

41451.0044.0004

AMENDED BY-LAWS

OF

PHILIPPINE AQUATICS INC.

We, the undersigned, composed of a majority of the entire membership of the PHILIPPINE AQUATICS INC.

ARTICLE I

NAME AND NATURE OF THE ORGANIZATION

Section 1. Name of the Association. The name of the Association shall be PHILIPPINE AQUATICS INC., hereinafter referred to as the "Association."

Section 2. Nature of the Organization. The Association, a non-stock and non-profit organization, shall be the national governing body for the sport of swimming, diving, water polo, artistic swimming, open water swimming, high diving and masters in the Philippines.

The Association, including its members, are obligated to fully comply at all times with the Constitution of the World Aquatics and its Rules, the World Anti-Doping Code (WADA Code), the decisions and directives of the World Aquatics Bodies, as well as the decisions of the Court of Arbitration for Sport (CAS). In the event of any conflict, the Constitution and Rules of World Aquatics shall prevail.

Section 3. Functions. In pursuit of its purpose to develop aquatic sports in the Philippines, the Association, will be involved in the promotion, supervision and direct conduct and development of swimming, diving, water polo, artistic swimming, open water swimming, high diving and masters, throughout the Philippines and in particular, shall:

- a. Cause the formation and preparation of all of the official national teams that will be entered in international competitions;
- b. Cause the entry of all official national teams in international competitions, except entry in IOC related competitions for which IOC accreditation shall be obtained;
- c. Collaborate and coordinate with the Philippine Olympic Committee (POC) in all cases regarding Philippine participation in the Olympics, Asian games and Southeast Asian games and other international competitions sanctioned by the IOC;
- d. Collaborate and coordinate with World Aquatics, the Asia Aquatics (AA), and South East Asia Aquatics (SEAA) in all cases regarding Philippine participation in all World Aquatics, Asia Aquatics (AA), and South East Asia Aquatics (SEAA), competitions, and accredit participating teams and/or competitors in all such competitions;
- e. Control and govern the accreditation of associations of swimming teachers, coaches and technical officials with a view to standardize qualification, professional skills and rules and practices in accordance with World Aquatics standards;
- f. Standardized swimming, diving, water polo, artistic swimming, open water swimming, high diving and masters competition guidelines and event management protocols;
- g. Conduct surveys, researchers and clinics for the promotion and development of swimming, diving, water polo, artistic swimming, open water swimming, high diving and masters;

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- h. Develop a country-wide and mass-based interest and participation in the sport of swimming, diving, water polo, artistic swimming, open water swimming, high diving, **and masters** in the country and promote excellence in all levels of competition, with full emphasis on grassroots development at the community and school levels;
- i. Create an integrated, synchronized, rational and sustained swimming, diving, water polo, artistic swimming, open water swimming, high diving **and masters** program for men and women; hmm
- j. Synchronize the swimming, diving, water polo, artistic swimming, open water swimming, high diving **and masters** calendars of its members to avoid conflicts in schedule with the aim of assuming that the objectives and programs of the Association are fully and adequately carried out while minimizing any disruption of the members own plans and programs;
- k. Provide training for swimmers, divers, water polo players, artistic swimmers and marathon swimmers, coaches, instructors, technical officials and competition organizers to uplift the sports of swimming, diving, water polo, artistic swimming, open water swimming, high diving **and masters** in all aspects and at all levels;
- l. Facilitate the conduct of regular meetings of members and election of trustees and officers of the Association; and
- m. Engage in any other activity that is necessary, beneficial or incidental to achieve any of its purposes;
- n. Perform and carry out such other activities, as well as the purposes and objectives that are included in the Articles of Incorporation

ARTICLE II

OFFICES

Section 1. Principal office. the principal office of the Association should be located at the place as indicated in its Articles of Incorporation.

Section 2. Other offices. The Association may also establish other offices in addition to its principal office in such other places as the Board of Trustees may determine from time to time.

ARTICLE III

MEMBERSHIP

Section 1. Members are composed of sectoral representatives from each Regions and from the four (4) other disciplines such as diving, open water swimming, water polo and artistic swimming. Types of membership in the Association shall be composed of juridical persons or unincorporated Associations able to meet the following criteria:

Membership shall be open to aquatic sports associations that actively conduct regular swimming, diving, water polo, artistic swimming and/or open water swimming competitions for at least two (2) consecutive years and each of which years, competition shall be conducted at least once a year. Only the duly authorized representatives of members shall be entitled to vote and be voted upon in any meetings of the Members, Trustees and Committees of the Board of the Association.

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Section 2. Qualification for Membership. The Members of the Association shall be composed of juridical persons or unincorporated associations that may be admitted from time to time by the Nomination and Membership Committee.

Section 3. Procedure for Membership. All applications for membership shall be made under oath and submitted to the Nomination and Membership Committee for verification and processing.

Section 4. Anti-doping rules. The Association shall comply strictly with the anti-doping rules set by World Aquatics and the World Anti-Doping Code (WADA Code). It will likewise allow and/or assist in the out-of-competition doping controls on any of its members by World Aquatics. Towards this end, the Association shall formulate in its regulations and procedural rules, all necessary provisions to effectively implement the World Aquatics Anti-doping rules and in particular, determine the person(s) or body in charge of the application of World Aquatics Anti-Doping Rules.

Section 5. Members in good standing. All members of the Association that:

- (i) are current in the payment of fees and assessments; and
- (ii) are not the subject of any disciplinary action by the Association

Shall be deemed members in good standing of the Association.

Section 6. Rights and Duties.

