



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**

Ground Floor, Secretariat Building, PICC  
City Of Pasay, Metro Manila

COMPANY REG. NO. CS201423954

**CERTIFICATE OF FILING OF AMENDED BY-LAWS**

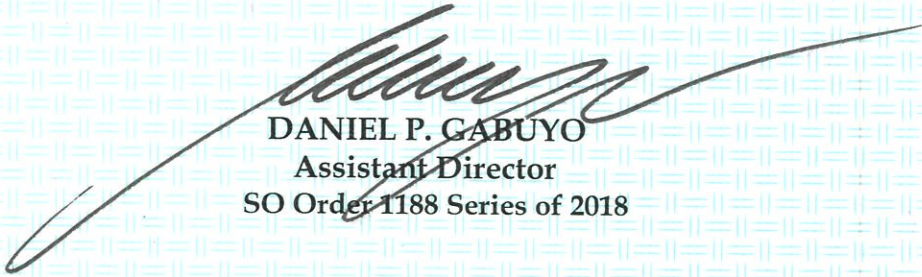
**KNOW ALL PERSONS BY THESE PRESENTS:**

**THIS IS TO CERTIFY** that the Amended By-Laws of

**ASIA PACIFIC MEDICAL CENTER - ILOILO, INC.**  
(Formerly: ALLIED CARE EXPERTS (ACE) MEDICAL CENTER-ILOILO INC.)

copy annexed, adopted on February 15, 2020 and October 29, 2020 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 2nd day of August, Twenty Twenty One.

  
DANIEL P. GABUYO  
Assistant Director  
SO Order 1188 Series of 2018

ED/qba



**AMENDED BY-LAWS**

**OF**

**ASIA PACIFIC MEDICAL CENTER – ILOILO, INC.  
(formerly Allied Care Experts (ACE) Medical Center – Iloilo, Inc)**

**ARTICLE I**

**Subscription, Issuance and Transfer of Shares**

Section 1. **Subscription**-Subscribers to the capital stock of the corporation shall pay the value of the stock in accordance with the terms and conditions prescribed by the Board Of Directors. Unpaid subscription shall not earn interest unless determined by the Board of Directors.

Section 2. **Certificates**- The stockholders shall be entitled to one or more certificates for such fully paid stock subscription in his name in the books of the corporation. The certificates shall contain the matters required by law and the Articles of Incorporation. They shall be such form and design as may be determined by the Board of Directors and numbered consecutively. The certificate shall be signed by the President, countersigned by the Secretary or Assistant Secretary, and sealed with the corporate seal.

Section 3. **Transfer of Shares**- Subject to the restriction, terms and conditions contained in the Articles of Incorporation, shares may be transferred, sold, ceded, assigned or pledged by the delivery of the certificates duly endorsed by the stockholders, his attorney-in-fact or other legally authorized persons. The transfer shall be valid and binding on the corporation only upon record thereof in the books of the corporation. The Secretary shall cancel the stock certificate/s and issue new certificate/s to transferee.

No share of stocks against which the corporation holds unpaid claim shall be transferable in the books of the corporation.

All certificates surrendered for transfer shall be stamped “canceled” on the face thereof, together with the date of cancellation, and attached to the corresponding stub with certificate book.

Section 4. **Lost Certificates**- In case, any certificate for the capital stock of the corporation is lost, stolen or destroyed, a new certificate may be issued in lieu thereof in accordance with the procedure prescribed by law, particularly Section 73 of the Corporation Code.

Section 5. **Fractional Shares**- No certificates shall be issued evidencing ownership of fractional part of share.

**ARTICLE II**  
**Meeting of Stockholders**

Section 1. **Regular Meetings**- The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before meeting, shall be held at the principal office of the corporation on the **THIRD SUNDAY OF APRIL** of each year. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting.

Section 2. **Special Meeting**- The special meeting of stockholders for any purpose or purposes may at any time be called by any of the following;(a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the subscribed and outstanding capital stock entitled to vote; (b) Chairman; or (C). President.

