

HOUSEHOLD CLEANING PRODUCTS INDUSTRY

ASSOCIATION OF LATIN AMERICA

ALIADA

In the City of Montevideo, on this 15th day November of the year 2007, **Association of Chemical Industries of Uruguay (ASIQUR)**, **Brazilian Association of Cleaning Products Industries (ABIPLA)**, **Association of Personal Care and Household Cleaning Products Industries of Argentina (ALPHA-AI)** represented by Dr. Egon Sudy on behalf of ASIQUR, Ms. María Eugenia Saldanha and Mr. Luis Dutra on behalf of ABIPLA, Dr. Miguel Angel Queralto and Leonardo Mazzia on behalf of ALPHA, all of them in their capacity as member associations, and **Electroquímica SA** from Uruguay, **Unilever Argentina** and **Reckitt Benckiser Brasil Ltda.**, herein represented by CPA Jose Stabile, Mr. Pedro Beramendi and Ms. Marcia Mobaier, respectively, in their capacity as member associations, decided to incorporate a nonprofit organization under the name of “Latin American Association of Household Cleaning Products Industries - ALIADA” (the acronym “ALIADA” can be used for promotional purposes), which will have legal personality, and unanimously approved the following Bylaws:

Chapter I - Incorporation

Article 1 (Name and Address)

An organization, which will be governed by these Bylaws, and applicable laws and regulations, is incorporated under the name “Latin American Association of Household Cleaning Products Industries - ALIADA”, its place of business shall be located in the Department of Montevideo, Uruguay, and it may establish branches, offices, agencies and/or subsidiaries in any other part of the country or abroad. Its registered office and place of business shall be located at Av. Italia 6101.

Article 2 (Purpose)

The purposes of the nonprofit Organization are to achieve synergies and synchronization in the rules and regulations concerning household and institutional cleaning products in Latin America and to foster the development of the manufacture and marketing of these products.

In order to accomplish the abovementioned purposes, the Association may carry out all actions and enter into all agreements which will contribute towards their achievement, including, by way of example and without limitation:

- a) To represent the Latin American household cleaning industry.
- b) To promote the development of the household cleaning industry and its technology.
- c) To strengthen the relationships between private entities and public authorities.

- d) To promote, with the competent public authorities, the issuance of legal and regulatory provisions aimed at fostering the harmonization of the relevant legislation.
- e) To promote the integration and cooperation with similar international organizations, on equal terms, for the purposes of sharing ideas and experiences in order to disseminate them among members.
- f) To promote the free movement of household cleaning products, by removing tariff and para-tariff barriers.
- g) To facilitate communication between the cleaning products industry and consumers.
- h) To provide common positions for the cleaning products industry, within the rules of healthy competition.

Article 3 (Duration)

The period duration of the Association shall be one hundred years as of the time when it is granted legal personality, and it may be extended by decision of the General Meeting.

Chapter II - Assets of the Association

Article 4 (Assets)

The assets of the Association shall consist of: a) the ordinary and extraordinary contributions of member associations that may be set by the General Meeting; b) the contributions of company members; and c) public or private contributions, donations and legacies to the Association.

Chapter III - Members

Article 5 (Classes of Members)

5.1. The prominence of its members, classified as association members and company members, has been a distinguishing feature of the Association. The fulfillment of the purpose of the Association is directly linked to the various activities carried out by its members, who bring their efforts together to achieve that single goal. These Bylaws were prepared on the basis of the objectives mentioned above and the Association was incorporated as a Nonprofit Organization.

5.2. Members can be:

- a) Association members. Those chambers, associations and bodies of a similar nature present at the time of execution of the incorporation and those that may thereafter become members of the Association.
- b) Company members. Those companies present at the time of execution of the incorporation and those that may thereafter become members of the Association.

5.3. All members must have legal personality and be connected to the cleaning products industry. References to “members” in these Bylaws shall be understood as a reference to all members jointly. Two or more companies that are affiliates may not be members. Affiliate companies shall mean those companies which are, directly or indirectly, being controlled, controlling or under common control from another company.

Article 6 (Admission of Members)

With the exception of the members present at the time of execution of the incorporation, admission to the Association shall require a written application addressed to the Board of Directors and a favorable decision from the Board adopted by two thirds of its members.

Article 7 (Rights of the Members)

Members shall have the following rights:

- a) To participate in General Meetings with the right to speak and vote.
- b) To participate in the direction and management of the Association in the manner set forth in these Bylaws.
- c) To submit and promote initiatives aimed at improving the Association.
- d) To take advantage of the benefits granted by the Association to its members, pursuant to these Bylaws.

