



CARD Mutual Benefit Association, Inc.

A member of CARD MRI

MINUTES OF 17TH ANNUAL GENERAL MEMBERSHIP MEETING
Theme: “Ika 17 Taong Selebrasyon ng SEGURO para sa PAMILYANG PILIPINO”
CARD MRI Development Institute, Brgy. Tranca Bay, Laguna
September 5, 2016

Present:

- | | |
|------------------------------|---|
| 1. Ms. Abundia C. Manabes | President/ Chairman of the Board |
| 2. Ms. Nimfa M. Santos | Vice President |
| 3. Ms. Eulalia A. Villanueva | Secretary |
| 4. Ms. Eden A. Jacalne | Treasurer |
| 5. Ms. Cynthia D. Fajarito | Board Member |
| 6. Ms. Haydee G. Eulin | Board Member |
| 7. Ms. Shirley V. Isidro | Board Member |
| 8. Ms. Lelibeth A. Alberio | Board Member |
| 9. Ms. Evangeline R. Yonson | Board Member |
| 10. Ms. Juvelyn D. Garcia | Board Member |
| 11. Ms. Charito A. Antolin | Board Member |
| 12. Ms. Analyn R. Andrade | Board Member |
| 13. Ms. Thelma M. Magculang | 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. Abundia C Manabes, called the meeting to order at 8:40 a.m.

II. Proof of Notice of the Meeting

The Secretary, Eulalia A. Villanueva, certified that Notice of Annual General Membership Meeting was issued on August 5, 2016 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, Eulalia A. Villanueva, determined the number of attendees, whether in person or in proxy, to validly transact business. Out of 1,896,715 voting members, there were 1,413,385 proxy votes gathered and 27 voting members present in person or 74.52%. Hence, the meeting was formally started.

IV. Reading and Approval of the Minutes of 2015 Annual General Membership Meeting held on September 9, 2015

Secretary Eulalia A. Villanueva read the Minutes of the 2015 Annual General Meeting held on September 9, 2015. 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. 1-2016

“RESOLVED, that the reading of the Minutes of the 16th Annual General Membership Meeting of the CARD Mutual Benefits Association, Inc., held on 9th September 2015 at CARD MRI Development Institute, Inc. (CMDI) Bay Campus, Brgy Tranca, Bay, Laguna be, as they are hereby approved.”

The votes casted and received on the approval of the minutes of the 2015 Annual General Meeting on September 9, 2015 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
1,896,715	1,413,412	1,413,412	49,087	434,216

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 2015 Audit Financial Statements

President Abundia C. Manabes presented to the Board of Trustees and members the 2015 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	49
No. of Boat Partners	22
No. of Staff	359
No. of MBA Coordinators	1,160
No. of Trustees	15
No. of Active Members	2,560,402
No. of Insured Individual	12,802,010

1.2 Paid Claims

Particulars	No.	Amount
Life Insurance	29,720	486,584,087.22.00
GLIP	14	650,000.00
Retirement	2,433	4,467,953.52
LRF	5,132	67,426,730.08
Refund Life	174,045	139,500,839.25
Refund RSF	173,771	103,818,495.63
Total Death Claims Per Day	73	
Total MVAH Claims Per Day	15	
1-3-5 Day Target on Claims Settlement – MEMBERS		97.63%
1-3-5 Day Target on Claims Settlement – LEGAL DEPENDENTS		96.71%

1.3 Non- Financial Services

PARTICULARS	NO.
CARD MRI Disaster Relief Assistance Program (CDRAP)	174,342
Mass Wedding	343

1.4 2015 Audited Financial Statement

Total Assets	8,346,975,184.00
Total Fund Balance	1,893,556,083.00
Total Liabilities/Reserves	6,453,419,101.00
Amount of Contribution	1,839,785,168.00
Expenses	300,575,279.00
Excess of Revenue over Expenses	444,943,274.00

