Article 75.- In the Full Sessions of the Committee, debates and general presentations will be held, and the Recommendations to be submitted for the consideration of the Executive Secretary and approval of the Meeting of Ministers, depending on their nature, will be approved. The Executive Secretary is to inform the Meeting of Ministers of the recommendations from the Committee that have been rejected, justifying his/her decision.

Article 76.- Once the Committee's Recommendations, which constitute the basis for its Final Report, have been approved, the Final Report will be drawn up and submitted by the President for consideration and approval.

HEADING V NORMS COMMON TO THE MEETING OF MINISTERS, THE COUNCIL OF EXPERTS AND THE DIRECTIVE COMMITTEE

CHAPTER I CONCERNING THE AUTHORITIES

Article 77.- The Member States that owe the Organization an amount equal to or greater than the quota assigned for the current year cannot be designated or elected as President, Vice President of the Meeting of Ministers, of the Council of Experts or of the Directive Committee; nor as Executive Secretary. Such Member States will not be entitled to vote. Providing that this situation of nonfeasance is due to circumstances beyond its control, and the Member State formally so requests, it may be granted the right to vote through a vote in favor by the simple majority of the Member States present and entitled to vote. It is the Executive Secretary's duty to submit to the President of the Meeting of Ministers, Council or Committee, as the case may be, the report concerning the status of contributions.

CHAPTER II CONCERNING QUORUM AND VOTING

Article 78.- The Meeting of Ministers, Council of Experts or Directive Committee will meet with the presence of at least two thirds of the Representatives of its Member States having the right to vote. The Executive Secretary will be responsible for verifying a quorum and checking the credentials of the participants in the Meeting of Ministers, pursuant to the procedure set forth in these Bylaws.

Article 79.- In the case of the Meeting of Ministers and the Council of Experts, the Executive Secretary will verify a quorum twenty days before the Meeting, on the basis of the confirmations of attendance received. If the requested quorum is not achieved, the Member States will be urged to confirm their attendance. If by fifteen days before the session the required quorum does not exist, the Executive Secretary will, in coordination with the President of the Meeting of Ministers or of the Council, proceed to postpone the Ministers' or Council Meeting and set a new date, which must be announced through a new communication, and which may be no more than 30 days later than the date set in the previous notification.

If there is still no quorum, the Meeting may be held with half of its members.

Article 80.- In the case of the Directive Committee, the President will verify a quorum fifteen days before the Meeting, on the basis of the confirmations of attendance received in writing or communicated by telephone. If the necessary quorum is not achieved, the Member States will be urged to confirm their attendance. If there is still no quorum in a maximum period of three more days the President will proceed to postpone the Committee Meeting and to notify all the Member State of this fact, informing them as to the date set for the new session, which may be no later than 30 days from the date set for the previously announced session, and must be announced through a new communication.

If there is again no quorum, the Meeting may be held with half of its members.

Article 81.- Except as indicated in Art. 77, each Member State at the Meeting and on the Council of Experts will be entitled to vote.

When the Session is begun, a new verification of the required quorum will be made. The Secretary will inform the President of the Meeting and of the Council, who will take whatever measures are required.

The verification of a quorum may be done at any moment during the course of a Session as per these Bylaws.

During the Session, if the required quorum is not achieved, the Secretary will inform the President, who will proceed according to the case. Any Decisions introduced up to that point will remain valid.

Article 82.- During the Session every effort will be made to adopt Decisions by consensus.

If this is not possible, Decisions will be taken upon a vote in favor by two thirds of the Member States attending and entitled to vote.

Article 83.- Questions of procedure and competence will be approved upon the favorable vote by a simple majority of the Member States present and entitled to vote.

Article 84.- The judgment as to whether a matter is procedural or jurisdictional will be up to the President of the Meeting of Ministers or of the Council of Experts.

Any appeal of a decision taken by the President is to be immediately put to a vote. Unless the appeal is approved by a two-thirds majority of the Member States present and entitled to vote, the President's decision will prevail.

Article 85.- Ordinarily, voting will be done by raising hands; however, any member may request a nominal vote or secret ballot.

Article 86.- Nominal voting will be done by following the Spanish alphabetical order of the names of the Member States, beginning with the Delegation whose name chosen by lot drawn by the President.

