

Republika ng Pilipinas

PAMBANSANG PANGASIWAAN NG PATUBIG
(NATIONAL IRRIGATION ADMINISTRATION)

Tanggapan ng Tangapangasiwa
Langrad ng Quezon

Tel. Nos. 97-60-71 to 78

Cable Address: NIAPHIL

MC # 43, S. 1990

MEMORANDUM CIRCULAR

**T O : ALL REGIONAL IRRIGATION MANAGERS/OPERATIONS
MANAGERS-MRIIS AND UPRIIS/PROJECT MANAGERS
INSTITUTIONAL DEVELOPMENT DIVISION MANAGERS/
IRRIGATION SUPERINTENDENTS, PROVINCIAL IRRIGATION
ENGINEERS AND ALL OTHERS CONCERNED**

**SUBJECT : REVISED PRO-FORMA OF ARTICLES OF INCORPORATION AND
BY-LAWS FOR NIA-ASSISTED IRRIGATORS ASSOCIATIONS (IAs)**

Furnished herewith is a revised pro-forma of Articles of Incorporation and By-Laws together with a new General Information Sheet (GIS) forms for use of all NIA-assisted and organized irrigators associations.

The revision was made in the light of recent developments in the operation of the IA. Aside from their participation in the operation and maintenance activities, the IAs are anticipated to engage in economic/livelihood agricultural activities and services to enhance the member's economic conditions. The revision was sanctioned by the Securities and Exchange Commission (SEC) to conform with the requirements of the Corporation Code of the Philippines.

The use of the model shall take effect immediately upon receipt to expedite the registration processes. The documents should be prepared in a legal or long size paper.

This circular modifies in whole or in part MC No. 26 S. 1987 or other issuances inconsistent herewith.

Please be guided accordingly.

JOSE B. DEL ROSARIO, JR.
Administrator

July 06, 1990

ARTICLES OF INCORPORATION OF
_____ IRRIGATORS' ASSOCIATION, INC

KNOW ALL MEN BY THESE PRESENTS:

THAT WE, the undersigned Incorporators all of legal ages. Filipino and residents of the Municipality of _____ province of _____, Philippines, have on this day, voluntarily associated ourselves for the purpose of forming a non-stock and non-sectarian association under the laws of the Philippines.

ARTICLE I

The name of the Association shall be _____
_____ Irrigators' Association, Inc.

ARTICLE II

That the purposes for which the Association is organized are:

1. To cooperate in the operation and maintenance of the Irrigation system or a portion thereof with National Irrigation Administration (NIA) in preparation for the eventual turn-over of the same under such terms and conditions that the NIA Board may impose;
2. To serve as a channel for government and private agencies in providing technical and financial assistance to farmer-members;
3. To manage and establish, maintain and operate economic/livelihood activities and services for its members;
4. To assist or act as agent or representative of its members in marketing their produce;
5. To acquire loans from the government through any of its lending institutions for productive agricultural purposes;
6. To do and perform any other acts and to exercise other power which may be necessary, convenient and appropriate to accomplish the purpose for which the association is organized.

ARTICLE III

The principal office of the Association is located in _____.

ARTICLE IV

The term for which the Association is to exist is Fifty (50) years from and after the issuance of the Certificate of Incorporation.

ARTILCE V

The names, nationalities and residences of the incorporators of the association are as follows:

NAME	NATIONALITY	RESIDENCE
-----	-----	-----
1.		
2.		
3.		
4.		
5. (NOT LESS THAN 5 BUT NOT MORE THAN 15)		

ARTICLE VI

The number of directors of the Association shall be _____ () and the name, nationalities and residences of the first members of the board of the Association are as follows:

NAME	NATIONALITY	RESIDENCE
-----	-----	-----
1.		
2.		
3.		
4.		
5. (SHOULD BE NOT LESS THAN 5)		

ARTICLE VII

That the association being non-stock shall derive its funds from any or all of the following:

- a. Membership fees, annual dues and fines paid by members
- b. Remuneration from contract with NIA.
- c. Proceeds derived from income generating activities of the association.

ARTICLE VIII

The present members are those appearing in the attached list. List of additional members shall be submitted from time to time to the Securities and Exchange Commission.

ARTICLE IX

The initial capital of the association is _____ (P) as total membership fee and contribution of the members.

ARTICLE X

That _____ has been elected by the members as Treasurer and to act as such until his successor is duly elected and qualified, and that as Treasurer he is authorized to receive for and in the name of the association all contributions or donations paid or given by the members.

IN WITNESS HEREOF, we have affixed our signature in _____, Philippines, this _____ day of _____, 199____.

INCORPORATORS

Printed Name

Signature

- 1.
- 2.
- etc.

SIGNED IN THE PRESENCE OF:

_____(1)_____
Printed Name

_____(2)_____
Printed Name

(Notarial Acknowledgement follows as next page)

Attachments:

1. Letter of undertaking, 2. Modus Operandi, 3. List of present members, 4. First BOD Resolution or Secretary's Affidavit stating that the association shall comply with the SEC requirements for non-stock corporation dated May 24, 1963 in the course of its operation, 5. List of contribution to the capital of the Association, 6. Registration data sheet

MODUS OPERANDI OF

IRRIGATORS' ASSOCIATION, INC.

