

BYLAWS

January 5, 1976

S. E. C. Reg. No.

REPUBLICA NG PILIPINAS
KAGAWARAN NG KALAKALAN
Komisyon sa mga Panagot at Palitan
(SECURITIES AND EXCHANGE COMMISSION)
MANILA

CERTIFICATE OF FILING OF BY-LAWS

TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

THIS IS TO CERTIFY that the By-Laws of the

UNITED ARCHITECTS OF THE PHILIPPINES, INC.

copy annexed, adopted by the majority of the members on May 14....., 1975..., certified to by a majority of the Board of Directors and countersigned by the Secretary of the corporation, was filed in this Office on the 5th..... day of January....., 1976... pursuant to the provisions of Section 20 of the Corporation Law, Act 1459, as amended, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Manila, Philippines, this ...5th... day ofJanuary....., in the year of our Lord nineteen hundred andseventy-six.....

JULIO A. SULIT, JR.
Deputy Securities and Exchange Commissioner

070028
JSP/fbv

RECEIVED ORIGINAL

By Atty. Walden L. Camero
Address 160 Wilson St., San Juan, Rizal
Date 1/16/76

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1/16/76

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NAME
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*Legal
11-24-75
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BY-LAWS OF THE
UNITED ARCHITECTS OF THE PHILIPPINES, INC.

(U A P)

ARTICLE I

NAME AND DOMICILE

PAID P. 5.-
Q.R. No. 4739652
DATED 11-13-75

SECTION 1. NAME

The name of this organization shall be UNITED ARCHITECTS OF THE PHILIPPINES, INC.

SECTION 2. DOMICILE AND OFFICE

The corporation shall have its domicile and principal office in the City of Manila, Philippines.

ARTICLE II

MEMBERSHIP

SECTION 1. TYPES OF MEMBERS

The Corporation shall have the following types of members: Corporate Members, Charter Members, Fellows, Member Emeritus, Honorary Members and Corresponding Members.

SECTION 2. CORPORATE MEMBER

A. Qualifications. - Any duly registered architect in the Philippines is qualified to be a corporate member provided he goes thru the proper procedures as provided for in these By-Laws.

B. Rights and Privileges. - Every Corporate Member, in good standing, has the right to vote and be voted upon and print after his name the initials "UAP" Representing membership in the UNITED ARCHITECTS OF THE PHILIPPINES", INC.

SECTION 3. CONSIDERATION ON MEMBERSHIP

A. Announcement of Applicants. - A properly accomplished and sponsored application for membership shall be forwarded by the Sec-

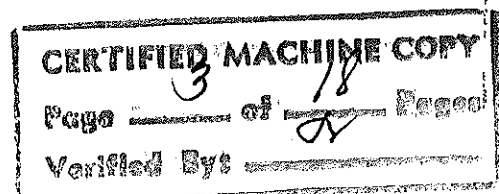
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retary together with the vouchers for the payment of the initiation fee and annual dues to the Chairman of the Committee on membership shall announce to the members the names and pertinent circumstances of the applicant.

B. Acceptance. - If within thirty (30) days from the announcement there is no objection from among the members by written communication to the Secretary, the Committee on membership shall vote to recommend the approval of the application to the Board of Directors. An affirmative vote of two-thirds (2/3) of the majority of the Board shall approve the application provided that no negative vote is cast, otherwise, the Secretary shall refer the application to the whole membership during the next regular meeting for final decision. An affirmative vote of two-thirds (2/3) of the corporate members present shall approve the application. Once the application is approved, the Secretary shall notify the applicant in writing of his acceptance. During his induction at a general meeting of the Corporation, the new member shall be issued his certificate of membership.

