

## Minutes of the NATCCO MBAI Board of Trustees Regular BOT Meeting

Executive Room, NATCCO Bldg.,

Project 4, Quezon City

July 11-12, 2018

### Attendees:

Ms. Ellen Pastores	-	Chairperson
Ms. Evelia Tizon	-	Vice-Chairperson
Atty. Adolfo Ibanez	-	Independent Trustee
Mr. Jupiter Bonilla	-	Member
Mr. Leonardo Banga	-	Member
Mr. Angel Garcia Jr.	-	Member
Mr. Romeo Magdaong	-	Independent Trustee
Ms. Minerva Tejada	-	President
Ms. Zorahayda Cafirma	-	Treasurer
Mr. Robert Abao	-	Auditor
Ms. Mildred Cerezo	-	Board Secretary

Day 1-July 11, 2018

10:00am-5:00pm

### I. Call to Order

Chairperson Pastores call the meeting to order at 10:00 o' clock in the morning.

### II. Approval of the Agenda

Trustee Tizon moved for the approval of the agenda and was seconded by Trustee Bonilla.  
Motion Approved.

- i. Call to order
- ii. Approval of the agenda
- iii. Development plan
- iv. Policy review
- v. Election guidelines
- vi. RPT Policy
- vii. Investment
- viii. Adjournment

### III. 7-Year Development Plan of NMBAI

The body discussed and deliberated the Development Plan for the NMBAI.

Management was directed to come up with the detail program and allocate a budget for the Lakbay Malasakit Program developed in this meeting.

Also, it was noted to include in the member's satisfaction survey the reason of unsatisfied service from NMBAI as part of monitoring tool for members' feedback.

After due deliberations, Vice-Chairperson Tizon moved for the approval of the 7-Year Development Plan for the NATCCO MBAI which was duly seconded by Trustee Bonilla. Motion Approved.

**Resolution No.20- S2018. Resolution, approving the 7-Year Development Plan of NMBAI.**

Trustee Magdaong moved for a recess of the 2-day special board of trustees' meeting to be resumed the following day @ 9:00 o'clock in the morning. The motion was seconded by Vice-Chairperson Tizon. Motion Approved.

Day 2 – July 12, 2018  
9:00am – 5:00pm

Manager Tejada presented the details of 2018 Action Plan for NMBAI.

Following are items requested by the Board of Trustees to be incorporated in the presentation next meeting:

- Historical record of claims and releases vs. actual for 3 years
- Performance of risk retention
- Separate expense, opex and claims
- Segmentation by age, area
- Fund life score
- Percentage of commission for marketer
- Identify market ( initiative for additional partnerships)
- Have a signage for partnership (loyalty program)
- Present guidelines on loyalty program next meeting for members and coop
- Marketing, identify our uniqueness ( life saving's insurance)
- Include reviewing the marketing collaterals before the year ends
- Have an additional column for renewal (form)
- Show turn –around time of claims
- Add contestability period description in the Health Questionnaire
- Create Membership transfer policy or guidelines after his membership with coops, (partner or not)
- “in arrears” if the policy has not paid the renewal
- Need write up for sec 5-6 re MIGS and arrears
- Include the nomination code of the proxy vote and authorization
- Make an incentive program for members, employees and OFFICERS and TRUSTEES

After discussing all matters in the 2018 Action Plan, Trustee Banga moved for its approval as revised, which was duly seconded by Trustee Magdaong. Motion Approved.

**Resolution No. 21-S2018. Resolution, approving the revised 2018 Action Plan.**

**IV. Policy Review**

President Tejada presented policies for review:

A. By-Laws

The board saw the need to change of title of General Manager to President, thereafter, Trustee Banga made the motion to change the title of General Manager to President to be reflected in all NMBAI documents and transaction as the title name is required. The motion was seconded unanimously. Motion Approved.

**Resolution No. 22-S2018. Resolution, changing the title of General Manager to President to be reflected in all NMBAI documents and transaction as the title name is required.**

After due deliberations of all items in the By-Laws need revisions, Trustee Banga moved for the amendments of the By-Laws, which was seconded by Trustee Bonilla. Motion Approved.

**AMENDED BY-LAWS**

**OF**

**NATIONAL CONFEDERATION OF COOPERATIVES MUTUAL BENEFITS ASSOCIATION (NATCCO MBAI), INC.**

CURRENT ENTRY	PROPOSED AMENDMENT
<p align="center"><b>AMENDED BY-LAWS OF NATIONAL CONFEDERATION OF COOPERATIVES MUTUAL BENEFITS ASSOCIATION (NATCCO MBA), INC.</b></p>	<p align="center">NONE</p>
<p align="center"><b>ARTICLE I – NAME</b></p> <p><b>Section 1 -</b> The name of the said association shall be NATIONAL CONFEDERATION OF COOPERATIVES MUTUAL BENEFITS ASSOCIATION (NATCCO MBA), INC.</p>	<p align="center"><b>ARTICLE I – NAME</b></p> <p align="center">NONE</p>
<p align="center"><b>ARTICLE II – OBJECTIVES</b></p> <p><b>Section 1 -</b> That the purpose for which such association is formed is to advance the interests and promote the welfare of the poor in particular and the interest and welfare of the Philippines in general. Specifically the association shall seek:</p> <ul style="list-style-type: none"> <li>a. To extend financial assistance to its members, spouse, and children in the form of death benefits, sickness benefits, provident savings and loan redemption assistance;</li> <li>b. To ensure continued access to benefits/ resources by actively involving the members in the management of association that will include implementation of policies and procedures geared towards sustainability and improved services.</li> </ul>	<p align="center"><b>ARTICLE II – OBJECTIVES</b></p> <p align="center"><b>c. To contribute to the conservation of the environment.</b></p>
<p align="center"><b>ARTICLE III – MEMBERSHIP</b></p>	<p align="center"><b>ARTICLE III – MEMBERSHIP</b></p>

