

**AMWSLAI-COMELEC RESOLUTION NO. 2023 - 002**

**A RESOLUTION PROMULGATED ON 4 OCTOBER 2023 SETTING THE GUIDELINES FOR THE CASTING OF VOTES BY PROXY DURING THE ELECTION FOR THE SEVEN (7) SEATS (4 SEATS FOR REGULAR TRUSTEES AND 3 SEATS FOR INDEPENDENT TRUSTEES) ON THE AMWSLAI BOARD OF TRUSTEES ON 01 DECEMBER 2023**

**WHEREAS**, pursuant to Article V, Section 2, of the Amended By-Laws ("Amended By-Laws") of the Air Materiel Wing Savings and Loan Association Inc. ("AMWSLAI") the members of the AMWSLAI Board of Trustees (hereafter referred to as the "Board") shall be elected by the regular members of good standing of AMWSLAI, who may vote in person or by proxy;

**WHEREAS**, pursuant to AMWSLAI Board Resolution No. 2023-167 dated 21 September 2023 (hereafter, "Board Resolution 2023-167"), the AMWSLAI Committee on Elections (hereafter, the "AMWSLAI-COMELEC") was tasked to formulate the policies and guidelines and to control and supervise the conduct of elections (hereafter, the "Elections") for the seven (7) members (4 Regular Trustees and 3 Independent Trustees) of the Board on 01 December 2023;

**WHEREAS**, pursuant to AMWSLAI Board Resolution No. 2023-168 (hereafter, "Board Resolution No. 2023-168"), the AMWSLAI-COMELEC is tasked to promulgate guidelines and procedures for proxy voting by AMWSLAI members;

**NOW THEREFORE, BE IT RESOLVED**, as it is hereby RESOLVED, the following guidelines and procedures be adopted to govern proxy voting during the conduct of the Elections for the seven (7) members (4 Regular Trustees and 3 Independent Trustees) of the Board to be held on 01 December 2023:

**"PROXY VOTING RULES AND PROCEDURES"**

**Section 1. Proxy Voting.** Members shall vote through secret balloting during the conduct of the Elections for seven (7) members (4 Regular Trustees and 3 Independent Trustees) members of the Board. Members are allowed to vote via Online Voting or by appointing another member as proxy to vote in his/her behalf.

**Section 2. Members voting by proxy.** Only regular members in good standing, as defined in Article IV, Sections 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.

**Section 3. Members as proxy.**

- 3.1. Any regular member and qualified voter may be appointed as proxy of other qualified voters;
- 3.2. A regular member and qualified voter shall be allowed to act as proxy for as many qualified voters executing valid proxies in his/her favor; and
- 3.3. The Chairman of the Board of Trustees, or the Chairman of the General Membership Meeting on 01 December 2023 may be appointed as proxy provided that the appointment shall conform to the requirements in Section 4 hereof;

**Section 4. Form and Execution of Proxy.**

- 4.1. Proxies shall be in the official form issued by AMWSLAI, otherwise, the proxy shall be invalid and will not be recognized. The designation of a proxy may be revocable or irrevocable but not to exceed the term of five (5) years.
- 4.2. The validity of a proxy shall be based on either of the following: a) The date/term indicated in the proxy by the proxy giver or b) if the proxy is undated it shall be valid for five (5) years reckoned from the Annual General Membership Meeting and Elections it was used.
- 4.3. The proxy giver shall accomplish the official proxy form by writing legibly all the information required;
- 4.4. The proxy giver shall affix the date and his/her signature in the official proxy form. Failure to write the date on the proxy form shall not invalidate the proxy, subject to Rule 4, Section 1.5 of Board Resolution No. 2023-168;



- 4.5. The proxy giver shall indicate the name of the member appointed as proxy;
- 4.6. The proxy giver shall indicate in the proxy form whether he/she allows the appointed proxy to transfer and assign the proxy to another member, or whether the proxy giver is appointing the Chairman of the Board of Trustees, or the Chairman of the General Membership Meeting, as his appointed proxy in his absence or that of his appointed proxy;
- 4.7. The proxy giver shall indicate in the proxy form the effective term of the proxy, which shall not be longer than five (5) years from the Annual General Membership Meeting and Elections it was used; and
- 4.8. The proxy giver shall submit the accomplished proxy form to the Office of the Corporate Secretary commencing on **11 October 2023 until 15 November 2023**.

