

**AMENDED & RESTATED  
BY-LAWS  
OF  
THE PHILIPPINE CANINE CLUB, INC.**

**Adopted March 21, 1963  
Amended January 22, 1971  
Amended March 31, 1984  
Amended January 20, 1990  
Amended February 15, 1997  
Amended October 26, 2003  
Amended May 17, 2008  
Amended May 20, 2017**

## TABLE OF CONTENTS

<b>ARTICLE I DEFINITIONS</b> <i>(As amended on May 20, 2017)</i>	<b>3</b>
<b>ARTICLE II PURPOSES</b> <i>(As amended on May 20, 2017)</i>	<b>5</b>
<b>ARTICLE III PRIVILEGES OF THE PCCI</b> <i>(As amended on May 20, 2017)</i>	<b>6</b>
<b>ARTICLE IV MEMBERSHIP</b> <i>(As amended on May 20, 2017)</i>	<b>7</b>
<b>ARTICLE V MEETING OF MEMBERS</b> <i>(As amended on May 20, 2017)</i>	<b>13</b>
<b>ARTICLE VI SUSPENSION, EXPULSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP</b> <i>(As amended on May 20, 2017)</i>	<b>16</b>
<b>ARTICLE VII BOARD OF DIRECTORS</b> <i>(As amended on May 20, 2017)</i>	<b>18</b>
<b>ARTICLE VIII BOARD OF DIRECTORS SPECIFIC POWERS</b> <i>(As amended on May 20, 2017)</i>	<b>25</b>
<b>ARTICLE IX ELECTION OF THE BOARD</b> <i>(As amended on May 20, 2017)</i>	<b>28</b>
<b>ARTICLE X ELECTION COMMITTEE</b> <i>(As amended on May 20, 2017)</i>	<b>28</b>
<b>ARTICLE XI EXECUTIVE COMMITTEE</b> <i>(As amended on May 20, 2017)</i>	<b>29</b>
<b>ARTICLE XII OFFICERS</b> <i>(As amended on May 20, 2017)</i>	<b>30</b>
<b>ARTICLE XIII DISCIPLINE</b> <i>(As amended on May 20, 2017)</i>	<b>31</b>
<b>ARTICLE XIV TRIAL BOARD</b> <i>(As amended on May 20, 2017)</i>	<b>32</b>
<b>ARTICLE XV AFFILIATED CLUBS</b> <i>(As amended on May 20, 2017)</i>	<b>33</b>
<b>ARTICLE XVI FUNDS</b> <i>(As amended on May 20, 2017)</i>	<b>35</b>
<b>ARTICLE XVII FISCAL YEAR</b>	<b>36</b>
<b>ARTICLE XVIII AUDIT</b> <i>(As amended on May 20, 2017)</i>	<b>36</b>
<b>ARTICLE XIX HEAD OFFICE AND BOOKS</b> <i>(As amended on May 20, 2017)</i>	<b>36</b>
<b>ARTICLE XX CORPORATE SEAL</b>	<b>37</b>
<b>ARTICLE XXI RULES AND REGULATIONS</b>	<b>37</b>
<b>ARTICLE XXII INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS</b> <i>(As amended on May 20, 2017)</i>	<b>37</b>
<b>ARTICLE XXIII PROVISIONS CONTRARY TO PROVISIONS OF LAW</b> <i>(As amended on May 20, 2017)</i>	<b>37</b>
<b>ARTICLE XXIV AMENDMENTS OF THE BY-LAWS</b> <i>(As amended on May 20, 2017)</i>	<b>38</b>
<b>ARTICLE XXV TRANSITORY PROVISIONS</b>	<b>38</b>

**AMENDED BY-LAWS  
OF  
THE PHILIPPINE CANINE CLUB, INC.**

**ARTICLE I  
DEFINITIONS**

*(As amended on May 17, 2008)*

SECTION 1.1. In these By-Laws and in any rules or regulations made pursuant hereto, except as the context or subject matter otherwise indicated, the following definitions apply: *(As amended on May 20, 2017)*

**“Board”** means the duly elected Board of Directors of the The Philippine Canine Club, Inc.; *(As amended on May 20, 2017)*

**“Board member”** means a member of the duly elected Board of Directors of The Philippine Canine Club, Inc.; *(As amended on May 20, 2017)*

**“By-laws”** means the Amended By-laws of The Philippine Canine Club, Inc.; *(As amended on May 20, 2017)*

**“Code”** means the Corporation Code of the Philippines;

**“PCCI” or “Club”** means the The Philippine Canine Club, Inc.; *(As amended on May 20, 2017)*

**“club”** means a club or association officially recognized by The Philippine Canine Club, Inc.;

**“complainant”** means any person who has filed a charge or complaint against another member, club or organization relative to any violation of the By-laws or any of the rules, regulations, procedures and policies of the Club; *(As amended on May 20, 2017)*

**“debar”** means that a person is prohibited from participating in any competition or other activities directed, sanctioned, sponsored or authorized by the Club or held under the auspices or under any of its rules or regulations, to the extent and subject to terms imposed in any particular case;

**“defendant”** means any member, club or organization against whom or which a charge or complaint has been filed, relative to any violation of the By-laws or any of the rules, regulations, procedures, and policies of the Club; *(As amended on May 20, 2017)*

“**dog**” means a purebred dog of either sex, unless context otherwise implies a male purebred dog;

“**handle**” and “**handling**” means the act of physically taking a dog into the ring for the purpose of showing the dog;

“**kennel**” means a facility where dogs are kept for the purposes of breeding, boarding or training;

“**majority**” means a simple majority of fifty (50) percent plus one; *(As amended on May 20, 2017)*

“**Official Publication**” means the PCCI publication sent to its members periodically, under whatever name it may be known or published, as determined by the Board from time to time; the PCCI currently publishes the ‘PCCI Quarterly’; *(As amended on May 20, 2017)*

“**pedigree**” means a genealogical table showing the ancestral line of descent of a registered dog;

“**person**” includes member, non-member, club, association or corporation;

“**prejudicial**” means tending to obstruct or impair; hurtful; injurious; disadvantageous; detrimental;

“**proxy**” means a person who is authorized to serve in one’s place at a meeting, particularly with the right to cast vote. It also refers to the written authorization given to someone to act or vote in someone’s place;

“**proxies**” are written statements by a member authorizing another person (the proxy holder) to vote at a general or special meeting of members; *(As amended on May 20, 2017)*

“**purebred dog**” means a dog registered, or eligible for registration with the Club; *(As amended on May 20, 2017)*

“**suspend**” means that a member is deprived, for the period prescribed, of all the privileges of the Club; and *(As amended on May 20, 2017)*

“**Voting Member**” means a Charter, Lifetime or Regular member of the Club who, by virtue of Section 4.2 of these By-laws, is entitled to vote. *(As amended on May 20, 2017).*

SECTION 1.2. The interpretation of any provision of the By-laws, rule or regulation,

as agreed upon by the Board shall be final and binding but such interpretation shall not contravene the provisions of applicable general laws. *(As amended on May 20, 2017)*

SECTION 1.3. Whenever the context requires, the singular shall include the plural, and the masculine shall include the feminine. *(As amended on May 17, 2008)*

SECTION 1.4. The Club is authorized to edit the By-laws and all rules and regulations of the Club to improve grammar, provide clarity without changing the intent, eliminate duplication and ensure that there is uniformity and a logical sequence of numbering and lettering of sections, paragraphs, and subparagraphs throughout the By-laws. *(As amended May 17, 2008)*

## **ARTICLE II PURPOSES**

*(As amended on May 20, 2017)*

SECTION 2.1. To encourage and promote the breeding of purebred dogs and to do all that is possible to bring their natural qualities to perfection. *(As amended on May 20, 2017)*

SECTION 2.2. To urge the members and breeders to adhere with the breeding standards set by the PCCI. *(As amended on May 20, 2017)*

SECTION 2.3. To protect and advance the interests of different breeds by encouraging sportmanship in competitions and promoting all dog-related activities such as but not limited to responsible pet ownership, owner handling, junior handling, pet grooming, agility, obedience and conformation shows. *(As amended on May 20, 2017)*

SECTION 2.4. To exhaust all possible means in the promotion and maintenance of the health of pure breed dogs. *(As amended on May 20, 2017)*

SECTION 2.5. To promote camaraderie among members in the pursuit of responsible pet ownership. *(As amended on May 20, 2017)*

SECTION 2.6. To promote and encourage the love for dogs and to hold or arrange dog shows and competitions, and grant or contribute towards the provision of prizes, awards and distinctions. *(As amended on May 20, 2017)*

SECTION 2.7. To adopt and enforce uniform rules and regulations governing dog shows and field trials, to regulate the conduct of persons interested in exhibiting, breeding and registering dogs, to detect and prevent fraud in connection therewith, to protect the interest of its members, to maintain and publish an official stud book and an official kennel gazette and generally to do everything to advance the study, breeding, exhibiting and maintenance of the purity of pure bred dogs; and for the purpose it shall have power promulgate decisions, rules, and regulations. *(As amended*

on May 20, 2017)

