

AMENDED BY-LAWS
OF
**COOPERATIVE ALLIANCE FOR RESPONSIVE ENDEAVOR
MUTUAL BENEFIT ASSOCIATION (CARE MBA), INC.**

ARTICLE I- NAME

Section 1 – The name of the organization shall be **COOPERATIVE ALLIANCE FOR RESPONSIVE ENDEAVOR MUTUAL BENEFIT ASSOCIATION (CARE MBA), INC.** and shall be referred to in this By-laws as **CARE MBA, INC.**

ARTICLE II-OBJECTIVES

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:

1. To extend financial assistance to its members, spouse, children and parents in the form of death benefits, sickness benefits, provident savings and loan redemption assistance;
2. To ensure continued access to benefits/resources by active and responsible involvement of the members in the management of the association to include but not limited to implementation of policies and procedures geared towards sustainability and improved services.

ARTICLE III – MEMBERSHIP

Section 1 – Qualification for Membership:

- a) Applicants must be at least 18 years old but not more than 65 years old as of the enrollment date. Nonetheless, existing members beyond 65 years old will be accepted.
- b) He/She must be a member of the partner-organizations of CARE MBA, INC. personnel and staff of partner-organizations of CARE MBA, INC.; and personnel and staff of CARE MBA, INC. and other accredited organized groups.
- c) Only those applicants who can meet all of the requirements stated in the prescribed application form shall be eligible for membership.

Section 2. Rights of Members – A member shall have the following rights:

- a) To exercise the rights to vote on all matter relating to the affairs of the CARE MBA, INC.;
- b) To be eligible to any elective or appointive office of the CARE MBA, INC.;

- c) To participate in all deliberations/annual meetings of the CARE MBA, INC.;
- d) To avail of all the facilities of the CARE MBA, INC.;
- e) To examine all the records or books of the CARE MBA, INC. during business hours.

Section 3. Duties and Responsibilities of the Members – A member shall have the following duties and responsibilities:

- a) To obey the by-laws, rules and regulations of CARE MBA, INC. and those that it may promulgate from time to time;(as amended on February 15, 2014)
- b) To attend all meetings that may be called by the Board of Trustees;
- c) To pay membership dues and other assessments of the CARE MBA, INC.
- d) To participate in the governance directly and indirectly of the CARE MBA, INC. and to protect the funds thereof;
- e) Continuously give suggestions and comments on how to better run the CARE MBA, INC.

Section 4. – A member may transfer from one branch to another subject to the existing guidelines issued by the Board of Trustees.

Section 5. - In order to remain in good standing, a member must be current in the payment of membership fees , member's contributions and other required fees. (as amended on February 15, 2014)

Section 6. – CARE MBA, INC. shall issue membership certificates specifying therein the members' benefits. Such certificates, together with Articles of Incorporation of CARE MBA, INC. and its by-laws, implementing policy guidelines, and all existing laws as may be pertinent shall constitute this agreement, as of the date of its issuance, between the CARE MBA, INC., and the member.

The validity of the Certificate of Membership shall continue during the life of the member unless otherwise terminated by death, total and permanent disability, resignation or expulsion of the member.

ARTICLE IV – MEETINGS

Section 1 – Annual Meetings - The annual representative assembly meetings of the members shall be held on such time as may be decided by the Board of Trustees every last Friday of May each year. Representative assembly shall refer to the full membership of the body of representative elected by each of cooperative partner /micro finance institution and other organized groups. Special meetings of the members shall be called as the need thereof arises, by the Board of Trustees or the President or upon petition of one third (1/3) of the general membership. (as amended on June 11, 2021)

Section 2 - Place of Meeting - Regular or special annual membership meetings shall either be face-to-face, to be held in the principal office of CARE MBA, INC. or any place within the area of operations as designated by the Board of Trustees or via virtual platforms using electronic devices, including audio and video conferencing . (as amended on June 11, 2021)

Section 3 - Notice of Meeting - Notice for annual meetings shall be sent by the Secretary by personal delivery, by mail, email or by posting the notice in CARE MBAI website at least four (4) weeks prior to the date set for such meeting. (as amended on June 11, 2021)

Notices for special meetings may be made written notice at least twenty-eight (28) days before the meeting. The written notice shall contain the particular matters to be discussed. Only matters specified in the notice of special meetings can be the subject of motions or deliberations at such meetings. (as amended on June 11, 2021)

Section 4 - Quorum - In all regular or special meeting of members, at least fifty percent (50%) of all members in good standing plus one (1) must be present; or represented by proxy in order to constitute a quorum. A member may be represented by a proxy, through a written notice to the Secretary. The authorization shall be valid only on the date of the meeting indicated thereon. If no quorum is constituted, the meeting shall be adjourned until the requisite number of members shall be present.(as amended on February 15, 2014)

Section 5 – Conduct of Meeting - Meetings of the members shall be presided over by the President, or in his absence the Vice President. The Secretary shall act as Secretary every meeting or in his absence the presiding officers shall appoint a temporary secretary.

