

**PROPOSED AMENDMENTS TO THE
ARTICLES OF INCORPORATION AND BY-LAWS
OF THE PHILIPPINE BAR ASSOCIATION**

WHEREAS, the Board of Trustees of the of the Philippine Bar Association (the “Corporation”) deemed it necessary to review the provisions of the Articles of Incorporation (“AOI”) and By-Laws of the Corporation and consider possible amendments thereto.

WHEREAS, during the Regular Meeting of the Board of Trustees held on 15 August 2025, following a discussion of the findings of the review conducted on the AOI and By-Laws of the Corporation, and upon motions duly made and seconded, the Board of Trustees unanimously adopted resolutions approving the proposed amendments to the AOI and By-Laws of the Corporation and submitted the proposed amendments for approval by the Members at the Annual Meeting duly held for the purpose on 12 December 2025.

WHEREAS, in accordance with the AOI and By-Laws of the Corporation, the Members of the Corporation, by the vote required by law, duly adopted the following resolutions at the Annual Meeting of Members, held on 12 December 2025 at the principal office of the Corporation:

“RESOLVED, that in accordance with the AOI and By-Laws of the Corporation, the Members of the Corporation, at the Annual Meeting of Members, held on 12 December 2025 at the principal office of the Corporation, hereby approve the following amendments to the AOI and By-Laws of the Corporation:

1. Proposed amendments to the AOI of the Corporation to allow membership in the Corporation of duly organized and qualified general professional partnerships formed solely for the practice of law:

- Paragraph 2 of the Second Article of the AOI of the Corporation**

‘SECOND. That the purposes for which said corporation is formed are as follows:

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2. To form a body of men and women who have been admitted to the practice of law by the Supreme Court of the Philippines, **including duly organized and qualified general**

professional partnerships formed solely for the practice of law, in order to foster a more active fellowship and comradeship among them; uphold the dignity and ethics of the legal profession; participate militantly and more effectively in the maintenance in the Philippines of a strong, upright and fearless judiciary; contribute to the general welfare of the Filipino people by employing every means possible to secure for them a government truly of laws and not of men; and assist in every way possible in the establishment of progressive legislation and jurisprudence; (*As amended on _____*)’

• **Third Article of the AOI of the Corporation**

‘THIRD. That this corporation is one that does not contemplate pecuniary gain or profit to its members and beneficiaries, and is organized solely in the public interest as a non-profit association for lawyers and **duly organized and qualified general professional partnerships formed solely for the practice of law**. It shall have no shares of capital stock, and no part of the properties or net income of the corporation shall inure to the benefit of any of its members, trustees or officers, or any private individual, and no member, trustee or officer of the corporation or any private individual shall be entitled to share in the distribution of any assets on dissolution of the corporation. However, the foregoing prohibition shall not be construed to preclude reasonable compensation to staff members and consultants for actual and substantive services rendered in the furtherance of the purposes of the corporation. (*As amended on _____*)’

2. Proposed amendments to the By-Laws of the Corporation to allow the admission into membership in the Corporation of duly organized and qualified general professional partnerships formed solely for the practice of law:

- Article I, Section 1 of the By-Laws of the Corporation

‘ARTICLE I. ORGANIZATION AND MEMBERSHIP

Section 1. The National Organization. – The Philippine Bar Association, Inc. shall be a national organization of members of the bar, as well as duly organized and qualified general professional partnerships formed solely for the practice of law, throughout the Philippines. (As amended on _____)’

3. Proposed amendments to the By-Laws of the Corporation to provide for the classification of members in the Corporation and providing definitions for each:

- Article I, Section 3 of the By-Laws of the Corporation

‘ARTICLE I. ORGANIZATION AND MEMBERSHIP

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Section 3. Qualification and Classification of Members. – Any person of good moral character and who is a member in good standing of the Integrated Bar of the Philippines shall, subject to the approval of the Board of Trustees, be qualified to become a member of the Corporation.

A general professional partnership duly organized solely for the practice of law, possessed of a positive track record in the legal profession, and whose partners are all members in good standing of the Integrated Bar of the Philippines shall, subject to the approval of the Board of Trustees, be

qualified to become a member of the Corporation.

Members of the Corporation shall be classified as follows:

- a. Regular Members – Lawyers in good standing with the Corporation who pay annual dues and have basic voting rights and are compliant with the qualifications and conditions for membership prescribed by the Board of Trustees.
- b. Heritage Members – Lawyers in good standing who derive their membership from the Philippine Bar Association incorporated on 27 March 1958 (the ‘1958 PBA’). Their membership has been recognized by the Corporation and shall remain in good standing upon payment of annual dues and compliance with the qualifications and conditions for membership prescribed by the Board of Trustees.
- c. Lifetime Members – Lawyers who are members in good standing with the Corporation and have paid the amount required by the Board of Trustees for Lifetime Membership that exempts them from paying succeeding annual dues.
- d. Legacy Members – Lawyers who are members in good standing with the Corporation who are recognized by the Board of Trustees with this honor for their substantial contributions to the Corporation;
- e. Honorary Members - Lawyers of good moral character, who are members in good standing of the Integrated Bar of the Philippines,

and who have displayed exemplary achievements in the defense and promotion of the rule of law, and performed acts that ennoble the legal profession. Honorary Members are exempt from paying annual dues and have no voting rights. By virtue of their honorific nature, membership certificates of Honorary Members are non-transferable; and

f. Institutional Members – General professional partnerships formed solely for the practice of the legal profession who have been accepted by the Board of Trustees as members of the Corporation. Institutional Members in good standing with the Corporation shall have one (1) nominee who will represent and act on behalf of the Institutional Member.

