ANNUAL MEMBERSHIP MEETING
OF THE
MINDANAO EDUCATORS MUTUAL BENEFIT ASSOCIATION, INC.

Held on 3 May 2025
At Q Citipark Hotel, Roxas East Ave., Corner
J.P Laurel St., General Santos City

I. CALL TO ORDER AND DETERMINATION OF QUORUM

With the presence of all the Trustees of the Corporation, Mr. Juan Andre Terence R. Lacson, as Chairman, called the Annual membership meeting to order.

The Corporate Secretary recorded the minutes of the meeting.

II. PROOF OF SERVICE OF THE REQUIRED NOTICE OF THE MEETING

Upon inquiry by the Chairman, the General Manager thru the Corporate Secretary certified that the Notice of the Meeting was posted at the MEMBA Office at least two (2) weeks prior to the date of the meeting.

The same notice was likewise published in The Mindanao Bulletin on 10 April and 16 April 2025 consistent with the Association's Amended By-Laws.

III. PROOF OF THE PRESENCE OF QUORUM

Upon the inquiry of the Chairman, Mr. Montera further certified that a quorum existed for the transaction of business, there being present and represented by proxy a total of 37,819 members out of the 43,691 total number of registered members of the Association or eighty-six percent (86%).

IV. READING AND APPROVAL OF THE MINUTES OF THE PREVIOUS ANNUAL MEETING

Per records of the company, the last annual meeting was held on 25 May 2024 at the same venue Thereafter, upon motion duly made and seconded, the member unanimously -

> "**RESOLVED**, as it is hereby resolved, that the Minutes of the Annual Membership Meeting held on 25 May 2024 be, as it is hereby, approved as presented."

V. REPORT OF THE PRESIDENT

The Chairman presented to the members the Statement of Financial Position as of 31 December 2024, also the President gave an update on the current status of the Association. He emphasized that for the year ended 31 December 2024, the association's revenue increased by 14%, compared to 2024 operation. In addition, as of 31 December 2024, an encouraging indicator of sustained growth and financial strength. This accomplishment is a result of improved operational efficiency and stronger member engagement across all six of our regional areas.

Also, the Chairman informed that the Association's presence continues to grow through active operations in the following regions:

Region 9 – Pagadian City, Zamboanga City, Dipolog City, Sindangan, Ozamiz City and Ipil
Region 10 – Cagayan de Oro City, Camiguin, Gingoog City, Valencia City, Malaybalay City, Iligan City, Maranding
Region 11 – Davao City, Digos City, Malita, Tagum City, Nabunturan, Mati
Region 12 – Kidapawan City, Midsayap, General Santos City, Koronadal, Tacrong
Region 13 – Butuan City, San Francisco, Tandag, Surigao City, Siargao
NCR – Manila, Malabon.

Equally noteworthy is the 10% growth in total membership. This increase not only strengthens the community but also enhances the ability to deliver better services and create greater impact.

Moreover, the Chairman informed that the Association successfully acquired a property in Barangay Iponan, Cagayan de Oro, which will soon house the new branch office. This strategic move underscores the commitment to regional accessibility and long-term organizational growth.

Finally, the Association embraced the digital transformation; it also invested in a new cloud-based system to modernize the operations. This will enhance the inquiry and communication processes, making it easier and more efficient for the members to engage with association. This will ensure that the association remains responsive in an increasingly tech-driven environment.

There being no comments or questions on the Annual Report, upon motion duly made and seconded, the members unanimously —

> "**RESOLVED**, as it is hereby resolved, that the Annual Report of Mindanao Educators Mutual Benefit Association, Inc. for the period ending year 2024 be, as it is hereby, approved, as presented."

VI. RATIFICATION OF THE PAST ACTS OF THE BOARD AND MANAGEMENT

The Chairman then moved to the next part of the agenda which is the ratification of the past acts of the Board and Management. The Chairman then informed the Body that all the Minutes of Meeting for 2024 period were submitted to the Insurance Commission and copies are in the Association's principal office and the office of the Corporate Secretary, which are available upon request.

