



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

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

Company Reg. No. CN200719643

COMPANY TIN 006-938-810

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


KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

**FILIPINAS COPYRIGHT
LICENSING SOCIETY (FILCOLS), INC.)**

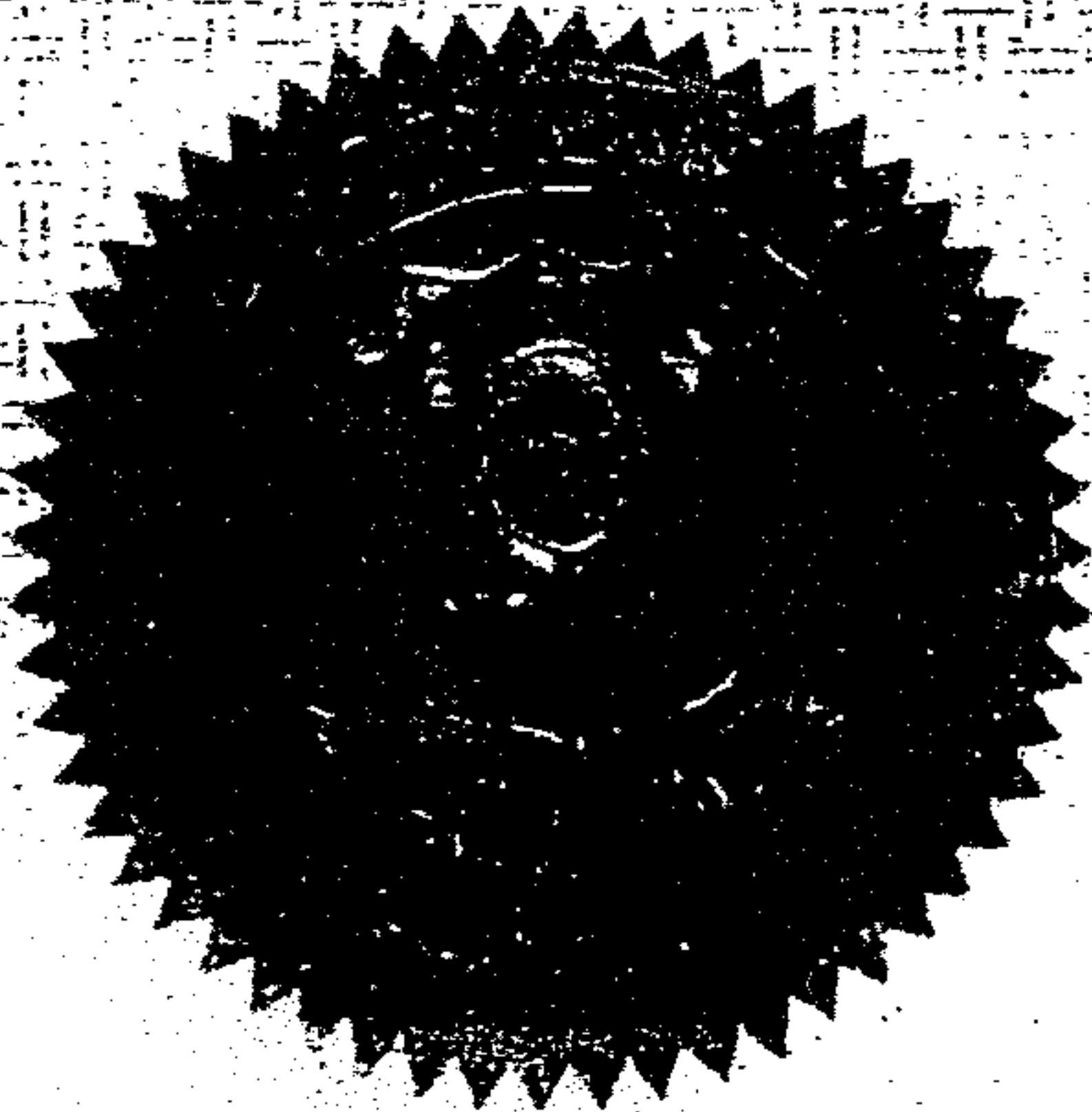
copy annexed, adopted on April 07, 2009 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 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 2d day of June, Two Thousand Nine.


BENITO A. CATARAN

Director

Company Registration and Monitoring Department



COVER SHEET

C N 2 0 0 7 1 9 6 4 3

S.E.C. Registration Number

F I L I P I N A S C O P Y R I G H T L I C E N

S I N G S O C I E T Y (F I L C O L S) I N C .

