



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 170064

CERTIFICATE OF FILING OF NEW BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the New By-Laws of

**THE CANADIAN CHAMBER OF COMMERCE OF THE
PHILIPPINES, INC. ("LA CHAMBRE DE COMMERCE
CANADIENNE DES PHILIPPINES, INC.")**

copy annexed, adopted on April 18, 2012 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board to reflect the new name of the corporation was approved by the Commission on this date and copies thereof are filed with the Commission.


IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Mandaluyong City, Metro Manila, Philippines, this 14th day of June, Twenty Thirteen.


FERDINAND B. SALES

Acting Director

Company Registration and Monitoring Department



THE NEW
BY-LAWS
OF
THE ~~CANADIAN~~ CHAMBER OF COMMERCE OF THE PHILIPPINES, INC. 
("LA CHAMBRE DE COMMERCE CANADIENNE DES PHILIPPINES, INC.")

We, the undersigned, incorporators and members of
THE CANADIAN CHAMBER OF COMMERCE OF THE PHILIPPINES, INC.
("LA CHAMBRE DE COMMERCE CANADIENNE DES PHILIPPINES, INC.")
(hereinafter "CanCham"),
hereby promulgated the herein By-Laws.

PREAMBLE

The mission of the Canadian Chamber of Commerce of the Philippines is to represent, support and promote Canada-Philippines business interests.

ARTICLE 1

PRINCIPAL OFFICE, BRANCHES AND CHAPTERS

SECTION 1. Principal Office - The principal office of CanCham shall be in Metro Manila at such place therein as the Board of Trustees may from time to time designate.

SECTION 2. Other Offices - CanCham may also establish branches and/or chapters in such places in the Philippines, as the Board of Trustees may from time to time designate. Such branches and/or chapters shall be established under the authority of and be accountable to the Board of Trustees and Officers elected in accord with these By-Laws.

ARTICLE II

THE BOARD OF TRUSTEES

SECTION 1. The Board of Trustees - The ultimate responsibility to manage CanCham shall be vested in and exercised by a Board of Trustees (hereinafter "Board").

SECTION 2. Composition of the Board - The Board shall be composed of not more than eleven (11) members residing in the Philippines and having Canadian and/or Filipino citizenship, elected by a majority of the regular members voting at an annual general meeting. The Senior Trade Commissioner of the Embassy of Canada to the Philippines and the Executive Director of CanCham shall sit on the Board in an ex-officio capacity.

SECTION 3. Term of Office - Each elected Trustee shall hold office for a term of one (1) year and until his successor has been duly elected and qualified.

SECTION 4. Resignation, Removal and Vacancy - A Trustee may resign at any time by giving written notice to the Board. The Board may require the resignation to be effective on election of a successor.

A Trustee may be removed, with or without cause, at any time, by an affirmative vote of at least two-thirds (2/3) of the members of CanCham entitled to vote at a regular or special meeting of members called for the purpose. In either case, at least seven (7) days prior written notice of the intention to propose such at the meeting shall be sent by courier, post, email or fax to all members at their addresses of record at CanCham. A vacancy pursuant to this section shall be filled by election in the same meeting without further notice, or at any other regular or special meeting of members called for the purpose.

Failure to attend three (3) successive Board meetings or six (6) Board meetings in total during a twelve month period may be considered by the Board as a valid ground for removal of a Trustee.

A special meeting of the members for the purpose of removal of one or more of the Trustees shall be called by the Corporate Secretary upon order of the Board, of the President, or on petition in writing by a majority of the members entitled to vote. Should the Corporate Secretary fail or refuse to give the notice, the call for the meeting may be addressed directly to all the members by the members signing the petition with at least seven (7) days prior written notice of the time and place for such meeting, as well as the intention to propose such removal, sent by courier, post, email, or fax to all members at their addresses of record at CanCham.

A vacancy in the Board arising, from death, resignation, incapacity or any other case except by removal or expiration of term may be filled by appointment by a vote of a majority of the remaining Trustees, if still constituting a quorum; otherwise, said vacancy shall be filled by members in a special meeting called for the purpose with at least seven (7) days prior written notice of the time and place for such meeting, as well as the intention to propose such removal, sent by, courier, post, email, or fax to all members at their addresses of record at CanCham. A Trustee so elected to fill a vacancy shall serve only for the remainder of the unexpired term of his predecessor.