The Association is non-stock and non-sectarian voluntarily formed by the farmer-water-users within the service area of _____ irrigation system.

The members shall abide by the terms and conditions of membership; its funds shall be derived from membership fees, penalties and fines paid by the members, grains marketing, assemblage fees; donations and contributions from sources other than the members as may be legally authorized by law, and from loans from government lending institutions.

The association shall serve as a channel for government and private agencies in the provision of technical and financial assistance to members; enter into contract with NIA in the operation and maintenance of the irrigation system; engage in economic/livelihood agricultural activities and services to augment members income; and to perform any other acts as may be necessary and appropriate to enhance the members' economic condition.

Secretary

REGISTRATION DATA SHEET

Registration No. _____

Date _____

<input type="checkbox"/> Stock	(Name of Association)	Do not fill
	(Address)	URBAN CODE
	(Nature of Business) Agricultural (Non-Stock)	
Authorized	Subscribed Capital	Paid-up Capital
Subscribed Capital Stock		Paid-up Capital
NATIONALITY FILIPINO	CONTRIBUTED CAPITAL	NATIONALITY FILIPINO
		AMOUNT

Incorporators
(Start with Incorporators with highest share holding)

NAME	AMOUNT CONTRIBUTED	NATIONALITY	TAX ACCOUNT #
1.			
2.			
3.			
4.			
5.			
6.			
7.			
8.			
9.			
10.			
11.			
12.			
13.			
14.			
15.			

I hereby certify that the information given in the foregoing is true and correct.

(Date)

(Representative)

BY-LAWS OF _____
Irrigators Association Inc.

ARTICLE I

NAME, DOMICILE AND PURPOSE

The name, domicile and purposes of the association are those set in its Articles of Incorporation. .

ARTICLE II

MEMBERSHIP

Section 1. QUALIFICATIONS FOR MEMBERSHIP

Membership shall be opened to actual cultivators. Actual cultivators may either be an agricultural lessee, amortizing owner, owner cultivator or tenant provided he is authorized by the owner.

Section 2. APPLICATION FOR MEMBERSHIP

Application for membership shall be made in writing using the prescribed "Membership Application and Agreement forms (MAA) (IA form 1 & 2) and shall be submitted by the Turn Out Service Area Group (TSAG) chairman to the Board of Directors (BOD) thru its Secretary. Such membership application shall be subject to the provisions of section 1 of this article; a majority of the Board of Directors shall admit the applicant for membership. Notice of said admission shall be communicated by the Secretary to the applicant thru the TSAG chairman within five (5) days after the Board action.

Section 3. MEMBERS IN GOOD STANDING

A member in good standing is one who complies with the duties set forth in Article III section 1 of this By-Laws as well as the terms and conditions of the Membership Agreement.

ARTICLE III

RIGHTS AND RESPONSIBILITIES OF MEMBERSHIP

Section 1. DUTIES AND RESPONSIBILITIES

1. Understand and faithfully obey the By-Laws and membership agreement and such other rules and regulations as may be promulgated by the Board and TSAG leaders.

2. Attend and participate actively in all meetings and conferences that may be called by duly constituted authorities and encourage others to do the same.
3. Promptly pay his irrigation service fee (ISF), due the National Irrigation Administration, and other financial obligations.
4. Choose capable leaders.
5. Contribute personal services in the maintenance of irrigation facilities and other collective undertakings of the association.
6. Use the services of the association.
7. Cooperates and work jointly with co-irrigators and the National Irrigation Administration in the proper management, operation, use and maintenance of all terminal irrigation facilities and other appurtenant structures within the area.
8. Contribute as much capital to the association as needed and be alert and vigilant regarding the disposition of funds and properties.
9. Study and prepare oneself to become knowledgeable and competent official when the time comes.
10. Defend the association when other people give wrong information about it.
11. Refrain from asking special favor.
12. Participate in the procurement of farm inputs, selling and marketing of farm products that may be adopted or initiated by the association.

Section 2. RIGHTS AND PRIVILEGES

1. Attend training and seminars intended to enrich their knowledge.
2. Exercise the right to vote on all matters brought before any meeting of the members and to actively participate in all deliberations.
3. Be available to any elective/appointive position in the association if not otherwise disqualified.
4. Avail of any assistance, services, benefits and facilities of the association upon compliance with the conditions and requirements thereof.
5. Examines the book of accounts and other records of the association at reasonable times during business days.

ARTICLE IV

SUSPENSION, EXPULSION & TERMINATION OF MEMBERSHIP

Section 1. SUSPENSION OF MEMBERSHIP

Membership may be suspended on the following grounds:

1. Failure to pay annual dues, contributions or has willfully failed to comply with the duties as members as well as the terms and conditions of the membership agreement.
2. Culpable act prejudicial to the welfare of members like destruction and obstruction of irrigation canals, farm ditches and other structures thus preventing the smooth conveyance of water, and;
3. Flagrant violations of the provisions of the By-Laws and other rules and regulations promulgated by the Board.

