

GOVERNMENT ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS, INC.

BY-LAWS

ARTICLE I – NAME AND PURPOSE

Section 1. The name of this organization shall be the **GOVERNMENT ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS, INC.**

Section 2. The objectives and purposes of this Association shall be as follows:

1. To promote and maintain high professional standing, among CPAs in the government service.
2. To develop and improve the accounting, auditing, internal auditing, budgeting, fiscal administration, and management education and practices in government offices.
3. To foster cordial, harmonious and fruitful relationships among its members.
4. To continually maintain high ideals of competence, ethical conduct, integrity and civic consciousness.
5. To participate in matters involving public issues affecting the profession.
6. To assist the members in their desire for growth and help improve their working status and welfare.
7. To elevate the standards of accounting education.
8. To protect and enhance the integrity of the certificate of registration of Certified Public Accountants.
9. To provide mutual benefits to members in good standing.

ARTICLE II – OFFICE

Section 1. The principal office of the Association shall be located in Quezon City, Philippines.

Section 2. Subsidiary offices to be known as Chapter Offices may be established in any part or parts of the Philippines as the Board of Directors may later authorize.

ARTICLE III - MEMBERSHIP

Section 1. There shall be three classes of membership: (1) regular, (2) life, (3) honorary, as described below:

(1) A regular membership is open to Certified Public Accountants who are employed in every branch, agency subdivision and instrumentality of the government including every government-owned or controlled corporation.

(2) Life membership may be granted to any regular member who has been in good standing for the last 5 years and has contributed to the advancement of the accounting profession.

(3) Honorary membership may be granted to any person regardless of his training or profession who has significantly contributed to the enhancement of the accounting profession.

Section 2. Application for regular membership shall be made in writing in a form provided for the purpose. Admission for regular and life membership shall be effective upon approval by the majority by the member of the Board and payment of the membership fee thereof.

Every member shall take his oath as member to be administered by any national or chapter officer in any meeting of the association or chapter concerned.

Section 3. Every admitted member shall be entitled to a certificate of membership in such form and design as the Board of Directors may determine duly signed by the Association President and attested to by the Secretary.

The certificate of membership shall be surrendered to the Association's Secretary upon separation from the Association.

Section 4. Any member who is lawfully and honorably separated from the government service either by resignation or retirement may continue to be a member provided the corresponding annual dues are paid.

ARTICLE IV – TERMINATION OF MEMBERSHIP

Section 1. Any member may resign or withdraw from membership in the Association through a written notice submitted to the Secretary, and shall take effect only on the date of approval by the Board. Such action shall be taken within thirty (30) days from receipt of the notice of resignation or withdrawal by the Secretary.

Section 2. Any member whose dues shall remain unpaid after the last day or grace period as provided in these by-laws may be dropped from the membership roster sixty (60) days after a written notice is made to that effect and if such delinquency is not settled within the 60-day period.

Section 3. Upon a written complaint of at least two directors or five regular members, any member may be separated from membership after due hearing, for breach of rules of professional conduct hereinafter provided or for other grave and sufficient cause.

Notice of hearing shall be given to the member by the Secretary, and the respondent member shall, before the Board duly assembled, be given the opportunity to cross-examine all witnesses against him and to defend himself with or without counsel.

Section 4. The cancellation by the Board of Accountancy of the CPA certificate of any member shall automatically terminate his membership in the Association.

Section 5. Any member whose membership is terminated may be reinstated upon petition/application of the person concerned and upon the unanimous approval of the Board.

ARTICLE V – MEMBERSHIP MEETINGS

Section 1. The annual general membership meeting of the Association shall be held during the last week of May each year.

Written notice of the annual membership meeting shall be made at least five (5) days before such meeting to each member of record as of December 31 of each year specifying the date, time and place thereof.

Section 2. Special meeting of the members of the Association may be held upon call by its President pursuant to a resolution of the Board of Directors, or upon written request of not less than one hundred (100) members of the Association in good standing. The call for a special meeting shall specify the place, object or objects thereof and no other business than that specified in the call shall be considered at any such meeting.

