



CARD Mutual Benefit Association, Inc.
A member of CARD MRI

MINUTES OF 19TH ANNUAL GENERAL MEMBERSHIP MEETING
Theme: “Resilient and Innovative Microinsurance”
CARD MRI Development Institute, Brgy. Tranca Bay, Laguna
September 6, 2018

Present:

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| 1. Ms. Violeta G. Aquino | President/ Chairman of the Board |
| 2. Ms. Nancy V. Santiago | Vice President |
| 3. Ms. Analie R. Marasigan | Secretary |
| 4. Ms. Judith I. Maurillo | Board Member |
| 5. Ms. Carolina B. Banadera | Board Member |
| 6. Ms. Teresita L. Sasa | Board Member |
| 7. Ms. Rosemarie C. Cortez | Board Member |
| 8. Ms. Sonia Y. Reyes | Board Member |
| 9. Ms. Luzviminda E. Corpuz | Board Member |
| 10. Ms. Fidela C. Gabatin | Board Member |
| 11. Ms. Rosalie R. Barandino | Board Member |
| 12. Ms. Minerva M. Arcullo | Board Member |
| 13. Ms. Arlette A. Umali | Independent Trustee and Audit Committee Chairperson |
| 14. Atty. Jomer H. Aquino | Independent Trustee and Risk and Remuneration Committee Chairperson |

Excused:

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| 15. Ms. Hean D. Rosales | Treasurer |
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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. Violeta G. Aquino, called the meeting to order at 8:00 a.m.

II. Proof of Notice of the Meeting

The Secretary, Analie R. Marasigan, certified that the Notice of Annual General Membership Meeting was issued on August 3, 2018 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, Analie R. Marasigan, determined the number of attendees, whether in person or in proxy, to validly transact business. Out of 3,004,801 voting members, there were 2,566,674 proxy votes gathered and 12 voting members present in person or 85.4%. Hence, the meeting was formally started.

IV. Reading and Approval of the Minutes of 2017 Annual General Membership Meeting held on September 6, 2017

The President, Violeta G. Aquino read the Minutes of the 2017 Annual General Meeting held on September 6, 2017. The President stated that a copy of the Minutes is with the office of the President 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. 01-2018

“RESOLVED, that the reading of the Minutes of the 18th Annual General Membership Meeting of the CARD Mutual Benefits Association, Inc., held on 6th September 2017 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 2017 Annual General Meeting on September 6, 2017 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
3,004,801	2,566,686	2,566,686	0	438,115

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 2017 Audit Financial Statements

President Violeta G. Aquino presented to the Board of Trustees and members the 2017 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	10
No. of Provincial Offices	54
No. of Boat Partners	18
No. of Staff	333
No. of MBA Coordinators	1,745
No. of Trustees	15
No. of Active Members	4,255,804
No. of Insured Individual	15,321,881

1.2 Paid Claims

Particulars	No.	Amount
Life Insurance	43,578	700,226,994.00
GLIP	154	6,800,000.00
Retirement	7,814	17,796,618.58
LRF	10,417	99,155,466.00
Refund Life	272,768	185,550,531.00
Refund RSF	262,365	124,155,861.74
Total Death Claims Per Day	105	
Total MVAH Claims Per Day	23	
1-3-5 Day Target on Claims Settlement – MEMBERS		98.22%
1-3-5 Day Target on Claims Settlement – LEGAL DEPENDENTS		97.77%
8-24 Hour Claims Settlement - MEMBERS		94.52%

8-24 Hour Claims Settlement – LEGAL DEPENDENTS	92.86%
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1.3 Non- Financial Services

PARTICULARS	NO.
CARD MRI Disaster Relief Assistance Program (CDRAP)	128,475
Scholarship Program	15
MBA-PSA DRS	3,185
Mass Wedding	143

1.4 2017 Audited Financial Statement

Total Assets	13,041,530,763
Total Fund Balance	2,989,371,250
Total Liabilities/Reserves	10,052,159,513
Amount of Contribution	3,002,223,494
Expenses	468,334,559
Excess of Revenue over Expenses	643,635,438

Members’ Resolution No. 02-2018

“RESOLVED, that the audited financial statements for the year ended December 31, 2017 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, 2017 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
3,004,801	2,566,686	2,566,686	0	438,115

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 incidental expenses 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. 03-2018

“RESOLVED, that the acts of the Board of Trustees and Management during the year 2017 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 2017 were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
3,004,801	2,566,686	2,566,686	0	438,115

VIII. Approval of Amendment of CARD MBA By-Laws

Pursuant to Insurance Commission Circular 2018-36 regarding rules on number of seats and term limits of Independent Trustees this is to seek board approval for the amendment of the following section in the By-Laws.