(Company's Full Name)

4 F A Z D I R E C T M A K E T I G N G

B L D G . 7 2 3 S G T . B U M A T A Y S T

B A R A N G A Y P L A I N V I E W M A N D A L

U Y O N G C I T Y

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

Atty. Javier P. Flores

Contact Person

634-6469 to 71

Company Telephone Number

1 2 3 1

Month Fiscal Year Day

A O I - A

FORM TYPE

0 6

Month

2 0

Day

Annual Meeting

Secondary License Type, If Applicable

Dept. Requiring this Doc.

Dept. Requiring this Doc.

Art. I, Secs. 1 & 2; Art. III, Sec.1 (By-Laws)

Amended Articles Number/Section

Total Amount of Borrowings

Total No. of Stockholders

Total No. of Stockholders

Domestic

Domestic

Foreign

Foreign

To be accomplished by SEC Personnel concerned

File Number

File Number

Document I.D.

Document I.D.

LCU
6/1/09
Cashier

Cashier

STAMPS

Remarks = pls. use black ink for scanning purposes

AMENDED
BY-LAWS
OF
FILIPINAS COPYRIGHT LICENSING SOCIETY (FILCOLS)
INC.

ARTICLE I

MEMBERSHIP

Section 1. Qualification for Membership - Copyright holders, including but not limited to authors, writers, visual artists, publishers of text books and other educational materials, representatives of foreign publishers, and heads of book industry associations are qualified for membership to the Filipinas Copyright Licensing Society, Inc.

In the membership application, applicants are required to identify which of the five book industry sectors that FILCOLS indicated in Article III, section 1, part 2 hereof they belong to, and sign up accordingly. Furthermore, those applicants who are owners or assignees of copyrights shall also list their copyrights in their application for membership, and thereafter shall be conclusively deemed to have designated the Filipinas Copyright licensing Society, Inc. to enforce all the economic and moral rights pertaining to the copyrights listed. *(As amended on 7 April 2009)*

Section 2. Admission to Membership - Membership into the FILCOLS shall be open to all eligible copyright owners. Applicants only become members upon approval of their membership application by at least two-thirds (2/3) of the Board of Trustees. *(As amended on 7 April 2009)*

Section 3. Classification of Membership - Members shall either be Individuals or Corporate:

a. Individual Members - shall consist of natural persons who are admitted as members in their personal capacity.

b. Corporate Members - shall consist of Philippine or foreign corporations, partnerships; other publishing and related industry organizations engaged in the business of publishing textbooks and other educational materials. Corporate Members shall, in writing, appoint only one person from within their organization to act as their representatives.

Section 4. Rights of Members – A member shall have the following rights.

- a. To be eligible to and be voted for any elective or appointive office of FILCOLS;
- b. To be present and to participate in deliberations/meetings of FILCOLS;
- c. To avail of all the facilities and privileges of FILCOLS;
- d. To examine all the records or books of FILCOLS during business hours
- e. To exercise the right to vote on all matters relating to the affairs of FILCOLS and in elections of the General Membership; and
- f. To exercise any other right that may be given to it by a valid act of the Board of Trustees.

Section 5. Duties and Responsibilities of the Members - A member shall have the following duties and responsibilities:

- a. To obey and comply with the By-laws, and all policies, rules and regulations that may be promulgated by the FILCOLS from time to time;
- b. To attend all General and Special Membership meetings of the FILCOLS in person or by proxy;
- c. To comply with and discharge faithfully any and all tasks given to the member by the Board of Trustees;
- d. To observe the generally accepted business ethics as accepted fair trade practices of the book industry in the Philippines; and
- e. To conduct themselves at all times in a manner that befits a morally upstanding citizen of the Philippines.
- f. To be required to do any other act that the Board of Trustees may validly assign as part of the obligation of the members of the organization.

Section 6. Dispute Resolution - Copyright related disputes among members of FILCOLS shall be settled through the following grievance procedures:

- a. Written complaints may be filed by one member against another, and addressed to the Board of Trustees;
- b. The Board of Trustees shall then call a special meeting of the Board and convene a Grievance Committee composed of three (3) disinterested and un-conflicted members of the Board of Trustees, who shall be tasked to

investigate and come up with a formal report considering the charges brought up;

c. The Grievance Committee shall recommend the sanction, which shall be reasonable under all circumstances and commensurate to the infraction committed. Findings and recommendations of the Grievance Committee will be appealable to and can be overturned or modified only by the entire Board of Trustees;

d. No member shall be suspended except upon a majority vote of all the members of the Board of Trustees. Such suspension shall be for a reasonable time, but in no case shall it exceed six (6) months;

e. No member shall be expunged from the roster of members due to unresolved grievances except upon approval by two-third (2/3) of all the members of FILCOLS.

