



Republic of the Philippines
Securities and Exchange Commission

EDSA, Greenhills, Mandaluyong
Metro-Manila

S.E.C. Reg. No. C-171

CERTIFICATE OF FILING OF AMENDED BY-LAWS

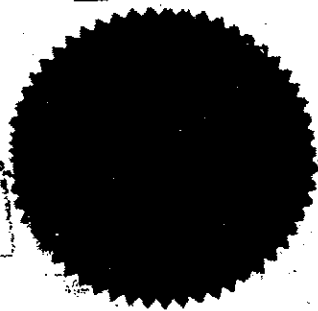
TO ALL TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

THE INSULAR LIFE ASSURANCE COMPANY, LTD.

copy annexed, adopted by majority vote of the Board of Directors and the stockholders
owning or representing at least a majority of all the outstanding capital stock on
September 15, 1986, certified to by a majority of the Board of Directors
and countersigned by the Secretary of the Corporation, was ^{approved by} filed with this Office on the
30th day of June, 1987 pursuant to the provisions of Section
48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1,
1980, and attached to the other papers pertaining to said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this
Commission to be affixed at Mandaluyong, Metro Manila, Philippines this 30th day of
June, in the year of our Lord nineteen hundred and eighty-seven



Rosario N. Lopez
ROSARIO N. LOPEZ
Associate Commissioner



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PROPOSED AMENDMENTS
TO THE
AMENDED BY-LAWS
OF
THE INSULAR LIFE ASSURANCE COMPANY, LTD
(Amended last on 15 September 1986)

ARTICLE 1
NAME, SEAL, AND OFFICES

SECTION 1.1 - NAME

THE NAME OF THIS CORPORATION SHALL BE "THE INSULAR LIFE ASSURANCE COMPANY, LIMITED."

SECTION 1.2 - CORPORATE SEAL

THE SEAL OF THE CORPORATION SHALL CONSIST OF TWO CONCENTRIC CIRCLES ON WHICH SHALL BE PLACED THE NAME OF THE CORPORATION AND THE WORDS "METRO MANILA, P.P." AND IN THE CENTER SHALL BE ENGRAVED THE WORDS "INCORPORATED 1910," AND SAID SEAL, AN IMPRESSION OF WHICH APPEARS ON THE MARGIN, IS HEREBY ADOPTED AS CORPORATE SEAL.

SECTION 1.3 - PRINCIPAL OFFICE

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THE HOME OFFICE AND PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE AT METRO MANILA, PHILIPPINES, AT WHICH PLACE ALL MEETINGS OF MEMBERS SHALL BE HELD.

SECTION 1.4 - OTHER OFFICES

REGIONAL, BRANCH OR OTHER OFFICES MAY AT ANY TIME BE ESTABLISHED BY THE BOARD OF TRUSTEES AT ANY PLACE OR PLACES WHERE THE CORPORATION IS QUALIFIED TO DO BUSINESS.

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ARTICLE 2

INVESTMENT OF CORPORATE CAPITAL

SECTION 2.1 - The funds of the corporation other than the sum necessary for current expenses shall be invested as follows:

- 2.1.1 - In loans on its own policies of insurance, according to their provisions.
- 2.1.2 - In loans upon mortgages or deeds of trust of unencumbered improved or unimproved real estate and upon mortgages or deeds of trust of actually cultivated, improved and unencumbered agricultural lands situated in the Philippines, in accordance with law.
- 2.1.3 - In the purchase of LOTS and BUILDINGS in which the Corporation shall conduct and carry on its business.
- 2.1.4 - In bonds and other evidences of debt of the Government of the Philippines or any of its political subdivisions authorized by law to issue bonds and in such other securities, stocks, debentures, bonds and other evidences of indebtedness of any corporation as may be approved by the Insurance Commissioner.
- 2.1.5 - IN REAL ESTATE AND SUCH OTHER PROPERTIES AS MAY BE ALLOWED BY LAW OR REGULATION.
- 2.1.6 - IN OTHER FORMS OF INVESTMENTS AS MAY BE ALLOWED BY LAW OR REGULATION.

SECTION 2.2 - All cash of the Corporation shall be deposited in its name in such banks and credit institutions as the Board of TRUSTEES may designate.

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ARTICLE 3
MEMBERSHIP AND MEETINGS

SECTION 3.1 - OWNERSHIP

THE OWNERSHIP OF THIS CORPORATION SHALL BE VESTED IN ITS MEMBERS.

SECTION 3.2 - MEMBERSHIP

MEMBERSHIP IN THE COMPANY SHALL CONSIST OF ITS INDIVIDUAL POLICYHOLDERS OF LIFE, HEALTH OR ACCIDENT INSURANCE OR ANNUITY CONTRACTS AND THE MASTER POLICYHOLDER ONLY OF ANY GROUP INSURANCE POLICY OR PLAN EXCLUDING INDIVIDUAL CERTIFICATE HOLDERS UNDER SUCH MASTER POLICY.

SECTION 3.3 - MEMBERS ENTITLED TO VOTE

EVERY MEMBER OF RECORD WHO OWNS SUCH AN INSURANCE POLICY OR CONTRACT IN FORCE FOR AT LEAST ONE (1) YEAR AS OF THIRTY (30) DAYS PRIOR TO THE DATE OF ANY MEETING OF MEMBERS, WHETHER REGULAR OR SPECIAL, IS ENTITLED TO VOTE. SUCH MEMBER SHALL BE ENTITLED TO ONE (1) VOTE ONLY AT SUCH MEETING, REGARDLESS OF THE NUMBER OF POLICIES OR AMOUNT OF INSURANCE HE OWNS.

