



Republic of the Philippines  
Office of the President  
Housing and Urban Development Coordinating Council  
HOUSING AND LAND USE REGULATORY BOARD

Region EXPANDED NCR FIELD OFFICE

REGISTRATION NO. 01525

## CERTIFICATE OF FILING OF AMENDED BY-LAWS

TO WHOM THESE PRESENTS MAY COME, GREETINGS:

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

**DASMARINAS VILLAGE ASSOCIATION, INC.**

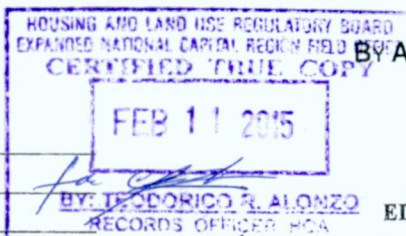
(Name of Association)

**Makati City**

(Address)

copy annexed, adopted by a majority vote of the Board of Directors of Dasmariñas Village Association, Inc. and by the majority of the members on March 13, 20011, certified by a majority of the Board of Directors of Dasmariñas Village Association, Inc. and countersigned by the Secretary of the Corporation, was filed in this Office on the 06th day of April, 20011, pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on 01 May 1980, in relation to Executive Order No. 535, dated 03 May 1979 and Republic Act No. 8763, dated 07 March 2000, and attached to the other papers pertaining to said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the seal of this Board to be affixed at Quezon City, Metro Manila, Philippines, this 11th day of April, year 2011



BY AUTHORITY OF THE BOARD

EDITHA U. BARRAMEDA

REGIONAL OFFICER

TIN NO. (ASS'N.) :

O.R. NO. :

DATE :

AMOUNT PAID :

**AMENDED BY-LAWS, RULES AND REGULATIONS OF THE  
DASMARIÑAS VILLAGE ASSOCIATION INC.**

**ARTICLE 1**

**NAME AND DOMICILE**

**Section 1. Corporate Name.** – The name of the corporation as set forth in its Articles of Incorporation shall be “DASMARIÑAS VILLAGE ASSOCIATION, INC.”

**Section 2. Domicile and Principal Office.** – The domicile and principal office of the Association shall be at Makati, Metro Manila, and the general or special meeting of the members of the Association shall be held either at the domicile of the corporation or within the territorial jurisdiction of the Municipality of Makati, Metro Manila. Any agreement, resolution or action taken at any meeting of its Board of Governors in any place within the territorial jurisdiction of the Philippines, if made in writing and concurred in by a majority of the Board, shall be valid for all purposes as if the same was made and adopted in the domicile or principal office of the Association.

**ARTICLE II**

**MEMBERSHIP**

**Section 1. Members.** – All real estate owners or long-term lessees of lots in the Dasmariñas Village as defined and bounded in the Articles of Incorporation are, and automatically become members of the Association. Membership in the Association automatically ceases upon cessation of a member to be an owner or lessee.

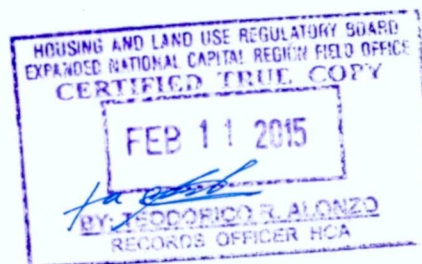
A long term lessee, usufructuary, or legal occupant may also be a member upon submission to the Association of a written consent or authorization from the owner of the lot or house that he is legally occupying.

(As amended on 13 March 2011)

A long term lessee is one who has a written contract of lease for one (1) year or more.

**Section 2. Rights.** – Members of the Association in good standing shall have the following rights:

- (a) to avail of and enjoy all basic community services and the use of common areas and facilities;





- (b) to inspect Association books and records during office hours and to be provided, upon request, with annual reports, including financial statements;
- (c) to participate, vote and be eligible for any elective or appointive office of the Association, subject to the qualifications as provided for in these By-Laws;
- (d) to demand and promptly receive deposits required by the Association, as soon as the condition for the deposit has been complied with or the period has expired;
- (e) to participate in Association meetings, elections and referenda, as long as they are bonafide members; and
- (f) to enjoy all other rights as may be provided for in these Association By-Laws.