A. The members of the Association shall have the following rights and duties:

1. To advance the Association's vision, mission and goals;
2. To implement the programs and projects of the Association within their teams, associations and sectors;
3. To make available their best athletes, coaches, trainers and other team officials that may be chosen to represent the country in international competitions on such terms and conditions consistent with the principles set out in Article XIII and as may be reasonably agreed with the Board of Trustees;
4. To attend and actively participate in meetings and activities in the Association;
5. To pay dues and assessments as may be prescribed from time to time by the Board of Trustees;
6. To receive regular publications and bulletin as may be published by the Association and be informed on all organization meetings, plans, programs, activities, finances and the use of the Association's funds and property;
7. To follow and observe **Section II** Article 7 subparagraph (g) of the World Aquatics Constitution:

"Members are obliged to ensure that their own members comply with and implement this Constitution and World Aquatics Rules, as well as directives and decisions of the World Aquatic Bodies and Court of Arbitration for Sports (CAS); and

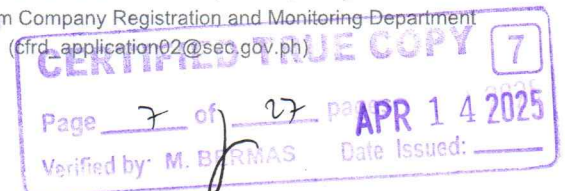
8. To observe and apply at all times necessary the World Aquatics' (WA), **Asia Aquatics' (AA), South East Asia Aquatics' (SEAA) rules and regulations.**

Section 7. Voting rights. All members and affiliate clubs, shall only be able to exercise their voting rights at the General Assembly if they comply with the following conditions:

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- (i) Shall have a minimum of ten (10) affiliated athletes;
- (ii) Shall have participated in national championships and other national aquatics competitions recognized and/or organized by the Association;
- (iii) Shall have paid their annual membership fee and comply with other financial obligations; and
- (iv) Shall have fully complied with the rules enshrined in World Aquatics Constitution, notably complying with and implementing decisions taken by the Court of Arbitration for Sport (CAS), by the World Aquatics (notably taken by the Congress, the Bureau, the Executive and/or Judicial panels) and the Association, as well as supporting World Aquatics and the Association in their efforts to achieve their objectives.

Section 8. No right to property. No member shall have nor acquire any right, title or interest in the funds or assets of the Association nor any vested right in the continuation of any of the services of the Association, or be entitled to share in the distribution of any assets of the Association upon its dissolution. All funds and assets of the Association shall be utilized only in furtherance of the objectives of the Association and no part of such income shall inure to the benefit of any member of the Association.

Section 9. Suspension, expulsion and termination of membership. If a member, or a member of a member commits any act prejudicial to the interests of the Association, fails or refuses to comply with its duties and obligations as a member or violates the Articles of Incorporation, By-Laws or any rule or regulation applicable to such member, then the Audit and Ethics Committee, upon notice thereof, shall conduct a fair and impartial hearing on due notice to the concerned member. Immediately following the conclusion of such hearing, the Audit and Ethics Committee shall recommend to the Board of Trustees the appropriate sanction against the erring member, which sanction may include suspension or expulsion. The Board of Trustees may suspend or expel a member by virtue of a majority vote, and to be ratified by the two-thirds (2/3) vote of the General Assembly constituting a quorum.

Membership in the Association may also be terminated by withdrawal of such member upon written notice to the Board of Trustees or upon dissolution of an Association member.

ARTICLE IV

MEETING OF MEMBERS

Section 1. Place of meetings. All meetings of the members shall be held at the principal office of the Association unless the written notice of such meeting shall fix another place within the Philippines for the conduct of such meeting.

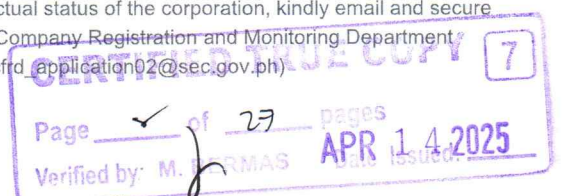
Section 2. Annual meetings. The General Assembly shall hold its annual meeting on April 12 of each year, and when scheduled, the election of Trustees. If the election of Trustees shall not be held on the day designated for the annual meeting or at any adjournment of such meeting, the Board of Trustees shall cause the election to be held at a special meeting as soon thereafter as the same be conveniently held. At such special meeting, the General Assembly may elect the Trustees and transact other business as stated in the notice of the meeting with the same force and effect as at an actual meeting duly called and held.

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Section 3. Special meetings. Special meetings of the members may be called at anytime by resolution of the Board of Trustees or by order of the President, or upon the written request of at least a majority of all members in good standing of the Association. Such requests shall state the purpose or purposes of the proposed meeting.

Section 4. Notice of meetings. Except as otherwise provided by law, written or printed notice of all annual and special meetings of members, stating the place and time of the meeting and if necessary, the general nature of the business to be considered, shall be transmitted by personal delivery, mail, facsimile, e-mail or short messaging service (SMS) to each member of record entitled to vote they're at its address last known to the Secretary-General of the Association , at least fifteen (15) days before the date of the meeting, if an annual meeting, or at least seven (7) days before the date of the meeting, if a special meeting. Except where expressly required by law, no publication of any notice of meeting of members shall be required.

If any member shall in person or by a duly authorized attorney in fact, in writing or by personal delivery, mail, facsimile, e-mail, or short messaging service (SMS) waive notice of any meeting, whether before or after the holding of such meeting, notice thereof need not be given to such member. Notice of any adjourned meetings of the member shall not be required to be given, except when expressly required by law.

Section 5. Participation in Members' Meetings Through Remote Communication. - As provided by this by laws, members who cannot physically attend at members' meetings may participate in such meetings through remote communications or other alternative modes of communication.

If a member intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Secretary General of his/her intention. The Secretary General shall note such fact in the Minutes of the meeting.

Section 6. Quorum. At each meeting of the members, a majority of all the members of the Association in good standing and having voting powers, who are present in person or through remote communication, shall constitute a quorum for the transaction of business, save in those cases where the Corporation Code requires a presence at the meeting, of a greater number of members. In the absence of quorum, the members in good standing and entitled to vote, by majority vote, shall have the power to adjourn the meeting from time to time, until members in good standing and entitled to vote shall be present, in person or through remote communication or represented.

Section 7. Organization of meeting. At every meeting of the members the President, or in the absence of the President, the Vice President shall act as presiding officer. The Secretary-General shall act as secretary at all meetings of the members. In the absence of the Secretary-General from any such meeting, the President may appoint any person to act as secretary of the meeting.

Section 8. Voting. Only the members shall be entitled to vote in any meeting of the members of the Association and in every meeting of the member of the Association, each member in good standing shall be entitled to one vote. At all meetings of the members, all elections and all questions shall be decided by the vote of the members in good standing present and entitled to vote, a quorum being present, except in cases where other provision is made by statute. Unless required by law, or demanded by a member in good standing at any meeting and entitled to vote thereat, the vote on any question need not be by ballot. On a vote by ballot, each ballot shall be signed by the member in good standing voting.

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Section 9. Online Voting. Whenever it is deemed to be in the best interest of the Association and in order to solicit the opinions or votes of all the members in good standing of the Association, the same may be solicited by Online Voting in such a manner, as the Board of Trustees shall determine and validly confirmed and authenticated.

