



# **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 continuing 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 20 May 2023 at 2:30 P.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 20 May 2023 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.*

**4. Opening Remarks**

*The Chairman of the Board will deliver his opening remarks.*

**5. Approval of the Minutes of the AGM held on 21 May 2022**

*The members virtually present and by proxy will be asked to approve the Minutes covering the AGM held on 21 May 2022. A summary of the Minutes was uploaded in the AFPMBAI website ([www.afpmbai.com.ph](http://www.afpmbai.com.ph)) on the next business day after the 2022 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 21 May 2022 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 2022, 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 April 1, 2022 to March 31, 2023.*

**9. Report of the Audit Committee**

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

**10. Approval of the Selection of External Auditor for CY2023 & CY2024 Statutory Audit**

*The Chairman of the Audit Committee will seek the approval of the selection of Isla Lipana & Co., to conduct the Statutory Audit for AFPMBAI for CY 2023 and 2024.*

**11. Report of the Governance Committee**

*The Chairman of the Governance Committee will report matters pertaining to Corporate Governance, as well as to the performance of the Board for CY 2022.*

**12. Proposed Amendments to AFPMBAI's Bylaws**

*The Chairman of the Ad-Hoc Committee on the Amendment to the Bylaws will present the proposed amendments for approval of the general membership.*

**13. Report of the Risk Oversight and Related Party Transaction Committee**

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

**14. Proposed Amendments to the Policy on Per Diem and Allowances**

*The Chairman of the Nomination and Remuneration Committee will present to the general membership for approval the proposed amendments to the policy on Board per diem and allowances.*

**15. 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.*

**16. 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 2023-2024. The Chairman of the Committee on Election (COMELEC) will explain to the body the rules on election of the members of the Board, after which the floor will 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 will proclaim the duly elected members of the Board.*

**17. 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.*

**18. 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.*

**19. 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.*

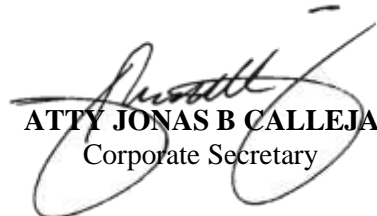
All Regular Members of the Association as of **30 April 2023** are entitled to attend. Pre-registration for the video conference will begin on **10 April 2023** at **12 Noon** and end on **28 April 2023** at **12 Noon** through <https://bit.ly/AFPMBAI-AGMM2023>. Only those regular members who have successfully pre-registered may attend the meeting virtually and will have access to the materials for the meeting by **12 Noon** of **8 May 2023**.

Pre-registered members are requested to start voting immediately after receiving an official invitation through e-mail by **12 Noon** of **8 May 2023**, or not later than **12 Noon** of **12 May 2023**. 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 **12 May 2023** will not be included in the list of registered members who can join the AGM. Pre-registered members who were able to vote by **12 Noon** of **12 May 2023** but are unable to join the AGM 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 required to be in the virtual meeting room by **1:45 PM** of **20 May 2023** in order to be counted in the quorum. The link to the meeting will be sent to the e-mail addresses used by the members during the pre-registration.

Further instructions on the conduct of the meeting and voting procedures may be found in the AFPMBAI website: [www.afpmbai.com.ph](http://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 proxy to be assigned must also be a regular member of the Association. The Corporate Secretary may be reached at [bd.relations@afpmbai.ph](mailto:bd.relations@afpmbai.ph) for the submission of duly-accomplished proxy forms and for other questions about this meeting. Deadline for the submission of duly accomplished proxy forms is at **12 Noon** of **28 April 2023**.

  
**ATTY JONAS B CALLEJA**  
Corporate Secretary