



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. 73575

**CERTIFICATE OF FILING
OF
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**INTELLECTUAL PROPERTY ASSOCIATION
OF THE PHILS., INC.**

copy annexed, adopted on December 18, 2006 by majority vote of the Board of Trustees and on January 26, 2007 by the vote of at least two-thirds of the members, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and cause the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 13th day of April, Two Thousand Seven.



BENITO A. CATARAN
Director

Company Registration and Monitoring Department



COVER SHEET

73575

S.E.C. Registration Number

INTELIGHTUAL
PROPERTY
ASSOCIATION

OF
THE
PHILIPPINES,
INC.

(Company's Full Name)

2423-A
TIFITE
WEST
TOWN.
PSIL

EXCHAGE
CENTRK
ORTGAS
PASIG
CITY

(Business Address : No. Street City / Town / Province)

Atty. Risel G. Castillo - Talon <small>Contact Person</small>	8970527 <small>Company Telephone Number</small>																									
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To be accomplished by SEC Personnel concerned

File Number

Document I.D.

LCC 3-9-07
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STAMPS

ks = pls. use black ink for scanning purposes

AMENDED BY-LAWS

OF

INTELLECTUAL PROPERTY ASSOCIATION OF THE PHILS., INC.
(formerly Patent Attorney's Association of the Philippines, Inc.)

ARTICLE 1

SECTION 1. NAME

The name of the association for which these by-laws have been adopted is the Intellectual Property Association of the Philippines, Inc., hereinafter referred to as "Association".

SECTION 2. OBJECTS OF THE ASSOCIATION

The Association is designed and established as a non-political, non-stock, non-profit corporation, the object and work of which are set forth in its Articles of Incorporation, as duly filed and registered with the Securities and Exchange Commission.

SECTION 3. CORPORATE SEAL

The Corporate seal of the Association shall be such design and shall bear such features as the Association's Board of Directors may prescribed.

SECTION 4. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January in each year and end on the last day of December of the same year.

SECTION 5. PRINCIPAL OFFICE

The place of office of the Association shall be located in Metro Manila, Philippines: (as amended on December 3, 1983)

ARTICLE II.

MEMBERSHIP

SECTION 1. Membership in the Association shall be limited to the following:

- a) Regular individual members who shall be composed of individuals practicing law as patent and trademark attorneys;
- b) Regular law firm members which shall be law firms or partnerships engaged partly or wholly in legal practice as patent and trademark attorneys;
- c) Associate members which shall include individuals, corporations and other entities who believe in the objects of the Association and who agree to abide by its articles and by-laws, rules and regulations. (as amended on December 3, 1983), (as further amended on January 26, 2007)

SECTION 2. APPLICATION

- a) All applications for individual and firm membership shall be under oath and submitted in writing addressed to the Board of Directors, thru the Secretary of the Association, properly endorsed by two active members in good standing.

- b) The Secretary shall examine every application and verify whether it is sworn to and complete in all respects. Copies of all properly accomplished applications shall be submitted by the Secretary to the Chairman of the Membership Committee within one week after receipt thereof.
- c) After due deliberation, the Membership Committee, thru its Chairman, shall within two (2) weeks after receipt of membership applications, submit its recommendation to the Board of Directors at least one (1) week before any scheduled Board meeting for final action.

SECTION 3. VOTING RIGHTS

All regular members who are admitted more than thirty (30) days prior to any election of the Association shall be entitled to vote in such election. In all other meetings of the Association where a vote is taken, all members, whether regular or associates, shall be entitled to voting rights. *(as amended on 3 December 1983).*

SECTION 4. Any member may also apply, through the Association, for membership in the Asian Patent Attorneys Association (APAA) and/or the Association Internationale Pour La Protection de la Propriete Industrielle (AIPPI), **ASEAN-IPA and such other international associations** to which the Association is affiliated. In case of such international membership, the member agrees to pay through the Association all the membership dues and assessments then in effect. *(as amended on 3 December 1983). (as amended on January 26, 2007)*

SECTION 5. LOSS OF MEMBERSHIP

Any member who has performed an act which is contrary to the objects of the Association or an act which damages or is apt to damage the honor of the Association, or who has neglected the payment of his subscription may be expelled from the Association upon a resolution of the Board of Directors. *(as amended on 3 December 1983)*

SECTION 6. REINSTATEMENT

A member who has been separated from the Association for cause or for non-payment of his monthly dues may, upon petition in writing addressed to, and approved by the Board of Directors, be reinstated, upon terms and conditions to be imposed by the Board. *(as amended on January 26, 2007).*

