

PHILIPPINE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
PICPA Building, 700 Shaw Boulevard
Mandaluyong City

NOTICE OF MEETING

ANNUAL MEMBERSHIP MEETING AND
VOTE ON THE PROPOSED AMENDMENTS TO
ARTICLES OF INCORPORATION AND BY-LAWS

To All PICPA Members:


In accordance with the provisions of Article XII, Section I and 3 of the By-Laws of the Philippine Institute of Certified Public Accountants, notice is hereby given that the Annual Membership Meeting will be on Saturday, November 26, 2005 at 12:00 noon at Fiesta Pavilion, Manila Hotel, Manila.

AGENDA

1. Call to Order
2. Proof of Required Notice of Meeting
3. Determination of Quorum
4. Reading and Approval of Minutes of Previous Annual Membership Meeting held on November 27, 2004
5. President's Report
6. Treasurer's Report
7. Proposed amendments to Articles of Incorporation and By-laws
 - 7.1 Vote on the proposed amendments to the Articles of Incorporation. Copies of the proposed amendments are attached as Annex "A".
 - 7.2 Vote on the proposed amendments to the By-laws. Copies of the proposed amendments are attached as Annex "B".
8. Determination of venue and date for the next general membership meeting
9. Other matters
10. Adjournment

We urge all members to attend the Annual Membership meeting. For members who cannot be present in person, please accomplish and return to us the attached general proxy form.

Copies of the proposed amendments to the Articles of Incorporation and By-Laws of PICPA are likewise posted in the PICPA website at <http://www.picpa.com.ph> and also at the 3rd quarter issue of the Accounting Times.


ANTONIO V. CRUZ
National Secretary



PHILIPPINE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
 PICPA Building, 700 Shaw Boulevard
 Mandaluyong City

GENERAL PROXY

KNOWN ALL MEN BY THESE PRESENTS:

I, _____, a member of the Philippine Institute of Certified Public Accountants, a non-stock Corporation, do hereby nominate, constitute, and appoint _____ or in his/her absence, the National President as my attorney and proxy to represent me and vote in my name on any matter at any and all regular and special meetings of members of said corporation including but not limited to the approval of any proposed amendments to the PICPA Articles of Incorporation and By-Laws, as well as in any adjournment or adjournments thereof as fully and to all intents and purposes as I might or could do if present and acting in person, hereby ratifying and confirming any and all action taken on matters which may properly come before any meeting or adjournments thereof. In case of non-attendance of my attorney and proxy above named at any particular meeting, I authorize and empower the Chairman of the meeting to fully exercise all rights, as my attorney and proxy during such meeting. This proxy shall continue until such time as it is withdrawn by me through notice in writing delivered to the Secretary of the Corporation. In case I shall be present at any particular meeting, or shall have given my proxy to another to represent me thereat, this proxy shall stand suspended during said meeting but shall again be effective and in full force after the adjournment thereof.

WITNESS:

 Signature

 Signature of Member

 PRINTED NAME OF MEMBER

Note: To update our records, please fill in the spaces below.

CPA Reg. No. _____
 Expiry Date _____

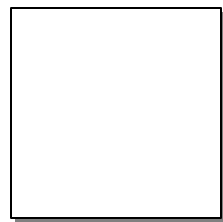
ADDRESS:

Office _____

Tel. No _____

Residence _____

Tel. No _____



Member
 Right hand Thumb Print

Preferred Affiliation :

Region : _____

Chapter: _____

Sector : _____

Date _____

ARTICLES OF INCORPORATION
OF
PHILIPPINE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS

AMENDED ARTICLES OF INCORPORATION
(PROPOSED AMENDMENTS)

That we, the undersigned, citizens and residents of the Philippines have this day voluntarily associated ourselves for the purpose of forming a non-stock association under the laws of the Philippines.

AND WE HEREBY CERTIFY:

First: That the name of said association shall be PHILIPPINE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS.

Second: That the purposes and aims for which such association is organized are:

- 1) To enable the accountancy profession to discharge its public responsibilities more effectively;
- 2) To promote and maintain high professional standards in the accountancy profession;
- 3) To develop among its members high ideals of competence, ethical conduct, integrity and civil consciousness;
- 4) To foster cordial, harmonious and fruitful relations among its members;
- 5) To elevate the standards of accountancy education;
- 6) To guard against the practice of the profession by unauthorized persons or entities; and in general;
- 7) To protect and enhance the integrity of the certificate of registration of the Certified Public Accountant.
- 8) To develop a treaty of friendship among its members.

AND IN FURTHERANCE OF SUCH AIMS AND PURPOSES

- a. To purchase, acquire, hold, sell, and convey such real or personal property as may be necessary or proper for the attainment of those purposes for which the association is organized; and
- b. To do each and everything necessary, suitable, and proper at any time or place for the accomplishment of any of the purposes, or attainment of any one or more of the objectives herein enumerated; and to exercise and possess all powers, rights and privileges necessary or incidental to the purpose for which the association is organized or to the activities in which it is engaged, including the right to use and enforce contracts; on exercise any right, thereunder on behalf of its members; and in general to exercise all powers, rights and prerogatives as may be granted or allowed by law now or hereafter the corporations organized under the laws of the Philippines.

Third: That the place where the principal office of the association is to be established or located is in Mandaluyong City, Metro Manila, Philippines, or AT SUCH PLACE IN METRO MANILA AS MAY BE DETERMINED BY THE NATIONAL BOARD OF DIRECTORS.

Fourth: That the term for which the Association is to exist is fifty (50) years from April 25, 1947 or until April 25, 1997 which term is hereby extended to another fifty (50) years ending in the year 2047 A.D.

Fifth: That the names and residence of the incorporators are as follows:

Names	Whose Residence as At
1) Francisco Dalupan	1462 Estrada Singalong Subdivision, Manila

- | | |
|--------------------------|--|
| 2) Santiago F. Dela Cruz | 1670 Mercedes, Singalong
Manila |
| 3) Jose L. Torres | 845-A Pampanga Rizal Ave.,
Manila |
| 4) Enrique A. Caguiat | 7 Hollywood Drive
San Juan, Rizal |
| 5) Antonio M. Sanchez | 1541 Arellano Drive
Singalong, Manila |
| 6) Clemente Uson | 1569 Calixto Dyco Paco,
Manila |
| 7) Felipe B. Ollada | 437 M. Earnshaw Sampaloc,
Manila |
| 8) Artermio L. Tulio | 328 Visita Paco
Manila |
| 9) Jesus S. Zulueta | 20 Paco Roman, Sta. Ana
Manila |
| 10) Jaime Hernandez | 91 Syquia Street Sta. Ana,
Manila |
| 11) Ramon V. Del Rosario | 105 Guevarra Street
San Juan, Rizal |

Sixth: That the number of directors of said association shall be Sixteen (16) and the names and residence of the directors of the association who are to serve until their successors are elected and qualified as provided by the Constitution and By-Laws are as follows, to wit: (PROPOSED AMENDMENT)

- | Names | Whose Residence as At |
|--------------------------|--|
| 1) Francisco Dalupan | 1462 Estrada Singalong
Subdivi sion, Manila |
| 2) Jesus S. Zulueta | 20 Paco Roman, Sta. Ana
Manila |
| 3) Ramon V. Del Rosario | 105 Guevarra Street
San Juan, Rizal |
| 4) Jose L. Torres | 845-A Pampanga Drive Ave.,
Manila |
| 5) Enrique A. Caguiat | 7 Hollywood Dri ve
San Juan, Rizal |
| 6) Santiago F. Dela Cruz | 1670 Mercedes, Singalong
Manila |
| 7) Jaime Hernandez | 91 Syquia Street Sta. Ana,
Manila |
| 8) Felipe B. Ollada | 437 M. Earnshaw Sampaloc,
Manila |
| 9) Antonio M. Sanchez | 1541 Arellano Drive
Singalong, Manila |

10) Artemio L. Tulio

328 Visita Paco,
Manila

11) Clemente Uson

1569 Calixto Dyco Paco,
Manila

Seventh: That the Association shall have no shares and it shall be maintained by means of fees and dues from members of PICPA. Membership maybe acquired or lost, and any member maybe entitled to vote only in accordance with the regulations, conditions and classification prescribed in the Constitution and By-Laws.

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines, this 24th day of April, A.D. 1947

(SGD.) FRANCISCO DALUPAN

(SGD.) ARTEMIO L. TULIO

(SGD.) SANTIAGO F. DELA CRUZ

(SGD.) FELIPE OLLADA

(SGD.) JOSE L. TORRES

(SGD.) JESUS S. ZULUETA

(SGD.) ANTONIO M. SANCHEZ

(SGD.) JAIME B. HERNANDEZ

(SGD.) ENRIQUE A. CAGUIAT

(SGD.) CLEMENTE USON

(SGD.) RAMON V. DEL ROSARIO

PHILIPPINE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS
PICPA Building, No. 700 Shaw Boulevard
Mandaluyong City

AMENDED BYLAWS

ARTICLE I

NAME, OBJECTIVES AND VALUES

SECTION 1. NAME, OBJECTIVES AND VALUES. The name, objectives and values of the National Organization (PICPA) shall be those set forth in the Articles of Incorporation.

PICPA adheres to the highest ideals of professionalism and commitment to service and upholds such values as: integrity, professional excellence, innovation, discipline, teamwork, social responsibility and commitment.

ARTICLE II

SEAL

SECTION 1. SEAL. The seal of the National Organization shall consist of two concentric circles between which shall appear the name of PICPA, to wit: "PHILIPPINE INSTITUTE OF CERTIFIED PUBLIC ACCOUNTANTS" and such appropriate design symbolic of the profession of Certified Public Accountancy in the center thereof, as the National Board of Directors may determine.

ARTICLE III

OFFICE

SECTION 1. OFFICE. The principal office of the National Organization shall be located in the City of Mandaluyong, Metro Manila, Philippines or at such place in Metro Manila as may be determined by the National Board of Directors.