SECTION 2.8. To subscribe to become a member of and cooperate with any association whether incorporated or not, whose objectives are altogether or in part similar to those of the Club. (As amended on May 20, 2017)

SECTION 2.9. Generally to do and perform those acts and things, which are necessary, proper and incidental to the purposes of the Club, and those matters, which are legally inherent in the powers of the corporation organized under the laws of the Republic of the Philippines. (As amended on May 20, 2017)

### **ARTICLE III PRIVILEGES OF THE PCCI**

(As amended on May 17, 2008)

SECTION 3.1. The privileges of the members of PCCI applies to all persons, clubs or organizations, *provided* such persons, club or organizations are not engaged or involved in activities prejudicial to the interests of the Club, its members and the purebred dog sport, shall mean: (As amended on May 20, 2017)

- (a). The use of the services of the PCCI office and facilities as it concerns the records of the Club; and (As amended on May 20, 2017)
- (b). The use and enjoyment of the services rendered by the publication of the Club. (As amended on May 20, 2017)

SECTION 3.2. The privileges of PCCI, as they apply to all members, shall mean:

- (a). All those privileges set forth in Section 3.1; and (As amended on May 17, 2008)
- (b). All the privileges accorded to members of PCCI, as set forth in the By-laws, and any privileges extended to members by order of the Board including but not limited to the registration of purebred dogs and litters, the showing and participation of dogs in conformation dog shows, obedience trials, field and other trials, tests and activities for purebred dogs under the auspices of, and in accordance with the rules, regulations, standards, policies and procedures established by the Club. (As amended on May 20, 2017)

SECTION 3.3. Any person, club or organization availing themselves of the privileges of the Club, as set forth under Article III, shall, by such act, be deemed to have agreed to the authority of the PCCI and its Board, as conferred by the By-laws. (As amended on May 20, 2017)

SECTION 3.4. No person, club or organization who has been expelled from the Club,

suspended by the Club or is duly deprived of the privileges of the Club, shall be entitled to any of the rights and privileges set forth above unless fully reinstated by the Board. *(As amended on May 20, 2017)*

## **ARTICLE IV MEMBERSHIP**

*(As amended on May 17, 2008)*

### SECTION 4.1 MEMBERSHIP CATEGORIES

The membership of PCCI shall be divided into two (2) major categories: Voting Members and Non-Voting Members, which are further subdivided as follows: *(As amended on May 20, 2017)*

- (a) Voting Members:
  - i. Charter Members;
  - ii. Lifetime Members; and
  - iii. Regular Members. *(As amended on May 20, 2017)*
  
- (b) Non-Voting Members:
  - i. Associate Members;
  - ii. Junior Members; and
  - iii. Honorary Members. *(As amended on May 20, 2017)*

### SECTION 4.2 VOTING MEMBERS

The total number of Voting Members for any calendar year shall not exceed five percent (5%) of the total number of Associate Members in good standing for the immediately preceding calendar year, *provided that* should the limit thus computed fall below the number of Voting Members in good standing on record for that preceding calendar year, the number of Voting Members on record on that preceding calendar year shall stand as the limit for the succeeding year. Voting Members are members, who are entitled to vote at any meeting or in any election or referendum and they can stand for election as a member of the Board, subject to the requirements in these By-Laws. *(As amended on May 20, 2017)*

- (a) Charter Members - The thirty one (31) members who were the incorporators and persons admitted to membership during the year 1963 when the PCCI was incorporated shall be known as Charter Members.

- (b) Lifetime Members - Lifetime members shall be limited to and may be conferred by the Board upon Regular Members. Subject to such other requirements as the Board may prescribe by Board Resolution, and effective upon approval of these By-Laws, Regular Members of good standing, who have achieved twenty (20) years of continuous and unbroken membership as a Regular Member without having any disciplinary record as of the date of approval of these By-laws shall be eligible for Lifetime membership in the Club. *(As amended on May 20, 2017)*
- (c) Regular Members - Associate Members who have been approved as such by the Board; provided that they are at least eighteen (18) years of age, have been an Associate Member for at least five (5) consecutive years, have been actively involved in the affairs of PCCI for a period of three (3) years and have satisfactorily fulfilled such other conditions and requirements set forth by the Board. *(As amended on May 20, 2017)*

#### SECTION 4.3 NON-VOTING MEMBERS

- (a) Associate Members - Upon receiving final approval, an Associate Member shall enjoy all the rights and privileges that may be provided under these By-Laws, rules, regulations, or policies of the Club. Associate Members cannot vote at any meeting, or in any election nor can they stand for election as a member of the Board. *(As amended on May 20, 2017)*
- (b) Junior Members - Persons below eighteen (18) years of age who have satisfactorily fulfilled such conditions and requirements for Junior Membership as prescribed by the Board may be accepted as Junior Members. Junior Members who reach the eighteen (18) years of age shall automatically be admitted as Associate Members. *(As amended on May 20, 2017)*
- (c) Honorary Members - The Board may confer the status of Honorary Member on individuals who have made substantial contributions to the development and welfare of purebred dogs or who can provide extraordinary assistance to the interests of PCCI. *(As amended on May 20, 2017)*

#### SECTION 4.4 CONDITIONS OF MEMBERSHIP

In order to acquire and maintain membership in the Club, all members and/or member-applicants, must agree and adhere to the following conditions:

- (a) They shall abide by the By-Laws, rules, regulations, decisions, policies and procedures of PCCI and shall acknowledge the jurisdiction of PCCI as the sole and exclusive governing body in the Republic of the Philippines in respect to all canine affairs in relation to its purpose/s. This section shall be printed on each application for membership and/or each member card;
- (b) They shall never have been convicted on any charge of cruelty to animals;
- (c) They shall not be under suspension or termination by the PCCI;
- (d) Their annual membership dues have been properly and promptly paid; and
- (e) They shall never act or perform in a manner, which may be deemed as contrary and/or prejudicial to the basic principles, purposes, and best interests of the PCCI, its members and the purebred dog sport in general. *(As amended on May 20, 2017)*

The Board shall determine and prescribe the qualifications of an applicant for membership in accordance with these By-Laws.

#### SECTION 4.5 RIGHTS AND PRIVILEGES OF MEMBERSHIP

Subject to these By-Laws and by the rules, regulations, and policies adopted by the Board, the rights and privileges of membership shall be:

##### 4.5.1 For All Members:

- (a) To personally register purebred dogs, enter purebred dogs for show and competition in PCCI sanctioned dog shows and such other dog shows sanctioned or authorized by organizations recognized by PCCI;
- (b) To avail of the facilities of the Club; and
- (c) Any other privileges the Board may from time to time determine. *(As amended on May 20, 2017)*

##### 4.5.2 For Voting Members:

- (a) To exercise the right to vote on all matters relating to the affairs of the Club;
- (b) To be eligible to any elective or appointive office of the Club;

- (c) To participate in all deliberations/meetings of the Club;
- (d) To receive a copy of the PCCI Quarterly or similar official publication;
- (e) For Charter and Lifetime Members, the right to membership without payment of the annual dues; and
- (f) Any other privileges as the Board may from time to time determine.

4.5.3 For Non-Voting Members:

- (a) For Associate Members, to receive a copy of the PCCI Quarterly or similar official publications;
- (b) To attend general meetings with the permission of the Board as observers only; and
- (c) Any other privileges as the Board may from time to time determine. *(As amended on May 20, 2017)*

SECTION 4.6 NON-TRANSFERABILITY OF MEMBERSHIP

Membership in the PCCI and all the rights and privileges arising therefrom, are purely personal and non-transferable. *(As amended on May 20, 2017)*

SECTION 4.7 DUTIES AND RESPONSIBILITIES OF MEMBERS

A member shall have the following duties and responsibilities:

- (a) To obey and comply with the Articles of Incorporation and these By-Laws and other rules, regulations, policies and procedures that may be promulgated by the Board from time to time;
- (b) In the case of Voting Members, to attend all meetings of the Club and to vote on any issue presented for a vote by the Club and to respond to all communications sent by the Club were a response from the Voting Member is specifically required; and
- (c) To pay the membership dues and other assessment of the Club. *(As amended on May 20, 2017)*

SECTION 4.8 APPLICATION FOR MEMBERSHIP

The Board shall determine and prescribe the qualifications of an applicant for

membership in accordance with these By-Laws.

