



CARD Mutual Benefit Association, Inc.

A member of CARD MRI

MINUTES OF 16TH ANNUAL GENERAL MEMBERSHIP MEETING

Theme: "ALERTO HANDA AKO!"
CARD MRI Development Institute, Brgy. Tranca Bay, Laguna
September 9, 2015

Present:

- | | |
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| 1. Ms. Virginia D. Baldo | President/ Chairman of the Board |
| 2. Ms. Abundia C. Manabes | Vice President |
| 3. Ms. Charito L. Rivera | Secretary |
| 4. Ms. Adocracion C. Balmonte | Treasurer |
| 5. Ms. Edna B. Royo | Board Member |
| 6. Ms. Genalyn P. Rivadeniera | Board Member |
| 7. Ms. Angelita D. Ismael | Board Member |
| 8. Ms. Nimfa M. Santos | Board Member |
| 9. Ms. Cynthia D. Fajarito | Board Member |
| 10. Ms. Haydee G. Eulin | Board Member |
| 11. Ms. Shirley V. Isidro | Board Member |
| 12. Ms. Lelibeth A. Alberio | Board Member |
| 13. Ms. Evangeline R. Yonson | Board Member |
| 14. Ms. Arlette A. Umali | Independent Trustee and Audit Committee Chairperson |

Excused:

- | | |
|---------------------------|---|
| 15. Atty. Jomer H. Aquino | Independent Trustee and Risk and Remuneration Committee Chairperson |
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I. Call to Order

The Chairman of the Board of Trustees, who is also the President of CARD Mutual Benefit Association, Inc., Ms. Virginia D. Baldo, called the meeting to order at 8:00 a.m.

II. Proof of Notice of the Meeting

The Secretary, Charito L. Rivera, certified that Notice of Annual General Membership Meeting was issued on August 12, 2015 through publication in the CARD MBA website and through an advisory served to the members through the Provincial Offices.

III. Proof of Quorum

The Secretary, Charito L. Rivera, determined the number of attendees, whether in person or in proxy, to validly transact business. Out of 1,565,175 voting members, there were 1, 140,618 proxy votes gathered and 24 voting members present in person or 72.88%. Hence, the meeting was formally started.

IV. Reading and Approval of the Minutes of 2014 Annual General Membership Meeting held on September 9, 2014

Secretary Charito L. Rivera read the Minutes of the 2014 Annual General Meeting held on September 9, 2014. The Secretary stated that a copy of the Minutes are with the office of the Secretary and is available during regular business hours to anyone who is interested.

Members were asked if they have any questions on the Minutes. Since no questions were raised, the President asked for approval of the Minutes including acknowledgement of the completeness and accuracy thereof. Below is the resolution:

Members' Resolution No. 01-2015

“RESOLVED, that the reading of the Minutes of the 15th Annual General Membership Meeting of the CARD Mutual Benefits Association, Inc., held on 9th September 2014 at CARD MRI Development Institute, Inc. (CMDI) Bay Campus, Brgy Tranca, Bay, Laguna be, as they are hereby approved.”

The votes castes and received on the approval of the minutes of the 2014 Annual General Meeting on September 9, 2014 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
1,565,175	1,140,655	1,140,655	0	424,520

V. Discussion of Business Arising from the Previous General Meeting

There were no business arising or matters which should be resolved from the previous annual general membership meeting.

VI. President's Report and Presentation of 2014 Audit Financial Statements

President Virginia D. Baldo presented to the Board of Trustees and members the 2014 CARD MBA, Inc. result of operations and Audited Financial Statements, as follows

1.1 Membership and Offices

Particular	Number
No. of Regions	4
No. of Clusters	8
No. of Provincial Offices	45
No. of Boat Partners	20
No. of Staff	320
No. of MBA Coordinators	1,002
No. of Trustees	15
No. of Active Members	2,138,953
No. of Insured Individual	10,694,765

1.2 Paid Claims

Particulars	No.	Amount
Life Insurance	27,872	418,302,616.86.00
GLIP	1	50,000.00
Retirement	665	1,192,772.00
LRF	4,495	54,610,383.51.00
Refund Life	162,153	125,198,994.05.00
Refund RSF	162,636	96,605,695.69.00
Total Death Claims Per Day	67	
Total MVAH Claims Per Day	14	
1-3-5 Day Target on Claims Settlement – MEMBERS		96.98%
1-3-5 Day Target on Claims Settlement – LEGAL DEPENDENTS		95.55%

1.3 Non- Financial Services

PARTICULARS	NO.
CARD MRI Disaster Relief Assistance Program (CDRAP)	240,328
Mass Wedding	102

