



REPUBLIC OF THE PHILIPPINES
MINISTRY OF JUSTICE
OFFICE OF THE GOVERNMENT CORPORATE COUNSEL

2nd, 3rd, 4th and 5th Floors
GOVERNMENT CORPORATE COUNSEL CENTRE
1203 A. Mabini St., corner Arguiza, Ermita
M A N I L A

May 16, 1983

MEMORANDUM FOR:

The Board of Directors
Manila International Airport Authority
Metro Manila

We hereby attach a copy of the Proposed By-Laws of the MIA Authority as reviewed and revised by this Office.

The salient features of our revisions are:

1. In accordance with normal and legal corporate practice, the Board of Directors shall act only as a Board and not individually (Sec. 1, Art. II);
2. The Minister of Transportation and Communications shall act as ex officio Chairman. The General Manager of the MIA Authority shall act as ex officio Vice Chairman, and exercise all the powers of the Chairman in the absence of the Minister of Transportation & Communications (Sec. 2, pars. a & b and Sec. 9, Art. II);
3. The General Manager shall furnish the Corporate Secretary with the matters for the Agenda at least one week before every scheduled Board Meeting. The other members of the Board may suggest in writing other matters to be taken up during the Board Meeting (Sec. 11, Art. II);
4. Subject to the approval of the Board, the General Manager may establish a committee or committees to assist him in the discharge of his duties and responsibilities (Sec. 1, Art. III); and
5. The General Manager shall be the Chief Executive Officer of the MIA Authority. He shall appoint the principal officers of the MIA Authority, such as the Assistant General Managers and

Department Heads, subject to the approval of the Board. (Sec. 1, Art. V).

With our revisions, the Proposed By-Laws conform not only to the Charter of the MIA Authority (EO 778), but also to the corporate practices in government as well as private corporations.



MANUEL M. LAZARO
Government Corporate Counsel

BY- LAWS
OF THE

MANILA INTERNATIONAL AIRPORT AUTHORITY

ARTICLE I
OFFICES

SECTION 1. Principal Office.- The principal office of the Manila International Airport Authority ("Authority") shall be located in the New Manila International Airport Building, Metro Manila, or at such place as the Board of Directors may thereafter fix.

SECTION 2. Other Offices. - The Authority may also establish such branches, agencies, subsidiaries or other offices elsewhere in the Philippines as may be necessary for the proper conduct of its business and efficient discharge of its functions, as the Board of Directors may, from time to time, determine.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. General Powers. - Unless otherwise provided by law, the general business, powers and property rights of the Authority shall be vested in, exercised and controlled by, the Board of Directors acting as a Board.

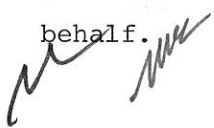
The corporate powers and duties of the Authority shall be provided for in Sections 5 and 8 of Executive Order No. 778.



SECTION 2. Membership.- The number of Directors shall be seven (7), consisting of the following members:

- (a) The Minister of Transportation and Communications who shall act as ex officio Chairman;
- (b) The General Manager of the Authority who shall act as ex officio Vice-Chairman of the Board and, in the absence of the Chairman, may exercise all of the powers of the Chairman;
- (c) The Minister of Finance who shall act as ex officio member;
- (d) The Minister of Tourism who shall act as ex officio member;
- (e) The Presidential Executive Assistant who shall act as ex officio member;
- (f) The Chief of Staff of the Armed Forces of the Philippines who shall act as ex officio member; and
- (g) The Commissioner of Immigration & Deportation who shall act as ex officio member.

SECTION 3. Temporary Absence.- In the absence of a Director enumerated in letters (c) to (g) of Section 2 of this Article, his authorized representative as specified in the second paragraph of Section 7 of Executive Order No. 778 shall act on his behalf.



SECTION 4. Per Diem.- The members of the Board or their designated representatives shall receive per diems, as the Board may approve, for each Board meeting actually attended by them; Provided, however, That such per diems shall not exceed One Thousand (₱1,000.00) Pesos during any one (1) month for each member or representative.

SECTION 5. Place of Meetings.- The Board of Directors may hold its meetings in the City of Manila, Philippines, or at such other places as the Board may, from time to time, determine or as shall bespecified or fixed in the respective notices thereof.

SECTION 6. Regular Meetings.- The Board of Directors shall meet regularly on the third Monday of every month or, if this day falls on a holiday, the following Monday which is not a holiday.

