

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

**ARTICLE I
NAME**

Section 1.

The name of the corporation shall be Philippine Canine Club, Inc., hereinafter referred to as "PCCI".

**ARTICLE II
PURPOSE**

Section 2.1.

To encourage and promote the breeding of purebred dogs and to do all possible to bring their natural qualities to perfection. (As amended on October 26, 2003)

Section 2.2.

To urge members and breeders to adhere to the breeding standards set by PCCI. (As amended on October 26, 2003)

Section 2.3.

To protect and advance the interests of different breeds by encouraging sportsmanship in competitions and promoting all dog-related activities such as but not limited to responsible pet ownership, owner handling, junior handling, pet grooming, agility, obedience and conformation shows. (As amended on October 26, 2003)

Section 2.4.

To exhaust all possible means in the promotion and maintenance of the health of purebred dogs. (As amended on October 26, 2003)

Section 2.5.

To promote camaraderie among members in the pursuit of responsible pet ownership. (As amended on October 26, 2003)

Section 2.6.

To promote and encourage the love for dogs and to hold or arrange dog shows and competitions, and grant or contribute towards the provision of prizes, awards and distinctions; (As amended on October 26, 2003)

Section 2.7.

To adopt and enforce uniform rules and regulations governing dog shows and field trials, to regulate the conduct of persons interested in exhibiting, breeding and registering dogs, to detect and prevent fraud in connection therewith, to protect the interest of its members, to maintain and publish an official stud book and an official kennel gazette, and generally to do everything to advance the study, breeding, exhibiting and maintenance of the purity of purebred dogs.

(As amended on October 26, 2003)

Section 2.8.

To subscribe to, become a member of and cooperate with any other association, whether incorporated or not, whose objectives are altogether or in part similar to those of this corporation; (As amended on October 26, 2003)

Section 2.9.

Generally to do and perform those acts and things which are necessary, proper and incidental to the business of this corporation, and those things which are legally inherent in powers of corporation organized under the laws of the Republic of the Philippines; (As amended on October 26, 2003)

**ARTICLE III
MEMBERSHIP**

Section 3.1. *Qualifications for Membership*

Any person who is interested in the purpose/s for which PCCI exists and who shall satisfactorily fulfill other requirements as prescribed by the Board of Directors may be admitted as a member.

Section 3.2. *Classes of Membership*

The membership of PCCI shall be divided into two (2) major classes: Voting Members and Non-Voting Members, which are further subdivided as follows;(As amended on October 26, 2003)

A. Voting Members

- a. Charter Members
- b. Life Members
- c. Regular Members

B. Non-Voting Members

- a. Associate Members
- b. Junior Members
- c. Honorary Members (As amended on October 26, 2003)

A. VOTING MEMBERS

Section 3.3. *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. They are entitled to vote and be voted for. (As amended on October 26, 2003)

Section 3.4. *Life Members*

Life Membership shall be limited to and may be conferred by the Board of Directors upon Regular Members. They must have been Regular Members for a period of at least ten (10) years, have served as members of the Board of Directors for at least five (5) years or have been actively involved/contributed in the affairs of the corporation for a period of ten (10) years as determined by the Membership Committee. Life Members are entitled to vote and be voted for. (As amended on October 26, 2003)

Section 3.5. *Regular Members*

(a) Associate Members who are at least twenty (20) years of age may be admitted as Regular Members. They must have been a Non-Voting member for at least five (5) consecutive years, have been actively involved in the affairs of PCCI for a period of three (3) years and have satisfactorily fulfilled such other conditions and requirements for regular membership set forth by the Board of Directors and determined by the Membership Committee in

reference to Section 6.8. Every regular member is entitled to vote and be voted for, provided that he or she remains in good standing with PCCI. Provided further, that vested rights acquired by regular members prior to the effectivity of these new requirements shall not be impaired. (As amended on October 26, 2003)

(b) A member who diligently pays for his or her dues as set forth in Article IV remains in good standing, thus one whose dues are in arrears is not considered in good standing. (As amended on October 26, 2003)

Section 3.6. *Application for Regular Membership*

Qualified applicants for Regular Membership must submit their comprehensive resume, application form and such other requirements as may be prescribed by the Board of Directors. (As amended on October 26, 2003)

B. NON-VOTING MEMBERS

Section 3.7. *Associate Members*

Persons who are at least eighteen (18) years of age who satisfactorily fulfill the conditions and requirements for Associate Membership as prescribed by the Board of Directors and determined by the Membership Committee may be accepted as Associate Member.

