

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

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AMENDED & RESTATED BYLAWS

AMENDED BY-LAWS OF PHILIPPINE CANINE CLUB, INC

ARTICLE I **DEFINITIONS** *(As amended on May 17, 2008)*

SECTION 1.1. In these By-Laws and in any regulations made pursuant thereto, except as the context or subject matter otherwise indicates or requires, the following definitions apply

“Board” means the elected Board of Directors of the Philippine Canine Club, Inc;

“Board member” means a member of the elected Board of Directors of The Philippine Canine Club, Inc;

“By-laws” means the By-laws of The Philippine Canine Club, Inc;

“Chair” used in its usual sense means the Chairman of the Board or when used in context with a committee means Chairman of the respective committee;

“Code” means the Corporation Code of the Philippines;

“PCCI” means the Philippine Canine Club, Inc;

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

“Club” means The Philippine Canine Club, Inc;

“company” means any company incorporated under Philippine laws main office is situated in the Philippines;

“complainant” means any person who has laid a charge or complaint against another person, partnership, company or organization relative to contravention of these By-laws or the rules, regulations, procedures and policies of the Club;

“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 person, partnership, company or organization against whom or which a charge or complaint has been laid, relative to contravention of these By-laws or the rules, regulations, procedures and policies of the Club;

“deprive of privileges” means deprived of all privileges including the use of the Head Office;

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

“expel” means termination of membership in the Club and depriving the person so **expelled** from all privileges of the Club;

“fiduciary” means one who acts legally on behalf and in the best interests of another, one who holds a fiduciary relation or acts in a fiduciary capacity. Certain fiduciary duties are incumbent upon members of the Board acting in this capacity. These include Obedience, Loyalty, Disclosure, Confidentiality, Accounting and Reasonable Care

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

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“Head Office” means the office at which the business of the Club is carried out on a regular and ongoing basis;

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

“legal agreement” means a contractual agreement between two (2) or more parties, in writing, signed by the parties to the agreement;

“majority” means a simple majority of more than fifty (50) percent, unless otherwise defined in specific sections of these By-laws;

“member” means a member of The Philippine Canine Club, Inc. as prescribed in Section of these By-laws;

“Official Publication” means the PCCI publication that is sent to 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’;

“partnership” means two (2) or more persons who, by written agreement, share joint possession or interest in any dog or in any project, venture or business relative to dogs;

“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

“privileges” means the use of services rendered by the PCCI Office and the publications of the Club in accordance with Article II and III of these By-laws;

“proxy” means a person who is authorized to serve in one's place at a meeting, particularly with the right to cast votes. 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. The **“general proxy”** gives the proxy holder complete discretion to vote any way he wishes. The **“specific proxy”** provides the holder with explicit instructions as to how the owner wishes to vote and is effective only for a particular meeting and adjournments thereof.

“purebred dog” means a dog registered, or eligible for registration with The Philippine Canine Club, Inc.;

“residence” means the place where a person habitually resides;

“resident” means a person whose residence is in Philippines for a total of at least six (6) months during any calendar year;

“signature” means a person's original handwritten signature in ink, and **“sign”**, **“signed”** and **“signing”** have corresponding meanings;

“suspend” means that a member is deprived, for the period ordered, of all the privileges of the Club;

“terminate membership” means that a member is deprived of the privileges accorded to members only but does not deprive the person of the privileges accorded to non-members;

“voting member” means a Charter, Life or Regular member of The Philippine Canine Club, Inc who, by virtue of Section 4.2 of these By-laws, is entitled to vote.

SECTION 1.2. The interpretation of any By-law, rule or regulation, as agreed on by the Board, shall be final and binding but such interpretation shall not contravene the provisions of law and these By-laws.

SECTION 1.3. Whenever the context requires, the singular shall include the plural, and the masculine shall include the feminine. (As amended 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

SECTION 2.1. The purposes of the Club shall be to maintain and protect the integrity of its Registry of purebred dogs, to publish an official Registry of purebred dogs (the 'stud book'), to adopt and enforce uniform rules regulating and governing purebred dog registration and purebred dog events, to regulate the conduct of persons and organizations interested in breeding, registering, selling, purchasing, exhibiting and running purebred dogs, to prevent, detect, and punish frauds in connection therewith, to protect the interests of its members, to publish an official kennel gazette, and generally to do everything to advance the study, breeding, exhibiting, running and maintenance of purebred dogs. (As amended May 17, 2008)

ARTICLE III PRIVILEGES OF THE PCCI (As amended May 17, 2008)

SECTION 3.1. The privileges of the PCCI as they apply to all persons and organizations, *Provided* such persons and 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 May 17, 2008)

- (a). The use of the services of the PCCI Office as they concern the records of the Club; (As amended May 17, 2008)
- (b). The use of the services rendered by the publications of the Club; (As amended May 17, 2008)

SECTION 3.2. The privileges of the PCCI as they apply to all members shall mean: (As amended May 17, 2008)

- (a). All those privileges set forth in Section 3.1; and (As amended May 17, 2008)
- (b). All those privileges accorded to members of the PCCI as set forth in these By-laws and any privileges extended to members by order of the Board including but not limited to the registration of dogs and litters, the showing and participation of dogs in conformation dog shows, obedience trials,

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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 May 17, 2008)*

SECTION 3.3. Any person or organization availing themselves of the privileges of the Club as set forth in this Section shall by such act be deemed to have agreed to the authority of the PCCI and its Board as conferred on the PCCI by these By-laws. *(As amended May 17, 2008)*

SECTION 3.4. No member, person, affiliated club or association who has been expelled from the Club, is suspended by the Club or is deprived of the privileges of the Club, shall be entitled to any of the rights and privileges set forth above unless reinstated. *(As amended May 17, 2008)*

**ARTICLE IV
MEMBERSHIP**

SECTION 4.1 MEMBERSHIP CATEGORIES

The membership of PCCI shall be divided into two (2) major categories: Voting Members and Non-Voting Members.

- (a) Voting Members:
 - i. Charter Members.
 - ii. Life Members
 - iii. Regular Members
- (b) Non-voting Members
 - i. Associate Members
 - ii. Junior Members
 - iii. Honorary Members

SECTION 4.2 VOTING MEMBERS

The total number of Voting Members (charter, life and regular) 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 of Directors subject to the requirements in these By-Laws. *(As amended May 17, 2008)*

- (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) Life Members---Life members shall be limited to and may be conferred by the Board of Directors upon Regular Members. They are those Regular members who have been so designated by the Board of Directors to date. Subject to such other requirements as the Board of Directors may prescribe by resolution, and effective upon approval of these amended By-Laws, Regular Members of good standing who have achieved twenty (20) years of continuous and unbroken membership services as associate and/or as regular member without having any disciplinary record as of the date of approval of these By-laws as amended shall automatically be eligible for Life Membership in the Club. (As amended May 17, 2008)
- (c) Regular Members--- Associate Members who have been approved as such by the Board of Directors Provided That they are at least eighteen (18) years of age, have been a Non-Voting Associate members 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 of Directors, *Provided Further*, that vested rights acquired by Regular Members prior to the effectivity of these new requirements shall not be impaired.

SECTION 4.3 NON-VOTING MEMBERS

- (a) Associate Members—Upon receiving final approval, an Associate Member shall have all the rights and privileges that may be provided under the By-Laws, rules, regulations and policies of the Club. Associate Members can not vote at any meeting, or in any election or referendum , nor can they stand for election as a member of the Board of Directors. Service as an Associate Member may count toward a member's tenure for purposes of eventually attaining Life Membership Provided that the Associate Member shall be approved as a Regular Member first by the Board of Directors. (As amended May 17, 2008)
- (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 of Directors may be accepted as Junior Members.
- (c) Honorary Members---The Board of Directors may confer the status of Honorary Member on individuals who have made substantial contributions to the development and welfare of pure bred dogs or who can provide extraordinary assistance to the interests of PCCI.

SECTION 4.4 CONDITIONS OF MEMBERSHIP (As amended May 17, 2008)

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

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- (a) That they shall abide by the By-Laws, rules, regulations, policies and procedures of the PCCI and shall acknowledge the jurisdiction of the PCCI as the sole governing body in the Republic of the Philippines in respect to all canine affairs; This section of Article IV shall be printed on each application for membership and /or each member card. (As amended May 17, 2008)
- (b) That they shall never have been convicted on a charge of cruelty to animals ; (As amended May 17, 2008)
- (c) That they shall not be under suspension or expulsion by the PCCI (As amended May 17, 2008)
- (d) That their annual membership dues have been paid; (As amended May 17, 2008)
- (e) That they shall never act or perform in a manner which may be deemed as contrary and/or prejudicial to the basic principles, purposes and interests of the PCCI, its members and the purebred dog sport in general. (As amended May 17, 2008)

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 (As amended May 17, 2008)

Subject to the restrictions and limitations prescribed by existing law and by these By-Laws and by Rules and Regulations and policies adopted by the Board of Directors not otherwise contrary to these By-Laws and to existing laws, the rights and privileges of membership shall be: (As amended May 17, 2008)

4.5.1 For all members: (As amended May 17, 2008)

- (a) To register dogs, enter 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; (As amended May 17, 2008)
- (c) Any other privileges the Board of Directors may from time to time determine. (As amended May 17, 2008)

4.5.2 For voting member (Charter, Life, Regular): (As amended May 17, 2008)

- (a) To exercise the right to vote on all matters relating to the affairs of the corporation; (As amended May 17, 2008)
- (b) To be eligible to any elective or appointive office of the corporation; (As amended May 17, 2008)
- (c) To participate in all deliberations / meetings of the corporation; (As amended May 17, 2008)
- (d) To receive a copy of the PCCI Quarterly or similar official periodic publication free of

charge; (As amended May 17, 2008)

- (e) To examine all the records or books of the corporation during business hours . (As amended May 17, 2008)
- (f) For Charter and Life Members , the right to membership without payment of the annual dues. (As amended May 17, 2008)
- (g) Any other privileges the Board of Directors may from time to time determine. (As amended May 17, 2008)

4.5.3 For non-voting members: (As amended May 17, 2008)

- (a) For Associate Members only, to receive a copy of the PCCI Quarterly or similar official periodic publications free of charge (As amended May 17, 2008)
- (b) To attend General Meetings with the permission of the Board as observers only. (As amended May 17, 2008)
- (c) Any other privileges the Board of Directors may from time to time determine. (As amended May 17, 2008)

SECTION 4.6 NON-TRANSFERABILITY OF MEMBERSHIP

Membership in the PCCI and all rights arising therefrom, are personal and non-transferable (As amended May 17, 2008) (Ref Sec 90 CODE)

SECTION 4.7 DUTIES AND RESPONSIBILITIES OF THE MEMBERS (As amended May 17, 2008)

4.7.1 A member shall have the following duties and responsibilities: (As amended May 17, 2008)

- (a) To obey and comply with the articles of incorporation and the by-laws, and with rules and regulations and policies and procedures that may be promulgated by the corporation or the Board of Directors from time to time; (As amended May 17, 2008)
- (b) In the case of Voting Members, to attend all meetings of the corporation and to vote on any issue presented for a vote by the Club and to respond to all communication sent by the Club where a response from the voting member is specifically required; (As amended May 17, 2008)
- (c) To pay membership dues and assessments of the corporation. (As amended May 17, 2008)