Section 3. **Place of Meeting**-Stockholders' meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. **Notice of Meeting** – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, email or by mailing the notice at least twenty one (21) days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date and hour of the meeting purpose or purposes for which the meeting is called.

When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting any business may be transacted that might have been transacted on the original date of the meeting. <sup>1</sup>

Section 5. **Quorum** - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be presented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of some stockholders to less than a quorum. A stockholder who participates through remote communication shall be deemed present for the purpose of attaining quorum. <sup>2</sup>

Section 6. **Conduct of Meeting** – Meeting of the stockholders shall be presided over by the Chairman or, in his absence, by the President. The Secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting without notice other than that announced at the meeting.

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<sup>1</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 15 February 2020 and 29 October 2020.

<sup>2</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 15 February 2020 and 29 October 2020.



## Meeting of Stockholders

Section 1. **Regular Meetings-** The regular meetings of stockholders for the purpose of electing directors and for the transaction of such business as may properly come before meeting, shall be held at the principal office of the corporation on the **THIRD SUNDAY OF APRIL** of each year. The Board of Directors may provide, however, that the regular meeting shall be held at such other date and time as shall be specified in the notice of the meeting.

Section 2. **Special Meeting-** The special meeting of stockholders for any purpose or purposes may at any time be called by any of the following; (a) Board of Directors, at its own instance, or at the written request of stockholders representing a majority of the subscribed and outstanding capital stock entitled to vote; (b) Chairman; or (C). President.

Section 3. **Place of Meeting-** Stockholders' meeting, whether regular or special, shall be held in the principal office of the corporation or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.

Section 4. **Notice of Meeting** – Notices for regular or special meetings of stockholders may be sent by the Secretary by personal delivery, email or by mailing the notice at least twenty one (21) days prior to the date of the meeting to each stockholder of record at his last known address or by publishing the notice in a newspaper of national circulation. The notice shall state the place, date and hour of the meeting purpose or purposes for which the meeting is called.

When the meeting of the stockholders is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken. At the reconvened meeting any business may be transacted that might have been transacted on the original date of the meeting. <sup>1</sup>

Section 5. **Quorum** - Unless otherwise provided by law, in all regular or special meeting of stockholders, a majority of the outstanding capital stock must be presented in order to constitute a quorum. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present. The stockholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of some stockholders to less than a quorum. A stockholder who participates through remote communication shall be deemed present for the purpose of attaining quorum. <sup>2</sup>

Section 6. **Conduct of Meeting** – Meeting of the stockholders shall be presided over by the Chairman or, in his absence, by the President. The Secretary shall act as Secretary of every meeting, but if not present, the Chairman of the meeting shall appoint a secretary of the meeting. The Chairman of the meeting may adjourn the meeting without notice other than that announced at the meeting.

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<sup>1</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 15 February 2020 and 29 October 2020.

<sup>2</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 15 February 2020 and 29 October 2020.

Stockholders who cannot physically attend at stockholders' meetings may participate in such meetings through remote communication.<sup>3</sup>

Section 7. **Manner of Voting**- At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been represented to the secretary.

All proxies must be in the hands of the Secretary not later than one (1) day before the scheduled meeting. Based on the scheduled stockholders' meeting, the deadline of submission is on the FIRST SATURDAY OF APRIL on or before 5:00 p.m. Such proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by his personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.

Section 7. **Manner of Voting** – At all meetings of stockholders, a stockholder may vote in person or by proxy executed in writing by the stockholder or his duly authorized attorney-in-fact. Unless otherwise provided in the proxy, it shall be valid only for the meeting at which it has been represented to the Secretary.