Section 3.8. *Junior Members*

Persons below eighteen (18) years of age whose parents or legal guardians signify their written consent and agree to be responsible for any and all of their acts, who have satisfactorily fulfilled such other conditions and requirements for Junior Membership as prescribed by the Board of Directors as determined by the Membership Committee may be accepted as Junior Members. Upon attaining eighteen (18) years of age, a junior member shall be considered as an Associate Member. (As amended on October 26, 2003)

Section 3.9. *Honorary Members*

The Board of Directors may confer the status of Honorary Member on individuals at least eighteen (18) years of age who have made substantial contributions to the development and welfare of purebred dogs or who can

provide extraordinary assistance to the interest of PCCI. (As amended on October 26, 2003)

Section 3.10. *Application for Associate and Junior Membership*

Procedures for application for Regular, Associate and Junior Membership will be similar to that of Section 3.6 of this Article or as may be prescribed by the Board of Directors. (As amended on October 26, 2003)

**C. TERMINATION, SUSPENSION
AND REINSTATEMENT OF MEMBERSHIP**

Section 3.11. *Resignation*

Any member desiring to resign from PCCI or from any of its office shall tender his or her resignation in writing to the President and send copies to the appropriate committees. 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. (As amended on October 26, 2003)

Section 3.12. *Removal and Suspension with Cause*

(a) Any member shall be suspended or removed from the roll of membership for causes that are prejudicial to the best interest and welfare of the corporation and/or the dog sport in the Philippines upon recommendation of the Trial Board (in relation to Sections 6.18 and 6.19) after proper notice and hearing, and approved by resolution upon a majority vote of the Board of Directors. Said suspension or removal is subject to the right of appeal in writing to the Board of Directors within two (2) weeks from the date of receipt of written notification of the said resolution. If removed, the member is deemed suspended in the interim while the resolution is on appeal. (As amended on October 26, 2003)

(b) A member shall be suspended upon non-payment of annual dues and other obligations with PCCI after it remains unpaid for ninety (90) days; non-payment of dues and other obligations for one (1) year and failure or refusal to pay fines will be sufficient cause for termination. In all cases, the procedures for suspension or termination provided in the preceding paragraph of this section shall be executed. (As amended on October 26, 2003)

(c) A member if proven to have made false/malicious accusation or charges against another member or officer/director shall be expelled subject to Section 9.2 and 9.3. (As amended on October 26, 2003)

(d) A member, director or officer if proven to have committed a grave offense (e.g. cruelty to dogs, usurpation of power, etc.)/fraudulent act (e.g. falsification of documents, show fixing, malversation of funds, tampering of club's records, etc.) and other criminal acts (e.g. theft, estafa, etc.) shall be expelled subject to Section 9.2 and Section 9.3. (As amended on October 26, 2003)

Section 3.13. Cessation of Property Interests and Deprivation of Right to Vote

(a) All rights, title, and interests, both legal and equitable of a member in and to the property of PCCI shall cease in the event of such member's resignation, death, expulsion, forfeiture of membership, or suspension. (As amended on October 26, 2003)

(b) In no case may a suspended member or those who are not in good standing with PCCI be allowed to vote at any meeting or avail of any PCCI privileges. (As amended on October 26, 2003)

Section 3.14. Reinstatement

(a) Any member suspended for non-payment of annual dues and other obligations for the current year shall be reinstated automatically upon payment of his delinquent dues. The association shall assess the corresponding interest and penalties on members who are delinquent for more than one year and his reinstatement must be duly approved by the Board of Directors. (As amended on October 26, 2003)

