



File Number: S-37813

**PHILIPPINE BICOL ASSOCIATION OF BRITISH COLUMBIA**

**I hereby certify that the documents attached hereto are copies of documents filed with the Registrar of Companies on January 14, 1998**

**JOHN S. POWELL**  
**Registrar of Companies**

**SOCIETY ACT**

**CERTIFICATE OF INCORPORATION**

*I Hereby Certify that*

**PHILIPPINE BICOL ASSOCIATION OF BRITISH COLUMBIA**

has this day been incorporated under the *Society Act*

*Issued under my hand at Victoria, British Columbia*

*on January 14, 1998*



JOHN S. POWELL  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA

**PHILIPPINE BICOL ASSOCIATION  
OF BRITISH COLUMBIA  
7591 #4 ROAD, RMD.  
V6Y 2T4**

**CONSTITUTION**

1. The name of the Association shall be the **PHILIPPINE BICOL ASSOCIATION OF BRITISH COLUMBIA**
2. The purposes of the Association are:
  - (1) To promote unity, brotherhood, and cooperation among the members.
  - (2) To promote fellowship among the members through social, civic, cultural, and educational activities in order to preserve the cultural heritage of the Bicol region and contribute to the multicultural society in Canada.
  - (3) To promote and develop activities where the youth can express their artistic and intellectual capabilities and become a worthy member of a society.
  - (4) To encourage members seek help whenever their human rights are violated and human dignity is affected.
  - (5) To promote friendly relations with other ethnic groups for goodwill, respect, and understanding in order to have a peaceful and settled life in Canada.
  - (6) To devise ways and means to raise funds in order to carry out the purposes of the Association.



## BYLAWS

1. MEMBERSHIP - Residents of British Columbia who are nineteen (19) years old and over who possess any of the following qualifications may become a member of the Association upon signing an application for membership and paying a membership fee of ten (\$10.00) dollars.

- (1) Those who are born in any of the six (6) Bicol provinces; namely, Albay, Camarines Sur, Camarines Norte, Catanduanes, Masbate, and Sorsogon.
- (2) Those whose spouses come from any of the above mentioned provinces.
- (3) Those whose parents or ancestry come from any of the above named provinces.
- (4) Those who had settled and had raised a family in any of the above named provinces because of work or practice of a profession.
- (5) Those who have rendered invaluable services to the Association, but do not belong to any of the above category, may be granted honorary membership upon recommendation of any member.
- (6) All members are in good standing except a member who has failed to pay his current annual membership fee or any other debt due and owing by him to the Association and he is not in good standing so long as the debt remains unpaid.

2. Membership in the Association shall cease upon:

- (1) His death or in case of dissolution of the society.
- (2) Voluntary resignation, written or oral.
- (3) On having been a member not in good standing for twelve (12) consecutive months.
- (4) On being expelled due to:
  - (a) Misappropriation of the Association's funds.
  - (b) Dishonesty which may affect the reputation and integrity of the Association.

3. Any member may be expelled by a director's resolution passed on a special meeting called for that purpose.

- (1) The notice of Director resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- (2) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at a special meeting called for that purpose, before the resolution is put to a vote.

#### 4. RIGHTS AND DUTIES OF MEMBERS

- (1) The member of the Association has the right to vote and be elected as director in accordance with the bylaws. Honorary members are not included.
- (2) Any member has the right to examine the books of accounts and other records of the Association.
- (3) Any member has the duty to comply and uphold the Constitution and Bylaws of the Association.
- (4) Every member is entitled to have a copy of the Constitution and Bylaws.

#### 5. OFFICERS OF THE ASSOCIATION

The Officers of the Association shall be composed of the Board of Directors who shall be elected by the members.