<p><b>Section 1.</b> Qualifications for Membership:</p> <ul style="list-style-type: none"> <li>a. Must be at least 18 years of age but not more than 65 years old as of enrolment date;</li> <li>b. Must be a member of any cooperative affiliated with the NATIONAL CONFEDERATION OF COOPERATIVES (NATCCO);</li> <li>c. Must meet all the requirements stated in the prescribed application form for membership.</li> </ul> <p><b>Section 2.</b> Rights of Members</p> <ul style="list-style-type: none"> <li>a. To exercise the rights to vote on all matters relating to the affairs of the association;</li> <li>b. To be eligible to any elective or appointive office of the association subject to the rules hereinafter prescribed by the general membership of the Trustees;</li> <li>c. To participate in all deliberations/meetings of the Association;</li> <li>d. To avail of all the facilities of the Association;</li> <li>e. To examine all the records or books of the Association during business hours.</li> </ul> <p><b>Section 3.</b> Duties and Responsibilities of the Members – A member shall have the following duties and responsibilities:</p> <ul style="list-style-type: none"> <li>a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the Association from time to time;</li> <li>b. To attend all meetings that may be called by the Board of Trustees;</li> <li>c. To pay membership dues and other assessments of the Association;</li> <li>d. To participate in the governance and to protect the fund of the Association;</li> <li>e. Continuously give suggestions and comments on how to better run the Association.</li> </ul> <p><b>Section 4.</b> A member may transfer from one primary cooperative to another subject to the guidelines issued by the Board of Trustees.</p> <p><b>Section 5.</b> In order to remain in good standing, a member must not be in arrears in the payment of membership dues and other required fees.</p> <p><b>Section 6.</b> NATCCO MBAI shall issue membership certificates to members specifying the benefits to which such members are entitled.</p> <p>The Certificate of membership shall continue during the life of</p>	<p><b>Section 1. Members-</b> Individual persons, who are members of cooperatives duly registered with Cooperative Development Authority and a partner of a NATCCO MBAI, at least 18 years of age but not more than 65 years old as of membership date with NATCCO MBAI.</p> <p><b>Section 2. Rights of Members</b></p> <ul style="list-style-type: none"> <li>a. To exercise the rights to vote on all matters relating to the affairs of the association;</li> <li>b. To be eligible to any elective or appointive office of the association.</li> <li>c. To participate in the Annual Meetings of the Association;</li> <li>d. To avail of all the products of the Association;</li> <li>e. To examine the records or books of the Association during business hours, subject to the limitations set by laws.</li> </ul> <p><b>Section 3. Duties and Responsibilities of the Members – A member shall have the following duties and responsibilities:</b></p> <ul style="list-style-type: none"> <li>a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the Association from time to time;</li> <li>b. To attend all meetings that may be called by the Board of Trustees;</li> <li>c. To pay membership contributions and other assessments of the Association;</li> <li>d. To participate in the governance and to protect the fund of the Association;</li> <li>e. Continuously give suggestions and comments on how to better run the Association.</li> </ul> <p><b>Section 4.</b> A member may transfer from one primary cooperative to another and continue his membership provided that the receiving cooperative is a partner of the Association.</p> <p><b>Section 5.</b> In order to remain in good standing, a member must not be in arrears in the payment of membership contributions and other required fees.</p> <p><b>Section 6.</b> NATCCO MBAI shall issue membership certificates to members specifying the benefits to which such members are entitled.</p> <p>The Certificate of membership shall continue during the life of the member unless otherwise terminated by the death, total and permanent disability, resignation or expulsion.</p>
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<p>the member unless otherwise terminated by the death, total and permanent disability, resignation or expulsion.</p>	
<p style="text-align: center;"><b>ARTICLE IV – MEETINGS</b></p> <p><b>Section 1.</b> Annual Meeting – The annual meeting of the members shall be held every last TUESDAY of May of each year, on such time and place as may be decided by the Board of Trustees. Special meeting/s of the members may be called by the Board of Trustees or upon petition of one third (1/3) of the general membership. Specific subject matter must be stated in the petition. (As amended on May 31, 2017)</p> <p><b>Section 2.</b> Place of Meeting – Meetings, regular or special, of the members shall be held in the principal office of NATCCO MBAI or at any place designated by the Board of Trustees.</p> <p><b>Section 3.</b> Notice of Meeting - Notices of regular meetings shall be sent by the Secretary by mail or other means to each member of his last known post office address at least two (2) weeks prior to the date of meeting. The notice shall state the place, date and time of the meeting and the purpose or purposes for which the meeting is called.</p> <p>Notices for special meetings shall be made by written notice at least five (5) days before the meeting. The written notice shall contain the particular matters to be discussed.</p> <p>Only matters specified in the notice of special meeting can be the subject of motions or deliberations at such meetings.</p> <p><b>Section 4.</b> - Quorum – In all regular or special meetings of members, a majority of all members in good standing must be present or represented by proxy to constitute a quorum. A member may be represented by a proxy, through a written notice to the Secretary. The authorization shall continue in full force and effect until revoked by the person executing it prior to the vote pursuant thereto. If no quorum is constituted, the meeting shall be adjourned until the required number of members and proxies shall be present. (as amended on May 31, 2017)</p> <p><b>Section 5.</b> - Conduct of Meeting – Meetings of the members shall be presided over by the Chairperson, or in his absence, the Vice President. The Secretary shall act as the recording secretary every meeting or in his/her absence, the presiding officer of the meeting shall appoint a Secretary of the meeting.</p> <p><b>Section 6.</b> – Manner of Voting – A member shall be entitled to one vote, and they may vote whether in person or by proxy which shall be in writing and filed with the Secretary of the Association before scheduled meeting.</p>	<p style="text-align: center;"><b>ARTICLE IV – MEETINGS</b></p> <p><b>Section 4.</b> - Quorum – In all regular or special meetings of members, at least 25% of all members in good standing will constitute a quorum. A member may be represented by a proxy, by sending a written notice to the Secretary of NATCCO MBAI through the partner cooperative. The authorization shall continue in full force and effect until revoked by the member executing it prior to the vote pursuant thereto. If no quorum is constituted, the meeting shall be adjourned until the required number of members and proxies shall be present.</p> <p><b>Section 5.</b> - Conduct of Meeting – Meetings of the members shall be presided over by the Chairperson, or his/her absence, the Vice-Chairperson. The Secretary shall act as the recording secretary every meeting or in his/her absence, the presiding officer of the meeting shall appoint a Secretary of the meeting.</p> <p><b>Section 6. Order of Annual Meeting.</b></p> <ol style="list-style-type: none"> <li>I. Call to Order</li> <li>II. Declaration of Quorum</li> <li>III. Consideration of the Minutes of the Previous Annual Meeting</li> <li>IV. Matters Arising from the Minutes of the Previous Meeting</li> </ol>