(b) A member who has been removed or terminated may apply for reinstatement after five (5) years from removal and/or termination and subject further to the approval of the Board. (As amended on October 26, 2003)

ARTICLE IV DUES

Section 4.1. Annual dues

The Board of Directors shall prescribe the amount of annual dues for each membership category after deliberations have been duly conducted. Regular, Associate and Junior Members shall pay annual dues on or before

January 15th of the year to the PCCI Treasurer. Charter, Life and Honorary Members are exempted from annual dues. (As amended on October 26, 2003)

Section 4.2. *Other fees and obligations*

Whenever the need arises, the Board of Directors or any authorized committee when duly approved by resolution of the former may charge or impose other reasonable fees and obligations to meet the requirements of any special circumstances or exigencies of the moment. (As amended on October 26, 2003)

**ARTICLE V
MEETING OF VOTING MEMBERS**

Section 5.1. *Regular Annual Meeting*

The Regular Annual Meeting of Voting Members for the election of directors and for the transaction of other business that may be submitted to such Annual Meeting shall be held on the 3rd Saturday of May of every calendar year. Notice of the Regular Annual Meeting and the agenda shall be sent to all Voting Members at least two (2) weeks prior to the aforementioned date. (As amended on October 26, 2003)

Section 5.2. *Reports of Regular Annual Meetings*

An annual Report of Activities shall be given by the President; the Audited Financial Statements of PCCI shall be presented by the Treasurer. (As amended on October 26, 2003)

Section 5.3. *Special Meetings*

Special meetings may be called at any time by the President or upon the request of majority of the members of the Board of Directors or by written petition of at least twenty-five (25%) of the voting membership. Such meetings shall have no power to transact any business other than for which the special meeting has been called. Notices of special meetings shall be sent to each Voting Member at least ten (10) days prior to the date of such meeting. (As amended on October 26, 2003)

Section 5.4. *Notice, Place, Time and Date of Meeting*

(a) 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 be sent by the Corporate Secretary by mail, by messenger or by telegram and may be accompanied by electronic mail or announcement in a newspaper of general circulation. The notice shall state the date, time, and place and, in case of a special meeting, the purpose(s) for which such meeting is called, 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 PCCI. All general meetings of the Voting Members shall be held within Metro Manila. (As amended on October 26, 2003)

(b) Should Non-Voting Members be required to attend any meetings, notices should be sent in the same manner within the same prescribed period. (As amended on October 26, 2003)

Section 5.5. Quorum

Unless the law requires a greater majority, a majority of all the voting members of PCCI in person or by proxy during regular or special general meetings shall constitute a quorum. (As amended on October 26, 2003)

Section 5.6. Adjournment

Any meeting, if less than a quorum, may be adjourned from time to time. 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 a new date, time, or 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 on October 26, 2003)

Section 5.7. Voting

Each Regular Member including those Charter and Life Members shall be entitled to cast one (1) vote at any meeting of the members, regular or special. *Provided*, that such Charter, Life and Regular Members have been a voting member for at least thirty (30) days before the scheduled election and in good standing on the day of the election. No cumulative voting shall be allowed. (As amended on October 26, 2003)

Section 5.8. Proxies

(a) Any Voting Members may cast his or her vote at any meeting either in person or by proxy. A proxy may be appointed to vote on behalf of the Voting Member by submitting an appointment form signed by the member and other documentary evidence 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. All proxies must be submitted to the Corporate Secretary on a date fixed by the Board which shall in no case be less than five (5) days before the time set for the meeting. The proxy has the same power to vote as that possessed by the Voting Member, unless the appointment form contains an express limitation on the power to vote or direction 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. An appointment of proxy is only valid for meeting(s) or election(s) the appointment form expressly provides. (As amended on October 26, 2003)

(b) 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 on October 26, 2003)

Section 5.9. Organization of Meeting

The President who is at the same time the Chairman of the Board shall preside at any meeting, regular or special.. (As amended on October 26, 2003)

Section 5.10. Order of Business

The Chairman of a meeting, determined in accordance with Section 5.9, shall have the discretion to establish the order of business for such meeting subject to any specific order or agenda established by the Board of Directors. (As amended on October 26, 2003)