C. Rejection. - An application for membership which has been announced to the members during a regular general meeting is considered rejected if -

1. After considering properly registered objections to and other information, if any, on the application, the Committee on Membership votes to reject the application;
2. Notwithstanding the favorable recommendation of the committee on membership, the Board of Directors in a meeting called for the purpose fails to muster an affirmative vote of at least two-thirds (2/3) of the majority of the Directors present for the approval of the application;

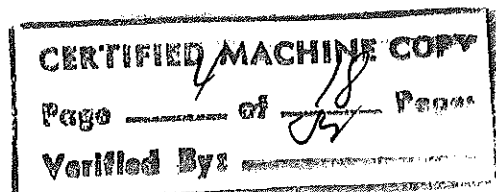


D. Good Standing

1. Any member who fails or neglects without justifiable cause to pay his dues or other obligations to the Corporation for a period of at least one (1) year is considered a member not in "Good Standing". As soon as a member as determined by the Treasurer and the Secretary of the Corporation becomes one not in good standing his membership is automatically suspended and he shall not enjoy any rights and privileges pertaining to members of good standing;
2. Once suspended, a member shall be classified in the official membership roster of the Corporation as an "Inactive Member";
3. An Inactive Member may reactivate his membership by reapplying to the Secretary stating his justification for the approval thereof. As a further requisite for the consideration of his re-application, a suspended member shall pay in advance at least one-half (1/2) of his annual membership dues and settle all other obligations, if any, that he has to the Corporation prior to his suspension, and promise in writing to pay, as they fall due, any and all unpaid dues and obligations to the Corporation.

E. Refund of Fees and Dues. - If an applicant for membership is rejected, the initiation fees and annual dues paid to the Corporation shall be refunded to him.

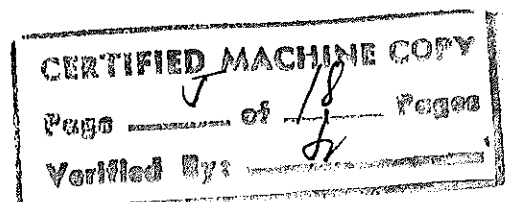
F. Re-Application. - An application for membership which has been rejected or disapproved by the corporation may only be refiled after the lapse of at least one (1) year from the date of its rejection or disapproval.



G. Resignation - A Corporate Member may resign his membership from the corporation if he is in good standing at the time of his resignation. A letter of resignation shall be addressed to the corporation through the Secretary, who will endorse it to the Board of Directors. The Board shall then decide if he is qualified to resign, that is, if he is not charged formally or informally for unprofessional practice or misconduct. The Secretary shall transmit to the resignee within reasonable time and in writing whatever decision the Board of Directors shall take on the resignation.

H. Reprimand, Suspension or Expulsion

1. Any member who acts and otherwise conducts himself in a manner which shall bring disrepute or lessen public confidence in the corporation in particular or the Architectural profession in general, or contrary to the accepted practice of the architect is liable to reprimand, suspension or expulsion. Any member who is charged in this regard shall be filed in writing by any member addressed to the Committee on Professional Practice and Ethics thru the Secretary. The member charged shall be duly notified in writing and provided with copies of the complaint by the Secretary. The committee shall then recommend action to be taken by the corporation on the complaint and the recommendation shall be approved by at least two-thirds (2/3) vote of the Board of Directors present and constituting a quorum at a regular meeting;
2. Any member convicted by final judgment by the courts of the Republic of the Philippines for any felony or misdemeanor punishable by law and whose license and registration has been cancelled by the professional regulation commission shall automatically cease to be a member of this corporation.



3. Any member whose membership ceases, either by resignation or expulsion, shall on demand surrender to the Corporation his certificate of membership.

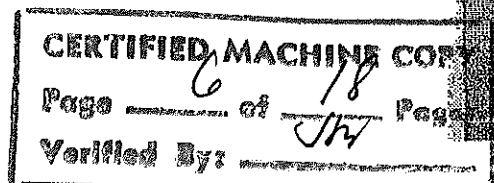
SECTION 4. CHARTER MEMBER

A. Qualification. - All members of the Association of Philippine Government Architects (APGA), League of Philippine Architects (LPA), and Philippine Institute of Architects (PIA), may apply for membership in this corporation and upon acceptance of their application shall be considered charter members.

