



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. 30796

**CERTIFICATE OF FILING
OF
AMENDED BY LAWS**

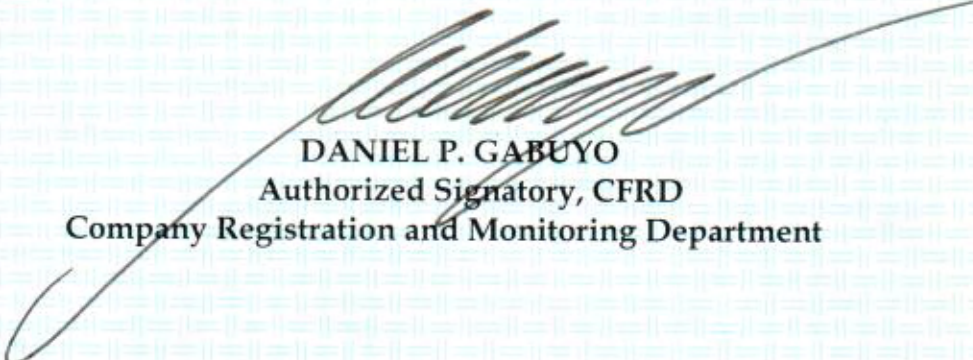
KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of the

GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC

copy annexed, adopted on September 28, 2017 by majority vote of the Board of Trustees and on December 14, 2017 by the vote of two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 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 set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 18th day of October, Twenty Eighteen.


DANIEL P. GABUYO
Authorized Signatory, CFRD
Company Registration and Monitoring Department

BA/mii

COVER SHEET

for Applications at

COMPANY REGISTRATION AND MONITORING DEPARTMENT

Nature of Application

AMENDMENT

SEC Registration Number

80796

Former Company Name

GEOLOGICAL SOCIETY OF THE
PHILIPPINES

AMENDED TO:
New Company Name

Principal Office (No./Street/Barangay/City/Town)Province)

UNIT 250 2ND FLR CITYLAND PION
ER ST. HIGHWAY HILLS MANDALUYON
CITY

ZIP CODE

1550

Company Email Address

COMPANY INFORMATION
Company's Telephone Number/s

Mobile Number

CONTACT PERSON INFORMATION

The designated person MUST be a Director/Trustee/Partner/Officer/Resident Agent of the Corporation

Name of Contact Person

Fernando S. Peñarroya

Email Address

Telephone Number/s

02-633-9026

Mobile Number

0917 5728492

Contact Person's Address

45A 5th Flr. Valera Tower, 122 Valera St. Salcedo Village Makati City

To be accomplished by CRMD Personnel

Assigned Processor

Signature

Document I.D.

10/8/18
3/18
10/18

Received by Corporate Filing and Records Division (CFRD)

Forwarded to:

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Corporate and Partnership Registration Division
Green Lane Unit
Financial Analysis and Audit Division
Licensing Unit
Compliance Monitoring Division

Monitoring
Update



Republic of the Philippines
Professional Regulation Commission
Manila



CERTIFICATE OF NO-OBJECTION
SEC-GEO-No. 2018-01

Pursuant to the Memorandum of Agreement dated September 16, 2002 between the Professional Regulation Commission (PRC) and the Securities and Exchange Commission (SEC) and PRC Memorandum Order No.18, s. of 2017, the PRC hereby issues this Certificate of No-Objection to the registration/incorporation of the amended Bylaws of **GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.** with the SEC, holding that the provisions thereof are consistent with Republic Act No. 8981 (PRC Modernization Act of 2000); Republic Act No. 10166 (Geology Profession Act of 2012); and their respective implementing rules and regulations.

TEOFILO S. PILANDO, JR.
Chairman

37958.0029.0002



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION

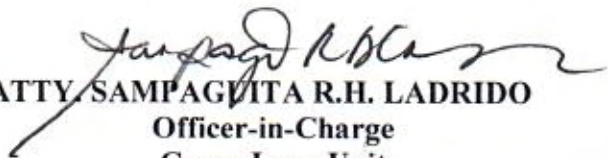
Secretariat Building, PICC Complex
Roxas Boulevard, Metro Manila, Philippines

COMPANY REGISTRATION AND MONITORING DEPARTMENT

1st Endorsement
March 15, 2018

Respectfully endorsed to the **PROFESSIONAL REGULATION COMMISSION, Manila**, for comments and recommendations on the attached Amended By-Laws of **GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.** in view of the amendments thereof.

Early return of these papers together with the action taken thereon will be appreciated.


ATTY. SAMPAGUITA R.H. LADRIDO
Officer-in-Charge
Green Lane Unit

Contact Person: _____

Contact Number: _____

PROFESSIONAL REGULATION COMMISSION

RECEIVED
MAR 22 2018
Stamp: *Stamp* 10:00 A.M.

ARCHIVES AND RECORDS DIVISION

GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.

DIRECTORS' CERTIFICATE

KNOW ALL MEN BY ITS PRESENTS:

We, the undersigned, being a majority of the members of the Board of Directors, the Chairman of the Board and the President, as well as the Secretary of the Geological Society of the Philippines, Inc. ("GSP"), do hereby CERTIFY:

- a) That the Board of Directors of GSP at its Board Meeting held on 28 September 2017 at Legend Villas, 60 Pioneer corner Madison Streets, Mandaluyong City, by at least the affirmative vote of the majority of its members;
- b) That the members of the GSP at its General Membership Meeting held on 14 December 2017 at Dusit Thani Hotel Manila, 1223 Epifano Delos Santos Ave., Makati City, by affirmative vote of at least two-thirds (2/3) of its members entitled to vote.

APPROVED the amendments of the By-Laws of the GSP:

"RESOLVED, as it is hereby resolved, that the following provisions of the By-Laws of GSP be, as it is hereby, amended to read as follows:

ARTICLE III

Membership

1. **Regular Member.** - Any person who is in possession of a valid professional license in geology issued by the Professional Regulation Commission of the Philippines ("PRC") and engaged in geological work, in teaching geology or in graduate study in geology, may be admitted as a regular member. A regular member of active status has the right to vote and be voted upon as a member of the Board of Trustees or Officer of the Society.

