

**Code of Regulations
of
The Philippine American Society of Ohio Foundation (PASO)
A Non-Profit Corporation**

ARTICLE I

Name and Location of Office

Section 1. Name. The name of this corporation is P.A.S.O. Foundation (Philippine American Society of Ohio Foundation) (the "Corporation").

Section 2. Location. The principal office of the Corporation shall be located at 1975 W. Ridgewood Parma, Ohio. The Corporation may have such other offices as the business of the Corporation may require from time to time.

ARTICLE II

Objectives and Dedication as Non-Profit Corporation and Public Charity

Section 1 Objectives. Subject to the restriction that the Corporation is operated for exempt charitable purposes, the objectives of the Corporation are to (i) promote and protect the welfare of the Philippine-American community at large; (ii) promote and cultivate the Philippine culture; (iii) promote civic involvement between the Philippine-American community and local, state, and Federal governments; (iv) promote cooperation with other cultural and social organizations.

Section 2 Non-Profit Status. The Corporation is with incorporated as "not for profit" under the laws of the State of Ohio (including, but not limited to, Ohio Revised Code Chapter 1702). The Corporation is organized and shall operate as an exempt charitable and educational organization within the meaning of Section 501(c)(3) of the Code, without profit to any Officer or Director and the Corporation.

ARTICLE III

Memberships

Section 1. Membership Criteria: Persons who (i) are of Philippine heritage; or, (ii) are married to a person of Philippine heritage; or (iii) are interested in promoting the objectives of the Corporation; and (iv) who are current in payment of the required membership dues established by the Board of the Corporation (the "Board") may be members of the Corporation.

Section 2. Honorary Membership: Upon majority vote, the Board may, at its discretion, confer honorary membership to any person.

Section 3. Membership Rights:

A. A member has the right to participate in events organized by and deemed by the Board as being open to non-Board and non-Officer members.

B. A member has the right to participate in the election of the Board, but only after completing three months, continuous of membership.

C. A member has a right to be considered a candidate for a Board position but only after completing three months of continuous membership.

Section 4. Membership discipline: Any member who does not comply with this Code of Regulations, or who otherwise engages in conduct detrimental to the Corporation may have his or her membership rights suspended or revoked by the Board. The Board's Secretary shall notify the member in writing of the charges against him or her and that he or she could be subject to discipline by the Board. A member receiving such written notice can request a closed hearing within 14 days before the Board to respond to the charges.

Section 5. Notice by email. Notwithstanding any other provision contained in these by laws or any other document affecting this entity, any notice which may be made or given under these by-laws may instead be sent by email

if the notice is sent to the last known email address ("Email Address") that the recipient has registered with the Secretary of this organization. It is each Members responsibility to notify the Secretary of any changes to his or her email address. It is imperative that each Member read any electronic and or mailed messages in an electronic manner

ARTICLE IV

Board of Directors

Section 1. Composition, election, and tenure. The Board shall comprise:

A. Nine (9) active members of the Corporation who receive the greatest number of votes in an election for the Board's composition, as voted upon by the Corporation's members. Only Corporation members who are (i) eighteen (18) years of age; (ii) have paid membership dues as of the election date of the Board; and (iii) who have been continuous members of the Corporation for at least 3 months may be a Board Member.

B. The board may request representative from other organization to discuss issues pertinent to said organization, but will not have voting rights.

C. The immediate past President of the Corporation shall remain a voting member of the Board for two (2) years after his or her term as President expires.

D. The Corporation shall hold an election for a new Board every two years in the month of November. All eligible candidates for election to the Board shall sign an agreement attesting to his/her capability to perform all duties required of a Board member. Directors shall hold office for a term of two (2) consecutive years, beginning in the January following the November election. The board may suspend or postpone elections under special circumstances.