Section 7. Termination of membership - Membership in the FILCOLS may be terminated by two-thirds (2/3) vote of all the members of the Board of Trustees, on any of the following or analogous causes:

a. For gross violation of the By-laws, and policies and rules and regulations of FILCOLS;

b. For failure of the member or his representative, as the case may be, without justifiable cause, to attend at least two (2) consecutive regular Annual General Membership meetings. This provision shall also apply to members residing abroad, who are hereby mandated to have a duty to attend shall devolve upon the said representative;

c. For failure to comply with the duties and obligations of the members as provide anywhere in these By-laws; and

d. For any other cause as the Board of Trustees may deem sufficient and just under the circumstances.

Section 8. Procedure and effect termination –

a. In any of the foregoing causes for terminating membership as provide in the preceding Section, the member shall be given a written notice of such pending termination. Said member shall submit a written answer within ten (10) days from receipt of said notice, citing the reasons why his membership shall not be terminated. The member concerned may request for a special meeting to appear before the Board of Trustees and meet personally to state his case. The decision of the Board of Trustees shall be immediately carried out and final.

b. Members whose membership have been terminated or have been expunged from the roster of members shall for forfeit all rights and privileges of membership as well as any and all rights all interest in funds, facilities and properties of FILCOLS.

ARTICLE II

MEMBERSHIP MEETINGS

Section 1. Annual Meeting - The Annual General Membership Meeting shall take place on 20th of June of each year and at such time as the Board may fix. It will be held either in the principal office of the FILCOLS or in any other suitable venue in the Philippines, as indicated in the notice thereof. The President and Treasurer shall render their respective annual reports concerning the business of FILCOLS during the said Annual General Membership Meeting.

The election of the members of the Board of Trustees shall also be held during the Annual General Membership Meeting.

Section 2. Special Meetings - Special Membership Meetings shall be called as the need thereof arises, either by the Board of Trustees or by the President. A special meeting can also be called by a petition signed by one third (1/3) of the general membership body.

The elections held to replace a vacancy In the Board of Trustees shall be conducted in a special meeting called for said purpose.

Section 3. Notices - Notice of time and place of annual and special meetings of the members shall be given at least two (2) weeks prior to the intended date set for the particular meeting. The notice shall state the purpose for holding the meeting and no other business shall be acted upon at such meeting except with the consent of all the members present at such meeting.

Section 4. Quorum - A quorum for any meeting of the members shall consist of a majority of the members. A majority of such quorum may decide any question at the meeting, save for those instances when the laws, the by-laws of FILCOLS or the Corporation Code requires a different voting requirement.

Section 5. Order of Business - The order of business at the Annual General Membership Meeting shall be as follows:

a. Proof of service of the required notice of the meeting;

- b. Proof of the presence of a quorum;
- c. Reading and approval of the minutes of the previous meeting;
- d. President's Report;
- e. Treasurer's Report;
- f. Election of the Board of Trustees (if any);
- g. Other matters;
- h. Adjournment.

The order of business at any meeting may be changed by a vote of a majority of all those present in the meeting.

Section 6. Voting by Proxy - Each member shall be entitled to one vote, and he may vote either in person or by proxy which shall be in writing and filed with the Corporate Secretary at least one (1) week before the scheduled meeting.

ARTICLE III

BOARD OF TRUSTEES

Section 1. Board of Trustees - The corporate powers of FILCOLS shall be exercised. Its business conducted and its property controlled and administered by the Board of Trustees ("Board") all of whom are and shall remain members in good standing. The Board shall at all time act as a body and no power shall be vested in individual Trustees as such.

The Board of Trustees shall be composed of nine (9) members representing the following Book Industry Sectors:

- a. Book Author;
- b. Book Translator, Editor;
- c. Foreign Book Publisher;
- d. Book Publisher; and
- e. Book Publishing Industry Association. (As amended on 7 April 2009)

Section 2. Nomination and Election of the Board of Trustees - The members of

the Board of Trustees shall be nominated from among the Members of the FILCOLS and thereafter elected through secret balloting at the Annual General Membership Meeting.

Nominations can be made by any member in good standing. Members can exercise the right to vote, either in person or by proxy; Provided that the proxy forms are duly registered with the Corporate Secretary at least one (1) week prior to the date of the Annual General Membership Meeting. The Election Committee which has been duly created prior to the holding of the elections shall be tasked with formulating the rules and supervising the efficient conduct of elections.

