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

COMPANY REG. NO. 64836

CERTIFICATE OF FILING OF AMENDED BY LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

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

ST. SCHOLASTICA'S ALUMNAE FOUNDATION, INC.

copy annexed, adopted on October 16, 2021 by majority vote of the Board of Trustees and on February 13, 2022 by the vote of at least 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 4th day of August, Twenty Twenty Two.

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

MGT/qba

AMENDED BY-LAWS OF ST. SCHOLASTICA'S ALUMNAE FOUNDATION, INC

ARTICLE I

MEMBERS

Section 1 (a). Graduates – All graduates of Basic Education (Pre-School, Elementary, Junior and Senior High School), College, and Post- Graduate Units of St. Scholastica's College Manila shall automatically become members of the Foundation from the date of their respective graduations (*As amended on 13 February 2022)*

Section 1(b). Non-Graduates - All former students of St. Scholastica's College Manila who stayed in the school for at least two (2) years but did not graduate therefrom may be admitted as members of the Foundation upon such terms and conditions as may be determined by the Board of Trustees from time to time. (*As amended on 13 February 2022*)

Section 1(c). Honorary Members - The Board of Trustees may, under such terms and conditions as it may determine, grant individual honorary membership in the Foundation to persons holding positions of authority or influence in St. Scholastica's College Manila or the Benedictine community specifically to the President of St. Scholastica's College and the Mother Prioress, subject to the acceptance or approval of all trustees or members of the Board. Honorary members shall not have voting rights nor can they be elected as Trustees of the Foundation. (*As amended on 13 February 2022*)

Section 2. Rights of Members - Members in good standing shall have the following rights:

a) to vote on all matters relating to the affairs of the Foundation which are submitted for the consideration and approval by the members of the Foundation in any regular or special meeting;
b) to be eligible to any election or appointive position in the Foundation, provided the member meets all the qualifications for such position as specified in these By-laws;
c) to participate in all meetings and deliberations of the members of the Foundation;
d) to participate in all projects and activities of the Foundation;
e) to avail of the facilities of the Foundation; and
f) to examine the records and books of the Foundation during business hours.

Section 3. Duties and Responsibilities - A member will have the following duties and responsibilities:

a) to obey and comply with these By-laws and such rules and regulations, as may be promulgated by the Board of Trustees from time to time;
b) to participate and support the programs, projects, and activities of the Foundation;
c) to attend the annual meeting of members and such other meetings as may be called by the Board of Trustees; and
d) to pay the annual or lifetime membership fees, and other assessments as may be approved by at least two-thirds (2/3) of the Board of Trustees. (*As amended on 13 February 2022*)

Section 4. Members in Good Standing - A member whose current membership fee is paid as of the date of the annual meeting of members and who is not otherwise disqualified by these By-laws and the Corporation Code shall be considered a member in good standing. *(As amended on 13 February 2022)*

Section 5. (a) Annual Membership Fee - Every member shall pay to the Foundation an annual fee of One Thousand Pesos (P1,000.00). The annual membership fee may be increased or adjusted from time to time, to meet the changing needs of the Foundation. The change in annual membership fee shall be subject to at least two-thirds (2/3) vote of the Trustees. Any change in the membership fees would have to be communicated first to the Advisory Council (Batch Representatives and Past Presidents) via mail or e-mail, at least twenty-one (21) days before the amendment's date of effectivity. *(As amended on 13 February 2022)*

Section 5 (b). Lifetime Membership Fee - A one-time membership fee for life (in lieu of the regular annual membership fee) may also be offered by the Board of Trustees in an amount that is ten times the annual membership fee upon availment and under such mode of payment as it may determine. Any declaration of the Lifetime Membership Fee formula or computational basis must be approved by at least two-thirds (2/3) of the Trustees. A proposal to amend the lifetime membership fee formula or computational basis shall be communicated first to the Advisory Council via mail or e-mail, at least twenty-one (21) days before the amendment's date of effectivity. *(As amended on 13 February 2022)*

