

AMENDED BY-LAWS

OF

INSTITUTE OF CORPORATE DIRECTORS, INC.

(as amended on 04 February 2005)

PREAMBLE

The INSTITUTE OF CORPORATE DIRECTORS (ICD), a non-stock and non-profit organization, is the national association of corporate directors and other stakeholders engaged in corporate governance.

ICD's *Vision* is to be at the forefront in the ASEAN Region by being the key partner of public and private sector in raising the bar of corporate governance in the country.

(as amended on 09 November 2023, and lately as approved by the BOT on 3 September 2024, and ratified by the Members on 16 October 2024)

ICD's *Mission* is to champion good corporate governance and stewardship for the benefit of society

(as amended on 09 November 2023, and lately as approved by the BOT on 3 September 2024, and ratified by the Members on 16 October 2024)

In advancing its corporate purposes, ICD shall be autonomous and independent of specific political, business or other interests, but open to working with others in the pursuit of systemic corporate governance reforms in the Philippines and in East Asia.

(as amended on 19 June 2019)

ARTICLE I

MEMBERSHIP

SECTION 1. *The Society of Fellows.* — Fellows of the association shall consist of the incorporators named in the Articles of Incorporation, who remain in good standing, and such natural persons who are admitted as Fellows, satisfying the requirements and endorsement of the Fellows Committee, and the approval of the majority of the Board of Trustees.

The right to vote on all matters and resolutions which by law must be submitted to the approval or ratification of voting members of nonstock corporations, as well as all matters subject to membership vote under the Articles of Incorporation or By-laws of the association, including the right to vote and be voted for as Trustee, is exclusively granted only to the Fellows of the association; *Provided*, That only Fellows who remain in good standing in accordance with the rules adopted by the Board of Trustees, shall have the right to vote, as well as to be voted for as Trustee of the association. *(as amended on 19 June 2019)*

SEC. 2. *Other Members.* — The Board of Trustees may provide for such other class or classes of members, which may include corporate and honorary members, and to fix their qualifications for admission; *Provided*, That no class of members, other than Fellows, shall have the right to vote, or to be voted as Trustee. *(as amended on 19 June 2019)*

ARTICLE II

MEETINGS OF FELLOWS

(As amended on June 19, 2019)

SECTION 1. *Annual Meeting.* — The annual meeting of the Fellows, including other members of the association who are invited to attend the meeting, shall be held at the principal office of the association, or at any place within the National Capital Region where the principal office of the association is located, on the second Wednesday in the month of October of each year. *(as amended on 19 June 2019; and lately as approved by the BOT on 30 March 2022, and by the Members on 22 June 2022)*

SEC. 2. *Special Meetings.* — As the need thereof arises, special meetings may be called by the Board of Trustees or the President, or upon petition of at least ten percent (10%) of the Fellows in good standing. *(as amended on 19 June 2019)*

SEC. 3. *Notices of Meetings.* – Notices of the date, time and place of annual and special meetings of Fellows, which may include other members of the association who are invited in the meetings, shall be given either personally, by registered mail, electronic mail, or by confirmed facsimile transmission, at least seven (7) days before the date set for such meeting. In urgent cases, the notice may be communicated at least two (2) days before the meeting personally, by telephone or electronic transmission. The notice of every meeting shall state briefly the purpose or purposes of such meeting. No other business shall be considered at such meeting except upon the consent of all the members present thereat. *(as amended on 19 June 2019)*

SEC. 4. *Waiver of Notice.* – Whenever any notice is required to be given under the provisions of law or under the provisions of these By-Laws, waiver of notice thereof, in writing or through electronic means, signed by the person or persons entitled to the said notice whether before or after the date state therein, shall be deemed equivalent thereto. *(as amended on 3 September 2024, and ratified by the Members on 16 October 2024)*

SEC. 5. *Quorum.* – A quorum for any meeting of members shall consist of a majority of the Fellows who remain in good standing under the records of the association, and a majority of such quorum may decide any question at the meeting, except on matters where the Revised Corporation Code requires the affirmative vote of a greater number. *(as amended on 19 June 2019)*

