

(NON-STOCK)

**ARTICLES OF INCORPORATION  
OF**

**SOCIETY OF ENVIRONMENTAL ENGINEERS OF THE PHILIPPINES, INC.**

(Name of Corporation)

**KNOW ALL MEN BY THESE PRESENTS:**

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a non-stock and non-profit Society under the laws of the Republic of the Philippines.

**THAT WE HEREBY CERTIFY:**

**FIRST:** The name of the said Society shall be:

**SOCIETY OF ENVIRONMENTAL ENGINEERS OF THE PHILIPPINES, INC. (SEEP)**

**SECOND:** That the purposes for which such Society is incorporated are:

1. To provide an avenue to foster concerted efforts among environmental engineering practitioners in the country towards addressing professional growth, mutual welfare and concerns, advancement of knowledge in environmental engineering and allied fields, and such other matters that affects the profession of environmental engineering.
2. To ensure coordinated efforts among its members in addressing community concerns affecting the environment through full participation in the development of strategic plans in environmental management campaigns, functional partnership with pertinent environment cause-oriented NGOs, environmental awareness initiatives, and by acting as repository and conduit of environmental knowledge and information.
3. To foster sustained relevant researches, innovations, and technology advancements in collaboration with the academe, local government units, private entities, and international links and partners.
4. To initiate, propose and lobby with the legislature, the Professional Regulations Commission, and the government as a whole, in all measures affecting the environment and the practice of environmental engineering.
5. To organize conventions, seminars, symposia, workshops, trainings, and research congresses to provide avenue for exchanging of knowledge and know-how in

environmental engineering fields, and as well as to secure the continuing of professional education among environmental engineering practitioners.

6. To undertake such fundraising activities as the Society may deem expedient and worthwhile.
7. To do and perform any other acts and to exercise other powers which may be necessary, convenient and appropriate to accomplish the purposes for which the Society is organized.

**THIRD:** That the place where the principal office of the Society is to be established at:

No. /Street Talon-Talon (if applicable)  
City/Town Zamboanga Province \_\_\_\_\_

**FOURTH:** That the term for which the Society is to exist is fifty (50) years from and after the date of issuance of the Certificate of Incorporation.

**FIFTH:** That the names, nationalities, and residences of the incorporators of the Society are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b> (Complete Address)
<u>Jihan H. Adil</u>	<u>Filipino</u>	<u>Talon-Talon, Zamboanga City</u>
<u>Lizamy R. Laping</u>	<u>Filipino</u>	<u>Sta. Maria, Zamboanga City</u>
<u>Juriel L. Pollisco</u>	<u>Filipino</u>	<u>San Roque, Zamboanga City</u>
<u>Romulo R. Sevilla</u>	<u>Filipino</u>	<u>CanelarMoret, Zamboanga City</u>
<u>Jeanette R. Cuico</u>	<u>Filipino</u>	<u>Mampang, Zamboanga City</u>
<u>Wilfredo R. Alejado</u>	<u>Filipino</u>	<u>Sto. Niño, Zamboanga City</u>
<u>Lilibeth E. Padua</u>	<u>Filipino</u>	<u>Ayala, Zamboanga City</u>
<u>Eduardzon S. Estandian</u>	<u>Filipino</u>	<u>CanelarMoret, Zamboanga City</u>
<u>Ritche D. Somoza</u>	<u>Filipino</u>	<u>San Roque, Zamboanga City</u>
<u>Elsielyn N. Eliseo</u>	<u>Filipino</u>	<u>Recodo, Zamboanga City</u>
<u>Laura C. Flores</u>	<u>Filipino</u>	<u>Baliwasan, Zamboanga City</u>
<u>Abdl-monar J. Adil</u>	<u>Filipino</u>	<u>Talon-Talon, Zamboanga City</u>
<u>Flora Mae C. Samosa</u>	<u>Filipino</u>	<u>Malagutay, Zamboanga City</u>

**SIXTH:** That the number of trustees of the Society shall be **Thirteen (13)** and that the names, nationalities and residences of the first trustees of the Society are as follows:

<b>Name</b>	<b>Nationality</b>	<b>Residence</b> (Complete Address)
<u>Jihan H. Adil</u>	<u>Filipino</u>	<u>Talon-Talon, Zamboanga City</u>

