

**RULES OF THE GENERAL ASSEMBLY
OF THE
PHILIPPINE MEDICAL ASSOCIATION**

RULE I

DEFINITION AND FUNCTIONS OF THE GENERAL ASSEMBLY

Section 1. As provided for by the By-Laws, the General Assembly is a body that shall discharge the powers and functions of the members of the association in all instances where the vote, action or ratification by the members may be exercised by a representative body as provided by law.

Section 2. The functions of the General Assembly are as follows:

- a) To ratify amendments to the Constitution and to the By-Laws if the association as approved by a two-thirds vote of the Board of Governors and ratified by a two-thirds majority vote of the general membership of the association;
- b) To review and ratify the proposed annual budget as recommended by the Board of Governors;
- c) To review the acts and ratify the resolutions of the national officers and the Board;
- d) To perform such other functions as provided for by the By-Laws of the Association
- e) To decide the site and the dates of the succeeding convention;
- f) To act as the representative body of the Association and vote on all matters in which the Corporation Code of the Philippines requires the votes or written assent of the members of the association.

RULE 2

GENERAL PROVISIONS

Section 1. These rules shall be known as the Rules of the General Assembly of the Philippine Medical Association.

Section 2. These rules shall govern the conduct of the proceedings, the duties and powers of the officers, the registration of members, the rights and privileges of members and decorum in the General Assembly. These rules shall also govern, as far as practicable, the proceedings of the Constitutional Convention.

Section 3. These rules shall be liberally construed in order to promote their objective of providing the representatives of the members of the Philippine Medical Association the right to air their views on matters affecting the

association. In as much as the association is a non-stock, non-profit corporation established in accordance with the Corporation Code and duly registered with the Securities Exchange Commission, these rules must be interpreted in pursuance to the Constitution and By-Laws of the association and the provisions of the Corporation Code, other applicable laws, and the rules and regulations of the Securities and Exchange Commission or other similar government bodies or any changes thereof.

RULE 3

PREPARATION AND HOLDING OF THE GENERAL ASSEMBLY

Section 1. The Board of Governors shall appoint a Committee composed of five (5) persons to undertake the preparation of the General Assembly. The Committee shall elect from among themselves the Head of the Committee. If the Board of Governor fails to appoint a committee, the officers of the General Assembly elected at the immediately preceding assembly shall compose the committee that shall undertake the preparation of the General Assembly.

The Committee shall send all the agenda materials to the members of the General Assembly at least sixty (60) days before the meeting of the General Assembly.

Section 2. The General Assembly shall convene in a regular meeting on any day during the annual convention of the Philippine Medical Association. A special meeting of the General Assembly may be held upon a written petition signed by at least fifteen (15) presidents of the component societies and/or specialty divisions or by a two-thirds (2/3) vote of the Board of Governors. No special session of the General Assembly may be called within two months before or after the holding of a regular or special meeting. Only two special meetings may be called in a given fiscal year of the association.

Section 3. The written petition for the holding of a special meeting of the General Assembly shall be filed with the Secretary-General at least two months before the suggested date of the meeting. All special meetings shall be held at the officers of the association. No special meeting can be called if majority of the members of the General Assembly sign a written petition objecting to the holding of such special meeting.

RULE 4

MEMBERS OF THE GENERAL ASSEMBLY

- Section 1. The members of the General Assembly are the following:
- a. The **incumbent** national officers such as the President, Vice-President, Secretary-General and the National Treasurer

- b. **Incumbent** Members of the Board of Governors
- c. **Incumbent** Presidents and/or representatives of component societies and the specialty divisions subject to the succeeding sections hereunder stated.

Only members in good standing may be members of the General Assembly. In addition, only members entitled to vote and be voted for, pursuant to the Election Code of the Philippine Medical Association shall be members of the General Assembly. The Committee created by the Board of Governors, together with the Secretary-General shall determine who the members in good standing are and who may attend the General Assembly.