- (a) Application for Associate and Junior membership in the Club shall be in a form as prescribed by the Board. The form shall be completed and forwarded to the Club for consideration.
- (b) Associate Members who may qualify to apply for Regular membership shall submit their comprehensive resumé with their application to the Club.
- (c) Any privileges accorded to an applicant, pending consideration of approval, shall not obligate the Club to approve the application and any privileges so accorded may be revoked by the Club in the event that the application is not approved. *(As amended on May 20, 2017)*

#### SECTION 4.9 APPROVAL OF MEMBERSHIP

- (a) Applications for Associate and Junior membership shall be acted upon by the Board within sixty (60) days from the receipt of the application. If no objections have been received and the membership fee has been confirmed as paid within the period specified, the application shall be deemed approved.
- (b) Applications for Regular membership are subject to the limitations set forth under Section 4.2. Applicants for Regular membership shall submit themselves for an interview by the Board or by a committee designated by the Board to conduct and process applications for membership.
- (c) Applications for membership for Associate, Junior and Regular membership may be denied by the Board without any explanation after its thorough assessment. *(As amended on May 20, 2017)*

#### SECTION 4.10 MEMBERSHIP FEES AND DUES

Membership fees shall be paid by each member or each applicant for membership by such manner and method as the Board may prescribe.

- (a) Admission Fee - The amount of admission fee for all new Associate and Junior Members of the PCCI and for former Regular, Associate, and Junior Members who may be re-admitted shall be determined by the Board.
- (b) Annual Dues - The amount of annual dues for the Junior, Associate and Regular Members of the PCCI shall be

determined by the Board and shall be payable on January 15 of each year, in advance. The Board may charge or impose other reasonable fees, assessments and obligations to meet the requirements of any special circumstances or exigencies of the operations of the Club. *(As amended on May 20, 2017)*

#### SECTION 4.11 MEMBERSHIP YEAR

Membership in the Club shall be based on the calendar year or anniversary date of joining the Club, depending upon the category and class of membership as defined by this By-laws. *(As amended on May 20, 2017)*

#### SECTION 4.12 RESIGNATION

Any member desiring to resign from PCCI or from any of its committees must submit a written notice to the Board, provided that a Voting Member may be considered as having constructively resigned as a Voting Member for reason of lack of interest if he or she fails to respond to repeated and consecutive official notices sent by the Club to the Voting Member, where a response is explicitly required, to the Voting Member's last known address on record for at least three (3) times, unless the Board otherwise decides.

In no case shall such resignation by the member be considered as a waiver on the part of PCCI to enforce or institute any action or claims for any outstanding obligations of the said member.

Any member who shall cease to be a member of PCCI, through resignation or other means, shall, from that date forward, have no claim upon any of the properties belonging to PCCI, nor shall be entitled to any of the privileges normally accorded to members of the PCCI. No refund of membership fee shall be provided upon cessation of such membership. *(As amended on May 20, 2017)*

#### SECTION 4.13 SUSPENSION AND TERMINATION OF MEMBERSHIP

Membership shall be suspended and terminated in the manner and for causes as duly provided in these By-laws. Termination of membership shall have the effect of extinguishing all rights of the member in the Club or in any of its properties. *(As amended on May 20, 2017)*

#### SECTION 4.14 ADDRESS AND OTHER CONTACT NUMBERS

Members shall provide the Club with their current mailing addresses and telephone numbers at the time of application. Members may also provide their electronic mail, website and cellular phone numbers, if they have any. Any subsequent change of address and telephone number shall be provided to the Club within fifteen (15) days of such change. Such information will be treated as strictly private and highly

confidential in nature, which will not be released without the consent of the individual member. (As amended on May 20, 2017)

#### SECTION 4.15 BY-LAWS BINDING

The By-laws of the Club fully bind each member and shall be provided upon request of the member to the last known address of record in the Club. No person, whether a member or not, shall be absolved from the effect of these By-laws on any allegation of not having received them, or of ignorance of the contents or meaning thereof. (As amended on May 20, 2017)

### ARTICLE V MEETING OF VOTING MEMBERS

(As amended on May 17, 2008)

#### SECTION 5.1. GENERAL MEMBERSHIP MEETING

The General Membership Meeting of the Voting Members of PCCI shall be held annually on the 3rd Saturday of May of every calendar year at such place within Metro Manila as shall be determined by the Board. The election of the Board, whenever applicable, shall be held during the General Membership Meeting for the relevant year. (As amended on May 20, 2017)

#### SECTION 5.2. SPECIAL GENERAL MEETING

A Special General Meeting may be called at any time by the President or upon the request of the majority of the members of the Board or by written petition of at least twenty five percent (25%) of the Voting Members. Such meeting shall have no power to transact any business other than the business for which the Special General Meeting has been called for. (As amended on May 20, 2017)

#### SECTION 5.3. ORGANIZATION OF A MEETING

The meeting of the Voting Members shall be presided by the President or in his absence or at his or her discretion, by the Vice President or in the latter's absence by a person duly designated by the Board or in the absence of such person so designated by the Board by a member so designated by the majority vote of the Voting Members present. (As amended on May 20, 2017)

#### SECTION 5.4. ORDER OF BUSINESS

5.4.1 The President shall have the discretion to establish the order of business in any meeting. The Notice calling for the annual General Membership Meeting shall indicate the nature of the business to be discussed before the said meeting. Proposals arising from the floor, which are not included in the order of business or not germane to the business at hand of any annual General Membership Meeting shall, at the

discretion of the President, be noted and referred to the Board or the appropriate committee for further consideration. *(As amended on May 20, 2017)*

5.4.2 Members who may want to present proposals at any annual General Membership Meeting may submit their proposals to the Board through the Corporate Secretary at least thirty (30) days before the date of the annual General Membership Meeting. *(As amended on May 20, 2017)*

5.4.3 The order of business at the annual General Membership Meeting of the Voting Members shall be determined by the President with the approval of the Board but otherwise shall be in the following order: *(As amended on May 20, 2017)*

- (a) Proof of service of the required Notice of the meeting.
- (b) Proof of the presence of quorum.
- (c) Approval of the minutes of the previous General Membership Meeting. *(As amended on May 20, 2017)*
- (d) Report of the President.
- (e) Presentation of financial statements.
- (f) Unfinished business or items of business properly brought to the Board prior to the general meeting.
- (g) Election of the Directors for the ensuing year.
- (h) New business.
- (i) Adjournment.

## SECTION 5.5. NOTICE

5.5.1 The Notice shall be written and shall be sent by the Corporate Secretary by registered or private mail, by personal service, by electronic mail ("e-mail") or by announcement in a newspaper of general circulation, whichever is more practical and convenient. The Notice shall state the date, time, and place and in case of a Special General Meeting, the purpose(s) for which such meeting is called and shall be given within the prescribed period prior to the date of the said meeting. *(As amended on May 20, 2017)*

5.5.2 Notice of the time and place of the annual General Membership Meeting of Voting Members and the Agenda shall be sent to all Voting Members at least thirty (30) days prior to the aforementioned date of the annual General Membership Meeting. *(As amended on May 20, 2017)*

5.5.3 Notice of the time and place of any Special General Meeting of Voting Members shall be sent to each Voting Member at least ten (10) days prior to the date set for such meeting. *(As amended on May 20, 2017)*

#### SECTION 5.6. QUORUM

5.6.1 Unless the law requires a greater majority, a majority of all Voting Members of PCCI will constitute a quorum at all meetings for the transaction of business. If, however, such quorum is not present, then either (i) the President or (ii) the Voting Members of PCCI by vote of the majority of those present in person or by proxy or by mailed ballot will have the power to adjourn the meeting from time to time without notice other than announcement at the meeting until a quorum is present or represented. At such adjourned meeting where a quorum is present, any business may be transacted that might have been transacted at the meeting originally notified. A majority of the Voting Members of PCCI present may decide any question at the meeting, except those matters where the Code requires a different vote requirement. *(As amended on May 20, 2017)*

5.6.2 If the meeting is called for the election of the members of the Board, the Voting Members, who mailed their ballots shall be counted in the determination of the presence of a quorum. *(As amended on May 20, 2017)*

#### SECTION 5.7. ADJOURNED MEETING; NOTICE

Any meeting whether or not a quorum is present may be adjourned for any reason from time to time by either (i) the President or (ii) by the majority vote of all the members present in person or by proxy or by mailed ballot. At the reconvened meeting, at which a quorum is present, any business may be transacted at the meeting as originally notified. If a General Membership Meeting is adjourned to a different date, time, or place, notice need not be given of the new date, time, or place if the new date, time and place is announced at the meeting before adjournment; however, if a new record date for the adjourned meeting is or must be fixed, notice of the adjourned meeting must be given to persons who are members as of the new record date. *(As amended on May 20, 2017)*

#### SECTION 5.8. ATTENDANCE AND VOTING

All Voting Members who are in good standing as of the date of a General Membership Meeting or Special Meeting shall be entitled to attend and to cast one (1) vote at such meeting. A member is in 'good standing' if among other things, he has paid his or her annual dues in advance on or before the date specified in these By-laws and is not under any disciplinary sanction. All other members who have been previously permitted by the Board may attend the said meeting but they may not vote. *(As amended on May 20, 2017)*

