

BJMPSLAI Proposed Amendment to By-Laws

**BY LAWS OF THE BUREAU OF JAIL MANAGEMENT AND PENOLOGY
SAVINGS AND LOANS ASSOCIATION (BJMPSLAI), INC.**

<p>(2) SECTION 1. ARTICLE II Associate Members – All parents, legitimate spouse and legitimate children eighteen (18) years old and above of the Regular Members. They shall have the same privileges and responsibilities as the Regular Members but can neither vote nor be voted upon.</p>	<p><u>Associate Members – Parents, spouse, and children of legal age of the regular members; and such other persons as may be decided by the Board of Trustees to be qualified, subject to laws, rules and regulations. They shall have the same privileges and responsibilities as the Regular Members but can neither vote nor be voted upon.</u></p>
<p>SECTION 1. ARTICLE III Section 1. An initial capital contribution of ONE THOUSAND PESOS (P1,000.00) Philippine currency shall be paid in full. This initial capital contribution is non-withdrawable.</p> <p>After admission, each member shall start making a monthly contribution off at least TWO HUNDRED PESOS (P200.00) Philippine currency or such bigger amount until it meets the required capital contribution of FIFTY THOUSAND PESOS (P50,000.00).</p>	<p><u>Section 1. The applicant for membership shall pay in full the minimum fixed capital contribution amounting to ONE THOUSAND PESOS (P1,000.00) Philippine currency, or such amount as may be determined by the Board of Trustees.</u></p> <p>After admission, each member shall start making a minimum monthly contribution of at least TWO HUNDRED PESOS (P200.00) Philippine currency, or such amount as may be determined by the Board of Trustees, until it meets the maximum fixed capital contribution of ONE HUNDRED THOUSAND PESOS (P100,000.00), or such amount as may be determined by the Board of Trustees.</p> <p><u>The maximum capital contribution shall be ONE MILLION ONE HUNDRED THOUSAND PESOS (P1,100,000.00), or such amount as may be determined by the Board of Trustees.</u></p> <p><u>Only the member’s capital contribution in excess of the maximum fixed capital contribution may be withdrawn.</u></p>
<p>SECTION 2. ARTICLE III Section 2. The member’s capital contribution in excess of FIFTY THOUSAND PESOS (P50,000.00) Philippine currency shall not be withdrawable within the first three (3) years of membership, neither</p>	<p><u>Section 2. Family Group – A family group is composed of the regular member, and his/her parents, spouse, and children of legal age who have become associate members. Each family group shall not</u></p>

<p>shall the same be withdrawable by a member who has an existing loan.</p>	<p><u>exceed ten (10) members or such number as may be determined by the Board of Trustees.</u></p>
<p>SECTION 4. ARTICLE III Section 4. Members shall participate in the profits of the Association on the basis of their capital contributions after the Association has set aside reserves as may be required by existing laws and regulations.</p>	<p>Section 4. Members shall participate in the <u>financial gains</u> of the Association on the basis of their capital contributions after the Association has set aside reserves as may be required by existing laws and regulations.</p>
<p>SECTION 1. ARTICLE IV Section 1. Annual Meeting – Annual meetings of the members for the election of Trustees and for other business which may be deemed necessary shall be held within the first Monday of July of each year at the principal office of the Association or at a place that may be designated by the Board of Trustees</p>	<p>Section 1. – Annual Meeting – Annual meetings of the members for the election of Trustees and other business which may be deemed necessary shall be held within the <u>first Monday or any other day approximate to the first Monday of July of each year as may be determined by the Board of Trustees</u> at the principal office of the Association or at a place that may be designated by the Board of Trustees.</p>
<p>SECTION 2. ARTICLE IV Section 2. Special Meeting – Special meetings of the members may be called by resolution of the majority of the Board of Trustees or by order of the President, or upon written request of at least ten percent (10%) of the general membership of the Association at any time or at any place that may be designated.</p>	<p>Section 2. Special Meeting – Special meetings of the members may be called by resolution of the majority <u>of the membership</u> of the Board of Trustees <u>or by order of the President upon written request of at least ten percent (10%) of the general membership of the Association</u> at any time or at any place that may be designated.</p>
<p>SECTION 3. ARTICLE IV Section 3. Notice of Meetings – Written notice for every regular or special meeting of the members shall either be mailed or otherwise delivered to each member at his latest address on record with the Association not later than five (5) days prior to the date set for special meetings and not later than ten (10) days prior to the date set for annual meetings. Failure of or defect in the notice shall not invalidate annual or special meeting of the members or any of the proceeding thereat, if the business transacted at such meeting is within the powers of the Association and the majority of the members of the</p>	<p>Section 3. Notice of Meetings – Written notice for every regular or special meeting of the members shall either be mailed or otherwise delivered to each member at his latest address on record with the Association <u>or sent by electronic mail or other electronic means as may be authorized by the Board of Trustees,</u> not later than five (5) days prior to the date set for special meetings and not later than ten (10) days prior to the date set for annual meetings. Irregularity or defect in the notice shall not invalidate annual or special meeting of the members or any of the proceeding thereat, if the business transacted at such meeting is within the powers of the Association</p>

