



REPUBLIC OF THE PHILIPPINES  
**SECURITIES AND EXCHANGE COMMISSION**  
SEC Building, EDSA, Greenhills  
City of Mandaluyong, Metro Manila

COMPANY REG. NO. 85234

**CERTIFICATE OF FILING  
OF  
AMENDED BY-LAWS**

KNOW ALL PERSONS BY THESE PRESENTS:

This is to certify that the Amended By-Laws of

**AFP GENERAL INSURANCE CORPORATION**

copy annexed, adopted on August 28, 2013 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 48 of the Corporation Code of the Philippines Batas Pambansa Blg. 68, approved on May 1, 1980, 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 Mandaluyong City, Metro Manila, Philippines, this 14<sup>th</sup> day of August, Twenty Fourteen.

  
FERDINAND B. SALES

Director

Company Registration and Monitoring Department





**ARMED FORCES AND POLICE  
GENERAL INSURANCE CORPORATION**

AFPGen. Bldg. EDSA cor. Col. Bonny Serrano Road, Quezon City, Metro Manila  
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**AMENDED BY-LAWS  
OF THE  
AFP GENERAL INSURANCE CORPORATION  
(FORMERLY: AFP MBAI GENERAL INSURANCE CORPORATION)**

**ARTICLE I. NAME AND DOMICILE**

**Section 1. Name**

The name of the corporation shall be **AFP GENERAL INSURANCE CORPORATION**

**Section 2. Domicile**

The principal office of the corporation shall be in Quezon City or at such other place in therein as the Board may fix (as amended 29 April 1988).

**ARTICLE II. CORPORATE SEAL**

**Section 1.** The seal of the corporation shall consist of a circular design in which shall be inscribed the words and year "**AFP GENERAL INSURANCE CORPORATION 1979**" (as amended 29 April 1988).

**ARTICLE III. BOARD OF DIRECTORS**

**Section 1. Qualifications and Election**

The general management of the corporation shall be vested in a board of fifteen (15) (as amended 28 August 2013) directors who shall be stockholders and who

shall be elected annually by the stockholders. They shall serve as such directors until the election and qualification of their successors.

## **Section 2. Quorum**

The directors shall act only as a Board, and the individual director shall have no power as such. A majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business, and every decision of a majority of the directors shall be necessary at all meetings to constitute a quorum for the transaction of any business and every decision of a majority of the quorum duly assembled as a Board shall be valid as a corporate act.

## **Section 3. Meetings**

The Board of Directors shall hold meetings for organization immediately after their election, of which meeting no notice shall be required. Thereafter, the Board of Directors shall hold a regular meeting on a day of each incoming month at such particular place and hour as the Board of Directors may fix in resolution.

Special meetings of the Board of Directors may be called by the Chairman of the Board or, in his absence, by the Vice Chairman (as amended 29 April 1988), on one day's notice to each director either personally or in writing, or on the written request of two directors.

## **Section 4. Powers**

The Board of Directors shall have the management of the business of the company and such powers and authorities as are herein by these by-laws or by statutes of the Philippines expressly conferred upon it.

Without prejudice to the general powers hereinabove conferred, the Board of Directors shall have the following express powers:



- a. From time to time to make and change rules and regulations not inconsistent with these by-laws for the management of the company's business and offices;
- b. To purchase or otherwise acquire for the company, rights or privileges which the company is authorized to acquire at such price and on such terms and conditions and for such considerations as it shall from time to time see fit;
- c. To pay for any property or rights acquired by the company or to discharge obligations of the company either wholly or partly in money or in stocks, bonds,, debentures or other securities of the company;
- d. To borrow money for the company and for such purpose to create, make and issue mortgages, bonds, deeds of trust and negotiable instruments or securities, for the company, provided, that as hereinafter provided, the proper officers of the company shall have these powers unless expressly limited by the Board of Directors;
- e. To delegate, from time to time, any of the powers of the Board which can be lawfully delegated in the course of the current business or businesses of the company to any standing or special committee or to any officer or agent and to appoint any persons to be agents of the company with such powers (including the power to subdelegate), and upon such terms as may be deemed fit:
- f. To create such other positions in the corporation as it may deem necessary upon recommendation of the Presidents (as amended 29 April 1988); and
- g. To suspend business operations in time of war and/or major catastrophe.

