



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CN200610153

**CERTIFICATE OF FILING
OF
AMENDED ARTICLES OF INCORPORATION**

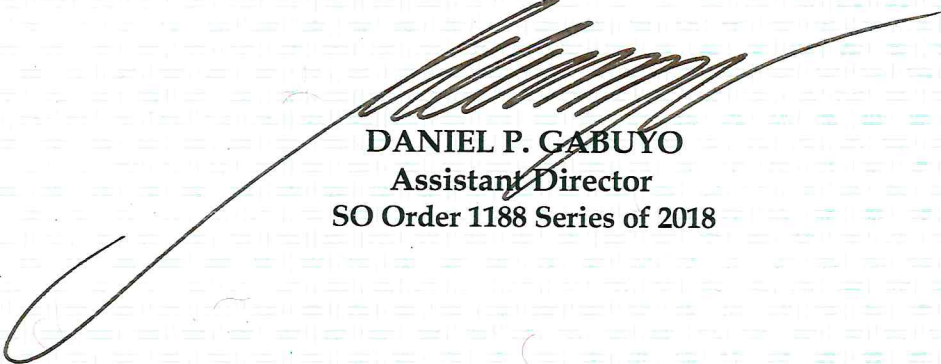
KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the amended articles of incorporation of the

KASAGANA-KA Mutual Benefit Association, Inc.
(Amending Article II Purposes, III, VII, VIII, IX & XI thereof)

copy annexed, adopted on May 31, 2018 by majority vote of the Board of Trustees and by the vote of two-thirds of the members of the association, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 15 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 30th day of April, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/qba

AMENDED

ARTICLES OF INCORPORATION

OF

KASAGANA-KA Mutual Benefit Association, Inc.

(Name of Corporation)

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a non-stock, non-profit, mutual aid association under the laws of the Republic of the Philippines. (As amended by the General Assembly in a meeting held on May 31, 2018)

THAT WE HEREBY CERTIFY:

FIRST: The name of the said association shall be:

KASAGANA-KA Mutual Benefit Association, Inc.

SECOND: That the purpose or purposes for which such association is incorporated are:

1. To promote the welfare of the poor;
2. To extend social protection services by providing for the payment of life, sickness, accident, pension and other benefits exclusively to its members;
3. To ensure continued access to benefits/resources by actively involving the members in the direct management of the association that will include implementation of policies and procedures geared towards sustainability and improved services;
4. To provide benefits in kind and other relevant financial assistance to its members; and
5. To establish partnerships with foreign and domestic entities in promoting microinsurance through sharing of best practices. (As amended by the General Assembly in a meeting held on May 31, 2018)

THIRD: That the place where the principal office of the corporation is to be established or located is at Rm. 504 F&L Building, Brgy. Holy Spirit, Commonwealth Avenue, Quezon City. (As amended by the General Assembly in a meeting held on May 31, 2018)

FOURTH: That the term for which the association is to exist is fifty (50) years from and after the date of issuance of the certificate of incorporation;

FIFTH: That the names, nationalities and residences of the incorporators of the Association are as follows:

Name	Nationality	Residence
1. Maricel Barro	Filipino	6 Rosas St., Dona Pepeng Subdivision, San Mateo, Rizal
2. Janice de Umania	Filipino	137 F. Blumentritt St., San Juan, Metro Manila
3. Ma. Luisa Quijano	Filipino	Blk. 82 Lot 246 Area A, Sta. Cruz 111, City of SJDM, Bulacan
4. Leticia Rodriguez	Filipino	Blk. 34 Lot 15 Phase 2A, San Isidro, Antipolo City
5. Wenifreda Rodriguez	Filipino	Ph8 Pkg 10 Blk 134 Lot 17 Bagong Silang, Caloocan City
6. Josefina Torralba	Filipino	031 Kaunlaran St., Commonwealth, Quezon City
7. Rosalina Vergara	Filipino	104 NAC Compound, Ampid 1, San Mateo, Rizal

SIXTH: That the number of trustees of the association shall be nine (9) and that the names, nationalities and residences of the first trustees of the association are as follows: (as amended by the Board of Trustees at a board meeting held on March 27, 2015)

Name	Nationality	Residence
1. Maricel Barro	Filipino	6 Rosas St., Dona Pepeng Subdivision, San Mateo, Rizal
2. Janice de Umania	Filipino	137 F. Blumentritt St., San Juan, Metro Manila
3. Ma. Luisa Quijano	Filipino	Blk. 82 Lot 246 Area A, Sta. Cruz 111, City of SJDM, Bulacan
4. Leticia Rodriguez	Filipino	Blk. 34 Lot 15 Phase 2A, San Isidro, Antipolo City
5. Wenifreda Rodriguez	Filipino	Ph8 Pkg 10 Blk 134 Lot 17 Bagong Silang, Caloocan City
6. Josefina Torralba	Filipino	031 Kaunlaran St., Commonwealth, Quezon City
7. Rosalina Vergara	Filipino	104 NAC Compound, Ampid 1, San Mateo, Rizal

SEVENTH: That the capital of the association was contributed by the incorporators and trustees who are also members of the association as follows:

Name	Contribution
1. Maricel Barro	P7,142.85
2. Janice de Umania	P7,142.85
3. Ma. Luisa Quijano	P7,142.85
4. Leticia Rodriguez	P7,142.85
5. Wenifreda Rodriguez	P7,142.85
6. Josefina Torralba	P7,142.85
7. Rosalina Vergara	P7,142.85
TOTAL	P50,000.00