SECTION 4.8 APPLICATION FOR MEMBERSHIP (As amended May 17, 2008)

The Board shall determine and prescribe the qualifications of an applicant for membership in accordance with these By-Laws. (As amended May 17, 2008)

- (a) Application for Associate and Junior membership in the Club shall be on a form as prescribed

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by the Club. The Form shall be completed in its entirety and forwarded to the Club for consideration. *(As amended May 17, 2008)*

- (b) Associate Members who may qualify to apply for Regular Membership must submit their comprehensive resumé with their application.
- (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 subsequently approved. *(As amended May 17, 2008)*

SECTION 4.9 APPROVAL OF MEMBERSHIP. *(As amended May 17, 2008)*

- (a) Applications for Associate and Junior membership shall be acted upon by the Board of Directors within sixty (60) days of 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. *(As amended May 17, 2008)*
- (b) Applications for Regular Membership are subject to the limitations set forth in 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. *(As amended May 17, 2008)*
- (c) Applications for membership for Associate, Junior and Regular Membership may be denied without explanation. *(As amended May 17, 2008)*

SECTION 4.10 MEMBERSHIP FEES AND DUES. *(As amended May 17, 2008)*

Membership fees shall be paid by the member or applicant for membership himself individually and in person or by postal mail or by such other means as the Board may prescribe Provided that the Board is assured that the payment is being made by the member himself. *(As amended May 17, 2008)*

- (a) Admission Fee--The amount of the admission fee for all new associate and junior members of the PCCI and for former regular, associate and junior members who may re-admitted shall be determined by the Board of Directors. *(As amended May 17, 2008)*
- (b) Annual Dues--The amount of the annual dues of the Junior, Associate and Regular members of the PCCI shall be determined by the Board of Directors of the PCCI and shall be payable on January 15 in each year, in advance. Any member who shall have failed to pay his or her annual dues on or before January 15, in any year, shall stand suspended from all rights and privileges of the PCCI until such time as the Board of Directors after determining that his or her explanation for failure to pay his dues is acceptable may, by resolution, reinstate all or

part of his rights and privileges. The member may have his or her membership terminated at the election of the Board of Directors which may take such action in each instance as it shall deem wise or may impose such fines or penalties as it may deem just and proper under the particular circumstances. This section of Article IV shall be printed on each bill for dues so that no member may be in ignorance thereof. (As amended May 17, 2008)

- (c) Other Fees, Assessments and Obligations --Whenever the need arises, the Board of Directors may charge or impose other reasonable fees, assessments and obligations to meet the requirements of any special circumstances or exigencies of the moment. (As amended May 17, 2008)

SECTION 4.11 MEMBERSHIP YEAR (As amended May 17, 2008)

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 the Board in a Policy and Procedures Manual. (As amended May 17, 2008)

SECTION 4.12 RESIGNATION

Any member who wishes to resign from the PCCI or from any of its offices must give written notice to the PCCI 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 consecutive official notices sent by the Club to the voting member, where a response is explicitly required, to the voting member's mailing address on record at the Club for at least three (3) times unless the Board of Directors otherwise directs. 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 for any outstanding obligation of the member. (As amended May 17, 2008)

Any member who shall cease to be a member of the PCCI, through resignation or otherwise, shall, from that date forward, have no claim upon any of the property belonging to the PCCI, nor shall they be entitled to any of the privileges normally accorded to the membership of the PCCI. No refund of membership fee shall be provided upon cessation of membership. (As amended May 17, 2008)

SECTION 4.13 TERMINATION OF MEMBERSHIP

Membership shall be terminated in the manner and for the causes provided in these by-laws. Termination of membership shall have the effect of extinguishing all rights of the member in the Club or in its property. (As amended May 17, 2008)

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SECTION 4.14 ADDRESS AND OTHER CONTACT NUMBERS *(As amended May 17, 2008)*

Members shall provide the Club with their correct and proper mailing addresses and telephone numbers at the time of application. Members may also provide their electronic address such as email addresses, web site address, and cell 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. *(As amended May 17, 2008)*

SECTION 4.15 BY-LAWS BINDING *(As amended May 17, 2008)*

The By-laws of the Club bind each member thereof fully as though he had prescribed his name and affixed his seal thereto. These By-laws shall be printed and a copy of same delivered or transmitted to the member's 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. *(As amended May 17, 2008)*

SECTION 4.16 LIMITED LIABILITY *(As amended May 17, 2008)*

The financial liability of a member of the Club to the creditors of the Club is limited to the amount due from him in respect of membership, registration and administrative fees. *(As amended May 17, 2008)*

ARTICLE V
MEETINGS OF VOTING MEMBERS

SECTION 5.1. ANNUAL GENERAL MEETING *(As amended May 17, 2008)*

The Annual General Meeting of Voting Members of the PCCI shall be held on the 3rd Saturday of May of every calendar year at such place within Metro Manila as shall be determined by the Board of Directors. The election of directors shall be held during this Annual General Meeting.

SECTION 5.2. SPECIAL GENERAL MEETINGS *(As amended May 17, 2008)*

5.2.1 Special general meetings of the voting members may be called at any time by the Chairman of the Board or in his absence by the President or upon the request of the majority of the members of the Board of Directors or by written petition of at least twenty five percent (25%) of the voting membership. Such meetings shall have no power to transact any business other than the business for which the special general meeting has been called.

SECTION 5.3. ORGANIZATION OF A MEETING

Meetings of members shall be presided over by the Chairman of the Board of Directors, if any, or in his absence or at his or her discretion, by the President or in the latter's absence by a person designated

by the Board of Directors or in the absence of such person so designated by the Board of Directors, by a member so designated by the majority vote of voting members present in person or by proxy or by mailed ballot constituting a quorum. (As amended May 17, 2008)

SECTION 5.4. ORDER OF BUSINESS (As amended May 17, 2008)

5.4.1 The Chairman of a meeting shall have the discretion to establish the order of business in any meeting. The notice calling a General Meeting shall indicate the specific nature of the business coming before the meeting. Proposals arising from the floor not included in the order of business or not germane to the business at hand at any General Meeting shall, at the discretion of the Presiding Officer or the Chair, be noted and referred to the Board, or the appropriate committee for further consideration. (As amended May 17, 2008)

5.4.2 Members who may want to present proposals at any Annual General Meeting may submit their proposals to the Board of Directors (Attn: the Corporate Secretary) at least forty five (45) days before the date of the Annual General Meeting or at least fifteen (15) days before the date of sending notice of the Annual General Meeting. (As amended May 17, 2008)

5.4.3 The order of business at the annual general meeting of the voting members shall be determined by the Chairman with the assistance of the President with concurrence of the Board but otherwise shall be in the following order: (As amended May 17, 2008)

- (a) Proof of service of the required notice of the meeting. (As amended May 17, 2008)
- (b) Proof of the presence of a quorum. (As amended May 17, 2008)
- (c) Approval of the minutes of the previous General Meeting. (As amended May 17, 2008)
- (d) Report of the President (As amended May 17, 2008)
- (e) Presentation of financial statements (As amended May 17, 2008)
- (f) Unfinished business or items of business properly brought to the Board prior to the general meeting. (As amended May 17, 2008)
- (g) Election of the Directors for the ensuing year. (As amended May 17, 2008)
- (h) New business (As amended May 17, 2008)
- (i) Adjournment (As amended May 17, 2008)

SECTION 5.5. NOTICES

5.5.1 Whenever notice is required to be given to any member under the provisions of these By-Laws, it shall be construed to mean personal notice. It shall be written and shall be sent by the Corporate Secretary by mail, by messenger or by telegram and may be accompanied by electronic mail or by announcement in a newspaper of general circulation. The notice shall state the date, time, and

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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 meeting to the member's postal or email address as it appears on the current record of membership of the PCCI.

5.5.2 Notice of the time and place of the Annual General 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 Meeting.

5.5.3 Notice of the time and place of any special general meeting of voting members shall be sent to each Voting Member least ten (10) days prior to the date set for such meeting.

SECTION 5.6. QUORUM *(As amended May 17, 2008)*

5.6.1 Unless the law requires a greater majority, a majority of all the voting members of PCCI present in person or by proxy or by mailed ballot, will constitute a quorum at all meetings of Voting Members for the transaction of business. If, however, such quorum is not present, then either (i) the chairman of the meeting or (ii) the voting members by vote of the majority of those present in person or by proxy or by mailed ballot will have power to adjourn the meeting from time to time each without notice other than announcement at the meeting until a quorum is present or represented. At such adjourned meeting at which a quorum is present or represented, any business may be transacted that might have been transacted at the meeting originally notified. A majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion. *(As amended May 17, 2008)*

5.6.2 If the meeting is called for the election of the Board of Directors, the members who mailed in their ballots shall be counted in the determination of the presence of a quorum. *(As amended May 17, 2008)*

5.6.3 If a quorum be initially present, the voting members may continue to transact business until adjournment, notwithstanding the withdrawal of enough voting members to leave less than a quorum. *(As amended May 17, 2008)*

SECTION 5.7. ADJOURNED MEETING; NOTICE

5.7.1 Any meeting of voting members, annual or special, whether or not a quorum is present may be adjourned for any reason from time to time by either (i) the Chairman of the meeting or (ii) by the majority vote of the voting members present in person or by proxy or by mailed ballot. At a reconvened meeting, at which a quorum is present, any business may be transacted at the meeting as originally notified. If a 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 Voting Members as of the new record date.
(As amended May 17, 2008)

SECTION 5.8. ATTENDANCE AND VOTING

5.8.1 All voting members who are in good standing as of the date of a General or Special Meeting shall be entitled to attend and to cast one (1) vote at such General or Special Meeting. A regular member is in 'good standing' if among other things, he has paid his annual dues in advance on or before the date specified in these By Laws and is not under a disciplinary suspension. All other members who have been previously permitted by the Board, may attend and speak but they may not vote. *(As amended May 17, 2008)*

SECTION 5.9. VOTING *(As amended May 17, 2008)*

5.9.1 At all General Meetings at which a quorum is present, unless otherwise herein provided, a majority vote is required for approval of an action or choice by the members who are entitled to vote. A 'majority vote' means more than half of the votes cast by members legally entitled to vote at a properly called meeting at which a quorum is present. Members may vote (a) in person, (b) by specific proxy or (c) by mail. *(As amended May 17, 2008)*

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 only.