B. Rights and Privileges. - Every charter member who is in good standing in the Corporation shall have the right to a document evidencing his membership, as well as copy of the By-Laws of the Corporation, use and print after his name the initials "CHAP", representing "Charter Member, United Architects of the Philippines, Inc." vote and if qualified, be voted upon or appointed to office in the Corporation, subscribe to all publications and documents issued by the Corporation for the information, assistance and guidance of its members and participants in all the activities of the general membership.

SECTION 5. FELLOW

A. Qualifications. - A fellow is a corporate member who has been in good standing with the corporation continuously for at least ten (10) years and has rendered notable contribution to the advancement of the architectural profession be it in design, construction, journalism, education or public service for which the jury of fellows nominated him as fellow and confirmed by at least two-thirds (2/3) affirmative vote of the Board of Directors in secret ballot. All fellows of the association of Philippine Government Architects (APGA), League of Philippine Architects (LPA), and Philippine Institute of Architects (PIA) shall, on the date of approval of this By-Laws, automatically be considered fellows of this Corporation;



B. Nomination - Nomination of fellowship shall be made by any corporate member only and sent in writing to the chairman of the jury of fellows. The jury of fellows shall vote secretly upon the nomination and sent the results thereof, within one (1) month from the time the jury receives the nomination to the Board of Directors through the Secretary. A two-thirds (2/3) affirmative vote of the Board of Directors on the nomination favorably endorsed by the jury of fellows shall confer fellowship upon the nominee. At a general meeting, the President shall officially confer the fellowship upon the nominee and make awards of the certificate of fellowship.

C. Rights and Privileges - Every corporate member who has been conferred fellowship shall enjoy all the rights, privileges and responsibilities of a corporate member, and may use the title "FELLOW", printed after his name the initials "FUAP" representing Fellow of the Corporation and wear his fellowship medallion at all formal social functions of the Corporation; the right to a diploma evidencing his fellowship and sit as member in the jury of fellow.

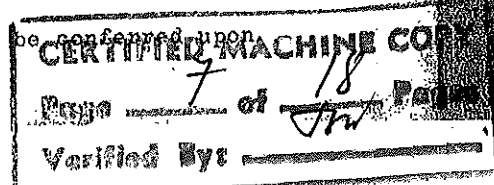
SECTION 6. MEMBER EMERITUS

A. Qualifications. - A member emeritus is a corporate member who has been in good standing with the corporation for not less than fifteen (15) years, and has retired from the practice of architecture. He shall be conferred the title of member emeritus upon written recommendation of the membership committee and approved by the Board of Directors of this corporation.

B. Rights and Privileges. - Every corporate member who has been conferred the status of member emeritus shall enjoy all the rights, privileges and responsibilities of a corporate member, and has the privilege to use the title "Member Emeritus", printed after his name the initials "FUAP", and is exempt from the payment of all fees and dues of this corporation.

SECTION 7. HONORARY MEMBER

Honorary membership in the corporation may be conferred upon



any person who is not an architect but who has distinguished himself to be of high reputable character, has contributed and given special services to the architectural profession, arts or allied sciences, journalism and public service, by the Board of Directors of this Corporation, upon recommendation of the Committee on Membership as Honorary Member.

SECTION 8. CORRESPONDING MEMBER

Corresponding Member in this Corporation are eminent architects of foreign countries; He must have a high and reputable character, and must have contributed to the advancement of the architectural profession. He may be nominated by a Corporate Member. The Board of Directors of this Corporation may, upon the recommendation of the Committee on Membership elect him as Corresponding Member.

ARTICLE III

FEES AND DUES

SECTION 1. The Corporation shall levy and assess initiation fees and annual dues, as follows:

A. Corporate Members (including Charter Members and Fellows)

1. Initiation fee ₱ 20.00
2. Annual dues ₱100.00

B. The Corporation shall pay for the annual registration fees of all corporate members in good standing.

SECTION 2. Payment of fees and dues shall be in accordance with these by-laws and the policies to be adopted by the Board of Directors.

SECTION 3. Honorary Members, Member Emeritus and Corresponding members are exempt from any fee or dues of this Corporation. They may, however make donations, bequeaths and other contributions to the corporation for specific purposes.