Section 2. If a component society has less than one thousand (1000) members, the President shall automatically be the representative of such component society. If the president of the component society shall be unable to attend or if he or she cannot represent the component society due to the provisions of the Constitution, By-Laws and the Election Code or these rules, the Vice-President or any other elected officer of the society or an alternate delegate duly elected shall take his place. Any President of the component society who is unable to attend shall notify in writing the Secretary-General of his inability to attend the General Assembly and shall name the alternate delegate.

Section 3. If a component society has more than one thousand (1000) members, such society is entitled to an additional delegate for every five hundred (500) members in excess of the one thousand (1000) members. Such additional delegates shall be elected by the members of such component society.

Section 4. The President of a specialty division shall represent such specialty division in the General Assembly. If the President of such specialty division is unable to attend or if he or she can not represent the specialty division due to the provisions of the Constitution, By-Laws, the Elections Code or these rules, he must notify in writing the Secretary-General of his inability to attend and shall name the alternate delegate, who must be an elected officers of such specialty division.

RULE 5

THE OFFICERS OF THE GENERAL ASSEMBLY

- Section 1. The officers of the General Assembly shall be the following:
- a. The Chairman
 - b. Vice-Chairman
 - c. Secretary
 - d. Floor Leader
 - e. Sergeant at Arms

Section 2. The Chairman shall be the presiding officer of the General Assembly. He shall have the power of ruling on questions of order and recognizing the members who will speak on a given issue.

Section 3. The Vice-Chairman shall take over the functions of the Chairman in the event of the absence, resignation, incapacity, removal or death of the latter or when the latter temporarily gives up his seat to speak on an issue.

Section 4. The Secretary shall record the proceedings of the General Assembly and shall certify, together with the Chairman the minutes of the meeting.

Section 5. The Floor Leader shall steer the deliberations of the Assembly. With the approval of the presiding officer, he shall have the power of recognizing any person who wishes to speak on a given issue.

Section 6. The Sergeant-at-Arms shall act as the Security officer of the assembly and shall maintain order and sobriety in the General Assembly. He shall have the power to remove any person from the assembly who is declared out of order and when the penalty of being out of order is removal from the assembly.

RULE 6

AGENDA

Section 1. The Committee appointed by the Board of Governors, or the officers of the last General Assembly if no committee is appointed, shall prepare the agenda for the General Assembly.

Section 2. If no agenda is prepared, the agenda of a regular meeting shall be as follows:

- a. Call to Order
- b. Determination of Quorum
- c. Singing of the National Anthem
- d. Singing of the PMA Hymn
- e. Election of Officers
- f. Approval of the Agenda
- g. Report of the President
- h. Report of the National Treasurer
- i. Approval of the Budget
- j. Selection of the Sites and Dates of the Annual Convention
- k. Other Matters
- l. Adjournment

RULE 7

REGISTRATION

Section 1. All members must present their credentials and register before the Committee. All members shall be issued a badge or an ID, which shall be worn by the members before they can be admitted to the Assembly. The Badge or ID shall be signed by any member of the Committee.

Section 2. All members shall sign a Registry Book to be prepared by the Committee.

RULE 8

SEATING ARRANGEMENTS

Section 1. A presidential table shall be provided for during the Assembly. The President, the Vice-President, the National Treasurer, the Secretary-General, the Chairman, the Vice-Chairman, the Secretary, the Floor Leader and the Sergeant-at-Arms shall occupy the presidential table. The President and the Chairman shall occupy the center portion of the Presidential Table.

Section 2. The front row seats of the Assembly shall be occupied by the other members of the Board of Governors and the Presidents of the Specialty Divisions.

Section 3. The members representing the component societies shall be seated in an alphabetical manner. The alphabetical manner shall refer to the name of the society.