Section 5 (c). Delinquency in Payment of Annual Dues – Failure of alumna to pay the current annual dues on time shall deprive her/him of the right to enjoy the rights and privileges of a member in good standing, which includes the right to vote each year. Full payment of the current year's annual dues shall make an alumna a member in good standing. *(As amended on 13 February 2022)*

ARTICLE II

MEETINGS OF MEMBERS

Section 1. Annual Meeting - The annual meeting of members shall be held on the Alumnae Homecoming Day, the Sunday nearest the feast of St. Scholastica which is on February 10. However, should it be difficult to convene on such date, the Board may set the annual meeting of members on a date separate from the Alumnae Homecoming Day. The Board may, as it deems necessary, utilize virtual or electronic platforms to hold such meetings. *(As amended on 13 February 2022)*

Section 2. Special Meetings - Special meetings of the members may be called as the need arises by the Board of Trustees, the President or upon petition of one third (1/3) of the general membership in good standing.

Section 3. Notices - Notices of the date, time, and place of the Annual or Special Meetings of members shall be given either personally or by special delivery mail or by publication in a newspaper of general circulation, or posted on the official Facebook page or account of the Foundation and sent electronically via email or mobile text messaging, at least twenty-one (21) days before the date set for such meeting.

The notice of every special meeting shall state briefly the purpose or purposes of the same. No other business shall be considered at such meeting, except with the consent of all the members present. *(As amended on 13 February 2022)*

Section 4. Quorum - Quorum shall consist of a majority of the members in good standing duly registered as present in the meeting, held either virtually or physically. A majority vote of all those present and entitled to vote shall be necessary to constitute a valid act of the Foundation. *(As amended on 13 February 2022)*

Section 5. Order of Business - The order of business at the annual meeting of the members shall be as follows:

a) Proof of service of the required notice of the meeting, except when such notice is waived by the members constituting a quorum;
b) Proof of the presence of a quorum;
c) Reading and approval of the minutes of the previous annual meeting;
d) Unfinished business;
e) Report of the President;
f) Report of the Treasurer (for a summary of the financial position and project/program sources and uses of funds);
g) Election of Trustees for the ensuing year, which may at the option of the Board be set on a different date from the homecoming in case the Foundation decides to conduct virtually. It is to be noted that pursuant to Section 25 of the Revised Corporation Code or R.A 11232, the following must be complied with:
    (1) within thirty (30) days after the election of the directors, trustees and officers of the corporation, the secretary, or any other officer of the corporation, shall submit to the Commission, the names, nationalities, shareholdings, and residence addresses of the directors, trustees, and officers elected.
    (2) The non-holding of elections and the reasons therefor shall be reported to the Commission within thirty (30) days from the date of the scheduled election. The report shall specify a new date for the election, which shall not be later than sixty (60) days from the scheduled date.
    (3) If no new date has been designated, or if the rescheduled election is likewise not held, the Commission may, upon the application of a stockholder, member, director or trustee, and after verification of the unjustified non-holding of the election, summarily order that an election be held.

    The Commission shall have the power to issue such orders as may be appropriate, including orders directing the issuance of a notice stating the time and place of the election, designated presiding officer, and the record date or dates for the determination of stockholders or members entitled to vote. Notwithstanding any provision of the articles of incorporation or bylaws to the contrary, the shares of stock or membership represented at such meeting and entitled to vote shall constitute a quorum for purposes of conducting an election under this section. Should a director, trustee or officer die, resign or in any manner cease to hold office, the secretary, or the director, trustee or officer of the corporation, shall, within seven (7) days from knowledge thereof, report in writing such fact to the Commission.

h) Open Forum to raise concerns of the alumnae specifically those that can be raised during the annual general membership meeting which may be held separate from the alumnae homecoming day if conducted virtually;
i) Other matters.