All proxies must be in the hands of the Secretary not later than seven (7) calendar days before the scheduled meeting. Based on the scheduled Stockholders' Meeting, the deadline of submission is on the SECOND SUNDAY OF APRIL on or before 5:00 p.m. Such proxies filed with the Secretary may be revoked by the stockholder concerned either in an instrument in writing duly presented and recorded with the Secretary prior to a scheduled meeting or by his personal presence at the meeting. The decision of the Secretary on the validity of the proxies shall be final and binding until set aside by a court of competent jurisdiction.<sup>4</sup>

Section 8. **Closing of Transfer Books or Fixing of Record Date**- For the purpose of determining the stockholders entitled to notice of, or to vote at any meeting of the stockholders or any adjournment thereof, or to receive payment of any dividend, or of making a determination of stockholders for any other proper purpose, the Board of Directors may provide that the stock and transfer book be closed for a stated but not earlier than December 31 of the previous year<sup>5</sup>.

In Lieu of closing the stock and transfer books, the Board of Directors may fix in advance a date as the record date for any such determination of stockholders. Such date shall in no case be more than twenty (20) days prior to the date on which the particular action requiring such determination of stockholders is to be taken, except in instance where applicable rules and regulation provide otherwise.

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<sup>3</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 15 February 2020 and 29 October 2020.

<sup>4</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 15 February 2020 and 29 October 2020.

<sup>5</sup> As amended by at least majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings held on 30 May 2019.



**ARTICLE III**  
**Board of Directors**

Section 1. **Power of Board-** Unless otherwise provided by law, the corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation controlled and held by the Board of Directors to be elected by and from among the stockholders. Without prejudice to such powers as may be granted by law, the Board of Directors shall have the following express powers.

- a) From time to time, to make and change rules and regulation not inconsistent with these by-laws for the management of the corporation's business and affairs;
- b) To purchase, receive, take or otherwise acquire in any lawful manner, for and in the name of the corporation, any and all properties, rights, interest or privileges, including securities and bonds of other corporations, as the transaction of the business of the corporation may reasonably or necessarily require, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- c) To invest funds of the corporation in another corporation or business or for any other purposes other than those which the corporation was organized whenever in the judgement of the Board of Directors the interests of the corporation would thereby be promoted, subject to such stockholders' approval as may be required by law;
- d) To incur such indebtedness as the Board may deem necessary and, for such purpose to make and issue evidence of such indebtedness including, without limitation, to notes, deeds of trust instruments, bonds, debentures or securities, subject to such stockholders' approval as may be required by law, and/ or pledge, mortgage, or otherwise encumber all or part of the properties and rights of the corporation;
- e) To guarantee for and in behalf of the corporation obligations of other corporations or entities in which it has lawful interest;
- f) To make provisions for the discharge of the obligations of the corporation as they mature, including payment for any property, or in stocks, bonds, debentures, or other securities of the corporation lawfully issued for the purpose;
- g) To impose conditions as the Board may deem convenient, subject to the limitations prescribed by law, regarding the transfer of shares issued in total or partial payment of debt contracted or properties acquired by, or services rendered to the corporation;
- h) To sell, lease exchange, assign transfer or otherwise dispose of any property, real or personal, belonging to the corporation whenever in the Board's judgement the corporation's interest would thereby be promoted;
- i) To establish pension, retirement, bonus, profit sharing, or other type of incentives or compensation plans for the employees, including officers and directors of the corporation

and to determine the persons to participate in any such plans and the amount of their respective participants;

j) To prosecute, maintain, defend, compromise or abandon any lawsuit in which the corporation or its officers are either plaintiffs or defendants in connection with the business of the corporation, and likewise, to grant installments for the payments or settlement of whatsoever debts or payments of the corporation;

k) To delegate, from time to time, any of the powers of the Board which may lawfully be delegated in the course of the current business or businesses of the corporation to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the corporation with such powers including the power to sub- delegate and upon such terms as may be deemed it;

l) To implement these by-laws and to act on any matter not covered by these by-laws provided that such matter does not require the consent of the stockholder under existing laws, rules and regulation.

Section 2. **Election and terms**- The Board of Directors shall be elected each regular meeting of stockholders and shall hold office for one (1) year and until their successors are elected and qualified.