RULE 9

CALL TO ORDER AND QUORUM

Section 1. The Chairman of the last General Assembly or in his absence, the other officers in descending order namely the Vice-Chairman, the Secretary, the Floor Leader and the Sergeant at Arms, shall call the meeting to order. In the absence of the above officers, the President of the association or in his absence, any member of the Board of Governors shall call the meeting to order.

Section 2. The Secretary of the last General Assembly, or in his or her absence, any member of the Committee, shall call the names of the members and subsequently inform the Presiding Officer if the General Assembly has a quorum. The majority of the members of the General Assembly shall constitute the quorum.

RULE 10

ELECTION OF OFFICERS

Section 1. The election of officers of the Assembly shall be supervised by the Chairman of the Commission on Elections or in his absence, any of the members thereof. If none are available, any member selected by the Assembly shall supervise the elections of officers of the Assembly. Any ruling of such person regarding the conduct of the elections can only be overturned by 2/3 votes of the members present in the General Assembly. Such person shall not be allowed to vote nor shall he be eligible for candidacy in the election of officers.

Section 2. The officers shall be elected by the Assembly by way of nomination and by a plurality vote. When the vote is a tie, the same shall be resolved by toss of a coin.

Section 3. The members, upon a two-thirds (2/3) vote may remove from office any officer of the Assembly.

Section 4. To give other members a chance to serve as officers of the assembly, no member shall serve more than two terms for the same position within a period of five years.

Section 5. No member shall distribute campaign materials within or without the Assembly. A member who violates this provision shall not be eligible for election.

RULE 11

REPORTS OF THE PRESIDENT AND THE NATIONAL TREASURER

Section 1. The President and the National Treasurer or in their absence, the Secretary-General, shall be given the privilege of making a report to the Assembly.

Section 2. No approval of the reports is necessary. Any question or matter in the reports of the President or the National Treasurer shall be made during the Other Matters portion of the agenda.

RULE 12

BUDGET

Section 1. The Proposed Budget shall be presented and defended before the General Assembly by the Chairman of the Committee on Finance or in his

absence, any member thereof. If none of the members is available, the National Treasurer shall present and defend the Budget.

Section 2. No additional expenses shall be inserted nor shall any item in the Budget be increased unless the Committee on Finance shall approve such insertion.

RULE 13

SITES AND DATES OF THE ANNUAL CONVENTION

Section 1. Any motion to determine the sites and the dates of the annual convention shall be made by the President or alternate delegate of the component society where the proposed site of the annual convention is to be held, except when the annual convention is held in Metro Manila.

Section 2. Two months before the General Assembly, the President of such component society shall submit a proposal to the Secretary-General of the intention to move for the holding of the annual convention. The proposal must include matters such as, but not limited to, the actual site where the annual convention is to be held, the capacity and capability of the actual site to hold the annual convention, the opinion of the regional council, the security situation, viability and ease of transportation, housing needs of the members and attendees and list with signatures of the majority of the members in good standing of such component society approving such holding of the annual convention.

Section 3. After the motion to hold the site and dates of the annual convention is presented on the floor, the Secretary-General or any member of the Board of Governors shall present the opinion of the Board of Governors. After the opinion of the Board of Governors is presented, the motion shall be discussed and debated by the Assembly before voting can be held. If the motion is defeated or no motion is presented for the sites and dates of the annual convention, it is understood that the Board of Governors shall select such sites and dates. Nothing herein shall prevent the Board of Governors from transferring the sites and dates of the annual convention in emergency cases.

RULE 14

DECORUM

Section 1. All members must attend the General Assembly wearing formal or semi-formal attire. No members shall be allowed in the meeting wearing slippers, sneakers, sandals, sleeveless t-shirts, hats or shorts.

Section 2. No member shall speak unless recognized by the Chairman of the Floor Leader. After being recognized, the member shall address the Chair by stating, "Mr. Chairman". The member must then identify himself and state the component society or specialty division he represents unless he has previously spoken and identified himself.