Section 6 – Manner of Voting - Members 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 **CARE MBA, INC.** before the scheduled meeting.

Section 7 - The members of the Board shall not receive any remuneration for their services rendered to the association. (as amended on June 11, 2021)

ARTICLE V – BOARD OF TRUSTEES

Section 1. - Unless otherwise provided by law, the corporate powers of the Board of Trustees shall be exercised, all business conducted and all properties of the corporation controlled and held by the Board of Trustees subject to 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, to 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 CARE MBA, INC.'s business and affairs.
- b) To purchase, receive, take or otherwise acquire for and in the name of CARE MBA, INC. 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 convenient.

- c) To invest the funds of CARE MBA, INC. in other corporation or for purposes other than those for which the CARE MBA, INC. 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 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 CARE MBA, INC.
- e) To establish a pension, retirement, bonus or other types of incentives or compensation plans for the employees of the association. (as amended on June 11, 2021)
- f) To prosecute, maintain, defend, compromise, submit arbitration or abandon any lawsuit in which CARE MBA, INC. or its officers are either plaintiffs or defendants in connection with the affairs of CARE MBA, INC.
- 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 CARE MBA, INC., under the Corporation Code.
- h) To appoint and dismiss any employee of CARE MBA, INC. whether regular, probationary, casual, or contractual, fix or adjust their salaries and all other personal movements.
- i) To delegate any of its powers or function to an executive committee or to any officer of CARE MBA, INC. to any standing or special committee or to any officer at agent and to appoint any person to be an agent of CARE MBA, INC.
- j) To approve all contracts for construction and major repairs or maintenance work, and other contracts involving significant amounts.
- k) To approve all contracts involving the sale of none current assets.

Section 2. - The Board of Trustees of CARE MBA, INC. shall consist of seven (7) members namely the following: five (5) trustees shall be elected by the members in good standing or with existing loans funded by CARE MBA, INC., two (2) independent trustees, to be elected by the members in good standing or with existing loans funded by the **CARE MBA, INC.** (as amended on June 11, 2021)

Section 3. - The Board of Trustees shall be elected every two years by majority of its members during annual meeting. (as amended on June 11, 2021)

The independent trustee shall be elected by the majority of its members upon nomination of the Election Committee to the Board of Trustees. Notwithstanding the forgoing, for the duration that the CARE MBA, INC. is under a conservatorship of the Insurance Commissioner, the independent trustees shall be appointed by, and shall serve at the pleasure of the Insurance Commissioner.

The independent trustees are deemed members of CARE MBA, INC. and shall pay the usual membership fees and members contribution. They have the same obligation, rights and privileges as regular members in good standing. (as amended on June 11, 2021)

Section 4. - The trustees to be elected must be of legal age, recognized active member of CARE MBA, INC. or any of its affiliates, has consistently performed very satisfactorily for at

least the last three (3) years in his/her membership with CARE MBA, INC. or any of its affiliates and is willing to perform the functions of a trustee without any remuneration. (as amended on June 11, 2021)

Section 5. - No member convicted by final judgment of an offense punishable by 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 her 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 CARE MBA, INC. or any of its affiliates shall also be disqualified from being a Trustee or Officer.