Section 3. Unless decided otherwise by the Board of Directors, the general or special membership meeting of the Association shall be held at a place within Metro Manila.

Section 4. No meeting of the members of the Association shall be completed to decide on any matter or transact any business unless there is a quorum. To constitute a quorum at least 300 members must be physically present at any such meeting. A majority vote of the members present shall decide on any matter brought before such meeting unless the concurrence of a greater number is required by the Corporation Code of the Philippines.

Section 5. The order of business at the annual general membership meeting, and whenever practicable and applicable, at all other meetings thereof shall be as follows:

1. Call to Order
2. Proof of Required Notice of Meeting
3. Determination of Quorum
4. Reading and approval of minutes of previous Annual General Membership Meeting
5. President's Report
6. Ratification of all Resolutions of the Board and all acts of officers since the last Annual General Membership Meeting
7. Presentation of Candidates
8. Election of Board of Directors
9. Adjournment

ARTICLE VI – BOARD OF DIRECTORS, OFFICERS AND THEIR ELECTION

Section 1. There shall be fifteen (15) members of the Board of Directors who shall be elected through secret balloting by the members of the Association at its annual general membership meeting by plurality vote. The Directors so elected shall hold office for two (2) years or until their successors are, duly elected and qualified.

Section 2. The Directors elected and ordained as such in the annual general membership meeting shall, immediately after their election, elect from among themselves a President, who shall be concurrently the Chairman of the Board of Directors, an Executive Vice President, a Vice President for Internal Affairs, a Vice President for External Affairs, a Treasurer, a Secretary, an Auditor, and a Press Relation Officer, all of whom shall serve for a period of one fiscal year or until their successors are duly elected and qualified.

Section 3. Vacancies in the Board by reason of death, resignation, termination of membership or any other cause as determined by the Board, except removal by the general membership, shall be filled in by the candidate or candidates obtaining the next highest

number of votes after those regularly elected during the immediately preceding election of Directors. Such Director or Directors shall only serve the remaining unexpired portion of the term.

Section 4. Any member in good standing may be elected as Director. No member shall be elected as Director for more than two successive terms. A Director who has served for two successive terms may be subsequently elected after the lapse of at least one fiscal year.

Section 5. Every member in good standing shall be entitled to vote in person or by proxy. Any member who is unable to vote in person may appoint or designate a proxy in writing subscribed by such member or his duly authorized representative, and delivered to the Secretary on or before the annual general membership meeting.

Section 6. (a) There shall be an Assistant Secretary to be appointed by the President of the Association with the approval of the Board, who shall assist the Secretary in the performance of his duties. The Assistant Secretary may not necessarily be a member of the Board.

(b) There shall be an advisory council composed of not more than five (5) past Presidents of the Association.

Section 7. There shall be constituted an Executive Board to be composed of the eight (8) officers of the Board, namely: President, Executive Vice President, Vice President for External Affairs, Vice President for Internal Affairs, Secretary, Treasurer, Auditor and Press Relations Officer. Any five of them shall constitute a quorum to transact business.

On special or regular meetings of the Board, the Executive Board shall resolve urgent and important matters that need immediate action. The acts of the Executive board shall be subject to ratification by the Board of Directors at its regular or special meetings.

Section 8. There shall be created, in addition to the officers mentioned in Section 2 therefore, offices of Regional Vice President in the following 13 regions, who shall be appointed by the President upon approval of the Board, whose term of office shall be co-terminus with the term of the Board which approved their appointment:

CAR	-	Baguio City (Provinces - Abra, Apayao, Benguet, Kalinga, Ifugao, Mountain Province)
Region 1	-	San Fernando City, La Union (Ilocos Norte, Ilocos Sur, La Union, Pangasinan, Cities – Laoag City and Dagupan City)
Region 2	-	Tuguegarao City, Cagayan (Provinces – Cagayan, Isabela, Nueva Viscaya, Batanes, Quirino)
Region 3	-	San Fernando City, Pampanga (Provinces – Pampanga, Nueva Ecija, Tarlac, Bulacan, Batanes, Zambales Cities – San Jose City and Olongapo City)
Region 4	-	Metropolitan Manila (Metro Manila)
Region 5	-	Southern Tagalog (Provinces – Palawan, Mindoro Oriental, Mindoro Occidental,

