

BY - LAWS
OF
PAMBANSANG RAGBI LIGA NG PILIPINAS, INC.

ARTICLE I
MEETINGS

Section 1. Annual Meetings. - The annual meetings of the members shall be held at the principal office of the corporation or at any place designated by the Board of Trustees in the city or municipality where the principal office of the corporation is located on the third Monday of June of each year. The election of trustees shall also be held during this annual meeting.

Section 2. Regular or Special Meetings. - The President of the corporation shall call for regular meetings of the members which shall be at least twice in a calendar year. During the said regular meetings, the President shall render his report on the activities of the corporation.

Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees or the President or upon petition of 1/3 of the general membership.

Section 3. Notices. - At least one (1) week before the date of the annual, regular or special meeting, the Secretary shall cause written notice of the time, place and purpose(s) of said meeting to be personally served upon each member or sent by facsimile, electronic mail, or registered mail to each member at his address as it appears on the records of the corporation. No other business shall be considered at such meeting, except with the consent of all the members present thereat.

Section 4. Waiver of Notice. - A member may waive notice of annual and special meetings in any manner, whether expressly or impliedly. A waiver in writing signed by the member, sent by ordinary mail, by registered mail, by facsimile or by electronic mail, or served personally upon the Corporate Secretary or Assistant Corporate Secretary, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of the corporation.

Section 5. Quorum. - A quorum for any meeting of the members shall consist of a majority of the members and a majority of such quorum may decide any question at the said meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion.

Section 6. Voting; Proxy. - Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the corporation not later than one (1) day prior to the date of the meeting.

Motions shall be decided by the majority of the members present and entitled to vote thereat. Should the number of votes cast for and against a motion be equal, the Chairman of the meeting shall cast a vote to break the tie. How each member voted on any motion shall be recorded in the minutes of the meeting should this be the decision of the members present or represented at said meeting.

Section 7. Order of Business. - The order of business at the annual and regular meeting of the members shall be as follows:

- a. Proof of service of the required notice of the meeting, except when such notice is waived by the members constituting a quorum;
- b. Proof of the presence of a quorum;
- c. Reading and approval of the minutes of the previous members' meeting, except when such reading is dispensed with by a majority vote of those present;
- d. Unfinished business;
- e. Report of the President;
- f. Election of the Trustees for the ensuing year (for annual meetings);
- g. Other matters.

The order of business at any meeting may be changed by a vote of a majority of the members present.

ARTICLE II TRUSTEES

Section 1. Board of Trustees. - The corporate powers of the corporation shall be exercised, its business conducted and its property controlled by the Board of Trustees.

Section 2. Election of the Trustees. - The trustees to be elected must be of legal age and members of the corporation.

Section 3. Disqualification of Trustees or Officers. - A person shall be disqualified from being a director, trustee or officer of any corporation if, within five (5) years prior to the election or appointment as such, the person was:

- (a) Convicted by final judgment:
 - (1) Of an offense punishable by imprisonment for a period exceeding six (6) years;
 - (2) For violating the Revised Corporation Code; and
 - (3) For violating Republic Act No. 8799, otherwise known as "The Securities Regulation Code";
- (b) Found administratively liable for any offense involving fraudulent acts; and
- (c) By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.

Section 4. Term of Office of the Trustees. - The trustees shall hold office for one (1) year and until their successors are duly elected and qualified.

Section 5. Regular Meetings. - The frequency of regular meetings of the Board of Trustees shall be determined by the policy of the incumbent board, provided that the Board of Trustees shall meet at least once every quarter at such time and place as the President may from time to time determine; and provided further, the first regular meeting of the incoming Board of Trustees shall be convened by the outgoing president for the purpose of electing and/or appointing officers of the corporation in accordance with Article III, Section 1.

Section 6. Special Meetings. - The Board of Trustees may hold special meetings upon call of the President or on the request of any two (2) trustees. Notice of such special meeting shall be served personally or in writing, by facsimile, electronic

mail or registered mail by the Corporate Secretary on each director at least one (1) day before the meeting. Such prior notice may however be dispensed with if all the directors indicate that they can be present on the date and time specified for the meeting.

Section 7. Conduct of Meetings. – Meetings of the Board of Trustees shall be presided over by the Chairman of the Board of Trustees, or in his absence, the President, or in his absence, by any other Trustee chosen by the Board of Trustees. The Secretary, or in his absence, the Assistant Secretary, shall act as secretary of every meeting; if not present, the Chairman of the meeting shall appoint a secretary of the meeting.

A Trustee may attend a meeting of the Board of Trustees by teleconference, videoconference, or through similar modes of modern communication technology.

Section 8. Compensation. - The members of the Board of Trustees shall not receive any remuneration or compensation for services rendered as such.

ARTICLE III OFFICERS

Section 1. Officers. - The officers of the corporation shall be a Chairman, a President, a Secretary and a Treasurer. The Chairman and the President shall be elected by the Board of Trustees from among themselves.

The Board of Trustees may, from time to time, appoint such other officers as it may determine to be necessary or proper.

Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time.

Section 2. Term of Office of Officers. - All officers of the corporation shall hold office for a period of one (1) year and until their successors are duly elected and qualified.

ARTICLE IV FUNCTIONS AND POWERS OF OFFICERS

Section 1. Chairman of the Board. - The Chairman shall preside at all meetings of the Board of Trustees and members of the corporation.