1.4 2014 Audited Financial Statement

Total Assets	6,876,763,946.00
Total Fund Balance	1,482,668,839.00
Total Liabilities/Reserves	5,394,095,107.00
Amount of Contribution	1,552,346,799.00
Expenses	292,735,925.00
Excess of Revenue over Expenses	315,543,651.00

Members' Resolution No. 02-2015

***“RESOLVED**, that the audited financial statements for the year ended December 31, 2014 be, as the same are hereby, approved.”*

The votes casted and received on the approval of the audited financial statements for the year ended December 31, 2014 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
1,565,175	1,140,655	1,140,655	0	424,520

The President also thanked the members and the staff for giving her the chance to be part of the Board of Trustees and serve as CARD MBA president.

VII. Ratification of the Acts of the Board of Trustees and Management During the Previous Year

The general membership was presented with a list of the Resolutions passed by the Board of Trustees during the previous year, and was asked to approve and ratify the same. Accordingly, the following Members' resolution was passed:

Members' Resolution No. 03-2015

***“RESOLVED**, that the acts of the Board of Trustees and Management during the year 2014 be, as they are hereby, approved.”*

The votes casted and received on the approval of the acts of the Board of Trustees and Management during the year 2014 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
1,565,175	1,140,655	1,140,655	0	424,520

VIII. Election of the Board of Trustees

i. Presentation of the Duties and Responsibilities of the Board

Duties and responsibilities of the Board of Trustees were presented by Senior Program Manager Arlene R. Umandap to all attendees especially to the nominees for the position of Board Trustee.

President

1. He/She shall preside in all meetings of the members of the Association
2. He/She shall execute all resolutions of the Board of Trustees
3. He/She shall be charged with directing and overseeing the activities of the Association.
4. He/She shall submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the Association for the fiscal year under his/her term

Vice-President

1. He/She shall exercise all powers and perform all duties of the President during the absence or incapacity of the latter
2. He/She shall perform duties that may be assigned by the Board of Trustees.

Secretary

1. He/She shall give all notices and keep the minutes of all the meetings of the member of the Board of Trustees
2. He/She shall keep the seal of the Association and affix such seal to any paper or instrument requiring the same
3. He/She shall have custody of the members' register and the correspondence files of the Association
4. He/She shall perform duties that may be assigned by the Board of Trustees.

Treasurer

1. He/She shall have charge of the funds, receipts and disbursements of the Association
2. He/She shall keep all moneys and other valuables of the Association in such banks as the Board of Trustees may designate
3. He/She shall keep and have charge of the book of accounts.
4. He/She shall perform duties that may be assigned by the Board of Trustees.

Overall Duties of the Board of Trustees

1. Devote time and attention necessary to properly discharge his duties and responsibilities. He/She should attend and actively participate in Board and committee meetings, request and review meeting materials, ask questions, and request explanation;
2. Ensure that the Association complies with all the relevant laws, regulations and endeavor to adopt best business practices;
3. Ensure fair treatment and judgment to members and employees;
4. Conduct fair business transactions with the Association and to ensure that personal interest does not compromise his/her impartiality and does not bias Board decisions. He/She should address and fully disclose to the Board any conflicts of interest that may arise and should not participate in the decision making that can involve his/her personal interest;
5. Ensure and observe confidentiality of non-public information acquired by the reason of his/her position as Trustee; and
6. Ensure that enough and appropriate controls are placed to ascertain soundness, effectiveness and adequacy of the Association's control environment.

ii. Nomination and Selection Procedures

Compliance Officer Jennifer O. Redublo presented the process of election based on the CARD MBA By-Laws.

As stated therein, there are two classes of members, the voting and the non-voting members. Voting members are those who are required to attend the regular center meetings of the partner institutions of CARD MBA while the non-voting members are those who are not required to attend the regular center meetings. The voting members can vote through proxy votes. On the fifteen (15) composition of Board of Trustees, thirteen (13) of which are from the members of the association while two (2) are Independent Trustees,

All qualified nominees underwent on a thorough background checking of the Cluster Nomination Committee (CNC), which meeting was held on May 21, 2015, to ensure that all nominees for the new Board of Trustees are reliable and in accordance with the set qualifications of a Trustee. CNC then endorsed the list of nominees to the Central Selection Committee (CSC), who meets on June 4, 2015, which is headed and composed mostly of independent parties, for the final scrutiny. During the actual election on AGM, there is an independent Election Committee, who supervises and validates the whole process of election.