<p>Association are present or represented at the meeting. In case of a special meeting, notice thereof shall state its object or objects of the same.</p>	<p>and the majority of the members of the Association are present or represented at the meeting. In case of a special meeting, notice thereof shall state its <u>specific purpose</u>.</p>
<p>SECTION 4. ARTICLE IV Section 4. Quorum – A quorum at any meeting shall consist of a majority of all the members in person or by proxy, and a vote of the majority of such quorum shall decide any question that may come before the meeting, except in those matters where the law requires the affirmative vote of a greater proportion.</p>	<p>Section 4. Quorum – <u>A quorum at any meeting shall consist of a majority of all the members in person or by remote communication, or by proxy.</u></p> <p><u>Members or their proxies, who cannot physically attend or vote at meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.</u></p>
<p>SECTION 5. ARTICLE IV Section 5. Who shall preside at meetings. The Association Chairman shall preside at meetings of members. The Corporate Secretary shall act as secretary at all meetings of the members, the Board of Trustees and the Credit Committee, provided, that his/her absence or incapacity the presiding officer may designate some other person to act as secretary</p>	<p>Section 5. Who shall preside and act as Secretary at meetings. The <u>Chairperson</u> of the Board, or in his absence, the <u>Vice-Chairperson</u> or the <u>President</u> in that order, shall preside at meetings of the members. The Corporate Secretary shall act as secretary at all meetings of the members, provided, that in his/her absence or incapacity, the presiding officer may designate some other person to act as secretary.</p>
<p>SECTION 6. ARTICLE IV Section 6. Voting – At all meetings of the Association, every member shall be entitled to one vote. A quorum at any meeting shall consist of a majority of all the members in person or by proxy, and a vote by a majority of such quorum shall decide any question that may come before the meeting, except in those matters where the law requires the affirmative vote of a greater proportion.</p>	<p>Section 6. Voting – At all meetings of the Association, every member shall be entitled to one vote. <u>A vote by a majority of the quorum shall decide any question that may come before the meeting, except in those matters where the affirmative vote of a greater number is required.</u></p>
<p>SECTION 7. ARTICLE IV Section 7. Proxies – At all meetings, members may vote by proxy. The proxy shall be a member of the Association whose authority is</p>	<p>Section 7. Proxies – At all meetings, members may vote by proxy. The proxy shall be a member of the Association whose authority is</p>

<p>executed in writing by the member of a printed proxy form to be determined by the incumbent Board of Trustees and the printed proxy form shall expire after the meeting for which it was given. Such proxies should be acknowledged before the Secretary of the Association or a notary public; and shall be filed with the Secretary before or at the time of the meeting. At any meeting, the presiding officer's decision on the authenticity of proxy votes shall be final.</p>	<p>executed in writing by the member <u>in a printed proxy form to be determined by the Committee on Election; which printed proxy form shall expire after the meeting for which it was given.</u> Such proxies should be acknowledged before the Secretary of the Association or a notary public; and shall be filed with the Secretary <u>within a reasonable time before the scheduled meeting.</u> The Committee's decision on the authenticity of proxy votes shall be final. <u>All rights, to include the right to vote of absent members are transferred to and shall be exercised by the presiding officer.</u></p>
<p>SECTION 8. ARTICLE IV Section 8. Election of Trustees shall be held at the annual meeting of the members, which shall be conducted in the manner provided in the Corporation Law. The formalities, procedures and machinery for election shall be determined by the officer presiding at the meeting; provided, however, that the voting must be by secret ballots. Voting shall be held by secret ballot on a one-member, one vote basis either in person or by proxy. All rights, to include the right to vote of absent members are transferred to and shall be exercised by the presiding officer. Notice of election of Trustees by newspaper shall be dispensed.</p>	<p>Section 8. <u>Committee on Election - The formalities, procedures and machinery for election shall be determined by the Committee on Election, an independent body which is composed of three members, the Chairperson, Assistant Chairperson, and Secretary, of which its Chairperson is appointed by the Board of Trustees. The Committee on Election shall be organized not later than three (3) months immediately preceding the annual meeting.</u></p>
<p>SECTION 9. ARTICLE IV Section 9. Order of Business – At any meeting of the members, the following order or business shall be observed: Opening of the meeting by the Chairman Proof of due notice of the meeting Proof of presence of quorum by the Secretary Approval of the minutes of the previous meeting Report of Officers of the Association Ratification of the acts of the Board and Management Pending Business New Business Election of Trustees (as applicable) Adjournment</p>	<p>Section 9. Order of Business – At any meeting of the members, the following order of business shall be observed: <u>Opening of the meeting by the Chairperson,</u> <u>Proof of due notice of the meeting,</u> <u>Proof of presence of quorum by the Secretary,</u> <u>Approval of the minutes of the previous meeting,</u> <u>Unfinished Business,</u> <u>Report of Chairperson,</u> <u>Ratification of Resolutions of the Board of Trustees,</u> <u>New Business,</u> <u>Election of Trustees, and</u></p>

