



Armed Forces and Police Mutual Benefit Association, Inc.

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NOTICE OF ANNUAL GENERAL MEMBERSHIP MEETING

NOTICE IS HEREBY MADE that, in light of the COVID-19 pandemic and the need to continue practicing health safety protocols, the Annual General Membership Meeting (AGM) of the Armed Forces and Police Mutual Benefit Association, Inc. (AFPMBAI) will be conducted on 15 May 2021 at 9 A.M. via video conference.

The Order of Business of the meeting is as follows:

1. Call to Order

The Chief of Staff of the Armed Forces of the Philippines and Chairman of the AFPMBAI will preside over the meeting and call the meeting to order.

2. Proof of Notice of the Meeting

The Corporate Secretary will confirm that the Notice and Order of Business for the Annual General Membership Meeting (AGM) on 15 May 2021 was duly published in at least two (2) newspapers of general circulation, and that the Association has complied with the required notices pursuant to Article V, Section 3 of the Bylaws.

3. Proof of Presence of Quorum by the Corporate Secretary

The Corporate Secretary will certify the existence of a quorum, in accordance with Article V, Section 4 of the Bylaws, by stating the number of regular members virtually present and by proxy as of the end of the registration period. He will also introduce each member of the Board of Trustees to the members virtually present.

4. Opening Remarks

The Chairman of the Board will deliver his opening remarks to the members.

5. Approval of the Minutes of the AGM held on 11 July 2020

The members virtually present and by proxy will be asked to approve the Minutes covering the AGM held on 11 July 2020. A summary of the Minutes has been uploaded in the AFPMBAI website (www.afpmbai.com.ph) the next business day after the AGM.

6. Matters Arising from the Minutes of the Previous Meeting

The Chairman and presiding officer of the AGM will ask the members virtually present if they have matters to raise regarding the Minutes of the 2020 AGM. If there

are matters raised, these will be discussed thoroughly, with the members of the Board and of Management responding to all queries.

7. Report of the President and CEO

The President of AFPMBAI will deliver a detailed assessment of the Association's performance in 2020, including significant accomplishments, operational milestones and financial performance. The members virtually present will also be given an opportunity to ask questions and clarify issues before the report is noted by the body.

8. Ratification of the Acts and Resolutions of the Board of Trustees, Corporate Officers, and Management

The members virtually present will be asked to ratify the acts and resolutions of the Board of Trustees, Corporate Officers, and Management covering the period July 1, 2020 to March 31, 2021.

9. Report of the Audit Committee

The Chairman of the Audit Committee shall report on AFPMBAI's external auditor, internal audit quality assessment, control environment and activities, and risk assessment.

10. Appointment of External Auditor for CY 2021-2022

The Chairman of the Audit Committee shall recommend for approval of the general membership the appointment of the selected external auditor of the Association for CY 2021-2022.

11. Report of the Governance Committee

The Chairman of the Governance Committee shall report matters pertaining to Corporate Governance, as well as to the performance of the Board for CY 2020.

12. Report of the Risk Management and Related Party Transaction Committee

The Chairman of the Risk Management and Related Party Transaction Committee shall report on the status of the Association's top risks and how these are being managed.

13. Report of the Nomination Committee

The Chairman of the Nomination Committee will present the roster of candidates for trustees, as well as trustees seeking re-election, including their profiles. He will also explain the nomination process to the members.

14. Election of the Members of the Board of Trustees

The members virtually present and by proxy will be given the opportunity to individually elect the members of the Board of Trustees for CY 2021-2022. The Chairman of the Committee on Election (COMELEC), who will come from the Judge Advocate General Service (JAGS), will explain to the body the rules on election of the members of the Board, after which the floor shall be open for election of the fifteen (15) members of the Board of Trustees, including three (3) independent trustees. After

the votes for each Board seat has been counted, including the votes of members in absentia, the Chairman of the COMELEC shall proclaim the duly elected members of the Board.

15. Oath-Taking of the Members of the Board of Trustees

The COMELEC Chairman will officiate the oath-taking of the newly-elected members of the Board of Trustees.

16. Other Matters

The Chairman of the Board of Trustees will inquire from the members virtually present if there are other matters they would like to raise or issues they would like to discuss regarding AFPMBAI. If there are matters raised, the members of the Board and Management will respond to each query.

17. Adjournment

After all the matters in the Order of Business have been taken up and resolved, and should there be no other matters to discuss, the meeting will be adjourned by the Chairman upon the agreement of the members present.

All Regular Members of the Association as of 30 April 2021 are entitled to attend. Pre-registration for the video conference will begin on 15 April 2021 at 12 Noon and end on 30 April 2021 at 12 Noon through <https://afpmbai-agm2021.outsystemscloud.com/VirtualAGMM2021/>. Only those regular members who have successfully pre-registered may attend the meeting virtually and will have access to the materials for the meeting by 12 Noon of 10 May 2021.

Pre-registered members are requested to start voting immediately after receiving an official invitation through e-mail by 12 Noon of 10 May 2021, or not later than 12 Noon of 14 May 2021. Upon voting, the member will be considered registered for the event and will receive a confirmation notice together with the link to the virtual meeting. Members who are not able to vote by 12 Noon of 14 May 2021 will not be included in the list of registered members who can join the AGM on 15 May 2021. Pre-registered members who were able to vote by 12 Noon of 14 May 2021 but are unable to join the meeting on 15 May 2021 will still be counted in the quorum and their votes will also be included in the tabulation of results.

Registered members who will be joining the meeting are to be in the virtual meeting room by 8:15 AM of 15 May 2021 in order to be counted in the quorum. The link to the meeting will be sent to the e-mail addresses of the pre-registered members.

Further instructions on the conduct of the meeting and voting procedures may be found in the AFPMBAI website: www.afpmbai.com.ph.

Proxy forms are available at our Head Office, Branches and Extension Offices, and the AFPMBAI Website, for those who will not be able to attend the meeting but wish to send a representative. The representative must also be a regular member of the Association. The Corporate Secretary may be reached at bd.relations@afpmbai.ph for the submission of duly-

accomplished proxy forms. Deadline for the submission of duly accomplished proxy forms is at 12 Noon of 30 April 2021.



ATTY RENATO A DAVID
Corporate Secretary