SECTION 5.9. VOTING

5.9.1 At the General Membership Meeting at which a quorum is present, a majority vote by the Voting Members is required for approval of an action or choice. *(As amended on May 20, 2017)*

5.9.2 No cumulative voting shall be allowed.

5.9.3 In the election of directors, Voting Members are entitled to cast one (1) vote for each candidate. Directors shall be elected by secret ballot, or any mode as may be determined by the Election Committee and approved by the Board. *amended on May 20, 2017)*

SECTION 5.10. PROXIES

5.10.1 A proxy shall be issued by a Voting Member to vote for and on his behalf. A proxy as used herein is a proxy effective or valid for purposes of a meeting only and for every adjournment thereof. An appointment of proxy is effective when the Corporate Secretary and the Committee authorized to tabulate votes receives the appointment form and other supporting documents. The proxy has the same power to vote as that possessed by the Voting Member. *(As amended on May 20, 2017)*

5.10.2 Proxies filed may be revoked by the Voting Member either in an instrument in writing duly presented and recorded with the Corporate Secretary prior to a scheduled meeting or by their personal presence at the said meeting. *(As amended on May 20, 2017)*

SECTION 5.11. VOTING BY MAIL

Voting by registered mail, private courier or other similar means may be allowed subject to the approval by majority of the Board of the rules of procedure, as determined by the Election Committee for the said purpose. *(As amended on May 20, 2017)*

SECTION 5.12. BALLOTS DELIVERED TO AUDITING FIRM

Under the direction and supervision of the Election Committee, ballots containing the votes shall be delivered in a sealed ballot box to an independent auditing firm, which may be the external auditor of the Club, which shall then be responsible for opening the sealed ballot box and counting and tallying the votes. *(As amended on May 20, 2017)*

**ARTICLE VI**

**SUSPENSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP**

*(As amended on May 20, 2017)*

*(As amended on May 17, 2008)*

SECTION 6.1 SUSPENSION AND TERMINATION FOR CAUSE *(As amended on May 20, 2017)*

6.1.1 Any member shall be suspended or terminated from the roll of members in the manner provided in the By-Laws and for exhibiting conduct prejudicial to the best interests of the Club, its members, or the purebred dog sport, including but not limited to, the violation of existing laws, of the Articles of Incorporation and these By-Laws and of the rules and regulations, policies and procedures and decisions promulgated by the Board not otherwise contrary to law or by these By-Laws. *(As amended on May 20, 2017)*

6.1.2 Suspension from the roll of membership means losing the right to avail of the privileges of the Club as stated under Article III and to exercise the rights and privileges as stated under Section 4.5 for a definite period of time. Termination from the roll of members means losing permanently and definitely all the rights and privileges of membership to the Club. *(As amended on May 20, 2017)*

## SECTION 6.2 PREJUDICIAL CONDUCT

6.2.1 Conduct prejudicial to the best interests of the Club, its members or the purebred dog sport, which may subject the member to suspension or expulsion shall include but shall not be limited to:

- (a) Violation of the Club's Articles of Incorporation and these By-laws, rules and regulations, policies and procedures and decisions promulgated by the Board not otherwise contrary to existing laws and the Code;
- (b) False and malicious accusations or charges against another member or officer or member of the Board;
- (c) Grave offenses to the Club, its members and purebred sport in general (e.g. cruelty to dogs, usurpation of power, fraudulent acts e.g., falsification of documents, show fixing, foul and intemperate language and behavior against members, officers and staff, fighting, cheating and acts unbecoming of a true sportsman during any PCCI activity, malversation of funds, tampering of the Club's records) and other similar unlawful and illicit acts;
- (d) Membership or participation, directly or indirectly, in the formation, organization, operation and activities of an incorporated or unincorporated organization whose purposes and activities have been determined by the Board to be prejudicial to the best interest of PCCI, its members and the purebred dog sport. *(As amended on May 20, 2017)*

6.2.2 All charges of prejudicial conduct against any member or person or persons or

affiliated club or association shall undergo due process as established by the rules and procedures of the Trial Board and final resolution by the Board as the case may be pursuant to Articles XIII and XIV of these By-Laws. *(As amended on May 20, 2017)*

### SECTION 6.3 TERMINATION

6.3.1 Membership in the PCCI may be terminated by reason of actual or constructive resignation from the Club, or death of the member or by expulsion of the member by decision rendered by the Trial Board and adopted by the Board on any disciplinary action against the member. Termination of membership shall have the effect of extinguishing all rights of the member in the Club or in its property. All rights, title and interest, both legal and equitable of a member in and to the property of PCCI shall cease in the event of such member's termination from membership in the PCCI. *(As amended on May 20, 2017)*

### SECTION 6.4 REINSTATEMENT

6.4.1 The suspension of any member who was automatically suspended for failure to pay his or her annual dues on or before January 15, in any year, shall be reinstated automatically upon payment of his delinquent dues in addition to the additional penalties or surcharges the Club may impose. *(As amended on May 20, 2017)*

6.4.2 A member whose membership has been terminated by reason of resignation may apply for reinstatement of membership within one (1) year from resignation and a member whose membership has been terminated by reason of expulsion may apply only after five (5) years from the date of effectivity of the expulsion. Pending the decision to accept the application for reinstatement of membership, the Board may extend for such a period of time, the determination of granting the privileges and rights of membership to the applicant for reinstatement, except the right to vote. The granting of these privileges and rights does not obligate in any manner the Board to fully reinstate the applicant to his original status. *(As amended on May 20, 2017)*

## **ARTICLE VII BOARD OF DIRECTORS**

*(As amended on May 20, 2017)*

### SECTION 7.1 COMPOSITION AND QUALIFICATIONS

The Board shall be composed of fifteen (15) members, who shall be elected by the Voting Members of the Club from among its qualified members. *(As amended on May 20, 2017)*

### SECTION 7.2 GENERAL POWERS, RESPONSIBILITIES AND DUTIES

The corporate powers, properties, management and affairs of PCCI shall be conducted, exercised and governed by the Board. The Board shall exercise all such

powers of PCCI as required by law and/or these By-laws, including but not limited to:  
(As amended on May 20, 2017)

- (a) Establishing policies, rules and procedures for the management of PCCI in consonance with the purpose and objectives of the Club; (As amended on May 20, 2017)
- (b) Overseeing the development and approval of a long-term corporate plan and approving annual budgets and operating plans; (As amended on May 17, 2008)
- (c) Overseeing all financial activities of PCCI including audit, budget, funds management and bonding; (As amended on May 17, 2008)
- (d) Defining and/or safeguarding the organizational mission, the values framework and operating principles within which it expects the Club to be administered, and to review these periodically; (As amended on May 20, 2017)
- (e) Governing the Club through broad policies and planning objectives approved by the Board; (As amended on May 20, 2017)
- (f) Accounting to the members for the services of the Club and expenditures of funds; (As amended on May 20, 2017)
- (g) Ensuring prudent and proper management of the Club's resources; (As amended on May 20, 2017)
- (h) Regularly reviewing the Club's services to ensure that they are consistent with its purpose and the programs are effective and relevant to the needs of the members and the dog-sport community; (As amended on May 20, 2017)
- (i) Representing the Club, its members and its programs on all internal and external matters, including but not limited to the FCI and FCI APAC; (As amended on May 20, 2017)
- (j) Hearing and deciding complaints from and among members of the Club through a grievance machinery procedure that is duly instituted through the Trial Board; and (As amended on May 20, 2017)
- (k) Appointing or designating the officers and agents of PCCI and employing qualified staff and establishing their incentives and compensation. (As amended on May 17, 2008)

### SECTION 7.3 DUTIES OF INDIVIDUAL BOARD MEMBERS

The Board may delegate authority to an individual Director but it retains ultimate responsibility and accountability. In carrying out the responsibilities outlined under Section 7.2, members of the Board must fulfill fiduciary duties to the Club. Those primary legal duties include the duties of *care*, *loyalty* and *obedience*. *(As amended on May 20, 2017)*

- (a) The duty of *care* requires a Director to be familiar with the Club's finances and activities and to participate regularly in its governance. In carrying out this duty, a Director must act in good faith using the degree of diligence, care and skill, which prudent people would use in similar positions and under similar circumstances. *(As amended on May 20, 2017)*
  - (i) Be informed of the Articles of Incorporation and legislation under which the Club exists, its By-laws, and policies as they pertain to the duties of a Board member; *(As amended on May 20, 2017)*
  - (ii) Attend Board meetings regularly, serve on committees of the Board and contribute from personal, professional and life experience to the work of the Board; *(As amended on May 17, 2008)*
  - (iii) Keep generally informed about the activities of the Club and the community, and general trends in the activity in which it operates; *(As amended on May 20, 2017)*
  - (iv) Participate in risk assessment and strategic planning discussions for the future of the Club; *(As amended on May 20, 2017)*
  - (v) Ensure that the Club has addressed the sufficiency of its written internal financial controls and policies that safeguard, promote and protect its assets and that they are updated regularly; *(As amended on May 20, 2017)*
  - (vi) Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision; *(As amended on May 17, 2008)*
  - (vii) Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board; *(As amended on May 17, 2008)*

