

ALABANG HILLS VILLAGE ASSOCIATION, INC.

AHV Clubhouse, Don Jesus Boulevard,
Alabang Hills Village, Cupang, Muntinlupa City
Metro Manila, Philippines 1771



Memorandum

To : Members of Alabang Hills Village Association

From: Board of Directors, Alabang Hills Village Association

Subject: Proposed Amendments to the By-Laws

Background and Rationale

Section 49 of the Revised Corporation Code, provides that the right to vote of stockholders or members may be exercised in person, through a proxy, *or when so authorized in the bylaws, through remote communication or in absentia;*

SEC Memorandum Circular No. 6, series of 2020, Section 10 - *When so provided in the bylaws or by majority of the board of directors, stockholders or members who cannot physically attend at stockholders' or members' meetings may participate in such meetings through remote communications or other alternative modes of communication.*

While Department Circular No. 2020-003 of Department of Human Settlements and Urban Development recognizes the need of homeowners associations to conduct their required meetings and provides the guidelines for the use of remote communication in conducting meetings and voting for homeowners under “extraordinary circumstances”, in cases where their by-laws do not provide for the same, it could likewise be argued that this guidance is not applicable in situations where no “extraordinary circumstances”, defined in the circular as:

“instances that are not reasonably foreseeable, or beyond the control of the association, such as, but not limited to, force majeure, disaster, occurrence of an emergency, pandemic, prohibition on mass gatherings, and other analogous causes of such a nature that the holding of on-site or face-to-face meetings and/or voting cannot be conducted” (italics supplied)

no longer exist.

The following proposed amendments to the by-laws are designed to promote ease of doing business and ensure that the Association can continue to conduct meetings of its directors and meetings of its members through remote communication by expressly authorizing the same in the bylaws of the Association, even when “extraordinary circumstances” no longer prevail.

In view of the requirement that any amendment of the by-laws of the Association be approved by a majority of the members in good standing, these proposed resolutions are now presented by the Board for approval by the membership during this meeting.

AGM Resolution No. _____ (2021)

“Resolved, that Article IV of the By-Laws be amended by the addition of an additional section, Section 8, to read as follows:

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Section 8. Remote Meetings. Regular or Special Meetings of the members of the Association may also be conducted through remote communication such as teleconferencing, videoconferencing, or other alternative modes of communication, in a manner that considers availability, accessibility and ease of use of all members to the end that no

member shall be deprived of the right to participate in the discussion and decision making process.

AGM Resolution No. _____ (2021)

“Resolved, that Article V of the By-Laws be amended by the addition of an additional section, Section 16, to read as follows:

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Section 16. Remote Meetings. Regular or Special Meetings of the Board of Directors of the Association may also be conducted through remote communication such as teleconferencing, videoconferencing, or other alternative modes of communication, in a manner that considers availability, accessibility and ease of use of all of the directors to the end that no director shall be deprived of the right to participate in the discussion and decision making process.

FOR APPROVAL
