

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

PREAMBLE

We, in order to attain the highest possible standards of services for 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 travel agencies and tour operators, and enhance the common interest and welfare of its members; (As amended on January 5, 2019 and November 8, 2023)
- b. To foster harmonious and mutually beneficial business relationships among travel agencies and tour operators and other sectors in the tourism industry; (As amended on January 5, 2019 and November 8, 2023)
- c. To encourage professionalism and to promote adherence to high level of ethical standards in the conduct of business by all its members; (As amended on January 5, 2019)
- 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 January 5, 2019)
- e. To promote and develop domestic tourism for the Filipinos and Foreign communities residing in the Philippines; (As amended on January 5, 2019)
- f. To liaise with the different government offices and agencies on matters affecting the tourism industry in the Philippines. (As amended on January 5, 2019 and November 8 2023)

ARTICLE II
NAME AND DOMICILE

SECTION 1 The Association shall be known as the PHILIPPINE TOUR OPERATORS AND TRAVEL AGENCIES ASSOCIATION, INC. (PHILTOA). (As amended on November 8, 2023).

SECTION 2 Principal office of the Association shall be in units 810 and 811 Cityland 10, Tower 1, HV Dela Costa, Brgy. Bel-Air, Makati City, Metro Manila, Republic of the Philippines. The Association may establish offices in any city or region in the Philippines or elsewhere as shall be determined by the Board of Trustees. (As amended on September 19, 2002 and November 8, 2023)

ARTICLE III MEMBERSHIP

SECTION 1 The members shall be classified as follows: Regular, Allied, Affiliate, and Corporate Partners (As amended on April 10, 2013 and November 8, 2023)

SECTION 2 **REGULAR MEMBERS** are tour operators and travel agencies , which are juridical entities duly registered with the Securities and Exchange Commission (“SEC”) and the Department of Trade and Industry (“DTI”), and duly accredited by the Department of Tourism (“DOT”) and other concerned Philippine government agencies, engaged in the business of booking, handling, and assisting in all tourism-related activities within and outside the Philippines. (As amended on January 5, 2019 and November 8, 2023).

Regular Members shall have voting rights through its duly authorized Official Representative or, in his/her absence, the Alternate Representative. (As amended on November 8, 2023).

SECTION 3 **ALLIED MEMBERS** are tourism-related juridical entities duly registered with the Securities and Exchange Commission (“SEC”) and the Department of Trade and Industry (“DTI”), and duly accredited by the Department of Tourism (“DOT”) and other concerned Philippine government agencies 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, and tour guides associations. (As amended on January 5, 2019 and November 8, 2023).

Allied Members shall have voting rights through its duly authorized Official Representative or, in his/her absence, the Alternate Representative. (As amended on November 8, 2023).

SECTION 4 **CORPORATE PARTNERS** are juridical entities duly registered with the Securities and Exchange Commission (“SEC”) or Department of Trade or Industry (“DTI”) whose operation may or may not be directly related to tourism activities, but promote the interests and objectives of the Association, such as transportation network vehicle service,

telecommunication companies, banks, printing press. (As amended on January 5, 2019 and November 8, 2023).

Corporate Partners shall be represented by its duly authorized Official Representative or, in his/her absence, the Alternate Representative. (As amended on November 8, 2023).

Corporate Partners shall have no voting rights, except those provided by law. (As amended on November 8, 2023).

SECTION 5

AFFILIATES are associations or organizations, composed of several juridical entities, duly registered with the pertinent governing agency, whose purposes are directly or indirectly related to the promotion, marketing, and operation of tourism- related enterprises and engaged in activities and services to promote the interests and objectives of the Association. (As amended on January 5, 2019 and November 8, 2023).

Affiliates shall be represented by its duly authorized Official Representative or, in his/her absence, the Alternate Representative. (As amended on November 8, 2023).

Affiliates shall have no voting rights, except those provided by law. (As amended on November 8, 2023).

SECTION 6

ADMISSION. Admission to the Association of Regular, Allied, and Affiliate Members shall be by application and payment of the appropriate fees and dues. Membership application shall be received by the Secretariat and endorsed to the Membership Committee for screening upon endorsement of two members in good standing. Upon a favorable recommendation of the Membership Committee, the application shall be submitted for approval of the Board of Trustees.

The admission of Corporate Partners shall be approved by majority of all the voting members of the Board of Trustees upon a favorable endorsement by at least two members of the Board of Trustees and upon payment of the appropriate fees and dues as may be determined by the Board of Trustees. The Corporate Partners shall execute a Memorandum of Agreement with the Association to set the scope of partnerships and the obligations of the parties. (As amended on January 5, 2019 and November 8, 2023).