SECTION 5.10. PROXIES

5.10.1 Only a specific proxy shall be issued by a Voting Member to vote on his behalf. A specific proxy as used herein is a proxy effective or valid for purposes of a specific 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 submitted verification documents. The proxy has the same power to vote as that possessed by the Voting Member, unless the proxy form contains an express limitation on the power to vote or directions as to how to cast the vote on a particular matter, in which event the authorized committee must tabulate the votes in a manner consistent with that limitation or direction. *(As amended May 17, 2008)*

5.10.2 Proxies filed may be revoked by the 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 meeting. *(As amended May 17, 2008)*

SECTION 5.11. VOTING BY MAIL *(As amended May 17, 2008)*

5.11.1 Voting by mail or other similar means, shall be authorized with the approval of and under

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such conditions which may be prescribed by, the Securities and Exchange Commission. (Ref. Sec 89 CODE). Subject to conditions and terms as the SEC may prescribe the following procedures for voting by mail shall apply: (As amended May 17, 2008)

- (a) Requirements (As amended May 17, 2008)
 - i The mailing list used should exactly correspond to the current official roll of voting members. The Corporate Secretary shall furnish to the Chair of the Election Committee who is in charge of issuing the ballots, a list of names and mailing addresses of record of all persons legally entitled to vote, which the Secretary shall certify as corrected to the date as of which the ballots are issued. (As amended May 17, 2008)
 - ii The ballots mailed in by absentees and the ballots of persons who attend the meeting and cast their ballots shall be opened and counted together and at the same time (As amended May 17, 2008)
- (b) Procedure (As amended May 17, 2008)
 - i The following items shall be sent to each qualified voter: (As amended May 17, 2008)
 - a. A printed ballot containing a space for the voter's signature, together with full instructions for marking and returning by the required date; (As amended May 17, 2008)
 - b. An inner return envelope with a space for the voter's signature placed on its face into which the marked ballot shall be enclosed and sealed. (As amended May 17, 2008)
 - c. The ballot shall be prefolded a sufficient number of times so that---when returned marked and refolded in the same manner and sealed in the inner envelope---there will be no chance of accidental observance of the member's vote by the teller who removes the ballot from the inner envelope. (As amended May 17, 2008)
 - d. A specially recognizable, self-addressed return envelope with the name and address of the Secretary, the Chair of the Election Committee or other person designated to receive the marked ballots into which the inner return envelope containing the marked ballot shall be enclosed. (As amended May 17, 2008)
 - e. A list of the nominees/candidates to include their full names and a list of the proposed actions as stated in the agenda for the meeting. (As amended May 17, 2008)
 - ii Processing of returned envelopes (As amended May 17, 2008)
 - a. All returned envelopes received on or before the date designated for the receipt of all returned envelopes containing the ballots, shall be stored in a secure place designated by the Election Committee. (As amended May 17, 2008)
 - b. Prior to the date of the members' meeting, the Election Committee shall set a meeting wherein (As amended May 17, 2008)

- (i). First, the inner envelopes shall be opened and the signatures on the envelope checked against the list of qualified voters and their signatures (As amended May 17, 2008)
 - (ii). Second, the voter is checked off on the list as having sent his/her ballot; the Election Committee shall prescribe before hand how to deal with a situation wherein a voter sends in more than one ballot. (As amended May 17, 2008)
 - (iii). After the inner envelope still unopened is checked off, it shall be placed in a receptacle and secured until the date of elections. (As amended May 17, 2008)
- c. At the date of the elections, the inner envelope is opened and the ballot removed and placed, still folded, into a sealed ballot box. The ballots are then taken from the ballot box and counted. (As amended May 17, 2008)
- iii The Committee on Elections shall certify the results of the voting from both the standpoints of the accuracy and secrecy of the voting. (As amended May 17, 2008)

SECTION 5.12. BALLOTS DELIVERED TO AUDITING FIRM (As amended May 17, 2008)

5.12.1 Under the direction and supervision of the Committee on Elections, ballots containing the votes shall be delivered in the sealed ballot box to an independent auditing firm which may be the external auditor of the Corporation who shall then be responsible for opening the sealed ballot box and counting and tallying the votes. (As amended May 17, 2008)

SECTION 5.13. RULES OF ORDER (As amended May 17, 2008)

5.13.1 The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern at all meetings of the members in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and special Rules of Order the members may adopt. (As amended May 17, 2008)

ARTICLE VI

SUSPENSION, EXPULSION, TERMINATION AND REINSTATEMENT OF MEMBERSHIP

SECTION 6.1 SUSPENSION AND EXPULSION FOR CAUSE

6.1.1 Any member shall be suspended or removed from the roll of membership in the manner provided in these By-Laws and for causes and conduct prejudicial to the best interest and welfare of the corporation, it's members and/or the purebred dog sport in the Philippines, including but not limited to, a violation of existing laws, of the Articles of Incorporation and the By-Laws of PCCI and

of the rules and regulations, policies and procedures promulgated by the Board of Directors not otherwise contrary to law or to these By-Laws .(As amended May 17, 2008)

6.1.2 Suspension means losing authority to avail of the privileges of the Club as stated in Article III and to exercise rights and privileges as stated in Section 4.5 for a period of time. Expulsion means losing permanently all rights and privileges of membership. (As amended May 17, 2008)

SECTION 6.2 PREJUDICIAL CONDUCT (As amended May 17, 2008)

6.2.1 Conduct prejudicial to the best interest and welfare of the corporation, it's members and/or the purebred dog sport which may subject offender to suspension or expulsion shall include but not be limited : (As amended May 17, 2008)

- (a) Violation of the PCCI Articles of Incorporation and By-Laws, and rules and regulations, policies and procedures promulgated by the Board of Directors not otherwise contrary to existing laws and the Corporation Code; (As amended May 17, 2008)
- (b) False malicious accusations or charges against another member or officer or member of the Board; (As amended May 17, 2008)
- (c) Grave offenses (e.g. cruelty to dogs, usurpation of power, etc/fraudulent act e.g., falsification of documents , show fixing, malversation of funds, tampering of the Club's records, etc) and other criminal acts (e.g. theft. estafa, etc);
- (d) Membership in or direct or indirect participation in the formation, organization, operation and activities of an incorporated or unincorporated organization whose purposes and activities have been determined by the Board of Directors to be prejudicial to the best interest of PCCI, its members and the purebred dog sport. (As amended May 17, 2008)

6.2.2 All charges of prejudicial conduct against any member or person or persons or affiliated club or association shall undergo due process of investigation, filing of charges, due notice, hearing and trial and resolution before a trial board and an appeals Board and resolution by the Board of Directors or the Voting Members as the case may be pursuant to Articles XVI, XVII and XVIII of these By-Laws. (As amended May 17, 2008)

SECTION 6.3 TERMINATION

6.3.1 Membership in the PCCI may be terminated by reason of actual or constructive resignation, or death of the member or by expulsion of the member by decision rendered by the Trial Board, the Appeals Board and concurred in by the Board of Director on a disciplinary case 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 resignation and expulsion from

membership in the PCCI. *(As amended May 17, 2008)*

SECTION 6.4 REINSTATEMENT

6.3.2 The suspension of any member who is automatically suspended for failure to pay his or her annual dues on or before January 15, in any year, shall be lifted and the member's rights and privileges restored by the Board of Directors in whole or in part by resolution of the Board after the Board shall have determined that the member's explanation for failure to pay his dues is acceptable and *Provided That* the member shall pay his annual dues within thirty (30) days of the deadline for payment of annual dues and *Provided Further That* the member shall not be eligible to stand for election or to vote until the next calendar year. *(As amended May 17, 2008)*

6.3.3 A member whose membership has terminated by reason of resignation may apply for reinstatement of membership within one (1) year from resignation and a member whose membership has terminated for reason of expulsion may apply only after five (5) years from expulsion. Pending decision to accept the application for reinstatement of membership, the Board may extend for such period of time it will determine, certain privileges and rights of membership to the applicant for reinstatement except the right to vote. The extension of these privileges and rights does not obligate in any manner the Board to finally reinstate the applicant and after the Board has rendered its decision with or without explanation, the privileges and rights shall be denied or continued as the case may be . *(As amended May 17, 2008)*

ARTICLE VII BOARD OF DIRECTORS

SECTION 7.1 COMPOSITION AND QUALIFICATION

The Board of Directors shall be composed of fifteen (15) members who shall be elected by the Voting Members of the corporation from among their membership.

SECTION 7.2 GENERAL POWERS, RESPONSIBILITIES AND DUTIES

The corporate powers, properties, management and affairs of PCCI shall be conducted, exercised and controlled by the Board of Directors. The Board of Directors shall exercise all such powers of PCCI as required by law and/or these Bylaws, including but not limited to:

- (i) Establishing policies, rules and procedures for the management of PCCI in consonance with the purpose and objectives of the Corporation;
- (ii) Overseeing the development and approval of a long-term corporate plan and approving annual budgets and operating plans; *(As amended May 17, 2008)*
- (iii) Overseeing all financial activities of PCCI including audit, budget, funds management and bonding; *(As amended May 17, 2008)*
- (iv) Defining and/or safeguarding the organizational mission, the values framework and operating principles within which it expects the Corporation to be administered, and to review these periodically' *(As amended May 17, 2008)*

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- (v) Governing the Corporation through broad policies and planning objectives approved by the Board; (As amended May 17, 2008)
- (vi) Accounting to the members, for the services of the Corporation and expenditures of funds; (As amended May 17, 2008)
- (vii) Ensuring prudent and proper management of the Corporation's resources; (As amended May 17, 2008)
- (viii) Regularly reviewing the Corporation's services to ensure that they are consistent with the purpose of the Corporation and that its programs are effective and relevant to the needs of the members and the larger community; (As amended May 17, 2008)
- (ix) Representing the Corporation, its members and its programs on all internal and external matters; (As amended May 17, 2008)
- (x) Serving as an advocate for services of good quality; (As amended May 17, 2008)
- (xi) Hearing complaints from members and the larger community about services through a formal complaints procedure. (As amended May 17, 2008)
- (xii) Appointing or designating the officers and agents of PCCI; and employing qualified staff and establishing their incentives and compensation. (As amended May 17, 2008)

SECTION 7.3 DUTIES OF INDIVIDUAL BOARD MEMBERS. (As amended May 17, 2008)

The Board may delegate authority to an individual Director but it retains ultimate responsibility and accountability. In carrying out the responsibilities outlined in Section 7.2, members of the Board must fulfill fiduciary duties to the corporation and the members and other stakeholders it serves. Those primary legal duties include the duties of care, loyalty and obedience. (As amended May 17, 2008)

- (a) The duty of care requires a director to be familiar with the corporations' 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 May 17, 2008)
 - (i) Be informed of the articles of incorporation and legislation under which the Corporation exists, its by-laws, mission, values, code of conduct, and policies as they pertain to the duties of a Board member; (As amended May 17, 2008)
 - (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 May 17, 2008)
 - (iii) Keep generally informed about the activities of the Corporation and the community, and general trends in the business in which it operates. (As amended May 17, 2008)
 - (iv) Participate in risk assessment and strategic planning discussions for the future of the

- corporation. *(As amended May 17, 2008)*
- (v) Insure that the corporation has addressed the sufficiency of its written internal financial controls and policies that safeguard, promote and protect the corporation's assets and that they are updated regularly; *(As amended May 17, 2008)*
 - (vi) Offer their personal perspectives and opinions on issues that are the subject of Board discussion and decision. *(As amended 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 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 May 17, 2008)*
 - (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, and, if still not satisfied after such review, ask that the matter be placed before the membership. *(As amended May 17, 2008)*
 - (x) Work with the staff of the Corporation on committees or task forces of the Board; *(As amended May 17, 2008)*
 - (xi) Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies; *(As amended May 17, 2008)*
 - (xii) Encourage diversity among Board members; *(As amended May 17, 2008)*
 - (xiii) Be involved in the selection and periodic review of the performance of the corporation's executive officers and key employees responsible for the day-to-day activities of the corporation. *(As amended May 17, 2008)*
- (b) The duty of *loyalty* requires that any conflict of interest, real or possible, always be disclosed in advance of joining the corporation and when they arise. *(As amended May 17, 2008)*
- (i) Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Corporation's By-laws and policies. *(As amended May 17, 2008)*
 - (ii) A conflicted Board member may not participate in the Board vote on a transaction where there is a conflict of interest involving him. *(As amended May 17, 2008)*
- (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: *(As amended May 17, 2008)*

