



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 101676

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:


THIS IS TO CERTIFY that the Amended By-Laws of

**TULAY SA PAG-UNLAD, INC.
(A MICROFINANCE NGO)**

copy annexed, adopted on June 13, 2018 by a majority vote of the Board of Trustees and by the vote of three-fourths 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.

The issuance of this Certificate is to enable the corporation to comply with Republic Act No. 10693, otherwise known as the Microfinance NGOs Act of 2015 and its Implementing Rules and Regulations. This, however, shall not be construed as an affirmation or acknowledgement by the Commission of the legitimacy of the Board of Trustees of the corporation who approved said amendments and shall be without prejudice to the final decision of the courts on the intra-corporate dispute involving the trustees, officers and members thereof.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 22nd day of May, Twenty Nineteen.


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

COVER SHEET

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

SEC Registration Number

Amendment of By-Laws

1 0 1 6 7 6

Company Name

T U L A Y S A P A G - U N L A D , I N C .

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

No. 2363 Antipolo Street,
 Guadalupe Nuevo, Makati City,
 Metro Manila

ZIP CODE
 1 2 1 2

COMPANY INFORMATION

Company's Email Address

Company's Telephone Number/s

Mobile Number

ldbanasen@tspi.org

403-8619 loc. 136

09178157377

CONTACT PERSON INFORMATION

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

Name of Contact Person

Email Address

Telephone Number/s

Mobile Number

Atty. Leonarda D. Banasen

ldbanasen@tspi.org

403-8619 loc. 136

09175944899

Contact Person's Address

No. 2363 Antipolo Street, Guadalupe Nuevo, Makati City, Metro Manila

To be accomplished by CRMD Personnel

Assigned Processor :

Date

Signature

Document I.D.

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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

**AMENDED BY-LAWS
OF
TULAY SA PAG-UNLAD, INC. (A Microfinance NGO)**
(Formerly TULAY SA PAG-UNLAD, INC.)

ARTICLE I - NAME AND OFFICE

SECTION I The name of the Corporation shall be "TULAY SA PAG-UNLAD, INC. (A Microfinance NGO)." It shall have a corporate seal, which shall inscribe the name and year of its incorporation. *(Amended on January 31, 2000) (Amended on April 10, 2011 by Board of Trustees; Amended on May 30, 2011 by Members) (Amended on June 21, 2017 by the Board of Trustees and by Members)*

SECTION II The principal office of the Corporation shall be at No. 2363 Antipolo Street, Guadalupe Nuevo, Makati City, Metro Manila, Philippines. *(Amended on November 5, 1982) (Amended on November 5, 2014 by Board of Trustees; Amended on December 3, 2014 by Members)*

ARTICLE II - PURPOSE

SECTION I The Corporation is organized mainly as a non-profit, charitable, educational, cultural, civic and social development services entity.

SECTION II To attain said objectives, training, seminars and lectures shall be conducted by persons of expertise knowledgeable in specialized fields particularly on the fields of industry, farming, fishing, and other agricultural activities or as provided for in Articles of Incorporation.

ARTICLE III - BOARD OF TRUSTEES

SECTION I The Board shall be composed of fifteen (15) members. *(Amended on December 7, 2004) It shall be called the Board of Trustees. (Amended on November 25, 1985)*

SECTION II A majority vote of the members of the Board may fill up any existing vacancies, or elect new members.

SECTION III Members of the Board of Trustees shall serve for a fixed term of one (1) year except for a newly elected member succeeding a resigning member who will only serve for the unexpired term

of the outgoing member. Any director may be re-elected to the Board without limitation. *(Amended on October 8, 1982)*

SECTION IV The Board shall be responsible for the management and control of the corporate affairs, property and interest of the Corporation. It may exercise any and all powers of the Corporation it may deem proper.

SECTION V No member of the Board of Trustees shall receive any amount of compensation or remuneration, for their services rendered to the Corporation. However, actual expenses incurred by any member of the Corporation that shall inure to the affairs of the Corporation shall be reimbursed. *(Amended last sentence deleted, on November 25, 1985)*

SECTION VI The Board may from among themselves create a Committee to assist in the conduct of the corporate affairs. The Committee shall be empowered with such duties and functions that the Board may deem proper and appropriate under any circumstances subject to the limitations under Section 35 of the Corporation Code and other pertinent laws.