	<p>V. Unfinished Business  VI. Annual Reports  VII. New Business  VIII. Election  IX. Other Matters  X. Adjournment</p> <p>Section 7. – Manner of Voting – A member shall be entitled to one vote, and they may vote whether in person or by proxy which shall be in writing and filed with the Secretary of the NATCCO MBAI before scheduled meeting.</p>
	<p><b>ARTICLE V - POWER OF GENERAL MEMBERSHIP</b></p> <p>Section 1: To elect the regular member of the Board of Trustees</p> <p>Section 2: To remove any member of the regular Board of Trustees for cause during the Annual Meeting or special meeting called for the purpose.</p> <p>Section 3: To approve development plans and annual budget</p> <p>Section 4: To determine and approve any amendments to the Articles of Incorporation and By-Laws.</p>
<p><b>ARTICLE V- BOARD OF TRUSTEES</b></p> <p><b>Section 1.</b> – Unless otherwise provided by the law, the corporate powers of NATCCO MBAI shall be exercised by the Board of Trustees subject to the approval of the majority of its members. Without prejudice to such powers as may be granted by law, the Board of Trustees shall have the following powers:</p> <ul style="list-style-type: none"> <li>a. From time to time, promulgate rules and regulations consistent with these by-laws, and to review, revise or amend the same when it deems necessary for the management of the Association’s business and affairs.</li> <li>b. To purchase, receive, take or otherwise acquire for and in the name of NATCCO MBAI, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or prudent.</li> <li>c. To invest the funds of NATCCO MBAI in other corporations or for such purposes other than those for which the Association was organized, subject to such approval of the members as may be required by law.</li> <li>d. To incur indebtedness as the Board may deem necessary, to issue evidence of indebtedness including notes, deeds of trust, bonds, debentures, or any</li> </ul>	<p><b>ARTICLE VI- BOARD OF TRUSTEES</b></p>

securities subject to such approval of the members as may be required by law, and/or pledge, mortgage, or otherwise encumber part of the properties of NATCCO MBAI.

- e. To establish pension, retirement bonus, or other types of incentives or compensation plans for the members, employees, including officers and Trustees of NATCCO MBAI.
- f. To prosecute, maintain, defend, compromise, submit to arbitration or abandon any lawsuit in which NATCCO MBAI, or its officers are either plaintiffs or defendants in connection with the affairs of NATCCO MBAI.
- g. To implement these by-laws and to act on any other matter not covered by these by-laws, provided such matter does not require the approval or consent of the members of NATCCO MBAI under the Corporation Code.
- h. To appoint and dismiss *any officer of NATCCO MBAI and may create positions necessary to NATCCO MBAI operation.*
- i. To delegate any of its powers or function to an executive committee or any officer or any standing or special committee *of NATCCO MBAI.*
- j. To approve all contracts for construction and major repairs or maintenance work, and other contracts involving amounts over fifteen percent of the Association's net worth.
- k. To approve all contracts involving the sale of non-current assets;
- l. To create other committees it may deem necessary

**Section 2.** The Board of Trustees of the NATCCO MBAI shall consist of seven (7) members, namely the following: five (5) trustees shall be elected by and from among the active members, two (2) Independent Trustees to be elected yearly by the active members from among the nominee/s screened by Nomination Committee. (as amended on May 31, 2017)

**Section 3.** The Board of Trustees shall be elected every year by majority of its members during its annual meeting.

Upon the nomination of the BOT Nomination Committee, the Independent Trustee shall be elected annually by the members for a term of one (1) year.

**Section 2.** The Board of Trustees of the NATCCO MBAI shall consist of at least seven (7) members, with at least two (2) Independent Trustees to be appointed yearly by the Board of Trustees from among the nominee/s screened by Nomination Committee. Any increase in the number of seats in the board of trustees due to expansion shall be subject to the guidelines set by the Board of Trustees duly approved by the general membership.

