

By-laws | Rules of procedure

FOUNDATION REGISTRACION DI COMPANIANAN DI CONSTRUCCION (RCC)

Article 1.

General section and

1.1 by-laws regarding

The foundation Registracion di Companianan di Construcccion, located on Aruba and shall be known as S1843.0, chamber of commerce.

1.2 The by-laws were established by notary mr. Ralph Elias Yarzagaray, located at Oranjestad, Aruba on date 21-12-2020.

1.3 The board of the foundation shall be known and explained in article 5 (five) of the 'statuten'.

1.4 Activities: the activities with the inherent purpose to generate and/or collect income.

Article 2

Board of directors

2.1 The Board

a. Is responsible for the daily executive activities and determines the challenges and tasks as necessary.

b. Is responsible for the foundation's budgets and treasuring, according to local laws and executes activities whether specifically explain in the by-laws or statuten.

c. Is responsible and ambassador of the foundation

d. Is responsible for taking decisions regarding the foundation

e. Has the opportunity to establish one or more temporary project-groups. Project-groups include at least one formal board member of the foundation RCC. If necessary supplemented with non-Board members.

f. Decides in pragmatic situations individually to a financial maximum of 100 (hundred) AWG.

g. Is not qualified to contract possible loans. The only exception is the Board being qualified to acceptance of a multi-year donation.

h. Executes tasks and activities within the scope of the foundation as mentioned in the statuten, by-laws and budgets. If failing, boardmembers will drop their activities and board membership as off the first upcoming boardmeeting,

i. Only a natural and legal person is allowed to be a member of the board

j. Entering board members will be appointed within a regular board meeting, when possible the annual meeting.

Possible candidate-boardmembers must be physical present at the meeting.

2.2 The Chairman;

a. is overall responsible for the foundation

b. is the main ambassador of the foundation

c. is responsible of possible consultation towards and with external governmental organizations

d. is the main contact person for the other boardmembers

e. if responsible for determining the agenda for the boardmeetings

f. is chairman during boardmeetings

g. is responsible that the activities are executed with in the borders of the local laws.

2.3 The vice-president;

- a. Will replace the Chairman when the Chairman is not present or able to execute their tasks
- b. Will be aware of the treasuring status before the annual meeting
- c. Will be aware of the treasuring status whether the treasurer is willing to discharge from the board
- d. Is responsible for the internal wellbeing of the foundation and is responsible for the compliance to the statuten, by-laws and procedures of the foundation.

2.4 Treasurer

- a. Is responsible for the financial administration of the foundation
- b. Will create financial statements
- c. Is responsible for the treasure, financial statements, cash flows and banking activities of the foundation
- d. Controls the inventory and inventory list. Determines the conditions to which inventory will be used and returned.
- e. Budgets incomes and outgoing financials.
- f. Is allowed to individually spend up to 250 AWG
- g. Determines whether the spending of the foundation is in line with the budgets and agreements
- h. Is responsible for the income (contribution) of the certification. Is checking whether certified organizations payed their fees.

2.5 Secretary

- a. Is responsible for all formal reports of the fonudations. Will write a report of the boardingmeetings including: date and time, present of absent (board)members, agreements, summary and other relevant items.
- b. Is responsible for incoming letters and mail.
- c. Is responsible for accurate information provision internal and external
- d. When the board decides to hire a third person for any possible activity the secretary will make sure this legal person will sign the non-disclosure agreement
- e. Is responsible for the sharing and storing of relevant documents
- f. Is responsible for de outgoing invoices for the certified companies
- g. Is, in cooperation with the treasurer, responsible for the income fees of the certified companies

2.6 Webmaster

- a. Control the website
- b. Is the first person of point for external webmasters
- c. Manages the structure of the website
- d. Is responsible for the content of the website
- e. Is responsible of the final revision of the content
- f. Is responsible for shown certified companies on the website
- g. If the board decides to contract an external partner to manage the website the webmaster is the first point of contact and responsible.

2.7 Board meetings

- a. The board will arrange meetings as specified in the statuten of the foundation
- b. The board will make agreements and decisions about topics on the agenda
- c. The board will make democratic decisions. Every formal boardmember has one vote.
- d. The board is only able to make formal decisions when at least 3/4th of the formal board is present during the meeting.
- e. After every meeting the Secretary will make up the meeting report and will make sure this report is send to the formal boardmembers and possible contracted partners.

- f. Proactive input is expected by all the Boardmembers during the meeting
- g. A boardmember is able to, when absent, provide a power of attorney to another formal boardmember.

Article 3.

Communication

- 3.1 Due to the international character of the foundation the formal communication will be in English and Papiaments. All external communication will be revised by the Board.
- 3.2 The main channel for external communication will be the website. The webmaster has the authority to manage the website and is able to hire and contract one or multiple external partners in good cooperation with the board.

Article 4:

Treasuring

- 4.1 Large amount donations, multiple year donations and donations by testimony could be accepted by the notary of the foundation.
- 4.2 Donation provides willing to donate cash money towards a formal boardmember will receive a signed quotation. The cash donation should directly be reported to the treasurer and the money should be collected on the foundations bank account within 5 working days.
- 4.3 The annual fee for organization that are willing to receive the certification is determined for 2021:
 - a. Businesses 1-3 employees: 650,00 AWG
 - b. Businesses 4-25 employees: 975,00 AWG
 - c. Businesses 26+ employees: 1775,00 AWG
- 4.4 Fee's should be paid by invoice in 2 (two) terms:
 - a. First 50% payment after application and set of appointment with the auditor ('Intake')
 - b. Last 50% payment after receiving the audit report and conclusion and before receiving the certification.
- 4.5 The annual year for certified companies will start after the next working day of receiving the certificate.
- 4.6 Fee's should always be paid directly to the bankaccount of the foundation by wire transfer.

Article 5:

Revisions

- 5.1 Revisions within this document are only allowed based on acceptance of the board by at least $\frac{3}{4}$ of the members.
- 5.2 Revisions of the by-laws are empowered by the Chairman of the board within a maximum of 3 weeks after the decision was made and accepted by at least $\frac{3}{4}$ of the Board.

Adopted: 16-10-2020
Amended: 20-11-2021