(As amended on 13 March 2011)

**Section 3. Duties and Obligations.** - A member shall have the following duties:

- (a) to pay membership fees, dues and special assessments;
- (b) to attend meetings of the Association; and
- (c) to support and participate in projects and activities of the Association.

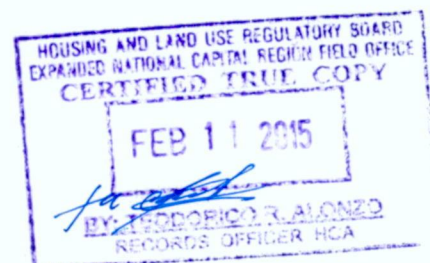
(As amended on 13 March 2011)

**Section 4. Liability.** - The members hereto agree as a condition of membership, that the Association has the right to institute causes of action against any member for purposes of enforcing the deed restrictions on the properties in the area and for violations of lawful rules and regulations that may be promulgated by the Board of Governors or by the Association within the spheres of their jurisdiction.

Any member who fails to pay his dues on time shall be charged interest on the amount due/outstanding. The amount of interest shall be determined by the Board of Governors within legal limits.

The lot owner shall be responsible for the payment of all dues and charges of the Association. In case of rented houses, while the Association may receive such dues, and charges from the lessee, ultimate liability for non-payment shall remain with the current lot owner.

**Section 5. Delinquent Members.** - Members who fail to pay dues, or have delinquent accounts with the Association, and those who have committed violations of these By-Laws and the provisions of Republic Act No. 9904, otherwise known as the Magna Carta for Homeowners and Homeowners' Associations, will be disqualified from being elected or appointed as member of the Board, officer or employee of the Association, without prejudice to their being charged before regular courts.



Members with delinquent accounts are also disqualified from voting pursuant to Section 1 of Article III hereof.

(As amended on 13 March 2011)

### **ARTICLE III MEETINGS**

**Section 1. – Annual Meeting: Vote of Members.** – The annual meeting of the members of the Association for the election of Governors shall be held on the second Sunday of March of each year at 4:00 in the afternoon.

An owner-resident shall be entitled to two (2) votes; an owner of a vacant house or lot shall be entitled to one (1) vote; and a long-term lessee, usufructary or legal occupant shall likewise be entitled to one (1) vote. An owner-resident is one who owns a lot and house in the village and actually resides in the Village.

(As amended on 13 March 2011)

Members who have unpaid dues of whatever form/nature to the Association and/or those who have violated the rules and regulations of the Association are disqualified to vote as determined by the Board. Only qualified voters and residents may run for the position of Governors. Cumulative voting is not allowed.

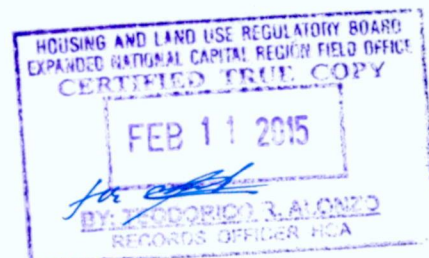
**Section 2. Special Meetings.** – Special meetings of the Association shall be called and convened at any time by a majority of the Board of Governors or by written petition representing 10% of the total votes of the Association. Such special meetings shall only take-up matters mentioned in the agenda of the special meeting.

**Section 3. Proxy.** – Any member of the Association may be represented by a proxy in all the meetings of the Association.

The proxy shall be in writing, signed by the member delegating his representation to another, and filed before the scheduled meeting with the Association secretary. Unless otherwise provided in the proxy, it shall be valid only for the meeting for which it is intended. No proxy shall be valid and effective for a period longer than three (3) years at any one time unless earlier revoked by the member.

(As amended on 13 March 2011)

The validity of the proxy and the form shall be determined by the Board of Governors whose decision shall be final. Only one proxy, which will be pre-numbered, will be assigned to any qualified member.