**Section 3.** The Board of Trustees shall be elected every year by majority of its members during its annual meeting.

Upon the nomination of the Nomination Committee, the Independent Trustee shall be appointed annually by the Board of Trustees for a term of one (1) year.

<p>Notwithstanding the foregoing, for the duration in which the Association is under the conservatorship by the Insurance Commission, the independent trustee shall be appointed by, and shall serve at the pleasure of the Insurance Commission. (as amended on May 31, 2017)</p> <p><b>Section 4.</b> – The Trustees to be elected must be of legal age, recognized active member of any cooperative affiliated with NATCCO, has consistently performed very satisfactorily for at least the last three (3) years in his/ her membership with a NATCCO Primary Cooperative and is willing to perform the functions of a trustee without any remuneration. (as amended on May 31, 2017)</p> <p><b>Section 5.</b> – No member convicted by final judgment of an offense punishable by the imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his/her election or appointment, shall qualify as a trustee or officer. In addition, a member whose membership has been terminated due to various reasons, and/or has resigned from membership with NATCCO MBAI or any of its affiliates, shall also be disqualified from being a Trustee or Officer.</p> <p><b>Section 6.</b> - The elected members of the Board of Trustees shall serve beginning immediately following their election for a term of three (3) years until their successors shall have been elected. Provided, that no member shall serve as member of the Board of Trustees for more than (2) consecutive terms; and provided further that of the first five trustees so elected, the first two (2) with highest votes shall serve for three (3) years, the second two (2) shall serve for two (2) years, and the fifth trustee for one (1) year and their successors shall serve the full three-year term thereafter. (as amended on May 31, 2017)</p> <p><b>Section 7.</b> – The members of the Board shall not receive any salary but shall be entitled to gratuity, per diem and reimbursement of all necessary expenses incurred on account of attendance in committee and board meetings provided that all entitlement, benefit, emoluments received shall be subject to the approval by majority vote of the general membership.</p> <p><b>Section 8.</b> - No member of the Board of Trustees shall be employed with NATCCO MBAI during his/her term of office.</p>	<p><b>Section 4.</b> – The Trustees to be elected must be of legal age, recognized active member of any NATCCO MBAI partner cooperative and is willing to perform the functions of a trustee without any remuneration.</p> <p><b>Section 5.</b> – No member convicted by final judgment of an offense punishable by the imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his/her election or appointment, shall qualify as a trustee or officer and if he/she has pending administrative and criminal case involving moral turpitude. In addition, a member whose membership has been terminated due to various reasons, and/or has resigned from membership with NATCCO MBAI or any cooperative partner, shall also be disqualified from being a Trustee or Officer.</p>
<p align="center"><b>ARTICLE VI – NOMINATION COMMITTEE</b></p> <p><b>Section 1</b> – Shall be composed of at least three (3) members of the board of trustees, one of whom must be independent.</p> <p><b>Section 2</b> - Shall review and evaluate the qualifications of all persons nominated to the Board as well as those nominated to other positions requiring appointment by the Board of Trustees. It should prepare a description of the roles and capabilities required of a particular appointment.</p>	<p align="center"><b>ARTICLE VII – NOMINATION COMMITTEE</b></p>



<p><b>Section 3</b> – The Nomination Committee is hereby vested sole authority to conduct and supervise the election for the members of the Board of Trustees and other officers and proclaim the winners. The Nomination Committee shall likewise be the judge of all electoral contests, including questions on the qualification of candidates and its decision shall be final. For disputes and complaints, Nomination Committee will handle. Appeal to Board of Trustees will no longer be accommodated. (as amended on May 31, 2017)</p> <p><b>Section 4</b> - The elected members of the nomination committee shall serve immediately after their election until after the next election.</p> <p><b>Section 5</b> - The nomination committee may deputize such personnel of the head office of the NATCCO MBI which it may deem necessary to enable it to perform its function.</p> <p><b>Section 6</b> - The members of the nomination committee shall not be entitled to any salary but shall be entitled to per diem and reimbursement of actual expenses for attendance of official meetings equal to those received by members of the Board of Trustees.</p> <p><b>Section 7</b> – No member elected as a member of the Nomination committee shall be eligible for election for any position during his term of office even if he resigns or is removed from office for any reason.</p>	<p><b>Section 4 - The appointed members of the nomination committee shall serve immediately after their election until after the next election.</b></p> <p><b>Section 6 - The members of the nomination committee shall not be entitled to any salary but shall be entitled to per diem and reimbursement of actual expenses for attendance of official meetings.</b></p> <p><b>Section 8.</b> The Nomination Committee shall meet at least twice a year.</p> <p><b>Section 9</b> - A member of the Nomination Committee shall be appointed yearly.</p>
<p><b>ARTICLE VII –AUDIT COMMITTEE</b> (as amended on May 31, 2017)</p> <p><b>Section 1</b> – Shall be comprised of three (3) members of the Board of Trustees, one of whom is an independent board member with known probity and in good standing preferably with accounting and finance experiences.</p> <p><b>Section 2</b> – Shall provide oversight of the <i>Association’s</i> internal and external auditors.</p> <p><b>Section 3</b> – Shall be responsible for the setting-up of internal audit department and recommend to the Board of Trustees the hiring of the services of an independent external auditors.</p> <p><b>Section 4</b> – Shall monitor and evaluate the adequacy and effectiveness of the internal control system of the company.</p> <p><b>Section 5</b> – The committee shall meet at least quarterly at the head office of NATCCO MBI.</p>	<p><b>ARTICLE VIII –AUDIT COMMITTEE</b></p> <p><b>Section 1</b> – Shall be comprised of three (3) members of the Board of Trustees, majority must be Independent Board of Trustees with known probity and in good standing preferably with accounting and finance experiences</p>

