

AMENDED By Laws of Amnesty International Philippines (AIPh), Inc.
(As amended on 21 March 2012 and 29 April 2012)

PREAMBLE

Amnesty International's vision is of a world in which every person enjoys all of the human rights enshrined in the Universal Declaration of Human Rights and other international human rights instruments.

In pursuit of this vision, Amnesty International's mission is to undertake research and action focused on preventing and ending grave abuses of these rights.

Amnesty International forms a global community of human rights defenders with the principles of international solidarity, effective action for the individual victim, global coverage, the universality and indivisibility of human rights, impartiality and independence, and democracy and mutual respect.

ARTICLE I
NAME AND DOMICILE

Section 1.1 Name.

The name of the Corporation shall be "Amnesty International Philippines (AIPh), Inc." hereinafter in this By Laws referred to as "AI Philippines" or "the Corporation".

Section 1.2 Domicile.

Principal Office. The principal office of the Corporation shall be located in Metropolitan Manila, Republic of the Philippines.

Other Offices. The Corporation may also have a branch office/s in any city, province or municipality of the Philippines, as the Board of Trustees may determine or as the operations of the Corporation may require.

ARTICLE II
PURPOSE

Section 2.1 Purpose.

The purpose of the Corporation is to support the work of Amnesty International as set out in its International Statute, as amended from time to time and attached to this By Laws.

Section 2.2 Strategies.

The Corporation shall employ methods that adhere to the Statute of Amnesty International and consistent with the existing laws in the Philippines.

In particular, AI Philippines shall:

- 2.2.1 Address governments, intergovernmental organizations, armed political groups, companies and other non-state actors to respect, protect and fulfil all human rights;
- 2.2.2 Seek to disclose human rights abuses accurately, quickly and persistently. These findings will be publicized, and AI Philippines members, supporters and staff mobilize public pressure on governments and others to stop the abuses;
- 2.2.3 Urge all governments to observe the rule of law and to ratify and implement human rights instruments, in addition to its work on specific abuses of human rights;
- 2.2.4 Urge corporations and other non-state actors to adopt policies adhering to human rights standards;
- 2.2.5 Carry out a wide range of human rights educational activities; and
- 2.2.6 Encourage intergovernmental organizations, individuals and all organs of society to support and respect human rights.

ARTICLE III MEMBERSHIP

Section 3.1 Eligibility. Any person residing in the Philippines, who agrees to abide by the Statute of Amnesty International and this By Laws, in particular its purpose and methods, and pays the annual membership fee, shall be accepted and considered as a member of AI Philippines.

In exceptional circumstances and after a request by the Section Director, the Board of Trustees having the ideals and purpose of AI Philippines in mind shall consider the eligibility of an applicant and may, by a vote of a majority of the Board of Trustees and solely on grounds of protection of Amnesty International's credibility and reputation may decline to accept a person as a member.

Section 3.2 Formation. Members may organize themselves in groups or any such appropriate formation subject to guidelines set forth by the Board of Trustees if it advances the purpose of the Corporation, provided not contrary to law.

Section 3.3 Admission's requirements. Any person may apply for membership by undergoing an application process in accordance with the implementing rules of this By Laws. All information relative to the application for membership shall be treated with confidentiality, unless otherwise provided by law.

Section 3.4 Members in Good Standing. All members of the Corporation who (i) are current in the payment of annual dues, and (ii) are not the subject of any disciplinary action by the Corporation shall be deemed members in good standing.

Section 3.5 The rights of the members. All members of the Corporation shall enjoy the same rights and privileges except that only members in good standing shall have the right to:

- 3.5.1 Vote on all matters during the General Meetings relating to the affairs of the Corporation;
- 3.5.2 Be eligible for election and appointment to any position in the Corporation, provided that he/she must have been a member in good standing for at least one (1) year;
- 3.5.3 Avail of the facilities of the Corporation; and
- 3.5.4 Access and examine all the records or books of the Corporation during business hours. Provided, that records which are highly classified and confidential, as the Board may determine, shall only be released upon a written request to the Board specifically stating the intended purpose and use thereof, or upon the order of proper authority, subject to such disclosures required under the laws of the Philippines.

Section 3.6 Duties and Responsibilities of the Members. A member shall have the following duties and responsibilities:

- 3.6.1 To obey and comply with the By Laws, rules and regulations that may be promulgated by the Corporation from time to time;
- 3.6.2 To abide by the decisions adopted by the Board of Trustees and AGM of AI Philippines;
- 3.6.3 To attend regular and special meetings;
- 3.6.4 To initiate, organize, support and participate in the activities of the Corporation;
- 3.6.5 To refrain from doing unauthorized acts and/or misrepresenting the Corporation; and
- 3.6.6 To pay membership dues.

Section 3.7 Suspension, Expulsion and Termination of Members. Suspension, expulsion or termination of members shall be done with due process in accordance with this By Laws and its implementing rules. The Board of Trustees, upon a majority vote of all its members, shall suspend, expel or terminate a member from the Corporation when the individual:

- 3.7.1 Acts against the purpose and methods of AI Philippines;

- 3.7.2 Does not comply with this By Laws or the decisions adopted by the governance bodies of AI Philippines;
- 3.7.3 Assumes the representation of the Corporation without express authorization to do so;
- 3.7.4 Does not pay the annual membership fee; and
- 3.7.5 Damages the credibility and/or the reputation of the Corporation or Amnesty International.

Section 3.8 Right to Appeal. While the decision of the Board of Trustees shall be immediately executory, the member suspended, excluded or terminated from the membership of the Corporation, shall have the right to make an appeal to the next Annual General Meeting, in writing and at least thirty (30) days prior to the AGM. The procedures for the right of appeal shall be provided for in the implementing rules of this By Laws. The decision of the AGM is final.

Section 3.9 Limitation among Staff Members. Staff members of AI Philippines who are also members of the Corporation shall waive their right to vote in any decision-making of the Corporation except when the matter to be decided upon is (i) the amendment of the Articles of Incorporation, (ii) adoption and amendment of By Laws and (iii) dissolution of the Corporation.

ARTICLE IV GENERAL MEETINGS

Section 4.1 The General Assembly in an Annual General Meeting shall be the highest policy-making body of the Corporation. Its decisions are obligatory for all members and staff of the Corporation.

Section 4.2 The Annual General Meeting shall:

- 4.2.1 receive, review, consider, and approve the Board of Trustees' report;
 - 4.2.2 receive, review and approve the treasurer's report.
 - 4.2.3 receive, consider and approve the plan and the budget of the ensuing year proposed by the Board of Trustees;
 - 4.2.4 elect the members of the Board of Trustees for the ensuing year if an election is in order;
 - 4.2.5 appoint an external auditor(s) based on a proposal by the Board of Trustees;
 - 4.2.6 consider any appeal on the Board of Trustees' decision to suspend, expel or exclude a member of the Corporation as per Section 4.8 of this By Laws;
 - 4.2.7 decide upon proposed resolution submitted in accordance with the implementing rules of this By Laws;
- and,
- 4.2.8 transact any other business of the Corporation during such AGM.

Section 4.3. Voting. The vote for the AGM would be allocated based on the formula "one member one vote". Only members who are in good standing for at least six (6) months shall be allowed to vote.

Section 4.4. The Board of Trustees, at least thirty (30) days prior to the AGM, shall give to the members notice in writing of the Annual General Meeting, specifying the agenda, place, day and time of meeting. In the case of a Special General Meeting, it shall also mention the nature of the business for which the SGM has been called.

Section 4.5. The AGM shall be held every calendar year, during the month of third Saturday of October (amended on 21 March 2012 and 29 April 2012).

Section 4.6. The AGM shall be composed of a maximum of one hundred (100) official delegates which shall be proportionately distributed based on the number of AIPh members in the different geographical areas and selected by their respective regional assemblies. For purposes of conducting official business, the quorum shall be simple majority of the delegation. (amended on 21 March 2012 and 29 April 2012).

Provided, however, that the AGM shall be open to any member of AIPh who are not official delegates but are interested to attend. (amended on 29 April 2012).

Section 4.7. The Board of Trustees, with concurrence of the AGM, shall appoint a moderator and an alternate moderator from any of the members to moderate at the general meeting.

In the absence of the moderator and the alternate moderator, the Chairperson of the Board, or any member appointed by the Board, shall open the proceedings of the AGM which as first point of decision shall appoint the AGM moderator.

Section 4.8. Proposed resolutions prior to the AGM, may be submitted to the AGM by the Board of Trustees or any member in good standing and seconded by another member in good standing.

Section 4.9. A simple majority of the members present and voting shall pass ordinary resolutions and in the event of a tie in the votes recorded, the Chairperson, or in his/her absence, the presiding officer, shall have a casting vote as well as his or her deliberative vote.

Section 4.10 Special General Meetings (SGM) The Board may, whenever it deems fit, and shall, at the written request of no less than twenty-five per cent (25%) of the members of the Corporation convene a Special General Meeting. The SGM shall be convened, within sixty days (60) upon the receipt by any of the Board of Trustees. In case the Board did not act on the request, at least thirty-five (35%) of the membership may facilitate an SGM.

Section 4.11 Notice of SGM. Not less than fifteen (15) days' notice in writing shall be sent to all members.

Section 4.12 Agenda. The SGM agenda shall comprise only of those matters and motions contained in the Board of Trustees call or on the members' request for a SGM.

ARTICLE V BOARD OF TRUSTEES

Section 5. General Powers. The Board of Trustees shall be the policy-making body of the Corporation in between the AGM, provided, that determinative policies adopted by the Board of Trustees shall be subject to the approval of the AGM.

The powers, business and property of the Corporation shall be exercised, conducted and controlled by the Board of Trustees, unless otherwise provided by law.

Section 5.2 Specific Powers. Subject to this By Laws, the Board of Trustees shall have, but not limited to the following powers, duties and responsibilities:

- 5.2.1 Supervise the application of this By Laws;
- 5.2.2 Supervise the implementation of the Corporation's plan and budget adopted by the General Meetings;
- 5.2.3 Call for compliance from members of the Corporation of their obligations as members;
- 5.2.4 Submit to the AGM reports and others as per Section 5.2.1 of this By Laws;
- 5.2.5 Supervise and ensure the Corporation's compliance with the law and regulations of the country;
- 5.2.6 Regulate its own procedures and those of its committees, sub-committees and working groups that may be formed to advance the purpose of the Corporation;
- 5.2.7 Appoint and supervise the work of the Section Director;
- 5.2.8 Call for the Annual General Meetings and if needed SGM;
- 5.2.9 Submit a proposal for an annual membership fee to the AGM;
- 5.2.10 Formulate policy guidelines consistent with this By Laws for the conduct of the affairs of the Corporation;
- 5.2.11 Review the overall position of AI Philippines and interpret its policy as decided by its Annual General Meeting and arrange for the implementation of such;
- 5.2.12 Decide on membership applications, as set forth in Sections 3.1 and 3.8 of this By Laws;

- 5.2.13 Establish and maintain under its control, but not limited to, bank accounts and other financial instruments into which all monies or assets received shall be paid;
- 5.2.14 Appoint, with the concurrence of the AGM, a moderator and an alternate moderator for the next AGM; and
- 5.2.15 In general, to take all measures and precautions to protect the credibility and reputation of the Corporation and that of Amnesty International.

Section 5.3. Composition, Qualifications and Term of Office. There shall be seven (7) elected members of the Board of Trustees. Each elected Trustee must be of legal age, a member in-good standing for at least one (1) year and an AIPh activist. The Trustees shall be elected every two (2) years in the manner provided in this By Laws, each of whom shall hold office until the next annual meeting and until his/her qualified successor is elected; until his/her death; or until s/he resigns; or until s/he is removed in the manner provided in this By Laws. Provided that, no person may remain as Board of Trustee for more than two (2) consecutive terms **(amended on 21 March 2012 and 29 April 2012)**.

The Section Director shall be an ex-officio member of the Board of Trustees without voting rights.

Section 5.4. Election of Trustees. The Board of Trustees shall be elected by the AGM, or an SGM if needed, and shall be composed of seven (7) members, all with equal voting powers. From the seven (7) members, a seat shall be reserved for a youth member, who should be 18 – 25 years old, and who shall have the same duties, obligations and voting rights as the other regular members.

Section 5.5. Quorum and Manner of Acting. Unless otherwise provided by law, by the Articles of Incorporation or by this By Laws, a majority of the Board of Trustees specified in the Articles of Incorporation shall constitute a quorum for purposes of approving business transactions. An act of a majority of the Board of Trustees present at any meeting where there is a quorum shall be a valid corporate act.

Section 5.6. Place of Meetings. The Board of Trustees may hold its meetings at the principal office of the Corporation or at such other places within or outside the Philippines as the Board of Trustees may determine.

Section 5.7. Organizational Meeting. The Board of Trustees shall meet for the purpose of organization and the transaction of other business as soon as practicable after each annual election. Such meeting may be held at a time or place specified in a notice for special meetings of the Board of Trustees or in a waiver of notice signed by all the Trustees.

Section 5.8. Regular Meetings. The Board of Trustees shall hold regular meetings on a date, time and place fixed by them. Notice of such meeting may be transmitted by personal delivery, mail, facsimile or by email. Provided, that the Board shall meet at least four times a year. It may admit to its meetings as non-voting observers as many members as are compatible with the proper conduct of the meeting; it may also invite non-members to provide expert advice when necessary. Provided further, that the Board shall have the right to conduct an executive session exclusive to its members, whenever its meeting involves a highly classified and confidential matter.

Section 5.9. Special Meetings. The Board of Trustees shall hold special meetings called by the Chairperson or by the Secretary at the request of at least two (2) Trustees. Notice of such meeting shall be mailed, faxed or emailed to each trustee, addressed to him/her at his/her residence or usual place of business, at least five (5) days before the day of the meeting. The notice, which shall state the time and place and the purpose of the meeting, may also be delivered to him/her personally at least two (2) days before the day of the meeting. A meeting of the Board shall be valid, even in the absence of a written notice sent to anyone of them, as long as all the Trustees are present during the meeting.

Section 5.10 National Executive Committee. The National Executive Committee (NEC) shall be composed of the (1) Chair, (2) Treasurer (3) BoT Secretary and (4) the section director as ex-officio member, and shall meet in between BoT meetings and undertake the following s:

- 5.10.1. To maintain oversight of the organizational and financial health of AIPh and propose matters which should be included in the agenda for the next regular BoT
- 5.10.2. To decide on urgent and pressing matters that may seriously affect the reputation, security and/or survival of the AIPh, which shall be submitted for BoT review and affirm or reject for the next regular board meeting; and
- 5.10.3. Undertake such responsibilities as the Board may from time to time assign to the Committee.

Section 5.11. Resignation. A trustee may resign at any time by notifying the Chairperson or the Secretary of the Corporation in writing and transmitted by personal delivery, mail, facsimile or email. His/her resignation shall take effect at the time specified in his/her letter. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 5.12. Removal of Trustees. Any trustee may be removed at any time, by an affirmative vote of at least two-thirds (2/3) of all the members of the Corporation at a regular or special meeting of the members called for the purpose and held after due notice as provided in Section 28 of the Corporation Code. The vacancy in the Board caused by such removal may be filled by the members at such meeting without further notice, or at any regular or special meeting called for the purpose after giving notice as prescribed by the Corporation Code.

Section 5.13. Vacancies. Any vacancy in the Board of Trustees caused by death, resignation, disqualification or any other cause, except by removal or expiration of term, may be filled by a majority vote of the remaining Trustees constituting a quorum. Each trustee so elected shall hold office for the remainder of his/her predecessor's term, and until his/her successor is elected, until his/her death, until he/she resigns, or until he/she is removed in the manner herein provided.

Section 5.14. Prohibition. No trustee shall apply for a position as a staff member of AI Philippines until a period of two (2) years has elapsed since such person ceased to be a trustee.

ARTICLE VI OFFICERS

Section 6.1. Positions. The officers of the Corporation shall be composed of a Chairperson, Vice-Chairperson, a Secretary and a Treasurer.

Section 6.2. Election, Term of Office and Qualifications. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected from among the elected Board of Trustees and through a collegial election to be held during the first Board meeting right after election. Each officer shall hold office until his/her successor is elected, or until he/she resigns or is removed in the manner hereinafter provided. Other officers elected or appointed by the Board of Trustees whenever there is vacancy shall hold office for the remaining term of office, have authority and perform such duties as provided by this By Laws or as the Board of Trustees may determine.

Section 6.3. Removal. Any officer may be removed for a justifiable cause upon a two-thirds (2/3) votes of its members and subject to the rules and procedures, the AGM shall adopt.

Section 6.4. Resignations. Any officer may resign at any time by notifying the Board of Trustees or the Chairperson in writing or by his/her expressed action. His/her resignation shall take effect on the date of receipt of such notice or at any time specified therein. Unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 6.5. Vacancies. A vacancy in any office caused by death, resignation, removal, disqualification or any other cause may be filled for the unexpired portion of the term by the Board of Trustees.

**ARTICLE VII
FUNCTION AND POWERS OF OFFICERS**

Section 7.1. Chairperson. The Chairperson shall:

- 7.1.1 If present, preside at all meetings of the members and of the Board of Trustees provided that AGM shall be presided by the AGM moderators as stated in Section 5.2.14;
- 7.1.2 He/she signs with the Secretary any or all certificates of membership of the Corporation;
- 7.1.3 Provide the members and the Board of Trustees such reports, memoranda, accounts and data that may be required of him/her;
- 7.1.4 Oversee the financial expenditures;
- 7.1.5 He/she shall be the representative and spokesperson of the Corporation provided that such function may also be delegated to any member of the Board, Section Director or such other person as may be authorized by the Chairperson; and,
- 7.1.6 In general, perform all duties incidental to the office of the Chairperson and such other duties assigned to him/her by the Board of Trustees or as prescribed by this By Laws.

Section 7.2. Vice Chairperson. The Vice Chairperson shall:

- 7.2.1 At the request of the Chairperson or in his/her absence, the Vice Chairperson shall perform all the duties of the Chairperson and, in an acting capacity, shall have all the powers of and be subject to all the restrictions upon the Board of Trustees;
- 7.2.2 He/she shall oversee the growth in membership, activism and diversity;
- 7.2.3 Shall perform such other duties as may, from time to time, be assigned to him/her by the Board of Trustees or the Chairperson; and,
- 7.2.4 The Vice-Chairperson may also sign with the Secretary any or all certificates of membership of the Corporation.

Section 7.3. The Secretary. The Secretary shall:

- 7.3.1 The Secretary shall keep or cause the keeping in books provided for the purpose of the meetings of the members and of the Board of Trustees;
- 7.3.2 He/she shall give or cause the giving of notices of all meetings of members and Trustees, whenever required, and all other notices required by law or by this By Laws. In his/her absence or refusal or neglect to do so, any such notice may be given by any person directed by the Chairperson, by the Trustees, or by the majority of the members who requested the meeting;
- 7.3.3 The Secretary shall, unless otherwise determined by the Board of Trustees, be the custodian of the records;
- 7.3.4 He/she shall verify the records, keep a register of the addresses of each member, and make all proper changes in such register, retaining and filing his/her authority for all such entries;
- 7.3.5 He/She may sign with the Chairperson any or all certificates of membership of the Corporation, and unless otherwise determined by the Board of Trustees, will take charge of the original membership books; and,
- 7.3.6 In general, the Secretary shall perform all duties incidental to his/her office, and other duties assigned to him/her by the Board of Trustees or by the Chairperson from time to time.

7.3. **Section 7.4. The Treasurer.** The Treasurer's responsibilities are:

- 7.4.1 Review financial reports and performance of AIPh at least every two months;
- 7.4.2 Monitor budget expenditure and accounting;
- 7.4.3 Provide financial advice to the board in its approval of the budget;
- 7.4.4. Ensure plans are in place for financial stability including but not limited to financial control systems and procedures to monitor and adjust the budget as necessary;
- 7.4.5 Prepare financial reports with the SD; and
- 7.4.6 Present financial report to the AGM.

ARTICLE VIII COMMITTEES

Section 8.1. Financial Control Committee.

The Financial Control Committee shall be elected by the AGM and shall be composed of three (3) regular members of good standing with a term of two (2) Years. The Financial Control Committee shall be the internal auditor of the Corporation, shall review financial policies and procedures and recommend the adoption of related policies. It shall also make a periodic examination of books of accounts and shall render a quarterly report to the Board of Trustees and to the AGM whenever convened.

Section 8.2. Other Committees. The majority of all the members of the Board of Trustees may through a resolution create other committees with such delegated powers and in addition to the following Standing Committees: National Strategic Plan; Membership; Growth; Election; Nominations. All such committees shall keep a record of their proceedings and report the same to the Board. The Board shall have the power to appoint and remove the members of such committees and may at any time dissolve such committees for justifiable cause.

ARTICLE IX NATIONAL SECRETARIAT

Section 9.1 The National Secretariat shall support the members in their activism and in taking action in human rights. The National Secretariat shall also be the primary implementers of policies of the Corporation and shall provide other support services.

Section 9.2 The National Secretariat shall hold office within Metro Manila or such other place as may be determined by the Board of Trustees. Under the leadership of a Section Director, it shall manage the day to day affairs of the Corporation.

Section 9.3 The Section Director shall be the chief executive officer of the Corporation and, subject to the control of the Board of Trustees, shall have the general care and supervision of the business and affairs of the Corporation.

The Section Director shall, without limiting the other s and subject to this By Laws and the control of the Board of Trustees, be responsible for:

- 9.3.1 Organizing and directing the National Secretariat's Office and human resource management and development;
- 9.3.2 Managing the finances of the Corporation;
- 9.3.3 Preparing the strategic and operational plans and budget of AI Philippines;
- 9.3.4 Implementing decisions and resolutions of the Board of Trustees and General Meetings;
- 9.3.5 Circulating agenda, documents and minutes of the Board of Trustees and general meetings;
- 9.3.6 Maintaining the membership, financial and other records of AI Philippines;
- 9.3.7 Representing the Corporation, acting with delegated authority from the Chairperson; and
- 9.3.8 Coordinating with the International Secretariat.

Section 9.4 Prohibition. No staff shall apply for a position as member of the AIPh Board of Trustees until a period of two (2) years has elapsed since such person ceased to be a staff member. (amended on 21 March 2012 and 29 April 2012).

ARTICLE X FINANCIAL PROVISIONS

Section 10.1. Fiscal Year. The fiscal year of AI Philippines shall commence on the 1st day of January of each calendar year and shall close on the 31st day of December of the same year.

Section 10.2. External Auditor. External Auditor(s) shall be appointed by the AGM through the recommendation of the Board of Trustees. His/her duty is to audit the finances of the corporation and submit a report to the Board of Trustees.

ARTICLE XI INCOME AND PROPERTY

Section 11.1. Source. The income and property of the Corporation shall come from the annual membership fees, donations, subscriptions, interests from deposits or government bonds and any other income derived from its campaigning activities. The Corporation shall keep an updated inventory of assets. All movable and immovable property of the Corporation shall be vested in and registered in the name of the Corporation itself.

Section 11.2. The Annual Membership Fees. The annual membership fees be proposed by the Board of Trustees and approved by the majority vote at the Annual General Meeting.

Section 11.3. Use of Income and Property. The income and property of the Corporation shall be applied solely towards the promotion and achievement of the purpose of the Corporation, as set forth in this By Laws.

Subject to due diligence and review of the Board of Trustees, a portion of the income and property of the Corporation solely for purposes of securing funds may be deposited in time deposits or government bonds; Any income of which shall accrue to the Corporation. Any other form of financial or non-financial investments on the income or property of the Corporation invested for income or whatsoever purpose is absolutely prohibited.

Section 11.4 Prohibition on the Use of Income and Property. The Corporation shall not use its resources directly or indirectly to support, advance or oppose any political party or to promote the economic self-interest of any fiduciary or employee of the Corporation other than by way of reasonable remuneration. No portion of the income or the property of the Corporation shall be paid or transferred directly or indirectly, by way of dividend, bonus or otherwise howsoever by way of profit, to any person; provided that nothing herein contained shall prevent the payment in good faith of remuneration to any employee of the Corporation, matters regulated by the labor law of the country, relevant staff's contracts and/or AI Philippines' internal management procedures.

No Board member shall be paid for any service rendered by him or her as a member of the Board provided that he or she may be reimbursed for reasonable expenses for their attendance at regular or special meetings of the Board.

Section 11.5. Where the Corporation provides funds or assets to any association or persons, the Board of Trustees shall make sure those funds would be utilised for the purpose set in this By Laws.

ARTICLE XII DISSOLUTION

Section 12.1 AI Philippines may be dissolved in accordance with the Statute of Amnesty International provided not contrary to Philippine laws. It may also be dissolved in accordance with the provisions of the Corporation Code.

Section 12.2. If, after AI Philippines ceases to operate or is dissolved, and after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Corporation, but shall be given or transferred, to Amnesty International Limited as constituted at that time to be disposed of by decision of the International Executive Committee of Amnesty International or failing such decision, to some other institution or by institutions having objectives similar to the objectives of the Corporation within the Philippines.

ARTICLE XIII AMENDMENTS

Section 13.1 This By Laws or any of its provision may be amended or repealed only after three (3) years from its last amendment unless there are pressing matters which require the immediate amendment thereof. A majority vote of the members of the Board of Trustees and a majority vote of the members at any AGM or SGM duly held for the purpose shall be required for amendments to be approved. (amended on 21 March 2012 and 29 April 2012).

**ARTICLE XIV
ADOPTION CLAUSE**

Section 14.1 Adoption of these New By Laws shall be by a majority vote of all the Corporation members and majority of the Board of Trustees on the 27th day of April 2008 at Mandaluyong City, Metro Manila.

ADOPTED in Quezon city, Philippines this 1st day of December 1987, by the affirmative vote of the majority of all the members of the Corporation.

Signed
Edmundo Garcia

Signed
Gina Putong

Signed
Reynaldo Ty

Signed
Fe Agpaoa

Signed
Che Duran

SUBSCRIBED AND SWORN TO BEFORE ME THIS 18th day of December 1987 at City of Manila, affiants exhibiting to me their Residence Certificates opposite their names.

Names	Residence Certificate Number	Date and Place of Issue
Reynaldo Ty	7141194	2/20/87 Manila
Edmundo Garcia	1346234 G	31 March 1987 Q.C
Gina Putong	10189037	April 1987 Q.C
Fe Agpaoa	3940596	4-2-87 Alicia, Isabela
Che Duran	3993778	7-29-87 Q.C.

Doc. No. 271
Page No. 56
Book No. XXXV;
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ELITIQUIO (Illegible)
NOTARY PUBLIC
Until December (Illegible)
PTR No. (Illegible)
Manila – January (illegible)
TAN – 15320-DK520-(illegible)