Section 2. EXPULSION

In addition to the offenses enumerated in section 1 of Article IV, the Board shall have summary power by a vote of two-thirds (2/3) of its members to expel any member for a conduct which in the opinion of the Board disturbs the order, dignity, or damage the integrity of the organization or from any conduct in violation of this by-laws or the rules or regulations of the association.

Section 3. TERMINATION OF MEMBERSHIP

1. Loss of ownership, right of possession of the land or authority to cultivate the same in respect of which he has applied for membership; and
2. Death of a member shall automatically terminate his membership. The liability of a deceased member shall devolve upon his rightful heir/successor provided such heir/successor qualifies and admitted to the association.

Section 4. FINES AND PENALTIES

Any member found guilty of the offenses enumerated in section 1 of this article may, after hearing the case, be penalized by the Board by a fine or suspension from membership as the Board may decide. Suspension of membership will deprive the member of his rights and privileges.

Section 5. REINSTATEMENT OF MEMBERSHIP

A suspended member may upon compliance of punishment be reinstated by the Board. Such reinstatement may be decided by a majority vote of the members of the Board of Directors in a meeting called for the purpose.

ARTICLE V

FEES AND DUES & SOURCES OF FUNDS

Section 1. MEMBERSHIP FEE

Every prospective member must pay a membership fee of P_____ upon filing of membership application. Such fee is refundable if the application is rejected but not with the termination or withdrawal from membership.

Section 2. ANNUAL DUES

An annual fee of P_____ shall be paid by every member in January of each year to help defray administrative and operational expenses of the association.

Section 3. CONTRIBUTION

The association may raise funds for its activities through contribution or donation either in cash or in kind and through benefit programs considered appropriate and legal for the purpose.

Section 4. FINES & PENALTIES

The association may impose fine on members who are absent from meetings and conferences and those who do not participate in maintenance work, and violate association rules or regulations in the amount to be fixed by the BOD.

Section 5. REMUNERATION FROM CONTRACT WITH NIA

Proceeds derived from contract with the National Irrigation Administration which may include Irrigation Service Fee collection incentive, compensation from undertaking maintenance work, bonuses, etc.

Section 6. OTHER SOURCES

Proceeds derived from other income generating activities of the association.

ARTICLE VI
M E E T I N G S

Section 1. FISCAL YEAR

The fiscal year of the association commences on the first day of January and ends on the last day of December of the same year.

Section 2. ANNUAL MEETINGS

All the members of the turnout service area groups (TSAGs) which collectively compose the entire membership of the association shall meet in the the association's office on the 15th day of January each year to elect the members of the Board and discuss other business. Upon election, the Board shall meet to elect officers of the association.

Section 3. REGULAR MEETINGS

The TSAGs and the Board will hold their regular meetings once a month on the date and time agreed by them.

Section 4. SPECIAL MEETINGS

Special meetings may be called anytime upon request of at least fifty one percent of the entire membership in good standing.

Section 5. QUORUM

Unless otherwise provided for in the By-laws, a simple majority of the members shall constitute a quorum.

Section 6. NOTICE OF MEETING

Notice of every annual, regular or special meetings shall be delivered personally to all members three days before such meetings. In addition, a copy of such notice shall be posted for such period in conspicuous or frequented places within the premises of the association office. Notice of meetings shall include the purpose(s), the date, time and place of such meeting.

Section 7. ORDER OF BUSINESS

The order of business unless otherwise provided shall be as follows:

1. Call to order
2. Roll call and proof of quorum
3. Reading of and action on the minutes of the previous meeting
4. Report of officers and committees
5. Unfinished business (if any)
6. Recommendations and Proposals
7. Approval of the budget for the Ensuing Year (if annual meeting)
8. Election of officers (if annual meeting)
9. Action Reflection
10. Adjournment

ARTICLE VII

THE GENERAL ASSEMBLY

Section 1. THE GENERAL ASSEMBLY

The general assembly is composed of all bona-fide members in the area within the jurisdiction of the association. For proper and efficient water use and management the members are grouped into turnout service area group (TSAGs). TSAGs therefore collectively are also the General Assembly. As such they are the highest management authority and final decision-maker in the association.

Section 2. POWERS OF THE GENERAL ASSEMBLY

The general assembly shall have the following powers:

1. To hear and pass upon the reports of the board of directors and officers of the association.
2. To make final decision regarding any drastic change in the financial policies.
3. To elect and remove directors, officers and committee members for cause.
4. To act as final arbiter in any dispute or disagreement which may arise between or among the members of the Board.
5. To adopt or amend the Articles of Incorporation and By-laws of the association.
6. To elect the members of the Board.
7. To act and exercise final authority in all matters affecting the association except those delegated to the Board.
8. To dissolve the Board for cause and to constitute a new one.

ARTICLE VIII

BOARD OF DIRECTORS AND COMMITTEE

Section 1. THE BOARD OF DIRECTORS (BOD)

The BOD shall be the governing body authorized by the members to manage the affairs and business of the association. It is a policy making body and must function as a group. No actions and thinking of the individual board member shall become official unless previously adopted and approved by the whole board.