Article 87.- After the President has announced that the voting is to begin, no Delegate may interrupt the process except for some point of order concerning the manner in which the voting is being carried out.

Article 88.- The President shall not participate in the voting unless he/she is the only representative of a country. If this is not the case, he/she will designate another member of the delegation to vote in his/her stead. In the case of the Directive Committee, the President may only vote to break a tie.

Article 89.- The Participating Countries present at the Meeting will not be entitled to vote, however they will have the right to speak.

The President may, at his/her discretion, limit the time allotted for speaking and the number of times the floor is taken by each Participating Country.

Article 90.- Every Non-Member Country or International Organization that has been invited by the President in agreement with the Executive Secretary may attend the Meeting as an Observer.

CHAPTER III CONCERNING THE CONDUCT OF THE MEETING

Article 91.- The Inaugural and Closing Ceremonies will be public.

Article 92.- At the request of the Delegation of a Member State or of the Secretary of the Session, the Meeting may be opened as a Reserved Session with the sole participation of the delegations of the Member States or only that of the Heads of Delegations.

At the beginning of the Reserved Session the countries will decide if the Minutes of such Session are to be established. If so, the Minutes of such a Session will be submitted exclusively to the Heads of Delegations of the Member States.

Article 93.- The President will open and close each of the Sessions, grant the right to speak, decide on questions of order, put matters to a vote and declare the Decisions.

Article 94.- Giving the floor to speakers will be granted in accordance with the order of listing at the Permanent Secretary or in the Presidency.

Article 95.- The Executive Secretary, or any official of the Permanent Secretariat designated by him/her for such purpose, may, upon request, make oral or written presentations on any matter being examined, with the authorization of the President or at the request of at least three Member States.

Article 96.- The President may at any time propose limitation of the speaking time, limitation of the number of interventions on the part of each Delegate concerning a topic, cutting short the list of speakers, suspension or closure of debate and suspension or adjournment of the session.

Article 97.- The President may reprove speakers when their observations are not pertinent to the topic under discussion.

Article 98.- The following motions are to take precedence over all other proposals, in the following order:

- a) Suspension of the Session;
- b) Adjournment de la Session;
- c) Postponement of the debate on the topic being discussed; and
- d) Ending of debate on the topic being discussed.

Article 99.- With respect to postponement or ending of debate on the point being discussed, the President may, before putting the motion to a vote, give the floor to a maximum of two speakers who are opposed to such a motion.

Article 100.- Motions relating to the suspension or adjournment of the session are to be put immediately to a vote without debate.

Article 101.- All motions that require a decision on the competence of the Session to examine any matter or to decide for or against a proposal or revision submitted to it is to be put to a vote before the matter is examined or a vote is taken on the proposal or revision in question.

Article 102.- The author of a motion may retract it at any time before it has been put to a vote, provided that no revision has been applied to that motion. Nevertheless, a motion that has been retracted may be presented anew by another Delegation.

Article 103.- When a proposal has been approved or rejected it may not be reexamined unless it is so decided by the majority of two thirds of the Member States present at the Session and entitled to vote.

The authorization to take the floor concerning a motion for reexamination will be granted to a maximum of two speakers opposed to such motion, after which it will be immediately put to a vote.

Article 104.- Any Delegate may move that the parts of a proposal or of a revision be put to a vote separately.

If any Delegate is opposed to the motion to separate it into its parts, the motion will be put to a vote.

Article 105.- When a revision to a proposal is submitted, the revision is to be voted on first.

When two or more revisions to a proposal are submitted, the Meeting will vote first on that which differs the most with respect to the nature of the original proposal, and so forth until analysis of all the revisions has been exhausted.

Article 106.- The official languages of the Organization will be used in the Sessions

Article 107.- Each Member State will be responsible for covering the costs incurred for its own participation in the Meeting.

HEADING VI CONCERNING THE PERMANENT SECRETARIAT

CHAPTER I MAKE-UP AND OBJECTIVES

Article 108.- The Permanent Secretariat is made up of the following Organizational Units: the Executive Secretariat, the Department of Integration, the Department of Planning and Projects and the Administration and Finances Management. These Organizational Units, which have different technical specialties but are properly coordinated with each other, act in an integrated and unified fashion and are under a single central authority, the Executive Secretary, who is the only one responsible for the performance of their functions.