The order of business at the meeting may be changed by a vote of majority of the members present. Copies of the reports of the President and Treasurer shall be communicated electronically at least three (3) days before the meeting. (*As amended on 13 February 2022*)

Article III

BOARD OF TRUSTEES

Section 1. Composition - The corporate power of the Foundation shall be exercised, its business conducted, and its property controlled by a Board of Trustees composed of twenty-five (25) members who shall be elected from the members of the Foundation.

As soon as elected, the Board of Trustees shall first organize and classify themselves such that the term of office of one-third (1/3) of their members shall expire every year. Subsequent elections of trustees comprising one-third (1/3) of the Board shall be held annually and the trustees so elected shall have a term of three (3) years. Trustees thereafter elected to fill vacancies occurring before the expiration of a particular term shall hold office only for the unexpired period. An elected trustee shall be entitled to a term of three (3) years and can only serve for a maximum of two (2) consecutive terms. In the event a former trustee, who has served two (2) consecutive terms, opts to run again, she/he may do so after an elapsed period of one year. (*As amended on 13 February 2022*)

Section 2. Election of Trustees. - The election of the members of the Board of Trustees shall be held at the annual meeting of the Foundation based on a plurality vote of the members of the Foundation. An Electoral Committee shall be formed to ensure the proper and orderly conduct of the annual election of the Board of Trustees and assist the Alumnae in the electoral process. The Committee shall consist of five (5) Board Members. Trustees running for re-election are not allowed to be in the Electoral Committee.

The composition of the Electoral Committee shall be reviewed and finalized every year. In case additional members are deemed necessary, the Board shall deliberate on this and appoint such from among the active members of the Foundation. At least two- thirds (2/3) vote from the Board is needed for the appointment of the members of the Electoral Committee, and subject to the appointees' acceptance. (*As amended on 13 February 2022*)

Section 3. Qualifications - Only members of legal age and in good standing and who will submit a letter of acceptance of their nomination and willingness to serve as Trustees, within a prescribed period, may be elected to the Board of Trustees. (*As amended on 13 February 2022*)

Section 4. Disqualifications - No member who has been convicted by final judgment for imprisonment or violation of the Corporation Code within five (5) years prior to election shall be qualified as a Trustee.

a) In terms of permanent disqualification, the following grounds for permanent disqualification shall be upheld:

(i) conviction by final judgment of any offense punishable for the violation of the Corporation Code of the Philippines;

(ii) conviction by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;

(iii) final judgment or order of the Commission, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law administered by the Securities and Exchange Commission or the Central Bank or any of its rules, regulations, or orders. In addition, nominees who fail to submit the required letters of acceptance and willingness to serve as Trustees within the period prescribed by the Board, shall be disqualified.

b) In terms of temporary disqualification, the following grounds shall apply:

(i) Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. The disqualification shall be in effect as long as the refusal persists. The disqualification shall apply for purposes of the succeeding election.

(ii) Dismissal or termination for cause as trustee of any foundation covered by the Corporation Code. The disqualification shall be in effect until the trustee has cleared herself/himself from any involvement in the cause that gave rise to her dismissal or termination. (*As amended on 13 February 2022*)

Section 5. Meetings of the Board of Trustees - The new Board of Trustees shall hold its first meeting at the soonest possible time after the election of the new set of trustees. In that first meeting, the Board shall organize and elect from among all its members the following officers of the Foundation: the President, Vice President - Internal, Vice President - External, the Secretary, the Treasurer, Public Relations Officer and Internal Auditor. The newly elected trustees, together with the newly elected officers, will be inducted immediately after the election of officers in a regular or special meeting.

The Board of Trustees shall fix the time and place of the regular meetings. The President or at least one-third (1/3) of the members of the Board of Trustees may also call for special meetings of the Board. For a specific purpose, the Advisory Council (Past Presidents and Batch Representatives) and members of the Foundation may be allowed to observe Board meetings, subject to certain restrictions, to be determined and approved by a majority of the Board of Trustees. (*As amended on 13 February 2022*)

Section 6. Notice of Meetings - Notice of meetings, regular or special, shall be served upon each trustee, in the manner notices for members are served. (*As amended on 13 February 2022*)

Section 7. Quorum - At all the meetings of the Board of Trustees, a majority of the number of trustees fixed in the Articles of Incorporation shall constitute a quorum for the transaction of business, and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act, except for the election of officers which shall require the vote of a majority of all the members of the Board.