SECTION 7

APPLICATION REQUIREMENTS. The following are the requirements for a membership application of Regular, Allied, and Affiliate Members:

- a. The application must be filed by the owner, director, corporate officer, or any person duly authorized by the owner or the Board of Directors, as the case may be;
- b. Online application form, duly accomplished and completed;
- c. Formal Letter of Application addressed to the President of the Association;
- d. Two (2) Letters of Sponsorship/Endorsement from the Association Members in good standing. The Sponsorship/Endorsement shall preferably come from a Member from the locality where the applicant's principal office address is located or where the applicant regularly operates;
- e. Non-refundable new application processing fee;
- f. Official letter from the applicant indicating their designated Official Representative (OR) and the Alternate Representative (AR);
- g. Resume of the Official Representative and the Alternate Representative, with recent 2x2-inch photo;
- h. Copy of the entity's business permit or license from the local government unit for the current year;
- i. Copy of the SEC Articles of Incorporation and By-Laws and General Information Sheet, or Certificate of Business Registration from the Department of Trade and Industry, as applicable;
- j. Certificate of Registration issued by the Bureau of Internal Revenue; and,
- k. A photograph of the frontage with the signage and the interior of the establishment or property, which is the principal place of business.
(As amended on November 8, 2023).

All applicants for new membership must be open, conducting business, and operational at the time of application. (As amended on November 8, 2023).

SECTION 8

APPLICATION PROCESS. All applications shall be approved by majority of all the members of the Board of Trustees. The Board of Trustees shall deliberate and act on any application within forty-five (45) calendar days from receipt of such application. All resolutions on this matter by the Board of Trustees shall be final and unappealable.

Any application not acted upon by the Board of Trustees within the lapse of the period for its approval shall be deemed denied. Any applicant whose application for membership is denied may again submit an application after the lapse of six (6) months from actual denial or lapse of the period to act by the Board of Trustees. (As amended on November 8, 2023).

SECTION 9

CERTIFICATE OF MEMBERSHIP. Upon the approval of the application and upon payment of the appropriate membership fees and dues, the applicant becomes a member of the Association after induction before the Board.

Members shall be entitled to the issuance of the corresponding Certificate of Membership in the Association which shall constitute an agreement by the members to be bound by the Association's rules and regulations. (As amended on November 8, 2023).

SECTION 10

TERM. The membership of an entity expires on December 31 of the same year from the date of induction unless renewed within sixty (60) days from the start of the following year, or as determined by the Board. shall be for a period of one (1) calendar year, renewable at least thirty (30) days before the expiration of such membership. (As amended on November 8, 2023).

SECTION 11

RENEWAL. The following rules shall apply for any renewal of membership of Regular, Allied, and Affiliate Members:

- a. Any changes in the Official and/or Alternate Representatives must be communicated by an official notice;
- b. Any changes in the member's profile, including, but not limited to, change of ownership, management, company/establishment name, or business address must be advised formally and in writing;
- c. Submit Business/Mayor's Permit within the period provided in the preceding section. Non-submission of the local government unit license on the deadline set will result in the temporary suspension of membership privileges until such time that the license is submitted;
- d. Suspended members may attend the General Membership Meetings (GMMs) but shall pay the GMM dues as assessed;
- e. In case of suspension of operations of the member entity at any time during the membership year, this must be advised in a formal letter to the Association;
 - Membership may be continued, suspended or terminated, as called for depending on the nature of such suspension of operations (for example, temporary closure due to renovations, etc).
- f. A member who fails or chooses not to renew membership during the year shall not be delisted for a period of one (1) year. Should said member choose to be a member for the following year after being delisted, this shall be considered a renewal of membership;
- g. Should a delisted member wish to become a member again after a period of two years, this shall be treated as a new membership

application and shall be subject to the new application fee. (As amended on November 8, 2023).

SECTION 12

COMPANY REPRESENTATION. Regular, Allied, and Affiliate Corporate Partners shall exercise the rights and prerogatives of membership through Official Representatives, who must be the owner, corporate officer, general manager, managing director, any person occupying any senior management position as certified by the owner or its board of directors, as the case may be, or, in their absence, the Alternate Representatives, who may be an officer or employee as certified by the owner or the Board of Directors, as the case may be. In case of the presence of the two (2) representatives, the Official Representative shall be preferred over the Alternate Representative. (As amended on November 8, 2023).