<p><b>Section 6</b> – The members of the <i>Audit</i> Committee shall not be entitled to any salary but shall be entitled to per diem and reimbursement of actual expenses for the attendance of official meetings equal to those received by members of the Board of Trustees.</p> <p><b>Section 7</b> - A member of the <i>Audit</i> Committee shall serve for three years, or co-terminus with his term in the Board of Trustees.</p>	<p><b>Section 6 – The members of the Audit Committee shall not be entitled to any salary but shall be entitled to per diem and reimbursement of actual expenses for the attendance of official meetings.</b></p> <p><b>Section 7 - A member of the Audit Committee shall be appointed yearly.</b></p>
<p style="text-align: center;"><b>ARTICLE VIII – REMUNERATION COMMITTEE</b></p> <p><b>Section 1</b> - Membership shall be composed of three (3) members, who are independent of management and free from any business or other relationship which could interfere with the exercise of their independent judgment.</p> <p><b>Section 2</b> – It shall judge or make plans where to position the company relative to other companies. But such comparisons shall be used with caution in view of the risk of an upward ratchet of the level of remuneration with no corresponding improvement in performance.</p> <p><b>Section 3</b> – It shall delegate responsibilities for setting up remunerations for all executive directors and chairman, including pension rights or any compensation payments.</p> <p><b>Section 4</b> – It shall also recommend and monitor the level and structure of salaries including remunerations for senior management. The definition of senior management for this purpose shall be determined by the Board but would normally include first level management below Board level.</p> <p><b>Section 5</b> - Meetings. The committee shall meet at least two (2) times a year or as otherwise required by the Board. Only members of the Committee have the right to attend. However, other individuals such as the Executive(s) and external advisers may be invited to attend for all part of any meeting as and when appropriate. No person shall be present when his or her remuneration or contractual arrangements are discussed. (as amended on May 31, 2017)</p>	<p style="text-align: center;"><b>ARTICLE IX – REMUNERATION COMMITTEE</b></p> <p>NONE</p>
<p style="text-align: center;"><b>ARTICLE IX – EXECUTIVE COMMITTEE</b> (as amended on May 31, 2017)</p> <p><b>Section 1</b> – There shall be an Executive Committee of the Board of Trustees which shall consist of not less than (3) and not more than five (5) to be chosen by the Board of Trustees from among themselves to monitor the operational finances of NATCCO MBAI and to ensure that decisions of the Board are executed by management; and, where urgent circumstances require, to act for and in behalf of the Board on such matters, subject to the guidelines and limitations duly approved by the Board. The concurrence of at least a majority of the members of the Executive Committee shall be necessary to make an Executive</p>	<p style="text-align: center;"><b>ARTICLE X – EXECUTIVE COMMITTEE</b></p> <p>NONE</p>

<p>Committee decision valid. All business transactions by the Executive Committee shall be subject to confirmation by the Board of Trustees at its next scheduled meeting.</p> <p><b>Section 2</b> –The Chairperson, Vice-Chairperson, President and Treasurer, shall compose the Executive Committee. The other members of the Executive Committee shall be chosen among its active trustees.</p> <p><b>Section 3</b> – The Board may create a Finance Committee, Personnel Committee and other committees it may deem necessary, with not less than three (3) nor more than five (5) members each with such specific duties as it may deem proper. Ad hoc committees may be created by the Board as the need arises.</p> <p><b>Section 4</b> – The Executive Committee shall meet as frequently as necessary, but not more than twice a month. The other committees shall meet immediately before a regular and/or special meeting of the Board of Trustees, except as may be otherwise authorized by the Board of Trustees.</p>	
<p style="text-align: center;"><b>ARTICLES X- BOARD MEETINGS</b></p> <p><b>Section 1</b> – The initial or organizational meeting of a newly elected Board of Trustees shall be held immediately after the conclusion of the General Assembly at which they are elected while the last meeting shall be held before the General Assembly at which the new Board of Trustees is scheduled to be elected.</p> <p><b>Section 2</b> – The Board of Trustees shall meet <i>quarterly</i> at the main office of the NATCCO MBI unless otherwise previously agreed upon by the members of the Board of Trustees. A special or emergency meeting of the Board of Trustees may be called by the Chairperson or the Secretary upon request of a majority of the incumbent members of the board with at least five (5) day notice to all members of the board. (As amended on April 28, 2012)_</p> <p><b>Section 3</b> – An official journal shall be kept to record the minutes of the meetings and all resolutions passed by the Board of Trustees which shall be consecutively numbered.</p> <p><b>Section 4</b> – The members of the Board shall not receive any salary but shall be entitled to gratuity, per diem and reimbursement of all necessary expenses incurred on account of attendance in committee and the board of meetings provided that all entitlement benefit, emoluments received shall be subject to the approval by majority vote of the general membership.</p> <p><b>Section 5</b> – A majority of the members of the Board actually present shall constitute a quorum at meetings of the Board and no action of the Board shall be valid unless approved by the majority of the incumbent members of the Board en banc at duly constituted meeting.</p>	<p style="text-align: center;"><b>ARTICLES XI- BOARD MEETINGS</b></p> <p><b>Section 1</b> – The initial or organizational meeting of a newly elected Board of Trustees shall be held immediately after the conclusion of the Annual Meeting at which they are elected while the last meeting shall be held before the General Assembly at which the new Board of Trustees is scheduled to be elected.</p> <p><b>Section 2</b> – The Board of Trustees shall meet quarterly at the main office of the NATCCO MBI unless otherwise previously agreed upon by the members of the Board of Trustees. A special meeting of the Board of Trustees may be called by the Chairperson or the Secretary upon request of a majority of the incumbent members of the board with at least five (5) day notice to all members of the board. (As amended on April 28, 2012)_</p>