ARTICLE VI BOARD OF DIRECTORS

Section 6.1. Composition

The Board of Directors shall be composed of fifteen (15) directors who shall be elected by the Voting Members of the corporation from among their membership. (As amended on October 26, 2003)

Section 6.2. General Powers and Duties

(a) The corporate powers, properties, management and affairs of PCCI shall be conducted, exercised and controlled by the Board of Directors. (As amended on October 26, 2003)

(b) The Board of Directors shall exercise all such powers of PCCI as required by law and/or these by-laws, including but not limited to:

A. Establishing policies, rules and procedures for the management of PCCI in consonance with the purpose and objectives of the Corporation, such as formulating rules regarding the registration of dogs, the conduct of persons interested in exhibiting, breeding, and/or registering dogs.

B. Developing and overseeing the implementation of long and short range plans commensurate with PCCI goals and objectives.

C. Representing the membership of PCCI on all internal and external matters.

D. Appointing or designating the officers and agents of PCCI; and employ qualified staff and establish their incentives or compensation.

E. Acting on resolutions of the Executive Committee; establishing, overseeing, and acting on the recommendations of all task forces, projects and the other committees.

F. Overseeing all financial activities of PCCI including audit, budget, funds management and bonding.

G. Providing an annual report to the members of PCCI.

H. Disciplining 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 the purebred dog sport, in accordance with the recommendations of the Trial Board.

I. Existing board resolutions can only be amended, altered, modified or rescinded by at least 12 members of the Board of Directors. (As amended on October 26, 2003)

Section 6.3. Eligibility

Only Charter, Life and Regular Members in good standing, shall be eligible for candidacy or for election to the Board of Directors. No member will be eligible to serve on the Board of Directors who is an officer of any affiliated club of PCCI, or connected in any way with organizations having objectives contrary to or prejudicial to the interest of 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 member who has been found guilty of any charge of conduct prejudicial to the best interests of the PCCI and the 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 and integrity. *(As amended on October 26, 2003)*

Section 6.4. Term of Office

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. If a director is removed earlier from office, the successor shall only serve the unexpired term. *(As amended on October 26, 2003)*

Section 6.5. Manner of Election

The Election Committee shall manage and control the election proper. Directors shall be elected by secret ballot during the Regular Annual Meeting of the Voting Members in reference to Section 6.14. In accordance with section 89 of the Corporation Code, members who have the right to vote shall be entitled to one vote in person, or by proxy appointed in writing by the member himself. No cumulative voting shall be permitted. *(As amended on October 26, 2003)*

Section 6.6. Resignation and Removal from Office of a Director

(a) Resignation of a director shall also be effected in the same manner stated under Section 3.11.

(b) Removal from office of a director calls for a recommendation of the trial board and an affirmative vote of at least two-thirds (2/3) of all the voting membership in a regular or special meeting. *(As amended on October 26, 2003)*

Section 6.7. *Vacancies*

(a) In case of any vacancy, for any reason other than by removal or expiration of term, it shall be filled by the vote of at least a majority of the remaining members of the Board of Directors if still constituting a quorum.

(b) If the remaining directors fail to constitute a quorum, a special meeting shall be called for that purpose to elect in the manner provided by these By-laws. This procedure includes vacancies resulting from the removal of a director and an increase in the number of directors. (Note: follow the provision of Section 29 of the corporation code) (As amended on October 26, 2003)

Section 6.8. *Committees*

The Board of Directors, by resolution adopted by the majority of the Board may designate from among the membership, one or more committees. Such committees are the following:

A. Administrative & Corporate Planning Committees

B. Affiliated Clubs Committee

C. Communications Committee

D. Finance and Budget Board Committees

E. Election Committee

F. Legal Affairs Committee

G. Membership Committee

H. Judges Licensing and Development Committee

I. Public Relations Committee

J. Show Committee

L. Other committees as may be deemed necessary (As amended on October 26, 2003)

E. ELECTION COMMITTEE

Section 6.9. Composition and Nature of the Election Committee

(a) 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 that shall be formed by the Board of Directors whose term shall be prescribed by the Board. One of the members of the said Election Committee shall be the Legal Counsel of PCCI. It shall have the power to enforce and administer laws and regulations relative to the conduct of election, tabulation and proclamation of winning candidates as aforesaid in Section 6.5. Decisions or rulings of the Committee on election contests shall be final, executory and not appealable. (As amended on October 26, 2003)

