



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

The SEC Headquarters
7907 Makati Avenue, Salcedo Village,
Barangay Bel-Air, Makati City, 1209, Metro Manila

COMPANY REG. NO. 75153

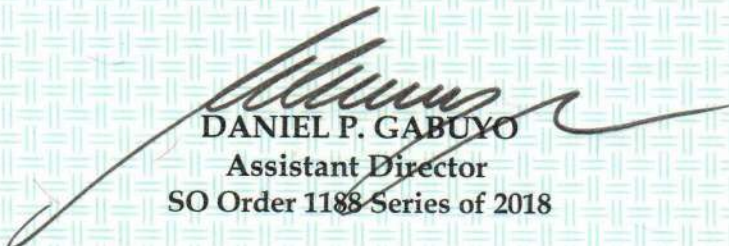
CERTIFICATE OF FILING OF AMENDED BY LAWS

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 February 1, 2023 by majority vote of the Board of Trustees and on June 29, 2023 by the vote of at least 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 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 15th day of February, Twenty Twenty Four.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

EV/bds

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

A S S O C I A T I O N O F A C C R E D I T E D A D -
V E R T I S I N G A G E N C I E S - P H I L I P P I N E S
I N C .

AMENDED TO:
New Company Name

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

U N I T 4 4 2 , C I T Y L A N D P A S O N G T A M O
T O W E R , 2 2 1 0 D O N C H I N O R O C E S A V
B R G Y . P I O D E L P I L A R , M A K A T I

ZIP CODE

1 2 3 0

COMPANY INFORMATION

Company Email Address

Company's Telephone Number/s

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

(02) 88911316

Mobile Number

09088665786

Contact Person's Address

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

To be accomplished by CRMD Personnel

Date

Signature

Assigned Processor

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

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 Unit 442, 2210 Cityland Pasong Tamo Tower, Chino Roces Avenue, Makati City. 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 Trustees. (As amended on May 20, 2021)

ARTICLE II

MEMBERS

Section 1 – Membership in the Association shall either be regular or associate, and shall bear the following criteria:

- a. Members in general, shall consist of entities legitimately organized to engage in services involving marketing, communications, and/or advertising, whether this be in the area of creative development, media, digital, design, activation, public relations, content production, and publishing, branding, strategic planning or full service. (As further amended on June 29, 2023,
- b. A regular member shall be a SEC-registered corporation validly operating according to the laws of the Philippines with the minimum paid-in capital of at least three hundred thousand pesos (P300,000). It has the right to vote during meetings and its official representative can be voted into the board. (As further amended on June 29, 2023)
- c. An associate member shall be a DTI-registered single proprietorship, a sec-registered partnership, or a division/department/unit of an existing corporation carrying or aligned with a brand name, duly represented by an individual who is the owner or officer thereof. An associate member shall have no voting rights whatsoever and its official representative cannot be voted into the board or as corporate officer at any given time. (As further Amended on June 29, 2023).
- d. A natural person is disqualified to be a member of the association. (As amended on June 29, 2023)
- e. Each Member, be it a regular or associate, 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 Regular Member in the Board of Trustees if so elected, to do Committee work and to decide and act on behalf of the Member, 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 Regular or Associate Member may replace its Official Representative anytime. However, if the Official Representative replaced is a Trustee, the replacement Official Representative does not automatically take their place in the Board. The vacancy created shall be filled in accordance with Article III Section 2. (As Further Amended on June 29, 2023)

In the absence of the Official Representative during any Association meeting, an Alternate, holding the proper written proxies or authorizations from the Member and the Official Representative, respectively, may attend such meetings for the Member but cannot vote unless specifically and expressly stated in the said written authorizations, and unless they represent a Regular Member. They also cannot be voted into the Board. (As Further Amended on June 29, 2023)

- f. An Applicant for Regular or Associate Membership, must have been in operation for at least one year upon application, must be sponsored/introduced by at least two regular 4A's-Philippines Members in good-standing duly recommended by the Membership Committee, and should have the following practices. (As Further Amended on June 29, 2023):
 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 Organization. (As Further Amended on June 29, 2023)
 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. An Applicant for Regular Membership must have a minimum paid up capital of P300,000.00 (As Further Amended on June 29, 2023)
 6. must be in compliance with Article II, Section 1(b). (As Further Amended on June 29, 2023)
- g. Members must abide by all the policies, rules and regulations of the Association, including its by laws and code of ethics, the Ad Standard Council's 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 May 20, 2021)