SEC. 6. *Order of Business.* – The order of business at the annual meeting of the members shall be as follows:

- a. Proof of notice of meeting, except where such notice is waived by the members constituting a quorum;
- b. Proof of the presence of a quorum;
- c. Reading and approval of the minutes of the previous annual meeting, except where such reading is dispensed with by a majority vote of those present;
- d. Unfinished business;
- e. Report of the President;
- f. Election of the trustees for the ensuing year;
- g. Other matters

The order of business at any meeting may be changed by a vote of majority of the regular members present.

SEC. 7. *Information to Be Conveyed at Annual Meeting.* – At each Annual Meeting, the Board of Trustees shall endeavor to present to Fellows and other members invited to said meeting, among others, the following:

- a. Minutes of the most recent Annual Meeting which shall include, among others:
 - (i) A description of the voting and vote tabulation procedures used in the previous meeting;
 - (ii) A description of the opportunity given to Fellows to ask questions and a record of the questions asked and answers given;
 - (iii) Matters discussed and resolutions reached;
 - (iv) A record of the voting results for each agenda item;
 - (v) A list of the Trustees, officers and Fellows and other members who attended the meeting; and
- b. A list of the Fellows, delineating those who have remained in good standing and entitled to vote from the other Fellows who have become delinquent under the records of the association;
- c. A detailed, descriptive, balanced and comprehensible assessment of the association's performance, which shall include information on any material change in the association's vision, mission, business, strategy, and other affairs;
- d. A financial report for the preceding year, which shall include financial statements duly signed and certified in accordance with the requirement of the Revised Corporation Code and the Securities and Exchange Commission; a statement on the adequacy of the association's internal controls or risk management systems, and a statement of all external audit and non-audit fees;
- e. Trustee and Senior Officer profiles which shall include, among others, their qualifications and relevant experience, length of service in the association, trainings and continuing education attended, and their board representations in other corporations and associations;
- f. Trustee attendance report, indicating the attendance of each Trustee at each of the meetings of the Board and its committees and in regular or special Fellows meetings;
- g. Appraisals and performance reports for the Board and the criteria and procedure for assessment;
- h. A Trustees and Senior Officers compensation report;

- i. Trustees and Senior Officers disclosures on self-dealings and related party transactions; and/or
- j. The profiles of Trustees and Fellows nominated or seeking election or reelection.

A director, trustee, or Fellow may propose any other matter for inclusion in the agenda at any Annual Meeting of the Fellows. *(as amended on 19 June 2019)*

SEC. 8. *Proxy Vote.* — Each Fellow shall be entitled to one vote, either in person or by proxy; *Provided*, That the designated proxy is also a Fellow of the association. Appointment of proxies shall be in writing, duly filed with the Corporate Secretary. *(as amended on 19 June 2019)*

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) Trustees, who must be Fellows in good standing at the time of their election. *(as amended by the BOT on 22 March 2013, 4 April 2014 and by the Members on 28 April 2014; and lately on 19 June 2019).*

SEC. 2. *Term of Office.* — Immediately following their election, the Board of Trustees shall so classify themselves so that the term of office of one-third (1/3) of their number shall expire every year; effective 01 January 2023, the commencement of the term of office for year 2023 of the incumbent Trustees shall *ipso jure* be deemed to be adjusted to commence on 01 January 2023. Subsequent elections of trustees comprising one-third (1/3) of the Board shall be held annually and trustees so elected shall have a term of three (3) calendar years. Any vacancy occurring by reason of death or resignation, but not by reason of removal or expiration of term, may be filled in by the Board while still constituting a quorum, and such replacing Trustee shall hold office only for the unexpired term.

