

Minutes of the NATCCO MBAI Special Assembly
Paco Soriano Hall, NATCCO, Project 4, Q.C.
November 11, 2019
10:20 a.m. – 12:30 a.m.

Attendance:

Name	Organization/Cooperative	Number of Members Represented
1. Antipuesto, Jemilyn	NMBAI	1
2. Aquino, Ma. Elizabeth	NMBAI	1
3. Bonilla, Jupiter	DUR-AS Savings and Credit Cooperative	44
4. Cafirma, Zorahayda	NMBAI Treasurer	1
5. Cantillero, Christian	Bayanihan Hundred Islands ARC	885
6. Cerezo, Mildred	NMBAI Secretary	1
7. Dungca, Enrique	San Nicolas Multipurpose Cooperative	455
8. Estocada, Jennifer	NMBAI	1
9. Francisco Dhonna	NMBAI	1
10. Garcia Angel	Taloy Norte Farmers MPC	10,000
11. Gonzaga, Milagros	Member	1
12. Ibanez, Adolfo	Regional and Central Comelec Employees MPC	1
13. Lucena, Nerissa	Lourdes MPC	3,433
14. Magdaong, Romeo	Red Ribbon MPC	1
15. Padilla, Ryan Arthur	Board of Trustees - Independent	1
16. Pastores, Ellen	Board of Trustees – Chairperson/Presiding Officer	80,177
17. Reyes, Marivic	Member	1
18. Sierra, Veronica	Board of Trustees - Member	1
19. Solsona, Ma. Cherish	NMBAI	1
20. Tejada, Minerva	NMBAI	1
21. Tizon, Evelia	Board of Trustees – Vice Chairperson/Original Incorporator	157
22. Yugo, Yani	Member	1

I. Call To Order

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Chairperson Ellen Pastores called the meeting to order at 10:20 o'clock in the morning.

II. Roll Call and Determination of the Quorum

The Board Secretary showed proof of due notice of the Special General Assembly 30 days before the meeting and certified the existence of the quorum having a 99% of the total of 95, 165 membership is duly represented.

III. Approval of the Agenda

Chairperson Pastores presented the agenda, thereafter, Representative Angel Garcia of Taloy Farmers Cooperative TAFARMCO moved for the approval of the proposed agenda which was seconded by Representative Christian Cantillero of Bayanihan Hundred Islands ARC. The agenda was then approved as follows:

- i. Call to Order
- ii. Roll Call and Determination of the Quorum
- iii. Approval of the Agenda
- iv. Amendments of the Articles of Incorporation
- v. Amendments of the By-Laws
- vi. Adjournment

IV. Amendments of the Articles of Incorporation

The Chairperson informed the body that the proposed amendment was due to compliance to the requirements of BIR under National Internal Revenue Code Section 30 for the application of tax exemption certificate.

Proposed amendment on the Second provision adding the following:

...formed is that it is a beneficiary society, order or association, operating for the exclusive benefit of the members such as a fraternal organization operating under the lodge system, or mutual aid association or a non-stock corporation organized by employees providing for the payment of life, sickness, accident, or other benefits exclusively to the members of such society, order, or association, or non-stock corporation or their dependents;"

After due deliberations, Member Milagros Gonzaga moved for the approval of the proposed amendment as presented. The motion was seconded by Member Marivic Reyes. There being no objection, the motion was approved.

Resolution No. 1. Series of 2019. Resolution, amending the 2nd provision of Articles of Incorporation of the NATCCO MBI, and adding 12th, 13th, and 14th provisions.