**Section 5. Venue, Date and Time of Election.**

- 5.1. The conduct of Elections to fill-up the seven (7) vacant seats (4 seats for Regular Trustees and 3 seats for Independent Trustees) on the Board shall be held on 01 December 2023 at the AMWSLAI Head Office, corner Boni Serrano and 18<sup>th</sup> Avenues, Murphy, Cubao, Quezon City at 10:00 am or immediately after the Annual GMM whichever comes first until 11:00 am subject to the provision of Section 11.2, of AMWSLAI-COMELEC Resolution 2023-001;
- 5.2. Shortening of Voting Hours. The AMWSLAI-COMELEC shall have the power to shorten the voting hours specified in Section 11.2.1 of AMWSLAI-COMELEC Resolution 2023-001 and Rule 9 of Board Resolution 2023-167 and proceed with the canvassing of ballots and proclamation of winners upon **occurrence of all of the following conditions:**
  - a) The existence of a quorum in accordance with Section 10 of AMWSLAI-COMELEC Resolution 2023-001; and
  - b) When the number of candidates is equal to the number of vacant seats on the Board.
- 5.3 Upon determination of the existence of all the foregoing conditions, or in the event 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 AMWSLAI-COMELEC members, the Chairman may announce the shortening of the voting hours and proceed with the canvassing of votes and thereafter the proclamation of winners; and
- 5.4 Regular and proxy voters shall cast their votes at 10:00 am or immediately after Annual GMM until 11:00 am on the day of the Election subject to the provision of Section 11.2, of AMWSLAI-COMELEC Resolution 2023-001.

**Section 6. Meeting Area.** The AMWSLAI Head Office, corner Boni Serrano and 18<sup>th</sup> Avenues, Murphy, Cubao, Quezon City shall be the meeting area for the conduct of Elections for the seven (7) members (4 Regular Trustees and 3 Independent Trustees) of the Board.

**Section 7. Proxy Validation; Proxy Voters List.**

- 7.1. The Office of the Corporate Secretary shall be responsible for validation and invalidation of the proxies submitted to it.
- 7.2. In the appreciation of proxy forms the following rules shall be observed:
  - 7.2.1 Multiple proxies issued by one proxy giver shall be set aside for further evaluation. Should a member execute two (2) or more proxies for the same or different persons and after validation, the proxies given are deemed acceptable, the proxy submitted last shall be the valid proxy, if all proxies are undated; in the case of dated proxies, the proxy bearing the most recent date will prevail; if one proxy is dated while the other one submitted is undated, the proxy received on the latest date shall be considered as valid;
  - 7.2.2 In relation to item 7.2.1, in case the latest proxy submitted would revoke the earlier issued proxy, a notarized revocation form shall be required for the revoked proxy.
  - 7.2.3 Single proxy recipient shall be deemed validated if signatures contained therein are validated authentic; and
  - 7.2.4 Notarization of duly accomplished proxy forms is not required for validity;



- 7.3. The Office of the Corporate Secretary shall furnish the AMWSLAI-COMELEC a certified copy of the complete list of all the validated and invalidated proxies, with the names of the proxy giver, names of proxy recipient and reason for invalidation.
- 7.4. Other than the Office of the Corporate Secretary and the AMWSLAI-COMELEC, the list of proxy voters can be examined only by the following:
  - a. Before election – by a candidate or his duly authorized representative;
  - b. During election – by all members; and
  - c. After election – by a member or candidate who is a party to a protest under Section 9 of AMWSLAI-COMELEC Resolution 2023-001.
- 7.5 As a general rule, there is no re-qualification of proxy voters.

**Section 8. Posting of Proxy Voters' List.** The AMWSLAI-COMELEC shall post the final list of all validated proxies, on 29 November 2023 at AMWSLAI's head office and branches including offices of 410<sup>th</sup> MW and 420<sup>th</sup> SW.

**Section 9. Manner of voting by proxy.**

- 9.1. Pursuant to Article IV, Section 6 of the Amended By-Laws of AMWSLAI, the manner of voting by proxy during the Elections shall be the same as non-proxy votes. Thus, the casting of votes by proxy shall also be done through secret balloting via online voting;

**Section 10. Canvassing of votes.**

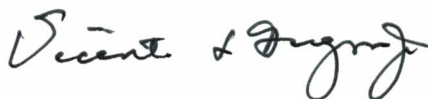
- 10.1. The votes cast by proxy shall be counted together with non-proxy votes. The number of proxy votes indicated therein shall be verified with the validated list of proxy. After the number of proxy votes indicated in the ballot is verified, it shall be counted and tallied in favor of the candidates whose names appear on the ballot.
- 10.2. The AMWSLAI-COMELEC, through its poll deputies, shall add the votes cast by proxy and those regular votes for each candidate and write the same on the space provided therefor in the tally sheet.