2. **Associate Member.** - Any person who has completed and had been granted a degree of Bachelor of Science in Geology or allied course by a recognized educational institution may be admitted as an associate member. He/she is not allowed to vote and be voted upon as a member of the Board of Trustees but may serve as Secretary/Assistant Secretary or Treasurer/Assistant Treasurer of the Society and head or be a member of any committee upon nomination and election by the Board of Trustees.

3. **Fellow.** - (delete entire provision)

4. **Senior.** - (delete entire provision)

3. **Patron.** - Any person natural or juridical, who subscribes to the aims and purposes of the Society and who agrees to be bound by the rules and regulations of the Society and who will pay Pesos Five Hundred Thousand (P500,000.00) or more for the welfare of the Society, may be admitted as a patron. A person or its representative has no right to vote nor be voted upon as an officer of the Society.

4. **Student Member.** - Any person who is either a third or fourth year student in any school, college or university duly recognized by the government and who has completed at least eight (8) units of geology, may be admitted as a student member. A student member has no right to vote nor to be voted upon as an officer of the Society.

5. **Honorary Member.** - Any person who, in one way or the other, has contributed his distinguished and invaluable service to the cause of geology or related sciences or in the furtherance of the objectives of the Society may be admitted as an honorary member. He/she may participate in the deliberation and discussion in the Society but he/she cannot vote nor be voted upon as an officer of the Society unless he/she is also a regular or life member.

6. **Life Member.** - Any person who has been a regular member for at least ten (10) years and of active status may, upon payment of twenty (20) times the annual dues, be classified and admitted as a Life member. Thereafter, he/she shall not be required to pay annual dues. A life member has the right to vote and be voted upon as an officer of the Society.

Section 3. Admission of Members. - The duly accomplished form shall be submitted to the Secretary of the Society for transmittal to the membership committee for screening. No screening shall be required for any applicant who applies as a regular member if he/she has passed the PRC licensure examination in the same year as his/her date of application. For other types of members, the membership committee shall, within ten (10) days from receipt of the application, submit its recommendation to the Board of Trustees. The decision of the majority of the members of the Board of Trustees shall be necessary to approve or disapprove an application.

Section 4. Membership Fee. - Every member in accordance with his/her classification shall pay a membership fee that shall be fixed by the Board of Trustees of the Society payable within ten (10) days from actual receipt of the notice of the Secretary of the Society. No such notice shall be required for an applicant who has passed his/her PRC licensure examination within the same year as his/her date of application as long as he/she pays a membership fee prior to being sworn in as a regular member of the Society.

Section 5. Annual Fees. - Every member in accordance with his/her classification shall pay an annual fee that shall be fixed by the Board of Trustees of the Society payable within the first month of each calendar year.

Section 7. Any member may resign from the Society at any time. Such resignation shall be in writing and shall be submitted to and approved by the Board of Trustees subject to the payment of all outstanding dues and obligations of the resigning member.

Section 8. Any member who has been delinquent in the payment of dues for one year shall not be entitled to vote, be voted upon as a member of the Board of Trustees or Officer of the Society, or receive the publication of the Society. Any member who has been delinquent in the payment of dues for two years shall be dropped from the Society. The Secretary shall notify in writing the delinquent member of his/her dropping from the Society's roll of members. The time of payment of delinquent dues for either one or two years may be extended by unanimous vote of the Board of Trustees.

Section 9. Any member who resigns or is dropped or suspended under the provisions of Section 7 and Section 8 of this Article ceases to have any right in the Society and ceases to incur further indebtedness to the Society.

Section 10. Any person who has ceased to be a member under Section 7 or Section 8 of this article may be reinstated by unanimous vote of the Board of Trustees subject to the payment of any outstanding dues and obligations which were incurred, prior to the date when he/she ceased to be a member of the Society.

Section 11. Any member who after being granted a hearing by the Ethics Committee, and shall be found guilty of a violation of the established principles of professional ethics of this Society ("Code of Ethics"), obligation in the By-Laws or any other codes of the Society or found guilty of having made false or misleading statements in his/her application for membership in the Society may be suspended or expelled from the Society by unanimous vote of the Board of Trustees. The decision of the Board of Trustees in all matters pertaining to the interpretation and execution of the provisions of this Section shall be final.

A complaints procedure dealing with complaints against a member of the Society with respect to the abovementioned possible breaches shall be crafted by the Ethics Committee and approved by the Board of Trustees for implementation.

ARTICLE IV

Board of Trustees

Section 1. Administration, Election and Vacancy. - The government of the affairs of the Society shall be vested on, and properly administered by, a Board of Nine (9) Trustees, all of whom shall be elected by the majority vote of all the members entitled to vote, for a term of three (3) years or until their successors are duly elected and have qualified. At the commencement of this revised system of tenure, the first three (3) Trustees garnering the three (3) highest number of votes shall have a term of three (3) years, the next three (3) Trustees having lesser votes shall have a term of two (2) years and lastly, the three (3) Trustees having the lowest number of votes shall have a term of one (1) year. In the succeeding years, only three (3) Trustees having a tenure of three (3) years shall be elected to replace the three (3) Trustees whose terms have expired. Nomination of candidates for Trustees shall be accepted by the Committee on Elections beginning the 2nd week of September. Voting and canvassing will be held during the annual regular meeting of the Society.

Section 2. Committee on Elections. - A Committee on Elections, to be composed of three members and appointed by the Board of Trustees, shall supervise the conduct of the elections and proclaim the elected Trustees. All rulings of the committee shall be final.

The candidates garnering the highest number of votes cast shall be proclaimed elected as stated in Section 1 of this Article. A tie, however, if any, shall be resolved by the Committee on Elections in a manner they so desire.

The duly elected Trustees shall be inducted as soon as practicable after their proclamation and shall assume office immediately after induction.

Any vacancy in the Board of Trustees occurring between annual elections of the Board of Trustees shall be filled by the majority vote of the remaining Trustees, at a meeting specially called for the purpose provided that a quorum is present at such meeting. The Trustee/s so chosen shall come from the nominees of the previous election wherein the first choice will be the nominee who garnered the next highest votes from the current Trustees and willing to serve only for the unexpired term of his/her/their predecessor/s in office.