Members' Resolution No. 02-2016

“RESOLVED, that the audited financial statements for the year ended December 31, 2015 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, 2015 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
1,896,715	1,413,412	1,413,412	49,087	434,216

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

The list of the resolutions passed by the Board of Trustees during the previous year was presented to the general membership and was asked to approve and ratify the same. The members were also informed that allowance of the Board of Trustees remains the same as Php5, 000.00 from the previous year. Accordingly, the following Members' resolution was passed:

Members' Resolution No. 03-2016

“RESOLVED, that the acts of the Board of Trustees and Management during the year 2015 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 2015 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
1,896,715	1,413,412	1,413,412	49,087	434,216

VIII. Approval of the Amendment of CARD MBA Articles of Incorporation and By-Laws

Amendment of CARD MBA Articles of Incorporation and By-Laws for the change of the principal address of the Main Office and in compliance with the requirements of the governance, was presented by Compliance Officer Jennifer O. Redublo as follows:

#	Reference	Existing	Amend to
1	Articles of Incorporation (Third)	That the place where the principal office of the corporation is to be established or located is at <u>Colago Aveneue Brgv. 1-A San Pablo City, Laguna, Philippines.</u>	That the place where the principal office of the corporation is to be established or located is at <u>120 M. Paulino St. corner Burgos St., San Pablo City, Laguna, Philippines.</u>
2	By-Laws Article I Section 3. Notices	Notices of the time and place of annual and special meetings of the members shall be given either personally or by special delivery mail, at least two (2) weeks before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.	Notices of the time and place of annual and special meetings of the members shall be given either personally or by special delivery mail, at least twenty eight (28) days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.
3	By-Laws Article II Section 3. Qualifications and Section 4. Disqualifications of the Trustees or Officers	Qualifications (7) and (8) states that 7. Has no conflict of interest or is not engaged in any business or activity similar to or in competition with the business of or services offered by CARD MBA or any of its affiliates except for the business of or services offered by CARD-Business Development Service Foundation, Inc.; 8. Has no pending administrative, civil or criminal case;	To add "Must be a female member" as number one qualification; and item 7 and 8 to be moved under Section 4. Disqualifications of the Trustees or Officers.
4	By-Laws Article IV Section 1. President	The President shall be the Chief Executive Officer of the association. She/He shall preside in all meetings of the members of the association.	The President shall be the Chairman of the Board . She/He shall preside in all meetings of the members of the association.
5	By-Laws Article VI Suspension, Expulsion and Termination of Membership	Suspension, expulsion and termination of membership shall be in accordance with the rules and regulations of the association. Any membership of the association may file charges against a member by filing a written complaint with the secretary of the association. The Board of the Trustees shall call a special meeting to consider the charges. The affirmative vote of majority of the all the Trustees shall be necessary to suspend a member; Provided that where the penalty is expulsion, the affirmative vote of majority of all the members of the association shall be necessary.	The first paragraph will be retained and to remove the second paragraph.

Members' Resolution No. 04-2016

***"RESOLVED**, that the Amendment of CARD MBA Articles of Incorporation and By-Laws, be, as they are hereby approved."*

The votes casted and received on the approval of the amendment of the Articles and By-laws were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
1,896,715	1,413,412	1,413,412	49,087	434,216

IX. Election of the Board of Trustees

Election of the Board of Trustees was conducted in the presence of independent Election Committee composed of Atty. Charlene Bacud as the Chairperson, Deputy Director for Audit Jennifer Masa and AVP for Audit Laarne Paje.

i. Presentation of the Duties and Responsibilities of the Board

Before the actual election, duties and responsibilities of the Board of Trustees were presented by Compliance Officer Jennifer O. Redublo 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 members 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

