



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

COMPANY REG. NO. 2023

CERTIFICATE OF FILING OF AMENDED BY LAWS

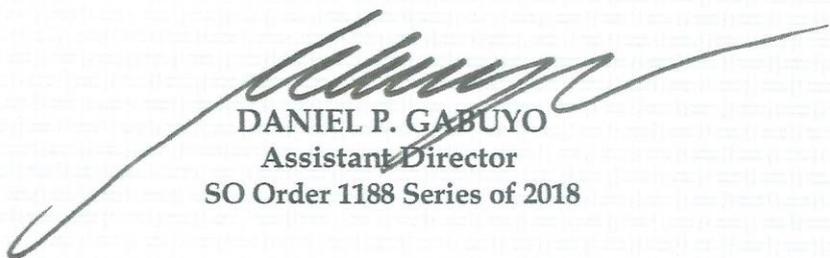
KNOW ALL PERSONS BY THESE PRESENTS:

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

UNIVERSITY OF THE EAST

copy annexed, adopted on November 19, 2020 by majority vote of the Board of Trustees and on January 08, 2021 by the vote of two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 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 Pasay City, Metro Manila, Philippines, this 18th day of March, Twenty Twenty One.



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

CPR/qba



UNIVERSITY OF THE EAST

S.E.C. Reg. No. 2023

AMENDED BY-LAWS

I – OFFICE

The Office of the Corporation shall be located at 2219 Claro M. Recto Avenue, Barangay 404, Zone 41, Sampaloc, Manila, Philippines, the principal place of business of the said Corporation. *(as amended on 30 August 2014)*

II – SEAL

The corporate seal of the University shall consist of a circular design divided into two (2) main concentric circles, i.e. the outer and inner circles. On the outer circle, on the top half thereof, shall be inscribed “UNIVERSITY OF THE EAST” and across the bottom half “PHILIPPINES” and on the inner circle is placed a shield which rest thereon an open book, a feather quill, and a burning torch with five (5) concentric circles radiating from the burning torch and on the bottom of the shield a ribbon laid across and inscribed thereon the number “1946”. *(as amended on May 29, 1993)*

III – CLASS OF STOCK

The stock of the University is composed of the Common stock.

The Founders’ Stock shall be classified as Common stock.

The Common Stock shall possess all the rights, privileges and prerogatives as may be provided by law. *(as amended on June 24, 1995) (as amended June 24, 2000)*

IV – STOCKHOLDERS’ MEETING AND PROXIES

All meetings of stockholders shall be held at the office of the corporation as above defined.

Stockholders may vote at all meetings, except as otherwise provided herein, either in person or by proxy duly given in favor of any person and duly presented to the Secretary for inspection and record at least seventy-two (72)

hours prior to the holding of said meeting. No proxy bearing a signature which is not legally acknowledge before a Notary Public, if unrecognized by the Secretary, shall be recognized at any meeting. *(as amended on July 28, 1990)*

V – MEETINGS: QUORUM

A majority in amount of stock subscribed, either fully or partly paid and entitled to vote, shall be requisite at every meeting to constitute a quorum and except in those cases where the Corporation law requires an affirmative vote of a greater proportion. Voting upon all questions at all meetings of the stockholders shall be by share and not per capita or otherwise. *(as amended on May 30, 1982)*

VI – MEETINGS: ANNUAL

The annual meeting of stockholders after the year 1947 shall be held on the **fourth (4th) Tuesday of October** in each calendar year at the office of the Corporation when holders of stocks entitled to vote shall elect by ballot the members of the Board of Trustees and take up any other business essential to the welfare of the Corporation. *(as amended on February 15, 2007)* **(as amended by the Board of Trustees on November 19, 2020 and ratified by the Stockholders on January 08, 2021)**

VII – MEETINGS: SPECIAL

Special meetings of stockholders may be called by the Chairman of the Board at the latter's discretion, or at the request in writing to the Chairman of two (2) members of the Board of Trustees, or by two or more stockholders owning, among them, at least one-third of the issued and outstanding shares entitled to vote. The Secretary shall mail a notice of such call to each voting stockholder of the Corporation at least six days before such meeting, stating the time and place of such meeting and the object thereof. No business shall be transacted at a special meeting other than that stated in the notice to the stockholders, except by the consent of the holders of a majority of the voting stocks.

VIII – BOARD: POWERS

Unless otherwise provided by law, the corporate powers of the University shall be exercised, its business, property and affairs managed, operated, administered and controlled by the Board of Trustees.