SECTION 5. Chairman - The President of CanCham shall be the Chairman of the Board to preside at all Board meetings.

SECTION 6. Meetings and Notice - The Board shall hold meetings on such dates and at such places as the Chairman may designate as follows:

- (a) An organizational meeting within thirty (30) days after an annual general meeting to elect the officers and establish an Executive Committee;
- (b) Regular meetings at least once each quarter as called by the Chairman;
- (c) Special meetings as may be called by the Chairman; and
- (d) Special meetings upon written request to the Corporate Secretary as may be petitioned by three (3) or more of the elected Trustees.

Board meetings may be held with the physical presence of the Trustees or to participate using telephone/video conference, or with a combination of both, where one or more Trustees are unable to attend in person.

Notice of meetings, regular and special, shall be served upon each Trustee by courier, post, email, or fax not less than twenty four (24) hours in advance.

SECTION 7. Quorum - At all meetings of the Board, a majority of the elected Trustees shall constitute a quorum for the transaction of business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act, save those cases where the law or the By-Laws requires a higher majority.

SECTION 8. Compensation - Trustees shall not receive any compensation for their service as such.

SECTION 9. Expenses - Travel and other expenses incurred by the Trustees on CanCham activities shall be allowed and paid to Trustees as considered necessary and authorized by the Board.

ARTICLE III

THE BOARD OF GOVERNORS

SECTION 1. Board of Governors - There shall be a Board of Governors composed of not more than eleven (11) members who shall serve in an advisory capacity to the Board of Trustees and Officers on major policy and institutional matters. For clarification, the Board of Governors shall have no executive authority.

SECTION 2. Composition of the Board of Governors - The Board of Governors shall be composed of the following:

- (a) The incumbent Ambassador of Canada to the Philippines (ex-officio);
- (b) The incumbent President and Chairman of the Board of Trustees (ex-officio);
- (c) The Immediate Past President of the Board of Trustees (ex-officio);
- (d) The incumbent Honorary Canadian Consul in Cebu (ex-officio);
- (e) At least three (3) other Canadian citizens, not presently members of the Board of Trustees, who shall be appointed by the Board of Trustees; and

- (f) At least three (3) other Filipino citizens, not presently members of the Board of Trustees, who shall be appointed by the Board of Trustees.

SECTION 3. Term of Office - The incumbent Ambassador of Canada, the incumbent President and Chairman of the Board of Trustees, and the incumbent Honorary Canadian Consul in Cebu as well as the Immediate Past President and Chairman of the Board of Trustees shall serve concurrently with their respective terms of office. The other Governors shall serve for a term of one (1) year and may be reappointed by the Board of Trustees on a year-to-year basis.

SECTION 4. Chairperson - The Ambassador of Canada shall be the Chairperson of the Board of Governors. In the absence of the Ambassador, the President and Chairman of the Board of Trustees shall act as Chairperson.

SECTION 5. Meetings - Meetings may be called by the Chairperson of the Board of Governors or by the President and Chairman of the Board of Trustees.

ARTICLE IV

OFFICERS

SECTION 1. Officers - The Officers of CanCham shall include:

- (a) The President;
- (b) First Vice-President;
- (c) Second Vice-President;
- (d) Third Vice-President;
- (e) Treasurer;
- (f) Corporate Secretary; and
- (g) Executive Director.

The President, Vice-Presidents and Treasurer shall be elected by a majority of all elected Trustees from among themselves at the first organizational meeting following an annual general meeting of the members and shall hold office for one (1) year or until their successors have been elected and taken office. The Corporate Secretary shall be elected by the Board and the Executive Director shall be appointed by the Board.

SECTION 2. Vacancy - Any vacancy in an elected office arising from death, resignation, removal, incapacity or any other cause, shall be filled by the Board from among themselves and said successor shall hold office for the unexpired term of the predecessor.