ARTICLE V

GENERAL ASSEMBLY

Section 1. Composition. The General Assembly shall be composed of:

Geographical Sector- Comprised of leagues and associations that are actively involved in or promoting and conducting swimming, diving, water polo, artistic swimming, open water swimming, high diving and masters programs within a geographical boundary of a municipality, component city, or highly urbanized city or province.

For purposes hereof, the members of the General Assembly shall be represented by, namely:

- a. National Capital Region;
- b. Region I;
- c. Region 2;
- d. Region 3;
- e. Cordillera Autonomous Region;
- f. Region 4-A;
- g. Region 4-B;
- h. Region 5;
- i. Region 6;
- j. Region 7;
- k. Region 8;
- l. Region 9;
- m. Region 10;
- n. Region 11;
- o. Region 12;
- p. Region 13 CARAGA Region (Agusan del Norte, Agusan del Sur, Surigao del Norte, Surigao del Sur and cities of Butuan, Surigao and Bislig);
- q. Bangsamoro Autonomous Region in Muslim Mindanao (BARMM); and
- r. One (1) from each of the four disciplines namely: Diving, open water swimming, water polo and artistic swimming.

The different clubs and associations in a specific region together with the representatives from all other discipline, except swimming, shall elect their respective representatives as members of the General Assembly.

Section 2. General Powers. The General Assembly shall be the highest policymaking body of the Association and shall have the final authority on amendments to the Articles of Incorporation and the By-Laws. The General Assembly shall be composed of all members of the Association, acting through their duly authorized representatives.

Section 3. Duties and functions. The General Assembly shall have the following duties and functions:

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- a. To ratify, revise, modify or amend Articles of Incorporation and By-Laws as approved by the Board of Trustees;
- b. To elect the members of the Board of Trustees;
- c. To ratify the actions or resolutions of the Board of Trustees;
- d. To exercise any other power necessary to achieve the purposes of the Association,

Section 4. World Aquatics approval. The General Assembly of the Association understands and shall respect World Aquatics Constitution **Section II** Article 7 subparagraph (D), requiring World Aquatics Bureau approval for any change in the Association 's name and/or its By-Laws.

"to submit their constitution or statutes, as well as any potential amendment of their constitution, to World Aquatics for approval by the Bureau;"

Section 5. Effectivity of amendments. Any amendment to the Corporations By-Laws or change of name passed during any General Assembly, shall only become affective and be held as a valid upon approval by the World Aquatics Bureau.

ARTICLE VI

BOARD OF TRUSTEES

Section 1. General powers. The affairs of the Association shall be governed and conducted by a Board of Trustees and all corporate powers shall be exercised, all businesses conducted and all property of the Association shall be controlled and managed by the Board of Trustees.

Section 2. Duties and functions. The Board of Trustees shall have primary responsibility to manage and supervise the affairs of the Association, in accordance with the policies, plans and programs approved by the General Assembly. Towards this end, the Board of Trustee shall have the following duties and functions:

- a. To represent the Association before third parties, through its President or such other officers as may be authorized and enter into any contract or agreement for and on behalf of the Association;
- b. To establish, adopt and modify the Corporations rules and regulations, and promulgate rules and regulations for the admission of members, the supervision of activities, the discipline and expulsion of officers and members;
- c. To approve the plans, programs and budgets for the ensuing fiscal year;
- d. To borrow or invest any available funds necessary for the financing and promotion of swimming, diving, water polo, artistic swimming, open water swimming, high diving **and masters;**
- e. To purchase, acquire and hold any personal and/or real property or any interest therein;
- f. To propose any amendment of the Articles of Incorporation or the By-Laws to the General Assembly; And
- g. In general, to do any and all things that it may deem to be in the best interest of the Association.

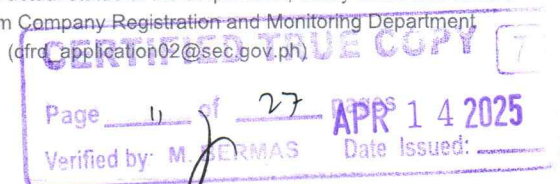
Section 3. Board Representation.

- a. Geographical sector - Comprised of leagues and associations that are actively involved in or promoting and conducting swimming, diving, water polo, artistic swimming, open water

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swimming, high diving and masters programs within a geographical boundary of a municipality, component city, or highly urbanized city or province.

For purposes hereof, the country shall be divided into Five (5) general areas, namely:

- A. Area one (national Capital Region);
- B. Area 2 (Regions 1, 2 and 3 and the Cordillera Autonomous Region);
- C. Area 3 (Regions 4-A, 4-B and 5);
- D. Area 4 (Regions 6, 7 and 8); and
- E. Area 5 (Regions 9, 10, 11, 12 and CARAGA Region, which is comprised of Agusan del Norte, Agusan del Sur, Surigao del Norte, Surigao del Sur and the cities of Butuan, Surigao and Bislig and the Bangsamoro Autonomous Region of Muslim Mindanao).

b. In furtherance of the Association’s objective to ensure a democratic, country-wide and mass-based representation in the Board of Trustees, the members in the following sectors of the country involved in diving, water polo, artistic swimming open water swimming and high diving, shall be allowed to elect their representatives to the Board of Trustees:

Section 4. Composition of Board of Trustees. The Board of Trustees shall be composed of Eleven (11) representatives of members in good standing from the following sectors:

- a. Ten (10) from the Geographical Sector, of which Two (2) shall be representatives from Area 1- the National Capital Region (NCR), Two (2) Representative from area two- Regions 1, 2 and 3 and the Cordillera Autonomous Region (CAR), two (2) representatives from Area 3- Regions 4-A, 4-B and five, Two (2) representatives from Area 4- Regions 6, 7 and 8; and Two (2) Representatives from Area 5- Regions 9, 10, 11, 12, and the CARAGA Region (composed of Agusan del Norte, Agusan del Sur, Surigao del Norte, Surigao del Sur and city of Butuan, Surigao and Bislig) and the Bangsamoro Autonomous Region of Muslim Mindanao (BARMM).
- b. One (1) from among the four disciplines namely: Diving, open water swimming, water polo and artistic swimming. Each discipline shall vote their respective nominee among their clubs, and these nominees will vote among themselves their representative for the Board. In case of tie, the representative shall be decided through coin-toss.

Section 5. Term of office. The Board of Trustees shall serve for a term of three (3) years and until their successor shall have been duly elected and qualified as provided under these by-laws.