<p><b>Section 6</b> – The order of the business at regular/special meeting of the Board of Trustees shall be a) Call to order, b) Roll Call, c)Approval of Agenda d) <i>Approval of the Minutes</i>, e) Unfinished Business, f) Board Committee Reports, g) Management Reports on Finances and Operations, h) New Business, i) Other Matters and j) Adjournment</p>	<p><b>Section 6</b> – The order of the business at regular/special meeting of the Board of Trustees shall be:</p> <ul style="list-style-type: none"> <li>I. Call to Order</li> <li>II. Determination of Quorum</li> <li>III. Approval of the Agenda</li> <li>IV. Consideration of the Minutes of Previous Meeting/s</li> <li>V. Matters Arising from the Minutes</li> <li>VI. Unfinished Business</li> <li>VII. Reports</li> <li>VIII. New Business</li> <li>IX. Other Matters</li> <li>X. Adjournment</li> </ul>
<p style="text-align: center;"><b>ARTICLE XI – OFFICERS</b></p> <p><b>Section 1. Officers</b> – The officers of NATCCO MBI shall be composed of a President, Vice-President, Secretary, Treasurer and Auditor. The President and Vice-President shall be elected by and from among the Trustees, <i>while the Secretary, Treasurer and Auditor shall be appointed by the Board of Trustees. (as amended on May 31, 2017)</i></p> <p><b>Section 2. Term of Office of Officers-</b> The term of office of <i>Secretary, Treasurer and Auditor</i> shall be one year unless sooner removed from office by the majority vote of all the members of the Board of Trustees. In case an office becomes vacant due to death, resignation, retirement, disqualification, incapacity or any other causes the incumbent Board of Trustees by a majority vote, may appoint a successor, who shall hold such office for the unexpired term; provided, further, that in case of a temporary absence of any officer for any reason, the Board may delegate the powers and duties of such office to any qualified person. . <i>(as amended on May 31, 2017)</i></p> <p><b>Section 3.</b> - The Officer of NATCCO MBI may be removed from office for cause, including nonfeasance or misfeasance of duties, violation of this By-laws conduct detrimental to the interest of the Association, incompetence and/or lack of confidence.</p> <p><b>Section 4.</b> - The President, Secretary, Treasurer, and Auditor shall receive no salary but may receive allowances, in addition to per diem and other emoluments authorized for the member of the Board of Trustees.</p>	<p style="text-align: center;"><b>ARTICLE XII – OFFICERS</b></p> <p><b>Section 1. Officers</b> – The officers of NATCCO MBI shall be composed of a Chairperson, Vice-Chairperson, President, Secretary, Treasurer and Auditor. The Chairperson, Vice-Chairperson shall be elected by and from among the Trustees, while the Secretary, Treasurer and Auditor shall be appointed by the Board of Trustees.</p> <p><b>Section 4.</b> - The Chairperson, Vice Chairperson, President, Secretary, Treasurer, and Auditor shall receive no salary but may receive allowances, in addition to per diem and other emoluments authorized for the member of the Board of Trustees.</p>
<p style="text-align: center;"><b>ARTICLE XII- FUNCTION AND POWERS OF OFFICER</b></p> <p><b>Section 1.</b> – President – The President shall be elected from among the members of the Board of Trustees. He shall preside over all meetings of the Board of Trustees and of the Association</p>	<p style="text-align: center;"><b>ARTICLE XIII- FUNCTION AND POWERS OF OFFICER</b></p> <p><b>Section 1.</b> – Chairperson – The Chairperson shall be elected from among the members of the Board of Trustees. He shall preside over all meetings of the Board of Trustees and of the Association and represent the Association in forums and</p>

and represent the Association in forums and functions which have implication to the existence of the Association. (as amended on May 31, 2017)

**Section 2. - Vice- President –** The Vice- President shall assume office and functions of the Chairperson in case of incapacity, illness, absence or demise and in the latter case until a successor is elected. He/she shall also perform such duties such as the Chairperson and/or the Board of Trustees may prescribe. (As amended on April 28, 2012) (as amended on May 31, 2017)

**Section 3. - Secretary –** The Secretary shall have the following specific powers and duties:

- a. To give all notices required by these by-laws;
- b. To keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose;
- c. To keep the seal of the Association and affix such seal to any paper or instrument requiring the same.
- d. To have custody of the members' register, correspondence and other files of the Association;
- e. To certify to such corporate acts, countersigns corporate documents or certificates and make reports or statements as may be required of him/her by laws or by government rules and regulations;
- f. Also perform all such other duties and work as the Board of trustees may from time to time assign to him/her.