Section 2 – Power to Vote and be Voted – A Regular Member, in good standing, shall be entitled to one vote only at all meetings of the Association, and may be voted. Each Regular Member's voting representative may be required to present proper credentials authorizing him/her to act and vote for their company. Official Representative though is presumed to have such authority to vote for said Regular Member, unless otherwise stated by such Regular Member in writing. Other duly accredited representatives of each Regular Member shall be admitted and have the privilege of the floor at all meetings of the association. (As Further Amended on June 29, 2023)

A Member, be it a Regular of an Associate, 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, ASC 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 29, 2023)

The right to vote of a Regular member may be exercised in person through its Official Representative, through an Alternate with a written proxy/authorization, or through remote communication. In case the meeting was conducted through remote communication, teleconferencing or any other similar means, an electronic or visual and audio recording of the meeting shall be made. (As Further Amended on June 29, 2023)

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. (As Further Amended on June 27, 2018)

At such meeting, the candidates coming from the Regular members who receive the highest number of votes cast by the Regular members of the Association shall be considered elected to the Board of Trustees every other year. However, by way of exception, Official Representatives of new Regular Members even though the latter are in good standing, and can vote, cannot be voted upon as Trustees and officers of the Association during the first year of their membership in the Association. (As Further Amended on June 29, 2023)

During the annual meeting, all members may transact other business and/or consider such other matters about which they have been properly given notice before such meeting. (As Further Amended on June 29, 2023)

Section 4 – Regular and Special Meetings – The Association shall hold regular general membership meetings 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 29, 2023)

Special meetings of the Association for any purpose or purposes may be called by the president or by a majority of the Regular members. (As Amended on June 29, 2023)

The attendance of any Member's Official Representative or alternate is required during regular or special meetings. The presence of any other person purporting to be an Official Representative or alternate, without the proper written proxy identifying

them as authorized to represent such Member shall not be considered as presence of the Member for attendance purposes. (As Further Amended on June 29, 2023)

The Official Representative or the Alternate holding the proper written authorizations from the Member and the Official Representative, who cannot physically attend the meeting may participate therein through remote communication or other alternative modes of communication that the Association may provide. If the Official Representative or Alternate intends to participate in the meeting through remote communication, they shall notify in advance the Corporate Secretary of their intention. (As Further Amended on June 29, 2023)

Section 5 – Notice of Meetings – Notice of every meeting shall be given to each Member of record, be it a Regular of an Associate, 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, including the time, place, purpose and the requirements and procedures for remote communication of such meeting and shall be sent in such manner as to insure its receipt by each Member. The notice shall be sent at least twenty-one days (21) before a regular meeting, and at least seven (7) days before a special meeting of the members. (As Further Amended on June 29, 2023)

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 Regular membership shall constitute a quorum for the transaction of the business of the Association except when otherwise provided herein. An Official Representative or Alternate of a Regular Member who participates through remote communication, shall be deemed present for purposes of a quorum. In the event that less than a quorum be present in any meeting, a majority of those members 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 Further Amended on June 29, 2023)

Section 8 – Rule Governing the Advertising Practice of all Members – By an affirmative vote of a majority of all the members of the board, the Association, consistent with the By-Laws, shall adopt rules and regulations as may be determined necessary for the conduct of ethical advertising among all its Members. Such rules shall have the force and effect as the provisions of these By-Laws. (As Amended on June 29, 2023)

For the convenience of all the members, the Board can, from time to time, provide for and subsequently amend the internal procedures embodying the mechanisms for participation in meetings and voting through remote communication. The internal procedures may take into account the association's number of members, location of members, importance of matters to be discussed and voted upon in the meeting, and other factors consistent with the protection and promotion of the members' rights. (As Further Amended on June 29, 2023)

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 Regular Members in good standing who shall be elected every OTHER YEAR by the Regular Members. The Trustees shall hold office for a TERM OF TWO (2) YEARS or until the election and qualification of their successors. (As Further Amended on June 29, 2023)

The term of office OF TWO (2) YEARS shall begin on the first day of January next following their elections. An Official Representative may be voted as Trustee for TWO (2) consecutive terms only, regardless which Regular Member company they may be representing. Thereafter, they may again be elected as Trustee only after the lapse of one (1) term. They may thereafter again serve for TWO (2) consecutive terms. (As Further Amended on June 29, 2023)

All TRUSTEES must remain as Senior Ranking Officers of their respective Regular Members throughout the duration of their term as Trustees. Should any TRUSTEE resign, be separated from their Regular Member company, be demoted to a lower post or replaced by their Regular Member company as its official representative, or be incapacitated, 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 29, 2023)

Unless otherwise prohibited by the TWO (2)-year term limit above stated, such trustee may again be elected as a trustee for the next term while representing another Regular Member company, should they be designated as its Office Representative. (As Further Amended on June 29, 2023)

Further, should a Regular Member fail to maintain its status as a member in good standing within any given year in accordance with Article II, Section 2, any trustee from said Regular Member company may be suspended from being a trustee or removed by a vote of two-thirds (2/3) of the Regular Members entitled to vote, until the Regular Member has restored its status as a Member in good-standing. (As Further Amended on June 29, 2023)

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 Regular 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 29, 2023)

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 their predecessor in office. (As Further Amended on June 29, 2023)

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).

