

**Minutes
Board of Directors
March 13, 2018**

In the city of Cartagena de Indias, at 5:15 p.m. on March 13, 2018, in apartment 4C of the Marlin building in the city of Cartagena, upon convocation sent by the Executive Director Santiago Madriñán, to each of the members, by communication of March 5, 2018, the members of the Board of Founders and Board of Directors met. These included: José Vicente Mogollón Vélez, Hernán Guillermo Piñeres Pupo, María Claudia Trucco del Castillo, Enrique Millán Piñeres, Juan Bautista Lemaitre Ripoll, Viviana Mourra Diazgranados, Karolyn de León, and Martha Londoño de Mogollón. In addition, representing the operation of the Foundation, Santiago Madriñán (Executive Director), Sofia Lissbrant (Deputy Director of Science) Alfonso Buj (Accountant) and Dimas Rodríguez (Statutory Auditor).

The meeting initiated with the reading of the Agenda, as convened:

Agenda

1. Verification of the quorum
2. Installation of the Board of Directors
3. Approval of the Agenda
4. Appointment of Dignitaries (President and Secretary of the Board)
5. Approval of the previous Act
6. Words of the Presidency
7. Report of the Executive Director
8. Presentation of financial statements as of December 2017
9. Presentation and Approval of Cash Surplus 2017
10. Appointment of Statutory Auditor
11. Reform of Statutes Fundación Jardín Botánico “Guillermo Piñeres”
12. Election and approval of designation of dignitaries
13. Authorizations
14. Propositions and other
15. Approval of the Minutes

1. **VERIFICATION OF THE QUORUM:** The Chairman, José Vicente Mogollón, once the quorum is verified, informs that there is capacity to deliberate and make decisions and therefore starts the meeting. Mr. Mogollón clarifies that according to the current statutes, the Council of Founders fulfills the functions of a Board of Directors. Therefore, this meeting is, according to the statutes, a Board of Directors meeting.

2. **INSTALLATION OF THE BOARD OF DIRECTORS:** Installation of the Board of Directors by José Vicente Mogollón. Mr. Mogollón clarifies that according to the current statutes, the Council of Founders fulfills the functions of a Board of Directors. Therefore, this meeting is, according to the statutes, a Board of Directors meeting.

Jardín Botánico de Cartagena “Guillermo Piñeres”
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3. **APPROVAL OF THE AGENDA:** The members unanimously approve the proposed agenda.
4. **APPOINTMENT OF DIGNITARIES (Chairman and Secretary of the Board):** José Vicente Mogollón is appointed unanimously as chairman of the meeting and Karolyn de León as secretary, identified as it appears at the bottom of their signatures, and take possession of their positions.
5. **APPROVAL OF THE PREVIOUS MINUTES:** The Board proceeds to read the minutes corresponding to the two previous meetings, which are approved unanimously and are duly signed by their dignitaries.
6. **WORDS OF THE PRESIDENCY:** José Vicente Mogollón, manifests his satisfaction with the growth the Foundation has had in the last three years, giving importance to the signaling of plants, which has given a great boost to the Garden; to the reinitiation of the scientific work; and the generation of research that has linked national and foreign professors and students to the work of the Botanical Garden. He emphasizes that this has been possible thanks to the leadership of Professor Santiago Madriñán, from the Universidad de los Andes. Under his direction and with his enthusiasm, the scientific work of the Garden has recovered the brilliance that it had in the times it was managed by El Banco de la República.

He reiterates his gratefulness to Comfenalco for its continued support to the Botanical Garden. Its administration of the Botanical Garden for 15 years has given the Foundation the necessary stability to allow for scientific work to be executed.

Mr. Mogollón celebrates the process of updating the Statutes, work that has been shared among all members of the Garden. This reform includes the modernization of the objectives of the Foundation to adapt them to the law of Botanical Gardens of 1996, as well as other recent environmental provisions: The expansion of the Founders' Council from 3 to 5 members; the creation of honorary presidencies so that seniors who withdraw from the Board continue, to the extent possible, collaborating with the scientific and social mission of the Foundation; a much-needed ethics clause is included to govern the behavior of the members of the governing bodies of the Fundación Jardín Botánico “Guillermo Piñeres”; and finally, the redundant position of Administrative Director is eliminated.

