

Item No.: 43

Date: 04 2025 FEB

**PHILIPPINE
MOTORCYCLE
TOURISM**



SANGGUNIANG PANLALAWIGAN
RECEIVED
FEB 03 2025
Province of Leyte

January 13, 2025

Hon. LEONARDO M. JAVIER JR.
Provincial Vice-Governor
Province of Leyte

Thru:

Atty. CARLO P. LORETO
SP Member, 5th District of Leyte

Dear Sir:

GREETINGS!

I am writing to your good office as the presiding officer of the Sangguniang Panlalawigan of the Province of Leyte to request our group, Ormoc Tourers Motorcycle Club, to be accredited as a Non-Government Organization.

For a brief background, Ormoc Tourers Motorcycle Club is a group motorcycle enthusiast principally based in the City of Ormoc with members from the 3rd, 4th and 5th District of Leyte who are riding aficionados which gather and ride every time to visit tourist spots of different places. The group also advocates safe riding and promotes motorcycle tourism. And in connection with this, the group will host an annual Unity Ride to further promote Philippine Motorcycle Tourism as well as safe riding. As such, we are writing to be accredited as Non-Government Organization in order to seek assistance to the Provincial Government of Leyte to achieve our objective to incorporate safe motorcycling and tourism.

The group hereto attached its SEC Certificate of Incorporation and By-laws, and is willing to submit other necessary documents and/or requirements that your office may require.

Thank you and hoping for a favourable action.

Very truly yours;


Jeofilo V. Geniston Jr.
President, Ormoc Tourers Motorcycle Club


Dr. Arthur R. Dabatos Jr.
President Emeritus, Ormoc Tourers Motorcycle Club

x



BY-LAWS
OF
ORMOC TOURERS MOTORCYCLE CLUB INC.

I. THE TIME, PLACE AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE DIRECTORS OR TRUSTEES.

- a) Regular meetings of the board of directors or trustees or trustees of the corporation shall be held monthly unless the by-laws provide otherwise.
- b) Special meetings of the board of directors or trustees may be held at any time upon the call of the president or as provided in the by-laws.
- c) Meetings of directors or trustees of corporations may be held anywhere in or outside of the Philippines, unless the by-laws provide otherwise. Notice of regular or special meetings stating the date, time and place of the meeting must be sent to every director or trustee at least two (2) days prior to the scheduled meeting, unless a longer time is provided in the by-laws. A director or trustee may waive this requirement, either expressly or impliedly.
- d) Directors or 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. Directors or trustees cannot attend or vote by proxy at board meetings.

II. THE TIME AND MANNER OF CALLING AND CONDUCTING REGULAR OR SPECIAL MEETINGS OF THE STOCKHOLDERS OR MEMBERS.

- a) Regular or annual meetings of stockholders or members shall be held annually on **June 4**.
- b) Written notice of regular meetings shall be sent to all stockholders of record or members at least twenty-one (21) days prior to the meeting, unless a different period is required in the by-laws, law, or regulation: Provided, further, That written notice of regular meetings may be sent to all stockholders of record or members through electronic mail or such other manner as the Commission shall allow under its guidelines.
- c) Special meetings of Stockholders or members shall be held at any time deemed necessary or as provided in the by-laws: Provided, however, That at least one (1) week written notice shall be sent to all Stockholders or members, unless a different period is provided in the by-laws, law or regulation.
- d) Written notice of special meetings shall be sent to all stockholders or

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(Handwritten signature and stamp)

members at least one week prior to the meeting

e) Stockholders or members' meetings, whether regular or special, shall be held in the city or municipality where the principal office of the corporation is located. Provided, That any city or municipality in Metro Manila, Metro Cebu, Metro Davao, and other Metropolitan areas shall, for purposes of this section, be considered a city or municipality.

III. THE REQUIRED QUORUM IN MEETINGS OF STOCKHOLDERS OR MEMBERS

The required quorum in meetings of Stockholders or members shall consist of the stockholder/s representing a majority of the outstanding capital stock or a majority of the members in the case of non-stock corporations

IV. THE FORM FOR PROXIES OF STOCKHOLDERS OR MEMBERS AND THE MANNER OF VOTING THEM

Stockholders or members may vote in person or by proxy in all meetings of Stockholders or members. Proxies shall be in writing, signed and filed, by the stockholder or member, in any form authorized in the by-laws and received by the corporate secretary within a reasonable time before the scheduled meeting. Unless otherwise provided in the proxy form, 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 five (5) years at any one time.

V. THE QUALIFICATIONS, DUTIES, TERM AND COMPENSATION OF DIRECTORS OR TRUSTEES

a) A person shall be disqualified from being a director, trustee or officer of any corporation if, within five (5) years prior to the election or appointment as such, the person was:

(a) Convicted by final judgment:

(1) Of an offense punishable by imprisonment for a period exceeding six (6) years;

(2) For violating this Code; and

(3) For violating Republic Act No. 8799, otherwise known as "The Securities Regulation Code";

(b) Found administratively liable for any offense involving fraudulent acts; and

(c) By a foreign court or equivalent foreign regulatory authority for acts, violations or misconduct similar to those enumerated in paragraphs (a) and (b) above.