ARTICLE III

MEMBERSHIP FEES

SECTION 1. All members shall pay promptly and regularly the admission fees and annual dues as may be prescribed by the Board. *(as amended on, 3 December 1983)(as amended on January 26, 2007).*

SECTION 2. The Board of Directors of the Association may by resolution increase or decrease the above-mentioned fees as circumstances may warrant. *(as amended on January 26, 2007).*

ARTICLE IV

PERMANENT COMMITTEES

SECTION 1. There shall be standing and ad hoc committees. The Chairpersons and members of which shall be elected by the Board of Directors to take charge of the specific functions assigned to them. *(as amended on January 26, 2007)*

SECTION 2. COMPOSITION. Each standing committee shall be composed of a Chairperson and not less than two (2) but not more than five (5) members as determined by the Board. *(as amended on January 26, 2007)*

SECTION 3. All standing committees provided in this Article shall be constituted, with the election of its **Chairperson** and members by the Board, within 30 days from the date of the first Board meeting of each new IPAP Board. Each committee member shall serve until his/her successor is elected. *(as amended on January 26, 2007).*

SECTION 4. Standing Committees. The following shall be the Standing Committees of the IPAP.

1. Membership Committees. The primary function of this Committee which shall be headed by the Secretary as Chairperson shall be to screen all applications for membership and make appropriate recommendations to the Board. The Committee may adopt its own rules on the conduct of membership drives and the admission of new members, provided that such rules shall not run contrary to the Articles of Incorporation and By-laws of the IPAP or with the directives of the IPAP Board. *(as amended on January 26, 2007).*
2. Finance Committee. The primary function of this Committee, which shall be headed by the Treasurer as Chairperson shall be to oversee the income, expenditures and assets of the IPAP with a view to ensuring the financial integrity and stability of the organization. *(as amended on January 26, 2007).*
3. Legislation and Liaison Committee. The primary function of the Committee is to keep abreast of, review, and scrutinize all proposed legislation, ordinances, rules and regulations emanating from pertinent government agencies which may affect the interest of the IPAP members and business and industry, in general. It shall make recommendations to the Board as it may deem appropriate and shall prepare or cause to be prepared special studies, position papers, and proposals as to course of action, for final approval of the Board of Directors. It shall, likewise, prepare or cause to be prepared studies, proposals and position papers and present them to international conferences, after due approval of the Board, as the official stand of the

association. It shall seek to establish communications and make representations with relevant government agencies on issues recommended by the Committee as requiring such action. The Committee through its **Chairperson**, in cooperation and coordination with the President, shall also represent the IPAP at hearings and dialogues conducted by the pertinent government agencies. *(as amended on January 26, 2007)*

4. **Program Committee.** The primary function of this Committee shall be to plan out and take charge of the regular meetings and other traditional program of the IPAP in terms of scheduling, venue selection, and agenda preparation, etc. The Committee shall also undertake social activities designed to promote camaraderie and fellowship among the IPAP members.
5. **Disciplinary Committee.** The primary function of this Committee is to receive complaints against any member for acts which are unethical and/or contrary to the objectives of the Association or which cause damage to the Association; to investigate and conduct hearings and make appropriate recommendations to the Board. The Committee shall have the power to promulgate rules and procedure on the discipline of members for the violation of the Association rules and for any professional misconduct injurious to the Association's objectives and reputation, subject to the approval of the Board. *(as amended on January 26, 2007).*

SECTION 5. The Board may from time to time create and appoint such ad hoc committees as it may consider necessary. The functions of such ad hoc committees shall be temporary in character and shall at all times be coordinated with the standing committees.

6. SECTION 6. Reports. All Committees shall submit reports to the Board of Directors pertinent to their activities at such time as the Board shall require. The Board shall make the final decision on all proposals and recommendations of each committee.

MEETING OF MEMBERS

SECTION 1. Annual Meeting

The annual meeting of the members shall be held on the first Saturday of December of each year at the principal office of the Association or **such any other place as may be determined by the Board** when they shall elect by a plurality vote by ballot a board of fifteen (15) directors to serve for one year beginning January 1, following their election until their successors are elected and qualified, except that the directors elected on December 3, 1983 shall serve up to December 31, 1984. If for any reason the annual meeting shall not be held at the time herein provided, the same may be held at any time **as may be determined by the Board** and the business to be transacted at such annual meeting may be transacted therein or at any special meeting for the purpose. *(as amended on December 3, 1983) (as amended on January 26, 2007).*

SECTION 2. Special Meeting

Special meeting of the members of the Association may be called at any time upon request by the President, or upon request in writing by the members of the Association representing at least five (5) members or more of the Association. Such request shall state the purpose or purposes of the proposed meeting. No business shall be transacted at the special meeting except those specified in the notice of such special meeting called.

