

Consequences of a dissolution request by the Aruba Chamber (continued)

- 3 The Court can appoint an administrator to administer the corporation's assets and the administrator has the competence to settle outstanding dues with the Chamber.
- 4 Expenses related to all mandatory publications and the trusteeship are for the account of the corporation.
- 5 The corporation will cease to exist in case the Court rules in favor of the Chamber.

Advantages of this legal authority for the Trade Registry

Contribute to correct and trustworthy information for the business community.

Promote better compliance with the legal obligation of corporations operating businesses, to have their registered data up to date at all times.

The Chamber can better fulfill its task of making sure that the Trade Registry Ordinance is being executed as it should.

The Chamber can take legal action against businesses not paying their dues, and yet are still making use of Chamber services.

How to avoid dissolution

Corporations may avoid dissolution request by the Aruba Chamber by:

- 1 timely payment of dues to the Chamber;
- 2 inform the Chamber of modifications in the corporation's data:
 - correct information on all managing directors and legal representatives;
 - accurate addresses of the corporation and its managing directors. The necessary documents are available on www.arubachamber.com;
- 3 react on the Chamber's correspondence.

For more information on our services or products, please contact:
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This flyer contains only limited information and does not cover all aspects of the subject. If you need more information, please contact Business Information & Support at the Aruba Chamber.

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Dissolution of Aruban Corporations by the Aruba Chamber of Commerce

Art. 108, VBA Ordinance
Art. 141a & 141b, Code of Commerce
Art. 155qqbis & 155qqtter,
Code of Commerce



Aruba Chamber of Commerce & Industry

Chamber of Commerce & Industry Aruba

The Chamber was officially designated as the representative body of trade and industry in Aruba on September 8, 1930 by the Lieutenant Governor of Aruba.

Today, the Aruba Chamber is an autonomous semi-governmental institution that provides advice, both on request and on its own initiative, to the Minister of Economic Affairs on issues of economic, financial and general nature, as well as to the Aruban business community.

In addition to these obligations the Aruba Chamber is also responsible for administering and supervising two public registers, namely the Trade and the Foundations' Registers.

Current means for the dissolution of a corporation

The dissolution of a corporation is the termination of a legal entity and it can occur in the following ways:

- 1 in case the specific activities for which the corporation was undertaken are terminated; or expiration of the date established in its articles of incorporation;
- 2 by adoption of a resolution of its general meeting of shareholders with regard to its liquidation;
- 3 by Court order.

The dissolution of an Aruban corporation may take place by Court order when:

- 1 bankruptcy has been filed by at least two creditors and the corporation is insolvent.
- 2 requested by the Aruba Chamber;
- 3 the corporation is not in compliance with the law and is operating contrary to common decency or the public order as established by law. This request is submitted by the Attorney General.

Authority to submit a request to the Dissolution of Corporations

According to the Trade Registry Ordinance, the Chamber has the authority to strike a business from the Trade Register when it ceases to exist and/or when the business' assets are acquired by another company. But striking a business from the Register, does not dissolve a legal entity. Effective January 1st, 2009, according to art. 108 VBA Ordinance and the Code of Commerce, art. 141a for a NV & art. 155qqbis for an AVV, the Aruba Chamber has acquired the authority to submit a request to the Court to dissolve any Aruban corporation.

Legal entities in Aruba

The Chamber's authority to request the dissolution of an Aruban corporation is applicable to the legal entities mentioned below and are referred to in this folder by their abbreviation.

Naamloze Vennootschap (NV), Aruban corporation;
Vennootschap met Beperkte Aansprakelijkheid (VBA), Limited Liability Corporation;
Arubaanse Vrijgestelde Vennootschap (AVV), Aruba Exempt Corporation.

Procedures vary depending on the entity since there are significant differences between the NV, VBA & AVV.

When may the Aruba Chamber request to dissolve a corporation?

Under this new competence, the Chamber can submit a request to the Court when the corporation registered in the Trade Register:

- 1 has not paid the amount outstanding regarding its annual contribution, either for itself or for an enterprise of which it is a proprietor, while, despite reminders by the Chamber, a period of minimum one year has elapsed since the amount became due;

- 2 has no managing director(s) registered at the Trade Register for at least one year, and no filings have been made during this period;
- 3 has (a) managing director(s), but one of the following circumstances apply:
 - the managing director(s) is (are) deceased; or,
 - no communication with the managing director(s) has been possible for a period of at least a year at the business' address or the managing director's home address, as appearing in the Trade Registry;
- 4 has no legal representative(s) registered for at least one year, and no filings have been made during this period, while according to art. 20 VBA Ordinance and art. 155a, par. 6 Code of Commerce, the corporation is legally required to appoint a legal representative. This applies only to the VBA & AVV, not for the NV.

Dissolution procedure

When requesting the dissolution of a corporation, the Chamber is required by law to take the following steps:

- 1 notify all directors of the corporation by registered mail of the intention to request dissolution;
- 2 publish the submission of such a request in the Official Gazette (*Landscourant*) of Aruba and in one locally distributed newspaper;
- 3 Submit the petition to dissolve a corporation to the Court. This must occur 30 days after the above mentioned notification and publication, but not later than 90 days.

Consequences of a dissolution request by the Aruba Chamber

- 1 The Chamber shall file the request for dissolution in the trade registry. This will appear on the extract of the corporation.
- 2 If the corporation appears in Court, the Court will allow for the corporation to correct the grounds for the dissolution and to pay the outstanding dues to the Chamber.