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Minutes of the NATCCO MBAI Special Assembly
Paco Soriano Hall, NATCCO, Project 4, Q.C.
November 11, 2019
10:20 a.m. – 11:30 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	157

	Incorporator	
22. Yugo, Yani	Member	1

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8 **I. Call To Order**

9

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

12

13 **II. Roll Call and Determination of the Quorum**

14

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

18

19 **III. Approval of the Agenda**

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

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

30

31 **IV. Amendments of the Articles of Incorporation**

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

35 Proposed amendment on the Second provision adding the following:

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

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

45 **Resolution No. 1. Series of 2019. Resolution, amending the Second provision of**
46 **Articles of Incorporation of the NATCCO MBI therefore second provision shall be**
47 **stated as follows:**

48 **SECOND: That the purpose for which such association is formed is that it is**
49 **a beneficiary society, order or association, operating for the exclusive**
50 **benefit of the members such as a fraternal organization operating under the**
51 **lodge system, or mutual aid association or a non-stock corporation**
52 **organized by employees providing for the payment of life, sickness,**
53 **accident, or other benefits exclusively to the members of such society,**
54 **order, or association, or non-stock corporation or their dependents; and to**
55 **advance the interests and promote the welfare of the poor in particular and**
56 **the interest and welfare of the Philippines in general. Specifically the**
57 **association shall seek:**

58
59 Also, it was discussed that the TWELVTH provision shall be added as follows:

60
61 *“TWELVTH: No part of the corporation or association’s net income shall inure to*
62 *the benefit of any private individual. Therefore, it is hereby understood that the*
63 *past, present, and future members of the Board of Trustees, officers, and private*
64 *individuals, shall not receive any remuneration for their services rendered to the*
65 *Association.”*

66
67 Representative Angel Garcia of Taloy Farmers Cooperative TAFARMCO moved
68 for the approval of the proposed provision be added, the motion was duly
69 seconded by Representative Enrique Dunca of San Nicolas MPC. There being no
70 objection, the motion was approved.

71
72 **Resolution No. 2. Series of 2019. Resolution, adding the section TWELVTH in the**
73 **Articles of Incorporations of the NATCCO MBI as stated:**

74
75 **TWELVTH: No part of the corporation or association’s net income shall inure**
76 **to the benefit of any private individual. Therefore, it is hereby understood**
77 **that the past, present, and future members of the Board of Trustees,**
78 **officers, and private individuals, shall not receive any remuneration for their**
79 **services rendered to the Association.**

80
81 Chairperson relayed to the body the following proposed amendment adding the
82 *“THIRTEENTH: The trustees of the non-profit corporation or association do not*
83 *receive any compensation or remuneration. Any profit or property obtained by the*
84 *Association, as a result of its operations, whenever necessary or proper shall be*
85 *used for the furtherance of the purposes aforementioned.”*

86
87 After the discussion on the proposed provision, Member Marivic Reyes moved for
88 the approval of the above amendment, Member Milagros Gonzaga then seconded
89 the motion. There being no objection, the motion was approved.

90

91 **Resolution No. 3. Series of 2019. Resolution, adding in the Thirteenth provision in the**
92 **Articles of Incorporation as stated:**

93
94 ***THIRTEENTH: The trustees of the non-profit corporation or association do***
95 ***not receive any compensation or remuneration. Any profit or property***
96 ***obtained by the Association, as a result of its operations, whenever***
97 ***necessary or proper shall be used for the furtherance of the purposes***
98 ***aforementioned.***

99
100 Also deliberated and discussed was the proposed amendment adding the
101 Fourteenth provision, -

102
103 ***“FOURTEENTH: In the event of dissolution, the assets of the corporation shall be***
104 ***transferred to similar institution or to the government”***

105
106 Representative Christian Cantelerio of Bayanihan Hundred Islands ARC then
107 moved for the approval, seconded by Representative Angel Garcia of
108 TAFARMCO. There being no objection, the motion was deemed approved.

