

**AMENDED BY-LAWS
OF THE
CEBU CONTRACTORS ASSOCIATION, INC.**

**Article I.
NAME AND OFFICE**

Section 1. Name – The organization shall be known as the **CEBU CONTRACTORS ASSOCIATION, INC.** hereinafter called the “**CCAI**”.

Section 2. Office – The principal office of **CCAI** shall be located at 17th Floor, Park Centrale Building, Asiatown I. T. Park, Apas, Cebu City, Philippines. Branch offices may be established at such other places within and outside the Philippines as the Board of Trustees, hereinafter called the “Board”, may decide.

**Article II.
PURPOSE**

Section 1. Purposes - **CCAI** shall have the following purposes:

- a. To foster closer relations, understanding and cooperation among construction contractors; manufacturers and/or dealers in construction material supplies and equipment, or technicians performing allied auxiliary services related to the construction industry or association of contractors, all doing business in the Philippines.
- b. To serve as the voice of the construction contractors; manufacturers and/or dealers in construction material supplies and equipment, or technicians performing allied auxiliary services related to the construction industry or association of contractors, all doing business in the Philippines, and an independent forum for the development of a consensus business community on matters of national concern.
- c. To perform an active role in helping shape the course of national events and make known its position on issues affecting national interest.
- d. To present the Philippine business community in all fora at the local, national, regional and international levels.
- e. To establish and maintain linkages with global organizations representing construction contractors; manufacturers and/or dealers in construction material supplies and equipment, or technicians performing allied auxiliary services related to the construction industry or association of contractors.
- f. To conduct or partner with both local and international private/government organizations/associations/entities in the conduction of trainings/seminars/workshops and related activities that is beneficial to construction and trade, as well as to enhance and develop the performance capabilities of the Association and its members.
- g. To partner with both local and international private/government organizations/associations/entities in the implementation of the Corporate Social Responsibility activities/programs/projects/endeavours of the Association.

ARTICLE III. MEMBERSHIP

SECTION 1. Who may be a member: Any person, corporation, partnership or association duly licensed and doing business as a construction contractor; manufacturer and/or dealer in construction material supplies and equipment, or technician performing allied auxiliary services related to the construction industry or association of contractors, all doing business in the Philippines, may become a member of **CCAI**.

SECTION 2. Classes of Membership: There shall be three (3) classes of membership namely: regular, life and sustaining.

- a) **Definition of Regular Membership:** Any person, corporation or association or entity qualified under Section 1 of this Article actually engaged in the construction industry and duly licensed as a construction or specialty contractor or manufacturer and/or dealer in construction material supplies and equipment, or technician performing allied or auxiliary services related to the construction industry, all doing business in the Philippines, is classified as a Regular Member.
- b) **Definition of Life Member:** Any person who has been a regular member of CCAI for ten (10) consecutive years and has been consistently of good standing during said terms of membership may upon or after the retirement from construction business be elected Life Member by the association upon the recommendation of the committee acting on the proposal of a Regular Member. He/She/It shall have the rights, privileges and responsibilities of a Regular Member excepting that he/she/it shall not be eligible to any elective post of the Association.
- c) **Definition of Sustaining Member:** Any person, corporation or association not otherwise qualified to be a regular member or life member, who in sympathy with the objective of the Association, regularly contribute in cash or in kind.

Such membership shall be honorary, non-voting, and such member shall not be eligible to any elective office. Admission to such membership shall be vested in the Board upon the proposal of a Regular Member.

SECTION 3. Admission to Membership: Application to become a member shall be made in writing in a form provided for the purpose, and shall be presented to the Committee on Membership for action at its meeting. A favourable recommendation by the majority of said committee and with the approval of the majority of the Board shall admit the applicant as Member.

SECTION 4. Transfer of Membership: Membership in the association shall not be transferrable except in the cases stipulated below. The Board upon a majority vote at a regular meeting and acting upon recommendation by the Membership Committee may approve such transfer.