Section 3. **Vacancies**- Any vacancy occurring in the Board of Directors other than by the removal by the stockholders or by expiration of term, may be filled by the vote of at least a majority of the remaining directors, if still constituting a quorum, otherwise, the vacancy must be filled by stockholders at a regular or any special meeting of stockholders called for the purpose. A director so elected to fill a vacancy shall be elected only for the unexpired term of his predecessor in office.

Any directorship to be filled by any reason of an increase in the number of directors shall be filled only by an election at a regular or special meeting of stockholders called for the purpose, after giving notice as prescribed in this by-laws.

Section 4. **Meetings**- Regular meeting of the Board of Directors shall be held once every month on such date, time and place as Chairman of the Board, or in his absence, the President, or upon the request of a majority of the directors and shall be at such places as may be designated in the notice.

Section 5. **Quorum**- A majority of the number of directors as fixed in the Articles of Incorporation shall constitute a quorum for the transaction of the Corporate business, and every decision of at least a majority of the directors present at meeting which there is a quorum shall be valid as corporate act, except for the election of officers which shall require the vote of a majority of all the members of The Board.

Section 6. **Conduct of the Meeting**- Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in the office and present and acting, by any other director chosen by the Board. The Secretary of every meeting shall be the Secretary. But if neither the Secretary nor an Assistant is present, the Chairman of the meeting shall appoint a Secretary of meeting.



Section 6. **Conduct of the Meeting** - Meetings of the Board of Directors shall be presided over the Chairman of the Board, or in his absence, the President, or if none of the foregoing is in office and present and acting, by any other director chosen by the Board. The Secretary of every meeting shall be the Secretary, but if neither the secretary nor an Assistant Secretary is present, the Chairman of the meeting shall appoint a secretary of the meeting.

Directors who cannot physically attend or vote at Board Meetings can participate in voting through remote communications such as, video conferencing, teleconferencing or other alternative modes of communication that will allow them reasonable opportunities to participate. However if a Director intends to participate in a meeting through remote communications, he shall notify in advance the presiding officer and the corporate secretary of his/her intention so the corporate secretary shall note such fact in the minutes of the meeting.

The Board shall also adopt internal procedures for the conduct of Board Meetings through remote communications or other alternative modes of communications to address administrative, technical and logistical issues.

The notice of meetings may be sent to all Directors through electronic mail, messaging services stating the date, time and place of the meeting and must be sent to every Director at least five (5) days prior to the scheduled meeting. A Director or Trustees may waive this requirement either expressly or impliedly.

The notice of meeting shall include the following information:

- a. Date, Time and Place of the meeting
- b. Agenda of the meeting
- c. All pertinent materials for discussion which shall be numbered and marked in such manners that all directors or trustee can easily follow and participate in the meeting;
- d. That a director may participate via remote communication;
- e. Contact information of the corporate secretary or office staff whom the director may communicate
- f. When the meeting is for election or directors or officers, the requirements and procedure for nomination and election;
- g. The fact that there will be a visual and/or audio recording of the meeting; and
- h. Other instructions to facilitate participation in the meeting through remote communications.<sup>6</sup>

Section 7. **Compensation**- By resolution of the Board, each director shall receive a per diem allowance for his attendance at each meeting of the Board. As compensation, the Board shall receive and allocate among the directors within their term of one year an amount of not more than ten percent (10%) of the net income before income tax of the incorporation during the preceding year. Such compensation shall be determined and apportioned among the directors in such manner

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<sup>6</sup>As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings via remote communication held on 9 May 2020 and 29 October 2020 .



as the Board may deem proper subject to the approval of stockholder representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.

Section 8. **Qualification of a director-** A stockholder, in addition to the requirements of law, must own or have in his name at least fifty (50) blocks of common shares of the capital stock of the corporation before he or she may be elected to the Board of Directors. Any director who ceases to be the owner of at least Fifty (50) blocks of common shares of the capital stock of the corporation shall thereby cease to be a Director. One block of common shares is equivalent to ten (10) common shares.

