

EMPLOYERS CONFEDERATION OF THE PHILIPPINES (ECOP)

**24th National Conference of Employers (NCE XXIV)
23 May 2003, New World Renaissance Hotel**

The employers, assembled in the 24th National Employers Conference (NCE XXIV) sponsored by the Employers Confederation of the Philippines and held on 22-23 May 2003 at the New World Renaissance Hotel, Makati City:

Concerned that the multi-faceted efforts of the government and the private sector, along with those of the various civil society groups, to reduce mass poverty and mass unemployment by creating at least a million jobs a year and launching varied social assistance projects are offset by the high birth rate in the country, swelling the country's population by around a million and a half a year and stretching to the limits the utilization of the country's available physical resources,

Aware that all sectors of society must help in keeping a balance in the country's population growth rate, one in sync with the economy's natural capacity to create jobs and services for its people,

Resolve as they hereby resolve, to:

1. Enjoin the various employers' and business organizations to participate in a private sector-led national awareness campaign on responsible parenthood and family planning,
2. Urge the individual member corporations to initiate the campaign right within their own individual work places, setting aside the necessary funds and materials for a family planning program where employees and their spouses can get necessary health and family planning information, advisories and assistance on responsible parenthood and child birth spacing, and

3. Coordinate with the Employers Confederation of the Philippines (ECOP) on the conduct of the national and company-based campaign on responsible parenthood and family planning,
4. Request the Department of Health (DOH) to intensify the nationwide information campaign on responsible parenthood and family planning in coordination with ECOP.

National Conference of Employers XXIV

Organizing Committee

- | | |
|-----------------|---|
| Donald Dee | - Honorary Chairperson |
| Claus Sudhoff | - Chairperson |
| Fe Palileo | - Co-Chairperson, ADMINISTRATION DIVISION |
| Francisco Floro | - Co-Chairperson, PROGRAM DIVISION |

Members

- | | |
|------------------|-----------------------|
| Jimmy Po | Ranulfo Payos |
| Feliciano Torres | Raul Hernandez |
| Aniano Bagabaldo | Bob Sears |
| Lucy Tarriela | Rene Ofreneo |
| Jaime Aquino | Guiller Tumangan |
| William Mason | Zorayda Amelia Alonzo |
| Rene Cristobal | Dan Galler |
| Dexter Mendoza | Leonor Abella |
| Francis Chua | Teresita Alegre |

AMENDED BY-LAWS OF THE PHILIPPINE POPULATION ASSOCIATION, INC.

ARTICLE I. NAME AND NATURE

The Association shall be known as Philippine Population Association, Inc., which is referred to here as PPA. It shall be a non-stock, non-profit, non-partisan, and non-sectarian association.

ARTICLE II. OFFICE

The principal office of the PPA shall be located in Metro Manila, Philippines.

ARTICLE III. PURPOSES.

The PPA is a dynamic and quality-driven organization of professionals engaged in population and population-related activities that promotes scientific principles and methods in addressing population and population-related issues through research and dissemination, research utilization, training and extension, and keeps population issues at the forefront of public consciousness. To advance the application of scientific rigor to the study of and debate on population trends, patterns, processes, issues and programs, the PPA shall undertake the following:

- a. Promotion of basic and applied population research;
- b. Strengthening of demographic research and training capability of members;
- c. Provision of regular fora to address population-related issues;
- d. Publication of a scientific journal on population and population-related research and other activities; and
- e. Forging of strategic partnerships and networks.

ARTICLE IV. MEMBERSHIP AND FORMATION OF CHAPTERS

Section 1. The membership of the PPA shall consist of Charter Members, Regular Members, Student Members, and Institutional Members.

- a. Charter Members: Members who were signatories of the Articles of Incorporation of the PPA.

- b. Regular Members: Individuals directly engaged in teaching and/or research on population and population-related fields as well as other professionals interested in and/or who have been engaged in population or population-related activities.
- c. Student Members: Graduate students engaged in population or population - related research, activities or studies.
- d. Institutional Members: Government institutions, non-government organizations, business enterprises and other organizations interested in the purposes of the PPA and admitted as institutional member by a majority vote of the Board of Trustees. Each institutional member shall designate its representative to the PPA.

