

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)
Nov 25, 2022
2. SEC Identification Number
15393
3. BIR Tax Identification No.
000-463-069-000
4. Exact name of issuer as specified in its charter
House of Investments, Inc.
5. Province, country or other jurisdiction of incorporation
Makati City, Metro Manila, Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office
9F Grepalife Building 221 Sen. Gil Puyat Ave., Makati City, Metro Manila
Postal Code
1200
8. Issuer's telephone number, including area code
(632) 8815 9636
9. Former name or former address, if changed since last report
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Shares	776,465,281
11. Indicate the item numbers reported herein
N/A

The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.



House of Investments, Inc.

HI

PSE Disclosure Form 4-4 - Amendments to By-Laws

**References: SRC Rule 17 (SEC Form 17-C) and
Section 4.4 of the Revised Disclosure Rules**

Subject of the Disclosure

Amendments to Sections 2, 4, 5 and 6 of Article I, Sections 1, 2, 3, 5, 6, and 7 of Article II, Sections 1, 3, 4, 6, 8, 9, 10 and 12 of Article III, Sections 4a, 5 and 6 of Article IV, Section 1 of Article V and Sections 1 to 2 of Article VII of the Company's By-Laws.

Background/Description of the Disclosure

Approval of the Amendments to the HI By-Laws by the Board of Directors of the company at its regular meeting held on November 25, 2022.

Date of Approval by Board of Directors	Nov 25, 2022
Date of Approval by Stockholders	N/A
Other Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Relevant Regulatory Agency, if applicable	N/A
Date of Approval by Securities and Exchange Commission	TBA
Date of Receipt of SEC approval	TBA

Amendment(s)

Article and Section Nos.	From	To
Article 1, Section 5 (Duplicate Certificates)	[Updating of Reference laws] Republic Act No. 201	[Updating of Reference laws] Section 72 of R.A. 11232
Article 2 Section 1 (Date of annual meeting of stockholders)	The annual meetings of the stockholders of this Company shall be held in the principal office of the Company, at Makati, Metro Manila, Philippines, on the third Friday of July. (as amended on December 3, 2003)	The annual meetings of the stockholders of the Corporation shall be held in the principal office of the Corporation, at Makati, Metro Manila, Philippines, or, if not practicable, in the city where the said principal business office of the Company is located, on the second Friday of August.

