



# COOPERATIVE DEVELOPMENT AUTHORITY

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## MEMORANDUM CIRCULAR 2024- 05 Series of 2024



TO: ALL CONCERNED

SUBJECT: NEW GUIDELINES ON THE REGISTRATION OF AMENDMENT  
OF ARTICLES OF COOPERATION AND BYLAWS

### Section 1. Legal Basis

Pursuant to the provision of Chapter 2 Article 18 of RA 9520, Section 4(c) of RA 11364, and Rule 2, Section 2 (B-1) of its IRR, this Guidelines are issued to prescribe the registration of amendments of Articles of Cooperation and Bylaws of cooperatives.

### Section 2. Scope

This Guidelines govern the registration of amendments to Articles of Cooperation and Bylaws with the Authority in conformity with the provisions of RA 9520 and its Revised Implementing Rules and Regulations.

This Guidelines shall apply to all types and categories of cooperatives to amend Articles of Cooperation and Bylaws, including Cooperative Banks, Insurance Cooperatives, and Credit Surety Fund Cooperatives.

### Section 3. Definition of Terms

The following terms, as used in these Guidelines, shall mean:

1. **Authority** – shall refer to the Cooperative Development Authority (CDA).
2. **Certificate of Registration of Amendment** – an official document issued by the Authority under its official seal shall serve as conclusive evidence of such registered amendment unless it is proved that the registration has been canceled or further amended.
3. **E-CoopRIS** – is a web-based information system that provides an online platform for cooperative name reservation, evaluation, and approval of an application for new registration, amendments, and branch/satellite/laboratory recognition.
4. **Registration of Amendment** – shall mean the operative act of granting validity and effectivity to the modification of Articles of Cooperation and Bylaws as evidenced by the Certificate of Registration issued by the Authority. The date of issuance of the Certificate of Registration of Amendment shall be the date of its effectivity.
5. **Validation** – an activity or series of activities to ensure that the requirements for registration applications, amendments to the Articles of Cooperation and

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Bylaws, or establishment of branches or satellite offices are complete, correct, and per applicable laws. Validation may be conducted on-site or offsite.

- a) **Onsite Validation** – refers to the physical conduct of Validation or an actual visit to the applicant's or cooperative's proposed office to gather relevant information.
- b) **Offsite Validation** – refers to the virtual conduct of Validation. Verification may be made through phone calls, emails, and other forms of social media. Applicants may also be asked to send pictures and copies of documents.

#### **Section 4. Manner of Amendment**

**4.1 Amendment by Substitution** – to change for legitimate purposes the provisions stated in the Articles of Cooperation and Bylaws of cooperatives to conform with RA 9520 by adopting the template prepared by the Authority.

**4.2 Amendment by Specific Provision** - to change for legitimate purposes any provision stated in the cooperative's Articles of Cooperation and Bylaws in conformity to the prescribed requirements under RA 9520 or other laws.

#### **Section 5. Documentary Requirements to be Submitted for Registration**

The following shall be submitted in three (3) copies, all printed originally and signed to wit:

- a. General Assembly (GA) Resolution stating the proposed amendment was approved by at least two-thirds (2/3) of all members with voting rights.
- b. Duly notarized Board of Directors and Secretary's Certificate stating the fact that the required vote approved the resolution of the members with voting rights;
- c. Generated amended articles of cooperation and bylaws.
- d. Duly notarized Generated Treasurer's Affidavit if there is an increase/decrease in capitalization;
- e. For Single-purpose and Multipurpose Cooperatives adding other/ special services and other types of cooperatives regulated by other government agencies, the following shall be submitted likewise:
  - e. 1. Agrarian Reform Beneficiaries Cooperative
    - e.1.1 Mother CLOA in case of plantation-based ARBs; and
    - e.1.2 Written verification from the Department of Agrarian Reform (DAR) to the effect that the cooperative organization is needed and desired by the beneficiaries, economically viable, and at least the majority of the members are agrarian reform beneficiaries.

e. 2. Housing Cooperatives

e.2.1 Copy of the Pre-Feasibility Study of the housing projects undertaken as reviewed by the Department of Human Settlements and Urban Development (DHSUD) and/or other key shelter agencies.

e. 3. Transport Cooperatives

e.3.1 Certification of Cooperative Education and Transport Operation Seminar (CETOS) by Office of Transport Cooperatives (OTC)

e.3.2 Favorable endorsement from OTC

e.4. Professional Service Cooperative

e.4.1 Favorable endorsement from the Governing Board of the respective profession; and

e.4.2 Photocopy of valid individual Professional Licenses of all members.