Directors shall be elected for a term of one (1) year from among the holders of

stocks registered in the corporation's books, while trustees shall be elected for a term not exceeding three (3) years from among the members of the corporation. Each director and trustee shall hold office until the successor is elected and qualified. A director who ceases to own at least one (1) share of stock or a trustee who ceases to be a member of the corporation shall cease to be such.

b) The corporate powers of the corporation shall be exercised, all business conducted and all property of the corporation be controlled and held by the board of directors or trustees to be elected from among the holders of stocks, who shall hold office for one (1) year and until their successors are elected and qualified.

c) The directors or trustees shall not receive any compensation, as such directors or trustees, except for reasonable per diems. Any compensation may be granted to directors or trustees by the vote of the stockholders representing at least a majority of the outstanding capital stock or by majority of the members at a regular or special meeting. In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year.

VI. THE MANNER OF ELECTION OR APPOINTMENT, QUALIFICATION AND THE TERM OF OFFICE OF ALL OFFICERS OTHER THAN DIRECTORS OR TRUSTEES

Immediately after their election, the directors or trustees of a corporation must formally organize by the election of a PRESIDENT, who shall be a director or member, a TREASURER who must be a resident, a SECRETARY who shall be a citizen and resident of the Philippines, and such other officers as may be provided in the by-laws. Two (2) or more positions may be held concurrently by the same officer, however no one shall act as PRESIDENT and SECRETARY or as PRESIDENT and TREASURER at the same time. The officers of the corporation shall hold office for one (1) year and until the successors are elected and qualified. The officers shall manage the corporation and perform such duties as may be provided in the bylaws and/or as resolved by the board of directors or trustees.

VII. FISCAL YEAR

The fiscal year of the corporation shall begin on **June 1** and shall end **May 31** of each year.

VIII. SEAL

The corporate seal shall be determined by the Board of directors or trustees.

IX. MISCELLANEOUS PROVISIONS:

Matters not covered by the provisions of these by-laws shall be governed by the provisions of the Revised Corporation Code of the Philippines.



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
 12th Floor at AppleOne-Equicom Tower, Mindanao Ave.
 cor. Balran Road, Cebu Business Park, Cebu City



COMPANY REG. NO. 20240901089 20

CERTIFICATE OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS,

This is to certify that the Articles of Incorporation and By Laws of

ORMOC TOURERS MOTORCYCLE CLUB INC.

were duly approved by the Commission on this date upon the issuance of this Certificate of Incorporation in accordance with the Revised Corporation Code of the Philippines (Republic Act No. 11232), which took effect on February 23, 2019 and copies of said Articles of Incorporation and By Laws are hereto annexed.

This Certificate grants juridical personality to the corporation but does not authorize the corporation to issue for sale to the public, securities such as but not limited to, shares of stock, bonds, and certificates of instruments and virtual currencies without prior Registration Statement approval of the Securities and Exchange Commission, nor to undertake business activities requiring a Secondary License from the Commission such as, but not limited to acting as broker or dealer in securities, government securities, eligible dealer (ESD), investment adviser of an investment company, closed-end or open-end mutual fund company, investment house, transfer agent, commodity-financial futures exchange broker or trader, financing lending company, and time shares/club shares/membership certificate or interest in the sale thereof, nor to operate a fiat money to virtual currency exchange. Neither does this Certificate grant the corporation permit to undertake activities for which other government agencies require a license or permit.

This Certificate DOES NOT AUTHORIZE INVESTMENT SOLICITATION AND INVESTMENT TAKING WITHOUT A SECONDARY LICENSE FROM THIS COMMISSION.

As a registered corporation, it shall submit annually to this Commission the reports required by law in connection with this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed to this Certificate at 12th Floor at AppleOne-Equicom Tower, Mindanao Ave cor. Balran Road, Cebu Business Park, Cebu City, Philippines, this day of 17 September Two Thousand Twenty Four.

SHEARA L. LUPA-GIOYANAYO
 Director

*This is a computer-generated document
 a signature is not required.*

For SEC use only
 SEC/PHIC use reserved
 Non-stock Corporation
 Corporation with One share Corporation

SEC/PHIC/STREP/FORM-FAC-001

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IN WITNESS WHEREOF, we, the undersigned incorporators present at said meeting and voting thereat in favor of the adoption of said by-laws, have herunto subscribed our names this 20th day of JULY, 2024 in the City/Municipality of DARABU CITY, Province of LEYTE, Republic of the Philippines

Name	TIN	Signature
ARTHUR JR DABATOS	178-637-022-000	<i>Arthur Jr Dabatos</i>
ALVIN DEL MAYOR	201-443-656-000	<i>Alvin Del Mayor</i>
CARL MAGSOLING	220-841-591-000	<i>Carl Magsoling</i>
GERENTSTEIN BANZON	233-393-726-000	<i>Gerentstein Banzon</i>
ALFREDO JR RACAL	929-280-713-000	<i>Alfredo Jr Racal</i>
KARL NUIEZ	469-742-729-000	<i>Karl Nuiiez</i>
DANILO NUIEZ	920-852-991-000	<i>Daniilo Nuiiez</i>
ALFREDO COLINA	147-999-318-000	<i>Alfredo Colina</i>
EDGARDO RUIZ	113-504-793-000	<i>Edgardo Ruiz</i>
FROILAN KIERULF	928-648-030-000	<i>Froilan Kierulf</i>
TEOFILO JR GENESTON	183-876-899-000	<i>Teofilo Jr Geneston</i>
NICOLAS AVILES	129-148-932-000	<i>Nicolas Aviles</i>
JUAN MIGUEL DABATOS	769-037-918-000	<i>Juan Miguel Dabatos</i>
DEXTER MANAGO	901-121-246-000	<i>Dexter Manago</i>
ROBERTO DOYON	104-755-097-000	<i>Roberto Doyon</i>

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Subscribed and sworn to before me this 20th day of JULY, 2024 at DARABU CITY, LEYTE

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