



ENFORCEMENT AND INVESTOR PROTECTION DEPARTMENT

In the Matter of:

SEC EIPD CASE NO. 2023-7654

UNIVERSAL TRIBES INTERNATIONAL CORPORATION

SEC Reg. No. CN201955765

For Revocation of Certificate of Incorporation for violation of the Revised Corporation Code of the Philippines (R.A. 11232) in relation to Section 6 i (2) of Presidential Decree No. 902-A for serious misrepresentation as to what the corporation can do to the great prejudice of or damage to the general public

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ORDER OF REVOCATION

This has reference to **UNIVERSAL TRIBES INTERNATIONAL CORPORATION ("UTIC" for brevity)**, a non-stock corporation registered with the Commission on 11 November 2022 under Company Reg. No. 201955765. Its registered principal office address is at *R5C Village A, Pook U.P. Campus, Quezon City*. Its primary purpose is, as follows:

"To promote and maintain peace and order as well as cleanliness in community in coordination with the proper government agencies. To act as intermediary with the different government agencies tasked with the delivery of basic necessities and services to the community. To seek the assistance and guidance of government and private institutions necessary to achieve the full realization of the association's objectives. To organize and undertake workshops, seminars and technical training for livelihood projects and other socio-economic activities, for the benefit of its members. To do and perform all other acts and deeds as may be necessary convenient and appropriate for the accomplishment of the foregoing purposes."

Based on its corporate records, the following individuals are its incorporators namely:
1) Mr. Edgardo Amarilla Los Baños; 2) Mr. Nilfa B. Cayena; 3) Mr. Renato S. Olegario; 4) Mr. Fidel C. Dumanhog; 5) Mr. Eduardo A. Abad; 6) Mr. Ricardo S. Romero; 7) Ms. Julieta B. Surat; 8) Ms. Ana Maria C. Concepcion; and 9) Jose Arnel G. Aludo.

On the other hand, its current board of trustees are: 1) Mr. Edgardo Amarilla Los Baños; 2) Mr. Jose Moreno Penolio; 3) Ms. Michille Aspe Macalintal; 4) Mr. Eulogio Hernandez Constantino; 5) Ma. Theresa Relocasa Eala; 6) Hazel Enriquez Maigne; and 7) Vicencio Eugenio Fernandez.

In this regard, the Commission received information that **UTIC** is collecting a membership fee of PhP150 from prospective members with a promise that it would entitle them to PhP10,000 cash, PhP10,000 worth of goods, and PhP1,000 if there is a young child in the household, all of which the member will supposedly receive after the assumption to office of President Ferdinand R. Marcos, Jr.

On 24 November 2023, the Commission issued a **SHOW-CAUSE ORDER** directing **UTIC** to show-cause why its Certificate of Incorporation/registration as a corporation should not be revoked pursuant to Section 6 (i) (2) of **Presidential Decree No. 902-A for serious misrepresentation** as to what the corporation can do or is doing to the great prejudice of or damage to the general public by engaging in the following activities:

- “1. Actively engaged in recruitment of members;*
- 2. Collecting membership fee of PhP150 with a promise of PhP10,000 cash, PhP10,000 worth of goods, and PhP1,000 if there is a young child in the household, all of which the member will supposedly receive after the assumption to office of President-elect Ferdinand R. Marcos, Jr.;*
- 3. Representing to the public that it can engage in implementation, either directly or indirectly, in social welfare and development programs and services in the Philippines; and*
- 4. The use of different logos of the government agencies and international organization without their consent.*

The Show Cause Order further informed **UTIC** that absent the requisite authority or license to operate such activities by the governing regulatory agency, the activities or functions enumerated are outside the scope that can be conferred upon by the Revised Corporation Code of the Philippines (Republic Act No. 11232) or by the Commission, nor can they be considered as incidental or part of their express powers as a corporation.”

A copy of the Show-Cause Order was sent via the official e-mails of the corporation per the records of Commission, i.e., mai@utihcorp@gmail.com, hazelmaigne@outlook.com, revolegario@gmail.com, uticorporation2019@gmail.com, jprama_utic20@yahoo.com, business.moto@yahoo.com and through registered mail. Despite due notice and the lapse of sufficient time given to **UTIC**, no answer was submitted to this Department.

On 11 December 2023, a conference was conducted by the Department with UTIC's Corporate Secretary, Ms. Hazel E. Mague and Assistant Corporate Secretary, Ms. Michille Michille M. Carampatana.

In the said conference the corporate officers confirmed the misrepresentation and *ultra-vires* acts of the corporation made by its president, Edgardo Amarilla Los Baños.

They further narrated that the Mr. Los Baños gave false promises such as free hospitalization, free diplomat travel, and free beneficiary of a real property in order to lure additional members of the corporation.

Said corporate officers further represented that because of the irregularities committed by UTIC through Mr. Los Baños, they have severed ties with the corporation.