The Official and Alternate Representatives are recognized as the authorized representatives of a member and are not considered members in their individual capacity. (As amended on November 8, 2023).

Members shall have the right to change the Official and/or Alternate Representatives at any time. Any change of Official and/or Alternate Representatives must be communicated to the Association in writing within fifteen (15) days from the date of its occurrence of change of Official and/or the Alternate Representative. (As amended on November 8, 2023).

The Official and/or Alternate Representatives on record at the time of the meeting shall be recognized as the official representative of the Member. (As amended on November 8, 2023).

SECTION 13

STATUS AND TERMINATION OF MEMBERSHIP. Any Member whose dues are fully updated shall be considered a member in good standing and shall continue to enjoy the rights and privileges available to Members.

Any Member may voluntarily terminate its membership to the Association upon notice in writing at least thirty (30) days before the effectivity of the same. Membership dues are non-refundable.

Membership to the Association may be suspended, revoked, or cancelled by 2/3 vote of all the voting members of the Board of Trustees upon the existence of any of the following reasons and after the observance of due process:

- a. Non-payment of annual membership dues for one (1) calendar year.
- b. Gross unethical or immoral conduct inimical to the objectives or interest of the Association, including violation of the Association's code of conduct and ethics duly adopted by the Board of Trustees;
- c. Culpable violation of the constitution and by-laws of the Association;
- d. Cancellation or non-renewal of license by the government licensing body. (As amended on January 5, 2019 and November 8, 2023).

SECTION 14

MEMBERS' RIGHTS AND PRIVILEGES. Except as otherwise provided for in the Articles of Incorporation and the By-laws, Members shall be entitled to the following rights and privileges:

- a. To be entitled to vote on all matters relating to the affairs of the Association;
- b. To vote and be voted for during the election of the Association's trustees and officers;
- c. To attend the meetings of the Association in person or through web-conferencing;
- d. To examine the Association's records and books during reasonable hours on a business day upon prior written request;
- e. To be entitled to a proper accounting of the membership dues and fees imposed on them by the Association; and
- f. All other rights and privileges under the law. (As amended on November 8, 2023).

**ARTICLE IV
ELECTION OF TRUSTEES**

SECTION 1

NOMINEES. Only Regular and Allied Members shall be nominated to the Board of Trustees composed of nine (9) members and one (1) ex-officio member. The Regular Members shall nominate from among themselves seven (7) Regular Trustees and the Allied Members shall nominate from among themselves two (2) Allied Trustees. (As amended on January 5, 2019 and November 8, 2023).

SECTION 2

QUALIFICATIONS. The nominees must be (1) the Official Representatives of the Regular and Allied Members; (2) Authorized Representatives to the Association for at least one (1) year on the day of the election; (3) persons of good character and standing in the community; (4) without any previous verdict or unresolved complaint filed with the Association for practices in violation of the Association's Principles of Professional Conduct and Code of Ethics; and (5) a Filipino citizen. (As amended on January 5, 2019 and November 8, 2023).

SECTION 3

RULES OF NOMINATIONS. The following rules shall apply with respect to nomination of Trustees:

- a. Each Regular Member may nominate a maximum of seven (7) Official Representatives from the Regular Members while each Allied Member may nominate a maximum of two (2) Official Representatives from the Regular Members. Cross-sectoral nomination is not allowed;
- b. Only the Regular and Allied Members in good standing and members for at least one (1) year on the day of the election shall be eligible to nominate and vote for candidates for the Board of Trustees;
- c. An Official Representative shall not nominate himself/herself. Likewise, an Alternate Representative shall not nominate the Official Representative of the Regular or Allied Member s/he is representing;
- d. The Official Representative, or in his/her absence, the Alternate Representative may exercise the right to nominate;
- e. A sitting Trustee may be nominated for reelection into the Board of Trustees; and
- f. A sitting Trustee of a similar association in the travel industry may not be nominated for election into the Board.

The nominations of Regular and Allied Members shall be submitted via electronic mail or personal delivery to the Committee on Election not later than twenty one (21) days before the day of the election.

Upon receipt of the nominations from the Regular and Allied Members, the Committee on Election shall screen the nominees and determine their qualifications and disqualifications. The Committee on Election shall publish the names of the nominees who (1) possess the qualifications and none of the disqualifications and (2) the names of disqualified nominees with their corresponding disqualification within two (2) days after the deadline for submission of nominees.