SECTION 4. In addition to fees and dues, the Corporation through the Board of Directors may accept donations, bequeaths and other

contributions, fine or make special assessments, from its members and otherwise raise funds within the corporation for the attainment of its objectives.

ARTICLE IV

BOARD OF DIRECTORS

SECTION I. GENERAL FUNCTIONS

A. The Board of Directors is the governing body of the Corporation. It shall promulgate policies, rules and regulations in accordance with this By-Laws, to guide the Corporation in the attainment of its objectives.

B. The Board of Directors shall coordinate and lend assistance to the Board of Architecture as its extension arm in the implementation of the Architect's Law and all rules and regulations promulgated by the Professional Regulation Commission over the professional practice of an Architect.

C. The Board of Directors shall administer, control and direct the business and social affairs of the Corporation. It shall exercise all authority, rights and power over its members and is the trustee and custodian of all properties and interests of the corporation.

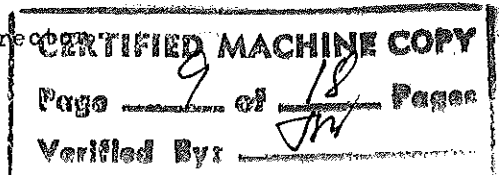
D. The Board of Directors shall elect from among themselves the officers of the Corporation.

E. The Board of Directors has the power to confirm or reject the appointments, and termination of service, of any employee of the corporation made by the President.

SECTION 2. COMPOSITION

The Board of Directors is composed of ~~eleven~~ ^{PN} (11) members, ~~fourteen~~ (10) of whom shall be elected from among the Corporate Members in the following distribution:

Greater Manila 4 Directors
Northern Luzon 1 Director
Central Luzon 1 Director



Southern Luzon 1 Director
Eastern Visayas 1 Director
Western Visayas 1 Director
Mindanao 1 Director

nominated for election
The outgoing president shall automatically be the ~~fourteenth~~ member of the Board.

SECTION 3. QUALIFICATIONS

A candidate for membership in the Board of Directors shall have at least five (5) consecutive years of active Architectural practice immediately prior to his nomination. He shall have been endorsed by a screening committee composed of three (3) members of the incumbent Board of Directors which elects them and four (4) members from the incumbent college of fellows which shall also elects them and provided that they are not themselves seeking nomination for membership in the Board.

SECTION 4. TERM OF OFFICE

The members of the Board of Directors of this corporation shall serve for one (1) year starting on the 20th of January up to the 20th of January of the year following, or until their successors shall have been duly elected and qualified. No member of the Board of Directors shall hold office for more than three (3) consecutive terms.

ARTICLE V

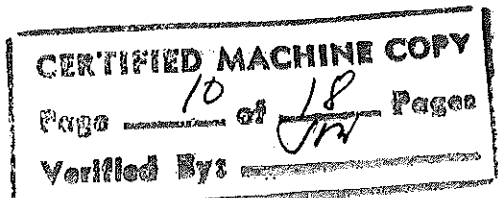
OFFICERS

SECTION 1. The officers of this corporation who shall be elected by the Board of Directors from among themselves are the president, three (3) vice presidents, the Secretary, the Treasurer and Executive Director.

SECTION 2. DUTIES

A. President. - The duties of the President are:

1. He shall be the chief executive of the corporation and as such shall preside over all the meetings of



the Board of Directors and the General Membership of the corporation;

2. He shall supervise all its business and social affairs;
3. He shall sign and implement contracts, directives and other legal instruments which have been approved by the Board of Directors; and
4. He shall organize and appoint all members of the different standing or special committees as herein provided and shall represent the corporation in conferences and gatherings wherein the Corporation is required to attend.

B. Vice-President

1. There shall be three (3) Vice-Presidents namely, Vice-President for Private Practice, Vice-President for Governmental Service and Vice-President for Privately Employed, Professorial and Allied Fields.
2. In case of death, incapacity or disability of the president to act, or in his absence in the country, the Vice-President for Private Practice, or in case of the latter's death, incapacity or disability or in case of his absence in the country the Vice-President for Governmental Service or in case of the latter's death, incapacity or disability or in case of his absence in the country, the Vice-President for Privately Employed, Professorial and Allied Fields shall act as President and shall serve for the unexpired portion of the term of the President.