All corporate powers of the association except those specifically reserved to or conferred upon the general assembly are vested in the BOD.

Section 2. COMPOSITION, NUMBER AND MANNER OF ELECTION OF THE BOARD

The affairs and business of the association shall be managed by ____ members of the Board who shall be elected by the members of the association during their annual meeting.

Section 3. QUALIFICATIONS OF THE BOARD OF DIRECTORS

1. Must be a member in good standing;
2. Must know how to read and write;
3. Must possess good moral character;
4. Can lead farmers meeting effectively;
5. Must be actually engaged in farming;
6. Must not be less than eighteen (18) years old;
7. Must be an elected TSAG chairman;
8. Must have time and willing to serve;
9. Must not be holding any elective position in the government higher than Barangay councilman; and
10. Must be a Filipino citizen.

Section 4. DISQUALIFICATION FOR BOARD OF DIRECTORS

Any of the following are disqualified to be voted upon to the position of director and must not continue as such:

1. Holding any elective position in the government, except that of barangay councilman;
2. Having conflicting interest with the business of the association;
3. Having been absent for three (3) consecutive board meetings without excuse;
4. Being a part time or full time employee of the association;

5. Having been convicted of any crime involving moral turpitude, gross negligence, or gross misconduct in the performance of his duties or found culpable in any administrative case involving such offenses;
6. Facing as a respondent or defendant on administrative proceeding or civil suit involving financial and/or property accountability; and
7. Having been involved/associated with any past anomalies in any farmers organization.

Section 5. TERMS OF OFFICE

The board of directors shall hold office for a term of one (1) year until the election and qualification of their successors.

Section 6. ELECTION OF OFFICERS

The board of directors shall meet upon their election and elect from among themselves by secret ballot, the president and other officers of the association each of whom shall hold office in accordance with the provision of Section 5 of this Article, unless sooner removed for cause.

Section 7. VACANCIES

Whenever a vacancy occurs in the position of a director through death, resignation or otherwise except by removal or expiration of term, the remaining members of the board if still constituting a quorum shall by majority vote elect a successor who shall serve only for the unexpired term of his predecessor.

Section 8. OFFICERS SUCCESSION

In case the president and vice-president of the association are incapacitated to perform their function as when they are facing charges, the Board shall elect from among themselves a temporary chairman and vice chairman. They shall hold office until the resolution of the case.

Section 9. REMOVAL OF DIRECTOR

Any member of the association may bring charge(s) against a director by filing them in writing thru the Secretary of the association together with a petition signed by at least five (5) members in good standing. The president of the association or his authorized representative shall convene the members in a regular

or special meeting called for the purpose. The affirmative vote of 2/3 of the entire members entitled to vote shall be required to remove the director in question. The director against whom charges have been brought, shall be informed in writing of the charges against him at least ten (10) days before the meeting and shall have the opportunity to be heard in person or by a counsel. The person(s) bringing the charges shall have the same opportunity.

Section 10. CAUSES FOR REMOVAL

Aside from the circumstances enumerated in Section 4 Article VIII, any director of the association may be removed from office after a hearing in a regular or special meeting by a two-thirds (2/3) of the members entitled to vote for the following offenses:

1. Making a profit or secret profit out of his official position. He must return to the association the benefit or any advantage which he has already received.
2. Conviction by final judgment of any offense as provided in this by-laws of the association.
3. Appropriating unreasonable allowance, honorarium and other form of benefits without authorization by the majority of all TSAGs.
4. Willfully and knowingly vote for and approve an unlawful act of the association or guilty of gross negligence or bad faith in directing the affairs of the association or acquire any personal or pecuniary interest in conflict with their duty as such, directors shall be jointly and severally liable for all damages resulting therefrom suffered by the members.
5. Failure to consult his TSAG regarding disposition of funds; and
6. Failure to report decisions of the Board regarding disposition of funds.

Section 11. HONORARIUM OF REIMBURSABLE EXPENSES

The Board of Directors shall serve without compensation until such time that the association is capable. Such amount is subject to the approval of the general assembly. However, as far as practicable, they may be reimbursed for actual and necessary expenses incurred by them for activities directly connected with the Association.

Section 12. POWERS AND DUTIES OF THE BOARD OF DIRECTORS

The Board shall have the following powers and duties:

- a. To formulate rules and regulations consistent with existing laws, the Articles of Incorporation and By-laws for the management of the affairs of the association and for the guidance of officers and members.
- b. To enter into a contract and incur indebtedness the terms and amount of which shall be fixed and entered in the minutes of meeting and note of obligation, if any given for the same signed officially by the president and secretary shall be binding on the association.
- c. To hold monthly and such other special meetings.
- d. To elect the officers of the association.
- e. To appoint and remove employees for cause and prescribe their duties and fix their compensation.
- f. To help members secure loan from lending institutions.
- g. To furnish copy to the general assembly through the TSAG chairman the audited monthly financial statement of the association.
- h. To decide on the matter of merging or federating with other similar associations.
- i. To decide on the disposition of surplus funds in case of dissolution and/or liquidation of the association with the concurrence of two-thirds vote (2/3) of all TSAGs.
- j. To approve membership application.
- k. To create other committees and define their composition and functions.
- l. To submit to the general membership an annual financial statements of the association during its annual assembly meeting, upon approval of the general assembly such shall be submitted to the Securities and Exchange Commission (SEC).

