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international center for living aquatic resources management

ICLARM

INFORMATION NO. 1

ICLARM Articles of Incorporation and By-Laws
Metro Manila, Philippines

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Articles of Incorporation

KNOW ALL MEN BY THESE PRESENTS:

That we, all of legal age, and a majority of whom are citizens and residents of the Philippines, have this day voluntarily associated ourselves for the purposes of organizing a non-stock, philanthropic, and non-profit corporation under the laws of the Republic of the Philippines.

AND WE HEREBY CERTIFY:

FIRST: That the name of the said corporation shall be "INTERNATIONAL CENTER FOR LIVING AQUATIC RESOURCES MANAGEMENT, INC. (ICLARM)".

SECOND: That the corporation is organized exclusively for charitable, educational, and scientific purposes; and in furtherance of these purposes, the corporation is to establish, maintain, and operate an international aquatic resources center designed to pursue any and/or all of the following objectives:

1. To conduct directly and to assist others in conducting research on fish and other aquatic organisms, on all phases of fish production, management, preservation, distribution, and utilization with a view to assisting the peoples of the world in rationally developing their aquatic resources to meet the nutritive and economic needs;
2. To improve the efficiency and productivity of culture and capture fisheries through coordinated research, education and training, development, and extension programs;
3. To upgrade the social, economic, and nutritional status of peoples in the less-developed areas of the world through improvement of small-scale rural subsistence and market fisheries;
4. To work toward the development of labor-intensive systems to aid employment and of low-energy systems to minimize capital and cost requirements;
5. To publish and disseminate research findings and recommendations of the Center; and
6. To organize or hold periodic conferences, forums, and seminars, whether international, regional, local, or otherwise, for the purposes of discussing current problems.

And in furtherance of the aforesaid purpose, the corporation shall have the following incidental powers:

1. To acquire or obtain any governmental authority, national, municipal or local, foreign or domestic, or otherwise, or from any corporation, company, association, or person or other entity, such charters, franchises, licenses, rights, privileges, assistance, financial or otherwise, and concessions as are conducive to and necessary for the attainment of the purpose of the Center;
2. To receive and acquire from any person, firm, or entity, by donation, grant, exchange, devise, bequest, purchase, or lease, either absolutely or in trust, contributions consisting of such properties, real or personal, including funds and valuable effects or things, as may be useful or necessary to carry out the purpose and objectives of the Center, and to hold, own, operate, use, or dispose of said properties or valuable things;
3. To do and perform all acts and things as are necessary, expedient, suitable, or proper for the furtherance or accomplishment of the purpose and the attainment of any or all of the objectives herein stated, or which shall appear, at any time, as conducive to and useful for the activities of the Center.

THIRD: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in paragraph Second hereof. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activity or exercise any powers that are not in furtherance of the purposes of this corporation.

FOURTH: That the place where the principal office of the corporation is to be established and located is Makati, Metro Manila, Philippines.

FIFTH: That the term for which the corporation is

to exist shall be fifty (50) years from and after the date of its incorporation unless earlier terminated in accordance with law.

SIXTH: That the names, nationalities, and residences of the incorporators are as follows:

<i>Name</i>	<i>Nationality</i>	<i>Residence</i>
Jose J. Leido, Jr.	Filipino	Manila, Philippines
Jose D. Drilon, Jr.	Filipino	College, Laguna, Philippines
Manuel S. Alba	Filipino	Quezon City, Philippines
James E. Johnston	American	Princeton, New Jersey, U.S.A.
M. F. Day	Australian	Canberra, Australia

SEVENTH: That the number of trustees of said corporation shall be nine (9)¹ and that the names and residences of the trustees of the corporation who are to serve until their successors are elected and qualified as provided by the by-laws are as follows:

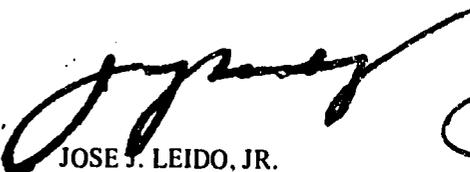
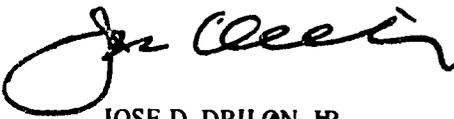
be submitted to the S.E.C. from time to time.