Section 2. For an individual to become a member of the association, an application form will have to be accomplished and submitted to the Membership Committee with an endorsement by a regular member of the PPA. The Board of Trustees may impose additional requirements for an individual to become a member.

Membership of any kind shall become effective upon confirmation by the Board of Trustees and upon payment of the annual membership fee.

Section 3. The annual dues of each charter member, regular member, student member, and institutional member of the Association shall be determined and fixed from time to time by the Board of Trustees with the approval of the majority of the members, but such dues and contributions shall not be changed more than once in two years.

Section 4. An application for membership received prior to October 1 of any year shall be effective as for that year. An application for membership received on or after October 1 shall be credited forward to January 1 of the following year.

Section 5. A member of the Association shall have the following rights and privileges:

- a. To vote in the election of the Board of Trustees and other matters pertaining to the affairs of the association brought to the General Assembly for decision.
- b. A discount on the official publication of the Association, the amount of which shall be determined by the Board of Trustees;
- c. Preference and/or discount on training programs, scholarships and research opportunities provided or brokered by the PPA.

Section 6. A member of the association shall have the following duties:

- a. To attend and participate, either in person or through an authorized representative in the meetings and other activities of the Association;
- b. To pay membership dues not later than March 31 of each year and other assessments of the Association.

Section 7. Any member may resign from the Association by notifying the Secretary. There shall be no reimbursement of dues under this circumstance.

Section 8. The Association reserves the right to revoke membership in the Association. Termination of membership shall be considered upon formal motion in a general meeting of the Association and approved by a majority vote of all members present in such meeting. A motion for revocation of membership shall be made only upon the recommendation of the Membership Committee, which shall have thoroughly investigated and passed judgment on the case.

Section 9. The grounds for revocation of membership shall be any of the following:

- a. Culpable violation of the by-laws;
- b. Conviction of a crime involving moral turpitude; and
- c. Habitual absences, the frequency of which shall be agreed upon by the General Assembly.

Section 10. Members of the association may opt to organize a chapter of at least 25 members and shall apply to the Board of Trustees for recognition and proper representation. The Board shall issue guidelines and other details duly approved by the general membership relating to the organization, rights and duties of the PPA chapters.

The President of each Chapter duly recognized by the Board of Trustees shall become an ex-officio member of the Board of Trustees.

ARTICLE V. THE BOARD OF TRUSTEES

Section 1. The governing body of the Association shall be the Board of Trustees consisting of eleven (11) members who shall be elected through secret balloting by members of the association as specified in the succeeding sections.

Section 2. Six (6) of the Trustees shall be elected at large from among the charter, regular and institutional members; Two (2) from institutional members; and the remaining three (3) members of the Board of Trustees shall be appropriated to represent members from the three island groups, namely: Luzon, Visayas, and Mindanao.

The Board of Trustees shall come up with guidelines on how the three trustees representing the three island groups will be elected.

Section 3. No member shall be elected as a Trustee unless on the day of the election, the trustee is a member of the Association for at least one year and is declared by the Secretary as a member in good standing.

Section 4. The term of office for the members of the Board shall be two years except as provided for in Article XIV and shall commence, unless otherwise provided in a Board resolution of the outgoing board, on the day following their election and shall continue until their successors shall have been duly elected and qualified.

No trustee shall serve for more than two (2) consecutive terms. Voluntary renunciation of the office for any length of time shall not be considered as an interruption in the continuity of service for the full term for which the trustee was elected.

Section 5. As the Governing Body of the Association, the Board of Trustees shall perform such duties or functions expected of governing bodies of similar organizations or corporations.

Section 6. A simple majority of the members of the Board must be physically present to constitute a quorum for the official transaction of business. Absent members may express their opinions in writing on specific issues in the agenda.

Section 7. The Board of Trustees shall meet regularly once every six (6) months at such place and time as may be decided by the Board. Special meetings may be called by the President or upon the written request of at least five (5) members of the Board.