EIGHT: That no part of the net income shall inure to the benefit of any member, trustee, officer, or any private individual or entity which the association may obtain as a result of its operation. No compensation or any remuneration shall be paid to its Trustees. Any profit obtained by the Association as a result of its operation, whenever necessary or proper shall be used for the furtherance of the purposes enumerated in Article II, subject to the provisions of Title XI of the Corporation Code of the Philippines. (As amended by the General Assembly in a meeting held on May 31, 2018)

NINTH: That ROSALINA VERGARA has been elected by the members as Treasurer of the association, to act as such until her successor is duly elected and qualified in accordance with the by-laws, and that as such Treasurer, she has been authorized to receive for and in the name and for the benefit of the association all contributions paid by members and donations given by individuals, private and government institutions. (As amended by the General Assembly in a meeting held on May 31, 2018)

TENTH: That the association manifests its willingness to change its corporate name in the event another person, firm, or entity has acquired a prior right to use the said firm name or one deceptively or confusingly similar to it.

ELEVENTH: That the association shall comply with the requirements for non-stock, non-profit, mutual aid associations in the course of its operations. (As amended by the General Assembly in a meeting held on May 31, 2018)


TWELFTH: In case of dissolution, assets of the corporation shall be distributed in the following manner:

1. All its creditors shall be paid;
2. Assets held subject to return upon dissolution shall be delivered back to their givers.
3. Assets of the corporation shall be transferred to another accredited non-government organization or organizations of similar purpose or purposes. (As amended by the Board of Trustees at a special meeting held on October 7, 2011)

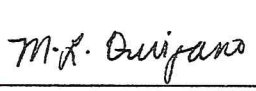
IN WITNESS WHEREOF, we have hereunto signed this Articles of Incorporation,
this 8 day of June, 2006, in the City / Municipality of
QUEZON CITY Province of _____, Philippines.



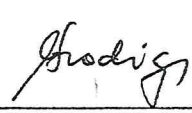
MARICEL BARRO
TIN: 200-575-833



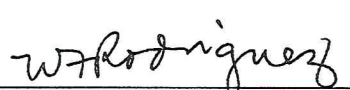
JANICE DE UMANIA
TIN: 206-463-243



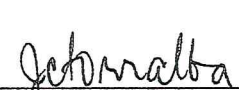
MA. LUISA QUIJANO
TIN: 245-700-196



LETICIA RODRIGUEZ
TIN: 271-146



WENIFREDA RODRIGUEZ
TIN: R3620-E1542-A-5



JOSEFINA TORRALBA
TIN: 245-743-954




ROSALINA VERGARA
TIN: 245-836-304

WITNESSES:



SHARON DIMPLE NAVARRO



SEVERIANO MARCELO JR.

M. L. Quijano

Josefina Torralba

ACKNOWLEDGEMENT

Republic of the Philippines)
Quezon City) S.S.

BEFORE ME, a Notary Public in and for _____ Philippines, this
 _____ day of _____, 20____ personally appeared:

Name	Community Tax Certificate No.	Date & place Issued
Maricel Barro	1451432	June 05, 2006/ Quezon City
Janice de Umania	12726743	January 26, 2006/ Quezon City
Leticia Rodriguez	27005210	March 10, 2006/ Antipolo City
Rosalina Vergara	26397039	April 19, 2006/ Rizal Province
Josefina Torralba	1429269	May 29, 2006/ Quezon City
Wenifreda Rodriguez	19739151	June 06, 2006/ Caloocan City
Ma. Luisa Quijano	2603164	June 02, 2006/ Bulacan

all known to me and to me known to be the same persons who executed the foregoing Articles of Incorporation consisting of four (4) pages, including this page where the acknowledgement is written and they acknowledged to me that the same is their free act and voluntary deed.

WITNESS MY HAND AND SEAL on the date first above-written.

[Signature]
 NOTARY PUBLIC
 ATTY. GUERRETO T. LIBAY
 NOTARY PUBLIC
 UNTIL DEC. 31, 2006
 PTR NO. 714806A
 JUNE 06 / QUEZON CITY

Doc. No. 106;
 Page No. 10;
 Book No. 411;
 Series of 7004

[Signature]

[Signature]

[Signature]



REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
Ground Floor, Secretariat Building, PICC
City Of Pasay, Metro Manila

COMPANY REG. NO. CN200610153

CERTIFICATE OF FILING OF AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

KASAGANA-KA Mutual Benefit Association, Inc.

copy annexed, adopted on May 31, 2018 by majority vote of the Board of Directors and by the vote of the stockholders owning or representing at least two-thirds of the outstanding capital stock, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 47 of the Revised Corporation Code of the Philippines, Republic Act No. 11232, which took effect on February 23, 2019, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have set my hand and caused the seal of this Commission to be affixed to this Certificate at Pasay City, Metro Manila, Philippines, this 30th day of April, Twenty Nineteen.


DANIEL P. GABUYO
Assistant Director
SO Order 1188 Series of 2018

BA/qba

AMENDED

BY-LAWS
OF

KASAGANA-KA Mutual Benefit Association, Inc.

(Name of Corporation)

ARTICLE I

MEETINGS

Section 1. Annual Meetings – The annual meetings of the members shall be held at the principal office of the Association or any other feasible venue as may be decided by the Board of Trustees on ~~any date~~ ~~in~~ May 31 of each year. The President shall render her annual report to the members concerning the activities of the Association. The election of trustees shall also be held during this annual meeting.

Section 2. Special Meetings – 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.