#### **Section 5. Compensation**

The members of the Board of Directors, including the Chairman and the Vice-Chairman thereof, shall receive per diem for every Board meeting actually attended. Compensation may be granted to the members of the Board of Directors

provided that the same is with the express approval of the stockholders. In no case shall the total yearly compensation of directors, as such directors, exceed ten (10%) percent of the net income before income tax of the corporation during the preceding year (as amended 28 August 2013).

**Section 6. Minutes**

Minutes of all meetings of the Board of Directors shall be kept and carefully preserved as a record of the business transacted at such meetings. The minutes shall contain such entries as may be required by law.

**ARTICLE IV. OFFICERS**

**Section 1. General**

The officers of the corporation shall consist of a Chairman of the Board, a Vice-Chairman (as amended 29 April 1988), a President, a Treasurer, a Secretary (as amended 28 August 2013) and such other officers as the Board of Directors may deem necessary. All officers of the corporation shall be elected to their offices by a majority vote of the Board of Directors. Two or more offices may be vested in the same person whenever deemed convenient or expedient, provided that they are not incompatible with each other.

**Section 2. Chairman of the Board**

The Chairman of the Board who shall be elected by the Board of Directors for their own number, shall preside at all meetings of the stockholders and of the Board of Directors (as amended 29 April 1988).

**Section 3. Vice-Chairman**

The Vice-Chairman, who shall be elected by the Board of Directors from their own number, shall, in the absence or inability of the Chairman, preside at

meetings of the stockholders and of the Board of Directors (as amended 29 April 1988)

#### **Section 4. President**

The President, who shall be elected by the Board of Directors from their own number, shall be the Chief Executive Officer of the corporation (as amended 29 April 1988) and shall have the following powers and duties:

- a. Exercise general supervision over all the other officers of the company;
- b. Borrow money for the Company by any legal means whatsoever, including the arrangement of letters of credit and overdrafts with any and all banking institutions;
- c. Execute on behalf of the Company all contracts and agreements which the said Company enter into;
- d. Appoint to positions already created by the Board of Directors, remove or suspend any or all agents, employees and other subordinate personnel of the corporation and prescribe their duties and fix or change from time to time their respective salaries or wages, and require guarantees or bonds in such amounts as he may determine to secure the faithful discharge by certain employees or agents of their official trust (as amended 29 April 1988);
- e. Submit an annual report of the operations of the company to the Board of Directors and at such other times as the latter may request, and an annual report thereof to the stockholders at the annual meeting; and
- f. Exercise such other powers and perform such other duties as the Board of Directors may from time to time fix and delegate, or which may properly pertain, to his office and which in his judgment will serve the best interest of the corporation.

**Section 5 (as amended 28 August 2013). Treasurer**

The Treasurer who shall be elected by the Board of Directors, may or may not be a director (as amended 28 April 1988). He shall have the following power and duties:

- a. Have custody of, and be responsible for, all the funds, securities and bonds of the company, keep a complete and accurate record of receipts and disbursements and other commercial transactions in the corresponding books of account of the corporation, and see to it that all disbursement and expenditures are evidenced by appropriate vouchers;
- b. Deposit in the name and to the credit of the company in such bank or banks as may be designated from time to time by the Board of Directors, all the moneys, funds, securities, bonds and similar valuable affects belonging to the corporation which may come under his control;
- c. Render an annual statement showing the financial condition of the company on the 31<sup>st</sup> day of December of each year and such other financial reports as the Board of Directors or the President may from time to time require (as amended 29 April 1988);
- d. Receive and give receipts for all moneys paid to the company from any source whatsoever (as amended 29 April 1988); and
- e. Perform such other duties as may be required by law or prescribed by the Board of Directors or the President, or which may properly pertain to his office and which in his judgment will serve the best interests of the corporation, in conformity with the provisions of law and of these by-laws (as amended 29 April 1988).