#### **Article IV** **Officers**

Section 1. **Election / Appointment-** Immediately after their election, the Board Of Directors shall formally organize by electing the Chairman, the Vice-Chairman, the President, the Vice President, the Treasurer, and the Secretary, who must all be members of the Board of Directors. At said meeting, the Board may also appoint an Assistant Treasurer and Assistant Secretary, all of whom need not be directors of the corporation, and who shall be referred to as by-laws officers

Section 1. **Election/ Appointment** – Immediately after their election, the Board of Directors should formally organize by electing the Chairman, the Vice-Chairman, the President, the Vice President, the Treasurer who must all be members of the Board of Directors. At said meeting, the Board shall appoint a Secretary whose qualifications are set in the Manual of Corporate Governance and an Asst. Treasurer and Asst. Corporate Secretary who may not be directors of the corporation and who shall be referred to as by-laws officers.<sup>7</sup>

The Board 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 stockholders. He shall also exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 2. **Chairman of the Board-** The Chairman of the Board of Directors shall preside at the meetings of the directors and stockholders. He shall exercise such powers and perform such duties as the Board of Directors may assign to him.

Section 3. **Vice-Chairman of the Board-** The Vice-Chairman of the Board of Directors shall take the function of the Chairman in his absence or incapacity to perform his duty. He can also be assigned other responsibilities by the Board.

Section 4. **President-** The President, who shall be director, shall be the Chief Executive of the corporation and shall also have administration and direction of the day-to-day business affairs of the corporation. He shall exercise the following functions:

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<sup>7</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings via remote communication held on 9 May 2020 and 29 October 2020.



- a) To preside at the meetings of the Board of Directors and of the Stockholders in the absence of the Chairman of the Board of Directors;
- b) To initiate and develop corporate objectives and policies and formulate long and short range projects, plans and programs for the approval of the Board of Directors, including those for executive training, development and compensation.
- c) To have general supervision and management of the business affairs and property of the corporation;
- d) To ensure that the administrative and operational policies of the corporation are carried out under his supervision and control;
- e) Subject to guidelines prescribed by law and after approval by the majority of the Board of Directors, to appoint, remove, suspend or discipline officers and employees of the corporation, prescribe their duties, and determine their salaries;
- f) To oversee the preparation of the budgets and the statement of account of the corporation;
- g) To prepare such statement and reports of the corporation as may be required of him by law;
- h) To represent the corporation at all functions and proceeding;
- i) To execute on behalf of the corporation all contracts, agreements and other instruments affecting the interests of the corporation which require the approval of the Board of Directors except as otherwise directed by the Board of Directors;
- j) To make reports to the Board of Directors and stockholders;
- k) To sign certificates of stock;
- l) To perform such other duties as are incident to his office or are entrusted to him by the Board of Directors.

Section 5. **Vice-President**- In the absence of the President, the Vice-President shall act in his place and perform his duties. The President may at his request or in his disability, delegate any or all his power, duties and function to the Vice-President. The Vice- President shall also perform such other duties as to time to time be assigned to him by the president.

Section 6. **Secretary**- the Secretary must be a resident and a citizen of the Philippines. He shall be the custodian of and shall maintain the corporate books and records and shall be the recorder of the corporation's formal actions and transactions. He shall have the following specific powers and duties.

- a) To record or see to the proper recording of the minutes and transaction of all meetings of the directors and the stockholders and to maintain minute books of such meetings in the form and manner required by law;



- b) To keep or cause to be kept record books showing details required bylaw with respect to the stock certificates of the corporation, including ledgers and transfer books showing all shares of the corporation subscribed, issued and transferred;
- c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by his signature;
- d) To attend to the giving and serving of all notices of the corporation required by law or these by-laws to be given;
- e) To certify such corporate acts, countersign corporate documents, certificate, and make reports or statement as may be required of him by law or by government rules and regulation;
- f) To act as the inspector at the election of directors and, as such, to determine the number of shares of stock outstanding and entitled to vote, the shares of stock represented at the meeting, the existence of quorum, the validity and effect of proxies, and do such acts as are proper to conduct the election or vote. The Secretary may assign the exercise or performance of any or all of the foregoing duties, powers and function to any other persons or person, subject always to his supervision and control;
- g) To perform such other duties a are incident to his office or as may be assigned to him by the Board of Directors or the President.