ARTICLE IV

ORGANIZATION

SECTION 1. ORGANIZATIONAL STRUCTURE. The PICPA organization shall be composed of four (4) geographical areas covering the entire Philippine Archipelago divided into Luzon, Visayas, Mindanao and National Capital Region (Metro Manila), represented by nine (9) regions and four (4) sectors which shall be organized nationwide representing the various sectoral interests, namely: public practice, commerce and industry, education and government service. (PROPOSED AMENDMENT)

SECTION 2. GEOGRAPHICAL AREA. Each of the four (4) geographical areas, namely Luzon, Visayas, Mindanao, and National Capital Region (Metro Manila), shall be governed by the Geographical Area Office. The Geographical Area Office shall be composed of all the National Directors of each Geographical Area and their respective Regional Sectoral Representatives. The governing rules for the Geographical Area Office shall be uniform under rules prescribed by the National Board of Directors consistent with the existing rules of the Professional Regulation Commission. (PROPOSED AMENDMENT)

SECTION 3. REGIONAL UNITS. Each of the nine (9) regions shall be governed by Regional Councils under uniform rules prescribed by the National Board of Directors consistent with the existing rules of the Professional Regulation Commission. (Previously numbered Section 2; PROPOSED AMENDMENT)

The regions included under each geographical area are as follows:

1. NATIONAL CAPITAL REGION (METRO MANILA) GEOGRAPHICAL AREA

A. The NATIONAL CAPITAL REGION (METRO MANILA) consisting of: all chartered cities of Manila, Quezon, Pasay, Kalookan, Valenzuela, Mandaluyong, Marikina, Pasig, Makati, Muntinlupa, Parañaque and Las Piñas, and the Municipalities of Malabon, Navotas, San Juan, Taguig, Pateros and part of the Province of Rizal, namely: Antipolo City, the Municipalities of Rodriguez (formerly Montalban), San Mateo, and Cainta, and all other cities and municipalities which thereafter may therein be created; (PROPOSED AMENDMENT)

2. LUZON GEOGRAPHICAL AREA

- A. The NORTHERN LUZON REGION consisting of the Provinces of Abra, Benguet, Ilocos Norte, Ilocos Sur, La Union, Mt. Province, Batanes, Cagayan, Ifugao, Isabela, Kalinga, Apayao, Nueva Vizcaya, Quirino and Pangasinan and all the cities therein;
- B. The CENTRAL LUZON REGION consisting of the Provinces of Aurora, Bataan, Bulacan, Nueva Ecija, Pampanga, Tarlac, Zambales and all the cities therein;
- C. The SOUTHERN TAGALOG REGION consisting of the provinces of Batangas, Laguna, Cavite, Marinduque, Occidental Mindoro, Oriental Mindoro, Palawan, Quezon, Romblon, the cities therein and the rest of Rizal Province not mentioned in Art. IV Sec. 3 Par.1 subparagraph A; (PROPOSED AMENDMENT)

D. The BICOL REGION consisting of the provinces of Albay, Camarines Norte, Camarines Sur, Catanduanes, Masbate, Sorsogon and all the cities therein. (PROPOSED AMENDMENT)

3. VISAYAS GEOGRAPHICAL AREA

- A. The EASTERN VISAYAS REGION consisting of Northern Samar, Eastern Samar, Western Samar, Leyte, Biliran, Southern Leyte, Cebu including the island of Mactan, Negros Oriental, Bohol, Siquijor and all cities therein;
- B. The WESTERN VISAYAS REGION consisting of Negros Occidental, Iloilo, Guimaras, Capiz, Aklan, Antique and all cities therein;

4. MINDANAO GEOGRAPHICAL AREA

- A. The NORTHERN MINDANAO REGION consisting of Zamboanga del Norte, Misamis Occidental, Lanao del Norte, Misamis Oriental, Agusan del Norte, Agusan del Sur, Surigao del Norte, Surigao del Sur, Lanao del Sur, Bukidnon, Zamboanga del Sur, Zamboanga-Sibugay, Camiguin, and all cities therein, excluding Zamboanga City; (PROPOSED AMENDMENT)
- B. The SOUTHERN MINDANAO REGION consisting of Davao Oriental, Davao del Sur, Davao del Norte, South Cotabato, North Cotabato, Maguindanao, Sultan Kudarat, Sarangani Province, Sulu-Basilan, Tawi-Tawi, and all chartered cities therein; including Zamboanga City;

SECTION 4. CHAPTER ORGANIZATIONS. Each region shall consist of Chapter Organizations. One (1) chapter may be organized in every province and every city except in Metro Manila which shall be organized initially into four (4) chapters namely: Northern Metro Manila Chapter consisting of Kalookan City, Valenzuela City, Navotas and Malabon; the Western Metro Manila Chapter, consisting of Manila, San Juan and Mandaluyong City; the Eastern Metro Manila Chapter consisting of Quezon City, Pasig City, Marikina City and part of Province of Rizal consisting of Antipolo City, the Municipalities of Rodriguez (formerly Montalban), San Mateo, and Cainta; the Southern Metro Manila Chapter consisting of the Cities of Makati, Pasay, Parañaque, Las Piñas, Pateros, Taguig and Muntinlupa. It shall be the joint responsibility of the National Board of Directors and the Regional Council in each region to promote and assist in organizing chapters in the different provinces and cities. (Previously numbered Section 3; PROPOSED AMENDMENT)

Each chapter shall have its own local board as provided for by the uniform rules prescribed by the National Board of Directors consistent with existing rules of the Professional Regulation Commission.

SECTION 5. AFFILIATE UNITS. Affiliate units in other countries may be recognized after complying with the requirements and upon approval of the National Board of Directors. (Previously numbered Section 4; PROPOSED AMENDMENT)

SECTION 6. SECTORAL REPRESENTATION. The PICPA recognizes the four (4) sectors by which a CPA may be in practice; namely, Public Practice, Commerce and Industry, Academe/Education and Government. The PICPA shall endeavor to have equal sectoral representation in all its offices from the National Office to its chapters and affiliates. Each Regional Unit shall elect four (4) Regional Sectoral Representatives for each particular sector. Each Regional Sectoral Representative shall be tasked with the development of each particular sector through participation in the Geographical Area Office and Regional Councils under uniform rules prescribed by the National Board of Directors consistent with the provision of the PHILIPPINE ACCOUNTANCY ACT OF 2004 and its Implementing Rules and Regulations. The four (4) sectors shall be known as follows:

1. CPAs in Public Practice;
2. CPAs in Commerce and Industry;
3. CPAs in Academe/Education;
4. CPAs in Government (Previously numbered Section 5; Amended June 10, 2005)
- 5.

ARTICLE V

MEMBERSHIP

SECTION 1. QUALIFICATIONS. All certified public accountants whose names appear in the Registry of Professionals of the Professional Regulation Commission are automatically members of the Philippine Institute of Certified Public Accountants and shall continue to be one except in the following:

- a) Those who are deceased;
- b) Those who by choice no longer practice their profession but whose names appear in the Register maintained by the Professional Regulation Commission and have formally filed with the Commission their intention to retire from practice. (Amended June 10, 2005)

SECTION 2. REGISTRATION. Unless he has already previously registered, every member heretofore admitted by the Professional Regulation Commission as Certified Public Accountant shall register with the Philippine Institute of Certified Public Accountants at the National Office or at the nearest chapter of his office or residence. (Amended June 10, 2005)

SECTION 3. CERTIFICATE OF MEMBERSHIP. It shall be the duty of every CPA, qualified under Section 1 of this Article, to submit his curriculum vitae which shall include his permanent residence and place of office, as the basis for the issuance of a Certificate of Membership in a form prescribed by the National Board of Directors.
PICPA Amended By-Laws (Full Version)

SECTION 4. GRANTING OF CERTIFICATE OF MEMBERSHIP. Every member of PICPA shall be entitled to a Certificate of Membership upon verification of his qualifications by the National Board of Directors and upon payment of the required dues prescribed in these By-Laws.

SECTION 5. MEMBERSHIP PLEDGE. Every Certified Public Accountant, entitled to a Certificate as herein provided, shall take the PICPA Membership Pledge before any national, geographical, regional or chapter officer, at any monthly meeting of members, or in any national, geographical, regional or chapter office. The Certificate of Membership shall thereupon be issued to him. (Amended June 10, 2005)

SECTION 6. DUTIES AND RESPONSIBILITIES OF MEMBERS. 1) to pay PICPA dues and other PICPA assessments; 2) to abide by the Articles of Incorporation and By-Laws and other issuances of PICPA; 3) to continually develop himself/herself professionally through compliance with prescribed CONTINUING PROFESSIONAL EDUCATION (CPE) requirements; and 4) to actively participate in the activities of PICPA. (Amended June 10, 2005)

SECTION 7. CHAPTER AND SECTOR MEMBERS. Every member of PICPA shall be both a member of a Chapter and a member of a Sector. A CPA shall be a member of the Chapter of the province or city where his residence or place of business is located. At the time of registration, a CPA shall also elect to be a member of a sector regardless of his chapter affiliation. In no case shall any CPA be a member of more than one (1) chapter or transfer to another chapter three (3) months before or after any election. A CPA shall be a member of only one (1) Sector of his preference; changes in Sector affiliation shall be allowed only every three (3) years except in meritorious circumstances as allowed in the uniform rules to be approved by the National Board. (Amended June 10, 2005)

SECTION 8. CLASSIFICATION OF MEMBERS. Membership with Philippine Institute of Certified Public Accountants shall be classified into active, sustaining life, honorary life, honorary and associate.

SECTION 9. ACTIVE MEMBERS. Active members shall apply to those who became members of PICPA pursuant to Section 1 and 2 of this Article.

SECTION 10. SUSTAINING LIFE MEMBER. Any active member who pays an amount determined by the National Board of Directors may be granted sustaining life membership and shall have all the rights, privileges and responsibilities of an active member, except the payment of the annual dues.

SECTION 11. HONORARY LIFE MEMBER. Any person, who has been an active member of PICPA for a period of not less than twenty (20) years and who has significantly contributed to the advancement of the accounting profession, may be granted honorary life membership upon the recommendation of the Committee on Awards and the unanimous approval of the members of the National Board of Directors. Honorary life members shall have all the rights, privileges and responsibilities of an active member except the payment of the annual dues.

SECTION 12. MEMBERS IN GOOD STANDING. A member in good standing is an active member whose accounts with the Institute are current and membership dues are fully paid. Whenever membership in good standing is required for purposes of qualification or eligibility in any PICPA activity and there is no specific cut-off date provided in these By-Laws within which members may pay their dues, the Board of Directors shall be empowered to set such date. Members in good standing shall also include Sustaining Life Members and Honorary Life Members. Members in good standing are obliged to participate in chapter activities, attend in at least three (3) monthly meetings in a year, involve in the election processes both national and chapter levels, possess a valid CPA license at anytime and act in a manner befitting of a professional.

SECTION 13. ASSOCIATE MEMBERS. Associate Members, on due application, may be admitted by the Institute with the approval by the Board of Directors, provided they belong to any of the following categories:

- a) Filipino citizens who are non-CPAs under the laws of the Philippines but who are Certified Public Accountants holding such equivalent title in any foreign country;
- b) Former Filipino citizens previously registered as a Certified Public Accountant under the laws of the Republic of the Philippines; or
- c) Non-Filipino citizens who are Certified Public Accountants or holding such equivalent title in countries with which the Republic of the Philippines has diplomatic relations.

Associate members shall enjoy all the rights, privileges, and responsibilities of active members except the right to vote and to be elected or appointed to any chapter, regional, sectoral and/or national position in PICPA.

SECTION 14. HONORARY MEMBER. Any person, not a Certified Public Accountant, who has significantly contributed to the enhancement of the accounting profession, may be granted honorary membership upon the recommendation of the Committee on Awards and the unanimous approval of all the members of the National Board of Directors. Honorary members shall be exempt from the payment of the annual dues and assessments and shall not be elected or appointed to any position in PICPA.

SECTION 15. MEMBERSHIP DISPUTE. Any dispute on membership, or question thereon, including issues on chapter and sectoral affiliation of members shall be resolved by the Membership Committee of the National Organization, subject to the confirmation of the National Board of Directors.

SECTION 16. ROSTER OF PRACTICING CPAs. PICPA, working with the Professional Regulation Commission, shall likewise maintain a ROSTER OF PRACTICING CPAs which shall contain the list of CPAs who are in the active practice of the accountancy profession in the Philippines as defined under the Accountancy Act of 2004 or RA 9298 as promulgated by the Professional Regulation Commission. Inclusion or exclusion from the Roster of Practicing CPAs shall not affect membership in the PICPA. The Roster of CPAs shall be periodically updated to remove CPAs who are no longer in the practice of the profession either due to death, permanent incapacity or retirement, and cessation from active practice. The Roster of Practicing CPAs shall be made available to the general public in print or through the Internet in order to provide the public the list of active practitioners of the profession in the Philippines. (Amended June 10, 2005)

ARTICLE VI

TERMINATION AND REINSTATEMENT OF MEMBERSHIP

SECTION 1. LOSS OR SUSPENSION OF MEMBERSHIP. Since membership in the PICPA may be a condition to the continuing validity of the Certificate of Registration of Certified Public Accountant, loss of membership in PICPA may be a sufficient cause for the revocation of the Certificate of Registration as a Certified Public Accountant by the Professional Regulation Commission.