<u>Lizamyl R. Laping</u>	<u>Filipino</u>	<u>Sta. Maria, Zamboanga City</u>
<u>Juriel L. Pollisco</u>	<u>Filipino</u>	<u>San Roque, Zamboanga City</u>
<u>Romulo R. Sevilla</u>	<u>Filipino</u>	<u>CanelarMoret, Zamboanga City</u>
<u>Jeanette R. Cuico</u>	<u>Filipino</u>	<u>Mampang, Zamboanga City</u>
<u>Wilfredo R. Alejado</u>	<u>Filipino</u>	<u>Sto. Niño, Zamboanga City</u>
<u>Lilibeth E. Padua</u>	<u>Filipino</u>	<u>Ayala, Zamboanga City</u>
<u>Eduardzon S. Estandian</u>	<u>Filipino</u>	<u>CanelarMoret, Zamboanga City</u>
<u>Ritche D. Somoza</u>	<u>Filipino</u>	<u>San Roque, Zamboanga City</u>
<u>Elsielyn N. Eliseo</u>	<u>Filipino</u>	<u>Recodo, Zamboanga City</u>
<u>Laura C. Flores</u>	<u>Filipino</u>	<u>Baliwasan, Zamboanga City</u>
<u>Abdl-monar J. Adil</u>	<u>Filipino</u>	<u>Talon-Talon, Zamboanga City</u>
<u>Flora Mae C. Samosa</u>	<u>Filipino</u>	<u>Malagutay, Zamboanga City</u>

**SEVENTH:** That the capital of the Society was contributed by the incorporators and trustees who are also members of the Society as follows:

<b>Name</b>	<b>Contribution</b>
<u>Jihan H. Adil</u>	<u>Php 200.00</u>
<u>Lizamyl R. Laping</u>	<u>Php 200.00</u>
<u>Juriel L. Pollisco</u>	<u>Php 200.00</u>
<u>Romulo R. Sevilla</u>	<u>Php 200.00</u>
<u>Jeanette R. Cuico</u>	<u>Php 200.00</u>
<u>Wilfredo R. Alejado</u>	<u>Php 200.00</u>
<u>Lilibeth E. Padua</u>	<u>Php 200.00</u>
<u>Eduardzon S. Estandian</u>	<u>Php 200.00</u>
<u>Ritche D. Somoza</u>	<u>Php 200.00</u>
<u>Elsielyn N. Eliseo</u>	<u>Php 200.00</u>
<u>Laura C. Flores</u>	<u>Php 200.00</u>
<u>Abdl-monar J. Adil</u>	<u>Php 200.00</u>
<u>Flora Mae C. Samosa</u>	<u>Php 200.00</u>
<b>Total</b>	<b><u>Php 2,600.00</u></b>

**EIGHTH:** That no part of the income which the Society may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the provisions of the corporation code on dissolution. Any profit obtained by the Society as a result of its operation, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II to the provision of Title XI of the Corporation Code of the Philippines.

**NINTH:** That Jeanette R. Cuico has been elected by the members as Treasurer of the Society to act as such until his/her successor is duly elected and qualified

in accordance with the by-laws; and that as such Treasurer, he/she has been authorized to receive for and in the name and for the benefit of the Society all contributions or donations paid or given by the members.

**TENTH:** That the incorporators undertake to change the name of the corporation immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, confusingly similar to e registered name, or contrary to public morals, good customs or public policy.

**ELEVENTH:** That the Society shall comply with the requirements for non-stock corporations in the course of its operation.

**BY-LAWS**  
**OF**  
**SOCIETY OF ENVIRONMENTAL ENGINEERS OF THE PHILIPPINES, INC.**  
(Name of Corporation)

**ARTICLE I**  
**MEETINGS**

**Section 1.** Annual Meetings - The annual meeting of the members shall be held every last quarter of each year during the annual convention. The President shall render a report to the members regarding the activities of the Society. The election of officers shall also be held during this regular meeting. The Board of Trustees shall determine the date, time and place for the meeting.

**Section 2.** Special Meetings - Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees, the President, or upon petition of 1/3 of the general membership.

**Section 3.** Notices - Notices of the time and place of annual and special meetings of the members shall be given either personally, by postal mail, or electronically at least two (2) weeks before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.