Within its different Organizational Units, the Permanent Secretariat will be composed of two categories of Officials: International and Local. It is up to the Executive Secretary to determine the number of coordinators and consultants in each of the Organizational Units, respecting the maximum number approved by the Directive Committee for each one and the areas to be covered.

Article 109.- The Objectives of the Permanent Secretariat are:

- a) Fulfill OLADE's Vision and Mission; and
- b) Carry out the measures, programs and projects entrusted to it by the Meeting of Ministers, the Council of Experts and the Directive Committee.

Article 110.- The Permanent Secretariat shall carry out the following activities:

- a) Stay in contact at all times with Ministries, Secretariats of Energy or other Member Country institutions in order to meet their requirements and needs, as direct beneficiaries of the Organization's work;
- b) Monitor policies and strategies approved in the triennial plan and by the Directive Committee;
- c) Support the energy integration process by sub-regions;

- d) Generate effective cooperation in the Organization, tapping capacities developed in Member States;
- e) Collaborate in solving disagreements among Member States, acting as friendly mediator, at the request of the Member Countries involve;
- f) Maintain statistics, national and regional databases and economic, legal, and regulatory information regarding the energy sector;
- g) Conduct energy policy and forecasting studies regularly on Member Countries, on different sub-regions and on the Region;
- h) Under its responsibility, publish articles, research papers, books and studies about energy issues for the benefit of Member Countries;
- i) Regional dissemination of experiences regarding technology development in Member Countries; and,
-) Establish contacts and promote programs for cooperation with other entities or organizations within Latin America and the Caribbean and with others outside of the region, preferably related to energy.

CHAPTER II CONCERNING THE ORGANIZATIONAL UNITS AND THE ADVISORY BOARD

Article 111.- CONCERNING THE ORGANIZACIONAL UNITS

The Permanent Secretariat has the following Organizational Units that are administratively linked with the Executive Secretary:

- a) Executive Secretariat;
- b) Department of Integration;
- c) Department of Planning and Projects; and
- d) Administration and Finances Management

Article 112.- CONCERNING THE EXECUTIVE SECRETARIAT (SEJ).-

The Executive Secretariat Office consists of the Executive Secretary, a Secretary, a Communication and Press Assistant and a Specialist Coordinator in International Affairs.

Article 113.- CONCERNING THE EXECUTIVE SECRETARY

The Executive Secretary is to be appointed by the Meeting of Ministers for a period of three years, having the possibility of being reelected according to the Lima Agreement, Art. 21, and to the procedure set forth in these Bylaws. Each Member State may present its candidate to carry out the functions of the Executive Secretary.

Article 114.- The Executive Secretary will act as the legal, judicial and extra-judicial representative of the Organization. He/she is in charge of directly and closely presiding over and managing the Permanent Secretariat.

Article 115.- The Objectives of the Executive Secretary are to attend to the affairs of the Permanent Secretariat and of the Organization in general, in keeping with the policies, norms, regulations and the decisions approved by the Meeting of Ministers, as well as the recommendations formulated by the Council of Experts and by the Directive Committee.

Article 116.- The Functions of the Executive Secretary are:

- a) Comply with the Decisions adopted by the Meeting of Ministers;
- b) Implement the projects approved by the Meeting of Ministers and the Directive Committee;
- c) Convene the Meeting of Ministers, the Council of Experts Meetings and the Directive Committee Meetings;