<p>The above order of business may be altered or suspended temporarily should a majority of the quorum deems it convenient.</p>	<p>Adjournment.</p> <p>The above order of business may be <u>modified</u> or suspended temporarily should a majority of the quorum deems it <u>necessary</u>.</p>
<p>SECTION 1. ARTICLE V Section 1. Composition – The corporate powers of the Association shall be vested in and exercised, its business conducted, and properly controlled by a Board composed of Seven (7) Trustees.</p>	<p>Section 1. Composition – The corporate powers of the Association shall be vested in and exercised, its business conducted, and properly controlled by a Board composed of <u>seven (7) Trustees, which shall include two Independent Trustees.</u></p>
<p>SECTION 1A. ARTICLE V Section 1A. Definition of Trustees – Trustees shall include (1) those who are named as such in the articles of incorporation; (2) those duly elected in the subsequent meetings of the BJMPSLAI’s members; and (3) those elected to fill vacancies in the Board of Trustees, who will elect among themselves the Chairman, Vice Chairman, President, Treasurer, and Secretary.</p>	<p>Section 1A. Definition of Trustees – Trustees shall include <u>(1) those duly elected in the annual meeting of the Association’s members, and (2) those elected or appointed to fill vacancies in the Board of Trustees.</u></p>
<p>SECTION 1B. ARTICLE V SECTION 1C. ARTICLE V ADDITION/ TO INCORPORATE DEFINITION OF AN INDEPENDENT TRUSTEE Section 1C. Independent Trustees - <u>An independent trustee is a person who, apart from shareholdings and fees received from the corporation, is independent of management and free from any business or other relationship, which could, or could reasonably be perceived to materially interfere with the exercise of independent judgment in carrying out the responsibilities as a trustee.</u></p>	
<p>SECTION 2. ARTICLE V Section 2. Election and Term of Office – The Board of Trustees who shall be elected at the annual meeting either by the members present to include proxies, or by secret ballot to be conducted by a Committee</p>	<p>Section 2. Term of Office – <u>The Board of Trustees shall be elected at the annual meeting by the members through a vote by secret ballot. The member may cast as many votes as there are trustees to be elected but may not cast more than one (1) vote for</u></p>