#	Article/Section	Existing	Amend to
1	Art. II Section 2	SECTION 2. Composition of the Board of Trustees— the Board of Trustees shall be composed of 15 members, two (2) of which shall be Independent Trustees.	SECTION 2. Composition of the Board of Trustees— the Board of Trustees shall be composed of 15 members, <u>three (3)</u> of which shall be Independent Trustees.
2	Art. II Section 5	SECTION 5. Term of Office of Trustees— Both the thirteen (13) Trustees and the two (2) Independent Trustees shall hold office for two (2) years until their successors are duly elected and qualified; Provided, that the term of the thirteen (13) Trustees shall be staggered such that seven (7) or six (6) of them, as the case may be, shall be elected at each annual meeting and shall hold office until their successors are duly elected and qualified. The thirteen trustees are eligible for re-election only until at least one year has elapsed while the independent trustees may be re-elected for another two years.	SECTION 5. Term of Office of Trustees— Both the <u>twelve (12)</u> Trustees and the <u>three (3)</u> Independent Trustees shall hold office for two (2) years until their successors are duly elected and qualified; <u>Provided, that the twelve (12) Trustees shall serve for staggered terms of office, with half or six (6) of them shall be elected at each annual meeting and shall hold office until their successors are duly elected and qualified.</u> <u>The twelve (12) Trustees are eligible for re-election only until at least one year has elapsed after serving the two-year term.</u> <u>An Independent Trustee shall serve for a maximum cumulative term of nine (9) years and shall be perpetually barred from any re-election.</u>

Members' Resolution No. 04-2018

“RESOLVED, that the Amendment of By-laws be, as the same are hereby, approved.”

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

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
3,004,801	2,566,686	2,566,686	0	438,115

Further, due to the transitioning period of this amendment, the one who attained the lowest number of votes from the newly elected Board of Trustees will served for only one (1) year term to give way to the additional Independent Trustee.

Members' Resolution No. 05-2018

“RESOLVED, that the Term of Office of One Board of Trustees Member be, as the same are hereby, approved.”

The votes casted and received on the approval of Term of Office of One Board of Trustees Member were as follows:

Total Voting Members	Total Votes Cast	Votes in Favor	Invalid Votes	Abstentions
3,004,801	2,566,686	2,566,686	0	438,115

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. Virlynn Rose R. Ramirez as the Chairperson, Deputy Director for Audit Ma. Anna Therese A. De Leon 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. Virlynn Rose Ramirez, 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 Regional Nomination Committee (RNC), which meeting was held on May 3, 2018, to ensure that all nominees for the new Board of Trustees are eligible and in accordance with the set qualifications of a Trustee. RNC then endorsed the list of nominees to the Central Nomination Committee (CNC), who meets on May 15, 2018, which is headed and composed 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 thirteen (13) 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	Jocelyn A. Bactad	Luzon 1/Pangasinan/ Urdaneta 1	39 years old; resident of Urdaneta Pangasinan; a BS Mathematics Undergraduate; 10.04 years member of CARD; 100% repayment and attendance rate; serves 2.25 years as MBA Coordinator; Motor/Sidecar Buy and Sell business;	None
2	Audrey R. Cabebe	Luzon 1/Ilocos Norte/ Batac 2	38 years old; a resident of Batac, Ilocos Norte; a Beauty Care NCII Graduate; 11.38 years member of CARD; 100% repayment and attendance rate; serves 2.48 years as MBA Coordinator; Piggery and Farming business	None
3	Natividad F. Gedraga	Luzon 1/Metro Manila 2/ San Juan	48 years old; a resident of San Juan City, Manila; a BS Applied Economics graduate; 5.15 years member of CARD; 100% repayment and attendance rate; serves 1.87 years as MBA Coordinator; Buy and Sell business	None
4	Girlie M. Lopez	Luzon 1/ Benguet/ La Trinidad 5	43 years old; a resident of Baguio, City, Benguet; an Electronic Technician graduate; 5.95 years member of CARD; 100% repayment and attendance rate; serves 2.94 years as MBA Coordinator; Buy and Sell business	None

5	Maria Elizabeth B. Aguilar	Luzon 2/ Cavite 2/ Silang 6	44 years old; a resident of Silang, Cavite; a BS Computer Science graduate; 9.16 years member of CARD; 100% repayment and attendance rate; serves 2.22 years as MBA Coordinator; Computer Shop business.	None
6	Flordeliza C. Cristobal	Luzon 2/ Cavite 1/ Dasma 2B	37 years old; a resident of Dasmariñas City, Cavite; a Basic Computer graduate; 9.40 years member of CARD; 100% repayment and attendance rate; serves 2.39 years as MBA Coordinator; RTW business	None
7	Corazon E. Lancuesta	Luzon 2/Camarines Sur / Bula 1	32 years old; a resident of Bula, Camarines Sur; a Highschool graduate; 6.44 years member of CARD; 100% repayment and attendance rate; serves 2.12 years as MBA Coordinator; Piggery and Farming business	None
8	Lydia G. Billante	Visayas/ Samar/ Catbalogan 2	54 years old; a resident of Catbalogan City, Samar; a Highschool graduate; 9.25 years member of CARD; 100% repayment and attendance rate; serves 2.83 years as MBA Coordinator; Food Vending business	None
9	Marabella D. Celoso	Visayas/ Masbate/ Milagros 2	33 years old; a resident of Milagros, Masbate; a BS Commerce Major in Banking and Finance graduate; 12.30 years member of CARD; 100% repayment and attendance rate; serves 1.45 years months as MBA Coordinator; Crab Marketing business	None
10	Ligaya P. Ramos	Visayas/ Cebu 2/ Danao 2	62 years old; a resident of Danao City, Cebu; a BS Commerce Major in Accounting graduate; 7.60 years member of CARD; 100% repayment and attendance rate; serves 1.52 years as MBA Coordinator; Carinderia business	None
11	Maria Victoria G. Agpasa	Mindanao/ Zamboanga Del Norte/ Polanco	41 years old; a resident of Dipolog City, Zamboanga Del Norte; a BS Computer Science Undergraduate; 7.32 years member of CARD; 100% repayment and attendance rate; serves 2.31 years as MBA Coordinator; Direct Selling business	None
12	Roselyn V. Bayron	Mindanao/ South Cotabato/ Alabel 2	49 years old; a resident of Alabel, Sarangani; a Food Service Management undergraduate; 11.15 years member of CARD; 100% repayment and attendance rate;	None

