



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 75153

**CERTIFICATE OF FILING
OF
AMENDED BY LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

**ASSOCIATION OF ACCREDITED ADVERTISING
AGENCIES-PHILIPPINES, INC.**

copy annexed, adopted on June 27, 2018 by majority vote of the Board of Trustees and by the vote of two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 12th day of October, Twenty Eighteen.

GERARDO E. DEL ROSARIO
Authorized Signatory, HRAD
SO Order 874 Series of 2018

SDL/mii

COVER SHEET
for Applications at
COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

0 0 0 0 0 0 7 5 1 5 3

Former Company Name

ASSOCIATION OF ACCREDITED AD-
VERTISING AGENCIES - PHILIPPINES
INC.

AMENDED TO:
New Company Name

[Empty grid for New Company Name]

Principal Office (No./Street/Barangay/City/Town)Province

UNIT 442, CITYLAND PASONG TAMO
TOWER, 2210 DON CHINO ROCES AV
BRGY. PIO DEL PILAR, MAKATI 1230

COMPANY INFORMATION

Company Email Address

[Empty box for Company Email Address]

Company's Telephone Number/s

[Empty box for Company's Telephone Number/s]

Mobile Number

[Empty box for Mobile Number]

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

ATTY. ASHLEY EVE D. REBADULLA

Email Address

acr@sapalovelez.com

Telephone Number/s

8911316

Mobile Number

09088665786

Contact Person's Address

11TH FLOOR, SECURITY BANK CENTER, 6776 AYALA AVENUE, MAKATI CITY

To be accomplished by CRMD Personnel

Assigned Processor

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Date

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Signature

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Document I.D.

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Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

- Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

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AMENDED

BY – LAWS

Of the

**ASSOCIATION OF ACCREDITED
ADVERTISING AGENCIES – PHILIPPINES, INC**

ARTICLE I

OFFICES

Section 1 - The principal office of the Corporation / Association shall be located in Metro Manila, Philippines. The Association may have branch offices and places of business at such other places within and without the Republic of the Philippines as be determined by the Board of Directors.

ARTICLE II

MEMBERS

Section 1 – Membership in the Association shall be per the following criteria:

- a. Membership shall be of “Member-Agencies” represented by a person of authority in that corporate entity empowered to make commitments for his agency.
- b. Member-Agencies shall consist of entities legitimately organized to engage in marketing, communications and/or advertising, whether this be in the area of creative development, media, digital, strategic planning or full service. (As Further Amended on October 29, 2014)
- c. Member-Agencies shall individually be registered according to the laws of the Philippines with the minimum paid-in capital of at least **Three Hundred Thousand Pesos (PhP300,000)**. (As Further Amended on **JUNE 27, 2018**)
- d. Member-Agencies must be organized / owned in strict compliance with the restrictions on “House Agencies” in accordance with generally accepted legal and ethical definitions of “in-house / house ad agencies.”

An advertising agency, to be considered independent and not a house agency, must not have more than three of its client-advertisers owning more than a total of 45% equity in the agency provided each of said client-advertiser shall not own more than 15% equity. Neither should its operation be in any way controlled by any medium or advertiser.

- e. Each Member-Agency must agree to designate a Senior Ranking Officer, **i.e., director level or higher**, who will be its Official Representative with powers to attend all meetings of the Association, to represent the Member-Agency in the Board of **Trustees** if so elected, to do Committee

work and to decide and act on behalf of the Member-Agency, on all pertinent matters that may arise during all Association meetings, aside from such other powers as may be granted him/her in other pertinent provisions of these By-Laws. A member agency may replace its Official Representative anytime. However, if the Official Representative replaced is a Trustee, the replacement Official Representative does not automatically take his/her place in the Board. The vacancy created shall be filled in accordance with Article III Section 2. **(As Further Amended on JUNE 27, 2018)**

In the absence of the Official Representative during any Association meeting, an alternate, who must likewise be a Senior Ranking **Officer, i.e., director level or higher** of the Member-Agency, may attend such meetings for the Member-Agency **but** cannot unless properly holding a **written** proxy from the **official representative and is duly authorized by the** Member-Agency, vote during said meetings. He/she also cannot be voted into the Board. **(As Further Amended on JUNE 27, 2018)**

- f. An applicant agency, which must have been in operation for at least one year upon application, must be sponsored / introduced by at least two regular 4A's - Philippines Member-Agencies in good-standing duly recommended by the Membership Committee, and should have the following practices (As Amended at the General Membership Meeting Held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)
 1. adequately staffed with competent / experienced people who can render services whether this be in the area of creative development, media strategic planning or as a full service agency. (As Amended on August 31, 2005)
 2. charges to all advertising production work according to generally accepted minimum rates of the advertising industry, adopted and approved by the general membership;
 3. [DELETED]. (AS AMENDED ON October 29, 2014);
 4. has not and does not render ordinary and regular services such as Public Relations, publicity, sales promotion marketing services (other than advertising) free of charge;
 5. must have a minimum paid up capital of **P300,000.00**. **(As Further Amended on JUNE 27, 2018)**
 6. must be in compliance with Articles III, Section 1(b) (As Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board Trustees held on March 8, 2011)
- g. Member-Agencies must abide by all the policies, rules and regulations of the Association, **including its by laws and code of ethics**, as well as those policies and rules formulated by the Board and the Standing Committee ratified by the membership. **(As Further Amended on June 27, 2018)**

Section 2 – Power to Vote – Each member agency, in good standing, shall be entitled to one vote only at all meetings of the Association. Each member agency's voting representative may be required to present proper credentials authorizing him/her to act and vote for his/her agency. Official Representative though are presumed to have such authority to vote for his/her Member-Agency, unless otherwise stated by such Member-Agency in writing. Other duly accredited representatives of each Member-Agency shall be admitted and have the privilege of the floor at all meetings of the association.

A Member-Agency is in good standing if it is (A) up to date in its payment of annual dues, and (B) if it or its representative has not been suspended or removed for violating the Association's By-Laws, Rules and Regulations, code of ethics, and such other guidelines, policies, and practices as may be prescribed by the association through its board, from time to time. (As Further Amended on June 27, 2018)

Section 3 – Annual Meeting – The annual meeting of the Association shall be held at the principal office of the association or at such other places in Metro Manila as may be determined by the Board or Trustees on the second Tuesday of December of each year unless it falls on a legal holiday in which case the meeting shall take place on the following business day. (As Further Amended on June 27, 2018)

At such meeting, the candidates receiving the highest number of votes cast by the members of the Association shall be considered elected to the Board of Trustees. However, new members cannot be voted upon as Trustees and officers of the Association during the first year of their membership in the Association. During the annual meeting, the members may transact other business and/or consider such other matters about which they have been properly given notice before such meeting. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 4 – Regular and Special Meetings – The Association shall hold regular general membership meeting at least six (6) times within a year at the principal office of the Association or at such other places as the Board of Trustees may determine. (As Further Amended on June 27, 2018)

Special meetings of the Association for any purpose or purposes may be called by the president or by a majority of the members

The attendance of a Member Agency's Official Representative or alternate is required during regular or special meetings. The presence of any other person purporting to be an Office Representative or alternate, without the proper written proxy identifying him/her as authorized to represent such Member-Agency shall not be considered as presence of the Member-Agency for attendance purposes. (As Further Amended on June 27, 2018)

Section 5 – Notice of Meetings – Notice of every meeting shall be given to each member of record and sent via email, fax, mail or personal delivery at its address on record, such notice shall be in writing and shall contain the matters to be considered thereat, and shall be sent in such manner as to insure its receipt by each member at least eight (8) days before said meeting. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 6 – Waiver of Notice – Members of record may waive verbally or in writing service of notice of meeting, regular or special.