Section 8. In case of a vacancy in the Board, the successor shall be chosen by the Board from among the members of the Association who shall then serve the unexpired term of office. Two (2) consecutive absences during regular meetings

incurred by any trustee shall be a ground for termination of membership in the Board.

Section 9. The Board of Trustees may constitute the Executive Committee (EXECOM), the power of which shall be specified by a resolution creating the EXECOM. It shall be composed of three to five members who shall be elected among the members of the Board. The EXECOM shall meet as often as necessary to discuss urgent matters. Any decision made by the EXECOM shall be subject to ratification by the majority of the members of the Board.

A unanimous vote of those constituting the EXECOM is necessary in deciding an issue or in approving a resolution. Should the EXECOM fail to get the unanimous vote, the issue shall be elevated to the Board.

ARTICLE VI. ELECTIONS

Section 1. The Election Committee shall consist of three members of the Association appointed by the President with the concurrence of the Board of Trustees at least three months before the annual election to serve until the annual meeting. The Committee shall determine the rules and procedures for nominating and electing members of the Board of Trustees as prescribed by the by-laws. It shall also formulate rules on resolving protests regarding qualifications and regularity of the elections. The decision of the Committee on any issue within its jurisdiction shall be final and immediately executory.

No member of the Committee may be nominated for election to the Board of Trustees during one's incumbency in this Committee.

Section 2. All members of the Association of good standing, regardless of type of membership, are entitled to vote.

Section 3. All members of good standing, may vote in person, or through an authorized representative, or may send in their votes by mail in accordance with the rules prescribed by the Election Committee.

Section 4. During the month of November before the conduct of elections, the Election Committee shall announce and receive nominations for the trustees to be elected at large. It may also receive nominations for the two (2) members of the Board representing the Institutional members. Members of the Association may submit the names of their nominees upon a date set by the Election Committee.

Upon receipt of such nominations, the Election Committee shall screen the proposed nominees and shall disqualify:

- a. Those who have not fully paid their annual dues; and
- b. Those unwilling or unable to serve if elected.

Section 5. The Election Committee shall prepare and print the ballots, which shall contain the names of all qualified nominees.

Section 6. The casting of votes shall be done before the date of the General Assembly. Ballots shall be distributed and collected by the Committee, through postal mail or electronic mail among all members of good standing within a period to be determined by the Committee. The canvassing and counting of the ballots as well as the declaration of winners shall be done during the General Assembly.

Section 7. The outgoing Board of Trustees shall turn over to the incoming board, after the latter took their oath of office, all funds, properties, and any other assets of the Association, together with an audited financial statement prepared by an independent auditing firm or individual showing all receipts and disbursements, accounts payable, account receivable, and balances, as of December 31 of the year ended not later than April 30 of the current year.

ARTICLE VII. OFFICERS OF THE ASSOCIATION

Section 1. The Board of Trustees shall, upon assumption to office, elect the officers of the Association: the President, Vice-President, Secretary and Treasurer who shall be elected by the Board of Trustees from among its members.

Section 2. The term of office for the officers shall be one (1) year. However, any officer may be removed from office at anytime during the year by a majority vote of the Board of Trustees. The Board of Trustees shall elect a new officer from among the other members of the Board.

Section 3. The President shall preside at the meetings of the Board of Trustees and of the Association, execute all the policies of the Board and the Association, appoint with the consent of the Board of Trustees, the members of committees needed in carrying out the purposes and policies of the Association, and perform all other functions inherent in the position of President. The President shall also submit a report to the annual General Assembly.

Section 4. Should the President die, resign, become permanently incapacitated, or is removed for cause, the Vice-President shall become the President for the unexpired term. The Vice-President shall likewise act as President during the absence or incapacity of the President or at any time asked by the President to act as such. The Vice-President shall help the President carry out the purposes and policies of the Association. The Vice-President shall also head one of the standing committees of the association.

Section 5. The Secretary shall take and have custody of the minutes of the meetings of the Association and of the Board of Trustees as well as take charge of the reports, records, documents and papers as the Board may direct. The Secretary shall also make such reports and perform such other duties as are incidental to the office or properly required by the Board and by the President. The Secretary shall also attend to the giving and serving of all notices.