Article 8 (Duties of the Members)

8.1. Members shall have the following duties:

- a) To abide by and comply with these Bylaws, the rules and agreements adopted by the General Meeting and the Board of Directors.
- b) To attend any General Meeting to which they are summoned.
- c) To fulfill their financial obligations.
- d) To accept the executive or managerial offices to which they are appointed.

8.2. The failure to comply with these obligations shall be judged by the Board of Directors, before which the Member shall have the opportunity to articulate their defense without any kind of limitation. The resolution of the Board of Directors must be justified.

8.3. The Board of Directors may impose a suspension or expulsion as disciplinary measures. Delinquency in payment of three (3) of the fees set by the General Meeting shall be grounds for expulsion. Expulsions must be agreed upon by two thirds of the members of the Board of Directors (not counting the vote of the infringing member, if applicable), in a meeting especially called for such purpose, and the interested member shall be notified by certified telegram or other reliable means. The member shall have thirty calendar days to appeal the decision to the Board of Directors. The appeal must be submitted in writing, stating the grounds for appeal, and will be presented in the next

General Meeting. The Member shall be suspended in the exercise of their rights until the Meeting has made a final decision.

Chapter IV - Authorities

The authorities of the Association shall be: a) the General Meeting of members; b) the Board of Directors; c) the Fiscal Committee; and d) the Electoral Committee.

Article 9 (General Meeting of Members)

The General Meeting of members is the governing body of the Association. It consists of all members entitled to attend said meeting and shall make any decision in the interest of the Association, in accordance with the Bylaws, and legal and regulatory provisions that may be applicable. General Meetings, whether Ordinary or Extraordinary, will be held to discuss only the matters included in the corresponding agenda.

Article 10 (Ordinary General Meeting of Members)

The General Ordinary Meeting of members shall be held during the first four months following the end of the fiscal year of the Association, and shall discuss any matter included by the Board of Directors in the agenda, with the following being its exclusive responsibilities:

- a) To authorize the Board of Directors to set the ordinary and extraordinary amounts to be paid by members. The contributions for the first fiscal year of the Association and up to the first General Meeting shall be set by the first Board of Directors appointed in these Bylaws.
- b) To elect the members of the Board of Directors.
- c) To elect the members of the Fiscal Committee.
- d) To elect the members of the Electoral Committee.
- e) To read, examine and adopt resolutions on the work done by the Board of Directors during the previous calendar year.
- f) To examine, approve or reject the balance sheet and annual report, as well as the comprehensive inventory presented by the Board of Directors.
- g) To pass resolutions on the motions and projects presented by the Board of Directors.
- h) To appoint three representatives of the members present at the Meeting who shall sign the minutes of the Meeting on behalf of members.

Article 11 (Extraordinary General Meeting of Members)

11.1. Extraordinary Meetings shall be held at any time, when convened by the Board of Directors, Fiscal Committee or Electoral Committee, or when requested by members representing at least twenty per cent of members. When a meeting is requested by the Fiscal or Electoral Committee, or the percentage of members indicated above, the Board

of Directors shall be called within five days and for a date no later than thirty calendar days after the date of the request.

11.2. Only the matters included in the call may be discussed at these meetings; however, when all members are present in the Meeting, other matters not included in the call may be discussed, if the majority of members present so decides. The following matters shall be dealt with in Extraordinary General Meetings: a) amendment of Bylaws; b) dissolution and liquidation of the Association; and c) extension of the effective term of the Association.

Article 12 (Call)

General Meetings of members shall be called by letter, fax or email sent to members at the address kept in the Secretary's Office at least 30 days in advance, with a first and second calls, the latter being one hour later than the first one, at which time the meeting shall be held with the members present at the time.

Article 13 (Set Up and Quorum)

13.1. A quorum for a General Meeting to be held shall be constituted by the absolute majority of members on the first call and by the members present on the second call. In both cases, members must be in good standing with all amounts set by the General Meeting.

13.2. Unless otherwise provided for in these Bylaws, resolutions in General Meetings shall be passed by the absolute majority of votes of the members entitled to vote in attendance.

13.3. Two thirds of the votes of the members entitled to vote in attendance shall be required to decide on the dissolution or amendment of the Bylaws of the Association.

13.4. In order to participate in Meetings, members must provide proof of representation by granting a simple power of attorney that shall require no notarization or consular legalization of the signatures two working days in advance, sign the special attendance ledger brought for such purposes and not be suspended pursuant to the provisions in article 8.3 above.