**Section 11. Revocation of Proxy.**

- 11.1. Filing and submission of proxies shall start on **11 October 2023 until 15 November 2023**.
- 11.2. The filing and submission of a written revocation of proxy shall start on **10 November 2023**. Deadline for revocation of proxies shall be on **15 November 2023**. The revocation shall be done by the execution of a notarized statement that he/she is revoking the proxy earlier executed and submitting the same with the Office of the Corporate Secretary. The written revocation shall be subject to the rules on validation as provided in Section 7 herein.
- 11.3. No revocation shall be allowed on the day of the elections.

**Section 12. Impugning the validity of a proxy.**

- 12.1. Before the Elections, any regular member or candidate to the Elections may question the validity of a proxy by filing with the Office of the Corporate Secretary and the AMWSLAI-COMELEC a duly notarized written protest, stating the grounds for invalidity of the proxy. The Office of the Corporate Secretary and the AMWSLAI-COMELEC shall jointly resolve the protest within twenty-four (24) hours from receipt thereof.
- 12.2. During the Elections, any regular member or candidate to the Elections may question the validity of a proxy by filing with the AMWSLAI-COMELEC a written protest, stating the grounds for invalidity of the proxy. The AMWSLAI-COMELEC shall immediately furnish the Office of the Corporate Secretary a copy of the protest. The Office of the Corporate Secretary and the AMWSLAI-COMELEC shall jointly resolve the protest immediately from receipt thereof, but not later than the closing of the polls.
- 12.3. For Sections 12.1 and 12.2 hereof, any of the following grounds shall render a proxy invalid:
  - a. Proxy giver or proxy appointed is deceased;
  - b. Proxy form is unsigned, or the name and signature appearing therein are illegible;
  - c. Capital contribution account of proxy giver is terminated or withdrawn;
  - d. Membership of proxy giver is involuntarily terminated pursuant to Article III, Section 10 of Amended By-Laws;



- e. Membership of proxy giver is voluntarily terminated in accordance with Article III, Section 9 of the Amended By-Laws;
  - f. Proxy giver or proxy appointed is disqualified as a voter pursuant to Article VI, Section 5 of the Amended By-Laws;
  - g. Signature/name contained therein does not match the member's signature/name on file; or
  - h. Validated proxy is revoked in accordance with Section 3 of Board Resolution No. 2023-168 and Sections 11.1 and 11.2 above.
  - i. Expiration of validity period of proxy.
- 12.4. After the Elections, only the proxy giver may question the validity of the proxy by filing with the Office of the Corporate Secretary and the AMWSLAI-COMELEC a duly notarized written protest, solely on the ground that the proxy form is falsified. The decision of the Office of the Corporate Secretary and the AMWSLAI-COMELEC on the protest shall not affect the results of the Election, but shall render the member responsible for the falsity liable. The filing of the protest herein is without prejudice to the filing of appropriate action in court or other tribunal by the aggrieved party.
- 12.5. After the Elections, any losing candidate may question the validity of the proxy by filing with the Office of the Corporate Secretary and the AMWSLAI-COMELEC a duly notarized written protest, stating the grounds for invalidity of the proxy. The protest shall be considered by the AMWSLAI-COMELEC as a post-election protest and the procedures embodied in Section 9 of AMWSLAI-COMELEC Resolution No. 2023-001 shall be followed.

**Section 13. Applicability.**

- 13.1 AMWSLAI-COMELEC Resolution No. 2023-001 shall form part of this resolution.  
13.2 AMWSLAI-COMELEC Resolution No. 2023-003 shall form part of this resolution.

Done this 4<sup>th</sup> day of October 2023 at the AMWSLAI Head Office, Quezon City.

Approved By the COMELEC:

  
MGEN VICENTE L. GUERZON JR PAF (RET)  
Chairman

  
BGEN REYNOLD R. RUECA PAF  
Member

  
MAJ WARREN L. BETE PAF  
Member

  
2LT DIVINO P. PALAGANAS PAF (RET)  
Observer

  
TSGT APOLLO A. BOONGALING PAF  
Observer