Based on the result of the CNC and CSC meetings held prior to the AGM, there are eleven (11) nominees which will be elected on the AGM for the vacant position, namely:

No.	Name	Cluster/ PO/ Unit	Profile	Board Seat on Other Companies
1	Juvelyn D. Garcia	Luzon 1/Tarlac/ Aguilar	38 years old; resident of Salomaque Pangasinan; a High School graduate; 8 years member of CARD; 100% repayment and attendance rate; serves 1 year and 6 months as MBA Coordinator; Buy and Sell Business;	None
2	Rima G. Panlilio	Luzon 1/Tarlac/ La Paz	47 years old; a resident of La Paz, Tarlac; a High School graduate; 7 years member of CARD; 100% repayment and 90% attendance rate; serves 1 year and 4 months as MBA Coordinator; Tinapa Dealer Business	None
3	Angelina L. Ballesteros	Luzon 2/Cavite/ Imus 2	35 years old; a resident of Imus Cavite; a Computer Secretary graduate; 7 years member of CARD; 100% repayment and attendance rate; serves 1 year and 1 month as MBA Coordinator; Peanut Butter and Pampanga's Best Dealer Business	None
4	Edna A. Jacalne	Luzon 2/ Cavite/ Dasma 2	47 years old; a resident of Dasmaringas, Cavite; an Elementary graduate; 7 years member of CARD; 100% repayment and attendance rate; serves 1 year as MBA Coordinator; Peanut Butter Dealer Business	None
5	Maricor R. Enriquez	Luzon 2/ Pampanga/ Guiguinto	35 years old; a resident of Guiguinto, Bulacan; a High School graduate; 5 years member of CARD; 100% repayment and attendance rate; serves 1 year as MBA Coordinator; Junkshop Business	None
6	Gina V. Mortel	Luzon 3/ Batangas 2/ Lemery 2	45 years old; a resident of Lemery, Batangas; a Secretarial Science graduate; 6 years member of CARD; 100% repayment and attendance rate; serves 1 year and 6 months as MBA Coordinator;	None

			Electrical and Motor Repair Shop Business	
7	Marlene P. Coronacion	Luzon 3/Laguna 1/ Calauan 1	45 years old; a resident of Nagcarlan, Laguna; a High School graduate; 15 years member of CARD; 100% repayment and 90% attendance rate; serves 1 year and 5 months as MBA Coordinator; Buy and Sell Business	None
8	Charito A. Antolin	Luzon 3/ Oriental Mindoro/ Roxas 1	58 years old; a resident of Roxas, Oriental Mindoro; a Secretarial undergraduate; 10 years member of CARD; 100% repayment and attendance rate; serves 1 year and 2 months as MBA Coordinator; Sari Sari Store Business	None
9	Analyn R. Andrade	Luzon 3/ Occidental Mindoro/ San Jose 6	38 years old; a resident of San Joce, Occidental Mindoro; a Banking and Finance graduate; 8 years member of CARD; 100% repayment and attendance rate; serves 1 year and 4 months as MBA Coordinator; Tinapa Dealer Business	None
10	Eulalia A. Villanueva	Luzon 4/ Quezon 2/ Candelaria 3	52 years old; a resident of Candelaria, Quezon; an Accountancy graduate; 15 years member of CARD; 100% repayment and attendance rate; serves 1 year and 1 month as MBA Coordinator; Buy and Sell Business	None
11	Thelma M. Magculang	Marinduque/ Luzon 4/ Mogpog	43 years old; a resident of Mogpog, Marinduque; a High School graduate; 7 years member of CARD; 100% repayment and attendance rate; serves 1 year and 4 months as MBA Coordinator; Sari Sari Store Business	None

For this year AGMM, six (6) will be elected as new member of Board of Trustees as replacement of the six (6) outgoing trustee who already ended their 2 year term, namely

No	NAME	CLUSTER
1	Adoracion C. Balmonte	Luzon 1
2	Charito L. Rivera	Luzon 2
3	Virginia D. Baldo	Luzon 3
4	Angelita D. Ismael	Luzon 3
5	Edna B. Royo	Luzon 4
6	Genalyn P. Rivadeniera	Luzon 4

Before the actual election, Corporate Lawyer, Atty. Anatalia F. Buenaventura, discussed also the qualifications of a Board of Trustee and the process of election through secret balloting. All were reminded to vote wisely and to avoid single voting. Further, she discussed that counting of the votes will be done in the presence of the all the participants and to be tabulated manually in

paper and in a computer. She said that the manual tabulation in the paper will be done separately by two individuals while the tabulator in the computer will be flashed in the projector screen so the participants can also see if the votes will be encoded correctly. Needless to say, the paper and electronic tabulation should show the same results.