Regular meetings of the Board of Trustees shall be held at least once a month. Failure of a Trustee to attend three (3) consecutive regular board meetings or non-fulfillment of assigned or assumed duties and obligations may be a ground for SUSPENSION OR REMOVAL. (As Amended June 29, 2023)

Special meeting of the Board of Trustees may be called at any time by the President or, in their 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 Further Amended on June 29, 2023)

A Trustee who cannot physically attend or vote at any meeting may participate and vote therein through remote communication such as video conferencing, teleconferencing or other alternative modes of communication that allow them reasonable opportunity to participate. The trustee who intends to participate via remote communication shall notify the Corporate Secretary of their intention in advance. (As Further Amended on June 29, 2023)

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) A Trustee who participates through remote communication shall be deemed present for the purpose of attaining a quorum. (As Amended on May 20, 2021)

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 every year 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. No officer shall hold the same office for more than two (2) successive terms. (As Further Amended on June 29, 2023)

Only the official representatives of the Regular Members may be elected as officers of the Association. In case the person elected should transfer to another company during the term of office, they are considered automatically resigned from the Board and they automatically ceases to be an officer of the Association and their 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 their transfer to another company may be re-elected to their former position provided that at the time of the election, they shall have been designated already by the Regular Member company they 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 Further Amended on June 29, 2023)

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 spokesperson 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 Further Amended on May 20, 2021)

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 them. (As Further Amended on June 29, 2023)

Section 4 – The Vice-President – The Vice-President shall exercise all the powers and discharge all the 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 them. As much, they shall be made in-charge of one (1) committee as well as at least one (1) project of the association during their term. (As Further Amended on June 29, 2023)

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

- a. To confirm quorum in all meetings, note members of trustees who signified intention to attend meetings via remote communication when so provided by the Corporation, record and keep the minutes of all meetings of the Board of Trustees and members of the Corporation; 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; (As Amended on May 20, 2021)
- 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)
- f. To ensure suitable equipment and facilities are available for the orderly, secured, and uninterrupted conduct of meetings by remote communication when so authorized by the Corporation, safekeep and perpetuate an updated data storage equipment or facility the visual and audio recordings and require the signing of the minutes of the meeting whenever the act of signing is practicable on a reasonable time after the meeting. (As Amended on May 20, 2021)

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:

- Committee on Membership
- Committee on Trade Relations
- Committee on Finance/Ways & Means
- Committee on Government Relations
- Committee on Information
- Committee on Programs
- Committee on Creative Services
- 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 "Trustee-In-Charge" who shall be appointed by the President upon recommendation by the Board. (As Further Amended on May 20, 2021)

Section 2 – The Trustee-In-Charge of a Committee shall hold office for a term of one (1) year unless sooner relieved by the President or until they voluntarily resign. A vacancy in the position of "Trustee-In-Charge" shall be filled by presidential appointment. (As Further Amended on June 29, 2023)

Section 3 – OTHER Committees may be created from time to time by the President subject to confirmation by the Board. The Trustee-In-Charge shall be responsible in appointing the members of their committee if they deem 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 Further Amended on June 29, 2023)

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

a. COMMITTEE ON MEMBERSHIP

- (1) To encourage qualified persons engaged in services involving marketing, communications and/or advertising in the Philippines pursuant to Article II, Section 1(b) hereof, to join the Association.
- (2) To accept applications for Regular or Associate membership in the Association;
- (3) To pass upon the qualification for membership of an applicant 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 Members for violating these By-Laws and other Association rules and regulations where the consequence involves the suspension or expulsion of a Member. 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. (As Further Amended on June 29, 2023)

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 members of the Association;
- (7) To coordinate all matters pertaining to member affairs
- (8) To help solve problems between members. (As Further Amended on May 20, 2021)

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 Further Amended on May 20, 2021)
- 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 of value to the trade. (As Further Amended on June 29, 2023)
 - (4) To Provide Information And Assist Members In Their Planning And Business Development Initiatives. (As Further Amended on May 20, 2021)
- 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 Members of the association and
 - (2) To plan, coordinate and execute all matters pertaining to general Membership Meetings and Special Meetings. (As Further Amended on May 20, 2021)