Section 7 – Quorum – A majority of the entire membership shall constitute a quorum for the transaction of the business of the Association except when otherwise provided herein..in the event that less than a quorum be present in any meeting, a majority of those present may adjourn the meeting from time to time to a future date which shall not be less than five (5) nor more than ten (10) days later. At such adjourned meeting where a quorum is present, any business may be transacted as if the meeting had been held at the time originally specified. Notice need not be given of any adjourned meeting. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 8 – Rule Governing the Advertising Practice of Member-Agencies – By an affirmative vote of a majority of all the members of the board, the Association shall adopt rules and regulations as may be determined necessary for the conduct of ethical advertising among its member agencies and such rules shall have the force and effect as the provisions of these By-Laws. **(As Further Amended on June 27, 2018)**

ARTICLE III

BOARD OF TRUSTEES

Section 1 – Number, Qualification and Election – The Board of Trustees shall be composed of nine (9) Official Representatives of different Member Agencies in good standing who shall be elected every one year by the members. The Trustees shall hold office for one year or until the election and qualification of their successors. **(As Further Amended on June 27, 2018)**

The term of office shall begin on the first day of January next following their elections. An Official Representative may be voted as **Trustee** for three (3) consecutive terms only, regardless which Member Agency he/SHE may be representing. Thereafter, he/she may again be elected as **Trustee** only after the lapse of one (1) term HE/SHE may thereafter again serve for three (3) consecutive terms. The term limitation herein imposed shall take effect only from January 2012. **(As Further Amended on June 27, 2018)**

All directors must remain as Senior Ranking Officers of their respective Member Agencies throughout the duration of their term as Trustees. Should any trustees resign, be separated from his/her member agency, be demoted to a lower post or replaced by his/her member agency as its official representative, he/she shall, cease to be a trustee of the Association. The vacancy created shall be filled in accordance with the procedure outlined in Article III, Section 2 below. **(As Further Amended on June 27, 2018)**

Unless otherwise prohibited by the 3-year term limit above stated, such trustee may again be elected as a trustee for the next term while...representing another Member Agency, should he/she be designated as its Office Representative. **(As Further Amended on June 27, 2018)**

Further, should a Member-Agency fall to maintain its status as a member in good standing within any given year, any trustee from said Member-Agency may be

removed by a vote of two-thirds (2/3) of the members entitled to vote or suspended from being a trustee, until the Member-Agency has restored its status as a member in good-standing. (As Further Amended on June 27, 2018)

Section 2 – Vacancy in the Board – Any vacancy in the Board of Trustees, except BY REASON OF removal by a vote of two-thirds (2/3) of the members entitled to vote or expiration of the term, shall be filled by the candidate/s in the previous election who received the next highest number of votes. In case of ties, the new trustee will be chosen from among the tied candidates by the Board of Trustees for as long as the Board still constitutes a quorum. (As Further Amended on June 27, 2018)

In the event there were no other candidates who ran in the previous election except the nine (9) who were elected as trustees, the remaining trustees may remain and act as such, if still constituting a quorum, without need of filling up the vacancy. (As Amended At The General Membership Meeting And Meeting Of The Board Of Trustees Held On June 27, 2018)

Otherwise, the vacancy may be filled by the vote of at least a majority of the remaining trustees, if still constituting a quorum. A trustee so elected to fill a vacancy shall be elected only for the unexpired term of his/her predecessor in office. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 3 – Meetings: Regular, Special, Notice and Waiver – As soon as practicable, after adjournment of the annual meeting of the Association, the elected trustees shall meet for the purpose of organizing, electing officers and transacting such other business as may come before the Board. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

The Board of Trustees, thereafter, shall hold regular meetings on the first Tuesday of every month at the principal office of the Association or at such other place as the Board may designate. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Special meeting of the Board of Trustees may be called at any time by the President or, in his/her absence by the Vice-President, upon three days' notice to the members of the board, either verbally or in writing, or upon the written request of at least five (5) trustees. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Notice of meetings may be waived by the members of the Board of Trustees either verbally or writing. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 4 – Quorum – A majority of the trustees shall constitute a quorum to transact a business. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 5 – Powers of the Board – The power to administer and manage the business and assets of the Association as well as the authority to determine or alter its policies, rules, and direction consistent with these by-laws, uphold its values, and conduct its ordinary business shall be vested in the Board of

trustees. The Board shall have the power to elect all corporate officers and to appoint, upon recommendation of the President, an Administrative Officer of the Association **along with all other subordinate officials/personnel and heads of different projects and standing or special committees, which projects and committees the board itself may decide to create**. All other personnel shall be appointed and their compensation fixed by the President upon the recommendation of the Administrative Officer, except the Chief Accountant and other personnel connected with accounting and collection who shall be recommended by the Treasurer and appointed by the President. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 6 – Compensation – No **trustee** and officer shall receive any remuneration nor compensation for their services nor any per diems for attendance in board meetings. **(As Further Amended on June 27, 2018)**

ARTICLE IV

OFFICERS AND DUTIES

Section 1 – General Provisions – The officers of the association shall consist of **Chairperson**, President, Vice-President, Secretary, Treasurer and Corporate Controller who shall be elected by the members of the Board from among themselves immediately after the election of the Incoming Board. The officers shall hold office for a period of one (1) year or until the election and qualification of their successors. They may hold the same office for a second and succeeding term, only if they are elected into the board by association members in the following year and are elected into the same office by members of the new board. No officer shall hold the same office for more than two (2) successive terms. **(As Further Amended on June 27, 2018)**

Only the official representatives of the member-agencies may be elected as officers of the Association. In case the person elected should transfer to another agency during the term of office, he/**she** is considered automatically resigned from the Board and he/**she** automatically ceases to be an officer of the Association and his/**her** position shall be declared vacant by the Board. In the meeting where the position of any of the officers shall be declared vacant, a special election shall be held by the Board to elect the officer who shall fill up the vacant position. An officer whose position was declared vacant due to his/**her** transfer to another agency may be re-elected to his/**her** former position provided that at the time of the election, he/**she** shall have been designated already by the agency he/**she** transferred to as its official representative in the Association. The officer elected in this special election shall serve the rest of the term of the office vacated. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

The officers of the Association shall exercise such powers and perform duties as are expressly conferred upon them by these By-Laws and/or by the Board of **Trustees** in conformity with the provisions of these By-Laws. However, they may delegate to other officers **or** employees of the Association such routinary or ministerial duties or their office. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 2 – The Chairperson – The Chairperson shall have the following powers and duties:

- a. To preside at all meetings of the Board of **Trustees**;
- b. To call meetings of the Association and the Board and to fix the matters in the agenda or said meetings;
- c. To submit matters or policy for consideration of the Board;
- d. To act as **spokeperson** of the Association; and
- e. To submit an annual report to the Association; and such other reports as the membership and the Board may request
- f. **To consult with and seek advice from previous officers of the association on such issues and concerns pertaining to the association. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 3 – The President – The President shall have the following powers and duties:

- a. To preside at all general membership meetings of the Association;
- b. To direct and supervise the general operations of the Association;
- c. To sign contracts, documents, reports, official communications, and such other papers and forms as are necessary or incidental to the ordinary course of the business of the Association;
- d. To sign such instruments, notes and documents as may be authorized by the Association; and
- e. To approve all expenses or disbursements, authorized in the appropriation or budget of the Association upon recommendation of the Treasurer.