<p>on Election of 3 members, shall hold office for a term of three (3) years until their successors shall have been duly elected and qualified. The tenure of office of the Board of Trustees and officers elected within the board shall have a term of one (1) year.</p>	<p><u>one (1) candidate either in person or by proxy. They shall hold office for a term of three (3) years until their successors shall have been duly elected and qualified.</u></p>
<p>SECTION 3. ARTICLE V Section 3. Vacancies – Vacancies occurring in the Board, for any cause may be filled for the unexpired term in a special meeting by the Board still constituting a quorum.</p>	<p>Section 3. <i>Vacancies</i> – Vacancies occurring in the Board, for any cause except by removal or expiration of term, may be filled for the unexpired term <u>by appointment of the Board if still constituting a quorum.</u></p>
<p>SECTION 6. ARTICLE V Section 6. Special Meeting – Special meeting of the Board of Trustees may be called at any time by the Chairman or by a written request of any four (4) Trustees, and shall be held at the head office of the Association or such place and time as may be agreed upon by the majority of the Trustees.</p>	<p>Section 6. <i>Special Meeting</i> – Special meeting of the Board of Trustees may be called at any time by the <u>Chairperson, President, or by a written request of at least four (4) Trustees,</u> and shall be held at the head office of the Association or such place and time as may be agreed upon by the majority of the Trustees.</p>
<p>SECTION 7. ARTICLE V Section 7. Notice of Meeting – No notice need be given of regular meeting of the Board. Notice of any special meeting shall be in writing, and shall state the date, time and place hereof, and the purpose or purposes for which it is called. Such notice shall be deemed complete upon its delivery to place of residence or the business address of the Trustees at least one (1) week before the date of the meeting or upon its being delivered to the Post Office, properly addressed and postage prepared in time for it to reach the Trustee at least one day before the meeting. However, when the urgency of the meeting so requires, the Chairman may authorize the Secretary to give the Trustees notice by telephone, telegram or other expeditious means, and such notice shall in all respects be as effective as notice in writing. Notice of the meeting may be waived by any Trustee and his presence in the meeting shall be deemed a waiver or any failure, defect or irregularity of the notice.</p>	<p>Section 7. <i>Notice of Meeting</i> –No notice need be given of regular meeting of the Board. Notice of any special meeting shall be in writing <u>or sent by electronic mail or other electronic means as may be authorized by the Board of Trustees,</u> and shall state the date, time and place hereof, and the purpose or purposes for which it is called. Such notice shall be deemed complete upon its delivery to place of residence or the business address of the Trustees at least one (1) week before the date of the meeting or upon its being delivered to the Post Office, properly addressed and postage prepared in time for it to reach the Trustee at least one day before the meeting. However, when the urgency of the meeting so requires, the <u>Chairperson</u> may authorize the Secretary to give the Trustees notice by telephone, telegram or other expeditious means, and such notice shall in all respects be as effective as notice in writing. Notice of the meeting</p>

	<p>may be waived by any Trustee and his presence in the meeting shall be deemed a waiver <u>of</u> any failure, defect or irregularity of the notice.</p>
<p>SECTION 8. ARTICLE V Section 8. Quorum – A quorum at any meeting of the Board of Trustees shall consist of the majority of the trustees and majority of such quorum shall decide any question or matter submitted to the Board at any such meeting.</p>	<p>Section 8. <i>Quorum</i> – A quorum at any meeting of the Board of Trustees shall consist of the majority of the trustees <u>present in person or remote communication</u>, and majority of such quorum shall decide any question or matter submitted to the Board at any such meeting.</p> <p><u>Trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Trustees cannot attend or vote by proxy at board meetings.</u></p>
<p>SECTION 10. ARTICLE V Section 10. Order of Business – At any meeting of the Board, the following order of business shall be observed.</p> <p>Opening of the meeting by the Chairman Calling of the roll by the Secretary Approval of previous minutes and disposal of business arising from the minutes Reports of Officers and Committees New Business Adjournment</p>	<p>Section 10. <i>Order of Business</i> – At any meeting of the Board, the following order of business shall be observed.</p> <p><u>Prayer,</u> <u>Opening of the meeting by the Chairperson,</u> <u>Calling of the roll by the Secretary,</u> <u>Approval of previous minutes,</u> <u>Unfinished business from the previously approved minutes,</u> <u>Reports of Officers and Committees,</u> <u>New Business, and</u> <u>Adjournment.</u></p> <p><u>The above order of business may be modified or suspended temporarily should a majority of the quorum deems it necessary.</u></p>
<p>SECTION 11. ARTICLE V</p>	<p>Section 11. <i>Committees</i> – The Board of Trustees may in its discretion create such committees as it may deem <u>necessary and proper</u> for the</p>