C. Secretary - The Duties of the Secretary are:

1. He shall issue all notices or call for and record all minutes of the meetings of the corporation and the Board of Directors;
2. He shall have the charge and custody of all the records, correspondences, and all legal matters of the corporation; and

3. He shall perform such other functions as may, from time to time, be required of him by the Board of Directors. *He must be a ^{Citizen} resident of the City of New York.*

D. Treasurer - The Treasurer shall have the following duties:

1. He shall have the over-all supervision of the financial affairs of the corporation;
2. He shall collect all fees, dues and other obligations of the members and issue receipts therefor and with the approval of the President disburse budgeted funds as may be necessary in accordance with approved procedures;
3. He may purchase securities or sell and transfer those placed under his charge by the corporation as directed by the Board of Directors; and
4. He shall sign all instruments of the corporation wherein his signature is required by Law and shall perform all such duties for the corporation as may be assigned to him by the President and the Board of Directors.

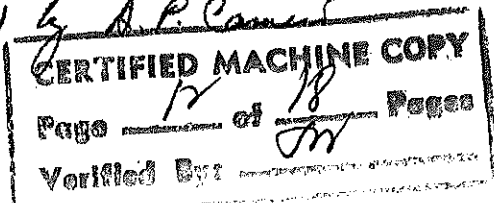
for 5. *He must put up a bond conditioned on a faithful performance of his duties.*

ARTICLE VI
EXECUTIVE DIRECTOR

SECTION 1. The Executive Director shall be a college graduate with managerial ability and shall be appointed by the President subject to the confirmation of the Board of Directors by majority vote there being a quorum.

SECTION 2. The Executive Director shall perform the task assigned to him by the President and/or the Board of Directors. His remuneration shall be fixed by the Board. He shall recommend to the Board for approval the personnel and equipment necessary for the administrative machinery of the Corporation.

corrected by A.P. Camer



ARTICLE VII

CONSULTATIVE BODIES AND COMMITTEES

SECTION 1. All surviving fellows of the corporation shall compose the college of fellows.

SECTION 2. The Board of Directors shall be assisted in conducting the affairs of the corporation by standing or special committees as herein provided.

SECTION 3. The following are the standing committees of this corporation.

- A. Committee on General Welfare
- B. Committee on Membership
- C. Committee on Legislation
- D. Committee on constitution and By-Laws
- E. Committee on Awards and Competitions
- F. Committee on Ways and Means
- G. Committee on Special Projects
- H. Committee on International Affairs C
- I. Committee on National and Civil Affairs
- J. Committee on Professional Practice and Ethics
- K. Committee on Education and Culture
- L. Committee on Research and General Information
- M. Committee on Chapter Organizations

SECTION 5. MEMBERSHIP OF COMMITTEES - Each committee shall be headed by a member of the Board and its members may be chosen from members of the Corporation. Special and sub-committees may be created when the need arises.

SECTION 6. DUTIES OF COMMITTEES - The duties and functions of each committee may be implied from its title. In case of overlapping of functions, the President shall delineate the functions of the particular committee.

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SECTION 7. LIMITATION - No member of the board of Directors shall be a member of more than one committee.

ARTICLE VIII

CHAPTERS

SECTION 1. Chapters of this Corporation may be formed by a minimum of twenty (20) qualified corporate members upon recommendation of the committee on chapter organizations and approval of the board of Directors.

SECTION 2. The rules and regulations pertaining to chapter organizations shall be promulgated by the Board of Directors of this corporation.

ARTICLE IX

ELECTIONS

SECTION 1. Annual elections shall be held immediately after the annual meeting of the membership of the Corporation during the second week of December of each year. The voting shall be under the supervision of the committee on elections of the corporation to be organized by the Board of Directors in a place to be designated by the Board. The plurality of corporate members who are qualified voters shall be sufficient to elect the members of the Board. The annual convention and induction of officers and members of the Board of Directors shall be held on the third week of January immediately following their election.