**Section 4. - Treasurer –**The Treasurer shall have the following duties:

- a. To keep full and accurate accounts/records of the receipts and disbursements of NATCCO MBAI;
- b. To take and have custody of, and be responsible for, all the funds, securities, bonds, and certificate of titles of NATCCO MBAI;
- c. To deposit in the name of NATCCO MBAI, in such banks as may be designated from time to time by the Board of Trustees, all the money, funds, securities, bonds and similar valuables belonging to NATCCO MBAI which may come under his/her control;
- d. To prepare an annual financial statements of NATCCO MBAI and such other financial reports as the Board of Trustees may from time to time require in cooperation with the Chief Accountant;
- e. To assist management in retrieval of all receivables of MBAI from whomever they may be due;

functions which have implication to the existence of the Association. (as amended on May 31, 2017)

**Section 2. - Vice- Chairperson –** The Vice- Chairperson shall assume office and functions of the Chairperson in case of incapacity, illness, absence or demise and in the latter case until a successor is elected. He/she shall also perform such duties as the Chairperson and/or the Board of Trustees may prescribe.

**Section 3: President -** The President shall exercise the following functions:

- a. To preside in all meetings of the members;
- b. To execute all resolutions of the Board of Trustees;
- c. To be charged with directing and overseeing the activities of the association;
- d. To represent the association in all functions and proceedings;
- e. To appoint, remove, suspend or discipline employees, to prescribe their duties and determine their salaries subject to confirmation by the Board of Trustees;
- f. To execute in behalf of SEDP MBA all contracts, agreements and other instruments affecting the interest of the association which may require approval of the Board of Trustees unless otherwise directed by the Board;
- g. To perform such other duties as are incident to his office or are entrusted to him by the Board of Trustees.

**Section 4. - Secretary –** The Secretary shall have the following specific powers and duties:

- a. To give all notices of meetings;
- b. To keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose;
- c. To keep the seal of the Association and affix such seal to any paper or instrument requiring the same.
- d. To have custody of the members' register, correspondence and other files of the Association;
- e. To certify to such corporate acts, countersigns corporate documents or certificates and make reports or statements as may be required of him/her by laws or by government rules and regulations;
- f. Also perform all such other duties and work as the

<p>f. To ensure that all expenditures are duly authorized and are for the best interest of NATCCO MBAI;</p> <p>g. To post a bond in such amount as may be required by the Board of Trustees;</p> <p>h. To suspend or withhold payments of accounts incurred not in accordance with the policies of the Board of Trustees or which are otherwise irregular or improperly authorized; and</p> <p>i. To perform such other duties as may be assigned by the Board of Trustees.</p> <p><b>Section 5. - Auditor –</b> The Auditor shall have the following duties and responsibilities:</p> <p>a. To assist the Audit Committee which shall audit the books and records of NATCCO MBAI; (as amended on May 31, 2017)</p> <p>b. To audit and/or commission an audit of the financial transaction and operating practices of NATCCO MBAI and certify to the correctness of the annual financial reports of the Treasurer and/or Chief of Accountant;</p> <p>c. To adopt a system of pre-audit and post audit of payments to review and pass upon the propriety of payments to be made by NATCCO MBAI and withhold or suspend payment thereof when appropriate;</p> <p>d. To check and review the utilization or disposition of consumable assets and equipment of NATCCO MBAI with the view of maximizing their utilization and avoiding wastage and pilferage;</p> <p>e. To recommend measures or changes in the financial policies, system or procedures of NATCCO MBAI to maximize its income, reduce its expenditures and improve its services to its members;</p> <p>f. To call the attention of the Board of Trustees to payment of accounts incurred not in accordance with its expressed policies and to recommend appropriate rules and regulations to improve accounting and operating practices of NATCCO MBAI; and</p> <p>g. To perform other duties as may be assigned by the Board of Trustees.</p>	<p><b>Board of trustees may from time to time assign to him/her.</b></p> <p><b>Section 4. - Treasurer –</b>The Treasurer shall have the following duties:</p> <p>a. To keep full and accurate accounts/records of the receipts and disbursements of NATCCO MBAI;</p> <p>b. To take and have custody of, and be responsible for, all the funds, securities, bonds, and certificate of titles of NATCCO MBAI;</p> <p>c. To deposit in the name of NATCCO MBAI, in such banks as may be designated from time to time by the Board of Trustees, all the money, funds, securities, bonds and similar valuables belonging to NATCCO MBAI which may come under his/her control;</p> <p>d. To prepare an annual financial statements of NATCCO MBAI and such other financial reports as the Board of Trustees may from time to time require in cooperation with the Chief Accountant;</p> <p>e. To assist management in retrieval of all receivables of MBAI from whomever they may be due;</p> <p>f. To ensure that all expenditures are duly authorized and are for the best interest of NATCCO MBAI;</p> <p>g. To post a bond in such amount as may be required by the Board of Trustees;</p> <p>h. To suspend or withhold payments of accounts incurred not in accordance with the policies of the Board of Trustees or which are otherwise irregular or improperly authorized; and</p> <p>i. To perform such other duties as may be assigned by the Board of Trustees.</p> <p><b>Section 5. - Auditor –</b> The Auditor shall have the following duties and responsibilities: ---C/O CHAIRPERSON</p> <p>a. To audit and/or commission an audit of the financial transaction and operating practices of NATCCO MBAI;</p> <p>b. To adopt a system of post audit of payments to review and pass upon the propriety of payments to be made by NATCCO MBAI and withhold or suspend payment thereof when appropriate;</p> <p>c. To check and review the utilization or disposition of consumable assets and equipment of NATCCO MBAI with the view of maximizing their utilization and</p>
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	<p>avoiding wastage and pilferage;</p> <p>d. To recommend measures or changes in the financial policies, system or procedures of NATCCO MBI to maximize its income, reduce its expenditures and improve its services to its members;</p> <p>e. To call the attention of the Board of Trustees to payment of accounts incurred not in accordance with its expressed policies and to recommend appropriate rules and regulations to improve accounting and operating practices of NATCCO MBI; and</p> <p>f. To perform other duties as may be assigned by the Board of Trustees.</p>
<p><b>ARTICLE XIII- SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP</b></p> <p>Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the Association.</p> <p>Any member of the Association may file charges against a member by filing a written complaint with the Secretary of the Association. The Board of Trustees shall call a special meeting to consider the charges. The affirmative vote of majority of all the Trustees shall be necessary to suspend or expel a member; Provided that where the penalty is expulsion, the member can appeal to the General Assembly.</p>	<p><b>ARTICLE XIV- SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP</b></p> <p><b>NONE</b></p>
<p><b>ARTICLE XIII – FUND</b></p> <p>Section 1. - Funds – The funds of the association shall be derived from members’ contributions, special assessments of members and gifts or donations.</p> <p>a. MBA shall spend not more than 20% of the monthly contributions of its members as administrative expenses. The remaining 80% of the monthly contributions of the members shall be used for paying mutual benefits in accordance with the attached NATCCO MBA Rules and Regulations.</p> <p>b. The contributions may be adjusted by the Board of Trustees as may be necessary to maintain the funds of the MBA at a level adequate to meet its benefit obligations or commitments under the plan.</p> <p>c. Every outstanding membership certificate must have, after three full years of being continuously in force, an equity value equivalent to at least fifty per centum of the total membership dues collected thereon. After</p>	<p><b>ARTICLE XV – FUND</b></p> <p><b>C. REMOVE c.</b></p>

