

THE AMWSLAI COMMITTEE ON ELECTIONS (AMWSLAI-COMELEC)

8th Floor, AMWSLAI Building, Boni Serrano Corner 18th Avenues, Murphy, Cubao, Quezon City

AMWSLAI-COMELEC RESOLUTION NO. 2020-003

A RESOLUTION PROMULGATED ON 13 OCTOBER 2020 SETTING THE GUIDELINES FOR THE CONDUCT OF THE GENERAL MEMBERSHIP MEETING AND ELECTION FOR THE FOUR (4) SEATS OF THE AMWSLAI BOARD OF TRUSTEES THROUGH VIDEO CONFERENCING AND ELECTRONIC MEANS OF COMMUNICATION ON 04 DECEMBER 2020

WHEREAS, the Air Materiel Wing Savings and Loan Association Inc. ((AMWSLAI) is a registered corporation with the Securities and Exchange Commission (SEC) and is covered under SEC Memorandum Circular No. 06 s. 2020;

WHEREAS, SEC MC No 06 s. 2020 dated 12 March 2020 specifically prescribes that in the election of directors, trustees and officers of corporations vested with public interest, members may vote through remote communication or in *absentia*, notwithstanding the absence of a provision in the Bylaws of such corporations;

WHEREAS, Section 49 of the Revised Corporation Code, provides that the right to vote of members may be exercised in person, through a proxy, or when so authorized in the bylaws, through remote communication or in *absentia*, the requirements and procedures to be followed when a stockholder or member elects either option shall accompany each notice of meeting;

WHEREAS, pursuant to AMWSLAI Board Resolution No _____ (hereafter, "Board Resolution No _____"), the AMWSLAI-COMELEC shall issue AMWSLAI-COMELEC Resolution No. 2020-003, which shall govern the rules and procedures for voting via electronic means of communication and video conferencing;

NOW THEREFORE, BE IT RESOLVED, as it is hereby **RESOLVED**, the following guidelines and procedures be adopted to govern the conduct of election via video conferencing and electronic means for the four (4) members of the Board to be held on 04 December 2020:

"ELECTION RULES AND PROCEDURES THROUGH VIDEO CONFERENCING"

Section 1. Objective - With the restrictions imposed on people's movements and mass gathering, the conduct of meetings in accordance with the AMWSLAI By-laws have been hampered. Hence, internal rules and procedures are hereby formulated to serve as regulatory relief to amend the bylaws to include the conduct of general membership meeting and election through video conferencing.

Section 2. Definition of Terms - Except as otherwise defined herein, all terms used shall have the same meaning as those terms that are defined in the Revised Corporation Code and other related laws.

- 2.1 **Electronic Communication** - shall refer to the communication which uses electronic media to transmit the information or message using computers, e-mail, telephone, video calling, FAX machine, etc.
- 2.2 **Video Conferencing** – is the holding of conference among people in remote locations by using computer networks to transmit audio and video data.
- 2.3 **Remote Communication** - the transfer of data between two or more devices not located at the same site.
- 2.4 **Teleconferencing** - is the holding of a conference among people remote from one another by means of telecommunication devices such as telephone or computer terminals. It refers to an interactive group communication (three or more people in two or more locations) through an electronic medium.

- 2.5 **Computer Conferencing** - is teleconferencing supported by one or more computers.
- 2.6 **Audio Conferencing** - is a conference in which people at different locations speak to each other via telephone or Internet connections.

Section 3. Notice of Annual General Membership Meeting and Election. In light of the COVID-19 pandemic and the current community quarantine regulations being enforced in the country, the Annual General Membership Meeting (AGMM) and Election of the AMWSLAI will be conducted on 04 December 2020 at 9 a.m. until 11 a.m. via video conferencing.

3.1 Schedule of Activities:

- 3.1.1 Pre-Registration
- 3.1.2 General Membership Meeting (9:00 am)
- 3.1.2.1 Call to Order
- 3.1.2.2 President's Report
- 3.1.2.3 Ratification of the Acts of the Board of Trustees and Management
- 3.1.2.4 Open Forum
- 3.1.3 Election for the four (4) on the AMWSLAI Board of Trustees
- 3.1.3.1 Preliminaries to Voting
- 3.1.3.2 Voting Proper (10 a.m. to 11 a.m.)
- 3.1.3.3 Counting of Votes
- 3.1.3.4 Canvassing
- 3.1.3.5 Proclamation of Winning Candidates
- 3.1.4 Adjournment

3.2 Essential GMM and Election Information:

- 3.2.1 The Policies and Guidelines on the election for the four (4) seats on the Board of Trustees and the Guidelines on Proxy Voting shall be posted in all Offices, Major Bases and Camps on _____ 2020.
- 3.2.2 Given the institution of government regulations to prevent the transmission of COVID - 19 and to ensure the safety and welfare of all the members, the 2020 AGM of AMWSLAI shall be held via remote communication in its entirety and no physical meeting shall be held. Attendance shall strictly be through electronic communication, and casting of votes shall be made online by himself/herself or via proxy, using the Official Ballots to be downloaded via (http:_____).
- 3.2.3 Members who intend to participate in the meeting should register on or before 14 November 2020 via (http:_____). All registrations shall be validated by the Office of the Corporate Secretary. Successful registrants will receive an e-mail with instructions on how to access an online web address which will allow them to join the meeting. After which, election by proxy or by electronic voting shall follow.