- a) Where transfer is requested due to change of business style such as from sole-proprietorship to partnership or corporation or from partnership to corporation or vice-versa, without substantial deviation in nature of business undertaking and maintaining principally the same executive personnel.

However, any former member who resigned in good standing due to retirement, may be re-instated by making a formal written request to the Membership Committee, who if found meritorious, be recommended to the Board for approval.

If approved, such member shall pay his yearly dues, inclusion in the directory, and the differential amount of the admission fees between the date of his original and re-instatement membership. A majority vote of the Board of Trustees present during a regular meeting is needed for the approval.

SECTION 5. Rights and Privileges – Subject to the limitations provided for in this By-laws, every member of good standing shall be entitled to:

- a. Vote in all membership meeting of the CCAI;
- b. Vote and be voted upon in any election for any office of the CCAI;
- c. Petition for the calling of a special meeting of the CCAI for the purpose of discussing any matter of vital interest, provided such petition is signed by at least ten percent (10%) of all members in good standing;
- d. Examine during regular business hours the minutes of all meetings and the books of accounts of the CCAI;
- e. Receive regularly copies of all publications of the CCAI and its annual report.

SECTION 6. Duties of Members – All members shall have the following duties and obligations:

- a. To abide by the By-laws and comply with all the resolutions, rules and regulations duly promulgated by the Board;
- b. To pay their duties as provided for in the By-laws and other financial obligations to the CCAI;
- c. To attend membership meetings of the CCAI;
- d. To discharge any assignment given them by the Board or by the President.

SECTION 7. Loss of Membership. Membership in the Association may be lost due to:

- a) Death;
- b) Gross unethical conduct and/or loss of natural license:
 - 1. Upon conviction of a crime involving moral turpitude;
 - 2. For acts unbecoming, including unethical business practice which in the opinion of the Board are highly derogatory and inimical to the Association.
- c) Infraction of the rules or stated policies of the Association;
- d) Violation of any of the Oath of Integrity required by the Philippine Contractors Accreditation Board (PCAB);
- e) Grave Dishonesty of the company's business dealings both towards private and public entities;
- f) Maligning the name of the Association through written, verbal and other forms of media, including but not limited to social media platforms;
- g) Misrepresentation;
- h) Non-Payment of Dues:

Any member failing to pay his dues within sixty (60) days after the prescribed time shall be notified in writing by the Treasurer at his last known address. If the

dues are not paid on or before thirty (30) days from the date of receipt of notification, said membership shall automatically terminate;

i) **Resignation:**

Any member may resign from membership by virtue of business dissolution or termination of Corporate Life upon presentation of proof of such dissolution or such termination. Such application shall be in writing, filed with the Board thru the President or the Secretary and upon approval by a majority vote of the Board, the member shall be considered as having resigned in good standing provided that all fees and other indebtedness of the said member due the Association shall have been paid in full at the time of the filing of his application to resign. Reason of health or temporary absences shall be considered as valid grounds for resignation.

ARTICLE IV. FUNDS & FEES

SECTION 1. The funds of the Association shall consist of fees from members as follows:

a) **Admission Fees:**

Each regular member shall pay an admission fee based on his PCAB Category as shown:

Category AAAA	60,000.00
Category AAA	40,000.00
Category AA	35,000.00
Category A	25,000.00
Category B	15,000.00
Category C	6,000.00
Category D	3,000.00
Trade	3,000.00
Supplier	20,000.00
Foreign Supplier	100,000.00
Foreign Contractor	200,000.00

b) **Annual Fees:**

Each regular member shall pay an annual fee based on his PCAB Category as shown:

Category AAAA	60,000.00
Category AAA	40,000.00
Category AA	35,000.00
Category A	25,000.00
Category B	15,000.00
Category C	6,000.00
Category D	3,000.00
Trade	3,000.00
Supplier	20,000.00
Foreign Supplier	100,000.00
Foreign Contractor	200,000.00

- c) Additional funds and fees of the Association shall come from time to time through voluntary donations from members, trainings, and other items related thereto;
- d) Payment of Fees: Such annual fees described in (b) shall be due in the month of January of the calendar year to which the said fee is applicable except for new members where said fee shall become due upon admission to membership and shall be applicable only to the calendar year of such membership admission.
- e) The Admission Fees and Annual Fees may be adjusted on a yearly basis through the decision of the Board of Trustees in a duly approved Board Resolution.