ARTICLE VIII

ADMISSION, ATTENDANCE, INCENTIVES, SUSPENSION & EXPULSION OF MEMBERS (As Amended on May 20, 2021)

Section 1 – Application for Membership – Application for membership in the Association, be it Regular or Associate shall be filed with the Secretariat. The Secretariat shall endorse said application to the Trustee-In-Charge of the Committee on Membership who in turn shall make a thorough inquiry into the qualification of the applicant either as Regular or Associate Member as prescribed in the By-Laws and shall report HIS/HER findings on said applicant, favorably or unfavorably, to the Association. Acceptance of an applicant will require the approval of the said Trustee-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 29, 2023)

Section 2 – Qualifications for Membership – The Qualifications for membership shall be as per the provisions of Section 1, Article II of these By-Laws. (As Amended on June 29, 2023)

Section 3 – The applicant shall furnish reliable references as to both its business practices and advertising records, including but not limited to existing client and supplier certifications. (As Further Amended on May 20, 2021)

Section 4 – No applicant shall be accepted as a Regular or Associate member of the Association unless it can give reasonable assurances of its readiness and ability to uphold standards set by the Association. (As Further Amended on June 29, 2023)

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, code of ethics, or any of the rules and regulations, policies and practices of the Association and/or the ASC'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 Further Amended on June 29, 2023)

The foregoing notwithstanding, the association, by an affirmative vote of a majority of the board, may motu proprio or acting on its own, direct a member to show cause and explain its involvement on any issue or controversy which may be regarded by the board as unprofessional conduct inimical to the best interest of the association or in violation of the By-Laws, code of ethics or any of the rules and regulations, policies and practices of the association, and/or the ASC's code of ethics.

The matter shall be treated as a formal charge by the association itself against the member, be it regular or associate, who shall then undergo the same administrative process described in Sections 6 to 9 below.

Such charge shall also be the subject of administrative proceedings as prescribed under Sections 6 to 10 below, where hearings will be scheduled to allow the concerned member the opportunity to be heard and to present its arguments and positions, in writing and orally, as well as to answer clarificatory questions from the board, before the board arrives at its decision. (As Amended on June 29, 2023)

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 concerned. (As Further Amended on May 20, 2021)

Section 7 – After determining that a bonafide case against the Member exists, the appropriate committee or officer shall proceed with the formal investigation charges, require the Member concerned to explain and give its side of the matter, and hold a hearing to allow the parties to further argue their positions. (As Further Amended on June 29, 2023)

Section 8 – Any Member of the association that is under investigation by any committee or officer shall not have the right to withdraw its membership 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 Further Amended on May 20, 2021)

Section 9 – The Board of Trustees, after giving the Member 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 the member under investigation or impose such other sanctions as it may deem appropriate considering the circumstances of the case, including but not limited to the imposition of reasonable fines and disqualification in the Association's programs, activities, competitions and/or awards. (As Further Amended on June 29, 2023)

In all instances applicable herein, if the expulsion/removal of the Member 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 Regular Members entitled to vote shall be required at a regular or special meeting called for the purpose and after previous notice to the Regular members of the intention to propose such expulsion/removal as trustee at the meeting. (As Further Amended on June 29, 2023)

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

- 1) Any Member 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 Further Amended on May 20, 2021)
- 2) Any Member 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. (As Amended on May 20, 2021)

- 3) A Member 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 Further Amended on May 20, 2021)

Section 11 – Any Member that fails to pay its dues, obligations, or fines of any kind for a period of 60 days after they have become due, and after the Association has sent it two (2) written notices demanding said payment, be it email, regular mail, or courier, will be suspended from the membership for a period of 60 days, within which time it is allowed to pay said dues, obligations or fines. However, if said dues obligations or fines are still unpaid within the 60-day suspension period, the same shall be a ground for its expulsion and the termination of its membership from the Association after due notice and hearing. (As Further Amended on June 29, 2023)

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

- 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 written 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; (As Amended on June 29, 2023)
- 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.