Section 3. Notices – Notices of the time and place of annual and special meetings of the members shall be given either personally or by special delivery mail or by posting the notice in the website at least 28 days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 4. Quorum – A quorum for any meeting of the members shall consist of a majority of the members and a majority of such quorum may decide any question at the meeting, except those matters where the Corporation Code requires the affirmative vote of a greater proportion.

Section 5. Order of Business – The order of business at the annual meeting of the members shall be as follows:

- a. Proof of services of the required notice of the meeting
- b. Proof of the presence of a quorum
- c. Reading and approval of the minutes of the previous annual meeting
- d. Unfinished business
- e. Report of the President
- f. Report of the Treasurer (As amended by the General Assembly on a meeting held on May 31, 2018)
- g. Election of the Trustees for the ensuing year
- h. Other matters.

Section 6. Voting by Proxy – 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 Association before the scheduled meeting.

(Non-Stock Corporation)

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ARTICLE II

TRUSTEES

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Section 1. Board of Trustees; Composition and Election – The Board of Trustees of KASAGANA-KA Mutual Benefit Association, Inc. shall consist of six (6) member-representatives from its various areas of coverage, two (2) independent members and one (1) duly-elected representative of the employees of the Kasagana-Ka Employee-Employer's Provident Fund Association, Inc (KEEPF). The member-representatives to the Board are elected from among and by the Area Coordinators, who are themselves elected by KMBA members from among the Center Chiefs covered by the Kasagana-Ka Cooperative Satellite Offices. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 2. Qualifications – Except in the cases of two (2) independent members and the KSO representative, the following are the minimum qualifications for election as a member of the KMBA Board:

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- a. Must be eighteen (18) to sixty-five (65) years old;
 - b. Must possess leadership skills and competence necessary to execute the duties of a trustee;
 - c. Must be an active Area Coordinator for at least one (1) year at the time of nomination as a BoT member, and whose term is not expiring on the date of the election;
 - d. Must be a recognized active client-beneficiary/ member for at least five (5) years of KDCL, K-Coop or any of KMBA's partner organizations;
 - e. Has consistently performed very satisfactorily as member of KMBA's partner institutions, with 100 percent repayment rate and at least 90 percent attendance in center meetings for at least three (3) years;
 - f. Has ongoing business or businesses funded by loan from, or is a program beneficiary of, any of KMBA's partner organizations;
 - g. Has no conflict of interest or is not engaged in any business or activity similar to or in competition with the business of or services offered by KMBA or any of its partner organizations;
 - h. Has no pending administrative, civil, or criminal case; and,
 - i. Willing to perform the functions of a trustee without any remuneration.

(As amended by the General Assembly on a meeting held on May 31, 2018)

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Section 3. Disqualifications of Trustees and Officers – No member convicted by final judgment of an offense that is punishable by imprisonment for a period exceeding six (6) years, or of 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 or has resigned from membership with KASAGANA-KA Mutual Benefit Association, Inc. or any of its affiliates shall also be disqualified from being a Trustee or Officer.

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Those provided for under existing laws, rules and regulations and as enumerated in the KMBA Governance Manual shall likewise be adopted with regard to the permanent and temporary disqualification of Trustees in so far as they are applicable to KMBA. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 4. Independent Trustees; Election; Disqualification - The Independent Trustee is a person who has no business, relationship, or other position with KMBA or its partner organizations which could, or could reasonably be perceived to, materially interfere with the exercise of her independent judgment in carrying out responsibilities as member of the BoT.

(Non-Stock Corporation)

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The BoT shall identify and nominate individuals for election as Independent Trustees in line with its succession planning. Nomination for Independent Trustees shall be done in conjunction with the selection of candidates for and election of the BoT's regular members.

The following shall be disqualified for election as independent trustee of KMBA:

- a. An officer and/or employee of KMBA, or its partner organization and related interests, during the past three (3) years from the date of her election;
- b. A trustee, director, or officer of any related institution;
- c. A relative within the fourth degree of consanguinity or affinity, legitimate or common-law, of any trustee or officer;
- d. A nominee or representative of any trustee or group of members; and,
- e. A professional adviser, consultant, agent, and/or counsel retained by KMBA, either in his or

her personal capacity or through her firm. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 5. Term of Office of Trustees – Of the nine (9) trustees elected by the active members, the first seven (7) trustees elected with the highest number of votes will serve for a period of three (3) years and the last two (2) elected trustees will serve for two years. Elections thereafter will only be for the positions of trustees vacated.

A Trustee may serve for one three-year term only, after which s/he shall be perpetually barred from serving as member of the Board of Trustees of KMBA.

The Independent Trustees will serve for a term of two (2) years and shall have the right to re-elected for another two (2) year term, after which they shall be considered not eligible for re-election, unless the Trustee has undergone a 'cooling off' period of two (2) years: *Provided* that during such period, the Trustee concerned has not engaged in any activity that under existing rules disqualifies a person from being elected as Independent Trustee in the Association. Following the 'cooling-off' period, the Trustee concerned may be re-elected for another period of five (5) consecutive years. After that, the Trustee shall be perpetually barred from re-election as an independent Trustee in the Association. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 6. Vacancies - If a vacancy occurring in the Board, by reason of death, incapacity, except expiration of term, removal, or resignation of any of its members, will result in the Board not being able to meet quorum requirements during its meetings, said vacancy may be filled up through a special election. Said election shall be bound by the same set of procedures provided in the Association's election guidelines. The elected Trustee in such case shall serve only for the unexpired term of her predecessor. If the vacancy will not compromise the Board's ability to achieve quorum or perform its functions, the Association shall wait for the next regular elections for Board members to fill it up. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 7. Meetings; Notices – Regular Board meetings shall be held monthly at the Association's principal place of business. Apart from the regular meetings, the President or a majority of the Trustees may, at any time, call special board meetings to consider and discuss urgent matters.

