19 September 2023

ADVISORY

Dear All:

We are glad to inform you that the Securities and Exchange Commission ("SEC") has issued the Certification of Filing of Amended By-Laws on 30 August 2023 for the Amended By-Laws (as further amended on 11 May 2022) ("Amended By-Laws"). Under Section 47 of the Revised Corporation Code, the Amended By-Laws is effective from issuance of the certification by the SEC, or on 30 August 2023.

Please be guided of the following changes on the Amended By-Laws:

I. Voting and Non-Voting Members

The membership classifications have been re-organized as follows:

(a) Voting Members

(1) Full Composer Members
(2) Publisher Members

(b) Non-Voting Members

(1) Associate Composer Members
(2) Successors
(3) Other Copyright Owners

Composer Members (except for Associate Members) prior to 30 August 2023 are considered now as Full Composer Members. The Associate Members as of 30 August 2023 will remain as Associate Members until they meet the requirements to be Full Composer Members, including the Royalty Threshold requirement as explained below.

II. Residency Requirement

The requirement for members to be Philippine residents has been removed. This will ensure membership continuity even if members relocate to another country.

III. Royalty Threshold Requirement for New Composer-Members

From the effectivity of the Amended By-Laws, all new Composer Members shall start as Associate Composer Members.

Associate Composer Members will become Full Composer Members when their royalties reach a certain amount called the 'Royalty Threshold'. The Royalty
Threshold will be determined by the Board of Trustees based on the recommendation from the Membership Committee.

Note that this is only a one-time requirement. Once Associate Composer Members meet the Royalty Threshold, they already become Full Composer Members and will continue to do so regardless of royalty allocations received afterwards.

IV. Increased Period for Submission of Deed of Assignment

To give more time to applicants, the deadline to submit the Deed of Assignment to the Society of public performance and communication to the public rights has been increased from thirty (30) to sixty (60) calendar days after the applicant satisfies the application requirements. This period may be further extended by the Board of Trustees based on meritorious grounds.

V. Revised Grounds for Suspension or Expulsion of Members

Please take note of the following acts that can be grounds for suspension or expulsion of members:

(a) Misrepresentation.—Previously, the ground pertained to "misinterpretation discovered after approval of application for membership." This has been corrected to "misrepresentation" on the following:

(i) application for membership;
(ii) application for reinstatement;
(iii) Deed of Assignment;
(iv) declaration of works; and
(v) music usage self-monitoring reports.

These are critical documents since FILSCAP administers musical works based on these documents.

(b) Commission of copyright and moral rights infringement.—Since this is a serious ground for suspension or expulsion, there has to be an express admission by the member, or a final and executory judgment by the appropriate court, tribunal or agency.

A complete list of the grounds for suspension or expulsion are enumerated under Section 13, Article II of the Amended By-Laws.

VI. Revised Grounds for Termination of Membership

There will no longer be automatic termination of membership. On the other hand, there will just be grounds for termination of membership, as follows:
(a) Aside from death of a natural member, the dissolution of a juridical member (e.g., a corporation) will also be a ground for termination of membership; and

(b) The membership of a Publisher-Member may also be terminated if FILSCAP is no longer administering any public performance or communication to the public right for the Publisher-Member. This is always subject to due process.

Please note also that change of control of corporate entity is no longer a ground for termination of membership.

VII. Relaxed Requirements to be a Member in Good Standing

To make it easier for members to be considered members in good standing (which will make it easier to meet the eligibility requirements to vote or be nominated as a Trustee), the requirements have been relaxed.

Instead of requiring attendance in two (2) previous general assemblies, members are now only required to attend one (1) general assembly within the last three (3) years to be considered in good standing.

A complete list of requirements to be a member in good standing are enumerated under Section 15, Article II of the Amended By-Laws.

VIII. Attendance & Voting During Members’ Meetings

Subject to guidelines that will be issued by the Board of Trustees, Members are now allowed under the Amended By-Laws to participate and/or vote in meetings remotely (like Zoom, MS Teams, Google Meet, Facetime, teleconference, or videoconference).

IX. Corporate Officers

(a) Nationality & Residency Requirement for President, Vice-President and Treasurer.—The President, Vice-President and Treasurer are now required to be Filipinos and residents of the Philippines to ensure that they are in the country to perform their duties.

(b) Assistant Corporate Secretary.—The position of Assistant Corporate Secretary (who will perform functions of the Corporate Secretary if the Corporate Secretary is unable to for any reason) is added in the list of corporate officers.

(c) Reimbursement of Expenses.—It is clarified that Corporate Officers will not receive compensation, but will only be reimbursed reasonable expenses incurred for official business.
X. Attendance & Voting During Board Meetings

Subject to guidelines that will be issued by the Board of Trustees, Trustees are now allowed under the Amended By-Laws to participate and/or vote in Board Meetings remotely (like Zoom, MS Teams, Google Meet, Facetime, teleconference, or videoconference).

For more details on all the changes on the Amended By-Laws, we are enclosing a copy of the document.

Sincerely,

FILIPINO SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS, INC.

By:

LEOCADIO ERNESTO “KEDY” A. SANCHEZ III
Corporate Secretary
CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

FILIPINO SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS, INC.

copy annexed, adopted on April 24, 2014, December 13, 2021, February 2, 2022, February 18, 2022 and November 9, 2022 by unanimous vote of the Board of Directors and on February 25, 2015 and May 11, 2022 by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, 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 The SEC Headquarters, 7907 Makati Avenue, Salcedo Village, Barangay Bel-Air, Makati City, 1209, Metro Manila, Philippines, this 30th day of August, Twenty Twenty Three.

[Signature]
DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

ED/bds
AMENDED BY-LAWS

OF

FILIPINO SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS, INC.

(As amended on 25 February 2015 and as further amended on 11 May 2022)

ARTICLE I

OFFICE

The principal office of the Society shall be located as indicated in Article III of the Articles of Incorporation. (As amended on 25 February 2015)

ARTICLE II

MEMBERSHIP

SECTION 1. Member or Members of the Society – The term "member" or "members" of the Society referred to in these By-Laws shall, in accordance with the Society’s Articles of Incorporation, be deemed to comprise all composers, authors, music publishers, successors and other music copyright owners, including associations or organizations of such persons, who directly or indirectly entrust their works, compositions and catalogues to this Society, and who have satisfied the membership qualification or admission requirements of the Society as determined by the Membership Committee from time to time. (As amended on 11 May 2022)

Members of the Society shall be categorized as follows:

1. Voting Members

   a. Full Composer Members—These are members who are creators or co-creators of musical compositions (with or without lyrics) which are being publicly performed or communicated to the public by the licensees of the Society, and who have met the royalty threshold as provided under Section 3, Article II; and (As amended on 11 May 2022)

   b. Publisher—These are members who are engaged in the business of music publishing and have secured the necessary legal licenses, accreditations, authorizations or permits to operate in the Philippines as such from relevant government units, agencies or instrumentalities. (As amended on 11 May 2022)

2. Non-Voting Members
a. Associate Composer Members—These are members who are composers or authors who satisfy the requirements for Full Composer Membership other than the royalty threshold requirement provided under Section 3, Article II: (As amended on 11 May 2022)

b. Successors—These are members who are the sole heirs or heir-representatives of multiple heirs who inherited music copyright from a deceased composer or author; and (As amended on 11 May 2022)

c. Other Copyright Owners—These are members who have acquired copyright over a musical composition who do not fall under any of the other aforementioned membership categories. (As amended on 11 May 2022)

SECTION 2. Application for Membership—Any composer, author, music publisher, successor, or other copyright owner, may apply for membership with the Society. Applications for membership shall be in such form and shall be accompanied by such documentary requirements as may be determined by the Membership Committee from time to time. Every application shall be submitted by the individual applicant or the duly authorized representative of an applicant jurisdictional entity, in person, by registered mail, private courier, electronic mail, or other acceptable alternative modes of communication, as may be determined by the Society from time to time. (As amended on 11 May 2022)

SECTION 3. Royalty Threshold Requirement—To obtain Full Composer Member status the composer or author must generate a royalty allocation from FMLSCAP in such amount as may be determined by the Board of Trustees. The royalty threshold is one-time requirement and members, once they become Full Composer Members, shall no longer be subject to the royalty threshold requirement. (As amended on 11 May 2022)

SECTION 4. Election to Membership—A majority vote of all the members of the Board of Trustees shall be necessary to elect an applicant to membership.

SECTION 5. Entrance Fee—Upon approval of his application, the applicant shall pay an entrance fee to the Society in the amount to be determined, from time to time, by the Board of Trustees.

SECTION 6. Obligation of a Member—Upon election to membership, the member shall execute an exclusive assignment in such form as the Board of Trustees shall approve, vesting in the Society the exclusive right to license the performance of the member’s works for the duration of the period generally approved by the Society, to collect royalties and fees for such works and to apportion the same in accordance with international distribution practice, provided, however, that in no case shall any publisher(s) be entitled to more than fifty percent (50%) of such royalties.

SECTION 7. Members’ List of Works—Each Member shall submit to the Society a Declaration of Work for all their musical compositions containing such metadata as may be required by the Society (including, but not limited to, the composition title, names, copyright/royalty shares of the interested parties, and, if available, the name of performer(s)). In case of any change in the metadata of the declared musical compositions, the member shall also submit an
updated Declaration of Work reflecting any such change in metadata. (As amended on 11 May 2022)

SECTION 8. Dues—Each member shall pay the Society annual dues, in an amount to be determined by the Board of Trustees. The annual dues shall be paid in full before the end of each year by way of actual cash payment or deduction from royalties due to member, and the same shall be non-refundable regardless of whether such member is subsequently suspended or expelled from the Society or withdraws therefrom.

The Board of Trustees may increase or reduce the dues herein provided and set the date of effectivity thereof.

SECTION 9. Membership Roll—It shall be the duty of the Membership Committee to prepare and keep a membership roll or list of members of the Society, as well as furnish copies of such list to the Society’s licensees and to every affiliated foreign society.

SECTION 10. False Representation by a Member—Whenever it shall appear to a majority of the Membership Committee that a misstatement upon a material point has been made to it by a member upon his application either for membership or reinstatement, the Committee shall report the case to the Board of Trustees, who by a two-thirds (2/3) vote of all members of the Board may reprimand, fine, suspend, or expel the member after a trial by the Board of Trustees.