SECTION 3. President - The President shall be the Chief Executive Officer (CEO) of CanCham. He/she (hereinafter 'he' refers to either "he" or "her" and "his" refers to either "his" or "her" as may be applicable) shall in general, perform all duties incidental to the office of a chief executive officer, including but not limited to being directly accountable to the Board for the preservation and management of all CanCham's assets and other resources, the overall execution and implementation of CanCham's

strategies and programs as approved by the Board, and the overall supervision of CanCham officers to ensure that all orders and resolutions of the Board are properly carried out, and such other duties as from time to time may be assigned to him by the Board. The President shall be a citizen of Canada.

In the absence, or incapacity of the President, the First Vice-President shall perform all the duties of the President, and, when so acting, shall have the same powers of, and be subjected to all restrictions upon, the President.

SECTION 4. First Vice-President - The First Vice-President shall, in the absence or incapacity of the President, perform all the functions of the President and perform such other functions and duties as the Board may assign. The First Vice President shall be a citizen of Canada.

SECTION 5. Second Vice-President - The Second Vice-President shall in the absence or incapacity of both the President and the First Vice-President, perform all the functions of both offices and perform such other functions and duties as the Board may assign.

SECTION 6. Third Vice-President - The Third Vice-President shall perform such functions and duties as the Board may assign.

SECTION 7. Treasurer - The Treasurer shall be the Chief Financial Officer (CFO) of CanCham. In this capacity he shall have the responsibility and in general perform all the duties incidental to the office of a CFO.

The Treasurer shall also have charge and custody of, and be responsible for, all funds and securities of CanCham and shall deposit all such funds in the name of CanCham in such banks or depositories as Board may from time to time designate.

The Board may require the Treasurer to file a bond for the faithful discharge of his duties in such sum and with surety as may be designated by the Board.

SECTION 8. Corporate Secretary - The Corporate Secretary shall be elected by the Board at its first organizational meeting after the election of Trustees at an annual general meeting of members. He shall be a citizen of the Philippines.

The Corporate Secretary shall be the custodian of all the records and seal of CanCham, keep a record of all the proceedings of all meetings of the members and of the Board, as well as the names and addresses of the members; send all notices prescribed by, and in accordance with, the provisions of these By-Laws or as required by the laws of the Philippines, and in general, perform all duties incident to the office of Corporate Secretary and such other duties as the Board may from time to time assign.

The Corporate Secretary may also be concurrently appointed by the Board as the Legal Adviser of CanCham.

SECTION 9. Executive Director - The Executive Director shall be the Chief Operating Officer (COO) of CanCham. The specific responsibilities of the Executive Director shall be set out in a position description approved by the Board.

The Executive Director shall be appointed by the Board on recommendation of the President on the basis of professional qualifications, relevant experience and personal merit. He shall report and be accountable to the Board through the President.

Notwithstanding Section 11 below, the Executive Director shall receive appropriate compensation for his responsibilities, qualifications and experience with his retainer contract and compensation approved by the Board on recommendation of the President.

SECTION 10. Subordinate Officers - The Board may appoint subordinate officer(s) or agent(s) as CanCham's activities may require, including one or more Assistant Treasurers, one or more Assistant Corporate Secretaries, and/or one or more Assistant Executive Directors, each of whom shall hold and have such authority and perform such duties as the Board may from time to time assign.

SECTION 11. Compensation - Officers shall serve without compensation unless otherwise provided for and approved by the Board.

SECTION 12. Removal from office - Officers may be removed from office as follows:

- (a) An elected officer may be removed from office, with or without cause, by a majority vote of the nine (9) elected Trustees at a meeting of the Board called for that purpose;
- (b) The Corporate Secretary may be removed from office, with or without cause, by a majority vote of the nine (9) elected Trustees at a meeting of the Board called for that purpose; and
- (c) The Executive Secretary, and Subordinate Officers, may be removed from office by the Board in accord with the Terms and Conditions set in their retainer contracts as approved by the Board.

ARTICLE V

COMMITTEES

SECTION 1. General - The Board shall have the sole and exclusive authority to create committees, commissions, task forces and/or work groups (hereinafter referred to collectively as "committees" including but not limited to the creation of:

- (a) The Executive Committee of the Board;
- (b) Functional advisory committees of the Board;
- (c) Regional advisory committees to the Board; and

- (d) Industry sector committees.

The Terms of Reference of all committees shall be approved by the Board. A Trustee or any five (5) regular members may propose the creation of a committee. A proposal, including a proposed Terms of Reference, shall be submitted in writing to and be reviewed by the Executive Committee. The Executive Committee shall recommend to the Board final approval as proposed or as may be amended by the Executive Committee.