- (1) The Board of Directors shall be composed of seven (7) members, but not exceeding fifteen (15), preferably representing the different provinces of the Bicol region.
- (2) The Board of Directors on the first meeting shall be elected to the Executive Officers of the Association such as the: President, Vice-president, Secretary, Assistant Secretary, Treasurer, Assistant Treasurer, Business Manager, Auditor, Public Relations Officer, and two Sergeant-at-arms.

#### 6. The Board of Directors shall exercise the following duties and powers:

- (1) The directors may exercise all such powers and do all such acts and things that the Association may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting, but subject, nevertheless, to
    - (a) all laws affecting the Association;
    - (b) these bylaws; and
    - (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Association in general meeting;
    - (d) act as the hearing body to a member being recommended for expulsion and any officer due for impeachment; and
    - (e) approve all fund-raising activities and disbursements of funds exceeding five hundred dollars (\$500.00).
  - (2) No rule, made by the Association in general meeting, invalidates a prior act of the directors that would have been valid if that rule had not been made.
7. No director shall be remunerated for his services, but a director shall be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Association.
8. The president shall be the chairman of all meetings of the directors, but if at a meeting the president does not show up within thirty (30) minutes after the time appointed for holding the meeting, the vice-president shall act as chairman, but if neither is present the directors present may choose one of them to be the chairman.
9. The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the board of directors.
10. The Association shall have an Advisory Board who will be composed of experienced members and outgoing officers.



## DUTIES OF THE EXECUTIVE OFFICERS

11. The President shall preside at all meetings of the directors and the association, however, if he is not present thirty (30) minutes after the appointed time for holding the meeting, the vice-president shall act as chairman; but if neither is present the directors present may choose anyone among themselves to be the chairman at that meeting.

- (1) The president is the chief executive of the Association and shall supervise the other officers in the execution of their duties.
- (2) The President shall execute the policies promulgated by the board of directors from time to time.
- (3) The President shall represent the Association in activities called for in the community or may delegate to any of the officers in his absence to act for and in his behalf.
- (4) The President shall sign all communications, documents, and transactions for the Association and may authorize the secretary to sign for and in his behalf.
- (5) The President shall sign all cheques together with the business Manager to pay all obligations incurred by the Association, provided there is a valid voucher or statement attached.
- (6) Upon termination of his term, the president shall turn over all records in his possession to the incoming president not later than the end of July.

12. The Vice-President shall carry out the duties of the President during his absence.

- (1) The Vice-President shall be the Chairman of the Membership Committee.

- (2) The Vice-President shall select two members from the members of the Association to form the Membership Committee, which shall help receive and process applications.
  - (3) Upon termination of his term, he shall turn over all records in his possession to the president before the end of July, who shall turn over these documents to the incoming officers of the Association.
13. The Secretary shall have the following duties:
- (1) Prepares the correspondence of the Association.
  - (2) Records the minutes of all meetings of the Association and the Board of Directors.
  - (3) Prepares and issues all notices of meetings and prepares the agenda of forthcoming meetings as directed by the directors.
  - (4) Have custody of all records and documents of the Association, except those required to be kept by the Treasurer, as well as the common seal.
  - (5) Maintain the register of members.
  - (6) Upon termination of his term, he shall turn over all documents, records and common seal to the president before the end of July, who shall turn them over to the incoming officer not later than the end of July.
14. The Assistant Secretary shall assist and carry out the duties of the Secretary during his absence until a new secretary shall have been elected.



15. The Treasurer shall be the custodian of the funds of the Association.
  - (1) The Treasurer shall collect and receive the membership fees and other dues from the members.
  - (2) Deposit all funds in the name of the Association in any bank in Vancouver, British Columbia.
  - (3) Prepares vouchers and cheques for all the transactions of the Association.
  - (4) Keeps the financial records, including books of account, necessary to comply with the Society Act.
  - (5) Render financial statements to the directors, members and others when required.
  - (6) Upon termination of his term, shall turn over all records to the president before the end of July, who will turn over everything to the incoming officer not later than the end of July.
16. The Assistant Treasurer shall assist and carry out the duties of the Treasurer during his absence.
17. The Auditor shall audit the books of accounts every quarterly and after every activity undertaken by the Association.
  - (1) He shall act as the internal Auditor of the Association and shall render a report to the directors and members at the end of every year.
  - (2) He shall assist the Treasurer in the preparation of a financial report for distribution during the annual general meeting.
  - (3) Turns over to the president all records of the Association not later than the end of July at the termination of his term.