SECTION 11. Deed of Assignment—It shall be a mandatory requirement for membership application into the Society for the applicant to assign to the Society the public performance rights and communication to the public rights over the applicant’s musical compositions. For this purpose, the applicant shall execute the Society’s standard Deed of Assignment ("DOA") as may be approved and updated from time to time by the Board of Trustees. After the Society determines the applicant has satisfied the application requirements other than the DOA, the applicant shall be given sixty (60) calendar days from notice to submit the duly executed DOA. Such period may be extended by the Board of Trustees based on meritorious grounds. Should the applicant fail to execute and submit the DOA within the prescribed period, the membership application may be deemed withdrawn by the Society.

After admission to the Society, the member may opt to assign or grant other music copyrights to the Society in such cases and to the extent allowed by the Board of Trustees. (As amended on 11 May 2022)

SECTION 12. Disposition or Encumbrance of Right to Royalties—No member shall sell, encumber, or create a lien upon any royalties accruing, or that may thereafter accrue to him, without prior written notice to the Society.

SECTION 13. Suspension and Expulsion of Members—A member may be suspended or expelled by a two-thirds (2/3) vote of the Board of Trustees upon proper notice and hearing and upon the following grounds:

a. Misrepresentation made to the Society in the member’s application for membership or reinstatement, DOA, Declaration of Work, and music usage self-monitoring report (As amended on 11 May 2022);

b. Commission of copyright and moral rights infringement as expressly admitted by the member, or as declared by final and executory judgment.
issued by the appropriate court, tribunal, or agency (As amended on 11 May 2022);

b. Non-payment of membership dues in accordance with Section 8 hereof;

c. Activities contrary to the purpose of the Society or any provision in its Articles of Incorporation or By-Laws;

d. Harassment or endangering the welfare of the Society and/or its members;

e. Lack of communication between members and the Society for a period of two (2) years despite diligent efforts by the Society;

f. Frivolous actions causing the Society or its members to incur undue expenses; and

g. All other acts that are inimical to, or in conflict with, or seriously prejudicial to the interest of the Society.

SECTION 13-A. Imposition of Fine—A penalty of fine may also be imposed in cases where the offense is punishable by suspension or expulsion.

The Board shall determine the schedule of fines that may be imposed provided that it shall not be less than Five Thousand Pesos (PhP5,000.00) nor more than Fifty Thousand Pesos (PhP50,000.00)

All fines collection shall be added to the socio-cultural fund of the Society. (As amended on 25 February 2015)

SECTION 14. Termination for Other Causes—The following shall be grounds for termination of the membership of any member:

a. Death of a natural member or dissolution of a juridical member; and

b. In case of a Publisher-Member, the Society is no longer administering any public performance or communication to the public right for the said Member, provided, that, such termination is subject to the observance of due process. (As amended on 11 May 2022).

SECTION 15. Rights of Members — Except in cases which it is otherwise provided by statute, by Articles of Incorporation or by these By-Laws, the following are the rights of members:

A. Voting Members:

1. Right to vote on all matters pertaining to the affairs of the Society, provided he/she is a member in good standing (i.e., eligible to vote)

2. Right to be elected as a Trustee provided he/she is a member in good standing at the time of his/her nomination;
3. Right to attend meetings such as Board of Trustees meetings (if elected as such member) or Committee meetings (if appointed as such member);

4. Right to attend members’ forums and/or workshops; and

5. Right of access to the Society’s audited financial statements.

B. Non-Voting Members:

Right to attend members’ forums and/or workshops.

A Member shall be considered in good standing (i.e., eligible to vote) if he/she satisfies all of the following conditions:

a. Participated in at least one (1) of the last three (3) preceding Annual General Assemblies. A member shall be deemed to have participated in an Annual General Assembly if he/she:
   i. personally attended the assembly;
   ii. sent a proxy to the assembly; or
   iii. cast a vote by mail, email or facsimile as may be allowed by these By-laws in case an election was scheduled to be held during the assembly;

b. Received royalties other than unlogged performance allocation during the last three (3) years preceding the election;

c. Not under suspension; and

d. No unpaid fine to the Society, if any.

(As amended on 25 February 2015 and as further amended on 11 May 2022)

SECTION 16. Examination of Member—The Board of Trustees may, by majority vote of its members present, require that any member of the Society shall submit to the Board of Trustees or to any standing or special committee, for examination, such portion of his books or paper as are material and relevant to any matter under investigation by said Board of Trustees or by any standing or special committee. Any member of the Society who shall refuse or neglect to comply with such requirements, or shall willfully destroy any such required evidence, or who, being duly summoned, pursuant to a majority vote of the Trustees present, shall refuse or neglect to appear before the Board of Trustees or any standing committee as a witness, or refuse to testify before any such committee without justifiable cause, may be adjudged guilty of an act prejudicial to the interest and welfare of the Society.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. Annual General Assembly — The Society shall hold a regular meeting of its general members for the transaction of general business on an annual basis, and for the election of Trustees on a bi-annual basis, at its office in Metro Manila or at any place in Metro Manila as designated by the Board of Trustees, at 2:00 o’clock in the
afternoon, on the second Wednesday of May, if not a legal holiday, and if a legal holiday, then on the first day following which is not a legal holiday. (As amended on 25 February 2015, and as further amended on 11 May 2022)

SECTION 2. Special Meetings— At any time in the interval between annual general assemblies, special meetings of the members may be called by resolution of the Board of Trustees or upon written request of at least ten percent (10%) of the members. (As amended on 11 May 2022)

SECTION 3. Notice of Meetings— Written or printed notice of regular or special meetings to each member may be given by mail, postal and/or electronic, not less than seven (7) days prior to the date set for each meeting, advising him of the day, time and place of such meeting.

SECTION 4. Quorum— Except in cases in which it is otherwise provided by law, by Articles of Incorporation or these By-Laws, the presence in person or by proxy of a majority of the members entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present in person or in proxy at the time and place fixed by Section 1 of this Article for an annual general assembly, or designated in the notice of a special meeting, or at a time and place of any adjournment thereof, by majority vote, may adjourn the meeting from time to time without notice other than by verbal announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. A member who participates (whether in person or by proxy) through remote communication, in absentia, or other alternative modes of communication as may be determined by the Board, shall be deemed present for purpose of quorum. (As amended on 25 February 2015 and as further amended on 11 May 2022)

SECTION 5. Conduct of Meetings— At all meetings of the members, the Chairman, or in his absence, the President or in absence of both, the Vice-President, or in absence of all three, a chairman chosen by majority of the members of the Society present in person or by proxy and entitled to vote shall act as Chairman. The Secretary of the Society shall act as Secretary of all meetings of the members and, in his absence, the Chairman may appoint any person to act as Secretary of the meeting.

SECTION 6. Voting— (A) Except in cases which it is otherwise provided by statute, by Articles of Incorporation, or by these By-Laws (As amended on 25 February 2015):

i. Each member eligible to vote shall, in every meeting of the members, be entitled to one vote, in person or by proxy duly appointed as herein provided, by mail, e-mail, or facsimile, remote communication or in absentia, or though other alternative modes of communication as may be determined by the Board. (As amended on 11 May 2022)

ii. Any majority of the votes cast at any meeting shall be sufficient for the adoption of any resolution.

(B) The vote at elections of Trustees shall be by ballot. (As amended on 25 February 2015)

SECTION 7. Proxies—Any member entitled to vote at any meeting of members may vote by proxy. Every proxy shall be in writing, subscribed by the member or his duly
authorized attorney, and dated, but need not be sealed, witnessed or acknowledge. All notice of revocation thereof shall be given to the Society in writing.

Any person may solicit as many proxies as possible and represent as many members in any meeting for which his proxy warrants, except that no person may be allowed to vote more than five (5) proxies at any given election.

SECTION 8. Order of Business—At all meetings of the members, the order of business shall be, as far as applicable and practicable, as follows:

1. Organization.
2. Proof of notice of meeting or waiver thereof (the certificate of the Secretary of the members' meeting, or the affidavit of any other person who mailed the notice or caused the same to be mailed, being proof of service of notice by mail).
3. Reading of unapproved minutes of the preceding meeting and action thereon.
4. Reports.
5. Unfinished business.
7. If an annual meeting, or a meeting called for that purpose, the election of Trustees.
8. Adjournment.

ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. Election and Powers — The business and property of the Society shall be conducted and managed by its Board of Trustees composed of fifteen (15) members as hereinafter described, which, as provided by the Corporation Law, shall exercise all of the powers of the Society except when such are by statute conferred upon or reserved to the members. The Board of Trustees shall act only as a board and nothing of its power shall be vested in any of the individual trustees.

The purpose of this Society being to deal with works written, composed and/or published by authors, composers and publishers, the Board of Trustees, except as provided in the Articles of Incorporation, shall consist of at least ten (10) writers (composers and/or authors) and five (5) music publishers. The ten writers eligible for membership to the Board of Trustees shall be nominated and elected by the writer-members only, while five (5) music publishers eligible to the Board shall be nominated and elected by publisher-members only.

A member who participates (in person or through proxy) in the election through remote communication, in absentia, or other alternative modes of communication as may be determined by the Board, shall be deemed present for purposes of quorum.