SECTION 7. Special Meetings.- Special meetings of the Board of Directors shall be held when called by the Chairman or by written request of any four (4) Directors.

SECTION 8. Quorum.- Four (4) members of the Board of Directors, either personally present or duly represented by their designated alternates, shall constitute a quorum for any meeting of the Board, but, if there be no quorum, a smaller number may adjourn any meeting from time to time, and the meeting shall be considered adjourned without further notice.

g.

gum

de

PS

SECTION 9. Presiding Officer.- The Chairman, or in his absence, the Vice-Chairman shall preside at all meetings of the Board; Provided, That if both the Chairman and the Vice-Chairman are absent from any meeting or part thereof, the Directors present may choose from among themselves one who shall preside at that meeting or part thereof.

SECTION 10. Notice of Meetings.- Except as otherwise agreed by the Board, at least two (2) days notice of every regular or special meeting shall be given, which shall be in writing and shall specify the date, time and place of such meeting. An agenda indicating the matters to be discussed at such meeting shall be sent together with the said notice.

SECTION 11. Agenda.- The General Manager shall furnish the Corporate Secretary with the matters to be included in the agenda of any Board meeting at least one week before the date of the scheduled meeting. The Chairman and other members of the Board may request the Corporate Secretary to include an additional matter in the agenda; Provided, That such request shall be in writing.

SECTION 12. Minutes of Meeting.- The Corporate Secretary shall prepare and keep, or cause to be prepared and kept, the minutes of the meetings of the Board or the Committee established by the Board; In the absence of the Corporate Secretary, the Deputy Corporate Secretary shall act on his behalf and shall perform his duties.

ARTICLE III
Committees

SECTION 1. Creation.- Subject to the approval of the Board, the General Manager may establish a Committee or Committees to assist him in the discharge of his duties and responsibilities.

SECTION 2. Delegation of Powers.- The General Manager may delegate to such Committee or Committees, any of his powers, subject to such conditions and restrictions as he may impose.

ARTICLE IV
DECISION

SECTION 1. Majority Decision.- A decision of the majority of the Board of Directors present and voting at the meeting of the Board, shall be deemed to be a decision of the Board.

ARTICLE V
OFFICERS

SECTION 1. General Manager.- The principal officer of the Authority shall be the General Manager who shall be the Chief Executive Officer of the AUTHORITY, and shall be appointed by the President of the Republic of the Philippines upon the recommendation of the Board.



The General Manager shall appoint the other principal officers of the Authority, such as the Assistant General Managers, ~~and~~ Department Heads, ^{and Technical Assistants} as may be deemed proper and necessary for the effective operation of the Authority, subject to the approval of the Board.

SECTION 2. Powers.- The general powers and duties of the General Manager shall be as provided for in Section 9 (a) to (g) of Executive Order No. 778.

SECTION 3. Assistant General Manager(s).- The Assistant General Manager(s) shall have such powers and perform such duties as the Board of Directors may, from time to time, approve, upon recommendation of the General Manager.

SECTION 4. Corporate Secretary.- There shall be a Corporate Secretary who shall be appointed by the Board of Directors. He shall be responsible for organizing all Board meetings; for preparing the minutes and resolutions of the Board and all other Board and corporate records. He shall handle all correspondence addressed to and sent by the Board and act as official custodian and archivist of all books and documents of the Board. He shall exercise supervision and control over the activities and performance of his staff, and shall perform such other functions as are inherent or incident to his office, as well as those which may be required or assigned to him by the Board of Directors and/or the General Manager. The Corporate Secretary shall be assisted by one Deputy Corporate Secretary who shall likewise be appointed by the Board.

[Handwritten mark]

[Handwritten mark]

[Handwritten mark]

[Handwritten mark]

[Handwritten mark]

[Handwritten mark]

[Handwritten mark]

SECTION 5. Treasurer.- There shall be a Treasurer who shall be appointed by the Board of Directors. He shall have charge of the funds, receipts and disbursements of the Authority. He shall deposit all money and other valuables of the Authority in such bank or banks as the Board of Directors may designate. He shall render to the General Manager and to the Board of Directors, whenever required, an account of the financial condition of the Authority, and of all transactions made by him as Treasurer. He shall keep correct books of accounts of all transactions of the Authority. All checks paid out or indorsed by the Authority shall be signed by the Treasurer and countersigned by the General Manager.