- 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 Further Amended on May 20, 2021)

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

- 1) Members shall be disallowed to participate and be represented in all activities of the Association;
- 2) Members shall not receive any information and communications pertaining to and related to the workings of the Association; (As Amended on June 29, 2023)
- 3) Members cannot be involved and participate through sectoral representation i.e. ASC and other trade bodies or councils;
- 4) Members 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 May 20, 2021)
- 5) Regular Members shall lose all Voting Rights **and cannot be voted**. (As Further Amended on June 29, 2023)
- 6) Members shall pay all allowable fines imposed, consistent with the Rules and Regulations of the Association. (As Amended on June 29, 2023)

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

For reinstatement after expulsion, the Member 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 or Obligations of any kind within the prescribed period as stated in Article VIII, Section 11; (As Amended on June 29, 2023)
- 2) Completion of the period of suspension due to non-attendance in general membership meetings.
- 3) Payment of fines and compliance with such other rules and regulations for the lifting of suspension (As Amended on June 29, 2023)
- 4) Remedying the breach for which suspension was imposed. (As Further Amended on May 20, 2021)

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 upon being informed of its acceptance to the membership of the Association. In no case shall an applicant 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 Further Amended on May 20, 2021)

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, taking into consideration the type of membership to which the member belongs. The annual dues shall be paid as per schedule or schedule established by the Board. (As Amended on June 29, 2023)

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. (As Amended on May 20, 2021)

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. (As Further Amended on May 20, 2021)

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 Regular 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 Regular Member at least eight (8) days prior to the date of said annual or special meeting. (As Further Amended on June 29, 2023)

Section 2 – The Executive Committee or the 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, policies and practices, but

shall not alter, modify or repeal the said Articles of Incorporation or any provision of these By-Laws. (As Further Amended on June 29, 2023)

ARTICLE XII

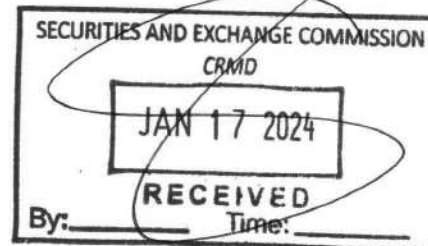
MISCELLANEOUS

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 majority trustees of **ASSOCIATION OF ACCREDITED ADVERTISING AGENCIES-PHILIPPINES, INC.** ("Corporation"), do hereby certify that the Articles of Incorporation of the Corporation was amended by a majority vote of the Trustees at a meeting held for that purpose at the principal office of the Corporation on February 1, 2023, 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 29, 2023.

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

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

"Section 1 – Membership in the Association shall either be regular or associate, and shall bear the following criteria:

a. Members in general, shall consist of entities legitimately organized to engage in services involving marketing, communications, and/or advertising, whether this be in the area of creative development, media, digital, design, activation, public relations, content production, and publishing, branding, strategic planning or full service.

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

b. A regular member shall be a SEC-registered corporation validly operating according to the laws of the Philippines with the minimum paid-in capital of at least three hundred thousand pesos (P300,000). It has the right to vote during meetings and its official representative can be voted into the board.

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

c. An associate member shall be a DTI-registered single proprietorship, a sec-registered partnership, or a division/department/unit of an existing corporation carrying or aligned with a brand name, duly represented by an individual who is the owner or officer thereof. An associate member shall have no voting rights whatsoever and its official representative cannot be voted into the board or as corporate officer at any given time.

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

d. A natural person is disqualified to be a member of the association.

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

e. Each Member, be it a regular or associate, 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 **Regular** Member in the Board of Trustees if so elected, to do Committee work and to decide and act on behalf of the Member, 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 **Regular or Associate** Member may replace its Official Representative anytime. However, if the Official Representative replaced is a Trustee, the replacement Official Representative does not automatically take **their** 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, holding the proper written proxies or authorizations from the Member and the Official Representative, respectively, may attend such meetings for the Member but cannot vote unless specifically and expressly stated in the said written authorizations, **and unless they represent a Regular Member. They** also cannot be voted into the Board.

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

- f. An Applicant **for Regular or Associate Membership**, must have been in operation for at least one year upon application, must be sponsored/introduced by at least two regular 4A's-Philippines Members in good-standing duly recommended by the Membership Committee, and should have the following practices.

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 **Organization**.

xxx

5. **An Applicant for Regular Membership** must have a minimum paid up capital of P300,000.00

6. must be in compliance with **Article II, Section 1(b)**.

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

- g. Members must abide by all the policies, rules and regulations of the Association, including its by laws and code of ethics, **the Ad Standard Council's Code of Ethics**, as well as those policies and rules formulated by the Board and the Standing Committee ratified by the membership.

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

Section 2 – Power to Vote and be Voted – A Regular Member, in good standing, shall be entitled to one vote only at all meetings of the Association, and may be voted. Each **Regular** Member's voting representative may be required to present proper credentials authorizing him/her to act and vote for **their** company. Official Representative though is presumed to have such

authority to vote for said **Regular** Member, unless otherwise stated by such **Regular** Member in writing. Other duly accredited representatives of each **Regular** Member shall be admitted and have the privilege of the floor at all meetings of the association.

A Member, **be it a Regular of an Associate**, 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, **ASC Code of Ethics**, and such other guidelines, policies, and practices as may be prescribed by the association through its board, from time to time.