- (viii) Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting, by Directors in reasonably full possession of the facts; *(As amended on May 20, 2017)*
  - (ix) Ask the Directors to review a Decision, if he/she has reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations; *(As amended on May 20, 2017)*
  - (x) Work with the staff of the Club on committees or task forces of the Board; *(As amended on May 20, 2017)*
  - (xi) Know and respect the distinction in the roles of the Board and staff consistent with the principles underlying these governance policies;
  - (xii) Encourage unity among Board members; and *(As amended on May 20, 2017)*
  - (xiii) Be involved in the selection and periodic review of the performance of the Club's executive officers and key employees responsible for the day-to-day activities of the Club. *(As amended on May 20, 2017)*
- (b) The duty of *loyalty* requires that any conflict of interest, real or imminent, shall always be disclosed in advance before joining the Club. *(As amended on May 20, 2017)*
- (i) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with these By-laws and policies; and *(As amended on May 20, 2017)*
  - (ii) A conflicted Board member may not participate in the Board to vote on a transaction where there is a conflict of interest involving him. *(As amended on May 20, 2017)*
- (c) The duty of *obedience* requires that each Board member insure that the corporation complies with applicable laws and regulations and its internal governance policies and documents including:
- (i) Dedicating the Club's resources to its mission; *(As amended on May 20, 2017)*
  - (ii) Ensuring that the Club carries out its purpose and does

not engage in unauthorized activities; and (As amended on May 20, 2017)

- (iii) Complying with all appropriate laws including complying with applicable registration and reporting laws. (As amended on May 17, 2008)

#### SECTION 7.4 ELIGIBILITY

7.4.1 Only Charter, Lifetime and Regular Members in good standing, shall be eligible for candidacy or for election to the Board. No Voting Member will be eligible to serve on the Board, who is an officer of any affiliated club of the PCCI, or connected in any way with any organization competing with or having objectives contrary to or prejudicial to the interests of the PCCI, its members or the purebred dog sport; or whose income is derived solely from dogs and dog-related commodities or articles. Also, ineligible is any Voting Member, who has been found guilty of any charge of conduct prejudicial to the best interests of the PCCI and/or the purebred dog sport or has been found guilty of an offense involving moral turpitude. (As amended on May 20, 2017)

7.4.2 No person is eligible to be nominated or to become a Director if he or she:

- (a) Is a professional handler or trainer of dogs, professional judge of purebred dog events, a professional judge being defined as one who charges fees in excess of actual expenses; (As amended on May 17, 2008)
- (b) Is engaged in trade or traffic in dogs, which includes commercial breeders or brokers of dogs for resale; (As amended on May 20, 2017)
- (c) Is employed full time in the manufacture or sale of dog food or dog supplies; (As amended on May 20, 2017)
- (d) Is a publisher or other person who promotes show dogs/kennels through solicitation or acceptance of advertisements in commercial dog publications, dog show superintendents or his or her employees; and (As amended on May 20, 2017)
- (e) Has a significant interest in dog registry, dog event-giving organization or any organization not recognized by PCCI and/or deemed to be in competition with PCCI or in conflict with its objects. Significant interest would include but not be limited to, ownership in, employment by, a directorship of, and holding office in the said entity. (As amended on May 20, 2017)

## SECTION 7.5 DISQUALIFICATION OF DIRECTORS OR OFFICERS

No member convicted by final judgment of a crime or an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Code committed within five (5) years prior to the date of his or her election or appointment, shall qualify as a Director of the Club. *(As amended on May 20, 2017)*

## SECTION 7.6 TERM OF OFFICE OF DIRECTORS *(As amended on May 20, 2017)*

A Director elected by Voting Members shall hold office for two (2) years from his or her election or until a successor is duly elected and forthwith qualified. *(As amended on May 20, 2017)*

## SECTION 7.7 VACANCIES *(As amended on May 20, 2017)*

Any vacancy in the Board, for any reason other than by removal by the members, shall be filled by the vote of the majority of the remaining Directors, if still constituting a quorum; otherwise said vacancy must be filled up by the Voting Members in a Regular or Special Meeting called for that purpose. A Director so elected to fill up a vacancy shall be elected only for the unexpired term of his predecessor in office. *(As amended on May 20, 2017)*

## SECTION 7.8 REMOVAL OF DIRECTORS *(As amended on May 20, 2017)*

Any Director may be removed, with or without cause, from office by a vote of two-thirds (2/3) of the Voting Members, provided that such removal shall take place either at a Regular Membership Meeting of PCCI or at a Special Meeting called for the purpose, and in either case, after previous Notice to Voting Members of PCCI of the intention to propose such removal at the meeting. A Special Meeting of the Voting Members of PCCI for the purpose of removal of directors or any of them, must be called by the Corporate Secretary upon written order of the President or by the written demand of a majority of the Voting Members. Should the Corporate Secretary fail or refuse to call the Special Meeting upon such demand or fail or refuse to give the Notice, or if there is no Corporate Secretary, the call for the meeting may be addressed directly to the Board by any member of the Club signing the demand. Notice of the time and place of such meeting, as well as the intention to propose such removal, must be given by written notice as prescribed in these By-laws. The vacancy resulting from removal pursuant to this section may be filled in by election at the same meeting without further notice, or at any regular or any special meeting called for the purpose, after giving notice as prescribed in these By-laws. *(As amended on May 20, 2017)*

## SECTION 7.9 REGULAR BOARD MEETING *(As amended on May 20, 2017)*

The Board shall meet once a month at such time and place, upon a day mutually

agreed upon, within Metro Manila. No notice of regular meetings of the Board shall be required, provided a regular meeting time and place is adopted by a resolution of the Board.

Directors should attend the General Membership Meeting and other appropriate membership functions. *(As amended on May 20, 2017)*

**SECTION 7.10**      **SPECIAL BOARD MEETING** *(As amended on May 20, 2017)*

Special meetings of the Board shall be called by the Corporate Secretary at the direction of the President, or on the written request of at least five (5) Directors. Three (3) days notice of the date, time and location of such special meeting must be given to each Director by the Corporate Secretary personally or by mail or telephone unless a waiver of notice of such meeting shall have been signified by every Director either expressly or implicitly. If the officers of the Board are absent from any meetings, regular or special, the other Directors present, provided they constitute a quorum, may elect a presiding officer from among themselves during such meeting.

Special Meetings of the Board may, at the discretion of the Board, be conducted by telephone conference or similar communications technology. *(As amended on May 20, 2017)*

**SECTION 7.11**      **QUORUM AT BOARD MEETINGS** *(As amended on May 20, 2017)*

The presence of eight (8) Directors shall constitute a quorum of the Board for the transaction of business at the said meeting. *(As amended on May 20, 2017)*

**SECTION 7.12**      **ADJOURNMENT**

A majority of the Directors present, even if less than a quorum, may adjourn a meeting and move it to a later time. Notice of the adjourned meeting or of the agenda to be transacted thereat, other than by announcement, shall not be necessary. At the adjourned meeting, at which a quorum is present, any business may be transacted, which could have been transacted at the meeting, as originally called. *(As amended on May 20, 2017)*

**SECTION 7.13**      **CONFLICT OF INTEREST AND DISCLOSURE** *(As amended on May 20, 2017)*

When an action is being proposed affecting a purchase, a contract, a project, an institution or similar situations, a conflict of interest shall be presumed to exist when a Board member stands to benefit from the vote on that proposed action. Any Board member confronted with a possible conflict of interest shall disclose immediately such possible conflict to the body and shall not take part in the discussion of or vote on any question in respect of the matter. Any Board member present may raise the

question of conflict of interest, which shall be ruled on by the majority of the Board, based upon information presented. *(As amended on May 20, 2017)*

**SECTION 7.14**            **ABSENCES** *(As amended on May 20, 2017)*

The unexcused absence of a Director for three (3) consecutive meetings of the Board shall operate as the constructive resignation of that Director from the Board.

An absence shall be considered as unexcused if the Director concerned failed to file a written explanation, either through registered or private mail, personal service, or electronic mail, of his or her absence on the said meeting of the Board before the start of the scheduled meeting. *(As amended on May 20, 2017)*

**SECTION 7.15**            **COMPENSATION** *(As amended on May 20, 2017)*

All officers and Directors shall serve without a salary, compensation or any form of remuneration.

**ARTICLE VIII**  
**BOARD OF DIRECTORS SPECIFIC POWERS**

*(As amended on May 17, 2008)*

Without detracting from any general powers of the Board but by way of explanation it shall be understood that: *(As amended on May 20, 2017)*

**SECTION 8.1**            **SUPERVISION OF FUNDS, ASSETS AND PROPERTY**

The Board shall have supervision and control of the funds, assets and property of the PCCI and shall determine how much thereof shall be left in the hands or under direct control of the Treasurer for current needs, and how the balance thereof shall be deposited or invested, and shall have power to withdraw or transfer said deposits or dispose of or change said investments for the benefit of the PCCI.