109 **Resolution No. 4. Series of 2019. Resolution, adding the Fourteenth provision in the**
110 **Articles of Incorporation of the NATCCO MBI as stated:**

111 ***FOURTEENTH: In the event of dissolution, the assets of the corporation***
112 ***shall be transferred to similar institution or to the government***

113
114 **V. Amendments of the By-Laws of the NATCCO MBI**

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

119
120 The Assembly then discussed details of the proposed amendments. After
121 deliberation, following are the approved amendments and movants of
122 resolutions respectively:

123 **Resolution No. 5. Series of 2019. Resolution, approving the Article II Section 1 as**
124 **stated:**

125 **ARTICLE II – OBJECTIVES**

126
127 ***Section1 - That the purpose for which such association is formed is that it***
128 ***is a beneficiary society, order or association, operating for the exclusive***
129 ***benefit of the members such as a fraternal organization operating under the***
130 ***lodge system, or mutual aid association or a non-stock corporation***
131 ***organized by employees providing for the payment of life, sickness,***
132 ***accident, or other benefits exclusively to the members of such society,***
133 ***order, or association, or non-stock corporation or their dependents; and to***

134 ***advance the interests and promote the welfare of the poor in particular and***
135 ***the interest and welfare of the Philippines in general. Specifically the***
136 ***association shall seek:***
137

138 The motion was made by Representative Nerissa Lucena of Lourdes MPC,
139 seconded by Representative Garcia. No objection, motion approved.

140 The Article VI, Section 7 was agreed to be deleted. Motion was made by
141 Representative Christian Cantillero of Hundred Islands ARC which was seconded
142 by Milagros Gonzaga. No objection, motion approved.

143 ***Resolution No. 6. Series of 2019. Resolution, deleting the Section 7 of Article VI in the***
144 ***By-Laws***

145 Also discussed was the need to remove the Section 6 of the Article VII in the
146 Bylaws. Representative Angel Garcia of TAFARMCO moved approving the
147 deletion of the section mentioned which was duly seconded by Milagros
148 Gonzaga. There being no objection, the motion was deemed approved.

149 ***Resolution No. 7. Series of 2019. Resolution, deleting the Section 6 of Article VII in the***
150 ***By-Laws.***

151 The Chairperson sought the approval from the General Assembly to also delete
152 the Section 6 of the Article VIII from the existing ByLaws. Representative Angel
153 Garcia of TAFARMCO moved for the approval deleting the said Section, which
154 was seconded by Marivic Reyes. No objection, the motion was approved.

155 ***Resolution No. 8. Series of 2019. Resolution, deleting the Section 6 of Article VIII in***
156 ***the By-Laws.***

157 Also recommended was the deletion of Section 4 under Article II. Member
158 Marivic Reyes then moved for the approval seconded by Representative
159 Christian Cantillero of Bayaninan Hundred Islands ARC. No objection, motion
160 approved.

161 ***Resolution No. 9. Series of 2019. Resolution, deleting Section 4 of Article II in the By-***
162 ***Laws.***

163 The Chairperson also presented to the body the need to delete Section 4, in the
164 Article 12 as stated:

165 *“Section 4 -The Secretary, Treasurer, and Auditor shall receive no salary but may*
166 *receive allowances, in addition to per diem and other emoluments authorized for*
167 *the member of the Board of Trustees.”*

168 Thereafter, Member Milagros Gonzaga of MICOOP, moved for the approval of
169 the proposed amendment adding the Section 4 in the Article 12 as stated. The
170 motion was duly seconded by Representative Christian Cantillero of the

171 Bayanihan Hundred Islands ARC. There being no objection, motion was
172 approved.

173 **Resolution No.10. Series of 2019. Resolution, deleting the Section 4 of Article 12 of**
174 **the By-Laws.**

175
176 **VI. Adjournment**

177
178 After discussing all the proposed amendments to the Articles of Incorporation and
179 the By-Laws, there being no other matters discussed Trustee Romeo Magdaong
180 moved for the adjournment of the meeting at 11:30 o'clock in the morning.

181

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183 Prepared by:

184

185

186

187 Mildred C. Cerezo
188 Secretary

Attested by:



Ellen R. Pastores
Chairperson