e.5. Labor Service Cooperative

e.5.1 Business Plan showing the viability of engaging in labor service activity.

e.6. Health Service Cooperative

e.6.1 Favorable endorsement/written certification from the concerned health-related professional regulatory board attesting to the fact that the concerned health-related profession is not prohibited from forming a cooperative for the purpose of engaging in the subject undertaking.

e.7. Small-Scale Mining

e.7.1 Certification from the Department of the Environment and Natural Resources Mines and Geosciences Bureau Regional Office that the members are licensed miners if the area of business operation is within the People's Small-Scale Mining Area.

e.8 Coop Banks

e.8.1 Certificate of Authority issued by the BSP under its official seal

e.9 Multipurpose Cooperatives

e.9.1 A cooperative has been in operation for at least two (2) years;

e.9.2 Minimum paid-up capital of One Hundred Thousand Pesos (P100,000.00) or as required in the feasibility study, whichever is higher;

e.9.3 Amended Articles of Cooperation and Bylaws; and

e.9.4 Detailed Feasibility Study indicating the viability of each proposed business activity.

### **Section 6. Process of Amendment**

The amendment shall be in accordance with the approved Citizens Charter of the Authority and CDA MC 2020-20 "Guidelines Governing the Registration of Cooperatives through the Electronic Cooperative Registration Information System (E-CoopRIS)" and any revisions/amendments thereto.

### **Section 7. Amendment Fee**

Amendment Fee in accordance with MC 2016-08 "Amended Schedule of Registration Fees."

1. On specific provision/s	Php300.00
2. By substitution	Php300.00
3. On the increase of capital	1/10 of 1% of the increase on paid-up capital

An additional LRF fee equivalent to one percent (1%) of the fee imposed but in no case lower than ten (10) pesos shall be collected (MC-2014-01).

### **Section 8. Submission of Hard copies of Amendments**

The required documents, including endorsements or Certificate(s) of Authority of other regulatory agencies, shall be submitted within thirty (30) working days from the date of email notification. Failure to submit the same shall be considered an abandonment of the application, and the same shall be deleted from the E-CoopRIS.

The assigned CDA personnel shall review all documents submitted by the applicant to verify if the hard copies are the identical soft copies approved online. In case there are inconsistencies, the Certificate of Registration of Amendment shall not be issued.

## **Section 9. Conduct of Validation**

Applications for amendments to the Articles of Cooperation and Bylaws shall be subject to validation/verification.

On-site validation is not possible due to causes beyond the control of the assigned CDS II, such as the declaration of a State of Public Health Emergency pursuant to Presidential Proclamation No. 922, s. 2020, an offsite validation may be conducted.

Offsite Validation may also be conducted if the applicant cooperative is notified beforehand. The validator may require additional documents to be presented during the Validation.

## **Section 10. Jurisdiction**

All applications for amendments shall be filed in the Head Office or concerned Extension Office of the Authority, which has jurisdiction over the registration and supervision of the said cooperative.

Applications for cooperative banks and insurance cooperatives shall be filed with the CDA Head Office.

## **Section 11. Prohibited Amendments**

The following provisions shall not be modified or altered:

1. Names of the original incorporator/cooperators;
2. Name of the cooperating/incorporating directors;
3. Par value of the share capital;
4. Date and place of the first adoption of Articles of Cooperation;
5. Name of the original treasurer and witnesses of the Articles of Cooperation.

## **Section 12. Cooperative Prohibited to File Amendment.**

Application for amendment to the Articles of Cooperation and Bylaws by non-compliant cooperatives shall only be accepted once the cooperative has complied with the findings of the Authority, except if the compliance requires an amendment to its Articles of Cooperation and Bylaws.

## **Section 13. Issuance of Certificate of Registration of Amendment**

The Authority shall issue a Certificate of Registration of Amendment upon payment or the issuance of an official receipt if the payment is through the CDA Cashier.

#### **Section 14. Validity and Effectivity 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 15. Repealing clause**

All previous circulars and guidelines issued by the Authority which are inconsistent with this Guidelines are hereby repealed or modified accordingly.

#### **Section 16. Effectivity**

This Guidelines shall take effect fifteen (15) days following the completion of its publication in the Official Gazette and the filing of the copy thereof with the Office of the National Administrative Register (ONAR)

Approved by the CDA Board of Directors pursuant to Resolution No. 869, s-2023 dated December 5, 2023.

Issued this 5th day of January, 2024

For the Board of Directors

By:

  
**USEC. JOSEPH B. ENCABO**  
Chairman