In the case at bar, the Department was tasked to carefully to determine whether **UNIVERSAL TRIBES INTERNATIONAL CORPORATION** committed serious misrepresentation as to what it can do or is doing to the great prejudice of or damage to the general public, on the basis of available evidence presented.

In determining the issue, the primary purpose of **UTIC** as stated in its Articles of Incorporation is reiterated herein, as follows:

"To promote and maintain peace and order as well as cleanliness in community in coordination with the proper government agencies. To act as intermediary with the different government agencies tasked with the delivery of basic necessities and services to the community. To seek the assistance and guidance of government and private institutions necessary to achieve the full realization of the association's objectives. To organize and undertake workshops, seminars and technical training for livelihood projects and other socio-economic activities, for the benefit of its members. To do and perform all other acts and deeds as may be necessary convenient and appropriate for the accomplishment of the foregoing purposes."

It is important to emphasize that as a juridical person, **UTIC** is only allowed to exercise powers inherent to its existence as provided in the Revised Corporation Code of the Philippines and those conferred in its Articles of Incorporation. (AOI). In other words, what a corporation can do is necessarily circumscribed by its primary purpose clause in its AOI.

Nonetheless, the purpose stated in the Articles of Incorporation need not set out with particularity the multitude of activities in which the corporation may engage. The effect of broad purposes or objects is to confer wide discretionary authority upon the directors or management of the corporation as to the kinds of business in which it may engage. However, ***dealings which are entirely irrelevant*** to the purposes are

unauthorized and called ***ultra vires***. The purpose clause of the articles of incorporation indicates the extent as well as the limitations of the powers which a corporation may exercise.

Section 44 of the Revised Corporation Code of the Philippines, provides:

“SEC. 44. *Ultra Vires Acts of Corporations.* — No corporation shall possess or exercise corporate powers other than those conferred by this Code or by its articles of incorporation and except as necessary or incidental to the exercise of the powers conferred.”

In an opinion¹, the Commission pronounced that:

“It is the corporation’s primary purpose clause which confers, as well as limits, the powers which a corporation may exercise and the character of a corporation is usually determined by the objects of its formation and the nature of its business as stated in the articles. The primary purpose of the corporation, as stated in its articles of incorporation, is the first business to be undertaken by the corporation. Hence, the primary purpose determines its classification.”

Corollary to the Articles of Incorporation is the **Certificate of Incorporation issued by the Commission which states that such Certificate is not a permit to undertake activities for which other government agencies require a license or permit**, to wit:

*“This Certificate grants juridical personality to the corporation but does not authorize it to issue, sell or offer for sale to the public, securities such as but not limited to shares of stock, investment contracts, debt instruments and virtual currencies without prior Registration Statement approved by the Securities and Exchange Commission, nor undertake business activities requiring a Secondary License from this Commission such as, but not limited to acting as: broker or dealer in securities, government securities eligible dealer (GSED), investment adviser of an investment company, close-end or open-end investment company, investment house, transfer agent, commodity/financial futures exchange/broker/merchant, financing/lending company and time shares/club shares/membership certificates issuers or selling agents thereof; nor to operate a fiat money to virtual currency exchange. **Neither does this Certificate constitute as permit to undertake activities for which other government agencies require a license or permit.**” (Underscoring ours)*

Careful scrutiny of the purpose of **UTIC** would show that it cannot engage in the implementation, either directly or indirectly in social welfare and development programs and services in different parts of the Philippines since it failed to secure a license from the Department of Social Welfare and Development (DSWD). It must be emphasized before an entity can

¹ SEC-OGC Opinion No. 11-33 dated 29 July 2011 addressed to Mr. Jesus B. Lapuz.

conduct/implement/engage in social welfare and development programs, whether directly or indirectly, it is required to register and secure a license DSWD under the **Revised Guidelines governing the Registration and Licensing of Social Welfare and development (SWD) Agencies and Accreditation of SWD Programs and Services**² and the “**Revised Omnibus Rules and Regulations on Public Solicitation**.”³ Here, **UTIC**, its operators and agents have no authority to operate as a **non-governmental organization for public and charitable purposes** to act as a Social Welfare and Development Agency (SWDA).

Based on the Articles of Incorporation of **UTIC**, it has a One (1) Peso total capital contribution. Thus, having no visible resources as being a non-stock corporation it cannot engage in business or income-generating enterprise, and that it has no license to conduct public solicitation, the act of collecting money and enticing the public of benefits upon being a member such as PhP10,000 cash, PhP10,000 worth of goods, and PhP1,000 if there is a young child in the household, all of which the member will supposedly receive after the assumption to office of President-elect Ferdinand R. Marcos, Jr. tends to mislead and a form of deception to the public.

Based on the abovementioned facts and circumstances, **UNIVERSAL TRIBES INTERNATIONAL CORPORATION** has continued to operate without the required license from the appropriate government agency such as the Department of Social Welfare and Development (DSWD), its continuous operation has or had advanced a fraudulent purpose or can be reasonably expected to cause significant, imminent and irreparable danger or injury to the public safety and welfare and can take advantage of the credulity of the public with regard to the actual operation of **UTIC**.