E. Duties of Board Members The Board shall conduct the typical duties of a Board of Directors recognized under Ohio law and under these Regulations including, but not limited to:

- Govern the Corporation by establishing broad policies and objectives.
- Manage the business and affairs of the corporation.
- Select, appoint, support, and review the performance of the Officers of the Company.
- Approve annual budgets and ensure the availability of adequate financial resources.
- Be accountable to the members for the organization's performance.
- Establish membership dues and other fees necessary to fulfill the objectives of the Corporation.
- Attend at least fifty percent (50%) of all Board meetings in a calendar year.
- Serve on at least one Board Committee and all events of the Corporation, as assigned by the President or Chairperson of the Board.
- Participate in all Corporation activities and joint projects with other organizations.

The Board shall elect a Chairperson for the Board. The Chairperson jointly with the President is responsible for:

- Chairing all meetings of the Board.
- Organizing and coordinating the Board's agenda among the Board members and the Officers.
- Organizing and coordinating the Board's review and evaluation of the performance of the Company's Officers and board members.

- Reviewing and evaluating the performance of other Board Members and making any necessary recommendations to the Board, based upon such review and evaluation.
- Making appointments as discussed in these Regulations including, but not limited to, appointments to Board committees and staff positions.
- Exercising any other powers of a Chairperson recognized under Ohio law and these Regulations.

Section 3. Resignations and Vacancies. Any Director may resign after providing written notice of his or her resignation to the Secretary of the Corporation. Such resignation shall be effective fifteen (15) days after the Secretary of the Corporation receives a resigning Director's written notice.

The Board will promptly elect by majority vote a replacement Director, to serve for unexpired term of the Director's predecessor in office.

Section 4. Compensation. The Directors shall not receive compensation for their services as Directors, but the Board may authorize reimbursement for expenses incurred by Directors in connection with the performance of their duties as Directors, on behalf of the Corporation.

Section 5. No Personal Stake. Each Director shall have no personal stake, either directly or potentially, in the business of the Corporation except as approved by the Board and in compliance with the Conflict of Interest policy.

Section 6. Removal of Directors. A Director of the Corporation may be removed from the Board for any cause detrimental to the Corporation, by a two-thirds (2/3) vote of all of the Directors during a special meeting called for this purpose. The Board shall notify any Director subject to possible removal at least fourteen (14) days prior to the special meeting during which the removal shall occur. The subject Director has the right to attend the special meeting and to present evidence and witnesses on his or her behalf, but shall not be entitled to vote on any motion relevant to his or her possible removal. If the Board elects to remove the Director, the Director has the right to appeal his or her removal to the Board, within fourteen (14) days after the Special Meeting or the Board's final action on removal.

ARTICLE V

Meetings of the Board of Directors

Section 1. Regular Meetings. The regular meetings of the Board shall be held without other notice than these Regulations require on the first Wednesday of each quarter at a place to be designated by the Chairperson. If there is no business to be conducted at a regular meeting of the Board, the President or Chairman of the Corporation may cancel the regular meeting by giving at least 24-hours prior telephonic notice of such cancellation to each of the Directors. If the Directors need to reschedule a regular meeting, the Directors may do so by unanimous verbal or written consent of the Directors, it being the intention of the Directors to facilitate the business of the Corporation with some flexibility without unduly burdening the Directors.

Section 2. Special Meetings. Special meetings of the Board may be called by or at the request of any 2 Officers, or at least two (2) Directors. The President or Chairman shall designate the date and time of such meeting.

Section 3. Annual Meeting. The Annual meeting of the Board shall be held in November to select the officers and conduct other business. The Board may reschedule this meeting by unanimous vote.

Section 4. It the responsibility of each member to notify the Secretary of any changes to this date including but not limited to address, telephone number, email address.

Section 4. Notice. Notice of any special meeting by telephonic or electronic means or rescheduled meeting of the Directors shall be given at least seven (7) days previously there to such notice shall specify the date, time and location of the meeting. Any Director may waive notice of any meeting if such meeting is not lawfully convened.

Section 5. Quorum. At any meeting of the Board, the presence of a majority of the Directors in person shall constitute a quorum for the transaction of business. The Chairperson may adjourn any meeting. Notwithstanding the foregoing, none

of the Directors that comprise a quorum may derive any direct or indirect benefit from the business to be transacted at such meeting.