Section 6. Election of Trustees.

a. At least two (2) months before the meeting of the General Assembly for the election of Trustees of the Association, the Board of Trustees, by written notice to members in good standing, shall call for nomination of members in good standing to be voted for at such meeting of the General Assembly as Trustees of the Association.

Within a period of one (1) month from receipt of such notice, the Members of the various sectors shall submit nominations to the Nominations and Membership committee for verification and processing. For the sake of clarity, a member can nominate only a candidate from the sector where such member belongs.

Immediately following such verification and processing, the Nominations and Membership committee shall submit to the Board of Trustees for approval a list of qualified nominees for

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each sector reflecting the minimum number corresponding to the board seats allocated to such sector.

Not later than fifteen (15) days prior to the meeting of the General Assembly, the Nomination and Membership committee shall e-mail to the members a list of the qualified nominees approved by the Board of Trustees.

During the General Assembly, the members of each sector shall convene a meeting among its members to agree on the list of nominees corresponding to the board seats allocated to such sector and submit such list to the Board of Trustees for announcement to the General Assembly.

- a. At the meeting of the members of each sector to elect their nominees to the Board of Trustees at which a quorum is present, the candidates for such sector receiving the highest number of votes of the members in good standing, entitled to vote shall be the trustees that will represent such sector.

Section 7. Quorum and manner of acting. Except as otherwise provided by statute, by the Articles of Incorporation or by these By-Laws, the presence of majority of the members of the Board of Trustees (including through remote communication) as specified in the Articles of Incorporation shall constitute a quorum for the transaction of business any meeting.

Unless the law, the Association 's Articles of Incorporation or these By-Laws shall provide for a higher vote, the resolution and action of the Board of Trustees shall require the affirmative vote of majority of the Trustees present, in person or through remote communication, at which there is a quorum to be valid as a corporate act.

In the absence of a quorum, a majority of the Trustees present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given.

Voting by proxy shall not be allowed at any meeting of the Board of Trustees.

Section 8. Participation in Board Meetings Through Remote Communication; Internal Procedures. - Trustees who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate.

If a trustee intends to participate in a meeting through remote communication, he/she shall notify in advance the Presiding Officer and the Secretary General of his/her intention. The Secretary General shall note such fact in the Minutes of the meeting. The Association may issue their own internal procedures for the conduct of board meetings through remote communication or other alternative modes of communication to address administrative, technical and logistical issues.

Section 9. Place of meetings. The Board of Trustees may hold its meetings at the principal office of the Association or at such other places within or without the Republic of the Philippines as the Board of Trustees may from time to time determine or as shall be specified or fixed in the respective notices or waivers of notice thereof.

Section 10. Organizational meeting. The Board of Trustees shall meet for the purpose of organization, the election of officers and the transaction of other business as soon as practicable

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after each scheduled election of Trustees. Such meeting may be held at any time or place which shall be specified in a notice given as hereinafter provided for special meetings of the Board of Trustees or in a consent and waiver of notice thereof signed by all the Trustees.

Section 11. Regular meetings. Regular meetings of the Board of Trustees shall be held at least once a year at such place and at such time as the Board of Trustees shall from time to time by resolution determined. Unless otherwise determined by the Board of Trustees, if any day fixed for a regular meeting be a holiday at the place where the meeting is to be held, then the meeting that would otherwise be held on that day shall be held at the same hour on the next succeeding business day that is not a legal holiday.

Section 12. Special meetings; Notice. Special meetings of the Board of Trustees shall be held when called by the President or by the Secretary-General at the request of any seven (7) of the trustees.

Notice of each meeting shall be mailed to each trustee, addressed to him at his residence or usual place of business, at least twenty (20) days before the day on which the meeting is to be held, or shall be sent to him at such place by facsimile or e-mail, or Short Messaging Service (SMS) or be delivered personally not later than five (5) days before the day on which the meeting is to be held. Every such notice shall state the time and place of the meeting but need not state the purpose thereof except as otherwise expressly provided in these By-Laws.

Section 13. Resignation. Any Trustee of the Association may resign at any time by giving written notice to the President or the Secretary-General. the resignation of any Trustee shall take effect at the time specified and, unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.

Section 14. Removal of Trustees. Any Trustee may be removed, either with or without cause, at any time, by the affirmative vote of at least two-thirds (2/3) of all the members in good standing and entitled to vote at a regular meeting, or at the special meeting of the members called for the purpose and held after due notice as provided in Section 28 of the Corporation Code.

In the event of a vacancy in the Board of Trustees caused by any such removal, the sector that nominated such trustee who has been removed shall submit to the Nomination and Memberships committee for verification and processing a list of one or more nominees for his replacement.

The Nomination and Membership committee shall prepare a list of the qualified nominees for announcement and circulation to the members.

At any regular or at any special meeting called for the purpose after giving notice as prescribed by the Corporation Code, at which meeting a quorum is present, the nominee receiving the highest number of votes of the members in good standing present and entitled to vote shall be the successor trustee who shall hold office for the unexpired term of his predecessor and until his successor shall be duly elected and qualified, or until his death or until he shall resign or shall have been removed in the manner herein provided.

Section 15. Vacancies. In the event of any vacancy in the Board of Trustees caused by death, resignation, disqualification or any other cause, except removal or expiration of term, the member that nominated such trustee whose seat has been vacated shall submit to the

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Nomination and Membership Committee for verification and processing a nominee for his replacement.

If such nominee meets the qualifications required for a Trustee as determined by the Nomination and Membership committee by a vote of at least majority, then such nominee shall serve the unexpired term of his predecessor and until his successor shall be duly elected and qualified, or unless he resigns or is removed in the manner herein provided.

Section 16. Remuneration. Except for reasonable per diems for every board meeting attended and out-of-pocket expenses as may be determined by the Board of Trustees, all Trustees, as such, shall not be entitled to receive any compensation for its services.

ARTICLE VII

OFFICERS

Section 1. Number. The officers of the Association shall be a President, Vice President, Secretary-General, the Treasurer and such other officers as may from time to time be appointed by the President, and subject to the confirmation of the Board of Trustees.

Section 2. Election, Term of office and Qualifications. The President, the Vice President and the Treasurer shall be elected every three (3) years by affirmative vote of majority of all members of the Board of Trustees. Each officer shall hold office until his successor is elected and qualified in his stead, or until he shall have resigned or shall have been removed in the manner hereinafter provided. Such other officers as may from time to time be appointed by the President shall hold office for such period, have such authority and perform such duties as are provided in these By-Laws or as the Board of Trustees may determine.