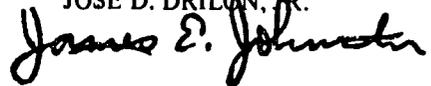
<i>Name</i>	<i>Residences</i>
Jose J. Leido, Jr.	Manila, Philippines
Jose D. Drilon, Jr.	College, Laguna, Philippines
Manuel S. Alba	Quezon City, Philippines
James E. Johnston	Princeton, New Jersey, U.S.A.
M. F. Day	Canberra, Australia

NINTH: That, in the event of the termination of the life of the corporation, all its physical assets shall become property of the University of the Philippines System. In the event such System is unable or unwilling to accept all or any part of such physical assets they shall be disposed exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes, as the Board of Trustees shall determine.

EIGHTH: That the present members are incorporators/members/directors and that additional members admitted pursuant to the provisions of the by-laws shall

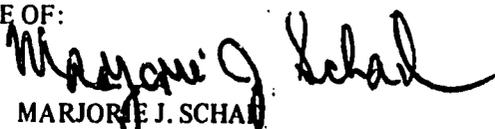
IN WITNESS WHEREOF, we shall hereunto set our hands this 3rd day of November, 1976, in Metro Manila, Philippines.


 JOSE J. LEIDO, JR.

 JOSE D. DRILON, JR.

 MANUEL S. ALBA

 JAMES E. JOHNSTON

 M. F. DAY

SIGNED IN THE PRESENCE OF:


 ELIZABETH D. SAMSON

 MARJORIE J. SCHAAL

¹ Later amended to fifteen (15). See p. 3.

Amendment of November 1977

The Articles of Incorporation have been amended to include an increase in the number of trustees of the corporation from nine (9) to fifteen (15), adopted in Manila, November 1977. The By-Laws have been amended similarly. Following the corporation's decision, the change was endorsed by the Philippine Securities and Exchange Commission on 3 January 1978. Text of the amendment, conveyed by corporation secretary M. S. Alba, follows:

I, MANUEL S. ALBA, Filipino, of legal age, and a resident of Quezon City, Metro Manila, hereby certify:

1. That I am the Corporate Secretary duly elected and qualified of INTERNATIONAL CENTER FOR LIVING AQUATIC RESOURCES MANAGEMENT, INC. (ICLARM), a corporation duly organized and existing under and by virtue of the laws of the Philippines;

2. That as Corporate Secretary of the said Corporation, I have care and custody of the records of the Corporation;

3. That according to the records in my custody, the following amendment to the Corporation's Articles of Incorporation was duly adopted at a meeting duly assembled at its principal office in Makati, Metro Manila on 2 November 1977 at which meeting a quorum was present, to wit:

"ARTICLE SEVENTH: That the number of trustees of said corporation shall be nine (9) and . . ."

to read as:

"ARTICLE SEVENTH: That the number of trustees of said corporation shall be fifteen (15) and . . ."

IN WITNESS WHEREOF, I have hereunto set my hand this 10th of November, 1977 at Makati, Metro Manila.

(Sgd.) MANUEL S. ALBA
Corporate Secretary

By-Laws

Article I Organization

Section 1. International Center for Living Aquatic Resources Management is organized as an autonomous, non-stock, philanthropic, nonprofit corporation and is designed to attain the objectives embodied in its Articles of Incorporation.

Section 2. The organization shall be established and its purposes and objectives implemented principally through the support of international and bilateral funding agencies, including The Rockefeller Foundation of the United States of America, in cooperation with the Government of the Philippines.

Article II Membership

The Center shall have five (5) members.

Article III The Board of Trustees

Section 1. The Center shall be administered by a Board of Trustees composed of not less than five (5) nor more than nine (9)² members as provided for in its Articles of Incorporation.

Section 2. At each annual meeting of the members of the Center, the Trustees, who shall always include the Director General of the Center, shall be elected by plurality vote of the members present, to serve until their successors have been duly elected and have qualified. If there is no election at the annual meeting of the members, it may take place at a subsequent meeting of the members.