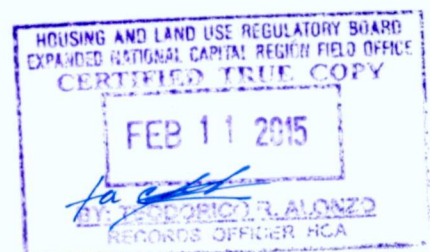


Section 4. Quorum. – The presence of members, representing the majority of the total votes qualified to be cast, that is, the total votes corresponding to non-delinquent, qualified members of the Association, shall constitute a quorum. A majority of the quorum (50% plus 1 vote) shall be competent to decide any matter or matters, except in those matters in which the Corporation Law and/or the Magna Carta for Homeowners and Homeowners' Associations may require the affirmative vote of greater proportion or in cases in which the By-Laws otherwise provide. Without the necessary quorum, the meeting must be postponed.

(As amended on 13 March 2011)

Section 5. Penalty for Violations. –

- a) In the case of violation of the rules and regulations promulgated by the Association or of the restrictions on the use and occupancy of the property in the premises, the Board of Governors, or a committee created by the latter, may investigate the erring member. In case a committee is appointed, it shall render a report of its findings to the Board of Governors who may accept or reject the report of the committee. The Governors shall consider such charges or report of the committee and if, in its opinion, disciplinary action is warranted, it shall hold a hearing if requested by the erring member. If the erring member refuses to pay the liquidated damages as decided by the Board, the Association may proceed to collect the same from the member, thru proper court action, plus attorney's fees and costs of litigation as may be warranted by the case
- b) However, in case the violation refers to the setback line restriction, the Board of Governors is authorized and empowered to either compel the full correction of the violation, or in its discretion, to impose and/or accept liquidated damages in lieu of correction of the violation provided that in the latter case all of the following conditions exist:
  - b-1) That the violation does not at any point intrude more than 10% into the authorized setback zone: provided however, that in case of violations of the rear and sides setback restrictions, acceptance of liquidated damages by the Board shall in no wise be interpreted as affecting the easement established in favor of public utilities over lots in Dasmariñas Village;
  - b-2) That there has been no addition to or alteration of the plan of the building as officially approved by the Board;
  - b-3) That the liquidated damages shall not be less than one and one-half (1-1/2) times the cost of fully correcting the violation as determined by the Board. The evaluation of such cost shall be made upon notice to the member concerned. The member who has committed a violation may appeal the



evaluation made by the Board to an arbitration committee whose decision shall be final. The arbitration committee shall be composed of three members, one designated by the member, another by the Board, and the third by the two thus chosen. The appeal which must be made within 30 day from receipt of the evaluation of the appeal which must be made within 30 days from receipt of the evaluation of the Board shall include in the said notice of appeal his nominee to the arbitration committee. All expenses of arbitration and appraisal shall be for the account of the member-appellant;

b-4) Occupancy of the house should be principally for residential use in consonance with the Deed Restrictions and Barangay Ordinances. The Board of Governors has the authority to determine whether or not the residential use of the property has been violated taking into account among others:

1. Profit motive
2. Volume of business
3. Traffic and public nuisance
4. Obvious commercialism

The decision of the Board shall be final.

#### ARTICLE IV

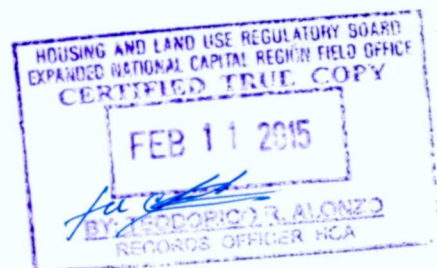
#### COMMITTEES

Section 1. There shall be a Nominating Committee composed of a maximum of five (5) qualified members appointed by the Board of Governors. The committee shall be created 45 days before election/annual meeting of the Association. Their term of office shall be two (2) years.

Nomination to be candidate for Governor or the intent to be a candidate for Governor must be filed with the Nominating Committee one month before election.

The Nominating Committee shall have the following powers and duties:

- a) To nominate/accept the letter of intent to be a candidate for Governor.
- b) To screen the nominees or aspirants to be a candidate for Governor in accordance with the By-Laws, rules and regulations.
- c) To submit to the Committee on Election all the names of the nominated candidates 20 days before election/annual meeting.





Section 2. No member shall be qualified to be a candidate for Governor without complying with the foregoing procedural requirements.