Any member in good standing may question the nomination and provide proof of the disqualification of a nominee by filing a written protest within two (2) days from the publication of the names of the nominees.

Disqualified nominee may file a written protest with the Committee on Election to contest the disqualification and submit proof to the contrary within two (2) days from the publication of the names of the nominees.

The Committee on Election shall decide within three (3) days from receipt of the written protest. The decision of the Committee on Election shall be final and unappealable.

The acceptance of nomination by the nominees shall be made at least ten (10) days before the day of the election. Failure to accept the nomination within the prescribed period shall result in the cancellation of the nomination.

The official list of nominees and their affiliations shall be published at least seven (7) days before the date of the election. (As amended on November 8, 2023).

SECTION 4

DATE OF ELECTION. Election of Trustees shall be held on the second Wednesday of November every other year. (As amended on January 5, 2019 and November 8, 2023).

In the event that no election is held, or if there is no quorum present during the meeting, said meeting shall be adjourned to a later date which shall not be later than sixty (60) calendar days from the original schedule of the election. The fact of non-election shall be reported to the Securities and Exchange Commission in accordance with the provisions of the Revised Corporation Code, and the Securities and Exchange Commission's relevant issuances. (As amended on September 19, 2002 and November 8, 2023).

SECTION 5

COMMITTEE ON ELECTION. A Committee on Election shall be formed and appointed by the President from a list of recommendations by the Board of Trustees at least forty-five (45) days prior to the election date. It shall be composed of two (2) Authorized Representatives from the Regular Members and one (1) Authorized Representative from the Allied Members.

Upon appointment, the Committee on Election shall choose among themselves the chairman of the Committee. The remaining two (2) shall serve as members of the Committee.

No Trustee shall be appointed as a member of the Committee on Election.

The Secretariat shall assist the Committee on Election in the receipt of nominations, screening of nominees, the publications, and the conduct of election.

The term of the Committee on Election shall expire upon the proclamation of the winners of the election.

In case of a special election, a new Committee on Election shall be formed and appointed for the purpose. (As amended on September 19, 2002 and November 8, 2023).

SECTION 6

VOTING. The election for the Board of Trustees shall be by secret ballot.

Voting by means of electronic communication, in accordance with the rules issued by the Securities and Exchange Commission, shall be allowed, provided that the member concerned has requested the same at least three (3) days before the election day. (As amended on November 8, 2023).

Voting for the election of Trustees shall be done by the Official Representative or, in his/her absence, by the Alternate Representative of the member in good standing as officially certified by the Secretary General. A proxy is not allowed to vote on the election day, but the proxy shall be counted for the purpose of determining quorum. (As amended on November 8, 2023).

Only the Regular and Allied Members shall be considered for the purpose of determining quorum on the election day. (As amended on November 8, 2023).

A candidate who fails to be present during the election day shall be deemed disqualified for election. (As amended on November 8, 2023).

A Regular Member is entitled to vote for seven (7) candidates from the Regular Members. (As amended on November 8, 2023).

An Allied Member is entitled to vote for two (2) candidates from the Allied Members. (As amended on November 8, 2023).

SECTION 7

DECLARATION OF TRUSTEES. The seven (7) nominees with the highest number of votes shall be declared elected by the Committee on Election as the Trustees from the Regular Members. In case there are only seven (7) nominees, the nominees must get at least two (2) votes to be elected as the Trustees from the Regular Members. (As amended on November 8, 2023).

The two (2) nominees with the highest number of votes shall be declared elected by the Committee on Election as the Trustees from the Allied Members. In case there are only two (2) nominees, the nominees must get at least two (2) votes to be elected as the Trustees from the Allied Members. (As amended on November 8, 2023).

If two or more nominees have received equal votes for the seventh and second place for Regular and Allied Trustees, respectively, the Committee

on Election shall proceed to the drawing of lots of the nominees who have tied and shall proclaim as elected the candidate who may be favored by luck. (As amended on November 8, 2023).

In case of failure to elect all members of the Board, the Committee on Election shall schedule an election to fill the vacancy in the Board within forty five (45) days from the date of election. (As amended on November 8, 2023).

SECTION 8

FAILURE OF ELECTION. There is failure of elections in the following cases:

1. The COMELEC does not receive any nominations or the number of nominations are less than the number of trustees for Regular and/or Allied Members;
2. No nominees accepted the nomination or those who accepted the nomination are less than the number of trustees for Regular and/or Allied Members; and
3. No trustees are elected during the election day or the elected trustees are less than the number of trustees for Regular and/or Allied Members.