The nine (9) candidates who receive the most number of votes per sector shall be deemed elected. The term of office shall begin on the 1st day of the month next following the elections. Elected members of the Board of Trustees shall serve and hold office for two (2) years or until their successors are duly elected and qualified. Members of the Board shall receive no salary or any regular compensation except reasonable per diems for attending Board meetings.

Section 3. Quorum and Board Meetings - The presence of a majority of the trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business. No elected member of the Board shall act through a representative or by proxy. Decisions of the majority of the quorum duly assembled as a Board to conduct business shall be valid as a corporate act. Nevertheless, a decision of at least six (6) members of the Board of Trustees is sufficient to overturn and supersede a decision of the majority of the quorum.

Upon election of the Board of Trustees, the elected members thereof shall immediately convene themselves to conduct corporate business and shall also, by majority vote, choose among themselves who shall act as Chairman of the Board. Thereafter, regular meetings shall be held in such place and on such date and time as may be fixed and agreed upon by all the members of the Board.

Special meetings of the Board may be called upon request of the President or upon the written request of at least two (2) members of the Board. The notice for the special meeting shall state the purpose for holding thereof and shall specify the time, day and place for holding the special meeting. The notice shall be sent out at least two (2) prior to the intended date of the special meeting.

Section 4. Qualifications and Disqualifications of Trustees and Officers -

a. Only Members of FILCOLS who have been previously nominated and duly elected by the General Membership Body in the Annual General Membership Meeting or in a Special Membership Meeting called for said purpose shall be allowed to sit and hold office as a member of the Board of Trustees. In the event of his failure to occupy the elected seat, for whatever reason, there shall automatically be deemed a vacancy in the Board of Trustees and new elections will be held thereof In a Special Membership

Meeting called for said purpose, in accordance with the provisions of these By-laws.

b. The appointed Corporate Secretary need not belong to or be connected with any one of the industries to which the nine (9) members of the Board of Trustees also belong to and are identified with.

c. The loss of any of the qualifications or the occurrence of any of the basis for disqualifications as appearing anywhere in these By-laws shall be ground for the automatic removal and loss of any seat in the Board of Trustees or any appointive officer's position in the FILCOLS.

d. No person convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or has committed any crime involving moral turpitude and punishable under a special law or by the Revised Penal Code, or the Corporation Code of the Philippines committed within five (5) years prior to the date of his election or appointment, shall qualify as a Trustee or Officer of the FILCOLS.

Section 5. Removal of Trustees - A two-thirds (2/3) vote of the all the members of the FILCOLS shall be sufficient to remove any member of the Board of Trustees, for any of the causes found in these By-laws.

Section 6. Vacancy in the Board of Trustees -If for any reason a vacancy happens in the Board of Trustees the remaining members of the Board, if they still constitute a quorum, may fill such vacancy through a majority vote. Nevertheless, if the vacancy would result in less than a quorum, then the vacancy shall be filled through a Special Meeting of the General Membership Body that has been called for the sole purpose of electing a replacement.

A member of the Board of Trustees who is elected to replace a vacant seat in the Board shall only occupy office for the duration of the unexpired term of the Board member that was replaced.

ARTICLE IV

COMPOSITION, FUNCTIONS, POWERS OF OFFICERS

Section 1. Appointment of Officers and Qualifications - The Board of Trustees shall appoint, by majority vote, all the Officers of FILCOLS. All appointed officers shall be residents of the Philippines, of legal age and may or may not be members of the Board of Trustees and/or the General Membership Body of FILCOLS.

Section 2. Officers - The officers of the FILCOLS shall be the Executive Director, the Treasurer, the Corporate Secretary and such other officers as may be deemed necessary by the Board of Trustees. There shall be no combination of offices in one single person.

Section 3. Term of office, Removal - The Officers of FILCOLS shall hold indefinitely and will serve until they are removed from office through a majority vote of all the members of the Board of Trustees.

Section 4. Functions - The Officers shall have the following functions:

a. Executive Director - The Executive Director shall be the Chief Executive Officer of FILCOLS. He shall execute all resolutions of the Board of Trustees. He is primarily tasked with directing and overseeing the day to day activities and operations of FILCOLS. He shall submit to the Board as often as possible a report on the activities under taken by FILCOLS. He shall also render an annual report covering the entire fiscal year during the Annual General Membership Meeting.

b. Corporate Secretary - All notices required under these By-Laws shall emanate from the Corporate Secretary and he shall keep the minutes of all meetings of the members as well as of the Board of Trustees. He shall have custody of the members register and the correspondence files of FILCOLS. The Corporate Secretary shall also perform such other functions as may be deemed necessary and desirable by the Board of Trustees.

c. Treasurer - The Treasurer shall have charge of the funds, receipts and disbursements of FILCOLS. He shall keep all moneys and other valuables of FILCOLS in such banks as the Board of Trustees may designate. He shall keep and be in charge of the books of accounts. He shall also perform such other functions as may be deemed necessary and desirable by the Board of Trustees.

d. Others - All other officers appointed by the Board of Trustees shall perform such other functions as may be deemed necessary and desirable by the Board of Trustees.