<p>Section 11. Committees – The Board of Trustees may in its discretion create such committees as it may deem necessary, proper and/or convenient for the interest of the Association, defining their powers and duties and delegating to them such powers as may lawfully be delegated.</p>	<p>interest of the Association, defining their powers and duties and delegating to them such powers as may lawfully be delegated</p>
<p>SECTION 12. ARTICLE V Section 12. Presiding Officer – The Chairman or, in his/her absence, the Vice-Chairman, shall preside over all meetings of the Board.</p>	<p>Section 12. Presiding Officer – <u>The Chairperson or, in his/her absence, the Vice-Chairperson or President, in that order, shall preside over all meetings of the Board.</u></p>
<p>SECTION 13. ARTICLE V</p>	
<p>SECTION 1. ARTICLE VI <u>DIRECTION, MANAGEMENT AND ADMINISTRATION</u></p> <p>Section 1. Officers of the Association – The officers of the Association shall be a Chairman, Vice-Chairman, a President, and Executive Vice-President, a Treasurer, a Secretary and a Comptroller, all of whom shall be designated by the Board of Trustees.</p> <p>The Board of Trustees may appoint such other officers as it may deem necessary, proper or convenient, who shall have such authority and perform such duties as may be prescribed by the Board. One person may hold more than one office, except when the officers are incompatible with each other.</p>	<p style="text-align: center;"><u>OFFICERS OF THE ASSOCIATION</u></p> <p><u>Section 1. Executive Officers of the Association – The executive officers of the Association shall be the President, Vice President, Treasurer, Secretary, and Compliance Officer.</u></p> <p><u>The Board of Trustees may appoint such other officers as it may deem necessary and proper, provide for their powers and duties, and fixed their compensation.</u></p> <p><u>One person may hold more than one office, except when prohibited by law or by applicable rules and regulations issued by government authorities.</u></p>
<p>SECTION 1A. ARTICLE VI Section 1A. Definition of Officers – Officers shall include the President, Executive Vice President, Senior Vice President, Vice President, General Manager, Secretary, Treasurer, Comptroller and others mentioned as officers of the Association, or those whose duties as such are defined in the by-laws, or are generally known to be the officers of the BJMPSLAI (or any of its branches and offices</p>	<p>DELETED</p>

<p>other than the head office) either through announcement, representation, publication or any kind of communication made by the association.</p> <p>A person holding the position of chairman, vice-chairman or any other position of the board who also performs functions of management such as those ordinarily performed by regular officers shall also be considered an officer.</p>	
<p>SECTION 1B. ARTICLE VI Section 1B. <i>Qualifications of Officers</i> – An officer shall have the following minimum qualifications:</p> <p>He/she shall be at least twenty-five (25) years of age; He/she shall be at least a COLLEGE graduate OR have at least FIVE (5) years of experience in BJMPSLAI or banking operations or related activities or in a field related to his/her position and responsibilities, OR have undergone training in BJMPSLAI or banking operations acceptable to the appropriate supervising and examining department of the <i>Bangko Sentral ng Pilipinas</i>. He/she must be fit and proper for the position of an officer of the BJMPSLAI. In determining whether a person is fit and proper for the position of an officer, the following matters must be considered:</p> <p>integrity/probity; competence; education; diligence; and experience/training</p> <p>The foregoing qualifications for officers shall be in addition to those already required or prescribed by R.A. No. 8367, as amended, and other existing applicable laws and regulations.</p>	<p>DELETED</p>

<p>SECTION 2. ARTICLE VI Section 2. Tenure of Office – All executive officers shall hold office at the pleasure of the Board, and all other officers, agents and employees shall hold office for such time as it is provided for in their contract of employment and if none is provided, at the pleasure of the Board.</p>	<p><u>Section 2. Term of Office of Trustees elected as Officers – Trustees elected as an executive officer shall serve only for a term of one (1) year as such officer, unless removed by the Board of Trustees.</u></p>
<p>SECTION 1 and 2. ARTICLE VII POWERS AND DUTIES OF THE CHAIRPERSON, VICE-CHAIRPERSON, AND EXECUTIVE OFFICERS Section 1. The Chairman – The Chairman of the Board, who shall be elected by the Board of Trustees from among themselves, shall preside at all meetings of the Association and of the Board of Trustees. In his absence or inability to preside, the meeting shall be presided over by the Vice-Chairman, or any other officer to whom this power may be delegated by the Board.</p>	<p>Section 1. <u>The Chairperson</u> – <u>The Chairperson</u> of the Board, who shall be elected by the Board of Trustees from among themselves, shall preside at all meetings of the Association and of the Board of Trustees. In his absence or inability to preside, the meeting shall be presided over by the Vice-Chairperson, or any other officer to whom this power may be delegated by the Board.</p>
<p>Section 2. The Vice-Chairman – The Vice-Chairman, who shall be elected by the Board of Trustees from among themselves, shall have such powers and perform such duties as the Board of Trustees may from time to time prescribe and as may be delegated to him/her by the Chairman. In the absence of the Chairman, the Vice-Chairman shall act in his/her stead and shall perform any and all such powers and duties pertaining to the office.</p>	<p>Section 2. The Vice-Chairperson – <u>The Vice-Chairperson</u>, who shall be elected by the Board of Trustees from among themselves, shall have such powers and perform such duties as the Board of Trustees may from time to time prescribe and as may be delegated to him/her by the <u>Chairperson</u>. In the absence of the <u>Chairperson</u>, the <u>Vice-Chairperson</u> shall act in his/her stead and shall perform any and all such powers and duties pertaining to the office.</p>
<p>Section 3. Article VII Section 3. The President – The President who shall be appointed by the Board of Trustees, shall be the Chief Executive Officer of the Association. Aside from those which may be assigned to him/her by the Board, his/her power and duties shall include the following:</p>	<p>Section 3. <i>The President</i> – The President, who shall be <u>elected</u> by the Board of Trustees <u>from among themselves</u>, shall be the Chief Executive Officer of the Association. Aside from those which may be assigned to him/her by the Board, his/her power and duties shall include the following:</p>