AMENDED ARTICLES OF INCORPORATION OF	NONE
NATIONAL CONFEDERATION OF COOPERATIVES MUTUAL BENEFITS ASSOCIATION (NATCCO MBA), INC.	
KNOWN ALL MEN BY THESE PRESENTS:	

<p>The undersigned incorporators, all of legal age, and who are all residents of the Philippines, have this day voluntarily agreed to form a <u>non-stock, non-profit</u> Mutual Benefits Association (MBA) under the laws of the Republic of the Philippines. (as amended on May 31, 2017)</p>	
<p>THAT WE HEREBY CERTIFY:</p> <p>FIRST: The name of the said association shall be National Confederation of Cooperatives Mutual Benefits Association (NATCCO MBA), Inc.</p>	<p>NONE</p>
<p>SECOND: That the purpose for which such association 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> <ol style="list-style-type: none"> 1. To extend financial assistance to its members, spouse, and children in the form of death benefits, sickness benefits, provident savings and loan redemption assistance; 2. To ensure continued access to benefits/resources by actively involving the members in the management of the association that will include implementation of policies and procedures geared towards sustainability and improve services; 3. To do and perform any other acts and things and to have and exercise any other power and function as may be necessary, convenient, legal and appropriate to accomplish the purpose for which the mutual benefits association is established or organized. 	<p>SECOND: That the purpose for which such association is formed is that it is a beneficiary society, order or association, operating for the exclusive benefit of the members such as a fraternal organization operating under the lodge system, or mutual aid association or a non-stock corporation organized by employees providing for the payment of life, sickness, accident, or other benefits exclusively to the members of such society, order, or association, or non-stock corporation or their dependents; and 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>
<p>THIRD: That the place where the principal office of the association is to be established or located is at:</p> <p>No./Street: 227 J.P. Rizal Street Barangay: Bayanihan, Project 4 City/Town: Quezon City</p>	<p>NONE</p>

<p>FOURTH: That the term for which the association is to exist is fifty (50) years from the date of issuance of the certificate of incorporation.</p>	<p>NONE</p>
<p>FIFTH: That the names, nationalities and residences of the incorporators of the association are as follows:</p> <ol style="list-style-type: none"> 1. Reynaldo Gandionco / Filipino / Ibo, Lapu-lapu City 2. Cresente C. Paez / Filipino / 227 JPRizal St., Project 4, QC 3. Evelia B. Tizon / Filipino / B2 L5 Ph2, Soriano Vill II, Antipolo City 4. Rusty U. Galang, Jr / Filipino / 329 Nicolas St., Bunducan, Bocaue, Bulacan 5. Raul M. Calayan, Jr / Filipino / 18 M. Almeda St. Proj 4, QC 6. Luis D. Carrillo / Filipino / 227 JPRizal St., Project 4, QC 7. Wilfredo S. Dimamay / Filipino / 227 JPRizal St., Project 4, QC 	<p>NONE</p>
<p>SIXTH: That the number of the trustees of the association shall be seven (7) and that the names, nationalities and residences of the first trustees of the association are as follows:</p> <ol style="list-style-type: none"> 1. Reynaldo Gandionco / Filipino / Ibo, Lapu-lapu City 2. Cresente C. Paez / Filipino / 227 JPRizal St., Project 4, QC 3. Evelia B. Tizon / Filipino / B2 L5 Ph2, Soriano Vill II, Antipolo City 4. Rusty U. Galang, Jr / Filipino / 329 Nicolas St., Bunducan, Bocaue, Bulacan 5. Raul M. Calayan, Jr / Filipino / 18 M. Almeda St. Proj 4, QC 6. Luis D. Carrillo / Filipino / 227 JPRizal St., Project 4, QC 7. Wilfredo S. Dimamay / Filipino / 227 JPRizal St., Project 4, QC 	<p>NONE</p>
<p>SEVENTH: That the capital of the association was contributed by the incorporators who are also members of the association are as follows:</p> <ol style="list-style-type: none"> 1. Reynaldo Gandionco / P150,000.00 2. Cresente C. Paez / P150,000.00 	<p>NONE</p>