The National Board of Directors shall adopt rules concerning the suspension or loss of membership, and for the reinstatement of members. The suspension of, or loss of membership by a member by reason of delay in or non-payment of membership dues, or for any other just cause as provided by the rules to be adopted shall be subject to the review and approval of the Professional Regulation Commission.

SECTION 2. VOLUNTARY TERMINATION OF MEMBERSHIP. Any member may resign from membership in the National Organization through a written notice submitted to the Secretary provided that, even if a resignation's effective date is fixed in said notice, such resignation shall not be effected until acted upon by the National Board of Directors, such action to be taken within thirty (30) days from receipt of said notice. Upon approval of the termination of membership, the Secretary of PICPA shall immediately bring the matter to the attention of the Professional Regulation Commission. Forthwith the member concerned shall cease to be a member and his name shall be stricken out from the ROSTER OF CPAs maintained by the Institute and by the Professional Regulation Commission from the Registry of Certified Public Accountants. (Amended June 10, 2005)

SECTION 3. FAILURE TO PAY DUES OR OTHER ACCOUNTS. Any member whose dues or other accounts remain unpaid after the prescribed last day of payment as provided in these By-laws shall be dropped from the membership roster upon the expiration of sixty (60) days from the last day of payment provided in the By-laws unless payment is effected prior to the expiration of the sixty (60) day period. (Amended June 10, 2005)

SECTION 4. REINSTATEMENT OF MEMBERSHIP. Reinstatement may be in accordance with the rules and regulations prescribed by the National Board of Directors consistent with the existing rules of the Professional Regulation Commission.

ARTICLE VII

NATIONAL BOARD OF DIRECTORS

SECTION 1. NATIONAL BOARD OF DIRECTORS. The PICPA shall be governed by a National Board of Directors, composed of SIXTEEN (16) directors, elected from the four (4) geographical areas representing the nine (9) regions and the four (4) sectors of the profession. (Amended June 10, 2005)

SECTION 2. ELECTION OF DIRECTORS. The National Board of Directors shall have the SIXTEEN (16) directors, elected from among and by chapter members on a regional and sectoral basis, with a full representation of the four (4) sectors in each of the geographical areas. (Amended on June 10, 2005)

SECTION 3. NATIONAL DIRECTORS. The representation for purpose of election of SIXTEEN (16) Regional/ Directors, with each geographical area representing one (1) of the four (4) sectors, shall be:

<u>NCR (METRO MANILA)</u>	<u>-</u>	<u>FOUR (4)</u>
<u>LUZON</u>	<u>-</u>	<u>FOUR (4)</u>
<u>VISAYAS</u>	<u>-</u>	<u>FOUR (4)</u>
<u>MINDANAO</u>	<u>-</u>	<u>FOUR (4)</u>
<u>TOTAL</u>	<u>-</u>	<u>SIXTEEN (16)</u>

The directors from each region shall be elected by members belonging to such region, taking into consideration their sectoral affiliation for the purpose of providing the Geographical Area with full sectoral representation. (Amended June 10, 2005)

There shall only be ONE (1) National Director, serving on the same year, coming from the same firm/company and their affiliates and/or government/government agencies and their instrumentalities. (Amended June 10, 2005)

SECTION 4. TERM OF OFFICE OF DIRECTORS. Subject only to the provision of Section 2, Article XXIII, the Directors elected shall have a term of two (2) years, except the Directors elected to fill vacancies occurring before the expiration of a particular term who shall hold office only for the unexpired term. No incumbent Director, shall be eligible as candidate for Director in the election for the year immediately succeeding said incumbency. (Previously numbered Section 5; PROPOSED AMENDMENT)

If a Director resigns or is unable to complete his/her term prior to the end of the expiration of his/her incumbency regardless of the reason, he/she shall not be eligible as candidate in the election during his/her unserved term and for the year immediately succeeding his/her supposed incumbency. (Previously numbered Section 5; PROPOSED AMENDMENT)

SECTION 5. VACANCIES. In case of any vacancy or vacancies in the National Board of Directors by reason of death, resignation, incapacity, or any other cause, the remaining directors shall fill each vacancy with the candidate obtaining the second highest number of votes in the last annual election, taking into consideration the region and sector of the vacancy. In case there was no other candidate in the last annual election, the regional council where the vacancy arose shall elect the replacement as the case maybe, provided that the replacement Director shall come from the same region and sector as the Director being replaced, and provided further that he shall serve as director only for the unexpired term or until a new Director chosen during the regular elections shall have assumed office. (Previously numbered Section 6; PROPOSED AMENDMENT)

An elected candidate for a region who transfers to another region or sector after the election thereby abandoning the constituency to which he/she was elected shall be disqualified from assuming such position. (Previously numbered Section 6; PROPOSED AMENDMENT)

SECTION 6. DUTIES AND POWERS. It shall be the duty of the National Board of Directors to conduct the business and affairs of the National Organization and to perform such acts as shall protect and foster the CPA Certificate granted by the Republic of the Philippines. The National Board of Directors shall take cognizance of all present and proposed legislation relative to the granting of the CPA Certificate and shall take action in respect thereto as in its judgment will further the objectives of the National Organization. It shall gather and consider evidence indicating that any holder of a CPA Certificate granted by the Professional Regulation Commission has committed any act which will be a cause for the rescission of his Certificate and if the evidence warrants, it shall assist the Professional Regulation Commission in securing a trial and determination of the case; it shall gather and consider evidence concerning the violation of any statute regulating the granting of a CPA Certificate and if, in its opinion, the evidence justifies, take action to assist the said Professional Regulation Commission in the prosecution of such violation.

The National Board of Directors shall have authority to supervise and control the operations and activities of the Geographical Area Offices and Regional Councils, as well as city and provincial chapters and shall, in furtherance thereof, issue uniform policies, rules and guidelines. (Previously numbered Section 7; PROPOSED AMENDMENT)

The National Board of Directors shall ensure that adequate professional standards are promulgated by the standard-setting bodies. The National Board of Directors shall prescribe such other rules and regulations as may be necessary and proper to carry out the purposes of PICPA as well as the provisions of these By-Laws, and the laws of the Republic of the Philippines, as it may affect the profession. (Previously numbered Section 7; Amended June 10, 2005)

SECTION 7. BOARD MEETING. Regular meetings of the National Board of Directors shall be held at least once every three (3) months unless otherwise agreed by the National Board which in no case shall be more than once a month. The members of the Board shall agree on a fixed time, date and venue of the meeting. No prior notice shall be required for a monthly meeting unless, (1) it is held at a time, date or place different from that previously agreed upon or fixed by the Board; or (2) a subject matter requiring approval by at least a majority of the members of the Board shall be taken up during the meeting. The notice, if required, shall be in writing and sent to the members of the Board at least three (3) days prior to the date of the meeting. Failure to give such notice or irregularity therein shall not affect the validity of the regular meeting or of any proceeding thereof if all the Directors are present at such meeting. (Previously numbered Section 8; PROPOSED AMENDMENT)

Special meeting of the National Board of Directors may be called by the President on one (1) day's notice to each Director personally or in writing, or at the written request signed by nine (9) Directors. Such call shall specify the time, place and purpose of such special meeting. (Previously numbered Section 8; PROPOSED AMENDMENT)

Attendance in all Board of Directors' Meeting shall be compulsory. A director who fails to attend the meeting shall pay a fine as determined by the board. Four (4) consecutive absences in regular and special meetings of the board shall be considered incapacity on the part of the absentee director in which case his or her position shall be considered vacant as provided under section 5, hereof. (Previously numbered Section 8; PROPOSED AMENDMENT)

SECTION 8. QUORUM. A majority of the National Board of Directors shall constitute a quorum for the transaction of business and, in the presence of a quorum, majority of the Directors present shall be sufficient to decide any action, except on those matters specifically requiring a different majority vote as herein provided or as provided under the Corporation Code of the Philippines. (Previously numbered Section 9; PROPOSED AMENDMENT)

ARTICLE VIII

NATIONAL EXECUTIVE OFFICES

SECTION 1. ELECTED OFFICERS. The PICPA shall have a President and an Executive Vice President who shall be elected by the National Board of Directors from among themselves. The National Board of Directors shall also elect the Treasurer and the Secretary, who must likewise be members thereof. (PROPOSED AMENDMENT)

No member shall be elected as Executive Vice -President unless he/she shall possess the following qualifications:

1. A citizen of the Philippines
2. Of good moral character
3. A member in good standing of his/her chapter where he/she is registered
4. A holder of a valid CPA license at the time of his/her election
5. Must have previously served for a full two (2) year term as national director or served at least sixteen (16) months as an acting national director, in cases where such person was a replacement for a vacant position in the national board.
6. Must be a current National Director, serving the first (1) year of his current two (2) year term, at the time of his/her election

7. During his previous term as a national director, he served as a Vice President for his/her Sector to the National Board, based on Section 8 of Article VIII hereunder, either during his/her previous or current term. (PROPOSED AMENDMENT)

SECTION 2. ELECTION. The National Board of Directors, at their first regular meeting, shall elect the President who shall hold office for a term of one (1) year and until his successor is duly elected and qualified. Thereafter, the National Board of Directors shall elect the Executive Vice President who, by necessity, will have to be chosen from the elected regional directors serving the first year of their two-year term, representing the geographic area and sector where the President for the succeeding year will come from, based on Section 3 of Article VIII hereunder. The Executive Vice President in every year automatically becomes the President for the next succeeding year.

The President shall be the Presiding Officer of the National Board of Directors. (PROPOSED AMENDMENT)

SECTION 3. ROTATION OF PRESIDENCY. The Presidency shall be rotated from year to year among the following four (4) major geographical areas and sector affiliation. The following rotation of the Presidency by geographical area and sector affiliation shall be strictly adhered to in the following sequence:

For Geographical Representation

NCR (Metro Manila)
Visayas
Luzon
Mindanao

Formatted

For Sectoral Representation

Public Practice
Commerce and Industry
Education/Academe
Government (PROPOSED AMENDMENT)

In the rotation of the Presidency the following schedule shall be adhered to for the years mentioned therein and the years thereafter, specifying the rotation of both geographical and sectoral representation, the succeeding years shall follow the same sequence of rotation, to wit:

<u>Year</u>	<u>Region</u>	<u>Sector</u>
<u>2005-2006</u>	<u>Metro Manila</u>	<u>Public Practice*</u>
<u>Jan 1 – June 30, 2006</u>	<u>Metro Manila</u>	<u>Public Practice*</u>
<u>2006-2007</u>	<u>Visayas</u>	<u>Commerce & Industry*</u>
<u>2007-2008</u>	<u>Luzon</u>	<u>Education*</u>
<u>2008-2009</u>	<u>Mindanao</u>	<u>Government*</u>
<u>2009-2010</u>	<u>Metro Manila</u>	<u>Commerce & Industry*</u>
<u>2010-2011</u>	<u>Visayas</u>	<u>Education*</u>
<u>2011-2012</u>	<u>Luzon</u>	<u>Government</u>
<u>2012-2013</u>	<u>Mindanao</u>	<u>Public Practice</u>
<u>2013-2014</u>	<u>Metro Manila</u>	<u>Education</u>
<u>2014-2015</u>	<u>Visayas</u>	<u>Government</u>
<u>2015-2016</u>	<u>Luzon</u>	<u>Public Practice</u>
<u>2016-2017</u>	<u>Mindanao</u>	<u>Commerce & Industry</u>
<u>2017-2018</u>	<u>Metro Manila</u>	<u>Government</u>
<u>2018-2019</u>	<u>Visayas</u>	<u>Public Practice</u>
<u>2019-2020</u>	<u>Luzon</u>	<u>Commerce & Industry</u>
<u>2020-2021</u>	<u>Mindanao</u>	<u>Education</u>
<u>2021-2022</u>	<u>Metro Manila</u>	<u>Public Practice</u>