**Section 4.** Quorum - A quorum for any meeting of the members shall consist of 30 percent of the members in good standing and a majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code of the Philippines requires the affirmative vote of a greater proportion.

**Section 5.** Order of Business - The order of business at the annual meeting of the members shall be as follows:

- a. Proof of service of the required notice of the meeting.
- b. Proof of the presence of a quorum.
- c. Approval of Agenda
- d. Reading and approval of the minutes of the previous annual meeting.
- e. Unfinished business.
- f. Report of the President.
- g. Report of the Treasurer
- h. New Business
- i. Election of the Trustees (every two year interval).
- j. Other matters.

**Section 6.** Voting - Each member shall be entitled to one vote, the manner of which shall be according to the rules and regulations promulgated by the Committee on Election which shall not be limited to voting in person.

Section 7. Official meetings may be conducted using alternative platforms.

## **ARTICLE II**

### **TRUSTEES**

**Section 1.** Board of Trustees - The corporate powers of the Society shall be exercised, its businesses conducted and its property controlled by the Board of Trustees which shall be composed of fifteen (15) members.

**Section 2.** Qualifications - The trustees to be elected shall possess the following qualifications at the time of the election:

- a) must be a regular member;
- b) must be a member in good standing for at least two (2) consecutive fiscal years inclusive of the fiscal year of the date of election.

**Section 3.** Disqualification of Trustees or Officers - No member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his election or appointment, shall qualify as a trustee or officer.

**Section 4.** Term of Office of Trustees - The trustees shall hold offices for two years and until their successors are duly elected and qualified.

## **ARTICLE III**

### **OFFICERS**

**Section 1.** Officers - The officers of the Society shall be a President, a Vice-president, a Secretary, a Treasurer, an Auditor and a Public Information Officer (PIO). They shall be elected by the Board of Trustees from among themselves, within 10 days after election.

**Section 2.** Term of Office - All officers of the Society shall hold office for two years and until their successors are duly elected and qualified.

## **ARTICLE IV**

### **FUNCTIONS & POWERS OF OFFICERS**

**Section 1.** President - The President shall be the Chief Executive officer of the Society. The President shall have the following functions:

- i. Preside in all meetings of the members of the Society and the Board of Trustees;

- ii. Execute all resolutions of the Board of Trustees;
- iii. Shall be charged with directing and overseeing the activities of the Society; and
- iv. Submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the Society for the fiscal year under his term.

**Section 2.** Vice-President. - The Vice-President, if qualified, shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter and shall perform other duties that may be assigned by the Board of Trustees.

**Section 3.** Secretary - The Secretary shall:

- i. Prepare all notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose;
- ii. Keep the seal of the Society and affix such seal to any paper or instrument requiring the same;
- iii. Have custody of the members register and the correspondence files of the Society; and
- iv. Perform all such other duties and work as the Board of Trustees may from time to time assign.

**Section 4.** Treasurer - The Treasurer shall:

- i. Have the charge of the funds, receipts, and disbursements of the Society;
- ii. Keep all moneys and other valuables of the Society in such banks as the Board of Trustees may designate;
- iii. Keep and have charge of the books of accounts; and
- iv. Perform such other duties and functions as may be assigned from time to time by the Board of Trustees.

The Treasurer shall post a bond in such amount as may be fixed by the Board of Trustees.

**Section 5.** Auditor - The Auditor shall:

- i. Conduct regular monthly and annual audit, verify, and examine all financial accounts of the SEEP;
- ii. Review the entries in the Books of Accounts of the SEEP;
- iii. Attest to the correctness of the budgetary reports of the Treasurer; and
- iv. Periodically render an audit report to the Board of Trustees and the General Membership.

**Section 5.** Public Information Officer (PIO) - The Public Information Officer shall:

- i. Have the charge of information dissemination, give out notices and updates of the activities of the Society; H
- ii. Inform the members and the Board of Trustees of any scheduled meeting or special meeting called for a given purpose in any manner of communication; and
- iii. Perform such other duties and functions as may be assigned to him from time to time by the Board of Trustees.

The PIO shall also sit as chair of the Communications and Information Committee.

