

JURIDICAL PERSONALITY OF FOREIGN COMPANIES (INTER-AMERICAN)

*Protocol opened for signature at the Pan American Union June 25, 1936, and signed for the United States, with understandings, June 23, 1939*¹

*Senate advice and consent to ratification, with understandings, June 12, 1941*¹

*Ratified by the President of the United States, with understandings, June 23, 1941*¹

Ratification of the United States deposited with the Pan American Union July 10, 1941

*Entered into force July 10, 1941*²

Proclaimed by the President of the United States August 21, 1941

55 Stat. 1201; Treaty Series 973

DECLARATION ON THE JURIDICAL PERSONALITY OF FOREIGN COMPANIES

The Seventh International Conference of American States approved the following resolution (Number XLVIII) :

“The Seventh International Conference of American States, Resolves:

1. That the Governing Board of the Pan American Union shall appoint a Commission of five experts, to draft a project for simplification and uniformity of powers of attorney, and the juridical personality of foreign companies, if such uniformity is possible. If such uniformity is not possible, the Commission shall suggest the most adequate procedure for reducing to a minimum both the number of different systems of legislation on these subjects and the reservations made to the several conventions.

2. The report should be issued in 1934, and be given to the Governing Board of the Pan American Union in order that it may submit it to the consideration of all the Governments, members of the Pan American Union, for the purposes indicated.”

In compliance with the foregoing resolution, the Governing Board at its session of November 7, 1934, appointed a Committee of Experts composed

¹ For text of U.S. understandings, made at time of signature and maintained in the Senate's resolution of advice and consent and in the President's ratification, see p. 276.

² Date of deposit of second instrument of ratification.

of the Ministers of Venezuela, Panama, and Haiti, and Mr. David E. Grant and Dr. E. Gil Borges. This Committee submitted to the Governing Board at the session of December 5, 1934, a report on the juridical personality of foreign companies in the countries of America. The conclusion of the report of the Committee was presented in the form of the following recommendation:

“Companies constituted in accordance with the laws of one of the Contracting States, and which have their seats in its territory, shall be able to exercise in the territories of the other Contracting States, notwithstanding that they do not have a permanent establishment, branch or agency in such territories, any commercial activity which is not contrary to the laws of such States and to enter all appearances in the courts as plaintiffs or defendants, provided they comply with the laws of the country in question.”

The undersigned, being properly authorized by their respective Governments, declare that the principle formulated by the Committee of Experts in the foregoing conclusion to the report mentioned above, is in harmony with the doctrine established in the laws of their respective countries.

The present protocol, in Spanish, Portuguese, English and French, under the present date, shall be deposited in the Pan American Union and remain open for the signature of States which desire to make an analogous declaration.

The representatives of the States which desire to adhere with modifications to the principle enunciated in this declaration, may insert before their signatures the formula which they desire to sign.

In witness whereof, the undersigned representatives sign this protocol on behalf of their respective governments, and affix thereto their seals, on the dates appearing opposite their signatures.

For Chile:

On signing the present Protocol, the representative of Chile formulates as follows the principle of the above-inserted Declaration on the Juridical Personality of Foreign Companies;

Mercantile companies constituted under the laws of one of the signatory states with domicil in the territory thereof, not having any company office, branch, or representation in any other of the signatory states may, nevertheless, appear in court in the territory of these latter as plaintiffs or as defendants, subject to the laws of the country, and execute civil and commercial acts which are not contrary to its laws, except that, for the continued realization of the said acts so that they amount to a fulfilling

of the function of the company the mercantile company must have special authorization from the competent authorities according to the laws of the country where such acts are to be carried out [translation].

M. TRUJO [SEAL]
June 25, 1936

For Ecuador:
C. E. ALFARO [SEAL]
July 22, 1936

For El Salvador:
HÉCTOR DAVID CASTRO [SEAL]
July 22, 1936

For Nicaragua:
HENRI DE BAYLE [SEAL]
July 22, 1936

For Peru:

M. DE FREYERE Y S. [SEAL]
July 22, 1936

For Venezuela:

JACINTO FOMBONA PACHANO [SEAL]
June 30, 1936

For the United States of America:

CORDELL HULL [SEAL]
June 23, 1939

The Secretary of State of the United States of America signs the foregoing Declaration on the Juridical Personality of Foreign Companies with the following understandings:

1. It is understood that the companies described in the Declaration shall be permitted to sue or defend suits of any kind, without the requirement of registration or domestication.

2. It is further understood that the Government of the United States of

America may terminate the obligations arising under the Declaration at any time after twelve month's notice given in advance.

For the Dominican Republic:

A. PASTORIZA [SEAL]
November 7, 1939

On signing the present Protocol, the representative of the Dominican Republic formulates as follows the principle of the Declaration inserted above:

Companies established under the laws of one of the Contracting states with domicil in the territory thereof, not having any company office, branch, or representation in any other of the Contracting States, may, nevertheless, execute in the territory of the said States juridical acts which are not contrary to their laws and may appear in court as plaintiffs or defendants, subject to the laws of the country [translation].