Section 3. Quorum. - The Trustees shall act only as a Board and the individual Trustee shall have no power as such. A majority of the Trustees shall be necessary at all meetings to constitute a quorum for the transaction of

any business and every decision of a majority of the quorum duly assembled shall be valid as a corporate act.

Section 4. Meetings. - The Board of Trustees shall hold an organizational meeting with no required notice, immediately after their election. Thereafter, the Board of Trustees shall hold regular meetings on the second Thursday of every Month, at 5:30 P.M. at the office of the Society or at such particular day, hour and place as the Board of Trustees may fix or designate.

If a Trustee cannot physically be present at a meeting, he/she shall be considered present if the meeting can be conducted electronically via telephone, video conference or other similar arrangement.

Special meetings of the Board of Trustees may be called by the President or a majority of the Board of Trustees upon proper notice to each Trustee, either personally in writing or electronically.

Section 5. Removal. - Trustee/s of the Society may be removed from office by a vote of two-thirds (2/3) of all the members entitled to vote in accordance with the provisions of the Corporation Code of the Philippines, as amended.

Section 6. Specific Powers. - Without prejudice to the general powers conferred by the preceding section and powers conferred by the Philippine Laws and elsewhere in these By-Laws, it is hereby expressly declared that the Board of Trustees shall have the following specific powers:

- d. From time to time, to delegate any of the powers of the Board of Trustees which could be lawfully delegated in the course of the current business of the Society to any standing or Special Committee or to any officer, and to appoint any person to be agents of the Society conferring them with such powers (including the power to sub-delegate) and upon such terms as may be deemed fit.

Section 7. Compensation. - Trustees as such, shall not receive any salary or compensation for their service, provided that nothing herein contained shall be construed to preclude any Trustee from serving the Society in any other capacity and receiving compensation therefor.

Section 8. Liability of Trustees and Officers. - All Trustees and officers shall serve the Society in their personal capacity, with no involvement of responsibility whatsoever of the organization, entity or body to which they may belong. Trustees and officers shall be liable at a personal level only when they fail to follow a decision of the Board of Trustees, and when they undertake or carry out relevant actions, in the judgment of the Board of Trustees, which have not been previously submitted to the consideration and approval of the Board of Trustees itself.

ARTICLE V

Officers

Section 1. General. - The officers of the Society shall consist of a President, a Vice-President, a Secretary, and a Treasurer, whose powers and duties shall be as hereinafter provided which the Board of Trustees may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Trustees.

Section 2. President. - The President shall be elected by the Board of Trustees from their own number. A Trustee can be elected President for a maximum of two (2) consecutive years. He/she shall have the following powers and duties:

- a. Preside at all meetings of the members of the Society and or the Board of Trustees and shall act as its Chairperson.
- d. Sign, endorse and deliver all checks, drafts and other negotiable instruments in the name and in behalf of the Society.
- e. Submit an annual report of the operation of the Society to the Board of Trustees at such times as the latter may request, and an annual report to the members of the Society at the annual meeting.
- f. Act as the official representative of the Society in its contracts with governmental, civic, business and professional organizations for the purpose of advancing the objective or purposes of the Society.
- g. Exercise such other powers and perform such other duties as the Board of Trustees may from time to time fix or delegate.

Section 3. Vice-President. - The Vice-President shall likewise be elected by the Board of Trustees from their own number. He/she shall be vested with the powers and authorities and be required to perform all the duties of the President during the absence of incapacity of the latter.

Section 4. Secretary. - The Secretary shall be elected by the Board of Trustees, and he/she must be a member of the Society. He/she must be a Filipino citizen and a resident of the Philippines. He/she shall have the following powers and duties:

- a. Keep full minutes of all meetings of the Board of Trustees and of the member of the Society.
- b. Give or cause to be given all notices required by law or by these By-Laws, as well as notices of all meetings of the Board of Trustees and of the members of the Society.
- c. Have in custody the seal of the Society and, when authorized by the Board of Trustees, shall affix such seal to any instrument requiring the same.
- d. He/she shall attend to all correspondences of the Society and the Board of Trustees.
- e. He/she shall take charge of all records of the Society.
- f. Coordinate the activities of all various committees that may be organized by the Board of Trustees.
- g. Submit an annual report of the activities of the Society to the Board of Trustees at such time as the latter may request and an annual report to the members of the Society at the annual meeting.
- h. Perform such other duties as may be prescribed by the Board of Trustees or by the President.

Section 5. Treasurer. - The Treasurer shall be elected by the Board of Trustees, and must be a member of the Society. He/she shall have the following powers and duties:

- b. Deposit or cause to be deposited all moneys and other valuable effects of the Society in the name and to the credit of the Society in such banks or trust companies or with such bankers or other depositories to be designated by the Board of Trustees.
- c. Render to the Board of Trustees whenever the latter so requires a report of the financial transaction of his/her office.
- f. Provide an adequate bond in such amount as may be fixed by the Board of Trustees; and
- g. Perform such other duties as may be prescribed by the Board of Trustees.

Section 6. Editor. (delete the entire provision)

Section 6. Vacancies in and delegation of officers. - If the office of the President, Vice-President, Secretary, or Treasurer shall become vacant by reason of death, resignation or otherwise, the remaining Trustees if still constituting a quorum by majority vote may choose a successor or replacement who shall hold office for the unexpired term of the predecessor/s in office.

In case of the temporary absence of any officer of the Society, or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate the powers and duties of such officer to any other officer or to any Trustee for the time being, provided that a majority of the board of Trustees may concur thereto and such delegation is not covered by any express provisions of these By-Laws.

The Board of Trustees may appoint an Assistant Secretary and/or Assistant Treasurer to help the concerned officers in their workload.

The Board of Trustees may also appoint from time to time other agents and employees of the Society as may be deemed necessary, and may authorize any officer to appoint and remove agents and employees. Each or such agents and employees shall hold office during the pleasure of the Board of Trustees of his/her superior officer subject however to any special agreement as to length of time and services.

The Board of Trustees shall from time to time prescribe the powers, duties and fix compensation of officers, agents and employees of the Society and the management of its property and affairs where such powers and duties are not prescribed by these By-Laws.

ARTICLE VI

Membership Meetings

Section 1. Place. - All meetings of the members of the Society shall be held at the principal office of the Society, unless written notices of the meetings should fix another place within Metro Manila or elsewhere in the Philippines as agreed by the majority of the Board of Trustees.