SECTION 2. All elections shall be by secret ballot based on democratic and popular concept of free will and judgment.

SECTION 3. Only corporate members who are in good standing are qualified to vote in the general elections for the fourteen (14) members of the Board of Directors.

SECTION 4. ELECTION CODE - An election code or rules shall be promulgated by the Board of Directors governing the procedures of election and shall be submitted on the first annual meeting of the members of this corporation for approval.



ARTICLE X

MEETINGS

SECTION 1. ANNUAL MEETING - The annual meeting of all members of the corporation for the purpose of electing the members of the board of Directors shall be held on the second week of December of each year at the time and place to be designated by the Board of Directors. Notices of said annual meeting shall be sent by the Secretary to all members in their addresses appearing in the records of this Corporation by registered mail or personal delivery at least fifteen (15) days before the scheduled date of the meeting furnishing the members of the agenda of said annual meetings.

SECTION 2. SPECIAL MEETING - Special meeting of the members of the Corporation may be called by the President, upon the resolution of the Board, or by written request of at least five (5) corporate members of the Corporation.

SECTION 3. The Secretary shall notify in writing each and every member of the Corporation at least two (2) weeks prior to the annual or special general meeting specifying the day, hour, place and nature of the business to be taken up.

SECTION 4. The Board of Directors shall hold a regular meeting once every month and such special meetings as may be called by the President or by three (3) Directors.

SECTION 5. The meetings of this Corporation shall be conducted in accordance with the Robert's Rules of Order.

ARTICLE XI

QUORUM

SECTION 1. In the meetings of the Corporation, majority of the corporate members in good standing shall constitute a quorum save and except in those cases where the corporation Law requires the affirmative vote of a greater proportion.

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SECTION 2. In the meetings of the Board, eight members present shall constitute a quorum.

ARTICLE XII

VACANCIES AND APPOINTMENTS

SECTION 1. Except in those cases where a vacancy is to be filled up specifically in accordance with the provisions of these By-Laws, any vacancy among the officers and Directors shall be filled by the Board of Directors remaining if they still constitute a quorum. The officer or Director succeeding to the vacancy shall hold office during the unexpired term of his predecessor.

SECTION 2. In the event that the remaining members of the Board do not constitute a quorum, the vacant position or positions shall be filled up automatically by the candidate who received the next highest vote in the preceeding elections at the last annual general meeting of the members of this corporation.

SECTION 3. In the appointment of employees, the conditions of employment and compensation must be clearly stated. Any appointment or termination of service of any employee made by the President shall only be valid after its confirmation by the Board of Directors.

ARTICLE XIII

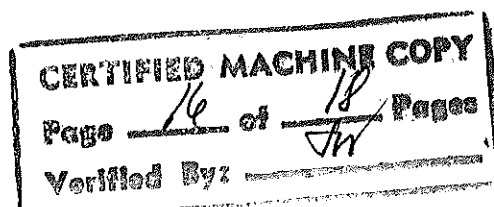
SEAL AND BANNER

SECTION 1. The corporate seal and banner of the Corporation shall contain the name of the UAP; 1975 Manila, Philippines.

ARTICLE XIV

PUBLICATIONS

SECTION 1. The Corporation shall publish an official organ, which shall be issued monthly. The title, management and financing of such publication shall be under the supervision of the Board of Directors of the corporation.



ARTICLE XV

AMENDMENTS

SECTION 1. These By-Laws may be amended, repealed or altered in whole or in part by a ^{majority of} ~~two-thirds (2/3)~~ vote of the members of the corporation present during an annual or special meeting held for the purpose.

SECTION 2. Any amendment to these By-Laws shall take effect immediately upon its approval.

ARTICLE XVI

EFFECTIVITY

SECTION 1. These By-Laws shall take effect immediately upon adoption by the majority of the members.

SECTION 2. The foregoing By-Laws were adopted by the unanimous consent of the entire membership of the corporation at the first meeting of the members held at Manila, Philippines on the 14th day of March, 1975.