(b) 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. (As amended on October 26, 2003)

G. MEMBERSHIP COMMITTEE

Section 6.10. Membership Committee

(a) Qualifications of all persons who desire to become Associates, Junior or Regular Members of PCCI shall be determined and evaluated by the Membership Committee pursuant to the requirements in Sections 3.4, 3.5, 3.6, 3.7 and 3.8. (As amended on October 26, 2003)

(b) The Board of Directors shall provide the composition and other procedural guidelines of this committee. (As amended on October 26, 2003)

L. OTHER COMMITTEES

Section 6.11. Committees, Task Forces and Projects

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. (As amended on October 26, 2003)

Section 6.12. All other Committees shall have the powers and functions as may be delegated by the Board of Directors (As amended on October 26, 2003).

ARTICLE VII EXECUTIVE COMMITTEE

Section 7.1. Composition of the Executive Committee

At first meeting of the Board of Directors following the Regular Annual Meeting of the Voting Members, the Board of Directors shall create an Executive Committee composed of the President, 1st Vice-President, 2nd Vice-President, Corporate Secretary and Treasurer. (As amended on October 26, 2003)

Section 7.2. Powers, Duties and Limitations of the Executive Committee

(a) The Executive Committee shall have the powers and duties to convene, render decisions and create resolutions, on matters pertaining to normal corporate activities that require immediate action and which cannot be postponed until the next/regular Board meeting except with respect to matters expressly conferred to the Board. (As amended on October 26, 2003)

(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. (As amended on October 26, 2003)

(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. This shall include any of those instances provided for in section 35 of the Corporation Code. (As amended on October 26, 2003)

(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 by the Board of Directors. (As amended on October 26, 2003)

(e) To approve disbursements (based on approved budget) only on matters pertaining to administrative expenses. (As amended on October 26, 2003)

ARTICLE VIII
ADVISORY COUNCIL

Section 8.1. 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. (As amended on October 26, 2003)

ARTICLE IX
TRIAL BOARD

Section 9.1. Composition and Qualifications of Trial Board

The Board of Directors shall appoint three (3) members of the Trial Board two of whom, should be an attorney-at-law and no one of whom shall be a Director of PCCI. (As amended on October 26, 2003)

Section 9.2. Nature and Power of Trial Board

(a) Trial Board shall hear and decide on disciplinary matters affecting all members, which are submitted to them by the Board of Directors. It shall have power to recommend suspension or termination of membership (subject to the conditions of Section 3.12); and/or to impose fines. (As amended on October 26, 2003)

(b) The Trial Board may impose fines not less than Php 5,000.00 but in no case shall it exceed Php 10,000.00; and/or withhold certain privileges as a member of PCCI for a period of not more than one (1) year. Fines exceeding Php 10,000.00 and/or withholding of privileges more than one (1) year requires proper submission to the Board of Directors. (As amended on October 26, 2003)

(c) Should the member fail or refuse to pay the corresponding fine within one (1) month from the receipt of the Trial Board's decision as provided in the immediately preceding paragraph, the member shall be recommended for removal from the membership of PCCI. (As amended on October 26, 2003)

(d) If the Trial Board recommends the withholding of privileges, or suspension to the Board of Directors, the privileges as a member of PCCI

shall be automatically withheld in accordance to Section 3.13, unless the Board of Directors revoke such recommendation. (As amended on October 26, 2003)

Section 9.3. Decisions of the Trial Board

(a) The Trial Board shall decide by a majority vote of all its members in all cases and submit in writing their decision signed by all members who actually participated in the deliberations and hearings of the case. Each decision together with all the annexes, exhibits, minutes and testimonies taken shall be filed with the Corporate Secretary of the PCCI within ten (10) days from the date of the rendering of the decision. Upon receipt, the Corporate Secretary shall be duty bound to notify in writing immediately all parties concerned regarding the decision of the Trial Board. (As amended on October 26, 2003)