In case of failure of election, the COMELEC may extend the deadline of submission of nominees or acceptance of nomination, postpone the date of the election day, or conduct another election within sixty (60) days from the supposed election day to complete the number of trustees for Regular and/or Allied Members. (As amended on November 8, 2023).

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 – seven (7) Official Representatives from the Regular Members, two (2) Official Representatives from the Allied Members, and a non-voting *ex-officio* member. (As amended on November 25, 2009 and November 8, 2023).

The immediate past President of the Association shall serve as an *ex-officio* member of the Board of Trustees during the following term without voting privileges, unless the immediate past President is reelected as a trustee. In which case, the predecessor of the immediate past President shall act as the *ex-officio* member. In case of vacancy in the *ex-officio* position, the same shall not be filled. (As amended on November 8, 2023).

After the election, the newly elected members of the Board of Trustees shall convene immediately and elect among themselves the officers of the

association who shall serve for two (2) years. (As amended on November 25, 2009 and November 8, 2023).

The members of the Board of Trustees shall be entitled to reasonable *per diems* for every meeting actually attended. (As amended on November 25, 2009 and November 8, 2023).

SECTION 2

TERM. The term of office of the Trustees shall be two (2) years, commencing on the first working day of January immediately following the election and until their successors shall have been elected and qualified. (As amended on January 5, 2019 and November 8, 2023).

No Trustee shall serve for more than two (2) consecutive terms in the Board of Trustees. (As amended on November 8, 2023).

The following rules shall apply during the term of the Trustees:

1. Membership of the Trustee in the Regular or Allied Member that he/she represented at the time of the election shall be a continuing requirement.
2. Removal or resignation as the Official Representative from the Regular or Allied Member he/she represents shall automatically result in the disqualification as a Trustee of the Association, regardless whether the Trustee is subsequently appointed as an Official Representative of another Regular or Allied Member of the Association.
3. The new Official Representative of the Regular or Allied Member from which the disqualified Trustee used to represent shall not assume the vacant seat in Board of Trustees unless qualified and duly elected in a meeting called for the purpose. (As amended on November 8, 2023).

SECTION 3

DUTIES AND RESPONSIBILITIES. The Board of Trustees shall exercise all express, implied, and inherent corporate powers of the Association to accomplish the purposes and objectives of the Association. It shall also manage all activities and properties of the Association.

The Board of Trustees, by majority vote of all the voting Trustees, shall have the authority to adopt and, from time to time, amend or revise the Code of Conduct and Ethics of the Association.

The Board of Trustees shall designate the official bank signatories of the Association at the start of their term of office. In case of change of Trustees due to resignation, termination, or any other reason for such change in the composition of the Board of Trustees, the Board of Trustees, by majority vote of all the voting Trustees, may change the official bank signatories of the Association. (As amended on September 19, 2002 and on November 8, 2023).

SECTION 4

VACANCY. In case of permanent vacancy in the Board of Trustees, except expiration of term or removal by the members, the Board of Trustees may fill the vacancy by a vote of at least majority of the remaining trustees, if still constituting a quorum. Otherwise, the Board of Trustees shall call for a special meeting of Regular and/or Allied Members, as the case may be, to fill in the vacancy in the Board within forty five (45) days from vacancy. For the purpose of quorum in the special election, only the total number of members in good standing of the Regular or Allied Members, who shall fill in the vacancy, shall be considered. (As amended on September 19, 2002 and on November 8, 2023)

The applicable provisions of Article IV shall apply in the special election to fill in the vacancy. (As amended on November 8, 2023).

Any Trustee elected to fill the vacancy shall serve only the remaining term or until the successor shall have been duly elected and qualified, whichever is later. It shall be considered as one term. (As amended on September 19, 2002 and November 8, 2023).

SECTION 5

REMOVAL. The following shall be considered grounds for removal of a Trustee:

- a. Insubordination, which includes, but is not limited to, refusal to comply with the lawful directives of the President and/or the Board of Trustees; (As amended on November 8, 2023).
- b. Unethical behavior; (As amended on November 8, 2023).
- c. Gross Violation of the Association's Code of Professional Conduct and Code of Ethics; (As amended on November 8, 2023).
- d. Unjustified failure to attend three (3) regular meetings of the Board of Trustees in a calendar year; (As amended on November 8, 2023).
- e. Loss of membership in the Regular or Allied Member; (As amended on November 8, 2023).
- f. Suspension of the entity's membership from the Association will also result in the suspension of its Trustee from the Board. Reinstatement as a Trustee will only be possible if the suspension of the member entity, which the Trustee represents, is lifted; (As amended on November 8, 2023).
- g. Resignation; (As amended on September 19, 2002 and November 8, 2023).
- h. Conviction by final judgment of a crime punishable in the Philippines. (As amended on January 5, 2019 and November 8, 2023).