<p>3. Evelia B. Tizon / P150,000.00 4. Rusty U. Galang, Jr. / P150,000.00 5. Raul M. Calayan, Jr. / P150,000.00 6. Luis D. Carrillo / P150,000.00 7. Wilfredo S. Dimamay / P150,000.00 TOTAL / P1,050,000.00</p>	
<p>EIGHT: That no part of the income which the association may obtain as an incident to its operation shall be distributed as dividends to its members, trustees or officers subject to the supervisions of the Corporation Code on dissolution. Any profit obtained by the association as a result to its operation, whenever necessary or proper shall be used for the furtherance of the purpose enumerated in the Article II, subject to the provisions of the Title XI of the Corporation Code of the Philippines.</p>	<p>NONE</p>
<p>NINTH: That ROMEO MAGDAONG has been elected by the members as Treasurer of the association to act as such until his/her successor is duly elected and qualifies in accordance with the by-laws, and that such as Treasurer he/she has been authorized to receive for and in the name and for the benefit of the association all contributions or donations paid or given by the members.</p>	<p>NONE</p>
<p>TENTH: That we, in behalf of the said association do hereby undertake to change its corporate name immediately upon receipt of notice or directive from the Securities and Exchange Commission that another corporation, association, partnership or person has acquired a prior right to the use of that name or that the name has been declared as misleading, deceptive, or confusingly similar to a registered name or contrary to public morals, good customs or public policy; and that the name NATCCO MBA, INC. means National Confederation of Cooperatives Mutual Benefits Association, Incorporated.</p>	<p>NONE</p>
<p>ELEVENTH: That the association shall comply with the rules and regulations of the Securities and Exchange Commission for non-stock corporations in the course of its operations.</p>	<p>NONE</p>
	<p>TWELVTH: No part of the corporation or association's net income shall inure to the benefit of any private individual. Therefore, it is hereby understood that the past, present, and future members of the Board of Trustees, officers, and private individuals, shall not</p>

	receive any remuneration for their services rendered to the Association.
	THIRTEENTH: The trustees of the non-profit corporation or association do not receive any compensation or remuneration. Any profit or property obtained by the Association, as a result of its operations, whenever necessary or proper shall be used for the furtherance of the purposes aforementioned.
	FOURTEENTH: In the event of dissolution, the assets of the corporation shall be transferred to similar institution or to the government

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V. Amendments of the By-Laws of the NATCCO MBAI

Chairperson Pastores also tabled the following amendments to the By-Laws in compliance to the BIR requirements for the application of the tax exemptions certificate of NMBAI.

The Assembly then discussed details of the proposed amendments. After deliberation, following are the approved amendments and movants of resolutions respectively:

55 **Resolution No. 2. Series of 2019. Resolution, approving the Article II Section 1 as stated:**

AMENDED BY-LAWS OF NATIONAL CONFEDERATION OF COOPERATIVES MUTUAL BENEFITS ASSOCIATION (NATCCO MBA), INC.	NONE
ARTICLE I – NAME Section 1 - The name of the said association shall be NATIONAL CONFEDERATION OF COOPERATIVES MUTUAL BENEFITS ASSOCIATION (NATCCO MBA), INC.	ARTICLE I – NAME NONE

<p style="text-align: center;">ARTICLE II – OBJECTIVES</p> <p>Section 1 - 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> <p>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;</p> <p>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.</p>	<p style="text-align: center;">ARTICLE II – OBJECTIVES</p> <p>Section1 - That the purpose for which such association is formed is that it is a beneficiary society, order or association, operating for the exclusive benefit of the members such as a fraternal organization operating under the lodge system, or mutual aid association or a non-stock corporation organized by employees providing for the payment of life, sickness, accident, or other benefits exclusively to the members of such society, order, or association, or non-stock corporation or their dependents; and 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> <p>c. To contribute to the conservation of the environment.</p>
<p style="text-align: center;">ARTICLE III – MEMBERSHIP</p> <p>Section 1. Qualifications for Membership:</p> <p>a. Must be at least 18 years of age but not more than 65 years old as of enrolment date;</p> <p>b. Must be a member of any cooperative affiliated with the NATIONAL CONFEDERATION OF COOPERATIVES (NATCCO);</p> <p>c. Must meet all the requirements stated in the prescribed application form for membership.</p> <p>Section 2. Rights of Members</p> <p>a. To exercise the rights to vote on all matters relating to the affairs of the association;</p>	<p style="text-align: center;">ARTICLE III – MEMBERSHIP</p> <p>Section 1. Members- Individual persons, who are members of cooperatives duly registered with Cooperative Development Authority and a partner of NATCCO MBAI, at least 18 years of age but not more than 65 years old as of membership date with NATCCO MBAI.</p> <p>Section 2. Rights of Members</p>