* Sector representation will not be implemented during these years based on the transitory provisions provided in Art. XXIII Section 3. (PROPOSED AMENDMENT)

The Geographical Area and Sector's inability to provide a candidate for President during its turn shall be deemed as a waiver for the Presidency by the particular geographical area and sector, therefore, the succeeding geographical area and sector shall automatically take over the slot waived. (PROPOSED AMENDMENT)

SECTION 4. PRESIDENT. The President shall be the chief executive officer of the National Organization and shall exercise general supervision over the officers thereof. He shall see to it that the provisions of these By-Laws and the rules and regulations promulgated thereunder, as well as the resolution of the National Board of Directors, are complied with. He shall preside at all the meetings of the National Organization, and the National Board of Directors. Unless otherwise specifically agreed upon, he shall represent PICPA on all occasions and in all matters where it should be represented. He shall perform such other duties as are ordinarily appertaining to his office and those that the National Board of Directors may fix or delegate from time to time. He may create positions and appoint officers necessary to perform the function of the President, subject to the approval of the National Board. (PROPOSED AMENDMENT)

SECTION 5. EXECUTIVE VICE PRESIDENT. The Executive Vice President shall be vested with all the powers and authorities, and required to perform all of the duties of the President during the absence or incapacity of the President for any cause. In the event of the death, resignation, or removal of the President, the Executive Vice President shall serve as President during the remainder of the term of the office thus vacated. The Executive Vice President shall likewise have supervisory control over the geographical area offices and regional councils of the organization and shall perform such other functions as may be delegated to him by the President. (PROPOSED AMENDMENT)

SECTION 6. VACANCIES. In the event of death, resignation, removal or disability of both the President and the Executive Vice President, the National Board of Directors shall elect an Acting President to hold office until the next succeeding election or during the period of disability. In such a case, the election of the President and Executive Vice President shall be held in accordance with the provision of Section 2 hereof.

In the event of death, resignation, removal or disability of the Executive Vice President, the region whereby the Executive Vice President originates shall hold a special election for the replacement of the Executive Vice President, likewise based on the region and sector represented by the Executive Vice President. (PROPOSED AMENDMENT)

SECTION 7. EXECUTIVE COMMITTEE. There shall be an Executive Committee composed of the President, the Executive Vice President, the Vice President for Operations, the Secretary and the Treasurer, who are all elected members to the National Board. (PROPOSED AMENDMENT)

Subject at all times to the direction and control of the National Board of Directors, the Executive Committee shall have and may exercise the power to act, during the intervals between the meetings of the National Board of Directors, on all matters relating to the management of the affairs and business of PICPA as are within the competence of the National Board of Directors, except on matters specifically restricted under the Corporation Code of the Philippines. (PROPOSED AMENDMENT)

The presence of the majority including the President or Acting President elected in accordance with Section 6 of this article shall constitute a quorum in all meetings of the Executive Committee. However, any and all actions of the Executive Committee shall be decided by a majority vote of all its members and that the same shall be reported for ratification by the National Board of Directors during the latter's next meeting.

SECTION 8. APPOINTED OFFICERS. The President shall, subject to the confirmation of the National Board of Directors, appoint the following officers who must be members of the National Board of Directors.

- VICE PRESIDENT FOR OPERATIONS
- VICE PRESIDENT FOR COMMERCE & INDUSTRY
- VICE PRESIDENT FOR GOVERNMENT
- VICE PRESIDENT FOR EDUCATION
- VICE PRESIDENT FOR PUBLIC PRACTICE

The above-appointed officers, including the Secretary and Treasurer, shall have a term of office co-terminus with the President unless earlier terminated by the National Board of Directors as it may deem appropriate. The Vice President for the four (4) sectors shall likewise be the Chairmen of the four (4) Geographical Area Offices. Assignment of the Vice Presidency of the various sectors shall be likewise rotated among the four (4) geographical areas, as far as practicable. (PROPOSED AMENDMENT)

SECTION 9. EXECUTIVE DIRECTOR. A full-time Executive Director shall be appointed by the President from among the members of the Institute, subject to the approval of the Board of Directors, for a term not exceeding four (4) years renewable for another four (4) years. (PROPOSED AMENDMENT)

The Executive Director shall be primarily tasked to implement the policies promulgated by the National Board of Directors, serve as the administrative officer of PICPA, and ensure compliance with the requirements to maintain the organizations status as the Accredited Professional Organization for the Accountancy Profession of the Professional Regulation Commission. The performance of the Executive Director shall be evaluated by the National Board of Directors on an annual basis and the Executive Director may be removed from office, prior to the expiration of the four (4) year term, through a vote of TWO-THIRDS (2/3) of the total membership of the Board of Directors. (PROPOSED AMENDMENT)

The Executive Director shall be reporting directly to the President. (PROPOSED AMENDMENT)

SECTION 10. VICE PRESIDENT FOR OPERATIONS. The Vice President for Operations shall supervise the operations of the National Organization, coordinate and monitor the activities of PICPA Committees assigned to him and report to the President. He shall perform such other duties assigned to him from time to time by the President and/or the National Board of Directors. (PROPOSED AMENDMENT)

SECTION 11. VICE PRESIDENT FOR PUBLIC PRACTICE , COMMERCE AND INDUSTRY, EDUCATION/ACADEME, AND GOVERNMENT Each of the Vice Presidents appointed for the four (4) sectors shall monitor and report to the President on the technical activities of the National Organization relating to the particular sector assigned to such Vice President, such as those relating to professional development, accounting and auditing, research, publications and others of the particular sector. (PROPOSED AMENDMENT)

SECTION 12. TREASURER The Treasurer shall have the following functions:

- a. Custodian of the PICPA funds
- b. Fund Management
- c. Preparation and implementation of the budget system, control over operational and capital expenditures
- d. Compliance with the financial reporting requirements for the Institute. (PROPOSED AMENDMENT)

The Treasurer shall have the authority to review the work and reports as submitted by the Cashier and the Chief Accountant of the Institute. The Treasurer shall report to the Executive Committee and the Board of Directors. (PROPOSED AMENDMENT)

The Treasurer shall be responsible for ensuring compliance of financial reporting requirements of PICPA and its chapter offices and foundations. (PROPOSED AMENDMENT)

SECTION 13. SECRETARY. The Secretary shall keep the minutes of all meetings of PICPA and the National Board of Directors as well as the Records of Membership of the Institute. He shall give or cause to be given, all notices required by law or by these by-laws, as well as notices of all meetings of the National Board of Directors and of the members of PICPA. He shall be the custodian of the corporate seal and shall affix the same attested by his signature, to such instrument as may require such seal. He shall make and submit such reports as may be required of him by the National Board of Directors and/or the President. He shall ensure that PICPA shall comply with all the reportorial requirements that may be required by the different government agencies. He shall perform such other duties as maybe assigned to him from time to time by the President or the National Board of Directors. (PROPOSED AMENDMENT)

SECTION 14. VACANCIES. If the office of any of the executive officers except that of the Executive Vice President, shall become vacant by death, resignation or otherwise, the President shall appoint a successor or successors who shall hold office for the unexpired term, subject to the confirmation of the National Board of Directors. (PROPOSED AMENDMENT)

ARTICLE IX
(New Provision; PROPOSED AMENDMENT)

GEOGRAPHICAL AREA OFFICES

SECTION 1. ORGANIZATION AND COMPOSITION. The Geographical Area Offices shall be organized for the FOUR (4) geographical areas under uniform rules prescribed by the National Board of Directors. It shall be composed of all the National Directors from the geographical area and all the duly elected regional sectoral representatives belonging to such geographical area. The Geographical Area Office may meet on a sectoral basis with the particular National Director meeting the four (4) Regional Sectoral Representatives of the same sector in the geographical area. (PROPOSED AMENDMENT)

The Geographical Area Offices shall provide coordination and guidance to the various regional councils within the specific geographical area in terms of long term planning in administration and sectoral concerns. The Geographical Area Office shall not exercise direct authority over the chapters/sectors nor shall they have any form of control over the chapters/regional funds. It shall likewise be responsible in organizing geographical area meetings, conventions and other activities to strengthen the relationship among its members in the particular geographical area and monitor membership and professional growth. (PROPOSED AMENDMENT)

SECTION 2. OFFICE. The Geographical Area Office shall have its office in the city or province with the greatest number of PICPA members, unless otherwise agreed upon by the council members. (PROPOSED AMENDMENT)

The NCR (Metro Manila) Geographical Area Office shall hold office at the PICPA Building unless the majority of the members of the respective councils decide to hold their council office in another place. (PROPOSED AMENDMENT)

SECTION 3. OFFICER The Geographical Area Office shall have a Chairman who shall be elected among the Directors serving their second year of office for the particular geographical areas. (PROPOSED AMENDMENT)

The Geographical Area Office shall have a Treasurer and Secretary appointed by the Geographical Area Chairman, provided that the appointees shall come from among the members of the particular geographical areas. (PROPOSED AMENDMENT)

The Treasurer shall be charged with the custody of funds of the Geographical Area and their proper disbursements. He shall make monthly reports as required by the PICPA Treasurer. He shall be responsible for the maintenance of proper books of accounts covering the financial transactions of the entire geographical area. (PROPOSED AMENDMENT)

The Secretary shall perform those duties as may be assigned by the Geographical Area Chairman. He shall be responsible for the recording of the minutes of the meetings of the Geographical Area Office, notification of meetings to members of the Geographical Area and all duties normally required of a Secretary. He shall prepare and submit monthly to the National Office a membership report and other reports which may be required by the National Office from time to time. (PROPOSED AMENDMENT)

SECTION 4. GEOGRAPHICAL AREA OFFICE MEETINGS. The Geographical Area Office shall meet once every two months on such date and place as the respective Geographical Area Chairman may determine. No prior notice shall be required for the bimonthly meetings if held on the standard date, time and place previously determined by the respective Offices. However, no subject matter requiring approval by at least the majority of the Office Members constituting a quorum shall be acted upon unless notice thereof is given to the Office Members at least one (1) week before the day of the meeting. (PROPOSED AMENDMENT)

SECTION 5. SPECIAL MEETINGS The Geographical Area Chairman may call special meetings from time to time on matters and problems of administrative and sectoral concern. (PROPOSED AMENDMENT)

SECTION 6. RULES GOVERNING OPERATION OF GEOGRAPHICAL AREA OFFICE. The National Board of Directors shall promulgate rules, regulations and guidelines governing the operation of Geographical Area Office. Such rules, regulations and guidelines shall apply uniformly to all Geographical Area Office. (PROPOSED AMENDMENT)

ARTICLE X
(formerly Article IX; Amended on June 10, 2005)

REGIONAL COUNCILS

SECTION 1. ORGANIZATION AND COMPOSITION. A Regional Council shall be organized under each of the geographical areas under uniform rules prescribed by the National Board of Directors. It shall be composed of the National Directors from the region and the Presidents of the chapter belonging to such region, together with the four (4) regional sectoral representatives. (PROPOSED AMENDMENT)

The Regional Councils shall provide coordination and guidance to the chapters/sectors relating to administrative and sectoral concerns. They shall not exercise direct authority over the chapters/sectors nor shall they have any form of control over the chapters/sectors funds. The Regional Council shall likewise be responsible in organizing regional/sectoral conferences and other activities to strengthen the relationship among its members in the particular region and attain the objectives of PICPA. (PROPOSED AMENDMENT)

SECTION 2. OFFICE. The Regional Council shall hold office in the city or province with the greatest number of PICPA members, unless otherwise agreed upon by the council members.