Section 6. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the full Board.

Section 7. Action by Consent. Any action required to be taken at a meeting of the Directors, or any other action which may be taken at a meeting of Directors, may be taken without a meeting if consent in writing, or electronic means setting forth the action so taken, shall be signed by all of the Directors entitled to approve an action of the Corporation with respect to the subject matter thereof. Such consent shall have the effect of a unanimous vote and shall be equally valid as if said action were approved at a meeting, but limited to no more than 30% of the Board only for valid reasons.

Section 8. Participation by Telephone. Any one or more members of the Board may participate in a meeting of the Board by means of a conference telephone or similar communications equipment. Participation by such means shall constitute presence in person at the meeting; but limited to no more than 30% of the board only for valid reasons.

Section 9. Rules of Order. All questions of parliamentary procedure which are not specifically covered by provisions of these Regulations shall be governed by Roberts Rules of Order, Revised.

ARTICLE VI

Committees of the Board of Directors

Section 1. Executive Committee. The Executive Committee shall comprise the Chairman, President, Vice Presidents, Treasurer, and Secretary of the Corporation. Between meetings of the Board, the Executive Committee shall have the power of and exercise the authority of the Board in the management of the Corporation, except as to the election or removal of Officers or Directors of the Corporation, the amendment or repeal of these Regulations or any other matters of concern which the Board are required by law, the Articles of Incorporation of the Corporation, or these Regulations to act.

The Executive Committee shall advise the Board on all significant matters pertaining to the affairs of the Corporation and shall have and may exercise such specific power and perform such specific duties as prescribed by these Regulations or as the Board shall from time to time prescribe or direct by resolution. The Executive Committee may act by a majority of its members. The Executive Committee may request ratification of its acts by the Board at any regular, special or Annual Meeting of the Board.

Section 2. Standing Committees. The Board shall have the following standing committees:

- A. Committee on Bylaws and Code of Regulations.
- B. Committee on Membership.
- C. Committee on Finances.
- D. Committee on Civic, Social and Cultural Affairs.
- E. Committee on Awards and Scholarships.
- F. Committee on the Cultural Center.
- G. Committee on Ways and Means.
- H. Committee of the Auxiliary to PASO

Section 3. Other Committees. Other ad hoc committees may be appointed by the Chairperson or the President with the approval and by resolution of the Board as may be deemed necessary or desirable for the proper administration and operation of the Corporation. Each such committee shall serve at the pleasure of the Board and shall be subject to the control and direction of the Board. All actions by any such committee shall be subject to revision or alteration by the Board. Any such committee may act by a majority of its members present at a meeting.

Section 4. Chair. One member of each committee shall serve as Chair of the committee by the Chairperson.

ARTICLE VII

Advisory Board

The Corporation may have an Advisory Board made up to five (5) members. A member of the Advisory Board shall be appointed by the Board at the Annual Meeting of the Directors. An Advisory Board member may advise and consult with the Board, shall have a term of two years from the date he or she is appointed, but shall have no vote on any matter of the Corporation. Only persons who have been (i) members of the Corporation for at least one (1) full, continuous year; and (ii) previously served as a PASO officer or board member may be elected as a member of the Advisory Board.

ARTICLE VIII

Officers

Section 1. Number. The Officers of the Corporation shall consist of a Chairman, President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article, all of whom shall be members of the Board. The Board, by resolution, may further create the offices of one or more Assistant Treasurers and Assistant Secretaries, all of whom shall be elected by and shall be members of the Board.

Section 2. Election and Term of Office. The Officers of the Corporation shall be elected by the Board at the Annual Meeting of the Board or at such other time as may be determined by the Board. Each Officer shall take office immediately upon election. If the election of Officers shall not be held at an Annual Meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each Officer shall hold office until such Officer's successor shall have been duly elected, until such Officer's death, until such Officer shall resign, or shall have been removed in the manner hereinafter provided. Any Officer may succeed himself or herself.