Section 2. Proxy. - Members of active status, entitled to vote may vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record at least two (2) business days prior to the opening of said meeting.

Section 4. Annual Regular Meeting. - The annual meeting of the members of the Society shall be held in Metro Manila or immediate suburbs,

B-AP  or elsewhere in the Philippines during the first Friday of December or on such time and place as the Board of Trustees may fix.

Written notice of the Annual Regular Meeting of the members shall be sent to each member at least one (1) month personally, by mail or electronically prior to the date of such meeting. Waiver of such notice may only be made in writing.

Section 5. Special Meeting. - Special Meetings of the members may be called by the President at his/her discretion, or by a majority of the Board of Trustees, or on demand by majority of the members entitled to vote.

Written notice of the Special meeting of the members shall be sent to each member at least one month (1) personally, by mail or electronically prior to the date of such meeting. Waiver of each notice may only be made in writing.

ARTICLE VII

Sundry Provisions

Section 1. Seal and Banner. - The seal and banner of the Society shall be of such form and design as adopted by the Board of Trustees.

ARTICLE VIII

Inspection of Accounts

Section 1. Inspection of Accounts. - The books, accounts and reports of the Society shall be open to any member of the Board of Trustees at all times or to any competent Auditor designated by the Board after at least one (1) month notice. Members may inspect the said books, records and accounts at such reasonable hours of every business day.

ARTICLE IX

Council of Fellows
(Delete entire provision)

ARTICLE IX

Standing Committees

Section 1. There shall be the following standing committees: Membership Committee, Ethics Committee, Publications Committee and GEOCON Committee. The Board of Trustees may from time to time form such special committees as it may deem necessary. The President shall appoint the members of all standing and special committees and shall designate the chairperson with the approval of the Board of Trustees.

Section 2. The Membership Committee shall consider all applications for membership and shall pass upon them in accordance with the provisions of these By-Laws. It shall cause the names, addresses, and positions of all applicants approved by it to be submitted to the Board of Trustees for its action. The Membership Committee shall consist of three (3) members to be appointed annually and shall include the Secretary as ex-officio voting member.

Section 3. (Ways & Means Committee - delete entire provision)

Section 3. The GEOCON Committee shall be charged with the duty of deciding upon and arranging a program of papers and discussions to be presented at the annual regular meeting of the Society and other conferences by the Society. It shall consider and accept or reject in the name of the Society papers and titles of papers submitted for presentation at conferences. The GEOCON Committee shall consist of three (3) members appointed annually and shall include the Vice-President of the Society as ex-officio voting member.

Section 4. The Ethics Committee shall be tasked to implement the provisions of Section 11 of Article III of these By-Laws. The Ethics Committee shall consist of five (5) members appointed annually and shall include the Secretary as ex-officio voting member.

Section 5. The Publications Committee shall be charged with the publication of the "Journal of the Geological Society of the Philippines" and other publications of the Society. The Editor shall head the Publications Committee and shall have the authority to solicit papers and materials for publication and shall accept or reject materials offered for publication. He/she may appoint one or more Associate Editors and other committee members as he/she may deem necessary to compose the editorial staff, subject to the approval of the Board of Trustees.

ARTICLE X

Publications

Section 2. The Board of Trustees may authorize the printing of special publications to be financed by special or general funds for the members in

good standing who are subscribers at the rate to be prescribed by the Board of Trustees.

Section 3. The proceedings of the annual meetings and papers presented at such meetings shall be published at the discretion of the Board of Trustees in such form as the Board of Trustees may decide best to meet the needs of the membership of the Society and shall be distributed at cost to Members of active status.

Section 4. The acceptance of papers by the Society for presentation at its conferences, workshops &/or seminars does not necessarily imply that such papers will be recommended for publication.

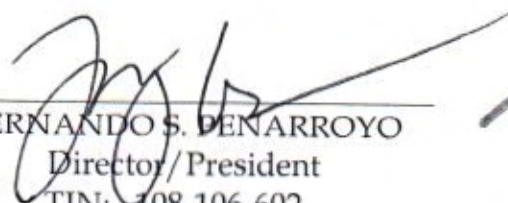
ARTICLE XI

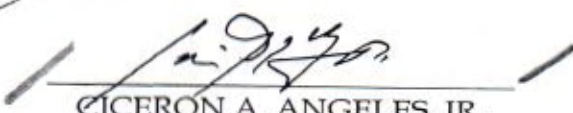
Amendments

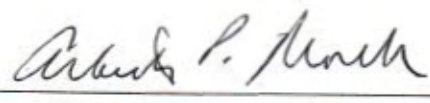
Section 1. Amendments. - These By-Laws or any part thereof may be amended, altered or repealed or a new set of By-Laws adopted by the affirmative vote of the majority of the members at a regular or special meeting duly called for the purpose.

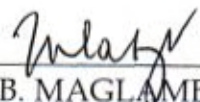
RESOLVED, FINALLY, That Management be authorized, as it is hereby authorized, to do any act and deed to implement the foregoing resolution."

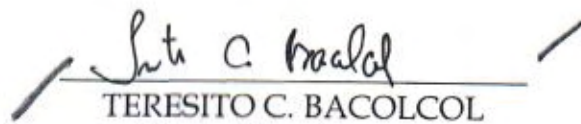
IN WITNESS WHEREOF, we have hereunto affixed our signatures this 12th day of January 2018 at Makati City, Philippines.