ARTICLE IV - MEETINGS

SECTION I Annual Meeting. The annual meeting for the members of the Corporation shall be held every fourth (4th) Monday of May for each calendar year. *(Amended March 24, 2008) (Amended on April 10, 2011 by Board of Trustees; Amended on May 30, 2011 by Members)* It must be held in Metro Manila for the purpose of electing members of the Board of Trustees and other corporate officers. *(Amended on November 25, 1985)*

SECTION II Regular Meetings. The Board of Trustees shall hold at least six (6) regular meetings within any fiscal year, provided that no two (2) regular meetings may be held within the period of one (1) month. *(Amended on November 25, 1985)*

SECTION III Special Meetings. Special Meetings may be called by the Chairman of the Board of Trustees or by a resolution of the members of the Board. Likewise, the same may be called by a written request from a majority of its members.

SECTION IV Notices. Notices for any of the foregoing meetings shall state the day, time and place of meeting together with the agenda thereof. Said notices must be sent by the Corporate Secretary to the respective member, director or officer by any formal communication at least ten (10) days before the date of such meeting.

SECTION V **Quorum.** A majority of the duly elected Trustees shall constitute a quorum for the transaction of corporate business. All actions of the Board shall be taken by a majority vote of the members constituting a quorum except when the law requires higher majority. (*Amended January 31, 2000*)

SECTION VI **Minutes.** Minutes of all meetings shall be kept by the corporate secretary and carefully preserved as records of the business transacted during said meetings. It shall contain entries as may be directed by the Board pursuant to existing laws.

SECTION VII **Rules of Procedures.** The "Robert's Rules of Order" from the most recent and revised edition, shall be the rules of procedures that must be employed during every meeting provided that said rule or rules does not run counter to existing laws in this jurisdiction, the articles and by-laws of this corporation.

ARTICLE V- CORPORATE OFFICERS

SECTION I The officers of the corporation shall consist of the following: (1) Chairman Emeritus; (2) Chairman of the Board; (3) Vice-Chairman; (4) President; (5) Vice-President; (6) Secretary; (7) Treasurer; and (8) Executive Director. (*Amended January 31, 2000*)

SECTION II By means of majority vote of the member of the Board constituting a quorum, the Board may designate any corporate officer or person to assume any two (2) offices in concurrent capacity.

SECTION III **Election and Term of Office.** Corporate officers shall be elected by the members of the Board from and among themselves during the Organizational Board meeting immediately following the Annual Membership meeting or within a reasonable time thereafter (*Amended on November 25, 1985*). Each officer shall be elected for any number of terms without limitations. The duly elected officer shall hold office until his successor is duly elected and qualified.

SECTION IV **Removal from office.** Any member of the Board or corporate officer may be removed from the office for a cause by 2/3 of the members entitled to vote, either at a regular or special meeting called for the purpose.

SECTION V

The Chairman. The Chairman of the Board shall preside during all meetings of the members and of Board of Trustees. He shall exercise such powers and duties provided for in the By-Laws or vested in him by the Board. *(Amended January 31, 2000)*

SECTION VI

The Vice-Chairman. The Vice-Chairman shall discharge the duties and responsibilities of the Chairman during the absence of, or incapacity of the latter. He shall also perform such other duties and functions and exercise such powers that may be assigned to him by the Board of Trustees.

SECTION VII

The President. The President shall exercise the following functions:

- (a) To represent the Corporation at functions and proceedings;
- (b) To sign documents, papers and effects for and in behalf of the Corporation; and
- (c) To perform such duties that may be assigned to him by the Board. *(Amended on April 10, 2011 by Board of Trustees; Amended on May 30, 2011 by Members)*

The President may delegate some of his duties to the Executive Director unless the Board of Trustees specifically mandates that the same shall be performed by the President or some other officer. *(Amended January 31, 2000)*

SECTION VIII

The Vice-President. The Vice-President shall discharge the duties and responsibilities of the President during the absence or incapacity of the latter.

SECTION IX

The Secretary. The Secretary shall record all the proceedings of any meeting. He shall keep the records in the principal office of the Corporation. He shall also certify to the acts of the Board of Trustees and members of the Corporation. He may delegate all or part of his duties, functions and responsibilities to the Executive Director of the Corporation or to any member of the staff of the Executive Committee or as may be designated by the Board of Trustees.