The right to vote of a **Regular** member may be exercised in person through its Official Representative, through an Alternate with a written proxy/authorization, or through remote communication. In case the meeting was conducted through remote communication, teleconferencing or any other similar means, an electronic or visual and audio recording of the meeting shall be made.

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

Section 3 – Annual Meeting - xxx

At such meeting, the candidates **coming from the Regular members who receive** the highest number of votes cast by the **Regular** members of the Association shall be considered elected to the Board of Trustees **every other year**. However, by way of exception, Official Representatives of new **Regular** Members even though the latter are in good standing, and can vote, 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, **all** members may transact other business and/or consider such other matters about which they have been properly given notice before such meeting.

- (10) 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 **meetings** 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 **Regular** members.

The attendance of **any** Member's Official Representative or alternate is required during regular or special meetings. The presence of any other person purporting to be an **Official** Representative or alternate, without the proper written proxy identifying **them** as authorized to represent such Member shall not be considered as presence of the Member for attendance purposes.

The Official Representative or the Alternate holding the proper written authorizations from the Member and the Official Representative, who cannot physically attend the meeting may participate therein through remote communication or other alternative modes of communication that the Association may provide. If the Official Representative or Alternate intends to participate in the meeting through remote communication, **they** shall notify in advance the Corporate Secretary of **their** intention.

- (11) 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, **be it a Regular of an Associate**, 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, including the time, place, purpose and the requirements and procedures for remote communication of such meeting and shall be sent in such manner as to insure its receipt by each Member. The notice shall be sent at least twenty-one days (21) before a regular meeting, and at least seven (7) days before a special meeting of the members.

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

Section 7 – Quorum – A majority of the entire **Regular** membership shall constitute a quorum for the transaction of the business of the Association except when otherwise provided herein. An Official Representative or Alternate of a **Regular** Member who participates through remote communication, shall be deemed present for purposes of a quorum. In the event that less than a quorum be present in any meeting, a majority of those **members** 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.

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

Section 8 – Rule Governing the Advertising Practice of all Members – By an affirmative vote of a majority of all the members of the board, the Association, **consistent with the By-Laws**, shall adopt rules and regulations as may be determined necessary for the conduct of ethical advertising among **all** its Members. **Such** rules shall have the force and effect as the provisions of these By-Laws.

For the convenience of **all** the members, the Board can, from time to time, provide for and subsequently amend the internal procedures embodying the mechanisms for participation in meetings and voting through remote communication. The internal procedures may take into account the association's number of members, location of members, importance of matters to be discussed and voted upon in the meeting, and other factors consistent with the protection and promotion of the members' rights.

- (14) 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 Regular Members in good standing who shall be elected every OTHER YEAR by the Regular Members. The Trustees shall hold office for a TERM OF TWO (2) YEARS or until the election and qualification of their successors.

The term of office OF TWO (2) YEARS shall begin on the first day of January next following their elections. An Official Representative may be voted as Trustee for TWO (2) consecutive terms only, regardless which Regular Member company they may be representing. Thereafter, they may again be elected as Trustee only after the lapse of one (1) term. They may thereafter again serve for TWO (2) consecutive terms.

All TRUSTEES must remain as Senior Ranking Officers of their respective Regular Members throughout the duration of their term as Trustees. Should any TRUSTEE resign, be separated from their Regular Member company, be demoted to a lower post or replaced by their Regular Member company as its official representative, or be incapacitated, 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 TWO (2)-year term limit above stated, such trustee may again be elected as a trustee for the next term while representing another Regular Member company, should they be designated as its Office Representative.

Further, should a Regular Member fail to maintain its status as a member in good standing within any given year in accordance with Article II, Section 2, any trustee from said Regular Member company may be suspended from being a trustee or removed by a vote of two-thirds (2/3) of the Regular Members entitled to vote, until the Regular Member has restored its status as a Member in good-standing.

(15) 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 Regular 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.

xxx

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 their predecessor in office.

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

Section 3 – xxx

Regular meetings of the Board of Trustees shall be held at least once a month. Failure of a Trustee to attend three (3) consecutive regular board meetings or non-fulfillment of assigned or assumed duties and obligations may be a ground for SUSPENSION OR REMOVAL.

Special meeting of the Board of Trustees may be called at any time by the President or, in their 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.

A Trustee who cannot physically attend or vote at any meeting may participate and vote therein through remote communication such as video conferencing, teleconferencing or other alternative modes of communication that allow them reasonable opportunity to participate. The trustee who intends to participate via remote communication shall notify the Corporate Secretary of their intention in advance.

xxx

(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 every year 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. No officer shall hold the same office for more than two (2) successive terms.