(b) An appeal may be taken to the Board of Directors on any decision of the Trial Board, within a period of fifteen (15) days from receipt thereof and the same shall be perfected upon the payment of an appeal fee of reasonable amount prescribed by the Board of Directors and a bond of PhP 5,000.00. The Board of Directors itself shall hear the appeal or refer it to an authorized committee. The appeal bond shall become part of the PCCI's property in case the Board of Directors or any committee thereof affirms the decision of the Trial Board, otherwise, it shall be returned to the appellant member. If the aggrieved member fails to appeal the recommendation of the Trial Board, the Board of Directors will render its judgment based on the report of the Trial Board which shall become final and executory. If the aggrieved party appeals, the Board of Directors or any committee thereof shall hear the appeal and resolve such appeal within thirty (30) days from the perfection thereof unless prevented by some justifiable cause. If acquitted the decision of the Trial Board will be final. (As amended on October 26, 2003)

(c) Trial Boards shall keep minutes of their meetings. (As amended on October 26, 2003)

**ARTICLE X
MEETING OF THE BOARD OF DIRECTORS**

Section 10.1. 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.

Section 10.2. *Special Meetings*

Special Meetings of the Board of Directors may be called for by the President or on written petition of at least five (5) members of the Board. Notice of such meetings shall be sent at least three (3) days prior to such meeting to all members of the Board. If the President, 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 meetings. *(As amended on October 26, 2003)*

Section 10.3. *Quorum of Directors*

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business, but if at any meeting of the Board there shall be less than a quorum present, the meeting will be adjourned from time to time until a quorum shall have been obtained. When a quorum is present at any meeting, a majority of the members present shall decide any question brought before such meeting, except as otherwise provided by these Bylaws. *(As amended on October 26, 2003)*

Section 10.4. *Notice*

Notice of the regular or special meeting of the Board, specifying the date, time and place of the meeting, shall be communicated by the Corporate Secretary to each director personally, or by telephone, e-mail, fax or by written message. A director may waive this requirement either expressly or implicitly. *(As amended on October 26, 2003)*

Section 10.5. *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 any adjourned meeting at which a quorum is present, any business may be transacted which could have been transacted at the meeting as originally called. *(As amended on October 26, 2003)*

Section 10.6. *Conflict of Interest*

Membership on the Board of Directors shall not be used for private gain on the part of any director. (As amended on October 26, 2003)

Section 10.7. 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 member stands to benefit from the vote on that proposed action. Any member confronted with a possible conflict of interest shall disclose such possible conflict to the body and shall abstain from voting. Any member present may raise the question of conflict of interest, which shall be ruled on by the majority of the Board, based upon information presented. (As amended on October 26, 2003)

Section 10.8. Absences

Three (3) consecutive absences at regular meetings by any member of the Board of Directors duly elected without any valid reason shall be considered resigned. (As amended on October 26, 2003)

Section 10.9. Compensation

All officers and directors shall serve without a salary, compensation or any form of remuneration. (As amended on October 26, 2003)

**ARTICLE XI
OFFICERS**

Section 11.1. 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 officers of PCCI consisting of a President, a First Vice-President, a Second Vice-President, a Corporate Secretary and a Treasurer. All officers shall serve for one (1) year and until their successors are duly elected and qualified. (As amended on October 26, 2003)

Section 11.2. Vacancies

If any position of the officers becomes vacant by any reason, the Board by majority vote may elect a successor from among the directors who shall hold office for the unexpired term.

Section 11.3. Chairman of the Board and President

The powers and duties shall be:

A. To provide direction for the development of the PCCI and its activities.

B. To be responsible for the promotion of the PCCI, its facilities. Except as otherwise provided by the Board.

C. To represent PCCI, in all social gatherings and activities to which PCCI is invited.

D. To arbitrate on the rules of the PCCI between meetings of the Directors.

E. To ensure that the PCCI complies with all its legislation.

F. To approve the draft minutes of meetings of Directors for presentation at the following meeting.

G. To preside in all meetings, regular or special, of the PCCI.H. To initiate and develop corporate objectives and policies and formulate plans, projects and programs for the approval of the Board of Directors. (As amended on October 26, 2003)

I. To sign and execute all resolutions passed by the Board and such other documents prepared and/or issued by the corporation.