- d) Send the necessary information and documentation to the representatives of the Member States for the Meeting of Ministers, the Council of Experts and the Directive Committee;
- e) Prepare whatever reports are necessary for the joining or rejoining of new members in the Organization, as well as of Participating Countries for the Directive Committee and for the Meeting of Ministers;
- f) Prepare the preliminary version of the Report on Decisions of the Meeting of Ministers;
- g) By means of the National Coordinators, maintain continuous contact with Energy Ministries and Secretariats and other energy institutions of the Member Countries in order to attend to their requirements and necessities;
- h) Promote and support regional and sub-regional energy integration within the geographic scope of the Organization, in coordination with other institutions and National Coordinators of the Organization;
- i) Send to the Member States projects and programs proposals, so they can give their opinion within a period of thirty days;
- j) Send to the Directive Committee for previous knowledge and approval, international cooperation agreements and loans that amounts more than 25% of approved annual budget. Inform to the Directive Committee about contracts and agreements amounting less than 25% of approved annual budget;
- k) Raise funding from the international community to pursue its studies, programs and projects stated in the Triennial Plan, without interfering the sovereignty of any of the Member Countries;
- l) Manage the Organization's relations with international bodies that are in and out of the region;
- m) Inform the Directive Committee in advance and ask for its opinion about Permanent Secretariat officers' s official missions;
- n) Propose properly justified amendments and adjustments to the Triennial Work Plan, at the Strategy and Programming Committee in order to be approved by the Meeting of Ministers;
- o) Draw up the Annual Operations Plan to be approved by the Directive Committee;
- p) Prepare projects to reform the Bylaws and Regulations of the Organization, directly or in coordination with the Directive Committee;
- q) Prepare the annual budget of the Organization;
- r) Verify the quorum for the Meeting of Ministers, the Council of Experts Meeting and the Directive Committee Meeting;
- s) Present the Activity Report annually at the Council of Experts and Meeting of Ministers;
- t) Act as Secretary at the Council of Experts and at the Meeting of Ministers and attend the meetings of the Directive Committee, with the right to speak.
- u) Manage the Permanent Secretariat of the Organization.
- v) Preside over the meetings of the Advisory Board and of the Permanent Secretariat;
- w) Coordinate the activities of the Governing, Executive, Advisory and Steering Bodies and the Organizational Units of the Permanent Secretariat;
- x) Appoint and remove the Heads of Organizational Units and other officials of the Permanent Secretariat, pursuant to the norms established in the Internal Staff Regulations;
- y) Hire and remove personnel necessary for the operation of the Permanent Secretariat, as well as enter into contracts with providers of professional services and consultants that may be necessary, and set the salaries and fees paid to them. and
- z) All other faculties and duties set forth in the Lima Agreement, in the Internal Staff Regulations and all other Regulations of the Organization.

For the fulfillment of the function provided for in letter e) of this article, the Executive Secretary will verify that the States requesting entrance into the Organization meet with the requirements in Article 4 of these Bylaws.

Article 117.- In the case of the absence or any other temporary impediment on the part of the Executive Secretary for a period of no more than 30 days, the Executive Secretary will issue an internal administrative resolution, designating one of the Directors of the Permanent Secretariat to be temporarily in charge. In the case of the absence of two Directors, the Administration and Finances Manager will temporarily be in charge.

In the case of the Executive Secretary's resignation or permanent absence, the Director of Planning and Projects will assume the functions of Ad Interim Executive Secretary until the next Meeting of Ministers, whereupon the election of the new Executive Secretary is to take place. If this position is vacant then the Director of Integration will assume the functions of Ad Interim Executive Secretary. Should both Directors positions be vacant, the Administration and Finances Manager will temporarily be in charge.

Directive Committee will meet in an Extraordinary Meeting within a period of thirty (30) days, to select the Ad Interim Executive Secretary among the international staff of the Permanent Secretariat, taking into consideration the appropriate qualification and experience of the personnel.

The Executive Secretary must resign in the presence of the Meeting of Ministers if in session, or before the Ministers of the Member States, through written communication addressed to the President of the Meeting of Ministers, with copy to all the Ministers of the Member States and to the Directive Committee's President.

Past Executive Secretary will hand over the Permanent Secretariat to the Ad Interim Executive Secretary, including all official documentation and also will be available in case the Organizations needs him, for the next thirty (30) days.

This should immediately be notified in writing to the Organization's Member Countries.

Article 118.- CONCERNING THE ADVISORY BOARD

The Advisory Board is made up of the Executive Secretary, the Director of Integration, the Director of Planning and Projects and the Administration and Finances Manager.

The Advisory Board of the Permanent Secretariat will meet monthly, or whenever it is convened by the Executive Secretary.

The Executive Secretary will preside over the meetings of the Advisory Board and the Administration and Finances Manager will act as the Secretary.

Article 119.- The Objectives of the Advisory Board are to advise on, analyze and formulate recommendations of all kinds to the Executive Secretary.