SECTION 4. ARTICLE VII

Section 4. *The Executive Vice-President* – The Board of Trustees shall appoint an Executive Vice-President who must not be a member of the Board. In the absence or inability of the President, the Board shall designate the Executive Vice-President to perform and discharge the powers and duties of the President. His/her powers and duties include the following:

Act as General Manager of this Association.

Assist the President in the implementation of the policies of the Board.

He/she is the Principal Executive Assistant of the President in the execution of his/her duties and responsibilities.

Perform such other duties and execute such powers as the Board may prescribe from time to time.

Section 4. *Vice President* – The Board of Trustees shall appoint a Vice President who must not be a member of the Board. In the absence or inability of the President, the Board may designate the Vice President to perform and discharge the powers and duties of the President. His/her powers and duties include the following:

Act as General Manager of this Association.

Assist the President in the implementation of the policies of the Board.

To see to it that adequate records of all assets, liabilities and transactions of the Association are maintained.

To see that adequate audits thereof are currently and regularly undertaken and shall report such results to the Board of Trustees.

To ensure that all vouchers, payroll and other accounts payable are passed upon and determined properly authorized and certified.

To initiate and enforce, measures and procedures relating to all account matters, including clerical and office methods, records, report and to the end that business of the Association shall be conducted in accordance with the law, rules and regulations and directives of the *Bangko Sentral ng Pilipinas* and with the maximum safety, efficiency and economy.

To certify such statements of financial condition, income statements, reports, records and statistics as may be required by law, by the Monetary Board or requested by the President or the Board.

To act as budget trustee and in conjunction with the other officers and heads of the departments, to prepare an annual budget covering all activities of the Association and to submit the same to

	<p><u>the Board, not less than 30 working days before the budget year begins.</u></p> <p><u>To attend meetings of the Board of Trustees and the standing committee when so required by the Chairperson of the Board and to render such assistance as the Chairperson, President or the Board may desire concerning the books, accounts and system of financial transactions of the Association and of all its branches.</u></p> <p><u>In case of any defalcation, default or dereliction of duty coming to his/her knowledge at anytime, to notify at once the Chairperson and President.</u></p> <p>Perform such other duties and execute such powers as the Board may prescribe from time to time.</p>
<p>SECTION 5. ARTICLE VII</p> <p>Section 5. <i>The Treasurer</i> – The Treasurer who is appointed by the Board of Trustees shall have the care and custody of the funds, securities and properties of the Association which come into his/her position and as such shall have the following duties in addition to those which may be prescribed by the Board, to wit:</p> <p>He/she shall ensure that all moneys and other valuable effects in the name and to the credit of the Association shall be deposited in such banks or trust companies, or with such bankers or other depositories as the Board may from time to time designate, and any funds so deposited shall be withdrawable only by checks, other instrument signed by duly authorized officers of the Association as hereinafter provided.</p> <p>He/she shall render to the Board of Trustees or to the President whenever required an account of the financial condition of the Association and all his/her transactions.</p> <p>He/she shall perform such other duties as the Board of Trustees may from time to time assign to him/her or are incident to his/her office.</p>	<p>Section 5. <i>The Treasurer</i> – The Treasurer, <u>who shall be elected by the Board of Trustees from among themselves,</u> shall have the care and custody of the funds, securities and properties of the Association which come into his/her position and as such shall the following duties in addition to those which may be prescribed by the Board, to wit:</p> <p>He/she shall ensure that all <u>monies</u> and other valuable effects in the name and to the credit of the Association shall be deposited in such banks or trust companies, or with such bankers or other depositories as the Board may from time to time designate, and any funds so deposited shall be withdrawable only by checks, other instrument signed by duly authorized officers of the Association as hereinafter provided.</p> <p>He/she shall render to the Board of Trustees or to the President whenever required an account of the financial condition of the Association and all his/her transactions.</p>