The members of the Board of Trustees shall be elected only by the Voting Members of the Society every other year at the Annual General Assembly. Except in case of resignation, death or removal from office, each Trustee shall hold office for two years until his successor shall have been duly elected and qualified. (As amended on 11 May 2022)
SECTION 2. Enumerated Powers—Without prejudice to the general powers conferred by the last preceding section and such other powers conferred by these By-Laws or incidental thereto, the Board of Trustees shall have the following powers:

1. To enter into contracts or authorize any officer or committee to do the same;

2. To fix the rate, time and manner of payment of royalties for the performance of all works registered with the Society, and to cause the collection of such royalties;

3. To maintain all legal proceedings necessary to enforce payment of such royalties and/or to compromise claims for damages and penalties for unlawful performances;

4. To cause the distribution among the members of the Society of the royalties so collected in the proportionate share provided for in the scheme of allotment of royalties prescribed in these By-Laws;

5. To cause the enforcement or fulfillment of all contracts, both on the part of the members of the Society and third parties, that may have been made by the Society;

6. To authorize the prosecution of and/or defense against any matter, action or proceeding involving the Society or affecting its interests or involving the rights of public performance, mechanical reproduction and/or synchronization of any works of any member, or the question of authorship in any work of any member;

7. To purchase or otherwise acquire for the Society any property, rights and privileges which the Society is authorized to acquire, at such prices and on such terms and conditions, as it may deem fit;

8. To determine who shall, on the Society’s behalf, be authorized to sign receipts, endorsements, checks, releases, contracts, and documents, provided, however, that checks, notes, drafts, bills of exchange and other orders for the payment of money shall in every case be countersigned by the Treasurer or the Assistant Treasurer of the Society, as the case may be; (As amended on 11 May 2022)

9. To provide, from time to time, for the management of the affairs of the Society in such manner as it may deem fit, and, in particular, from time to time, delegate any of the powers of the Board of Trustees to any committee, officer or agent, and to appoint any person to be the agent of the Society, with such powers (including the power to sub-delegate) and upon such terms as it may deem fit;

10. To create and dissolve any committee, except those specifically provide in these By-Laws;

11. To define, alter and regulate the jurisdiction of committees and to exercise original and supervisory jurisdiction over any and all
subjects and matters referred to said committees. The Board shall have the power to control and supervise any Committee; and

12. Subject to due process, to impose administrative sanctions in the form of warning, reprimand, fine, suspension or expulsion to those members who are found guilty of administrative offenses. (As amended on 25 February 2015)

SECTION 3. Organizational Board Meeting—After each meeting of the members at which a Board of Trustees shall have been elected, the Board of Trustees so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business. In the event the Trustees are unable to agree as to the day and hour of their organization meeting, said Board of Trustees shall meet at such time and place as the majority of the Trustees may designate. (As amended on 11 May 2022)

SECTION 4. Regular Meetings—Regular meetings of the Board of Trustees shall be held on such dates as may be fixed from time to time by the said Board. (As amended on 11 May 2022)

SECTION 5. Special Meetings—Special meetings of the Board of Trustees shall be held whenever called by the Chairman or, in his absence, President, or by any three Trustees in writing, or by the Secretary of the Society.

SECTION 6. Place of the Meetings—Subject to the provisions of Section 3 of this Article IV, the Board of Trustees may hold its regular and special meetings at such place or places within or without the Philippines as it may from time to time determine. In the absence of any such determination, such regular and special meetings of the Board of Trustees shall be held at such places as may be designated in the calls therefor.

Trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or alternative modes of communication that allow them reasonable opportunities to participate as may be determined by the Board. (As amended on 11 May 2022)

SECTION 6. Notice of Meetings—Notice of the place, day and hour of every meeting shall be given to each Trustee at least one (1) day before the meeting, by delivering the same to him personally, or by sending the same to him by telegraph, or by leaving the same at his residence or usual place of business, or by facsimile, or thru SMS or other modes of communication commonly accepted and used presently, or which may hereafter be commonly accepted and used, given the state of telecommunications technology, or, in the alternative, upon five (5) days’ notice, by mailing it, postage prepaid, and addressed to him at his last known mailing address, according to the records of the Society. It shall not be requisite to the validity of any meeting of the Board of Trustees that notice thereof shall have been given of any Trustee who waives such notice. No notice of adjourned meeting of the Board of Trustees need be given. All regular meetings of the Board of Trustees shall be general meetings, open for the transaction of any business within the powers of the Society without special notice of such business, except in cases in which such special notice is required by law, by these By-Laws, or by the call of such meeting.

SECTION 8. Quorum—At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of corporate business, and every decision of the majority of the quorum duly assembled as a board shall be valid as a corporate act. In the absence of a quorum, the Trustees present by majority vote, may
adjourn the meeting from time to time without notice other than by verbal announcement at the meeting until quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. **Trustees who participate through remote communication, in absentia or through other alternative modes of communication as may be determined by the Board shall be deemed present for purpose of quorum.** *(As amended on 11 May 2022)*

**SECTION 9. Compensation for Trustees**—Trustees as such shall not receive any salaries for their services but shall be entitled to reasonable reimbursements for actual necessary expenses incurred on official business for the Society and as authorized by the Board of Trustees.

Membership of the Board of Trustees who shall be present within fifteen (15) minutes after a meeting shall be called to order up to the scheduled end of the meeting shall be entitled to full reimbursement of actual necessary expenses incurred on official business for the Society and as authorized by the Board of Trustees. *(As amended on 11 May 2022)*

**SECTION 10. Removal of Trustees**—The Board of Trustees shall recommend to the members of the Society the removal of any member who shall be absent without valid excuse from three (3) consecutive meetings of the Board, or five (5) meetings thereof. The removal of a trustee from the Board shall be made in accordance with the *Revised Corporation Code* and other applicable laws. *(As amended on 11 May 2022)*

Any Trustee whose removal is recommended under this section shall be deemed ipso facto removed from any office to which he was appointed by the Board of Trustees.

**SECTION 11. Vacancies**—Vacancies occurring in the Board of Trustees, through death, resignation or removal may be filled by a member belonging to the same class of Trustees, and possessing the same qualification and profession, as the Trustee whose place is to be filled. Said vacancies shall be filled in accordance with the prevailing provisions of the Corporation Code. *(As amended on 25 February 2015)*

**SECTION 12. Conflict of Interest**—A Trustee shall not be inhibited from participating in any meeting, action or proceeding of any kind whatsoever of the Board of Trustees on account of being or having been a member of a standing committee or special committee which has made prior inquiry, examination or investigation of the matter under consideration by the Board; nor shall any member of any standing or special committee be disqualified, by reason of such membership, from acting as a member of the Board of Trustees upon any appeal from any decision of such standing or special committee. No member shall, however, participate in the adjudication of any case in which he is personally interested.

No Trustee shall participate in or vote on any question relating to the negotiation, execution, performance or enforcement of any agreement of contract, where such Trustee at the time, directly or indirectly, has any pecuniary or personal interest.
ARTICLE V

OFFICERS

SECTION 1. Officers—The officers of the Society shall consist of a Chairman, President, a Vice President, a Corporate Secretary, an Assistant Corporate Secretary, a Treasurer and an Assistant Treasurer, who shall be all Trustees of the Society. (As amended on 11 May 2022)

SECTION 2. Election and Removal of Officer—The Chairman, the President, the Vice President, the Secretary, the Treasurer and Assistant Treasurer shall be elected for a term of two (2) years by a majority vote of the members of the Board of Trustees from their own number. Any officer who is deemed to be incompetent in performing his/her tasks, or has committed an against his/her official duties or other acts unbecoming of an officer which erode the dignity of his/her office, may, by two-thirds (2/3) vote of the Trustees present in a meeting called for such purpose, be removed from office.

SECTION 3. The Chairman—The Chairman shall preside at all meetings of the Board of Trustees and the members and shall perform such functions and exercise such duties as may be delegated to him by the Board of Trustees.

SECTION 4. The President—The President shall be a Filipino composer or author, and a resident of the Philippines. He/she is the Chief Executive Officer of the Society. He/she shall have general supervision over the business affairs and property of the Society and over its several officers. He/she shall preside over meetings of the Board of Trustees and members in the absence of the Chairman. (As amended on 11 May 2022)

He/she shall see that all orders and resolutions of the Board of Trustees and of the Society are carried into effect. He/she shall sign all contracts and agreements, unless the Board shall otherwise direct. The President shall submit to the Board of Trustees, as soon as may be after the close of each fiscal year, and to the members at each Annual General Assembly, a complete report of the operations of the Society for the preceding year, and of the state of its affairs, making such recommendations as he/she thinks proper, and he/she shall from time to time a report to the Board of Trustees all matters within his/her own knowledge which the interest of the members may require to be brought to its notice. The President shall be ex-officio a member of all standing committees. (As amended on 11 May 2022)

SECTION 5. The Vice President.—The Vice President shall be a Filipino and a resident of the Philippines and shall have such powers and perform such duties as may be prescribed in these By-Laws and/or by the Board of Trustees. In case of the absence or disability of the President, the Vice-President shall discharge the duties of the President. (As amended on 11 May 2022)

SECTION 6. The Treasurer—The Treasurer, who must be a Filipino and a resident of the Philippines, shall render to the President or the Trustees, at the regular meetings of the Board and whenever the President or said Board shall require him/her to do so, an account of the financial condition of the Society and of all of his/her transactions as Treasurer. He/she shall cause the preparation of such financial reports, statements, certifications which may, from time to time, be required by government rules and regulations and to cause the submission of the same to the proper government agencies. He/she shall perform such other duties and functions as may be assigned to him/her by the Board of Trustees. In the absence of the Treasurer or his/her inability to act, the
Assistant Treasurer shall perform all the duties of the Treasurer. (As amended on 11 May 2022)

SECTION 6-A. The Assistant Treasurer—In the absence of the Treasurer or is inability to act, the Assistant Treasurer shall perform all aforementioned duties of the Treasurer.

SECTION 7. The Secretary—The Secretary shall be a resident and citizen of the Philippines. He/she shall act as Secretary of the Board of Trustees and of the meetings of the members of the Society, and shall record all the votes and proceedings of the Boards and the members in a book or books. He/she shall affix, when authorized by the Board of Trustees, the corporate seal of the Society on any instrument requiring the same and shall countersign all contracts and agreements signed by the President. The seal of the Society, so affixed, shall always be attested by the signature of the Secretary or the Assistant Secretary, if one is appointed. He/she shall give notice of all meetings of the Trustees and of the members and of all calls for assessment to be paid by the members.

The Secretary shall also perform such other duties that pertain to his/her office, or as the Board of Trustees may from time to time prescribe.

SECTION 8. Compensation—The Board of Trustees shall have the power to reimburse the reasonable expenses incurred by officers of the Society that are incurred on official business. (As amended on 11 May 2022)

ARTICLE VI

COMMITTEES

SECTION 1. Creation of Committees—The Board of Trustees may create as many committees as may be considered necessary for the proper conduct and operation of the affairs of the Society, and prescribe their respective duties.