Any trustee can only be elected to a cumulative total of three (3) terms of office, and thereafter be disqualified from being nominated for election to the Board; *Provided*, That in the determination of such disqualification, a trustee elected for a term of office of three (3) calendar years shall be credited with the full term even if the trustee is unable to fully serve the term, but the trustee thereafter elected or appointed to fill the vacancy shall not be credited with the unexpired term of the trustee so replaced for purpose of applying this disqualification rule. *(as amended on 19 June 2019; and lately as approved by the BOT on 30 March 2022, and ratified by the Members on 22 June 2022)*

SEC. 3. *Quorum and Meetings.* – A majority of the Board of Trustees shall constitute a quorum for the transaction of business at all meetings, except as provided by law. The Board of Trustees may conduct meetings through teleconference, videoconference, or other alternative modes of communication. Trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow the Trustees reasonable opportunities to participate. *(as amended on 19 June 2019)*

SEC. 4. *Compensation.* – Members of the Board of Trustees shall not receive any compensation for their services as trustees.

ARTICLE IV

CORPORATE OFFICERS

SECTION 1. *Election and Removal of Officers.* – At its annual meeting, or at any other meeting duly called for the purpose, the Board of Trustees shall elect the following corporate officers: the Chairperson, President, Vice-Chairperson, the Corporate Secretary, the Treasurer, and the Compliance Officer. *(as amended on 28 April 2014; 19 June 2019; 3 September 2024, and ratified by the Members on 16 October 2024)*

The Board of Trustees may, by resolution, appoint such other officers as it may deem necessary from time to time, and define their duties. The same persons may be elected or appointed to more than one office provided that the functions of such appointed officers are not incompatible with each other.

All officers shall be elected by the affirmative vote of a majority of all the members of the Board and shall hold office until the next regular meeting of the members and/or until their respective successors shall have been elected or appointed and shall have qualified. *(as approved by the BOT on 30 March 2022, and ratified by the Members on 22 June 2022)*

Any officer may be removed at any time upon majority vote of all the members of the Board.

SEC. 2. *Vacancies.* – A vacancy in any office may be filled by the Board at any meeting, for the unexpired portion of the term, by the affirmative vote of a majority of all the members of the Board.

ARTICLE V

POWERS AND DUTIES OF OFFICERS

SECTION 1. *The Chairperson.* – The Chairperson, who shall be a member of the Board, shall convene the Board of Trustees pursuant to these By-Laws. He or she shall preside over all meetings of the Board and Members of the association, and represent the association in engagements with regulators, donors, local and international partners, and other key stakeholders. He or she shall exercise such other functions as may be assigned to him by law or by the Board. *(as amended on 19 June 2019; 3 September 2024, and ratified by the Members on 16 October 2024)*

SEC. 2. *The Vice-Chairperson.* – The Vice-Chairperson, who must be a member of the Board of Trustees shall, in the absence, death, incapacity, inability or disability of the Chairperson, take over and discharge all the duties of the latter, as well as other duties as may be delegated to him or her by the Board of Trustees. *(as amended on 22 March 2013; 3 September 2024, and ratified by the Members on 16 October 2024)*

SEC. 3. *The President.* – The President, who shall be a member of the Board of Trustees, shall be responsible to the Board of Trustees for directing and controlling the business and affairs of the association primarily through the Executive Director. He or she shall sign for the association all deeds, agreements, and other formal instruments except as otherwise provided by these By-Laws or by resolution duly adopted at any meeting of the Board. In the absence of the Chairperson or Vice-Chairperson, he or she shall represent the association in engagements with regulators, donors, local and international partners, and other key stakeholders. He or she shall also inform the Board and the members of the association of all matters of interest to them. He or she shall have such other powers and duties as the Board may prescribe from time to time. *(as amended on 3 September 2024, and ratified by the Members on 16 October 2024)*

SEC. 4. *The Executive Director.* – The Executive Director, who must not be a member of the Board of Trustees and could receive remuneration as may be approved by the Board, shall be the highest full-time executive of the association. Under the direction and control of the President, he or she shall be responsible for maintaining and sustaining the association as a going concern. He or she shall be responsible for the daily supervision and direction of the association's management and staff. He or she shall exercise such other functions as may be assigned to him or her by the Board.