With the exception of Executive Committee, the Chairpersons of all committees shall be approved by the Board.

With the exception of the Executive Committee, committees shall have no delegated or final decision making authority. The conclusions, advice and/or recommendations of committees shall be based on consensus reached in committee deliberations as determined by the Chairperson. The Chairperson shall report the conclusions, advice and/or recommendations of said committees by courier, post, email or fax to the Board, to the Executive Committee, to the President, or to the Executive Director as may have authority under the By-Laws for the specific issue.

SECTION 2. Executive Committee - The Board shall organize an Executive Committee not later than thirty (30) days after an annual general meeting at which the Trustees have been elected.

The Executive Committee shall be authorized to act and be accountable to the Board for issues that may be referred or delegated to it by the Board and, in emergency circumstances when a Board meeting with quorum cannot be convened within the time a decision is required, to make decisions on behalf of the Board with such decisions to be *ad referendum* to the Board for confirmation at the next meeting of the Board.

The Executive Committee shall be composed of the President, the three Vice Presidents and the Treasurer. The President shall be the Chairperson and the Treasurer shall be the Secretary of the committee. Meetings shall be at the call of the President as may be required. A majority of committee members, including the President or a Vice President performing the functions of the President, shall constitute a quorum.

SECTION 3. Functional Advisory Committees of the Board - The Board shall create functional advisory committees of the Board to provide advice and recommendations to the Board in specified areas of corporate management including but not limited to committees for:

- (a) Editorial and Media Relations; and
- (b) Membership.

The membership of a functional advisory committee of the Board shall include at least one elected Trustee with the Chairperson to be an elected Trustee.

SECTION 4. Regional Advisory Committees to the Board - Where justified by regional membership and/or established branches or chapters in geographic areas

outside the National Capital Region, the Board may create regional advisory committees to provide the Board and Officers with advice, comment and recommendations on:

- (a) Regional issues and concerns;
- (b) Regional views on national issues and concerns; and
- (c) Activities and program interests of members in the region.

The membership of a regional advisory committee shall be composed of regular members of CanCham with business and/or principal residence located in the applicable region and shall be appointed by the Board in consultation with regular members in the applicable region.

SECTION 5. Industry Sector Committees - The Board may establish industry sector committees to:

- (a) Encourage and facilitate exchange of industry information amongst members; and
- (b) Provide industry-related advice, comment and recommendations to the Board and Officers.

An industry sector committee shall include at least one elected Trustee appointed by the Board. Any member may attend and participate in an industry sector committee.

ARTICLE VI

MEMBERS

SECTION 1. General - CanCham membership shall be open both to corporate entities and to individuals on a non-incorporate basis that have a Canada-Philippines business interest, regardless of country of incorporation, citizenship, or principal location/residence.

CanCham membership categories shall be standardized and unified with all CanCham members in any area and/or chapter within or outside the Philippines entitled to participate in activities arranged in any other area and/or by any other chapter, subject only to payment of the standard participation fee that may be charged and limitations of total number of participants for a specific event.

There shall be three general categories of membership: regular; affiliate; and honorary. Within the regular and affiliate membership categories there shall be subcategories as set out in Sections 2 and 3 below as well as other subcategories of affiliate membership as the Board may approve.

Only regular members shall have voting rights at annual general and special meetings of the members and be eligible to hold elective and appointive office.

The Board shall approve an annual membership fee for each category and sub-category. With the exception of Honorary Membership, payment of an annual membership fee shall be a condition of membership. The Board may authorize a standard discount to annual membership fees for members with a principal place of business or where residing outside the National Capital Region.

The standard core benefits and entitlements for each category and sub-category of membership shall be approved by the Board.

SECTION 2. Regular Membership - Regular members with voting rights shall be limited to and include only:

- (a) CORPORATE MEMBERS - Domestic and foreign companies as well as other organizations that apply on a corporate-basis;
- (b) MAJOR CORPORATE MEMBERS - Domestic and foreign companies and other organizations that apply on a corporate-basis and choose to pay premium annual membership fee as major supporters of CanCham; and
- (c) NON-CORPORATE MEMBERS - Sole proprietorships, individual business persons, professionals and other persons who have Canada-Philippines business interests that wish to apply as individuals on a non-corporate basis.