The independent Election Committee was also introduced. They are composed of Mr. Aristeo A. Dequito (CARD SME Bank, Inc. Deputy CEO), Ms. Cynthia D. Baldeo (CARD SME Bank Inc. Executive Vice President) and Ms. Marivic M. Austria (CARD Bank, Inc. Senior Vice President for Risk).

iii. Election of Board of Trustees

After the explanation of the whole processes of nomination, the election started and all nominees and Board of Trustees went to the voting precinct. The whole process of election was done under the close supervision of the Election Committee and after thirty minutes of voting, they brought the sealed ballot box in the auditorium for counting.

Under the presence of the nominees, members and guests who attended, the counting started. The Election Committee opened each ballot and counted all the votes for each nominees. There were four votes that considered invalid due to wrong entry of the name of the nominees in the correct cluster she belongs, such as:

Name of Nominees	Should be Cluster	Cluster Written in the Ballot	Number of Invalid Votes
Eden Jacalne	Luzon 2	Luzon 1	60, 449
Analyn Andrade	Luzon 3	Luzon 2	60, 449
Juvelyn Garcia	Luzon 1	Luzon 3	60, 449
Charito Antolin	Luzon 3	Luzon 4	60, 449

The tabulation of the votes casted for each nominees were as follows.

CLUSTER	Total Voting Members	Name of Nominees	Votes in Favor	*Votes Against	*Abstentions	Invalid Votes
LUZON 1	1,565,175	Juvelyn D. Garcia	915,653	164,553	424,520	60, 449
		Rima G. Panlilio	164,553	915,653	484,969	
LUZON 2	1,565,175	Angelina L. Ballesteros	89,763	990,442	484,970	
		Eden A. Jacalne	571,327	508,878	424,521	60, 449
		Maricor R. Enriquez	419,115	661,090	484,970	
LUZON 3	1,565,175	Gina V. Mortel	532,804	547,401	484,970	
		Marlene P. Coronacion	416,395	724,259	424,521	
		Charito A. Antolin	620,358	459,847	424,521	60, 449
		Analyn R. Andrade	651,302	428,903	424,521	60, 449
LUZON 4	1,565,175	Eulalia A. Villanueva	1,080,205	60,449	424,521	
		Thelma M. Magculang	1,140,654	0	424,521	

Based on the tabulation (both in paper and in computer), the elected new Board of Trustees were as follows:

Cluster	Name	Number of Votes	Term
Luzon 1	Juvelyn D. Garcia	915,653	2 taon
Luzon 2	Eden A. Jacalne	571,327	2 taon
Luzon 3	Charito A. Antolin	620,258	2 taon
Luzon 3	Analyn R. Andrade	651,302	2 taon
Luzon 4	Eulalia A. Villanueva	1,080,205	2 taon
Luzon 4	Thelma M. Magculang	1,140,654	2 taon

IX. Appointment of External Auditor

Audit Committee Chairperson, Ms. Arlette Umali, presented to general members SGV & Co. to be the external auditing firm to conduct the annual audit of the Association’s transactions for 2015 with remuneration amounting to P550, 000.00. SGV & Co. has been the external auditor for the past 9 years with different Partners heading the audit. She also presented the credentials of the SGV Partner who will head the audit for this year, Ms. Bernadette L. Ramos with CPA Certificate No. 0091096.

Members’ Resolution No. 04-2015

“RESOLVED, that SGV and Co., Inc. be as they hereby are reappointed as external auditor of this association, CARD Mutual Benefit Association, Inc., for the Year 2015-2016 for a remuneration to be approved by Management.”

The votes casted and received on the reappoint of external auditors were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Votes Against	Abstentions
1,565,175	1,140,655	1,140,655	0	424,520

X. Questions and Answers

Before the meeting ended, all members and Board of Trustees were asked if they had any question, issue or concern that needed to be answered and clarified. There were no questions, issues and concerns raised.

XI. Recognizing the Outgoing Board of Trustees

Outgoing Board of Trustee were given Plaque of Appreciation and a video presentation to show to them CARD MBA’s gratitude and honor for sharing their time and knowledge and contributions in their 2-year term as Board of Trustees

XII. Pledge of the New Set of Board of Trustees

CARD MRI Managing Director Dr. Jaime Aristotle B. Alip led the pledge of the new set of Board of Trustees in the presence of the members and other guest.

The 16th Annual General Membership Meeting adjourned at 5:00 PM

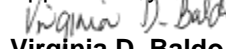
Prepared by:


Maria Helena D. Guitang/Nina B. Canuel
 Executive Assistant/Asst Compliance Officer/
 Assistant to the Corporate Secretary

Reviewed by:


Charito L. Rivera
 Corporate Secretary

Approved by:


Virginia D. Baldo
 President