Section 8. Compensation - The trustees shall not receive any compensation, salary or any type of remuneration in cash or in kind for their services. However, expenses incurred during regular or special meetings of the Board may be paid when authorized by resolution of the majority of the members of the Foundation. Actual and necessary travelling and other expenses of trustees while engaged in the business of the Foundation and subject to an approved budget, shall be allowed when authorized by resolution of the majority of the members of the Foundation. (*As amended on 13 February 2022*)

Section 9. Resignation, Removal and Vacancy -- Any member of the Board of Trustees may resign by giving notice to the President at least thirty (30) days prior to the intended date of effectivity. A member of the Board may be removed, by a vote of at least two-thirds (2/3) of the trustees and at least two-thirds (2/3) of the members entitled to vote, in a regular or special meeting duly called for that purpose, after previous notice to members of the Foundation of the intention to propose such removal at the meeting.

Removal may be with cause or for unexplained absences in Board meetings for three (3) consecutive times or for more than fifty (50) percent of the total time of her incumbency each year, or due to negligence and incompetence, and for such other grounds as at least two-thirds (2/3) of the Board of Trustees may determine from time to time.

Vacancy in the Board, other than by removal or by expiration of term, may be filled by at least the majority vote of the remaining members of the Board of Trustees, if still constituting a quorum, from among the nominees in the last preceding election, in the order of votes obtained. Should there be no such nominees, or should such nominees be unable or unwilling to serve the unexpired term, the remaining trustees may, by majority vote, elect any regular member in good standing to serve the unexpired term of her/his predecessor in a regular or special meeting. Vacancy occurring within ninety (90) days prior to the annual meeting shall be filled by election at the annual meeting. The foregoing procedures must be in accordance with the Revised Corporation Code. (*As amended on 13 February 2022*)

Article IV

OFFICERS

Section 1. Election/Appointment - Immediately after their election, the Board of Trustees shall formally organize by electing the President, the Internal Vice President , the External Vice President, the Treasurer, the Secretary, the Public Relations Officer, and the Internal Auditor.

The Board may, from time to time, subject to majority approval, appoint such other officers as it may determine to be necessary or proper. Any two or more positions may be held concurrently by the same person, except that no one shall act as President and Treasurer or Secretary at the same time. (*As amended on 13 February 2022*)

Section 2. Term of Office of Officers. – All officers of the Foundation shall hold office for one year and until their successors are duly elected and qualified.

Section 3. Vacancy. - Any vacancy in office arising from death, resignation, removal, incapacity or any other cause, shall be filled up by the Board of Trustees by way of an election in a regular or special meeting. Said successor shall hold office for the unexpired term of her/his predecessor. (*As amended on 13 February 2022*)

Section 4. Removal. - Any officer may be removed for cause, by the vote of at least two-thirds (2/3) of Trustees at any meeting of the Board. (*As amended on 13 February 2022*)

Article V

POWERS AND DUTIES OF OFFICERS

Section 1. President - The President, who shall be a trustee, shall be the Chief Executive Officer of the Foundation. She/he shall exercise the following functions:

a) To preside at the meeting of the Board of Trustees and of the members in the absence of the Chairman of the Board of Trustees;
b) To initiate and develop corporate objectives and policies and formulate long-range projects, plans, and programs for the approval of the Board of Trustees;
c) To have general supervision and management of the affairs and property of the Foundation;
d) To ensure that the administrative and operational policies of the Foundation are carried out under her/his supervision and control;
e) Subject to guidelines prescribed by law, to appoint, remove, suspend or discipline employees of the Foundation, prescribe their duties and determine their salaries;
f) To oversee the preparation of the budgets and the statements of accounts of the Foundation;
g) To prepare such statements and reports of the Foundation as may be required by law;
h) To represent the Foundation at all functions and proceedings;
i) To execute on behalf of the Foundation all contracts, agreements, and other instruments affecting the interests of the Foundation which require the approval of the board of Trustees, except as otherwise directed by the Board of Trustees;
j) To make reports to the Board of Trustees and members; and
k) To perform such other duties as are incident to her office or are entrusted to her by the Board of Trustees.