SECTION X

Treasurer. The Treasurer shall receive all monies belonging to the Corporation. He shall issue receipts, keep proper books of accounts and shall deposit said money intact with the depository bank of the Corporation. He shall account for all transactions, render a financial report as of the given period. He shall prepare a budget for any fiscal year or any given period for the Corporation. He shall also perform such other duties and functions that may be designated to him by the Board of Trustees. His financial

records and books of accounts shall be subject to inspection at any time pursuant to the provisions of existing laws in this jurisdiction. He can also delegate all or part of his duties, functions and responsibilities to the Executive Director of the Corporation or to any member of the staff of the Executive Committee, or as may be designated by the Board of Trustees.

ARTICLE VI - EXECUTIVE COMMITTEE

SECTION I To properly and efficiently implement the purposes for which this Corporation was organized, an Executive Committee shall be constituted, which unless otherwise provided by the Board of Trustees, shall be composed of Trustees who are elected officers of the Corporation and the Executive Director. *(Amended on November 25, 1985) (Amended January 31, 2000)*

SECTION II The Executive Committee shall be the implementing arm of the corporation. It shall ensure that every detail of the rules, approved plans, operations and policies of the Corporation shall be carried out faithfully. It shall also perform such duties and functions that may be expressly authorized or delegated to it by the Board of Trustees subject to the limitation imposed by laws.

ARTICLE VII- ADVISORY COUNCIL

(Amended on November 25, 1985)

SECTION I The Board of Trustees may create and maintain an Advisory Council composed of individuals with proper expertise knowledge. Said council shall advise or render competent services at such time that it is solicited by the Board.

SECTION II The Chairman Emeritus. The Chairman Emeritus shall preside all meetings of the Advisory Council. He shall exercise such powers and duties provided for in the By-laws or vested in him by the members or the Board of Trustees. *(Amended January 31, 2000)*

ARTICLE VIII - MANAGEMENT STAFF

SECTION I Executive Director. The Board shall appoint an Executive Director **who shall not be a Member of the Board of Trustees.** *(Amended on February 10, 2018 by the Board of Trustees; Amended on June 13, 2018 by Members)* The Executive Director shall have the following powers and duties:

- (a) He shall be in charge of the business affairs and property of the Corporation in its daily operations. He shall sign, execute and act, for and in behalf of the Corporation with respect to any agreement contract, mortgage, deed, paper or effects, corollary to his position. His actions regarding non-routine matters shall be as may be expressly delegated to him by the Board of Trustees or through resolution or resolutions. *(Amended January 31, 2000)*
- (b) He shall develop and supervise programs consistent with the purposes of the Corporation and such other matters approved by the Board.
- (c) He shall likewise pursue such other duties and responsibilities that may be directed to him by the Board of Trustees and the Executive Committee. He shall likewise be an ex-officio member of the Board of Trustees. *(Amended on November 25, 1985)*
- (d) He shall initiate and develop corporate objectives and policies and formulate long range projects, plans and programs consistent with the directions of the Board of Trustees including those for executive training, development and compensation.
- (e) He shall appoint, remove, suspend or discipline employees of the Corporation, prescribe their duties and determine their salaries
- (f) He shall oversee the preparation of budgets and the statements of accounts of the Corporation.
- (g) He shall make reports to the Board of Trustees and members. *(Amended on April 10, 2011 by Board of Trustees; Amended on May 30, 2011 by Members)*

SECTION II

Staff Organization and Manning. The Executive Director may draw up staff organization. He may hire personnel as may be authorized by the Executive Committee or by the Board of Trustees.

SECTION III

The Reports. The Executive Director shall submit a periodic report to the Chairman of the Board and/or the President regarding the implementation of the rules, policies, approved plans and operations of the Corporation pursuant to the powers and duties vested in him by the Executive Committee and or the Board. During every annual meeting, a written report shall be presented to the members. *(Amended January 31, 2000)*

ARTICLE IX - MEMBERSHIP

SECTION I

There shall be three (3) classes of members, namely, regular, associate and honorary members.

Regular members are the incorporators named in the Articles of Incorporation and such individuals who may subsequently qualify and be admitted as such by the Board of Trustees. They shall have the right to vote and shall be eligible for elections as Trustee and Officer of the Corporation.

Associate members are individuals or entities supportive of the purposes, objectives and ideals of the Corporation and who are admitted as such by the Board of Trustees. While they shall not possess the right to vote or be voted for nor considered for quorum purposes, they may voice out their opinions and make suggestions and recommendations which are most welcome.