SECTION 2. Standing Committees—The Standing Committees shall be:

1. The Executive Committee;
2. The Finance Committee;
3. The Membership Committee;
4. The Complaints Committee;
5. The Monitoring and Distribution Committee;
6. The Rates Committee; and
7. The Elections Committee.

The Standing Committees shall have no more than seven (7) members (excluding the President as ex-officio member) which shall be appointed by the Board.

Except for the Membership and Elections Committee, all the members of the Standing Committees shall be Trustees of the Society. The members of the Election Committee shall not be members of the Society. The Chair of each Standing Committee, except Elections Committee, shall be a Trustee of the Society.

The Board may re-organize any or all of its committees at any time. (As amended on 25 February 2015)
SECTION 3. The Executive Committee—The Executive Committee shall advise and aid the officers of the Society on all matters concerning its interest and the management of its business. It shall be clothed with such powers as may, from time to time, be prescribed or delegated by the Board of Trustees including the supervision of the activities of the Society during the intervals between meetings of the Board of Trustees.

SECTION 4. The Finance Committee—There shall be a Finance Committee which shall attend to and supervise all the fiscal operations of the Society to the extent and in the manner directed by the Board. The Finance Committee shall examine all accounts of the Society at the close of each fiscal year and at such other times as may be deemed necessary, and report thereon.

SECTION 5. The Membership Committee—The Membership Committee shall pass upon the applications filed with the Committee and shall verify the statements therein contained, and may require each applicant additional proof of eligibility of membership. It shall also formulate and recommend to the Board of Trustees rules and regulations that shall govern the acceptance of the applicants the disqualification and/or reclassification of members.

SECTION 6. The Complaints Committee—The Complaints Committee shall have the power to investigate any member upon a complaint or motu proprio, and preside in all hearings concerning any complaint or action filed by a member against the Society, its officers or employees, or against another member, for the redress of any grievance. The Committee shall, upon the mutual consent of the parties, also conduct and preside over arbitration or conciliation proceedings pursuant to any complaint or action filed by any person against any member of the Society, or by any member of the Society against any person.

The Committee shall have the power to establish the procedure and promulgate rules with respect to any investigation or proceedings before it.

Subject to the requirements of due process, the Committee shall have the power to require any member: to appear before it, to answer all pertinent questions asked him/her and to furnish any and all relevant information sought by the Committee in connection with any complaint or inquiry. Any member who refuses to participate in the proceedings before the Committee for the investigation of his/her alleged infraction shall be deemed to have waived his/her right to present his/her side.

A member who fails or refuses to appear before the Committee or to furnish such relevant information as may be required by it without justifiable cause shall be deemed to have acted in a manner derogatory to the welfare of and prejudicial to the Society, and shall be subject to disciplinary proceedings therefore in the manner provided in these By-Laws.

Proceedings before the Committee shall be confidential and shall be disclosed only upon a resolution of the Board of Trustees.

SECTION 7. Monitoring and Distribution Committee—The Monitoring and Distribution Committee shall hear and decide any complaint or proceeding concerning the right of any member in any distribution made or to be made by the Society. The Monitoring and Distribution Committee shall have the power to propose and review any
rule concerning the monitoring of works of the member and to recommend the revision thereof to the Board of Trustees.

SECTION 8. Rates Committee—The Rates Committee shall study and recommend to the Board appropriate licensing guidelines including the determination of royalty or license fees that the Board will impose and to review the same on a periodic basis or as directed by the Board.

SECTION 9. Elections Committee—The Elections Committee shall have the power to promulgate rules and procedures for the peaceful and orderly conduct of elections, to administer and supervise said elections, and decide contests relating thereto. It shall have the power to perform any and all acts necessary and incidental to the performance of its duties.

The Election Committee shall be independent of the Board of Trustees. Its members shall not be members of the Society. Its decisions, except as otherwise provided by its rules, shall be final and unappealable to the Board of Trustees.

ARTICLE VII

FISCAL YEAR AND FUNDS

SECTION 1. Fiscal Year—The fiscal year of the Society shall begin on the first day of January and end on the last day of December of each year.

SECTION 2. Unclaimed Royalties—Royalties which have been apportioned and which not been claimed by the owners shall remain in the General Cash in Bank asset account and Restricted Members' Fund equity account of the Society for a period of six (6) years. Three (3) months prior to the expiration of said six (6) years, notices shall be given to the parties rightfully entitled thereto, by registered mail with special delivery, requiring them to receive said royalties within three (3) months. Such royalties, if not claimed after said period, shall become absolute property of the Society.

SECTION 3. External Auditor/s—The Board of Trustees shall appoint the external auditors or auditors of the Society. The external auditor or auditors shall examine, verify and report in the financial position as well as earnings and expenses of the Society in the immediately preceding year.

ARTICLE VIII

AMENDMENTS

SECTION 1. Manner of Amendments—These By-Laws may be altered, amended or repealed by the affirmative vote of a majority of the members of the Society at any regular meeting of the members. The same action may be taken at any special meeting of the members if notice of the proposed alteration, amendment or repeal is contained in the notice of meeting. The Board of Trustees may adopt additional regulations in harmony with the foregoing By-Laws and their amendments, but shall not alter, modify nor repeal the foregoing By-Laws and their amendments.
ARTICLE IX
ADOPTION CLAUSE

The foregoing By-Laws instrument was adopted on 15 February 2009, at Metro Manila, Philippines, by the undersigned members representing a majority of the members of the Society.

(SGD.) LEOCADIO ERNESTO A. SANCHEZ III
Corporate Secretary

ATTEST:

(SGD.) ARTURO LUI PIO
Chairman, Board of Trustees

(SGD.) HEBER BARTOLOME

(SGD.) ADORACION SATURNO

(SGD.) CEASAR APOSTOL

(SGD.) RODOLFO CAYAMANDA, JR.

RAQUEL DACILLO

(SGD.) CARMENCITA GIL

(SGD.) GARY GRANADA

RAMON DEL ROSARIO, JR.

(SGD.) ROBERTO RIGOR

(SGD.) NOEL CABANGON

(SGD.) RAMON CHUAYING

(SGD.) ALDIVIN DE VERA

(SGD.) KATRINA BELAMIDE
TRUSTEES' CERTIFICATE

We, the undersigned incumbent members of the Board of Trustees of the FILIPINO SOCIETY OF COMPOSERS, AUTHORS AND PUBLISHERS, INC. (the "Corporation"), with office address at 140 Scout Rallos Street, Brgy. Sacred Heart, Diliman, Quezon City, after having been duly sworn, hereby certify that:

1. Section 1, Article IV of the By-Laws of the Corporation was amended by a unanimous vote of the former Board of Trustees during the Regular Board Meeting on 24 April 2014, where a quorum was present, and by a majority vote of the Corporation's total membership during the Annual General Assembly held on 25 February 2015 at 140 Scout Rallos St., Brgy. Sacred Heart, Quezon City (as shown by a certified true copy of the Trustee's Certificate dated 8 April 2015 and the Results of Referendum dated 25 February 2015, which are attached as Annexes "A" and "A-1"), as follows:

'ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. Election and Powers — The business and property of the Society shall be conducted and managed by its Board of Trustees composed of fifteen (15) members as hereinafter described, which, as provided by the Corporation Law, shall exercise all of the powers of the Society except when such are by statute conferred upon or reserved to the members. The Board of Trustees shall at only as a board and nothing of its power shall be vested in any of the individual trustees.

The purpose of this Society being to deal with works written, composed and/or published by authors, composers and publishers, the Board of Trustees, except as provided in the Articles of Incorporation, shall consist of at least ten (10) writers (composers and/or authors) and at least five (5) music publishers. The ten writers eligible for membership to the Board of Trustees shall be nominated and elected by the writer-members only, while five (5) music publishers eligible to the Board shall be nominated and elected by publisher-members only.

The members of the Board of Trustees shall be elected only by the Regular members of the Society every other year at the regular membership meeting. Except in case of resignation, death or removal from office, each Trustee shall hold office for two years until his successor shall have been duly elected and qualified.

There shall not be eligible for election to the Board of Trustees as a publisher member thereof, more than one representative of any group of two or affiliated publisher members. By the expression "affiliated" is meant a group of two or more publishing business-controlled through stock ownership by any one of such group or all of which are directly or indirectly controlled by any person-partnership or corporation.

In the event that an author/composer member and members of the author/composer's immediate family cumulatively owns a controlling interest in any partnership or corporation which is a publisher member of the Society, such
2. The By-laws of the Corporation was further amended by a unanimous vote of the Board of Trustees during the Special Board Meetings on 9 November 2021 and 13 December 2021, the Regular Board Meeting on 2 February 2022, and Special Board Meeting on 18 February 2022, where quorum was present and acting throughout, and by a majority vote of the Corporation’s membership entitled to vote (as shown by the attached Proceedings of the Elections Committee dated 11 May 2022 attached as Annex “B”) during its Annual General Assembly on 11 May 2022 via videoconference, where quorum was present and acting throughout. The amendments on the By-Laws are as follows:

'ARTICLE II
MEMBERSHIP

SECTION 1. Member or Members of the Society – The term “member” or “members” of the Society referred to in these By-Laws shall, in accordance with the Society’s Articles of Incorporation, be deemed to comprise all composers, authors, and music publishers, successors and other music copyright owners, including as well as associations or organizations of such persons, who directly or indirectly entrust their works, compositions and catalogues to this Society, and who have satisfied the membership qualification or admission requirements of the Society as determined by the Membership Committee from time to time.

An individual member must be a resident of the Philippines, a songwriter, music publisher, and/or music copyright owner.