The President may assign the exercise of performance of any of the foregoing powers, duties, and functions to any other officer(s), subject always to her/his supervision and control. (*As amended on 13 February 2022*)

Section 2. The Vice Presidents - If one or more Vice Presidents are appointed, she/he or they shall have such powers and shall perform such duties as may from time to time be assigned to her/him or them by the Board of Trustees or by the President. In case there is more than one Vice President, the duties of the Vice Presidents, one Internal Vice President and the other, an External Vice President, shall be clearly defined and delineated. In general, the External Vice President will oversee the Ways and Means Communications, and Marketing programs, and other special and liaison projects to be assigned by the Board or the President such as the Homecoming Program, Election of Trustees, among others. In the event the President is unable to attend *activities outside of the school*, the External Vice President will attend in her stead. The Internal Vice President will oversee Membership, Religious Activities, Alumnae Advocacies including Outreach Projects. In the event the President is unable to attend *a school activity*, the Internal Vice President shall exercise the functions and discharge the duties of the President. Also, she/he shall take over as President in the event of resignation, removal, or disqualification of the President until the next election. Should the Vice President be unavailable to assume the Presidency in such an event, an Acting President shall be elected from among the Board of Trustees based on a majority vote of the Trustees. The functions of the Vice Presidents shall be reviewed from time to time, and any shall be subject to majority approval of the Board. *(As amended on 13 February 2022)*

Section 3. The Secretary - The Secretary must be a resident and a citizen of the Philippines. She/He shall be the custodian of and shall maintain the corporate books and records of the Foundation. She/He shall also be the recorder of the Foundation's formal actions and transactions. She/He shall have the following specific power and duties:

a) To communicate the agenda and serve the notices of all meetings of the Foundation required by law or these By-laws to all Board Members including the Moderator;
b) To record or see to the proper recording of the minutes and transactions of all meetings of the trustees and the members and to maintain minute books of such meetings in the form and manner required by law;
c) To keep the corporate seal and affix it to all papers and documents requiring a seal, and to attest by her signature all corporate documents requiring the same;
d) To certify to such corporate acts, countersign corporate documents or certifications, and make reports or statements as may be required of her by law or by government rules and regulations;
e) To determine the members entitled to vote in the meeting, the existence of a quorum, and the validity and effect of proxies, the Secretary shall coordinate with the Electoral Committee, inspect the conduct of the election and hear challenges and questions arising out of the electoral process e. g. the right to vote, counting and tabulation of all votes, ballots or consents, and such other acts required for a proper and orderly election. *(As amended on 13 February 2022)*

Section 4. The Treasurer - The Treasurer of the Foundation shall be its chief financial officer and the custodian of its funds, securities, and properties.

The Treasurer shall have the following duties:

a) To keep full and accurate accounts of receipts and disbursements in the books of the Foundation;
b) To have custody of and be responsible for all the funds, securities, bonds and other investments of the Foundation;
c) To deposit in the name and to the credit of the Foundation in such bank as may be designated from

time to time by the Board of Trustees, all the moneys, funds, securities, bonds, and similar valuable effects belonging to the Foundation which may come under her/his control;

d) To render an annual statement showing the financial condition of the Foundation and such other financial reports as the Board of Trustees, the Chairman or the President may from time to time require.