SECTION 3.4 - PROXIES

3.4.1 - MEMBERS MAY VOTE IN PERSON OR BY PROXY IN ALL MEETINGS OF MEMBERS.

3.4.2 - A MEMBER'S PROXY MAY BE EXECUTED IN FAVOR OF ANOTHER INDIVIDUAL OR TO A PROXY COMMITTEE CONSISTING OF THE CHAIRMAN OF THE EXECUTIVE COMMITTEE, THE PRESIDENT AND THE SECRETARY OF THE CORPORATION. THE COMMITTEE SHALL HAVE FULL POWER TO VOTE THE SAME. THE VOTE OF THE PROXY COMMITTEE SHALL BE GOVERNED BY A MAJORITY OF THE COMMITTEE MEMBERS.

3.4.3 - A PROXY MAY BE MADE FOR A PARTICULAR MEETING OR FOR A PERIOD OF TIME NOT EXCEEDING FIVE (5) YEARS, PROVIDED THAT WHERE A PROXY HAS BEEN GIVEN AT THE TIME OF MAKING APPLICATION FOR INSURANCE IN THE CORPORATION, SUCH PROXY SHALL REMAIN IN

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EFFECT UNTIL IT EXPIRES FIVE (5) YEARS FROM SUCH TIME AS THE MEMBER IS ENTITLED TO VOTE IN ACCORDANCE WITH ARTICLE 3, SECTION 3.3 OR THE INSURANCE POLICY TAKEN OUT ON SUCH APPLICATION TERMINATES OR A WRITTEN REVOCATION OF SUCH PROXY HAS BEEN FILED WITH THE CORPORATION, WHICHEVER OCCURS SOONER.

3.4.4 - THE PRESENCE OF A MEMBER AT ANY MEETING REVOKES THE PROXY FOR THAT PARTICULAR MEETING. IF IT IS A CONTINUING PROXY, THE PRESENCE OF THE MEMBER SHALL SUSPEND THE PROXY ONLY FOR THAT PARTICULAR MEETING.

SECTION 3.5 - MEETINGS

Meetings OF MEMBERS may be regular or special, and shall be held at the place where the principal office of the Corporation is established or located. Regular meetings shall be held at 4:15 in the afternoon of the fourth Wednesday in MAY of each year, if such day be not a NON-WORKING holiday, otherwise, they shall be held on the first working day after such date. Special meetings may be held at any time by resolution of the Board of TRUSTEES or WHEN REQUESTED IN WRITING BY NOT LESS THAN ONE-FIFTH (1/5th) OF THE MEMBERS ENTITLED TO VOTE OR BY THE BOARD CHAIRMAN, THE EXECUTIVE COMMITTEE CHAIRMAN, OR THE PRESIDENT.

SECTION 3.6 - NOTICE OF MEETINGS

3.6.1 - NOTICE OF ALL MEETINGS, WHETHER REGULAR OR SPECIAL SHALL BE GIVEN IN WRITING TO MEMBERS ENTITLED TO VOTE AT LEAST FIFTEEN (15) WORKING DAYS BEFORE THE DATE OF SUCH MEETING.

3.6.2 - NOTICE OF ANY MEETING OF MEMBERS SHALL SPECIFY THE PLACE, THE DAY AND THE HOUR OF THE MEETING AND THE GENERAL NATURE OF THE BUSINESS TO BE TRANSACTED.

3.6.3 - SUCH NOTICE SHALL BE BY PERSONAL DELIVERY OR BY MAIL, OR OTHER MEANS OF WRITTEN COMMUNICATION, OR IMPRINTED ON PREMIUM NOTICES, RECEIPTS, DIVIDEND NOTICES OR IN THE POLICY

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ITSELF, ADDRESSED TO SUCH MEMBER AT HIS ADDRESS APPEARING ON THE BOOKS OF THE CORPORATION OR GIVEN BY HIM TO THE CORPORATION FOR THE PURPOSE OF NOTICE. IF A MEMBER GIVES NO ADDRESS, NOTICE SHALL BE DEEMED TO HAVE BEEN GIVEN HIM IF SENT BY MAIL OR OTHER MEANS OF WRITTEN COMMUNICATION ADDRESSED TO THE PLACE WHERE THE PRINCIPAL OFFICE OF THE CORPORATION IS SITUATED, OR IF PUBLISHED AT LEAST ONCE IN SOME NEWSPAPER OF GENERAL CIRCULATION IN THE PLACE IN WHICH SAID OFFICE IS LOCATED.

3.6.4 - NOTICE OF AN ANNUAL MEETING SHALL ALSO BE SUFFICIENTLY GIVEN IF PUBLISHED AT LEAST ONCE IN EACH OF FOUR SUCCESSIVE WEEKS IMMEDIATELY PRIOR TO SUCH MEETING IN A NEWSPAPER OF GENERAL CIRCULATION IN THE PLACE IN WHICH THE PRINCIPAL OFFICE OF THE CORPORATION IS LOCATED AND IF SO PUBLISHED NO OTHER NOTICE OF SUCH MEETING SHALL BE REQUIRED.

SECTION 3.7 - QUORUM

THE PRESENCE IN PERSON OR BY PROXY OF FIVE (5) PERCENT OF THE MEMBERS ENTITLED TO VOTE AT ANY MEETING SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS UNLESS OTHERWISE PROVIDED FOR BY LAW.

SECTION 3.8 - ATTENDANCE AT MEETINGS

Any MEMBER entitled to vote may be PRESENT IN PERSON OR represented by proxy at any regular or special meetings; however, no MEMBERS' proxy shall be recognized or be entitled to vote at any regular or special meetings unless a duly signed appointment of proxy has been filed with the Office of the Secretary of the Corporation at least TEN (10) WORKING DAYS before the time set for the meeting at which the proxy will attend.