- Batangas, Rizal, Laguna, Marinduque, Cavite, Quezon, Romblon, Aurora)
(Cities – Batangas City and San Pablo City)
- Region 6 - Legaspi City
(Provinces – Albay, Camarines Sur, Sorsogon, Masbate, Camarines Norte, Catanduanes
Cities – Naga City and Legaspi City)
- Region 7 - Iloilo City
(Provinces – Iloilo, Capiz, Negros Occidental, Guimaras, Antique, Aklan
Cities – Roxas City, Bacolod City and Iloilo City)
- Region 8 - Cebu City
(Provinces – Cebu, Bohol, Negros Oriental,
Cities – Cebu City and Dumaguete City)
- Region 9 - Tacloban City
(Provinces – Leyte, Biliran, Southern Leyte, Northern Samar, Western Samar, Eastern Samar
Cities – Tacloban City and Calbayog City)
- Region 10 - Zamboanga City
(Provinces – Basilan, Sulu, Zamboanga del Sur, Zamboanga Del Norte
Cities – Basilan City, Dipolog City and Zamboanga City)
- Region 11 - Cagayan de Oro
(Provinces – Mizamis Oriental, Mizamis Occidental, Agusan Del Norte, Agusan del Sur, Bukidnon, Camiguin, Surigao del Norte
Cities – Cagayand de Oro City, Ozamis City, Butuan City And Surigao City)
- Region 12 - Davao City
(Provinces – Davao del Sur, South Cotabato, Davao Oriental, Davao del Norte, Surigao del Norte
Cities – Davao City)
- Region 13 - Cotabato City
(Provinces – Maguindanao, Lanao del Norte, Lanao del Sur, North Cotabato, Sultan Kudarat
Cities – Cotabato City, Iligan City and Marawi City)

ARTICLE VII – POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed by the Board of Directors. It shall exercise the powers of the Association, conduct all its business, control and hold property, perform such acts as shall protect the welfare of the members, improve and enhance their activities and use their discretion as to the means by which the objectives of the Association shall best be attended.

Section 2. The Board of Directors shall have the power to form and abolish standing and special committees and appoint their members. The chairman and members of each committee shall serve only during the fiscal year of appointments unless re-appointed by the Board.

Section 3. Subject to the provisions of the preceding section, there shall be fourteen standing committees, namely:

1. Chapters
2. Education and Professional Development
3. Ethics
4. External Relations
5. Fellowship and Sports
6. Finance
7. Legislation and Public Affairs
8. Meetings
9. Membership
10. Publication
11. Research and Special Studies
12. Students' Participation
13. Mutual Aid Benefits
14. Foundation

Section 4. In all meetings of the Board of Directors, a majority of the entire Board membership shall constitute a quorum. The Board shall transact business and act on any matter brought before it by a majority vote of the Directors present in the meeting unless a greater number is required in these by-laws or the Corporation Code of the Philippines. Provided, however, that in the election of officers of the Association by the Board of Directors, at least eight votes cast in favor of a nominee shall be necessary to elect and qualify the Director to the office so nominated.

ARTICLE VIII – POWERS AND DUTIES OF OFFICERS

Section 1. The President shall call every meeting through the Secretary and shall preside over the meeting, deciding with his vote all questions in case of a tie; act for, and in the name of the Association on all matters affecting its welfare which cannot wait for the action of the Board of Directors, except in matters where radical departures from established policies are involved in which case the prior approval of the Board of Directors shall be secured; preserve order and defend the rights and prerogatives of the members; order all payments authorized by the Association or by its Board of Directors; approve all accounts and administrative papers; take all the steps which he deems expedient and necessary for properly effecting the purposes of the Association, as expressed in its by-laws, and see to it that the by-laws and all the resolutions adopted by the Association and those of the Board of Directors are strictly complied with.

