

COMPANY NAME:	KASAGANA-KA MUTUAL BENEFIT ASSOCIATION, INC.		COMPANY STRUCTURE:	
FINANCIAL YEAR END	2016		<input type="radio"/> Class 1 <input type="radio"/> Class 3 <input checked="" type="radio"/> Class 5 <input type="radio"/> Class 2 <input type="radio"/> Class 4	
SECTOR	<input checked="" type="checkbox"/> Insurance	<input checked="" type="checkbox"/> MBA		

**A. Rights of Shareholders**

A.1	Basic Shareholder Rights		Y/ N	Reference/Source document	Remarks
A.1.1	Does the company pay (interim and final/annual) dividends in an equitable and timely manner; that is, all shareholders are treated equally and paid within 30 days after being (i) declared for interim dividends and (ii) approved by shareholders at general meetings for final dividends?	<b>OECD Principle II: The Rights of Shareholders and Key Ownership Functions</b> (A) Basic shareholder rights should include the right to, amongst others: (6) share in the profits of the corporation.	N/A	<a href="#">Amended Articles of Incorporation- Article 8; 2016 Annual Report P. 26</a>	KMBA is a non-stock, not for profit organization.

A.2	Right to participate in decisions concerning fundamental corporate changes.				
<i>Do shareholders have the right to participate in:</i>					
A.2.1	Amendments to the company's constitution?	<b>OECD Principle II</b> (B) Shareholders should have the right to participate in, and to be sufficiently informed on, decisions concerning fundamental corporate changes such as: (1) amendments to the statutes, or articles of incorporation or similar governing documents of the company.	Y	<a href="#">Amended By-Laws: Article V, Section 2. Rights of Members; Revised CGM: Membership- P.25 item 3.3 Voting rights of a member</a>	Any amendment made at the Articles of Incorporation and By-laws are being voted by majority of the trustees and the votes of 2/3 of its membership at the general meeting
A.2.2	The authorisation of additional shares?	<b>OECD Principle II (B):</b> (2) the authorisation of additional shares.	N/A		Default
A.2.3	The transfer of all or substantially all assets, which in effect results in the sale of the company?	<b>OECD Principle II.(B):</b> (3) extraordinary transactions, including the transfer of all or substantially all assets, that in effect result in the sale of the company.	Y	<a href="#">Amended Articles of Incorporation: Article 12, No. 3</a>	In case of Dissolution, assets of the corporation shall be distributed to the following manner

A.3	<b>Right to participate effectively in and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.</b>				
A.3.1	Do shareholders have the opportunity, evidenced by an agenda item, to approve remuneration (fees, allowances, benefit-in-kind and other emoluments) or any increases in remuneration for the non-executive directors/commissioners?	<b>OECD Principle II (C):</b> (3) Effective shareholder participation in key corporate governance decisions, such as the nomination and election of board members, should be facilitated. Shareholders should be able to make their views known on the remuneration policy for board members and key executives. The equity component of compensation schemes for board members and employees should be subject to shareholder approval.	Y	<a href="#">KMBA website-Minutes of the Meeting: August 26, 2016 - Performance Evaluation &amp; Incentive of GM Silvida Antiquera</a>	KMBA recognized the competitiveness and performance of the Management & staff by giving performance incentive
A.3.2	Does the company provide non-controlling shareholders a right to nominate candidates for board of directors/commissioners?		Y	<a href="#">Revised CGM: Membership- P.25, item 3.3 Voting rights of a member</a>	
A.3.3	Does the company allow shareholders to elect directors/commissioners individually?		Y	<a href="#">Revised CGM: Membership- P.25, item 3.7, Annual General Meeting; 2017 Minutes of AGM</a>	The process of election is through proxy voting
A.3.4	Does the company disclose the voting and vote tabulation procedures used, declaring both before the meeting proceeds?	<b>OECD Principle II (C):</b> Shareholders should have the opportunity to participate effectively and vote in general shareholder meetings and should be informed of the rules, including voting procedures, that govern general shareholder meetings.	Y	<a href="#">2017 Minutes of Annual General Meeting - P. 9-14 Election guidelines on proxy voting</a>	
A.3.5	Do the minutes of the most recent AGM record that there was an opportunity allowing for shareholders to ask questions or raise issues?	<b>OECD Principle II (C):</b> (2) Shareholders should have the opportunity to ask questions to the board, including questions relating to the annual external audit, to place items on the agenda of general meetings. and to propose resolutions. subject to	Y	<a href="#">2017 Minutes of Annual General Meeting - P. 14</a>	Clarrificationon voting results
A.3.6	Do the minutes of the most recent AGM record questions and answers?		Y	<a href="#">2017 Minutes of Annual General Meeting - P. 14</a>	However, there was no controversial issue raised during the meeting.