Dr. Mogollón shares general information about the Caribbean Region Natural Park project located on the border between Atlántico and Bolívar, which has been growing and consolidating since September 2016. Under the leadership of the current governors of Atlántico and Bolívar, the process to consolidate the two regional natural parks created by the CRA (2012) and by CARDIQUE (2013), which add more than 1720 hectares already protected but not acquired, has been advancing.

In September 2017, the Governor of the Atlantic, Dr. Eduardo Verano de la Rosa, increased the project from 8 thousand to 20 thousand hectares to include the land located

around the wetland of El Totumo. The process has been supported by the *Open Space Institute* of New York, who invited a delegation of 15 people, headed by the governors of Atlántico and Bolívar to visit the parks of the Hudson River Valley.

The creation of the Caribbean Region Natural Park opens perspectives to the Foundation, because eventually, the Botanical Garden could design, plant, do inventory, classify and perform all the relevant studies, very much in alliance with outstanding entities of the Atlantic such as the Universidad del Norte, the Fundación Ecosistemas Secos, and the Fundación Proyecto Tití, and the support of the Universidad de los Andes.

7. **REPORT OF THE EXECUTIVE DIRECTOR:** Dr. Santiago Madriñán thanks the Board for the trust placed in him and his team, and for the board's recognition of the growth of the Foundation. He presents a summary of the executed projects and most important events carried out during the year 2017 and summarizes that a great rate of research was maintained. The ties with other botanical gardens both national and foreign were strengthened. He especially highlighted the visits of European botanists, several representatives of the main botanical gardens of the world, as well as advanced research to consult projects such as Calablanca and Serena del Mar. Various donations were received both in economic resources and in kind. He defines the year 2017 as wonderful and also augurs a good start for 2018, which begins with two projects of several million pesos.

Dr. Madriñán informs that there are some projects that will continue towards 2018: Monaprieta, Natural Park of the Caribbean Region, Fundación Madre Herlinda and Embassy of Austria (Jacquin's Garden and Colombia Bio Expedition), Fundación Granitos de Paz (educational visits to the JBGP). He mentions a new fundraising strategy, through the international platform *Global Giving* in which the campaign is promoted, in partnership with the Fundación Granitos de Paz, for the planting of trees, and invites board members to collaborate and disseminate.

Additionally, the executive management presents the project proposal "Environmental Guidelines for Serena del Mar Landscaping" for a value of 100 million pesos plus VAT, which would begin in March 2018.

8. **PRESENTATION OF FINANCIAL STATEMENTS TO DECEMBER**

2017: The Executive Director of the Fundación Jardín Botánico de Cartagena "Guillermo Piñeres", presented to the Board the financial statements as of December 31, 2017.

Execution of surplus year 2016:

For the beginning of 2017 the Foundation presented in cash Ninety-six million pesos (\$ 96,000,000.00), which were executed in their entirety during the following

Projects:

1. Provide technical assistance in the development of adaptation measures based on ecosystems: the recovery of water rounds of two channels and the restoration of mangroves in the UCG6, Cartagena de Indias, DT and C.
2. Evolution Garden and Garden of Aráceae. New living collections in the Botanical Garden
3. Research Nursery for the restoration of the Tropical Dry Forest
4. Calablanca Estate Inventory

The consolidated general-purpose financial statements and reinvestment of surpluses were submitted for the consideration of the Board of Directors, which were approved with the unanimous vote of all those present.

Compliance with law 603 of 2000

In compliance with Law 603 of 2000, the Board of Directors and the administration of the company state that the Fundación Jardín Botánico de Cartagena “Guillermo Piñeres”, has complied with the current rules on intellectual property and copyright.

The activities of the foundation for the year 2018 will move within such axes or lines of action, leveraged with resources of cooperation, donations and provision of services.