## **ARTICLE V STANDING COMMITTEES**

Section 1. To ensure coordination and efficiency in the transaction of all Society matters and in order to fully realize the objectives of this Constitution and By-Laws, the following Standing Committees are hereby created and constituted:

- a) Membership Committee. It shall devise means, programs, and strategies to increase membership, and receive and process all applications for membership and make recommendations thereof to the Board of Trustees. It shall implement the rules, regulations and decisions as may be promulgated by the Board of Trustees or the General Assembly for the admission of members.
- b) Grievance Committee. It shall investigate internal disputes in accordance with the procedure which shall be issued and promulgated by the Board of Trustees. Findings of the grievance committee shall be submitted for decision of the Board of Trustees.
- c) Welfare and Well-being Committee. This committee shall solicit or prepare proposals of programs, projects, and activities that shall advance or promote, as well as protect the general welfare and well-being of the members, and the implementation of those that shall be approved by the Board of Trustees and/or the General Assembly.
- d) Ways and Means Committee. This committee shall be responsible for generating funds to finance some of the programs and activities of the Society, which could not be otherwise funded by the local funds or contributions from the members.
- e) Education and Professional Development Committee. This committee shall propose and implement approved programs and projects that shall promote the continuing education and professional development primarily of the members. It shall facilitate the conduct of symposia, trainings, and seminars necessary for the growth and development of the members and the public in general.
- f) Extension and Community Involvement Committee. This committee shall propose and implement approved programs and projects for extension and community involvement.
- g) Communications and Information Committee. This committee shall be responsible for all publications and publicity activities of the Society, including the development and maintenance of a website. The PIO shall be the Chair of this committee.

Section 2. Each committee shall be headed by a Chairperson to be appointed by the Board of Trustees from among themselves. The Committee Chairperson shall



recommend four (4) individuals from the general membership to serve as members, to be confirmed by the Board of Trustees.

## **ARTICLE VI MEMBERS**

**Section 1.** Qualifications for Membership - Members shall be classified as either regular, associate or honorary members with its corresponding qualifications indicated in the succeeding provisions.

**Section 2.** Regular Membership. – The following shall be the qualifications for regular membership:

- i. Holds a Bachelor of Science in Environmental Engineering or its equivalent;  
or
  - ii. Master's or Doctoral in Environmental Engineering or its equivalent, or
  - iii. A degree in any field of engineering with at least five (5) years of environmental engineering practice,
- b. Has a good reputation and good moral values;
  - c. Has not been convicted by the court of any offense involving moral turpitude

**Section 3.** Associate Membership - The following shall be the qualifications for an associate membership:

- a. Holds:
  - i. an Associate of or holds a Certificate in Environmental Engineering, or
  - ii. a degree in any field of engineering with at least two (2) years of environmental engineering practice; or
  - iii. a degree in any field of engineering with completed academic requirements (CAR) for master's or doctorate degree in environmental engineering or its equivalent.
- b. Has a good reputation and good moral values.
- c. Has not been convicted by the court of any offense involving moral turpitude.

**Section 4.** Honorary Membership - Honorary Membership in the Society is an award that recognizes distinguished service to the environmental engineering profession. Awardees are selected by the Board of Trustees from nominees consisting of truly outstanding individuals who have significantly furthered the purposes of the Society. Rules for the award shall be formulated by the Board of Trustees and approved by the General Assembly.

**Section 5:** Member in Good Standing (MIGS) – A member in good standing is one who complies with all the duties and responsibilities stipulated under Section 8. However, a member may lose the MIGS status only after due notice and process.

**Section 6.** Rights of a Regular Member - A regular member in good standing shall have the following rights:

- a. To exercise the right to vote on all matters relating to the affairs of the Society;
- b. To be eligible to any elective or appointive office of the Society;
- c. To participate and vote in all deliberations/meetings of the Society;
- d. To avail of all the facilities of the Society; and
- e. To examine all the records or books of the Society during business hours.

**Section 7.** Rights of an Associate Member- An associate member in good standing shall have all the rights of the regular members except to be elected in any position in the Society.

**Section 8.** Duties and Responsibilities of a Member - A member shall have the following duties and responsibilities:

- a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the Society from time to time;
- b. To attend all meetings of the Society;
- c. Attend National Conventions except absence for valid reasons; and
- d. To pay membership dues and other assessments of the Society regularly.

## **ARTICLE VII**

### **SUSPENSION, EXPULSION & TERMINATION OF MEMBERSHIP**

Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the Society.