The foregoing classification of members of the Corporation shall be governed by this Article, subject to such limitations as herein set forth and the qualifications, terms and conditions approved by the Board of Trustees from time to time.

The Board of Trustees is empowered to create further classifications of members, determine and prescribe the qualifications, terms and conditions for admission and continued inclusion into such classifications.
(As amended on _____)'

4. Proposed amendments to the By-Laws of the Corporation to provide for the treatment of Membership Certificates:

- Article I, Section 7 of the By-Laws of the Corporation

‘ARTICLE I. ORGANIZATION AND MEMBERSHIP

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Section 7. Assignment of Membership Certificate. – Membership certificates may be transferred or assigned to any qualified transferee or assignee, subject to the provisions of the By-Laws and the terms and conditions, rules and regulations, prescribed and adopted by the Board of Trustees.

No assignment of membership certificate shall be valid and effective with respect to the Corporation or to any third person until such assignment is approved and accepted by the Board of Trustees and registered in the membership books of the Corporation.

The Board of Trustees is empowered to determine the terms and conditions and adopt corresponding rules and regulations for the approval of assignments of membership certificates, including posthumous transfers, to other members in good standing or applicants whose applications for membership have been approved by the Board of Trustees. (As amended on _____)

- Article I, Section 8 of the By-Laws of the Corporation

‘ARTICLE I. ORGANIZATION AND MEMBERSHIP

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Section 8. Cancellation of Membership and Membership Certificates. – The Board of Trustees may cancel the membership of any member for cause, such as non-payment of dues and other obligations of the Corporation, and other causes, which may be determined by the Board of Trustees. Membership in the Corporation shall also be automatically cancelled by the disbarment of the member. Upon the cancellation or cessation of his membership for any reason whatsoever, any membership certificate issued in the name of the member concerned shall be deemed cancelled and must be surrendered to the Corporation, through the Board of Trustees.

5. Proposed amendments to the By-Laws of the Corporation to emphasize the nature of the Corporation as a non-stock non-profit corporation:

- Article II, Section 10 of the By-Laws of the Corporation

‘ARTICLE I. ORGANIZATION AND MEMBERSHIP

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Section 10. No Proprietary Interest in Corporate Asssets and Prohibition against Sharing in Corporate Earnings. – No part of the properties or net income of the Corporation shall inure to the benefit of any of its members, officers, trustees, officers or any private individual. No member, officer, or employee, member of the committee of, or person connected with the Corporation, or any other private individual shall receive at any time part of the net earnings or pecuniary profit from the operation of the Corporation, provided, however, that this shall not prevent the payment to any person of such reasonable compensation for services actually rendered to or for the Corporation as shall be fixed by the Board of Trustees. *(As amended on _____).*

6. Proposed amendments to the By-Laws of the Corporation to provide for the call for Special Meetings and determination of quorum to be based on the voting rights of members and recognition of voting rights of members:

- Article II, Section 12 of the By-Laws of the Corporation

‘ARTICLE II. MEETING OF MEMBERS

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12. Special Meeting. – Special meetings of the members shall be held when called by the President or by the Board of Trustees or upon request of members holding at least ten (10%) of the total voting rights of all members of the Corporation. No action may be taken at such special meetings except those specified in the call. *(As amended on _____)*

- Article II, Section 15 of the By-Laws of the Corporation

‘ARTICLE II. MEETING OF MEMBERS

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Section 15. Quorum. – A quorum shall consist of members in good standing, as defined herein, who collectively hold at least a majority of the total voting rights of all members in good standing of the Corporation and are present at the meeting either in person or by proxy. Proxies must be in writing, signed, and filed with the Secretary at least twenty-four (24) hours before the meeting and validated by the Secretary. *(As amended on _____)*

- **Article II, Section 17 of the By-Laws of the Corporation**

‘ARTICLE II. MEETING OF MEMBERS

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Section 17. Members Entitled to Vote and Voting Rights. – Only members in good standing and who have no outstanding obligations to the Corporation shall be entitled to vote and exercise their voting rights, as stated in their respective membership certificates and official ballots.

Subject to the approval of the Board of Trustees, Heritage Members, whose memberships have been carried over to the Corporation from the 1958 PBA, shall continue to have the voting rights corresponding to their substantial financial contributions made to the 1958 PBA and appearing in the books of the 1958 PBA and/or the Corporation,

The Board of Trustees may, from time to time, determine and prescribe the terms and conditions for the grant of additional voting rights to members. (As amended on _____);

RESOLVED, FURTHER, that the trustees and duly elected officers of the Corporation be authorized and directed to sign, execute, and deliver all documents and to do all things, for and on behalf of the Corporation, as may be required or necessary to implement the foregoing amendments to the Articles of Incorporation and By-Laws of the Corporation;

RESOLVED, FINALLY, that the Corporation hereby ratifies and affirms any and all acts that the trustees, officers, and/or attorneys-in-fact have done in accordance with the foregoing resolutions.”