



NOTICE

TO : ALL INTERESTED PARTIES

**SUBJECT : REQUEST FOR COMMENTS ON THE PROPOSED GUIDELINES
ON THE REVIVAL OF EXPIRED CORPORATIONS**

Pursuant to Section 179 of Republic Act No. 11232, otherwise known as the Revised Corporation Code, the Securities and Exchange Commission intends to issue Guidelines on the Revival Of Expired Corporations.

Hence, the Commission is inviting all interested parties, market participants and the investing public to submit their views, comments and inputs to the proposed SEC Memorandum Circular on the Guidelines on the Revival of Expired Corporations pursuant to Section 11 of the Revised Corporation Code of the Philippines.

Commenters may submit, not later than **26 April 2019**, their views, comments and inputs electronically to **Atty. Fermo B. Avila**, Company Registration & Monitoring Department, through email address : **fbavilaii@sec.gov.ph**

The draft SEC Memorandum Circular is attached for reference.

April 08, 2019.

SEC-OCS



DRAFT

SEC MEMORANDUM CIRCULAR No. _____
Series of 2019

TO : ALL CONCERNED

SUBJECT : GUIDELINES ON THE REVIVAL OF EXPIRED CORPORATIONS
(Pursuant to Section 11 of the Revised Corporation Code of the Philippines)

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Whereas, Republic Act No. 11232, or the Act Providing for the Revised Corporation Code of the Philippines (“RCC”), was approved on February 20, 2019 and took effect on February 23, 2019;

Whereas, under Section 11 of the RCC, the term of existence of a corporation shall be perpetual unless its articles of incorporation provides otherwise;

Whereas, under the same Section of the RCC, a corporation whose term has expired (“Expired Corporation”) may apply for a revival of its corporate existence, together with all the rights and privileges under its certificate of incorporation and subject to all its duties, debts and liabilities existing prior to its revival;

Whereas, under the same Section of the RCC, no application for revival of certificate of incorporation of banks, banking and quasi-banking institutions, preneed, insurance and trust companies, non-stock savings and loan associations (NSSLAs), pawnshops, corporations engaged in money service business, and other financial intermediaries shall be approved by the Commission unless accompanied by a favorable recommendation of the appropriate government agency.

NOW THEREFORE, the Commission hereby promulgates the following guidelines in the implementation of the said Revival:

1. The Expired Corporation which intends to revive its corporate existence (“Petitioner”) shall file with the Commission a verified Petition for the revival of its corporate existence, in accordance with the SEC Rules of Procedure, signed by a majority of the board of directors (or trustees, for non-stock corporation), the corporate secretary, and corporate treasurer, and must contain the following statements:
 - a. That the revival of Petitioner’s corporate term was approved by a vote of at least two-thirds (2/3) of the outstanding capital stock (or members, for non-stock corporation);



- b. If there has been a change in the composition of the stockholders (or members, for non-stock corporations) since the expiration of Petitioner's corporate term, a Reconciliation of the changes in the composition of the stockholders (or members, for non-stock corporations) from the date of expiration of its corporate term up to the date of stockholders' (or members', for non-stock corporations) approval of the resolution to file the Petition for Revival of its corporate existence, or the date of the board of directors' (or trustees', for non-stock corporations) approval of the said Petition, whichever is later;
 - c. That the undersigned are the duly elected directors (or trustees, for non-stock corporation) and officers of Petitioner (If there has been a change in the composition of the board of directors/trustees and officers since the expiration of Petitioner's corporate term);
 - d. That, as of the date of filing of the Petition for Revival, there is no Intra-Corporate controversy; and
 - e. That no third persons nor government agency will be prejudiced by the revival of Petitioner's corporate term.
2. The following supporting documents shall be complied with by the Petitioner, to be filed together with, and referred to in, its Petition for Revival:
 - a. The Certificate of Incorporation and Articles of Incorporation pertaining to the Petition for Revival;
 - b. Certificate of Amendment of Articles of Incorporation and Amended Articles of Incorporation pertaining to the Petition for Revival, if applicable;
 - c. General Information Sheet ("GIS") of the Petitioner as of the date of expiration of its corporate term;
 - d. If there has been a change in the composition of the stockholders (or members, for non-stock corporations) since the expiration of Petitioner's corporate term, the GIS of the Petitioner as of the date of stockholders' (or members', for non-stock corporations) approval of the resolution to file the Petition for Revival of its corporate existence, or the date of the board of directors' (or trustees', for non-stock corporations) approval of the said Petition, whichever is later;
 - e. Audited Financial Statements as of, and for the year immediately preceding, the date of expiration of its corporate term;