Article 120.- The Advisory Functions of the Advisory Board to the Executive Secretary relate, among others, to the following matters:

- a) In the observance of the General Bylaws, Internal Staff Regulations, Regulations for the Management of OLADE's Assets and Resources, Regulations for Hiring Consultants, Regulations for Incorporation of Participation of Participant Countries and the manuals and standards of organization, operation, administration and running of the different Organizational Units of the Permanent Secretariat and in the drawing up of its proposed reforms, given the case;
- b) In the enforcement of the Annual Budget of the Organization and in the drawing up of proposed amendments thereof;
- c) In the securing of loans for the Organization, and their conditions of payment;
- d) In the analysis of the independent auditors' preliminary reports and consultations;
- e) In the approval of purchases or sales of goods, hiring of services, and special bonuses required by the Permanent Secretariat for its proper running, providing the amount involved is over US\$ 10,000.00;

- f) In the approval of official missions by Permanent Secretarial officials, excepting the Executive Secretary, who will inform to the Directive Committee about his missions to obtain its opinion;
- g) In the fulfillment of the overall work plans;
- h) In calling meetings of panels and groups of experts;
- i) In dealing with and deciding on other matters raised by the Executive Secretary;
- j) In the fulfillment of the selection process of Directors and Coordinators; and,
- k) To inform the Directive Committee about its recommendations.

Before taking a decision concerning any of the above respects, the Executive Secretary must consider the recommendations made by the Advisory Board. The Executive Secretary has the power to accept or reject the recommendations made by the Advisory Board.

Article 121.- CONCERNING THE DEPARTMENT OF INTEGRATION (DIN).-

The objectives of this Department are to:

Promote and develop energy integration activities on the different sub-regions according to the Triennial Work Plan established to the Permanent Secretariat; lead and coordinate the regional and sub-regional energy integration process; promote legal regional and sub-regional frameworks of energy integration, harmonize regulatory frameworks, and support the training and work activities of the planning, regulatory and operator groups by sub-regions; and manage appropriate energy information and send it to the Organization.

Article 122.- The Functions of the Department of Integration are to:

- a) Identify and prioritize specific integration prospects, projects and studies at the regional and sub-regional level;
- b) Work on, propose and promote legal frameworks in coordination with Member Countries and other institutions related to regional and sub-regional energy integration;
- c) Identify possible conflicts to which OLADE can work as friendly mediator at the request of Member Countries;
- d) Coordinate the activities in identifying, formulating and implementing regional and sub-regional integration projects;
- e) Work on relations with international organizations, cooperation agencies, financing entities and non-governmental organizations (NGOs), orienting these efforts toward cooperation and integration within the Organization's geographical area;
- f) Identify possible financial funds and support the Executive Secretary's efforts for getting funds to implement regional and sub-regional integration projects; and
- g) Any others that the Executive Secretary may deem necessary for the fulfillment of its objectives.

The functions of the Department of Integration related to regional and sub-regional planning and projects shall be coordinated and agreed with the Department of Planning and Projects.

Article 123.- The Department of Integration is headed by the Director of Integration and will count with one Secretary and Sub-regional Coordinators.

The Sub-regional Coordinators will be appointed according to both, the specific needs of the different sub-regions and the Organization's budget.

Sub-regional Coordinators will work closely with countries and other stakeholders involved in the different sub-regions in order to get adapted to the sub-regional reality and to the progress made in integration.

The number of Sub-regional Coordinators will be defined by the Directive Committee based on the Executive Secretary and the Director of Integration's recommendations, taking in consideration an equitable geographic distribution in order to attend the Organization needs. Requirements and profile are established in the Internal Staff Regulations.

Article 124.- CONCERNING THE DEPARTMENT OF PLANNING AND PROJECTS. (DIP).-

The objectives of this Department are to:

Promote the development of regional and sub-regional projects, training programs for member countries, regional cooperation projects using the experience of Member States, regional, sub-regional and international knowledge exchange, maintenance of OLADE's computer platform and regional and energy statistics update and the use of the Organization's products and services.