The President, Vice President shall be chosen from among the Trustees. All officers of the Association shall be resident and citizen of the Philippines.

The Secretary-General shall be appointed by the President subject to the concurrence of the Board of Trustees.

Section 3. Removal. Any officer may be removed either with or without cause, by the vote of at least majority of the members of the Board of Trustees.

Section 4. Resignations. Any officer may resign at anytime by giving written notice to the Board of Trustees and to the President. Any such resignation shall take effect on the date of receipt of such notice or at any time specified therein, and unless otherwise specify therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Vacancies. A vacancy in any elected office because of death, resignation, removal, disqualification or any other cost may be filled for the unexpired portion of the term of the predecessor by a vote of at least majority of the Board of Trustees.

Section 6. The President. The President shall, if present, preside at all meetings of the General Assembly of the members and of the Board of Trustees. The President shall be the chief executive officer of the Association. He shall have the prerogative to appoint two (2) Executive Directors one (1) for Swimming and one (1) for all other disciplines.

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Section 7. The Vice President. Vice President shall be elected among the Board of Trustees. in the absence of the President, the Vice President shall preside at all meetings of the members and of the Board of Trustees. Vice Presidents shall also perform such other duties as shall from time to time be assigned by the President.

Section 8. The Executive Directors. The Executive Directors shall be the principal administrator of the affairs of the Association in a full-time capacity. In coordination with and under the control and supervision of the Secretary-General and reports to the same, assist the President and the standing committees; shall organize and supervise all national championships, and shall enforce compliance with the regulations established by the POC, World Aquatics **(WA)**, **Asia Aquatics (AA)**, **South East Asia Aquatics (SEAA)**.

In the absence of the President and the Secretary-General, the Executive director appointed by the President shall represent the Association at the POC, World Aquatics **(WA)**, **Asia Aquatics (AA)**, **South East Asia Aquatics (SEAA)** meetings; shall have custody and care of the Association's archives, shall publish and circulate the Association's rules and regulations to the members of the General Assembly, the Board of Trustees and all members of the Association; shall assist the President and Secretary-General in ensuring the enforcement of the By-Laws and all rules and regulations of the Association and, in general, shall perform all duties incidental to the Office of the President and Secretary-General and such other duties as may from time to time be assigned him by the President or Secretary-General, as prescribed by these By-Laws.

Section 9. The Secretary-General. In the absence of the President, the Secretary-General shall have the oversight powers on the day to day business and international affairs, management, care and supervision of the business and affairs of the Association, in the absence of the President, represent the Association at the POC, World Aquatics **(WA)**, **Asia Aquatics (AA)**, **South East Asia Aquatics (SEAA)** meetings; he shall keep or cause to be kept in books provided for the purpose the minutes of the meetings of the members and of the Board of Trustees; shall give or cause to be given, notice of all meetings of members and trustees and all other notices required by law or by these By-Laws; and in the case of his absence or refusal or neglect to do so, any such notice may be given by any person there until directed by the President, or by the Trustees or the Members, upon whose request the meeting is called as provided in these By-Laws; shall, unless otherwise determined by the Board of Trustees, be custodian of the records and of the seal of the Association and see that the seal thereof is affixed to all documents the execution of which on behalf of the Association under each seal is duly authorized and accordance with the provisions of these By-Laws, and shall attest the same, so keep a register of the post office address of each member as well the email addresses, and make all proper changes in such register, retaining and filing his authority for all such entries; and, in general, shall perform all duties incident to the office of the Secretary-General, and such other duties as may, from time to time, be assigned to him by the President.

Section 10. The Treasurer. The Treasurer shall be the chief financial officer of the Association and may give such bond for the faithful performance of his duties. He shall have charge and custody of, and be responsible for, all funds, securities, evidences of indebtedness and other valuable documents of the Association, and shall deposit all such funds in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these by-laws.

He shall at all reasonable times exhibit his books of account and records to any of the trustees of the Association where such books and records are kept. When required by the President or the Board of Trustees, he shall render a statement of the condition of the finances of the Association,

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receive, and give, or cost to be given, receipts for money due and payable to the Association from any source whatsoever, and pay out money as the business of the Association may require; and, in general, perform all the duties incident to the office of the Treasurer and such other duties as from time to time may be assigned to him by the Board of Trustees or by the President.

Section 11. Remuneration. The Board of Trustees shall fix the salaries and incentives of all officers of the Association. The fact that an officer is also a trustee shall not preclude him from receiving a salary or incentive but he cannot vote on the resolution fixing the same.

ARTICLE VIII

COMMITTEES

Section 1. Permanent Committees. The following shall be the standing committees of the Association:

1. Gender and Athletes committee
2. Finance and Ways and Means Committee
3. Nomination and Membership committee
4. Audit and Ethics Committee

all officers and members of permanent committees shall be appointed by the President subject to the confirmation by the Board of Trustees.

Section 2. Technical committees. The President may create technical committees for each of the aquatic sport disciplines, namely: swimming, diving, water polo, artistic swimming, open water swimming, high diving **and masters**, subject to the confirmation of the Board of Trustees.

Section 3. Working committees. The President may create working committees to meet various needs, such as, but not limited to media relations, marketing, medical, foreign relations and appoint their officers and members. subject to the confirmation of the Board of Trustees.

The President shall of the power to appoint and remove the officers and members of such working committees and may at any time, with or without cause, dissolve any of such committees.

Section 4. Committee reports. All committees shall keep a record of their proceedings and report the same to the Board of Trustees whenever required to do so.

ARTICLE IX

GENDER and ATHLETES COMMITTEE

Section 1. Composition. There shall be a Gender and Athletes Committee composed of five (5) members, to be appointed by the President with the concurrence of the Board of Trustees.

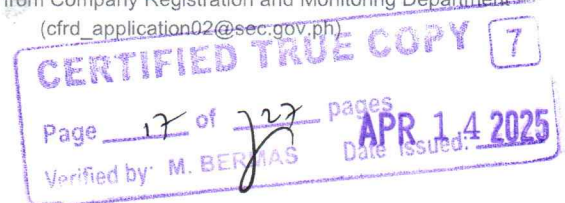
Section 2. Duties and functions. the Gender and Athletes Committee shall perform the following functions:

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- a. to study the means of assuring the gender equality and promoting the welfare of the athletes;
- b. to monitor compliance with gender equality and enforce rules and regulations governing discipline and sanction with regard to violations against the athletes or by the athletes in the Association; and
- c. to exercise such other powers as may be delegated by the President.

