



07 February 2020

ATTY. JIHAN G. MERRERA A. GONZALES

CFA Law
11/f Atlanta Centre, 31 Annapolis Street
Greenhills, San Juan, Metro Manila

Dear Atty. González:

This refers to your letter addressed to Comm. Melzar P. Galicia, the Executive Commissioner of the Human Settlements Adjudication Commission, which was referred to this Office on 23 January 2020, for appropriate action.

In your letter, you stated:

"x x x we would like to confirm that NHOA may hold an election of its trustees on the following grounds:

1. The By-laws of NHOA does not require quorum in the election of its trustees; and
2. The By-laws of NHOA does not specifically provide the definition of quorum for purposes of the election of its trustees."

May we invite your attention to the following provisions of your association's by-laws:

"Section 4. Election and Term of Office. Trustees shall be elected by secret ballot **at the annual meeting or any other meeting of the members** of the Association. The five (5) candidates to the Board of Trustees who shall have garnered the most number of votes shall be declared as having been elected to the Board of Trustees. x x x."¹

x x x

"Section 2. Annual Meeting. The annual meeting of the members shall be held on the second Saturday of October of each year, **at which meetings the members shall elect the trustees and transact such other business** as may properly be brought during the meeting."²

x x x

Section 5. Quorum. **Majority of the members in good standing present in person or by proxy shall constitute a quorum at any meeting of the members for the transaction of business**, unless otherwise provided by law.³ [*Underscoring ours*]

¹ Article V, Amended By-laws.

² Article VIII, By-laws

³ Id.

While your By-laws does not directly state that a quorum is required in the election of trustees, the above provisions when read together points to the contrary. Stated differently, the NHOA trustees shall be elected by secret ballot at the annual meeting or any other meeting of the members of the Association and at any such meetings, majority of the members in good standing, *i.e.* a quorum, should be present in person or by proxy in order to validly transact business. Certainly, the election of trustees is a major business in the agenda of the meeting. Hence, we are unable to agree with your position.

With our conclusion, we see no reason to discuss the opinions you cited in your letter. May we also inform you that the Implementing Rules and Regulations of Republic Act No. 9904 is currently being revisited, and issues such as quorum in elections of homeowners associations and voting rights are being addressed on account of conflicting opinions thereon.

Thank you.

Very truly yours,



ATTY. MA. LORINA J. RIGOR
OIC, Homeowners Association and
Community Development Bureau