



# Armed Forces and Police Mutual Benefit Association, Inc.

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## NOTICE OF ANNUAL GENERAL MEMBERSHIP MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (AGM) of the Armed Forces and Police Mutual Benefit Association, Inc. (AFPMBAI) will be conducted on 17 May 2025, Saturday at **2:30 P.M.** via video conference, hosted at the AFP Commissioned Officers Club, Camp General Emilio Aguinaldo, Quezon City.

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 AGM on 17 May 2025 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**

*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 18 May 2024**

*The members virtually present and by proxy will be asked to approve the Minutes covering the AGM held on 18 May 2024. 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 2024 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 18 May 2024 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 2024, 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**

*Members participate in the decision-making process of the Association. They will be asked to ratify the acts and resolutions of the Board of Trustees, Corporate Officers, and Management covering the period January 1, 2024 to December 31, 2024, such as the Plans Programs and Budget of the Association for CY 2025 and the Amendment of the Manual of Corporate Governance.*

**9. Report of the Audit Committee**

*The Chairman of the Audit Committee will report on the primary responsibility of the Committee, how the Committee discharged its responsibilities during the year in relation to financial reporting, internal control, the Internal Audit function, interaction with the external auditors, and the overall assessment of the Association's internal control.*

**10. Appointment of External Auditor for Statutory Audit Covering CY 2025 and CY 2026**

*The Chairman of the Audit Committee will recommend the general membership's ratification of the appointment of AFPMBAI's External Auditor for Statutory Audit Covering the subject years.*

**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 2024.*

**12. 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 Association's 2024 key risk highlights and mitigation strategies.*

**13. Amendment to AFPMBAI's Articles of Incorporation (AOI)**

*The Head of the Legal Office will recommend the approval of the amendment to the AOI, particularly on the Purpose of the Association.*

**14. Policy on Board Per Diem and Allowances**

*The Head of the Board Relations Office will recommend the approval of 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 2025-2026. 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.*

**Important Information for Members:**

**1. Eligibility to Attend and Vote**

- All Regular Members of the Association as of 31 March 2025 are entitled to attend the video conference, access meeting materials starting 12:00 NN on 05 May 2025, and exercise their right to vote.

**2. Pre-Registration**

- Pre-registration is required and will be open from 12:00 NN on 07 April 2025 until 12:00 NN on 30 April 2025.
- Members may pre-register using the following link: <https://bit.ly/AFPMBAI-AGM2025> .
- Upon successful pre-registration, members will receive a Confirmation Email containing instructions on how to cast their votes.

**3. Voting Period**

- Voting will open at 12:00 NN on 05 May 2025 and close at 12:00 NN on 12 May 2025.
- Members who cast their votes will be considered officially registered for the AGM and will receive an Official Invitation with a link to the video conference.

**4. Attendance and Quorum**

- Members who have voted but are unable to attend the video conference will still be counted toward the quorum, and their votes will be included in the tabulation of results.
- Members who fail to vote by 12:00 NN on 12 May 2025 will not be eligible to participate in the AGM.

**5. Virtual Meeting Access**

- Registered members must join the virtual meeting room no later than 1:45 PM on 17 May 2025.
- The link to the video conference will be sent to the email address provided during pre-registration.


6. Proxy Voting

- Members who are unable to attend but wish to designate a representative must submit a duly signed Proxy Form.
- Proxy Forms are available at the AFPMBAI Head Office, Branches, and Extension Offices, or may be downloaded from the official website.
- Completed Proxy Forms must be emailed to the Corporate Secretary at [bd.relations@afpmbai.ph](mailto:bd.relations@afpmbai.ph) no later than 12:00 NN on 30 April 2025.
- The designated proxy must also be a Regular Member of AFPMBAI.

7. Additional Information

- For complete details on the conduct of the meeting, voting procedures, and other relevant information, please visit the official AFPMBAI website: [www.afpmbai.com.ph](http://www.afpmbai.com.ph).

We encourage all regular members to actively participate in this important event to help shape the future of our Association. For further inquiries, please contact the Corporate Secretary at [bd.relations@afpmbai.ph](mailto:bd.relations@afpmbai.ph).



**ATTY JONAS B CALLEJA**  
Corporate Secretary