The NCR (Metro Manila) Regional Council shall hold office at the PICPA Building unless the majority of the members of the respective councils decide to hold their council office in another place. (PRPOSED AMENDMENT)

SECTION 3. OFFICERS. The Regional Council shall have a Chairman who shall be the Director from the region. (PROPOSED AMENDMENT)

The Regional Council shall appoint their Regional Treasurer and a Regional Secretary, provided that the appointees shall come from among the members of the particular region. The National Board of Directors may provide for such other regional or sectoral officers, as it may deem necessary, on a uniform basis. (PROPOSED AMENDMENT)

The Regional Treasurer shall be charged with the custody of funds of the Regional Council and their proper disbursements. He shall make monthly reports as required by the PICPA Treasurer. He shall be responsible for the maintenance of proper books of accounts covering the financial transactions of the Regional Council. (PROPOSED AMENDMENT)

The Regional Secretary shall perform those duties delegated by the Regional Council Chairman. He shall be responsible for the recording of the minutes of the meetings of the Regional Council, notification of meetings to members of the Region/Sector and all duties normally required of a Secretary. He shall prepare and submit monthly to the National Office a membership report and other reports which may be required by the National Office from time to time. (PROPOSED AMENDMENT)

SECTION 4. COUNCIL MEETINGS. The Regional Council shall meet once a month on such date and place as their Chairmen may determine. No prior notice shall be required for the monthly meetings if held on the standard date, time and place previously determined by the respective Councils. However, no subject matter requiring approval by at least the majority of the Council Members constituting a quorum shall be acted upon unless notice thereof is given to the Council Members at least one (1) week before the day of the meeting. (PROPOSED AMENDMENT)

SECTION 5. SPECIAL MEETINGS. The Regional Council may call special regional meetings from time to time on matters and problems of regional/sectoral concern. (PROPOSED AMENDMENT)

SECTION 6. REGIONAL SECTORAL REPRESENTATIVES. Each Region shall elect, on a regional basis, four (4) Regional Sectoral Representatives, representing each of the four sectors, from among members of the region representing the particular sector, who shall serve for a term of one (1) year. The duly elected Regional Sectoral Representatives shall form part of the Geographical Area Office and Regional Council. (Amended June 10, 2005)

In the event of a vacancy by the Regional Sectoral Representative for whatever reason, the vacancy shall be filled by the Geographical Area Office, from the same region and sector vacated by the Regional Sectoral Representative. (PROPOSED AMENDMENT)

SECTION 7. RULES GOVERNING OPERATION OF REGIONAL COUNCIL. The National Board of Directors shall have authority to promulgate rules, regulations and guidelines governing the operation of Regional Councils. Such rules, regulations and guidelines shall apply uniformly to all Regional Councils. (Previously numbered Section 6; PROPOSED AMENDMENT)

ARTICLE XI

(formerly Article X; Amended on June 10, 2005)

CHAPTERS AND AFFILIATES

SECTION 1. ORGANIZATION AND COMPOSITION. One (1) chapter may be organized in every province and in every city except in Metro Manila which shall be organized into four (4) chapters, as provided in Article IV, Section 3.

SECTION 2. FORMATION OF CHAPTERS AND AFFILIATE UNITS. In every province or city where there is no PICPA Chapter, a group of PICPA members may get together and organize a chapter. Filipino CPAs residing in other countries may also group themselves together and organize an affiliate unit. No chapter/affiliate unit shall be considered validly organized unless the National Board of Directors issues a Chapter/Affiliate Unit Certificate of Organization. The National Board of Directors shall prescribe the procedures, forms, documents and other requirements governing the formation of chapters. No chapter shall be organized as a separate corporation, but shall form part of the overall corporate PICPA organization. (PROPOSED AMENDMENT)

SECTION 3. ADMINISTRATION OF CHAPTERS. The administration of each provincial/city chapter shall be vested in a Chapter Board consisting of eight (8) to sixteen (16) elected members, depending on the chapter membership. The chapter shall likewise provide equal representation to the various sectors contained in the Chapter in order to provide equal representation to all sectors. (PROPOSED AMENDMENT)

The officers of a chapter which are to be elected by the members of the Chapter Board shall consist of the following: a President, one (1) or two (2) Vice President, Secretary, Treasurer, and a Sectoral Director for each of the four sectors who shall serve for a term of one year and until their successors are duly elected and qualified. (PROPOSED AMENDMENT)

SECTION 4. PRESIDENT. The Chapter President shall be the Chairman of the Chapter Board and the Chief Executive Officer of the Chapter and shall exercise general supervision over the affairs thereof. He/ she shall see to it that the By-laws as well as resolutions, directives and policies issued in pursuance thereof by the National Board of Directors, officers and committees acting within their respective legal authorities are complied with. He/she shall preside at all meetings of the Chapter as well as of the officers thereof. He/she shall represent his/her Chapter on all occasions and in all matters where it should be represented.

The Chapter President shall be elected one year prior to his/her assumption, and shall be designated as President-elect.

No member of the Chapter shall be elected President-elect until he/she has previously served as a chapter officer in the particular chapter. (PROPOSED AMENDMENT)

SECTION 5. VICE PRESIDENT. The Chapter Vice President shall perform such functions as maybe delegated to him by the Chapter President. In the event of death, resignation, incapacity or permanent absence of the President, the Vice President, shall act as President for the remaining unexpired term of the President.

If a Chapter has two (2) Vice-Presidents, the chapter rules shall indicate the order of priority in assuming the office of the Chapter President in case of the latter's death, resignation, incapacity or permanent absence.

SECTION 6. SECRETARY. The Chapter Secretary shall keep the minutes of all meetings of the chapter and the officers thereof. He shall be responsible for giving all notices required to be given for meetings as well as for all other matters concerning the chapter. He shall prepare and submit monthly to the National Office the minutes of all meetings and each other reports as maybe required by the National Office from time to time, he shall perform such duties as maybe assigned to him by the Chapter President.

SECTION 7. TREASURER. The Chapter Treasurer shall collect all fees, dues or contributions from the chapter members as are required by these By-laws and as may be authorized by the National Board of Directors and/or the chapter members. He/she shall serve as the representative of the PICPA Treasurer in receiving any and all accounts receivable and dues to PICPA from whatever source that maybe received through the chapter. He/she shall remit to the PICPA Treasurer, the share of the National Office, the Geographical Area Office and Regional Councils in membership dues as well as all monies and other properties properly belonging to the National Office, the Geographical Area Office and Regional Councils. He/she shall take charge of the funds, properties and accounts of the chapter. He/she shall keep all unremitted funds of the National Office separately from the funds pertaining to the chapter and shall have no authority to disburse National Office and/or Geographical Area/ Regional funds, except to remit them to the PICPA Treasurer. He/she shall render monthly reports to the chapter members and to the PICPA Treasurer regarding the receipt and disbursement of funds and their amounts under his/her responsibility. (PROPOSED AMENDMENT)

SECTION 8. SECTORAL DIRECTORS FOR EACH CHAPTER. The Sectoral Directors for each chapter shall be responsible for ascertaining the needs and requirements of the particular sector in the Chapter. The Sectoral Directors shall report to the Chapter President regarding matters affecting the particular sector in the Chapter. The Sectoral Directors shall work with the particular Regional Sectoral Representative for the particular sector in order to service the needs of the sector in the Chapter, Region and Geographic Area. (PROPOSED AMENDMENT)

SECTION 9. MEETINGS. The Chapter Board shall hold meetings at least once a month while the Chapter members shall hold meetings in such frequency as the membership decide but there must be one Chapter meeting every calendar quarter. During the meeting at such time and date in such place as may be agreed upon by its members, chapter activities shall be discussed and the Chapter Treasurer shall render a report on the financial affairs of the Chapter. No prior notice shall be required for the meeting if held on a standard date, time and place previously agreed upon by the members. No subject matter requiring a quorum shall be acted upon unless notice thereof is given to the members at least fifteen (15) days before the day of meeting. Two (2) or more Chapters may agree to hold joint meetings regularly or on a case to case basis. (Amended June 10,2005)

In accordance with the Chapter Rules to be promulgated pursuant to Section 9 hereunder, a member shall attend a minimum number of regular and special meetings of the Chapter to which he belongs. Participation in any activity organized or sponsored by the Chapter, Geographical Area Office, and Regional Council shall be considered the equivalent to attendance in a chapter meeting for purposes of this Section. (Previously numbered Section 8;PROPOSED AMENDMENT)

SECTION 10 . CHAPTER RULES. The National Board of Directors shall prescribe uniform "Rules Governing the Administration and Operation of Chapters" which shall not be inconsistent with the Articles of Incorporation and By-Laws of PICPA. Exceptions or modifications of the Rules for specific chapter shall not be allowed unless otherwise specifically granted in writing by the National Board of Directors for reason that it may deem meritorious. (Previously numbered Section 9;PROPOSED AMENDMENT)

SECTION 11. INTERNATIONAL AFFILIATES. Associate members, by themselves or jointly with the PICPA active members, may organize foreign affiliates in any country or state of their resident or business location. (Previously numbered Section 10;PROPOSED AMENDMENT)

SECTION 12. RULES OF AFFILIATES. The National Board of Directors shall have the authority to approve the organization and/or admission of international affiliates and for the purposes shall prescribe uniform "Rules Governing the Relations of PICPA with affiliates and their Members" which rules must be consonant with the Articles of Incorporation and By-Laws of the National Organization. (Previously numbered Section 11;PROPOSED AMENDMENT)

ARTICLE XII
(formerly Article XI; PROPOSED AMENDMENT)

ELECTIONS

SECTION 1. COMMISSION ON ELECTIONS. There shall be a National Commission on Elections (COMELEC) to supervise the conduct of elections for National Directors, Regional Officers, Regional Sectoral Representatives, and Chapter Officers. (Amended June 10,2005)

It shall be the duty of the National COMELEC to conduct the elections in an efficient and effective manner.

SECTION 2. MEMBERSHIP OF COMMISSION. The National COMELEC shall be composed of nine (9) members who shall be appointed by the National Board of Directors upon recommendation of the President, for a term of three (3) years.

At the beginning of each fiscal year, the National Board of Directors, upon recommendation of the President, shall appoint one (1) of the nine (9) members of the COMELEC as its Chairman who shall serve as such for a period of one (1) year, subject to reappointment during his term of office as member of the COMELEC.

The members who shall be appointed to compose the Commission for the first time shall serve as follows:

Three (3) members for a term of three (3) years;
Three (3) members for a term of two (2) years; and
Three (3) members for a term of one (1) year.

No member of the National COMELEC shall be a candidate for any elective position in PICPA during his term of office.