**Section 6 (as amended 28 August 2013). Secretary**

The Secretary, who shall be elected by the Board of Directors, may or may not be a director or stockholder of the corporation but he must be a citizen and a resident of the Philippines (as amended 29 April 1988). He shall perform the following duties:

- a. Keep full minutes of all meetings of the Board of Directors and of the stockholders;
- b. Keep the stock and transfer book of the corporate seal which he shall stamp on all documents requiring each seal of the corporation;
- c. Fill and countersign all the certificates of stock issued, making the corresponding annotation on the margin or stub of such certificates upon issuance;
- d. Give, or cause to be given, all notices required by law or these by-laws as well as notices of all meetings of the Board of Directors and the stockholders;
- e. Perform such other duties as may be required by law or prescribed by the Board of Directors, the Chairman of the Board, or, in his absences, by the Vice-Chairman, or the President, or, which may properly pertain to his office (as amended 29 April 1988).
- f. Act as the Committee Secretary for all the Board Committees (as amended 28 August 2013)

**Section 7 (as amended 28 August 2013). Managers**

There shall be one or more Managers who shall perform such duties as may from time to time be assigned to them by the Board of Directors, the President, or the Executive Vice President (as amended 29 April 1988). They must possess the



necessary exposures, experience and education in the line of non-life insurance business where they may be assigned.

**Section 8 (as amended 28 August 2013). Compensation**

All officers, other than the Chairman of the Board and the Vice-Chairman, shall receive such salaries or compensation based on the appropriate remuneration policy that may be approved by the Board (as amended 28 August 2013)

**Section 9 (as amended 28 August 2013).**

Vacancies in the Office and Delegation of Powers - If the office of the Chairman, Vice-Chairman (as amended 29 April 1988), President, Treasurer, Secretary (as amended 28 August 2013) or Director becomes vacant by death, resignation, or otherwise, the remaining directors, if still constituting a quorum, by a majority vote may choose a successor or successors who shall hold office for the unexpired term.

In case of the temporary absence of any officer of the corporation, or for any other reason which the Board of Directors may deem sufficient, the Board of Directors may delegate the powers and duties of such office to any other officer, or to any director for the time being, provided that a majority of the members of the Board concur therein and such delegation is not covered by any express prohibition in these by-laws.

**ARTICLE V. CERTIFICATE OF STOCK**

**Section 1. Entitlement to Stock Certificate**

Each stockholder whose share of stock has been paid in full shall be entitled to a stock certificate or certificate for such share of stock.

## **Section 2. Signatories to Stock Certificate**

The certificate of stock shall be in such form and design as may be determined by the Board of Directors. Every certificate shall be signed by the President and countersigned by the Secretary, and shall state on its face its number, the date of issue, and the number of shares for which it was issued, and the name of the person in whose favor it was issued.

## **ARTICLE VI. TRANSFER OF SHARES OF STOCK**

### **Section 1. Transfer of Shares of Stock**

Shares of stock shall be transferred by delivery of the certificate endorsed by the owner, or his attorney-in-fact, or other person legally authorized to make the transfer, but no transfer shall be valid until the transfer is annotated in the books of the corporation.

### **Section 2. Cancellation and Issuance of Certificate**

No surrendered certificate shall be cancelled by the Secretary until a new certificate in lieu thereof is issued, and the Secretary shall keep the cancelled certificate as proof of substitution. If a stock certificate is lost or destroyed, the Board of Directors may order the issuance of a new certificate in lieu thereof, after satisfactory proof of the loss or destruction of the original certificate upon proper request for the issuance of such new certificate to the Board of Directors which may require such guaranty as it deem sufficient and after the provision of the law or decree has been complied with particularly RA 201.

## **ARTICLE VII. FISCAL YEAR, DIVIDENDS AND ACCOUNTS**

### **Section 1. Fiscal Year**

The fiscal year of the company shall begin on the first day of January and shall end with the last day of December of each year.