Only the official representatives of the Regular Members may be elected as officers of the Association. In case the person elected should transfer to another company during the term of office, they are considered automatically resigned from the Board and they automatically ceases to be an officer of the Association and their 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 their transfer to another company may be re-elected to their former position provided that at the time of the election, they shall have been designated already by the Regular Member company they 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.

xxx

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

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 them.

(19) 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 the 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 them. As much, they shall be made in-charge of one (1) committee as well as at least one (1) project of the association during their term.

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

Section 2 – The Trustee-In-Charge of a Committee shall hold office for a term of one (1) year unless sooner relieved by the President or until they voluntarily resign. A vacancy in the position of "Trustee-In-Charge" shall be filled by presidential appointment.

(21) 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 Trustee-In-Charge shall be responsible in appointing the members of their committee if they deem it necessary and appropriate for efficiency, the committees below shall be headed by the following officers:

xxx
xxx
xxx
xxx

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

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

a. COMMITTEE ON MEMBERSHIP

(1) xxx

(2) To accept applications for Regular or Associate membership in the Association;

(3) xxx

(4) xxx

(5) To recommend revisions from time to time as necessary demands, or the requirements of the Association regarding membership.

(6) xxx

xxx

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

(1) xxx

(2) xxx

(3) Conduct research and monitoring services that will be of value to the trade.

(4) xxx

xxx

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

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

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

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

(25) ARTICLE VIII, Section 4, which is hereby amended to read as follows:

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

(26) 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, code of ethics, or any of the rules and regulations, policies and practices of the Association and/or the ASC'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.

The foregoing notwithstanding, the association, by an affirmative vote of a majority of the board, may motu proprio or acting on its own, direct a member to show cause and explain its involvement on any issue or controversy which may be regarded by the board as unprofessional conduct inimical to the best interest of the association or in violation of

the By-Laws, code of ethics or any of the rules and regulations, policies and practices of the association, and/or the ASC's code of ethics.

The matter shall be treated as a formal charge by the association itself against the member, be it regular or associate, who shall then undergo the same administrative process described in Sections 6 to 9 below.

Such charge shall also be the subject of administrative proceedings as prescribed under Sections 6 to 10 below, where hearings will be scheduled to allow the concerned member the opportunity to be heard and to present its arguments and positions, in writing and orally, as well as to answer clarificatory questions from the board, before the board arrives at its decision.

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

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

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

Section 9 – The Board of Trustees, after giving the Member 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 the member under investigation or impose such other sanctions as it may deem appropriate considering the circumstances of the case, including but not limited to the imposition of reasonable fines and disqualification in the Association's programs, activities, competitions and/or awards.

In all instances applicable herein, if the expulsion/removal of the Member 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 Regular Members entitled to vote shall be required at a regular or special meeting called for the purpose and after previous notice to the Regular members of the intention to propose such expulsion/removal as trustee at the meeting.

(29) ARTICLE VIII, Section 11, which is hereby amended to read as follows:

Section 11 – Any Member that fails to pay its dues, obligations, or fines of any kind for a period of 60 days after they have become due, and after the Association has sent it two (2) written notices demanding said payment, be it email, regular mail, or courier, will be suspended from the membership for a period of 60 days, within which time it is allowed to pay said dues, obligations or fines. However, if said dues obligations or fines are still unpaid within the 60-day suspension period, the same shall be a

ground for its expulsion and the termination of its membership from the Association after due notice and hearing.

(30) ARTICLE VIII, Section 12-A, 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.

1) xxx

2) xxx

3) Failure to pay membership dues or financial obligations of any kind for a period of 60 days after they have become due, provided written 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) xxx

5) xxx

(31) ARTICLE VIII, Section 13, which is hereby amended to read as follows:

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

1) xxx

2) Members shall not receive any information and communications pertaining to and related to the workings of the Association;

3) xxx

4) xxx

5) Regular Members shall lose all Voting Rights **and cannot be voted.**

6) Members shall pay all allowable fines imposed, consistent with the Rules and Regulations of the Association.

(32) ARTICLE VIII, Section 14, which is hereby amended to read as follows:

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

xxx

For lifting of suspension:

1) Payment of Dues or Obligations of any kind within the prescribed period as stated in Article VIII, Section 11;

2) xxx

- 3) **Payment of fines and** compliance with such other rules and regulations for the lifting of suspension
- 4) xxx

(33) ARTICLE IX, Section 2, which is hereby amended to read as follows:

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, **taking into consideration the type of membership to which the member belongs. The annual dues shall** be paid as per schedule or schedule established by the Board.

