



BANGKO SENTRAL NG PILIPINAS
FINANCIAL SUPERVISION SECTOR | FINANCIAL SUPERVISION DEPARTMENT IX

05 December 2023

VIA COURIER

Mr. Rico B. Roma

Chairman

PNB Employees Savings and Loan Association, Inc. (PESLAI)

2nd Floor PNB Financial Center,

President D. Macapagal Blvd.

1300 Pasay City, METRO MANILA

<peslainc@gmail.com>

Dear Mr. Roma:

Subject: Articles of Incorporation (AOI) and By-Laws (BL) Amendments

This refers to PNB Employees Savings and Loan Association, Inc. (PESLAI) letter dated 16 March 2022¹ requesting Bangko Sentral ng Pilipinas (BSP) approval of the proposed amendments to the Association's AOI and BL.

We are providing PESLAI with the Certificate of Authority stamped with the BSP seal, amended AOI, amended BL, and supporting documents, which are covered by a transmittal letter, for registration with the Securities and Exchange Commission (SEC).

After registration, please furnish this Department with certified true copies of each of the following:

1. Duly registered Amended AOI and Amended BL; and
2. SEC Certificates of Filing of Amended AOI and Amended BL.

Very truly yours,


DINDO R. SANTOS
Senior Director

Digitally signed by Dindo R. Santos
Date: 2023.12.05 01:20:43 +0800'

Att: A/s

¹ Received by the Financial Supervision Sector Operations Support Department (FOSD) on 17 March 2022



BANGKO SENTRAL NG PILIPINAS

FINANCIAL SUPERVISION SECTOR | FINANCIAL SUPERVISION DEPARTMENT IX

CERTIFICATE OF AUTHORITY

KNOW ALL MEN BY THESE PRESENTS:

By virtue of the authority vested in me by the Monetary Board in its Resolution No. 1559 dated 8 December 2005, I hereby certify that the amendments to the Articles of Incorporation (AOI) and By-Laws of:

PNB EMPLOYEES SAVINGS AND LOAN ASSOCIATION, INC. (PESLAI)

2nd Floor, PNB Financial Center, Pres. D. Macapagal Blvd., Pasay City

to wit:

Reference	Subject
Articles of Incorporation (AOI)	
AOI, First Provision	Changed "corporation" to "Association"
AOI, Second Provision	Item 1 deleted since it is already part of the primary purpose (amendment in Item A), which was lifted from the declaration of Republic Act (R.A.) No. 8367.
	Introduced a new provision; to merge with those existing provisions for clarity while some were renumbered and deleted since already provided under R.A. No. 8367.
AOI, Third Provision	Completed the details on the address of the principal office of the Association.
AOI, Fourth Provision	Changed the term of existence of the Association from fifty (50) years to perpetual existence.
AOI, Sixth Provision	Minor changes effected (i.e., "corporation" to "association" and "directors" to "trustees").
AOI, Eighth Provision	Minor changes effected (i.e., "corporation" to "association" and "directors" to "trustees").



Reference

Subject

By-Laws

Article I, Section 1	Changed "domicile" to "location". Inserted a title "Name".
Article I, Section 2	inserted a title "location" and completed the address of the principal office of the Association.
Article II	Deleted Article II - PURPOSES, since it can be referred to amended AOI.
Article III	Re-numbered as Article II.
Article III, Section 1	The fixed capital contribution ceiling is increased from P25,000.00 to P50,000.00. Minor re-numbering and updates in organization.
Article III, Section 2	Deleted item (a) and inserted "Obligations" in the title. Reworded "receive dividends" to "participate in the earnings". Transferred item (c) of this section as item number 7. Deleted item (b) and transferred to title.
Article III, Section 3	Re-numbered and added more acts considered as grounds for termination of membership.
Article V	Re-numbered as Article III.
Article V, Section 1	New provision indicated for the requirement to maintain membership in the Association.
Article V, Section 2	Changed to "Prescribed Ceiling of Capital Contribution", which was provided to comply with the provisions of BSP Circular No. 1045 Series of 2019. Amended certain provisions for clarification and flexibility.
Article V, Section 3	Original Section 3 amended for clarifications. Deleted certain provisions as they are merely procedures. These can be incorporated in the Association's policy manual. Deleted Section 3.a from the original By-Laws, as dormancies shall henceforth be referred to regulations imposed by the BSP. Deleted Section 3.b and henceforth incorporated in the policy manual.
Article V, Section 4	Re-phrased Section 4 and re-numbered as Section 5. Changed "dividends" to "participation of earnings" as indicated in R.A. No. 8367.