Notices of regular and special meetings of the BoT, including other relevant papers and/or documents, shall be posted in KMBA's website and sent to all Board members at least five (5) days before such meetings. Calls/resolution for special Board meetings shall be forwarded initially to the BoT Secretary, taking into account the five-day rule on notices for meetings.

(Non-Stock Corporation)

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All members of the Board of Trustees shall be allowed to take part and vote during meetings of the Board using electronic devices or platforms, including audio- and video- conferencing. Trustees attending a BoT meeting electronically shall notify the President and Secretary at least one (1) day before the scheduled meeting to allow the General Manager and support staff to make all necessary preparations for the meeting. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 8. Quorum – A quorum for any Board meeting shall be at least two-thirds (2/3) of its members. Where there is no quorum, the Board may still decide to go on with the meeting and discuss items set in the agenda; Provided, that no voting and/or action on the identified decision points shall be taken during said meeting; Provided further, that the Board President, Secretary, and the Association's General Manager shall ensure that key points from the ensuing discussion related to such decision points or proposed resolutions are properly documented and sent to all Board members as part of the minutes of meeting, and that final decision or voting by the Board on the proposals will be included in the agenda of the Body's next meeting. (As amended by the General Assembly on a meeting held on May 31, 2018)

ARTICLE III

OFFICERS

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Section 1. Officers – The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. With the exception of the independent members, the Board shall elect the said officers from among themselves: Provided, the KSO representative shall serve as ex-officio Board Secretary. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 2. Term of Office of Officers– The officers shall be elected by each new Board of Trustees at the first meeting after its election. Every officer shall be subject to removal only for cause and, unless so removed, shall hold office until his successor or successors are duly elected or qualified. (as amended by the Board of Trustees at a board meeting held on March 27, 2015 and June 26, 2015)

ARTICLE IV

FUNCTIONS AND POWERS OF OFFICERS

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Section 1. President - The President shall be the Chief Executive Officer of the Association. She shall preside in all meetings of the members of the Association. She shall execute all resolutions of the Board of Trustees and shall be charged with directing and overseeing the activities of the Association. She shall submit to the Board, as soon as possible after the close of each fiscal year and to the members during the annual meeting, a complete report on the activities and operations of KMBA during the fiscal year under her term.

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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. She shall also perform such duties as may be assigned to her from time to time by the Board. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 3. Secretary – The Secretary shall 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. She shall keep the seal of the Association and affix such seal to any paper or instrument requiring the

(Non-Stock Corporation)

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same; have custody of the members' register and the correspondence files of the Association; and perform all such other duties and work as the Board may, from time to time, assign to her.

Section 4. Treasurer – The Treasurer shall be in charge of the funds, receipts, and disbursements of the Association. She shall keep all monies and other valuables of KMBA in such banks as the Board of Trustees may designate; keep and have charge of books of accounts; and perform such other duties and functions as may be assigned to her from time to time by the Board. She shall post a bond in such amounts as may be fixed by the Board of Trustees.

ARTICLE V

MEMBERS

Section 1. Qualification for Membership – Applicants must be at least eighteen (18) years old but not more than sixty (60) years old as of the enrolment date. She/he must be an active member of KASAGANA-KA Mutual Benefit Association, Inc.'s partner organizations and able to meet all the requirements in the prescribed application form. (As amended by the General Assembly on a meeting held on May 31, 2018)

Membership may include the staff and personnel of KASAGANA-KA Mutual Benefit Association, Inc., its partner organizations and affiliate institutions, provided the fees and dues as herein specified are paid and the application for membership in the Association filed in the prescribed form.

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

- a. To exercise the rights to vote on all matters relating to the affairs of the Association;
- b. To be eligible to any elective or appointive office of the Association;
- c. To participate in all deliberations/meetings of the Association;
- d. To avail of all the facilities of the Association; and
- e. To examine all the records or books of the Association during business hours.

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

- a. To obey and comply with the By-laws, rules and regulations that may be promulgated by the Association from time to time;
- b. To attend all meetings that may be called by the Board of Trustees;
- c. To pay membership dues and other assessments of the Association;
- d. To participate in the governance and to protect the fund of the Association; and
- e. To continuously give suggestions and comments on how to better run the Association.

Section 4. The Association shall issue membership certificates to members specifying the benefits to which such members are entitled. Such certificates, together with the Articles of Incorporation of KASAGANA-KA Mutual Benefit Association, Inc. and its By-laws and all existing laws as may be pertinent shall constitute the agreement, as of the date of issuance, between KASAGANA-KA Mutual Benefit Association, Inc. and the member.

The validity of the Certificate of Membership shall continue, unless otherwise terminated by death, total and permanent disability, resignation, retirement or expulsion of the member. (As amended by the General Assembly on a meeting held on May 31, 2018)

(Non-Stock Corporation)

ARTICLE VI

SUSPENSION, EXPULSION AND TERMINATION OF MEMBERSHIP

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

Any member of the Association may file charges against a member by filing a written complaint with the Secretary of the Association. The BoT 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 the majority of all members of the Association or the affirmative vote of all the members of the Board of Trustees shall be necessary.