SECTION 3. Affiliate Membership - Affiliate Members without voting rights shall include but not necessarily be limited to:

- (a) AFFILIATE CORPORATE MEMBERS - Companies and other organizations incorporated in Canada or in other countries, excepting in the Philippines, that wish to apply on a corporate basis;
- (b) AFFILIATE NON CORPORATE MEMBERS - Sole proprietorships, individual business persons, professionals or other persons residing in Canada or in other countries, excepting in the Philippines, who wish to apply as individuals on a non-corporate basis; and
- (c) AFFILIATE STUDENT MEMBERS - Full-time students under the age of twenty-eight (28) years studying in Canada, the Philippines, or other countries.

SECTION 4. Honorary Membership - The Board may approve and confer an Honorary Membership on a person who has provided distinguished and outstanding support to Canada-Philippines business interests and relations. Honorary Membership shall be granted for a two-year period and may be renewed for further successive two-year periods with the Board approval.

SECTION 5. Membership Criteria and Procedures - An applicant for a Corporate or Major Corporate Membership, regular or affiliate, shall have a valid registration with the appropriate national regulatory agency and shall be recommended by two regular members in good standing or by the Executive Director. An applicant for

Non-corporate Membership, regular or affiliate shall be recommended by two regular members in good standing or by the Executive Director.

The name and business/profession of an applicant shall be circulated by the Executive Director to all regular members in good standing for information by courier, post, email or fax to their addresses of record at CanCham in advance of being considered for approval. The absence of any comment being received from such members within seven (7) days of such circulation will be deemed as no comment. All applications shall be reviewed by the Membership Committee and then be submitted to the Board for final approval.

The Board shall have total discretion to approve, or otherwise, any application with the Board's decision final and non-appealable. If not approved, applicants may reapply after one year without prejudice.

SECTION 6. Rights of Regular Members - Subject to the qualifications in preceding Sections, regular members shall have the following rights:

- (a) To attend all annual general and special meetings of members and to exercise the right to vote on all matters included on an agenda at such meetings;
- (b) To inspect Minutes of annual general and special meetings of members as well as Minutes of regular and special meetings of the Board at the principal office of CanCham during reasonable hours;
- (c) To be eligible for any elective or appointive office of CanCham subject to the provisions of the By-laws with respect to citizenship and where residing;
- (d) To participate in all program activities and meetings of CanCham subject to payment of participation fees and/or limitation on number of participants for a specific event where applicable; and
- (e) To avail of all facilities of CanCham offered to members subject to payment of service fees where applicable.

SECTION 7. Rights of Affiliate Members - Affiliate members shall have the following rights:

- (a) To attend all annual general and special meetings of members but with no voting rights or eligibility for elective or appointive office;
- (b) To participate in all program activities and meetings of CanCham subject to payment of participation fees and/or limitation on number of participants for a specific event where applicable; and
- (c) To avail of all facilities of CanCham offered to members subject to payment of service fees where applicable.

SECTION 8. Rights of Honorary Members - Honorary members shall have the following rights:

- (a) To attend all annual general and special meetings of the members but with no voting rights or eligibility for elective or appointive office;
- (b) To participate in all program activities and meetings of CanCham with exemption from payment of participation fees where applicable for a specific event; and
- (c) To avail of all facilities of CanCham offered to members with exemption from payment of service fees where applicable to members.

SECTION 9. Duties and Responsibilities of Members - All members shall have the following duties and responsibilities:

- (a) To obey and comply with the By-laws, rules, and regulations that may be promulgated by the Board from time to time;
- (b) To attend all annual general and special meetings of members that may be called as far as this may be possible; and
- (c) To pay membership dues and other assessments as approved by the Board.

SECTION 10. Expulsion of Members - A member may be subject to a temporary or indefinite expulsion for conduct prejudicial to the interest of CanCham.

Expulsion of a member shall be considered by the Board if and when a petition for expulsion of a member is received in writing signed by at least five (5) regular members. In considering the petition, the Board shall allow the member concerned to be heard by the Board, either in person or by a duly authorized representative.