Section 6. - The elected members of the Board of Trustees shall serve immediately following their election for a period of two (2) years in one (1) term, until their successors shall have been elected and qualified. The two independent Trustees shall serve for a period of three (3) years in one (1) term. Provided, that no elected Trustee shall serve for more than three (3) consecutive terms. (as amended on June 11, 2021)

ARTICLE VI – ELECTION COMMITTEE

Section 1. - Shall be composed of at least three (3) members elected by the General Assembly possessing all the qualifications and none of the disqualifications for the members of the Board of Trustees. They shall serve for a term of two years.(as amended on February 15, 2014)

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.(as amended on February 15, 2014)

Section 3. - The Election Committee is hereby vested sole authority to conduct and supervise the elections 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 unless appealed to the Board of Trustees whose decision shall be final. Further, the **CARE MBA, INC.** may be tasked to supervise the election of other special committees. (as amended on June 11, 2021)

Section 4. - The elected members of the election committee shall serve immediately after their election until after the next election. (as amended on June 11, 2021)

Section 5. - The election committee may deputize such personnel of the head office of the CARE MBA, INC. which it may deem necessary to enable it to perform its function. (as amended on June 11, 2021)

Section 6. - The members of the Election committee shall not receive any remuneration for their services rendered to the Association. (as amended on June 11, 2021)

Section 7. - No member elected as a member of the Election 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. (as amended on June 11, 2021)

ARTICLE VII – AUDIT COMMITTEE

Section 1. - Shall be comprised of three (3) board members, one (1) of whom are independent board of trustees who are of good standing preferably with accounting and finance experiences. (as amended on June 11, 2021)

Section 2. - Provides oversight to the institution's internal and external auditors.

Sections 3. - It shall be responsible for the setting up of internal audit department, and the appointment of the internal auditors as well as of independent external auditors.

Section 4. - It shall monitor and evaluate the adequacy and effectiveness of the internal control system of the company

Section 5. - The committee shall meet at least quarterly at the head office of CARE MBA, INC.

Section 6. – The members of the Audit Committee shall not receive any remuneration for their services rendered to the association. (as amended on June 11, 2021)

Section 7. – The members of the Audit Committee shall serve for one year, or co terminus with the Board of Trustees. (as amended on June 11, 2021)

ARTICLE VIII – REMUNERATION COMMITTEE

Section 1. Shall be composed of at least three (3) members of the board of trustees, one (1) of whom must be independent trustee possessing all the qualifications and none of the disqualifications for the members of the Board of Trustees. They shall serve for a term of two years.

Section 2. 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.

Section 3. Shall delegate responsibilities for setting up remunerations for all executive officers and management staff, including pension or any compensation payments. (as amended on June 11, 2021)

Section 4. 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. (as amended on February 15, 2014)

ARTICLE IX – COMMITTEES OF THE BOARD OF TRUSTEES

(as amended on June 11, 2021)

Section 1. – There shall be a Board Risk Oversight Committee which consist of at least three (3) members headed by an Independent Trustee as Chairperson. The Risk Oversight Committee shall meet quarterly.

The Risk Oversight Committee function shall include the following:

- a. Shall be responsible for the development and oversight of the risk management program of CAREMBAI
- b. Assess the probability of each risk becoming to progress and estimate its possible effect and cost.
- c. Conduct regular discussions on the Association's current risk exposure that is based on regular management reports.
- d. Review the risk management plans to ensure its continued applicability and effectiveness
- e. Report regularly to the Board of Trustees about the over-all risk exposures and actions taken to reduce the risks and recommend further actions or plans as required.

Section 2. – There shall be a Corporate Governance Committee which consist of at least three (3) members headed by an Independent Trustee as the Chairperson. Corporate Governance Committee shall meet quarterly.

The Corporate Governance Committee shall be responsible for the following:

- a. Assist the Board of Trustees in fulfilling its oversight responsibilities in relation to the overall approach to corporate governance of the CARE MBA, Inc.;
- b. Recommend action to the Board of Trustees for structural changes to ensure CAREMBA's compliance with its legal duties;
- c. Accountable for the Board of Trustees and the Association's governance guidelines and policies;
- d. Undertake studies regarding in-house arrangements and changes concerning the understanding, adoption and implementation of corporate governance principles by CARE MBA, Inc. employees and submits the results of these studies to its Board of Trustees;
- e. In- charge for updating and revising the CARE MBA's manuals (i.g. AMLA, Corporate Governance Manual); and
- f. Periodically present key findings to the Board of Trustees during its regular Board meeting

Section 3. – There shall be a Related Party Transaction Committee which composed of at least three (3) members headed by an Independent Trustee as the Chairperson. Related Party Transaction Committee shall meet quarterly.

The Related Party Transaction Committee shall be primarily responsible for the following:

- a. Assist the association in handling transactions with related parties;
- b. Review and evaluate each transaction to assess its fairness;
- c. Set materiality threshold for each type of transactions to related parties such as investment, financial assistance, contract agreements and others; and
- d. Evaluate all material RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with nonrelated parties under similar circumstances and that no corporate business.