<p>In the absence of the Treasurer or his/her inability to act, his/her duties shall be performed by such persons as may be designated by the Board of Trustees. He/she shall post a bond.</p>	<p>He/she shall perform such other duties as the Board of Trustees may from time to time assign to him/her or are incident to his/her office.</p> <p>In the absence of the Treasurer or his/her inability to act, his/her duties shall be performed by such persons as may be designated by the Board of Trustees.</p> <p><i>(e. Deleted)</i></p>
<p>SECTION 6. ARTICLE VII Section 6. <i>The Secretary</i> – The Secretary, who shall be elected by the board of trustees from among themselves, must be a citizen and resident of the Philippine and shall have the following powers and duties:</p>	<p>Section 6. <i>The Secretary</i> – The Secretary, <u>who may or may not be a member of the Board of Trustees</u>, must be a citizen and resident of the Philippines, and shall have the following powers and duties:</p>
<p>SECTION 7. ARTICLE VII Section 7. <i>The Comptroller</i> – The Comptroller who shall be appointed by the Board is directly responsible only to the Board of Trustees and he/she shall be the Financial Adviser of the President. He/she shall be the principal internal control officer of the Association and as such shall have the following duties in addition to those which may be prescribed by the Board, to wit: To see to it that adequate records of all assets, liabilities and transactions of the Association are maintained. To see that adequate audits thereof are currently and regularly undertaken and shall report such results to the Board of Trustees. To ensure that all vouchers, payroll and other accounts payable are passed upon and determined properly authorized and certified To initiate and enforce, measures and procedures relating to all account matters, including clerical and office methods, records, report and to the end that business of the Association shall be conducted in accordance with the law, rules and regulations and directives of the <i>Bangko Sentral ng Pilipinas</i> and with the maximum safety, efficiency and economy.</p>	<p>Section 7. <i>The Compliance Officer</i> – The Board of Trustees shall <u>appoint a Compliance Officer who shall be responsible for the following among other functions that may be delegated by Senior Management and the Board:</u></p> <p><u>Ensure compliance by all responsible officers and employees with the laws and rules issued in connection with Anti-Money Laundering and its own Money Laundering and Terrorist Financing Prevention Program (MLPP);</u></p> <p><u>Ensure that infractions, discovered either by internally initiated audits or by special or regular examination conducted by the BSP, are immediately corrected;</u></p> <p><u>Inform all responsible officers and employees of all resolutions, circulars and other issuances by the BSP and the AMLC in relation to matters aimed at preventing money laundering and terrorist financing;</u></p>

<p>To certify such statements of financial condition, income statements, reports, records and statistics as may be required by law, by the Monetary Board or requested by the President or the Board.</p> <p>To act as budget Trustee and in conjunction with the other officers and heads of the departments, to prepare an annual budget covering all activities of the Association and to submit the same to the Board, not less than 30 working days before the budget year begins.</p> <p>To attend meetings of the Board of Trustees and the standing committee when so required by the Chairman of the Board and to render such assistance as the Chairman, President or the Board may desire concerning the books, accounts and system of financial transactions of the Association and of all its branches.</p> <p>In case of any defalcation, default or dereliction of duty coming to his/her knowledge at anytime, to notify at once the Chairman and President.</p> <p>In the absence of the Comptroller or his/her inability to act, his/her duties shall be performed by such person as may be designated by the Board.</p>	<p><u>Alert senior management, the board of directors, or the Board level or approved committee if it believes that the institution is failing to sensibly address anti-money laundering and terrorist financing issues; and</u></p> <p><u>Organize the timing and content of AML training of officers and employees including regular refresher trainings.</u></p>
<p>SECTION 8. ARTICLE VII</p> <p>Section 8. Other Officers – The Board of Trustees may appoint other officers as it may deem necessary, provide for their powers and duties and fix their compensation.</p>	<p>DELETED</p>
<p>SECTION 1. ARTICLE VIII</p> <p>Section 1. Signing Officer – All negotiable and other instruments, contracts and documents of any kind executed for and in the name of the Association shall be signed by the President and, whenever required by the Board, shall be countersigned by the Secretary; Provided, that the Board may authorize such other officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument, in the name of and on behalf of the Association, as may be necessary in the usual course of the operations and transactions of the Association and under such conditions as the Board may</p>	<p>Section 1. Signing Officer – <u>The President, upon being authorized by the board, shall sign all negotiable and other instruments, contracts and documents of any kind executed for and in the name of the Association;</u> provided, that the Board may authorize such other officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument, in the name of and on behalf of the Association, as may be necessary in the usual course of the operations and transactions of the Association and under such conditions as the Board may impose: provided, further, that in the case of checks, drafts or orders for the payment of money, notes,</p>

