

Attachment "A"

PROPOSED AMENDMENTS TO ARTICLE OF INCORPORATION AND BY-LAWS

I. ARTICLE OF INCORPORATION

ARTICLE/SECTION	AMENDMENT
THIRD ARTICLE	Address of principal office from Metro Manila to <u>PCGSLAI Building, CGBF, Muelle Dela Industria, Binondo, Manila, Metro Manila</u>

II. BY-LAWS

ARTICLE/SECTION	AMENDMENT
1. Article I	Principal office location from Metro Manila to <u>PCGSLAI Building, CGBF, Muelle Dela Industria, Binondo, Manila, Metro Manila</u>
2. Article II Section 1	Type of members from Regular and Honorary to <u>Regular, Associate and Honorary;</u>
3. Section 2	Approval of membership from BOT to " <u>or approving authority duly delegated by the BOT;</u>
4. Section 3	Acceptance of members may be temporarily suspended by the BOT;
5. Section 4	New member shall pay ₱100.00 membership fee;
6. Section 5	PCGSLAI shall maintain Registry of Members;
7. Section 6	Automatic relief or suspension of member found to have committed fraudulent transaction;
8. Article III Section 1	The maximum and minimum non-withdrawable capital contribution shall be governed by existing regulations. Any excess of the maximum monthly capital contribution and special savings deposit limits shall be <u>transferred to a Special Disbursement Account (SDA) pending withdrawal of the member;</u>
9. Article IV Section 9	<u>Members who were sent notices but unable to return the accomplished Proxy Forms shall be counted to constitute a quorum and would mean their approval of all the actions of the BOT as indicated in the Notice of Meeting accompanying said Proxy Forms.</u>
10. Article V Section 1	The business and property of the association shall be managed by the Board of eleven (11) Trustees, who shall be elected by and from among the members for a term of two (2) years <u>but may be re-elected as trustee for as long as he/she has the confidence of the members</u> and shall serve until their successors shall have been elected and qualified. Any vacancy arising in the Board of Trustees other than by

	removal by the members, or by expiration of term maybe filled by the remaining members of the Board, if still constituting a quorum, by a majority vote, and the trustee or trustees chosen shall serve for the unexpired term.
11. Article V Section 6	Trustees shall receive reasonable compensation in their capacity as such in an amount determined and approved by the majority of members' voting rights during a regular or special general membership meeting; Provided, however, that the Board of Trustees may fix the compensation and other remuneration of any Trustee who serves in any other capacity, subject to confirmation of the majority of members' voting rights in a regular or special membership meeting.
12. Article VI Section 6	VP for Marketing is changed to <u>VP for Operations</u>
13. Article VI Section 8	<p>Sec. 8. The BOT should convene for a special meeting to pass a resolution effecting the automatic relief or suspension of a Trustee, Officer or member of the PCGSLAI upon the following grounds:</p> <ol style="list-style-type: none"> a. When convicted by final <u>or executory</u> judgment of a court of law or administrative body for a crime, act or omission, in their private capacity, as member of the PCGSLAI or as PCG personnel; b. Any Trustee, officer or member found to have committed act of disloyalty to the PCGSLAI; c. Divulging or leaking confidential corporate secrets to other companies; d. If such Trustee/Officer becomes a trustee/officer of rival company.
14. Article VII Section 6	Duties of the VP for Marketing changed to duties of the <u>VP for Operations</u> .