ARTICLE VII

FUNDS

Section 1. Funds – The funds of the Association shall be derived from members' contributions and special assessments of members, gifts and donations.

a. Members shall be charged FIFTEEN PESOS (Php15.00) 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 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 60 years old, in accordance with the attached Table of KASAGANA-KA Mutual Benefit Association, Inc. Life Insurance Benefits.

b. KASAGANA-KA Mutual Benefit Association, Inc. shall deduct not more than 20% of the weekly contribution from its members as administrative expenses. The balance shall be used for paying mutual benefits as in accordance with the attached table of KASAGANA-KA Mutual Benefit Association, Inc. Life Insurance Benefits.

c. The contributions may be adjusted by the BoT as may be necessary to maintain the funds of the Association 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 equivalent to at least fifty per centum (50%) of the total membership dues collected thereon. After three (3) full years of continuous membership in the Association, a member shall be entitled to an 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 KMBA.

e. The BoT shall set up each year sufficient reserves for the payment of claims and other obligations in accordance with actuarial procedures approved by the Insurance Commission. If the reserves become impaired, the BoT shall require all members to pay KASAGANA-KA Mutual Benefit Association, Inc. the amount of the member's equitable proportion of such delinquency as ascertained by the BoT. If the payment is not made, it shall stand as an

(Non-Stock Corporation)

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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 Association, whether by check or any other instrument, shall be signed by at least two persons designated by unanimous vote of the BoT.

Section 3. Fiscal Year – The fiscal year of the Association shall be from January 1st to December 31st of each year.

(Non-Stock Corporation)

E. Fuentes

M. Ayala

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ARTICLE VIII
CORPORATE SEAL

Section 1. Form - The corporate seal of the association shall be in such form and design as may be determined by the Board.

ARTICLE IX

AMENDMENTS OF THE BY-LAWS

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

Adopted this 25th day of May, 2006 in Quezon City by the affirmative vote of the undersigned members representing a majority of the members of the association in special meeting duly held for the purpose.

NAME	SIGNATURE
LETICIA RODRIGUEZ	<i>[Signature]</i>
ROSALINA VERGARA	<i>[Signature]</i>
JANICE DE UMANIA	<i>[Signature]</i>
MARICEL BARRO	<i>[Signature]</i>
MA. LUISA QUIJANO	<i>[Signature]</i>
WENIFREDA RODRIGUEZ	<i>[Signature]</i>
JOSEFINA TORRALBA	<i>[Signature]</i>

Date: 10-10-2008 Time: 2:55:55 PM

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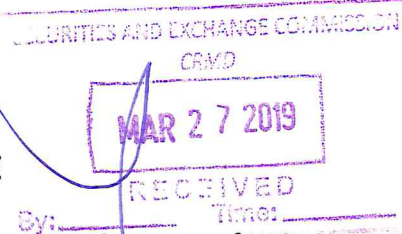
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(Non-Stock Corporation)

TRUSTEES' CERTIFICATE



We, the undersigned majority of the Trustees and the Corporate Secretary of KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC. (KMBA) do hereby certify that the Articles of Incorporation and the By-Laws of the said corporation was amended by a majority of the trustees and the vote of two-thirds (2/3) of its membership at a meeting held on May 31, 2018 in Quezon City.

The amended provisions of the attached Articles of Incorporation are as follows:

KNOW ALL MEN BY THESE PRESENTS:

The undersigned incorporators, all of legal age and majority of whom are residents of the Philippines, have this day voluntarily agreed to form a non-stock, non-profit, mutual aid association under the laws of the Republic of the Philippines.

X X X

SECOND: That the purpose or purposes for which such Association is incorporated are:

1. To promote the welfare of the poor;
2. To extend social protection services by providing for the payment of life, sickness, accident, pension and other benefits exclusively to its members;
3. To ensure continued access to benefits/resources by actively involving the members in the direct management of the Association that will include implementation of policies and procedures geared towards sustainability and improved services;
4. To provide benefits in kind and other relevant financial assistance to its members; and
5. To establish partnerships with foreign and domestic entities in promoting microinsurance through sharing of best practices.

THIRD: That the place where the principal office of the corporation is to be established or located is at Rm. 504 F&L Building, Brgy. Holy Spirit, Commonwealth Avenue, Quezon City, Philippines.

X X X

SEVENTH: That the capital of the Association was contributed by the incorporators and trustees who are also members of the Association as follows:

X X X

EIGHT: That no part of the net income shall inure to the benefit of any member, trustee, officer, or any private individual or entity which the Association may obtain as a result of its operation. No compensation or any remuneration shall be paid to its Trustees.

NINTH: That ROSALINA VERGARA has been elected by the members as Treasurer of the Association, to act as such until her successor is duly elected and qualified in accordance with the By-Laws, and that as such Treasurer, she has been authorized to receive in the name and for the benefit of the Association all contributions paid by members and donations given by individuals, private and government institutions.

X X X

ELEVENTH: That the Association shall comply with all requirements for non-stock, non-profit, mutual aid associations in the course of its operations.

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The amended provisions of the attached By-Laws are as follows:

ARTICLE I MEETINGS

Section 1. Annual Meetings – The annual meetings of the members shall be held at the principal office of the Association or any other feasible venue as may be decided by the Board of Trustees on ~~any date~~ in May 31 of each year. The President shall render her annual report to the members concerning the activities of the Association. The election of trustees shall also be held during this annual meeting.

X X X

Section 3. Notices – Notices of the time and place of annual and special meetings of the members shall be given either personally or by special delivery mail or by posting the notice in the website at least 28 days before the date set for such meeting. The notice of every special meeting shall state briefly the purpose or purposes of the meeting.