18. The Business Manager shall coordinate all the different activities of the Association and shall act as liaison to the other organization, and performs other tasks that may be assigned by the president.

- (1) He shall be one of the signatories to all disbursements of the Association by cheques.
- (2) Upon termination of his term, he shall turn over all pertinent records of the Association to the president, not later than the end of July to be turned over to the incoming officer.

19. The Public Relations Officer shall be responsible for the publicity of all the activities to the community through the different media.

- (1) Prepares a summary of the different activities at the end of every year in the form of a simply newsletter to be distributed at the annual general meeting.
- (2) At the termination of his term, turns over to the president all records not later than the end of July, to be turned over to the incoming officer.

20. The Sergeants-at-Arms shall have these duties:

- (1) Maintain peace and order during all the activities of the Association.
- (2) Mediate between members causing disturbance in a persuasive and friendly manner.
- (3) Report all disorderly incidents to the officers of the Association.

21. QUALIFICATIONS OF OFFICERS - Any member who meets the

provisions of Bylaw number one (1) on membership, subsections 1, 2, 3, and 4 respectively, shall be qualified to be nominated and elected to become an officer of the Association.

22. TERMS OF OFFICE - The Officers of the Association shall serve for two (2) years without re-election in the same capacity, to start at the middle part of July, which has been chosen as the start of the fiscal year for the Association.

23. ELECTION - The election of the members of the board shall be held on the first Sunday of July, but if it falls on a holiday, it shall be automatically postponed for the following Sunday, the time and place shall be announced by the Election Committee.

- (1) Members who are up-to-date in payment of the annual dues and other fees are eligible to vote.
- (2) Members not in good standing for twelve (12) months cannot be allowed to vote.
- (3) Proxy voting shall not be allowed and also for any other voting at member meetings.

24. IMPEACHMENT OR REMOVAL OF OFFICERS - Any officer of the Association may be replaced, impeached or removed by two thirds (2/3) vote of all the Board of Directors in a joint session for any of the following causes:

- (1) Failure to assume the duties and responsibilities of the position elected into without any communication for more than six months.
- (2) Malversation of the funds of the Association.
- (3) Actions and behaviours which will affect the accomplishment of the purposes of the Association.



25. MEETINGS OF MEMBERS

- (1) The Association shall hold an annual meeting for the general membership at a time, date, and place in accordance with the Society Act, that the directors decide.
- (2) Notice of meetings shall be communicated by the Secretary thirty (30) days before the meeting stating the date, time, and place.
- (3) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- (4) The first annual general meeting of the Association shall be held not more than fifteen (15) months after the date of registration and after that an annual general meeting shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the last preceding annual general meeting.

26. The Board of Directors and the executive officers shall have four (4) regular meetings yearly to be held in January, April, July, and October, at a place, day and time to be designated by the president.

27. The directors may, when they think fit, call an extraordinary general meeting.

28. PROCEEDINGS AT GENERAL MEETINGS Special business is:

- (1) All business at an extraordinary general meeting except the adoption of rules or order;
- (2) All business transacted at an annual general meeting, except,
  - (a) the adoption of rules of order.
  - (b) the consideration of the financial statements.
  - (c) report of the directors.

- (d) the report of the auditor, if any;
- (e) the election of the members of the board;
- (f) the other business that, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting

29. QUORUM - The quorum for the transaction of business at a general meeting of the Association is six (6) persons, unless the bylaws provide for a greater number.