There being no comments or questions, upon motion duly made and seconded, the members unanimously —

> "**RESOLVED** as it is hereby resolved, that all the acts and proceedings of the Board of Directors of Mindanao Educators Mutual Benefit Association, Inc. and its Corporate Officers for the year 2024 be, as they are hereby, confirmed and ratified."

VII. UNFINISHED BUSINESS

There being no unfinished business. Upon motion duly made and seconded, the Chairman moved to the next part of the agenda.

VIII. ELECTION OF TRUSTEES FOR THE ENSUING YEAR

The Chairman announced that the next item in the agenda is the election of MEMBAI's Board of Trustees for the year 2025-2026, and, according to the Amended By-Laws, the Nomination Committee should come up with a list of nominees.

In compliance, the Nomination Committee came up with a list of nominees which was posted at the Association's office since 24 April 2025. The Chairman presented the nominees for the Board of Trustees by categories of regular trustees and independent trustees.

The following were nominated in accordance with the list submitted by the Nomination Committee:

(a) As regular trustees:

Mr. Juan Andre Terence R. Lacson
Ms. Jessica Anne Marguerrite R. Lacson-Hizon
Mr. Leon Justin I. Villanueva
Ms. Rosemarie F. Taladoc
Mr. Neil A. Improgo
Mr. Daniel J. Sunga
Ms. Cherrymel G. Mantillas
Ms. Ligaya B. Piamonte
Ms. Liezel A. Soria

(b) As Independent Trustee

Mr. Reynaldo M. Vergara
Mr. Romelito G. Flores
Mr. Jonathan S. Dela Peña
Ms. Rosabella N. Gorres

The Chairman then requested the Corporate Secretary to explain to the body how the elections should be made.

Mr. Montera explained that in accordance with the Code of Corporate Governance, there must be at least two (2) independent trustees in the Board and five (5) regular trustees.

Since there being no objections, the chairman put to a vote by viva voce. The Corporate Secretary was deputized by the Election Committee to assist in the counting of votes.

Mr. Montera explained that each member shall be entitled to (1) vote. He/she may vote as many persons as there are trustees to be elected.

The list of names of the trustees to be voted was attached, and also a spaces were provided for the categories of the members to be elected. Members were requested to fill up the name of the persons to be voted as well as the number of votes allocated for that person.

The nominees with the highest number of votes cast in their favor shall be deemed elected.

The Chairman then subsequently announced that the members and the duly authorized proxies may now cast their votes.

To optimize the time, upon motion duly made and seconded, the canvassing was undertaken separately and the meeting proceeded to the next item in the agenda.

IX. OTHER MATTERS

a) ***Appointment of External Auditors***

The Chairman presented to the body for ratification and confirmation. The appointment of Quilab & Garsuta as external auditors of the Association.

Accordingly, upon motion duly made and seconded, there being no objections, the members present –

> "**RESOLVED,** as it is hereby resolved, that the appointment of Quilab & Garsuta as external auditor of Mindanao Educators Mutual Benefit Association, Inc., be, as it is hereby, confirmed and ratified."

b) ***Announcement of the Elected Board of Trustees for the Year 2025-2026***

After the conclusion of the tabulation of votes, the President announced that the following persons have been elected to MEMBA's Board of Trustees for the year 2025-2026 and until their successors shall have been duly elected and qualified:

(a) As regular trustees:

Mr. Juan Andre Terence R. Lacson
Ms. Jessica Anne Marguerrite R. Lacson-Hizon
Mr. Leon Justin I. Justin Villanueva
Mr. Neil A. Improgo
Mr. Daniel J. Sunga

(b) As Independent Trustees:

Mr. Reynaldo M. Vergara
Mr. Romelito G. Flores

X. ADJOURNMENT

There being no further matter to be discussed, upon motion duly made and seconded, the meeting was thereupon adjourned.

MARLON H. MONTERA
Corporate Secretary

ATTESTED BY:

JUAN ANDRE TERENCE R. LACSON
President and Chairman