FERNANDO S. DENARROYO
Director/President
TIN: 108-106-602

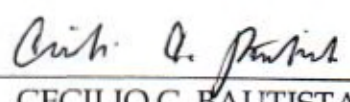

CICERON A. ANGELES, JR.
Director
TIN: 137-419-703


ALBERTO P. MORILLO
Director
TIN: 130-704-913


VICTOR B. MAGLAMBAYAN
Director
TIN: 102-376-562

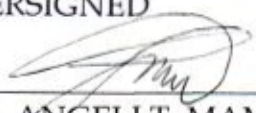

TERESITO C. BACOLCOL
Director
TIN: 196-878-704


JOEL D. MUYCO
Director
TIN: 122-548-213


CECILIO C. BAUTISTA
Director
TIN: 155-087-851

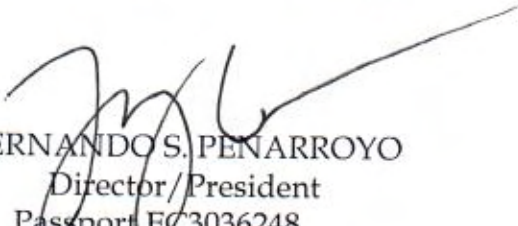

LARA ANGELI T. MAMBUAY
Director
TIN: 306-929-795

COUNTERSIGNED


LARA ANGELI T. MAMBUAY
Secretary
TIN: 306-929-795

8/9

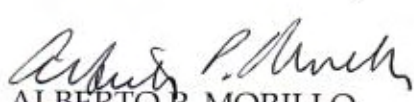
SUBSCRIBED AND SWORN TO before me, a Notary Public
in Manila City, Philippines this 18 day of August 2018, affiants
exhibiting to me their following government ID



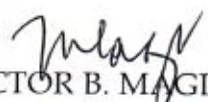
FERNANDO S. PENARROYO
Director/President
Passport EC3036248
Valid until 12-17-2019



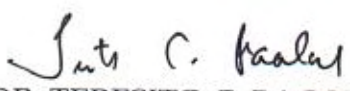
CICERON A. ANGELES, JR.
Director
Passport EC3699300
Valid until 03-16-2020



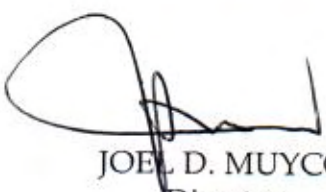
ALBERTO P. MORILLO
Director
Passport EC3262527
Valid until 10-08-2020



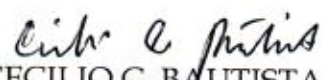
DR. VICTOR B. MAGLAMBAYAN
Director
Passport EC3937935
Valid until 04-14-2020



DR. TERESITO C. BACOLCOL
Director
Passport EC3262527
Valid until 01-25-2020



JOEL D. MUYCO
Director
Passport EC0820620
Valid until 04-10-2019



CECILIO C. BAUTISTA
Director
Passport EB8628464
Valid until 07-09-2018



LARA ANGELI T. MAMBUAY
Director / Secretary
Passport EC5076773
Valid until 08-25-2020

as competent evidence of their identity and sworn that the contents of Directors' Certificate are true to the best of their knowledge.

Doc. No. 43;
Page No. 19;
Book No. I;
Series of 2018.

NOTARY PUBLIC


SARAH JEANNE P. CARDONA
Appointed May 15, 2018
Notary Public
United States
Suite 500
City of New York
PTR No. 5-1-18
Albany, New York

**AMENDED
BY-LAWS
OF
GEOLOGICAL SOCIETY OF THE PHILIPPINES**

ARTICLE I

Name and Principal Office

Section 1. Name. - The name of the Society shall be the GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC.

Section 2. Principal Office. - The place where the principal office of the Society is to be established or located shall be in Unit 250 2nd Floor Cityland Pioneer 128, Pioneer St., Brgy. Highway Hills, Mandaluyong City.

ARTICLE II

Purposes

Section 1. Purposes. - The purpose or purposes of the Society are those set forth in the articles of incorporation, and which for ready reference, is quoted as follows:

- a. To promote the science of geology and allied earth sciences;
- b. To foster the spirit of scientific research;
- c. To disseminate knowledge concerning the geology of the Philippines and the regions immediately surrounding it; and
- d. To protect and maintain a high professional and ethical standard in the practice of geology amongst its members.

ARTICLE III

Membership

Section 1. Membership. - The membership of the Society shall be classified and defined as follows:

1. **Regular Member.** - Any person who is in possession of a valid professional license in geology issued by the Professional Regulation Commission of the Philippines ("PRC") and engaged in geological work, in teaching geology or in graduate study in geology, may be admitted as a regular

member. A regular member of active status has the right to vote and be voted upon as a member of the Board of Trustees or Officer of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

A member is deemed to be of active status when he or she pays on time the annual fees and any other assessments, if warranted to the Society. (as amended by the Board of Directors and the members of the Society on 10 December 2004)

2. Associate Member. - Any person who has completed and had been granted a degree of Bachelor of Science in Geology or allied course by a recognized educational institution may be admitted as an associate member. He/she is not allowed to vote and be voted upon as a member of the Board of Trustees but may serve as Secretary/Assistant Secretary or Treasurer/Assistant Treasurer of the Society and head or be a member of any committee upon nomination and election by the Board of Trustees. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

3. Patron. - Any person natural or juridical, who subscribes to the aims and purposes of the Society and who agrees to be bound by the rules and regulations of the Society and who will pay Pesos Five Hundred Thousand (P500,000.00) or more for the welfare of the Society, may be admitted as a patron. A person or its representative has no right to vote nor be voted upon as an officer of the Society (as amended by the Board of Directors and the members of the Society on 10 December 2004)

4. Student Member. - Any person who is either a third or fourth year student in any school, college or university duly recognized by the government and who has completed at least eight (8) units of geology, may be admitted as a student member. A student member has no right to vote nor to be voted upon as an officer of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

5. Honorary Member. - Any person who, in one way or the other, has contributed his distinguished and invaluable service to the cause of geology or related sciences or in the furtherance of the objectives of the Society may be admitted as an honorary member. He/she may participate in the deliberation and discussion in the Society but he/she cannot vote nor be voted upon as an officer of the Society unless he/she is also a regular or life member. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

6. Life Member. - Any person who has been a regular member for at least ten (10) years and of active status may, upon payment of twenty (20) times the annual dues, be classified and admitted as a Life member. Thereafter, he/she shall not be required to pay annual dues. A life member has the right to vote and be voted upon as an officer of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 2. Application. - Any person, having the necessary qualifications and desiring to apply for membership, shall ask for an application form from the Secretary of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 3. Admission of Members. - The duly accomplished form shall be submitted to the Secretary of the Society for transmittal to the membership committee for screening. No screening shall be required for any applicant who applies as a regular member if he/she has passed the PRC licensure examination in the same year as his/her date of application. For other types of members, the membership committee shall, within ten (10) days from receipt of the application, submit its recommendation to the Board of Trustees. The decision of the majority of the members of the Board of Trustees shall be necessary to approve or disapprove an application. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 4. Membership Fee. - Every member in accordance with his/her classification shall pay a membership fee that shall be fixed by the Board of Trustees of the Society payable within ten (10) days from actual receipt of the notice of the Secretary of the Society. No such notice shall be required for an applicant who has passed his/her PRC licensure examination within the same year as his/her date of application as long as he/she pays a membership fee prior to being sworn in as a regular member of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 5. Annual Fees. - Every member in accordance with his/her classification shall pay an annual fee that shall be fixed by the Board of Trustees of the Society payable within the first month of each calendar year. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 6. Contributions and Donations. - Other sources of funds of the Society shall come from contributions and/or donations to be given by the members of the Society and from any other person, natural or juridical, who believes in the purposes of the Society.