- 3.2.4 For regular members who appointed a proxy and wish to revoke the same, deadline for the submission of a notarized statement of revocation with the Office of the Corporate Secretary shall be on _____ 2020 until 5:00 p.m.
- 3.2.5 Regular members who will vote by electronic voting must download the official ballot form. He/she shall fill out the ballot by writing in the spaces provided the name of the person he/she will vote for. Thereafter, the voter shall affix/her signature on the corresponding ballot, scan or take a picture thereof and e-mail the scanned or photo of the ballot to the COMELEC designated official e-mail address on or before 10:00 a.m. on 04 December 2020.
- 3.2.6 Regular members who intend to appoint the Chairman and President or any member of the Board as their proxy should submit duly accomplished proxy forms on or before _____ 2020 at the Office of the Corporate Secretary at 8th Floor, AMWSLAI Building, Boni Serrano Corner 18th Avenues, Murphy Cubao, Quezon City. Proxy forms may be downloaded via AMWSLAI official website.

3.3 **Protocols in the Conduct of GMM and Election via Video Conferencing:**

3.3.1 **Step 1: (Posting /Publication of Notice)** - AMWSLAI shall publish the Notice on Annual AGM and Election via print (if available)/on line. Likewise, shall post the same in conspicuous places (e.g. AMWSLAI offices, 410 MW; 420th SW; Face Book Page, web site, etc.) together with the Guidelines on Proxy Voting and Video Conferencing of GMM and Election.

3.3.2 **Step 2: (Things to do by the Members)**

3.3.2.1 Visit the AMWSLAI Official Website

3.3.2.2 Register/Accomplish the Registration Form

3.3.2.3 Submit the Registration Form

3.3.3 **Step 3: (Validation of Submitted Form)** - All registrations shall be validated by the Corporate Secretary.

3.3.4 **Step 4: (Notification to Member)** - Successful Registrants will receive an e-mail with instructions on to how access an online web address which will allow them to join the meeting and/or election.

3.3.5 **Step 5: (Wait for 04 December 2020 for the start of GMM and Election via virtual / online meeting)**

Section 4. Participation in the GMM

- 4.1 Only regular members in good standing, as defined in Article IV, Section 6 and 7 of the Amended By-Laws, who have been certified by the AMWSLAI-COMELEC as "Qualified Voters" and whose proxies have been duly validated by the Office of the Corporate Secretary shall be allowed to vote by proxy during the elections. However, only those regular members who have successfully pre-registered are entitled to attend the meeting virtually.
- 4.2 Registered members are requested to be in the virtual meeting room by 7:30 a.m. of 04 December 2020 by clicking the link to the meeting sent to their e-mail addresses. Registered members who are not able to come into the meeting room by 7:30 a.m. of 04 December 2020 will no longer be able to join the meeting.

4.3 **Access Process:**

4.3.1 **Step 1: (Getting Started)** - Approximately 5 - 10 minutes before the virtual meeting starts, click on the link received from the AMWSLAI Management Team (MST). (Note: Suggest to test equipment and check the sound and video setting before the meeting)

4.3.2 **Step 2: (Request to Join the Meeting)** - Upon clicking the link, a window will open in the browser. This is the authorization form for the registrant/s to fill out before joining the meeting. All fields (complete name; serial number and date of birth) that are presented must be filled in properly in order to enter the meeting room.

4.3.3 **Step 3: (Validation of Information)** - After entering into all of the required fields, simply click on the Login" button to enter the meeting room. The MST will validate the information provided. (show sample will appear on the screen)

4.3.4 **Step 4: (Confirmation of the Authorization and Notification to Member)** - Once confirmed, the MST will notify the registrant/s to join the meeting.

4.3.5 **Step 5: (Wait for the Start of the GMM)** - The GMM will start at 9:00 a.m.

4.4 **Participation Guidelines:**

4.4.1 Listen attentively to the discussions.

4.4.2 Should the member have questions or comments, at the appropriate time for responding to questions or comments, he should raise his hand by clicking the palm icon.

4.4.3 Once acknowledged by the Presiding Officer, the member should turn on his microphone and ask the presiding if he may be acknowledged.