Honorary members are those outstanding individuals who, as unanimously determined by the Board of Trustees, deserve acknowledgment for their exemplary lives or for exceptionally meritorious services or works. They shall have such privileges as the Board of Trustees may deem appropriate from time to time. (*Amended November 25, 1985*)

SECTION II

A member shall cease as such upon death, resignation or removal.

Resignation may be done by giving notice to the Board of Trustees or any of its authorized representatives or officers.

Removal shall take place upon order of the Board of Trustees for any cause deemed by it to be detrimental to the Corporation or any of its purposes. (*Amended on November 25, 1985*)

ARTICLE X - CORPORATE FUNDS

SECTION I

The funds of the Corporation shall be deposited under the name of said corporation in any bank that may be designated by the Board of Trustees.

SECTION II

To protect the interest of the Corporation, the imprest fund system shall be used.

SECTION III

Unless otherwise provided for by the Board of Trustees, all checks issued by the Corporation shall be signed jointly, either by any two (2) members of the Board or by any member of the Board and the Executive Director, or any two (2) responsible employees duly authorized by the Board of Trustees in writing.

ARTICLE XI - ACCOUNTING PERIOD

SECTION I

Calendar Year. The accounting period of the Corporation shall be the calendar year beginning January 1 and ending on December 31. *(Amended on March 24, 2008)*

ART. XII - AMENDMENTS

SECTION I

These By-Laws may be amended by three-fourths (3/4) vote of the Board of Trustees and three-fourths (3/4) vote of the members of the association at any regular or special meeting. *(Amended on April 10, 2011 by Board of Trustees; Amended on May 30, 2011 by Members)* Provided that notice of the proposed amendments shall be distributed or sent to the residence or usual place of business of every member at ten (10) days before the meeting.

IN WITNESS WHEREOF, we have hereunto signed our hands on this 14th day of November, 1981 in the City of Manila, Philippines.

(SGD.) ELISEO M. PAJARO
JR.

(SGD.) AURELIO C. LLENADO,

(SGD.) OSCAR C. BALDEMOR

(SGD.) RICARDO B. JUMAWAN

(SGD.) DAVID BUSSAU

(SGD.) KIRK FOWLER

(SGD.) ROMULO A. PETINES

REPUBLIC OF THE PHILIPPINES)
SAN MATEO, RIZAL) S.S.

SECRETARY'S CERTIFICATE

I, **ATTY. CORNELIO C. GISON**, of legal age and with office address at 2363 Antipolo St., Guadalupe Nuevo, Makati City, after having been sworn in accordance with law, hereby depose and state that:

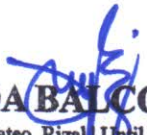
1. I am the Corporate Secretary of **TULAY SA PAG-UNLAD, INC. (A Microfinance NGO)**, a non-stock, non-profit corporation duly organized and existing under and by virtue of the laws of the Philippines with principal office address at 2363 Antipolo St., Guadalupe Nuevo, Makati City.
2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Trustees, individual trustees and/or major corporate officers of the Corporation as its duly elected and/or appointed trustees or officers or vice versa.
3. I am executing this Certification to attest to the truth of the foregoing and for whatever legal purpose it may serve.

IN WITNESS WHEREOF, I have hereunto affixed my signature on
27 NOV 2018 at SAN MATEO, RIZAL, Philippines.


ATTY. CORNELIO C. GISON
Corporate Secretary

SUBSCRIBED AND SWORN to before me on this 27 NOV 2018 at SAN MATEO, RIZAL affiant personally appeared before me and exhibited to me his Social Security System ID with No. 03-0427795-3 as competent evidence of identity.

Doc. No. 297 ;
Page No. 53 ;
Book No. VIII ;
Series of 2018.


LEONARDA BALCOS DIAZ
Notary Public for San Mateo, Rizal | Until December 31, 2019
No.4 Kambal Road, Guitnang Bayan II, San Mateo, Rizal 1850
Roll of Attorney's No. 50495 | IBP Lifetime Roll No. 05600/RSM
MCLE Compliance No. V-0007935/05-27-2015
PTR No. 9071018/SMR/01-08-2018


TRUSTEES' CERTIFICATE
AMENDMENT OF THE BY-LAWS

SECURITIES AND EXCHANGE COMMISSION
CRMD
APR 08 2019
RECEIVED
Time:
By:

KNOW ALL MEN BY THESE PRESENTS:

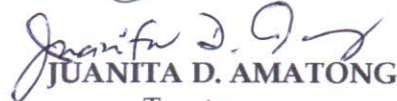
We, the undersigned, being the Trustees of TULAY SA PAG-UNLAD, INC. (A Microfinance NGO) and the Secretary thereof, do hereby certify that the amendment to the By-Laws of the said Corporation on Section 1, Article VIII was approved by a 3/4 vote of the Board of Trustees at a meeting held on February 10, 2018 at the Green Canyon Eco Art Resort, Clark Special Economic Zone, San Vicente Road, Bamban, Tarlac and by 3/4 vote of regular members of the Corporation at a meeting held on June 13, 2018 at the principal place of business of the Corporation.