Members of the Society shall be categorized as follows:

1. Full-of-Regular Voting Members
   a. Authors or composers Full Composer Members – These are members who are creators or co-creators of musical compositions (with or without lyrics) which are have recorded, published and commercially released songs or works that have been publicly performed or communicated to the public by the licensees of the Society, and who have met the royalty threshold as provided under Section 3, Article II;
   b. Publisher – These are members who are engaged in the business of music publishing and have secured the necessary legal licenses, accreditations, authorizations or permits to operate in the Philippines as such from relevant government units, agencies or instrumentalities, with certificates of registration obtained from the Department of Trade and Industry (DTI) and/or Securities and Exchange Commission (SEC), Certificate of Registration and Taxpayer’s Identification and Number (FIN) obtained from the Bureau of Internal Revenue (BIR) and either one of the following: (1) proof of being operational for at least one year, or (2) proof of royalty payment to composers;

2. Non-Voting Members
   a. Associate Composer Members – These are members who are composers or authors who satisfy the requirements for Full Composer Membership other than the royalty threshold

requirement provided under Section 3, Article II se works have
not been commercially released or communicated to public.
Members falling in this category have no right to vote;

b. Copyright Owner other than those provided in 3(a) and 3(b) —
Members falling under this category shall inherit the rights of the
of the deceased member, but they shall not be entitled to sit in
the Board of Directors;

c. Successors — These are members who are the sole heirs or heir,
representatives of multiple heirs who inherited music copyright
from a deceased composer or author, or spouse of a child
previously designated by the deceased member or his heirs to
represent said deceased member in the Society;

c. Other Copyright Owners — These are members who have acquired
copyright over a musical composition who do not fall under any of
the other aforementioned membership categories. A person or
entity who is not the creator of the copyrighted work (author or
composer), publisher or successor, but who owns the performing
right in such copyright work by virtue of a sale, assignment, donation
or other modes of acquisition recognized by law.

SECTION 2. Application for Membership — Any composer, author, music
publisher, successor, or other copyright owner, who is a resident of the
Philippines may apply for membership in the Society. Applications for
membership shall be in such form and shall be accompanied by such
documentary requirements as may be determined in writing upon a printed blank
form prepared by the Membership Committee from time to time. Every
application shall be signed by the individual applicant or the duly
authorized representative of an applicant's legal entity, in person, by registered
mail, private courier, electronic mail, or other acceptable alternative mode of
communication, as may be determined by the Society from time to time through
a partner, or by an association or corporation through a duly authorized
officer. The application shall be accompanied by a proof of eligibility to
membership and shall be submitted to the Membership Committee.

SECTION 3. Intent of Application — The signing and presentation of an application
to the Membership Committee under Section 2 of this Article shall be deemed
and construed to be an agreement on the part of the applicants: (1) to abide by
the Articles of Incorporation and By-Laws of the Society, accept the burden
imposed thereby, and fulfill and duly perform the requirements therein contained;
and (2) to conform to, abide by, perform, and satisfy all the requirements imposed
by all rules, regulations or resolutions in force at the time of such application
or which may thereafter from time to time be adopted, including any amendments,
additions to, or revisions of such rules, regulations or resolutions which may from
time to time be adopted.

SECTION 3. Royalty Threshold Requirement — To obtain Full Composer Member
status, the composer or author must generate a royalty allocation from PESCAP in
such amount as may be determined by the Board of Trustees. The royalty
threshold is a one-time requirement and Members, once they become Full
Composer Members, shall no longer be subject to the royalty threshold
requirement.

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SECTION 7. Members' List of Works—Each Member shall submit to the Society a Declaration of Work for all their musical compositions containing such metadata as may be required by the Society (including, but not limited to, the composition title, names and copyright/royalty shares of the interested parties, and, if available, the name of performer/s). In case of any change in the metadata of the declared musical compositions, the member shall also submit an updated Declaration of Work reflecting any such change in metadata. The member shall also submit, upon a regular printed form furnished by the Society, a brief title, description and the date of copyright of each work published or written by him. Each member shall also upon the publication of any work of which he is the author, composer or publisher furnish the Secretary a brief title, description and the date of copyright of his work, together with photostatic or printed copy thereof.

SECTION 11. Failure of Member to Qualify Deed of Assignment—If within thirty (30) days after the election to membership, the member shall have failed to execute and deliver to the Society the assignment provided for in Section 6 of this Article and/or to comply with all other rules, regulations and requirements of the society, such membership shall be terminated. If the member shall fail to qualify for membership application into the Society for the applicant to assign to the Society the public performance rights and communication to the public rights over the applicant's musical compositions. For this purpose, the applicant shall execute the Society's standard Deed of Assignment ("DOA") as may be approved and updated from time to time by the Board of Trustees. After the Society determines that the applicant has satisfied the application requirements, if the DOA is not executed, the applicant shall be given sixty (60) calendar days from the date of notice to submit the duly executed DOA. Such period may be extended by the Board of Trustees based on meritorious grounds. Should the applicant fail to execute and submit the DOA within the prescribed period, the membership application may be deemed withdrawn by the Society.

After admission to the Society, the member may opt to assign or grant other music copyrights to the Society in such cases and to the extent allowed by the Board of Trustees.

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SECTION 13. Suspension and Expulsion of Members—A member may be suspended or expelled by a two-thirds (2/3) vote of the Board of Trustees upon due notice and hearing and upon the following grounds:

a. Misinterpretation or Misrepresentation made to the Society in the member's application for membership or reinstatement, DOA, Declaration of Work, and music usage self-monitoring report, in accordance with Section 10 thereof;

b. Commission of copyright and moral rights infringement as expressly admitted by the member, or as declared by final and executory judgment issued by the appropriate court, tribunal, or agency dealing with music or plagiarism;

c. Non-payment of membership dues in accordance with Section 8 hereof;

d. Activities contrary to the purpose of the Society or any provision in its Articles of Incorporation or By-Laws;
d. Harassment or endangering the welfare of the Society and/or its members;

e. Lack of communication between members and the Society for a period of two (2) years despite diligent efforts by the Society;

f. Frivolous actions causing the Society or its members to incur undue expenses; and

All other acts that are inimical to, or in conflict with, or seriously prejudicial to the interest of the Society.

SECTION 14. Termination for Other Causes—The following shall be grounds for termination of the membership of any member shall be terminated upon the happening of any of the following:

a. Death of a natural member or dissolution of a juridical member;

b. Termination of ownership of copyright in case of a Publisher-Member, the Society is no longer administering any public performance or communication to the public right for the said Member, provided that such termination is subject to the observance of due process; and

c. Change of control of corporate entity.

SECTION 15. Rights of Members — Except in cases which it is otherwise provided by statute, by Articles of Incorporation or by these by-laws, the following are the rights of members:

A. Full or Regular Voting Members (Composers and Publishers):

1. Right to vote on all matters pertaining to the affairs of the Society, provided he/she is a member in good standing (i.e., eligible to vote);

2. Right to be elected as a Trustee provided he/she is a member in good standing at the time of his/her nomination;

3. Right to attend meetings such as Board of Trustees meetings (if elected as such member) or Committee meetings (if appointed as such member);

4. Right to attend members’ forums and/or workshops; and

5. Right of access to the Society’s audited financial statements.

B. Associate—Non-Voting Members, successors, and Other—Copyright Owners:

Right to attend members’ forums and/or workshops.

A Member shall be considered in good standing (i.e., eligible to vote) if he/she satisfies all of the following conditions:

a. Participated in at least one (1) of the last two-three (3) preceding Annual regular General assemblies. A member shall be deemed to have participated in an Annual regular General assembly if he/she:

i. personally attended the assembly;

ii. sent a proxy to the assembly; or
iii. cast a vote by mail, email or facsimile as may be allowed by these By-laws in case an election was scheduled to be held during the assembly;

b. Received royalties other than unlogged performance allocation during the last three years preceding the election;

c.-d. Not under suspension; and
e.-f. No unpaid fine to the Society, if any.

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ARTICLE III

MEETING OF MEMBERS

SECTION 1: Annual Meetings—General Assembly.—The Society shall hold a regular meeting of its general members for the transaction of general business on an annual basis, and for the election of Trustees on a bi-annual basis, at its office in Metro Manila or at any place in Metro Manila as designated by the Board of Trustees, at 2:00 o’clock in the afternoon, on the second Wednesday of May, if not a legal holiday, and if a legal holiday, then on the first day following which is not a legal holiday.

SECTION 2. Special Meetings—At any time in the interval between annual general assemblies, meetings, special meetings of the members of the members may be called by resolution of the Board of Trustees or upon written request of at least ten percent (10%) of the members.

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SECTION 4. Quorum—Except in cases in which it is otherwise provided by law, by Articles of Incorporation or these By-Laws, the presence in person or by proxy of a majority of the members entitled to vote shall constitute a quorum for the transaction of business. In the absence of a quorum, the members present in person or in proxy at the time and place fixed by Section 1 of this Article for an annual meeting, general assembly, or designated in the notice of a special meeting, or a time and place of any adjournment thereof, by majority vote, may adjourn the meeting from time to time without notice other than by verbal announcement at the meeting, until a quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting. A member who participates (whether in person or by proxy) through remote communication, in absentia, or other alternative modes of communication as may be determined by the Board, shall be deemed present for purpose of quorum.

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SECTION 6. Voting—(A) Except in cases which it is otherwise provided by statute, by Articles of incorporation, or by these By-laws:

i. Each member eligible to vote shall, in every meeting of the members, be entitled to one vote, in person or by proxy duly appointed as herein provided, by mail, e-mail, or facsimile, remote communication or in absentia, or through
other alternative modes of communication as may be determined by the Board.

ii. Any majority of the votes cast at any meeting shall be sufficient for the adoption of any resolution.

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ARTICLE IV

BOARD OF TRUSTEES

SECTION 1. Election and Powers — The business and property of the Society shall be conducted and managed by its Board of Trustees composed of fifteen (15) members as hereinafter described, which, as provided by the Corporation Law, shall exercise all of the powers of the Society except when such are by statute conferred upon or reserved to the members. The Board of Trustees shall at only as a board and nothing of its power shall be vested in any of the individual trustees.

The purpose of this Society being to deal with works written, composed and/or published by authors, composers and publishers, the Board of Trustees, except as provided in the Articles of Incorporation, shall consist of at least ten (10) writers (composers and/or authors) and at least five (5) music publishers. The ten writers eligible for membership to the Board of Trustees shall be nominated and elected by the writer-members only, while six (6) music publishers eligible to the Board shall be nominated and elected by publisher-members only.

A member who participates (in person or through proxy) in the election through remote communication, in absentia, or other alternative modes of communication as may be determined by the Board, shall be deemed present for purposes of quorum.