This report was accepted unanimously, by the Board of Directors to be presented before the Council of Founders.

9. **PRESENTATION AND APPROVAL EXCESS DESTINATION 2017:** For the fiscal year 2017, once the accounting and fiscal conciliation was completed, the results obtained by the Fundación Jardín Botánico de Cartagena “Guillermo Piñeres” had no surplus from the operation, therefore there were no reinvestment assignments.

The surpluses were approved with the unanimous vote of the directors and members

10. **APPOINTMENT OF THE STATUTORY AUDITOR:** Board members and members unanimously, approved Mr. Dimas Eduardo Rodríguez Castillo to continue in 2018 as Statutory Auditor, worth 0.6 SMMLV per month.

Next Mr. Dimas Eduardo Rodríguez Castillo, in his capacity as Statutory Auditor, presented his opinion without qualifications.

11. REFORM OF THE BYLAWS OF THE FUNDACIÓN JARDIN BOTANICO GUILLERMO PIÑERES

A draft statute reform was presented, where the articles submitted to reform were read one by one and approved in the same way.

Next, we relate the statutory reform document:

**FUNDACIÓN JARDÍN BOTÁNICO "GUILLERMO PIÑERES"
BYLAWS**

**CHAPTER I
PREAMBLE**

The Fundación Jardín Botánico “Guillermo Piñeres” is a non-profit institution of common utility, created in accordance with the norms of the Civil Code and other pertinent dispositions. The Foundation was founded by the Bank of the Republic and by María Jiménez de Piñeres in 1978, and obtained its legal status on January 26, 1978 issued by the Government of Bolívar.

At the express wish of Doña María Jiménez de Piñeres, as a donor of the properties, the Foundation "will preserve with admiration and affection and for the good of the Caribbean Coast, this place that will be the centre of studies from Urabá to La Guajira to disseminate the plants useful for the development of the economy of the region for the health and prosperity of its inhabitants and for children and students to learn to love plants and flowers, to conserve them and to defend them."

The joint and equal share donation of Doña María Jiménez de Piñeres and Banco de la República, was from a property of nine points two eight (9.28) hectares called "Matute Capilla", located in the municipality of Turbaco, department of Bolívar\.

When the Banco de la República withdrew, more than 15 years ago, the Statutes were modified. These assigned to the Piñeres family the task of keeping the Botanical Garden alive, prosperous and independent. This purpose has been achieved until today, through the agreement signed with COMFENALCO, which has given the stability that the Foundation requires to dedicate itself fully to research and science.

**CHAPTER II
CONSTITUTION, ADDRESS AND DURATION**

ARTICLE 1: CONSTITUTION AND NATURE

The Fundación Jardín Botánico “Guillermo Piñeres”, hereinafter referred to as the Foundation, was established in 1978 when it was recognized by Resolution No. 31 of January 26, 1978, issued by the Governor of the Department of Bolívar, Dr. Haroldo Calvo Núñez. The Foundation is a non-profit institution of private nature and common utility, with aims of social interest, created and governed in accordance with the rules of private law, with the other pertinent dispositions and with the norms contained herein. Its assets and income will be used exclusively to fulfil its purpose.

ARTICLE 2: ADDRESS

The address of the Foundation is the city of Cartagena, department of Bolívar, however, its field of action may be extended to all Colombian territory.

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ARTICLE 3: DURATION

The duration term of the Foundation is indefinite, but may be dissolved and liquidated in accordance with these statutes or for any of the causes provided for in the Law.