X X X

Section 5. Order of Business – The order of business at the annual meeting of the members are as follows:

X X X

- f. Report of the Treasurer
- g. Election of the Trustees for the ensuing year
- h. Other matters

X X X

ARTICLE II TRUSTEES

Section 1. Board of Trustees; Composition and Election – The Board of Trustees of KASAGANA-KA Mutual Benefit Association, Inc. shall consist of six (6) member-representatives from its various areas of coverage, two (2) independent members and one (1) duly-elected representative of the employees of the Kasagana-Ka Employee-Employer's Provident Fund Association, Inc (KEEPF). The member-representatives to the Board are elected from among and by the Area Coordinators, who are themselves elected by KMBA members from among the Center Chiefs covered by the Kasagana-Ka Cooperative Satellite Offices.

Section 2. Qualifications – Except in the cases of two (2) independent members and the KSO representative, the following are the minimum qualifications for election as a member of the KMBA Board:

- a. Must be eighteen (18) to sixty-five (65) years old;
- b. Must possess leadership skills and competence necessary to execute the duties of a trustee;
- c. Must be an active Area Coordinator for at least one (1) year at the time of nomination as a BoT member, and whose term is not expiring on the date of the election;
- d. Must be a recognized active client-beneficiary/ member for at least five (5) years of KDCL, K-Coop or any of KMBA's partner organizations;
- e. Has consistently performed very satisfactorily as member of KMBA's partner institutions, with 100 percent repayment rate and at least 90 percent attendance in center meetings for at least three (3) years;
- f. Has ongoing business or businesses funded by loan from, or is a program beneficiary of, any of KMBA's partner organizations;

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- g. Has no conflict of interest or is not engaged in any business or activity similar to or in competition with the business of or services offered by KMBA or any of its partner organizations;
h. Has no pending administrative, civil, or criminal case; and,
i. Willing to perform the functions of a trustee without any remuneration.

Section 3. Disqualifications of Trustees and Officers – No member convicted by final judgment of an offense that is punishable by imprisonment for a period exceeding six (6) years, or of 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 or has resigned from membership with KASAGANA-KA Mutual Benefit Association, Inc. or any of its affiliates shall also be disqualified from being a Trustee or Officer.

Those provided for under existing laws, rules and regulations and as enumerated in the KMBA Governance Manual shall likewise be adopted with regard to the permanent and temporary disqualification of Trustees in so far as they are applicable to KMBA.

Section 4. Independent Trustees; Election; Disqualification – The Independent Trustee is a person who has no business, relationship, or other position with KMBA or its partner organizations which could, or could reasonably be perceived to, materially interfere with the exercise of her independent judgment in carrying out responsibilities as member of the BoT.

The BoT shall identify and nominate individuals for election as Independent Trustees in line with its succession planning. Nomination for Independent Trustees shall be done in conjunction with the selection of candidates for and election of the BoT's regular members.

The following shall be disqualified for election as independent trustee of KMBA:

- a. An officer and/or employee of KMBA, or its partner organization and related interests, during the past three (3) years from the date of her election;
- b. A trustee, director, or officer of any related institution;
- c. A relative within the fourth degree of consanguinity or affinity, legitimate or common-law, of any trustee or officer;
- d. A nominee or representative of any trustee or group of members; and,
- e. A professional adviser, consultant, agent, and/or counsel retained by KMBA, either in his or her personal capacity or through her firm.

Section 5. Term of Office of Trustees – Of the nine (9) trustees elected by the active members, the first seven (7) trustees elected with the highest number of votes will serve for a period of three (3) years and the last two (2) elected trustees will serve for two years. Elections thereafter will only be for the positions of trustees vacated.

A Trustee may serve for one three-year term only, after which s/he shall be perpetually barred from serving as member of the Board of Trustees of KMBA.

The Independent Trustees will serve for a term of two (2) years and shall have the right to re-elected for another two (2) year term, after which they shall be considered not eligible for re-election, unless the Trustee has undergone a 'cooling off' period of two (2) years: *Provided* that during such period, the Trustee concerned has not engaged in any activity that under existing rules disqualifies a person from being elected as Independent Trustee in the Association. Following the 'cooling-off' period, the Trustee concerned may be re-elected for another period of five (5) consecutive years. After that, the Trustee shall be perpetually barred from re-election as an independent Trustee in the Association. (As amended by the General Assembly on a meeting held on May 31, 2018)

Section 6. Vacancies – If a vacancy occurring in the Board, by reason of death, incapacity, except expiration of term, removal, or resignation of any of its members, will result in the Board not being able to meet quorum requirements during its meetings, said vacancy may be filled up through a special election. Said election shall be bound by the same set of procedures provided in the Association's election guidelines. The elected Trustee in such case shall serve only for the unexpired term of her

Adrian

predecessor. If the vacancy will not compromise the Board's ability to achieve quorum or perform its functions, the Association shall wait for the next regular elections for Board members to fill it up.

Adrian

Section 7. Meetings; Notices – Regular Board meetings shall be held monthly at the Association's principal place of business. Apart from the regular meetings, the President or a majority of the Trustees may, at any time, call special board meetings to consider and discuss urgent matters.

Notices of regular and special meetings of the BoT, including other relevant papers and/or documents, shall be posted in KMBA's website and sent to all Board members at least five (5) days before such meetings. Calls/resolution for special Board meetings shall be forwarded initially to the BoT Secretary, taking into account the five-day rule on notices for meetings.