Should the position of Executive Director become vacant, the President shall assume the responsibilities of the Executive Director until the vacancy is filled by the Board. The President may request the Board to designate any of the following to assist him or her perform the role of Executive Director:

- a) Any Trustee(s); or
- b) Any senior executive from the association's management.

Should the President perform the role of Executive Director, and the Board designate any Trustee(s) to assist until such vacancy is permanently filled, the President or Trustee(s) so designated shall not be entitled to any form of compensation for such service. (as amended on 3 September 2024, and ratified by the Members on 16 October 2024)

SEC. 5. The Corporate Secretary. – The Corporate Secretary, who need not be a member of the Board of Trustees, but who must be a citizen and resident of the Philippines, shall:

- a. Take and keep true minutes of all meetings;
- b. Give notice of all meetings to members and/or trustees;
- c. Have custody of the Membership Book and the corporate seal;
- d. Under the general direction of the Chairperson, prepare and present the business to be acted upon at all meetings;
- e. In general, perform all duties incident to the office of corporate secretary; and perform such other duties as may be assigned to him or her by the Chairperson or by resolution duly adopted by the Board.
(as amended on 19 June 2019; 3 September 2024, and ratified by the Members on 16 October 2024)

SEC. 6. The Treasurer. – The Treasurer, who must be a resident of the Philippines, need not be a member of the Board of Trustees, subject to the provisions of these By-Laws and to such regulations as may be prescribed by the Board, shall:

- a. Have custody of the funds and the securities of the association;
- b. Receive for the association any and all contributions, grants, or donations thereto;
- c. Deposit the funds of the association, including contributions and securities, in such banks or trust companies as may from time to time be designated by the Board;
- d. In general, perform all duties incident to the Office of Treasurer and such other duties as may from time to time be assigned to him by the Board;

The Treasurer shall post a bond in such sum and with such surety as may be determined by the Board of Trustees. *(as amended on 19 June 2019; 3 September 2024, and ratified by the Members on 16 October 2024)*

SEC. 7. The Compliance Officer. – The Compliance Officer, who need not be a member of the Board of Trustees, subject to the provisions of these By-Laws and to such regulations as may be prescribed by the Board, shall:

- a. Ensure proper onboarding of new Trustees (*i.e.*, orientation on the association’s vision, mission, values, business, charter, Articles of Incorporation and By-laws, among others);
- b. Monitor, review, evaluate and ensure the compliance by the association, its Trustees and officers with the relevant laws, this Code, rules and regulations and all governance issuances of regulatory agencies;
- c. Report the matter to the Board if violations are found and recommend the imposition of appropriate disciplinary action;
- d. Ensure the integrity and accuracy of all documentary submissions to regulators;
- e. Appear before the SEC when summoned in relation to compliance with this Code;
- f. Collaborate with other departments to properly address compliance issues, which may be subject to investigation;
- g. Identify possible areas of compliance issues and work towards the resolution of the same;
- h. Ensure the attendance of Trustees and key officers to relevant trainings; and;
- i. Perform such other duties and responsibilities as may be provided by the Securities and Exchange Commission. *(as amended on 19 June 2019; 3 September 2024, and ratified by the Members on 16 October 2024)*

ARTICLE VI

COMMITTEES

SECTION 1. Audit Committee. – The Audit Committee shall enhance the oversight capability of the Board of Trustees (“Board”) over the organization’s financial reporting, internal control system, audit process and compliance with relevant laws and regulations. *(as amended on 19 June 2019; 3 September 2024, and ratified by the Members on 16 October 2024)*

SEC. 2. Risk Committee. – The Risk Committee shall assist the Board in fulfilling its oversight responsibility for ensuring that there is an effective and integrated risk management system and process in place. (as amended on 3 September 2024, and ratified by the Members on 16 October 2024)

SEC. 3. Corporate Governance Committee – The Corporate Governance Committee shall make recommendations to the Board regarding its processes and procedures on corporate governance. (as amended on 3 September 2024, and ratified by the Members on 16 October 2024)