SECTION 3. Notice of Meeting

A written notice of meetings stating the time, date and place of annual or special meetings of the members of the Association shall be given at least seven **(7) days prior to such meetings, personally, by publication, or by electronic means**, addressed to each member of record or at the member's post office

address appearing on the books of the Association. (*as amended on January 26, 2007*).

SECTION 4. Quorum

Majority of the members of the Association shall constitute a quorum for the transaction of business in all meetings of the members of the Association except in those cases where the law requires the affirmative vote of a greater proportion.

SECTION 5. Manner of Voting

Every member of the Association shall vote in person or by proxy at all meetings. (*as amended on 3 December 1983*)

Voting shall be by viva voce except during elections which shall be by secret ballot.

No member of the Association shall be entitled to vote in any elections or to be voted for in any position unless his individual IPAP, APAA, AIPPI **and all other similar dues** or the dues of the firm or corporate member are fully paid. (*as amended on January 26, 2007*).

ARTICLE VI

BOARD OF DIRECTORS

SECTION 1. Qualification and Term of Office

The Association shall have a governing body or Board of Directors, composed of fifteen (15) members elected from among the members.

At the first and every annual meeting of the members of the Association the Board of Directors shall be elected and the directors thus elected shall hold office until the next annual meeting or until their duly elected successors qualify.

SECTION 2. Vacancy

Any vacancy in the Board of Directors shall be filled by a majority of the remaining members of the Board of Directors constituting a quorum and the director or directors so chosen shall serve for the unexpired term.

SECTION 3. Removal

Any member of the Board of Directors may be removed from office by the vote of the members representing two-thirds (2/3) of the total number of votes of the Association in any general or special meeting of the Association.

SECTION 4. Meeting

The Board of Directors shall hold a meeting for organization immediately after their election, of which meeting no notice shall be required. Thereafter the Board of Directors shall hold regular meetings once every month at the office of the Association or at such particular place or hour as the Board may decide.

Special meetings of the Board of Directors may be called by the Chairman of the Board or on written of two directors, on two-days notice to each director, either personally, in writing or by electronic means. (as amended on January 26, 2007).

SECTION 5. QUORUM

The directors shall act only as a Board and the individual directors shall have no power as such. Majority of the members of the Board shall constitute a quorum for the transaction of any business of the Association and the decision of the majority of the quorum duly assembled as a Board shall be a valid corporate act.

ARTICLE VII

POWERS OF THE BOARD OF DIRECTORS

The Board of Directors shall have the control of the business and property of the Association and such powers and authorities as are herein expressly conferred upon it by these By-Laws or by the statutes of the Philippines. Without prejudice to the general powers herein above conferred, the Board shall have the power to:

- a) determine policies, rules and regulations consistent with the laws of the Philippines and the Articles of Incorporation and By-laws of the Association deemed necessary for the improvement of its affairs;
- b) create committees for certain purposes and to confer upon such committees powers and functions it may consider appropriate, to amend such powers or dissolve such committees;
- c) decide on projects or programs;
- d) assume any other responsibilities and functions to insure the efficient operation of the Association.

ARTICLE VIII

OFFICERS

SECTION 1. Election of Officers

Immediately following each election of the members of the Board, the directors so elected shall convene and elect the officers of the Association, to wit: Chairman of the Board, President, one Vice President for External Affairs, one Vice-President for Internal Affairs, a Treasurer, a Secretary, the **Chairpersons** of the standing committees **and such other officers as may be determined by the Board, with duties and responsibilities as may be prescribed by the Board.** Two or more compatible offices may be vested in the same person whenever deemed convenient or expedient. Membership in the Board of Directors shall not

be considered a pre-qualification to election as officer of the organization. *(as amended on January 26, 2007).*

SECTION 2. Duties of the Chairman

The Chairman of the Board who is a director shall preside over all meetings, regular and special, of the Board of Directors. He shall concurrently with the President represent the association in all official and social functions and conferences.

SECTION 3. Duties of the President

The President of the Association shall sign and execute all contracts, agreements, documents and binding commitments entered into for and in behalf of the Association by authority of the Board of Directors and of the members of the Association.

He shall have the general and active management of the affairs of the Association but may delegate them to the other officers or members of the Association.

He shall execute or see that the policies and decisions of the Board and those adopted in the meeting of the Association are properly executed and complied with.