The President shall exercise all the powers and discharge all the duties of the Chairman/**Chairperson** in the absence or incapacity of the latter, as well as all the other powers and duties as the Board and/or the Association may from time to time rest in him/**her**. **(As Amended at the General Membership Meeting and Meeting of The Board of Trustees held on June 27, 2018)**

Section 4 – The Vice-President – The Vice-President shall exercise all the powers and discharge all he duties of the President in the absence or incapacity of the latter, as well as all other powers and duties as the Board and/or Association may from time to time rest in him/her**. **As much, he/she shall be made in-charge of one (1) committee as well as at least one (1) project of the association during his/her term. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)****

Section 5 – Secretary – The Secretary shall have the following powers and duties:

- a. To keep the minutes of all meetings of the Board of **Trustees** and Association, as well as the minutes of the committees created by these By-Laws or by authority of the Board or of the Association;
- b. To give, or cause to be given, all notices required by law or by the By-Laws or the Association, as well as notices of the Board and the Association;
- c. To keep all the records and documents of the Association and to take charge of the certificates **of stocks, the membership book**, and such other books as the Board may direct;

- d. To keep and affix the seal of the corporation to deeds, contracts and other instruments in writing requiring a seal, when duly signed; and
- e. To perform all other duties incident to the office of the Secretary, as well as other duties as may be prescribed by the Board; **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 6 – Treasurer – The Treasurer shall have the following powers and duties:

- a. To have custody of, and be responsible for, all funds of the Association to keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books or accounts of the Association, and to see to it that disbursements and expenditures are evidenced by appropriate vouchers and/or receipts.
- b. To deposit in the name and to the credit of the Association in such banks as may be designated from time to time by the Board, all funds belonging to the Association which may come under his/her control and which shall be withdrawn only by checks signed by the authorized officers of the Association;
- c. To render an annual statement showing the financial condition of the Association at the end of each fiscal year and such other financial reports as the President and/or the Board may from time to time require;
- d. To prepare and submit the annual budget of the Association for the approval of the Board;
- e. To cooperate and coordinate with the Committee on Finance in the functions and projects of the latter;
- f. To perform such other duties as may be required by the Board or the Association. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 7 – Corporate Controller – The Corporate Controller shall have the following powers and duties:

1. To audit all the funds of the Association;
2. To examine and check the financial reports and books of the accountant, administrative officer, and auditors of the Association; and
3. To recommend to the Board ways and means to improve the control and auditing system employed by the Association as well as ways and means of maximizing utilization of available funds and cutting down unnecessary expenses.

Section 8 – Report all offices mandated to provide annual reports to the membership during the annual membership meeting of the Association. (As Amended at the General Membership Meeting Held on May 18, 2011 and at the Meeting of the Board of Trustees held on March 8, 2011)

ARTICLE V

EXECUTIVE COMMITTEE

Section 1 – Membership – The Executive committee shall be composed of the Chairperson, President, Vice-President, Secretary, and Treasurer of the Association. The Chairperson of the Association shall be the presiding officer of the Executive Committee. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 2 – Functions – Between Board meetings and unless otherwise provided by law, the administration of the Board affairs may be delegated to the Executive Committee. It shall have the authority to act on behalf of the Board when the Board is not in session. Its acts, however, are subject to ratification by the Board at its next regular or special meeting. **(As Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)**

However, the Executive Committee shall not have the power to appoint officers to fill vacancies or to suspend any officer, to authorize any expenditures over the amount budgeted and approved for that category of expense, except as may be authorized from time to time by the Board. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

ARTICLE VI

COUNCIL OF ADVISERS

Section 1 – Membership – The Council of Advisers shall be composed of all past Chairpersons and all past Presidents of the Association. The immediate past Chairperson of the Association shall be the presiding officer of the Council. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 2 – Functions – upon notice by the board, the Council shall regularly make available to the Board of Trustees and the general membership the services of its former leaders on a continuing basis to assist the association address its issues and concerns. The Council shall also give formal recognition and honor to those members who have served the association in a key capacity. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

ARTICLE VII

COMMITTEES

Section 1 – Standing Committees – The following shall be the Standing Committees of the Association which shall be organized upon the election of the officers of the Association:

- a. Committee on Membership
- b. Committee on Trade Relations
- c. Committee on Finance/Ways & Means

- d. Committee on Government Relations
- e. Committee on Information
- f. Committee on Programs
- g. Committee on Creative Services
- h. Committee on Education

(As amended on October 11, 2000)

Each standing committee shall be headed by an officer or trustee to be referred to as the “Director-In-Charge who shall be appointed by the President upon recommendation by the Board. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 2 – The Director In-Charge of a Committee shall hold office for a term of one (1) year unless sooner relieved by the President or until he/she voluntarily resigns. A vacancy in the position of “Director In Charge” shall be filled by presidential appointment. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 3 – Other Committees may be created from time to time by the President subject to confirmation by the Board. The Director-In-Charge shall be responsible in appointing the members of his/her committee if he/she deems it necessary and appropriate for efficiency, the committee if he/she deems it necessary and appropriate for efficiency, the committees below shall be headed by the following officers:

(A) Committee On Trade Relations – Chairperson

(B) Committee On Finance/Ways & Means – Treasurer

(C) Committee On Government Relations – Vice President

(D) Committee On Professional Practice And Ethics – President (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 4 – The duties of the standing committees shall be as follows:

a. COMMITTEE ON MEMBERSHIP

- (1) To encourage qualified advertising agencies in the Philippines to join the Association;
- (2) To accept applications for membership in the Association;
- (3) To pass upon the qualification for membership of an applicant agency and to conduct hearings and inquiries on matters relating thereto;
- (4) To recommend approval or non-approval of application; and
- (5) To recommend revisions from time to time as necessary demands, or the requirements of the Association regarding membership.
- (6) To conduct hearings on complaints filed against Member Agencies for violating these By-Laws and other Association rules and regulations where the consequence involves the suspension or expulsion of a Member Agency. The decision of the Committee shall merely be recommendatory to the Board and the Board shall make the final decision on any action for the suspension or expulsion of a Member-Agency. (As

Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)

b. COMMITTEE ON TRADE RELATIONS

Committee on Media Standards as Sub-Committee

- (1) To plan and carry out actions asking to promote agency-media relations and other trade relations;
- (2) To coordinate with media and other trade bodies on activities that may be undertaken by both bodies for their mutual benefits;
- (3) To articulate the views of the Association voluntarily or upon request on issues bearing on or relative to other trade bodies;
- (4) To negotiate with media or any other trade bodies regarding matters that may be properly brought to its attention, or which it may initiate.

c. COMMITTEE ON PROFESSIONAL PRACTICE AND ETHICS/INTER-AGENCY RELATIONS

- (1) To entertain written questions or complaints on matters pertaining to the provisions of the 4As-Philippines' or the Industry's Code of Ethics.
- (2) To conduct hearings on any written and duly-signed complaints that may be filed with the Association;
- (3) To pass upon the ethical merit of any action, decision or conclusion regarding advertising principles and practices that may be brought to its attention;
- (4) To make recommendation to the Association on questions and disputes arising from interpretation or violation of the 4As-Philippines' or the Industry's Code of Ethics; and
- (5) To initiate programs, systems and activities intended to encourage the promotion and adherence to ethical principles and practice in advertising
- (6) To promote good relations among member-agencies of the Association;
- (7) To coordinate all matters pertaining to agency affairs
- (8) To help solve inter-agency problems (As amended on October 11, 2000)

d. COMMITTEE ON FINANCE/WAYS & MEANS

- (1) To review from time to time the financial condition of the Association and to make recommendations to the President on ways and means to achieve efficient management of the finances of the Association;
- (2) To advise the President on matters pertaining to the financial investments of the Association; and
- (3) To initiate projects designed to raise funds for the Association and, if approved by the Board to implement the projects.