### **Section 2. Dividends**

Dividends may be declared from the surplus profits of the company at such time or times and in such percentage as the Board of Directors may deem proper. No dividend shall be declared that will impair the capital of the company. Stock dividend shall be declared in accordance with law.

### **Section 3. Inspection of Accounts**

The books, accounts and records of the company shall be open to inspection by any member of the Board of Directors at all times. Stockholders may inspect said books, accounts and records of the company at reasonable times on business days.

## **ARTICLE VIII. STOCKHOLDERS' MEETING**

### **Section 1. Place**

All meetings of the stockholders shall be held at the principal office of the company, unless written notice of such meetings should fix another place within Quezon City.

### **Section 2. Proxy**

Stockholders may vote at all meetings either in person or by proxy duly given in writing and presented to the Secretary for inspection and record at or prior to the opening of said meeting.

### **Section 3. Quorum**

No stockholders' meeting shall be competent to decide any matter or transact any business, unless a majority of the outstanding capital stock is present or represented thereat, except in those cases in which the Corporation Law requires the affirmative vote of a greater proportion.

### **Section 4. Vote**

Voting upon all questions at all meetings of the stockholders shall be by shares of stock and not per capita.

### **Section 5. Annual Meeting**

The annual meeting of the stockholders after the year 1979 shall be held on the last Friday of April on each calendar year, when they shall elect by a plurality vote a board of fifteen (15) directors (as amended 28 August 2013) to serve for one year until their successors are elected and qualified.

Written notice of the annual meeting of the company shall be sent to each registered stockholder at least ten (10) days prior to the date of such meeting. Waiver of such notice may only be made in writing.

### **Section 6. Special Meeting**

Special meetings of the stockholders may be called by the Chairman of the Board or, in his absence, by the Vice-Chairman (as amended 29 April 1988), or on the demand of stockholders holding the majority of the subscribed capital stock of the corporation.

A written notice stating day, hour and place of meeting and the general nature of the business to be transacted shall be sent to such stockholders at least five (5) days before the date of such special meetings; provided, that this requisite may be waived in writing by the stockholders.

**Section 7. Minutes**

Minutes of all meetings of the stockholders shall be kept and carefully preserved as a record of the business transaction of such meetings. The minutes shall contain such entries as may be required by law.

**ARTICLE IX. AMENDMENT, ALTERATION AND REPEAL OF BY-LAWS**

**Section 1.**

These By-laws may be altered, amended or repealed at any meeting of the stockholders by a majority of the subscribed capital stock. The owners of two-thirds (2/3) of the said subscribed capital stock, at any stockholders' meeting may delegate to the Board of Directors of the Corporation, the power to alter, amend, or repeal these By-Laws or to adopt a new By-Laws; provided, however, that any power delegated to the said Board of Directors to alter, amend, or repeal these By-Laws or to adopt new By-Laws, shall be considered revoked whenever a majority of the stockholders of the corporation shall so vote at such regular or special meeting.

We, the undersigned stockholders of the AFP MBI General Insurance Corporation at the First Regular Meeting of the stockholders of said corporation held on the 30<sup>th</sup> day of March at the principal office of the corporation voted in favor of the adoption of the foregoing By-Laws of the Corporation.

Quezon City, Philippines, this (30<sup>th</sup> day of March 1979)

Original Signed:

Original Signed:

BGEN JESUS T DIZON, (RET)

COL BERNABE D SALVADOR

SGD

SGD

Original Signed:

COL JESUS A DACLAN

SGD

Original Signed:

CAPT TAGUMPAY R JARDINIANO

SGD

Original Signed:

CDR ISIDRO O CODERA

SGD

Original Signed:

CAPT PIO H GARRIDO

SGD

Original Signed:

CAPT ROGELIO A DAYAN

SGD

Original Signed:

COL VICTORIO R HANS

SGD

Original Signed:

CPO BENJAMIN P PESTANO

SGD