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- (i) Dedicating the corporation's resources to its mission; *(As amended May 17, 2008)*
- (ii) Insuring that the corporation carries out its purposes and does not engage in unauthorized activities; *(As amended May 17, 2008)*
- (iii) Complying with all appropriate laws including complying with applicable registration and reporting laws. *(As amended May 17, 2008)*

SECTION 7.4 ELIGIBILITY

7.2.1 Only Charter, Life and Regular Members in good standing, shall be eligible for candidacy or for election to the Board of Directors. No voting member will be eligible to serve on the Board of Directors 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 and/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 the purebred dog sport or has been found guilty of an offense involving moral turpitude, or who is generally known to be a person of doubtful character. *(As amended May 17, 2008)*

7.2.2 No person is eligible to be nominated or to become a director if he or she *(As amended May 17, 2008)*

- (i) 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 May 17, 2008)*
- (ii) is engaged in trade or traffic in dogs, which includes commercial breeders or brokers of dogs for resale. *(As amended May 17, 2008)*
- (iii) is employed full time in the manufacture or sale of dog food or dog supplies. *(As amended May 17, 2008)*
- (iv) 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 *(As amended May 17, 2008)*
- (v) has a significant interest in a 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. *(As amended May 17, 2008)*

SECTION 7.5 DISQUALIFICATION OF DIRECTORS OR OFFICERS *(As amended May 17, 2008)*

No voting member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of . the Corporation Code of the Philippines committed within five (5) years prior to the date of his election or appointment, shall qualify as a director or officer. (As amended May 17, 2008) (Ref Sec 27 Code)

SECTION 7.6 ELECTION (Ref. Sec 24 Code)

7.4.1 At all elections of directors, there must be present, either in person or by representative authorized to act by written proxy, or by mailed ballot, a majority of voting members. (As amended May 17, 2008)

7.4.2 Any meeting of the voting members called for an election may adjourn from day to day or from time to time but not *sine die* or indefinitely, if for any reason, no election is held, or if there not present or represented by proxy or by mailed ballot, at the meeting, a majority of the voting members. (As amended May 17, 2008)

SECTION 7.7 TERM OF OFFICE OF DIRECTORS

- (a) A director shall be elected by the Voting Members to hold office for two (2) years from his or her election or until a successor is elected and qualified.
- (b) No person shall be eligible to serve more than two (2) consecutive terms on the Board. A Board member who has served more than half a term on the Board is considered to have served a full term. This section does not preclude reelection of any person to the Board of Directors after one year or greater hiatus from Directorship. This section shall apply to directors elected during the year of approval of this amended ByLaws and to all directors elected thereafter. Thus, the two-term limit shall apply and be reckoned from 2008 for directors elected in 2008 and from 2009 for directors who were elected in 2007 whose original terms of office will expire in 2009. (As amended May 17, 2008)

SECTION 7.8 VACANCIES

Any vacancy in the Board of Directors, for any reason other than by removal by the members or by expiration of term, shall be filled by the vote of at least a majority vote of the remaining directors, if still constituting a quorum; otherwise said vacancies 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 May 17, 2008) (Ref Sec 29 CODE)

SECTION 7.9 REMOVAL OF DIRECTORS

Any director may be removed from office by a vote of two-thirds (2/3) of the members entitled to vote:

Provided, That such removal shall take place either at a regular 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 secretary on order of the president or on the written demand of a majority of the members entitled to vote. Should the 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 secretary, the call for the meeting may be addressed directly to the members by any member of the corporation 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 publication or by written notice as prescribed in this Bylaws. The vacancy resulting from removal pursuant to this section may be filled 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 this Bylaws. Removal may be with or without cause: Provided, That removal without cause may not be used to deprive members of the right of representation to which they may be entitled under Section 24 of the Corporation Code. (As amended May 17, 2008) (Ref Sec 28 CODE)

SECTION 7.10 REGULAR MEETINGS

The Board of Directors 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 of Directors shall be required, provided a regular meeting time and place is adopted by a resolution of the Board.

Directors should attend the general meetings and other appropriate membership functions. (As amended May 17, 2008)

SECTION 7.11 SPECIAL MEETINGS.

Special meetings of the Board shall be called by the Secretary at the direction of the Chairman of the Board, 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 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 Chairman, the President, the First Vice-President, and Second Vice-President 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 May 17, 2008)

SECTION 7.12 QUORUM AT BOARD MEETINGS (As amended May 17, 2008)

Seven (7) members shall constitute a quorum of the Board for the transaction of business at all meetings. (As amended May 17, 2008)

SECTION 7.13 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 transacted at the meeting, as originally called. (As amended May 17, 2008)

SECTION 7.14 CONFLICT OF INTEREST AND DISCLOSURE

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 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.

SECTION 7.15 ABSENCES

The unexplained and by the Directors unexcused absence of a Director from three (3) consecutive regular meetings of the Board shall operate as the accepted resignation of that Director from the Board.

SECTION 7.16 COMPENSATION (As amended May 17, 2008)

All officers and directors shall serve without a salary, compensation or any form of remuneration. (As amended May 17, 2008)

ARTICLE VIII

BOARD OF DIRECTORS SPECIFIC POWERS (As amended May 17, 2008)

Without detracting from any general powers of the Board of Directors but by way of explanation it shall be understood that: (As amended May 17, 2008)

SECTION 8.1 SUPERVISION OF FUNDS, ASSETS AND PROPERTY (As amended May 17, 2008)

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

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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.
(As amended May 17, 2008)

SECTION 8.2 APPOINTMENT AND DISCHARGE OF COMMITTEES (As amended May 17, 2008)

The Board may appoint from time to time and at will discharge committees with such powers and authority as in the judgment of said Board may be necessary to facilitate and carry out the objects and business of the PCCI. (As amended May 17, 2008)

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

The Board shall examine all proposed amendments or alterations to the Bylaws, 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 May 17, 2008)

SECTION 8.4 INTERPRETATIONS OF RULES OR REGULATIONS

All matters in dispute as to interpretation of the Rules or Regulations of the PCCI shall be submitted to the Board for its construction, which shall be decisive. (As amended May 17, 2008)

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

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

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

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

The Board shall have supervision and control of the official kennel magazine published periodically now called the PCCI QUARTERLY and shall determine the manner and form in which it shall be published. (As amended May 17, 2008)

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

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

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

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

SECTION 8.12 REGULATIONS GOVERNING PUREBRED DOG EVENTS *(As amended May 17, 2008)*

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 May 17, 2008)

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

The Board shall have power to consider charges preferred by persons who are 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 be prejudicial to the best interests of the corporation and/or its members and/or the purebred dog sport. (As amended May 17, 2008)

The powers of the Board of Directors in this connection are more fully set forth in Article XVI of these Bylaws entitled "Discipline."

SECTION 8.14 APPOINTMENT AND REMOVAL OF TRIAL AND APPEAL BOARDS *(As amended May 17, 2008)*

The Board shall have power to appoint and at will remove Trial and Appeal Boards of not less than three (3) members each, whose duty it shall be to hear such charges in the first instance as may be referred by the Board of Directors to such Trial Boards and/or appealed to Appeal Boards. The powers and duties of Trial and Appeal Boards are more fully set forth in Article XVII of these Bylaws entitled "Trial and Appeal Boards." (As amended May 17, 2008)

SECTION 8.15 FIXING AND DETERMINING FEES *(As amended May 17, 2008)*

The Board shall have power to determine and fix and from time to time change the amount of all fees

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to be charged by the PCCI, whether for registration, listing and change of ownership of dogs, the granting of kennel names and the transfer thereof, the issuing of certificates or otherwise. (As amended May 17, 2008)

SECTION 8.16 IMPOSING PENALTIES (As amended May 17, 2008)

The Board shall have power without previous hearing to fix and determine the amount or extent of the penalty and to impose a penalty for all uncontested violations of the Rules and Regulations of the PCCI. (As amended May 17, 2008)

SECTION 8.17 APPOINTING OFFICERS, AGENTS AND STAFF (As amended May 17, 2008)

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

SECTION 8.18 ANNUAL AND OTHER REPORTS (As amended May 17, 2008)

It is the responsibility of the Board to prepare and present an Annual Report and other reports periodic or special, which may it deem necessary from time to time, to the members of PCCI (As amended May 17, 2008)

**ARTICLE IX
ELECTIONS**

SECTION 9.1 ELECTION COMMITTEE

The elections shall be administered by the Election Committee, which shall be appointed in accordance with Section 13 herein.

SECTION 9.2 SECRET BALLOT (As amended May 17, 2008)

All elections shall be by secret ballot.

SECTION 9.3 ELECTION TIMING (As amended May 17, 2008)

The Board members shall be elected annually in the manner hereinafter provided..

SECTION 9.4 ELIGIBILITY TO VOTE, NOMINATE OR SEEK OFFICE

In order to be eligible to vote, nominate or seek office, a member must first meet all of the following requirements on the date the Official Voters List is created and again on the date the ballots are mailed and on the date of elections whichever is latest:

- (a). Charter, Life or Regular member in good standing;
- (b). Not under disciplinary action.

SECTION 9.5 INELIGIBLE TO VOTE *(As amended May 17, 2008)*

No person in receipt of salary, wages, commission, bonus or any form of emolument from the Club, shall be eligible to move or second a nomination, be nominated, vote, stand for election and/or be elected as a Board member. This section shall not pertain to those Board members, committee members, members and volunteers who may be paid a per diem or receive reimbursement for expenses in accordance with established PCCI policy. *(As amended May 17, 2008)*

SECTION 9.6 CERTIFICATE OF NOMINATION *(As amended May 17, 2008)*

On or before a date set forth by the Board of Directors, nomination papers or certificate of nomination in such form as may be approved by the Board should be mailed, postage prepaid, to any voting member who has requested same. *(As amended May 17, 2008)*

SECTION 9.7 NOMINATIONS *(As amended May 17, 2008)*

Any member entitled to vote, may be nominated for office, or may move or second the nomination for one (1) Board member. The nominee shall accomplish and file his/her certificate of candidacy together with the certificate of nomination signed by at least one qualified voting member as in Section 9.5 above. *(As amended May 17, 2008)*

No nominations may be made from the floor at the Annual General Meeting of the PCCI

SECTION 9.8 FILING OF NOMINATION PAPERS *(As amended May 17, 2008)*

Completed nomination papers should be sent to the Election Committee on or before a date fixed by the Election Committee as concurred in by the Board. Nomination papers received thereafter may not be considered. All nomination papers must be signed by two (2) members entitled to vote in the forthcoming election. Each nomination paper shall be accompanied by the written acceptance of the nomination by each nominee. *(As amended May 17, 2008)*

SECTION 9.9 LIST OF ELIGIBLE VOTERS *(As amended May 17, 2008)*

On or before a date fixed by the Board, the Corporate Secretary shall deliver to the Election Committee and post on the bulleting board at the PCCI offices, a certified list of members entitled to vote in the upcoming election. *(As amended May 17, 2008)*