<p>impose: Provided, further, that in the case of checks, drafts or orders for the payment of money, notes, evidences of indebtedness or any other instrument that may be required, the same shall be signed by the Treasurer or any other officers assigned with the Treasury/Finance Division so authorized by the Board, and countersigned by the President or any other authorized officer of the Association.</p>	<p><u>evidence</u> of indebtedness or any other instrument that may be required, the same shall be signed by the Treasurer or any other officers assigned with the <u>Finance Division</u> so authorized by the Board, and countersigned by the President or any other authorized officer of the Association.</p>
<p>(TITLE) ARTICLE IX LOAN AND CREDIT POLICIES LOAN POLICIES SECTION 1. ARTICLE IX Section 1. <i>The Board of Trustees</i> – shall formulate such rules and policies on loans which shall not exceed the amount deposited by the borrower plus his/her one (1) year salary or regular income, in the case of permanent employee or wage earner, or shall not exceed seventy percent (70%) of the fair market value of any property acceptable as collateral on first mortgage that he/she may put up by way of security.</p>	<p>Section 1. <u><i>Policies on Loans</i></u> - The Board of Trustees shall formulate <u>rules and policies on loans consistent with laws, and rules and regulations issued by the appropriate government authority or agency. Such rules and policies shall include limitation on the amount and maturity of loans.</u></p>
<p>SECTION 2. ARTICLE IX Section 2. No loan shall have a maturity date of more than three (3) years or 36 months except loans on the security of unencumbered real estate, for the purpose of building, acquiring or repairing residential houses and for the purchase of land on which to build such houses which may be granted with maturity dated not exceeding fifteen (15) years.</p>	<p>Section 2. <u><i>Effectivity of Policies</i></u> - <u>Such rules and policies shall be effective upon approval of the board.</u></p>
<p>SECTION 3. ARTICLE IX Section 3. The Board of Trustees may create a credit and collection committee or designate officers of the Association duly authorized to process, examine and approve all loan applications subject to the confirmation by the Board of Trustees.</p>	<p>Section 3. <u><i>Credit and Collection Committee</i></u> - The Board of Trustees may create a credit and collection committee or designate officers of the Association duly authorized to process, examine and approve all loan applications subject to the confirmation by the Board of Trustees.</p>

<p>SECTION 4. ARTICLE IX Section 4. The Board shall adopt loan redemption and such other measures as the Board may deem necessary to insure, safeguard and secure the interest of the Association.</p>	<p>Section 4. <u>Loan Redemption</u> - The Board shall adopt loan redemption and such other measures as the Board may deem necessary to insure, safeguard and secure the interest of the Association.</p>
<p>SECTION 1. ARTICLE X Section 1. The Fiscal Year operational budget shall be determined and approved by the Board of Trustees to cover the expense of operation of the Association. The Board shall limit the expenses of the Association to not more than 40% of its gross income during the fiscal year.</p>	<p>Section 1. <u>Operational Budget - The Fiscal Year operational budget shall be determined and approved by the Board of Trustees to cover the operational expenses of the Association.</u></p>
<p>SECTION 1. ARTICLE XI Section 1. <i>Separation</i> – Any member may sever his/her membership by written application addressed to the Board of Trustees which shall act on the same within sixty (60) days upon receipt of such application for withdrawal. The Treasurer shall proceed to liquidate the account of the withdrawing members, and shall report the liquidation made by him/her to the Board of Trustees. Such withdrawing member has, however, the right to demand reimbursement of his/her total capital contributions and/or savings deposits, plus dividends, and/or interest due, if any, on the date of withdrawal after deducting all his/her obligations.</p>	<p>Section 1. <i>Separation</i> – Any member may sever his/her membership by written application addressed to the Board of Trustees which shall act on the same within sixty (60) days upon receipt of such application for withdrawal. The <u>management</u> shall proceed to liquidate the account of the withdrawing members, and shall report the liquidation made by him/her to the Board of Trustees. Such withdrawing member has, however, the right to demand reimbursement of his/her total capital contributions and/or savings deposits, plus dividends, and/or interest due, if any, on the date of withdrawal after deducting all his/her obligations.</p>