Atty. Charlene Bacud, Election Committee Chairperson, 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 April 29, 2016, 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 May 12, 2016, 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 fifteen (15) 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	Rosemarie C. Cortez	Luzon 1/Cagayan/ Sta. Teresita	58 years old; resident of Buguey, Cagayan; a Mass Communication graduate; 6 years member of CARD; 100% repayment and attendance rate; serves 1 year and 6 months as MBA Coordinator; Fishpond Business;	None
2	Nancy V. Santiago	Luzon 1/Pangasinan/ Calasiao 1	54 years old; a resident of Calasiao, Pangasinan; a AB Economics graduate; 6 years member of CARD; 100% repayment and 90% attendance rate; serves 1 year and 5 months as MBA Coordinator; Direct Selling Business	None
3	Carolina B. Banadera	Luzon 5/Albay/ Daraga	45 years old; a resident of Balunad, Albay; a Highschool graduate; 11 years member of CARD; 100% repayment and attendance rate; serves 1 year and 9 months as MBA Coordinator; Tricycle Business	None
4	Luzviminda B. Alarcio	Viasayas 3/ Negros Oriental/ Dasma 2	52 years old; a resident of Bagacay, Dumaguete City; a Computer Science Graduate; 6 years member of CARD; 100% repayment and 95% attendance rate; serves 1 year and 5 months as MBA Coordinator; Direct Selling Business	None
5	Melvie A. Esmana	Visayas 3/Capiz/ Roxas	36 years old; a resident of Roxas City; a Computer Secretary Graduate; 7 years member of CARD; 100% repayment and attendance rate; serves 1 year and 5 months as MBA Coordinator; Computer Shop Business	None
6	Naomi C. Fagutan	Visayas 3/ Ilo-Ilo/ Dumalag	36 years old; a resident of Dumalag, Capiz; a Computer Secretarial graduate; 6 years member of CARD; 100% repayment and 90% attendance rate; serves 1 year and 5 months as MBA Coordinator; Direct Selling Business	None
7	Judith I. Maurillo	Visayas 1/Leyte 2/	42 years old; a resident of Isabel,	None

		Isabel	Leyte a Computer Secretarial graduate; 6 years member of CARD; 100% repayment and attendance rate; serves 1 year and 8 months as MBA Coordinator; Buy and Sell Business	
8	Teresita L. Sasa	Visayas 2/ Cebu 1/ Talisay 2	47 years old; a resident of Talisay City, Cebu; GRCO Graduate; 7 years member of CARD; 100% repayment and attendance rate; serves 1 year and 7 months as MBA Coordinator; Food Vending Business	None
9	Elvira V. Soria	Visayas 2/ Masbate/ Esperanza	50 years old; a resident of Pio Corpus, Masbate; a BSEED Graduate; 17 years member of CARD; 100% repayment and attendance rate; serves 1 year and 9 months as MBA Coordinator; Fishing Net Business	None
10	Rowena S. Sumilang	Visayas 1/Leyte 1/ Tacloban 1	53 years old; a resident of Tacloban City; an Accountancy graduate; 6 years member of CARD; 100% repayment and attendance rate; serves 1 year and 8 months as MBA Coordinator; Buy and Sell Business	None
11	Luzviminda E. Corpuz	South Cotabato/ Mindanao 1/ Koronadal 2	52 years old; a resident of Koronal City; a Education graduate; 7 years member of CARD; 100% repayment and attendance rate; serves 1 year and 4 months as MBA Coordinator; Sari Sari Store and Farming Business	None
12	Victoria M. Daligdig	Davao 2/ Mindanao 1/ Malalag	56 years old; a resident of Malalag Davao del Sur; a Highschool graduate; 9 years member of CARD; 100% repayment and 90% attendance rate; serves 1 year and 8 months as MBA Coordinator; Direct Selling Business	None
13	Imelda G Lastimoso	North Cotabato/ Mindanao 1/ Kidapawan 1	45 years old; a resident of Kidapawan City; a Secretarial graduate; 8 years member of CARD; 100% repayment and attendance rate; serves 1 year and 8 months as MBA Coordinator; Sari-sari Store Business	None
14	Sonia Y. Reyes	Davao 1/ Mindanao 1/ Buhangin 1	51 years old; a resident of Buhangin, Davao City; a Management graduate; 9 years member of CARD; 100% repayment and attendance rate; serves 1 year and 6 months as MBA Coordinator; Kalan	None