ARTICLE V MEETINGS

SECTION 1. Annual Meeting: The annual election meeting of the Association shall be held in Cebu, on the Last Week of November each year for the election of the new Trustees and other matters contained in the Notice of Meeting.

- a) Nomination Period – Nomination shall commence from the Last Monday of October of each year until the day of the election itself;
- b) A nomination committee and Comelec shall be appointed by the Board within sixty (60) days before the election day;
- c) However, in the event that any member or members of the Comelec shall be absent, the President is empowered to appoint his/her replacement(s);
- d) Composition of Comelec & Nomination Committee: Composition of the nomination committee shall be made up of three members: one (1) chairman and two (2) members. A Comelec shall be made up of three (3) members, one chairman and two (2) members. Any member of the Comelec shall be barred from running for Trusteeship.

Each voting member of the Association is entitled to vote and the physical presence of at least fifty percent (50%) + 1 of the total membership of good standing during a meeting, unless a proxy vote is duly authorized and accepted, shall constitute a quorum by simple majority, binds the Association and the decision in the said meeting. In the elections of the Board of Trustees, each member is entitled to cast one vote for the number of positions to be filled up per allocated board seat per Category and those obtaining the greatest number of votes shall be proclaimed elected. No member shall be qualified to vote or to be voted upon unless he/she shall have paid all dues to the Association as of April of the same year duly certified to by the Treasurer.

Immediately after the election of the Trustees at the said annual meeting, the duly elected Board of Trustees shall recognize itself and elect their own officers, as provided on the By-Laws, within a period of 15 days from such election.

SECTION 2. Special Meeting: Special meeting of the members of the Association may be held at any time and any place within the City of Cebu and Suburbs upon call of the

President. Special meeting may also be called by the Secretary upon request of at least five (5) Trustees or 15 Qualified voting members.

All qualified members shall be notified of all special meeting of the Association. Their presence at such meetings is required either in person or proxy. Such a written authorization of “**PROXY**”, empowering another qualified voting member to act for the absence of a member must be presented to the Secretary for inspection and record at least one hour before the opening of the meeting. Each and every member attending the meeting shall present his credential to the Secretary for purposes of ascertaining whether or not there is a quorum and the Secretary or his assistant shall record the names of the absent member presented by proxies.

QUORUM: The presence in person of at least fifty percent (50%) + 1 of the total membership of good standing during a meeting, unless a proxy vote is duly authorized and accepted, shall constitute a quorum by simple majority.

SECTION 3. Luncheon or Dinner Meetings: There shall be a bi-monthly luncheon or dinner meeting of the Board to be held at Cebu City or Suburbs during the election period to which the meeting day of the week will be decided by the current Board, provided that in an emergency or for good cause the Board may change the day of the meeting, or cancel it altogether.

The Board, and/or the officers of the Association shall conduct such meeting in a high ethical standard in business or profession. Attendance shall be encouraged and incentives should be given with emphasis on guest speakers and awards.

SECTION 4. Notice of Meeting: Notice of such meeting shall be sent by the Corporate Secretary or the Secretariat to all members in good standing at least thirty (30) calendar days before the meeting.

SECTION 5. Quorum: Physical presence of at least fifty percent (50%) + 1 of the total membership of good standing during a meeting, unless a proxy vote is duly authorized and accepted, shall constitute a quorum by simple majority, binding the Association on decisions made in said meeting.

In the election of the Board of Trustees, each qualified voting member shall be entitled to cast one vote for each of such number of candidates as called for in the notices of election. The candidates receiving the highest number of votes for the number of positions to be filled shall be proclaimed elected.

- 1) The Candidate nominated upon shall be required to give his or her written consent. However, verbal consent is acceptable if he or she is present in the meeting.

Article VI. ELECTION

SECTION 1. MANNER OF VOTING. All the votes shall be cast by ballot through a General Assembly Meeting. A proxy may be allowed upon presentation of a written authorization.

SECTION 2. BOARD OF TRUSTEES. Election of the BOT members every two (2) years shall be held during the General Membership Meeting held at the date and time

agreed upon. Nominees shall come from the general assembly as determined by the nomination committee.

SECTION 3. COMMITTEE ON ELECTIONS (COMELEC). A three (3) member Election Committee shall be formed to formulate election guidelines and handle the election proceedings. The BOT shall appoint the members of the Election Committee from the roster of Past Presidents of the Association, provided that the members shall be those who are not running as member of the incoming Board of Trustees and must not be related within the Third (3rd) Degree of Consanguinity or Affinity to those members who are nominated and running to be elected as member of the incoming Board of Trustees.

The Commission on Election shall be composed of a Chairman and two (2) members chosen from the membership in good standing. The Commission shall exercise, among others, the following functions and powers:

- a. To enforce the pertinent provisions of these By-laws and promulgate such rules and regulations as may be necessary for the proper conduct of election;
- b. To determine qualified nominees and furnish all the members with the list thereof in an alphabetical order before the election. Only nominees who have expressed in writing their acceptance of the nomination shall be included in the list of qualified candidates;
- c. To disqualify, after the due process and by majority vote of all its members, any candidate who violates any pertinent provision of this Article or any rule and regulation issued by the commission;
- d. To appoint such deputies as may be deemed necessary in the conduct of the election, including but not limited to the members of the CCAI.

The ballots shall be counted and canvassed, and the results shall be certified in writing by the Chairman of the Commission on Election who shall announce the results and proclaim the winners.

SECTION 4. PROXY VOTING. Proxy voting is allowed subject to election guidelines.

SECTION 5. ABSENTEE VOTING. Nominees who cannot attend the General Membership Meeting and the Election of Officers due to illness or any justifiable reason, must signify in writing their commitment to serve the desired position if and when elected to the Board of Trustees. The written commitment must be submitted to the Election Committee two (2) days or forty-eight (48) hours before the conduct of the Election.

SECTION 6. Prohibited Acts – Any candidate or any person acting in his/her behalf or interest is prohibited to do any of the following acts at any time within thirty (30) days prior to the election.

- a. The giving of cocktail parties, luncheons, dinners and other similar parties or forms of entertainment;
- b. The display or exhibition of signs, streamers and billboards anywhere, announcing the candidacy of any candidate;
- c. The distribution of campaign materials such as handbills, cards, sample ballots, handouts, giveaways or mementos in any manner or form and at any time;
- d. The insertion of paid advertisements in any form of media by or in behalf of any candidate or group of candidates;

- e. The commission of any other campaign act that tends to embarrass, disgrace or bring dishonour to the CCAI.

SECTION 7. Protests – Protests, if any, must be filed in writing with the Commission on Election within three (3) calendar days following the announcement of the election Results. The Commission on Election shall resolve the election protest within seven (7) calendar days after receipt thereof. The decision of the Commission on Election shall be final and unappealable.

ARTICLE VII

BOARD OF TRUSTEES

SECTION 1. Management of the Association: The Corporate Powers and affairs of the Association shall be exercised, administered and controlled by the FIFTEEN (15) Board of Trustees, consisting of **TEN (10) CONTRACTORS (with PCAB License) which includes the Immediate Past President, and FOUR (4) SUPPLIERS**, all of which are duly elected by all of the regular members of good standing of the association, plus the **Current ACEL President**. Allocated seats are as follows:

<u>Categories</u>	<u>No. of Board Seats Allocated</u>
• Contractors (with PCAB License)	9 Seats
• Suppliers	4 Seats
• Immediate Past President	1 Seat
• Association of Carriers and Equipment Lessors (ACEL) President	1 Seat
• CCA NextGen Representative	1 Seat (Non-Voting)
• Stakeholder Association	1 Seat (Non-Voting)

17 Seats

Total Board Seats for Election 13 Seats
(9 Seats for Licensed Contractors, and 4 Seats for Suppliers)

If the Immediate Past President is unable or does not take his/her Board Seat, the Elected Board of Trustees shall decide on a Majority Vote on who amongst the Past President shall take the vacant Seat of the Immediate Past President.