**ARTICLE VI
EXECUTIVE OFFICERS**

SECTION 1

EXECUTIVE OFFICERS.

The following are the Executive Officers of the Association:

- President
- 1st Vice President for Internal Affairs
- 2nd Vice President for External Affairs
- Secretary General
- Treasurer
- Auditor
- Trade Relations Officer
- Trustee
- Trustee
- Trustee

(As amended on November 8, 2023).

Only the Regular Trustees shall be elected as President, 1st Vice President for Internal Affairs, 2nd Vice President for External Affairs, Secretary General, and Treasurer. (As amended on November 8, 2023).

They shall serve office for two (2) years until their successors are duly elected and qualified unless sooner removed for cause. All officers may be re-elected for a maximum of two (2) consecutive terms. (As amended on September 19, 2002 and November 8, 2023).

SECTION 2

ELECTION. 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, and Treasurer. (As amended on September 19, 2002 and November 8, 2023).

SECTION 3

SUCCESSION. In case of resignation, temporary absence or permanent disability or death of the President, the 1st Vice President shall temporarily assume the position of the President. The permanent vacancy shall be filled in an election by the remaining Trustees to be held within forty five (45) days from the date of vacancy. (As amended on September 19, 2002 and November 8, 2023).

SECTION 4

PRESIDENT. 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. Authority to sign regular correspondences and circulars in the normal course of the Association's business/operations without the need for formal Board concurrence; (As amended on November 8, 2023).
5. Authority to appoint personnel and hire positions with the corresponding compensation; (As amended on November 8, 2023).
6. Represent the Association before public, government entities, allied industries, and trade bodies here and abroad, or designate an alternate as the case may be;
7. Appoint with the concurrence of the Board of Trustees, such other officers and employees as may be deemed proper from time to time; and
8. In general, perform such other duties the Board of Trustees may assign to him/her. (As amended on January 5, 2019).

SECTION 5

FIRST (1st) VICE PRESIDENT FOR INTERNAL AFFAIRS. The 1st Vice President for Internal Affairs 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.

Should the 1st Vice President succeed the President or in case of death, incapacity, resignation and absence of the latter to perform his/her office, the 2nd Vice President does not succeed to the position. An election will be held among the Board of Trustees to replace the vacant position. (As amended on January 5, 2019 and November 8, 2023).

If the succession of the 1st Vice President to the position of President should result in a vacancy in the Board of Trustees, the rules in Article V, Section 6 of these By-laws shall apply. (As amended on November 8, 2023).

SECTION 6

SECOND (2nd) VICE PRESIDENT FOR EXTERNAL AFFAIRS. 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 January 5, 2019).

SECTION 7

SECRETARY GENERAL. The Secretary General, who must be a citizen and resident of the Philippines, shall have the following duties:

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 and records. The updating of membership records shall include the update of membership requirements, ensuring compliance of members. (As amended on September 19, 2002 and November 8, 2023).

SECTION 8

TREASURER. The Treasurer, who must be a resident of the Philippines, shall have the following duties:

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; (As amended on January 5, 2019)
5. To submit for approval of the Board of trustees an annual budget of income and expenses for the ensuing years. (As amended on January 5, 2019 and November 8, 2023).

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, contracts, 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. (As amended on January 5, 2019)

SECTION 10 **TRADE RELATIONS OFFICER.** He/she 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. The Trade Relations Officer shall also be known as the Public Relations Officer (PRO). (As amended on January 5, 2019 and November 8, 2023).

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 be the depository of all contracts, permits, records, and documents of all activities and ventures of the Association. The Secretariat shall be answerable to the Board of Trustees. (As amended on January 5, 2019 and November 8, 2023).

SECTION 12 **TURN OVER OF RECORDS.** All officers and members of the Board shall turn over all contracts, permits, records, and documents to the Secretariat for its custody and safekeeping; otherwise, it may be cause for a disqualification to be a candidate for the next term. (As amended on January 5, 2019 and November 8, 2023).