SECTION 9.10 THE BALLOT *(As amended May 17, 2008)*

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 in counting the votes. No other ballots shall be taken into account. (As amended May 17, 2008)

SECTION 9.11 MAILING OF BALLOTS (As amended May 17, 2008)

On or before a date fixed by the Board of Directors on recommendation of the Election Committee, the Election Committee shall mail to every member entitled to vote, an official ballot and a return envelope marked "BALLOT" and pre-addressed to the office of the Election Committee . (As amended May 17, 2008)

Any ballot which is lost, stolen, damaged or otherwise misplaced, shall not under any circumstances, be replaced. (As amended May 17, 2008)

If through mistake, inadvertence, accident or other cause the voting papers are not mailed on or before the date fixed by the Board of Directors on recommendation of the Election Committee they shall be sent out as soon as possible thereafter. (As amended May 17, 2008)

Default in supplying a ballot and/or a return envelope to any member or the non-receipt of either of such papers by any member within the prescribed time shall not invalidate any election held in the manner herein provided. (As amended May 17, 2008)

SECTION 9.12 RETURN OF MAILED BALLOTS (As amended May 17, 2008)

Voting members who mail their ballots must return the ballots to the Election Committee in time for the Election Committee to receive the ballots no later than 12 o'clock noon on a date of the elections. The return envelopes of mailed ballots must bear the members' signature and the posting date stamped on the return envelop for the ballot. The signatures and postmarked dates on each return envelop shall be validated by the Election Committee or by the external auditor as the Election Committee may so direct. After the signatures and postmarked dates on the envelopes containing the ballots have been validated the mailed ballots shall be stored and sealed in a box prepared for the purpose and under the custody of the Election Committee or of the external auditor of the Club as the Election Committee may so direct. (As amended May 17, 2008)

SECTION 9.13 CLOSING OF VOTING, COUNTING AND REPORTING RESULTS (As amended May 17, 2008)

After all voting members present in person or by proxy shall have been given their ballots and have cast their votes, the voting shall be declared closed by the Chair of the Election Committee. The ballots cast by the present voting members and the ballots mailed by members shall be gathered by the election tellers under the supervision and direction of the Election Committee or the external auditor as the Election Committee may so direct, opened and counted. (As amended May 17, 2008)

The tellers shall post on the tally board the number of votes cast and the number necessary for election, the number of votes cast for each candidate and the number of illegal votes if any. (As amended May

17, 2008)

SECTION 9.14 PROCLAMATION OF WINNERS (As amended May 17, 2008)

Upon determining the results and as soon thereafter as possible, the Election Committee shall proclaim the winners of the election. The candidates with the highest number of votes cast in their favor shall be considered elected. In the event of a tie at the last place, the Election Committee shall proclaim the candidates with the highest number of votes above the candidates with tied votes as elected. The Election Committee shall then call for the election for the remaining unfilled position from among the candidates including the candidates with the tied votes and the candidates who had lost. The Election Committee shall decide the manner of voting for the last place taking into account the number of mailed votes. If the number of mailed votes would affect the outcome, the Election Committee may elect to recommend to the Board to schedule a special election for the remaining position. If such an election is called, the candidates shall be limited to the original list of candidates. (As amended May 17, 2008)

The Election Committee shall furnish the Board with a report of the election results setting forth the following three (3) points of information: (As amended May 17, 2008)

- (a). The totals number of votes cast and the number necessary for election; (As amended May 17, 2008)
- (b). The votes cast for each candidate for the Board; (As amended May 17, 2008)
- (c). The number of illegal or void votes if any. (As amended May 17, 2008)

If, after the ballots are printed, the Election Committee is authoritatively notified of the death of a candidate for the Board, the Election Committee, when submitting its report, shall regard the election for that office as null and void, and shall report the office concerned as being "vacant". (As amended May 17, 2008)

SECTION 9.15 RESULTS ANNOUNCED (As amended May 17, 2008)

Upon receipt of the report of the Election Committee, the Chairman shall send a copy of the report to each candidate for office.

SECTION 9.16 DESTRUCTION OF BALLOTS (As amended May 17, 2008)

The Election Committee shall seal the counted ballots in packages and deposit same with the Corporate Secretary. The ballots shall be maintained in safe keeping until ordered destroyed by the Chairman or President on a date to be fixed by the Board in the year following the election. (As amended May 17, 2008)

**ARTICLE X
ELECTION COMMITTEE**

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 by the Board of Directors and whose term shall be prescribed by the Board. One of the members of the said Election Committee shall be the Legal Counsel of PCCI.

SECTION 10.2 AUTHORITY AND DUTIES

The Election Committee shall have the power to enforce and administer laws and regulations relative to the conduct of elections, tabulation and proclamation of winning candidates as aforesaid in Section xxx. Decisions on election contests shall be final, executory and not appealable. It shall be the final duty of the Election Committee to prepare a brief report for posting in the corporation'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 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.

ARTICLE XI EXECUTIVE COMMITTEE

SECTION 11.1 COMPOSITION

At the first meeting of the Board of Directors immediately following the Annual General Meeting of the Voting Members, the Board of Directors shall create an Executive Committee composed of the Chairman of the Board, the President, the Vice-President/Chief Operating Officer, the Corporate/Executive Secretary and the Treasurer/Chief Financial Officer. *(As amended May 17, 2008)*

SECTION 11.2 POWERS, DUTIES AND LIMITATIONS

- (a) The Executive Committee (the '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 to the Board of Directors.
- (b) Any action that is to be taken by the Committee shall be decided on by a vote of at least three (3) of its members.
- (c) The Committee is proscribed from rendering decisions pertaining to the repeal or adoption of new By-Laws and/or repeal or adoption of any resolution of the Board, which by its express term is not amendable or repealable. These shall include any of those instances provided for in Section

35 of the Corporation Code.

- (d) The Committee shall submit a report in time for the next regular meeting of the Board on the actions undertaken by the Committee. Actions taken by the Executive Committee must be concurred in or ratified by the Board of Directors.
- (e) The Committee may approve disbursements (based on approved budget) only on matters pertaining to administrative expenses.

ARTICLE XII
GOVERNANCE COMMITTEE *(As amended May 17, 2008)*

SECTION 12.1 PURPOSE *(As amended May 17, 2008)*

The purpose of the Governance-Committee (the ‘Committee’) is: *(As amended May 17, 2008)*

- (a) To develop PCCI’s Corporate Governance Guidelines for approval by the Board, and to review regularly and recommend updates to the Corporate Governance Guidelines, the as appropriate; *(As amended May 17, 2008)*
- (b) To oversee the organization of the Board to discharge the Board’s duties and responsibilities properly and effectively, including annual evaluation of the Board and its committees; *(As amended May 17, 2008)*
- (c) To see that proper attention is given, and effective responses are made, to members concerns regarding corporate governance; *(As amended May 17, 2008)*
- (d) To perform such other duties and responsibilities as are enumerated in and consistent with these Bylaws *(As amended May 17, 2008)*

SECTION 12.2 MEMBERSHIP *(As amended May 17, 2008)*

The Board of Directors shall designate five members to be a Governance Committee. No member designated to serve on the Nominating and Governance Committee may be an officer of the PCCI or a member of its Board of Directors. Each member of the Committee will have such qualifications as the Board determines. Each member in the Committee must be independent within the meaning of applicable laws as the Board determines. The entire Committee or any individual member on the Committee may be removed form office with or without cause by the affirmative vote of a majority of the Board. *(As amended May 17, 2008)*

SECTION 12.3 ROLES AND RESPONSIBILITIES *(As amended May 17, 2008)*

The Committee works with the Board and the Chairman/President in the discharge of it’s role and responsibilities. *(As amended May 17, 2008)*

- (a) The Committee is responsible for establishing and reviewing PCCI’s corporate governance principles, including Corporate Governance Guidelines and related policies, taking into account best practices. The Committee will regularly review and make recommendations, as

appropriate, to update the guidelines and related policies. (As amended May 17, 2008)

- (b) The Committee reviews proposed amendments, revisions to PCCI's Article of Incorporation and Bylaws, and the Terms of Reference/charters of the committees of the Board, and makes recommendations to the Board. (As amended May 17, 2008)
- (c) The Committee reviews member proposals in conjunction with the Chairman/President and recommends Board responses. (As amended May 17, 2008)
- (d) The Committee oversees the annual self-evaluation of the Board and its committees and ensures that an annual evaluation of the Executive Officers is conducted by the Board. (As amended May 17, 2008)
- (e) The Committee performs such other duties and carry out such responsibilities as are consistent with the purpose of the Committee and as the Board of the Committee deems appropriate. (As amended May 17, 2008)

ARTICLE XIII OFFICERS

SECTION 13.1 ELECTION AND TERM

At the first regular meeting of the Board of Directors immediately following the Annual Meeting of the Voting Members, the Directors shall elect by secret ballot, from their group the Board and executive officers of PCCI. The Directors, by majority vote of those present at this first regular meeting immediately following the Annual Meeting of Voting Members or at any meeting thereafter, provided a quorum is present, may determine, for such period or periods of time as they deem appropriate, that one or more of the Board and executive offices may remain vacant or that the same person may hold one or more of the offices, except that no one shall act as President and Secretary or as President and Treasurer at the same time.

All officers shall serve for one (1) year and until their successors are duly elected and qualified.

SECTION 13.2 BOARD OFFICERS (As amended May 17, 2008)

The Board Officers of PCCI shall be a Chairman and a Vice Chairman. The Board Officers shall be elected annually by a majority of the Board of Directors at a meeting at which a quorum is present, which shall be held immediately following the Annual Meeting of Voting Members. (As amended May 17, 2008)

SECTION 13.3 EXECUTIVE OFFICERS (As amended May 17, 2008)

The Executive Officers of the PCCI shall be a President, a Vice-President/Chief Operating Officer, a Treasurer and a Secretary. The Secretary shall be a resident and citizen of the Philippines. Any two

(2) or more positions may be held concurrently by the same person, except that no one shall act as President and Secretary or as President and Treasurer at the same time. (As amended May 17, 2008)

SECTION 13.4 VACANCIES

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.