All members of the Board of Trustees shall be allowed to take part and vote during meetings of the Board using electronic devices or platforms, including audio- and video- conferencing. Trustees attending a BoT meeting electronically shall notify the President and Secretary at least one (1) day before the scheduled meeting to allow the General Manager and support staff to make all necessary preparations for the meeting.

Adrian

Section 8. Quorum – A quorum for any Board meeting shall be at least two-thirds (2/3) of its members. Where there is no quorum, the Board may still decide to go on with the meeting and discuss items set in the agenda; Provided, that no voting and/or action on the identified decision points shall be taken during said meeting; Provided further, that the Board President, Secretary, and the Association's General Manager shall ensure that key points from the ensuing discussion related to such decision points or proposed resolutions are properly documented and sent to all Board members as part of the minutes of meeting, and that final decision or voting by the Board on the proposals will be included in the agenda of the Body's next meeting.

ARTICLE III OFFICERS

Adrian

Section 1. Officers – The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer. With the exception of the independent members, the Board shall elect the said officers from among themselves: Provided, the KSO representative shall serve as ex-officio Board Secretary.

ARTICLE IV FUNCTIONS AND POWERS OF OFFICERS

Adrian

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. She shall also perform such duties as may be assigned to her from time to time by the Board.

ARTICLE V MEMBERS

Adrian

Section 1. Qualification for Membership – Applicants must be at least eighteen (18) years old but not more than sixty (60) years old as of the enrolment date. She/he must be an active member of KASAGANA-KA Mutual Benefit Association, Inc.'s partner organizations and able to meet all the requirements in the prescribed application form.

Only those applicants who can meet all of the requirements stated in the prescribed application form shall be eligible for membership. Membership may include the staff and personnel of KASAGANA-KA Mutual Benefit Association, Inc., its partner organizations and affiliate institutions, provided the fees and dues as herein specified are paid and the application for membership in the Association filed in the prescribed form.

Section 4. X X X

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

Adrian

E. Santos

Adrian

Adrian

Adrian

Adrian

XXX

ARTICLE VII FUNDS

Section 1. Funds. XXX

a. Members shall be charged FIFTEEN PESOS (Php15.00) 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 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 60 years old, in accordance with the attached Table of KASAGANA-KA Mutual Benefit Association, Inc. Life Insurance Benefits.

We further certify that the attached Amended Articles of Incorporation and By-Laws are true and correct copy thereof.

IN WITNESS WHEREOF, we have hereunto signed this certificate this ____ day of

MAR 05 2019

at

QUEZON CITY



ISABEL M. ILIW-ILIW

TIN No.: 240-996-361-000



MARISSA A. LOYOLA

TIN No.: 461-375-474-000



BRENDA F. LUMBAO

TIN No.: 238-056-783-000



MARILYN C. ALDAVE

TIN No.: 273-793-820-000



MA. TERESA G. BUCAD

TIN No.: 137-147-592-000



ANITA L. MANUNDO

TIN No.: 249-816-808-000



ELIZABETH G. FUENTES

TIN No.: 480-883-679-000



MARIA CLEOFE GETTIE C. SANDOVAL

TIN No.: 129-076-550-000



PHILIP ARNOLD P. TUAÑO

TIN No.: 107-278-816-000

MAR 05 2019

QUEZON CITY

SUBSCRIBED AND SWORN TO before me this ___ of ___ 2018 at _____
affiants exhibiting to me their respective valid IDs bearing their photo and signature:

Name	Government-Issued ID	Date and Place of Issue
ISABEL M. ILIW-ILIW		
MARISSA A. LOYOLA	TIN: 481-375-474-000	12/03/14 ac
BRENDA F. LUMBAO	Tin 238-QTB-783	
MARILYN C. ALDAVE	TIN - 277 - 797 - 820-000	10-9-2009
MA. TERESA G. BUCAD	TIN - 701-560-105-000	5/17/2017
ANITA L. MANUNDO		
ELIZABETH G. FUENTES		
MARIA CLEOFE GETTIE C. SANDOVAL	TIN 129-076-530-000	
PHILIP ARNOLD P. TUAÑO	W02-97-353303	4/9/2018 Q6

Florimond C. Rous
ATTY. FLORIMOND C. ROUS

Notary Public
Until December 31, 2019

PTR No. 7323525-C Jan 3, 2019; Q.C.

IBP LIFETIME No. 00315

Attorney's Roll No. 25769 / TIN 142-154-935

MCLE 5 Com-00001549; 1-22-2014

ADM Matter No. 156/RTC-QC/ 2016

Doc. No.: 367

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Book No.: 111

Series of 2018

Republic of the Philippines)
_____) S.S.
Quezon City

SECRETARY'S CERTIFICATE

I, BRENDA F. LUMBAO, of legal age, married, a resident of Blk 16 Lot 54 Sorrento Village Burgos Rodriguez Rizal, after being duly sworn in accord with law, depose and state that:

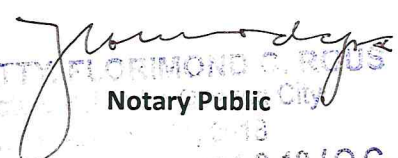
1. I am the duly elected and qualified Corporate Secretary of KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC. (the Corporation), a corporation duly organized and existing under and by virtue of the Republic of the Philippines, with principal office at No. 5 Don Francisco St., Don Enrique Heights, Brgy. Holy Spirit, Quezon City;

2. To the best of my knowledge, no action or proceeding has been filed or is pending before any Court involving an intra-corporate dispute and/or claim by any person or group against the Board of Directors, individual directors and/or major corporate officer of the Corporation as its duly elected and/or appointed directors or officers or vice versa.