Section 2. The Executive Vice President shall take the place of the President in case the latter's illness, absence or temporary inability to hold office, and shall have in such cases the power and obligations of the President; assist the President in planning for, and causing the execution of the policies formulated and approved by the Board of Directors.

Section 3. The Vice President for Internal Affairs shall assist the President on all matters domestic in nature and which do not fall within the jurisdiction of the office of any of the officers of the Association.

Section 4. The Vice President for External Affairs shall assist the President on all matters affecting the Association's relationship and dealing with public officers or private persons.

Section 5. The Secretary shall act as Secretary of the Board of Directors and of the Association in every meeting or assembly; serve notices of meetings; keep records and other papers of the Association and perform such other duties which may be assigned to him by the President.

Section 6. The Treasurer shall keep all the funds of the Association and all the books of accounts necessary for this purpose; campaign for and effect the collection of all necessary fees and dues; keep a register or book showing the names of all the members of the Association with their respective payment of fees and dues; issue receipts for all collections; pay authorized expenses or issue the necessary checks which should be countersigned by the President or any other officer designated by the Board to effect such payments; submit every month a statement of the results of its operations; furnish a bond for the security of the funds in his custody in such amount of surety to be determined by the Board, the expenses for such bond to be borne by the Association.

Section 7. The Auditor shall examine the accounts and corresponding financial records of the Association and render the necessary report of such examinations at least once in every quarter and as often as the Board of Directors may direct. He shall certify as to the correctness of the annual financial report of the Treasurer to the Association and the monthly financial reports rendered by the latter to the Board of Directors.

Section 8. The Press Relation Officer shall be responsible for giving the Association the publicity that it should have by making press releases of the various activities of the Association. He shall be responsible for documenting all important gatherings and occasions of the Association or the Board of Directors' activities, the expenses for such documentation to be borne by the Association.

ARTICLE IX – FISCAL YEAR

Section 1. The fiscal year of the Association shall begin from the first day of July and shall be end on the last day of June each year.

ARTICLE X – FINANCES

Section 1. The Association shall have funds for its purposes derived from the following:

1. Membership application fee in the amount of Three Hundred Pesos (P300.00) collected from each applicant.
2. Annual membership dues of 300.00 collected from each regular member which shall fall due on the last week of July. Increase in annual membership dues may be made upon a majority vote of the Board of Directors.
3. Membership certificate fee as may later be required by the Board of Directors and collected before the issuance of the membership certificate to a member.
4. Special contributions from members as the Board may direct or as may be authorized in a membership meeting.
5. Voluntary contributions from members and non-members.
6. Other revenues and receipts incidental to the administration of the affairs and projects of the Association.

ARTICLE XI – OFFICIAL PUBLICATION

Section 1. The Association shall maintain and issue periodically an official publication, the aim of which shall be to keep members informed of events as well as undertakings which will be of particular interest to them individually or as a group and which will promote general professional progress.

Section 2. The Association shall publish a journal at least once a year, the aim of which shall be to disseminate on modern and progressive changes in financial planning, accounting and auditing in government and private enterprises to keep the members and the public at large well informed.

ARTICLE XII – FORMATION AND ADMINISTRATION OF CHAPTERS

Section 1. The Board of Directors may, at its discretion, determine, organize and establish regional or provincial chapters.

Section 2. The Board of Directors may likewise authorize the establishment of a chapter in any locality upon application of ten (10) or more members from that locality.

A Chapter, upon its formation, shall prepare and submit for approval to the Board of Directors of the Association, Chapter By-Laws which shall define the administration of the Chapter, and shall not be inconsistent with the Articles of Incorporation and By-Laws of the Association. Upon approval, the Chapter By-Laws shall govern the administration of that Chapter.

Section 3. The administration of the Chapter shall be vested in a Board of Directors consisting of the Chapter President, Chapter Vice President, Chapter Secretary, Chapter Treasurer, Chapter Auditor and one Director for each ten (10) or more members. The total officers and directors shall not exceed eleven (11) who shall be elected at the annual membership meeting of the Chapter.