SECTION 13.5 DUTIES OF THE CHAIRMAN *(As amended May 17, 2008)*

The role of the Chair is to ensure the integrity of the Board's processes. The Chairman is the only Board member authorized to speak for and/or represent the Corporation in local and international affairs, unless this is specifically delegated to another Board member. In the absence of the Chairman, the Vice Chairman shall preside at the meeting. In the absence of the Chairman and Vice Chairman, an Acting Chairman shall be elected by a majority of those present at any meeting constituting a quorum. The duties and responsibilities of the Chairman *(As amended May 17, 2008)*

- (a) To preside at all meetings of the Board of Directors ensuring that the Board follows its own rules and those legitimately imposed upon the Board by law. *(As amended May 17, 2008)*
- (b) To set the agenda for meetings of the Board with input from the members of the Board and with the assistance of the President; *(As amended May 17, 2008)*
- (c) To plan the conduct and timing of Board meetings in conjunction with the President and will chair meetings of the Board and the Executive Committee; *(As amended May 17, 2008)*
- (d) To preside in all meetings of the voting members of the corporation or to authorize the President to preside in his stead. *(As amended May 17, 2008)*
- (e) To ensure that the Board is properly informed about the operations of the Corporation and has the information and opportunity necessary to come to decisions on matters within its purview; *(As amended May 17, 2008)*
- (f) To act as the Board's primary liaison with the President, who is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the corporate objectives; and *(As amended May 17, 2008)*
- (g) To act as public and media spokesperson for the Board and the Corporation as required *(As amended May 17, 2008)*
- (h) To perform such additional duties as may be assigned by the Board of Directors. *(As amended May 17, 2008)*

SECTION 13.6 DUTIES OF THE VICE CHAIRMAN

The Vice Chairman shall perform such duties as may be assigned by the Board of Directors and shall be the primary Board Contact with the Treasurer in monitoring the finances of PCCI. (As amended May 17, 2008)

SECTION 13.7. DUTIES OF THE PRESIDENT

The President shall be the Chief Executive Officer of the corporation. He shall preside in all meetings of the voting members of the corporation if so authorized by or in the absence of the Chairman. He shall execute all resolutions of the Board of Directors. All contracts on behalf of PCCI shall be executed by the President or by such Executive Officers as may be designated and authorized by the President with the approval of the Board. He shall be charged with directing and overseeing the activities of the corporation. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the voting members of each annual meeting, a complete report of the activities and operations of the corporation for the fiscal year under his term. (As amended May 17, 2008)

SECTION 13.8 THE EXECUTIVE VICE PRESIDENT*(As amended May 17, 2008)*

The paramount duty of the Vice-President/Chief Operating Officer is to perform all the duties of the President in the latter's absence, resignation or incapacity due to illness or death, and such other duties as may be directed by the President or the Board of Directors from time to time. *(As amended May 17, 2008)*

SECTION 13.9 THE CORPORATE SECRETARY/EXECUTIVE SECRETARY *(As amended May 17, 2008)*

The Corporate Secretary must be a citizen and resident of the Philippines and his or her duties shall be:

- (a) To give all notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Directors in a book kept for the purpose. (As amended May 17, 2008)
- (b) To keep the seal of the corporation and affix such seal to any paper or instrument requiring the same. (As amended May 17, 2008)
- (c) To maintain and have custody of the members register, stud books, litter registration books and the correspondence files of the corporation. (As amended May 17, 2008)
- (d) To countersign all resolutions passed by the Board of Directors and such other documents prepared and/or issued by the corporation.
- (e) To coordinate with the Elections Committee with regard to acts proper to the conduct of the elections.

- (f) To perform all such other duties and work as are incidental to his office and as may be assigned to him by the Board of Directors or the President.

SECTION 13.10 THE TREASURER/CHIEF FINANCIAL OFFICER

The Treasurer/Chief Financial Officer shall have charge of the funds, receipts and disbursements of the corporation subjectr to the supervision of the President and the Board of Directors. He shall keep all moneys and other valuables of the corporation in such banks as the Board of Directors may designate. He shall keep and have charge of the books of accounts and keep the financial records of the corporation in such manner as may be prescribed by the Board of Directors. He shall also perform such other duties and functions as may be assigned to him from time to time by the President or by the Board of Directors. He shall post a bond in such amount as may be fixed by the Board of Directors. .
(As amended May 17, 2008)

Upon termination of his or her office, he or she shall duly account and turn over to his or her successor or to the President all funds, books and accounts or any other property of the corporation in his or her possession.

ARTICLE XIV MEMBERSHIP COMMITTEE

SECTION 15.2 MEMBERSHIP COMMITTEE

- (a) Qualifications of all persons who desire to become Junior, Associate or Regular Members of PCCI shall be determined and evaluated by the Membership Committee pursuant to Article IV.
- (b) The Board of Directors shall provide the composition and other procedural guidelines of this committee.

ARTICLE XV OTHER COMMITTEES

SECTION 15.3 COMMITTEES, TASK FORCES AND PROJECTS

- (a) There shall be such committees, task forces and projects as necessary to implement the goals and conduct the affairs of PCCI. All policies and procedures with respect to the establishment, appointment of chairmen and members, term of office, filling of vacancies, reporting and dissolution of task forces, projects and committees, other than those set forth in these By Laws, shall be under the prerogative and approval set forth by resolution of the Board of Directors.
- (b) All other committees shall have the powers and functions as may be delegated by the Board of Directors.

ARTICLE XVI
DISCIPLINE *(As amended May 17, 2008)*

SECTION 16.1 SCOPE *(As amended May 17, 2008)*

Any member of PCCI, or person or persons, PCCI-affiliated or non-affiliated club or association contravening these By-Laws and the rules and regulations, policies and procedures of the PCCI as promulgated by the Board of Directors of PCCI not otherwise contrary to law or these By-Laws or engaged in conduct prejudicial to the best interests of PCCI, its members and/or the purebred dog sport shall be subject to discipline procedures. All matters of discipline shall be within the jurisdiction of the Board of Directors and administered in the manner hereinafter described. (As amended May 17, 2008)

SECTION 16.2 INITIATING COMPLAINT *(As amended May 17, 2008)*

Any member of PCCI, or person or persons not a member of PCCI, PCCI-affiliated or non-affiliated club or association may make a complaint against any PCCI member or other person or persons, 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 of Directors of PCCI not otherwise contrary to law or these By-Laws, or for conduct alleged to have been prejudicial to the best interests of purebred dogs, purebred dog events or the PCCI, which complaint shall be made in writing setting forth the circumstances. It shall be signed and sworn by the PCCI member or by the person or persons or an officer of the club or association making the same before a person qualified to administer oaths and shall then be sent to the PCCI, (ATTENTION: Secretary) with a deposit, the amount to be established annually by the Board of Directors. This sum shall become the property of the PCCI if said complaint shall not to any extent be sustained, or shall be returned if said complaint is sustained in whole or in part, or if the PCCI shall refuse to entertain jurisdiction thereof. The Board of Directors has the authority to determine whether the PCCI shall exercise jurisdiction. (As amended May 17, 2008)

SECTION 16.3 INVESTIGATION AND FILING OF CHARGES. *(As amended May 17, 2008)*

Upon receipt of a duly filed complaint pursuant to Section 13.1 of this Article, the President shall cause the matter to be investigated, and following such investigation, and upon notice to the Board of Directors, shall direct that charges be filed, which shall be sent to a Trial Board for a hearing, or that the matter be dropped from further consideration. The President, with the concurrence of the defendant, may impose a penalty according to guidelines established by the PCCI Board without referring the matter to a Trial Board. The President may refer a recommendation for a penalty greater or lesser than provided for in these guidelines, to the Board of Directors for final action. The President shall promptly report all complaints and their disposition to the PCCI Board of Directors. (As amended May 17, 2008)

SECTION 16.4 POWER OF PRESIDENT OR BOARD TO INVESTIGATE *(As amended May 17, 2008)*

The President or the Board of Directors shall have the power to investigate any matters which may be brought to their attention in connection with the objects for which the PCCI was founded, or to appoint a committee or Trial Board to investigate, in which event the same procedure shall be followed and the same rules shall apply as in a trial before a Trial Board. *(As amended May 17, 2008)*

If after such investigation the President or the Board of Directors believes that sufficient evidence exists to warrant the filing of charges, they may file or direct the filing of such charges. The President upon notice to the Board of Directors, or the Board of Directors, may prefer charges for conduct prejudicial to the best interests of the PCCI against clubs or persons who shall bring to their attention any matter which upon investigation shall be found to have been reported maliciously and/or in bad faith. *(As amended May 17, 2008)*

SECTION 16.5 POWER TO PREFER CHARGES AGAINST NON-MEMBERS *(As amended May 17, 2008)*

The President upon notice to the Board of Directors, or the Board of Directors, shall have power to prefer charges against any person or persons or any association or club not a member of the PCCI, for conduct alleged to be prejudicial to purebred dogs, purebred dog events, or to the best interests of the PCCI. Pending the final determination of any such charges, the privileges of the PCCI may be withheld from the person or body against whom charges are pending or in the case of affiliated clubs, to suspend the privileges of affiliation.. *(As amended May 17, 2008)*

SECTION 16.6 POWER TO PREFER CHARGES AGAINST MEMBERS. *(As amended May 17, 2008)*

The Board of Directors shall have the power to prefer charges against any member for conduct alleged to have been prejudicial to the best interests of the PCCI, its members and the dog sport or for violation of the Articles of Incorporation , ByLaws, or rules and regulations of the PCCI. Pending final determination of any such charge, the Board of Directors may withhold the privileges of the PCCI or to suspend from membership any member so charged pending action by the Trial Board and/or Appeal Board in accordance with the provisions of this section; *(As amended May 17, 2008)*

The Board of Directors shall then file charges and promptly set a date for a hearing and send notice to the suspended member by certified mail at least ten (10) business days prior to the scheduled hearing. The time and place where the suspended member may be heard will be stated. Such notice shall also set forth a copy of the charges. *(As amended May 17, 2008)*

The Board of Directors shall refer the charges to a Trial Board. to take the testimony and to report its

findings and/or recommendations to the Board of Directors. *(As amended May 17, 2008)*

The Board of Directors, after hearing or 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 reinstate, continue the suspension from membership for a stated time, or by a two-thirds vote expel the member from the PCCI. *(As amended May 17, 2008)*

ARTICLE XVII
TRIAL BOARDS AND APPEAL BOARDS *(As amended May 17, 2008)*

SECTION 17.1 COMPOSITION AND QUALIFICATIONS *(As amended May 17, 2008)*

17.1.1 Trial Boards and an Appeal Trial Board shall be appointed from time to time by the Board of Directors of the PCCI to hear and decide on disciplinary matters affecting all person or persons who may be members or non-members of the PCCI, PCCI-affiliated or non-affiliated organizations, which are submitted to them by the President or the Board of Directors. *(As amended May 17, 2008)*

17.1.2 No member of a Trial Board or an Appeal Trial Board shall be a Director, or shall have served as a Director in the preceding three years. An individual may not concurrently be appointed to nor serve on a Trial Board or the Appeal Trial Board. Each Trial Board and the Appeal Trial Board shall consist of three members, two of whom, if practicable, should be an attorney-at-law. In case one or more members of a Trial Board or the Appeal Board shall be unable to sit in any given case, the Chair of the Trial Board or Appeal Board may appoint a substitute or substitutes for such case from the current list of those appointed by the Board of Directors as members of a Trial Board or as alternate Appeal Board members. In case of the absence of one or more members of a Trial Board, the remaining member or members may hear and determine a case if the parties being heard shall consent thereto. A Trial Board Chair, with the concurrence of both the PCCI and the defendant may hear and determine a case or designate one Trial Board member from the list of current appointees to hear and determine a case in lieu of a hearing before a three-member Trial Board. The Appeal Trial Board must have three members to hear and determine a case. *(As amended May 17, 2008)*

SECTION 17.2 AUTHORITY OF TRIAL BOARD *(As amended May 17, 2008)*

The Trial Board shall have the following authority subject to the approval and/or concurrence of the Board of Directors. *(As amended May 17, 2008)*

- (a) To warn, reprimand, expel, suspend, debar, terminate membership and levy fines and reasonable costs of the investigation and the hearing, or take such other action as may be warranted in the circumstances, against any member of the Club; *(As amended May 17, 2008)*