e. COMMITTEE ON GOVERNMENT RELATIONS

- a. To promote good relations between the Association and all government agencies;
- b. To help solve the problems of the Association with the government;
- c. **To initiate dialogue with government agencies on matters relevant to the industry;**
- d. **To work closely with the ad standards council (asc) on government-related issues. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

f. COMMITTEE ON INFORMATION

- c. To continuously inform the general public of the activities, positions and stands of the Association which the public should know; and
- d. To inform all allied industries of the objectives, methods, procedures, practices and adopted rules and regulations of the Association and their changes, if any, for better coordination and cooperation.

g. COMMITTEE ON EDUCATION

-ARAL as a project under it

- (1) To maximize the development of the advertising industry through the ARAL seminars and programs towards the development and education of advertising practitioners;
- (2) Coordinate educational programs with academic institutions for educational development within the Industry;
- (3) Conduct research and monitoring services that will be or value to the trade. (As amended on October 11, 2000)
- (4) **To Provide Information And Assist Agencies In Their Planning And Business Development Initiatives. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

h. COMMITTEE ON CREATIVE SERVICES

-Creative Guild as a Sub-Committee

- (1) To upgrade the standards of creativity in the industry;
- (2) To conduct competitions and give due recognition to creations of advertising aimed at raising the standards of quality of creative output in the industry.
- (3) To assist other committee in developing and implementing creative requirements. (As amended on October 11, 2000)

i. COMMITTEE ON PROGRAMS

-Fellowship and Sports as Sub-Committee

- (1) To encourage active membership involvement and promote good relations among member-agencies of the association and
- (2) To plan, coordinate and execute all matters pertaining to general Membership Meetings and Special Meetings. (As Amended on October 11, 2000)

ARTICLE VIII

ADMISSION, SUSPENSION & EXPULSION OF MEMBERS

Section 1 – Application for Membership – Application for membership in the Association shall be filed with the Secretariat. The Secretariat shall endorse said application to the Director-In-Charge of the Committee on Membership who in turn shall make a thorough inquiry into the qualification of the applicant agency as prescribed in the By-Laws and shall report HIS/HER findings on said applicant, favorably or unfavorably, to the Association. Acceptance of an agency will require the approval of the said Director-In-Charge and an affirmative vote of at least 2/3 of all the members of the Board of Trustees. (As Further Amended on June 27, 2018)

Section 2 – Qualifications for Membership – The Qualifications for membership shall be as per the provisions of Section 1, Article III of these By-Laws.

Section 3 – The applicant agency shall furnish reliable references as to both its business practices and advertising records, including but not limited to existing client and supplier certifications. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 4 – No advertising agency shall be accepted as a member of the Association unless it can give reasonable assurances of its readiness and ability to uphold standards set by the Association.

Section 5 – Any member of the Association may be charged by another member, a media establishment, an advertiser and other parties with unprofessional conduct inimical to the best interest of the Association or in violation of the By-Laws or any of the rules and regulations, policies and practices of the Association and/or the industry's Code of Ethics, through its own action, that of its officers and employees or its official representative or alternate, provided such charges are in writing properly signed by the complainant and addressed to the Association. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 6 – The appropriate committee or officer to which any formal charge has been properly brought to shall conduct a preliminary inquiry into such charge or charges in order to determine whether or not a bonafide case exists against the member agency concerned. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 7 – After determining that a bonafide case against the member agency exists, the appropriate committee or officer shall proceed with the formal investigation charges. require the member agency concerned to explain and give its side of the matter, and hold a hearing to allow the parties to further argue

their positions. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 8 – Any member – **Agency** of the association that is under investigation by any committee or **officer** shall not have the right resign voluntarily until the investigation or the charges filed against it shall have been completed and the recommendations of the committee or **officer** to which the charges have been referred to for action shall have been acted upon by the association. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 9 – The Board of **Trustees**, after **giving the member-agency the opportunity to appear before it in its own defense and argue its case, and after due consideration of all the evidence presented,** the findings and recommendations of the appropriate committee may by an affirmative vote of at least 2/3 of all the members of the Board, suspend or expel members under investigation or impose such other sanctions as it may deem appropriate considering the circumstances of the case. **(As Further Amended on June 27, 2018)**

In all instances applicable herein, if the expulsion/removal of the member agency concerned based on the grounds stated in these by-laws, the code of ethics, and such other rules and regulations as well as policies and practices of the association, shall likewise result in the expulsion/removal of its official representative or alternate acting as trustee of the association, the vote of two-third's (2/3) of the members entitled to vote shall be required at a regular or special meeting called for the purpose and after previous notice to members of the intention to propose such expulsion/removal as trustee at the meeting. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 10 – The following rules shall govern as regards the issue of absence during general membership meetings:

- 1) Any Member Agency whose official Representative is absent in three (3) general membership meetings without sending the alternate as provided in Article II Section 1 or without valid excuse acceptable to the Board may, after due notice and hearing, be given a three (3) month suspension. **(As amended on October 29, 2014)**
- 2) Any Member Agency whose Official Representative does not attend all general membership meetings in one (1) calendar year, whether due to mere absence without sending the alternate as provided in Article II Section 1 or without valid excuse acceptable to the Board may or due to suspension without undertaking the necessary remedial measures, may, after due notice and hearing, result in the expulsion of the Member-Agency.
- 3) A member-agency that has been expelled due to non-attendance in general membership meetings can only re-apply for membership after twelve (12) months from date of expulsion. **(As Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)**

Section 11 – Any Member-Agency that fails to pay its dues or obligations of any kind for a period of 60 days after they have become due provided notice thereof shall have been received by such member, will be suspended from the membership for a

period of 60 days, within which time it is allowed to pay said dues or obligations. However, if said dues or obligations are still unpaid within the 60-day suspension period the same shall be ground for the termination of its membership from the Association after due notice and hearing. (As Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)

Section 12-A – The following shall, after proper notice and hearing, be grounds for the suspension of a Member Agency:

- 1) (dropped)
- 2) Absence in THREE (3) general membership meetings as dictated in Article VIII, Section 10; (As Further Amended on October 29, 2014)
- 3) Failure to pay membership dues or financial obligations of any kind for a period of 60 days after they have become due, provided notice thereof have been received by such member. Such member may be suspended for 60 days within which time a member is allowed to pay said dues or obligations as dictated in Article VIII, Section 11;
- 4) **Failure to comply with the provisions of the association's by-laws, code of ethics, and such other rules and regulations, policies, and practices prescribed or may be prescribed by the association through the board;**
- 5) **Other cases analogous to the foregoing. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 12-B – The following shall, after proper notice and hearing, be grounds for the expulsion of a Member Agency.

- 1) Failure to attend all general membership meeting in one (1) calendar year either due to absence or suspension.
- 2) Failure to pay membership dues or financial obligations as dictated in Article VIII, Section 11.
- 3) **Failure to comply with the provisions of the association's by-laws code of ethics, and such other rules and regulations, policies, and practices prescribed or may be prescribed by the association through the board.**
- 4) **Other Cases Analogous To The Foregoing. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 13 – The following shall be the consequences of suspension or expulsion;

- 1) Member Agencies shall be disallowed to participate and be represented in all activities of the Association;
- 2) Member Agencies shall not receive of any information and communications pertaining to and related to the workings of the Association;

- 3) Member Agencies cannot be involved and participate through sectoral representation i.e. ASC and other trade bodies or councils;
- 4) Member Agencies shall not be able to avail and enjoy 4As fees, special rates and discounts in Association projects and activities as well as industry undertakings i.e. ARAL, PITCH FEES, AD SUMMIT PILIPINAS ARAW, KIDLAT, RAW SCHOOL. (As Further Amended on October 29, 2014)
- 5) Member Agencies shall lose all Voting Rights. (As Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)

Section 14 – The following shall serve as ways to get reinstated or to get the suspension lifted;

For reinstatement after expulsion, the Member-Agency must reapply for membership following the process under Article II 1(f) and remedy the ground for its expulsion in the first place.