e) To report on the Foundation's financial position including sources and applications/uses of funds as a whole and by project during the Board's regular meetings every month, and during the annual general membership meetings and other special meetings as required;

f) To prepare such financial reports, statements, certifications and other documents which may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies;

g) To exercise such other powers and perform such duties and functions as may be assigned to her/him by the Board of Trustees or President; and

h) To post bond in an amount to be fixed by the Board. (*As amended on 13 February 2022*)

Section 5. The Internal Auditor – She/He shall examine the financial records and audit the funds of the Foundation. In addition, she/he shall prepare and report on an Audit Plan at the beginning of the Fiscal Year, to ensure that internal controls are maintained, policies and procedures are implemented according to the mandate, by-laws, and operations manual of the Foundation and that good governance is upheld at all times. She/He shall also perform other functions as may be assigned by the Board of Trustees. (*As amended on 13 February 2022*)

Section 6. The Moderator – The Moderator shall be a Sister recommended by the Rev. Mother Prioress of St. Scholastica's College. She shall act as adviser to the Foundation and liaison between the Foundation and the Administration of St. Scholastica's College. The Moderator shall endeavor to attend all board meetings. (*As amended on 13 February 2022*)

Article VI

ADVISORY COUNCIL

Section 1. Composition - There shall be an Advisory Council to be composed of past presidents of the St. Scholastica's Alumnae Foundation, Inc. and representatives of the different graduating classes, otherwise known as Batch Representatives, as may be selected in a manner the Board of Trustees may determine. (*As amended on 13 February 2022*)

Section 2. Power and Duties - The Advisory Council shall serve as a medium of contact between the officers and the members of the Foundation as a whole. It shall be the duty of each member of the Advisory Council to keep herself/himself informed of the activities of her class and to keep her/his class informed of the activities of the Foundation. Any member of the Advisory Council may be invited to any

Board meeting that would require the opinions of its members. Proper notice of meetings and agenda should be given not only to members of the Board but also to the invited members of the Advisory Council. *(As amended on 13 February 2022)*

Article VII

SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

Suspension, expulsion and termination of membership shall be in accordance with the rules and regulations of the Foundation.

Any member of the Foundation may file charges against a member by filing a written complaint with the Secretary of the Foundation. The Board of Trustees shall call a special meeting to consider the charges. The affirmative vote of a majority of the members of the Board of Trustees shall be necessary to suspend a member. However, where the recommended penalty is expulsion, the affirmative vote of two-thirds (2/3) of all the members of the Board of Trustees shall be necessary to expel a member.

Article VIII

THE FUND

Section 1. Funds - The funds of the Foundation shall be derived from the membership dues, voluntary contributions of the members, assessments, gifts, donations or benefits and other funds which may be raised by the Foundation from other sources from time to time. Any or all funds in the custody of the Treasurer of the Foundation at the time of the adoption hereof shall form part of the funds of the Foundation. For transparency and proper recording, Fund Balances shall be reported at the beginning and end of each year. *(As amended on 13 February 2022)*

Section 2. Fees and Dues - Every member of the Foundation shall, in addition to the membership fee, pay other assessments that may be required by the Foundation from time to time. Any change in the membership fee or an assessment would have to be communicated first to the Alumnae through the Advisory Council (Past Presidents and Batch Representatives) via regular or electronic mail at least twenty-one (21) days before the amendment's effectivity date.. For any change in fees and other dues, approval of at least two-thirds (2/3) of the Board of Trustees shall be required. *(As amended on 13 February 2022)*

Section 3. Disbursements - Any donation or turnover of any funds of the Foundation to another entity, which is not the originally intended recipient or beneficiary or that earmarked for a specific program, shall be approved by at least two-thirds (2/3) of the Trustees. Any donation or transfer of earmarked funds shall be documented by a Board Resolution and a Memorandum of Agreement and/or Deed of Donation duly signed by the approving Trustees and the authorized signatories of the Recipient. Any change in the donation's beneficiary shall be communicated first to the members of the Foundation either through the President's Report or through an advice sent to the Alumnae through the Batch Representatives via regular or electronic mail. The Foundation may also invest the general funds at another entity, corporation, business, or for any purpose subject to the provisions of the Revised Corporation Code. Notice of the proposed investment shall be reported to the Alumnae through the President's Report or through the Batch Representatives and need not be subject to the approval of the Alumnae as long as the investment serves the primary purpose of the Foundation and is compliant with the Revised Corporation Code. Otherwise, the investment would have to be ratified by at least two- thirds (2/3) of the members of the Foundation.