<p>three (3) full years of continuous membership in the MBA, a member shall be entitled to an equity value equivalent to at least fifty per centum (50%) of the total membership dues collected from her less claims paid and is payable upon termination of her membership from MBA.</p> <p>d. The Board of Trustees shall set up each year sufficient reserves for the payment of claims and other obligations in accordance with actuarial procedures approved by the Insurance Commission. If the reserves become impaired, the Board of Trustees shall require all members to pay MBA the amount of the member's equitable proportion of such inadequacy as ascertained by the Board of Trustees. If the payment is not made, it shall stand as an indebtedness against the members and draw interest not to exceed five per centum (5%) per annum compounded annually.</p> <p>e. Inactive members by reason of failure to pay more than 2 months of his monthly contributions can be reinstated into active status only after payment of at least 12 monthly contributions continuously or upon payment of his contributions in arrears, and penalties and surcharges thereon.</p> <p>Section 2. - Disbursements – Withdrawals from the funds of the Association, whether by check or any other instrument shall be signed by at least two persons designated by unanimous vote of the Board of Trustees.</p> <p>Section 3. - Fiscal Year – The Fiscal year of the association shall be from January 1st to December 31st of each year.</p>	
<p style="text-align: center;"><b>ARTICLE IX - CORPORATE SEAL</b></p> <p>Section 1. Form – The corporate seal of the Association shall be in such form and design as may be determined by the Board.</p>	<p style="text-align: center;"><b>ARTICLE XVI - CORPORATE SEAL</b></p> <p style="text-align: center;"><b>NONE</b></p>
<p style="text-align: center;"><b>ARTICLE XV - AMENDMENTS OF THE BY-LAWS</b></p> <p>Section 1. Amendments – These by-laws or any provision thereof, may be amended, repealed or new by-laws adopted by a majority vote of the Trustees and by a majority vote of the members at any regular or special meeting duly held for the purpose.</p> <p>Adopted this 2nd day of April, 2009 in Quezon City, M.M., Philippines by the affirmative vote of the undersigned members representing a majority of the members of the association in a special meeting duly held for the purpose.</p>	<p style="text-align: center;"><b>ARTICLE XVII - AMENDMENTS OF THE BY-LAWS</b></p> <p>Section 1. Amendments – These By-Laws or any provision thereof, may be amended, shall be proposed by Board of Trustees and adopted by 2/3 of member constituting a quorum.</p>



<p>CRESENTE C. PAEZ</p> <p>REYNALDO GANDIONCO</p> <p>WILFREDO S. DIMAMAY</p> <p>LUIS D. CARRILLO</p> <p>RAUL M. CALAYAN, JR.</p> <p>RUSTICO U. GALANG, JR</p> <p>EVELIA B. TIZON</p>	
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Also discussed was the need of appointment of the new Audit Committee members, Trustee Bonilla then made the motion appointing Trustee Magdaong, Trustee Ibanez and Trustee Banga as official members of the Audit Committee, the motion was seconded by Vice-Chairperson Tizon. Motion Approved.

**Resolution No. 23-S2018. Resolution, appointing the members of the Audit Committee:**

Trustee Magdaong  
Trustee Ibanez  
Trustee Banga

Other items agreed for further action and review:

- Checklist of definition of senior management as stated in Article VII, Section 4 of By-Laws – Remuneration Committee
- Guidelines of Executive Committee as to power and limitation – to do by Board of Trustees
- Non-natcco coop affiliates

Deferred items in the Agenda

- Election guidelines
- RPT Policy
- Investment

**V. Adjournment**

Trustee Magdaong moved for the adjournment of the meeting at 5:00 o'clock in the afternoon, seconded by Vice-Chairperson Tizon.

Prepared by:



Mildred C. Cerezo  
Board Secretary

Attested by:



President