<ul style="list-style-type: none"> 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; c. To participate in all deliberations/meetings of the Association; d. To avail of all the facilities of the Association; e. To examine all the records or books of the Association during business hours. <p>Section 3. Duties and Responsibilities of the Members – A member shall have the following duties and responsibilities:</p> <ul style="list-style-type: none"> a. To obey and comply with the by-laws, rules and regulations that may be promulgated by the Association from time to time; b. To attend all meetings that may be called by the Board of Trustees; c. To pay membership dues and other assessments of the Association; d. To participate in the governance and to protect the fund of the Association; e. Continuously give suggestions and comments on how to better run the Association. <p>Section 4. A member may transfer from one primary cooperative to another subject to the guidelines issued by the Board of Trustees.</p> <p>Section 5. 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>Section 6. 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</p>	<ul style="list-style-type: none"> b. To be eligible to any elective or appointive office of the association. c. To participate in the Annual Meetings of the Association; d. To avail of all the products of the Association; e. To examine the records or books of the Association during business hours, subject to the limitations set by laws. <ul style="list-style-type: none"> c. To pay membership contributions and other assessments of the Association; <p>Section 4. 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>Section 5. 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>Section 6.</p> <p>The Certificate of membership shall continue during the life of the member unless otherwise</p>
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<p>the death, total and permanent disability, resignation or expulsion.</p>	<p>terminated by the death, total and permanent disability, resignation, expulsion or attainment of exit age.</p>
<p style="text-align: center;">ARTICLE IV – MEETINGS</p> <p>Section 1. 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>Section 2. Place of Meeting – Meetings, regular or special, of the members shall be held in the principal office of NATCCO MBI or at any place designated by the Board of Trustees.</p> <p>Section 3. 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>Section 4. - 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 style="text-align: center;">ARTICLE IV – MEETINGS</p> <p>Section 4. - 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 MBI 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>Section 5. - 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>Section 6. – 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>Section 5. - Conduct of Meeting – Meetings of the members shall be presided over by the Chairperson, or in 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>Section 6. Order of Annual Meeting.</p> <ol style="list-style-type: none"> I. Call to Order II. Declaration of Quorum III. Consideration of the Minutes of the Previous Annual Meeting IV. Matters Arising from the Minutes of the Previous Meeting V. Unfinished Business VI. Annual Reports VII. New Business VIII. Election IX. Other Matters X. Adjournment <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 style="text-align: center;">ARTICLE V - POWER OF GENERAL MEMBERSHIP</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 style="text-align: center;">ARTICLE V- BOARD OF TRUSTEES</p> <p>Section 1. – Unless otherwise provided by the law, the corporate powers of NATCCO MBAI shall be exercised by the Board of Trustees subject to the</p>	<p style="text-align: center;">ARTICLE VI- BOARD OF TRUSTEES</p>

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:

- 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.
- b. To purchase, receive, take or otherwise acquire for and in the name of NATCCO MBI, 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.
- c. To invest the funds of NATCCO MBI 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.
- d. To incur indebtedness as the Board may deem necessary, to issue evidence of indebtedness including notes, deeds of trust, bonds, debentures, or any 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 MBI.
- e. To establish pension, retirement bonus, or other types of incentives or compensation plans for the members, employees, including officers and Trustees of NATCCO MBI.
- f. To prosecute, maintain, defend, compromise, submit to arbitration or abandon any lawsuit in which NATCCO MBI, or its officers are either plaintiffs or defendants in connection with the affairs of NATCCO MBI.
- 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 MBI under the Corporation Code.
- h. To appoint and dismiss *any officer of NATCCO MBI and may create positions necessary to NATCCO MBI 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 MBI.*

- 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;

Section 2. The Board of Trustees of the NATCCO MBI 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.