Section 5. Remuneration - All Officers appointed by the Board of Trustees shall receive commensurate compensation for the services that they render. This remuneration shall be fixed by the Board of Trustees, and may vary as circumstance warrant, through a majority vote of the quorum in a meeting of the Board of Trustees.

ARTICLE V

FUNDS

Section 1. Funds - The funds of the FILCOLS shall be derived from copyright royalties, licensing fees, gifts, donations and others.

Section 2. Disbursements - Withdrawal from the funds of FILCOLS, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the Executive Director. Additional signatories, if found necessary, shall be designated by the Board of Trustees.

Section 3. Fiscal Year - The fiscal year of the FILCOLS shall be from January 1 to December 31st of each year.

ARTICLE VI

CORPORATE SEAL

The corporate seal of FILCOLS shall be in such form and design as may be determined by the Board of Trustees.

ARTICLE VII

AMENDMENTS OF THE BY-LAWS

Amendments to the By-laws or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Trustees at any regular or special meeting duly held for the purpose.

Adopted this 15th day of November 2007 in Mandaluyong City by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.

Original signed
Virgilio S. Almario

Original signed
Isagani R. Cruz

Original signed
Karina A. Bolasco

Original signed
Jerry Vicente S. Catabuan

Original signed
Mariano L. Kilates

Original signed
Lirio P. Sandoval

Original signed
Abdon M. Balde, Jr.

Original signed
Galileo S. Zafra

Original signed
Antonio P. Sagun

REC
CENTRAL HEADQUARTERS
JAN 01 2009
PLEASE RETURN TO REVIEW OF
FORM AND CONTENTS

**CERTIFICATE OF AMENDMENT OF THE BY-LAWS OF THE
FILIPINAS COPYRIGHT LICENSING SOCIETY. (FILCOLS), INC.**

We, the undersigned, the majority members of the Board of Trustees of the Filipinas Copyright Licensing Society, Inc. ("FILCOLS"), a non-stock, non-profit corporation duly organized and existing under the laws of the Republic of the Philippines, do hereby certify that:

1. On April 7, 2009 at 10:00 a.m., at a duly called meeting of the Board of Trustees of FILCOLS held at the 4/F AZ Direct Marketing Bldg., 723 Sgt. Bumatay St., Barangay Plainview, Mandaluyong City, which is the principal office of the corporation, a quorum was achieved and the following resolutions were unanimously passed:

RESOLVED, that Article I, Section 1 of FILCOLS' By-Laws be as it is hereby amended to read as follows:

"Section 1. Qualification for Membership - Copyright holders, including but not limited to authors, writers, visual artists, publishers of text books and other educational materials, representatives of foreign publishers, and heads of book industry associations are qualified for membership to the Filipinas Copyright Licensing Society, Inc.

In the membership application, applicants are required to identify which of the five book industry sectors that FILCOLS indicated in Article III, section 1, part 2 hereof they belong to, and sign up accordingly. Furthermore, those applicants who are owners or assignees of copyrights shall also list their copyrights in their application for membership, and thereafter shall be conclusively deemed to have designated the Filipinas Copyright licensing Society, Inc. to enforce all the economic and moral rights pertaining to the copyrights listed."

RESOLVED FURTHER, that Article I, Section 2 of FILCOLS' By-Laws be as it is hereby amended to read as follows:

"Section 2. Admission to Membership - Membership into the FILCOLS shall be open to all eligible copyright owners. Applicants only become members upon approval of their membership application by at least two-thirds (2/3) of the Board of Trustees."

RESOLVED FURTHER, that Article III, Section 1 of the FILCOLS' By-Laws be as it is hereby amended to read as follows:

“Section 1. Board of Trustees - The corporate powers of FILCOLS shall be exercised. Its business conducted and its property controlled and administered by the Board of Trustees (“Board”) all of whom are and shall remain members in good standing. The Board shall at all time act as a body and no power shall be vested in individual Trustees as such.

The Board of Trustees shall be composed of nine (9) members representing the following Book Industry Sectors:

- a. Book Author;
- b. Book Translator, Editor;
- c. Foreign Book Publisher;
- d. Book Publisher; and
- e. Book Publishing Industry Association.”

