



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. CN200400368

**CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS**

**KNOW ALL PERSONS BY THESE PRESENTS:**

**This is to certify that the Amended By-Laws of**

**INSTITUTE OF CORPORATE DIRECTORS, INC.**

copy annexed, adopted on March 22, 2013 by majority vote of the Board of Trustees and on April 28, 2014 by the vote of more than two-thirds of the members, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 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 cause the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 5<sup>th</sup> day of March, Twenty Fifteen.

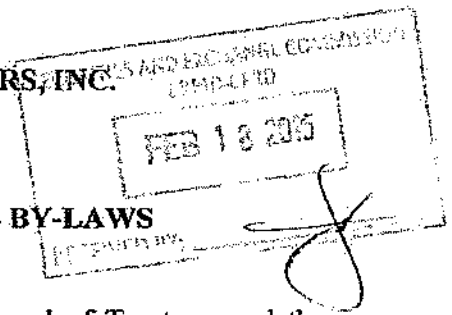


  
**FERDINAND B. SALES**  
Director

Company Registration and Monitoring Department



**INSTITUTE OF CORPORATE DIRECTORS, INC.**  
**TRUSTEES' CERTIFICATE**  
**ON AMENDMENTS TO THE**  
**ARTICLES OF INCORPORATION and THE BY-LAWS**



WE, THE UNDERSIGNED, constituting majority of the Board of Trustees, and the undersigned Corporate Secretary, hereby certify that in a duly called meeting of the Board of Trustees held at the principal office of the Corporation, on March 22, 2013, and on April 4, 2014, with a quorum present in both instances, at least the majority the Board of Trustees approved the resolutions to amend the *Articles of Incorporation* and the *By-Laws*, which read as follows:

**THE ARTICLES OF INCORPORATION**

**Primary Purposes**

1. **To establish and operate a non-stock, non-profit corporation and association of persons, whose affairs are to be managed by a Board of Trustees composed of members who derive no compensation as such, with a common business interest, by promoting good governance, corporate ethics, professionalism, and responsible citizenship, in the practice of corporate directorship, with the ultimate objectives of improving the business conditions of the industries and the general development and improvement of the business climate in the community and the civil society, as a whole, and with the commitment, obligation, and undertaking that upon dissolution of said corporation or association, the assets of such corporation or association shall be distributed or transferred to another non-stock non-profit domestic corporation organized for a similar purpose or purposes, as may be selected by the Board of Trustees, or to the Government of the Philippines;**

~~2.~~ To design, develop and foster a common and substantive corporate governance reform agenda that is grounded on professionalism, good governance, corporate ethics, and responsible citizenship; to inculcate, nurture, promote and foster this agenda in business, government, and other institutions in the Asia-Pacific region in service of the broad and common developmental interests of civil society;

~~3.~~ To design, develop, promote and undertake professional development programs in the practice of corporate directorship in the Philippines in line with global principles of modern corporate governance, and in furtherance thereof, apply internationally recognized systems and standards of accreditation and certification in corporate governance;

**34.** To undertake studies and research in director issues and governance trends to publish communicate and/or disseminate its research and development work and studies;

**45.** To organize, activate and sustain open networks, advocacies and other collaborative and strategic alliances of individuals and institutions towards a common agenda of corporate governance reforms, employing the tools of mass media and information technology;

**6.** To accept grants, bequest, and donations of properties whether in cash or other property, movable or immovable, in fee simple or in trust, and in the latter case, under such terms and conditions as may be imposed by the donor or grantor; Provided that, these are not contrary to the purposes for which the corporation is organized;

**97.** To receive assignment of copyrights and other intellectual property rights grant exclusive rights to their use and to charge and collect reasonable fees or charges for their uses;

**58.** To provide consultancy services including the formulation and implementation of improvement programs in corporate governance to such **members, entities, and networks, if necessary to promote the primary purposes;** to engage the services of consultants, advisors and other professionals as may be necessary in furtherance hereof;