A.3.7	Does the disclosure of the outcome of the most recent AGM include resolution(s)?		Y	<a href="#">2017 Minutes of Annual General Meeting - P. 7-9;</a> <a href="#">KMBA website-events and features</a>	
A.3.8	Does the company disclose the voting results including approving, dissenting, and abstaining votes for each agenda item for the most recent AGM?		Y	<a href="#">2017 Minutes of Annual General Meeting - P. 9-14 Election of Board of Trustee;</a> <a href="#">KMBA website-events and features</a>	
A.3.9	Does the company disclose the list of board members who attended the most recent AGM?	<b>OECD Principle II (C); and</b>  <b>ICGN 2.4.2:</b> All directors need to be able to allocate sufficient time to the board to perform their responsibilities effectively, including allowing some leeway for occasions when greater than usual time demands are made.	Y	<a href="#">2017 Minutes of Annual General Meeting - P. 1-2 Attendance</a>	KMBA held its 11th Annual General Meeting last May 31, 2017 at Soriano Hall, SEAMEO Innotech, Diliman Avenue, Commonwealth Quezon City
A.3.10	Did the chairman of the board of directors/commissioners attend the most recent AGM?		Y	<a href="#">2017 Minutes of Annual General Meeting - P. 1-2 Attendance</a>	
A.3.11	Did the CEO/Managing Director/President attend the most recent AGM?		Y	<a href="#">2017 Minutes of Annual General Meeting - P. 1-2 Attendance</a>	
A.3.12	Did the chairman of the Audit Committee attend the most recent AGM?		N	<a href="#">2017 Minutes of Annual General Meeting - P. 1-2 Attendance</a>	The Chairperson of the Audit Committee, Ms. Perla F. Batingal was unable to attend the AGM due to emergency circumstance in work assignment
A.3.13	Did the company organise their most recent AGM in an easy to reach location?	<b>OECD Principle II (C)</b>	Y	<a href="#">kmba website; Notice of Annual General Meeting</a>	KMBA held its 11th AGM located along Commonwealth Avenue Quezon City. KMBA also provide location map together with the invitation to all members-representative
A.3.14	Does the company allow for voting in absentia?	<b>OECD Principle II (C):</b> (4) Shareholders should be able to vote in person or in absentia, and equal effect should be given to votes whether cast in person or in absentia.	Y	<a href="#">By-Laws, Article 1 Section 6</a>	

A.3.15	Did the company vote by poll (as opposed to by show of hands) for all resolutions at the most recent AGM?	OECD Principle II (C)	Y	<a href="#">2017 Minutes of Annual General Meeting - P.7-9 Ratification of Board and Management Actions</a>	
A.3.16	Does the company disclose that it has appointed an independent party (scrutineers/inspectors) to count and/or validate the votes at the AGM?		Y	<a href="#">2016 Annual Report-P 21; 2017 Minutes of AGM-P.13</a>	Roxas Cruz Tagle formerly BDO Alba Romeo & Co. was appointed to validate the votes at the 2017 AGM
A.3.17	Does the company make publicly available by the next working day the result of the votes taken during the most recent AGM for all resolutions?		Y	<a href="#">kmba website; List of New Board of Trustees for 2017</a>	
A.3.18	Do companies provide at least 21 days notice for all resolutions?	OECD Principle II (C): (1) Shareholders should be furnished with sufficient and timely information concerning the date, location and agenda of general meetings, as well as full and timely information regarding the issues to be decided at the meeting.	Y	<a href="#">kmba website; Notice of Annual General Meeting; Approval and Ratification of Board and Management actions; Corporate Governance, 2016 Board Resolution</a>	KMBA posted all the board resolutions at the company website under Corporate Governance
A.3.19	Does the company provide the rationale and explanation for each agenda item which require shareholders' approval in the notice of AGM/circulars and/or the accompanying statement?		Y	<a href="#">Thru KMBA website: Events and Features-Notice of 11th Annual General Meeting; kmba.org.ph</a>	Copy of the agenda was disseminated in advance before the AGM

<b>A.4</b>	<b>Markets for corporate control should be allowed to function in an efficient and transparent manner.</b>
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A.4.1	In cases of mergers, acquisitions and/or takeovers requiring shareholders approval, does the board of directors/commissioners of the offeree company appoint an independent party to evaluate the fairness of the transaction price?	<b>OECD Principle II (E):</b> Markets for corporate control should be allowed to function in an efficient and transparent manner.  (1) The rules and procedures governing the acquisition of corporate control in the capital markets, and extraordinary transactions such as mergers, and sales of substantial portions of corporate assets, should be clearly articulated and disclosed so that investors understand their rights and recourse. Transactions should occur at transparent prices and under fair conditions that protect the rights of all shareholders according to their class.	Y	<a href="#">Amended Articles of Incorporation; Article 12</a>	In case of merger/acquisitions or take overs, approval of the Insurance Commission will be ask
<b>A.5</b> <b>The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.</b>					
A.5.1	Does the Company publicly disclose policy/practice to encourage shareholders including institutional shareholders to attend the general meetings or engagement with the Company?	<b>OECD Principle II (F):</b> The exercise of ownership rights by all shareholders, including institutional investors, should be facilitated.	Y	<a href="http://kmba.org.ph">K MBA website; kmba.org.ph</a>	Notice of Annual General Meeting was announced through K MBA website; Also, other members were notified thru Area Coordinators meeting