The ACEL President who previously had a Seat in the CCAI's Board of Trustees, who is not the current ACEL President, is disqualified in the allocated Board Seat, and in his/her place, the current ACEL President shall represent the latter and takes the Seat.

The Immediate Past President of the Association shall ipso facto become a member of the Board as ex-officio member. He shall not vote, except to break a tie, but shall be entitled to participate in all deliberations of the Board.

In the event that the CCAI will have a representation with other Associations/Corporations/Partnerships/Companies/Groups/Entities, the Board of Trustees shall select from the Board as to who will represent the CCAI through a majority vote of those present in a Board meeting with a quorum.

Formal Turn Over of Documents: All important documents shall be formally turned over in writing by the outgoing President to the incoming President. The documents shall include but is not limited to the following:

- a.) CCAI SEC Registration;
- b.) Employee Handbook;
- c.) Employee Contracts;
- d.) Passbooks and related records;
- e.) CCAI Financial Statement;
- f.) CCAI Policy Handbook;
- g.) One copy of the Minutes of the Meeting;
- h.) By-Laws.

SECTION 2. TERM: The term of office of the Trustees duly elected after the effectivity of this Amended By-Laws shall be two (2) years, and shall be distributed by virtue of the following Categories:

<u>Categories</u>	<u>2 -Year Term</u>
Contractors (with Active PCAB License)	9 Seats
Immediate Past President	1 Seat
Supplier	4 Seats
ACEL Representative	1 Seat
CCA NextGen Representative	1 Seat (Non-Voting)
Stakeholder Association	<u>1 Seat (Non-Voting)</u>
Total Board Seats	17 Seats

SECTION 3. TERM LIMIT. The President shall be elected by the Board of Trustees and shall serve for not more than two (2) consecutive terms, or a maximum of four (4) years. After serving as President, he/she shall then become an Immediate Past President. The Four (4)-Year maximum term may be extended by the majority vote of the Council of Presidents when the situation calls for such decision.

SECTION 4. COUNCIL OF PRESIDENTS. A five (5) member Council of Presidents consisting only of past presidents shall be formed. It shall comprise of **Four (4)** from the roster of Past Presidents, **and One (1), Immediate Past President**. This council shall provide support and guidance to the Board in major and crucial decisions that would affect the Association. The BOT shall appoint four (4) willing and qualified Past Presidents from the roster, aged at least forty (40) years old and who, along with the Immediate Past President, shall elect from among themselves the Chairman of the Council.

The following matters shall need the prior approval and guidance of the Council of Presidents before the matter can be tabled and voted upon by the Board of Trustees in a special meeting called for that purpose, to wit:

- 1) Purchase of Company Assets worth more than PhP 500,000.00;
- 2) Sale and Disposal of Assets worth more than PhP 500,000.00;
- 3) Correspondence on Crisis Management;
- 4) Filing of Cases by the Association.

The COUNCIL OF PRESIDENTS through a written motion, may ask for the removal of a Board of Trustee due to Ethical Violation, or 3 Successive Absences from the Monthly Board Meeting. The written motion shall be approved by at least 10 Board of Trustees. A decision shall be made by the Board within Thirty (30) days from receipt of the motion. A replacement of the removed Trustee shall be selected through a nomination and election by the Board of Trustees from any one of the active CCA Committee Members.