Section 3. The Board of Trustees shall have the following powers and duties:

- a. To act as the policy making body of the Center and to lay down or approve its program activities;
- b. To pass upon the budget and review the financial condition of the Center;

²Later amended to fifteen (15). See p. 3.

- c. To review and evaluate the progress reports of the Center as may be submitted by the Director General;
- d. To exercise corporate powers in the conduct of the business and control of properties owned or held by the Center;
- e. To delegate any or some of its powers to the Executive Committee hereinafter provided for.
- f. To exercise such other powers and to do such acts as may be conducive to the promotion of the purpose or objectives for which the Center was established.

Article IV Meetings

Section 1. The annual meeting of the members of the Center shall be held on the first Wednesday of November every year, unless a different date is fixed by the Board. The annual meeting of the Board shall be held every year immediately following the annual meeting of the members. The Board shall hold such regular meetings as it may determine are necessary.

Section 2. A special meeting of the members of the Center or of the Board of Trustees may be called by the Chairman or by any three of the members or trustees respectively. The business of any such special meeting shall be limited to the purposes specified in the notice of the meeting.

Section 3. The meetings of the members and of the Board of Trustees shall be held in the principal office of the corporation, or, as far as permitted by law, at such other places as the Board may determine.

Section 4. Each annual or regular meeting of the members or trustees shall be held on thirty (30) days written notice. Each special meeting of the members or trustees shall be held on ten (10) days cabled or written notice. The notice which shall state the time and place of the meeting shall be signed and mailed by the Secretary, or cabled by the Secretary with delivery certified.

Section 5. At the meetings of members of the Center, a majority of the members, present in person or by proxy, shall constitute a quorum for the transaction of

business, except in those cases where law provides for a greater proportion.

Section 6. At meetings of the Board of Trustees, a majority of the members of the Board, present in person, shall constitute a quorum for the transaction of business.

Section 7. In the absence of a quorum at the time and place set for a meeting of the members of the Center or of the Board of Trustees, those present may adjourn the meeting from time to time until a quorum is present.

Section 8. The following shall be the order of business at the annual and regular meetings of the Board of Trustees:

- a. Reading of the previous minutes;
- b. Financial Report;
- c. Report of the Executive Committee;
- d. Unfinished business;
- e. Report of the Director General;
- f. New business.

The order of business at special meetings of the members or of the Board of Trustees shall be in accordance with the agenda contained in the notice of such meetings.

Article V

The Executive Committee

Section 1. There shall be an Executive Committee composed of five (5) members from and to be appointed by the Board.

Section 2. The Executive Committee shall have the duty to implement and execute the policies and decisions laid down by the Board of Trustees, and to exercise the powers and perform the duties delegated to it by the Board.

Section 3. The Executive Committee shall elect from among its members a Chairman who shall preside over all its meetings.

Section 4. The Executive Committee shall meet at least twice a year. Special meetings may be held upon call of its Chairman or upon request of at least three (3) members.

Section 5. At meetings of the Executive Committee, a majority of the members of the Committee, present in person, shall constitute a quorum for the transaction of business.

Section 6. Any vacancy in the Executive Committee shall be filled from among the other members of the Board by election by the Board, or by the remaining members of the Executive Committee. Any person so

elected by the Committee shall serve only until the next meeting of the Board.

Article VI

Officers

Section 1. The officers of the Center shall be the Chairman of the Board, the Secretary, the Treasurer, the Director General, and such other officers as the Board of Trustees shall see fit to designate.

Section 2. The Chairman of the Board, who shall be chosen from the Trustees, shall be elected each year at the annual meeting of the Board, or in the absence of election at that meeting, at a subsequent meeting of the Board, to serve until the next annual meeting of the Board. He shall preside at all meetings of the members of the Center and of the Board and supervise all matters with which the Board is concerned. In the absence or disability of the Chairman, the members of the Center or the Board, as the case may be, shall designate from among their own number an Acting Chairman.

