

Section 6.5 The Secretary. The Secretary, who must be a citizen and resident of the Philippines but need not be a stockholder of the Bank, shall be appointed by and shall hold office at the pleasure of the Board of Directors. The Secretary shall perform the following duties:

- (a) Keep a book of minutes of stockholders' meetings;
- (b) Keep a book of minutes of the Board of Directors' meetings and all Board-created committee meetings;
- (c) Give or cause to be given, all notices required by law or by the By-Laws of the Bank, as well as notices of all meetings of the Board of Directors and of the stockholders;
- (d) Keep a stock and transfer book and the corporate seal of the Bank which he shall stamp on all documents requiring such seal;
- (e) Countersign all the certificates of stock issued and keep a register of all the outstanding certificates in the manner required by law;
- (f) Prepare a complete alphabetical list of stockholders entitled to vote at any annual or special meeting as well as stockholders not entitled to vote;
- (g) Verify the corrections and validity of proxies and voting trust agreements and keep and preserve up-to-date specimen signature cards of all stockholders of record;
- (h) Permit any stockholder, during office hours, to inspect the stock and transfer books of the Bank; and
- (i) Perform such other duties as are necessary and/or incident to his office and as may from time to time be prescribed by the Board of Directors.

Section 6.6 The Treasurer. The Treasurer, who may or may not be a director, shall be appointed by the Board of Directors, and shall have the following powers and duties:

- (a) To have the custody of, and be responsible for, all the funds and securities of the Bank;
- (b) To keep a complete and correct record of the books of the Bank, of its transactions, its accounts, obligations and financial conditions;
- (c) To disburse such funds as may be necessary for the transactions of the Bank on orders of the President, such disbursements to be supported by properly accomplished receipts or vouchers;