SECTION 3. ELECTION RULES. The National COMELEC shall formulate such pertinent rules and regulations which shall govern all PICPA elections including but not limited to those for Chapter Officers, Regional Sectoral Representatives, and the National Board of Directors. The election rules and regulations shall be approved by the National Board of Directors consistent with the existing rules and regulations of the Professional Regulation Commission.(PROPOSED AMENDMENT)

SECTION 4. CHAPTER OFFICERS. All chapter members shall elect their officers on May 16 of every year. If May 16 falls on a Sunday or a legal holiday, the election shall be held on the next business day. The procedures governing the chapter elections shall be prescribed by the National Board of Directors. All questions and conflicts regarding the manner of holding chapter election as well as the results thereof shall be decided by the National COMELEC. No person shall be elected to the same position for more than two (2) consecutive years. (PROPOSED AMENDMENT)

SECTION 5. NATIONAL DIRECTORS. The directors from each region shall be elected by members belonging to such region and of the particular sector requiring representation (PROPOSED AMENDMENT)

SECTION 6. REGIONAL SECTORAL REPRESENTATIVES. Each regional sectoral representative shall be elected by members belonging to such region and sector and shall serve for a term of one (1) year. (PROPOSED AMENDMENT)

SECTION 7. SIMULTANEOUS ELECTIONS FOR NATIONAL DIRECTORS, REGIONAL SECTORAL REPRESENTATIVES, AND CHAPTER OFFICERS. The elections for national directors and regional sectoral representatives and chapter officers shall be conducted following uniform rules prescribed by the National COMELEC, simultaneously and nationwide in scope which shall be held on May 16 of every year. If May 16 falls on a Sunday or legal holiday, the election shall be conducted on the next business day. (PROPOSED AMENDMENT)

SECTION 8. NOMINATING COMMITTEE. For purposes of selecting the candidates for the National Board of Directors, a Nominating Committee shall be created with five (5) members composed of the incumbent President and the four (4) Immediate Past Presidents provided they are not running for national elections. Provided further, that if any of them is not available, the National Board of Directors shall appoint replacements from among the other Past Presidents giving due consideration to the committee's sectoral balance.

SECTION 9. NOMINATING PROCEDURE. Each chapter shall be entitled to send to their Regional Council two (2) nominees for each directorial seat in the region and sector which may be up for election at any given year. From among the nominees submitted by the various chapters in its region, each Regional Council shall be entitled to submit four (4) nominees for each directorial seat to the Nominating Committee which shall choose preferably two (2) candidates for each directorial seat allocated to the particular region. (PROPOSED AMENDMENT)

Each chapter shall be entitled to send to the Regional Council one (1) nominee for each regional sectoral representative seat, on a per sector basis. From among the nominees submitted by the various chapters in its region, each Regional Council shall be entitled to submit four (4) nominees for each regional sectoral representative seat to the Nominating Committee which shall choose preferably two (2) candidates for the Regional Sectoral Representative seat. (Amended June 10,2005)

A PICPA member already listed as nominee for National Director cannot be chosen as candidate for a Regional Sectoral Representative, and similarly, a listed nominee for a Regional Sectoral Representative cannot be selected as candidate for National Director. (PROPOSED AMENDMENT)

A PICPA member running for a seat as a National Director or as a Regional Sectoral Representative shall be required to be a member of the particular region and sector at least three (3) years immediately prior to the election. Transferees from one region to another and/or from one sector to another sector or the purpose of qualifying for the scheduled election shall be barred from running for the said position.(PROPOSED AMENDMENT)

SECTION 10. QUALIFICATIONS. In choosing the nominees for a National Director as referred to in Section 9, all the nominees must be:

1. Filipino citizen
2. Of good moral character
3. A member in good standing
4. A holder of a valid CPA license
5. A resident of the region and member of the sector he/she represents for at least three (3) years immediately preceding the election
6. At least thirty five (35) years old at the time of the filing of his/her certificate of candidacy
7. Full term chapter president for at least one (1) year preceding his/her nomination or has served as a full term regional sectoral representative for at least one (1) term (PROPOSED AMENDMENT)

In choosing the nominees for Regional Sectoral Representatives as referred to in Section 6 and 9, all the nominees must be:

1. Filipino citizen
2. Of good moral character
3. A member in good standing
4. A holder of a valid CPA license
5. A resident of the region and member of the sector he/she represents for at least three (3) years immediately preceding the election
6. At least thirty five (35) years old at the time of the filing of his/her certificate of candidacy
7. Has served as a chapter sectoral director for the particular sector for at least one (1) year or a full term chapter president (PROPOSED AMENDMENT)

SECTION 11. LIST OF NOMINEES. The list of nominees finally selected as candidates for election to the National Board of Directors and Regional Sectoral Representatives shall be submitted by the Nominating Committee to the National COMELEC not later than March 15 of each year or on the following business day if this date falls on a Sunday or a holiday, provided that, if the Nominating Committee cannot submit the list on the date specified, the National COMELEC shall on the following business day inform the President who will then convene not later than seven (7) days thereafter the members of the National Board of Directors or the Executive Committee as delegated by the board, whichever is practicable, to prepare and submit to the National COMELEC the list of nominees for National Directors and nominees for Regional Sectoral Representatives, which list must consist of at least two (2) candidates for each directorial slot and for each Regional Sectoral Representative seat up for election, not later than April 1. All nominees shall be required to submit a certificate of candidacy to the National COMELEC for the position they are running for not later than April 1 as stated earlier.(PROPOSED AMENDMENT)

The final list of qualified candidates together with the proxy ballots and election proxy shall be circulated to all members in good standing by the National COMELEC not later than forty-five (45) days prior to the scheduled elections. (PROPOSED AMENDMENT)

A member who is a member of more than one (1) region or sector or transfers to another region or sector less than three (3) years before the election shall not be eligible to become a nominee for that region or regional sectoral representative seat. Likewise, an elected member for a region and sector who transfers to another region or sector after the election or resigns for whatever reason from his/her elected position thereby abandoning the constituency to which he/she was elected shall be disqualified. (PROPOSED AMENDMENT)

Failure of a nominee to submit the Comelec-prescribed certificate of candidacy on the deadline set by the National COMELEC and/or failure to complete the information including the affixing of his signature on the said certificate of candidacy disqualifies a nominee/candidate. (PROPOSED AMENDMENT)

SECTION 12. DISQUALIFICATION. Any Certified Public Accountant shall be eligible to be a candidate for any position in the Institute but shall be disqualified from being declared elected or from assuming such position if so declared elected in the event that the office he is connected with influenced such election directly or indirectly as shall be determined by the National COMELEC constituted to conduct such election, whose decision shall be final. (PROPOSED AMENDMENT)

SECTION 13. MANNER OF VOTING. Voting for the election of directors shall be by ballots personally cast or by proxy in the designated venue and date set by the National COMELEC using its official pre-numbered ballots.

ARTICLE XIII
(formerly Article XII; PROPOSED AMENDMENT)

MEETING OF PICPA MEMBERS

SECTION 1. ANNUAL MEETING OF PICPA MEMBERS. There shall be an annual general meeting of all members of PICPA during which the President shall render his annual report and the Treasurer, his financial report to the members. The annual general meeting shall be held during the Friday of the third (3) week of the month of July at the place determined by the general membership and the Board of Directors during the immediately previous Annual Meeting of PICPA members of the prior year, in the event that no place is determined during the previous Annual Meeting of PICPA members, the meeting shall be held in Metro Manila (PROPOSED AMENDMENT)

SECTION 2. SPECIAL MEETING. Special Meeting of the members of PICPA may be held at any time (a) upon call of the President, or (b) pursuant to a resolution of the National Board of Directors, or (c) upon the written request of not less than four hundred (400) members in good standing. Duly qualified and approved Special Meetings shall be held in the place determined by the party calling the same provided that the same shall be held only within the Philippines and in any of the major metropolitan cities or provinces. In the event that that no place of meeting is specified, the same shall be held in the Metropolitan Manila area.

SECTION 3. NOTICE. Not later than 15 days prior to the Annual or Special Meeting, written notice thereof shall be published for once (1) a week for two (2) consecutive weeks in a newspaper of general circulation, in the PICPA Accounting Times and/or any of its publications for the information of all concerned.

SECTION 4. QUORUM. The physical presence of four hundred (400) members in good standing shall constitute a quorum for purposes of a regular or special meeting.

SECTION 5. VOTE. At each meeting of the members, every member in good standing shall be entitled to vote in person or by proxy. Voting on any question shall be by viva voce unless otherwise declared by the majority of the members present during the meeting.

SECTION 6. ORDER OF BUSINESS. The order of business of the annual meeting of the members, and in so far as practicable at all meetings thereof shall be as follows:

- a. Call to Order
- b. Proof of Publication of Notice of Meeting;
- c. Certification as to Presence of Quorum;
- d. Reading and Approval of Minutes of Previous Meeting;
- e. Business Arising from the Minutes;
- f. Report of the President;
- g. Report of the Treasurer;
- h. New Business; and
- i. Determination of the place for the next annual meeting
- j. Adjournment (PROPOSED AMENDMENT)

ARTICLE XIV
(formerly Article XIII; PROPOSED AMENDMENT)

NATIONAL COMMITTEES

SECTION 1. NATIONAL COMMITTEES. The National Board of Directors shall be empowered to create as many National Committees as may be necessary, the functions of which shall be defined upon their creation, including their requisite jurisdiction and/or affiliation.

SECTION 2. COMMITTEE COMPOSITION. A committee shall be composed of not less than five (5) nor more than fifteen (15) members according to its functions. It shall have a Chairman, a Vice Chairman and a Secretary. A Sub-committee maybe formed within a committee to handle special assignments.

SECTION 3. APPOINTMENT OF COMMITTEE CHAIRMEN AND MEMBERS. Committee Chairman shall be appointed by the President and confirmed by the National Board of Directors.

Within fifteen (15) days after he shall have been appointed, the Committee Chairman shall recommend to the President the members to constitute his committee, and the President shall appoint such members as may have been recommended unless, in his judgment, there are valid reasons to overrule the Committee Chairman's recommendation.

No member of the National Board of Directors shall be appointed Chairman or member of any standing committee. They may however, be appointed Chairman or member of any special committee.

SECTION 4. COMMITTEE MEETINGS. Regular meetings of each committee shall be held at least once every month. Special meetings may also be held. Notices of meetings should be circulated to committee members at least one (1) week prior to the meeting date.

If the President deems it necessary, he may request the Committee Chairman to call a regular or special meeting. The President and/or Executive Vice President may attend any committee meeting.

SECTION 5. COORDINATION OF COMMITTEE ACTIVITIES. Committee activities shall be coordinated and reported to the National Board of Directors by the respective PICPA directors responsible therefore.

The Director-in-charge of the coordination and liaison work over a particular committee may attend the meetings of that committee.

SECTION 6. COMMITTEE REPORTS. Minutes of all regular and special meetings shall be furnished the PICPA office for the information of the officers and directors. All committees shall submit reports of their activities to the National Board of Directors every September, December and March. (PROPOSED AMENDMENT)

SECTION 7. SPECIAL COMMITTEES. The President shall have the power to constitute and appoint the Annual Convention Committee, the Accountancy Week Committee and such other special committees as may be deemed necessary to carry on the activities, and attain the objectives of PICPA. The Chairman of the Annual Convention and the Accountancy Week Committee shall function under, and report directly to the President. Special Committees shall not be governed by the provisions of these By-laws on committee composition and appointment of committee Chairmen and members.

ARTICLE XV (formerly Article XIV; PROPOSED AMENDMENT)

FINANCES

SECTION 1. FISCAL YEAR. The fiscal year of the Philippine Institute of Certified Public Accountants shall begin with the first day of July and shall end with the last day of June of the following fiscal year. (PROPOSED AMENDMENT)

SECTION 2. INITIAL MEMBERSHIP FEE. Members shall pay an initial membership fee at an amount which shall be determined by the National Board of Directors. No application shall be considered unless it is accompanied by the required initial membership fee. (PROPOSED AMENDMENT)

SECTION 3. DUES AND OTHER ACCOUNTS. Members shall continue to pay their annual membership dues amounting to One Thousand Pesos (P 1,000.00), until a new rate is determined and fixed by the National Board of Directors with the approval of the Professional Regulation Commission. However, any duly approved change in the rate of the annual membership dues shall not become effective until the next succeeding year and only after due notice shall have been given to the membership. (PROPOSED AMENDMENT)

Membership dues, after deducting Fifteen Pesos (P15.00) from each member's contribution, which shall be exclusively used for death benefits and socio-civic activities, shall be apportioned as follows:

- a) Thirty five percent (35%) for the Chapter;
- b) Ten percent (10%) for the Geographical Area Office;
- c) Ten percent (10%) for the Regional Council; and
- d) Forty Five percent (45%) for the National Office; (PROPOSED AMENDMENT)

The dues shall be payable annually on or before September 30, provided however, that a member joining during the year shall pay the amount corresponding to the full year's dues. (PROPOSED AMENDMENT)

Affiliate Units and its members from other countries shall pay an annual affiliation/members dues at an amount to be determined by the National Board of Directors.