The members of the Board of Trustees shall be elected only by the Regular-Voting Members of the Society every other year at the regular Annual General Assembly membership meeting. Except in case of resignation, death or removal from office, each Trustee shall hold office for two years until his successor shall have been duly elected and qualified.

SECTION 2. Enumerated Powers — Without prejudice to the general powers conferred by the last preceding section and such other powers conferred by these By-Laws or incidental thereto, the Board of Trustees shall have the following powers:

1. To enter into contracts or authorize any officer or committee to do the same;

2. To fix the rate, time and manner of payment of royalties for the performance of all works registered with the Society, and to cause the collection of such royalties;

3. To maintain all legal proceedings necessary to enforce payment of such royalties and/or to compromise claims for damages and penalties for unlawful performances.
4. To cause the distribution among the members of the Society of the royalties so collected in the proportionate share provided for in the scheme of allotment of royalties prescribed in these By-Laws;

5. To cause the enforcement or fulfillment of all contracts, both on the part of the members of the Society and third parties, that may have been made by the Society;

6. To authorize the prosecution of and/or defense against any matter, action or proceeding involving the Society or affecting its interests or involving the rights of public performance, mechanical reproduction and/or synchronization of any works of any member, or the question of authorship in any work of any member;

7. To purchase or otherwise acquire for the Society any property, rights and privileges which the Society is authorized to acquire, at such prices and on such terms and conditions, as it may deem fit;

8. To determine who shall, on the Society’s behalf be authorized to sign receipts, endorsements, checks, releases, contracts, and documents provided, however, that checks, notes, drafts, bills of exchange and other orders for the payment of money shall in every case be countersigned by the Treasurer or the Assistant Treasurer of the Society, as the case may be;

9. To provide, from time to time, for the management of the affairs of the Society in such manner as it may deem fit, and, in particular, from time to time, delegate any of the powers of the Board of Trustees to any committee, officer or agent, and to appoint any person to be the agent of the Society, with such powers (including the power to sub-delegate) and upon such terms as it may deem fit;

10. To create and dissolve any committee, except those specifically provide in these By-Laws;

11. To define, alter and regulate the jurisdiction of committees and to exercise original and supervisory jurisdiction over any and all subjects and matters referred to said committees. The Board shall have the power to control and supervise any Committee; and

12. Subject to due process, to impose administrative sanctions in the form of warning, reprimand, fine, suspension or expulsion to those members who are found guilty of administrative offenses.

SECTION 3. First Regular Organizational Board Meeting—After each meeting of the members at which a Board of Trustees shall have been elected, the Board of Trustees so elected shall meet as soon as practicable for the purpose of organization and the transaction of other business. In the event the Trustees are unable to agree as to the day and hour of their organization meeting, said Board of Trustees shall meet at such time and place as the majority of the Trustees may designate.

SECTION 4. Annual Regular Meetings—in addition to the first regular meeting, regular meetings of the Board of Trustees shall be held on such dates as may be fixed from time to time by the said Board.
SECTION 6. Place of the Meetings—Subject to the provisions of Section 3 of Article IV, the Board of Trustees may hold regular and special meetings at such place or place within or without the Philippines as it may from time to time determine. In the absence of any such determination, such regular and special meetings of the Board of Trustees shall be held at such places as may be designated in the bylaws therefor.

Trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate as may be determined by the Board.

Section 8. Quorum — At all meetings of the Board of Trustees, a majority of the Trustees shall constitute a quorum for the transaction of corporate business, and every decision of the majority of the quorum duly assembled as a board shall be valid as a corporate act. In the absence of a quorum, the Trustees present by majority vote, may adjourn the meeting from time to time without notice other than by verbal announcement at the meeting until quorum shall attend. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified. Trustees who participate through remote communication, in absentia or through other alternative modes of communication as may be determined by the Board shall be deemed present for purpose of quorum.

SECTION 9. Compensation for Trustees—Trustees as such shall not receive any salaries for their services but shall be entitled to reasonable reimbursement for actual necessary expenses incurred on official business for the Society and as authorized by the Board of Trustees; attendance fees or per diems. The Board may from time to time determine for this purpose the amount of attendance fees or per diems.

Membership of the Board of Trustees who shall be present within fifteen (15) minutes after a meeting shall be called to order up to the scheduled end of the meeting shall be entitled to full attendance fees or per diems reimbursement of actual necessary expenses incurred on official business for the Society and as authorized by the Board of Trustees.

SECTION 10. Removal of Trustees—The Board of Trustees shall recommend to the members of the Society the removal of any member who shall be absent without valid excuse from three (3) consecutive meetings of the Board, or five (5) meetings thereof. The removal of a trustee from the Board shall be made in accordance with Section 28 for the Revised Corporation Code and other applicable laws.

ARTICLE V

OFFICERS

SECTION 1. Officers—The officers of the Society shall consist of a Chairman, President, a Vice President, a Corporate Secretary, an Assistant Corporate Secretary, a Treasurer and an Assistant Treasurer, who shall be all Trustees of the Society.
SECTION 4. The President—The President shall be a Filipino composer or author, and a resident of the Philippines. He/she is the Chief Executive Officer of the Society. He/she shall have general supervision over the business affairs and property of the Society and over its several officers. He/she shall preside over meetings of the Board of Trustees and members in the absence of the Chairman.

He/she shall see that all orders and resolutions of the Board of Trustees and of the Society are carried into effect. He/she shall sign all contracts and agreements, unless the Board shall otherwise direct. The President shall submit to the Board of Trustees, as soon as may be after the close of each fiscal year, and to the members at each annual General Assembly meeting, a complete report of the operations of the Society for the preceding year, and of the state of its affairs, making such recommendations as he/she thinks proper, and he/she shall from time to time report to the Board of Trustees all matters within his/her own knowledge which the interest of the members may require to be brought to its notice. The President shall be ex-officio a member of all standing committees.

SECTION 5. The Vice President.—The Vice President shall be a Filipino and a resident of the Philippines and shall have such powers and perform such duties as may be prescribed in these By-Laws and/or by the Board of Trustees. In case of the absence or disability of the President, the Vice-President shall discharge the duties of the President.

SECTION 6. The Treasurer—The Treasurer, who must be a Filipino and a resident of the Philippines, shall render to the President or the Trustees, at the regular meetings of the Board and whenever the President or said Board shall require him/her to do so, an account of the financial condition of the Society and of all of his/her transactions as Treasurer. He/she shall render to the general members at every annual meeting of the Society annual statements showing financial conditions and such other financial reports as may be required under the circumstances. He/she shall cause the preparation of such financial reports, statements, certifications which may, from time to time, be required by government rules and regulations and to cause the submission of the same to the proper government agencies. He/she shall perform such other duties and functions as may be assigned to him/her by the Board of Trustees. In the absence of the Treasurer or his/her inability to act, the Board may appoint an Assistant Treasurer, who shall perform all the duties of the Treasurer.

SECTION 8. Compensation.—The Board of Trustees shall have the power to reimburse the reasonable expenses incurred by the compensation of all officers of the Society that are incurred on official business, provided that any increase in compensation shall only take effect after the expiration of the term of the Board of Trustees approving such increase.

IN WITNESS WHEREOF, we have set our hands this at Quezon City.
SUBSCRIBED AND SWORN to before me this ___ DEC 9 2022 at Quezon City, the following persons exhibited to me their respective competent evidence of identity, bearing their respective photographs and signatures:

<table>
<thead>
<tr>
<th>NAME</th>
<th>COMPETENT EVIDENCE OF IDENTITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>RAMON S. CHUAYING</td>
<td>PASSPORT No. P284516GA  (VALID UNTIL 09 AUGUST 2025)</td>
</tr>
<tr>
<td>ARTURO LUIPIO</td>
<td>PASSPORT NO. P2745931B  (VALID UNTIL 08 AUGUST 2029)</td>
</tr>
<tr>
<td>RODOLFO C. CAYAMANDA, JR.</td>
<td>DRIVER'S LICENSE NO. D04-77-017214  (VALID UNTIL 01 APRIL 2024)</td>
</tr>
<tr>
<td>LEODADIO ERNESTO A. SANCHEZ III</td>
<td>PASSPORT NO. PS998479A  (VALID UNTIL 11 FEBRUARY 2028)</td>
</tr>
<tr>
<td>ALVIN F. DE VERA</td>
<td>UNIFIED MULTI-PURPOSE ID NO.  CRN 0111-069993208</td>
</tr>
<tr>
<td>MA. VICTORIA IANI A. BENEDITO</td>
<td>PASSPORT NO. P5980468A  (VALID UNTIL 09 FEBRUARY 2028)</td>
</tr>
<tr>
<td>RAQUEL M. DACILLO</td>
<td>DRIVER'S LICENSE NO. N01-05-002316  (VALID UNTIL 19 JUNE 2024)</td>
</tr>
<tr>
<td>KATRINA MARIE R. BELAMIDE</td>
<td>UNIFIED MULTI-PURPOSE ID NO.  CRN 0111-4553568-4</td>
</tr>
<tr>
<td>NOEL G. CABANGON</td>
<td>DRIVER'S LICENSE NO. N02-92-183985  (VALID UNTIL 25 DECEMBER 2023)</td>
</tr>
<tr>
<td>JAIME M. PAREDES</td>
<td>PASSPORT NO. P7886483  (VALID UNTIL 14 OCTOBER 2031)</td>
</tr>
<tr>
<td>JOSELITO H. SUMANGIL</td>
<td>UNIFIED MULTI-PURPOSE ID NO.  CRN 000-4304-8022-9</td>
</tr>
<tr>
<td>RAMON DEL ROSARIO, JR.</td>
<td>TIN ID NO. 129-331-703-000</td>
</tr>
<tr>
<td>MARK EDWARD P. ESCUETA</td>
<td>PASSPORT No. P892261BA  (VALID UNTIL 10 FEBRUARY 2032)</td>
</tr>
<tr>
<td>JOSEPH LANTING</td>
<td>UNIFIED MULTI-PURPOSE ID NO.  CRN 0111-2904190-7</td>
</tr>
<tr>
<td>YSMAEL YUZON</td>
<td>DRIVER'S LICENSE NO. NO2-03-014595  (VALID UNTIL 22 NOVEMBER 2023)</td>
</tr>
</tbody>
</table>
SECRETARY'S CERTIFICATE

1. I, LEOCADIO ERNESTO A. SANCHEZ III, Filipino, of legal age and with office address at 140 Scout Rallos Street, Barangay Sacred Heart, Quezon City, after being duly sworn, deposes and states that:

2. I am the duly elected Corporate Secretary of the FILIPINO SOCIETY OF COMPOSERS, AUTHORS & PUBLISHERS, INC. (the "Corporation"), a non-stock non-profit corporation duly organized and existing under the laws of the Philippines with principal office at 140 Scout Rallos Street, Barangay Sacred Heart, Quezon City; and

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

IN WITNESS WHEREOF, this Secretary's Certificate has been signed on JAN 16 2023 in Quezon City.