Article 2 Section 2 (Special meetings of stockholders)	Special meetings of the stockholders may be called at the principal office of the company at any time by resolution of the Board of Directors or by order of the President and must be called upon the written request of stockholders registered as the owners of one-third of the total outstanding stock.	The special meetings of stockholders, for any purpose or purposes, may at any time be called at the principal office of the Corporation or, if not practicable, in the city where the said principal business office of the Company is located by any of the following: (a) majority members of the Board of Directors, at its own instance; (b) the President; or (c) by stockholders owning at least ten percent (10%) of the total issued and outstanding capital stock of the Corporation; provided, that such stockholders have continuously held such shares for at least one (1) year prior to the Corporate Secretary's receipt of such stockholders' written call for a special meeting and; provided further, that such call complies with the procedures and
-	-	requirements set forth in relevant regulations. Such call shall state the purpose or purposes of the meeting, which must affect the legitimate interest of the stockholders, is germane to the stockholders' interest, and should not include the removal of any director.
Article 2 Section 3 (Notice of Meeting)	Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed to the registered post office address of each stockholder not less than ten (10) days prior to the date set for such meeting, and if for a special meeting, such notice shall state the object or objects of the same. No failure or irregularity of notice of any meeting shall invalidate such meeting at which all the shareholders are present or represented by proxy and voting without protest.	Notice of meeting written or printed for every regular or special meeting of the stockholders shall be prepared and mailed by the Corporate Secretary to the registered post office address of each stockholder, or sent by cable, facsimile, electronic mail or other electronic means last known to the Secretary not less than twenty one (21) days prior to the date set for such regular meeting and at least one (1) week before the date of any special meeting. Notice of a special meeting shall state the object or objects of the same. No failure or irregularity of notice of any meeting shall invalidate such meeting at which all the shareholders are present or represented by proxy and voting without protest.
Article 2 Section 5 (Voting)	Stockholders may vote all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and recorded at least ten (10) working days before the meeting and during such additional time as the Board of Directors may from time to time determine. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting. (as amended on December 3, 2003)	Stockholders may vote in all meetings the number of shares registered in their respective names, either in person or by proxy duly given in writing and duly presented to the Secretary for inspection and recorded at least ten (10) calendar days before the meeting and during such additional time as the Board of Directors may from time to time determine. No proxy bearing a signature which is not legally acknowledged shall be recognized at any meeting unless such signature is known and recognized by the Secretary of the meeting.
-	-	Stockholders may also vote through remote communication or in absentia, in which case, they shall be deemed present for purposes of quorum. Provided, however, that the votes are received by the Secretary before the Corporation finishes the tally of votes.
Article 2 Section 6 (Election of Directors) (part 2)	Election of Directors shall be held at such annual meeting and shall be conducted in the manner provided by the Corporation Law of the Philippines and with such formalities and manner as the officer presiding at the meeting shall then and there determine and provide. All nominations for the position of directors must be received by the Corporate Secretary at least ten (10) working days before the Annual Stockholders' Meeting. (as amended on December 3, 2003)	Each stockholder shall have the right to nominate any director who possess all of the qualifications and none of the disqualifications under this by-laws, the law or relevant regulations. At all elections of directors, there must be present, either in person or through remote communication or in absentia or through a representative authorized to act by written proxy, the owners of majority of the outstanding capital stock of the corporation. A stockholder who participates through remote communication or in absentia shall be deemed present for purposes of quorum.

-	-	The members of the Board of Directors must have at least one (1) share of the capital stock of the corporation. The corporation shall conform with the requirement to have such number of independent directors as may be required by law or regulations, and with the procedures for the nomination and election of independent directors as presented by law or regulations.
Article 3, Section 1 (Independent Director)	---	[NEW] Independent Directors shall be elected to the Board of Directors whenever required under Republic Act No. 8799, otherwise known as The Securities Regulation Code, or under any applicable law. The nomination and election of independent directors shall be conducted in accordance with Rule 38 of the Implementing Rules and Regulations of the Securities and Regulation Code, as may be amended from time to time.
-	-	An independent director is a person who, apart from shareholdings and fees received from the corporation, is independent of management and free from any business or other relationship which could, or could reasonably be perceived to materially interfere with the exercise of independent judgment in carrying out the responsibilities as a director. Independent directors must be elected by the shareholders present or entitled to vote in absentia during the election of directors.
-	-	A lead independent director shall be appointed among the independent directors in case the Chairperson is not independent from Management, such as when the position of the Chairperson and CEO is held by one person.
Article 3, Section 2 (Increase in number of directors)	---	[NEW] Any directorship to be filled by reason of an increase in the number of directors shall be filled only by an election at a regular or at a special meeting of stockholders duly called for the purpose, or in the same meeting authorizing the increase of directors if so stated in the notice of the meeting.
Article 3, Section 3 (Regular Board of Directors' Meetings)	The regular annual meeting of the Board of Directors shall be held without notice, at the principal office of the company or at such place in Metro Manila as a majority of the Directors may designate immediately after the annual meeting of the stockholders of the company.	Regular meetings of the Board of Directors may be held either in the Philippines or outside thereof as the Chairman or other presiding officer shall designate. Regular meetings of the Board of Directors shall be held either in person or by teleconference/videoconference, quarterly on the last Friday of every quarter or on such other day in the month as may be designated by the President or other presiding officer. Meetings may be held at the principal office of the Corporation or at such place in the Philippines or outside thereof as the President or other presiding officer shall designate.
-	-	**** Notice of regular meetings stating the date, time and place of the meeting must be sent to every director at least two (2) days prior to the scheduled meeting by personal delivery, regular mail or electronic means at his/her last known residential or office address, or electronic mail address.