J. To oversee the preparation of the budgets and statements of accounts. (As amended on October 26, 2003)

K. To submit an annual report of the activities of PCCI during the year ending December 31 at the next annual meeting of the corporation.

L. To appoint the officers and chairmen of committees such as would be necessary for the conduct of the affairs of the corporation, with the approval of the Board of Directors.

In no case shall any President serve for more than three (3) consecutive terms.

Section 11.4. *The First Vice-President*

The paramount duty of the First Vice-President 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 from time to time. *(As amended on October 26, 2003)*

Section 11.5. *The Second Vice-President*

The duty of the Second Vice-President is to perform all the duties of the First Vice-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 from time to time. *(As amended on October 26, 2003)*

Section 11.6. *Corporate Secretary*

The Corporate Secretary must be a citizen and resident of the Philippines, and his or her duties shall be: *(As amended on October 26, 2003)*

A. To maintain and have custody of the Seal of PCCI and keep the minutes of the proceedings of all regular and special meetings of the corporation and those of the Board of Directors. *(As amended on October 26, 2003)*

B. To countersign all resolutions passed by the Board of Directors and such other documents prepared and/or issued by the corporation.

C. To maintain and keep files of all documents and correspondence of the corporation including stud books, litter registration books, etc.

D. To keep a roll of all members of PCCI and to attend to the sending and serving of all required notices to be given in coordination with the membership committee. *(As amended on October 26, 2003)*

E. To manage and supervise the PCCI office and the personnel thereof.

F. To act as inspector at the election of directors and, as such, to coordinate with the Election Committee with regard to acts proper to the conduct of the election. *(As amended on October 26, 2003)*

G. To perform such other duties as are incidental to his or her office or as may be assigned to him by the Board of Directors or the President. *(As amended on October 26, 2003)*

Section 11.7. Treasurer

The duties of the Treasurer shall be:

A. To have custody of all funds, accounting for the same to the corporation at its annual meetings, and at any other time upon demand of the Board of Directors.

B. To keep full and accurate accounts of receipts and disbursements in the books of PCCI. (As amended on October 26, 2003)

C. To prepare and submit such financial reports, statements, certifications and other documents which may be required by regulations of government agencies. (As amended on October 26, 2003)

D. To perform such other duties as pertaining to the office. 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. *(As amended on October 26, 2003)*

ARTICLE XII BRANCHES AND AFFILIATED CLUBS

Section 12.1. Establishment and Dissolution of Branches and Charters

(a) The Board of Directors may at its decision, establish, maintain and/or operate a branch and/or branches or any other useful function on behalf of dog welfare in any community, town or city, or elsewhere in the Philippines. (As amended on October 26, 2003)

(b) The Board of Directors upon a favorable decision on the establishment of branches shall, issue charters and shall have the right to, when considered necessary revoke such charters. (As amended on October 26, 2003)

(c) Authorization, organization, means of operation and financing of branches/organizations shall be governed by decision of the Board of Directors, with the right to disapprove or terminate the continuance of such branches.

Section 12.2. *Acceptance of Affiliated Clubs*

(a) The Board of Directors may at its decision, accept for affiliation, All-Breed, Group, Obedience/Training and/or other Specialty Clubs, subject to such terms and conditions, rules and regulations, as the Board may prescribe for affiliated clubs. The PCCI shall assist its affiliated clubs in every way possible. *(As amended on October 26, 2003)*

Affiliated Clubs receiving funds from PCCI must submit an accounting of the fund disbursement and financial statement (certified by Treasurer) within four months from the end of its fiscal year. *(As amended on October 26, 2003)*