			serves 2.89 years as MBA Coordinator; Tailoring business
13	Dorfe A. Pagunsan	Mindanao/ Davao Oriental/ Governor Generoso 1	59 years old; a resident of Gov. Generoso Davao Oriental; a BS Biology graduate; 10.64 years member of CARD; 100% repayment and attendance rate; serves 2.22 years as MBA Coordinator; Agri Farming business

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	REGION
1	Nancy V. Santiago	Luzon 1
2	Judith I. Maurillo	Visayas
3	Carolina B. Bañadera	Luzon 2
4	Teresita S. Sasa	Visayas
5	Rosemarie C. Cortez	Luzon 1
6	Sonia Y. Reyes	Mindanao
7	Luzviminda E. Corpuz	Mindanao

Before the actual election, Atty. Virlynn Rose Ramirez, discussed also the qualifications of a Board of Trustee and the process of election through online electronic voting. All were reminded to vote wisely and to avoid single voting. Further, she discussed that counting of the votes will be automatically tabulated and the results will be flashed in the projector screen real-time for the participants to see.

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 lasted for thirty minutes.

Under the presence of the nominees, members and guests who attended, the automatic tabulation thru the online electronic voting was flashed in the projector screen. The Election Committee Chairperson announced the number of votes casted for each nominee.

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

Region	Total Voting Members	Name of Nominees	Votes in Favor	Votes Against	Abstentions	Invalid Votes
LUZON 1	3,004,801	Jocelyn A. Bactad	1,285,094	1,281,592	438,115	0
	3,004,801	Audrey R. Cabebe	1,705,483	861,203	438,115	0
	3,004,801	Natividad F. Gedraga	612,183	1,954,503	438,115	0
	3,004,801	Girlie M. Lopez	1,530,612	1,036,074	438,115	0
LUZON 2	3,004,801	Maria Elizabeth B.	344,410	2,222,276	438,115	0

		Aguilar				
	3,004,801	Flordeliza C. Cristobal	1,952,452	614,234	438,115	0
	3,004,801	Corazon E. Lancuesta	269,824	2,296,862	438,115	0
VISAYAS	3,004,801	Lydia G. Billante	1,322,613	1,244,073	438,115	0
	3,004,801	Marabella D. Celoso	1,840,401	726,285	438,115	0
	3,004,801	Ligaya P. Ramos	1,970,358	596,328	438,115	0
MINDANAO	3,004,801	Maria Victoria G. Agpasa	1,575,932	990,754	438,115	0
	3,004,801	Roselyn V. Bayron	1,602,938	963,748	438,115	0
	3,004,801	Dorfe A. Pagunsan	1,954,502	612,184	438,115	0

Based on the tabulation, the elected new Board of Trustees were as follows:

Region	Name	Number of Votes	Term
Visayas	Ligaya P. Ramos	1,970,358	2 years
Mindanao	Dorfe A. Pagunsan	1,954,502	2 years
Luzon 2	Flordeliza C. Cristobal	1,952,452	2 years
Visayas	Marabella D. Celoso	1,840,401	2 years
Luzon 1	Audrey R. Cabebe	1,705,483	2 years
Mindanao	Roselyn V. Bayron	1,602,938	2 years
Luzon 1	Girlie M. Lopez	1,530,612	1 year

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 2018-December 2018. SGV & Co. has been the external auditor for the past 10 years with different Partners heading the audit.

Members' Resolution No. 06-2018

"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 2018 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
3,004,801	2,566,686	2,566,686	0	438,115


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 19th Annual General Membership Meeting adjourned at 11:00 in the morning upon the motion of Ms. Luzviminda E. Corpuz and seconded by Ms. Carolina B. Bañadera.

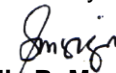
Prepared by:

 09/07/2018


Daissiel F. Ticzon

Assistant to the Corporate Secretary

Reviewed by:


Analie R. Marasigan
Corporate Secretary

Approved by:


Violeta G. Aquino
President