For lifting of suspension:

- 1) Payment of Dues within the prescribed period as stated in Article VIII, Section 11;
- 2) Completion of the period of suspension due to non-attendance in general membership meetings.
- 3) Compliance with such other rules and regulations for the lifting of suspension
- 4) Remedying the breach for which suspension was imposed. (As Amended at the General Membership Meeting held on May 18, 2011 and at a Meeting of the Board of Trustees held on March 8, 2011)

ARTICLE IX

ENTRANCE FEE, MONTHLY DUES AND OTHER DUES

Section 1 – Entrance Fee – The entrance fee shall be an amount fixed by the Board payable by an applicant agency upon being informed of its acceptance to the membership of the Association. In no case shall an applicant agency be permitted to take its oath of membership through its official representative or be recorded as member unless and until it has paid its entrance fee and its first monthly due.

The entrance fee may be increased or decreased by a two-third vote of the Board of **TRUSTEES**. (As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)

Section 2 – The annual dues shall be in such amount as the membership may find reasonable and necessary to support the operation and activities of the Association, to be paid as per schedule or schedule established by the Board.

Section 3 – Additional Assessment – The members may be assessed with additional fees or dues as may be deemed necessary from time to time by the membership of the Association.

ARTICLE X

CALENDAR YEAR, FINANCES, AND ACCOUNTS

Section 1 – Calendar Year – The calendar year of the Association shall begin on the first day of January and end on the last day of December of the same calendar year.

Section 2 – Official Signatories – The official signatories in all financial matters of the Association shall be the **Chairperson**, President, Vice-President, and the Treasurer, and no checks or drafts or negotiable instruments shall be honored without the **signatures** or any two (2) of the four (4) above-mentioned officers, provided that whenever the President and the Treasurer shall be available their signatures shall take precedent over that of the Vice-President. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 3 – Inspection of Accounts – The books, account and financial records of the Association shall be available for inspection by any member of the Association at the principal office of the Association at any time during office hours.

ARTICLE XI

AMENDMENTS

Section 1 – The Association by an affirmative vote of a majority of **the board, and at least a majority of** all the members, may amend or repeal these By-Laws or adopt new By-Laws at any annual meeting or special meeting called for the purpose, provided that a notice setting forth the proposed amendment or amendments with reason therefore shall have been sent to each member at least **eight (8)** days prior to the date of said annual or special meeting. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 2 – The Executive Committee or any Board of **Trustees** may adopt additional rules and regulations in harmony with the Articles of Incorporation. **the by-laws, code of ethics, and such other existing rules and regulations, polices and practices**, but shall not alter, modify or repeal the said Articles of Incorporation or any provision of these By-Laws. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

ARTICLE XII

MISCELLANEOUS

Section 1 – The Board of **Trustees** subject to the approval of the Association, shall cause a corporate seal to be designed and adopt such seal which shall be used on all corporate papers and documents as may be authorized by the Board of **TRUSTEES**. **(As Amended at the General Membership Meeting and Meeting of the Board of Trustees held on June 27, 2018)**

Section 2 – The Association of Accredited Advertising Agencies Philippines, Inc. shall be referred to for short as 4A's-Philippines.

Adopted this 11th day of October year 2000

TRUSTEES' CERTIFICATE



KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, comprising at least a majority of the trustees of **ASSOCIATION OF ACCREDITED ADVERTISING AGENCIES-PHILIPPINES, INC.** ("Corporation"), do hereby certify that the Third Articles of Incorporation of the Corporation was amended by a majority vote of the Trustees, and by a vote of members representing at least two-thirds (2/3) its membership at a meeting held for that purpose at the principal office of the Corporation on June 27, 2018.

The amended provisions of the attached Amended By-laws refer to:

(1) ARTICLE II, Section 1 (c), which is hereby amended to read as follows:

"Section 1 – Membership in the Association shall be per the following criteria:

xxx

c. Member-Agencies shall individually be registered according to the laws of the Philippines with the minimum paid-in capital of at least **Three Hundred Thousand Pesos (P300,000)**.

xxx";

(2) ARTICLE II, Section 1 (e), which is hereby amended to read as follows:

e. "Each Member-Agency must agree to designate a Senior Ranking Officer, **i.e., director level or higher,** who will be its Official Representative with powers to attend all meetings of the Association, to represent the Member-Agency in the Board of **trustee** if so elected, to do Committee work and to decide and act on behalf of the Member-Agency, on all pertinent matters that may arise during all Association meetings, aside from such other powers as may be granted him/**her** in other pertinent provisions of these By-Laws. A member agency may replace its Official Representative anytime. However, if the Official Representative replaced is a **trustee,** the replacement Official Representative does not automatically take his/**her** place in the Board. The vacancy created shall be filled in accordance with Article III Section 2.

In the absence of the Official Representative during any Association meeting, an alternate, who must likewise be a Senior Ranking **Officer, i.e. director level or higher** of the Member-Agency, may attend such meetings for the Member-Agency **but** cannot unless properly holding a **written** proxy from the **official representative and is duly authorized by the** Member-Agency, vote during said meetings. He/**she** also cannot be voted into the Board";

(3) ARTICLE II, Section 1 (f), which is hereby amended to read as follows:

"xxx

5. must have a minimum paid up capital of **P300,000.00.**

xxx";

(4) ARTICLE II, Section 1 (g), which is hereby amended to read as follows:

- g. Member-Agencies must abide by all the policies, rules and regulations of the Association, **including its by laws and code of ethics**, as well as those policies and rules formulated by the Board and the Standing Committee ratified by the membership.

(5) ARTICLE II, Section 2, which is hereby amended to read as follows:

“Section 2 – Power to Vote –

xxx

A Member-Agency is in good standing if it is **(A) up to date in its payment of annual dues, and (B) if it or its representative** has not been suspended or removed for violating the Association’s By-Laws, Rules and Regulations, **code of ethics, and such other guidelines, policies, and practices as may be prescribed by the association through its board, from time to time**”;

(6) ARTICLE II, Section 3, which is hereby amended to read as follows:

“Section 3 – Annual Meeting – The annual meeting of the Association shall be held at the principal office of the **association** or at such other places in Metro Manila as may be determined by the Board of **Trustees** on the second Tuesday of December of each year unless it falls on a legal holiday in which case the meeting shall take place on the following business day.

At such meeting, the candidates receiving the highest number of votes cast by the members of the Association shall be considered elected to the Board of **Trustees**. However, new members cannot be voted upon as **trustees** and officers of the Association during the first year of their membership in the Association. During the annual meeting, the members may transact other business and/or consider such other matters about which they have been properly given notice before such meeting”;

(7) ARTICLE II, Section 4, which is hereby amended to read as follows:

“Section 4 – Regular and Special Meetings – The Association shall hold regular general membership meeting at least six (6) times within a year at the principal office of the Association or at such other places as the Board of **Trustees** may determine.