Section 3. Meetings. The Gender and Athletes Committee shall meet at least once a year or as often as it may deem appropriate. The presence of at least a majority of the members of the Gender and Athletes Committee shall constitute a quorum for the transaction of business at any meeting.

Section 4. Quorum. Unless the law, the Association's Articles of Incorporation or these By-Laws shall provide for a higher vote, the resolution and action of the Gender and Athletes Committee shall require the affirmative vote of majority of the Trustees present at any meeting, at which there is a quorum to be valid as a corporate act. In the absence of a quorum, a majority of the trustees present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given. Voting by proxy shall not be allowed at any meeting of the Gender and Athletes Committee.

Section 5. Notification. A written notice shall be sent to the members of the Gender and Athletes Committee at least ten (10) days prior to any Committee meeting.

ARTICLE X

FINANCE and WAYS AND MEANS COMMITTEE

Section 1. Composition. There shall be a Finance Committee composed of five (5) members, one of whom shall be the Chief Financial Officer, a Treasurer, to be appointed by the President with the concurrence of the Board of Trustees.

Section 2. Duties and Functions. the Finance and Ways and Means Committee shall perform the following functions:

- d. to study the means of assuring the financial resources of the Association;
- e. to examine and recommend the approval of the Treasurers Reports by the Board of Trustees;
- f. to prepare the budget; And
- g. to exercise such other powers as may be delegated by the President.

Section 3. Meetings. The Finance and Ways and Means Committee shall meet at least once a year or as often as it may deem appropriate. The presence of at least a majority of the members of the Finance and Ways and Means Committee shall constitute a quorum for the transaction of business at any meeting.

Section 4. Quorum. Unless the law, the Association's Articles of Incorporation or these By-Laws shall provide for a higher vote, the resolution and action of the Finance and Ways and Means Committee shall require the affirmative vote of majority of the Trustees present at any meeting, at which there is a quorum to be valid as a corporate act. In the absence of a quorum, a majority

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of the trustees present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given. Voting by proxy shall not be allowed at any meeting of the Finance and Ways and Means Committee.

Section 5. Notification. A written notice shall be sent to the members of the Finance and Ways and Means Committee at least ten (10) days prior to any Committee meeting.

ARTICLE XI

NOMINATION AND MEMBERSHIP COMMITTEE

Section 1. Composition. There shall be a Nomination and Membership committee composed of five (5) members to be elected by the General Assembly from among its members, with a term of office of three (3) years overlapping the term of office of the incumbent Board of Trustees. The Chairman shall be elected by the members among themselves.

Section 2. Duties and functions. The nomination and membership committee shall perform the following functions:

- a. To process and recommend to the Board of Trustees for appropriate action or applications for membership in the Association;
- b. To verify and process all nominations for election as Trustees of the Association and formally the rules for and conduct the elections during the General Assembly;
- c. To formulate, monitor members' compliance with and enforce rules and regulations governing membership in the Association; And
- d. To exercise such other powers as may be delegated by the President.

Section 3. Meetings. The Nomination and Membership Committee shall meet at least once a year or as often as it may deem appropriate. The presence of at least a majority of the members of the Nomination and Membership Committee shall constitute a quorum for the transaction of business at any meeting.

Section 4. Quorum. Unless the law, the Association's Articles of Incorporation or these By-Laws shall provide for a higher vote, the resolution and action of the Nomination and Membership Committee shall require the affirmative vote of majority of the Trustees present at any meeting at which there is a quorum to be valid as a corporate act. In the absence of a quorum, majority of the trustees present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given. Voting by proxy shall not be allowed at any meeting of the Nomination and Membership committee.

Section 5. Notification. A written notice shall be sent to the Members of the Nomination and Membership committee at least ten (10) days prior to any Nomination and Membership Committee meeting.

ARTICLE XII

AUDIT AND ETHICS COMMITTEE

Section 1. Composition. There shall be an Audit and Ethics Committee composed of five (5) members to be elected by the General Assembly from among its members with a term of office

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of three (3) years overlapping the term of office of the incumbent Board of Trustees. The Chairman shall be elected by the members among themselves.

Section 2. Duties and functions. The Audit and Ethics Committee shall have the power, authority and duties:

- a. Examine, audit and settle all accounts pertaining to their revenue and receipts of and expenditures and uses of funds and property owned or held interest by the Association; And
- b. Investigate complaints, conduct hearings and recommend sanctions, which may include suspension and expulsion, against erring members. In principle, the Audit and Ethics Committee shall respect the autonomy of members of the Association in the custody and utilization of their funds.

Notwithstanding the foregoing, the Audit and Ethics Committee may conduct an audit or investigation on a member in respect of its funds or of any of its practices, when deemed warranted by the Board of Trustees.

Section 3. Meetings. The Audit and Ethics Committee shall meet at least once a year or as often as may deem appropriate. The presence of at least a majority of members of the Audit and Ethics Committee shall constitute a quorum for the transaction of business at any meeting.

Section 4. Quorum. Unless the law, the Association's Articles of Incorporation or these By-Laws shall provide for a higher vote, the resolution and action of the Audit and Ethics Committee shall require the affirmative vote of majority of the Trustees present at any meeting of which there is a quorum to be valid as a corporate act. In the absence of a quorum, a majority of the Trustees present may adjourn any meeting from time to time until a quorum is had. Notice of any adjourned meeting need not be given. Voting by proxy shall not be allowed at any meeting of the Audit and Ethics Committee.

Section 5. Notification. A written notice shall be sent to the members of the Audit and Ethics committee at least ten (10) days prior to any Committee meeting.

ARTICLE XIII

FORMATION OF NATIONAL TEAMS

Section 1. International Competitions. The Association shall ensure, and all members shall cooperate with the Association to ensure, that the Philippines is well represented in international competitions. For this purpose, the Association authorizes the President through the Secretary-General, or their absence, the Executive Directors, to form, prepare and enter all national teams in all international competitions such as, but not limited to the Olympics, Asian games, Southeast Asian games, and the World Aquatics World Championships, **Asia Aquatics (AA) championships and South East Asia Aquatics (SEAA) championships**, including the termination of qualifying competitions and standards for selection to such competitions, subject to such applicable rules and regulations and accreditation requirements.

