

ARTICLES OF INCORPORATION  
OF

Philippine Council for the Advancement of Association Executives (PCAEE), Inc.

(Name of Corporation)



KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and are residents of the Philippines, have this day voluntarily agreed to form a non-stock and non-profit association under the laws of the Republic of the Philippines.

THAT WE HEREBY CERTIFY:

FIRST: The name of the said association shall be:

Philippine Council for the Advancement of Association Executives (PCAEE), Inc.

SECOND: That the purpose or purposes for which such association is incorporated are:

- a. to advance, improve, promote and protect the profession of association management and those professionals who manage business, trade, professional, philanthropic, scientific, educational, technical, social welfare, agricultural, and other non-profit organizations;
- b. to provide opportunities for the exchange of expertise, experiences and opinions through meetings, communications, education, research, and publications for non-profit organization management professionals;
- c. to conduct competitions and make awards for outstanding non-profit organization management achievement;
- d. to develop and encourage high standards of professional conduct among non-profit organization management professionals;
- e. to assist and encourage non-profit organizations to reach the highest levels of effectiveness, efficiency, and achievement for their constituencies and society;
- f. to acquire, preserve and disseminate data and information in the field of non-profit organization management;
- g. to cooperate with counterpart organizations in the non-profit field;
- h. to advocate for fair and appropriate treatment of non-profit organization management professionals and non-profit organizations before national and local governments in their legislative, administrative, and judicial branches; and
- i. to assist and encourage commercial firms and their executives that serve non-profit organizations to do so in ways that provide maximum mutual benefit.

THIRD: That the place where the principal office of the association is to be established is at:

ADFIAP, 2F Skyland Plaza, Sen. Gil J. Puyat Avenue  
City of Makati 1200  
Philippines

Ma. Sandra Lim  
[Signature]  
[Signature]  
Adlene D. Omas  
[Signature]

Pach  
[Signature]

**FOURTH:** That the term for which the association is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation.

**FIFTH:** That the names, nationalities, and residences of the incorporators of the association are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u> ( <u>Complete Address</u> )
Octavio B. Peralta	Filipino	39 Labao St., Ireneville 3, Sucat, Parañaque City, Metro Manila
Corazon D. Conde	Filipino	10 Topside St. Alta Vista, Katipunan, Quezon City
Cecilia M. Ibarra	Filipino	23 Amorsolo St. North Susana Executive Village, Commonwealth Ave, Quezon City
Maria Cristina T. Aquino	Filipino	Lot 6 Block 4 Ireneville 2 West Service Rd. South Superhighway, Parañaque City
Arlene S. Orenca	Filipino	38 Kennedy Drive corner de Jesus, Pleasantview, Tandang Sora, Quezon City
Alberto B. Reyno	Filipino	45 Firefly St. Valle Verde 6, Pasig City 1600
Ma. Sandra I. Lim	Filipino	102 Rosal St., Bayanihan Village, Cainta, Rizal 1900

**SIXTH:** That the number of trustees of the association shall be seven (7) and that the names, nationalities, and residences of the first trustees of the association are as follows:

<u>Name</u>	<u>Nationality</u>	<u>Residence</u> ( <u>Complete Address</u> )
Octavio B. Peralta	Filipino	#39 Labao St., Ireneville 3, Sucat, Parañaque City, Metro Manila
Corazon D. Conde	Filipino	#10 Topside St. Alta Vista, Katipunan, Quezon City
Cecilia M. Ibarra	Filipino	#23 Amorsolo St. North Susana Executive Village, Commonwealth Ave, Quezon City
Maria Cristina T. Aquino	Filipino	Lot 6 Block 4 Ireneville 2 West Service Rd. South Superhighway, Parañaque City
Arlene S. Orenca	Filipino	#38 Kennedy Drive corner de Jesus, Pleasantview, Tandang Sora, Quezon City
Alberto B. Reyno	Filipino	#45 Firefly St. Valle Verde 6, Pasig City 1600
Ma. Sandra I. Lim	Filipino	#102 Rosal St., Bayanihan Village, Cainta, Rizal 1900



**SEVENTH:** That the capital of the association was contributed by the incorporators and directors who are also members of the association as follows:

<u>Name</u>	<u>Contribution</u>
Octavio B. Peralta	₱1,000.00
Corazon D. Conde	₱1,000.00
Cecilia M. Ibarra	₱1,000.00
Maria Cristina T. Aquino	₱1,000.00
Arlene S. Orencia	₱1,000.00
Alberto B. Reyno	₱1,000.00
Ma. Sandra I. Lim	₱1,000.00
Total	₱7,000.00

[ ] With list of additional numbers, certified by the Secretariat under oath and marked as Annex "A".