4.4.4 Only one member will be acknowledged at a time.

4.4.5 If the member has been acknowledged by the Presiding Officer, he will state his rank, name, designation or assignment clearly.

4.4.6 The member shall state his comment/question politely and clearly. Once his query/ies and/or comment/s have been addressed, he should acknowledge that he has been clarified or thank the presiding officer for acknowledging his comment/s.

4.4.7 The member shall turn off his microphone immediately after his discussion.

Section 5 - Participation in the Election (Voting Process)

5.1 Pre-registration for the video conference will begin on 03 November 2020 at 0800H and end on 14 November 2020 at 5:00 p.m. through (http:_____)

5.2 Pre-registered members are requested to start voting immediately after receiving an official invitation through e-mail by 10:00 a.m. or not later than 11:00 a.m. of 04 December 2020.

5.3 An online ballot shall also be available for the registered members to cast their votes starting at 10:00 a.m. on 04 December 2020. The member must completely fill out the ballot not later than 11:00 a.m. on 04 December 2020. Votes received beyond 11:00 a.m. on 04 December will no longer be counted.

5.4 After validation by the AMWSLAI MST, the ballot shall be received and tallied by the Poll Deputies for the Casting of Votes.

- 5.5 Canvassing of Votes shall immediately proceed upon Closing of Polls. Once the tally of votes have been validated and certified, the Poll Deputies shall fill-out and affix their signatures in the Consolidated Tally Sheet. Thereafter, the Chairman, Poll Deputies shall read the voting results.
- 5.6 The Chairman, AMWSLAI-COMELEC, after affixing his signature on the Consolidated Tally Sheet, shall proclaim as winners the four (4) candidates who obtained the four (4) highest votes in successive order.
- 5.7 Voting results of the entire proceedings shall be published in the AMWSLAI Website by the next working day after the GMM and Election, on or before 12 Noon of 07 December 2020.
- 5.8 **Access Process:**
- 5.8.1 **Step 1 (Start of Election)** - After the GMM, registrant/s shall wait for the AMWSLAI-COMELEC Chairman to officially open the voting proper. (Note: Only regular members with proxy and those who have not appointed any member of the Board as their proxy will be allowed to vote)
- 5.8.2 **Step 2 (Registration)** - Registrant/s need to register and accomplish the validation form that will appear in the screen. Ensure that all fields (complete name; serial number and date of birth) of the form must be filled in properly and duly accomplished for the casting of vote. Submit the form.
- 5.8.3 **Step 3 (Validation/Confirmation of Information)** - Registrant/s shall wait for the confirmation to appear in the screen. After which, access the ballot for the casting of vote.
- 5.8.4 **Step 4 (Casting of Vote)** - Accomplish the ballot and submit the form.
- 5.8.5 **Step 5 (Canvassing and Proclamation of Winning Candidates)**
- 5.9 Further instructions on the conduct of the meeting and voting procedures may be found in the AMWSLAI website: (_____)

Section 6 - Venue, Date and Time of Election

- 6.1 The conduct of Elections to fill-up the four (4) vacant seats on the Board via Video Conferencing shall be held on 04 December 2020 at the AMWSLAI Head office, Corner Boni Serrano and 18th Avenues, Murphy, Cubao, Quezon City from 10 a.m. until 11 a.m. subject to the provision of Section 12.3, of AMWSLAI-COMELEC 2020-001;
- 6.2 Shortening of Voting Hours. The AMWSLAI-COMELEC shall have the power to shorten the voting hours specified in Section 12.3 herein and Rule 9 of Board Resolution _____ and proceed with the canvassing of ballots and proclamation of winners upon occurrence of all the following conditions:
- a. The existence of a quorum in accordance with Section 11 of AMWSLAI-COMELEC Resolution No. 2020-001; and,
 - b. When the number of candidates is equal to the number of vacant seats on the Board.
- 6.3 Upon determination of the existence of all the foregoing conditions, or in the event of fortuitous events or force majeure or analogous circumstances, any member of the AMWSLAI-COMELEC may move for the early closing of the voting hours. Once concurred by the majority of the members, the Chairman may announce the shortening of the voting hours and proceed with the canvassing of votes and thereafter the proclamation of winners.

Section 7 - Applicability:

- 7.1 **AMWSLAI-COMELEC Resolution Nr. 2020 - 001** shall form part of this resolution.
- 7.2 **AMWSLAI-COMELEC Resolution Nr. 2020 - 002** shall form part of this resolution

Done this 13th day of October 2020 at the AMWSLAI Head Office, Quezon City.

Approved by the **AMWSLAI-COMELEC**

MGEN VICENTE L GUERZON JR AFP (RET)
Chairman

BGEN FERNANDO M REBOJA AFP
Member

CMS MELMAR R BITONG PAF
Member