Quezon City City, DEC 06 2018 day of _____ 2018.


BRENDA F. LUMBAO
Corporate Secretary

SUBSCRIBED AND SWORN TO before me this DEC 06 2018 day of _____, 2018, in
Quezon City Philippines, affiant exhibiting to me his/her _____ issued on
_____ at _____.


ATTY. FLORIMOND S. BOUS
Notary Public
101-3-18 / Q.C.
142-154-935
MOLE V Comp. 00001549; 1-22-2014
Adm. Matter No.156 RTC-QC / 2016

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Republic of the Philippines
Department of Finance
Securities and Exchange Commission

COMPANY REGISTRATION AND MONITORING DEPARTMENT

IN THE MATTER OF

KASAGANA-KA MUTUAL BENEFIT ASSOCIATION,
INC.

: FOR THE VIOLATION OF THE
CORPORATION CODE OF THE PHILIPPINES
AND THE SEC GUIDELINES ON
REPORTORIAL REQUIREMENTS

SEC Registration No. CN200610153

X-----X

CONFIRMATION OF PAYMENT OF FINES

The KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC. registered on June 29, 2006 violated for the SEC Memorandum Circular No. 8, Series of 2009 (i.e. Material Deficiency in its 2017 Audited Financial Statements).

The corporation was directed to pay a total fine of P 1,000.00 paid on December 17, 2018 under Official Receipt No. 1738108.

This serves as a confirmation that the corporation has paid the fines for its failure to comply with the above-stated requirements. However, in case the corporation is subject of a complaint or investigation by the Commission or any party, the computation of penalty may be for years, earlier than five (5) years and imposition of fine shall also be made if warranted.

It is warned that if the corporation commits a similar violation in the future, the Commission shall be constrained to impose heavier penalties on the corporation and/or its responsible officers.

Pasay City, Philippines. 20 December 2018.


KENNETH JOY A. QUIMIO
Assistant Director



Republic of the Philippines
Department of Finance
INSURANCE COMMISSION
1071 United Nations Avenue
Manila



Certificate Number: AJA18-0159

1st ENDORSEMENT
10 January 2019

Respectfully endorsed to the Securities and Exchange Commission, (SEC), Ground Floor, Secretariat Building, PICC Complex, Roxas Boulevard, City of Pasay, Metro Manila, the attached amended Articles of Incorporation & By-Laws of **KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC.** with the advise that the Insurance Commission has no objection to its registration and has taken note of the following amendments:

AMENDED ARTICLES OF INCORPORATION

xxx mutual aid xxx (As amended by the General assembly in a meeting held on May 31, 2018)

SECOND: That the purpose for which such association is incorporated are:

1. To promote the welfare of the poor;
2. To extend social protection services by providing for the payment of life, sickness, accident, pension and other benefits exclusively to its members;
3. To ensure continued access to benefits/resources by actively involving the members in the direct management of the association that will include implementation of policies and procedures geared towards sustainability and improved services;
4. To provide benefits in kind and other relevant financial assistance to its members; and
5. To establish partnerships with foreign and domestic entities in promoting microinsurance through sharing of best practices. (As amended by the General

THIRD: That the place where the principal office of the corporation is to be established or located is at Room 504, F&L Building, Barangay Holy Spirit, Commonwealth Avenue, Quezon City. (As amended by the General Assembly in a meeting held on May 31, 2018)

EIGHT: xxx or any remuneration xxx (As amended by the General Assembly in a meeting held on May 31, 2018)

NINTH: xxx paid by members xxx, xxx paid by members xxx, xxx individuals, private and government institutions. xxx (As amended by the General Assembly in a meeting held on May 31, 2018)

ELEVENTH: xxx non-profit, mutual aid associations xxx (As amended by the General Assembly in a meeting held on May 31, 2018)



January 9, 2019

GERARDO F. DEL ROSARIO

Director, Company Registration and Monitoring Department
G/F Secretariat Building, Securities and Exchange Commission
PICC Complex, Roxas Blvd., Pasay City

Dear Dir. Del Rosario:

With reference to the application of the **KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC (KMBA)** for the amendment of its Articles of Incorporation and By-laws with the Securities and Exchange Commission, please be informed that we have reviewed the document and we interposed no objection to endorse the said amendment to SEC.

The said amendment does not affect the Agency's purposes, which remain to be within the purview of social welfare and development. However, this endorsement shall not be construed as an official recognition nor a legal permit for the above-mentioned organization to operate as a Social Welfare and Development Agency (SWDA). Thus, after endorsement to SEC, the organization is required to apply for Registration with the Department of Social Welfare and Development (DSWD)-Field Office NCR, located at #389, San Rafael cor. Legarda Sts., Manila

The said provision is in compliance to the Law per **Section 23** of **RA 10847** series of 2016 otherwise known as "An Act Lowering the Age Requirement for Applicants taking the Board Examination for Social Workers, providing for Continuing Social Work Education and **Upgrading the Sundry Provisions Relative to the Practice of Social Work**" which states that *"No social work agency... shall operate and be accredited as such unless it shall first have registered with DSWD."*

Thank you.

Very truly yours,


MARITES M. MARISTELA, CESO III
Director IV, Standards Bureau

cc: Dir. Maria Rosario C. Cuaresma, DSWD FO-NCR

Silvida Reyes-Antiquera, General Manager
Kasagana-Ka Mutual Benefit Association Inc.
#5, Don Francisco Street, Don Enrique Heights, Barangay Holy Spirit
Commonwealth Avenue, Quezon City