ARTICLE IX

BOARD OF ADVISERS (BOA)

Section 1. COMPOSITION OF THE BOA

All the Farmer Irrigator Organizers (FIOs) who worked for the organization of the association as well as the immediate past three presidents of the association may serve as members of the Board of Advisers (BOA).

Section 2. FUNCTIONS

1. Ensures the long term viability of the association on purposes for which it was intended;

2. Provide assistance to the Board in planning, meeting and implementation of activities;
3. Attend Board meetings and give necessary guidance and other forms of advisory assistance when needed.

ARTICLE X

OFFICERS OF THE ASSOCIATION AND THEIR DUTIES

Section 1. OFFICERS OF THE ASSOCIATION

The officers of the association shall consist of the following: a President, Vice-president, secretary, treasurer and auditor whose powers and duties shall be herein provided and as the Board may fix in conformity with the provision of this By-laws.

Section 2. THE PRESIDENT

1. Serves as chairman of the Board and presides over its meetings.
2. Exercises general supervision and direction of the affairs of the association, and sees to it that the resolutions and instructions of the Board are carried out;
3. Represents the association in all its social and economic activities to which it is a party or participant;
4. Prepares in consultation with appropriate officers and committees, a yearly program of work and budget and to submit an annual report of operation of the association to the BOD and other information as the Board may require;
5. Attests certificate of membership and other documents in behalf of the association;
6. Properly delegate his task prior to his absence;
7. Exercises such other powers and perform such other duties as the board may lawfully delegate.

Section 3. VICE PRESIDENT

The Vice President if qualified, shall concurrently serve as chairman of the committee on Service. He shall exercise all powers and perform all duties of the president during the latter's absence or incapability.

Section 4. THE SECRETARY

The Secretary who must be a resident and citizen of the Philippines shall have the following powers and

duties:

1. Keeps records of minutes of all meetings of the Board and maintain a record book for this.
2. Receives and presents application for membership to the Board of Directors thru the TSAG chairman.
3. Files and countersigns all CERTIFICATE of MEMBERSHIP issued.
4. Updates list of members.
5. Gives, or cause to be given, all notices of meetings of the members of the Board.
6. Serves as custodian of all records of the association.
7. Serves as chairman on the Committee of Membership, Education and Training.
8. Holds committee meeting to the Board once a month and reports its accomplishments.

Section 5. THE TREASURER

1. Serves as financial custodian of all assets of the association and shall serve concurrently as chairman of the finance committee.
2. Receives and safely keep all funds of the association and deposits same in such bank designated by the board of directors.
3. Disburse funds authorized by the board.
4. Provides documents pertaining to the financial status of the association.
5. Coordinates with the different officers and committee of the Board regarding fund requirements.
6. Post a bond in such amount as may be imposed by the Board.
7. Issues official receipt for every fund received.
8. Prepares an annual report of the financial status of the association.
9. Renders monthly report of the financial operation of the association.

Section 6. THE AUDITOR

1. Reviews and examines the financial records of the association and recommend measure for their improvement.
2. Conducts periodic physical inventory of the assets and properties of the association and recommends measures for proper safekeeping.
3. Submits audited monthly reports to the BOD and audited financial status reports to the General Assembly meeting.
4. Countersigns all withdrawals made from the depository bank of the association.

5. Serves as chairman of the Audit and Inventory committee.

ARTICLE XI

STANDING COMMITTEES

Section 1. The board of directors may create as many committee as the needs arise. There shall be four (4) regular standing committees. They are a) Service; b) Membership, Education and Training; c) Finance; and d) Audit and Inventory.

Section 2. MEMBERSHIP, EDUCATION AND TRAINING COMMITTEE

The Membership, Education and Training committee shall be composed of BOD/or all TSAG secretaries with the IA secretary as chairman.

1. Receives, processes and recommends to the BOD all application for membership;
2. Prepares an annual program of activities for the education and training of members;
3. Holds meeting once a month and renders report of accomplishments to the BOD;
4. Manages membership, education and training related conflicts at the IA level;
5. Recommends amendments to the Articles of Incorporation and By-laws as the situation warrants;
6. Renders monthly status report on membership by TSAG;
7. Formulates strategies for membership expansion;
8. Undertakes with the assistance of other committee the preparation, completion and filing of registration documents to the Securities and Exchange Commission;
9. Establishes criteria for awards to outstanding members, officers and TSAGs;
10. Consolidates the lists of members.