- (1) The directors may from time to time fix the quorum necessary to transact business, and unless so fixed the quorum shall be a majority of the directors then in office. But shall never be less than six (6) persons.
- (2) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (3) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (4) If within thirty (30) minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the members present constitute a quorum.

30. DIFFERENT COMMITTEES AND FUNCTIONS - The executive officers during their first meeting shall appoint the Chairman of the different committees.

- (1) Membership Committee - shall receive, process and approve applications for membership.
- (2) Cultural and Social Committee - shall prepare the different cultural and social activities for the whole calendar year.
- (3) Education Committee - shall prepare a program of activities for the educational development of the members.
- (4) Election Committee - shall promulgate rules during election, likewise conduct and supervise the election of the directors.

31. PROCUREMENT OF FUNDS - In order to carry out the purposes of the Association, the directors may, on behalf of the society, raise or secure money through the following:

- (1) Solicit donations from private persons and philanthropic organizations who give aid and assistance for cultural activities.
- (2) The officers may from time to time collect money from the members to undertake some activities.

32. The members may by special resolution restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting. A Debenture must not be issued without the authorization of a special resolution.

33. SEAL - The directors may provide a common seal for the Association, which may be destroyed and substituted with a new one.

- (1) The logo for the common seal shall be symbolic to represent the different provinces of the region.



- (2) The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and the treasurer.

34. AMENDMENTS - The provisions of this Constitution and Bylaws may be amended or altered during a general membership meeting, provided that the proposed amendment or alteration shall be communicated in writing to all the members thirty (30) days before the date of the general meeting, and approved by seventy five percent (75%) of the members in attendance.

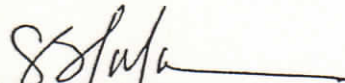
35. NOTICES TO MEMBERS - A notice may be given to a member either personally or by mail to him at his registered address.


- (1) Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.

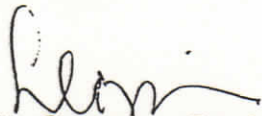
- (2) No other person is entitled to receive a notice of general meeting.

ADOPTED THIS 12th day of November, 1997, in the City of Richmond, British Columbia.


## Witnesses

  
**Salvador Balana**  
15459-110 Avenue  
Surrey, B.C.

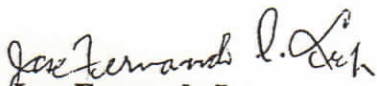
  
**Danilo Reyes**  
2315 Brunswick St.  
Vancouver, B.C.

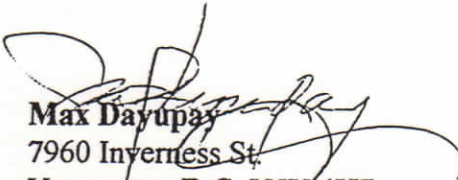
  
**Letty Cortezano Louie**  
7770 Cambie St.  
Vancouver, B.C.

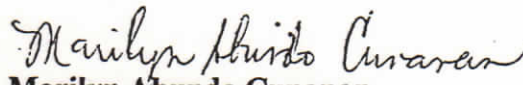
  
**Celie Kare Gallego**  
102-6631 Minoru Blvd.  
Richmond, B.C.

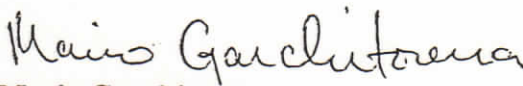
  
**Roberto Garchitoreña**  
3587 Quebec St.  
Vancouver, B.C.


## Applicants

  
**Jose Fernando Lee**  
547 E. 27th Avenue  
Vancouver, B.C. V5V 2K7

  
**Max Dayupay**  
7960 Inverness St.  
Vancouver, B.C. V5X 4H7

  
**Marilyn Abundo Cunanan**  
1851 Bowser Avenue  
North Vancouver, B.C. V7P 2Y8

  
**Mario Garchitoreña**  
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**Roger de Lima**  
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Vancouver, B.C.