(34) ARTICLE X, Section 3, which is hereby amended to read as follows:

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.

(35) 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 **Regular** 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 **Regular** Member at least eight (8) days prior to the date of said annual or special meeting.

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

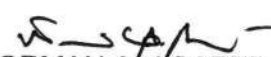
Section 2 – The Executive Committee or **the** Board of Trustees may adopt additional rules and regulations in harmony with the Articles of Incorporation. the by-laws, code of ethics, and such other existing rules and regulations, **policies** and practices, but shall not alter, modify or repeal the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

09 NOV 2023


IN WITNESS WHEREOF, we have hereunto signed this Certificate this ____ day of _____, 2023.


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



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

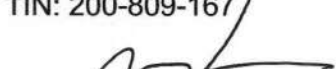

NORMAN A. AGATEP
TIN: 107-266-394


ANNA KRISTINE C. NORBERT
TIN: 411-376-664


JOHN CARLO R. VALENZUELA
TIN: 302-520-068


MIGUEL LUIS C. GARCIA
TIN: 200-809-167


LEON XAVIER B. GUERRERO
TIN: 156-103-596


MELVIN M. MANGADA
TIN: 119-905-222


CECILE VICTORIA D. YUJUICO
TIN: 235-157-553

Countersigned:


ANNA KRISTINE C. NORBERT
Corporate Secretary
TIN: 411-376-664

09 NOV 2023

SUBSCRIBED and SWORN to before me this 09 NOV 2023 at
MAKATI CITY by the above-named persons who exhibited to me their respective
identification documents as follows:

Name
GOLDA JULITA A. ROLDAN
NORMAN A. AGATEP
CHRISTINA MARIA G. GONZALES
ANNA KRISTINE C. NORBERT
JOHN CARLO R. VALENZUELA
MIGUEL LUIS C. GARCIA
LEON XAVIER B. GUERRERO
CECILE VICTORIA D. YUJUICO
MELVIN M. MANGADA

I.D.
TIN# 901-325-072
TIN# 107-266-394
TIN# 108-144-298
TIN# 411-376-644
TIN# 302-520-068
TIN# 200-809-167
TIN# 156-103-596
TIN# 235-157-553
TIN# 119-905-222

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Book No. 1
Series of 2023.


PAULA DIANE BENITEZ

Notary Public - Makati City
Attorney's Roll No. 83851
Appointment No. M-595 (2023-2024)
PTR No. 0282189 / 26 January 2023 / Pasig City
IBP No. 269722 / 19 December 2022 / Quezon City
MCLE Compliance No. Newly Admitted to the Bar
11th Floor Security Bank Centre, 677b Ayala Ave. Makati City

SECRETARY'S CERTIFICATE

I, **ANNA KRISTINE C. NORBERT**, 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, from June 29, 2023 up to the present, 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 Trustees, individual trustees and/or major corporate officers of the Corporation as its duly elected and/or appointed trustees or officers or vice versa.

IN WITNESS WHEREOF, I have hereunto set my hand this 08 FEB 2024
in _____.


ANNA KRISTINE C. NORBERT
TIN: 411-376-664
Corporate Secretary

SUBSCRIBED AND SWORN to before me this 08 FEB 2024 in _____, affiant exhibited to me her TIN No. 411-376-664, issued at Makati on December 16, 2011.

Doc. No. 374;
Page No. 76;
Book No. 1;
Series of 2024


PAULA DIANE BENITEZ
Notary Public-Makati City
Attorney's Roll No. 83851
Appointment No. M-595, Until 12-31-2024
PTR No. 10079215 / 05 January 2024 / Makati City
IBP No. 425301 / 18 January 2024 / Quezon City
MCLE Compliance No. VII-0006701 / 24 January 2024 / Pasig City
11F Security Bank Centre, 6776 Ayala Ave. Makati City



SEC Main Office
The SEC Headquarters
7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City , 1209

electronic Official Receipt

Transaction Details

eOR Number	20231018-PM-0192934-50
Transaction Number	329102403719
Payment Date	October 18, 2023 10:14 AM
Payment Scheme	master-card
Status	COMPLETED
Payment Status	PAYMENT_SUCCESS

Payment Assessment Details

PAF No.	20231017-9231676
PAF Date	2023-10-17 14:34:49
Payor Name	ASSOCIATION OF ACCREDITED ADVERTISING AGENCIES PHILIPPINES INC.
Payor Address	MAKATI CITY

#	Nature of Collection	Account Code	Amount
1	Penalties/Fines	4020114000(609)	19,750.00
TOTAL			19,750.00

Total amount indicated herein does not include the convenience/service fee of the selected payment channel.