- f. Statement of Assets, Liabilities and Equity, or Balance Sheet, in accordance with the prevailing SEC rules and/or guidelines on financial statements, as of the date of filing the Petition for Revival as certified under oath by either the President or the Treasurer of the Petitioner;
 - g. SEC Company Registration and Monitoring Department (“CRMD”) Monitoring Clearance;
 - h. Tax Clearance Certificate, or a Certification from the Bureau of Internal Revenue (“BIR”), or its Revenue District Office (“RDO”), that the Petitioner has no listed tax liability, as of the date of expiration of its corporate existence;
 - i. Photocopy of the Official Receipt/s for the payment of the Petition fee and Filing fee; and
 - j. A favorable recommendation of the appropriate government agency [For banks, banking and quasi-banking institutions, preneed, insurance and trust companies, non-stock savings and loan associations (NSSLAs), pawnshops, corporations engaged in money service business, and other financial intermediaries].
3. No application for revival of certificate of incorporation of banks, banking and quasi-banking institutions, preneed, insurance and trust companies, non-stock savings and loan associations (NSSLAs), pawnshops, corporations engaged in money service business, and other financial intermediaries shall be approved by the Commission unless accompanied by a favorable recommendation of the appropriate government agency.
4. The Petition for Revival may be filed at the CRMD, SEC Satellite Offices, or at any SEC Extension Office upon payment by the applicant of:
 - a. The Petition fee in the amount of Three thousand and Thirty Pesos (Php3,030.00); and
 - b. Filing Fee for the extension of term of existence, based on the present authorized capital stock of the company (for stock corporations), pursuant to SEC Memorandum Circular No. 3, series of 2017 (Consolidated Schedule of Fees and Charges).
5. The Commission *En Banc*, upon proper showing, shall approve the Petition and shall issue a Certificate of Revival of Corporate Existence, together with all the rights and privileges under the company’s Certificate of Incorporation and subject to all its duties, debts and liabilities existing prior to the revival of its corporate term;



6. The Certificate of Revival shall provide for a perpetual term of existence unless a specific corporate term is stated by the applicant corporation in the verified Petition for Revival;
7. A Corporation whose Certificate of Registration has been revoked and whose “corporate term” has expired, for reasons or causes other than the non-filing of reports (e.g. General Information Sheet, and Audited Financial Statements), shall not be allowed to revive its corporate existence;¹
8. A Corporation whose Certificate of Registration has been suspended and whose term of existence has expired may revive its corporate existence, provided, however, it must file the proper Petition to Lift its Suspended Status, which may be incorporated in its Petition to Revive its corporate existence, and must settle the corresponding penalties thereof;
9. The Revival of Corporate Existence shall not be applicable to expired or dissolved corporations which already availed of re-registration, in accordance with Memorandum Circular No. 6, series of 2015 (Guidelines on the Use of Corporate Names of Corporations with Dissolved and Revoked Certificates of Registration); and
10. A revived corporation whose Certificate of Revival was issued after the two (2)-year period to comply, as provided in Section 185 of the RCC, and whose Certificate of Incorporation was issued pursuant to the laws and rules prior to the RCC, shall be given a period of not more than two (2) years from the issuance of the said Certificate of Revival within which to comply with the provisions of the Revised Corporation Code.

This Memorandum Circular shall take effect after its publication in a newspaper of general circulation.

_____ April 2019, Pasay City.

EMILIO B. AQUINO
Chairperson

¹ Section 11 of the Revised Corporation Code provides only for a revival of a “corporation whose term has expired”, not terminated. A corporation whose Certificate of Registration has been revoked does not have a corporate term, hence, there is no corporate term to expire.