Section 3. A member wanting to be recognized shall silently raise his hand. The member shall be introduced by the Floor Leader and the Floor Leader shall recommend to the Chairman that such member be recognized. The member shall only speak or go to the microphone (or other similar equipment) when his name is called by the Presiding Officer permitting him to speak. No member, unless he is the proponent of a motion shall be allowed to speak twice, first during his proposing of the motion and lastly, just before the voting on his motion.

Section 4. At no time shall a member shout or raise his voice, throw things, hurl invectives, nor engage in personalities. A member wanting to refer to another shall always address such member his official title or if the referred member has no official title, the he should be referred to as Doctor _____.

Section 5. To afford others a chance to speak, no member shall be allowed to speak for more than two (2) minutes.

Section 6. Unless the issue involves the amendments to the Constitution or By-Laws, only at most, three members on each side (pro and contra) shall be allowed to speak.

Section 7. A member who is ruled out of order by the Chairman shall either appeal the ruling of the Chairman to the Assembly or take his seat.

Section 8. Any member who is declared out of order, violates any of these rules, the Constitution, By-Laws or Codes of the Association may be penalized by either reprimand or removal from the Assembly. A 2/3 vote of the members shall be necessary for the penalty of removal from the assembly.

RULE 15

MOTIONS

Section 1. A member writing to propose or introduce any subject matter to the assembly must do so through a motion. A motion, (except a point of order, point of clarification/information, withdraw a pending motion and to determine a quorum), needs to be seconded, otherwise no discussion or voting shall be held on such a motion.

Section 2. For the convenience of the members, the following motions shall be allowed, in their order of preference:

- a. Motion to take a recess
- b. Motion to adjourn/determine quorum
- c. Appeal from ruling of presiding officer on issue of point of order
- d. Point of order/clarification/information
- e. Motion not to discuss and consider any pending subject matter or pending motion
- f. Motion for reading of papers
- g. Motion to withdraw pending motion
- h. Motion to suspend the rules
- i. Motion for division of the house (meaning to vote immediately on the pending motion without further discussion or debate)
- j. Motion to amend the pending motion
- k. Motion to postpone debate/discussion on pending motion indefinitely
- l. Motion for reconsideration
- m. Principal motions

The consideration of the above motions shall be in descending order of preference. Hence, a motion to take a recess shall be considered by the Assembly before other motions, or a Motion to Suspend the Rules shall be considered before a motion for reconsideration.

Section 3. The following motions shall be approved on a two-thirds (2/3) vote:

- a. Motion to discuss and consider any pending subject matter or pending motion;
- b. Motion to suspend the rules
- c. Motion for division of the house

Section 4. The following motions are undebatable:

- a. Motion to take a recess
- b. Motion to adjourn
- c. Motion for reading of papers
- d. Motion to withdraw
- e. Motion for division of the house

Section 5. The following motions shall be considered by the Assembly even without a second:

- a. Motion to take a recess
- b. Motion to determine quorum

At any time when there is no quorum, the only official act that shall be done shall be to adjourn the meeting.

Section 6. Points of clarification are motions wherein a member seeks for the disclosure of a fact either from the Presiding Officer, a proponent of a motion or any member of the Assembly, and points of information are motions wherein a member volunteers or discloses some facts. These motions require no voting.

Section 7. A motion to withdraw a pending motion shall only be filed by the proponent of the motion. A motion which has been withdrawn shall not be discussed, considered nor voted by the Assembly unless reintroduced.

Section 8. A motion for reconsideration shall only be filed by a member who originally voted in favor of an adopted motion.

RULE 16

VOTING

Section 1. Voting for motions shall be through members standing up to be counted. Before every vote, the Chairman shall state the motion and say, "All those in favor of the motion, please stand up", and after the counting of those votes shall say, "All those against the motion, please stand up". The Chairman assisted by the Secretary shall count the votes. The Chairman shall announce the results of the voting by stating the number of votes cast in favor and against, after which, he shall declare either "The motion is adopted" or "The motion is defeated".