**SECTION 8.2**            **CREATION AND DISCHARGE OF COMMITTEE/S** *(As amended on May 20, 2017)*

The Board may appoint and constitute different committees, as may be necessary, with such powers and authority as delegated by the Board to facilitate and carry out the objectives and purposes of PCCI. *(As amended on May 20, 2017)*

**SECTION 8.3**            **PROPOSED AMENDMENTS** *(As amended on May 17, 2008)*

The Board shall examine all proposed amendments, repeal or modifications to the By-laws, rules or regulations of the PCCI and act thereon and/or report the same to the Voting Members for action as may be required under these By-laws. *(As amended on May 20, 2017)*

SECTION 8.4 INTERPRETATION OF RULES *(As amended on May 20, 2017)*

All matters in dispute as to interpretation of the rules, regulations or of these By-laws shall be submitted to the Board for its construction, which shall be final and immediately effective, unless contrary to the provisions of the Code and other applicable laws. *(As amended on May 20, 2017)*

SECTION 8.5 STUD BOOK *(As amended on May 17, 2008)*

The Board shall have supervision and control of the Stud Book, the registration of purebred dogs, kennel names and the transfers thereof, and determine the manner in, which such records shall be preserved. *(As amended on May 17, 2008)*

SECTION 8.6 PEDIGREES OF PUREBRED DOGS *(As amended on May 17, 2008)*

The Board shall determine all matters, which may arise affecting pedigrees of purebred dogs. *(As amended on May 17, 2008)*

SECTION 8.7 OFFICIAL KENNEL MAGAZINE *(As amended on May 17, 2008)*

The Board shall have supervision and control of the official kennel magazine published regularly now called the PCCI QUARTERLY and shall determine the manner and form in which it shall be published. *(As amended on May 20, 2017)*

SECTION 8.8 APPLICATIONS FOR PUREBRED DOG EVENTS *(As amended on May 17, 2008)*

The Board shall have power to approve or disapprove any or all applications for purebred dog events. *(As amended on May 17, 2008)*

SECTION 8.9 APPLICATION FOR INFORMAL PUREBRED DOG EVENTS

The Board shall have the power to sanction or disapprove applications for informal purebred dog events. *(As amended on May 17, 2008)*

SECTION 8.10 ISSUE AND REVOKE LICENSES *(As amended on May 17, 2008)*

The Board shall have power to issue and revoke licenses to judges, superintendents of purebred dog events and handlers of dogs. *(As amended on May 20, 2017)*

SECTION 8.11 RATING TOWARDS CHAMPIONSHIP *(As amended on May 17, 2008)*

The Board also shall have the power to determine and fix the rating of each breed of dog to qualify for championship and may from time to time change such rating. *(As*

*amended on May 20, 2017)*

**SECTION 8.12 REGULATIONS GOVERNING PUREBRED DOG EVENTS**

The Board shall have power to issue such regulations as it may deem necessary for the governing or holding of purebred dog events. *(As amended on May 17, 2008)*

**SECTION 8.13 CHARGES AND DISCIPLINE** *(As amended on May 17, 2008)*

The Board shall have power to consider charges referred by members or non-members and by affiliated clubs, to determine whether the charges alleged have been sustained, and if sustained what penalty shall be imposed and to discipline any individual member or association or persons for conduct, which has been found to commit acts that are prejudicial to the best interests of the Club, its members or the purebred dog sport.

The powers of the Board in this connection are more fully set forth in Article XVI of these By-laws entitled Discipline. *(As amended on May 20, 2017)*

**SECTION 8.14 APPOINTMENT AND REMOVAL OF MEMBERS OF THE TRIAL BOARD** *(As amended on May 20, 2017)*

The Board shall have power to appoint and remove the members of the Trial Board, which shall have not less than three (3) members, whose duty it shall be to draft and adopt its own rules of procedure, regulations, appeal and enforcement of penalties subject to the majority approval of the Board, to hear such complaints and charges as may be referred by the Board to such Trial Board. The powers and duties of the Trial Board are more fully set forth in Article XVII of these By-laws entitled Trial Board. *(As amended on May 20, 2017)*

**SECTION 8.15 FIXING AND DETERMINING FEES**

The Board shall have power to determine, fix, and from time to time, change the amount of all fees to be charged and collected by PCCI, whether for registration, listing and change of ownership of dogs, the granting of kennel names and the transfer thereof, and the issuance of certificates or otherwise. *(As amended on May 20, 2017)*

**SECTION 8.16 IMPOSITION OF PENALTIES** *(As amended on May 20, 2017)*

The Board shall have power to fix and determine the amount or extent of the penalty and to enforce the penalty for all uncontested violations of the rules and regulations of the PCCI and these By-laws. *(As amended on May 20, 2017)*

**SECTION 8.17 APPOINTING OFFICERS, AGENTS AND STAFF**

The Board shall have power to appoint or designate the officers and representatives of PCCI and to employ qualified staff and to establish their incentives or compensation.

*(As amended on May 20, 2017)*

SECTION 8.18 ANNUAL AND OTHER REPORTS

It is the responsibility of the Board to prepare and present an Annual Report and other reports, periodic or special, which it may deem necessary from time to time, to the members of PCCI.

**ARTICLE IX  
ELECTION OF THE BOARD**

*(As amended on May 20, 2017)*

SECTION 9.1 ELECTION COMMITTEE

The election of Directors of the Board shall be conducted, administered and implemented by the Election Committee, which shall be appointed by the majority vote of the incumbent members of the Board. *(As amended on May 20, 2017)*

SECTION 9.2 LIST OF ELIGIBLE VOTERS

The Corporate Secretary shall deliver on or before the date fixed by the Board to the Election Committee a certified list of members entitled and qualified to vote in the upcoming election and post it to the bulletin board at the PCCI office. *(As amended on May 20, 2017)*

SECTION 9.3 THE BALLOT

The Election Committee shall prepare an official ballot for each member entitled to vote. The ballot shall have the corporate seal of the Club printed thereon and each ballot shall be marked by the Election Committee for the purpose of identification and counting of the votes. *(As amended on May 20, 2017)*

**ARTICLE X  
ELECTION COMMITTEE**

*(As amended on May 17, 2008)*

SECTION 10.1 COMPOSITION AND NATURE

There shall be an Election Committee, who may or may not be members of PCCI, composed of three (3) non-candidates and non-Board members, which shall be formed and duly constituted by the Board and whose term shall be prescribed by the Board. The members of the Election Committee shall be chosen either by a majority approval of the Board or through the recommendation of the Chairman of the Election Committee subject to the majority approval of the Board. A member of the Board cannot be chosen to be part of the Election Committee. One of the members of the Election Committee shall be the Legal Counsel of PCCI. The members of the Election Committee shall not be allowed to run for any position in the election, which they

preside. (As amended on May 20, 2017)

SECTION 10.2            AUTHORITY AND RULE-MAKING (As amended on May 20, 2017)

The Election Committee shall have power to draft, adopt and fully implement its own rules of procedure and regulations subject to the majority approval of the Board, to enforce and administer its rules of procedure and regulations relative to the conduct of elections, tabulation and proclamation of winning candidates. The decision of the Election Committee on election contests shall be final and immediately executory. It shall be the duty of the Election Committee to prepare a brief report for posting in the Club's bulletin board within one (1) week after the annual meeting at which the election took place. This report must account for all ballots cast, both valid and void, for each candidate and office. The report must also give the number of votes necessary to elect along with the actual number of votes received by each candidate. A copy of this report, along with all ballots and other election materials shall be given to the Corporate Secretary for entry into the Club's official records. (As amended on May 20, 2017)

**ARTICLE XI**  
**EXECUTIVE COMMITTEE**

(As amended on May 17, 2008)

SECTION 11.1            COMPOSITION

During the first meeting of the Board immediately following the annual General Membership Meeting, it shall create an Executive Committee composed of the President, the Vice-President, the Corporate Secretary and the Treasurer. (As amended on May 20, 2017)

SECTION 11.2            POWERS, DUTIES AND LIMITATIONS

- (a) The Executive Committee ("Committee") shall have the powers and duties to convene, render decisions and adopt resolutions on matters pertaining to normal corporate activities that require immediate action and which can not be postponed until the next regular Board meeting except with respect to matters expressly conferred exclusively to the Board; (As amended on May 20, 2017)
- (b) Any action that is to be taken by the Committee shall be decided by a vote of at least three (3) of its members; (As amended on May 20, 2017)
- (c) The Committee is proscribed from rendering decisions pertaining to the amendment, revision, repeal or adoption of

new By-laws and/or amendment, revision, repeal or adoption of any valid resolution of the Board. These shall include any of those instances provided for under Section 35 of the Code; (As amended on May 20, 2017)

- (d) The Committee shall submit a report in time for the next regular meeting of the Board on any of the actions undertaken by the Committee. Actions taken by the Committee must be approved or ratified by the Board; and (As amended on May 20, 2017)
- (e) The Committee may approve disbursements only on matters pertaining to administrative expenses that are based on the approved budget. (As amended on May 20, 2017)

## **ARTICLE XII OFFICERS**

(As amended on May 20, 2017)

### **SECTION 12.1            ELECTION AND TERM** (As amended on May 20, 2017)

At the first regular meeting of the Board immediately following the annual General Membership Meeting of the Voting Members, the Directors shall elect from their group the officers of the Club.

The said officers shall serve for two (2) years and until their successors are duly elected and forthwith qualified. (As amended on May 20, 2017)

### **SECTION 12.2            OFFICERS** (As amended on May 20, 2017)

The officers of the Club shall be the President, the Vice-President, the Second Vice-President, the Treasurer and the Corporate Secretary. Any two (2) or more positions may be held concurrently by the same person, except that no one shall act as President and Corporate Secretary or as President and Treasurer at the same time. The Board officers shall be elected every two (2) years by majority of the Board at a meeting, were a quorum is present, which shall be held immediately following the annual General Membership Meeting. (As amended on May 20, 2017)

### **SECTION 12.3            VACANCIES** (As amended on May 20, 2017)

If any position of the officers becomes vacant for any reason, the Board, by majority vote, may elect a successor from among the Directors, who shall then hold office for the unexpired term of the said officer. (As amended on May 20, 2017)

### **SECTION 12.4            DUTIES** (As amended on May 20, 2017)

The duties and power of the officers of the Club shall be determined and duly approved by majority of the Board during its first organizational meeting. *(As amended on May 20, 2017)*

### **ARTICLE XIII**

#### **DISCIPLINE**

*(As amended on May 20, 2017)*

##### **SECTION 13.1** SCOPE *(As amended on May 20, 2017)*

Any member of PCCI, PCCI-affiliated or non-affiliated club or association directly contravening the By-Laws and the rules and regulations, policies and procedures, decisions of PCCI as promulgated by the Board or engaged in the conduct prejudicial to the best interests of PCCI, its members or the purebred dog sport shall be subject to the disciplinary measures as may be provided for by the Board. All matters of discipline shall be within the jurisdiction of the Board and administered in the manner hereinafter described. *(As amended on May 20, 2017)*

##### **SECTION 13.2** INITIATING COMPLAINT *(As amended on May 20, 2017)*

Any member of PCCI, PCCI-affiliated or non-affiliated club or association may make a formal complaint in writing setting forth the circumstances in support of such claims against any PCCI member, PCCI-affiliated or non-affiliated club or association for alleged violations of these By-Laws and of the rules and regulations, policies and procedures promulgated by the Board or for conduct, which is prejudicial to the best interests of PCCI, its members or purebred dog sport. The Board has the authority to determine whether it shall exercise jurisdiction over the said formal complaint. *(As amended on May 20, 2017)*

The Board may refer the said formal complaint to the Trial Board for its immediate disposition and to report its findings and/or recommendations to the Board. The Board after reviewing the findings and/or recommendations of the Trial Board shall take action upon said findings and/or recommendations and by a majority vote of the Directors present may adopt, reverse or modify the recommendations of the Trial Board, to reprimand, warn, suspend, reinstate from membership for a specific period of time or to terminate or expel the member from the Club. *(As amended on May 20, 2017)*

##### **SECTION 13.3** INVESTIGATION AND IMPOSITION OF CHARGES *(As amended on May 20, 2017)*

Upon receipt of the formal complaint pursuant to Section 13.2, the Board may cause the matter to be investigated by the Trial Board for appropriate investigation, hearing and resolution, or the Board may *motu proprio* dismiss the said formal complaint for lack of merit or insufficiency of evidence. The proceedings of the Trial Board will be strictly private and all matters discussed therein is highly confidential. The Trial Board may recommend to impose a penalty according to the guidelines established by

the Board. The Trial Board may refer to the Board the recommendation of a penalty greater or lesser penalty than that provided for by the guidelines to be established by the Board for its final approval. The Trial Board shall promptly report all formal complaints it is handling and its disposition to the Board. (As amended on May 20, 2017)

**SECTION 13.4**            **POWER OF THE BOARD TO INVESTIGATE** (As amended on May 20, 2017)

13.4.1 The Board shall also have power to investigate any matters, which may be brought to its attention or through its own initiative for violation of these By-laws, its rules and regulations or its decisions or to delegate the same for the Trial Board to investigate. (As amended on May 20, 2017)

13.4.2 If after such investigation the Board believes that substantial evidence exists, it may already imposed the proper penalty. Pending the final determination of any such charge, the Board may withhold the privileges of the member or entity or to suspend the membership of any member or entity so charged pending the final action by the Board. (As amended on May 20, 2017)

**ARTICLE XIV**  
**TRIAL BOARD**

(As amended on May 20, 2017)

**SECTION 14.1**            **COMPOSITION AND QUALIFICATIONS** (As amended on May 20, 2017)

14.1.1. Members of the Trial Board shall be appointed by majority vote of the Board and whose term shall be prescribed by the Board to hear and decide on disciplinary matters affecting all the members of PCCI, PCCI-affiliated or non-affiliated organizations, which are duly referred to it by the Board. (As amended on May 20, 2017)

14.1.2. No member of the Trial Board shall be a Director, or shall have served as a Director in the preceding three (3) years. The Trial Board shall consist of three (3) members, two (2) of whom, if practicable, should be an attorney-at-law. In case one or more members of the Trial Board shall be unable to sit in any given case, the Chairman of the Trial Board may appoint a substitute or substitutes for such case upon approval by the Board as members of the Trial Board. (As amended on May 20, 2017)

**SECTION 14.2**            **AUTHORITY AND RULE MAKING** (As amended on May 20, 2017)

The Trial Board shall have the following authority subject to the majority approval of the Board:

- (a) To reprimand, warn, suspend, reinstate or terminate or expel a member, dog owner, handler or trainer of dogs, a PCCI-

affiliated or non-affiliated organizations and also to impose fines and reasonable costs for the investigation and the hearing, or to take such other actions as may be warranted by the circumstances, against any member of the Club; (As amended on May 20, 2017)

- (b) To exclude any dog from shows, trials or events sanctioned by the Club; and (As amended on May 20, 2017)
- (c) To issue such any other ancillary and interlocutory orders to ensure that the rights of the parties to the hearing and investigation are amply protected. (As amended on May 20, 2017)

The Trial Board shall have the power to draft, adopt, modify, revise and fully implement its own rules of procedure and regulations subject to the majority approval of the Board, to enforce, execute and administer its rules of procedure and regulations relative to the conduct of its hearing, investigation and recommendation. *(As amended on May 20, 2017)*

**SECTION 14.3            REPORT TO THE BOARD** *(As amended on May 20, 2017)*

The proceedings conducted by the Trial Board shall be duly reported to the Board promptly after such actions are taken. (As amended on May 20, 2017)

**SECTION 14.4            RECOMMENDATION OF THE TRIAL BOARD** *(As amended on May 20, 2017)*

The recommendation of the Trial Board shall be in writing duly signed by all its members who participated therein. The recommendation, together with complete copies of the minutes of the proceedings shall be filed with the Corporate Secretary of the PCCI within thirty (30) days of the date of the rendering of the recommendation. (As amended on May 20, 2017)

**ARTICLE XV**

**AFFILIATED CLUBS**

*(As amended on May 20, 2017)*

**SECTION 15.1            TYPES OF CLUBS** *(As amended on May 20, 2017)*

The Board may by a majority decision, accept for affiliation, all-breed, group, breed or specialty and obedience/training/agility clubs subject to such terms and conditions, rules and regulations, as the Board may prescribe for affiliated clubs. The PCCI shall assist its affiliated clubs in every way possible. (As amended on May 20, 2017)

**SECTION 15.2            ONE NATIONAL BREED CLUB PER BREED** *(As amended on May 20, 2017)*

Only one (1) national breed club per breed shall be recognized by and affiliated with the PCCI.

**SECTION 15.3** APPLICATION *(As amended on May 20, 2017)*

The candidate clubs for affiliation must apply in writing to the PCCI the terms of which shall be approved by majority of the Board. The application forms and other requirements will be supplied by the Corporate Secretary of the PCCI upon written request by the candidate club. Each application must be accompanied by a copy of the Articles of Incorporation and By-laws of the candidate club and a list of the names of its officers and members. Each candidate club must also send, with its application, payment of its admission fees and dues for the current year, which will be returned to the candidate club if and when it shall not be accepted for affiliation. The Board shall determine and prescribe the qualifications of a candidate club for affiliation in accordance with these By-laws. *(As amended on May 20, 2017)*

**SECTION 15.4** PUBLICATION IN QUARTERLY *(As amended on May 20, 2017)*

The name of each candidate club for affiliation and the fact that it has applied for affiliation shall be published in the PCCI QUARTERLY, which shall be published after the receipt by PCCI of such application and thereafter shall be referred to the Board for its approval or disapproval. *(As amended on May 20, 2017)*

**SECTION 15.5** SUBSIDIES *(As amended on May 20, 2017)*

Subsidies shall be extended to affiliated clubs in such amount and for such period of time and under such terms as the Board may determine.