Section 3. SERVICE COMMITTEE

The service committee shall be composed of all BOD/or all TSAG vice-chairman with the IA Vice President as chairman. Its duties are:

- a) Evaluates and recommends policies and procedures to the BOD on appropriate/suitable cropping calendar;
- b) Evaluates and recommends ways and means for efficient water delivery and distribution;
- c) Evaluates and recommends policies and procedures in

- managing water crisis;
- d) Evaluates and recommends policies and procedures in planning and implementation of in-season repair and maintenance activities;
- e) Consolidates the list of irrigated and planted areas (LIPA);
- f) Recommend policies and procedures in settling irrigation related conflicts;
- g) Assists in the resolution of irrigation related conflicts at the IA level;
- h) Formulates in consultation with NIA personnel policies and procedures to enforce discipline among members;
- i) Prepares the seasonal IA O & M plan, monitors and evaluates the implementation of same and formulates measures to solve problem that may be encountered.; and
- j) Holds meeting once a month and renders monthly status report of accomplishment to the BOD.

Section 4. FINANCE COMMITTEE

The finance committee shall be composed of BOD/or all TSAG treasurers with the IA treasurer as chairman. The committee has the following duties:

- a) Formulates policies and procedures regarding the business affairs and improvements in the finance of the association;
- b) Recommends policies and procedures for effective irrigation service fee collection;
- c) Studies, proposes income generating projects/activities and recommends appropriate action to the BOD;
- d) Consolidates list of members with back accounts;
- e) Consolidates actual receipts and expenditures of the IA and TSAG and renders monthly report to the BOD; and
- f) Holds meeting once a month.

Section 5. AUDIT & INVENTORY COMMITTEE

This committee shall be composed of BOD/or all TSAGs Auditors with the IA Auditor as chairman. The committee shall have the following powers:

- a) Evaluates and recommends policies and procedures to safeguard the assets and properties of the association;
- b) Conducts monthly audit and reports findings to the BOD; and
- c) Holds meeting once a month.

ARTICLE XII

TURNOUT SERVICE AREA GROUP (TSAG)

Section 1. The TSAG

The TSAG is the first level in the organization structure of the IA. It covers an area of around 25-50 hectares served by a turnout to which irrigation water is allocated, delivered and equitably distributed among its members. All farmers whose landholdings are inside the TSA are eligible for membership. The TSAG serves as coordinating mechanism for better water management at this level.

Section 2. TSAG OFFICERS

To effectively carry out its functions the members of the TSAG shall elect from among themselves the following officers:

1. Chairman
2. Vice chairman
3. Secretary
4. Treasurer
5. Auditor

All elected chairmen of the (TSAGs) shall be nominated as directors to the BOD following their election and if elected, in turn shall elect from among themselves the officers of the association. As a matter of policy only TSAG chairmen are qualified to become officers of the association.

Section 3. QUALIFICATION OF TSAG OFFICERS

All officers of TSAGs must possess the following qualifications:

- a) Must be a member of the IA in good standing
- b) Must know how to read and write
- c) Must be of good moral character
- d) Must be actually engaged in farming within the area of operation of the TSAG where he belongs
- e) Must not be holding any elective position in the government higher than a barrio councilman.
- f) Know how to conduct meetings
- g) Has not been involved previously in any anomaly concerning farmers organization.

ARTICLE XIII

TSAG OFFICERS FUNCTIONS

Section 1. The TSAG Chairman

1. Presides over the TSAG (and TSAG officers) meeting
2. Develop strategies in implementing BOD decisions
3. Represents the TSAG in the BOD and in all activities to which the TSAG which he belongs is a party
4. In consultation with TSAG officers/assembly establish procedures in settling conflicts at the TSAG level
5. Prepares an annual program of work (POW) at the TSAG in consultation with members
6. Renders report on results of BOD meeting during TSAG assembly meeting
7. Oversees the implementation of TSAG activities
8. Spearheads campaign of the ISF collection at the TSAG area
9. Submits for approval to the BOD all membership applications
10. Consolidates the list of irrigated and planted area (LIPA) in the TSAG coverage
11. Reviews and evaluates with TSAG officers status of the TSAG activities implementation
12. Holds TSAG meeting once a month and before BOD meeting
13. Submits consolidated status of accomplishments of the four TSAG committees to the BOD

Section 2. VICE CHAIRMAN

The Vice Chairman exercise all powers and perform all duties of the TSAG chairman during its absence or incapacity of the latter and shall concurrently serve as chairman on service committee.

Section 3. THE SECRETARY

1. Keeps records of all meetings of the TSAGs as well as its committees.
2. Receives and files application of membership to the BOD thru the TSAG chairman.
3. Keeps an up to date list of members.
4. Serves as custodian of all TSAG records.
5. Gives or cause to be given all notices of meetings.
6. Serves as chairman on the committee on membership, education and training.
7. Reports TSAG consolidated list of members and training conducted during TSAG monthly meeting.

Section 4. TREASURER

1. Serves as custodian of the assets of the TSAG
2. Provides and maintains documents pertaining to the financial status of the TSAG.
3. Disburses fund and accepts payment for the association.
4. Reports TSAG monthly financial status during TSAG monthly meeting.
5. Serves as chairman on finance committee.

Section 5. AUDITOR

1. Review and examine the financial management of the TSAG and recommends measures for the improvement.
2. Conducts periodic physical inventory of the assets and property of the TSAG and recommend measures to protect it.
3. Submits audited monthly reports to the TSAG meeting.
4. Countersign all financial transaction of the TSAG.
5. Serves as chairman in Audit and Inventory Committees.