The decision of the Nominating Committee is final and unappealable.

Section 3. There shall be a Committee on Election composed of a maximum of five (5) qualified members appointed by the Board of Governors. The committee shall be created not later than 20 days before the election/annual meeting. Their term of office shall be two (2) years. The committee shall have the following powers and duties:

- (a) To proclaim the qualified candidates for Governors in accordance with the By-Laws, rules and regulations, 15 days before election.
- (b) To determine the procedure of election
- (c) To decide all questions regarding the election and the qualification of candidates.
- (d) To count or canvass the ballots cast.
- (e) To proclaim immediately the winners of the election

The decision of the Committee on Election is final and unappealable.

## ARTICLE V

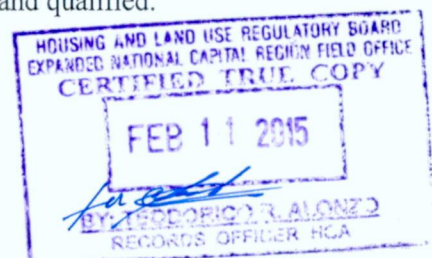
### BOARD OF GOVERNORS

Section 1. Composition, Election and Term of Office. – The Association shall be governed and its affairs managed and controlled by a Board composed of seven (7) qualified members elected by the non-delinquent members of the Association for a term of one year, and until their successors are qualified and elected. The immediate past President shall be an ex-officio member of the Board and may sit in all deliberations thereof but without the right to vote.

A Governor cannot be re-elected for more than three (3) consecutive years.

The Board of Governors will elect from among themselves the officers of the Association immediately after election.

In case of vacancy or vacancies in the Board of Governors due to resignation, death or any other cause, except those under Section 2 and 3 of Article V of these By-Laws, the remaining members of the Board, if constituting a quorum, are empowered and authorized to designate from among the qualified members, any member or members to fill the unexpired term until the successor has been elected and qualified.



(As amended on 13 March 2011)

Section 2. Removal of a Governor of the Association. - Through a signed petition of a simple majority of the Association members in good standing, subject to verification and validation by the Housing Land Use Regulatory Board (the "HLURB"), a governor of the Association may be removed for causes provided in the By-Laws of the Association.

Within sixty (60) days after the removal of a director or trustee, an election shall be called by the remainder of the Board for the purpose of determining who shall hold office for the unexpired term of the removed director/trustee. Any Governor of the Association may be also removed from office by the vote of the qualified members representing two-thirds (2/3) of the total number of votes of the Association in any general or special meeting of the Association called for the purpose.

(As amended on 13 March 2011)

Section 3. Dissolution of the Board of Governors. - Through a signed petition of two-thirds (2/3) of the Association members in good standing, subject to verification and validation by the HLURB, the Board of Governors may be dissolved for causes provided in the By-Laws of the Association.

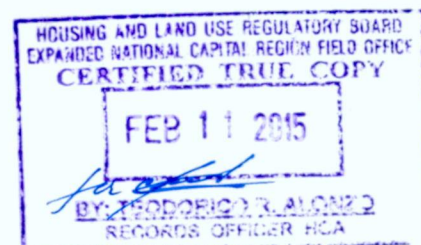
Within sixty (60) days from the above dissolution, an election for a new Board shall be called and conducted by the HLURB for the purpose of determining who shall hold office for the unexpired term of the dissolved Board.

Until the new Board members shall have been elected and qualified, the HLURB shall designate an interim Board: Provided, That such Board shall be composed of Association members in good standing: Provided, further, That such interim Board members shall not be eligible to run in the election called for the purpose of replacing the members of the dissolved Board.

(As amended on 13 March 2011)

Section 4. Powers of the Board of Governors. - The Board of Governors shall exercise all the powers expressly granted by these By-Laws, the Corporation Code and the Magna Carta for Homeowners and Homeowners' Associations and shall do all such lawful acts and things as are not prohibited by statute, by the Articles of Incorporation or by these By-Laws. The Board shall also be vested with power to enforce existing deed restrictions in the Dasmariñas Village and adopt such lawful rules and regulations implementing the deed restrictions with or without penalty, governing the use and occupancy of properties in Dasmariñas Village.