SECTION 4. Duties of the Vice Presidents

The Vice-President for external affairs shall assist the President and exercise all the powers and discharge all the duties of the President in case of the latter's absence or disability in all matters that pertain to the internal affairs of the Association.

The Vice-President for internal affairs shall likewise assist the President and exercise all the powers and discharge all the duties of the President in case of the

latter's absence or disability in all matters that pertain to the internal affairs of the Association.

In addition, they shall also perform such other duties as may be delegated to the from time to time by the Board of Directors or by the President.

SECTION 5. Duties of the Treasurer

The Treasurer is the financial officer of the Association and as such shall take charge of all the funds and properties of the Association in accordance with the approved policy of the Board of Directors. In addition, he shall collect all fees, dues and assessments from members.

Subject to the counter-signature of the President, he shall sign all checks, drafts, notes or orders for the payment of money or withdrawal of funds of the Association all checks, notes, drafts, bills and other commercial papers issued or delivered to the Association under such banks and financial institutions as may be designated by the Board of Directors. He shall keep the required books of account and enter therein full and accurate account of all money and properties received and paid by him on account of the Association.

At the discretion of the Board, the Treasurer may be required to file a bond for the faithful discharge of his duties in such sum and with such surety as may be fixed by the Board of Directors.

SECTION 6. Duties of the Secretary

The Secretary who shall be a citizen and resident of the Philippines, shall keep a record of all the minutes of the meetings, agreements and decisions of the Board of Directors and service of notice of the meetings of the Board and of the members of the Association.

He shall keep or take charge of the records, correspondence and official acts of the Association.

SECTION 7. Vacancies

If the office of the President, Vice President, Secretary or Treasurer becomes vacant by death, resignation or otherwise, the remaining directors if still constituting a quorum by a majority vote may choose a successor or successor who shall hold office for the unexpired term.

In case of the temporary absence of any officer, or for any reason that the Board of Directors deem sufficient, the Board may delegate the powers and duties of such officer to any officer, director or member for the time being, provided a majority of the Board concur therein and such delegation is not covered by any express provision of these By-Laws.

ARTICLE IX

FUNDS AND ASSETS OF THE ASSOCIATION

SECTION 1. Sources

The funds of the Association shall come from the following sources:

- a) all admission and annual fees paid by members;
- b) voluntary donations, gifts and other contributions from other members and sympathizers of the organization; and
- c) dividends, profits and fruits of investments of the Association.

SECTION 2. All funds, credits and properties of the Association shall constitute its assets which can only be disposed of in accordance with law.

ARTICLE X

FINANCIAL TRANSACTIONS

SECTION 1. Non-profit requirement

No part of the net income of the Association shall inure to the benefit of any of its members nor of any other private individual or entity.

SECTION 2. Depositary

The Board of Directors shall have the power to select one or more banks to act as depositary or depositaries of the funds of the Association and to determine the manner of receiving, depositing and disbursing the funds of the Association and the form of checks and the person or persons signing such checks and the forms thereof at will.

SECTION 3. Auditing requirements

The Board of Directors shall at least, once annually, secure the services of a competent and disinterested certified public accountant to make a careful audit of the books and accounts of the Association and render a report thereon in writing, which report shall be submitted to the members of the Association at their annual meeting.

ARTICLE XI

MISCELLANEOUS

SECTION 1. Annual Statement

The Board of Directors shall publish and submit to the members of the Association before their annual meeting a statement of the financial condition of the Association at the close of the previous fiscal year, and a statement of operations or activities for the year.

SECTION 2. Certificates

Membership in the Association may be evidenced or shown by a certificate adopted by the Board of Directors and signed by the President and Secretary of the Association.

SECTION 3. Repeal and Amendment of By-Laws

This By-Laws of the Association shall be repealed, amended, or new ones adopted by the affirmative vote of a majority of the members at any regular or special meeting called for the purpose:

The foregoing By-Laws were adopted this 30th day of May 1977 at Manila by the undersigned representative a majority of the members of the Association.

(Sgd.) MANUEL G. ABELLO

(Sgd.) RAFAEL D. ABIERA, JR.

(Sgd.) ANTONIO V. AGCAOLI

(Sgd.) ALONZO Q. ANCHETA

(Sgd.) MANUEL BARCELONA, JR.

(Sgd.) ROMEO T. CAPULONG

(Sgd.) NOEL A. LAMAN

(Sgd.) ANICETO SALUDO, JR.

(Sgd.) FLORENCIO SIOSON

(Sgd.) WENCESLAO TRINIDAD

SIGNED IN THE PRESENCE OF:
