

**AMENDED BY-LAWS OF THE
PHILIPPINE TOUR OPERATORS' ASSOCIATION, INC.**

PREAMBLE

We, in order to attain the highest possible standard of services for
The travelers from all parts of the world and the Philippines, and to ensure for themselves
And their posterity the blessings of tourism, do hereby adopt the following By-Laws and
Purposes: (as amended on September 19, 2002)

ARTICLE I

PURPOSE

The purposes of this Association are:

- a. to unite and promote closer relations among tour operators and enhance the common interest and welfare of its members;
- b. To foster harmonious and mutually beneficial business relationship among tour Operators and other sectors in the tourism industry;
- c. to encourage professionalism and to promote adherence to high level of ethical Standards in the conduct of business by all its members;
- d. to organize and implement various activities for the advancement and welfare of those engaged in tourism activities, both on the supplier and consumer sectors, such as but not limited to: legislation, education, seminars and trainings, conventions, trade exhibitions, participation in activities of non-governmental organizations, and similar trade-related activities; (as amended on September 19, 2002)
- e. to promote and develop domestic tourism for the Filipinos and Foreign communities residing in the Philippines; (as amended on September 19, 2002)
- f. to liaise with the different government offices and agencies on matters affecting the tourism industry in the Philippines.

ARTICLE II

NAME AND DOMICILE

SECTION 1: Known as the PHILIPPINE TOUR OPERATORS ASSOCIATION, INC. (PHILTOA)

SECTION 2: Principal office of the Association shall be in Metro Manila, Republic of the Philippines. The Association may establish offices in any city or region in the Philippine or elsewhere as shall be determined by the Board of Trustees. (As amended on September 19, 2002)

ARTICLE III

MEMBERSHIP

- SECTION 1: Categories of membership, namely: **Regular and Allied, Affiliate and Corporate Partners** (as amended on 10 April 2013)
- SECTION 2: REGULAR MEMBERS – Tour operators duly licensed by the Concerned government agencies engaged in the business of booking, handling, and assisting in all business and leisure tourism activities within the Philippines. (As amended on September 19, 2002)
- SECTION 3: ALLIED MEMBERS – **other tourism related entities duly licensed by the government agency pertinent to their operations such as but not limited to Hotels, resorts, inns, handicraft shops, restaurants, entertainment complex, tourist transport operators, airline companies, shipping companies, convention and exhibition organizers, tour guides associations and etc.** (As amended on 10 April 2013)
- SECTION 4:** **CORPORATE PARTNERS – Corporations/Entities registered with the Securities and Exchange Commission or Department of Trade and Industry whose operation may or may not be directly related to tourism activities, whose activities and services promote the interests and objectives of PHILTOA.** (as amended on 10 April 2013)
- SECTION 5:** **AFFILIATE – Associations, organizations, or cooperatives duly registered with the pertinent governing body whose purpose are directly or indirectly related to the promotion, marketing and operation of tourism related enterprises, whose activities and services promote the interest and objectives of PHILTOA.** (as amended on 10 April 2013)
- SECTION 6:** ADMISSION - Membership applications will be entertained upon endorsement of two members in good standing and shall be screened by the membership committee and submitted for approval to the Board of Trustees. (As amended on September 19, 2002)
- SECTION 7:** COMPANY REPRESENTATION - member shall exercise the rights and prerogatives of membership through its official representative or alternate representative. (As amended on September 19, 2002)
- SECTION 8:** LOSS OF MEMBERSHIP – Membership may be lost by:
8.1. Voluntary resignation;
8.2. Expulsion by two thirds (2/3) vote of the Board of Trustees after due **process of any of the following causes:**
8.2.a. Non payment of annual membership dues.
8.2.b. Gross unethical or immoral conduct inimical to the objectives or interest of the Association, (as amended on 10 April 2013)

Including violation of the Association's code of conduct and ethics duly adopted by the Board of Trustees

8.2. c. Culpable violation of the constitution and By-Laws of the Association;

8.2.d. Cancellation or non-renewal of license by the government licensing body. (As amended on September 19, 2002)

ARTICLE IV

ELECTION OF TRUSTEES

- SECTION 1: **The regular members shall elect from among themselves six (6) Regular Trustees and the Allied Members shall elect from among themselves three (3) Allied Trustees i.e one from transportation, one from accommodation and one from any other tourism-related service sector, who shall be persons of good character and standing in the community. Election of Trustees shall be held every 2nd Wednesday of November every other year.** (as amended on 10 April 2013)
- SECTION 2: A Committee on Election (COMELEC) shall be appointed by the President composed of Two (2) from the Regular Members and one (1) member from the Allied Members with the approval of the Board of Trustees at least four (4) weeks prior to the election date from among members who will not be candidates. At least (4) four weeks prior to election, the COMELEC shall publish and distribute the rules of election together with nomination forms and list of qualified candidates. Last day of submission of nomination is three (3) weeks prior to election date and acceptance of nomination should be two (2) weeks before the election date. COMELEC shall publish the official list of candidates ten (10) days before the election date. Nomination from the floor shall not be entertained. (As amended on September 19, 2002)
- SECTION 3: Voting for the election of Trustees or Officers shall be by Official Representative, Alternate Representative or authorized representative of the member in good standing as officially certified by the Secretary General. No proxy vote shall be entertained but shall be counted only for purposes of determining quorum. To be voted upon, candidate should be physically present on Election Day. (As amended on September 19, 2002)
- SECTION 4: The election for the Board of Trustees shall be by secret ballot.
- SECTION 5: **The term of office of the Board of Trustees shall be for two years, commencing on the first working day of January immediately following their election and until their successors shall have been elected and qualified.** (as amended on 10 April 2013)

ARTICLE V

BOARD OF TRUSTEES

- SECTION 1: COMPOSITION – The governing body of the Association shall be the Board of Trustees, which shall be composed of nine (9) members elected every two (2) years – six (6) official representatives from the Regular members and three (3) official representatives from the Allied Members i.e. one from transportation, one from accommodation and one from any other tourism-related service sector. The immediate past President shall serve as an ex-officio member of the Board during the term without voting privileges. After the election, the newly elected Board of Trustees shall convene immediately and elect among themselves the officers of the association who shall serve for one (1) or two (2) years. On the 10th month of the first year in the term of office, the Board can extend the term of the elected officers of the Board or the reshuffling of officers by a vote of the simple majority of the Board. The new or retained set of officers will serve the remaining last year of their term. (As amended on November 25, 2009)
- SECTION 2: DUTIES AND RESPONSIBILITIES – The Board of Trustees is charged with the responsibility of accomplishing the purposes and objectives of the Association. It shall manage and control all activities and properties of the Association and exercise all the corporate powers inherent thereto. Without limiting the generality of the foregoing, The Board of Trustees, by majority vote, shall have the authority to adopt and, from time to time, amend or revise the code of conduct and ethics of the association. (As amended on September 19, 2002)
- SECTION 3: QUORUM – on matters affecting regular members, the quorum should consist the majority of Trustees. Every decision of a majority of the quorum duly assembled, as a board shall be valid as an official act of the Association. (As amended on September 19, 2002)
- SECTION 4: VACANCY - In case of vacancy in the Board of Trustees, except removal or expiration of term, the candidate who obtained the next highest number of votes in the last election shall be designated by the Board of Trustees to fill the vacancy. However, If the person so designated or turns down the designation, the candidate who obtained the next higher vote and so forth shall be designated. In the absence of any qualified candidates, the Board of Trustees constituting a quorum by a majority vote shall fill the vacancy from the members for the unexpired term of office. (As amended on September 19, 2002)
- SECTION 5: GROUNDS FOR REMOVAL FROM OFFICE
- 5.1 Insubordination.
 - 5.2 Failure to attend three (3) consecutive meetings
 - 5.3 Loss of membership
 - 5.4 Resignation (as amended on September 19, 2002)
 - 5.5 Conviction of a crime.** (as amended on 10 April 2013)