(As amended on 13 March 2011)





The Board may create such committees which it deems necessary to assist the Board in carrying out its objectives. Such committees will be under the general supervision and control of the President.

The Board of Governors may fix the amount of dues corresponding to the lot area owned and or leased, that a member will pay to support the operations and activities of the Association. Such dues will be assessed only on lots within the village. The dues may be made payable annually or at such time as may be fixed by the Board. Dues not paid on time will constitute a lien on the property junior only to prior voluntary mortgages entered into in good faith.

All contracts, agreements and commitments for and in behalf of the Association shall be executed and signed under the authority of the Board of Governors by or through the President or other duly constituted officer of the Association.

Section 5. Duties of the Board of Governors.-

- (a) The Board shall faithfully perform and execute its duties in accordance with the Articles of Incorporation, By-Laws, rules and regulations of the Association.
- (b) The Board shall meet at least once a month. Any Board member who has been absent for 40% or more of the Board meetings shall be disqualified to run for re-election.
- (c) Regularly maintain an accounting system using generally accepted accounting principles, and keep books of accounts, which shall be open for inspection to any homeowner and duly authorized representatives of government agencies upon request, during reasonable hours on business days;
- (d) Collect the fees, dues and assessments that may be provided for in the By-Laws and approved by a majority of the members;
- (e) Collect reasonable charges for assessments, and after due notice and hearing by the Board in accordance with the procedures as provided in the By-Laws, and rules and regulations adopted by the Board, charge reasonable fines for late payments and for violation of the By-Laws, rules, and regulations of the Association, in accordance with a previously established schedule adopted by the Board and furnished to the homeowners;
- (f) Propose measures to raise funds and the utilization of such funds and submit the same for consideration of the members of the Association;
- (g) Undergo a free orientation by the HLURB or any other competent agency deputized by it on how to conduct meetings, preparation of minutes, handling of accounts, laws and pertinent rules and regulations within thirty (30) days after election or appointment;



- (h) Exercise such other powers as may be necessary and proper in accordance with the Magna Carta for Homeowners and Homeowners' Associations and for the accomplishment of the purposes for which the Association was organized.
- (i) The Board shall act in all instances on behalf of the Association, except in instances that require the vote or approval of the members themselves. In the performance of their duties, the officers and members of the Board shall exercise the degree of care and loyalty required by such position.

(As amended on 13 March 2011)

Section 6. Meetings of the Board. – The meetings of the Board may be held in the place of business of the Association or at such other places as may be agreed upon or convenient to them. The President or any two members of the Board may call a meeting by means of written notice five (5) days in advance of the date of such meeting.

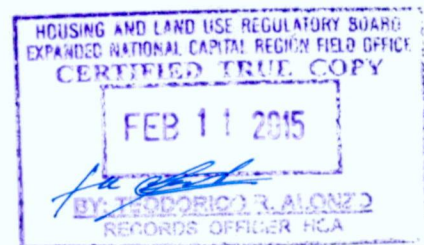
Four (4) members of the Board shall constitute a quorum for the transaction of business and the concurrence of the majority of the quorum is necessary for the resolution/s to be valid and binding.

The order of business shall be determined by the Board. The meeting of the Board shall be presided over by the President or in his absence, by the Vice President or in the absence of these two, by the member chosen by the Board.

Unless otherwise provided in these by-laws the position of Governors of the Association shall be honorary and without compensation.

Section 7. Financial and Other Records. — The Board of Governors shall ensure that the Association observes the following, with regard to its funds, financial and other records:

- (a) The Association shall keep financial and other records sufficiently detailed to enable the Association to fully declare to each member the true statement of its financial status. All financial and other records of the Association including, but not limited to, checks, bank records and invoices, in whatever form these are kept, are the property of the Association.
- (b) All records involving the affairs of the Association shall be available for examination by all members in good standing upon reasonable advanced notice, during normal working hours at the office of the Association.;
- (c) A financial statement of the Association shall be prepared annually by an auditor, the treasurer and/or an independent certified public accountant within ninety (90) days from the end of the accounting period to be posted in the Association's





office, bulletin boards, or other conspicuous places within the subdivision/village, and to be submitted to the HLURB; and

- (d) The funds of the Association shall be kept in accounts in the name of the Association and shall not be joined with the funds of any other Association, or any person responsible for the custody of such funds.

