



Republic of the Philippines
Department of Trade and Industry
Securities and Exchange Commission
SEC Bldg. EDSA, Greenhills, Mandaluyong City

OFFICE OF THE GENERAL COUNSEL

18 March 2010

SEC-OGC Opinion No. 10-12
Non-stock corporation; Voting by
mail

PHILIPPINE CANINE CLUB, INC.

Rm. A206 Hillcrest Condominium
E. Rodriguez Sr. Boulevard
Cubao, Quezon City

Attention: Mr. Ronnie F. Natividad
President

Gentlemen:

This refers to your letter dated 12 March 2010 addressed to the Chairperson of the Commission, and was forwarded to this Office on 15 March 2010.

You stated in your letter that the Philippine Canine Club, Inc. ("PCCI") is a non-stock corporation that will hold its Annual Meeting of Voting Members and Election of Directors on 15 May 2010. PCCI intends to implement voting by mail pursuant to its By-laws.

You now request the approval of the Commission on PCCI's plan to implement the voting by mail.

Pertinent to your query is the provision of the Corporation Code,¹ which provides:

"SEC. 89. Right to vote. xxx

Voting by mail or other similar means by members of non-stock corporations may be authorized by the by-laws of non-stock corporations with the approval of, and under such conditions which may be prescribed by, the Securities and Exchange Commission."

¹ Batas Pambansa Bilang 68 (1980).

The Commission approved SEC Memorandum Circular No. 4, series of 2004, which prescribes the conditions in adopting a procedure for voting by mail and one-share-one vote policy. A copy of the circular may be downloaded from the Commission's website at www.sec.gov.ph.

On the other hand, PCCI's By-Laws authorize voting by mail, thus:

"SECTION 5.11. VOTING BY MAIL (As amended May 17, 2008)

5.11.1 Voting by mail or other similar means, shall be authorized with the approval of and under such conditions which may be prescribed by the Securities and Exchange Commission xxx "

Considering that PCCI's By-Laws expressly provide for a voting by mail and are consistent with the provision of the Corporation Code, PCCI may now implement the provision of its By-Laws on voting by mail. PCCI is, however, reminded to properly observe the terms and conditions laid down in its By-Laws and in SEC Memorandum Circular No. 4, series of 2004.

It shall be understood that the foregoing opinion is rendered based solely on the facts and circumstances disclosed and relevant solely to the particular issues raised therein and shall not be used in the nature of a standing rule binding upon the Commission in other cases whether of similar or dissimilar circumstances.¹ If, upon investigation, it will be disclosed that the facts relied upon are different, this opinion shall be rendered null and void.

Please be guided accordingly.



VERNETTE G. UMALI-PACO
General Counsel

¹S.E.C. Memorandum Circular No. 15 dated 16 December 2003.