- (b) To warn, reprimand, deprive of Club privileges, debar, and levy fines and reasonable costs of the investigation and the hearing, or take such other action as may be warranted in the circumstances, against any nonmember of the Club; (As amended May 17, 2008)
- (c) To warn, reprimand, suspend or terminate recognition and levy fines and reasonable costs of the investigation and the hearing, or take such other action as may be warranted in the circumstances, against any dog club which is recognized by the Club; (As amended May 17, 2008)
- (d) To exclude any dog from shows, trials or events sanctioned by the Club. (As amended May 17, 2008)

SECTION 17.3 FEES (As amended May 17, 2008)

Upon filing a complaint, the complainant shall pay a fee in such amount as is prescribed by the Board from time to time. The Trial Board is authorized, to direct that the fee be returned to the complainant. In the event that the Trial Board dismisses a complaint as being frivolous and vexatious, the Trial Board is authorized, to assess against the complainant, a fee which reasonably represents the costs of the investigation and the hearing. (As amended May 17, 2008)

SECTION 17.4 NOTICE OF COMPLAINT AND HEARING (As amended May 17, 2008)

When charges have been filed and referred to a Trial Board, a notice which shall state that such charges have been filed and shall set forth a copy of the same shall be sent to the person or persons against which or whom said charges have been preferred which person or persons herein shall be known as and called the defendant. The person or persons which or who shall have filed the complaint leading to the charges shall be known and called the complainant. (As amended May 17, 2008)

Such notice shall also set forth a time and place at which the defendant may attend and present any defense or answer which the defendant may wish to make. The time and place shall be determined by the Trial Board Chair in consultation with the parties. (As amended May 17, 2008)

SECTION 17.5 EVIDENCE AT HEARING (As amended May 17, 2008)

The complainant and the defendant shall have the right, should they wish to exercise such right, to be heard in person at any hearing before the Trial Board. They may, at their own expense, produce such evidence and witnesses as they may desire and may at their own expense be accompanied by or represented by a person of their choice. Evidence may be presented by the complainant and defendant in the form of writing. Such written evidence must be delivered either personally, by means of registered or certified post, or by means of commercial carrier to the attention of the Chair of the Trial Board, care of the PCCI Secretary. (As amended May 17, 2008)

SECTION 17.6 FAILURE OR REFUSAL OF COMPLAINANT *(As amended May 17, 2008)*

If the complainant shall fail or refuse to cooperate with the PCCI in the prosecution of said charges, without giving reasonable excuse for such failure or refusal, the PCCI or the Trial Board presiding may suspend said complainant for a period of six (6) months or until such time as the party is prepared to cooperate with the PCCI. Appeals to such suspensions shall be to the Appeals Trial Board.

SECTION 17.7 FAILURE TO APPEAR OF DEFENDANT *(As amended May 17, 2008)*

If the defendant shall fail to appear at the hearing, without giving reasonable excuse for such failure or refusal, the complainant's evidence may be heard and the defendant's written answer, if any, will be considered. The record of the hearing shall also include a statement by the Trial Board Chair of any conversations with the defendant concerning the failure or refusal to appear. In such cases, the Trial Board may make a finding. The Trial Board may also suspend the defendant for six (6) months or until the party is prepared to present a defense. (As amended May 17, 2008)

SECTION 17.8 DECISION BY MAJORITY VOTE

Trial Boards shall hear and decide by majority vote matters submitted to them by the President or the Board of Directors and shall have the power to impose fines and suspensions from any or all PCCI privileges not to be less than nor to exceed guidelines established by the PCCI Board of Directors. A Trial Board may refer a recommendation for a penalty greater or lesser than provided for in these guidelines to the Board of Directors for final action. (As amended May 17, 2008)

SECTION 17.9 EFFECTIVITY AND NOTICE OF SUSPENSION *(As amended May 17, 2008)*

If a Trial Board withholds privileges of the PCCI, the suspension shall take effect immediately when the defendant has been so notified in person or five (5) days after the date of a written notice. Notice may be made orally and must be made by certified and first class mail to the defendant's last known address within five (5) days of receipt of the decision. (As amended May 17, 2008)

SECTION 17.10 POWER TO IMPOSE FINES AND SUSPENSION WITHOUT FORMAL HEARING *(As amended May 17, 2008)*

A Trial Board, the Trial Board Chair or one Trial Board member appointed to hear and determine a case as provided in Section 1 of this Article has the power, with the concurrence of a defendant, to impose fines and suspensions from any or all PCCI privileges according to guidelines established by the PCCI Board of Directors without a formal Trial Board hearing. The Trial Board, with the concurrence of the defendant, may without a hearing recommend a lesser penalty to the Board. A Trial Board, the Trial Board Chair, or an appointed Trial Board member who heard and determined a case may refer a recommendation for a penalty greater or lesser than provided for in these guidelines to the Board of Directors for final action. (As amended May 17, 2008)

SECTION 17.11 REPORT TO THE BOARD *(As amended May 17, 2008)*

All Trial and Appeal Board actions shall be reported to the Board of Directors promptly after such actions are taken. *(As amended May 17, 2008)*

SECTION 17.12 WITHHOLDING PRIVILEGES FOR DISORDERLY CONDUCT. *(As amended May 17, 2008)*

Trial and Appeal Boards shall have power to withhold from any person all PCCI privileges for a period of not more than one year for improper or disorderly conduct during a hearing or trial. *(As amended May 17, 2008)*

SECTION 17.13 MINUTES OF SITTINGS *(As amended May 17, 2008)*

Trial and Appeal Boards shall keep minutes of their sittings.

SECTION 17.14 DECISIONS OF THE TRIAL AND APPEAL BOARDS *(As amended May 17, 2008)*

The decisions of Trial and Appeal Boards shall be in writing signed by all members attending, and include all exhibits and papers offered before them. Each decision, together with complete copies of the minutes and testimony taken, shall be filed with the Secretary of the PCCI within thirty days of the date of the rendering of the decision. The Trial Board may file with its decision or within thirty (30) days thereafter or in the event of an appeal, within thirty (30) days of hearing an appeal, an opinion or expanded statement in detail of the reasons for its findings. Within five (5) business days of receipt of the Trial Board's report, the Secretary of the PCCI shall notify all parties in interest of the Trial Board's decision. *(As amended May 17, 2008)*

SECTION 17.15 APPEAL *(As amended May 17, 2008)*

An appeal may be taken from any decision of a Trial Board. Notice in writing claiming such appeal together with a deposit, the amount of which is determined annually by the PCCI Board of Directors, must be sent to the PCCI (ATTENTION: Secretary) within thirty (30) days after the receipt of the notice of the decision of the Trial Board. A three-member Appeals Trial Board shall hear said appeal on the record. *(As amended May 17, 2008)*

The deposit shall become the property of the PCCI if the decision of the Trial Board shall be confirmed in whole or in part, or shall be returned to the appellant if it shall not be confirmed. If the aggrieved party shall fail to take such appeal, there shall be no further right of appeal of any kind. *(As amended May 17, 2008)*

All matters of appeal shall be administered in the manner herein prescribed. *(As amended May 17, 2008)*

- (a) The Appeal Board shall be appointed in the manner prescribed in Section 18.1 of

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these By-laws. A quorum shall be three (3) members and a majority vote shall prevail. In the event of a tie vote, it shall be deemed that the appeal is dismissed.
(As amended May 17, 2008)

- (b) Authority - The Appeal Board is authorized to allow an appeal in whole or in part, set aside or vary any decision of the Trial Board, dismiss an appeal in whole or in part and assess reasonable costs of the appeal hearing against the appellant.
(As amended May 17, 2008)
- (c) Notice of Intention to Appeal - Any person wishing to appeal a decision of the Trial Board to the Appeal Board shall notify the President of the Club of their intentions by means of a Notice of Appeal. Such Notice shall be in writing in the form prescribed by the Appeal Board and shall provide sufficient information of the grounds for the appeal to permit the Appeal Board to deal properly with the issues raised. It shall be delivered or mailed by prepaid registered post, to the Secretary of PCCI and received within thirty (30) days from the date of notice of the decision of the Trial Board from which the appeal is taken. *(As amended May 17, 2008)*
- (d) Fees: Upon filing an appeal, the appellant shall pay a fee in such amount as is prescribed by the Board from time to time. Should the appeal be allowed, the Appeal Board may direct that all or part of the appeal fee be returned to the appellant. Such fees shall be paid in the form of cash or certified check or money order. *(As amended May 17, 2008)*
- (e) Stay of Order Pending Appeal - Upon receipt of a Notice of Appeal in respect of a decision of the Trial Board, any penalty or assessed administrative fees imposed shall be automatically stayed pending disposition of the appeal. Upon filing of a Notice of Appeal the appellant may make a motion in writing to the Appeal Board seeking a stay of such decision pending disposition of the appeal, and the Appeal Board may stay such order, or may dismiss the motion for a stay, on such terms as may be just. All parties to the proceeding before the Trial Board from whose decision the appeal is taken, and any other directly affected person, have the right to notice of, and to make a written representation in respect of, any such motion for a stay. *(As amended May 17, 2008)*
- (f) Venue and Notice of Appeal Hearing - The time, date and location of hearings shall be set by the Chair of the Appeal Board. Notice of an appeal hearing by the Appeal Board shall be given at least thirty (30) days prior to the date fixed for the hearing of the appeal. *(As amended May 17, 2008)*

- (g) Evidence at Appeal Hearing - The parties concerned shall have the right to be heard in person and may, at their expense, be represented by a person of their choice and with the leave of the Appeal Board, may produce such additional evidence as the Appeal Board deems relevant to the proper hearing of the appeal.
(As amended May 17, 2008)

SECTION 17.16 WITNESSES (As amended May 17, 2008)

The PCCI and any Trial and Appeal Board of the PCCI may, and if necessary at PCCI expense, summon witnesses to testify at any and all hearings held under the provisions of the Bylaws of the PCCI. Any person who is summoned by the PCCI and/or Trial Board to testify, may be suspended from PCCI privileges if he or she shall fail to testify, without reasonable excuse. (As amended May 17, 2008)

ARTICLE XVIII
PENALTIES (As amended May 17, 2008)

SECTION 18.1 RANGE OF PENALTIES (As amended May 17, 2008)

Penalties range from a reprimand or fine to suspension for a period of time or for life from all privileges of the PCCI to expulsion from membership in and , in the case of affiliated clubs, disaffiliation with the PCCI. A knowing violation of the By-Laws and the rules and regulations, policies and procedures promulgated by the Board of Directors not otherwise contrary to law and these By-Laws shall subject offender upon a finding of guilt to suspension while a willful violation shall subject the offender to expulsion without prejudice to initiation of charge before a court of law.. (As amended May 17, 2008)

SECTION 18.2 EFFECTIVITY OF SUSPENSION (As amended May 17, 2008)

The suspension of a person shall date from the day of the perpetration of the act as in the case of failure to pay annual dues on the date provided for in these By-laws, or from any date subsequent thereto which shall be fixed by the Board of Directors or after a hearing by a Trial Board. (As amended May 17, 2008)

SECTION 18.3 TERMS OF SUSPENSION (As amended May 17, 2008)

Any or all privileges of the PCCI may be withheld from any person suspended. The terms of suspension shall be defined in the most current published list of penalties approved by the Board of Directors. (As amended May 17, 2008)