Reference	Subject
Article V, Section 5	Original Section 5 deleted, and shall henceforth be referred to R.A. No. 8367.
Article IV	Re-numbered and minor edits. Article IV, Sections 1, 2 and 3 in compliance with provision of Sections 49 and 50 of the Revised Corporation Code (RCC).
Article IV, Section 2	Transferred to Section 8 of the amended By-Laws.
Article IV, Section 3	Deleted, since the budget of the AGM is already included in the Annual Budget subject to approval of Board of Trustees.
Article IV, Section 4	Transferred to Section 7 of the amended By-Laws. Added new Section 4 to the Amended By-Laws to align with the provisions of SEC Memo Cir. No. 6, s.2020 and Section 50 of the Revised Corporation Code.
Article IV, Section 5	Updated to align with the provisions of Section 23 of the RCC and other applicable sections of the same Code.
Article IV, Section 6	Inserted in the title "Rights". Included item (b) in the amended section to align with the provision of Section 49 of the RCC.
Article IV, Section 7	Transferred Section 7 of the old by-laws to Section 2 of the amended By-Laws. Introduced new Section 7 to align with the provision of Section 57 of the RCC (Manner of Voting; Proxies).
Article IV, Section 8	Transferred from Section 2 of the old By-Laws to Section 8 of the amended By-Laws and updated to conform with best practices in the NSSLA industry.
Article VII	Re-numbered as Article V.
Article VII, Section 1	Edited to conform with the provisions of RCC in relation to BSP Cir. No. 1115 Series of 2021.
Article VII, Section 2	Edited to conform with the provision pertaining to independent Trustees under Section 22 of the RCC in relation to BSP Cir. No. 1115 Series of 2021.
Article VII, Section 3	Edited to align with the provisions under Sections 22 and 23 of the RCC. Removed provision in old By-Law. The elected trustees, under the present rules, has the option to remain as trustee, or resign, since he was elected to serve for a fixed term.
Article VII, Section 4	Added provision for vacancy of position in the Board to align with the provisions under Sections 28 of the RCC.



Reference	Subject
Article VII, Section 5	<p>Edited and re-numbered as Sections 5 to 7 to align with the provisions under Section-52 of the RCC.</p> <p>Re-numbered as Section 8.</p> <p>Added Section 9 - Conduct of meetings, to align with the provisions under Section 52 of the RCC.</p>
Article VIII, Section 1	Re-numbered old Article VIII, Section 1 as Article V, Section 10 and transferred provision from old Section 3 - Election Committee.
Article VIII, Section 2	Deleted. Voting by proxy is now allowed in the amended by-laws under the amendment of Article IV, Section 6.
Article VIII, Section 3	Transferred to Article V as Section 10 of the amended By-Laws. Last (two) 2 paragraphs of Section 3 in superseded By-Laws deleted since this is no longer applicable. A member may cast more than one vote for one candidate.
Article IX, Section 1	<p>Re-numbered and aligned with the provisions of BSP Circular No. 1115 and the Manual of Regulations for Non-Bank Financial Institutions (MORNBFI).</p> <p>Deleted Section 1.c and referred to BSP Circular No. 1115 series of 2021. Deleted Section (g) and merged the provision in the opening statement of the amended section.</p>
Article X, Section 1	Re-numbered as Article II, Section 12. Aligned with the provision of Section 29 of the RCC.
Article XI, Sections 1 to 3	Renumbered as Article II, Sections 13 to 15 and aligned with the provision of Section 27 of the RCC. Added Section 16 to align with provision of BSP Circular No. 1115 series of 2023
Article XII	<p>Re-numbered as Article VI.</p> <p>Addition of new Section 1 - Officers of the Association. Addition of the positions of Compliance Officer and Chief Risk Officer to comply with RCC and MORNBFI requirements.</p>
Article XII, Section 1	Replaced with Section 2 - The Chairman. Effected minor edits and provided catch-all provision common to all duties and responsibilities of officers.
Article XII, Section 2	Replaced with Section 3 - Vice Chairman. Effected minor edits and provided catch-all provision common to all duties and responsibilities of officers.
Article XII, Section 3	Replaced with Section 4 - Treasurer. Effected minor edits and provided catch-all provision common to all duties and responsibilities of officers.