Guidelines for admission of affiliate units and annual dues of its members shall be determined and prescribed by the National Board of Directors.

SECTION 4. REINSTATEMENT FEE. A reinstatement fee at an amount which shall be determined by the National Board of Directors, shall be collected from every person whose membership is sought to be reinstated.

SECTION 5. SPECIAL ASSESSMENTS. Special assessment as occasions demand may be required of all members in declaration and approval by the National Board of Directors, subject to the affirmative vote of a majority of all the members at any regular meeting of the members or special meeting called for that purpose.

SECTION 6. EXPENDITURES. Operating expenses of the Institute shall not exceed 80% of the dues collected; provided, however, that Board meeting expenses and President's Office expenses (excluding foreign travel) shall not exceed 11% and 6%, respectively, of dues collected, which expenses shall already be part of the 80% mentioned above; provided further that an annual budget of operating expenses be submitted to the National Board at the start of the year for approval before any expenditures can be disbursed. (PROPOSED AMENDMENT)

ARTICLE XVI (formerly Article XV; PROPOSED AMENDMENT)

SPECIAL PROVISIONS

SECTION 1. NON-POLITICAL ASSOCIATION. The PICPA shall be strictly non-political except for sectoral representation in congress for and in behalf of the profession.

SECTION 2. RECOGNITION OF OTHER CPA ORGANIZATIONS. The Institute recognizes the existence of active sectoral and other organizations of CPAs with which the Institute can cooperate and work towards the best interest of the profession in general and PICPA in particular. (PROPOSED AMENDMENT)

SECTION 3. PICPA FOUNDATION SUPPORT. The PICPA, as the sole founder member of the Philippine Institute of Certified Public Accountant Foundation, Inc., support such foundation. (Previously numbered Section 2;PROPOSED AMENDMENT)

SECTION 4. POSITIONS HONORARY. The leadership of PICPA shall serve primarily the interest of the CPA Profession and its members and the attainment of its objectives. (Previously numbered Section 3;PROPOSED AMENDMENT)

Directors, national or local officers, committee chairpersons and members shall not receive any compensation, allowance or emolument from the funds of the Official National Organization for any service rendered therein; however, said directors, officers, committee chairpersons and members may be entitled to reimbursement of reasonable expense, as determined by the board and incurred in the discharge of their function.

SECTION 5. GRIEVANCE PROCEDURE. The National Board of Directors shall create and adopt policies governing grievances and their settlement procedures for the enforcement and maintenance of discipline among its members, which shall be contained in a Grievance Procedures Manual. No action involving the suspension or loss of membership or the removal of his name from the Registry of Certified Public Accountants shall be effective without the final approval of the Professional Regulation Commission. (Previously numbered Section 4;PROPOSED AMENDMENT)

ARTICLE XVII
(formerly Article XVI; Amended June 10, 2005)

RULES OF ORDER

SECTION 1. RULES OF ORDER. The rules of parliamentary procedure contained in "Robert's Rules of Order" shall govern all meetings of members of the National Organization. National Board of Directors, Geographical Area Offices and committees created under these by-laws, Regional Councils, Members of Chapters, Chapter Boards, or Committee. (PROPOSED AMENDMENT)

ARTICLE XVIII
(formerly Article XVII; Amended June 10, 2005)

RULES OF PROFESSIONAL CONDUCT

To strengthen the foundation of the accountancy profession in the Philippines, there must be unity of purpose and a clear concept of the obligations of all Certified Public Accountants to other profession, their clients or employer, to their colleagues in the profession, and to the public. These obligations include the maintenance of high standards to technical competence, morality and integrity. For this purpose, the Code of Ethics for Professional Accountants in the Philippines as promulgated by the Board of Accountancy on January 2004 is hereby made part of this By-laws to which all members of PICPA must adhere. (PROPOSED AMENDMENT)

ARTICLE XIX
(formerly Article XVIII; Amended June 10, 2005)

ETHICS BOARD

SECTION 1. THE BOARD AND TERM OF MEMBERS. The Ethics Board shall be composed of a Chairman and eight (8) members, each of whom shall be appointed by the National Board of Directors of PICPA upon the recommendation of the President for a term of three (3) years provided that the Chairman and the members who shall be appointed to compose the Board for the first time shall serve as follows:

- The Chairman and two (2) members for a term of three (3) years;
- Three (3) members for a term of two (2) years; and
- Three (3) members for a term of one (1) year;

Provided that at least one-third (1/3) of the total membership of the Ethics Board shall be from CPAs who are likewise duly licensed lawyers who are members of the Integrated Bar of the Philippines. (PROPOSED AMENDMENT)

The term of office of the Chairman and members of the Board shall commence on the first day of July. Interim appointment to fill vacancies in the members of the Board by reason of death, removal, incapacity or for any other cause shall be made only for the unexpired term of the member replaced, provided that at no time there shall be more than one (1) member who is connected with same accounting firm or office. (PROPOSED AMENDMENT)

The Ethics Board may, upon the approval of two-thirds (2/3) of its total membership, submit a request for the increase of its membership from nine (9) to fifteen (15) to the National Board which shall decide on the same. Upon the approval by the National Board of the request for increase of membership of the Ethics Board from nine (9) to fifteen (15), the National Board shall immediately fill the said increase by the appointment of qualified members, pursuant the provisions of this Article. The provision of this article shall be made to apply to the increased number of members of the Ethics Board, except that a division shall still be composed of three members, thereby increasing the number of divisions from three (3) to five (5). The application of this Section to the increase of membership by the Ethics Board shall not be subject to reduction by either the Ethics Board or National Board. (PROPOSED AMENDMENT)

SECTION 2. QUALIFICATIONS OF MEMBERS. The members of the Board shall have the following qualifications:

- a) a member in good standing for at least five (5) years counted up to July of the year of the members;
- b) a holder of the CPA Certificate for a continuous period of at least ten (10) years counted up to July of the year of the members;
- c) A member of the Ethics Board who is a CPA-Lawyer shall also be required to have practiced law for at least ten (10) years counted up to July of the year of the members appointment;

Provided that the Board shall be composed at any time of at least a majority of the total of nine (9) or fifteen (15) members including the Chairman who are, or who have been in the practice of public accounting for at least ten (10) years. (PROPOSED AMENDMENT)

SECTION 3. QUORUM; TEMPORARY VACANCY.

- A) The Board may sit en banc or divisions of three (3) members each.
- B) A majority of members of the Board, inclusive of a CPA-Lawyer, sitting en bank constitute a quorum and the concurrence of at least a majority of the members of the Board shall be necessary to render any decision except as provided in Section 4 hereof.
- C) Any two (2) members of the Board, inclusive of a CPA-Lawyer, sitting in a Division shall constitute a quorum and the concurrence of two (2) members shall be necessary to render any decision.
- D) Each division shall have at least one (1) member who is or who had been in public practice as provided in Section 2 hereof. It shall include a CPA-Lawyer as provided in Sec. 2.C of this Article. (PROPOSED AMENDMENT)

In case of extreme necessity a temporary vacancy by reason of illness or other causes, may be filled by PICPA's Board upon the recommendation of the President for the duration of the illness or other cause or upon the termination of the necessity for such replacement whichever comes first, subject to the provisions of Sections 1,2 and 3 hereof. (Amended June 10,2005)

SECTION 4. DISQUALIFICATIONS. No member of the Board shall be qualified to take part in any case before the Board in which he or she:

- a) Is directly or indirectly connected or involved; or
- b) Is a relative by consanguinity or affinity, within the fourth civil degree, to any of the parties to the case; or
- c) Is or might be interested in the result of the case. (PROPOSED AMENDMENT)

Any question involving the disqualification of a member shall be resolved by a majority vote of the members present except the member/s concerned. For the purpose of this section, a majority of the members of the Board, excluding the member/s whose disqualification is in question, shall constitute a quorum, without prejudice to the relevant provisions of Sector 3 of this Article. (A mended June 10,2005)

SECTION 5. PROHIBITION. No member of the Ethics Board shall serve as Director and/or Committee Chairman of any of PICPA's standing and special committees without forfeiting his membership in the Ethics Board, provided, however, that the acceptance of his nomination to be a candidate for membership in the Board of PICPA by the Nominating Committee shall be deemed to be an automatic forfeiture of his membership in the Ethics Board.

SECTION 6. JURISDICTION. The Board shall take cognizance of and hear and decide cases:

- a) involving violations of any provisions of the PICPA Constitution and By-Laws;
- b) involving violations of the Code of Ethics for Professional Accountants in the Philippines. (PROPOSED AMENDMENT)
- c) involving violations of any provision of the Rules of Professional Conduct of the Board of Accountancy;
- d) involving any of the grounds provided by the Rules and Regulations of the Board of Accountancy for proceeding against a Certified Public Accountant.

SECTION 7. FINALITY OF DECISION. The decision of the Board (in division) shall be appealable to the Board (en banc) within 30 days. The decision of the Board (en banc) may be appealed to the National Board within the same period except as otherwise provided hereunder. The decision of the Board (en banc) shall not be reversed except by 2/3 vote of all the members of the National Board. The decision of the National Board and/or the Board (en banc) shall become final thirty (30) days after receipt by the respondent of the copy of the decision. (PROPOSED AMENDMENT)

The National Board shall not have jurisdiction to hear and decide cases appealed to it from the Board (en banc) if any member of the National Board is a party thereto, which shall be appealed directly to the Board of Accountancy. (PROPOSED AMENDMENT)

The National Board shall have exclusive and original jurisdiction to hear and decide cases involving any member of the Ethics Board. (PROPOSED AMENDMENT)

SECTION 8. FORWARDING OF DECISION. A copy of the decision of the Ethics Board that has reached finality shall be forwarded concurrently to the National Board and the Board of Accountancy, unless the decision of the Ethics board has been appealed to the National Board; in which case, it shall be the duty of the National Board to forward its final decision on the matter to the Board of Accountancy. (PROPOSED AMENDMENT)

SECTION 9. PENALTIES. The Board, after the hearing, may reprimand the member; recommend the suspension of his membership for a period not exceeding two (2) years; or recommend the revocation of his membership from PICPA if adjudged guilty of the offense complained of. The suspension or revocation of membership shall not become final until after approval by the Professional Regulation Commission, Board of Accountancy. (PROPOSED AMENDMENT)

SECTION 10. REINSTATEMENT. A petition for reinstatement of an expelled member may be entertained by the PICPA Board of Directors upon recommendation by the Ethics Board, after the lapse of five (5) years and the PICPA Board, may in its discretion, restore his membership; provided that the petitioner had, during the period when his certificate was revoked, acted in an exemplary manner and has not committed any illegal, immoral or dishonorable act.

SECTION 11. PRESCRIPTION. The Ethics Board shall have jurisdiction to hear and decide cases within five (5) years from the date of their commission to the date of filing the complaint.