Subsidies to affiliated clubs shall be limited to five (5) years from the start of its affiliation unless extended by the Board of Directors due to meritorious reasons which shall in no case be more than another five (5) years. *(As amended on October 26, 2003)*

(b) Only one (1) National Breed Club per breed shall be recognized by and affiliated with the PCCI. *(As amended on October 26, 2003)*

Section 12.3. *Disqualification on Officers and Directors*

- a. No person shall serve as officer or director in more than one dog club whether it is the corporation itself or any of its branches or any of its affiliated clubs.
- b. No person shall serve as officer or director of the board if his/her income is derived solely from dogs and dog-related commodities or articles. *(As amended on October 26, 2003)*

ARTICLE XIII
FUNDS, INVESTMENTS, CONTRACTS, CHECKS,
BANK ACCOUNTS, ETC.

Section 13.1. *Depository of Funds*

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.

Section 13.2. *Investments*

The funds of PCCI may be:

A. Retained in whole or in part in cash

B. Invested and reinvested from time to time in such property, real, or personal . (As amended on October 26, 2003)

Section 13.3. *Checks, Notes, Contracts, etc.*

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. (As amended on October 26, 2003)

Section 13.4. *Fiscal Year*

The fiscal year of PCCI shall be from January 1st to December 31st.

Section 13.5. *Budget*

At the end of each fiscal year, the Board of Directors shall prepare or cause to be prepared a budget of estimated income and expenditures for the ensuing 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. (As amended on October 26, 2003)

Section 13.6. *Substantial Expenditures*

Single transaction exceeding Two and a half million (Php2.5M) shall require the approval of majority of the Voting Members in a regular or special meeting called for the purpose. (As amended on October 26, 2003)

Section 13.7. *Loans.*

PCCI will make no loans to its directors or officers. (As amended on October 26, 2003)

Section 13.8. *Periodic Financial Audit*

A thorough audit by a Certified Public Accountant or other qualified persons shall be made at least once on year of all of PCCI's financial transactions. (As amended on October 26, 2003)

ARTICLE XIV RULES AND REGULATIONS

Section 14.1. *Issuance and Implementation*

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

Section 14.2. *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 XV INDEMNIFICATION OF OFFICERS AND BOARD OF DIRECTORS

Section 15.

In the event any officer or member of the Board of Directors becomes subjected to legal action because of their performance while representing PCCI, then the corporation shall be responsible for any legal expenses and the amount of monetary damages, if any, 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. (As amended on October 26, 2003)

ARTICLE XVI HEAD OFFICE AND BOOKS

Section 16.1. *Principal Office*

The principal office of PCCI will be at Hillcrest Condominium 1616 E. Rodriguez Sr. Avenue, Cubao, Quezon City. PCCI may also have offices at such other places within or outside Metro Manila as the Board of Directors may from time to time determine. (As amended on October 26, 2003)

Section 16.2. *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 these By-Laws, and all minutes of the meetings of the Board.
- C. The Board shall provide for periodic audits of the books of account by an independent public accountant that it selects. *(As amended on October 26, 2003)*

ARTICLE XVII SEAL

Section 17.

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

ARTICLE XVIII AMENDMENTS

Section 18.1. Procedure

(a) Any amendment to, or revision of, these By-Laws may be adopted at any regular or special meeting of PCCI, by the affirmative vote of a least a majority of the Board of Directors and the majority of all the Voting Members during a meeting called for the purpose. Notice of such proposed amendments or revisions should be mailed to each Voting Member at least thirty (30) days prior to such meeting. *(As amended on October 26, 2003)*

ARTICLE XIX TRANSITORY PROVISIONS

Section 19.1. *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. *(As amended on October 26, 2003)*

Section 19.2

The seven Directors who were elected in 2003 shall serve until 2005, and the remaining eight (8) shall serve until 2004. *(As amended on October 26, 2003)*

**This Amended By-Laws was drafted,
prepared and recommended for approval by
the Legal Affairs Committee.**

Chairman: ATTY. BYRON G. SAN PEDRO, LL.M

Vice-Chairman: Atty. Juanito Santos

Members: Reynato Puno Jr.
Benjamin Lumanlan