Any member of the Society may file charges against a member through a written complaint with the Secretary of the Society. The Grievance Committee shall convene to investigate and consider the charges. Investigation report and recommendation by the Committee shall be conveyed to the Board of Trustees for resolution. The affirmative vote of the majority of the trustees shall be necessary to suspend a member; Provided that where the penalty is expulsion, the affirmative vote of at least two-thirds of all the members of the Board of Trustees shall be necessary.

## **ARTICLE VIII**

### **FUNDS**

**Section 1.** Funds - The funds of the Society shall be derived from registration and admission fees, annual dues and special assessments of members, gifts, or donations, and such other engagements where the Society generates incidental revenues.

**Section 2.** Disbursements - Withdrawal from the funds of the Society, whether by check or any other instrument shall be signed by the Treasurer and countersigned by the President. If necessary, the Board of Trustees may designate other signatories.

**Section 3.** Fiscal Year - The fiscal year of the Society shall be from January 1<sup>st</sup> to December 31<sup>st</sup> of each year.

## **ARTICLE IX CHAPTERS**

**Section 1.** Chapters may be organized by SEEP members in their respective regions, to afford them common understanding and approach to the problems, challenges and opportunities related to the profession. Members situated in their locality will have more effective and expeditious response to any matter involving the organization in said region.

**Section 2.** Chapters may be formed in a city, town, province or regions by minimum of fifteen (15) regular SEEP members (MIGS) subject to the approval of the Society Board of Trustees.

**Section 3.** Chapter Accreditation. For accreditation as a component Chapter of the Society, a newly organized chapter should comply with the following requirements:

- i. Application for accreditation;
- ii. Submission of a list of members;
- iii. Submission of a list of officers duly elected in accordance with the provisions of the SEEP CBL; and
- iv. Payment of the required chapter accreditation fee as prescribed by the Society Board of Trustees.

**Section 4.** Chapter Autonomy. Every chapter is autonomous in the conduct of its affairs but in a manner consistent with the Constitution and By-laws, policies and directions of the Society.

**Section 5.** Chapter Officers. All component chapters shall have the same set of officers and standing committees with that of the Society; provided that a Chapter is free to create other committees it may deem necessary. The Chapter shall hold an election every two years.

**Section 6.** If deemed necessary, the Chapter, in addition to the annual membership fee, may impose additional assessment to its members to support its expenses.

**Section 7.** The Chapter can facilitate application of new members; however, the Society Board of Trustees shall confirm said application.

**Section 8.** Collection. Entrance and annual dues shall be collected by chapters of which 40% of the entrance fees and 40% of all annual membership dues to be remitted to the Society.

**Section 9.** The chapter shall submit an annual report which shall, among others, contain the following:

- v. List of officers as provided for in SEEP CBL;
- vi. List of members in good standing classified accordingly;

- vii. Annual Accomplishment report;
- viii. Annual Financial report; and
- ix. Recommendations for organizational development.

Section 10. Members who do not belong to any chapter shall be, or continue to be, direct members of the Society. To avoid confusion, the term CHAPTER shall pertain or refer to the organization and affairs of the sub-group; and SOCIETY to mean the main, over-all, or national organization.

## **ARTICLE X CORPORATE SEAL**

**Section 1.** Form - The corporate seal of the Society shall be in such form and design as may be determined by the Board of Trustees

## **ARTICLE XI AMENDMENTS OF THE BY-LAWS**

**Section 1.** Amendments - These by-laws, or any provision thereof, may be amended or repealed by a majority vote of the members and by a majority vote of the Board of Trustees at any regular or special meeting duly held for the purpose. The Board of Trustees shall revisit this Constitution and By-Laws every four years to ensure responsiveness of the provisions.

## **ARTICLE XII TRANSITORY PROVISIONS**

Section 1. Transitory Officers. All officers and members of the Board of Trustees elected prior to the adoption of this Constitution and By-Laws shall continue to exercise the functions of their offices until the next set of officers shall have been elected and qualified.

Section 2. Repealing Clause. All provisions of the previous Constitution and By-laws, and rules and regulations inconsistent herewith are hereby repealed, upon the effectivity of this amended CBL.

Section 3. Effectivity. This amended/revised Constitution and By-laws of the SEEP shall take effect immediately upon its ratification by the General Assembly.