[✓] No list of additional members attached.

(Please check appropriate box)

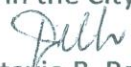
**EIGHTH:** That no part of the income which the association may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the Corporation Code on dissolution. Any profit obtained by the association as a result of its operation, whenever necessary or proper shall be for the furtherance of the purposes enumerated in Article II, subject to the provision of Title XI of the Corporation Code of the Philippines.

**NINTH:** That **Maria Cristina T. Aquino** has been elected by the members as Treasurer of the association to act as such until his/her successor is duly elected and qualified in accordance with the by-laws and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the association all contributions or donations paid or given by the members.


**TENTH:** That the incorporators and trustees undertake to change the name of the corporation name as herein provided, or as amended thereafter, immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to a registered name, or contrary to public morals, good custom or public policy.

**ELEVENTH:** That the association shall comply with the requirements for non-stock corporations in the course of its operation.

In Witness Whereof, we have hereunto signed this Articles of Incorporation, this <sup>3<sup>rd</sup></sup> day of October, 2013, in the City of Makati, Metro Manila, Philippines.

  
Octavio B. Peralta  
TIN - 127-527-446

  
Corazon D. Conde  
TIN - 120-115-191

  
Cecilia M. Ibarra  
TIN - 120-117-673

  
Arlene S. Orencia  
TIN - 120-119-588

  
Alberto B. Reyno  
TIN - 120-120-653

  
Ma. Sandra I. Lim  
TIN - 127-527-391

  
Maria Cristina T. Aquino  
TIN - 120-113-697

WITNESSES:

Lorina B. Cervantes

Susana F. Bajar

(All incorporators appearing on the fifth article and the two witnesses should affix their signatures on the blanks provided in this page above their respective names.)

### ACKNOWLEDGEMENT

Republic of the Philippines )  
City of Makati )s.s.  
Metro Manila )

BEFORE ME, a Notary Public in and for City of Makati Philippines, this OCT 04 2013 day of October, 2013 personally appeared:

<u>Name</u>	<u>Passport No.</u>	<u>Date/Place Issued/ Valid Until</u>
Octavio B. Peralta	EB4424879	01-11-2012/Manila/Valid Until 01-10-2017
Corazon D. Conde	EB2614060	06-04-2011/Manila/Valid Until 06-03-2016
Cecilia M. Ibarra	EB1592453	12-20-2010/Manila/Valid Until 12-19-2015
Ma. Cristina T. Aquino	EB3495244	08-26-2011/Manila/Valid Until 08-05-2016
Arlene S. Orenca	EB2614288	06-04-2011/Manila/Valid Until 06-03-2016
Alberto B. Reyno	EB6060199	08-01-2012/Manila/Valid Until 07-31-2017
Sandra I. Lim	EB0025618	03-24-2010/Manila/Valid Until 03-23-2015

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation and they acknowledged to me that the same is their free and voluntary act and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my notarial seal on the date and at the place first above written.

Dr. G. Clompo  
ATTY. DWIGHT M. GALARRITA  
NOTARY PUBLIC  
COMM. EXPIRES ON Dec 31, 2013  
PTR No. 3576180 / 01-08-2013 / MAKATI CITY  
IBP No. 01275 / 01-08-2013 / QUEZON CITY  
MCLE COMPLIANCE No. III-0018940  
ROLL NO. 42425  
Suite 252 Cityland Pasong Tamo, Inc.,  
6264 Estacion Street, Pio Del Pilar,  
Makati City, Metro Manila

Doc. No. : 134  
Page No. : 27  
Book No. : IX  
Series of 2013

Pillar

Alfredo



**Philippine Council for the Advancement of Association Executives (PCAEE), Inc.**

(Name of Corporation)

**ARTICLE I****MEETINGS**

**Section 1. Annual Meetings** - The annual meetings of the members shall be held at the principal office of the association on the 4<sup>th</sup> Thursday of each year. The President shall render his annual report to the members regarding the activities of the association. The election directors shall also be held during this regular meeting.