SECTION 3.9 - CREDENTIALS COMMITTEE

AT LEAST FIFTEEN (15) WORKING DAYS PRIOR TO THE REGULAR MEETING OF MEMBERS, A CREDENTIALS COMMITTEE OF THREE (3) MEMBERS SHALL BE APPOINTED BY THE CHAIRMAN OF THE BOARD FROM OTHER THAN THE TRUSTEES OF THE CORPORATION.

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THEY SHALL SERVE FOR THE ANNUAL REGULAR MEETING OF MEMBERS AND ANY SPECIAL MEETING PRIOR TO THE NEXT REGULAR MEETING OF MEMBERS.

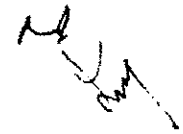
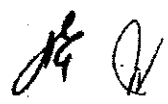
THE COMMITTEE SHALL CHECK ALL PROXIES AND PASS UPON THE QUALIFICATIONS AS TO MEMBERSHIP. IT SHALL SUBMIT ITS REPORT IN WRITING TO THE CHAIRMAN OF THE BOARD TO BE READ AT THE MEETING OF MEMBERS AS TO THE NUMBER OF VOTES QUALIFIED BY PROXY, AS REQUIRED UNDER SECTION 3.11 OF THIS ARTICLE.

Section 3.10 - All MEMBERS' meetings shall be presided by the Chairman of the Board, or in his absence, by the Chairman of the Executive Committee, or in his absence, by the Vice Chairman of the Executive Committee, or in his absence, by the President, and in case the latter is also absent, by the senior TRUSTEE or by the oldest if several became TRUSTEES on the same date.

The minutes of MEMBERS' meetings shall be signed by the Secretary, with the approval of the Chairman of the meeting.

Section 3.11 - For the transaction of business at the regular MEMBERS' meetings, the following order shall be observed:

1. - PROOF OF NOTICE OF MEETING.
2. - REPORT OF CREDENTIALS COMMITTEE AND PROOF OF PRESENCE OF QUORUM.
3. - Reading of minutes of preceding meeting.
4. - Balance Sheets and Annual Reports of Officers.
5. - Unfinished business.
6. - New business:
 - a) Ratification of amendments to By-Laws, if any;
 - b) Ratification of all the acts and resolutions of the Executive Committee and the Board of TRUSTEES.
 - c) Any other business.
7. - Appointment of Tellers.
8. - Election of TRUSTEES.



- 9. - Election of Auditor or Auditors and fixing of remuneration of the same.
- 10. - Adjournment.

ARTICLE 4

BOARD OF TRUSTEES

SECTION 4.1 - THE BOARD OF TRUSTEES

UNLESS OTHERWISE PROVIDED IN THE CORPORATION CODE AND THE INSURANCE CODE, THE POWERS OF THIS CORPORATION SHALL BE EXERCISED, ALL BUSINESS CONDUCTED, AND ALL PROPERTIES CONTROLLED AND HELD, BY THE BOARD OF TRUSTEES WHO SHALL BE ELECTED FROM AMONG THE MEMBERS OF THE CORPORATION.

SECTION 4.2 - NUMBER AND ELECTION OF TRUSTEES

THE BOARD OF TRUSTEES SHALL ^{be} CONSIST OF NINE (9) TRUSTEES.

TIME DETERMINE. THE BOARD SHALL DIVIDE SUCH NUMBER OF TRUSTEES INTO THREE (3) CLASSES OF AS NEARLY EQUAL NUMBER AS IS PRACTICABLE. WHEN THE BOARD INCREASES OR DECREASES THE NUMBER OF TRUSTEES, THE BOARD SHALL DESIGNATE THE CLASS OR CLASSES TO WHICH SUCH INCREASE OR DECREASE IS APPLICABLE.

ANY CHANGE IN THE NUMBER OF TRUSTEES SHALL REQUIRE THE APPROVAL OF AT LEAST MAJORITY OF THE BOARD OF TRUSTEES AND SHALL BECOME EFFECTIVE UPON APPROVAL/ BY A TWO THIRDS (2/3) VOTE AT THE REGULAR OR SPECIAL MEETING OF THE MEMBERS CALLED FOR THAT PURPOSE/ AND SUBJECT TO THE APPROVAL OF THE PROPER GOVERNMENT AGENCIES. NO REDUCTION OF THE AUTHORIZED NUMBER OF TRUSTEES SHALL HAVE THE EFFECT OF REMOVING ANY TRUSTEE PRIOR TO THE EXPIRATION OF HIS TERM OF OFFICE. AT EACH REGULAR MEETING, AN ELECTION SHALL BE HELD OF ONE CLASS OF TRUSTEES TO SERVE FOR THREE (3) YEARS OR UNTIL THE ELECTION AND QUALIFICATION OF THEIR SUCCESSORS, PROVIDED HOWEVER, THAT AT THE FIRST REGULAR MEETING OF THE MEMBERS FOLLOWING THE COMPLETION OF THE MUTUALIZATION OF THE CORPORATION, ONE THIRD (1/3) OF THE AUTHORIZED NUMBER OF TRUSTEES SHALL BE ELECTED TO CLASS I FOR A TERM OF THREE (3) YEARS; ONE THIRD (1/3) SHALL BE ELECTED TO CLASS II FOR A TERM OF TWO (2) YEARS; AND