13.5. Meetings shall be chaired by the President of the Association or, when the President is absent, by the person appointed by the members of the Meeting for such purpose, and the person appointed as the Secretary of the Board of Directors shall act as Secretary of the Meeting. All of the discussions and resolutions from the General Meeting shall be recorded in a book of minutes which shall be signed by the President, Secretary, or whoever acts in their place, and also by three members present who shall be appointed by all members in attendance. Any member may demand that their complaint regarding omissions or errors in the call, constitution or conduction of the General Meeting be noted in the record.

Article 14 (Board of Directors. Composition)

14.1. A Board of Directors, composed of a minimum of six and a maximum of fourteen members, shall be responsible for the direction and management of the Association. The composition of the Board of Directors shall always follow a 1 to 1 ratio between a) member associations and b) member companies. A maximum of 14 alternates may also be appointed, also according to the 1 to 1 ratio between member associations and member companies. All members of the Board of Directors must be members of the Association, and the members of the Association shall appoint the individuals which will represent them. Elected members must communicate their appointment to the Board of Directors in writing before the first meeting of the Board of Directors is held.

14.2. The Board of Directors shall consist of a Chair, two Vice-Chairs, a Treasurer, a Secretary and the number of members that may be appointed, up to a maximum of nine. Member associations shall hold the offices of Chair, First Vice-Chair and Treasurer, and member companies shall hold the positions of Second Vice-Chair and Secretary of the Association.

14.3. Members of the Board of Directors shall hold their offices for two years and they may be reelected. Members of the Board of Directors shall be elected pursuant to the election process set forth in these Bylaws. The elected Board of Directors shall fill the corresponding offices.

14.4. Members of the Board of Directors shall hold their offices until the newly elected members take office, offices shall be honorary and members shall not receive any kind of compensation for the office they hold.

14.5. Unjustified delinquency in payment of any of the fees set by the General Meeting of members shall cause members to lose their right to vote, and the unjustified delinquency in payment of three (3) of the fees shall cause members to lose their status as such. Unjustified failure to attend three meetings of the Board of Directors, or the fact that a member of the Board of Directors ceases to be a member, or the fact that a member of the Board of Directors ceases to be part of their association shall cause the office to be terminated. In all cases, the resolution shall be taken by all of the members of the Board of Directors (except for the infringing member), before which the member shall have an opportunity to articulate their defense without any kind of limitation. The resolution of the Board of Directors must be justified.

Expulsions may be appealed before the General Meeting, within fifteen days after the penalty has been notified to the appropriate member by registered letter, fax or email at the address kept in record in the Association.

14.6. Whenever one or more of the officers of the Board of Directors is terminated, the corresponding alternate shall immediately take office.

Article 15 (Competence and Obligations)

15.1. The Board of Directors is the managing body of the Association and shall have full management, administration and decision powers and, therefore, shall be authorized to perform any legal acts and adopt any decisions as may be necessary to carry out the purposes of the Association and fulfill the resolutions adopted by the General Meeting of Members. However, in order to dispose or encumber real property, or incur liabilities in excess of USD 100,000, the Board shall require express authorization from the General Meeting of Members. The Board of Directors may not hire companies, entities or individuals directly or indirectly connected to any of its officers, or request third party guarantees.

15.2. The Board of Directors shall perform its duties pursuant to the Bylaws, rules and resolutions adopted by the General Meeting of Members.

15.3. The address of the Board of Directors shall be the address of the Association and it may meet in any location it may decide. The Association shall be legally represented by the Board of Directors acting through its Chair, Vice-Chair or Secretary, interchangeably, notwithstanding which, special powers may be granted to other members or persons not connected to the Association.█

Article 16 (Operation)

16.1. The Board of Directors may regulate its own operation, in accordance with the general provisions in these Bylaws. It shall meet at least twice a year. For a session to be valid it must be attended by the absolute majority of its members, decisions shall be adopted by simple majority of those in attendance, unless otherwise provided for in these Bylaws. In the event of a tie in voting, the Chair shall have a second vote.

16.2. In sessions related to the financing of the Association, the favorable vote of the member companies that are part of the Board of Directors is required.

16.2. Extraordinary sessions of the Board of Directors may be called by the Chair, by their own initiative or upon request from a Vice-Chair or a member of the Board, or directly by two members of the Board.

16.3. The substantial parts of all discussions and resolutions from the meetings of the Board of Directors shall be recorded in a book of minutes which shall be signed by the members in attendance at the corresponding session. Any member of the Board of Directors who wishes to protect themselves against liability for any actions or agreements must demand that their opinion be noted in the minutes.

Article 17 (Secretary)

The Secretary is a member of the Board of Directors, and has the following duties and powers:

- a) To be the Secretary of the Association, of the Meetings of Members and of the Board of Directors.
- b) To prepare the corresponding minutes, have them signed and keep the corresponding books under their care.
- c) To keep the records of members and save documents of special importance.
- d) To communicate to members by letter, fax or email, the resolutions of General Meetings and the Board of Directors that may be of special importance and issue the appropriate calls.

Article 18 (Treasurer)

The Treasurer is a member of the Board of Directors, and has the following duties and powers:

- a) To be the Treasurer of the Association.
- b) To collect and receive the fees set by General Meetings, and deal with receiving money or property for the Association.
- c) To pay all of the liabilities of the Association.
- d) To present, at every session of the Board of Directors and every General Meeting, the list of members in arrears in the payment of their fees.
- e) To make sure the accounting system is clear and detailed, and present to the Board of Directors a financial statement, as frequently as it may determine.

Article 19 (Membership to Chambers of Commerce)

19.1 Member companies must be members of the Chamber of Commerce, if applicable, in the country in which they conduct their business.

Article 20° (Fiscal Committee)

20.1. The Fiscal Committee shall consist of three members, who shall hold their offices for two years and shall be elected in an Ordinary General Meeting of Members in which the members of the Board of Directors are elected, and they may be reelected for up to two consecutive terms. Members of the Fiscal Committee may not be members of the Board of Directors at the same time. The offices of the members of the Fiscal Committee shall be honorary and members shall not receive any kind of compensation for the office they hold, and they may not be employees or dependents of the Association.

20.2. The Fiscal Committee has the following powers:

- a) To request that the Board of Directors call an Extraordinary Meeting, or to call it directly if the Board fails or is unable to call the meeting.
- b) To oversee the funds and investments of the Association.
- c) To examine, at any time, the accounting records and every aspect of the operation of the Association.
- d) To examine the annual balance sheet, and to approve or make observations to it before it is submitted to the consideration of the General Meeting.
- e) To advise the Board of Directors when required.
- f) To perform any other examination or overseeing duties deemed appropriate or requested by the General Meeting.

Article 21 (Electoral Committee)

The Electoral Committee shall consist of three members. It shall be elected by the Ordinary General Meeting in those years in which elections must be held. This Committee shall be in charge of all matters related to the election, as well as counting the votes and determining the results. It has the authority to call an Extraordinary Meeting in the event of serious irregularities in the election. It shall be terminated once the new members of the Board of Directors and the Fiscal Committee have taken office.

Chapter V - Elections

Article 22 (Timing and Requirements)

Elections for members of the Board of Directors and the Fiscal Committee shall be held every two years, during the corresponding Ordinary General Meeting. Votes shall be made by secret ballot, and the ballots must be submitted to the Electoral Committee at least eight working days before the date of the election. Separate ballots must be made for the Board of Directors and the Fiscal Committee, and each ballot shall have the same number of representatives that are member associations and member companies. In order to be accepted, ballots submitted must be signed by the candidates. Offices for each set of members shall be allocated using the proportional representation system among the different ballots submitted.

Chapter VI - General Provisions

Article 23 (Honorary)

All elected offices held in the Association shall be honorary.

Article 24 (Destination of Assets)

In the event of dissolution, all of the assets of the Association shall be transferred to UNICEF.

Article 25 (Fiscal Year)

The fiscal year of the Association shall end on December 31 of every year.

Chapter VII - Temporary Provisions

Article 26 (First Board of Directors and Fiscal Committee)

The members of the first Board of Directors and the first Fiscal Committee shall be the following:

26.1. Board of Directors

26.2. Fiscal Committee

Article 27 (Applicants for Legal Personality)

The following individuals: Mr. Lorenzo Venditti, Ms. Patricia Codina, Ms. Isabel Lindner, Mr. Juan Carlos Plachicoff, Ms. Beatriz Spiess and Ms. Maria Cecilia Bayce,

are hereby authorized to, acting indistinctly, separately or jointly, conduct all proceedings necessary for the approval of these Bylaws and for the Association to be awarded legal personality, and are empowered to request that one copy of these Bylaws be notarized, to accept or reject all observations which may be made by authorities and to propose alternative wordings and, in general, conduct all accessory or complementary proceedings that may be necessary to complete the processing, for example, to examine, request, photocopy or reproduce the file, request and attend any examination of the books of the Association.

Dr. Egon Sudy

Dr. Miguel Angel Queralto

Ms. María Eugenia Saldanha

Ms. Marcia Mobaier

Mr. Pedro Beramendi

CPA José Stábile