**Section 2. Special Meetings** - Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees or the President or upon petition of 1/3 of the general membership.

**Section 3. Notices** - Notices of the time and place of annual and special meetings of the members shall be given either personally, by special delivery mail or electronic mail, at least two (2) weeks before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.

**Section 4. Quorum** - A quorum for any meeting of the members shall consist of a majority of the members and 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.

**Section 5. Order of Business** - The order of business at the annual meeting of the members shall be as follows:

- a. Proof of service of the required notice of the meeting.
- b. Proof of the presence of a quorum.
- c. Reading and approval of the minutes of the previous annual meeting.
- d. Unfinished business.
- e. Report of the President.
- f. Election of the Trustees for the ensuing year.
- g. Other matters.

**Section 6. Voting Proxy** - Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Secretary of the association before the scheduled meeting.

## ARTICLE II

### TRUSTEES

**Section 1.** Board of Trustees - The corporate powers of the association shall be exercised, its business conducted and its property controlled by the Board of Trustees.

**Section 2.** Qualifications - The trustees to be elected must be of legal age and members of the association.

**Section 3.** Disqualification of Trustees or Officers - No 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 trustee or officer.

**Section 4.** Term of Office of Trustees - The trustees shall hold office for one year and until their successors are duly elected and qualified.

## ARTICLE III

### OFFICERS

**Section 1.** Officers - The officers of the association shall be a President, a Vice-President, a Secretary, and a Treasurer. They shall be elected by the Board of Trustees from among themselves. The Board may combine compatible offices in a single person.

**Section 2.** Term of Office of Officers - All officers of the association shall hold office for one year and until their successors are duly elected and qualified.

## ARTICLE IV

### FUNCTIONS & POWERS OF OFFICERS

**Section 1.** President - The President shall be the Chief Executive Officer of the association. He shall preside in all meetings of the members of the association and the board of trustees.

He shall execute all resolutions of the Board of Trustees. He shall be charged with directing and overseeing the activities of the association. He shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the association for the fiscal year under his term.

**Section 2.** Vice-President - The Vice-President, if qualified, shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform duties that maybe assigned by the Board of Trustees.

**Section 3.** Secretary - The Secretary shall give all notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose. He shall keep the seal of the association and affix such seal to any paper or instrument requiring the same. He shall have custody of the members register and the correspondence



## ARTICLE VII

### FUND

**Section 1. Funds** - The funds of the association shall be derived from admission fees, annual dues and special assessments of members, gifts, or donations.

**Section 2. Disbursement** - Withdrawal from the funds of the association, whether by check or any other instrument shall be signed by the treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories

**Section 3. Fiscal year** - The fiscal year of the association shall be from January 1st to December 31 of each year.

## ARTICLE VIII

### CORPORATE SEAL

**Section 1. Form** - The corporate seal of the association shall be in such form and design as may be determined by the Board.

## ARTICLE IX

### AMENDMENTS OF THE BY-LAWS


**Section 1. Amendments** - These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held for the purpose.

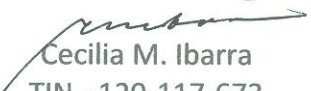
Adopted this 3<sup>rd</sup> day of October, 2013 in Makati City, Metro Manila, Philippines by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.

*(Note: 1. If filed with Articles of Incorporation, these by-laws should be signed by all incorporators;*


*2. If filed after incorporation, should be signed by majority of the members and should submit Board of Trustees certificate for the adoption of the by-laws)*

  
Octavio B. Peralta  
TIN - 127-527-446

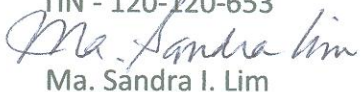
  
Corazon D. Conde  
TIN - 120-115-191

  
Cecilia M. Ibarra  
TIN - 120-117-673

  
Maria Cristina T. Aquino  
TIN - 120-113-697

  
Arlene S. Orenca  
TIN - 120-119-588

  
Alberto B. Reyno  
TIN - 120-120-653

  
Ma. Sandra I. Lim  
TIN - 127-527-391