Section 7. Any member may resign from the Society at any time. Such resignation shall be in writing and shall be submitted to and approved by the Board of Trustees subject to the payment of all outstanding dues and obligations of the resigning member. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 8. Any member who has been delinquent in the payment of dues for one year shall not be entitled to vote, be voted upon as a member of the Board of Trustees or Officer of the Society, or receive the publication of the Society. Any member who has been delinquent in the payment of dues for two years shall be dropped from the Society. The Secretary shall notify in writing the delinquent member of his/her dropping from the Society's roll of members. The time of payment of delinquent dues for either one or two years may be extended by unanimous vote of the Board of Trustees. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 9. Any member who resigns or is dropped or suspended under the provisions of Section 7 and Section 8 of this Article ceases to have any right in the Society and ceases to incur further indebtedness to the Society.

Section 10. Any person who has ceased to be a member under Section 7 or Section 8 of this article may be reinstated by unanimous vote of the Board of Trustees subject to the payment of any outstanding dues and obligations which were incurred, prior to the date when he/she ceased to be a member of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 11. Any member who after being granted a hearing by the Ethics Committee, and shall be found guilty of a violation of the established principles of professional ethics of this Society ("Code of Ethics"), obligation in the By-Laws or any other codes of the Society or found guilty of having made false or misleading statements in his/her application for membership in the Society may be suspended or expelled from the Society by unanimous vote of the Board of Trustees. The decision of the Board of Trustees in all matters pertaining to the interpretation and execution of the provisions of this Section shall be final. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

A complaints procedure dealing with complaints against a member of the Society with respect to the abovementioned possible breaches shall be crafted by the Ethics Committee and approved by the Board of Trustees for implementation. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

ARTICLE IV

Board of Trustees

Section 1. Administration, Election and Vacancy. - The government of the affairs of the Society shall be vested on, and properly administered by, a Board of Nine (9) Trustees, all of whom shall be elected by the majority vote of all the members entitled to vote, for a term of three (3) years or until their successors are duly elected and have qualified. At the commencement of this revised system of tenure, the first three (3) Trustees garnering the three (3) highest number of votes shall have a term of three (3) years, the next three (3) Trustees having lesser votes shall have a term of two (2) years and lastly, the three (3) Trustees having the lowest number of votes shall have a term of one (1) year. In the succeeding years, only three (3) Trustees having a tenure of three (3) years shall be elected to replace the three (3) Trustees whose terms have expired. Nomination of candidates for Trustees shall be accepted by the Committee on Elections beginning the 2nd week of September. Voting and canvassing will be held during the annual regular meeting of the Society. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 2. Committee on Elections. - A Committee on Elections, to be composed of three members and appointed by the Board of Trustees, shall supervise the conduct of the elections and proclaim the elected Trustees. All rulings of the committee shall be final. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

The candidates garnering the highest number of votes cast shall be proclaimed elected as stated in Section 1 of this Article. A tie, however, if any, shall be resolved by the Committee on Elections in a manner they so desire. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

The duly elected Trustees shall be inducted as soon as practicable after their proclamation and shall assume office immediately after induction. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Any vacancy except in the Board of Trustees occurring between annual elections of the Board of Trustees shall be filled by the majority vote of the remaining Trustees, at a meeting specially called for the purpose provided that a quorum is present at such meeting. The Trustee/s so chosen shall come from the nominees of the previous election wherein the first choice will be the nominee who garnered the next highest votes from the current Trustees and willing to serve only for the unexpired term of his/her/their predecessor/s in office. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 3. Quorum. - The Trustees shall act only as a Board and the individual Trustee shall have no power as such. A majority of the Trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled shall be valid as a corporate act. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 4. Meetings. - The Board of Trustees shall hold an organizational meeting with no required notice, immediately after their election. Thereafter, the Board of Trustees shall hold regular meetings on the second Thursday of every Month, at 5:30 P.M. at the office of the Society or at such particular day, hour and place as the Board of Trustees may fix or designate. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

If a Trustee cannot physically be present at a meeting, he/she shall be considered present if the meeting can be conducted electronically via telephone, video conference or other similar arrangement. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Special meetings of the Board of Trustees may be called by the President or a majority of the Board of Trustees upon proper notice to each Trustee, either personally in writing or electronically. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 5. Removal. - Trustee/s of the Society may be removed from office by a vote of two-thirds (2/3) of all the members entitled to vote in accordance with the provisions of the Corporation Code of the Philippines, as amended. (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

Section 6. Specific Powers. - Without prejudice to the general powers conferred by the preceding section and powers conferred by the Philippine Laws and elsewhere in these By-Laws, it is hereby expressly declared that the Board of Trustees shall have the following specific powers: (as amended by the Board of Directors on and the members of the Society on 28 September 2017 & 14 December 2017)

- a. From time to time, to make and change rules and regulations consistent with these By-Laws for the management of the Society's affairs and business.
- b. To purchase or otherwise acquire for the Society any property, rights or privilege which the Society is authorized to acquire, at such price, terms and conditions or for such considerations as they shall see fit.

- c. At their discretion, to pay for any property or rights acquired by the Society, either wholly or partially, in money or other negotiable instruments.
- d. From time to time, to delegate any of the powers of the Board of Trustees which could be lawfully delegated in the course of the current business of the Society to any standing or Special Committee or to any officer, and to appoint any person to be agents of the Society conferring them with such powers (including the power to sub-delegate) and upon such terms as may be deemed fit. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 7. Compensation. - Trustees as such, shall not receive any salary or compensation for their service, provided that nothing herein contained shall be construed to preclude any Trustee from serving the Society in any other capacity and receiving compensation therefor. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 8. Liability of Trustees and Officers. - All Trustees and officers shall serve the Society in their personal capacity, with no involvement of responsibility whatsoever of the organization, entity or body to which they may belong. Trustees and officers shall be liable at a personal level only when they fail to follow a decision of the Board of Trustees, and when they undertake or carry out relevant actions, in the judgment of the Board of Trustees, which have not been previously submitted to the consideration and approval of the Board of Trustees itself. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

ARTICLE V

Officers

Section 1. General. - The officers of the Society shall consist of a President, a Vice-President, a Secretary, and a Treasurer, whose powers and duties shall be as hereinafter provided which the Board of Trustees may fix in conformity with the provisions of these By-Laws. All officers shall be elected to their offices by a majority vote of the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 2. President. - The President shall be elected by the Board of Trustees from their own number. A Trustee can be elected President for a maximum of two (2) consecutive years. He/she shall have the following powers and duties: (As amended by the Board of Directors and the members of the Society on 14 December 2017)

- a. Preside at all meetings of the members of the Society and or the Board of Trustees and shall act as its Chairperson. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- b. Exercise general supervision over the affairs and all officers of the Society.
- c. Execute on behalf of the Society all contracts and agreements which the Society may enter into.
- d. Sign, endorse and deliver all checks, drafts and other negotiable instruments in the name and in behalf of the Society. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- e. Submit an annual report of the operation of the Society to the Board of Trustees at such times as the latter may request, and an annual report to the members of the Society at the annual meeting. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- f. Act as the official representative of the Society in its contracts with governmental, civic, business and professional organizations for the purpose of advancing the objective or purposes of the Society. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- g. Exercise such other powers and perform such other duties as the Board of Trustees may from time to time fix or delegate. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 3. Vice-President. - The Vice-President shall likewise be elected by the Board of Trustees from their own number. He/she shall be vested with the powers and authorities and be required to perform all the duties of the President during the absence or incapacity of the latter. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 4. Secretary. - The Secretary shall be elected by the Board of Trustees, and he/she must be a member of the Society. He/she must be a Filipino citizen and a resident of the Philippines. He/she shall have the following powers and duties: (as amended by the Board of Directors and the members of the Society on 14 December 2017)

- a. Keep full minutes of all meetings of the Board of Trustees and of the member of the Society. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- b. Give or cause to be given all notices required by law or by these By-Laws, as well as notices of all meetings of the Board of Trustees and of the members of the Society. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- c. Have in custody the seal of the Society and, when authorized by the Board of Trustees, shall affix such seal to any instrument requiring the same. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- d. He/she shall attend to all correspondences of the Society and the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- e. He/she shall take charge of all records of the Society. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- f. Coordinate the activities of all various committees that may be organized by the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- g. Submit an annual report of the activities of the Society to the Board of Trustees at such time as the latter may request and an annual report to the members of the Society at the annual meeting. (as amended by the Board of Directors and the members of the Society on 14 December 2017)
- h. Perform such other duties as may be prescribed by the Board of Trustees or by the President. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 5. Treasurer. - The Treasurer shall be elected by the Board of Trustees, and must be a member of the Society. He/she shall have the following powers and duties: (as amended by the Board of Directors and the members of the Society on 14 December 2017)

- a. Have charge of the funds, receipts and disbursements of the Society.
- b. Deposit or cause to be deposited all moneys and other valuable effects of the Society in the name and to the credit of the Society in such banks or trust companies of with such bankers or other

depositories to be designated by the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

- c. Render to the Board of Trustees whenever the latter so requires a report of the financial transaction of his/her office. (as amended by the Board of Directors and the Members of the Society on 14 December 2017)
- d. Keep correct and complete books of account of all the business and transactions of the Society.
- e. Countersign all checks or drafts and other instruments signed by the President.
- f. Provide an adequate bond in such amount as may be fixed by the Board of Trustees; and (as amended by the Board of Directors and the Members of the Society on 14 December 2017)
- g. Perform such other duties as may be prescribed by the Board of Trustees. (as amended by the Board of Directors and the Members of the Society on 14 December 2017)

Section 6. Vacancies in and delegation of officers. - If the office of the President, Vice-President, Secretary, or Treasurer shall become vacant by reason of death, resignation or otherwise, the remaining Trustees if still constituting a quorum by majority vote may choose a successor or replacement who shall hold office for the unexpired term of the predecessor/s in office. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

In case of the temporary absence of any officer of the Society, or for any other reason that the Board of Trustees may deem sufficient, the Board of Trustees may delegate the powers and duties of such officer to any other officer or to any Trustee for the time being, provided that a majority of the board of Trustees may concur thereto and such delegation is not covered by any express provisions of these By-Laws. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

The Board of Trustees may appoint an Assistant Secretary and/or Assistant Treasurer to help the concerned officers in their workload. (as amended by the Board of Directors and the members of the Society on 10 December 2004 & 14 December 2017)

The Board of Trustees may also appoint from time to time other agents and employees of the Society as may be deemed necessary, and may authorize any officer to appoint and remove agents and employees. Each or such agents and employees shall hold office during the pleasure of the Board of Trustees of

his/her superior officer subject however to any special agreement as to length of time and services. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

The Board of Trustees shall from time to time prescribe the powers, duties and fix compensation of officers, agents and employees of the Society and the management of its property and affairs where such powers and duties are not prescribed by these By-Laws. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

ARTICLE VI

Membership Meetings

Section 1. Place. - All meetings of the members of the Society shall be held at the principal office of the Society, unless written notices of the meetings should fix another place within Metro Manila or elsewhere in the Philippines as agreed by the majority of the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 10 December 2004 & 14 December 2017)

Section 2. Proxy. - Members of active status, entitled to vote may vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record at least two (2) business days prior to the opening of said meeting. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 3. Quorum. - The majority of the members entitled to vote shall constitute a quorum for the transaction of the business of the Society and every decision of the majority of the quorum shall be valid as a corporate act. Save and except in those cases where the Corporation Code of the Philippines requires the affirmative vote of a greater proportion.