SEC. 4. Nomination and Election Committee – The Nomination and Election Committee shall ensure a transparent and fair nomination and election process of new Trustees and that the composition of the Board is aligned with the association’s strategic objectives and initiatives. (as amended on 3 September 2024, and ratified by the Members on 16 October 2024)

SEC. 5. Fellows Committee. – The Fellows Committee shall primarily be charged to support ICD’s *Vision, Mission and Values* by overseeing the recruitment of new Fellows and other members who share in such vision, mission and values, and the retention of current Fellows and other members. (as amended on 19 June 2019; 3 September 2024 and ratified by the Members on 16 October 2024)

SEC. 6. Program Committees. – The President, with the approval of the Board, may create program committees as may be deemed necessary to carry out the purposes and undertakings of the association, and each of such committees shall exercise such powers and perform such functions as may be prescribed by the President and approved by the Board. Members of such committees need not be members of the Board, if the committee in question is not vested with the power or duty normally considered as a primary duty of the Board. The Program Committees shall be supervised by the President through the Executive Director and assisted by designated Secretariats. (as amended on 19 June 2019; 3 September 2024 and ratified by the Members on 16 October 2024)

ARTICLE VII

FUNDS

SECTION 1. *Donations, Gifts, Grants, Contributions.* – To the extent authorized by law, the association shall be supported and financed through such donations, gifts, grants, conference or seminar fees, contributions and such other income as may be given to it by individuals and entities, whether in the Philippines or abroad, in support of its undertakings; *Provided*, That not more than thirty percent (30%) of the said gifts or donations for any taxable year shall be used by the association for administrative purposes. (as amended on 19 June 2019)

The net income of the association shall be used exclusively for the non-profit purposes for which it is organized, and no part of its net income shall inure to the benefit of any member, trustee or officer. *(as amended on 19 June 2019)*

In the event of its dissolution, the assets of the association shall be distributed to another 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. *(as amended on 19 June 2019)*

SEC. 2. *Disbursements* - All withdrawals from the funds of the association, whether by check or any other instrument, shall be signed by the Treasurer and countersigned by the President. If deemed necessary, the Board of Trustees may designate other corporate signatories. *(as amended on 19 June 2019)*

SEC. 3. *Fiscal Year* - The fiscal year of the association shall be from January 1 to December 31 of each year. *(as amended on 19 June 2019)*

ARTICLE VIII

CORPORATE SEAL

SECTION 1. The Board of Trustees shall provide for a corporate seal which will be depicted in such design as the Board may find appropriate, in keeping with the corporate mandate.

ARTICLE IX

AMENDMENTS

These Bylaws or any provisions herein may be amended or repealed, or new Bylaws adopted by the majority vote of the Board of Trustees and ratified by at least a majority of the Fellows, in meetings duly called for such purposes, with a quorum present. Two-thirds (2/3) of the Fellows may delegate to the Trustees the power to amend or repeal the Bylaws or adopt new Bylaws. Any power delegated to the Trustees to amend or repeal the Bylaws or adopt new Bylaws shall be considered as revoked whenever majority of the Fellows shall so vote at a regular or special meeting. *(as amended on 19 June 2019)*

ADOPTED in Manila, Philippines on this 18th day of December, 2003, by the affirmative vote of a majority of the entire membership of the foundation.

(Sgd.) JOSE L. CUISIA

(Sgd.) ALFREDO ANTONIO

(Sgd.) FRANCIS ESTRADA

(Sgd.) ADELITA VERGEL DE DIOS

(Sgd.) JOEL VALDES

(Sgd.) JESUS P. ESTANISLAO

(Sgd.) JESUS ZULUETA

(Sgd.) JAVIER JOSE CALERO

(Sgd.) ALFREDO GO

(Sgd.) FRANCISCO EIZMENDI, JR.

(Sgd.) JESUS ALCORDO

(Sgd.) RENE BENITEZ

(Sgd.) CONCHITA MANABAT