Article 3, Section 4 (Special Board of Directors' Meetings)	Special meetings of the Board of Directors may be called by the Secretary upon order of the President or any two (2) members of the Board of Directors and notices shall be made in the most convenient manner not less than twenty four (24) hours before such special meeting, and the notice shall set the object and purpose of the same. A special meeting may be held either in person or by teleconference/videoconference at any place designated by the call within Metro Manila. If any member of the Board outside of Metro Manila at the time of notice is required to be sent,	Special meetings of the Board of Directors may be called by the Secretary upon order of the President or any two (2) members of the Board of Directors and notices shall be made by personal delivery, regular mail or electronic means at his/her last known residential or office address, or electronic mail address at least two (2) days before such special meeting, and the notice shall set the object and purpose of the same. A special meeting may be held either in person or by teleconference/videoconference.
-	the service of notice upon any person of sufficient discretion in his residence or in his office will be sufficient compliance. (as amended on September 27, 2006)	-
Article 3, Sections 3	[Updating of Reference laws] SEC Memorandum Circular No. 15 (Series of 2021)	[Updating of Reference laws] SEC Memorandum Circular No. 6 (Series of 2020)
Article 3, Sections 4	[Updating of Reference laws] SEC Memorandum Circular No. 15 (Series of 2021)	[Updating of Reference laws] SEC Memorandum Circular No. 6 (Series of 2020)
Article 3, Section 6 (Per Diems)	Each of the members of the Board of Directors shall be paid per diems for every regular and special meeting attended in such amount as may be approved by resolution of the Board from time to time. (As amended on July 17, 2014)	Each of the members of the Board of Directors shall be paid per diems for every regular and special meeting attended in such amount as may be approved by resolution of the Board from time to time. In no case shall the total yearly compensation of directors exceed ten percent (10%) of the net income before income tax of the corporation during the preceding year. Any additional compensation, other than per diems, to be given to the members of the Board of Directors shall be subject to the approval of stockholders
-	-	representing at least a majority of the outstanding capital stock at a regular or special meeting of the stockholders.
Article 3, Section 9 (Executive Committee)	There shall be an Executive Committee composed of the Chairman of the Board and four (4) other members, at least three (3) of whom shall be members of the Board of Directors, to be appointed by the Board. The Executive Committee shall act by majority vote of all its members, on such specific matters within the competence of the board, as maybe delegated to it except with respect to:	There shall be an Executive Committee composed of the Chairman of the Board and at least two (2) members to be elected by the Board of Directors from among themselves. The Executive Committee shall act by majority vote of all its members, on such specific matters within the competence of the board, as maybe delegated to it except with respect to:
Article 3, Section 12	---	[NEW] The Board of Directors shall constitute the following committees: a) Corporate Governance, Nomination and Related Party Transactions Committee – The Corporate Governance, Nomination and Related Party Transactions Committee shall have at least three (3) members, all of whom must be independent directors, including the Chairman. It shall have such duties and responsibilities as may be provided in its charter and in the Company's Manual on Corporate Governance.
-	-	b) Remuneration Committee – The Remuneration Committee shall be composed of at least three (3) members, one of whom shall be independent. It is tasked with, among others, fixing the remuneration packages of corporate officers and directors. c) Board Risk Oversight Committee – The Board Risk Oversight Committee shall be composed of at least three directors, majority of whom must be independent directors, including the Chairman. At least one member of the committee