SECTION 6. Compensation.- All officers and employees of the Authority shall receive such compensation and benefits as may be fixed by the Board of Directors.

SECTION 7. Delegation of Powers. - The General Manager may, with the prior approval of the Board, delegate to his subordinate principal officers any of his powers and duties as may be necessary for the effective and efficient operation of the Authority, subject to such conditions and restrictions as the Board may impose.

ARTICLE VI
CORPORATE SEAL

SECTION 1. Corporate Seal. - The Board shall provide or cause to be provided a Corporate Seal of the Authority.

SECTION 2. Documents.- All deeds, documents and other instruments requiring the Seal of the Authority shall be sealed with the Corporate Seal of the Authority by the Corporate Secretary, who shall sign such deeds, documents and instruments, and such signing shall be sufficient evidence that the Corporate Seal of the Authority has been duly and properly affixed and that the said seal is the lawful Corporate Seal of the Authority.

SECTION 3. Custody.- The Corporate Seal and other corporate documents shall be kept in the custody of the Corporate Secretary or, in his absence, the Deputy Corporate Secretary, who shall keep all these records on file at the Manila International Passenger Terminal Building.

ARTICLE VII
MISCELLANEOUS

SECTION 1. Fiscal Year.- The fiscal year of the Authority shall begin on the first day of January and end on the last day of December of each year.

SECTION 2. Corporate Plan and Annual Budget.- Every year, the Board shall as far as practicable, cause to be updated the Manila International Airport Authority Corporate Plan, and shall adopt annual estimates of capital expenditures of the Authority for the ensuing year, consistent with such corporate plan. Supplementary estimates may be adopted at any of the meetings of the Board.

J.

m

[Signature]

[Signature]

[Signature]

[Signature]

[Signature]

SECTION 3. Annual Accounts.- The Board shall cause proper accounts and other records of the Authority in relation thereto to be kept. An annual operations report and statement of accounts shall be rendered in respect of each year. The Authority shall maintain such operational records, according to International Civil Aviation Organization (ICAO) standards, and financial accounts and records recording to a commercial system of accounting.

The annual operations report and financial statements of the Authority shall present a true and fair view of the results of the operations of the Authority and of the financial position of the Authority for the year to which these relate.

ARTICLE VIII
AMENDMENTS

Amendments, alterations or repeal, and new By-Laws, not inconsistent with any provision of law, may be made by the affirmative vote of a majority of the entire membership of the Board of Directors given at a regular meeting or at any special meeting; Provided, That notice of the proposed amendment, alteration or repeal, or of the proposed new By-Laws, shall be included in the notice of such meeting.



ARTICLE IX
EFFECTIVITY

These By-Laws shall take effect upon its adoption by the Board of Directors.


Adopted by the vote of a majority of the entire membership of the Board of Directors at the THIRD REGULAR meeting of the Board held in Metro Manila, Philippines, on 16 May 1983.

IN WITNESS WHEREOF, we, the undersigned members of the Board of Directors present at said meeting and voting thereat in favor of the adoption of said By-Laws, have hereunto subscribed our names and with the Chairman of the meeting and Secretary of the same do likewise without signatures attest, in the City of

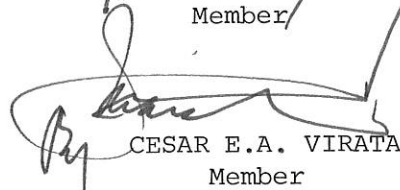
Manila Philippines, this 16th day of May 1983.

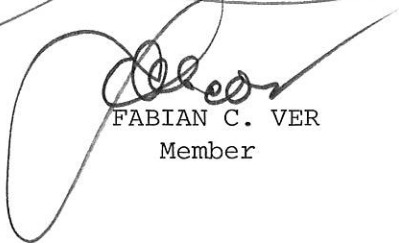

JOSE P. DANS, JR.
Chairman

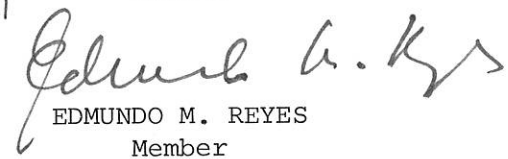

LUIS A. TABUENA
Vice-Chairman


JOSE D. ASPIRAS
Member


JUAN C. TAVERA
Member


CESAR E.A. VIRATA
Member


FABIAN C. VER
Member


EDMUNDO M. REYES
Member


MARIUS P. CORPUS
Acting Board Secretary