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ARTICLE XIV

ANNUAL FEES

Section 1. Fees and assessments. The income of the Association shall consist of:

- a. annual membership fees paid by the members in such amounts as may be determined by the Board of Trustees;
- b. fees for Technical Officials;
- c. registration or participation fees for any event organized or authorized by World Aquatics or the Association within the Philippines;
- d. fees for the organization of events;
- e. income from the granting of licenses for the use, rights e.g. marketing and television rights; and
- f. donations, subsidies, grants and any other contribution.

Section 2. Utilization of funds. The income of the Association shall be utilized only in furtherance of the objectives of the Association and except as provided in these By-Laws, no part of such income shall inure to the benefit of any Member or Trustee of the Association.

ARTICLE XV

GRIEVANCE

Section 1. Coverage. This grievance mechanism shall be applicable in the following issues:

- I. **Violation of the policies, rules and regulations of the:**
 - a. **World Aquatics;**
 - b. **Asia Aquatics (AA), rules and regulations.**
 - c. **South East Asia Aquatics (SEAA)**
 - d. **Breach of Members and Athletes Rights and Responsibilities;**
 - e. **Safe Sports- and Safe Spaces-related matters, harassment and abuse in all forms and degrees;**
 - f. **Anti-doping offenses;**
 - g. **Intra- Association and inter-member concerns;**
 - h. **Demeanor and treatment of athletes and members; and**
 - i. **Such other concern as the Board of Trustees will include.**
- II. **Not Covered – Concerns not covered by this Grievance Procedure are:**
 - a. **Outcome of races and competitions as issues governing these are resolved at the event-level;**
 - b. **Results of general elections of the Association;**
 - c. **Controversies between/among the Association and other organizations and associations;**
 - d. **Violations of local, regional, or national or international laws; and**
 - e. **Such other concern as the Association's Board of Trustees will exclude.**

Section 2. The complaint shall be filed with the Board of Trustee. The Board shall give the person against whom the grievance is being filed an opportunity to be heard. Within 10 days from receipt of all evidence, the Board of Trustees shall resolve the matter.

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Section 3. The Board of Trustees shall resolve the matter in accordance with the Articles of Incorporation and this By laws of the Association, Code of Sports-related Arbitration (The CAS Code), the Constitution of World Aquatics and the applicable World Aquatics Rules. In the event of any conflict, the Constitution and Rules of World Aquatics shall prevail.

Section 4. The decision of the Board of Trustees shall be appealable to the Philippine Olympic Committee (POC) within a period of fifteen (10) days from receipt of such decision. Any party not satisfied with the decision of the POC can refer the matter to arbitration, pursuant to the provisions of the Article XVI of the By-Laws.

ARTICLE XVI

ARBITRATION

Section 1. Coverage – Disputes between the Association and its members, National Athletes and officials included, which arise out any of the following shall be referred to a panel of arbitrators:

- i. **Interpretation and implementation of the Articles of Incorporation and/or By-Laws;**
- ii. **Matters arising out of intra-Association relations or intra corporate disputes;**
- iii. **Violation of the rules and regulation of World Aquatics;**
- iv. **Breach of Code of Conduct and Code of Ethics;**
- v. **Safe Sports- and Safe Spaces-related matters, harassment and abuse in all forms and degrees;**
- vi. **Anti-doping offenses;**
- vii. **Demeanor and treatment of athletes and members;**
- viii. **Matters covered by the grievance procedure; and**
- ix. **Such other concerns as the Board of Trustees will include.**

Section 2. Composition –The panel shall consist of one (1) chosen by each party and the third one, to serve as the chairperson of the panel, to be chosen by the two (2) earlier chosen arbitrators. I

Section 3. Venue –Any matter brought before the panel must be heard at the principal office of Association and shall be primarily governed by arbitration laws of the Philippines and secondarily, by applicable international treaties, laws, customs, and policies.

Section 4. Jurisdiction and Powers –The panel of arbitrators shall have the power to rule on its own jurisdiction and on questions relating to the validity of the arbitration clause.

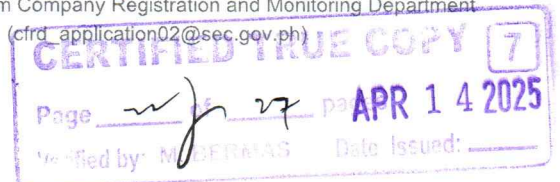
The panel of arbitrators shall resolve any dispute in accordance with the Articles of Incorporation and this By laws of the Association, Code of Sports-related Arbitration (The CAS Code), the Constitution of World Aquatics and the applicable World Aquatics

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Rules. In the event of any conflict, the Constitution and Rules of World Aquatics shall prevail.

The panel of arbitrators shall have the power to grant interim measures necessary to ensure enforcement of the award, prevent miscarriage of justice, or otherwise protect the rights of the parties.

Section 5. Condition Precedent and Restriction – Resort to arbitration must be had only after exhaustion of any grievance machinery and/or mediation procedures.

A dispute shall be non-arbitrable when it involves criminal offenses and interests of third parties.

Section 6. Finality Of Awards –A final arbitral award shall be executory after the lapse of fifteen (15) days from receipt thereof by the parties.

Section 7. Any appeal shall be submitted to the exclusive jurisdiction of the World Aquatics, within 21 days from receipt of the decision being appealed.

Unless otherwise specified in the applicable World Aquatic Rules, an appeal shall not have suspensive effect, the decision being appealed shall therefore remain in full force,

Section 8. Any appeal against the final decision of World Aquatics shall be submitted to the exclusive jurisdiction to the Court of Arbitration for Sports (CAS) within 21 days from the date of the decision being appealed.

Unless otherwise specified in the applicable World Aquatic Rules, an appeal shall not have suspensive effect subject to any other decision by CAS, the decision being appealed shall therefore remain in full force,

ARTICLE XVII

FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December of each year.

ARTICLE XVIII

SEAL

The Board of Trustees shall provide a suitable seal for the Association

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ARTICLE XIX

TRANSITORY PROVISIONS

Notwithstanding anything in the Articles of Incorporation and the By-Laws of the Association to the contrary, the following transitory provisions shall be applicable commencing from the date of the adoption of these By-Laws and approval by World Aquatics and until the next General Assembly shall have been convened (the transitory period)

ARTICLE XX

MISCELLANEOUS PROVISIONS

Section 1. Rules and regulations. The Board of Trustees shall have the power to promulgate such rules and regulations consistent with the law, the Articles of Incorporation and the By-Laws of the Association.