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ONE THIRD (1/3) SHALL BE ELECTED TO CLASS III FOR A TERM OF ONE (1) YEAR. THE CLASS TO WHICH A TRUSTEE BELONGS SHALL BE DETERMINED BY THE NUMBER OF VOTES OBTAINED; THOSE WITH THE HIGHER NUMBER OF VOTES SHALL BELONG TO THE CLASS WITH THE LONGER TENURE. AT EACH REGULAR MEETING THEREAFTER, TRUSTEES EQUAL IN NUMBER TO THE TRUSTEES WHOSE TERMS EXPIRE IN EACH CLASS ON THE DAY OF THE MEETING SHALL BE ELECTED FOR A TERM OF THREE (3) YEARS. ANY TIE IN THE ELECTION OF TRUSTEES SHALL BE BROKEN BY THE DRAWING OF LOTS TO BE CONDUCTED BY THE TELLERS APPOINTED IN ACCORDANCE WITH SECTION 3.11.

SECTION 4.3 - BOARD ORGANIZATION

Immediately after their election, THE TRUSTEES shall meet and shall elect, from among themselves, a Chairman of the Board of TRUSTEES, a Chairman of the Executive Committee, a President and at least four (4) members for the Executive Committee; they shall likewise appoint a Secretary and a Treasurer who need not necessarily be members of the Board (as amended on 19 December 1985).

The Board of TRUSTEES may elect a TRUSTEE-Member of the Executive Committee as Vice Chairman of the Executive Committee who shall exercise all the powers and prerogatives of the Chairman of the Executive Committee in the latter's absence or illness.

The Chairman of the Board of TRUSTEES, the Chairman of the Executive Committee, the Vice Chairman of the Executive Committee, the President, the Vice Presidents, the Treasurer, the Asst. Treasurer, the Secretary, the Assistant Vice Presidents and the Assistant Secretary are officers of the Corporation.

SECTION 4.4 - VACANCY OF OFFICE OF TRUSTEES

DEATH, LEGAL INCAPACITY, OR RESIGNATION OF A TRUSTEE OF ANY CLASS SHALL CREATE A VACANCY IN THAT CLASS. IN CASE OF ANY VACANCY IN ANY CLASS, THE REMAINING MEMBERS OF THE BOARD IF CONSTITUTING A QUORUM MAY ELECT A NEW TRUSTEE TO HOLD OFFICE FOR THE UNEXPIRED TERM OF THE VACANCY WHICH EXISTS.

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IF THE REMAINING MEMBERS OF THE BOARD DO NOT CONSTITUTE A QUORUM, THE VACANCY OR VACANCIES MAY BE FILLED UP BY A SPECIAL ELECTION, PROVIDED THAT IF THE VACANCY OCCURS NOT MORE THAN NINETY (90) DAYS BEFORE THE NEXT REGULAR MEETING, IT SHALL BE FILLED UP AT THAT MEETING.

SECTION 4.5 - QUALIFICATION OF TRUSTEES

NO INDIVIDUAL SHALL BE ELIGIBLE FOR NOMINATION OR ELECTION AS A TRUSTEE UNLESS HE IS A MEMBER OF THE CORPORATION AND A CITIZEN AND A RESIDENT OF THE PHILIPPINES.

SECTION 4.6 - DISQUALIFICATIONS OF TRUSTEES

NO PERSON SHALL BE ELIGIBLE FOR NOMINATION OR ELECTION AS TRUSTEE:

4.6.1 - IF HE IS ENGAGED IN ANY BUSINESS WHICH COMPETES WITH OR IS ANTAGONISTIC TO THAT OF THE CORPORATION. WITHOUT LIMITING THE GENERALITY OF THE FOREGOING, A PERSON SHALL BE DEEMED TO BE SO ENGAGED IF HE IS A DIRECTOR, TRUSTEE, OFFICER, STOCKHOLDER, EMPLOYEE, AGENT OR GENERAL AGENT, OFFICER OR EMPLOYEE OF A GENERAL AGENT, OF ANY CORPORATION ENGAGED IN A BUSINESS WHICH THE BOARD, BY AT LEAST TWO-THIRDS (2/3) VOTE, DETERMINES TO BE COMPETITIVE OR ANTAGONISTIC TO THAT OF THE CORPORATION.

4.6.2 IF HE IS AN AGENT OR GENERAL AGENT OF THE CORPORATION, OR AN EMPLOYEE, OFFICER, DIRECTOR, STOCKHOLDER OF SAID AGENT OR GENERAL AGENT.

4.6.3 IF HE IS AN INSURANCE BROKER OR AN EMPLOYEE, OFFICER, DIRECTOR, STOCKHOLDER OF SUCH INSURANCE BROKER.

4.6.4 IF THE BOARD BY AT LEAST TWO-THIRDS (2/3) VOTE DETERMINES THAT HE IS THE NOMINEE OF ANY PERSON SET FORTH IN 4.6.1, 4.6.2, OR 4.6.3. IN DETERMINING WHETHER OR NOT A PERSON IS A NOMINEE OF ANOTHER, THE BOARD MAY TAKE INTO ACCOUNT SUCH FACTORS AS BUSINESS AND FAMILY RELATIONSHIPS.

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SECTION 4.7 - NOMINATION OF CANDIDATES BY THE BOARD OF TRUSTEES

EACH YEAR THE BOARD OF TRUSTEES SHALL APPOINT THREE (3) TRUSTEES WHO ARE NOT UP FOR REELECTION TO BE KNOWN AS THE NOMINATIONS COMMITTEE. THIS COMMITTEE SHALL DELIVER IN WRITING TO THE BOARD OF TRUSTEES ON OR BEFORE THE FOURTH WEDNESDAY OF JANUARY OF SUCH YEAR FOR APPROVAL THE NAMES OF PERSONS AS CANDIDATES FOR ELECTION AS TRUSTEES AT THE NEXT ANNUAL MEETING. THE NUMBER OF CANDIDATES SUBMITTED SHALL BE THE SAME AS THE NUMBER OF TRUSTEES IN THE CLASS TO BE ELECTED AT THE NEXT ANNUAL MEETING.

THE BOARD OF TRUSTEES MAY SUBSTITUTE ANOTHER CANDIDATE FOR ANY CANDIDATE SO NOMINATED WHO WITHDRAWS OR FOR ANY REASON WHATSOEVER SHALL NOT BE QUALIFIED FOR ELECTION AT THE ANNUAL MEETING.

SECTION 4.8 - NOMINATION OF CANDIDATES BY MEMBERS

MEMBERS MAY NOMINATE CANDIDATES FOR THE BOARD OF TRUSTEES IF MADE IN WRITING BY SEVEN HUNDRED FIFTY (750) OR MORE MEMBERS OF THE CORPORATION AND SUCH WRITTEN NOMINATION SHALL HAVE BEEN DELIVERED TO THE BOARD OF TRUSTEES ON OR BEFORE THE FOURTH WEDNESDAY OF JANUARY IMMEDIATELY PRECEDING THE ANNUAL REGULAR MEETING, SETTING FORTH THE NAME(S) OF THE NOMINEES AND HIS OR THEIR WRITTEN ACCEPTANCE OF THE NOMINATION.

SECTION 4.9 - MEETINGS OF TRUSTEES

The Board of TRUSTEES shall designate the days when it shall meet in session; but it shall meet at least once EVERY QUARTER. It may be convened in special session by the Chairman or at the request of THREE (3) TRUSTEES.

SECTION 4.10 - QUORUM FOR TRUSTEES' MEETING

A MAJORITY OF THE TRUSTEES SHALL CONSTITUTE A QUORUM FOR THE PURPOSE OF TRANSACTING CORPORATE BUSINESS AT ANY MEETING OF THE BOARD OF TRUSTEES AND EVERY DECISION OF AT LEAST A MAJORITY OF THE TRUSTEES PRESENT AT SUCH MEETING SHALL BE VALID AS A CORPORATE ACT.

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SECTION 4.11 - POWERS OF TRUSTEES

The Board of TRUSTEES shall have the following duties, powers and attributes, in addition to those assigned to it by the Corporation CODE and other sections of these by-Laws:

- 4.11.1 - Determine the forms and conditions of all types of insurance policies that may be issued and the time for the commencement of placing them in the insurance market.
- 4.11.2 - Determine the period, manner and conditions under which the Corporation shall engage in the kinds of business comprised in Article 2 of the Articles of Incorporation.
- 4.11.3 - Determine the manner in which the corporate capital shall be invested, subject to the provisions of Article 2 of these By-Laws, a resolution being required for each investment or loan, EXCEPT INVESTMENTS OR LOANS OF RELATIVELY SMALL AMOUNTS, WHICH THE BOARD BY RESOLUTION MAY AUTHORIZE CERTAIN OFFICERS TO APPROVE SUBJECT TO SPECIFIED GUIDELINES, AND except insurance policy loans in accordance with policy provisions.
- 4.11.4 - Make rules for the internal regulation of the Corporation.
- 4.11.5 - Appoint OR PROVIDE FOR THE APPOINTMENT OF Vice Presidents and Assistant Vice Presidents, OR SUCH OTHER POSITIONS who need not necessarily be members of the Board of TRUSTEES, Attorneys in Fact, Managers, Assistant Managers, Assistant Secretaries and Legal Counsel for the Corporation, and fix their duties and powers.

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- 4.11.6 - Determine the creation of branches, agencies and office departments of any class, under the conditions it may deem convenient.
- 4.11.7 - Decide as to the safekeeping of the funds of the Corporation, open current accounts, fixed deposit accounts and savings account with any bank authorized to operate in the Philippines and/or abroad.
- 4.11.8 - Approve the ANNUAL budgets and general expense accounts of the Corporation.
- 4.11.9 - Submit annually to the regular Meeting of MEMBERS the Balance Sheet, Profit and Loss Statement and Annual Report on the condition of the Corporation. DETERMINE AND SEGREGATE THE SUM IT MAY DEEM SUFFICIENT TO DISTRIBUTE AS DIVIDENDS TO POLICYHOLDERS.
- 4.11.10 - Call Special Meetings.
- 4.11.11 - Authorize any other person or persons it may deem fit, aside from the Chairman of the Executive Committee, to purchase, sell, or mortgage the real or personal properties of the Corporation.
- 4.11.12 - Authorize any other person or persons it may deem fit, aside from the Chairman of the Executive Committee, to cancel mortgages or pledges, executed as securities for loans and bonds when the mortgages have been repaid to the Corporation and when the bonds have been cancelled.
- 4.11.13 - Determine the manner and conditions under which employees of the Corporation MAY be granted pension retirement, gratuity, life insurance AND OTHER BENEFITS.
- 4.11.14 - Institute, maintain, defend, compromise or drop any litigation in which the Corporation or its officers may be interested as plaintiff or defendant, in connection with the business of the Corporation.

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4.11.15 - Settle any doubts that may arise relative to the interpretation of these By-Laws and supply any omissions, reporting thereon to the MEMBERS' meeting for such action as it may see fit to make.