Section 2. President. - The President shall be the Chief Executive Officer of the corporation. He shall perform the following powers and responsibilities:

- a. Execute all resolutions and/or decisions of the Board of Trustees;
- b. Direct and oversee the activities of the corporation;
- c. Appoint and have control over all employees of the corporation;
- d. Review and approve all expense vouchers of the corporation;
- e. Together with the Treasurer, present to the Board of Trustees and the members an annual budget and, from time to time as may be necessary, supplemental budgets; and
- f. Submit to the Board of Trustees and to the members a complete report of the activities and operations of the corporation for the fiscal year under his term.

Section 3. Secretary. - The Secretary shall give all the notices required by these by-laws and keep the minutes of all of the meetings of the members and the Board of Trustees, in a book kept for that purpose. He shall keep the seal of the corporation and affix such seal to any paper or instrument requiring the same. He shall have custody of the members' register and the correspondence files of the corporation. He shall also perform all such other duties and work as the Board of Trustees may from time to time assign to him.

Section 4. Treasurer. - The Treasurer shall have charge of the funds, receipts and disbursements of the corporation. He shall keep all moneys and other valuables of the corporation in such bank or banks as the Board of Trustees may designate. He shall keep and have charge of the books of accounts which shall be open to inspection by any trustee or member. Whenever required, he shall make an account of the financial condition of the corporation and of all transactions made by him as Treasurer. He shall also perform such other duties and functions as may be assigned to him from time to time by the Board of Trustees.

ARTICLE V MEMBERS

Section 1. Qualifications for Membership. - The Board of Trustees shall determine the qualifications for membership in the corporation which may be classified into individual and corporate members.

Section 2. Rights of Members. - A member shall have the following rights:

- a. To vote on all matters relating to the affairs of the corporation;
- b. In the case of an individual member, to be eligible for any elective or appointive office of the corporation;
- c. To participate in all deliberations/meetings of the corporation; and
- d. To examine all the records and books of the corporation during reasonable business hours and after due notice.

Section 3. Duties and Responsibilities of the Members. - A member shall have the following duties and responsibilities:

- a. To obey and comply with these by-laws, and the rules and regulations that may be promulgated by the Board of Trustees from time to time; and
- b. To attend the annual meetings and all meetings of the members of the corporation.

ARTICLE VI SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

Suspension, expulsion and termination of membership in the corporation shall be in accordance with the rules and regulations of the corporation.

Any member of the corporation may file charges against a member by filing a written complaint with the Secretary of the corporation. The Board of Trustees shall call a special meeting to consider the charges. The affirmative vote of a majority of all the trustees shall be necessary to suspend a member, provided that where the penalty is expulsion, the affirmative vote of the majority of all the members of the corporation shall be necessary.

ARTICLE VII FUNDS

Section 1. Funds. - The funds of the corporation shall be derived from admission fees, annual dues and special assessments of members and gifts, donations or benefits. No portion of its funds shall inure to the benefit of any member, whether a private individual or juridical entity, domestic or foreign, or to any trustee, in his capacity as such. The Board of Trustees may, however, reasonably compensate staff members and consultants for actual and substantial services rendered in furtherance of the purpose of the corporation.

The level of administrative expenses of the corporation on an annual basis shall not exceed thirty percent (30%) of its total expenses and of the total donations during the taxable year.

Section 2. Disbursements. - Withdrawal from the funds of the corporation, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

Section 3. Fiscal Year. - The fiscal year of the corporation shall be from January 1st to December 31st of each year.

ARTICLE VIII CORPORATE SEAL

Section 1. Form. - The corporate seal of the corporation shall be in such form and design as may be determined by the Board of Trustees.

ARTICLE IX AMENDMENTS TO THE BY-LAWS

Section 1. Amendments. - These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the trustees at any regular or special meeting duly held for the purpose. However, the power to amend, modify, repeal or adopt new by-laws may be delegated to the Board of Trustees by the affirmative vote of at least two-thirds (2/3) of the members of the corporation; provided, however, that any such delegation of powers to the Board of Trustees to amend, repeal or adopt new by-laws may be revoked only by the vote of the majority of the members of the corporation at a regular or special meeting.

ARTICLE X DISSOLUTION OF THE CORPORATION

Upon the dissolution and liquidation of the corporation, its remaining assets, after paying all of its liabilities shall, at the option of the corporation, be disposed of and turned over to any corporation of its choice dedicated to the same pursuits as that of the corporation or to the Republic of the Philippines or any of its agencies or instrumentalities or political subdivisions.

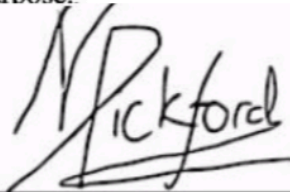
Adopted this ____ day of _____ 2020 in _____ City, Philippines, by the affirmative vote of the undersigned members representing a majority of the members of the corporation in a special meeting duly held for the purpose.

[Signature page follows.]

Adopted this ____ day of _____ 2020 in _____ City, Philippines, by the affirmative vote of the undersigned members representing a majority of the members of the corporation in a special meeting duly held for the purpose.




Name: Reynaldo Nery
Passport No.: PA9903898
Date: 28 May 2020



Name: Neil Kester Pickford
Passport No.: 801716624
Date: 28 May 2020



Name: Joseph Cole
TIN: 267-505-187
Date: 28 May 2020



Name: Edson Byron K. Sy
TIN: 270-939
Date: 28 May