SECTION 12. FACT FINDING FUNCTION. The Board shall perform fact-finding functions as may be delegated to it by the National Board, pursuant to Section 19; Paragraph (i) of R.A. 9298 otherwise known as the PHILIPPINE ACCOUNTANCY ACT OF 2004 and its Implementing Rules and Regulations, and other laws of the Republic of the Philippines. (PROPOSED AMENDMENT)

SECTION 13. AUTHORITY TO PROMULGATE RULES AND REGULATIONS. Subject to the approval of the National Board of Directors, the Ethics Board shall promulgate such rules and regulations or amendments thereof as may be necessary to enforce and implement the intent and provisions of Article XIX of these By-Laws. Such rules and regulations shall take effect thirty (30) days after complete publication in the Accounting Times or such other publication of PICPA or through the PICPA Website, which date shall be deemed as the date of complete release thereof. (Previously numbered Section 12; PROPOSED AMENDMENT)

SECTION 14. APPROPRIATION. The operational expenses of the Board shall be taken from a revolving fund which shall be appropriated by the National Board of Directors from time to time out of the General Funds of the National Organization. (Previously numbered Section 13; PROPOSED AMENDMENT)

SECTION 15. EFFECTIVITY. The Ethics Board shall take cognizance of cases which were committed after its operation as well as those which may be referred to it by the National Board of Directors. (Previously numbered Section 14; Amended June 10, 2005)

ARTICLE XX

(New Provision; PROPOSED AMENDMENT)

LONG RANGE PLANNING BOARD

SECTION 1. THE BOARD AND TERM OF MEMBERS. The Long Range Planning Board shall be composed of a Chairman and eight (8) members, each of whom shall be appointed by the National Board of Directors of PICPA upon the recommendation of the President for a term of three (3) years, provided that the Chairman and the members who shall be appointed to compose the Board for the first time shall serve as follows:

One (1) Chairman and two (2) members for a term of three (3) years;
Three (3) members for a term of two (2) years; and
Three (3) members for a term of one (1) year. (PROPOSED AMENDMENT)

The term of office of the Chairman and members of the Board shall commence on the first day of July. Interim appointment to fill vacancies in the members of the Board by reason of death, removal, incapacity or for any other cause shall be made only for the unexpired term of the member replaced, provided that at no time there shall be more than one (1) member who is connected with same accounting firm/company or office/government agency. (PROPOSED AMENDMENT)

SECTION 2. QUALIFICATIONS OF MEMBERS. The members of the Board shall be composed at any time of at least five (5) members including the Chairman who had been a Past National President; preferably from the most recent, and four others selected from the nominees from the geographical areas, who are being prepared and presently qualified to seek National leadership in the future. (PROPOSED AMENDMENT)

SECTION 3. FUNCTIONS. The Long Range Planning Board shall develop long range plans for the Institute applicable for the next five years, subject to yearly review to consider current developments in the profession and those decided upon during annual national convention. The Plan is for approval by the National Board yearly during the Board's first regular meeting. Once approved, the Long Range Plan shall serve as an official document of the Institute, as basis for its policies and activities. The Long Range Planning Board may circulate the approved Plan as necessary to the general membership. (PROPOSED AMENDMENT)

SECTION 4. APPROPRIATION. The operational expenses of the Board shall be taken from a revolving fund which shall be appropriated by the National Board of Directors from time to time out of the General Funds of the National Organization. The Long Range Planning Board shall submit for approval its annual budget, to the National Board at the beginning of the fiscal year. (PROPOSED AMENDMENT)

SECTION 5. CHAPTER LONG RANGE PLANNING BOARD. The Chapter shall create its own Chapter Long Range Planning Board or equivalent and shall operate, in coordination with the National Long Range Planning Board, in the same manner as in the provisions of this Article e. (PROPOSED AMENDMENT)

ARTICLE XXI
(New Provision; PROPOSED AMENDMENT)

CONTINUING PROFESSIONAL EDUCATION (CPE) COUNCIL

SECTION 1. THE COUNCIL AND TERM OF MEMBERS. The CPE Council shall be composed of a Chairman, a Vice Chairman and eight (8) members, each of whom shall be appointed by the National Board of Directors of PICPA upon the recommendation of the President for a term of three (3) years, provided that the Chairman and the members who shall be appointed to compose the Council for the first time shall serve as follows:

- Chairman and Vice Chairman and two (2) members for a term of three (3) years;
- Three (3) members for a term of two (2) years; and
- Three (3) members for a term of one (1) year. (PROPOSED AMENDMENT)

The term of office of the Council shall commence on the first day of July. Interim appointment to fill vacancies in the members of the Council by reason of death, removal, incapacity or for any other cause shall be made only for the unexpired term of the member replaced, provided that at no time there shall be more than one (1) member who is connected with same accounting firm/company or office/government agency. (PROPOSED AMENDMENT)

SECTION 2. QUALIFICATIONS OF MEMBERS. The members of the Council shall be composed of three members each from the Education and Public Practice Sectors and two members each from Government and Commerce and Industry Sectors. (PROPOSED AMENDMENT)

SECTION 3. FUNCTIONS. The CPE Council is hereby created to implement the CPE Program as required in the Philippine Accountancy Act of 2004 or under any other law that may be passed, covering the practice of the profession of accountancy, and in support of the CPE Council of the Professional Regulation Commission. The functions are as follows:

- a. In support of the PRC CPE Council, the functions are as follows: the Council shall accept and process applications for accreditation of CPE providers, CPE Programs, activities or sources as to their relevance to the profession as well as the appropriate CPE credit units to be earned and shall process applications for CPE exemptions. The Council shall devise the appropriate systems and procedures necessary to implement the accreditation system and the effective monitoring of CPE compliance. The Council is authorized to issue the necessary certification of credit unit hours earned by the members, upon request and upon payment of the required certification fee. The Council shall perform such other duties as may be necessary or as may be required by the PRC CPE Council.
- b. The Council shall undertake all the necessary steps to ensure that programs are in place for the continuous education of a registered professional brought about by modernization, scientific and technological advances; to raise and maintain the professional's capability in delivering professional services; to instill and maintain the highest technical and ethical standards of the practice of the profession and to make the Filipino professional globally competitive.
- c. The Council shall issue the CPE Primer that shall contain all the information, rules, regulations and policies with respect to CPE and its implementation. This Primer shall be reviewed and modified yearly as necessary to include new pronouncements, policies and procedures.
- d. The Council shall promote the CPE Program nationwide and shall devise a communication system through which all CPE queries and issues are addressed. (PROPOSED AMENDMENT)

SECTION 4. FUNDING OF THE CPE OPERATION. The Council income shall be coming from fees shared with the PRC on CPE Provider's accreditation processing, and from certification fees and sale of Primer. The Council shall appropriate disbursements for its capital expenditures and shall provide for its operating expenses in an amount not exceeding 20% of its total revenues. The Council shall submit the Council's annual financial report for approval by the Board before the end of the fiscal year. The Council's annual budget for the next year shall be submitted for approval by the Board at the beginning of the year. (PROPOSED AMENDMENT)

SECTION 5. CHAPTER CPE COMMITTEE. The chapter shall create a CPE Committee which shall operate in coordination with the National CPE Council. (PROPOSED AMENDMENT)

ARTICLE XXII
(formerly Article XIX; PROPOSED AMENDMENT)

AMENDMENTS

SECTION 1. AMENDMENTS. These By-Laws may be amended or repealed in whole or in part by the affirmative vote of the majority of the members in good standing at any regular meeting of the members or in any special meeting duly called for that purpose. To attain the required number of votes, proxy voting is allowed. The power to repeal or amend these By-Laws may be delegated to the National Board of Directors in the manner provided by the Corporation Law.

Proposals and recommendation for amendments may be submitted by a Geographical Area Office, Regional Council, or any Chapter of PICPA to the National Board of Directors who shall have the power to propose said amendments to the general membership. (PROPOSED AMENDMENT)

ARTICLE XXIII
(formerly Article XX; PROPOSED AMENDMENT)

TRANSITORY PROVISIONS

SECTION 1. EFFECTIVITY DATE OF NEW AND AMENDED BY-LAWS. The provisions of these Amended By-Laws shall be effective starting January 1, 2006 and the elections scheduled on September 30, 2005 shall not be conducted and moved to May 16, 2006 implementing the new requirements provided under these by-laws, including the Regional Sectoral Representatives. (PROPOSED AMENDMENT)

SECTION 2. TRANSITION NATIONAL DIRECTORS FOR 2006, 2007 and 2008. The incumbent Board of Directors for the year 2005 shall continue to serve until June 30, 2006. In the first election of National Directors for the fiscal year 2006-2007, the National Directors serving their second term shall be categorized on the basis of the sectoral and regional representation. Only such vacancies based on the sectoral and regional representation shall be elected for the year 2006-2007. It shall also require the election of two new directors from Luzon representing the public practice and education sectors, with a provision that the two former directors who gave way for the election of the new director in Northern Luzon shall be deemed to have served their full two-year term as directors of the National Office. For the year 2007-2008, vacancies made by the second term directors serving until 2006-2007 shall be elected with the exception of Metro Manila Commerce and Industry Sector, who shall serve only for one year on 2007-2008. Thereafter, an annual election shall be held to fill the vacancies in the National Board of Directors. (PROPOSED AMENDMENT)

SECTION 3. TRANSITION PERIOD FOR THE ROTATION OF THE PRESIDENCY. During the fiscal years 2006-2007 to 2010-2011, the rotation for the office of the Presidency of PICPA shall only be based on the regional rotation without regard for the sectoral rotation. On the year 2011-2012, the schedule for the rotation of the Presidency shall follow the provision provided for under Article VIII Section 3. (PROPOSED AMENDMENT)

SECTION 4. CHANGE FROM CALENDAR YEAR TO FISCAL YEAR BASIS. The change from calendar year to fiscal year starting July 1 and ending on June 30 shall commence on July 1, 2006, such that all incumbent national directors, regional officers, committee members, and chapter officers serving for the calendar year 2005 shall extend their term until June 30, 2006. The elections for officers for the year 2006 scheduled for September 2005 shall be held on the 16th day of May, 2006, and the succeeding elections shall be held on the scheduled date under these by-laws every year thereafter. The Institute shall likewise prepare consolidated financial statements for the six-months ending June 30, 2006. The succeeding years beginning July 1, 2006 will now be renamed fiscal year 2006-2007, and so on and so forth. (PROPOSED AMENDMENT)

SECTION 5. ETHICS BOARD. The membership of the current Ethics Board shall continue under the revised fiscal period such that appointments which will expire on December 2005 shall be extended to June 30, 2006 and shall apply to all members of the Ethics Board until all future appointments are made during the start of the revised fiscal year. (PROPOSED AMENDMENT)

SECTION 6. CPE COUNCIL. All appointments to the 2005 CPE Council shall automatically expire on June 30, 2006. The Board of Directors for fiscal year 2006-2007 shall immediately appoint, during their first board meeting, the new members of the CPE Council to serve effective July 1, 2006. (PROPOSED AMENDMENT)

SECTION 7. LONG-RANGE PLANNING BOARD. The Long-Range Planning Board shall be immediately elected by the National Board of Directors upon the approval of this Amended By-Laws. (PROPOSED AMENDMENT)

SECTION 8. TRANSITORY POWERS AND DUTIES. The National Board of Directors shall have such powers and authority as may be necessary to expedite the transition from the previous By-laws to these new and amended By-laws and for this purpose, it may issue rules, directives and orders, create committees, appoint officials and employees and engage outside professional assistance. It shall also have the power to make such further modifications and amendments to these By-laws as are necessary but only for the purpose of complying with the requirements of duly constituted legal authorities. These transitory powers and duties, as well as the appointments of committees, officers and employees pursuant to this article shall continue to be valid until new members of the National Board of Directors shall have been duly elected and qualified to assume their positions. (Previously numbered Section 3; PROPOSED AMENDMENT)