ARTICLE X – OTHER COMMITTEES

(as amended on February 15, 2014)

Section 1. Other committees. By a majority vote of all its members, the Board of Trustees may form such other committees as may be deemed necessary for the operation of the association.

ARTICLE XI – BOARD MEETINGS

(as amended on February 15, 2014)

Section 1. – That the initial or organizational meeting of a newly elected Board of Trustees shall be held immediately after the conclusion of the Annual General Meeting at which they are elected while the last meeting shall be held before the beginning of the Annual General Meeting at which the new Board of Trustees is scheduled to be elected. (as amended on June 11, 2021)

Section 2. – That the Board of Trustees shall meet regularly once a month at the main office of CARE MBA, Inc. unless otherwise previously agreed upon by the members of the Board of Trustees. A special or emergency meeting may be called by the President or the Secretary upon request of a majority of the incumbent members of the board and at least five (5) days notice before such meeting. (as amended on June 11, 2021)

Section 3. – An official journal shall be kept to record the minutes of the meetings and all resolutions passed by the Board of Trustees during its three year term which shall be consecutively numbered.

Section 4. – The member of the Board shall not receive any remuneration for their services rendered to the Association. (as amended on June 11, 2021)

Section 5. – A majority of the members of the Board actually in office 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, minutes, d) Unfinished business, e) Board Committee Reports, f) Management Reports on Finances and Operations, g) New Business, h) Other Matters and i) Adjournment

ARTICLE XII – OFFICERS (As amended on February 15, 2014)

Section 1. Officers – The officers of the CARE MBA, INC. shall be a President, Vice-President, Secretary, and Treasurer, with the exception of the independent members, the Board shall elect the said officers from among themselves except the Board Secretary that is appointed by the Board. (as amended on June 11, 2021)

Section 2. Term of Office of Officers – The term of office of the officers shall be co-terminus with the Board which elected/appointed them, unless sooner removed from office by a 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 cause, of the incumbent, the Board of Trustees, a majority vote, may elect/appoint a successor, who shall hold the unexpired term, provided, further, that in case of the temporary absence of any officer for any reason, the Board may delegate the powers and duties of such officer to another qualified person.

Section 3. The officers of CARE MBA, INC. may be removed from office for a cause, including nonfeasance or misfeasance of duties, violation of these By-laws, conduct detrimental to the interest of the CARE MBA, INC., incompetence and/or loss of confidence.

Section 4. The General Manager, Administrative Officer, Chief Accountant and Auditor shall receive such salary and/or benefits as may be fixed by the Board.

ARTICLE XIII – FUNCTIONS AND POWERS OF OFFICERS (as amended on February 15, 2014)

Section 1. President – The President shall exercise the following functions:

- a) to preside in all meetings of the members of the CARE MBA, INC.
- b) to execute all resolutions of the Board of Trustees.
- c) to be charged with directing and overseeing the activities of the CARE MBA, INC.
- d) to submit to the Board as soon as possible after the close of each fiscal year, and to the members of each annual meeting, a complete report of the activities and operations of the CARE MBA, INC. for the fiscal year under his/her term. (as amended on February 15, 2014)
- e) to represent CARE MBA, INC. in all functions and proceedings;

- f) to appoint, remove, suspend or discipline employees of CARE MBA, INC. prescribe their duties and determine their salaries subject to confirmation by the Board of Trustees;
- g) to execute in behalf of CARE MBA, INC. all contracts, agreements and other instruments affecting the interest of CARE MBA, INC. which may require approval of the Board of Trustees unless otherwise directed by the Board;
- h) to perform such other duties as are incident to his office or are entrusted to him by the Board of Trustees.