Withdrawal from the funds of the Foundation, whether by check or any other instrument, shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories (*As amended on 13 February 2022*)

ARTICLE IX

PROHIBITION AGAINST SHARING IN FOUNDATION'S PROPERTY AND EARNING

No member, trustee, officer, employee, or any such other person shall have any interest in or receive any share in the net earnings from the operations of the Foundation, and no such person shall have any share or interest whatsoever in the distribution of the corporate assets upon the dissolution of the Foundation.

ARTICLE X

CORPORATE SEAL

Section 1. Form – The corporate seal of the Foundation shall be in such form and design as may be determined by the Board.

ARTICLE XI

AMENDMENTS OF THE BY-LAWS

Section 1. Amendments - These By-laws or any provision thereof, may be amended or repealed by a majority vote of the trustees and at least majority vote of the members in good standing in a regular or special meeting duly called for the purpose. Notices to such meetings shall be served at least twenty-one (21) days prior to the scheduled date, to ensure attendance and a quorum.

Copies of the duly certified Amendments to the By-laws shall be signed by all trustees. The original shall be attached to the Amendments and sent to the Securities and Exchange Commission for its receipt and acknowledgment. A copy of the SEC-received Amendments shall be kept by the Board Secretary as part of the Foundation's official records. (*As amended on 13 February 2022*)

IN WITNESS WHEREOF, we have hereunto set our hands at Manila, Philippines this 20th day of July, 1975.

(SGN.) ROSE AVANCENA

(SGN.) ILEANA MARAMAG

(SGN.) CARINA MANALAC

(SGN.) AMELITA REYES

(SGN.) TESSIE ROMULO

(SGN. REV. SISTER TERESITA O.S.B.

SIGNED IN THE PRESENCE OF:

(Illegible)

(Illegible)

SECURITIES AND EXCHANGE COMMISSION
CRMD
JUL 26 2022
RECEIVED
By: Time:

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

TRUSTEES CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

WE, the undersigned, being the Members of the Board of the **ST. SCHOLASTICA'S ALUMNAE FOUNDATION, INC**., a corporation duly organized and existing under and by virtue of the laws of the Philippines do certify that the By-laws which is hereto attached was amended by a least a majority of the trustees in their meeting held on October 16, 2021 and at least two-thirds of the members in a ratification meeting held on February 13, 2022 both meetings held virtually and for which quorum was established. The amendments refer to several articles and sections as shown in the attached document bearing the Amended By-laws.

IN WITNESS WHEREOF, we hereunto have signed this Certificate on March 5, 2022.

Ma. Angeles G. Prats
President

Socorro. Q. Hipolito
Vice President – Internal/
By-laws Committee Member

Ma. April W. Pineda
Vice President – External
Member
By-laws Committee Member

Michelle Guadalupe M. Rodriguez
Secretary/By-laws Committee

Amparo C. Lim
Asst. Secretary

Tita Rose L. Tan
Treasurer

Anna Claudine T. David
Asst. Treasurer

Patricia V. de Veyra
Internal Auditor

Angelica Marie C. Hernandez
Public Relations Officer

Maria Lourdes Susan L. Dimacali
Public Relations Officer

Margarita C. Zayco
Public Relations Officer

Ma. Alicia P. Mejia
Public Relations Officer

Maria Irma B. Tan
By-laws Committee Chair/Trustee

Flor Marie S. Cruz
By-laws Committee Member/Trustee

Ma. Asuncion A. Azcuna
By-laws Committee Member/Trustee

Fe T. Palileo
By-laws Committee Member/Trustee

Ma. Lourdes F. Laviña
By-laws Committee Member/Trustee

Ma. Lourdes A. Arcenas
By-laws Committee Member/Trustee

Anna Leah B. Wong
By-laws Committee Member/Trustee

Salud D. de Castro
Trustee

Florina F. Castillo
Trustee

Ma. Elsa L Mapua
Trustee

Marelle S. Manalo
Trustee

Ma. Edna P. Marin
Trustee

Joanna Rose C. Belgica
Trustee

SUBSCRIBED AND SWORN to before me this APR 11 2022 at CITY OF MANILA, affiants exhibiting to me their respective Tax Identification Numbers as follows:

Name	TIN
Ma. Angeles G. Prats	104-861-319-000
Socorro. Q. Hipolito	116-066-150-000
Ma. April Lorelei W. Pineda	146-554-896-000
Michelle Guadalupe M. Rodriguez	144-907-336-000
Amparo C. Lim	109-516-957-000
Tita Rose L. Tan	105-583-064-000
Anna Claudine T. David	198-262-381-000
Patricia V. de Veyra	101-500-123-000

Name	TIN
Angelica Marie T. Hernandez	202-084-663-000
Maria Lourdes Susana L. Dimacali	108-144-039=000
Margarita C. Zayco	214-266-302-000
Anicia P. Mejia	103-102-066-000
Maria Irma B. Tan	102-098-428-000
Flor Marie S. R. Cruz	105-365-235-000
Ma. Asuncion A. Azcuna	104-087-117-000
Fe T. Palileo	108-713-580-000
Ma. Lourdes F. Laviña	132-188-538-000
Ma. Lourdes A. Arcenas	168-451-684-000
Anna Leah B. Wong	123-088-876-000
Salud D. de Castro	116-065-061-000
Florina F. Castillo	103-102-066-000
Ma. Elsa L Mapua	106-266-072-000
Marelle S. Manalo	106-932-166-000
Ma. Edna P. Marin	121-460-637-000
Joanna Rose C. Belgica	143-949-259-000

ATTY. JOHN EDWARD TRINIDAD ANG
Notary Public for the City of Manila-
NOTARY PUBLIC
Notarial Commission No. 2020-033 Until 12-31-2021 Manila
Under Supreme Court B.M. No. 3795 Extended from Jan. 1 to June 30, 2022,
IBP No. 156318 Issued on Jan 3, 2022 Until Dec. 31, 2022 Manila
Roll No. 68731 Issued on May 23, 2017
MCLE No. VI-0017186 Issued on Jan 24, 2019 Valid Until April 14, 2022
2/F Midland Plaza Hotel, Adriatico St. Ermita, Manila

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

SECRETARY'S CERTIFICATE

I, MICHELLE GUADALUPE M. RODRIGUEZ, of legal age, Filipino, and being the duly elected Corporate Secretary of the **ST. SCHOLASTICA'S ALUMNAE FOUNDATION, INC.** (the "Foundation") duly formed and existing under and by virtue of the laws of the Philippines, with principal office at **2560 LEON GUINTO STREET, MALATE, CITY OF MANILA, METRO MANILA PHILIPPINES 1004,** been sworn in accordance with law, HEREBY CERTIFIES:

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

CITY OF MANILA City, day of APR 11 2022 2022

MICHELLE GUADALUPE M. RODRIGUEZ
Corporate Secretary

SUBSCRIBED AND SWORN to before me this APR 11 2022 at CITY OF MANILA affiant having exhibited to me her TIN with No. 144-907-336.

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NOTARY PUBLIC
ATTY. JOHN EDWARD TRINIDAD ANG
Notary Public for the City of Manila-
Notarial Commission No. 2020-033 Until 12-31-2021 Manila
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IBP No. [illegible] Issued on Jan 3, 2022 Until Dec. 31, 2022 Manila
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MCLE No. [illegible] Issued on [illegible] Valid Until April 14, 2022
2/F Midland [illegible], Adriatico St. Ermita, Manila