SECTION 13 **REMOVAL FROM OFFICE.** Any officer may be subject to suspension or other disciplinary measures available consistent with the rules and regulations of the Association, by a majority vote of all the members of the Board of Trustees, for any of the following grounds: (As amended on November 8, 2023).

- a. Dishonesty, misconduct, or other unlawful activities; (As amended on November 8, 2023).
- b. Disloyalty to the Association; (As amended on November 8, 2023).
- c. Violation of its By-laws; (As amended on November 8, 2023).
- d. Removal as authorized representative of the Member Entity; (As amended on November 8, 2023).
- e. Election as an officer or trustee in any other organization with the same objectives and purposes of the Association; and (As amended on November 8, 2023).
- f. Any other act or omission inimical to the interest of the Association. (As amended on November 8, 2023).

In case of removal of an officer, the required vote is two-thirds (2/3) of all the voting members of the Board. (As amended on November 8, 2023).

ARTICLE VII MEETINGS

SECTION 1

MEMBERSHIP MEETING. The annual membership meeting of all members shall be held every second 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 January 5, 2019 and November 8, 2023).

Every two (2) years, the Annual Meeting shall also serve as the election of the Board of Trustees. This election may be held separately or on the same day of a Membership Meeting and governed/presided upon by the duly authorized Committee on Election. (As amended on November 8, 2023).

In case the second Wednesday of November is a non-working holiday, the annual general membership meeting shall be held on the next working day. (As amended on November 8, 2023).

SECTION 2

REGULAR MEETINGS OF THE BOARD. A regular meeting of the Board of Trustees shall be held monthly at such time and place as the Board of Trustees may, by Resolution, prescribe. At least seven (7)-day notice of each regular meeting shall be given by the Secretary to each Trustee. Special meeting of the Board for any purpose may be called at any time by the President or upon written request of at least two (2/3) thirds members of the Board of Trustees. (As amended On January 05, 2019 and November 8, 2023).

The order of business, except when otherwise determined by a vote of the Trustees present, shall be:

- a. Proof of sending and receipt of the required notice of meeting;
- b. Certification on the presence of a quorum;
- c. Reading of the minutes of the previous meeting and actions taken thereon;
- d. Unfinished business/activities;
- e. New business/activities; and
- f. Other matters (As amended on November 8, 2023).

SECTION 3

SPECIAL MEETINGS.

- a. Special meetings of the Board of Trustees may be called by the President or by written request of two thirds (2/3) of the members of

the Board of Trustees. (As amended on January 5, 2019 and November 8, 2023).

- b. Special meetings of the general membership may be called by the President or by written request of at least 10 percent (10%) of the entire voting membership, except those members whose membership is suspended, revoked, or cancelled. (As amended on November 8, 2023).
- c. Members of the Board shall attend both regular and special meetings personally. A board of trustee may lose trusteeship if s/he incurs three (3) absences, whether regular and/or special meetings, in one calendar year unless any such absence is on account of hospitalization, serious injury, or illness of the Trustee, or any valid reason as may be determined by the Board. (As amended on January 5, 2019 and November 8, 2023).

SECTION 4

QUORUM. In any meeting of the Board of Trustees or of the general membership, fifty percent (50%) of the entire membership of the Board of Trustees or membership plus one (1) member shall constitute a quorum, except when otherwise prescribed by law. Those who are incapacitated, or who themselves are or is representing a member whose membership is suspended, revoked, or cancelled will not be included in determining the existence of a quorum. (As amended on January 5, 2019 and November 8, 2023).

SECTION 5

NOTICES. Except for the special meetings of the general membership, notice of the time and place of meetings (either annual, regular, or special) of the members shall be given either personally or virtually through web conferencing, addressed to each member concerned at his official address registered with the Secretary General of the Association, or at his last known post office address, and/or by electronic messaging (e-mail) using the official e-mail address registered with the Secretary General at least one (1) week before the date set for such meeting. The notice of every meeting shall briefly state the purpose of the meeting and any changes, addition, or omission can only be made and corrected by the consent of all the members present therein. (As amended on November 8, 2023).

SECTION 6

VIRTUAL MEETING. All meetings, except those which are required to be done in person, may be done virtually at the option of the President or by written request of at least ten percent (10%) of the entire voting membership or at least three (3) members of the Board of Trustees. (As amended on November 8, 2023).