IN WITNESS WHEREOF, we hereby set our hands this 14 JAN 2019 of
2018 at SAN MATEO, RIZAL.

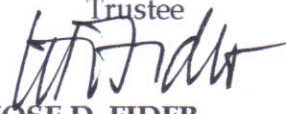

Atty. LAMBERTO L. MEER
Trustee


Dr. ABRAHAM F. PASCUAL
Trustee

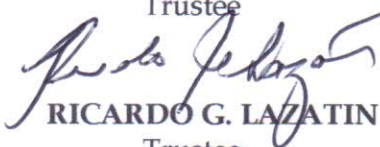

RENE E. CRISTOBAL
Trustee


JUANITA D. AMATONG
Trustee

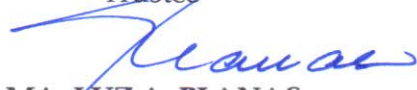

Atty. CORNELIO C. GISON
Trustee/Secretary


JOSE D. FIDER
Trustee

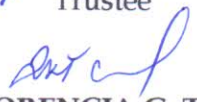

MERCEDES B. KIMWELL
Trustee

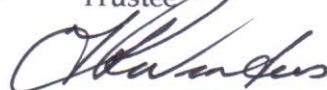

RICARDO G. LAZATIN
Trustee


ALBERTO M. MALVAR
Trustee


MA. LUZ A. PLANAS
Trustee


JOHN PAUL C. PERRINE
Trustee



FLORENCIA G. TARRIELA
Trustee


TERRY R. WINTERS
Trustee

SUBSCRIBED AND SWORN to before me this 14 JAN 2019 at SAN MATEO, RIZAL,
 affiants exhibiting to me their respective competent evidences of identity.

Name	Competent Evidence Of Identity	Date/Place of Issue
LAMBERTO L. MEER TIN 115-153-338	OSCA-Makati City ID No. 27551	9-Dec-08/Makati City
ABRAHAM F. PASCUAL TIN 111-978-170	SSS ID No. 03-6278693-6	
RENE E. CRISTOBAL TIN 123-103-682	Passport No. EB0235258	04-May-15/DFA Manila Expires on 03-May-20
JUANITA D. AMATONG TIN 124-134-769	OSCA-Quezon City ID No. 2251867	12-Dec-03/Quezon City
CORNELIO C. GISON TIN 102-087-560	SSS ID No. 03-0427795-3	
JOSE D. FIDER TIN 131-026-826	LTO Driver's License No. N11-75-004233	Expires on 2023-03-20
MERCEDES B. KIMWELL TIN 144-873-204	SSS ID No. 03-0690441-5	
RICARDO G. LAZATIN TIN 115-321-475	OSCA-Makati City ID No. 90213	
ALBERTO M. MALVAR TIN 327-192-478	OSCA-Quezon City ID No. 7702	
MA. LUZ A. PLANAS TIN 105-561-167	SSS ID No. 03-1349190-8	
JOHN PAUL C. PERRINE TIN 148-440-129	Passport No. EC0076946	22-Jan-14/DFA Manila Expires on 21-Jan-19
FLORENCIA G. TARRIELA TIN 106-906-487	OSCA-Makati City ID No. 33231	
TERRY WINTERS TIN 446-750-445	Passport No. PA1039234	20-Aug-14/Australia Expires on 20-Aug-24

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 Book No. VIII;
 Series of 2018.


LEONARDA BALCOS DIAZ
 Notary Public for San Mateo, Rizal | Until December 31, 2019
 No.4 Kambal Road, Guitnang Bayan II, San Mateo, Rizal 1851
 Roll of Attorney's No. 50495 | IBP Lifetime Roll No. 05600/RS:
 MCLE Compliance No. V-0007935/05-27-2015
 PTR No. 9071018/SMR/01-08-2018