Affiliated clubs receiving funds from PCCI must submit an accounting of the fund disbursement and audited financial statement within four (4) months from the end of its fiscal year. *(As amended on May 20, 2017)*

**SECTION 15.6** ELIGIBILITY *(As amended on May 20, 2017)*

No club shall be eligible to be admitted to affiliation with PCCI unless its Articles of Incorporation and By-laws shall provide that its objective or the purposes for which said club has been formed are not contrary or prejudicial to, the objectives or purposes of PCCI and that the club shall include among its objectives the holding of annual dog shows, annual obedience trials or annual field trials or that said club was formed for the protection or benefit of purebred dogs. *(As amended on May 20, 2017)*

**SECTION 15.7.** DISQUALIFICATION OF AFFILIATED CLUB OFFICERS AND DIRECTORS *(As amended on May 20, 2017)*

No person shall serve as an officer or director in more than one (1) dog club or any of its affiliated clubs.

All affiliated clubs shall notify and update the Board of all changes in its officers as it may occur, and no change in an affiliated club's Articles of Incorporation and By-laws shall be in effect until the proposed change be duly approved by the Board. (As amended on May 20, 2017)

## **ARTICLE XVI**

### **FUNDS**

(As amended on May 20, 2017)

#### **SECTION 16.1** FUNDS (As amended on May 20, 2017)

16.1.1. The Treasurer shall deposit all or a portion of the available funds of the Club in reputable banks to be designated by the Board. (As amended on May 20, 2017)

16.1.2. The funds of PCCI may be retained in whole or in part in cash or invested and reinvested from time to time in such property, real or personal.

#### **SECTION 16.2** DISBURSEMENTS; SUBSTANTIAL EXPENDITURES (As amended on May 20, 2017)

All expenses and disbursements shall be paid only by Club's checks duly signed by the Treasurer and countersigned by any of the Directors as duly appointed and authorized by the Board supported by vouchers signed by any two (2) officers of the Club. (As amended on May 20, 2017)

Single transactions exceeding Five Million Pesos (Php5,000,000.00) shall require the approval of majority of the Voting Members in a Regular or Special meeting called for the purpose. (As amended on May 20, 2017)

#### **SECTION 16.3** LOANS (As amended on May 20, 2017)

PCCI will make no loans to its directors or officers.

#### **SECTION 16.4** BUDGET (As amended on May 20, 2017)

At the end of each fiscal year, the Board shall prepare or cause to be prepared a budget of estimated revenues and expenditures for the ensuing fiscal year, which, having been agreed to by the Board, shall stand as the limit of expenditures for the period unless otherwise modified later by the Board for compelling and justifiable reasons. The budget shall consist of but not be limited to: (a) an Operating Budget; (b) Cash Budget; (c) Capital Expenditures Budget; and (d) a Budgeted Balance Sheet. (As amended on May 20, 2017)

**ARTICLE XVII**

**FISCAL YEAR**

*(As amended on May 20, 2017)*

The fiscal year of the Club shall be from January 1st to December 31st of each year.

**ARTICLE XVIII**

**AUDIT**

*(As amended on May 20, 2017)*

The Board shall have the books and accounts of the Treasurer audited at least once a year by a professional auditor or auditing firm approved by said Board. *(As amended on May 20, 2017)*

**ARTICLE XIX**

**HEAD OFFICE AND BOOKS**

*(As amended on May 20, 2017)*

**SECTION 19.1.**      **HEAD OFFICE**

The principal office of PCCI shall be in Quezon City or in any other place as may be designated by the Board. *(As amended on May 20, 2017)*

**SECTION 19.2.**      **CORPORATE BOOKS AND RECORDS**

The following shall be kept at the principal office of PCCI, to wit:

- (a)      Books of account of the activities and transactions of PCCI and other financial records;
- (b)      Minutes book, which will contain a copy of the Certificate of Incorporation, a copy of the Articles of Incorporation and these By-laws and all the minutes of the meetings of the Board of Directors, and all approved Resolution of the Board;
- (c)      All other corporate books or records or documents required of the Corporate Secretary and Treasurer in the course of their functions; and
- (d)      The Board shall provide for periodic audits of the books of account by an independent public accountant that it selects. *(As amended on May 20, 2017);*

**ARTICLE XX**  
**CORPORATE SEAL**

*(As amended on May 20, 2017)*

The Club Seal shall consist of two (2) concentric rings between which shall be inscribed the words “PHILIPPINE CANINE CLUB, INC.” and in the center the initial “PCCP” followed immediately below by the figure “1963”. *(As amended on May 20, 2017)*

**ARTICLE XXI**  
**RULES AND REGULATIONS**

*(As amended on May 20, 2017)*

**SECTION 21.1**           ISSUANCE AND IMPLEMENTATION

It shall be the duty of the Board to issue such rules and regulations as may be deemed necessary for the establishment of standard procedures for the implementation and enforcement of these By-Laws, which should also include any other rules and regulations prescribing and defining the conduct of Club’s activities and competitions. *(As amended on May 20, 2017)*

**ARTICLE XXII**  
**INDEMNIFICATION OF OFFICERS AND  
BOARD OF DIRECTORS**

*(As amended on May 20, 2017)*

Every Board member or officer of the Club, shall at all times, be indemnified and saved harmless subject to the provisions of all applicable statutes, out of the funds of the Club from and against any liability and all costs, charges and expenses including monetary damages if any, that he/she may sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against him/her for or in respect of the proper execution of the duties of his/her office except where these are occasioned by his or her own willful neglect, bad faith, unlawful acts or default subject to the provisions of the Code. For the purpose of this Article, the term officer shall be deemed to include the members of the Trial Board, the members of the Election Committee, all the members of the regular and special committees duly formed by the Board and the members of the Club’s staff. *(As amended on May 20, 2017)*

**ARTICLE XXIII**  
**PROVISIONS CONTRARY TO PROVISIONS OF LAW**

*(As amended on May 20, 2017)*

Any article, section, subsection, subdivision, sentence, clause or phrase of these By-laws, which upon being construed in the manner provided in Article XXI hereof is contrary to or inconsistent with any applicable provisions of law, will not apply so long as such provisions of law remain in effect, but such result will not affect the

validity or applicability of any other portions of these By-laws, it being hereby declared that these By-laws would have been adopted and each article, section, subsection, subdivision, sentence, clause or phrase thereof, irrespective of the fact that any one or more articles, sections, subsections, subdivisions, sentences, clauses or phrases is or are illegal. *(As amended on May 20, 2017)*

**ARTICLE XXIV**  
**AMENDMENTS OF THE BY-LAWS**  
*(As amended on May 20, 2017)*

Any amendment to, revision of, or repeal of these By-Laws may be adopted at any General Membership Meeting of PCCI called for the purpose, by the vote of majority of the Board and the majority of all the Voting Members during a meeting called for the purpose. Notice of such amendments, revisions or repeal shall be mailed to each Voting Member at least thirty (30) days prior to such meeting. *(As amended on May 20, 2017)*

**ARTICLE XXV**  
**TRANSITORY PROVISIONS**  
*(As amended on May 20, 2017)*

**SECTION 25.1**      **EFFECTIVITY** *(As amended on May 20, 2017)*

The Directors elected as such to form the Board for the year 2016 shall not be covered by the amendment of these By-Laws, which shall take effect on and apply only to those elected for the year 2017 and every year thereafter.

For the year 2017, seven (7) Directors, who shall serve for two years, shall be elected. The other eight (8) Directors who were elected in the year 2016 shall serve until the year 2018. Thereafter, eight (8) Directors shall be elected for the year 2018. These eight (8) Directors shall serve for two (2) years. *(As amended on May 20, 2017)*

IN WITNESS WHEREOF, we have hereunto affixed our signatures on this 10<sup>th</sup> day of April, 1963 at Quezon City, Philippines.

(Sgd) ELISEO A ALORRO

PATRICIA MEREDITH

(Sgd) RODOLFO V. DY PIAO

(Sgd) ALBERTO C. RUIZ

(Sgd) JANICE HANNAFORD

ELIZABETH M. SEIDER

(Sgd) JOSE T. LAJOM

(Sgd) WILLIAM L. TENG

(Sgd) RICARDO S MENDOZA

(Sgd) EILEEN G. WILSON

(SGD) CEFERINO M. CARPIO JR