IN WITNESS WHEREOF, we the undersigned, constituting the full membership of the corporation do hereby set our hands this 14th day of March, 1975 at Manila, Philippines.

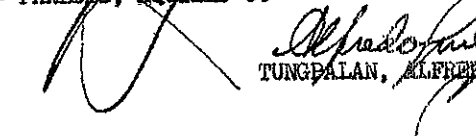

ATIENZA, DEONACIAS P.


CANCHOLA, CESAR

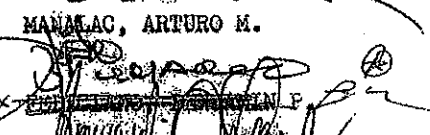

MEAMO, BENJAMIN G.


NAKPIL, ARISTON M.

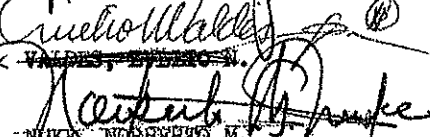

PAREDES, AGUILAS C.


TUNGPALAN, ALFREDO T.


ARRELLANO, JULITO N.


MANALAC, ARTURO M.


LORA, BERNARDINO F.


VALDES, ELMER N.


NUKE, NORBERTO M.

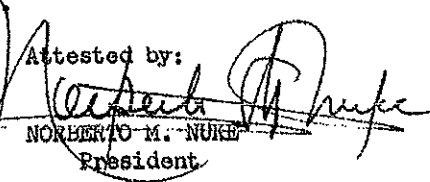

TIOTUXCO, VICTOR N.

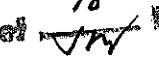
Countersigned by:

BENJAMIN G. MEAMO
Secretary

(*) Members who are not due for per Art. 10 of Incorporation

Attested by:


NORBERTO M. NUKE
President

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CERTIFICATE OF ADOPTION OF BY-LAWS
OF THE
UNITED ARCHITECTS OF THE PHILIPPINES, INC.

The undersigned, constituting the full membership of the board of Directors, the President and the Secretary of the United Architects of the Philippines, Inc. hereby certify that the document which is hereto attached and made an integral part hereof entitled, "By-Laws" of the UNITED ARCHITECTS OF THE PHILIPPINES, INC. is a true and correct copy of the By-Laws adopted by the Corporation upon the affirmative vote of the entire membership of said corporation at a meeting held on March 14, 1975 in Manila, Philippines.

IN WITNESS WHEREOF, we have hereunto set our hands this 14 day of March, 1975 at Manila, Philippines.

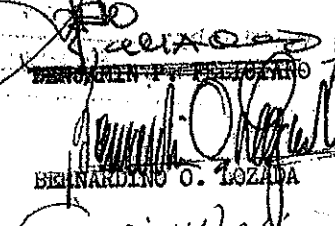

DEOGRACIAS P. ATIENZA


OTILIO A. ARELLANO


LUCIANO V. AQUINO


ARTURO M. MANALAC

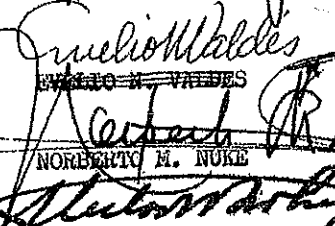

CESAR SANCHELA


BENJAMÍN F. FRIGOLERO


BENJAMÍN F. FRIGOLERO


BERNARDINO O. LOZADA


BENJAMIN G. MEAMO


EMILIO N. VALDES


ARISTON H. NAKELL

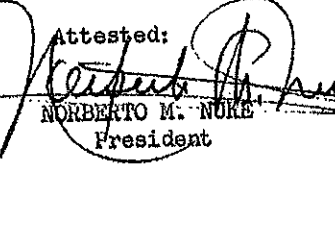

NORBERTO M. NURE


AQUILES C. PAREDES


VICTOR N. TIOTUYCO


ALFREDO T. TUNGPALAN

Attested:


NORBERTO M. NURE
President

Countersigned:

BENJAMIN G. MEAMO
Secretary

6 per Article of Incorporation
members therein listed are included as directors
in the meantime.

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