



Republic of the Philippines  
Department of Finance  
**Securities and Exchange Commission**  
SEC Building, EDSA, Greenhills, Mandaluyong City

**MEMORANDUM CIRCULAR No. 6**  
Series of 2016.

TO : ALL CONCERNED

SUBJECT : **OMNIBUS GUIDELINES ON PRINCIPAL OFFICE ADDRESS;  
ADDRESS OF EACH INCORPORATOR, DIRECTOR,  
TRUSTEE OR PARTNER**

Whereas, the Securities and Exchange Commission (SEC) is empowered under the Securities Regulation Code, Corporation Code of the Philippines, Presidential Decree No. 902-A, as amended and all other pertinent laws, to promulgate rules and regulations in the registration and monitoring of corporations, stock and non-stock, and partnerships, as the case may be;

Whereas, it is essential that existing corporations and partnerships comply with the full disclosure requirements of applicable laws, rules and regulations;

Whereas, Section 14 of the Corporation Code of the Philippines requires corporation to reflect in its Articles of Incorporation the place where the principal office of the corporation is to be located, which must be within the Philippines;

Whereas, Section 125 of the Corporation Code of the Philippines requires a foreign corporation applying for a license to transact business in the Philippines to indicate in its application the specific principal office address, address of the resident agent, place in the Philippines where the corporation intends to operate and addresses of the present directors and officers of the corporation;

Whereas, corporations and partnerships shall be deemed to have been duly notified or validly served where the Commission has sent its subpoenas, summons, notices, show cause letters and other communications to the address indicated in the Articles of Incorporation or Articles of Partnership, and/or General Information Sheet (GIS), as the case may be; and

Whereas, the Commission has issued the following circulars pertaining to principal office address: (a) SEC Circular No. 3, series of 2006; (b) Memorandum Circular No. 6, series of 2014; (c) Memorandum Circular No. 16, series of 2014; (d) Memorandum Circular No. 1, series of 2015; and (e) Memorandum Circular No. 9, series of 2015.

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IN VIEW OF THE FOREGOING, the Commission directs all affected corporations and partnerships to comply with the following guidelines relative to their principal office address and addresses of incorporators, directors, trustees or partners:

Section 1. All corporations and partnerships applying for registration with the SEC should state in their Articles of Incorporation or Articles of Partnership the following: (i) specific address of their principal office, which shall include, if feasible, the street number, street name, barangay, city or municipality, and if applicable, the name of the building, number of the building, and name or number of the room or unit; and (ii) specific residence address of each incorporator, stockholder, director, trustee or partner.

Section 2. All foreign corporations applying for license to do business in the country should indicate in their applications the following: (i) specific address of the principal office address of the corporation in the country or state of incorporation; (ii) specific address of the resident agent; (iii) specific location where the corporation shall hold office and place in the Philippines where the corporation intends to operate; and (iv) specific addresses of the present directors and officers of the corporation.

Section 3. All corporations are required to state in their GIS the specific principal office address and the specific residence address of each stockholder, officer, director or trustee.

Section 4. Pursuant to Memorandum Circular No. 9, series of 2015 *Final Extension for Amendment of the Principal Office Address*, all existing corporations and partnerships whose Articles of Incorporation or Articles of Partnership indicate a general address as their principal office address, such that it refers only to a city, town or municipality or "Metro Manila" were given until 31 December 2015 to file an Amended Articles of Incorporation or Amended Articles of Partnership in order to specify their complete address.

Section 5. Affected corporations which fail to effect a change in their principal office address within the deadline set (i.e., 31 December 2015) shall be imposed a "one-time" penalty under SEC Office Order No. 298, series of 2010 *Internal Guidelines on the Monitoring of Corporations and Verification of Annual Reports* in relation to Articles 144 and 16 of the Corporation Code of the Philippines, amounting to Five Thousand Pesos (P5,000.00) for stock corporations and Two Thousand Five Hundred Pesos (P2,500.00) for non-stock corporations.

Section 6. In case an affected corporation or partnership has an application for amendment of its Articles of Incorporation or Articles of Partnership pertaining to other provisions thereof, the corporation or partnership shall be required to include in the proposed amendments the change in the principal office address.

Section 7. For foreign corporations, a "Notification Update Form" signed under oath by the president or resident agent of the concerned foreign corporation must be submitted within thirty (30) days from the occurrence of change in its principal office address in relation to SEC Memorandum Circular No. 22, series of 2014 *Guidelines for the Use of Notification Update Form for Foreign Corporations*.

Section 8. To ease the burden on the part of the affected corporations and partnerships in effecting an amendment of their Articles whenever they transfer or move to a new location, the following shall be observed:

- a. In the event that a corporation whose principal office address as indicated in its Articles is already specific and complete, has moved or moves to another location within the same city or municipality, the corporation is not required to file an Amended Articles of Incorporation. However, it is encouraged to declare its new or current specific address in its GIS. "Metro Manila" shall not be considered a city or municipality for this purpose;
- b. Notwithstanding the above provision, a corporation is not precluded from filing an Amended Articles of Incorporation to indicate its new location within the same city or municipality of its former address;
- c. In all other cases, the corporation must file an Amended Articles of Incorporation to indicate its new location in another city or municipality within fifteen (15) days from transfer to said location;
- d. Failure on the part of the corporation to file an Amended Articles of Incorporation for change in address to another city or municipality within the prescribed period shall constitute a violation of Section 16 of the Corporation Code of the Philippines and shall subject the corporation to the imposition of penalty in accordance with the existing scale of fines;
- e. With respect to corporations with secondary licenses issued by the Commission, the concerned corporation shall file amendment for change in principal office address and branch office address, if applicable, to reflect its new location within the same or another city or municipality for purposes of issuance of its Certificate of Authority; and
- f. In the case of a partnership, considering that it has no obligation to file a GIS, it is required to file an Amended Articles of Partnership every time it transfers to a new location within the same or another city or municipality.

Section 9. All the five (5) circulars on principal office address enumerated in the *Whereas* clause are hereby repealed.

Section 10. This Circular shall take effect immediately after its publication in a newspaper of general circulation.

Mandaluyong City, Philippines.

9 June 2016.

  
TERESITA J. HERBOSA  
Chairperson