Section 3. Removal. Any Officer or agent elected or appointed by the Board may be removed by the Board whenever, in the Board of Directors' judgment, the best interests of the Corporation would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, or otherwise may be filled by the Board for the unexpired portion of the term.

Section 5. President. The President shall be the chief executive Officer of the Corporation. Subject, in all cases, to the terms of Article IX, the President, unless some other person is specifically authorized by vote of the Board, shall sign, or delegate to other Officers of the Corporation the power to sign all deeds, mortgages, extension agreements, modification of mortgage agreements, leases, applications, any other contracts of the Corporation. The President shall make appointments to various committees of the Board. The President shall perform all the duties commonly incident to such office and shall perform such other duties as the Board shall designate.

Section 6. Vice-President. Except as specially limited by vote of the Board, and subject, in all cases, to the terms of Article IX, the Vice President shall perform the duties and have the powers of the President during the absence or disability of the President and shall have the power to sign all contracts of the Corporation, as contemplated in section 5 of this Article, during the absence or disability of the President. The Vice-President shall perform such other duties and have such other powers as the Board shall designate.

Section 7. Treasurer. Subject to the order of the Board, and subject in all cases to the terms of Article IX, the Treasurer shall have the care and custody of the money, funds, valuable papers, and documents of the Corporation and shall have and exercise, under the supervision of the Board, all the powers and duties commonly incident to such office. The Treasurer shall deposit all funds of the Corporation in such bank or banks as the Board shall designate. The Treasurer may endorse for deposit or collection all checks and notes payable to the Corporation or to its order and may accept drafts on behalf of the Corporation. The Treasurer shall keep accurate books of account of the Corporation's transactions which shall be the property of the Corporation, and shall be subject at all times to the inspection and control of the Board.

Section 8. Secretary. The Secretary shall keep accurate minutes of all meetings of the Board, shall perform all the duties commonly incident to such office, and shall perform such other duties and have such other powers as the Board

shall designate. In the Secretary's absence at any meeting, an Assistant Secretary or a Secretary Pro Tempore shall perform the Secretary's duties.

Section 9. Assistant Treasurers and Assistant Secretaries. The Board may appoint or may authorize Assistant Treasurers, Assistant Secretaries, and other Assistants to perform such duties as shall be assigned to them by the Board or by the President. In addition to any Assistant Treasurers or Secretaries appointed by the Board.

Section 10. An Executive Director maybe appointed by the Chairperson his/her duties shall be designated by the board.

Section 11 No Salaries. The Officers shall not receive compensation for their services as Officers, but the Board may authorize reimbursement for expenses incurred by Officers in connection with the performance of their duties as Officers on behalf of the Corporation.

ARTICLE IX

Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board may authorize any Officer or Officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.

Section 3. Checks, Drafts and Other Financial Instruments. All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by at least one Officer of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board may select.

ARTICLE X

Fiscal Year

The fiscal year of the Corporation shall be the period beginning on January 1 and ending on December 31 of each year.

ARTICLE XI

Corporate Seal

The Board may provide a corporate seal, but the lack of a seal on corporate documents shall not affect the validity of any document properly executed on behalf of the Corporation.

ARTICLE XII

Dissolution

Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all liabilities of the Corporation, transfer or convey all of the remaining assets of the Corporation to one or more non-profit domestic corporations, or non-profit organizations, as shall then be exempt organizations within the meaning of Section 501(c)(3) of the Code.

ARTICLE XIII

Notices

Section 1. Notices. Except as otherwise expressly provided herein, whenever written notice is required by law, the Articles of Incorporation, or these Regulations, to be given to any Member, Officer, Director or member of a committee, such notice shall be in writing and addressed to the recipient's address as it appears on the records of the Corporation. Such notice will be deemed effective one (1) business day after the notice is deposited with a nationally recognized overnight delivery service for next business day delivery, three (3) days after the notice is deposited in the United States Postal Service for certified mail delivery, postage prepaid, upon personal delivery, or upon receipt of an electronic confirmation receipt, if delivered by e-mail.