Investigation further disclosed that it appropriated the logos of the National Security Council, the Department of Interior and Local Government (DILG), the Philippine National Police (PNP), the National Commission of Indigenous People (NCIP), the Department of Social Welfare and Development (DSWD), the Armed Forces of the Philippines (AFP) and the Autonomous Region in Muslim Mindanao (ARMM), among others, in its identification cards and issued documents without the authority and consent of these agencies.

Records of the Commission further showed that, to date, **UTIC**, has not submitted its MDF. Under Section 9.1 and 9.2 of Chapter IX of Memorandum Circular No. 25 series of 2019, registered non-stock corporation such as **UNIVERSAL TRIBES INTERNATIONAL CORPORATION** is required to accomplish a **revised Mandatory Disclosure Form (MDF)** and submit the same to the Commission through the Anti-Money Laundering Division (AML) of this Department or the SEC Extension Office.

² DSWD M.C. No. 17 series of 2018 requires that the registration and licensing of agencies and organizations **engaged or planning to engage in social welfare and development (SWD) as well as accreditation of SWD programs and services of licensed social work agencies (SWAs)**.

³ DSWD M.C. No. 17 series of 2014 regulates the public solicitation and issuance of solicitation permits.

Under Section 9.5. of said memorandum provides **that failure to comply with MC No. 25. s. 2019 is a cause for revocation** of the certificate of incorporation of the non-complying non-stock corporation.

Under Section 6 of Presidential Decree 902-A, the Commission has the power to suspend, or revoke, after proper notice and hearing, the franchise or certificate of registration of corporations, partnerships and associations, on the ground of serious misrepresentation as to what the corporation can do or is doing to the great prejudice of or damage to the general public. Likewise, Section 5.1 (m) of the SRC and Section 179 (j) of the Revised Corporation Code of the Philippines (RCCP) empower the Commission to revoke the franchise or Certificate of Incorporation/registration of corporations registered with it.

Under the 2016 Rules of Procedure of the SEC, the EIPD shall exercise authority over persons and entities, whether under the primary authority of other Operating Departments, involved in the following:

- xxx "1. Investigations and administrative actions involving the following:
 - xxx c) Selling, offering or transacting unregistered securities by entities without secondary license;
 - d) *Ultra Vires* acts committed in violation of the Revised Corporation Code;
- 2. Petitions for revocation⁴ of corporate registration in all cases, except those which fall under the original authority of CRMD;
- 3. Administrative actions for fraudulent transactions involving securities;
- 4. Administrative actions for all other violations under PD 902-A, except those cases which fall under the original authority of other Operating Departments;
- 5. All other matters involving investor protection filed by the public, referred by self-regulatory organizations, or referred by other Operating Departments after initial evaluation or findings that there is a possible violation of laws, rules or regulations that the Commission implements but do not fall under their respective original authority."

Incorporation is not a matter of right but a mere privilege granted by the state. The grant being a mere privilege, the state has the continuing interest in the existence of a corporation in a sense that this privilege be acquired only under the conditions of law including compliance with the mandatory requirements of the corporation.

⁴ Revocation refers to involuntary dissolution of corporate registration pursuant to Section 138 of the Revised Corporation Code.

The Certificate of Registration as a corporation does not grant a license or authority to implement or intending to implement either directly or indirectly, social welfare and development programs and services without approval from the relevant government agency. These activities or functions are outside the scope that can be conferred by the Revised Corporation Code of the Philippines or by the Commission, nor the aforementioned activities be considered as incidental to or part of their express powers as a corporation. Further, the Certificate of Incorporation issued by this Commission cannot confer rights or authority to use the name and logos of the different government agencies without their written consent.

Considering that these acts and practices blatantly constitutes *ultra vires* acts and therefore constitute serious misrepresentation that could advance fraudulent purpose or can be reasonably expected to cause significant, imminent and irreparable danger or injury to the public safety and welfare, the issuance of this **ORDER** is warranted.

WHEREFORE, for violation of Section 44 of the Revised Corporation Code of the Philippines (RCC or R.A. 11232) in relation P.D. 902-A and Section 179 (j) of the RCC, the Certificate of Incorporation and the registration of **UNIVERSAL TRIBES INTERNATIONAL CORPORATION** is hereby **REVOKED**.

Accordingly, let this Order be posted at the SEC website and attached by the Corporate Filing and Records Division of the Company Registration and Monitoring Department (CRMD) to the records of the corporation on file with the Commission. Further, the Information and Communications Technology Department (ICTD) of this Commission is likewise requested to enter the "*revoked*" status of subject corporation in the online database of the Commission.

SO ORDERED.

Makati City, 08 January 2023.


OLIVER O. LEONARDO
Director