ARTICLE XIV

TSAG COMMITTEE AND FUNCTIONS

The TSAG chairman is empowered to create in the TSAG as many committees as there are in the IA. Other committee may be created depending upon the need. The committees are the following.

1. Membership, Education and Training
2. Service
3. Finance
4. Audit and Inventory

Section 1. DUTIES OF THE COMMITTEES

The committee in the TSAG shall implement the decisions of the BOD relative to the activities of their counterpart in the BOD committee. They will serve as coordinating mechanism between farmers and the TSAG chairman.

Section 2. COMPOSITION AND MEMBERS OF THE COMMITTEE

Except for the TSAG chairman, the officers of the TSAG shall serve as the chairman of the different committee as follows:

1. Membership Education and Training-Secretary
2. Service-Vice chairman
3. Finance-Treasurer
4. Audit & Inventory - Auditor

Section 3. COMMITTEE ON MEMBERSHIP EDUCATION AND TRAINING

1. Conducts information campaign about the IA
2. Conducts pre-membership training regarding Articles of Incorporation, By-laws and the other educational campaign.
3. Accept membership application and consolidate same for submission to the TSAG chairman.
4. Helps in membership expansion program.
5. Implements BOD decisions/rules and regulations concerning membership, education and training.
6. Renders report on accomplishments during the TSAG monthly meeting.

Section 4. SERVICE COMMITTEE

1. Plans & implements effective water distribution.
2. Helps in the resolution of irrigation related problems and other related problems.
3. Supervises the implementation of cropping calendar, water schedule and delivery and maintenance of contracted canal.
4. Makes a list of irrigated and planted area.
5. Renders report of accomplishment during TSAG monthly meeting.

Section 5. COMMITTEE ON FINANCE

1. Develops and Recommend Income Generating Projects.
2. Helps in implementing the BOD decision on financial related matters.
3. Assist in the efficient ISF collection.
4. Prepare a list of members with back accounts and develop strategies toward its collection.
5. Renders report of accomplishments during the TSAG monthly meeting.

Section 6. COMMITTEE ON AUDIT AND INVENTORY

1. Conducts monthly audit on financial status of the TSAG and prepares measures for its improvements.
2. Safeguards TSAG funds.
3. Renders report of accomplishment during the TSAG monthly meeting.
4. Countersigns in all financial transactions of the TSAG.

ARTICLE XV

MAINTENANCE OF IRRIGATION FACILITIES AND STRUCTURES

Section 1. Personal Service by the Members

Every member of the association must render personal service or labor through voluntary service to their association or TSAG organization on such dates and such times as may be determined and agreed by the members. In case of incapacity of a member to work, he may appoint a substitute acceptable to the Service Committee and TSAG chairman.

Section 2. Inspection of Work

In all work to be done, the TSAG leadership shall make the list of members to work on each particular day. Such list shall contain the names of members present or absent from work and the list shall be submitted through the TSAG chairman and subsequently to the Board of Directors in its regular or special meetings for its information and appropriate action.

Section 3. Duration of Work

The TSAG leadership shall fix the time needed for a certain work to be done. However, depending on the expected timetable of completing the work, the Chairman upon consultation with the members may extend the scheduled time of work is approved.

Section 4. Maintenance Requirements

All irrigation facilities within the coverage of the association shall be maintained through personal and voluntary services of its members in their respective TSAG. The members of the association shall see to it that irrigation canals, and drainages are in good operating conditions and free from silt deposits and growing grasses that may hinder the fast and free conveyance of irrigation water.

ARTICLE XVI

OTHER RULES AND REGULATIONS

The Board of Directors may deem necessary to promulgate such other rules and regulations governing the relationship of members in line with the rendition of personal services, use of irrigation water, construction of ditches and drain and such other matters as may be necessary in the operation of irrigation system within the associations jurisdiction. All members shall abide and comply with such rules and

regulations, Violation of such rules and regulations, as well as those of the By-laws may subject the offender to a penalty in an amount not exceeding _____ (P_____).

ARTICLE XVII

USE AND DISPOSITION OF ASSOCIATION FUNDS

Section 1. Use of Association Funds

The funds of the Association may be used for:

1. Payment for expenses for SEC Registration;
2. Payment for reimbursement for transportation, meals and other expenses of the BOD in the performance of their official function.
3. Payment for honorarium and compensation of officers and employees if the IA is already capable;
4. Purchase of office supplies and materials;
5. Payment for amortization of any loans and all other obligations of the associations;
6. Payment for cost of maintenance and repairs of irrigation facilities and other structures; and
7. Payment or such other expenses as may arise in the conduct and operation of its activities.

Section 2. Withdrawal of Funds

Withdrawal of funds of the association deposited in the bank shall be made only by the Treasurer upon authorization by the Board of Directors.

ARTICLE XVIII

AMENDMENTS

This By-Laws may be amended, altered or repealed in whole or in part or a new By-Laws may be adopted at any regular or special meeting called for the purpose by a vote of the majority of the Board of Directors subject to the approval of the majority vote of all members.

ADOPTED IN THE MUNICIPALITY OF _____
this _____ day of _____ 19____ by all of the
Incorporators.