Section 7. **Assistant Secretary**- in the absence or disability of the Secretary, the Assistant Secretary shall act in his place and perform his duty. The Secretary may, subject always to his supervision and control, delegate any and all of his powers, duties and function to the Assistant Secretary. The Assistant Secretary shall also perform such other duties as may from time to time be assigned to him by the Board of Directors.

Section 8. **Treasurer**-The Treasurer of the corporation shall be its Chief Fiscal officer and the custodian of its funds, securities and property. The Treasurer shall have the following duties;

- a) To keep full and accurate accounts of receipts and disbursements in the Books of the corporation;
- b) To have custody of, and be responsible for, all the funds, securities and Bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation in such Bank as may be designated from time to time by the Board of Directors all the moneys, funds, securities, bonds, and similar valuables belonging to the corporation which may come under his control;
- d) To render an annual statement showing the financial condition of the Corporation and such other financial reports as the Board of Directors, The Chairman, or the President may from time to time;
- e) To prepare such financial reports, statement, certifications, and other Documents, which may, from time to time be required by government rules and regulations and to submit the same to the proper Government agencies;



- f) To exercise such powers and perform such duties and function as maybe assigned to him by the President.

Section 8. **Treasurer**-The Treasurer of the corporation shall be the custodian of its funds, securities and property. The Treasurer shall have the following duties:

- a) To keep full and accurate accounts of receipts and disbursements in the Books of the corporation;
- b) To have custody of, and be responsible for, all the funds, securities and Bonds of the corporation;
- c) To deposit in the name and to the credit of the corporation in such Bank as may be designated from time to time by the Board of Directors all the moneys, funds, securities, bonds, and similar valuables belonging to the corporation which may come under his control;
- d) To exercise such powers and perform such duties and function as maybe assigned to him by the President.

PROVIDED, that the following functions shall be exercised by the Chief Finance Officer:

- a) To render an annual statement showing the financial condition of the Corporation and such other financial reports as the Board of Directors, The Chairman, or the President may from time to time;
- b) To prepare such financial reports, statement, certifications, and other Documents, which may, from time to time be required by government rules and regulations and to submit the same to the proper Government agencies;

Section 9. **Assistant Treasurer**- in the absence of the Treasurer, the Assistant Treasurer shall act in his place and perform his duties. The Treasure may, at his request or in his disability, delegate any or all of his powers, duties and function to the Assistant Treasurer. The Assistant Treasurer shall also perform such other duties as may time to time be assigned to him by the President.

Section 10. **Term of Office**- The term of office of all officers shall be for the period of one (1) year and until their successors are duly elected and qualified. Such officers may however be sooner removed for cause.

Section 11. **Vacancies**- if any of the offices become vacant for reason of death, resignation, failure to quality, disqualification or for any other cause, the Board of Directors, by majority vote, may elect a successor who shall hold office for the unexpired term.

Section 12. **Compensation**- the by-laws officers shall receive such remuneration as the Board of Directors may determine. All other officers shall receive such remuneration as the Board of Directors may determine upon recommendation of the President. A director shall not be precluded from serving the corporation in any other capacity as an officer, agent or otherwise, with due compensation.

#### **Article V** **Indemnification of Directors and Officers**

Section 1. the corporation shall indemnify every director or officer, his heirs, Executor and administrators against all cost and expenses reasonably incurred by Such person in investigate action, suit or proceeding (other than an action by the Corporation, except in relation to matters as to which he shall be finally adjudged in such action, suit or proceeding to be liable for negligence or misconduct).