Section 6. The Treasurer shall take care of the financial and other resources of the Association as well as submit an annual report of the financial standing of the Association to the President and to the General Assembly. The treasurer shall seek to advance the financial interests of the Association.

ARTICLE VIII. FINANCIAL TRANSACTIONS

Section 1. The funds of the PPA shall be derived from membership dues or other charges, contributions of sponsors, donations, grants, or endowments from public or private institutions in the Philippines or elsewhere, and long term loans that may be arranged. All donations received from any sources shall form part of Association's gross income.

Section 2. No part of the net income of the Association shall accrue to the benefit of any of its members, nor of any other private individual or entity.

Section 3. A capital fund for investment shall be created and maintained under the supervision and control of the Board of Trustees. The disposition of the principal assets and/or income shall be determined by vote of majority of all the members of the Board, unless otherwise determined by contract or deed entered into by the Association with a contributor or donor of funds, which will pertain to such capital fund.

The Board of Trustees may establish specific capital funds for financing programs

or activities in pursuance of the purposes and objectives of the Association.

The Association shall endeavor that not less than sixty percent (60%) of its gross income, as defined in the Revised Internal Revenue Code, and unrestricted donations shall be devoted exclusively to undertaking, directly financing, or assisting pure, fundamental or applied research, developmental work and/or granting of scholarship for scientific and technological human resources training, including the establishment of professorial chairs in the various fields of population.

Section 4. The Board of Trustees shall have the power to select one or more banks to act as depositories of funds of the PPA and to determine the manner of receiving, depositing and disbursing these funds and the form of checks and the person or persons authorized to sign and deliver checks of others for the withdrawal of such funds, with power to change at will such bank and the person or persons signing such checks and the form thereof.

Section 5. The Board of Trustees may acquire by purchase, lease or other legal modes of acquisition, real and personal property as may be necessary to maintain or operate its offices or facilities or to carry out the programs or projects initiated, sponsored or assisted by it.

ARTICLE IX. GENERAL ASSEMBLY

Section 1. There shall be a General Assembly of all the members of the Association of good standing for the purpose of adopting major policies and of electing the members of the Board of Trustees. The Assembly shall be the highest policy-making body of the Association.

Section 2. The General Assembly shall take place every year during the month of January at a place, date, and time to be designated and announced by the Board of Trustees.

Section 3. A simple majority of all members of good standing shall constitute a quorum for official transaction of business of the Association. Proxies may be designated in writing.

Section 4. An institutional member may designate a representative who meets the qualifications of a regular member as provided for in Section 1, to the General Assembly.

ARTICLE X. THE PUBLICATION OF THE ASSOCIATION

Section 1. The association shall publish a journal.

Section 2. The Board of Trustees shall appoint the members of the Editorial Board, the compensation of which shall be determined by the Board..

ARTICLE XI. COMMITTEES

The Board of Trustees shall create standing committees for the efficient and effective operations of the Board and the Association. The Board may also create ad hoc committees whenever the need arises. The chairpersons of the standing committees shall be drawn from the Board of Trustees.

ARTICLE XII. AMENDMENTS

Amendments to these By-Laws may be proposed by the Board or by at least one-tenth of all members of the Association. Such amendments shall become part of these by-laws upon approval by two-thirds of all members of good standing and Board of Trustees voting jointly during the General Assembly called for the purpose. Any amendment shall take effect upon the approval by the Securities and Exchange Commission.

ARTICLE XIII. EFFECTIVITY.

The revised by-laws shall take effect upon the approval by the Securities and Exchange Commission.

ARTICLE XIV. TRANSITORY PROVISIONS

Section 1. Of the six (6) trustees elected in the January 2004 elections, the first three (3) obtaining the highest number of votes shall serve for two (2) years and the remaining three (3) for one (1) year.

Section 2. The Board of Trustees and the officers existing at the time of the ratification of this by-laws shall continue to exercise powers and duties until the elections in January 2004.