ARTICLE VI

EXECUTIVE OFFICERS

- SECTION 1:** There shall be:
President – Regular member only
1st VP for Administration – Regular members only
2nd VP for Membership – Regular members only
Secretary General – Regular members only
Treasurer – Regular members only
Auditor – Regular or Allied members
Trade Relations Officer – Regular or Allied members
Trustee – Regular or Allied members
Trustee – Regular or Allied members
They shall serve office for one year until their successors are duly elected and qualified unless sooner removed for cause. (As amended on September 19, 2002)
- SECTION 2:** The officers shall be elected by the Board of Trustees from among themselves. The Trustees representing the Allied membership shall not be qualified to be elected for the position of President, 1st, or 2nd Vice President, Secretary General, Asst. Secretary General, Treasurer, Asst. Treasurer. (As amended on September 19, 2002)
- SECTION 3:** SUCCESSION -In case of resignation, temporary absence or permanent disability or death of the President, the 1st Vice President shall automatically assume the position of the President. (As amended on September 19, 2002)
- SECTION 4:** THE PRESIDENT shall:
1. Preside at meetings of the Association and of the Board of Trustees;
 2. Appoint, with the concurrence of the Board of Trustees, committees and shall be an ex-officio member of all committees;
 3. Exercise general supervision over the organization's activities and make an actual report to the members during the annual general membership meeting; Sign all contracts approved by the Board of Trustees, correspondence and other documents on behalf of the Association;
 4. Represent the Association before public, government entities, allied industries, and trade bodies here and abroad, or designate an alternate as the case may be;
 5. Appoint with the concurrence of the Board of Trustees, such other officers and employees as may be deemed proper from time to time; and
 6. Generally, perform such other duties h the Board of Trustees may assign to him/her.
- SECTION 5:** 1st VICE PRESIDENT FOR ADMINISTRATION – The 1st Vice President for Administration shall take the place of the President in case of absence, death or incapacity of the latter and perform such other duties as the Board of Trustees may from time to time assign to him/her.

The 1st Vice President in case of death, incapacity, and absence of the latter to perform his/her office an election will be held among the Board of Trustees to replace the vacant position. (As amended on September 19, 2002)

SECTION 6: 2nd VICE PRESIDENT for membership – The 2nd Vice President will perform such other duties as the Board of Trustees may assign to her/him. The 2nd Vice President in case of death, incapacity, and absence of the latter to perform his/her office an election will be held among the Board of trustee to replace the vacant position. (As amended on September 19, 2002)

SECTION 7: SECRETARY GENERAL (who is a citizen and resident of the Philippines) – His/her duties are:

1. To prepare the minutes of the Association, its Board of Trustees and Committees;
2. To circularize among the members all important policies; resolution and projects adopted by the Board of Directors as well as other matters of general interest;
3. To be the Custodian of all the records of the Association;
4. To submit annual reportorial requirements to the Securities and Exchange Commission;
5. To keep up to date membership roster;(as amended on September 19, 2002)

SECTION 8: TREASURER duties are:

1. To take custody of all funds of the Association and to disburse them in accordance with the directives of the President and/or Board of Trustees;
2. To supervise the collection of all dues, charges and assessments as well as all the other accounts payable to the Association;
3. To keep books of account, receipts and vouchers;
4. To submit to the members, through the Board of Trustees, a quarterly statement of income and expenses; and
5. To submit for approval of the Board of trustees an annual budget of income and expenses for the ensuing years.

SECTION 9: AUDITOR- His/her primary job is to continually review the established systems of internal control, as well as the records, books of accounts, related to accounting document, contract, minutes of Board of Trustees meetings, in order to be able to help express an opinion about the adequacy and truth of the association's financial statements as a whole. In recognition of the necessity of the independence of the internal auditing function, may take matter on major significance directly to the President.

SECTION 10: TRADE RELATIONS OFFICER – shall devote his/her best effort to maintain a good image of the Association not only before the general public but with the allied industries and among the general membership as well. He/she shall assist in promoting good relations with the mass media, government and civic circles.

SECTION 11: THE SECRETARIAT – The Board of Trustees may retain the services of a secretariat who need not be a member of the Board who shall handle the administrative functions, implement the projects, make studies and proposals and in general, take administrative charge of the projects and activities of the Association. The Secretariat shall be answerable to the Board of Trustees. (As amended on September 19, 2002)

SECTION 12: TURN OVER OF RECORDS – All officers and members of the Board shall turn over all records otherwise, it may be cause for a Disqualification to be a candidate for the next term. (As amended on September 19, 2002)

ARTICLE VII

MEETINGS

SECTION 1: **ANNUAL MEETING of all members shall be held every 2nd Wednesday of November at the principal office of the Association or such other places in the Philippines as may be fixed by the Board of Trustees or by the President provided that notice is given to the general membership fifteen (15) days prior to the annual meeting.** (As amended on 10 April 2013)

SECTION 2: SPECIAL MEETING special meetings of all members may be called by the President or order of two thirds (2/3) of the members of the Trustees or a simple majority of the general membership at a place specified by the President of the Board.