In the event of settlement or compromise, indemnification shall be provided only in connection with such matters covered by the settlement as to which the Corporation is advised by counsel as such director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

#### Article VI Office

Section 1. The office of the corporation shall be located in Brgy Ungka 1, Jaro, Iloilo City, 5000 . The corporation may have such other branch offices, whether within or outside the Philippines, as the Board of Directors may designate or as the business of the corporation may, from time to time, require.<sup>8</sup>

#### Article VII Audit of Books, Fiscal Year and Dividends

Section 1. External Auditors- at the regular stockholders' meeting, the external auditor or auditors of the corporation for the ensuing year shall be appointed. The external auditor or auditors shall examine, verify and report on the earnings and expenses of the corporation and shall certify the remuneration of the external auditor or auditors as determined by the Board of Directors.

Section 2. Fiscal Year – The fiscal year of the corporation shall begin on the first day of January and end of the last day of December 31 of each year.

Section 3. Dividends- Dividends shall be declared and paid out of the unrestricted retained earnings which shall be payable in cash, property, or stock to all stockholders on the basis of outstanding stock held by them as often and at such time as.

#### Article VIII Amendments

Section 1. These by-laws may be amended or repealed by the affirmative vote of least a majority of the Board of Directors and the stockholders representing a majority of the outstanding capital stock at any stockholder's meeting called for the purpose. However, the power to amend, modify, repeal, or adopt, new by-laws may be delegated to the Board of Directors by affirmative vote of stockholders representing not less than two-thirds of the outstanding capital stock; provided, however, that any such delegation of powers of the Board of Directors to amend, repeal or adopt

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<sup>8</sup> As amended by majority of the members of the Board of Directors, and by the stockholders representing at least 2/3 of the outstanding capital stock of the Corporation at their respective meetings via remote communication held on 9 May 2020 and 29 October 2020.



the by-laws may be revoked only by the vote of the stockholders representing a majority of the outstanding capital stock at a regular or special meeting.

**Article IX**

**Seal**

Section 1. Forum and Inscriptions- the corporate seal shall be determined by the Board of Directors.

**Article X**

**Adoption Clause**

The foregoing By-laws were adopted by all stockholders of the Corporation on the 23<sup>rd</sup> of November 2014 at Iloilo City, Philippines.

IN WITNESS WHEREOF, we the undersigned incorporators/ stockholders present at said meeting and voting thereat in favor of the adoption of the said by-laws have hereunto subscribed our names this 23<sup>rd</sup> day of November 2014 , at Iloilo City, Phil

\_\_\_\_\_  
Sgd. CERNA-LOPEZ, GEANIE A.  
136-728-447

\_\_\_\_\_  
Sgd. BIRON FERJENEL G.  
( President )  
127-685-650

\_\_\_\_\_  
Sgd. DE CASTRO, FELICISIMO D.  
117-235-597

\_\_\_\_\_  
Sgd. ENRIQUEZ, AMADO MANUEL  
Jr C.  
137-371-892

\_\_\_\_\_  
Sgd. LAVALLE, AMADO JR. M.  
123-703-627

\_\_\_\_\_  
Sgd. FERNANDEZ, LEMUEL  
143-266-842

\_\_\_\_\_  
Sgd. LAVILLA, MERIDE D.  
123-703-627

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Sgd. ORILLAZA, GENEROSO M.  
110-662-179

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Sgd. RAMIRO RONALD  
128-205-889

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Sgd. REGOZO, DANILO C.  
110-662-179

\_\_\_\_\_  
Sgd. MINERVA IKE T.  
925-252-049

\_\_\_\_\_  
Sgd. DELOS TRINOS, RICARDO JR

\_\_\_\_\_  
Sgd. SAMOY, MARIETTA T.  
153-713-101

\_\_\_\_\_  
Sgd. VILLAFLOR, AGNES JEAN M.  
136-792-228

\_\_\_\_\_  
Sgd. SAMORO, FREDILYN G.  
158-036-702