“RESOLVED FINALLY, that the FILCOLS’ Secretary be, as he is hereby, authorized to sign and deliver to the relevant agencies of the Philippine government all documents and papers necessary to effect the amendments in the corporation’s by-laws.”

At 11:00 a.m. on the same date, a meeting of the members of FILCOLS was duly called and held at the same place, to consider the foregoing resolutions passed by the Board of Trustees. During the said meeting, there appeared in person or by proxy, 2/3 of the members of FILCOLS. At the said members’ meeting, after due discussion and on motion duly made and seconded, the resolution of the Board of Trustees to amend Article I, Section 2; Article I, Section 2; and Article III, Section 1 of the By-Laws of FILCOLS, was adopted by the unanimous vote of all members present in person or by proxy, as follows:

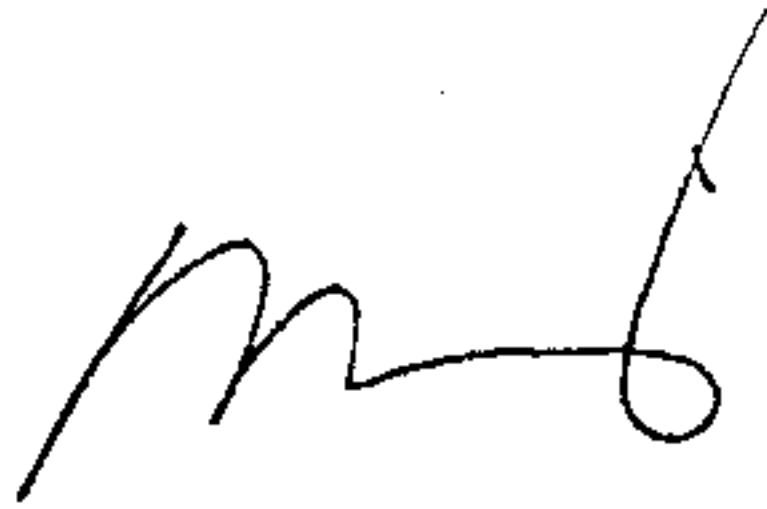
“RESOLVED, that the members of FILCOLS hereby ratify, approve and adopt in *toto* the resolutions passed by the Board of Trustees in its special meeting of 20 May 2009 in connection with the amendment of the FILCOLS’ By-Laws.”

The members who voted in favor of the amendment of the By-Laws represented at least 2/3 of the members of FILCOLS.

All the requirements of Section 48 of the Corporation Code of the Philippines (Batas Pambansa Bilang 68) have been complied with.

4. The attached Amended By-Laws is a true copy of the By-Laws of FILCOLS, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands this 27th day of May 2009.