CHAPTER III

ARTICLE 4 OBJECT

The Fundación Jardín Botánico "Guillermo Piñeres" will have as primary goal the conservation, applied research and the promotion of flora and fauna, which will benefit the community, the region and the ecosystems of the Colombian Caribbean Coast and the surrounding island region. Within the context of this general objective the following specific purposes will be fulfilled:

- a) Investigate and encourage the planting of plants useful to man, for food, medicinal and industrial purposes with the potential to generate foreign currency.
- b) Recover the plants of the region that are in danger of extinction.
- c) Collect historical and scientific information about the flora of the region.
- d) Maintain exchanges of scientific information with national and foreign institutions whose objectives are similar, seeking to advance common goals.
- d) Encourage and develop higher education institutions in applied research, which includes the structuring of thesis works, special monographic studies, seminars on topics of community interest.
- f) Publish and disseminate results of research conducted to inform civil society and the scientific community about the progress of ecological research in the Colombian Caribbean Coast.
- g) Advise national and foreign entities responsible for the defense of nature, when they request it and to the extent of the possibilities of the Foundation.
- h) Fulfill the acts and contracts conducive to the achievement of the objectives of the Foundation, with fiscal and scientific responsibility, to maintain credibility and the good name of the Foundation
- i) Preserve the characteristic atmosphere of the place, limiting to the minimum possible the construction of buildings in the lands of the Botanical Garden, that only exist those strictly indispensable for the functioning of the Garden.
- j) Performing acts such as acquiring, encumbering and disposing of all types of movable and immovable property, entering into contracts of any kind, which are not contrary to its purpose and in general all that is necessary for the normal development of its activities. For the same purposes, you may also associate with natural or legal persons, public or private, that seek and develop an object similar to that of the Foundation.
- k) Provide technical advice to natural and legal persons of a national or international nature who intend to develop, implement or evaluate related or complementary projects with the social objective of the Fundación Jardín Botánico "Guillermo Piñeres".

Additionally, and in accordance with the Colombian Law of Botanical Gardens (Law 299 of 1996), the purposes are adopted there framed and that are stated below:

- a) Maintain both the essential ecological processes and the systems that support the different manifestations of life.

- b) Preserve genetic diversity
- c) Contribute effectively and permanently through its investigative and informative work to regional and national development, and
- d) To contribute so that the use of the species of the flora and the natural ecosystems is carried out in such a way that allows its use and enjoyment, not only for the current ones but also for the future generations of inhabitants of the Colombian territory, within the concept of development sustainable.

First Paragraph

With the above, the Foundation will develop activities of general interest and giving access to the community, in the following areas:

- **Science, technology and innovation.** Activities defined by Law 1286 of 2009 and those that are developed within the projects approved by Colciencias. Also, research activities in areas such as mathematics, physics, chemistry, biology and social sciences, such as economics, politics, sociology and general-purpose law.
- **Activities to protect the environment.** Conservation, recovery, protection, management, use and exploitation of renewable natural resources and the sustainable environment.
- **Social development,** which includes activities to support the recreation of families of scarce resources, development and maintenance of parks and amusement centers, as long as they are for general access to the community.
- **Cultural.** Cultural activities defined by Law 397 of 1997 and those activities of promotion and development of the cultural activity.

CHAPTER IV PATRIMONY

ARTICLE 5

The patrimony of the Foundation is formed as follows:

- a) For the capital held by Fundación Jardín Botánico “Guillermo Piñeres”, including all assets of any kind.
- b) For donations, bequests or contributions legitimately received in money or in kind from any natural or legal person.
- c) For the goods that it subsequently acquires in any capacity during its duration.
- d) For the natural or civil fruits of the property it owns.

First Paragraph

The contributions made by the Founders and / or third parties will not be refundable under any modality and do not generate the right of return for the contributor either directly or indirectly during their existence or in their dissolution and liquidation.

ARTICLE 6

However, as a non-profit organization, the Foundation may carry out activities that provide monetary benefits, but all of these must be invested in the fulfillment of the statutory objective.

First Paragraph

The surplus derived from the activities of the Foundation will not be distributed under any modality directly or indirectly during its existence or in its dissolution and liquidation.

**CHAPTER V
DIRECTION, ADMINISTRATION AND LEGAL REPRESENTATION**

ARTICLE 7

The management and administration of the assets corresponds to the Founders Council, the Board of Directors, the Executive Committee to the Legal Representative and the Executive Director who in turn acts as Alternate Legal Representative, as provided in the bylaws.

ARTICLE 8

The members of the Board of Founders and the Board of Directors will always act in the best interest of the Foundation and will ensure that their actions are always distinguished by the utmost delicacy and governed by ethics. Members can not be contracted by the Foundation directly or through third parties, unless previously approved by the Board of Directors, and with the approval of the Council of Founders.

ARTICLE 9

The members of the Board of Founders and the Board of Directors will recognize and report any conflict of interest they may have with activities that the Foundation is developing, and will be declared unable to participate in the decisions in which they have a conflict of interest.

**CHAPTER VI
COUNCIL OF FOUNDERS**

ARTICLE 10

The Foundation will have a Council of Founders made up of five (5) representatives of the Piñeres family, or descendants of the Piñeres family, whose general mission will be to ensure compliance with the social purposes of the Foundation. The members of the Founders Council will be elected by co-optation. They will meet two (2) times a year, by convocation by any of its members, and will record their decisions in a minute book.

ARTICLE 11

The functions of the Council of Founders, among others, are:

- a) Appoint the members of the Board of Directors, without limitations or proportional fees for each of the founding entities.

b) Extinguish the Foundation and dispose of its assets, taking into account the opinion of the Board of Directors.

ARTICLE 12

The members of the Founders Council may attend, in their own right and with voice, the sessions of the Board of Directors and the Executive Committee.

ARTICLE 13

The grounds for withdrawal of a member of the Founders Council are: 1) meet the retirement age that is seventy-five (75) years of age, or 2) resignation presented to the other members of the Founders Council.

First Paragraph

The presidents of the Council of Founders, upon resigning, will become honorary presidents, with a voice, in the meetings of the Board, the Board of Directors, and the Executive Committee.

**CHAPTER VII
BOARD OF DIRECTORS**

ARTICLE 14

The Board of Directors will be composed of six (6) main members with their respective alternates, appointed by the Founders Council. The Chairman of the Board of Directors will be one of its members. The substitutes will replace their respective principals in their temporary and absolute absences.

First Paragraph

The Board of Directors shall have a Secretary, who may be one of its members.

ARTICLE 15

The members of the Board of Directors, as well as the Chairman, will be appointed for periods of two (2) years and may be re-elected.

ARTICLE 16

The Board of Directors will meet in four (4) annual ordinary sessions and in extraordinary sessions as many times as necessary in the interest of the institution, according to the Board of Founders, the Chairman of the Board or members of the Board itself.

First Paragraph

The Board may deliberate in person or in person, as provided by its Chairman, and make decisions, by simultaneous or successive communication, when everyone can communicate with each other by electronic means. Likewise, their vote will be valid, when expressed in writing, which will be attached to the minutes.

Second Paragraph

The Statutory Auditor and the Executive Director may attend the meetings of the Board of Directors with voice, but without vote.

ARTICLE 17

The Board of Directors may deliberate with the attendance of at least four (4) of its members, principals or alternates.

First Paragraph

All acts and decisions of the Board of Directors shall be recorded in a book of minutes signed by the Chairman and the Secretary.

ARTICLE 18

Except for special cases provided in these Statutes, the decisions of the Board of Directors must be adopted with the affirmative vote of the absolute majority of the members present at the respective meeting (and who are not part of the Garden Administration).

ARTICLE 19

It is the responsibility of the Board of Directors to direct the Foundation and in particular:

- a) Ensure compliance with the Statutes, interpret them and reform them when needs and convenience so require. The statutory reforms must be adopted by the affirmative vote of at least five (5) members of the Board of Directors and with the approval of the Council of Founders.
- b) Formulate the general policy of the Foundation and ensure the development and fulfillment of its purposes.
- c) To elect its Chairman and its Secretary, to issue its own regulations and the others necessary for the fulfilment of the purposes of the Foundation.
- d) Exercise control over the functioning of the Foundation.
- d) Appoint the Executive Director with the approval of the Board of Founders, as well as authorize the hiring of the employees that, in their judgment, are required, set their remunerations and point out the tasks they must perform when they are not defined in these Bylaws.
- f) To ratify the position of the Executive Director every two (2) years, with the approval of the Council of Founders.
- g) Approve and order the execution of the annual plans and programs that, for the development of the objectives of the Foundation, must be presented annually by the Executive Director.
- h) Appoint and withdraw the members of the Executive Committee, whenever deemed necessary.
- i) Accept aid, grants, donations and other contributions offered to the Foundation, as long as they are aligned with their objectives.
- j) Determine the destination and investment of the Foundation's resources.
- k) Examine and approve budgets, financial statements and their annexes.
- l) To decide on the exercise of the legal actions that are tried against the Foundation and those that the Foundation interposes to third parties.

- m) Appoint and assign the period and remuneration of the Statutory Auditor.
- n) Give your concept to the Council of Founders about the extinction of the Foundation.
- o) Approve any act or contract of more than one hundred (100) minimum monthly legal salaries in force, value that may be readjusted by the Board of Directors when it deems appropriate.
- p) Exercising the other acts not contemplated in these Bylaws and that conform both to the legal norms that govern for the foundations or institutions of common utility as well as to the aims pursued by the Fundación Jardín Botánico "Guillermo Piñeres".
- q) Delegate to the Executive Director the functions it deems appropriate.

ARTICLE 20

Causes of retirement of the members of the Board of Directors.

- a) Fulfill the retirement age that is seventy-five (75) years of age.
- b) Expiration of the period of two (2) years, unless it is ratified by the Board of Founders.
- c) Waiver accepted by the other members of the Board of Directors.
- d) Failure to attend three (3) consecutive meetings of the Board of Directors in one (1) calendar year.
- d) Decision of the remaining members of the Board of Directors.

**CHAPTER VII
EXECUTIVE COMMITTEE**

ARTICLE 21

The Board of Directors may appoint an Executive Committee, which shall be composed of three (3) of its members.

ARTICLE 22

The members of the Executive Committee will be elected by the Board of Directors for a period of two (2) years.

ARTICLE 23

It is the responsibility of the Executive Committee to support the direction of the Foundation, and in particular:

- a) Ensure compliance with the Statutes.
- b) Contribute to the formulation of the general policy of the Foundation and ensure the development and fulfillment of its purposes.
- c) Exercise control over the functioning of the Foundation.
- d) Examine and approve the budgets and financial statements in the first instance.
- d) Decide in the first instance about the exercise of legal actions that are attempted against the Foundation or against third parties.
- f) Grant permits and establish conditions for the use of the Chapel

- g) Approve any act or contract whose amount is between fifty (50) and one hundred (100) minimum monthly legal salaries in force, values that may be readjusted by the Board of Directors when it deems appropriate.
- h) Delegate the Executive Director to the functions it deems appropriate.

ARTICLE 24

Causes of withdrawal of members of the Executive Committee.

- a) Fulfil the retirement age that is seventy-five (75) years of age.
- b) Waiver accepted by the other members of the Executive Committee.
- c) Failure to attend three (3) consecutive meetings of the Executive Committee in one (1) calendar year.
- d) Decision of the members of the Board of Directors.

**CHAPTER VIII
EXECUTIVE DIRECTOR**

ARTICLE 25

The Foundation will have an Executive Director, who will have the Legal Representation of the entity. However, when deemed convenient, the Board of Directors may designate a Legal Representative of the Foundation other than the Executive Director.

ARTICLE 26

The Executive Director will be of free appointment and removal from the Board of Directors. Decisions regarding their appointment and removal will require the affirmative vote of at least four (4) members of the Board of Directors. The Executive Director will have a period of two (2) years, renewable, according to the Board of Directors and the Board of Founders.

First Paragraph

The Executive Director may attend meetings of the Board of Directors with voice but without vote.

ARTICLE 27

The Substitute of the Legal Representative will be a member of the Board of Directors elected by the same.

ARTICLE 28

The following are functions of the Executive Director:

- a) Ensure compliance with the Object of the Foundation (Chapter III, Article 4).
- b) To exercise the Legal Representation of the Foundation in all acts and contracts, judicially and extrajudicially before administrative authorities or private entities, for which it may grant the necessary powers, appoint attorneys and appoint arbitrators. The initiation of legal actions will require prior authorization from the Board of Directors.
- c) Abide by and execute the decisions of the Board of Directors

- d) Submit to the study and approval of the Board of Directors the financial statements and their annexes of the Foundation in the first three (3) months of the year.
- f) Submit for the approval of the Board of Directors the annual budget of expenses and investments.
- g) Prepare the annual plans, programs and budgets of the Foundation, following the guidelines and general policy outlined by the Board of Directors, submit them for approval by November 30 of each year, and execute them
Once the Board of Directors has given their approval.
- h) Submit to the Board of Directors the reports that are requested or deemed indispensable or convenient.
- i) Present reports to the Board of Directors on the progress of the Foundation.
- j) Prepare, in January of each year, the inventory of the assets of the Foundation.
- k) Hire the necessary employees, in accordance with the provisions of the Board of Directors regarding the personnel plant and its remuneration.
- l) Approve every act or contract for an amount up to fifty (50) minimum legal monthly salaries in force.
- m) Convene, two (2) weeks in advance, all members of the Founders Council and the Board of Directors, to face-to-face meetings four (4) times a year, sending in this call the minutes of the last meeting to be reviewed by members of the Founders Council and the Board of Directors.
- n) Send the approved minutes to the Chairman of the Board of Directors, the Statutory Auditor and the Accountant.
- o) Notify, two (2) weeks in advance, the Board of Founders and the Board of Directors when sessions are discussed with the Executive Committee, so that the available members attend.
- p) Carry out all other tasks indicated by the Board of Directors.

First Paragraph

The Executive Director may assign Scientific and Administrative Assistant Directors who will support in the scientific and administrative functions.

ARTICLE 29

The Executive Director cannot be bound within the fourth degree of consanguinity and second of affinity with the members of the Founders Council, the main or alternate members of the Board of Directors and / or with the Statutory Auditor.

First Paragraph

Anyone who has the same relationship with the Executive Director can not be employees of the Foundation.

**CHAPTER IX
FISCAL REVIEWER**

ARTICLE 30

The Foundation will have a Fiscal Auditor appointed by the Board of Directors, which will also determine their remuneration and period.

ARTICLE 31

The Fiscal Auditor must be a Public Accountant and will have the following functions:

- a) Ensure that the Foundation practices accounting methods in accordance with legal standards.
- b) Practice effective internal control measures and ensure adequate conservation of the assets of the Foundation.
- c) Check the inventory of the assets of the Foundation at least once a year.
- d) Inform the Board of Directors and the Executive Director of any irregularity detected.
- d) Approve and authorize the accounts and financial statements of the Foundation and present the corresponding report to the Board of Directors.
- f) Assist with voice, but without vote to meetings of the Board of Directors, when invited to it.
- g) Others indicated by the Law or the Board of Directors.

ARTICLE 32

The Statutory Auditor has the right and faculty of inspection over all administrative acts of the Foundation and will be authorized to be fully informed of all operations, books, correspondence, securities, vouchers and other documents and assets of the Foundation. The Executive Director must provide all the data and reports necessary for the proper performance of their duties.

ARTICLE 33

A Statutory Auditor may not be a member of the fourth degree of consanguinity and second of affinity with the members of the Board of Founders, principal or alternate members of the Board of Directors, the Executive Director and other employees of the Foundation.

ARTICLE 34

The Statutory Auditor may attend meetings of the Board of Directors with voice but without vote.

**CHAPTER X
EXTINCTION AND LIQUIDATION**

ARTICLE 35

The Foundation will be terminated due to the impossibility of fulfilling its objective or by the decision of the Founders Council, which must first hear the opinion of the Board of Directors.