-	-	must have relevant thorough knowledge and experience on risk and risk management. It shall have such duties and responsibilities as may be provided in its charter and in the Company's Manual on Corporate Governance. d) Audit Committee – The Audit Committee shall be composed of at least three properly qualified non-executive directors, the majority of whom, including the Chairman shall be independent.	
-	-	All committee members must have relevant background, knowledge and experience in the areas of accounting, auditing and finance. The Chairman of the Audit Committee shall not be a chairman of the Board or any other committees. The Audit Committee shall have such duties and responsibilities as may be provided in its charter and in the Company's Manual on Corporate Governance. In addition, the Board of Directors may create other committees as it may consider necessary or advisable for the proper operation of the affairs of the corporation,	
-	-	with the powers to be determined by the Board of Directors. Once constituted, it may adopt and promulgate such rules and procedures for the transaction of any business that may properly come before them.	
Article 1, Section 2 (Stock Transfer Book/ Register)	Every certificate surrendered for exchange or transfer shall be cancelled and affixed to the original stub in the certificate of book and no new certificate shall be issued unless and until the old certificates have been so cancelled and returned to the corporation, or satisfactory proof of their loss is presented.	Every certificate surrendered for exchange or transfer shall be cancelled and affixed to the original stub in the certificate of book and no new certificate shall be issued unless and until the old certificates have been so cancelled and returned to the Corporation or the stock transfer agent, (as applicable).	
Article 1, Section 4 (Stock Transfer Book/ Register)	All certificates submitted for transfer to another name shall be marked "CANCELLED" by the Secretary and attached to its corresponding stub whereon the following date shall be shown: a. To date when the shares were transferred b. To whom transferred c. No. of shares transferred d. Number or numbers of the new certificate or certificates	All certificates submitted for transfer to another name shall be marked "CANCELLED" by the Secretary or the Stock Transfer Agent.	
Article 1, Section 7 (Stock Transfer Book/ Register)	The Stock Book or Register shall be available for inspection by any stockholder during office hours of the corporation.	The Stock Book or Register shall be available for inspection by any stockholder during office hours of the stock transfer agent.	
Article 1, Section 6 (Stock Transfer Book/ Register)	No transfer of certificates shall be entered on the stock Register of the corporation within ten (10) days prior to any stockholders' meeting.	The stock transfer books of the Corporation shall not be closed for the purposes of annual or special meetings of the stockholders or for the purpose of the declaration and payment of dividends, but the Directors, by resolution, shall set a record date upon which the stock transfer agent of the Corporation shall take a record of all stockholders registered in its transfer book as of said record date, and the registered stockholders as of said record date shall be entitled to the dividend declared, as the case may be.	