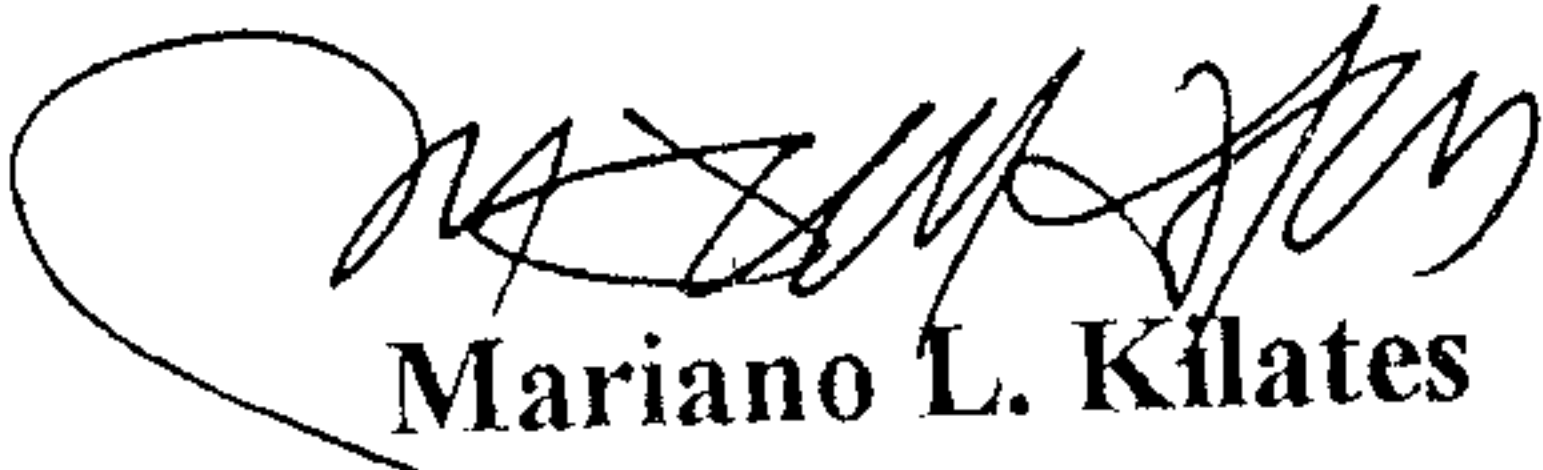
Virgilio S. Almario
Trustee

TIN # 102-907-247



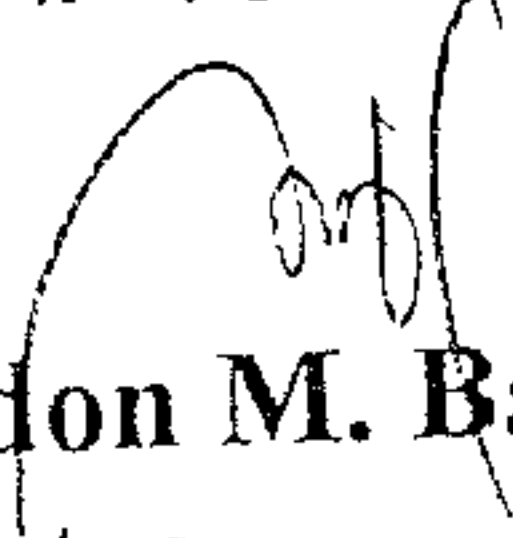
Karina A. Bolasco
Trustee

TIN # 104-613-987



Mariano L. Kilates
Trustee

TIN # 136-543-894



Abdon M. Balde, Jr.
Trustee

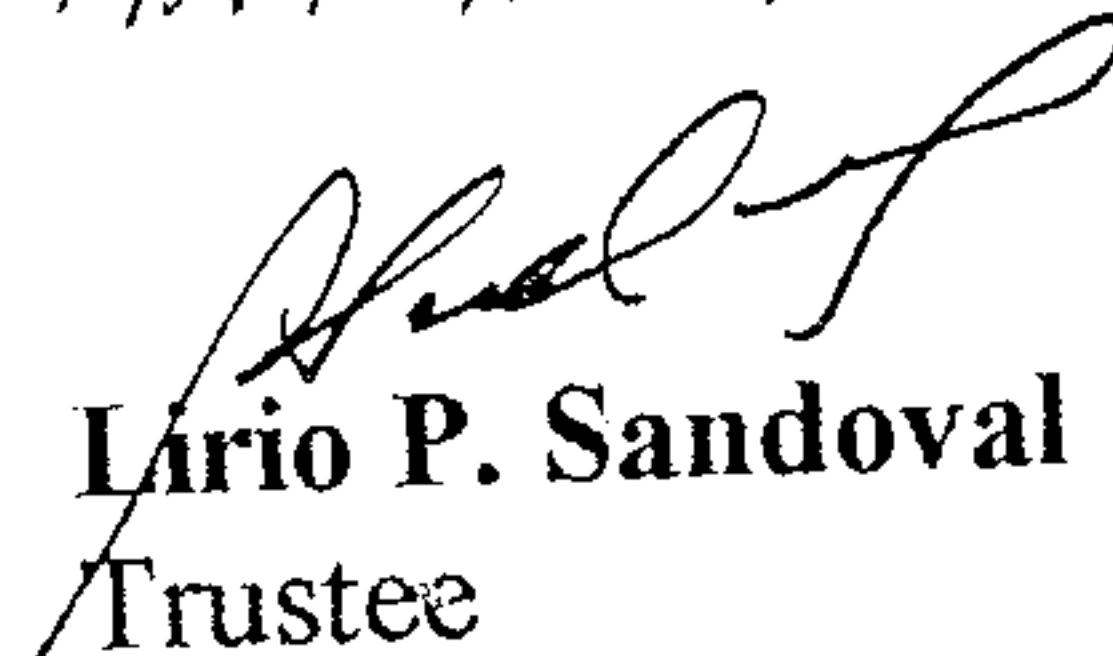
TIN # 118-514-548

Isagani R. Cruz
Trustee

TIN # 118-034-117

Jerry Vicente S. Catabijan
Trustee

TIN # 110-782-546



Lirio P. Sandoval
Trustee

TIN # 127-581-196

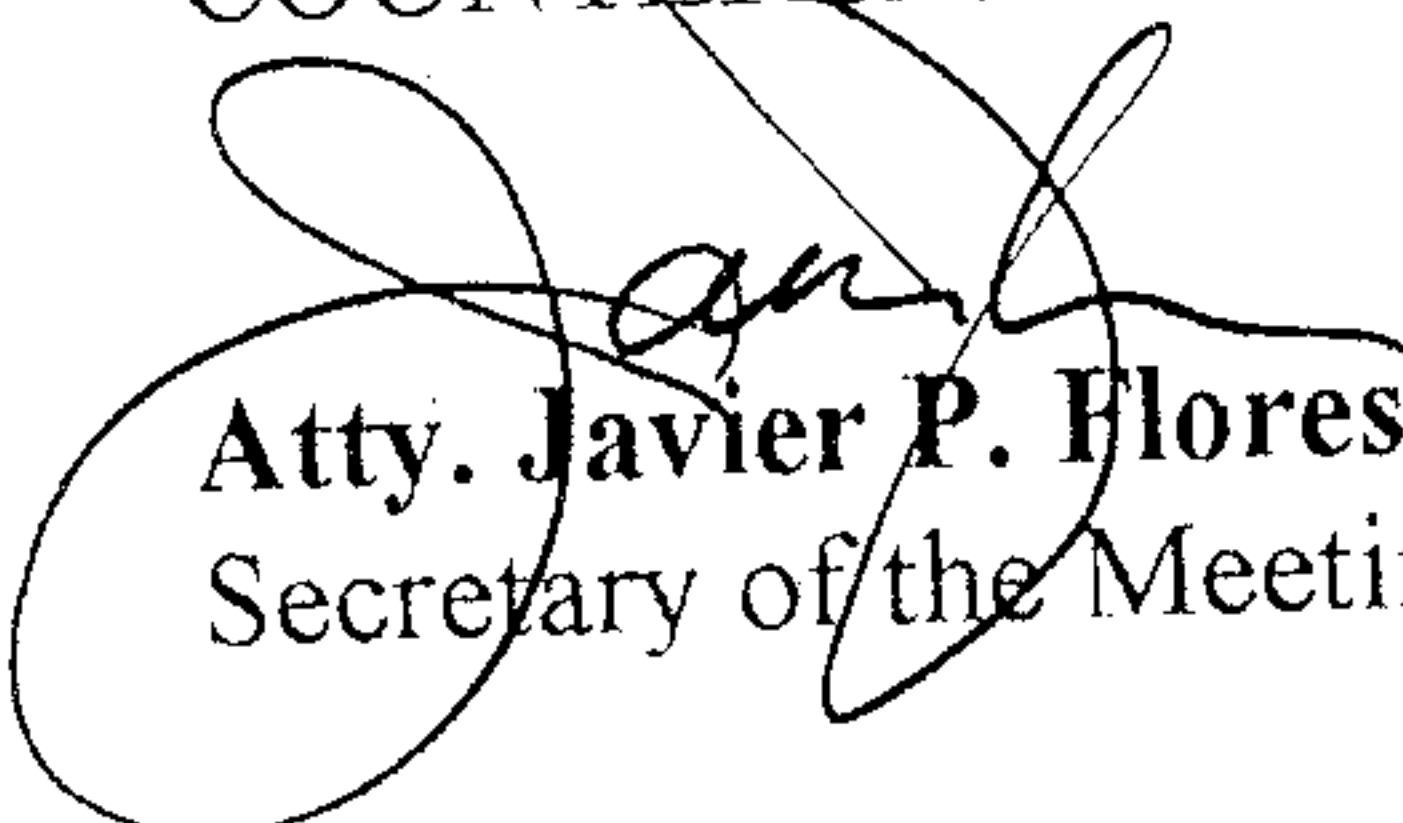
Galileo S. Zafra
Trustee

TIN # 138-458-921

Antonio P. Sagun
Trustee

TIN # 151-152-990

COUNTERSIGNED:



Atty. Javier P. Flores
Secretary of the Meeting

MAY 27 2009

SUBSCRIBED AND SWORN to before me this ___th day of May 2009, affiants exhibiting to me their Community Tax Certificates as follows:

Name	CTC No./ Driver's License No.	Date/Place of Issue
Virgilio S. Almario	CTC-11229107	Quézon City, Jan. 6, 2009
Karina A. Bolasco	CTC-03000494	Manila, Jan. 7, 2009
Mariano L. Kilates	CTC-21652987	Parañaque, Jan. 15, 2009
Lirio P. Sandoval	CTC-20396031	Mandaluyong, Jan. 5, 2009
Abdon M. Balde, Jr.	DL-N18-74010802	Las Piñas, Sept. 7, 2005

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Book No. HC
Series of 2009.

ATTY. JOVEN A. SEVILLAN
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
P-0402693-1/21/09-MANDALUYONG
BP-761992-11/13/08-RIZAL
ROLL NO. 53970