SECTION 5. Meetings:

- a) Regular Meetings: The Board of Trustees shall meet regularly every Third Tuesday of the month unless otherwise changed by the President.
- b) Special Meeting: Special meetings of the Board may be called by the Secretary upon the request of three (3) Trustees.
- c) Quorum: A simple majority of the Board of Trustees shall constitute a quorum for the transaction of any business.
- d) Place of Meeting: Regular and Special meetings shall be held at the office of the Association or at any convenient place, or through a teleconference.
- e) Notice of Meetings: Notice is necessary in case of regular meetings. In case of special meetings, either verbal or written notices shall be given at least seven (7) days before the meeting.
- f) Execom Meetings: The President may call for or create regular execom meetings as he/she deems necessary.

SECTION 6. Special Powers: Without in any way delimiting the power of the management, directions and control conferred upon the Board in Section 1 of this Article, authority is hereby conferred on the Board of Trustees to adopt policies, rules and regulations of general interests to the Association for the guidance of its members, and no member shall act contrary to policies so stated, or independently of the Association, under the penalty of loss of membership as herein provided.

The Board of Trustees may create several Committee's to be individually led by an active member of the association selected by the majority vote of the Board of Trustees. These shall be called CCA Committee(s), the members of which shall be called CCA Committee Members.

SECTION 7. The Board of Trustees shall be responsible to the Association for the performance of the following:

- a) To secure the economical working of the Association and to safeguard it against fraud and pernicious acts and practices against it;
- b) To provide suitable accommodations for the conduct of its transactions;
- c) To control all funds of the Association, and ensure that all transactions are carried out legally and in accordance with the By-Laws of the Association.

SECTION 8. Vacancies in the Board: Any vacancy in the Board, due to resignations or death, or other causes shall be filled through a nomination and election by the Board of Trustees from any one of the active CCA Committee Members.

SECTION 9. Foundation: The Board may create and support a Foundation that is necessary to foster the Association's Purpose.

ARTICLE VIII OFFICERS

SECTION 1. The Officers of the Board: The Officers of the Association shall consist of a President, Two Vice-Presidents (Internal Affairs and External Affairs), a Treasurer, an Auditor, Two PRO's, and a Secretary. The Trustees shall elect from among themselves the said officers, provided that only Member-Trustees shall be eligible for election. The Board shall be authorized to appoint such other administrative officers and/or employees as it may see fit and shall fix and determine their powers, duties, responsibilities, and compensation. **The President and Two Vice-Presidents (Internal Affairs and External Affairs) must be Contractors. (SHALL WE ALLOW VP-EXTERNAL TO BE A SUPPLIER?)**

SECTION 2. Duties of the President:

- a) The President shall be the Chief Executive of the Association;
- b) He shall preside at all meetings of the Association and of the Board of Trustees;
- c) It shall be his duty to implement the decisions, resolutions and policies approved by the Board of Trustees;
- d) He shall always be one of the authorized signatories of all negotiable instruments, checks, notes and other routinary documents of the Association.

SECTION 3. Duties of the Two Vice-Presidents: In case of death, absence or any disability of the President, the vice-president (VP-Internal Affairs) shall assume and discharge all the duties, and exercise all the functions of the President.

- a) Vice-President for Internal Affairs: He shall assist the President in all matters pertaining to the proper administration of the internal affairs of the Association such as personnel, promotion, disposal and maintenance of properties. Supervise and control matters pertaining to the growth of membership. Coordinate the functions of the various committees and he shall, subject to presidential power, exercise, supervise and control over the tasks so designated.
- b) Vice-President for External Affairs: He shall assist the President in functions of the Association requiring official representation such as the exchange of the technical seminars here and abroad, conferences with the government officials, ceremonials and the like, spur legislation, implement construction business and economic policies, husband the Association's resources and he shall, subject to presidential powers, be the accredited representative in those functions so designated.

SECTION 4. Duties of the Treasurer:

- a) The Treasurer shall have the custody of all the funds and properties of the Association;
- b) He shall keep true, proper, and accurate accounts of the funds, properties, assets and liabilities of the Association, and have such accounts open to examination at

all times during office hours by a legitimate member of good standing of the Association;

- c) He shall countersign all checks, notes and negotiable instruments;
- d) He shall render financial reports of the Association during the meeting of the General Membership and every regular meeting of the Board of Trustees.