**79.** To purchase, lease or otherwise acquire such lands, with or without buildings and other improvements as the foundation may require; to sell, mortgage, or dispose of and transfer such land or portions thereof, together with its improvements, for such consideration and under terms, stipulations and conditions as the Board of Trustees may deem necessary, proper or convenient in carrying out its corporate objectives;

**810.** To lease grounds, buildings or equipment to any institution engaged in activities which are within the specific aims and purposes of the Foundation;

**1011.** To contract for the purchase, lease, or hire of such rights, leases, licenses, franchises, certificates, or permits of such equipment, materials, or supplies as said Foundation may desire or need for its undertakings;

**1112.** To receive, take title, to hold and use the proceeds and income of stocks, bonds, obligations or other securities of any entity, organization or association, domestic or foreign;

**1213.** To enter into, perform and carry out contracts of every kind and description pertaining to the purposes of this corporation and for any lawful purpose necessary or expedient thereto with any person, firm, association or corporation; to borrow or raise money

without limit as to amounts, with or without collateral, if and when necessary to promote the best interest of the corporation and consistent with its purposes as above set forth;

**NECESSARY AND INCIDENTAL:** To do and perform all and everything necessary and proper for the attainment of the purposes, or the furtherance of any of the purposes above set forth; and to do every act or acts incidental, or appurtenant to, or connected with the aforesaid powers, or any part or parts thereof, and to exercise and enjoy all the powers, authorities and privileges granted and conceded by laws of the Republic of the Philippines to the corporations organized under and in accordance with said laws, and in particular, unto corporations of like nature and kind.

(As Amended by the BoT on 4 April 2014, *22 March 2013*  
and by the Members on 28 April 2014)

### **ARTICLE III**

**THIRD:** That the principal office of the corporation is to be established in ~~Makati City, Metropolitan Manila~~ **at the 14th Floor Trident Tower Condominium, H. V. Dela Costa Street, Salcedo Village, Makati City**, but the corporation may establish branch offices in any other part of the Philippines as may be needed from time to time;

(As Amended by the BoT on 4 April 2014, *22 March 2013*  
and by the Members on 28 April 2014)

### **ARTICLE VI**

**SIXTH:** That the number of trustees of the association shall be **TWELVE (12)** ~~ELEVEN (11)~~ and that the names, nationalities and residences of the first trustees of the association are as follows.

(As Amended by the BoT on 22 March 2013, *4 April 2014*  
and by the Members on 28 April 2014)

## **THE BY-LAWS**

### **ARTICLE III TRUSTEES**

**Section 1. Number of Trustees.** – The corporate powers of the association shall be exercised and the affairs, business and property thereof shall be managed by a Board consisting of **TWELVE (12)** ~~ELEVEN (11)~~ trustees.

(As Amended by the BoT on 22 March 2013, *4 April 2014*  
and by the Members on 28 April 2014)

ARTICLE IV  
**CORPORATE OFFICERS**

Section 1. *Election and Removal of Officers* -- At its annual or at any other meeting duly called for the purpose, the Board of Trustees shall elect the following corporate officers: the Chairman, **Vice-Chairman**, President, ~~a Vice-President~~, a Treasurer, and a Corporate Secretary.

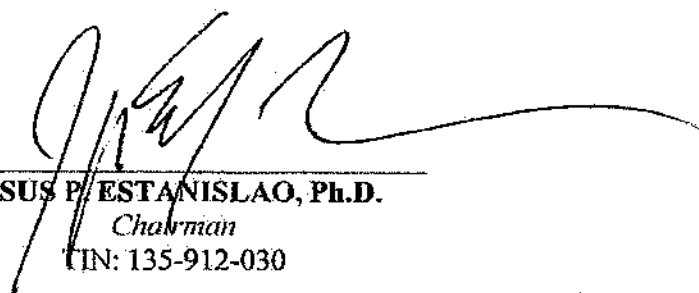
(As Amended by the BoT on 22 March 2013, *4 April 2014*  
and by the Members on 28 April 2014)

ARTICLE V  
**POWERS AND DUTIES OF OFFICERS**

Section 3. *The Vice-Chairman President* -- The **Vice-Chairman** President, who must be a member of the Board of Trustees shall, in the absence, death, incapacity, inability or disability of the **Chairman** President, take over and discharge all the duties of the latter, as well as other duties as may be delegated to him **by** the President or the Board of Trustees.