IX – BOARD: SPECIFIC POWERS

Without prejudice to such general powers, it is hereby expressly declared that the Board of Trustees shall have and exercise the following specific powers and duties:

1. From time to time, make and amend rules and regulations, establish practices and prescribe policies, not inconsistent with the Articles of Incorporation and these By-Laws, as to its own organization and conduct.
2. From time to time, make and amend rules and regulations, establish practices and prescribe policies, not inconsistent with the Articles of Incorporation and these By-Laws, for the management, operation, control and maintenance of the University and its employees, students and property.
3. To determine and prescribe the general educational policies of the University.
4. To create, make and issue mortgages, bonds, deeds of trusts, trust agreements, and negotiable or transferable instruments and securities, secured by mortgage or otherwise, and to do every other act and thing necessary to effectuate the same.
5. To appoint any person or persons to act and hold in trust for the Corporation any property belonging to it, or in which it is interested, or for any other purpose, and to execute and do all such duties and things as may be requisite in relation to any such trust.
6. From time to time to provide for the management of the offices of the Corporation in such manner as they may see fit, and in particular from time to time to delegate any of the powers of the Board which could lawfully be delegated in the course of the current business of the Corporation to any standing or special committee or to any office or agent and to appoint any persons to be the agents of the Corporation with such powers, and upon such terms, as may be deemed fit.

7. To enter into any contract of lease, purchase, mortgage, conditional sale, hire of services under such terms and conditions as the Board may deem convenient, proper, just, equitable and conducive to the best interest of the Corporation.

X – VACANCIES IN THE BOARD

If the office of the Chairman, President, Vice Chairman, Secretary or Treasurer becomes vacant by reason of death, resignation, disqualification, or otherwise, the remaining Trustees, provided there is a quorum, by majority vote may choose a successor or successors who shall hold office for the unexpired term. *(as amended on July 28, 1990)*

XI – OFFICERS

The officers of the Corporation shall consist of the Chairman of the Board, the President, the Vice Chairman, the Treasurer and the Secretary whose powers and duties shall be as hereinafter provided and who shall be elected annually to said offices by a majority vote of the Board of Trustees. *(as amended on July 28, 1990)*

Said officers shall receive such salaries or compensation as may be fixed by the Board of Trustees. *(as amended on July 28, 1990)*

XII – CHAIRMAN OF THE BOARD

The Chairman of the Board shall be elected by the Board of Trustees from their own number.

He shall preside at all meetings of the stockholders and Trustees.

He shall be the Chief Executive of the Corporation and shall exercise general supervision and direction over its affairs and business.

He shall see to it that all orders and resolutions of the Board are carried into effect.

He shall execute bonds, mortgages and other contracts requiring a seal, under the seal of the Corporation.

From time to time, as the interest of the Corporation may require, he shall report to the Board any and all matters within his knowledge which are necessary to be brought to its attention. He shall submit a report of the

operations of the Corporation to the Board of Trustees at the regular monthly meeting and to the stockholders at the annual meeting.

He shall appoint and, for cause shown, remove or suspend employees of the Corporation; he shall also prescribe their duties, fix their salaries or emoluments, and require security in such instances and in such amounts as he may see fit. However, appointments and compensation of managerial employees, that of the President and Vice Presidents, shall be subject to the Board's approval.

In general, he shall perform such duties as may from time to time be assigned to him by the Board of Trustees and those which are prescribed by these By-Laws or which may be implied from those expressly prescribed. *(as amended on July 28, 1990)*

XIII - VICE CHAIRMAN OF THE BOARD

The Vice Chairman of the Board of Trustees shall likewise be elected by the Board from their own number.

He shall have such powers and perform such duties as may be given to him by the Board of Trustees or delegated to him by the Chairman of the Board. Unless otherwise directed by the Board, the Vice Chairman shall, in case of absence or inability of the Chairman to act, have and perform all the powers and duties of the Chairman of the Board. *(as amended on July 28, 1990)*

XIV - TREASURER

The Treasurer shall be elected by the Board from among, or outside their number, provided that he is a stockholder of the Corporation.

He shall keep full and accurate accounts of receipts and disbursements and other commercial transactions, in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated from time to time by the Board of Trustees or the Chairman thereof.

He shall disburse the funds of the Corporation as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the Chairman of the Board at the regular meetings thereof and at such other times as may be required, an account of all his transactions as Treasurer and of the

financial condition of the Corporation at the regular meeting of the Board in June of each year, a like report for the preceding fiscal year.

He shall give the Corporation a bond with one or more sureties satisfactory to the Board, and in a sum to be fixed by the Board for faithful performance of the duties of his office and the restoration to the company in case of his death, resignation or removal from office, of all the books, papers, vouchers, money and other property of whatever kind, in his possession belonging to the Corporation. *(as amended on July 28, 1990)*

XV – SECRETARY

The Secretary who must be a citizen and a resident of the Philippines shall be selected by the Board from among or outside their number, provided that he is a stockholder of the Corporation.

He shall hold office at the pleasure of the Board, or until the same or an ensuing Board has selected and appointed his successor.

He shall keep full minutes of all meetings of the stockholders and Trustees.

He shall attend all sessions of the Board, act as clerk thereof, and record all votes and the minutes of all proceedings in a book to be kept for that purpose.

He shall give or cause to be given, notices of all meetings of the stockholders of the Corporation and of the Board of Trustees, and shall perform such other duties as may be prescribed by the Board or Chairman thereof under whose supervision he shall be.

He shall sign certificates for shares of stock and shall keep a register of all outstanding certificates in the manner required by the Corporation Law.

He shall attest the seal of the Corporation when affixed by the Chairman of the Board thereof. *(as amended on July 28, 1990)*

XVI – PRESIDENT

The President shall be elected by the Board of Trustees.

He shall be the Chief Academic Officer of the University and shall have all the powers and duties essential to the establishment, maintenance, and promotion of quality instruction in all schools and colleges owned and operated by the Corporation.

Subject to the confirmation of the Board, he shall appoint all academic officers and members of the professional and instructional staffs, fix and determine their salaries and emoluments, and for cause shown, recommended to the Board the separation from service of any of them. Any disciplinary action or punishment to be meted out short of separation from the service need not be referred to the Board. *(as amended on May 29, 1993)*

He shall submit reports to the Board of Trustees on the academic activities, accomplishments, problems of the University during the regular monthly meetings of the Board, or whenever necessary, and during the annual meetings of the stockholders. *(as amended on July 28, 1990)*

XVII – OTHER OFFICERS: APPOINTMENT, REMOVAL

The Board of Trustees may appoint such other academic and administrative officers as may from time to time be required for the efficient operation of the Corporation and the University, invest them with appropriate powers and authority, define their duties and responsibilities, and provide compensation therefor. Any of these officers may be removed by resolution of the Board only for cause shown and after hearing in which he shall be given all the opportunities to defend himself, with or without counsel.

XVIII – BOARD MEETINGS

Regular meetings of the Board of Trustees shall be held with or without notice on the Third (3rd) Thursday of each month at the office of the Corporation in Manila, Philippines, at 3:00 o'clock p.m. or at such time and place as may be fixed by said Board. Special meetings of the Board of Trustees may be called by the Chairman on one day's notice to each Trustees, either personally or in writing, or in like manner and on like notice on the written request of two Trustees. *(as amended on July 28, 1990)*

XIX – BOARD: QUORUM

A majority of the Trustees shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be a valid corporate act.

XX – TRANSFERS OF STOCK

All transfers of the stock of the Corporation shall be made upon the books of the Corporation by the holder of the shares in person or by his legal representative.

XXI – CLOSE OF THE STOCK BOOK

No transfer of stock shall be made within ten (10) days next preceding the day designated for paying the dividends.

XXII – STOCK REGISTER

The Corporation shall be entitled to treat the registered holder of any share as the absolute owner thereof, and shall not be bound to recognize any equitable or other claims or any interest in such share on the part of any other person.

XXIII – CANCELLATION OF CERTIFICATE

At the time of transfer of shares of stock, the outstanding certificates thereof shall be surrendered to and cancelled by the Secretary prior to the issuance of new certificates, except as in the succeeding paragraph otherwise provided.

XXIV – LOST CERTIFICATE

Any person claiming a certificate of stock to be lost and/or destroyed, shall make an affidavit to that effect and shall advertise the same in such manner as the Board of Trustees may require whereupon the Chairman and Secretary may issue a new certificate of the same tenor with the one alleged to have been lost and/or destroyed, but always subject to the approval of the Board and in pursuance of the requirements prescribed by existing laws. In this connection, the provisions of R.A. 201 shall be complied with.

XXV – INSPECTION OF ACCOUNTS

The books, accounts and records of the corporation shall be open to inspection by any member of the Board of Trustees at all times. Stockholders may inspect the books within reasonable hours of any business day.

XXVI – FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June and shall end with the last day of May of the year following. (as amended by the Board of Trustees on November 19, 2020 and ratified by the Stockholders on January 08, 2021)

XXVII – AUDITORS

Auditors shall be designated by the Board of Trustees prior to the close of the business in each fiscal year, who shall audit and examine the books of account of the Corporation, and shall certify to the Board of Trustees and the shareholders the annual balances of said books which shall be prepared at the close of the said year under the direction of the Treasurer. No trustee or officer of the Corporation, and no firm or corporation of which such office or Trustee is a member, shall be eligible to discharge the duties of Auditor. The compensation of the Auditor shall be fixed by the Board of Trustees.

XXVIII – NOTICE

Whatever notice is required by these By-Laws to be given to the stockholders or to the Trustees or to any officers of the Corporation, personal notice is not meant, unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the post office under the control of the government properly stamped and addressed to such stockholders, Trustee or officer, and such notice shall be deemed to have been given at the time of such mailing.

XXIX – AMENDMENTS

All By-Laws of the Corporation shall be subject to amendment, alteration or repeal, and new By-Laws not inconsistent with any provisions of law, may be made, by the affirmative vote of the holders of record of a majority of the subscribed capital stock of the Corporation entitled to vote in respect thereof, given at annual meeting or at any special meeting provided that notice of the proposed amendment, alteration or repeal or of the proposed new By-Laws be included in the notice of such meeting. The Board of Trustees may likewise

amend, alter or repeal any By-Laws or adopt new By-Laws, at any regular or special meeting of the Board, if authorized by the stockholders, as provided by law.

The stockholders may, at any regular, or upon notice, at any special meeting, alter or amend these By-Laws.



UNIVERSITY OF THE EAST



TRUSTEES CERTIFICATE OF AMENDMENT

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, who are all members of the Board of Trustees and the Corporate Secretary of the University of the East, do hereby certify that the attached Amended By-Laws, a true and correct copy thereof, was approved by unanimous vote of the Board of Trustees at its regular meeting held virtually on 19 November 2020 and ratified by a vote of more than two-thirds (2/3) of the outstanding capital stock of the University at the Special Stockholders Meeting held virtually on 08 January 2021, both meetings held in accordance with SEC Memorandum Circular No. 06, series of 2020.

The particular provisions in the Amended By-Laws refer to:

“VI - MEETINGS: ANNUAL

The annual meeting of stockholders after the year 1947 shall be held on the fourth (4th) Tuesday of October in each calendar year at the office of the Corporation when holders of stocks entitled to vote shall elect by ballot the members of the Board of Trustees and take up any other business essential to the welfare of the Corporation.”; and

“XXVI - FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of June and shall end with the last day of May of the year following.”

IN WITNESS WHEREOF, we have hereunto signed this Certificate of Amendment this 18th day of February, 2021, at Manila, Philippines.

LUCIO C. TAN
TIN: 100 000 000

DAVID O. CHUA
TIN: 100 000 000

JAIME J. BAUTISTA
TIN: 100 000 000

CORAZON S. DELA PAZ-BERNARDO
TIN: 100 000 000

0 0
LUCAS P. BERSAMIN
TIN: _____

ESTER A. GARCIA
TIN: 110 017 100

RAMON B. MAGSAYSAY, JR.
TIN: _____

CORNELIO T. PERALTA
TIN: 110 000 000

VIVIENNE K. TAN
TIN: _____

JUANITA T. TAN LEE
TIN: 100 000 000

DANTE O. TINGA
TIN: _____

WILSON T. YOUNG
TIN: 110 010 000

Countersigned: *0 0*

DAVID O. CHUÁ
Vice Chairman and Presiding Officer
of the Special Stockholders Meeting

DIVINOFIEL E. JARAS
Corporate Secretary
TIN: _____

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

SUBSCRIBED AND SWORN TO before me in the City of Manila,
on FEB 24 2021 2021, affiants exhibiting to me their Tax Identification
Numbers as follows:

<u>Affiants</u>	<u>TIN</u>
Lucio C. Tan	101 011 702
David O. Chua	1 000 000
Jaime J. Bautista	1 000 000
Corazon S. dela Paz-Bernardo	1 000 000
Lucas P. Bersamin	1 000 000
Ester A. Garcia	1 000 000
Ramon B. Magsaysay, Jr.	1 000 000
Cornelio T. Peralta	1 000 000
Vivienne K. Tan	2 000 000
Juanita T. Tan Lee	1 000 000
Dante O. Tinga	1 000 000
Wilson T. Young	1 000 000
Divinofiel E. Jaras	1 000 000

Witness my hand and seal on the place and date above stated.

Notary Public

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Book No. 6
Series of 2021.

ATTY. ANTONIO G. MALONZO
NOTARY PUBLIC
887 P. Parasol Street, Sampaloc, Manila
Telephone No. 8735-45-26
Roll No. 28170/April 20, 1978
IBP NO. MLA 9788229 9-29-2020 for 2021
TIN NO. 106-187-050
PTR No. 9788229 1-4-2021 Manila
Commission No. 2019-012-15-19
Until December 31, 2020 extended up to June 2021
Due to Resolution dated Dec. 1, 2020
MCLE VI-0011185 Ermita, Manila
March 17, 20-April 21-28, 2018