Without objection from the members, the Chairman may elect to have the vote on the basis of acclamation. In this type of voting, the Chairman shall state the motion, after which, he will say, "All those in favor of the motion please say yes" and "All those against please say No". If the votes are more or less equal or uncertain or upon motion of a member, the voting shall be held anew under the first paragraph of this section.

Unless required by the Corporation Code and other related laws, the By-laws and rules and regulations of the Securities and Exchange Commission, a plurality vote shall be sufficient.

Section 2. The Chairman shall not vote except in case of a tie or when his vote is needed to tie. The Chairman shall not be required to vote.

Section 3. A motion is defeated when the vote is a tie.

Section 4. When after discussion of a subject matter, a motion is made and duly seconded and no member registers an objection, the motion is approved. The Chairman shall give sufficient time to the members to register an objection. If there is an objection, a vote shall be held on the motion.

Section 5. The two-thirds (2/3) vote mentioned in other provisions of these Rules shall mean two-thirds (2/3) vote of the members present, except suspension of the rules and amendments to these rules. The two-thirds (2/3) requirement in suspension of the rules and amendments to these rules shall mean two-thirds (2/3) of the entire membership of the Assembly.

Section 6. When a principal motion is being debated or discussed, no other principal motion shall be entertained.

Section 7. Any ruling of the Chairman may be overturned by a majority vote of the members present.

RULE 17

PROXY VOTING

Section 1. Proxy voting shall not be allowed except on matters requiring the vote of the members of the Association as required by the Corporation Code.

Section 2. No person can be designated as a proxy unless he is a member of the General Assembly.

Section 3. The proxy certificate shall be in writing and submitted to the Secretary-General or the Committee created to undertake the preparation of the General Assembly. The proxy certificate must bear the name of the signatory, the name of the designated proxy, the name of the component society and the date of the proxy is signed, otherwise, the proxy certificate is null and void. A proxy certificate shall become null and void if the signatory of the proxy certificate is personally present before the start of the General Assembly. Unless otherwise stipulated, the proxy certificate shall be valid for one year. However, no proxy shall be valid for more than five years.

Section 4. In proxy voting, the vote of each member shall be one for himself plus the number of proxy certificates designating such member as proxy. The badge or ID given to the member shall specify the number of proxies designating such member as proxy.

RULE 18

OTHER PERSONS WHO MAY SPEAK

Section 1. Upon approval of the Chairman, the Heads or members of the Commissions or Committees, the Legal Counsel and the External Auditor of the Association may speak in the assembly. They shall only speak on matters related to their office or expertise.

RULE 19

ADOPTION AND AMENDMENTS

Section 1. These Rules shall be adopted upon a two-thirds vote of the members of the General Assembly present.

Section 2. These Rules may be amended upon a two-thirds (2/3) vote of the entire membership of the General Assembly. Any amendment shall be effective only upon the next regular session of the General Assembly.

Section 3. Amendments shall be presented during the regular session. Any member wishing to amend the Rules shall submit the proposed amendments to the Secretary-General for distribution to the component societies two months before the regular General Assembly. Amendments shall not violate the Corporation Code, related laws, rules and regulations of the Securities and Exchange Commission, the Constitution and By-Laws or Codes of the Association.

ADOPTED May 21, 2004 at the Mabuhay Palace of the Manila Hotel, Manila

EDWIN N. ARGONZA, M.D.
Chairman

LEO DOUGLAS V. CARDONA, JR., M.D.
Vice-Chairman

ROMUALDO C. CABALONA, M.D.
Secretary

VIRGINIA M. CAPIRAL, M.D.
Secretary

RAMON B. ABRAGAN, JR., M.D.
Floor Leader

ANDRES R. REYES, M.D.
Sergeant-at-Arms