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)

Section 4. – 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)

Section 5. – No member convicted by final judgment of an offense punishable by the imprisonment for a

- l. To create other committees it may deem necessary

Section 2. The Board of Trustees of the NATCCO MBI 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.

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.

Section 4. – The Trustees to be elected must be of legal age, recognized active member of any NATCCO MBI partner cooperative and is willing to perform the functions of a trustee without any remuneration.

Section 5. – No member convicted by final judgment of an offense punishable by the

<p>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 <i>his/her</i> 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 MBI or any of its affiliates, shall also be disqualified from being a Trustee or Officer.</p> <p>Section 6. - 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>Section 7. – 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>Section 8. - No member of the Board of Trustees shall be employed with NATCCO MBI during his/her term of office.</p>	<p>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 MBI or any cooperative partner, shall also be disqualified from being a Trustee or Officer.</p> <p>Section 7 – DELETE</p> <p>Section 8 – move to section 7</p>
<p align="center">ARTICLE VI – NOMINATION COMMITTEE</p> <p>Section 1 – Shall be composed of at least three (3) members of the board of trustees, one of whom must be independent.</p> <p>Section 2 - 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">ARTICLE VII – NOMINATION COMMITTEE</p>

<p>Section 3 – 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>Section 4 - The elected members of the nomination committee shall serve immediately after their election until after the next election.</p> <p>Section 5 - The nomination committee may deputize such personnel of the head office of the NATCCO MBAI which it may deem necessary to enable it to perform its function.</p> <p>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 equal to those received by members of the Board of Trustees.</p> <p>Section 7 – 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>Section 4 - The appointed members of the nomination committee shall serve immediately until their replacement have been appointed, or after the expiration of their appointment.</p> <p>Section 6 – DELETE</p> <p>Section 7 – MOVE TO SECTION 6</p> <p>Section 8. The Nomination Committee shall meet at least twice a year.</p> <p>Section 9 - A member of the Nomination Committee shall be appointed yearly.</p>
<p>ARTICLE VII –AUDIT COMMITTEE (as amended on May 31, 2017)</p> <p>Section 1 – 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>Section 2 – Shall provide oversight of the <i>Association’s</i> internal and external auditors.</p>	<p>ARTICLE VIII –AUDIT COMMITTEE</p> <p>Section 1 – 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>Section 3 – 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>Section 4 – Shall monitor and evaluate the adequacy and effectiveness of the internal control system of the company.</p> <p>Section 5 – The committee shall meet at least quarterly at the head office of NATCCO MBAI.</p> <p>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 equal to those received by members of the Board of Trustees.</p> <p>Section 7 - 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>Section 6 – DELETE</p> <p>Section 7 - A member of the Audit Committee shall be appointed yearly.</p>
<p>ARTICLE VIII – REMUNERATION COMMITTEE</p> <p>Section 1 - 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>Section 2 – 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>Section 3 – It shall delegate responsibilities for setting up remunerations for all executive directors and chairman, including pension rights or any compensation payments.</p> <p>Section 4 – 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>Section 5 - Meetings. The committee shall meet at least two (2) times a year or as otherwise required by</p>	<p>ARTICLE IX – REMUNERATION COMMITTEE</p> <p>NONE</p>

<p>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 align="center">ARTICLE IX – EXECUTIVE COMMITTEE (as amended on May 31, 2017)</p> <p>Section 1 – 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 MBI 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 Committee decision valid. All business transactions by the Executive</p> <p>Committee shall be subject to confirmation by the Board of Trustees at its next scheduled meeting.</p> <p>Section 2 –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>Section 3 – 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>Section 4 – 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 align="center">ARTICLE X – EXECUTIVE COMMITTEE</p> <p>NONE</p>
<p align="center">ARTICLE X- BOARD MEETINGS</p>	<p align="center">ARTICLE XI- BOARD MEETINGS</p>

Section 1 – 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.