ARTICLE VIII

DUTIES AND ASSESSMENTS

SECTION 1: ENTRANCE FEE There shall be a membership entrance fee payable upon approval of the membership application, the amount of which shall be determined by the Board of Trustees from time to time.

SECTION 2: MEMBERSHIP FEE FOR REGULAR MEMBERS – There shall be an annual membership fee for allied members which shall be paid on

or before the annual general meeting, the amount of which shall be determined by the Board of Trustees from time to time. (No section 3)

ARTICLE IX

COMMITTEES

SECTION 1: COMMITTEE SYSTEM – To facilitate the achievement of purposes of the Association, standing Committees are hereby established. The Board

of Trustees shall determine the committee needed their respective areas of activities and membership.

SECTION 2: COMMITTEE OFFICERS – Each committee shall be headed by a Chairman who shall be appointed by the President and confirmed by the Board. It shall have a Vice Chairman and such other officers as the committee may determine.

SECTION 3: COMMITTEE MEMBERSHIP – Membership of the committee shall be appointed by the Chairman or Vice-chairman of its respective Committee. The President and Secretary General will be the ex-officio of all committees but without voting power. (As amended on September 19, 2002)

SECTION 4: PROHIBITION ON COMMITTEE – No committee shall in anyway bind the Association as a whole without the approval of the Board.

SECTION 5: STANDING COMMITTEES – The Association shall have the following pertinent committees:

1. Membership – The committee on Membership shall screen all application for membership and initiative activities designed to increase membership to both the Regular and Allied Members.
2. Ways and Means – The committee on Ways and Means shall plan and initiate means of improving the general financial condition of the organization. It shall recommend and implement a yearly budget special assessment and fund drives whenever necessary. The Treasurer shall be the chairman of the committee.
3. Program and Fellowship – The committee on Program and Fellowship shall carry out a well-planned program of meetings and activities designed to promote professional development, discuss projects and resolve problems and in general enhance the fellowship among the members.
4. Public Relations – This committee shall be directly under the Trade Relation Officer and shall build the favorable image of the Association with the view to giving identity and recognition through the mass media it shall be charged with the periodic publication of the Association.
5. Government Relations – This committee shall also be under the Trade Relation Officer and shall undertake the promotion of good relations and liaison with the government entities with a view to carrying out in behalf of the membership the smooth operation of the tours and for the allied businesses. It shall initiate meetings with the said officials of said entities to foresee and resolve problems. Product Development Committee – This committee shall, in collaboration with the General membership, source and identify potential new products and destinations of interest to general tourism: and determine ways and means to develop and package these. It shall organize familiarization tours to the new destinations and/or new products, as when necessary.

- SECTION 6: PROGRAM OF ACTIVITIES – Each committee shall submit a yearlong program of action to the Board of Trustees for approval.
- SECTION 7: AD HOC COMMITTEE – From time to time, committee shall be formed by the President to assist him in the discharge of his function.
- SECTION 8: MEMBERSHIP much as possible, the composition of the committee shall be drawn from the general membership to widen participation and involvement.

ARTICLE X

INSPECTION OF ACCOUNTS - The books, accounts and financial records Of the Association shall be available for inspection by any member of the Association at the principal office of the Association at anytime during the office Hours. The financial records of the Association shall be subject to annual audit by an appointed external auditor to be appointed by the Board of Trustees.

ARTICLE XI

CALENDAR YEAR - The Association shall operate on the basis of the calendar year.

ARTICLE XII

CORPORATE SEAL - The Corporate Seal of the Association shall be the word PHILTOA.

ARTICLE XIII

AMENDMENTS

- SECTION 1: PROCEDURES – This By-Laws maybe amended by a vote of a simple majority of the membership and majority of the Board, present and voting at the general meeting at the instance of the Board of Trustees, provided that all members shall be notified and provided with a copy of the amendments not less than ten (10) days in advance of the proposed action. (As amended on March 6, 1992)
- SECTION 2: EFFECTIVITY Amendments shall take effect upon the approval by the Securities and Exchange Commission.

-- End --