LEOCADIO ERNESTO A. SANCHEZ III
Corporate Secretary

SUBSCRIBED AND SWORN to before me in Quezon City on JAN 16 2023 by LEOCADIO ERNESTO A. SANCHEZ III, who has satisfactorily proven to me his identity through his Philippine Passport No. P5998479A valid until 11 February 2028 which bears his photograph and signature.

Doc. No. L953
Page No. 0
Book No. L97
Series of 2023
Proceedings of the Elections Committee

The Elections Committee arrived and assembled at 2:00PM during the General Assembly of the Filipino Society of Composers, Authors and Publishers, Inc. ("FILSCAP") to conduct the Referendum on three (3) proposed amendments to the Amended Articles of Incorporation of FILSCAP and thirty-three (33) proposed amendments to the Amended By-Laws of FILSCAP.

FILSCAP had One Thousand Five Hundred One (1,501) members eligible to vote in the referendum. At least Two-Thirds (2/3) or One Thousand One (1,001) were required to approve the proposed amendments to the Amended Articles of Incorporation of FILSCAP while at least a majority of the members entitled to vote in an Annual Meeting, or One Hundred Sixty Two (162), were required to act on the proposed amendments to the Amended By-Laws of FILSCAP.

Based on the Rules and Procedure for the Referendum on the Proposed Amendments to the Amended Articles of Incorporation and Amended By-Laws of FILSCAP casting of votes started on various dates and times depending on the mode of voting adopted by the member below:

(1) For mail, email and facsimile, 8 March 2022; and
(2) For GoogleForms, 4 April 2022

Voting was declared closed at 3:00PM. The Counting immediately started at 3:00PM and ended at 3:45PM.

The Election Committee notes that majority of the members opted to vote by GoogleForms while only Eighty-Six (86) members opted to vote by email. None opted to vote by mail and facsimile.

The number of valid votes cast through email is Eighteen (18). The number of valid votes cast through GoogleForms is Two Hundred Sixty Seven (267). Thus, the total number of valid votes cast is Two Hundred Eighty Five (285).

ATTY. JASON G. DE BELEN
Roll No. 16259
Adm. No. NP-01-001 Notary Public
Notary Public for Caloocan City
My Commission expires on December 31, 2023
No. 7M Sld. Banzon St. cor. Panay Ave. QC
IBP No. 1161473; QC 1-4-2022
PTR No. 2444041; QC 1-4-2022
MCLE VII-0019870; 5-30-22
Results of the Referendum

I. Referendum on the Proposed Amendments to the Amended Articles of Incorporation of FILSCAP

The referendum on the Proposed Amendments to the Amended Articles of Incorporation of FILSCAP did not meet the required number of votes of One Thousand and One.

II. Referendum on the Proposed Amendments to the Amended By-laws of FILSCAP

The referendum on the Proposed Amendments to the Amended By-laws of FILSCAP is over meet the required number of votes of One Thousand and One.

AMENDMENT NO. 1

1. Do you agree to the following highlighted proposed amendments:

"Section 1. Member or Members of the Society -
The term ‘member’ or ‘members’ of the Society referred to in these By-Laws shall, in accordance with the Society’s Articles of Incorporation, be deemed to comprise all composers, authors, music publishers, successors and other music copyright owners, including associations or organizations of such persons, who directly or indirectly entrust their works, compositions and catalogues to this Society, and who have satisfied the membership qualification or admission requirements of the Society as determined by the Membership Committee from time to time."

and the removal of the paragraph:

"An individual member must be a resident of the Philippines, a songwriter, or music publisher, and/or music copyright owner."

in the 1st and 2nd paragraphs of Section 1, Article II of FILSCAP Amended By-Laws as regards Member or Members of the Society?

Yes Votes: 274
No Votes: 3
Abstain: 2

AMENDMENT NO. 2

2. Do you agree to reword the classification of members from "Full or Regular Members (Composers and Publishers)" to "Voting Members" which will amend the provisions of the Amended By-Laws enumerated below?

a. Item 1, Section 1, Article II
b. Section 15(a), Article II
c. Section 1, Article IV

Yes Votes: 273
No Votes: 2
Abstain: 2

AMENDMENT NO. 3

3. Do you agree to reword "Authors or Composers" to "Full Composer Members" in Item 1.a of Section 1, Article II of the Amended By-Laws?

Yes Votes: 274
No Votes: 2
Abstain: 2

AMENDMENT NO. 4

4. Do you agree to the following revised definition of "Full Composer Members":

"These are members who are creators or co-creators of musical compositions (with or without
lyrics) which are being publicly performed or communicated to the public by the licensees of the Society, and who have met the royalty threshold as provided under Section 3, Article II;”

in Item 1.a of Section 1, Article II of the Amended By-Laws?

Yes Votes: 252

No Votes: 24

Abstain: 2

AMENDMENT NO. 5

5. Do you agree to the proposed amendments in the definition of Publisher as follows:

“These are members who are engaged in the business of music publishing and have secured the necessary legal licenses, accreditations, authorizations or permits to operate in the Philippines as such from relevant government units, agencies or instrumentalities.”

in Item 1.b. of Section 1, Article II of the Amended By-Laws?

Yes Votes: 275

No Votes: 1

Abstain: 2

AMENDMENT NO. 6

6. Do you agree to reword “Associate Members, Successful Copyright Owners” to “Non-Voting Members” which are not included in the following provisions of the Amended By-Laws enumerated below?

a. Item 2 of Section 1, Article II

b. Section 15(B), Article II

Yes Votes: 266
AMENDMENT NO. 7

7. Do you agree to the definition of "Associate Composer Members" as follows:

"a. Associate Composer Members – These are members who are composers or authors who satisfy the requirements for Full Composer Membership other than the royalty threshold requirement provided under Section 3, Article II;"

under Item 2.a. of Section 1, Article II of the Amended By-Laws?

Yes Votes: 271
No Votes: 3
Abstain: 2

AMENDMENT NO. 8

8. Do you agree to the definition of "Successors" as follows:

"b. Successors – These are members who are the sole heirs or heir-representatives of multiple heirs who inherited music copyright from a deceased composer or author; and"

under Item 2.b. of Section 1, Article II of the Amended By-Laws?

Yes Votes: 280
No Votes: 0
Abstain: 2

AMENDMENT NO. 9
9. Do you agree to the definition of "Other Copyright Owners" as follows:

"c. Other Copyright Owners – These are members who have acquired copyright over a musical composition who do not fall under any of the other aforementioned membership categories."

under Item 2.c. of Section 1, Article II of the Amended By-Laws?

Yes Votes: 277
No Votes: 1
Abstain: 4

AMENDMENT NO. 10

10. Do you agree to the highlighted proposed amendments to the provision on Application for Membership as follows:

"SECTION 2. Application for Membership - Any composer, author, music publisher, successor, or other copyright owner, may apply for membership with the Society. Applications for membership shall be in such form and shall be accompanied by such documentary requirements as may be determined by the Membership Committee from time to time. Every application shall be submitted by the individual applicant or the duly authorized representative of an applicant juridical-entity, in person, by registered mail, private courier, electronic mail, or other acceptable alternative modes of communication, as may be determined by the Society from time to time."

in Section 2, Article II of the Amended By-Laws?

Yes Votes: 278
No Votes: 1
Abstain: 2
AMENDMENT NO. 11

11. Do you agree to delete Section 3, Article II of the Amended By-Laws pertaining to the provision on "Intent of Application"?

Yes Votes: 263
No Votes: 4
Abstain: 6

AMENDMENT NO. 12

12. Do you agree to include the following provision:

"SECTION 3. Royalty Threshold Requirement
- To obtain Full Composer Member status the composer or author must generate a royalty allocation from FIL-SCAP in such amount as may be determined by the Board of Trustees. The royalty threshold is a one-time requirement and Members, once they become Full Composer Members, shall no longer be subject to the royalty threshold requirement."

as Section 3, Article II of the Amended By-Laws?

Yes Votes: 272
No Votes: 6
Abstain: 2

AMENDMENT NO. 13

13. Do you agree to the proposed amendments to the provision on Members' List of Works as follows:

"Section 7. Members' List of Works. - Each Member shall submit to the Society a Declaration of Work for all their musical compositions containing such metadata as may be required by
the Society (including, but not limited to, the composition title, names and copyright/royalty shares of the interested parties, and, if available, the name of performer/s). In case of any change in the metadata of the declared musical compositions, the member shall also submit an updated Declaration of Work reflecting any such change in metadata.”

found in Section 7, Article II of the Amended By-Laws?

Yes Votes: 278
No Votes: 1
Abstain: 2

AMENDMENT NO. 14

14. Do you agree to the proposed correction and replacement of the provision on “Failure of Member to Qualify” to the provision on “Deed of Assignment” below:

“SECTION 11. Deed of Assignment. – It shall be a mandatory requirement for membership application into the Society for the applicant to assign to the Society the public performance rights and communication to the public rights over the applicant’s musical compositions. For this purpose, the applicant shall execute the Society’s standard Deed of Assignment (“DOA”) as may be approved and updated from time to time by the Board of Trustees. After the Society determines the applicant has satisfied the application requirements other than the DOA, the applicant shall be given sixty (60) calendar days from notice to submit the duly executed DOA. Such period may be extended by the Board of Trustees based on meritorious grounds. Should the applicant fail to execute and submit the DOA within the prescribed period, the membership application may be deemed withdrawn by the Society.