Board approval for expulsion of a member shall require a majority vote of the elected Trustees. The decision of the Board to expel a member for a temporary or indefinite period shall be final, immediately effective, and non-appealable.

ARTICLE VII

MEMBERSHIP MEETINGS

SECTION 1. Annual General Meeting - An annual general meeting of the members shall be held at the principal office of CanCham or at such other place in the National Capital Region of the Philippines as the Board may designate, not later than the 30th day of April. of every year. Prior written notice of the date and place of an annual general meeting shall be sent to all members at least fourteen (14) days before the date of the meeting by courier, post, email or fax to all members at their addresses of record at CanCham.

SECTION 2. Order of an Annual General Meeting - The order of an annual general meeting shall include but not necessarily be limited to:

- (a) Proof of service of the required notice of meeting except when such notice is waived by the members constituting the quorum;
- (b) Proof of presence of quorum; Reports from:
 - i) The President; and
 - ii) The Treasurer (including External Auditor's Report)
- (c) Election of Trustees for the forthcoming year with nominations closed not earlier than seven (7) days after the notice of the meeting with call and procedures for nominations has been circulated to all members
- (d) Appointment of External Auditor; and
- (e) Any other matter submitted to the Corporate Secretary at least seven (7) prior to date of the meeting.

SECTION 3. Special Meetings - Special meetings of the members may be called by the President or upon written petition of a majority of the elected Trustees, or a written petition on behalf of a majority of regular members.

SECTION 4. Notice of Special Meetings - Prior written notice of at least seven (7) days of the time, place and purpose(s) of said meeting shall be sent by courier, post, email or fax to all members at their addresses of record at CanCham.

SECTION 5. Waiver of Notice - A member may waive notice of annual general and/or a special meeting. A waiver in writing signed by the member, and sent by the courier, post, email or fax whether given before or after the meeting, shall be deemed equivalent to such notice. All such waivers shall be filed with the records of CanCham.

SECTION 6. Quorum - Save in those cases where the law provides otherwise, at any annual general or a special meeting of the members, the presence of a majority of regular members shall constitute a quorum.

Save in those cases where the law provides otherwise, the act of a majority of regular members present constituting a quorum at an annual general or special meeting shall be the act of the entire membership.

SECTION 7. Voting - At every annual general and special meeting of members, each regular member shall be entitled to one (1) vote. Other categories of members shall have no voting rights except in those cases where the law provides otherwise.

The voting rights of each Corporate Member and Major Corporate Member may be exercised by either the designated or alternate representative of the member.

Regular members may vote either in person or by a proxy authorization. Proxy authorizations shall be in writing and filed with the Corporate Secretary on or before the scheduled start of an annual general or special meeting of the members.

ARTICLE VIII

FINANCES AND CONTRACTS

SECTION 1. Fiscal Year - The fiscal year of CanCham shall commence on January 1 and end on December 31 of each calendar year.

SECTION 2. Inspection of Accounts - All financial records, and account books of CanCham shall be open to inspection by any regular members at the principal office of CanCham at reasonable hours.

SECTION 3. Transactions with Banks - The Board, by appropriate resolutions, shall specify the proper officer or officers empowered to sign checks and other instruments for withdrawal of the funds of CanCham.

SECTION 4. Contracts, Conveyances, etc. - When the execution of any contract, conveyance, or other instrument has been authorized without specification of the executing officers, the President may execute the same in the name and on behalf of CanCham. The Board may designate other officers who shall have authority to execute any contract or other instrument on behalf of CanCham.

SECTION 5. Engagement of Professional Services - The Board may appoint external auditors and legal counselors or engage the services of other professionals for the purposes of CanCham, with or without compensation.

ARTICLE IX

CODE OF CONDUCT

SECTION 1. Compliance with the CanCham Code of Conduct - All CanCham office holders (including Trustees, Governors, Officers and any other office holders) shall, in the discharge of their duties and responsibilities as CanCham office holders, comply with the Code of Conduct of CanCham as approved by the Board.

ARTICLE X

CORPORATE SEAL

SECTION 1. The Corporate Seal - The Board shall provide a corporate seal which shall be represented by such design as the Board may choose.