Reference	Subject
Article XII, Section 4	Replaced with Section 5 – Corporate Secretary. Effected minor edits and provided catch-all provision common to all duties and responsibilities of officers.
Article XII, Section 5	Replaced with Section 6 – Internal Auditor. Effected minor edits and provided catch-all provision common to all duties and responsibilities of officers. Also inserted “internal” for clarification. Sections (c) and (e) of original By-Laws transferred as a function of the Compliance Officer under the amended By-Laws.
Article XII, Section 5.e	New position (President) included to comply with the provision of Section 24 of the RCC and the MORNBF. Items “a” and “b” of amended By-Laws taken from the functions of the Compliance Officer under the original By-Laws.
Article XII, Section 6	Replaced with Section 7 – Compliance Officer. New position included to comply with the provision of the MORNBF.
Article XII, Section 8	Added new Section 8 – Risk Officer. Included provisions for duties and responsibilities of Officer.
Article VI – Loans and Investment	Re-numbered as Article VII – Loans and Investment.
Article VI, Section 2	Changed Board to Board of Trustees.
Article VI, Section 3	Changed Board to Board of Trustees.
Article VI, Section 4	Changed Board to Board of Trustees.
Article VI, Section 5	Changed evaluation and approval from “Credit Committee” to “Loans & Investment Committee or the Chairman/President”, along with other edits.
Article VI, Section 6	Changed Board to Board of Trustees.
Article VI, Section 7	Changed title from “Restrictions” to “Investment”. Updated existing provisions.
Article VI, Section 8	Included provision for Patronage Refund.
Article XIII	Re-numbered as Article VIII and minor edits.
Article XIII, Section 1	Updated Title of Section 1 to “Corporate Seal”
Article XIV	Re-numbered as Article IX and minor edits.
Article XV	Re-numbered as Article X and minor edits.
Article XV, Section 1	Edited to align with the provision of Section 47 of the RCC.



Reference	Subject
Article XV, Section 2	Edited to align with the provision of Section 47 of the RCC on members' delegation of power to the Board of Trustees on the matter of amendment or repeal of by-laws.
Article XVI	Re-numbered as Article XI.
Article XVI, Section 1	Revised to align with the provision of Section 47 of the RCC on effectivity of amended by-laws.

approved by the majority of the members of the Board of Trustees, constituting a quorum and members representing at least 2/3 of the Association's members, duly certified by the Corporate Secretary and the majority of Trustees, are in accordance with law.

This Certificate is hereby issued to enable PNB Employees Savings and Loan Association, Inc. to register its Amended Articles of Incorporation and By-Laws with the Securities and Exchange Commission, pursuant to Section 48 of Batas Pambansa Big. 68 (The Corporation Code of the Philippines), as amended by Section 47 of Republic Act (R.A) No. 11232 (An Act Providing for the Revised Corporation Code of the Philippines), and Section 4 of R.A. No. 8367 (The Revised Non-Stock Savings and Loan Association Act of 1997).

IN WITNESS WHEREOF, I have hereunto set my hand and caused the official seal of the Bangko Sentral ng Pilipinas to be affixed this 13th day of November 2023 at Manila, Philippines.



Digitally signed by
Dindo R. Santos
Date: 2023.11.13
08:55:53 +08'00'

D. Santos
DINDO R. SANTOS
Senior Director