Section 3. The Secretary, who need not be chosen from the Trustees, shall be elected each year at the annual meeting of the Board, or in the absence of election at that meeting, at a subsequent meeting of the Board. His powers and duties shall be those customarily incident to this office. The Board may, however, require him to render such report or reports as are necessary or expedient.

Section 4. The Treasurer, who need not be chosen from the Trustees, shall be elected each year at the annual meeting of the Board, or in the absence of election at that meeting, at a subsequent meeting of the Board, to serve until the next annual meeting of the Board. His powers and duties shall be those customarily incident to his office. The Board may, however, require him to render such report or reports as necessary or expedient. He shall furnish a bond in an amount to be fixed by the Trustees for the faithful performance of his duties.

Section 5. The Director General shall directly manage and administer the affairs of the Center in accordance with the policies and decisions of the Board and instructions of the Executive Committee. He shall be ex-officio member of the Executive Committee.

Section 6. The Board of Trustees is empowered to create such other officers and designate officers thereof as may be required by the circumstances and as may be necessary to promote the purpose or objectives of the Center.

Article VII
Miscellaneous

Section 1. The corporate seal shall consist of a circular design.

Section 2. These by-laws may be amended or modified, or any part thereof repealed, by majority vote of

all members of the Center at any annual meeting or at any special meeting called for the purpose.

Voted and adopted this 3rd day of June 1977, in Makati, Metro Manila, Philippines by a vote of majority of the members.

(Sgd.) JOSE D. DRILON, JR.
Member

(Sgd.) JOSE J. LEIDO JR.
Member

(Sgd.) JAMES E. JOHNSTON
Member

(Sgd.) MANUEL S. ALBA
Member

(Sgd.) MAX F. DAY
Member

Annex

MALACAÑANG
MANILA

PRESIDENTIAL DECREE NO. 1105

EXEMPTING THE INTERNATIONAL CENTER FOR LIVING AQUATIC RESOURCES MANAGEMENT OR ITS SUCCESSORS FROM THE PAYMENT OF GIFT, FRANCHISE, SPECIFIC, PERCENTAGE, REAL PROPERTY, EXCHANGE, IMPORT, EXPORT AND ALL OTHER TAXES, AS WELL AS DUTIES AND FEES, AND THE MEMBERS OF ITS SCIENTIFIC AND TECHNICAL STAFF FROM THE PAYMENT OF INCOME TAX

WHEREAS, the International Center for Living Aquatic Resources Management is a non-stock, philanthropic and non-profit corporation organized under the laws of the Philippines by incorporators a majority of whom are citizens and residents of this country;

WHEREAS, its purpose is to establish, maintain and operate an international aquatic resources center designed to pursue among others the following objectives:

- (1) Conduct directly or assist others in conducting research on fish and other aquatic organisms and on all phases of fish production, management, preservation, distribution and utilization;
- (2) Improve the efficiency and productivity of culture and capture fisheries through coordinated research, education and training, development and extension programs;
- (3) Improve small-scale rural subsistence and market fisheries;
- (4) Publish and disseminate research findings and recommendations of the Center; and
- (5) Organize or hold periodic conferences, forums and seminars, whether international, regional, local or otherwise, for the purpose of discussing current problems on living aquatic resources;

WHEREAS, the realization of the objectives of said Center will bring prosperity to all our people with vast living aquatic resources inside and surrounding our 7,100 islands;

WHEREAS, there is reason to grant tax exemption to the International Center for Living Aquatic Resources Management because it will be dedicated to the objectives hereinabove set forth regarding fish and other living aquatic resources, the development and enhancement of which are just as vital to the people of the Philippines and of the world to supply their protein needs; and

NOW, THEREFORE, I, FERDINAND E. MARCOS, President of the Philippines, by virtue of the powers vested in me by the Constitution, do hereby declare and decree:

SECTION 1. The provisions of existing laws or ordinances to the contrary notwithstanding, the International Center for Living Aquatic Resources Management, or its successors, shall be exempt from the payment of gift, franchise, specific, percentage, real property, exchange, import, export, and all other taxes, as well as duties and fees provided under existing laws or ordinances. This exemption shall extend to importations directly and actually needed and will be used exclusively by the International Center for Living Aquatic Resources Management; Provided, however, That the foreign staff members of the Center shall be entitled to the privileges accorded under the provisions of Section 105 (g) of the Tariff and Customs Code and/or Section 2 of Presidential Decree No. 439 relative to their importations and/or local purchases, subject to the respective limitations therein.

