

A similar limit may apply to independent or non-executive directors who, at the same time, serve as full-time executives in other corporations. In any case, the capacity of the directors to diligently and efficiently perform their duties and responsibilities of the boards they serve shall not be compromised.

2.1.3 Qualifications of Trustee

The trustees to be elected must be of legal age, recognized active beneficiary member of the KGI-MBA or any of its affiliates, has consistently performed very satisfactorily for at least the last three (3) years of his/her membership and has an on-going business funded by loan from KAZAMA Grameen, Inc. (KGI) or any of its affiliates and is willing to perform the functions of a trustee without any remuneration.

2.1.4 Disqualifications of Trustees

No member convicted by final judgment of an offense punishable by imprisonment for a period exceeding six (6) years, or a violation of the Corporation Code of the Philippines committed within five (5) years prior to the date of his/her election or appointment, shall qualify as a Trustee or Officer. In addition, a member whose membership has been terminated due to various reasons, and/or has resigned from membership with KAZAMA Grameen, Inc. (KGI) or any of its affiliates, shall also be disqualified from being a Trustee or Officer.

2.1.5 Duties, Functions & Responsibilities of the Board

2.1.5.1 General Responsibility

Unless otherwise provided by law, the corporate powers of KAZAMA Grameen (KGI) Mutual Benefit Association (KGI-MBA) Inc. shall be exercised, all business conducted and all properties of the corporation controlled and held by the Board of Trustees subject to approval of the majority of its members.

2.1.5.2 Powers, Duties and Functions

Without prejudice to such powers as may be granted by law, the Board of Trustees shall have the following powers:

- 2.1.5.2.1 To promulgate rules and regulations consistent with these by-laws, and to review, revise or amend the same when it deems necessary for the management of the association's business and affairs;
- 2.1.5.2.2 To purchase, receive, take or otherwise acquire for and in the name of KGI-MBA, any and all properties, rights, or privileges, including securities and bonds of other corporations, for such consideration and upon such terms and conditions as the Board may deem proper or convenient;
- 2.1.5.2.3 To invest the funds of KGI-MBA in other corporations or for purposes other than those for which the association was