



Republic of the Philippines
OFFICE OF THE PRESIDENT

Department of Finance
COOPERATIVE DEVELOPMENT AUTHORITY

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Memorandum Circular No. 2011-20

Series of 2011

TO : All Concerned

**SUBJECT : GUIDELINES ON THE REGISTRATION OF
AMENDMENT OF ARTICLES OF COOPERATION
AND BYLAWS BY SUBSTITUTION**



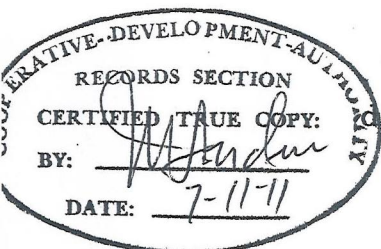
Cooperatives that were originally registered under old laws and confirmed by the Authority are having difficulty in proposing for amendment in view of the substantial change in the governing law, rules and regulations. Hence, there is a need to prescribe these Guidelines to govern the application for registration of amendments of articles of cooperation and by-laws **by substitution**.

Section 1. Scope - This guideline shall govern the registration of amendments of Articles of Cooperation and Bylaws with the Authority to conform with the provisions of RA 9520 and its implementing rules and regulations. This shall be applicable to all types and categories of cooperatives applying for registration of amendments by substitution **except** cooperatives applying for transformation from single to multipurpose.

Section 2. Definition of Terms - The following terms as used in these Guidelines shall mean:

- a. **Authority** - shall refer to the Cooperative Development Authority (CDA).
- b. **Registration of Amendment** - shall mean the operative act of granting validity and effectivity to the modification of Articles of Cooperation and By-Laws as evidenced by the Certificate of Registration issued by the Authority.
- c. **Amendment by substitution** - refers to the substantial changes for legitimate purposes in any provision stated in the Articles of Cooperation and By-Laws of the cooperative to conform to the prescribed requirements under RA 9520, using the template prepared by the Authority.

Certificate of Registration of Amendment - an official document issued by the Authority under its official seal which shall serve



as conclusive evidence of such registered amendment unless it is proved that the registration has been cancelled or further amended.

- e. *Code* – shall mean RA 9520 otherwise known as the Philippine Code of 2008.

Section 3. Process of Amendment – The amendment in the Articles of Cooperation and By-laws shall use the template prepared by the Authority, but proponent may incorporate the relevant, peculiar and pertinent provisions in the old registered articles of cooperation and bylaws which shall be approved and voted by the required votes of all members with voting rights in a regular or special general assembly.

Section 4. Requirements for Registration – The following shall be the minimum requirements for registration of amendment, to wit:

- 4.1 Three (3) copies of the General Assembly (GA) Resolution stating the proposed amendment by substitution was approved by at least two thirds (2/3) vote of all members with voting rights;
- 4.2 Duly notarized Secretary Certificate attested by at least majority of BOD stating the fact that the resolution was approved by the required vote of the members with voting rights.
- 4.3 Three (3) copies of the amended articles of cooperation and/or by-laws;
- 4.4 Treasurer's Affidavit, *in case of increase in capital*;
- 4.5 Letter / Certificate of Authority, *If applicable*; and
- 4.6 Registration Fee in accordance with the Schedule of Fees under MC No. 2004-07 dated July 16, 2004.

Section 5. Evaluation of Amendments –The Authority, upon receipt of the complete required documents, shall evaluate the same with due regard to the provisions of the Code and other relevant laws. However, the Authority may opt to hold clarificatory conference with the applicant before deciding on the amendments.

Section 6. Venue of Application – All application for amendments shall be filed in the Central or concerned Extension Office of the Authority which has jurisdiction over the registration and supervision of the said cooperative.

Section 7. **Prohibited Amendments** - The following provisions shall not be modified or altered:

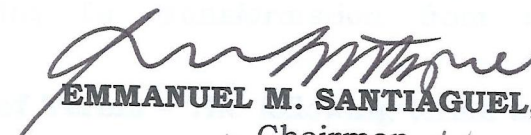
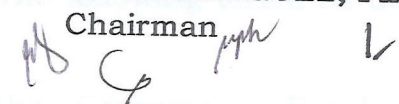
- 7.a Introductory part of the original articles of cooperation;
- 7.b Names of the original incorporators/cooperators;
- 7.c Name of the cooperating/incorporating directors;
- 7.d Capitalization unless there is an increase or decrease thereto;
and

Section 8. **Validity of Amendments** - The amendments shall be valid and binding to the cooperative and its members upon issuance of the appropriate certificate of registration of amendment by the Authority.

Section 9. **Supplementary Clause** - This guideline shall have supplementary application to the provisions under MC 2009-02 dated July 7, 2009.

Section 10. **Effectivity** - These Guidelines shall take effect fifteen (15) days upon its approval by the Board of Administrators and submission of copy hereof to the Office of the National Administrative Register (ONAR).

Approved pursuant to BOA Res. No. 201, S-2011 dated June 17, 2011 in Quezon City, Philippines.


EMMANUEL M. SANTIAGUEL, Ph.D
Chairman 

July 11, 2011