Section 2. Vice-President- The Vice President shall exercise all powers and perform all the duties of the president during the absence or incapacity of the latter. He/she shall also perform such duties as may be assigned to his/her from time to time by the Board. (as amended on June 11, 2021)

Section 3. Secretary – The Secretary shall have the following specific powers and duties:

- a) to give all notices required by these by-laws and keep the minutes of all meetings of the members and of the Board of Trustees in a book kept for the purpose.
- b) to keep the seal of the CARE MBA, INC. and affix such seal to any paper or instrument requiring the same.
- c) to have custody of the members' register and the correspondence files of the CARE MBA, INC.
- d) to certify to such corporate acts, countersign corporate documents or certificates, and make reports or statements as may be required of him by law or by government rules and regulations;
- e) also perform all such other duties and work as the Board of Trustees may from time to time assign to 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 CARE MBA, INC.
- b) to take and have custody of, and be responsible for, all the funds, securities, bonds, and certificates of titles of CARE MBA, INC.
- c) to deposit in the name of CARE MBA, INC. in such banks as may designed from time to time by the Board of Trustees, all the money, funds, securities, bonds and similar valuables belonging to CARE MBA, INC. which may come under his control.
- d) to prepare an annual statement showing the financial conditions of CARE MBA, INC. and such other financial reports as the Board of Trustees or the President may from time to time require.
- e) to prepare such financial reports, statements, certifications and other documents that may, from time to time, be required by government rules and regulations and to submit the same to the proper government agencies.
- f) to pay all authorized expenses by check and effect petty cash payments in accordance with policies and procedures approved by the Board of Trustees.

- g) to assist management in retrieval of all receivables of CARE MBA, INC. from whoever they may be due.
- h) to prepare and submit to the Board of Trustees for considerations and approval the annual budget on or before its regular meeting and furnish a copy of the approved annual budget.
- i) to ensure that all expenditures are duly authorized and are for the best interest of CARE MBA, INC.
- j) to post a bond in such amount as may be required by the Board of Trustees;
- k) 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
- l) to perform such other duties as may be assigned by the President, the General Manager and the Board of Trustees.

Section 5. General Manager. – The General Manager shall have the charge of the day to day operations of CARE MBA, INC. and the following functions:

- a) to supervise and manage the business affairs and activities of CARE MBA, INC. under the direction of the President and the Board of Trustees;
- b) to implement the administrative and operational policies of CARE MBA, INC.
- c) to oversee the preparation of the budgets and the statements of accounts of the corporation;
- d) to coordinate the work of the various operating divisions and services, maximize the productive inputs of their personnel and continually work to upgrade the quality of service to members;
- e) to coordinate with the different standing committees of CARE MBA, INC.;
- f) to conduct such studies and submit recommendations to the Board of Trustees in matters related to investment, the use of facilities and development projects including the examinations of contracts entered into by CARE MBA, INC.;
- g) to perform other duties and responsibilities assigned by the President and the Board of Trustees;
- h) to attend and render a report in the monthly meeting of the Board of Trustees.

Section 6. Administrative Officer – The Administrative Officer shall have the following functions and duties:

- a) to assist the General Manager in the administration of personnel and personnel matters;
- b) to take charge of janitorial, messengerial and security/personnel;
- c) to assist the General Manager in the supervisions of the storage and dispositions of supplies to prevent wastage, spoilage and pilferage;
- d) To advice management on the improvement of procurement methods and procedures to insure that purchases of supplies and materials are in accordance with the actual needs of **CARE MBA, INC.** and that CARE MBA, INC. obtains the best products/services at the most reasonable price; and
- e) To perform such other duties as may be assigned to him by the general Manager and the Board of Trustees.

Section 7. Chief Accountant - The Chief Accountant shall have the following duties and responsibilities:

- a) To supervise accounting personnel in recording day to day business transaction in the different books of accounts and to prepare summaries thereof which reflect the current status of its funds;
- b) To certify all disbursements as to appropriations, legality and propriety of supporting documents, and proper classifications of accounts codes;
- c) To suspend or withhold payments of accounts incurred not in accordance with expresses policies of the Board of Trustees and all departments with prepared cost or expense analysis. Performance analysis and other statistical data and to recommend measures in pursuance of the policy of fiscal restraint in all matters requiring financing;
- d) To prepare and submit to the Board of Trustees a monthly financial statement of CARE MBA, INC. in cooperation with the Treasurer;
- e) To prepare and submit to the Board of Trustees a quarterly and annual balance sheets of CARE MBA, INC. incoming and expenses statements with all necessary supporting schedules, in cooperation with the Treasurer;
- f) To help facilitate and expedite payments of all claims, deaths, loans and other benefits due to members and hereby maintain the good name and reputation of CARE MBA, INC. in meeting its obligations with the least delay;
- g) To call the attention of the Board of Trustees to payments of accounts incurred not in accordance with its policies and to recommend appropriate rules and regulations to improve accounting and operating practices of CARE MBA, INC.
- h) To perform other duties as may be assigned by the President, the General Manager and the Board of Trustees.