Section 2. Amendments. All By-Laws of the Association shall be subject to amendment, alteration or repeal, and new By-Laws not inconsistent with any provision of law may be made by the affirmative vote of at least majority of the members of the Board of Trustees and at least a majority of the members in good standing, and entitled to vote, given at an 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 northeast of such meeting.

Section 3. World Aquatics approval on amendments. In accordance with World Aquatics Constitution under **Section II Article 7** subparagraph (D), the Association shall first seek approval from the World Aquatics Bureau for any change of the Association's name and/or Constitution. All future amendments to the Association's By-Laws must first have secured approval of the World Aquatics Bureau before they are considered valid and/or in effect.

Section 4. Governing Body. The Association recognizes that World Aquatics is the only recognized body in the world which governs aquatics on a worldwide basis.

Section 5. Third parties. The Association shall manage its affairs independently and without regard to undue influence by third parties or government(s).

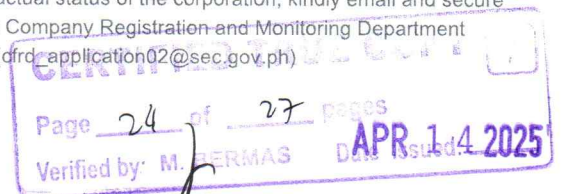
Section 6. Notices. All members shall indicate, upon the registration, a Philippine address to which all written notices to members required under these By-Laws and or under the rules and regulations to be issued by the Board of Trustees, shall be sent, provided that the Association shall not be bound by any change in the address as indicated in the foregoing sentence unless promptly notified thereof in writing.

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IN WITNESS WHEREOF, we, the undersigned incorporators present at said meeting and voting thereat in favor of ~~Article 8~~ of said by-laws, have hereunto subscribed our names this _____ day of _____, 20____ in the City/Municipality of _____, Province of QUEZON CITY, Republic of the Philippines.

Name	TIN	Signature
MICHAEL ANGELO D. VARGAS	300-047-926-000	<i>[Signature]</i>
ERIC R. BUHAIN	173-133-455-000	<i>[Signature]</i>
MARIE ANTOINETTE D. DIMANCHE	226-852-451-000	<i>[Signature]</i>
JESSE M. ARRIOLA	123-160-297-000	<i>[Signature]</i>
JESSIE KHING DG LACUNA	459-460-764-000	<i>[Signature]</i>
ROEL R. ROSALES	922-813-407-000	<i>[Signature]</i>
EMMANUEL CHRISTOPHER M. MANIALUNG	430-165-390-000	<i>[Signature]</i>
CRIS R. BANCAL	171-556-707-000	<i>[Signature]</i>
RONALD MICHAEL G. TALOSIG	926-576-826-000	<i>[Signature]</i>
ANGELICA M. LEONARDO	927-424-428-000	<i>[Signature]</i>
ISAGANI A. CORPUZ	451-075-992-000	<i>[Signature]</i>

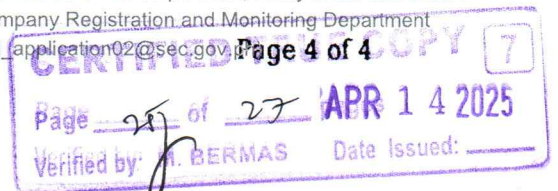
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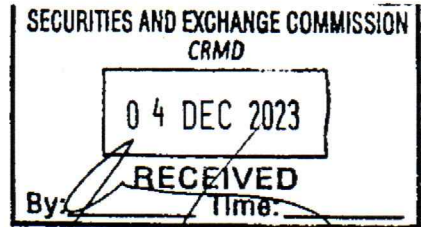


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TRUSTEES' CERTIFICATE

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned majority members of the Board of Trustees and the Secretary of **PHILIPPINE AQUATICS INC.**, do hereby certify that the Articles of Incorporation and By-Laws of said association was amended by a majority vote of the trustees and vote of two-thirds (2/3) of its membership at a meeting held on October 20, 2023, at the principal office of the association.

The amended provisions of the attached Amended Articles of Incorporation and By-Laws refer to:

**SECOND (Article II) – PURPOSES; and
Revisions in the Articles of By-Laws**

We further certify that the attached Amended Articles of Incorporation and By-Laws are true and correct copy thereof.

In witness whereof, we have hereunto signed this certificate this 20th day of October, 2023, in Balayan, Batangas, Philippines.

MICHAEL ANGELO D. VARGAS
TIN : 300-047-926
Board of Trustee

ERIC R. BUHAIN
TIN : 173-133-455
Board of Trustee

JESSE M. ARRIOLA
TIN : 123-160-297
Board of Trustee

MARIE ANTOINETTE D. DIMANCHE
TIN : 226-852-451
Board of Trustee

JESSIE KHING DG LACUNA
TIN : 459-460-764
Board of Trustee

ROEL R. ROSALES
TIN : 922-813-407
Board of Trustee

RONALD MICHAEL G. TALOSIG
TIN : 826-576-826
Board of Trustee

EMMANUEL CHRISTOPHER M. MANIALUNG
TIN : 430-165-390
Board of Trustee

CRIS R. BANCAL
TIN : 171-556-707
Board of Trustee

ANGELICA M. LEONARDO
TIN : 927-424-428
Board of Trustee

ISAGANI A. CORPUZ
TIN : 451-075-992
Board of Trustee

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NOTE: To confirm the actual status of the corporation, kindly email and secure a Certification from Company Registration and Monitoring Department (cfrd_application02@sec.gov.ph)



41461.0044.0025


COUNTERSIGNED:


ERIC R. BUHAIN
Corporate Secretary

41451.0044.0026

SUBSCRIBED AND SWORN TO before me this day of NOV 7 4 2023, 2023, in QUEZON CITY by the above-named persons who exhibited to me their Tax Identification Numbers as indicated below their name and signature.

Notary Public


Socorro Maricel N. Nepomuceno
Notary Public for Quezon City
A.M. No. 049 (2023-2024) until December 31, 2024
Roll No. 50756
IBP No. 249988 - 1/17/2023
PTR No. 4030518 - 1/3/2023 QC
MCLE VII-0025787; 04.23.2023
35 Matalino Street Barangay Central
Quezon City Metro Manila 110C
Contact Number 09985510287 / 09297047772

Doc. No. 400 ;
Page No. 81 ;
Book No. X1 ;
Series of 2023.

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CERTIFIED TRUE COPY 7
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Verified by J. BERMAS
Date Issued: **APR 14 2025**