SECTION 18.4 EVENTS NOT IN ACCORDANCE WITH PCCI RULES. *(As amended May 17, 2008)*

Any PCCI affiliated club, association or organization which shall hold a purebred dog event or dog exhibition of any kind not in accordance with the rules of the PCCI which apply to such purebred dog event or exhibition without the express permission of the PCCI may be disciplined even to the extent of being deprived of all privileges of the PCCI for a stated period of time or indefinitely, and if such club, association or organization shall be an affiliate of the PCCI, it may be expelled from affiliation therein. *(As amended May 17, 2008)*

SECTION 18.5 PERSON OR ORGANIZATION UNDER SUSPENSION. *(As amended May 17, 2008)*

No club or association licensed by the PCCI to give a purebred dog event or give a dog exhibition of any kind shall employ in any capacity, accept the donation of a prize or money from, or permit to be within the walls or boundaries of its building or grounds, if a purebred dog event, save only as a spectator, any person known to be under suspension from the privileges of the PCCI, or any employee or member of a corporation which shall be under suspension from the privileges of the PCCI and/or of any organization whose purposes and activities have been determined by PCCI to be prejudicial to its interests, its members and the purebred dog sport *(As amended May 17, 2008)*

SECTION 18.6 NO REPRESENTATION. *(As amended May 17, 2008)*

No affiliated club or association under suspension shall be represented by its officer-member representative and no member under suspension shall act for an affiliated club or in any official capacity for the PCCI during the period of suspension. *(As amended May 17, 2008)*

SECTION 18.7 REINSTATEMENT OF SUSPENDED CLUB *(As amended May 17, 2008)*

Any association or club affiliated with PCCI which has been suspended by the PCCI or from whom the privileges of the PCCI have been withheld, may apply for reinstatement or restoration of privileges upon paying a fee, the amount of which may be fixed and determined by the Board of Directors of the PCCI. Until said fee has been paid the application shall not be acted upon. *(As amended May 17, 2008)*

ARTICLE XIX
ADVISORY COUNCIL

SECTION 19.1 **COMPOSITION AND NATURE OF THE ADVISORY COUNCIL**

Past Presidents shall become members of the Advisory Council, who will act as adviser to the Board of Directors. Subject to the approval of the Board of Directors, it shall provide guidance in carrying out relevant and worthwhile corporate activities, give suggestions to improve operations and ensure continuity and year-to-year progress in the conduct of PCCI affairs.

ARTICLE XX AFFILIATED CLUBS

SECTION 20.1 TYPES OF CLUBS

The Board of Directors may at its 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.

SECTION 20.2 ONE NATIONAL BREED CLUB PER BREED

Only one (1) National Breed Club per breed shall be recognized by and affiliated with the PCCI.

SECTION 20.3 APPLICATION. *(As amended May 17, 2008)*

Candidate clubs for affiliation must apply in writing to the PCCI on forms the terms of which shall be approved by the Board of Directors of the PCCI which forms will be supplied by the Secretary of the PCCI upon request. Each application must be accompanied by a copy of the Articles of Incorporation and Bylaws of the applicant and a list of the names of its officers and members. Each candidate club also must send with its application a check or cash for the amount of its admission fees and dues for the current year which will be returned to the candidate club if and when it shall fail to be accepted for affiliation. *(As amended May 17, 2008)*

SECTION 20.4 PUBLICATION IN QUARTERLY *(As amended May 17, 2008)*

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 the of the PCCI of such application then shall be referred to the Board of Directors of the PCCI for its approval or disapproval. *(As amended May 17, 2008)*

SECTION 20.5 OBJECTIONS TO ADMISSION *(As amended May 17, 2008)*

Any person or club which may desire to object to the admission of a candidate club for affiliation may do so by sending a letter to the Board of Directors of the PCCI stating the reasons for such objection

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and such letter will be considered a privileged communication the contents of which must not be disclosed. (As amended May 17, 2008)

The Board of Directors of the PCCI shall make a report of its findings as to the eligibility of all candidate clubs for affiliation the names of which duly have been published indicating the approval or disapproval of the Board by using the word “approved” or the word “disapproved” as the case may be, and said Board or any member of it in no instance shall be required to give any reason for the findings of said Board. (As amended May 17, 2008)

No candidate club for affiliation which shall be disapproved by the Board of Directors of the PCCI may again become a candidate until after one year from the date of such failure. (As amended May 17, 2008)

SECTION 20.6 CONDITIONS OF AFFILIATION (As amended May 17, 2008)

In order to acquire and sustain affiliation in the Club, all affiliated clubs and/or affiliated club-applicants, must agree and adhere to the following conditions: (As amended May 17, 2008)

- (a) That they shall abide by the By-Laws, rules, regulations, policies and procedures of the PCCI and shall acknowledge the jurisdiction of the PCCI as the sole governing body in the Republic of the Philippines in respect to all canine affairs; This section of Article IV shall be expressly stated in the affiliated clubs articles of incorporation and/or by-laws, (As amended May 17, 2008)
- (b) That they shall not be under suspension or expulsion by the PCCI; (As amended May 17, 2008)
- (c) That they shall never act or perform in a manner which may be deemed as contrary and/or prejudicial to the basic principles, purposes and interests of the PCCI, its members and the purebred dog sport in general as determined by the Board of Directors. (As amended May 17, 2008)

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

SECTION 20.7 SUBSIDIES

Subsidies shall be extended to affiliated clubs in such amount and for such period of time and under such terms as the Board of Directors may determine. (As amended May 17, 2008)

Affiliated clubs receiving funds from PCCI must submit an accounting of the fund disbursement and financial statement (certified by the Treasurer) within four (4) months from the end of its fiscal year.

SECTION 20.8 ELIGIBILITY

No Club shall be eligible to be admitted to affiliation with the PCCI unless its Articles of Incorporation and Bylaws shall provide that its objects or purposes for which said Club has been formed are not contrary or prejudicial to, the objects/purposes of PCCI and that the Club shall include among its objects 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 May 17, 2008)

SECTION 20.9 DISQUALIFICATION ON AFFILIATED CLUB OFFICERS AND DIRECTORS

No person shall serve as officer or director in more than one dog club whether it is the corporation itself or any of its affiliated clubs.

All affiliated clubs shall notify the Board of Directors of the PCCI of all changes in its officers as they occur, and no change in an affiliated club's Articles of Incorporation and/or Bylaws shall go into effect until the proposed change be duly approved by the Board of Directors of the PCCI. (As amended May 17, 2008)

ARTICLE XXI
FUNDS

SECTION 21.1 FUNDS

21.1.1 The treasurer shall deposit all or a portion of the available funds of the corporation in reputable banks to be designated by the Board of Directors.

21.1.2 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 21.2 DISBURSEMENTS; SUBSTANTIAL EXPENDITURES

All bills shall be paid only by checks signed by the Treasurer and countersigned by any of the members of the Executive Committee backed up by vouchers signed by any two (2) officers.

Single transactions exceeding PESOS TWO AND A HALF MILLION (Php 2.5M) shall require the approval of majority of the Voting Members in a regular or special meeting called for the purpose.

SECTION 21.3 LOANS

PCCI will make no loans to its directors or officers.

SECTION 21.4 BUDGET

At the end of each fiscal year, the Board of Directors 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 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 May 17, 2008)

**ARTICLE XXII
FISCAL YEAR**

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

**ARTICLE XXIII
AUDIT**

The Board of Directors 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. A comprehensive summary of the auditor's report shall be published in the PCCI QUARTERLY or any official periodical publication and a copy of said summary of said report shall be sent to each voting member and affiliated club at the annual meeting of voting members or if a summary of a special audit, as soon as the same can be prepared and printed. (As amended May 17, 2008)

**ARTICLE XXIV
HEAD OFFICE AND BOOKS**

SECTION 24.1 HEAD OFFICE

The Principal Office of PCCI shall be in Quezon City or in any other place designated by the Board.
(As amended May 17, 2008)

SECTION 24.2 BOOKS

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

- (a). Correct books of account of the activities and transactions of PCCI;
- (b). A minutes book, which will contain a copy of the Certificate of Incorporation, a copy of the By-laws and all the minutes of the meetings of the Board of Directors.
- (c). The Board shall provide for periodic audits of the books of account by an independent public accountant that it selects.

**ARTICLE XXV
CORPORATE SEAL**

The Corporation Seal shall consist of two concentric rings between which shall be inscribed the words “PHILIPPINE CANINE CLUB, INC.” and in the center the initial “PCCI” followed immediately below by the figure “1963”

**ARTICLE XXVI
RULES AND REGULATIONS**

SECTION 26.1 ISSUANCE AND IMPLEMENTATION

It shall be duty of the Board of Directors to issue such rules and regulations as may be deemed necessary for the establishment of standard procedures for the implementation and enforcement of the By-Laws, which should also include any other rules and regulations prescribing and defining the conduct of corporate activities and competitions.

SECTION 26.2 CONSTRUCTION AND INTERPRETATION

In questions arising as to the construction and interpretation of the By-Laws, the decision of the Board of Directors shall prevail unless overruled by a majority of Voting Members. :

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

SECTION 27.1 INDEMNIFICATION

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 may sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against him for or in respect of the proper execution of the duties of his 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 Corporation Code. For the purpose of this Article, the term officer shall be deemed to include the members of the Trial Boards, the members of the Appeal Board, the members of the Election Committee, the members of the Membership Committee, the members of the Registration Committee, the members of any Special Committees formed by the Board and the members of the Club’s staff. (As amended May 17, 2008)

**ARTICLE XXVIII
PROVISIONS CONTRARY TO PROVISIONS OF LAW (As amended May 17, 2008)**

Any article, section, subsection, subdivision, sentence, clause or phrase of these Bylaws which upon being construed in the manner provided in Article XXVIII hereof, is contrary to or inconsistent with

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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 Bylaws, it being hereby declared that these Bylaws 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 May 17, 2008)

**ARTICLE XXIX
AMENDMENTS OF THE BY-LAWS**

SECTION 29.1 PROCEDURE

Any amendment to, revision of, or repeal of, these By-Laws may be adopted at any general meeting of PCCI called for the purpose, by the affirmative vote of at least a majority of the Board of Directors and the majority of all the Voting Members. Notice of such amendments, revision or repeal shall be mailed to each Voting Member at least thirty (30) days prior to such meeting. *(As amended May 17, 2008)*

**ARTICLE XXX
TRANSITORY PROVISIONS**

SECTION 30.1 EFFECTIVITY

The directors elected as such to form the Board of Directors for the year 2003 shall not be covered by the Fourth Amendment of the By-Laws which shall take effect on and apply to only those elected for the year 2004 and every year thereafter.

SECTION 30.2 TERM OF OFFICE

The seven Directors who were elected in 2003 shall serve until 2005, and the remaining eight (8) shall serve until 2004.

IN WITNESS WHEREOF, we have hereunto affixed our signatures on this 10th 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

9Sgd) JOSE T. LAJOM

(Sgd) WILLIAM L. TENG

(Sgd) RICARDO S MENDOZA

(Sgd) EILEEN G. WILSON

(SGD) CEFERINO M. CARPIO JR

COMMITTEE ON AMENDMENTS

Mr. Roberto Castaños, Chair	Dr. Jose Mendiola Jr, Member
Dean Virgilio Jara, Member	Mr. Mario Magsaysay, Member
Ms. Ma Rocio de Vega, Member	Mr. Roberto Tesoro, Member
Mr. Godofredo Salud, Member	