Special meetings of the Association for any purpose or purposes may be called by the president or by a majority of the members

The attendance of a Member Agency’s Official Representative or alternate is required during regular or special meetings. The presence of any other person purporting to be an Office Representative or alternate, without the proper **written proxy** identifying him/**her** as authorized to represent such Member-Agency shall not be considered as presence of the Member-Agency for attendance purposes”;

(8) ARTICLE II, Section 5, which is hereby amended to read as follows:

“Section 5 – Notice of Meetings – Notice of every meeting shall be given to each member of record and sent via email, fax, mail or personal delivery at its address on record, such notice shall be in writing and shall contain the matters to be considered thereat, and shall be sent in such manner as to insure its receipt by each member at least eight (8) days before said meeting”;

(9) ARTICLE II, Section 7, which is hereby amended to read as follows:

“Section 7 – Quorum – A majority of the entire membership shall constitute a quorum for the transaction of the business of the Association except when otherwise provided herein in the event that less than a quorum be present in any meeting, a majority of those present may adjourn the meeting from time to time to a future date which shall not be less than five (5) nor more than ten (10) days later. At such adjourned meeting where a quorum is present, any business may be transacted as if the meeting had been held at the time originally specified. Notice need not be given of any adjourned meeting”;

(10) ARTICLE II, Section 8, which is hereby amended to read as follows:

“Section 8 – Rule Governing the Advertising Practice of Member-Agencies – By an affirmative vote of a majority of all the members of the board, the Association shall adopt rules and regulations as may be determined necessary for the conduct of ethical advertising among its member agencies and such rules shall have the force and effect as the provisions of these By-Laws”;

(11) ARTICLE III, Section 1, which is hereby amended to read as follows:

“Section 1 – Number, Qualification and Election – The Board of Trustees shall be composed of nine (9) Official Representatives of different Member Agencies in good standing who shall be elected every one year by the members. The trustees shall hold office for one year or until the election and qualification of their successors.

The term of office shall begin on the first day of January next following their elections. An Official Representative may be voted as trustee for three (3) consecutive terms only, regardless which Member Agency he/she may be representing. Thereafter, he/she may again be elected as trustee only after the lapse of one (1) term HE/SHE may thereafter again serve for three (3) consecutive terms. The term limitation herein imposed shall take effect only from January 2012.

All directors must remain as Senior Ranking Officers of their respective Member Agencies throughout the duration of their term as trustees. Should any trustees resign, be separated from his/her member agency, be demoted to a lower post or replaced by his/her member agency as its official representative, he/she shall, cease to be a trustee of the Association. The vacancy created shall be filled in accordance with the procedure outlined in Article III, Section 2 below.

Unless otherwise prohibited by the 3-year term limit above stated, such trustee may again be elected as a trustee for the next term while...representing another Member Agency, should he/she be designated as its Office Representative.

Further, should a Member-Agency fall to maintain its status as a member in good standing within any given year, any trustee from said Member-Agency may be removed by a vote of two-thirds (2/3) of the members entitled to vote or suspended from being a trustee, until the Member-Agency has restored its status as a member in good-standing”;

(12) ARTICLE III, Section 2, which is hereby amended to read as follows:

“**Section 2 – Vacancy in the Board – Any vacancy in the Board of Trustees, except by reason of removal by a vote of two-thirds (2/3) of the members entitled to vote or expiration of the term, shall be filled by the candidate/s in the previous election who received the next highest number of votes. In case of ties, the new trustee will be chosen from among the tied candidates by the Board of Trustees for as long as the Board still constitutes a quorum.**

In the event there were no other candidates who ran in the previous election except the nine (9) who were elected as trustees, the remaining trustees may remain and act as such, if still constituting a quorum, without need of filling up the vacancy.

Otherwise, the vacancy may be filled by the vote of at least a majority of the remaining trustees, if still constituting a quorum. A trustee so elected to fill a vacancy shall be elected only for the unexpired term of his/her predecessor in office”;

(13) ARTICLE III, Section 3, which is hereby amended to read as follows:

“**Section 3 – Meetings: Regular, Special, Notice and Waiver – As soon as practicable, after adjournment of the annual meeting of the Association, the elected trustees shall meet for the purpose of organizing, electing officers and transacting such other business as may come before the Board.**

The Board of Trustees, thereafter, shall hold regular meetings on the first Tuesday of every month at the principal office of the Association or at such other place as the Board may designate.

Special meeting of the Board of Trustees may be called at any time by the President or, in his/her absence by the Vice-President, upon three days’ notice to the members of the board, either verbally or in writing, or upon the written request of at least five (5) trustees”;

Notice of meetings may be waived by the members of the Board of Trustees either verbally or writing.

(14) ARTICLE III, Section 4, which is hereby amended to read as follows:

“**Section 4 – Quorum – A majority of the trustees shall constitute a quorum to transact a business”;**

(15) ARTICLE III, Section 5, which is hereby amended to read as follows:

“Section 5 – Powers of the Board – The power to administer and manage the business and assets of the Association as well as the authority to determine or alter its policies, rules, and direction consistent with these by-laws, uphold its values, and conduct its ordinary business shall be vested in the Board of Trustees. The Board shall have the power to elect all corporate officers and to appoint, upon recommendation of the President, an Administrative Officer of the Association along with all other subordinate officials/personnel and heads of different projects and standing or special committees, which projects and committees the board itself may decide to create. All other personnel shall be appointed and their compensation fixed by the President upon the recommendation of the Administrative Officer, except the Chief Accountant and other personnel connected with accounting and collection who shall be recommended by the Treasurer and appointed by the President”;

(16) ARTICLE III, Section 6, which is hereby amended to read as follows:

“Section 6 – Compensation – No trustee and officer shall receive any remuneration nor compensation for their services nor any per diems for attendance in board meetings”;

(17) ARTICLE IV, Section 1, which is hereby amended to read as follows:

“Section 1 – General Provisions – The officers of the association shall consist of Chairperson, President, Vice-President, Secretary, Treasurer and Corporate Controller who shall be elected by the members of the Board from among themselves immediately after the election of the Incoming Board. The officers shall hold office for a period of one (1) year or until the election and qualification of their successors. They may hold the same office for a second and succeeding term, only if they are elected into the board by association members in the following year and are elected into the same office by members of the new board. No officer shall hold the same office for more than two (2) successive terms.

Only the official representatives of the member-agencies may be elected as officers of the Association. In case the person elected should transfer to another agency during the term of office, he/she is considered automatically resigned from the Board and he/she automatically ceases to be an officer of the Association and his/her position shall be declared vacant by the Board. In the meeting where the position of any of the officers shall be declared vacant, a special election shall be held by the Board to elect the officer who shall fill up the vacant position. An officer whose position was declared vacant due to his/her transfer to another agency may be re-elected to his/her former position provided that at the time of the election, he/she shall have been designated already by the agency he/she transferred to as its official representative in the Association. The officer elected in this special election shall serve the rest of the term of the office vacated.