Section 8. Auditor – the Auditor shall have the following duties and responsibilities:

- a) To audit the books and records of CARE MBA, INC. from time to time for the purpose of establishing the authority and propriety of payments made and to verify to the correctness of the same to the Board of Trustees;
- b) To audit the financial transaction and operating practices of CARE MBA, INC. and certify to the correctness of the annual financial reports of the Treasurer and/or Chief Accountant;
- 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 or made by CARE MBA, INC. and withhold or suspend payment thereof when appropriate;
- d) To check and review the utilization or disposition of consumable assets and equipment of CARE MBA, INC. with the view of maximizing their utilization and avoiding wastage and pilferage;
- e) To recommend measures or changes in the financial policies system or procedures of CARE MBA, INC. to maximize income, reduce its expenditures and improve its services to its members; and

- f) To perform other duties as may be assigned by the President, the General Manager and the Board of Trustees.

ARTICLE XIV - SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

(as amended on February 15, 2014)

Suspension, expulsion and termination of membership, shall be in accordance with the rules and regulations of the CARE MBA, INC.

Any member of the CARE MBA, INC. may file charges against a member by filing a written complaint with the Secretary of the CARE MBA, INC. 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 a member; Provided that where the penalty is expulsion, the affirmative vote of majority of all the members of the CARE MBA, INC. or the affirmative vote of all the members of the Board of Trustees, shall be necessary.

ARTICLE XV – FUND

(as amended on February 15, 2014)

Section1. Funds - The funds of the CARE MBA, INC. shall be derived from members contributions and special assessments of members, gifts or donations.

- a) Members shall be charge contribution per week for the payment of death or total and permanent disability of a member or any member's legal spouse, or any of the member's biological and/or legally adopted children, two (2) weeks old but not more than 21 years old and single; or biological children over 21 years old, single but disabled and incapacitated to work, or biological parent of a single (unmarried) member above 65 years old in accordance with the attached Table of MBA *Life Insurance Benefits*. (as amended on June 11, 2021)
- b) **CARE MBA, INC.** shall deduct not more than 20% of the weekly contribution of its members as administrative expenses. The remaining 80% of the weekly contribution of the members shall be used for paying mutual benefit as in accordance with the attached Table of MBA Life Insurance Benefits.
- c) The contributions may be adjusted by the Board of Trustees as may be necessary to maintain the funds of the CARE MBA, INC. at a level adequate to meet its benefit obligations or commitments under the plan.
- d) 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 CARE MBA, INC. a member shall be entitled to 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 CARE MBA, INC.
- e) The Board of Trustees shall set up each year sufficient 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 CARE MBA, INC. the amount of the member's equitable proportion of such delinquency 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.

Section 2. Disbursements – Withdrawals from the funds of the CARE MBA, INC., whether by check or any other instrument shall be signed by at least two persons designated by unanimous vote of the Board of Trustees.

Section 3. Calendar Year – The calendar year of the CARE MBA, INC. shall be from January 1st to December 31st of each year.

ARTICLE XVI – CORPORATE SEAL (as amended on February 15, 2014)

Section 1. Form – *The corporate seal of the CARE MBA, INC.* shall be in such form and design as may determine by the Board.

ARTICLE XVII – AMENDMENTS OF THE BY-LAWS (as amended on June 11, 2021)

Section 1. Amendments – These by-laws, or any provisions thereof, may be amended, repealed or new by-laws adopted by a majority of the members and by the majority of the Trustees at any regular or special meeting duly held for the purpose.

Adopted this 11th day of June, 2021 in Lucena City by the affirmative vote of the undersigned members representing a majority of the members of the CARE MBA, INC. in a special meeting held for the purpose.

CRISELDA ABUEL(SGD)

LOIDA AURIADA(SGD)

NILO B. JARA (SGD)

DENNIS I. COCADIZ(SGD)

ROSITA V. DE ASIS (SGD)

WALBERTO A. MACARAAN(SGD)

ERLINDA P. MAGSINO(SGD)

SEVERINO D. PUEBLA(SGD)

DOMINADOR S. TAMAYO(SGD)

JORGE B. VARGAS(SGD)

RAMON C. YEDRA (SGD)

ERLENE E. BARANDINO(SGD)

WITNESSES:
