

**2008 Museum Foundation Annual General Assembly
Museum of the Filipino People, Feb. 27, 2008
Proposed Amendments**

Instructions: You may vote either by filling up this form and faxing to 404-2685 or 722-9073 or by appointing a proxy at the meeting. If you will be sending a proxy, kindly fill up the proxy form, fax a copy to us and have your proxy bring the original with him/ her at the meeting.

Deadline for your write-in vote is on Feb. 26, 2008. Deadline for submitting the proxy form is on Feb. 20, 2008. Only paid-up regular, sustaining and family members are qualified to vote on resolutions and during the elections. (Each family membership is allotted one (1) vote.). We will be accepting payment via bank transfer or at the General Assembly.

I, _____, hereby vote on the agenda items set forth below.

(Please cast your votes by encircling AGREE or DISAGREE.)

AGREE	DISAGREE	AMENDMENT No. 1: Resolution on Term Limits (Article IV, Sec.1, By-Laws)
AGREE	DISAGREE	AMENDMENT No. 2: Number of Board of Directors (Article IV, Sec. 1, By-Laws) (Sixth Article, Articles of Incorporation)
AGREE	DISAGREE	AMENDMENT No. 3: Change date of the General Assembly (Article III, Sec. 2, By-Laws)
AGREE	DISAGREE	AMENDMENT No. 4: Non-issuance of per diems (Article IV, Sec. 10, By-Laws) (Eighth Article, Articles of Incorporation)
AGREE	DISAGREE	AMENDMENT #5: Ex-officio Director (Article V, By-Laws)

Signature above printed name

Signed on this _____ day of _____, 2008, in the City of Manila Philippines

AMENDMENTS NOS. 1 AND 2: RESOLUTION ON TERM LIMITS AND NUMBER OF BOARD OF DIRECTORS

The qualifications of members of the Board of Trustees are found in Article IV, Section 1 of the Foundation's By-Laws.

The current provision states:

'Section 1. Election and qualifications. There shall be a Board of Trustees composed of fifteen (15) members elected every three years, from the founding, regular and sustaining members qualified to vote.

In case of any vacancy in the Board of Trustees by reasons of death, resignation, disqualification, incapacity, or for any other cause, except removal and expiration of term, the remaining trustees, if still constituting a quorum, may promptly fill such vacancy.'

The Board of Trustees has approved to amend the By-laws decreasing the number of trustees and adopting term limits.

The proposed amendment reads:

"RESOLVED, That subject to the approval of all relevant governmental authorities, the members of the Foundation hereby authorize the Foundation to amend Article IV, Section 1 of the Foundation's By-laws to read as follows:

'Section 1. Election and qualifications. There shall be a Board of Trustees composed of eleven (11) members elected every three years, from the founding, regular and sustaining members qualified to vote. No trustee shall serve for more than two consecutive terms. Voluntary renunciation of the office for any length of time shall not be considered as an interruption in the continuity of his service for the full term for which he was elected.

In case of any vacancy in the Board of Trustees by reasons of death, resignation, disqualification, incapacity, or for any other cause, except removal and expiration of term, the remaining trustees, if still constituting a quorum, may promptly fill such vacancy.'

The provision on the number of trustees on the board is found in the Sixth Article of the Articles of Incorporation.

The current provision states:

SIXTH: That the number of trustees of the Foundation shall be fifteen (15) and the trustees who are to serve upon incorporation and until their successors are elected and qualifies as provided in the By laws, are the same fifteen incorporators whose names, nationality and residence are listed above.

The Board of Trustees has met and approved to amend the Articles of Incorporation decreasing the number of trustees.

The proposed amendment reads:

“RESOLVED, That subject to the approval of all relevant governmental authorities, the members of the Foundation hereby authorize the Foundation to amend the Sixth Article of the Foundation’s Articles of Incorporation to read as follows:

SIXTH: That the number of trustees of the Foundation shall be eleven (11) and the trustees who are to serve upon incorporation and until their successors are elected and qualifies as provided in the By-laws, are the same fifteen incorporators whose names, nationality and residence are listed above.

AMENDMENT NO. 3: CHANGE DATE OF THE GENERAL ASSEMBLY

The date of the annual meeting is found Article III, Section 2 of the Foundation’s By-laws.

The current provision states:

‘Section 2. Annual Meeting. The annual meeting of the members of the Foundation shall be held on the last week in May in each year, the specific date and place of which shall be determined by the Board of Trustees.’”

The Board of Trustees has approved to amend the Article III, Section 2 of the Foundation’s By-laws changing the date of the Annual General Assembly.

The proposed amendment reads:

“RESOLVED, That subject to the approval of all relevant governmental authorities, the members of the Foundation hereby

authorize the Foundation to amend Article III, Section 2 of the Foundation's By-laws to read as follows:

'Section 2. Annual Meeting. The annual meeting of the members of the Foundation shall be held on the last week in July in each year, the specific date and place of which shall be determined by the Board of Trustees.'

AMENDMENT NO. 4: NON-ISSUANCE OF PER DIEMS

The issuance of per diems is found in the Eighth Article of the Foundation's Articles of Incorporation and in Article IV, Section 10 of the Foundation's By-Laws.

The current provision reads:

'EIGHTH: That the Foundation shall be organized and operated solely to carry out its corporate objectives are herein contained. No part of its property or income shall inure to the benefit of any person except as may be necessary to compensate reasonably consultants and staff members and to pay per diems to committee members for actual substantial services rendered in furtherance of the purposes of the Foundation. Provided, the administrative expenses shall not exceed thirty (30%) percent of the income of the Foundation.

The Board of Trustees has met and approved the amendment to the Articles of Incorporation in deleting any provision in the Eighth Article that offers per diems to board members.

The proposed amendment reads:

"RESOLVED, That subject to the approval of all relevant governmental authorities, the members of the Foundation hereby authorize the Foundation to amend the Eighth Article of the Foundation's Articles of Incorporation to read as follows:

'EIGHTH: That the Foundation shall be organized and operated solely to carry out its corporate objectives are herein contained. No part of its property or income shall inure to the benefit of any person except as may be necessary to compensate reasonably consultants and staff for actual substantial services rendered in furtherance of the purposes of the Foundation. Provided, the administrative expenses shall not exceed thirty (30%) percent of the income of the Foundation.

Directors and members of the various committees shall not receive compensation nor shall be entitled to per diems for their services to the Foundation.

The Board of Trustees has met and approved the amendment to the By-Laws removing any provision that offers per diems to board members.

The current provision reads:

‘Section 10. Compensation. Heads and members of the various committees shall not receive compensation for their services to the Foundation but shall be entitled to per diems as may be fixed by the board of trustees.

The proposed amendment reads:

“RESOLVED, That subject to the approval of all relevant governmental authorities, the members of the Foundation hereby authorize the Foundation to amend Article IV, Section 10 of the Foundation’s By-Laws to read as follows:

‘Section 10. Compensation. Heads and members of the various committees shall not receive compensation for their services to the Foundation nor shall be entitled to per diems for their services to the Foundation.

AMENDMENT NO. 5: APPOINTMENT OF AN EX-OFFICIO DIRECTOR

The Board of Trustees has met and approved the amendment to Article V of the Foundation’s By-Laws adding an ex-officio director to the list of board members.

The proposed amendment states:

“RESOLVED, That subject to the approval of all relevant governmental authorities, the members of the Foundation hereby authorize the Foundation to amend Article V, adding Section 12 of the Foundation’s by-Laws to read as follows:

Section 12. Ex-Officio Director: The ex-officio director, a position which will be filled by the outgoing president of the board, will have no voting power in board meetings.

An ex-officio director may also be head of a committee wherein he or she will be vested with such powers and duties as it may be determined.