SECTION 4.12 - CORPORATE SIGNATORIES

The corporate signature required for contracts, powers of attorney, etc., of all kinds shall be THAT OF THE CHAIRMAN OF THE BOARD, OR that of the Chairman of the Executive Committee, or that of any other person or persons that the Board may designate.

Checks and orders of payment shall be signed by the Chairman of the Executive Committee, or by the President, or by the Treasurer or by the person or persons that the Board may designate.

SECTION 4.13 - POWERS AND DUTIES OF THE BOARD CHAIRMAN

The Chairman of the Board of TRUSTEES shall have the following powers AND DUTIES:

- 4.13.1 - To preside at all of the MEMBERS' meetings and meetings of the Board of TRUSTEES.
- 4.13.2 - To cast the deciding vote in case of a tie in the MEMBERS' meetings or in the Board of TRUSTEES' meetings.
- 4.13.3 - To exercise such other powers AND DUTIES which are given him by these By-Laws.

SECTION 4.14 - POWERS OF THE EXECUTIVE COMMITTEE CHAIRMAN

The Chairman of the Executive Committee is the CHIEF EXECUTIVE OFFICER AND legal representative of the Corporation and has powers:

- 4.14.1 - To execute the resolutions of general meetings OF THE MEMBERS, of the Board of TRUSTEES, and of the Executive Committee.

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- 4.14.2 - To sign, in accordance with said resolutions, such contracts, instruments and powers of attorney as may be necessary.
- 4.14.3 - To represent the Corporation and vote at stockholders' meeting all stocks owned by the Corporation in other corporations or companies.
- 4.14.4 - Prepare the ANNUAL budget of THE CORPORATION.
- 4.14.5 - Appoint and discharge employees occupying the positions authorized by the Board of TRUSTEES or by the Executive Committee.
- 4.14.6 - Supervise the accounting and cash, and sign with the President and the Treasurer, the Balance Sheet, Profit and Loss Statement and Annual Reports.
- 4.14.7 - Attend to the correspondence and sign receipts for incoming monies.
- 4.14.8 - With the consent of the Board of TRUSTEES, the Chairman of the Executive Committee may delegate to any of the officer of the Corporation any and all powers granted him under this section; provided, however that such delegation shall not divest the Chairman of the authority to exercise the same powers.

SECTION 4.15 - EXECUTIVE COMMITTEE

AN Executive Committee composed OF A Chairman, A VICE CHAIRMAN, and THREE (3) members elected and appointed to the same by the Board FROM AMONG ITS MEMBERS, shall exercise any of the powers and attributes, allowable by law, of the Board of TRUSTEES during the intervening period between the Board's meetings, and shall report all resolutions adopted by it to the Board of TRUSTEES at the first meeting that the latter may subsequently hold. Three (3) members of the Executive Committee shall constitute a quorum. IN ANY

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CASE THE AFFIRMATIVE VOTES OF AT LEAST THREE (3) SHALL BE REQUIRED TO PASS RESOLUTIONS WHICH SHALL BE VALID AS CORPORATE ACTS.

During the absence or INCAPACITY of both the Chairman and Vice-Chairman of the Executive Committee, the Board of TRUSTEES shall designate who among its members shall act as Acting Chairman of the Executive Committee.

SECTION 4.16 - BOARD AND EXECUTIVE COMMITTEE CHAIRMEN'S COMPENSATION

The Chairman of the Board and the Chairman of the Executive Committee shall receive such remuneration as may be fixed by the Board of TRUSTEES each year aside from that which each one as TRUSTEE may be entitled to receive.

SECTION 4.17 - TRUSTEES'S FEE

The COMPENSATION of the Board of TRUSTEES and of the Executive Committee SHALL BE FIXED FROM TIME TO TIME BY RESOLUTION OF THE MEMBERS OF THE CORPORATION AT A REGULAR MEETING OR A SPECIAL MEETING CALLED FOR THAT PURPOSE.

SECTION 4.18 - THE PRESIDENT

The President shall have the powers which may be delegated to him by the Chairman of the Executive Committee, with the consent of the Executive Committee.

SECTION 4.19 - THE TREASURER

The Treasurer shall have custody of the funds, credit instruments and documents of the Corporation and shall furnish a bond, conditioned on the faithful performance of his duties, in a sum to be fixed by the Board of TRUSTEES.

SECTION 4.20 - THE SECRETARY

The Secretary SHALL prepare and keep the minutes of all meetings of the Board of TRUSTEES, THE EXECUTIVE COMMITTEE and MEETINGS OF MEMBERS, attend to the correspondence and files of the Corporation, keep and affix the corporate seal TO DOCUMENTS, WHERE THE AFFIXING OF THE SEAL IS NECESSARY and SHALL perform all other duties which may be assigned to him by the Board of TRUSTEES OR THE EXECUTIVE COMMITTEE.

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SECTION 4.21 - ABSENCE OR INCAPACITY OF OFFICERS

In case of absence OR INCAPACITY of any officer of the Company, he shall be temporarily replaced by any other officer that the Chairman of the Executive Committee may designate.

ARTICLE 5

EXTERNAL AUDITOR

SECTION 5.1 - ELECTION AND DUTIES OF EXTERNAL AUDITOR

At each regular ANNUAL meeting held, the MEMBERS shall elect the persons who are to audit the accounts of the corporation until the next regular annual meeting.

SECTION 5.2 - QUALIFICATION OF EXTERNAL AUDITOR

No person shall be deemed ineligible to the office of auditor because he is a MEMBER in the Corporation; but said office is incompatible with the office of TRUSTEE of the Corporation.

Section 5.3 - COMPENSATION OF THE EXTERNAL AUDITOR

The auditor shall receive such remuneration as the meeting electing him may determine.

ARTICLE 6

INDEMNIFICATION OF TRUSTEES AND OFFICERS

SECTION 6.1 - THE CORPORATION SHALL INDEMNIFY EVERY TRUSTEE, OFFICER OR EMPLOYEE OF THE CORPORATION, HIS HEIRS, EXECUTORS AND ADMINISTRATORS AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED BY SUCH PERSON IN CONNECTION WITH ANY CIVIL, CRIMINAL, ADMINISTRATIVE OR INVESTIGATIVE ACTION, SUIT OR PROCEEDING TO WHICH HE MAY BE, OR IS, MADE A PARTY BY REASON OF HIS BEING OR HAVING BEEN A TRUSTEE, OFFICER OR EMPLOYEE OF THE CORPORATION, EXCEPT IN RELATION TO MATTERS AS TO WHICH HE SHALL BE FINALLY ADJUDGED IN SUCH ACTION, SUIT OR PROCEEDING TO BE LIABLE FOR NEGLIGENCE OR MISCONDUCT.

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SECTION 6.2 - IN THE EVENT OF A SETTLEMENT OR COMPROMISE, INDEMNIFICATION SHALL BE PROVIDED ONLY IN CONNECTION WITH SUCH MATTERS COVERED BY THE SETTLEMENT AS TO WHICH THE CORPORATION IS ADVISED BY COUNSEL THAT THE PERSON TO BE INDEMNIFIED DID NOT COMMIT SUCH A BREACH OF DUTY.

SECTION 6.3 - THE AMOUNT PAYABLE BY WAY OF INDEMNITY SHALL BE DETERMINED AND PAID ONLY PURSUANT TO A RESOLUTION ADOPTED BY A MAJORITY OF THOSE MEMBERS OF THE BOARD OF TRUSTEES WHO HAVE NOT INCURRED EXPENSES IN CONNECTION WITH THE ACTION, SUIT OR PROCEEDING, FOR WHICH INDEMNIFICATION HAS BEEN OR IS TO BE SOUGHT, IF THERE SHALL BE AT LEAST THREE (3) SUCH MEMBERS OF THE BOARD OF TRUSTEES.

SECTION 6.4 - THE COSTS AND EXPENSES INCURRED IN DEFENDING THE AFOREMENTIONED ACTION, SUIT OR PROCEEDING MAY BE PAID BY THE CORPORATION IN ADVANCE OF THE FINAL DISPOSITION OF SUCH ACTION, SUIT, OR PROCEEDING AS AUTHORIZED IN THE MANNER PROVIDED FOR IN THE PRECEDING PARAGRAPH UPON RECEIPT OF AN UNDERTAKING BY OR ON BEHALF OF THE TRUSTEE, OFFICER OR EMPLOYEE OF THE CORPORATION TO REPAY SUCH AMOUNT UNLESS IT SHALL ULTIMATELY BE DETERMINED THAT HE IS ENTITLED TO BE INDEMNIFIED BY THE CORPORATION AS AUTHORIZED IN THIS ARTICLE.

ARTICLE 7

MISCELLANEOUS PROVISIONS

SECTION 7.1 - LIABILITY OF TRUSTEES FOR UNAUTHORIZED ACTS

TRUSTEES WHO WILLFULLY AND KNOWINGLY VOTE FOR OR ASSENT TO PATENTLY UNLAWFUL ACTS OF THE CORPORATION OR WHO ARE GUILTY OF GROSS NEGLIGENCE OR BAD FAITH IN DIRECTING THE AFFAIRS OF THE CORPORATION OR ACQUIRE ANY PERSONAL OR PECUNIARY INTEREST IN CONFLICT WITH THEIR DUTY AS SUCH TRUSTEES SHALL BE LIABLE JOINTLY AND SEVERALLY FOR ALL DAMAGES RESULTING THEREFROM SUFFERED BY THE CORPORATION, ITS MEMBERS AND OTHER PERSONS.

WHEN A TRUSTEE OR OFFICER ATTEMPTS TO ACQUIRE OR ACQUIRES, IN VIOLATION OF HIS DUTY, ANY INTEREST ADVERSE TO THE CORPORATION IN RESPECT OF ANY MATTER

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WHICH HAS BEEN REPOSED IN HIM IN CONFIDENCE, AS TO WHICH EQUITY IMPOSES A DISABILITY UPON HIM TO DEAL IN HIS OWN BEHALF, HE SHALL BE LIABLE AS A TRUSTEE FOR THE CORPORATION AND MUST ACCOUNT FOR THE PROFITS WHICH OTHERWISE WOULD HAVE ACCRUED TO THE CORPORATION.

SECTION 7.2 - DEALINGS OF TRUSTEES OR OFFICERS WITH THE CORPORATION

A CONTRACT OF THE CORPORATION WITH ONE OR MORE OF ITS TRUSTEES OR OFFICERS IS VOIDABLE, AT THE OPTION OF THE CORPORATION, UNLESS ALL THE FOLLOWING CONDITIONS ARE PRESENT:

7.2.1 THAT THE PRESENCE OF SUCH TRUSTEE IN THE BOARD MEETING IN WHICH THE CONTRACT WAS APPROVED WAS NOT NECESSARY TO CONSTITUTE A QUORUM FOR SUCH MEETING:

7.2.2 THAT THE VOTE OF SUCH TRUSTEE WAS NOT NECESSARY FOR THE APPROVAL OF THE CONTRACT;

7.2.3 THAT THE CONTRACT IS FAIR AND REASONABLE UNDER THE CIRCUMSTANCES; AND

7.2.4 THAT IN THE CASE OF AN OFFICER, THE CONTRACT WITH THE OFFICER HAS BEEN PREVIOUSLY AUTHORIZED BY THE BOARD OF TRUSTEES.