Certified True Copy
JAN 04 2023
ATTY. JASON G. DE BELEN
Roll No. 36239
Norte: No. NP 070 Notary Public
Norte-Public for Quezon City
My Commission expires on December 31, 2023
No. 7M Sct. Borromeo St. cor. Panay Ave. QC
IBP No. 195473; QC 1-4-2022
PTR No. 244464; QC 1-4-2022
MCLE VII-0016570; 5-30-22
After admission to the Society, the member may opt to assign or grant other music copyrights to the Society in such cases and to the extent allowed by the Board of Trustees.

in Section 11, Article II of the Amended By-Laws?

Yes Votes: 275
No Votes: 0
Abstain: 4

AMENDMENT NO. 15

15. Do you agree to the following proposed amendments:

"a. Misrepresentation made to the Society in the member's application for membership or reinstatement, DOA, Declaration of Work, and music usage self-monitoring report;"

in Section 13(a), Article II of the Amended By-Laws on grounds for suspension and expulsion of members?

Yes Votes: 275
No Votes: 1
Abstain: 4

AMENDMENT NO. 16

16. Do you agree to the following proposed amendments:

"b. Commission of copyright and moral rights infringement as expressly admitted by the member, or as declared by final and executory judgment issued by the appropriate court, tribunal, or agency;"

in Section 13(b), Article II of the Amended By-Laws on grounds for suspension and expulsion of members?
Yes Votes: 275
No Votes: 1
Abstain: 4

AMENDMENT NO. 17

17. Do you agree to the proposed highlighted amendments to the provision on "Termination for Other Causes" as follows:

"SECTION 14. Termination for Other Causes – The following shall be grounds for termination of the membership of any member:

a. Death of a natural member or dissolution of a juridical member;

b. In case of a Publisher-Member, the Society is no longer administering any public performance or communication to the public right for the said Member, provided, that, such termination is subject to the observance of due process."

and removal of grounds (b) and (c)
in Section 14, Article II of the Amended By-Laws?

Yes Votes: 267
No Votes: 4
Abstain: 4

AMENDMENT NO. 18

18. Do you agree to insert the phrase "(i.e., eligible to vote)" at the end of Section 15(A)[1] and next to the phrase "A member shall be considered in good standing" at the second paragraph of Section 15, Article II of the Amended By-Laws?
Yes Votes: 287
No Votes: 20
Abstain: 2

AMENDMENT NO. 19

19. Do you agree to change the requirement to participate “in the last two preceding regular general assembly” to “at least one (1) of the last three (3) preceding Annual General Assemblies” as one of the conditions to be considered a member in good standing in Section 15 Article II of the Amended By-Laws?

Yes Votes: 276
No Votes: 2
Abstain: 2

AMENDMENT NO. 20

20. Do you agree to increase the number of Trustees from fifteen (15) to sixteen (16), for the Trustees to consist of ten (10) writers (composer/authors) and six (6) music publishers, and for the same to be reflected in Section 1, Article IV of the Amended By-Laws?

Yes Votes: 259
No Votes: 19
Abstain: 2

AMENDMENT NO. 21

21. Do you agree to the proposed highlighted amendments to the compensation of Trustees:

"SECTION 9. Compensation for Trustees—Trustees as such shall not receive any salaries for their services but shall be entitled to reasonable reimbursements for actual necessary expenses incurred on official..."
business for the Society and as authorized by the Board of Trustees.

Membership of the Board of Trustees who shall be present within fifteen (15) minutes after a meeting shall be called to order up to the scheduled end of the meeting shall be entitled to full reimbursement of actual necessary expenses incurred on official business for the Society and as authorized by the Board of Trustees."

in Section 9, Article IV of the Amended By-Laws?

Yes Votes: 276
No Votes: 1
Abstain: 2

AMENDMENT NO. 22

22. Do you agree to allow participation and voting through remote communication, such as videoconferencing, teleconferencing, in absentia, or through other alternative modes of communication as may be determined by the Board in meetings of the Members which will amend the provisions of the Amended By-Laws enumerated below?

a. Section 4, Article III (Quorum)
b. Section 6(A)(i), Article III (Voting)
c. Section 1, Article IV (Election and Powers)

Yes Votes: 278
No Votes: 1
Abstain: 2

AMENDMENT NO. 23
23. Do you agree to allow participation and voting through remote communication, such as videoconferencing, teleconferencing, in absentia, or through other alternative modes of communication as may be determined by the Board in meetings of the Board of Trustees which will amend the provisions of the Amended By-Laws enumerated below?

   a. Section 6, Article IV (Place of Meetings)
   b. Section 8, Article IV (Quorum)

Yes Votes: 278
No Votes: 1
Abstain: 2

AMENDMENT NO. 24

24. Do you agree to reword "Annual Meetings" or "Regular Membership Meetings" to "Annual General Assembly" which will amend the provisions of the Amended By-Laws enumerated below?

   a. Section 1, Article III
   b. Section 2, Article III
   c. 2nd Sentence, Section 4, Article III
   d. 3rd Paragraph, Section 1, Article IV
   e. 2nd Paragraph, Section 4, Article V

Yes Votes: 279
No Votes: 2
Abstain: 2

AMENDMENT NO. 25

25. Do you agree to reword the title of Section 3, Article IV of the Amended By-Laws from "First Regular Meeting" to "Organizational Board Meeting"?
Yes Votes: 274
No Votes: 4
Abstain: 2

AMENDMENT NO. 26

26. Do you agree to the following proposed amendments:

"SECTION 4. Regular Meetings – Regular meetings of the Board of Trustees shall be held on such dates as may be fixed from time to time by the said Board"

in Section 4, Article IV of the Amended By-Laws?

Yes Votes: 279
No Votes: 0
Abstain: 2

AMENDMENT NO. 27

27. Do you agree to amend the phrase "Section 28 for the Corporation Code" to "Revised Corporation Code and other applicable laws" found in the last sentence of the first paragraph of Section 10, Article IV of the Amended By-Laws?

Yes Votes: 275
No Votes: 1
Abstain: 4

AMENDMENT NO. 28

28. Do you agree to the proposed highlighted amendment pertaining to the Officers:

Certified True Copy

JAN 4 2023

ATTY. JASON Q. DE BELEN
Notary Public
Notary Public for Quezon City
My Commission expires on December 31, 2023
No. 7M Sec. Bonifacio St, cor. Peninsula Ave. QC
IBP No. 125173, CC 1-4-2022
PTR No. 244464; CC 1-4-2022
MCLE-001570, 5-30-22
"SECTION 1. Officers – The Officers of the Society shall consist of a Chairman, President, a Vice President, a Corporate Secretary, an Assistant Corporate Secretary, a Treasurer and an Assistant Treasurer, who shall be all Trustees of the Society."

in Section 9, Article IV of the Amended By-Laws?

Yes Votes: 278
No Votes: 0
Abstain: 4

AMENDMENT NO. 29

29. Do you agree to include as qualifications of the President in Section 4, Article V of the Amended By-Laws that he/she should be a composer or author?

Yes Votes: 280
No Votes: 0
Abstain: 2

AMENDMENT NO. 30

30. Do you agree to include as qualifications of the President, Vice-President and Treasure that he/she should be a Filipino and a resident of the Philippines which will amend Sections 4, 5 and 6, respectively, of Article V of the Amended By-Laws?

Yes Votes: 279
No Votes: 1
Abstain: 2

AMENDMENT NO. 31

Certified True Copy
JAN 04 2023

ATTY. JASON G. DE BELEN
Roll No. 36269
Act. No. NP-210 Notary Public
Norbay-Padre for Caloocan City
My Commission expires on December 31, 2023
No. 7M Sen. Barroman St. cor. Panay Ave. QC
IBF No. 165473; QC 1-4-2022
PVR No. 2444041; QC 1-4-2022
NCLE V015570; 530-22
31. Do you agree to amend the provision on the functions of the Treasurer as follows:

"SECTION 6. The Treasurer – The Treasurer, who must be a Filipino and a resident of the Philippines, shall render to the President or the Trustees, at the regular meetings of the Board and whenever the President or said Board shall require him/her to do so, an account of the financial condition of the Society and of all of his/her transactions as Treasurer. He/she shall cause the preparation of such financial reports, statements, certifications which may, from time to time, be required by government rules and regulations and to cause the submission of the same to the proper government agencies. He/she shall perform such other duties and functions as may be assigned to him/her by the Board of Trustees. In the absence of the Treasurer or his/her inability to act, the Assistant Treasurer, shall perform all the duties of the Treasurer."

in Section 6, Article V of the Amended By-Laws?

Yes Votes: 279
No Votes: 0
Abstain: 4

AMENDMENT NO. 32

32. Do you agree to the proposed highlighted amendment to change the provision on Compensation of Officers as follows:

"SECTION 8. Compensation—The Board of Trustees shall have the power to reimburse the reasonable expenses incurred by officers of the Society that are incurred on official business."

in Section 8, Article V of the Amended By-Laws?

Yes Votes: 275
No Votes: 0
Abstain: 4

AMENDMENT NO. 33

33. Do you agree to correct the typographical errors in the Amended By-Laws as follows:

   a. Delete the second phrase “of the members” in Section 2, Article III

   b. Correct “of” in the phrase “Treasurer, of the Assistant Treasurer” to “or” in Section 2(8), Article IV

Yes Votes: 279
No Votes: 1
Abstain: 4

PROCLAMATION

From the foregoing results of the voting, Amendment Numbers 1 to 33 of the Amended By-Laws of FILSCAP is hereby proclaimed affirmed by majority of the members eligible to vote and present in this Annual Meeting.

Scout Rallos, Quezon City. 11 May 2022.

For the Elections Committee:

ZARDI MELITO D. ABELLERA
Chairman Certified True Copy

JAN 04 2023

ATTY. JASON G. DE BELEN
Roll No. 5259
Adm. No. NP-07 Notary Public
Notary Public for Quezon City
My Commission expires on December 31, 2023
No. 7M Stc, Barromeo St cor. Panay Ave. QC
IBP No. 195-476 QC 1-4-2022
PTR No. 2144044; DC 1-4-2022
MCLE VII-0019570; 5-30-22