			Manufacturer Business	
15	Matilde P. Rubi	Agusan Del Sur/ Mindanao 2/ Tandag 1	51 years old; a resident of Tago, Surigao Sur; a Business Administration graduate; 5 years member of CARD; 100% repayment and attendance rate; serves 1 year and 9 months as MBA Coordinator; Fish Pond Cultivator Business	None

For this year AGMM, one (1) prospective nominee, Ms. Luzviminda Alarcio, failed to attend the election for the new sets of Board of Trustees. This results to her disqualification and removal on the list of nominees. However, seven (7) will be elected as new member of Board of Trustees as replacement of the seven (7) outgoing trustee who already ended their 2-year term, namely:

No	NAME	CLUSTER
1	Cynthia D. Fajarito	Luzon 1
2	Nimfa M. Santos	Luzon 2
3	Abundia C. Manabes	Luzon 3
4	Haydee G. Eulin	Visayas 1
5	Lelibeth A. Alberio	Visayas 2
6	Shirley V. isidro	Mindanao 1
7	Evangeline R. Yonson	Mondanao 2

Before the actual election, Atty. Charlene Bacud, 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 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.

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 Conference room 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.

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	1,896,715	Rosemarie C. Cortez	1,346,579	66,833	434,216	49,087
		Nancy V. Santiago	1,413,409	3	434,216	49,087
LUZON 2	1,896,715	Carolina B. Banadera	1,413,411	1	434,216	49,087

VISAYAS	1,896,715	Melvie A. Esmara	205,884	1,207,527	434,216	49,088
		Naomi C. Fagutan	205,889	1,207,522	434,216	49,088
		Judith I. Maurillo	763,813	649,598	434,216	49,088
		Teresita L. Sasa	671,033	742,378	434,216	49,088
		Elvira V. Soria	519,163	894,248	434,216	49,088
		Rowena S. Sumilang	461,040	952,371	434,216	49,088
MINDANAO	1,896,715	Luzviminda E. Corpuz	590,582	822,830	434,216	49,087
		Victoria M. Daligdig	171,490	1,241,922	434,216	49,087
		Imelda G. Lastimoso	417,531	995,881	434,216	49,087
		Sonia Y. Reyes	1,206,330	207,082	434,216	49,087
		Matilde P. Rubi	338,447	1,074,965	434,216	49,087

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	Rosemarie C. Cortez	1,346,579	2 years
Luzon 1	Nancy V. Santiago	1,413,409	2 years
Luzon 2	Carolina B. Banadera	1,413,411	2 years
Visayas	Judith I. Maurillo	763,813	2 years
Visayas	Teresita L. Sasa	671,033	2 years
Mindanao	Luzviminda E. Corpuz	590,582	2 years
Mindanao	Sonia Y. Reyes	1,206,330	2 years

X. 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 January 2016-December 2016. SGV & Co. has been the external auditor for the past 9 years with different Partners heading the audit.

Members' Resolution No. 05-2016

"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 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	Invalid Votes	Abstentions
1,896,715	1,413,412	1,413,412	49,087	434,216

XI. 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.

XII. Adjournment

With no other matter to discuss, the 17th Annual General Membership Meeting adjourned at 11:30 in the morning upon the motion of Ms. Thelma Magculang and seconded by Ms. Evangline Yonson.

Prepared by:

Maria Helena D.Guitang

Assistant to the Corporate Secretary

Reviewed by:

Eulalia A. Villanueva

Corporate Secretary

Approved by:

Abundia C. Manabes

President