Section 2. Waivers of Notice. Whenever any notice is required by law, the Articles of Incorporation, or these Regulations, to be given to any Member, Director or, member of a committee, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

ARTICLE XIV

Indemnification of Officers and Directors

Section 1. Power to Indemnify in Actions, Suits or Proceedings. The Corporation shall indemnify a Member, Director, Officer or member of a Corporation committee ("indemnified party") who was or is a party to threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that such person is or was a Director or Officer of the Corporation, against expenses (including reasonable attorneys' fees), judgments, fines, restitution, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit, or proceeding to the extent provided by the provisions of the ORC Chapter 1702, namely Section 1702.55, as such act shall be amended from time to time; provided however, upon majority vote by the Board, the Corporation shall have full authority to decline indemnification of a Member, Director, Officer or member of a Corporation committee for judgments, fines, or restitution, in the event he or she admits or is adjudicated to have acted grossly negligently, recklessly or intentionally wrongly relative to the circumstances for which the party seeks indemnification.

Section 2. Insurance. Upon majority vote, the Board, on behalf of the Corporation and at its sole discretion, may authorize the purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power or the obligation to indemnify him or her against such liability under the provisions of this Article XIV.

ARTICLE XVI

Conflicts of Interest

(See appendix A to these Regulations)

ARTICLE XVII

Amendments

These Regulations may be altered, amended or repealed, in whole or in part, or new Regulations may be adopted by the Board of the Corporation, provided, however, that notice of such alteration, amendment, repeal, or adoption of new Regulations be contained in the notice of such meeting of the Board. All such amendments must be approved by an affirmative vote of at least two-thirds (2/3) of the entire Board then in office, pursuant to a duly noticed regular or special meeting of the Board.

ARTICLE XVIII

Public Posture

Only the Chairperson or the Chairperson's designee may make public the Corporation's official position(s) on any policy matters.

ADOPTED as of this ___th day of _____, 2023, by all voting Directors.

CERTIFICATE OF SECRETARY

The undersigned Secretary of the Philippine-American Society of Ohio hereby attests that the foregoing Regulations represent a true and correct copy of the Regulations adopted by the Board of the Corporation at a duly noticed meeting.

Secretary

Date

APPENDIX A

Conflicts of Interests

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this Corporation's global interest when it is entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement, but not replace any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions.

A. Interested Person. Any Director, Officer, or member of a committee with governing Board delegated powers and who has a direct or indirect Financial Interest (as defined below) is an interested person.

B. Financial Interest. A person has a financial interest ("Financial Interest") if the person has, directly or indirectly, through business, investment, or family:

- (i) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- (ii) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- (iii) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

The term compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Section 3.B., a person who has a Financial Interest may have a conflict of interest, if the Board decides that a conflict of interest exists.

Section 3. Procedures.

A. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the Financial Interest and be given the opportunity to disclose all material facts to the Directors and members of committees with Board-delegated powers considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest.

(i) An interested person may make a presentation at the Board or governing committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote upon, the transaction or arrangement involving the possible conflict of interest.

(ii) The Chairperson of the Board or governing committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(iii) After exercising due diligence, the Board or governing committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(iv) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or governing committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy.

(i) If the Board or governing committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(ii) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or governing committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board or governing committee with Board delegated powers shall contain:

A. The names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial Interest, any action taken to determine whether a conflict of interest was present, and the Board or governing committee decision as to whether a conflict of interest in fact existed.

B. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation.

A. A voting member of the Board who receives compensation directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation

B. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

C. No voting member of the Board or governing committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, principal, Officer and member of a committee with governing Board delegated powers shall annually sign a statement which affirms such person:

A. Has received a copy of the conflicts of interest policy;

B. Has read and understands the policy;

C. Has agreed to comply with the policy; and

D. Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, including the following subjects:

A. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purpose, and do not result in impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board or governing committee of its responsibility of ensuring periodic reviews are conducted.