SECTION 2. All gifts, bequests, donations and contributions which may be received by the International Center for Living Aquatic Resources Management from any source whatsoever, or which may be granted by said Center to any individual or non-profit organization for educational or scientific purposes shall be exempt from the payment of the taxes imposed under Title III of the National Internal Revenue Code. All gifts, contributions and donations to said Center shall be considered allowable deductions for purposes of determining the income tax of the donor.

SECTION 3. Non-Filipino citizens serving on the technical and scientific staff of the International Center for Living Aquatic Resources Management shall be exempt from the payment of income tax on salaries and stipends in dollars received solely and by reason of service rendered to said Center.

SECTION 4. The Secretary of Finance shall promulgate the necessary rules and regulations for the effective implementation of this Decree.*

SECTION 5. This Decree shall take effect immediately.

DONE in the City of Manila this 7th day of March in the year of Our Lord nineteen hundred and seventy-seven.

By the President:



(Sgd.) **JACOBO C. CLAVE**
Presidential Executive Assistant

*See Appendix

Appendix

DEPARTMENT OF FINANCE
MANILA
ORDER NO. 7-77

SUBJECT: Regulations Implementing Presidential Decree No. 1105 Granting Tax Exemption to the International Center for Living Aquatic Resources Management (ICLARM) and its Foreign Staff Members—

Pursuant to Section 4 of Presidential Decree No. 1105, the following rules and regulations are hereby promulgated for the guidance of all concerned:

Section 1. SCOPE—These Regulations implement Presidential Decree No. 1105 granting tax exemptions to the International Center for Living Aquatic Resources Management (ICLARM) and its Foreign Staff Members.

Section 2. EXEMPTION FROM INTERNAL REVENUE TAXES—The International Center for Living Aquatic Resources Management shall be exempt from the payment of Internal Revenue taxes which otherwise would have been directly payable by it, under the National Internal Revenue Code. This shall include the exemption from income, estate and donor's taxes.

Section 3. EXEMPTION FROM LOCAL TAXATION—The International Center for Living Aquatic Resources Management shall be exempt from the payment of local taxes and other revenue impositions of levies imposed by provincial, city and municipal governments.

Section 4. EXEMPTION OF PERSONAL AND HOUSEHOLD EFFECTS—Personal and Household effects and vehicles accompanying Foreign Staff Members, for personal or family use, of the International Center for Living Aquatic Resources Management shall be exempted from the payment of customs duties and taxes in accordance with Section 105 (g) of the Tariff and Customs Code, as amended, upon the submission of a written commitment by the Director General of the Center conditioned for the exportation thereof within

six (6) months after the expiration of their term, provided that each staff member shall be entitled to only one motor vehicle at a time.

In addition to the privilege stated hereinabove, the Foreign Staff Members of the said Center may purchase locally manufactured vehicles, household appliances, professional instruments and other tools of trade free of internal revenue taxes subject to the conditions set forth under Section 2 of Presidential Decree No. 439.

Section 5. TAX EXEMPTIONS ON EQUIPMENT, MOTOR VEHICLES AND OTHER GOODS—Imported equipment, motor vehicles and other goods directly and actually needed and will be used exclusively by the International Center for Living Aquatic Resources shall be exempt from compensating tax, fees and import duties.

Section 6. TAX EXEMPTIONS AND OTHER PRIVILEGES OF NON-FILIPINO CITIZENS—Non-Filipino citizens serving on the technical and scientific staff of the International Center for Living Aquatic Resources Management shall be exempt from the payment of income tax on salaries and stipends in dollars received solely and by reasons of service rendered to said Center.

Section 7. EFFECTIVITY—These Regulations shall take effect immediately.

(Sgd.) CESAR VIRATA
Secretary