Article 125.- The Functions of the Department of Planning and Projects are to:

- a) Implement regional and sub-regional programs, studies and projects;
- b) Develop and propose the regional and sub-regional integration projects entrusted by the Meeting of Ministers.
- c) Maintain national, regional and sub-regional statistics and databases, as well as economic, legal and regulatory information related to the energy sector;
- d) Conduct regularly studies on regional and sub-regional energy policy and forecasting among Member Countries;
- e) Prepare and print articles, research documents, books and studies on energy issues for Member Countries' benefit;
- f) Disseminate regional experiences on technological developments among Member Countries;
- g) Carry out permanent training programs for Member Countries' energy institutions, taking advantage of technological progress;
- h) Identify possible financial funds and support the Executive Secretary's efforts for getting funds to implement regional and sub-regional integration projects;
- i) Establish the database of specialists and technical contacts in the region and sub-regions;
- j) Report to the Executive Secretary on program fulfillment, study completion and project progress; and
- k) Any others that the Executive Secretary may deem necessary for the fulfillment of its objectives.

The functions of the Department of Planning and Projects related to regional and sub-regional integration shall be coordinated and agreed with the Department of Integration.

Article 126.- The Department of Planning and Projects is headed by the Director of Planning and Projects and counts with one Secretary and what Specialist Coordinators and Technical Assistants are needed.

The work of the Specialists Coordinators will involve, among others, the following fields: Energy Policy, Markets, Hydrocarbons, Coal, Electrical Power, Nuclear Energy, Renewable Energies, Environment, Energy Efficiency, Training, Information and Statistics.

The number of Specialists Coordinators will be defined by the Directive Committee based on the Executive Secretary and Director of Planning and Projects' recommendations, taking into consideration an equitable geographic distribution, in order attend the Organization needs. Requirements and profile are established in the Internal Staff Regulations.

Article 127.- CONCERNING THE ADMINISTRATION AND FINANCES MANAGEMENT (GAF).-

The objectives of the Administration and Finances Management is to provide services of administration, accounting, treasury, human resources, maintenance of the computer network, translation and general services, whether by direct hiring or through outsourcing; as well as to conduct and coordinate the administrative and economic-financial activities of the Permanent Secretariat, y other activities related to its area that may be requested by the Executive Secretary.

Article 128.- The Functions of the Administration and Finances Management are:

- a) Perform administrative activities of the Executive Secretary;
- b) Develop and manage the Organization's accounting and prepare financial statements;
- c) Prepare the administrative reports needed by the Organizational Units;
- d) Perform the activities of the Treasury;

- e) Properly administration of financial funds coming from international organizations and financial external sources;
- f) Manage general services (reception, security services, events, archives, and maintenance);
- g) Perform maintenance of the Permanent Secretariat's network system;
- h) Administer the Organization's personnel, whether by direct hiring or through outsourcing;
- i) Manage Member Countries' quotas payments and administer the Organization's assets;
- j) Prepare and monitor the budget and its implementation, in coordination with the Directors and the Executive Secretary;
- k) Establish procedures to ensure enforcement of the Organization's regulations and norms; and
- l) Any others that the Executive Secretary may deem necessary for the fulfillment of its goals.

Article 129.- The Administration and Finances Management is headed by the Administration and Finances Manager and has one Secretary and Assistants to attend at least the areas of Administration, Accounting, Human Resources and Treasurer.

The number of Assistants will be defined by the Directive Committee based on the Executive Secretary and the Administration and Finances Manager's recommendations in order to fulfill the Organization needs. Requirements and profile are established in the Internal Staff Regulations.

Article 130.-The Directors, Specialist Coordinators, Sub-regional Coordinators and the Administration and Finances Manager are in the International Staff category. Assistants and other officials of lower hierarchy are in the Local Permanent Staff category, according to the Internal Staff Regulations.

Article 131.- The functions carried out by both International-Category and Local-Category Officials will be determined by the Executive Secretary, who will take into account the needs of the Permanent Secretariat, after consulting with the Advisory Board.

FINAL PROVISIONS

Article 132- These General Bylaws annul and revoke all Regulations, norms and dispositions that are opposed to or in contradiction with the contents herein.

Article 133.- Cases not envisaged in these Bylaws will be analyzed and determined by the Directive Committee.

Article 134.- These General Bylaws went into effect on June 1st, 2007, once being approved by the IV Extraordinary Meeting of Ministers of the Organization.

OLADE'S STRUCTURE