Section 2 – 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 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)

Section 3 – 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.

Section 4 – 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.

Section 5 – 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.

Section 6 – 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) *Approval of the Minutes*, e) Unfinished Business, f) Board Committee Reports, g) Management Reports on Finances and Operations, h) New Business, i) Other Matters and j) Adjournment

Section 1 – 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 Annual Meeting at which the new Board of Trustees is scheduled to be elected.

Section 2 – 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.

Section 4 – DELETE

Section 6 – The order of the business at regular/special meeting of the Board of Trustees shall be:

- I. Call to Order
- II. Determination of Quorum
- III. Approval of the Agenda
- IV. Consideration of the Minutes of Previous Meeting/s
- V. Matters Arising from the Minutes
- VI. Unfinished Business
- VII. Reports
- VIII. New Business
- IX. Other Matters

	x. Adjournment
<p style="text-align: center;">ARTICLE XI – OFFICERS</p> <p>Section 1. Officers – 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>Section 2. Term of Office of Officers- The term of office of Secretary, Treasurer and Auditor 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>Section 3. - 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>Section 4. - 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;">ARTICLE XII – OFFICERS</p> <p>Section 1. Officers – 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>Section 4. – All officers, except for the President, shall receive no salary.</p>
<p style="text-align: center;">ARTICLE XII- FUNCTION AND POWERS OF OFFICER</p> <p>Section 1. – 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 and represent the Association in forums and functions which have implication to the existence of the Association. <i>(as amended on May 31, 2017)</i></p>	<p style="text-align: center;">ARTICLE XIII- FUNCTION AND POWERS OF OFFICER</p> <p>Section 1. – 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 functions which have implication to the existence of the Association.</p>

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;

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 execute all resolutions of the Board of Trustees;
- b. To be charged with directing and overseeing the activities of the association;
- c. To appoint, remove, suspend or discipline employees, to prescribe their duties and determine their salaries subject to confirmation by the Board of Trustees;
- d. To execute in behalf of the Association 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;
- e. 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;

- 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;
- f. To ensure that all expenditures are duly authorized and are for the best interest of NATCCO MBAI;
- g. To post a bond in such amount as may be required by the Board of Trustees;
- 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
- i. To perform such other duties as may be assigned by the Board of Trustees.

Section 5. - Auditor – The Auditor shall have the following duties and responsibilities:

- a. To assist the Audit Committee which shall audit the books and records of NATCCO MBAI; (as amended on May 31, 2017)
- 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>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 MBI 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 MBI 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 MBI 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 MBI; and</p> <p>g. To perform other duties as may be assigned by the Board of Trustees.</p>	
<p align="center">ARTICLE XIII- SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP</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 align="center">ARTICLE XIV- SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP</p> <p>NONE</p>
<p align="center">ARTICLE XIV – FUND</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 align="center">ARTICLE XV – FUND</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 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>C. REMOVE c.</p>
<p>ARTICLE XV - CORPORATE SEAL</p>	<p>ARTICLE XVI - CORPORATE SEAL</p> <p>NONE</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>ARTICLE XVI - AMENDMENTS OF THE BY-LAWS</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>ARTICLE XVII - AMENDMENTS OF THE BY-LAWS</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>

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Thereafter, Member Milagros Gonzaga of MICOOP, moved for the approval of the proposed amendments as stated. The motion was duly seconded by Representative Christian Cantillero of the Bayanihan Hundred Islands ARC. There being no objection, motion was approved.

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VI. Adjournment

After discussing all the proposed amendments to the Articles of Incorporation and the By-Laws, there being no other matters discussed Trustee Romeo Magdaong moved for the adjournment of the meeting at 11:30 o'clock in the morning.

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69 Prepared by:

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73 Mildred C. Cerezo
74 Secretary

Attested by:



Ellen R. Pastores
Chairperson