Article 2, Section 6 (Election of Directors) (part 3)	No person shall be qualified or be eligible for nomination or election to the Board of Directors if he is engaged in any business that competes with or is antagonistic to that of the Corporation, ****. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged: i. If he is an employee, officer, manager or controlling person, or the owner (either of record or beneficially) of ten per cent (10%) or more of any outstanding class of shares, of any corporation (other than one in which the Corporation owns at least thirty per cent (30%) of the capital stock)	No person shall be qualified or be eligible for nomination or election to the Board of Directors if he is engaged in any business that competes with or is antagonistic to that of the Corporation, ****. Without limiting the generality of the foregoing, a person shall be deemed to be so engaged: i. If he is an employee, officer, manager or controlling person, or the owner (either of record or beneficially) of at least ten per cent (10%) or more of any outstanding class of shares, of any corporation (other than one in which the Corporation owns at least thirty per cent (30%)
-	or ****; or ii. If he is an employee, officer, manager or controlling person, or the owner (either of record or beneficially) of ten per cent (10%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business of the Corporation or any of its subsidiaries or affiliates, when in the judgment of the Board of Directors, by at least a majority vote, the laws against combinations and restraint of trade shall be violated by such person's membership in the Board of Directors; or ****	of the capital stock) or ****; or ii. If he is an employee, officer, manager or controlling person, or the owner (either of record or beneficially) of at least ten per cent (10%) or more of any outstanding class of shares, of any corporation or entity engaged in any line of business similar to that of the Corporation or any of its subsidiaries or affiliates, ****.
Article 2, Section 7 (Agenda for the Annual Stockholders Meeting)	Order of business at the annual meeting and as far as possible at all other meetings of the stockholders, shall be as follows: 1. Calling the roll 2. Secretary's proof of due notice of meeting 3. Reading and disposal of any unapproved minutes 4. Reports of officers, annual and otherwise 5. Election of directors 6. Unfinished business 7. New business 8. Adjournment.	[DELETED]
Article 3, Section 8 (Agenda for the Regular BOD Meetings)	The order of business at any regular or special meeting of the Board of Directors shall be: 1. Call the roll 2. Secretary's proof of due notice of meeting 3. Reading and disposal of unapproved minutes 4. Reports of officers 5. Unfinished business 6. New business 7. Adjournment	[DELETED]
Article 4, Section 4a (Functions)	The vice President(s) shall perform such duties and functions as may be assigned from time to time by the President and/or the Board of Directors.	The OFFICERS shall perform such duties and functions as may be assigned from time to time by the President and/or the Board of Directors.
Article 4, Section 5 (Notices)	The Secretary shall issue all notices of regular meetings of the Stockholders and Board of Directors; keep the minutes of all meetings of the Stockholders and Board of Directors; have charge of the corporate seal and records; sign, with the President, such instruments as may require such signature; and make such reports, and perform such other duties as are incident to his office, or may be required of him by the Board of Directors.	The Secretary shall issue all notices of meetings of the Stockholders and Board of Directors; keep the minutes of all meetings of the Stockholders and Board of Directors; have charge of the corporate seal and records; and make such reports, and perform such other duties as are incident to his office, or may be required of him by the Board of Directors.
Article 4,Section 6 (Treasurer)	xxxxx. He shall sign or countersign such instruments as may require his signature; perform all duties incident to his office and render such accounts, reports, and statements as may be properly required of him by the Board of Directors. He shall deposit funds of the corporation in such banking institution in Metro Manila as may be designated by the Board from time to time, subject to withdrawal only upon checks and other written demands which shall be signed by the officers designated by the Board of Directors.	xxxxxx He shall sign or countersign such instruments as may require his signature; perform all duties incident to his office and render such accounts, reports, and statements as may be properly required of him by the Board of Directors. He shall deposit or cause to be deposited funds of the Corporation in such banking institution as may be designated by the Board from time to time, subject to withdrawal only upon checks and other written demands which shall be signed by the signatories designated by the Board of Directors.

Article 5, Section 1	The Fiscal Year of the Company shall commence with the opening of business and on the first day of January of each calendar year thereafter and shall close on the 31st day of December of each year.	The fiscal year of the Company shall commence on the first day of January of each calendar year thereafter and shall close on the 31st day of December of each year.
Article 7, Section 1	These by-laws may be amended, repealed or altered, in whole or in part, by a majority vote of the entire outstanding stock of the company at any regular meeting of the shareholders, or at any special meeting where such action has been announced in the call and notice of such meeting.	The Board may amend the By-Laws or the repeal of all or part thereof, not in conflict with the laws of the Philippines, or with the Corporation's Amended Articles of Incorporation, at any time and from time-to-time, at any special or regular meeting of the Board if such power has been delegated to the Board of Directors by the affirmative votes of the holders of two-thirds (2/3) of the outstanding shares.
Article 7, Section 2	The Board of Directors may adopt additional rules in harmony with the foregoing by-laws and their amendments, but not alter, modify or repeal the foregoing by-laws and their amendments.	The power delegated to the Board of Directors to make new or additional By-Law, and to amend or repeal the same or any part thereof, may be revoked by a majority vote of the outstanding capital stock of the Company at any regular or special meeting of the stockholders.
Article 3, Section 10 (Ex-Officio Director)	"shall"	"may"
Article 4, Section 6	"therefore"	"therefor"
[Across the document]	"company"	"Corporation"

Rationale for the amendment(s)

To align with the Manual on Corporate Governance, Company Charters, prevailing SEC Rules and Regulations, the Securities Regulation Code and the Revised Corporation Code.

The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	TBA
Expected date of SEC approval of the Amended By-Laws	TBA

Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

N/A

Other Relevant Information

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Filed on behalf by:

Name	Jose Genaro Layug
Designation	FP&A Manager