The officers of the Association shall exercise such powers and perform duties as are expressly conferred upon them by these By-Laws and/or by the Board of Trustees in conformity with the provisions of these By-Laws. However, they may delegate to other officers or employees of the Association such routinary or ministerial duties or their office”;

(18) ARTICLE IV, Section 2, which is hereby amended to read as follows:

“Section 2 – The Chairperson – The Chairperson shall have the following powers and duties:

a. To preside at all meetings of the Board of Trustees;

xxx

d. To act as spoke person of the association; and

xxx

f. **To consult with and seek advice from previous officers of the association on such issues and concerns pertaining to the association**”;

(19) ARTICLE IV, Section 3, which is hereby amended to read as follows:

“Section 3 – The President – The President shall have the following powers and duties:

xxx

The President shall exercise all the powers and discharge all the duties of the Chairman/Chairperson in the absence or incapacity of the latter, as well as all the other powers and duties as the Board and/or the Association may from time to time rest in him/her”;

(20) ARTICLE IV, Section 4, which is hereby amended to read as follows:

“Section 4 – The Vice-President – The Vice-President shall exercise all the powers and discharge all he duties of the President in the absence or incapacity of the latter, as well as all other powers and duties as the Board and/or Association may from time to time rest in him/her. As much, he/she shall be made in-charge of one (1) committee as well as at least one (1) project of the association during his/her term”;

(21) ARTICLE IV, Section 5, which is hereby amended to read as follows:

“Section 5 – Secretary – The Secretary shall have the following powers and duties:

a. To keep the minutes of all meetings of the Board of Trustees and Association, as well as the minutes of the committees created by these By-Laws or by authority of the Board or of the Association;

xxx

- b. To keep all the records and documents of the Association and to take charge of the certificates of stocks, the membership book, and such other books as the Board may direct;

xxx”;

(22) ARTICLE IV, Section 6, which is hereby amended to read as follows:

“Section 6 – Treasurer – The Treasurer shall have the following powers and duties:

- a. To have custody of, and be responsible for, all funds of the Association to keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books or accounts of the Association, and to see to it that disbursements and expenditures are evidenced by appropriate vouchers and/or receipts.
- b. To deposit in the name and to the credit of the Association in such banks as may be designated from time to time by the Board, all funds belonging to the Association which may come under his/her control and which shall be withdrawn only by checks signed by the authorized officers of the Association;

xxx”;

(23) ARTICLE V, Section 1, which is hereby amended to read as follows:

“Section 1 – Membership – The Executive committee shall be composed of the Chairperson, President, Vice-President, Secretary, and Treasurer of the Association. The Chairperson of the Association shall be the presiding officer of the Executive Committee”;

(24) ARTICLE V, Section 2, which is hereby amended to read as follows:

“Section 2 – Functions –

xxx

However, the Executive Committee shall not have the power to appoint officers to fill vacancies or to suspend any officer, to authorize any expenditures over the amount budgeted and approved for that category of expense, except as may be authorized from time to time by the Board”;

(25) ARTICLE VI, Section 1, which is hereby amended to read as follows:

“Section 1 – Membership – The Council of Advisers shall be composed of all past Chairpersons and all past Presidents of the Association. The immediate past Chairperson of the Association shall be the presiding officer of the Council”;

- c. To initiate dialogue with government agencies on matters relevant to the industry;
- d. To work closely with the ad standards council (asc) on government-related issues.

xxx

- f. COMMITTEE ON EDUCATION
-ARAL as a project under it

xxx

(4) To Provide Information And Assist Agencies In Their Planning And Business Development Initiatives”;

- (31) ARTICLE VIII, Section 1, which is hereby amended to read as follows:

“**Section 1** – Application for Membership – Application for membership in the Association shall be filed with the Secretariat. The Secretariat shall endorse said application to the **Director-In-Charge of the** Committee on Membership **who** in turn shall make a thorough inquiry into the qualification of the applicant agency as prescribed in the By-Laws and shall report HIS/HER findings on said applicant, favorably or unfavorably, to the Association. Acceptance of an agency will require **the approval of the said Director-In-Charge and** an affirmative vote of at least 2/3 of all the members of the Board of **Trustees**”;

- (31) ARTICLE VIII, Section 3, which is hereby amended to read as follows:

“**Section 3** – The applicant agency shall furnish reliable references as to both its business practices and advertising records, **including but not limited to existing client and supplier certifications**”;

- (32) ARTICLE VIII, Section 5, which is hereby amended to read as follows:

“**Section 5** – Any member of the Association may be charged by another member, a media establishment, an advertiser and other parties with unprofessional conduct inimical to the best interest of the Association or in violation of the By-Laws or **any of the** rules and regulations, **policies and practices** of the Association and/or the industry’s Code of Ethics, **THROUGH its own action, that of its officers and employees or its official representative or alternate,** provided such charges are in writing properly signed by the complainant and addressed to the Association”;

- (33) ARTICLE VIII, Section 6, which is hereby amended to read as follows:

(26) ARTICLE VI, Section 1, which is hereby amended to read as follows:

“Section 2 – Functions – Upon notice by the board, the Council shall regularly make available to the Board of Trustees and the general membership the services of its former leaders on a continuing basis to assist the association address its issues and concerns. The Council shall also give formal recognition and honor to those members who have served the association in a key capacity”;

(27) ARTICLE VII, Section 1, which is hereby amended to read as follows:

“Section 1 – Standing Committees –

xxx

Each standing committee shall be headed by an officer or trustee to be referred to as the “Director-In-Charge who shall be appointed by the president upon recommendation by the board”;

(28) ARTICLE VII, Section 2, which is hereby amended to read as follows:

“Section 2 – The Director In-Charge of a committee shall hold office for a term of one (1) year unless sooner relieved by the President or until he/she voluntarily resigns. a vacancy in the position of “Director In Charge” shall be filled by presidential appointment”;

(29) ARTICLE VII, Section 3, which is hereby amended to read as follows:

“Section 3 – Other Committees may be created from time to time by the President subject to confirmation by the Board. The Director-In-Charge shall be responsible in appointing the members of his/her committee if he/she deems it necessary and appropriate for efficiency, the committee if he/she deems it necessary and appropriate for efficiency, the committees below shall be headed by the following officers:

- (A) Committee On Trade Relations – Chairperson**
- (B) Committee On Finance/Ways & Means – Treasurer**
- (C) Committee On Government Relations – Vice President**
- (D) Committee On Professional Practice And Ethics – President”;**

(30) ARTICLE VII, Section 4, which is hereby amended to read as follows:

“Section 4 – The duties of the standing committees shall be as follows:

xxx

e. COMMITTEE ON GOVERNMENT RELATIONS

xxx

“Section 6 – The appropriate committee or officer to which any formal charge has been properly brought to shall conduct a preliminary inquiry into such charge or charges in order to determine whether or not a bonafide case exists against the member agency concerned”;

(34) ARTICLE VIII, Section 7, which is hereby amended to read as follows:

“Section 7 – After determining that a bonafide case against the member agency exists, the appropriate committee or officer shall proceed with the formal investigation charges. Require the member agency concerned to explain and give its side of the matter, and hold a hearing to allow the parties to further argue their positions”;

(35) ARTICLE VIII, Section 8, which is hereby amended to read as follows:

“Section 8 – Any member – Agency of the Association that is under investigation by any committee or officer shall not have the right resign voluntarily until the investigation or the charges filed against it shall have been completed and the recommendations of the committee or officer to which the charges have been referred to for action shall have been acted upon by the association”;

(36) ARTICLE VIII, Section 9, which is hereby amended to read as follows:

“Section 9 – The Board of Trustees, after giving the member-agency the opportunity to appear before it in its own defense and argue its case, and after due consideration of all the evidence presented, the findings and recommendations of the appropriate committee may by an affirmative vote of at least 2/3 of all the members of the Board, suspend or expel members under investigation or impose such other sanctions as it may deem appropriate considering the circumstances of the case.