SECTION 5. Duties of the Secretary:

- a) The Secretary shall properly keep and file records of the Minutes of the Meetings of the Board of Trustees and of the General Membership of the Association, and all other records through the CCAI Secretariat;
- b) He shall be the custodian of the Association Seal;
- c) He shall attest all membership certificates and all formal contracts executed by the Association or by the Board;
- d) He shall attend to all correspondence of the Association;
- e) He shall render annual reports of his Office at the annual meeting;
- f) He shall render reports in every General Membership and Board of Trustees Meetings, all communications and other important documents that might have been received by his office.

SECTION 6. No elective member officer of this Association shall be entitled to any compensation by reason of his/her office. Compensation of hired employees of the Association shall be determined by the Board of Trustees.

SECTION 7. In case of sickness or absence or any disability of any of the above-mentioned officers, the Board may delegate and entrust the power, duties and function of the sick, or absent, or disabled officer to any of the Trustees.

SECTION 8. Resignation: Any officers of the Association may resign any time. Upon such resignation, it shall be his duty to give an accounting of his duties and functions to the Board of Trustees in such manner as the Board may determine.

SECTION 9. Removal: Any officer of the Association may at any time be removed from office with cause upon the affirmative majority vote of the Board of Trustees having a quorum.

SECTION 10. Vacancies: Any vacancy in any office shall be filled by the Board of Trustees for the unexpired term.

SECTION 11. Duties of the Auditor:

- a) He shall make a monthly audit of the financial records of the Association;
- b) He shall cause the posting at the office of the Association in a conspicuous place, a monthly financial report of the Association properly audited and certified to as the true and correct financial statement of the Association;
- c) It shall be his duty to present his bi-monthly report to the Board of Trustees and render his opinion as to the true financial status of the Association.

ARTICLE IX BUDGET AND DISBURSEMENT OF FUNDS

SECTION 1. After the Board of Trustees shall have qualified in their offices, the Board shall cause an annual budget to be prepared and approved within the first month of their assumption in their office.

SECTION 2. The annual budget shall incorporate the financial outlay for the various regular expenses of the Association such as office rental/maintenance, salaries and wages of personnel/consultants, transportation, light and water, telephone bills and any other necessary expenses which may be needed in the ordinary conduct of Association business.

SECTION 3. A discretionary fund for the President of the Association shall be incorporated in the preparation of the budget, the amount of which shall be determined and approved by the Board.

SECTION 4. If after the expiration of the first month, upon the assumption of the new Board, no new budget is approved, the budget of the immediately preceding year shall automatically be operational until a new budget shall have been approved.

SECTION 5. The budget necessary to support for the creation of a Foundation may be released through a Majority Vote by the Board.

ARTICLE X FISCAL YEAR

SECTION 1. The Corporate year of the Association is from June 1 of current year to May 31 of the succeeding year.

ARTICLE XI SEAL

SECTION 1. Form of Seal: The Corporate Seal of the Association shall be determined by the Board of Trustees and the same be described in this Articles upon its approval by the Board.

ARTICLE XII AMENDMENTS

SECTION 1. This by-laws may be amended, altered or replaced in whole or in part by a majority vote of all **active voting members** present in person or by proxy at the annual or any special meeting called for the purpose, upon written notice of at least thirty (30) calendar days prior to the special meeting.

IN WITNESS WHEREOF, we, the undersigned Board of Trustees present at said meeting and voting thereat in favour of the adoption of said by-laws, have hereunto subscribed our names this _____ in Cebu City.

FRANCIS GERARD S. CANEDO

BENEDICT C. UY

WILBERT H. CHING

CHARLES KENNETH C. CO

EDGAR B. WATIN

BERNARD VONN I. SIA

WILLY JUSTIN L. GO JR.

STANLEY T. ONG

KEVIN SEAN L. LIM

REGAN REX T. KING

SEGUNDINO Y. SELMA, III

AVELINO A. MASONG

ARTHUR KENNETH P. DY

RIZALITO S. CASINILLO

PETRIOUS P. DAKAY