PRINTED NAME

SIGNATURE

ADDRESS

1.	_____	
2.	_____	
3.	_____	
4.	_____	
5.	_____	
6.	_____	
7.	_____	
8.	_____	
9.	_____	
10.	_____	

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Employees _____
No. of Managers/Officers _____
No. of Employees in Supervisory Level _____
No. of Employees in Non-supervisory Level _____

B. FINANCIAL PROFILE

1. Capital Structure:

	<u>AUTHORIZED</u>	<u>SUBSCRIBED</u>	<u>% TO TOTAL</u>	<u>PAID-UP</u>	<u>% TO TOTAL</u>
Total	_____	_____	_____	_____	_____
Filipino	_____	_____	_____	_____	_____
Foreign	_____	_____	_____	_____	_____

Note: If no par value, state no. of shares: Authorized _____
Subscribed _____

2. Treasury shares: Number of shares _____ Acquisition cost P _____

3. Breakdown of Capital Stock Ownership (to be filled up only by corporations with 20 or less stockholders or whose securities are not registered under the Revised Securities Act)

<u>NAME OF STOCKHOLDERS</u>	<u>NATIONALITY</u>	<u>AMOUNT SUBSCRIBED</u>	<u>AMOUNT PAID-UP</u>
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

(Use extra sheet if necessary)

4. Total Yearly compensation of directors during the immediately preceding year (in lump sum) P _____

5. Investment of Corporate Funds

a) Investment of corporate funds in another corporation(s) if any

a.1. Date of Board Resolution _____ Date of Stockholders Resolution _____

a.2. Form of investments

a.2.1. Stocks	: P _____	a.2.4. Government Treasury	
a.2.2. Bonds/CPs	: P _____	Bills	: P _____
a.2.3. Loans/Credit/Advances	: P _____	a.2.5. Others	: P _____

b) Investment of corporate funds in any of its secondary purpose(s) if any

b.1. Date of Board Resolution _____ Date of Stockholders Resolution _____

Nature of the Secondary Business? _____

6. Dividends declared during the immediately preceding year:

a) Cash Dividend _____ c) Property Dividend _____

b) Stock Dividend _____

7. Unrestricted retained earnings as of and of last fiscal year P _____

• Republic of the Philippines) S.S.
In the City of _____

I, _____ of the above
NAME POSITION

mentioned corporation, do solemnly swear that all matters set forth in the above report are true and correct to the best of my knowledge and belief.

Signature

SUBSCRIBED AND SWORN to before me this _____ day of _____, 19____
affiant exhibited his/her Residence Certificate No. _____, issues on
_____ at _____.

Doc. No. _____
Page No. _____
Book No. _____
Series of _____

NOTARY PUBLIC
UNTIL DECEMBER 31, 19____

GENERAL INSTRUCTION ON THE USE OF THE REVISED GENERAL INFORMATION SHEET (G.I.S.)

1. The report is to be submitted within thirty (30) calendar days following the date of the annual stockholders/members' meeting. Do not leave any item blank. Write N.A. if information required is not applicable to the corporation.
2. If no meeting was held, the corporation shall submit the GIS together with an affidavit of non-holding of meeting within thirty (30) calendar days from the date of the annual/special meeting (as provided in the by-laws).
3. The report should be certified and sworn to by the corporate secretary, or by the President or any duly authorized officer of the corporation.
4. Submit three (3) copies to the Records Division, Ground Floor, SEC Building, EDSA, Greenhills, Mandaluyong, Metro Manila.

GENERAL INFORMATION SHEET

As of _____
(Date of Annual/Special Meeting)

Name of Corporation _____

Principal Office Address _____

NUMBER STREET CITY/TOWN PROVINCE

Telephone Number _____

A. ORGANIZATIONAL PROFILE

1. Date Registered _____ 2. Reg. No. _____ 3. T.A.N _____
4. Primary purpose for which the corporation was organized: _____

5. Business from which major profit is derived _____

6. Board of Directors/Trustees:

	NAME	POSITION	NATIONALITY	RESIDENCE (No., Street, Town, Province)
1)	_____	_____	_____	_____
2)	_____	_____	_____	_____
3)	_____	_____	_____	_____
4)	_____	_____	_____	_____
5)	_____	_____	_____	_____

(Use Extra Sheet if Necessary)

7. Corporate Officers:

	NAME	POSITION	NATIONALITY	RESIDENCE (No., Street, Town, Province)
1)	_____	_____	_____	_____
2)	_____	_____	_____	_____
3)	_____	_____	_____	_____
4)	_____	_____	_____	_____
5)	_____	_____	_____	_____

(Use Extra Sheet if Necessary)

Note: Should a director, trustee or officer die, resign, cease to hold office, the corporation shall report such fact to the Commission within fifteen (15) days after such death, resignation or cessation of office.

8. Inter-company affiliation:

a) Parent Company :	NAME _____	NATIONALITY _____
	ADDRESS _____	
b) Affiliate(s) :	1) NAME _____	NATIONALITY _____
	ADDRESS _____	
	2) NAME _____	NATIONALITY _____
	ADDRESS _____	

(Use Extra Sheet if Necessary)