



**Email Address and Cellular Phone Number
Requirement for Corporations, Partnerships,
Associations, and Individuals under the
Jurisdiction of the SEC**

November 6, 2020

This is a briefing on Securities and Exchange Commission (SEC) *Memorandum Circular No. 28, series of 2020* (SEC MC No. 28-2020) entitled *Requirement for Corporations, Partnerships, Associations, and Individuals to Create and/or Designate E-mail Account Address and Cellphone Number for Transactions with the Commission*. (See SEC MC No. 28-2020 dated August 27, 2020; <https://www.sec.gov.ph/mc-2020/mc-no-28-s-2020/>), which was published on October 31, 2020.

Submission of Email Addresses and Cellular Phone Numbers

SEC MC No. 28-2020 requires all existing corporations, associations, partnerships, and persons (the entities) under the jurisdiction and supervision of the SEC to submit to the SEC (1) a valid official electronic mail (e-mail) address and a valid official cellular phone number and (2) an alternate e-mail address and cellular phone number, within 60 days from the effectivity of SEC MC No. 28-2020 (i.e., from November 1, 2020 to December 30, 2020), or no later than December 30, 2020, in the form attached as Annexes D to F of SEC MC No. 28-2020 (Submission).

The Submission must be accompanied by a duly signed authorization stating that the entity allows the SEC to send notices, letter-replies, orders, decisions, and documents through the e-mail addresses and cellular phone numbers provided, in compliance with the notice requirement of administrative due process (Authorization).

The Authorization must be signed by any of the following:

Principal/Entity	Authorized Signatory
Individual	1. The Individual; or 2. Duly authorized representative
Partnership	1. Managing Partner; or 2. Duly authorized representative

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Principal/Entity	Authorized Signatory
Foreign Corporation (branch office, representative office, regional operating headquarters, regional headquarters)	<ol style="list-style-type: none"> 1. Resident Agent; or 2. Duly authorized representative
Corporation Sole	<ol style="list-style-type: none"> 1. Corporate Secretary; or 2. The person charged with the administration and management of the corporation sole; or 3. Duly authorized representative
Other Domestic Corporation	<ol style="list-style-type: none"> 1. Corporate Secretary; or 2. Duly authorized representative

If the Authorization will be signed by the entity’s designated authorized representative, the Submission must be accompanied by proof of the authorized representative’s authority to sign and file the Submission and Authorization.

For entities that are unable to create an e-mail address due to lack of internet access in the area where the principal office address is located, only the official and alternate cellular phone numbers shall be required to be submitted to the SEC together with a certification that (1) the entity is unable to create an e-mail address because the area where the principal office address is located has no internet access and (2) in case such area gains access to the internet, the entity will submit to the SEC the official and alternate e-mail addresses within 30 days from the time the area where the principal office is located gains access to the internet.

Email Address and Cellular Phone Number Requirements

To comply with SEC MC No. 28-2020, both the official and alternate e-mail addresses and cellular phone numbers must be valid.

The official and alternate email addresses are considered valid if (1) they pertain to an existing e-mail address which identifies an e-mail box, (2) with at least 1 Gigabyte of unused memory space at any given time, and (3) the SEC may deliver to, and receive e-mail messages from, such e-mail address through the internet.

The official e-mail address of an entity may be the official or alternate e-mail address of another entity, but the official e-mail address of the entity must not be the same as its alternate e-mail address.

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The official and alternate cellular phone numbers are considered valid if (1) they pertain to an existing mobile phone number from any legally operating telecommunications company in the Philippines, and (2) the SEC may call or deliver and receive Short Message Service (SMS) to or from such cellular phone numbers.

The official cellular phone number of an entity may be the official or cellular phone number of another entity, but the official cellular phone number of the entity must not be the same as its alternate cellular phone number.

Control over the Email Addresses and Cellular Phone Numbers

The e-mail addresses and cellular phone numbers shall be under the control of any of the following persons (as applicable):

1. the Corporate Secretary;
2. the person charged with the administration and management of the corporation sole;
3. the Resident Agent;
4. the Managing Partner;
5. the individual; or
6. the duly authorized representative of the entity.

If the entity will designate an authorized representative to control the email addresses and cellular phone numbers, the Submission must be accompanied by proof of such authorized representative's authority to control the e-mail addresses and cellular phone numbers.

Purposes of the Email Addresses and Cellular Phone Numbers

The purpose of the official and alternate e-mail addresses is to facilitate the processing, submission and online filing of any transactions, applications, letters, requests, papers, and pleadings with the SEC. In like manner, the SEC may send notices, letter-replies, orders, decisions and other documents through the e-mail addresses submitted.

Meanwhile, the provision of cellular phone numbers is an additional security measure to ensure that the person accessing the e-mails sent by the SEC is the authorized person of the entity to receive and retrieve the same. The SEC will utilize a Multi-Factor Authentication (MFA) mechanism such as a One-Time Personal Identification Number (OTP) scheme or Two-Step Verification by a Software-Based Authenticator which the authorized person will have to input before the e-mail message can be retrieved.

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Changes in the Email Addresses and Cellular Phone Numbers

In case of changes in the official or alternate e-mail address and official or alternate cellular phone number, a Notice to Change E-mail Address and/or Cellular Phone Number shall be filed with the SEC within 5 days from the date the entity decided to change the e-mail address and/or cellular phone number. The form of the Notice is attached to SEC MC No. 28-2020 as Annex G.

New Form of the General Information Sheet and Notification Update Form

Beginning February 23, 2021, the official and alternate e-mail addresses and cellular phone numbers shall be included in the General Information Sheet (GIS) or the Notification Update Form (NUF) regularly filed with the SEC. Failure to indicate such information will render the GIS or NUF incomplete.

Penalty

Beginning February 23, 2021, a fine in the amount of PhP10,000.00 will be imposed on an entity that fails to submit the e-mail addresses and cellular phone numbers within the period provided.

SyCipLaw's Corporate Services Department

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We understand how companies would benefit from being able to quickly access useful, reliable legal assistance. And with the largest legal complement of any Philippine firm and a skilled support staff, we are able to provide our retainer clients with this assistance on a very wide range of concerns.

We advise our corporate clients on, and help them manage, compliance and good governance. In this connection, lawyers of our firm are able to serve as corporate secretaries, assisting the client in managing director and stockholder meetings, share issuances and transfers, record keeping, and complying with reporting requirements imposed by such agencies as the Securities and Exchange Commission, the Department of Trade and Industry, the Board of Investments, and the Philippine Stock Exchange.

We have the experience and systems for servicing special types of corporates such as public companies, companies possessing secondary licenses or registrations, and non-stock non-profit corporations including educational institutions and foundations.

Other COVID-19 related bulletins

The links to our earlier bulletins can be found at the SyCipLaw information hub, <https://syciplawresources.com/>.

Please note that there are other COVID-19 related government issuances that are not covered by our bulletins. For more information about other regulations, please contact your account partner or sshg@syciplaw.com or info@syciplaw.com.

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This bulletin contains a summary of the legal issuances discussed above. It was prepared by SyCip Salazar Hernandez & Gatmaitan (SyCipLaw) to update its clients about recent legal developments.

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