ARTICLE 36

In the event of liquidation, the Foundation's net assets will be donated to a non-profit and common profit institution established by the Founders Council with the unanimous vote of its members.

ARTICLE 37

In case of liquidation, the Board of Founders will appoint the liquidator.

The proposal for the Reform of the Statutes is approved unanimously and it is requested that it is being proceed to register it before the Chamber of Commerce.

12. **ELECTION AND APPROVAL OF DESIGNATION OF DIGNITARIES:**

As a result of the team work of the Council of Founders and the Board of Directors, the resulting composition of the Dignitaries and Governing Bodies of the Fundación Jardín Botánico “Guillermo Piñeres” for the new period is presented, which is approved by the assistants unanimously:

Foundation Botanical Garden "Guillermo Piñeres"

Council of Founders

1. Haroldo Calvo Stevenson
2. Maria Elvira Faciolince Piñeres
3. Maria Claudia Trucco del Castillo
4. Juan Bautista Lemaitre Ripoll
5. Beatriz Mogollón Gómez

Board of Directors:

Main

1. Álvaro José de Zubiria Piñeres (President)
2. María Claudia Trucco del Castillo
3. Hernán Guillermo Piñeres Pupo
4. Martha Londoño de Mogollón
5. Raimundo Angulo Pizarro
6. Karolyn de León Amarillo (Secretary)

Deputy

1. Viviana Margarita Mourra Diazgranados
2. Pedro Luis Mogollón Vélez
3. Enrique Millán Piñeres
4. Juan Bautista Lemaitre Ripoll
5. María Clara Faciolince Piñeres
6. Luis Guillermo Villegas Vélez

Executive committee

1. Maria Claudia Trucco del Castillo
2. Juan Bautista Lemaitre Ripoll
3. Hernán Guillermo Piñeres Pupo

Executive Director

Santiago Madriñán Restrepo

Legal representatives

Santiago Madriñán Restrepo
Hernán Guillermo Piñeres Pupo (Substitute)

Statutory Auditor

Dimas Eduardo Rodríguez Castillo

All the dignitaries appointed as members of the board of directors and principal and alternate legal representative, expressed their acceptance of the appointments made.

13. AUTHORIZATIONS:

- Carry out the project "Environmental Guidelines for the Landscape of Serena del Mar" , for a value of 100 million pesos plus VAT.
- The Executive Director and Hernán Guillermo Piñeres Pupo are authorized as the legal representative of the Fundación Jardín Botánico “Guillermo Piñeres” to present to the DIAN the application for permanence as an entity of the Special Tax Regime of the Income Tax to the Fundación Jardín Botánico “Guillermo Piñeres”, before the DIAN National Tax Administration, in accordance with article 1.2.1.5.1.8. of the regulatory decree 2150 of December 20 of 2017.

14. PROPOSITIONS AND OTHERS:

- Dr. José Vicente Mogollón, states that he is retiring from the Council of Founders. He reiterates that he takes this happy step, convinced that it is necessary, logical and non-extendable. He expresses that "your enthusiasm convinces me that the Botanical Garden finally got some young, idealistic mourners, who are armed with a generous spirit of service to the community. For each and every one of you my thanks. "
- The Board and the directors express to Dr. Mogollón their gratitude for the unconditional commitment and scientific and strategic contributions, since 1976, which today again have the JBGP interacting at the international level and supporting territorial processes that benefit the region. They ask him to accept his designation as Honorary President, to continue counting on his wisdom and guidance in the development of the Botanical Garden of Cartagena Guillermo Piñeres. Dr. José Vicente Mogollón Vélez accepts the designation " as a more delicate responsibility than I have had since the beginning, because I will have to help in my silent silence ".

15. APPROVAL OF THE MINUTES

A recess is made to prepare the Minutes. Then the session is reopened, submitted for consideration and approved unanimously.

There being no other matters to discuss, the meeting is adjourned at 7:23 pm on the aforementioned day.

Signed

JOSÉ VICENTE MOGOLLÓN V. Chairman

Signed

KAROLYN DE LEÓN A. Secretary