Section 4. Annual Regular Meeting. - The annual meeting of the members of the Society shall be held in Metro Manila or immediate suburbs, or elsewhere in the Philippines during the first Friday of December or on such time and place as the Board of Trustees may fix. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Written notice of the Annual Regular Meeting of the members shall be sent to each member at least one (1) month personally, by mail or electronically prior to the date of such meeting. Waiver of such notice may only be made in writing. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 5. Special Meeting. - Special Meetings of the members may be called by the President at his/her discretion, or by a majority of the Board

ARTICLE IX

Standing Committees

Section 1. There shall be the following standing committees: Membership Committee, Ethics Committee, Publications Committee and GEOCON Committee. The Board of Trustees may from time to time form such special committees as it may deem necessary. The President shall appoint the members of all standing and special committees and shall designate the chairperson with the approval of the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 2. The Membership Committee shall consider all applications for membership and shall pass upon them in accordance with the provisions of these By-Laws. It shall cause the names, addresses, and positions of all applicants approved by it to be submitted to the Board of Trustees for its action. The Membership Committee shall consist of three (3) members to be appointed annually and shall include the Secretary as ex-officio voting member. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 3. The GEOCON Committee shall be charged with the duty of deciding upon and arranging a program of papers and discussions to be presented at the annual regular meeting of the Society and other conferences by the Society. It shall consider and accept or reject in the name of the Society papers and titles of papers submitted for presentation at conferences. The GEOCON Committee shall consist of three (3) members appointed annually and shall include the Vice-President of the Society as ex-officio voting member. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 4. The Ethics Committee shall be tasked to implement the provisions of Section 11 of Article III of these By-Laws. The Ethics Committee shall consist of five (5) members appointed annually and shall include the Secretary as ex-officio voting member. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 5. The Publications Committee shall be charged with the publication of the "Journal of the Geological Society of the Philippines" and other publications of the Society. The Editor shall head the Publications Committee and shall have the authority to solicit papers and materials for publication and shall accept or reject materials offered for publication. He/she may appoint one or more Associate Editors and other committee members as he/she may deem necessary to compose the editorial staff, subject to the approval of the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

ARTICLE X

Publications

Section 1. The official journal of the Society shall be the "Journal of the Geological Society of the Philippines". (as amended by the Board of Directors and the members of the Society on 10 December 2004)

Section 2. The Board of Trustees may authorize the printing of special publications to be financed by special or general funds for the members in good standing who are subscribers at the rate to be prescribed by the Board of Trustees. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 3. The proceedings of the annual meetings and papers presented at such meetings shall be published at the discretion of the Board of Trustees in such form as the Board of Trustees may decide best to meet the needs of the membership of the Society and shall be distributed at cost to Members of active status. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Section 4. The acceptance of papers by the Society for presentation at its conferences, workshops &/or seminars does not necessarily imply that such papers will be recommended for publication. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

ARTICLE XI

Amendments

Section 1. Amendments. - These By-Laws or any part thereof may be amended, altered or repealed or a new set of By-Laws adopted by the affirmative vote of the majority of the members at a regular or special meeting and by the affirmative vote of the majority of Board of Trustees duly called for the purpose. (as amended by the Board of Directors and the members of the Society on 14 December 2017)

Adopted this 16th day of November, 1966, by the affirmative vote of the majority of the members of the Society at a members meeting held at Manila, Philippines.

CESAR B. IBANEZ

ELPIDIO C. VERA

ELISEO B. KINTANAR

JOSE F. VERGARA

FELIPE U. FRANCISCO

GENEROSO R. OCA

PACITA P. ANDAL

FROILAN C. GERVASIO

FERNANDO B. ESGUERRA

ROBERTO R. GREY

DIRECTORS' CERTIFICATE

We the undersigned, majority of the members of the Board of Directors and Secretary of the Geological Society of the Philippines, Inc. hereby certify that the attached By-Laws is a true and exact By-Laws of the Geological Society of the Philippines, Inc. as adopted and approved by majority of the members of the corporation at a meeting held on November 16, 1966, at the principal office of the corporation.

IN WITNESS WHEREOF, we hereunto affixed our hand this 18th day of November 1966, at Manila, Philippines.

CESAR B. IBANEZ
Director

FERNANDO B. ESGUERRA
Director

PACITA P. ANDAL
Director

GENEROSO R. OCA
Director

FROILAN G. GERVASIO
Director

COUNTERSIGNED:

FELIPE U. FRANCISCO
Secretary

THE REPUBLIC OF THE PHILIPPINES
MAKATI CITY

}
}S.S.

SECRETARY'S CERTIFICATE

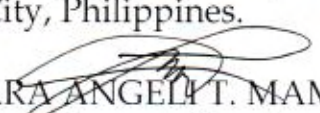
I, LARA ANGELI T. MAMBUAY, of legal age, Filipino citizen, single, a resident of 401 G. De Borja Street, Aguho, Pateros, after being sworn to in accordance with law, hereby depose and state that:

1. I am the duly elected and qualified Corporate Secretary of GEOLOGICAL SOCIETY OF THE PHILIPPINES, INC. ("GSP"), a corporation duly organized and existing under the laws of the Republic of the Philippines, with principal office address at Unit 250 2nd Floor Cityland Pioneer, 128 Pioneer St., Brgy. Highway Hills, Mandaluyong City.

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officers of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

IN WITNESS WHEREOF, I hereunto affix my signature this

JAN 18 2018 day of _____, in Makati City, Philippines.


LARA ANGELI T. MAMBUAY
Corporate Secretary

SUBSCRIBED AND SWORN TO before me, a Notary Public in Makati City, Philippines this JAN 18 2018 day of _____ 2018, affiant exhibiting to me her Passport No. EC5076773 issued on 26 August 2015 at DFA NCR East as competent evidence of her identity and sworn the contents of Secretary Certificate are true to the best of affiant's knowledge.

Doc. No. 94;
Page No. 19;
Book No. I;
Series of 2018.

NOTARY PUBLIC


SARA D. CARDONA
Appointment No. M-489
Notary Public
Unit 250, 2nd Floor
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Salcedo Village, Makati City
PTR No. 591341 - U1-007217 - Makati City
Attorney's Reg. No. 02130