(As amended on 13 March 2011)

## ARTICLE VI

### OFFICERS

Section 1. Officers of the Association. – The officers of the Association are the following: the President who is also the Chairman of the Board; Vice President who is also the Vice-Chairman; the Treasurer and the Secretary and such other officers as may hereafter be appointed by the Board of Governors.

Section 2. The President. – The President shall preside over all meetings, regular and/or special, of the Board of Governors and of the members of the Association. As the presiding officer of the Board of Governors, he may cast his vote on all questions and issues brought before the Board. If he presides over the meeting of the members, he shall not cast his vote on all questions and issues before it or taken up before such meeting in except in case of a tie.

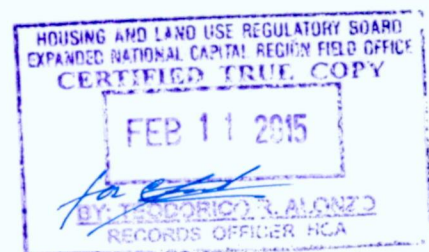
He shall represent the Association, sign and execute all contracts, agreements, documents, and binding commitments entered into, for and in behalf of the Association, by authority of the Board of Governors expressed in a general or special resolution.

He shall name and appoint all the agents and employees of the Association subject to the confirmation of the Board. He may dismiss or accept the resignation of all employees.

He shall perform the general functions and assume active management of the affairs of the Association.

He shall execute or see that the policies and decisions of the Board of Governors and those adopted on the meetings of the Association are properly executed and complied with.

Section 3. The Vice President. – In case of absence, illness or temporary incapacity of the President, the Vice President shall assume the powers and duties of the President.



Section 4. The Treasurer. – The Treasurer is the financial officer of the Association and as such shall have the custody of all the funds and properties of the Associations subject to the control of the Board.

Subject to the countersignature of the President, he shall sign all checks, drafts, notes or orders for the payment of money or withdrawal of the funds of the Association; he shall endorse for deposit to the credit of the Association all checks, notes, drafts, bills and other commercial papers issued or delivered to the Association, with such banks and financial institutions as may be designated by the Board of Governors.

He shall render an annual statement of the assets and liabilities of the Association for approval by the Board and a statement of his cash account at any time that he may be required by the President and/or members of the Board. Any qualified member of the Association can inquire during business hours into the books of the corporation.

The Treasurer shall keep the required and proper books of accounts and enter therein full and accurate account of all moneys paid by him for the account of the Association and properties owned by the same, as well as keep records of all moneys and income received by the Association.

At the discretion of the Board of Governors, the Treasurer may be required to file a bond for the faithful discharge of his duties.

Notwithstanding the foregoing provisions, the Board of Governors may name and appoint a reputable firm or entity to perform the work of the Treasurer of the Association under such terms and conditions as the Board may determine and in which case, the appointment of a person as Treasurer of the Association may be dispensed with by the Board.

Section 5. The Secretary shall keep records of all minutes, agreements, and decisions of the Board of Governors.

He shall likewise keep or take charge of all records including correspondence and official acts of the Association.

He must be a citizen and resident of the Philippines.

## ARTICLE VII

### MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. – The fiscal year of the Association shall be the calendar year.





Section 2. Annual Statement. –The Board of Governors shall publish and submit to the members of the Association, at least fifteen (15) days before their annual meeting, a statement of the financial condition of the Association covering the previous fiscal year and a consolidated balance sheet of the assets and liabilities of the Association.

Section 3. Corporate Seal. – The Association shall adopt a corporate seal containing the name of the Association, place and year of organization.

Section 4. General Rules. - The Board of Governors shall have the full power and authority to interpret these By-Laws, its restrictions and conditions, and its decisions on all questions regarding those matters shall be final, binding and conclusive.

Section 5. Repeal and Amendment of the By-Laws. – These By-Laws may be repealed, amended or new ones adopted by the majority vote of the members of the Association at any general meeting or at a special meeting duly called for the purpose.