WHERE ANY OF THE FIRST TWO (2) CONDITIONS SET FORTH IN THE PRECEDING PARAGRAPH IS ABSENT, IN THE CASE OF A CONTRACT WITH A TRUSTEE, SUCH CONTRACT MAY BE RATIFIED BY THE VOTE OF TWO-THIRDS (2/3) OF THE MEMBERS IN A MEETING CALLED FOR THE PURPOSE: PROVIDED, THAT FULL DISCLOSURE OF THE ADVERSE INTEREST OF THE TRUSTEES INVOLVED IS MADE AT SUCH MEETING; PROVIDED, HOWEVER, THAT THE CONTRACT IS FAIR AND REASONABLE UNDER THE CIRCUMSTANCES.

SECTION 7.3 - MANAGEMENT OF CORPORATION IN EVENT OF EMERGENCY

IN THE EVENT OF AN EMERGENCY OR A DISASTER OF SUFFICIENT SEVERITY TO PREVENT THE CONDUCT OF THE BUSINESS AFFAIRS OF THE CORPORATION BY ITS TRUSTEES AND OFFICERS AS CONTEMPLATED BY THE BY-LAWS, ANY TWO OR MORE

Isa *MT* *MG* *R* *AG* *MB*

AVAILABLE MEMBERS OF THE EXECUTIVE COMMITTEE AT THE TIME OF THE EMERGENCY SHALL CONSTITUTE A QUORUM OF THAT COMMITTEE FOR THE FULL CONDUCT AND MANAGEMENT OF THE CORPORATION IN ACCORDANCE WITH ARTICLE 4, SECTION 4.15 OF THE BY-LAWS. IN THE EVENT THERE ARE NOT AT LEAST TWO MEMBERS OF THE EXECUTIVE COMMITTEE AVAILABLE AT THAT TIME, THE AVAILABLE MEMBERS OF THE BOARD OF TRUSTEES SHALL ELECT AN INTERIM EXECUTIVE COMMITTEE CONSISTING OF ANY THREE MEMBERS OF THE BOARD, WHETHER OR NOT THEY ARE OFFICERS OF THE CORPORATION. SUCH THREE MEMBERS SHALL CONSTITUTE THE EXECUTIVE COMMITTEE FOR THE FULL CONDUCT AND MANAGEMENT OF THE CORPORATION IN ACCORDANCE WITH ARTICLE 4 SECTION 4.15 OF THE BY-LAWS. THIS BY-LAW SHALL BE SUBJECT TO IMPLEMENTATION BY RESOLUTIONS OF THE BOARD OF TRUSTEES PASSED FROM TIME TO TIME FOR THAT PURPOSE, WHICH SHALL ALSO PROVIDE THAT IN THE EVENT OF SUCH EMERGENCY THE HOME OFFICE OR PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION SHALL BE AT SUCH LOCATION AS NAMED OR DESCRIBED IN SAID RESOLUTION. ANY OTHER PROVISIONS OF THESE BY-LAWS AND ANY OTHER BOARD RESOLUTIONS WHICH ARE CONTRARY TO THE PROVISIONS OF THIS SECTION OR TO THE PROVISIONS OF ANY SUCH IMPLEMENTING RESOLUTIONS SHALL BE SUSPENDED UNTIL IT SHALL BE DETERMINED BY SUCH INTERIM EXECUTIVE COMMITTEE ACTING UNDER THIS SECTION THAT IT SHALL BE TO THE ADVANTAGE OF THE CORPORATION TO RESUME THE CONDUCT AND MANAGEMENT OF ITS AFFAIRS UNDER ALL OF THE OTHER PROVISIONS OF THESE BY-LAWS.

SECTION 7.4 - LIQUIDATION OF CORPORATION

At the end of the life of the corporation, or if it has to liquidate for any reason, the Board of TRUSTEES shall exercise the functions of liquidators and the Board acting as such Board of Liquidators is authorized and empowered to take all steps, to sign all papers and documents and to do all acts and things that may be necessary, desirable or convenient in order in order to effectuate and carry out the expeditious, economical and orderly liquidation of the assets, affairs and business of this Corporation. The products that may be obtained from the liquidation of the Corporation, after MAKING PROVISION FOR AND liquidating all of its obligations and liabilities shall be DISTRIBUTED AMONG ITS MEMBERS IN ACCORDANCE WITH APPLICABLE LAWS.

J. H. C. *MT* *MG* *J* *ggg* *MD*

SECTION 7.5 - AMENDMENTS

These By-Laws may be amended, repealed or modified at any regular meeting in accordance with law. or at any special meeting OF MEMBERS convened for this purpose/ THESE BY-LAWS MAY ALSO BE AMENDED OR REPEALED OR NEW BY-LAWS ADOPTED/ BY TWO-THIRDS GATED, (2/3) VOTE AT A MEETING OF THE MEMBERS CALLED FOR THAT PURPOSE.

SECTION 7.6 - FISCAL YEAR

The fiscal year and closing of the books of the Corporation shall end on the 31st day of December of each year.

SECTION 7.7 - EFFECTIVITY

THESE AMENDED BY-LAWS SHALL TAKE EFFECT ONLY UPON COMPLETION OF THE MUTUALIZATION OF THE CORPORATION IN ACCORDANCE WITH SECTION 266, TITLE 17, CHAPTER III, OF PRESIDENTIAL DECREE NO. 1460 OTHERWISE KNOWN AS THE INSURANCE CODE OF 1978.

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