In all instances applicable herein, if the expulsion/removal of the member agency concerned based on the grounds stated in these by-laws, the code of ethics, and such other rules and regulations as well as policies and practices of the association, shall likewise result in the expulsion/removal of its official representative or alternate acting as trustee of the association, the vote of two-third’s (2/3) of the members entitled to vote shall be required at a regular or special meeting called for the purpose and after previous notice to members of the intention to propose such expulsion/removal as trustee at the meeting”;

(37) ARTICLE VIII, Section 12A, which is hereby amended to read as follows:

“Section 12-A – The following shall, after proper notice and hearing, be grounds for the suspension of a Member Agency:

1) (dropped)

XXX

- 4) Failure to comply with the provisions of the association's by-laws, code of ethics, and such other rules and regulations, policies, and practices prescribed or may be prescribed by the association through the board;
- 5) Other cases analogous to the foregoing”;

(38) ARTICLE VIII, Section 12B, which is hereby amended to read as follows:

“**Section 12-B** – The following shall, after proper notice and hearing, be grounds for the expulsion of a Member Agency.

XXX

- 3) Failure to comply with the provisions of the association's by-laws code of ethics, and such other rules and regulations, policies, and practices prescribed or may be prescribed by the association through the board.
- 4) other cases analogous to the foregoing”;

(39) ARTICLE VIII, Section 1, which is hereby amended to read as follows:

“**Section 1** – Entrance Fee – The entrance fee shall be an amount fixed by the Board payable by an applicant agency upon being informed of its acceptance to the membership of the Association. In no case shall an applicant agency be permitted to take its oath of membership **through its official representative** or be recorded as member unless and until it has paid its entrance fee and its first monthly due.

The entrance fee may be increased or decreased by a two-third vote of the Board of **Trustees**”;

(40) ARTICLE X, Section 2, which is hereby amended to read as follows:

“**Section 2** – Official Signatories – The official signatories in all financial matters of the Association shall be **the Chairperson**, President, Vice-President, and the Treasurer, and no checks or drafts or negotiable instruments shall be honored without the **signatures** or any two (2) of the four (4) above-mentioned officers, provided that whenever the President and the Treasurer shall be available their signatures shall take precedent over that of the Vice-President”;

(41) ARTICLE XI, Section 1, which is hereby amended to read as follows:

“**Section 1** – The Association by an affirmative vote of a majority of **the board, and at least a majority of** all the members, may amend or repeal these By-Laws or adopt new By-Laws at any annual meeting or special meeting called for the purpose, provided that a notice setting forth the proposed amendment or

amendments with reason therefore shall have been sent to each member at least **eight (8)** days prior to the date of said annual or special meeting”;

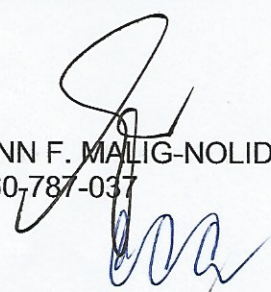
(42) ARTICLE XI, Section 2, which is hereby amended to read as follows:

“**Section 2** – The Executive Committee or any Board or **trustees** may adopt additional rules and regulations in harmony with the Articles of Incorporation. **The by-laws, code of ethics, and such other existing rules and regulations, polices and practices,** but shall not alter, modify or repeal the said Articles of Incorporation or any provision of these By-Laws”;

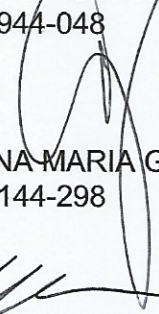
(43) ARTICLE XII, Section 1, which is hereby amended to read as follows:

“**Section 1** – The Board of **Trustees** subject to the approval of the Association, shall cause a corporate seal to be designed and adopt such seal which shall be used on all corporate papers and documents as may be authorized by the Board of **Trustees**”;

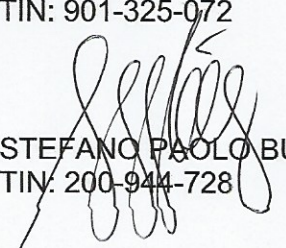
IN WITNESS WHEREOF, we have hereunto signed this Certificate this ____ day of 19 SEP 2018, 2018.


SUE ANN F. MALIG-NOLIDO
TIN: 160-787-037


CLARA PATRICIA C. CRUZ
TIN: 115-944-048

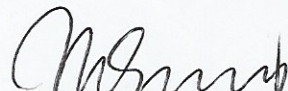

CHRISTINA MARIA G. GONZALES
TIN: 108-144-298

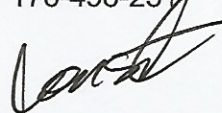

GOLDA JULITA A. ROLDAN
TIN: 901-325-072


STEFANO PAOLO BUNAG
TIN: 200-944-728


ERES T. GATMAITAN-ASPI
TIN: 101-047-675


NORMAN A. AGATEP
TIN: 107-266-394


MAYA A. ROLDAN
TIN: 176-498-251


LOU EMMANUEL T. SANTOS
TIN: 909-819-619

Countersigned:

Eres T. Gatmitan

ERES T. GATMAITAN - ASPI

Corporate Secretary

TIN: 101-0047-675

19 SEP 2018

SUBSCRIBED and SWORN to before me this _____ at _____ by the above-named persons who exhibited to me their respective identification documents as follows:

Name	I.D.
SUE ANN F. MALIG-NOLIDO	DRIVER'S LICENSE N0390008551
CLARA PATRICIA C. CRUZ	SSS 33-0538629-3
CHRISTINA MARIA G. GONZALES	PASSPORT EC2336253
ERES T. GATMAITAN-ASPI	PASSPORT EC3126627
GOLDA JULITA A. ROLDAN	PASSPORT EB8523362
MAYA A. ROLDAN	PASSPORT EC1181252
NORMAN A. AGATEP	PASSPORT EC8001409
STEFANO PAOLO G. BUNAG	PASSPORT EC1563335
LOU EMMANUEL T. SANTOS	PASSPORT EB9299188

Doc No. 72;
Page No. 16;
Book No. 4;
Series of 2018.

Ashley Eve C. Rebadulla

ASHLEY EVE C. REBADULLA

Notary Public-Makati City

Attorney's Roll No. 69050

PTR No. 6619057; Makati; 01-04-2018

IBP LRN No. 016560; Ortigas; 07-25-2017

Appointment No. M-99; Until 12-31-2019

Admitted to the Bar 2017

11/F Security Bank Centre, 6776 Ayala, Makati

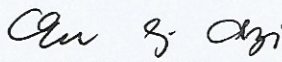
SECRETARY'S CERTIFICATE

I, **ERES T. GATMAITAN-ASPI**, Filipino, of legal age and capacity, after having duly sworn in accordance with law, hereby depose and state that:

1. I am the duly elected Corporate Secretary of **ASSOCIATION OF ACCREDITED ADVERTISING AGENCIES-PHILIPPINES, INC.** ("Corporation"), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at Unit 442, Cityland Pasong Tamo Tower, 2210 Don Chino Roces Avenue, Makati City;

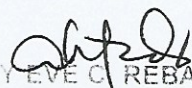
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this 19 SEP 2018 in MAKATI CITY.


ERES T. GATMAITAN-ASPI
TIN: 101-047-675
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 19 SEP 2018 in MAKATI CITY, affiant exhibited to me her Passport No. EC3126627, issued at DFA NCR East on January 7, 2020.

Doc. No. 73 ;
Page No. 10 ;
Book No. II ;
Series of 2018


ASHLEY EVE C. REBADULLA
Notary Public-Makati City
Attorney's Roll No. 69050
PTR No. 6619057; Makati; 01-04-2018
IBP LRN No. 016560; Ortigas; 07-25-2017
Appointment No. M-99; Until 12-31-2019
Admitted to the Bar 2017
11F Security Bank Centre, 6776 Ayala, Makati