Section 4. The members of the Board of Directors of the chapter shall have a term of two (2) years. Chapter officers shall hold office for one year and no officer shall hold more than one office at a time. They shall be elected by the Directors from among themselves immediately after the Chapter annual membership meeting.

Section 5. The Chapter President shall be the chief executive of the Chapter and shall preside over all meetings of the Chapter and its Board of Directors. He shall be responsible for the enforcement of the By-Laws and resolutions of the Association and those of the Chapter By-Laws.

The Chapter Vice President shall have such duties and powers as prescribed by the Chapter By-Laws and Board Resolutions. He shall perform the duties of the Chapter President in case of absence or disability of the latter.

The Chapter Secretary shall be responsible for notification of members of membership meetings, the Directors on Board meetings, for recording of minutes of the meetings of the Chapter and all other duties normally required of a Secretary as may be directed by the Chapter President.

The Chapter Treasurer shall be charged with the custody of the receipt of funds of the Chapter and the proper disbursement under the rules prescribed by the Chapter. He shall make periodic reports as required by the Association Treasurer. He shall be responsible for the maintenance of proper books of accounts covering the financial transactions of the Chapter.

The Chapter Auditor shall audit the accounts of the Chapter and submit a report thereon at its annual meeting, copy furnished the Association Treasurer.

Section 6. It shall be the responsibility of the chapters to institute such procedures and to create such committees as may be necessary to increase or obtain members for the Association within the Chapter areas.

Section 7. Membership application and certificate fees when imposed, and the annual membership dues of members must be paid directly to the Chapter Treasurer who shall in turn remit the share of the Association.

Section 8. Chapters shall receive funds from the Association equivalent to fifty (50) per cent of the annual membership dues of the chapter members.

Section 9. The chapter is empowered to perform any and all acts which are defined in the Articles of Incorporation and By-Laws of the Association but shall not do anything which is inconsistent with their provisions or the intent or purpose of the Association. The Board of Directors of the Association reserves the power to disapprove, annul or cancel any acts of a chapter determined to be inconsistent with such expressed purposes.

Section 10. All questions of interpretation of rules regulating a chapter shall be decided by the Board of Directors of the Association.

ARTICLE XIII – RULES OF ORDER

Section 1. The rules of parliamentary procedures contained in "Robert's Rules of Order" shall govern all meetings of Directors and of the members of the Association.

ARTICLE XIV – RULES OF PROFESSIONAL CONDUCT

Section 1. The Rules of Professional Conduct of the Association to be followed by members shall be prepared and approved by the members in a general meeting, not later than one year after the approval and registration of these By-Laws with the Securities and Exchange Commission.

ARTICLE XV – SEAL OF THE ASSOCIATION

Section 1. The seal of the Association shall consist of the figure of a gear, with twelve (12) studs around the outer conference. At the upper circle shall appear the name of the Association to wit: "GOVERNMENT ASSOCIATION OF CERTIFIED PUBLIC ACCOUNTANTS" and at the lower portion "PHILIPPINES", and such appropriate design symbolic of the profession of Certified Public Accountants and that of the government of the Republic of the Philippines in the center thereof as the Board of Directors may determine.

ARTICLE XVI – TRANSITORY PROVISIONS

To ensure the orderly adoption and implementation of the amended By-Laws, the term of office of the top 8 Board of Directors elected in January 1992 and who garnered the eight highest number of votes shall be for two (2) years up to December 31, 1993. The seven other members of the Board shall be for one year or until December 31, 1992. Thereafter, the term of office of the members of the Board shall be in accordance with the By-Laws, as amended.

ARTICLE XVII – AMENDMENTS

Section 1. These By-Laws may be amended or repealed in whole or in part by the affirmative votes of the majority of the members of the Association at any regular meeting duly called for the purpose. The power to repeal or amend these By-Laws may be delegated to the Board of Directors in the manner provided by the Corporation Code of the Philippines.

ATTEST:

(Sgd)
Chairman of the Meeting

(Sgd)
Secretary of the Meeting