ARTICLE XI

AMENDMENTS

SECTION 1 . The members of CanCham hereby delegate in, accordance with the law, to the Board the power to amend or repeal these By-Laws or adopt new By-laws, provided however, that the powers herein delegated to the Board shall be considered revoked whenever a majority of the regular members of CanCham shall so vote at a regular or special meeting.

ARTICLE XII

ORGANIZATION

The CanCham is a non-stock, non-profit organization. No Individual shall benefit from its net income, and that no than less seventy percent (70%) of the total fund of the CanCham will be used for projects/purposes, and not more than thirty percent (30%) of the said fund shall utilized for administrative expenses. (*Amended on January 19, 1993*)

The foregoing By-Laws were adopted by the majority of the members CanCham at their Annual General Meeting held on 21 March, 1991, 5:00 p.m. at the Canadian Embassy.

IN WITNESS WHEREOF, We the undersigned, comprising the majority of all the members present at said meeting and voting threat in favor of the adoption of said By-Laws have hereunto subscribed our names, with the Chairman of the meeting, and the Secretary of the same do likewise with our signatures attest this 18th day of April 1991 at Makati, Metro Manila.

Original Signed
SYDNEY GOULBOURN

Original Signed
DAVID LEVY

Original Signed
MARIE ALMEIDA

Original Signed
ROBERT KAY

Original Signed
WILLIAM CAMPBELL

Original Signed
DAVID MCNAMARA

Original Signed
AGUSTIN LEONG

Original Signed
PABLO A. DE BORJA

THE CANADIAN CHAMBER OF COMMERCE
IN THE PHILIPPINES, INC.
Makati City



TRUSTEES' CERTIFICATE OF THE
AMENDED ARTICLES AND BY-LAWS

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned members of the Board of Trustees and the Corporate Secretary of THE CANADIAN CHAMBER OF COMMERCE IN THE PHILIPPINES, INC., with principal office at 14/F Antel Corporate Center, Valero Street, Makati City, do hereby certify that the Articles of Incorporation and By-Laws of said Corporation was amended by a majority of the Board of Trustees and Members representing at least 2/3 of the members in good standing and authorized to vote during the Annual General Membership Meeting held last April 18, 2012.

The amended provisions of the attached Amended Articles of Incorporation refer to Article Six of the Articles of Incorporation changing the number of the members of the Board of Trustees from eight (8) to eleven (11).

The Board of Trustees and Members of the Corporation likewise approved an entirely new set of By-Laws to replace the previous By-Laws.

MAR 20 2012

IN WITNESS WHEREOF, we have hereunto signed this Certificate this _____ day of November, 2012 at Makati City, Philippines.

JULIAN PAYNE
PP # BA 653481

ROGER DIMMELL
PP #

CHRISTOPHER BELL-KNIGHT
PP # BA 688481

MERCEDES MARQUEZ
TIN # _____

Tammy Lipana

TAMMY LIPANA
TIN # 112 071 425

Ernest Loignon

ERNEST LOIGNON
PP # 285-749-186-000

John Ridsdel

JOHN RIDSDDEL
PP # _____

FLORA NACES
TIN# _____

Certified by:

Jennifer E. Cerrada

JENNIFER E. CERRADA
Corporate Secretary

ACKNOWLEDGEMENT

REPUBLIC OF THE PHILIPPINES)
Makati City) S.S

BEFORE ME, a Notary Public ^{MAR 20 2013} ~~MANTLA~~ in Makati City on this _____ of
November, 2012, personally appeared:

Name	TIN/Passport No.	Date & Place of Issue
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1. Mr. Julian Payne
2. Mr. Roger Dimmell
3. Ms. Mercedes Marquez
4. Mr. Christopher Bell-Knight BA 68848, March 18, 2011 Manila
5. Ms. Tammy Lipana
6. Mr. Ernest Loignon

7. Mr. John Ridsdel
8. Ms. Flora Naces
9. Ms. Jennifer Cerrada

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Page No. 76;
Book No. 11;
Series of 2012.

~~CESAR G. VALLE~~
~~Notary Public~~
~~UNIVERSITY OF MIAMI~~
~~11-07-13~~
PTR No. 140327 11-07-13 Mia.
IBP No. 905607 11-09-12 Mia.
Roll No. 15654
MCLE Compliance No. III
0019431 12-2-10