ARTICLE VIII

DUTIES, ASSESSMENTS, FUNDS AND ASSETS (As amended on November 8, 2023)

- SECTION 1 **FEES AND DUES.** The amount of all fees, dues, and assessments shall be determined by the Board of Trustees. (As amended on November 8, 2023).
- SECTION 2 **PAYMENT.** Payments of membership fees, entrance fees, and any other dues shall be made in cash or in check, or through mobile and online wire transfers in favor of Philippine Tour Operators Association, Inc. (As amended on November 8, 2023).
- The Association shall issue Official Receipts as proof of the payment for the said dues, immediately or upon the request of the member concerned.
(As amended on November 8, 2023).
- SECTION 3 **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. The entrance fee shall be assessed on both new members and previously delisted members of the Association. The Entrance/Application Fee is non-refundable, unless otherwise determined or ruled by the Board of Trustees for special cases. The Entrance Fee shall also be known as the Application Fee. (As amended on November 8, 2023).
- SECTION 4 **MEMBERSHIP FEE.** There shall be an annual membership fee for Regular, Allied, Affiliates, and Corporate Partners which shall be paid within sixty (60) days from the start of the calendar year, the amount of which shall be determined by the Board of Trustees from time to time.
- The Board of Trustees shall have the prerogative to assess provincial members a lower membership fee. A Provincial Member is defined as a member whose main location of business is outside of the National Capital Region.
- Membership dues are due on or before the 31st of January of the renewal year. Payments after the 31st of January shall be subject to a late penalty of ten percent (10%). In the event of non-payment of membership dues by the 31st of March of the renewal year, the membership status shall be taken under review; in the interim, the membership of the entity shall be suspended. (As amended on January 5, 2019 and November 8, 2023).
- SECTION 5 **FUNDS AND ASSETS.** All funds and assets of the Association shall be managed by the Board of Trustees solely in accordance with the purposes of the Association. No part of the funds or assets of the Association, except for the reasonable per diems of the Trustees, as well as other expenses

needed by the Association for its regular operations, shall inure or be distributed to the members thereof. (As amended on November 8, 2023).

Upon dissolution, any funds of the Association remaining after all obligations shall have been satisfied, shall be distributed in the following order of preference: (1) to one or more regularly organized non-profit, non-stock organizations devoted to one or more of the objectives or purposes of the Association; (2) to one or more educational organization selected by the Board of Trustees; (3) to the Republic of the Philippines or any of its agencies or instrumentalities engaged in tourism development. (As amended on November 8, 2023).

ARTICLE IX COMMITTEES

SECTION 1 **COMMITTEE SYSTEM** – To facilitate the achievement of the purposes of the Association, standing Committees are hereby established. The Board of Trustees shall determine the committees needed for their respective areas of activities and membership. (As amended on January 5, 2019).

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.

The Board of Trustees shall elect/appoint among themselves the Trustee-in-Charge of each Committee. The Trustee-in-Charge shall undertake the overseeing or supervision of his/her elected/assigned Committee. The President has the right and prerogative to handover the designation of the Committee's Chairman to the Trustee-in-Charge elected/assigned to a Committee. (As amended on November 8, 2023).

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 applications 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. (As amended on January 5, 2019);
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. The Government Relations Committee is also known as the Committee on Ethics, By-Laws & Inter-sectoral Relations, whose responsibility shall also include undertaking all complaints and grievances brought to the attention of the Board of Trustees. (As amended on November 8, 2023).
6. 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. (As amended on January 05, 2019).

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. In order to encourage active participation from the general membership, Board of Trustees may issue a call to members to voluntarily join a Committee of their choosing. (As amended on November 8, 2023).

Should there be no volunteers from the general membership, the Chairman and/or Vice-chairman will then have the option to appoint the members of his/her assigned Committee, subject to the final concurrence of the Board of Trustees. (As amended on November 8, 2023).

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 any time during 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. The Corporate Seal shall remain in the principal office of the Association or in the Secretariat's Office. (As amended on November 8, 2023).

ARTICLE XIII AMENDMENTS

SECTION 1 **PROCEDURES** – This By-Laws may be amended by a majority vote of all the members of the Association and majority vote of the Board, voting at a general meeting at the instance of the Board of Trustees; *provided* that all regular 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 06, 1992 and November 8, 2023).

SECTION 2 **EFFECTIVITY** – All amendments shall take effect upon the approval of the Securities and Exchange Commission.

SECTION 3 **NON-RETROACTIVITY OF AMENDMENTS.** Each amendment made to these By-laws shall be deemed prospective in its application and shall not retroact from the date of its approval by the Commission. However, the term of the Board of Trustees elected at the time of the approval of this By-Laws shall be counted for the purpose of term limit. (As amended on November 8, 2023).