(As Amended by the BoT on 22 March 2013, *4 April 2014*  
and by the Members on 28 April 2014)

We further certify that the foregoing amendments were approved by at least two-thirds (2/3s) of the entire membership of the Corporation in a meeting duly called for such purpose, held on April 28, 2014 at the Mandarin Ballroom 3, 3<sup>rd</sup> Floor, Mandarin Oriental Hotel, Makati Ave, Makati City 1226, with a quorum present.



---

**JESUS P. ESTANISLAO, Ph.D.**

*Chairman*

TIN: 135-912-030



---

**FRANCIS G. ESTRADA**

*Trustee*

TIN: 377-521-930



---

**FRANCISCO C. EIZMENDI, JR.**

*Trustee*

TIN: 119-132-505



---

**CESAR B. BAUTISTA**

*Trustee*

TIN: 101-775-660



---

**RICARDO NICANOR N. JACINTO**

*Trustee*

TIN: 107-042-629



---

**BIENVENIDO BAUTISTA**

*Trustee*

TIN: 117-425-255



---

**EDWIN B. VILLANUEVA**

*Trustee*

TIN: 108-750-150



---

**FE BARIN**

*Trustee*

TIN: 135-911-342



---

**ROBERTO G. MANABAT**

*Trustee*

TIN: 005-24-529



---

**SHERISA P. NUESA**

*Trustee*

TIN: 132-204-906



---

**TEODORO ALEJANDRO Y.**

**KALAW IV**

*Trustee*

TIN: 165-602-672

*Attested as true and correct by:*



---

**SHIENNAN A. SY**

*Corporate Secretary*

TIN: 186-080-564

**ACKNOWLEDGMENT**

REPUBLIC OF THE PHILIPPINES )  
 CITY OF MAKATI

BEFORE ME, a Notary Public in and for CITY OF MAKATI Philippines, this  
 day of NOV 25 2014 personally appeared:

<u>Name</u>	<u>Competent Evidence of Identity</u>	<u>Date and Place Issued</u>
JESUS P. ESTANISLAO	TIN: 135-912-030	BIR
FRANCIS G. ESTRADA	TIN: 377-521-930	BIR
FRANCISCO C. EIZMENDI, JR.	TIN: 119-132-505	BIR
CESAR B. BAUTISTA	TIN: 101-775-660	BIR
RICARDO NICANOR N. JACINTO	TIN: 107-042-629	BIR
BIENVENIDO BAUTISTA	TIN: 117-425-255	BIR
EDWIN B. VILLANUEVA	TIN: 108-750-150	BIR
FE BARIN	TIN: 135-911-342	BIR
ROBERTO G. MANABAT	TIN: 005-24-529	BIR
SHERISA P. NUESA	TIN: 132-204-906	BIR
TEODORO ALEJANDRO Y. KALAW IV	TIN: 165-602-672	BIR
SHENNAN A. SY	TIN: 186-080-564	BIR

who were personally identified by me, through their competent evidence of identity, to be the same persons described in the foregoing instrument, who personally acknowledged before me that their signatures on this Certificate were voluntarily affixed by them for the purposes stated therein, and who personally declared to me that they personally executed this Certificate as their free and voluntary act and deed.

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

Doc. No. 252 ;  
 Page No. 52 ;  
 Book No. LSA ;  
 Series of 2014.

**ATTY. GERVASIO B. ORTIZ JR.**  
 NOTARY Public City of Makati  
 Until December 31, 2014  
 IBP No. 656155-Lifetime Member  
 MCLE-Compliance No. III-0014282  
 Appointment No. M-199-(2013-2014)  
 PTR No. 4225805 Jan. 2, 2014/Makati  
 Makati City Roll No. 40091  
 108 Urban Ave., Bray. Pio del Pilar,  
 Makati City