



Bangko Sentral ng Pilipinas

OFFICE OF THE DEPUTY GOVERNOR SUPERVISION AND EXAMINATION SECTOR

CIRCULAR LETTER NO. CL – 2009 - 042

To : ALL BANKS AND NON-BANK FINANCIAL INSTITUTIONS

**Subject : Documentary Requirements for Various Applications/
Requests of Banks/NBFIs**

To assist the Banks/NBFIs in the submission of their applications/requests to the Central Applications and Licensing Group, Supervision and Examination Sector (CALG-SES), we are providing the attached lists of documentary requirements by nature of application/request, as follows:

- Annex A - Acceptance/Creation of Demand Deposit/Now Accounts;
- Annex B - Amendment of the Articles of Incorporation and/or By-Laws of Banks/Non-Banks;
- Annex C - Amendment of the Articles of Cooperation and/or By-Laws of Cooperative Banks
- Annex D - Authority to Accept Government Deposits;
- Annex E - Authority to Operate an (Expanded) Foreign Currency Deposit Unit;
- Annex F - Authority to Engage in Quasi-Banking Functions;
- Annex G - Authority to Solicit and Accept Deposits Outside Bank Premises;
- Annex H - Clearance to Remit Foreign Bank Branch Profit
- Annex I - Cross-selling of Certain Financial Products;
- Annex J - Declaration of Dividends (Cash and/or Stock);
- Annex K - Establishment of Banking Offices Abroad;
- Annex L - Establishment of a Branch in the Philippines;
- Annex M - Establishment of an Other Banking Office (OBO) in the Philippines;
- Annex N - Establishment of an Offshore Banking Unit (OBU) in the Philippines;
- Annex O - Establishment of a Representative Office of a Foreign Bank in the Philippines;
- Annex P - Equity Investment in Allied and Non-Allied Undertakings (*except equity investment of a bank in another bank*);
- Annex Q - Extension of Time to Open a BSP-Approved Branch/Other Banking Office (OBO);
- Annex R - Head Office Transfer/Relocation/Conversion;

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- Annex S - Insourcing of Other Banking Functions;
- Annex T - Issuance of Long-Term Negotiable Certificates of Time Deposit;
- Annex U - Notification of Availment/Pretermination of the Currency Rate Risk Protection Program (CRPP);
- Annex V - Outsourcing of Certain Banking Functions (*except for IT-related services*);
- Annex W - Purchase of an Operating Branch/Other Banking Office in the Philippines;
- Annex X - Redemption of Preferred Shares;
- Annex Y - Redenomination of FDCU Loan/ROPA to Peso;
- Annex Z - Sale of a Branch/Other Banking Office in the Philippines; and
- Annex AA - Voluntary Closure of a Branch/Other Banking Office (OBO).

In the case of applications for establishment of new banks and non-bank financial institutions, the guidelines/procedures as well as the forms may be downloaded from the BSP website at www.bsp.gov.ph/regulations/guidelines.asp.

Bank is therefore reminded that the CALG-SES is reiterating its policy that only applications/requests of Banks/NBFIs supported with complete documents will be accepted for processing.

Thus, an application/request of a Bank/NBFI submitted to the CALG-SES with incomplete documents will be returned within five (5) banking days from receipt thereof by the CALG-SES but without prejudice to re-application once the documentary requirements are completed/complied with. However, in certain cases, CALG SES will be requiring the Bank/NBFI to submit additional documents/information which it may later on consider relevant to complete its evaluation of the application/request.

Applicant banks located outside Metro Manila are requested to provide self-addressed envelopes to facilitate CALG-SES the return of applications with incomplete documentary requirements.

For information and guidance.


NESTOR A. ESPENILLA JR.
Deputy Governor

14 May 2009

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
ACCEPTANCE/CREATION OF DEMAND DEPOSIT/NOW ACCOUNTS**

1. Application letter signed by an authorized officer of the Bank;
2. Certified true copy of the resolution of the Bank's board of directors approving the application for authority to accept demand deposits;
3. Certification/undertaking signed by the president or the executive vice president that the Bank has complied or will comply, as the case maybe, with the following:
 - a. Minimum capital requirement under Subsections X106.1 and X106.2 of the Manual of Regulations for Banks (MORB), but in the case of rural bank/cooperative bank, it must have net assets of at least ₱5.0 million; and
 - b. Standard Pre-qualification Requirements for the Grant of Banking Authorities enumerated in Appendix 5 of the MORB (*please enumerate all pre-qualification requirements*).
4. Biodata of the officer/s in-charge and bank personnel who will handle the authority applied for using the BSP prescribed form, with information on the following:
 - a. Officer-In-Charge – a certification from previous bank employer of his position, duties and responsibilities in said bank and the corresponding term or duration of assumption of duty; and
 - b. Bank personnel – the list of trainings/seminars on demand deposit operations attended and photocopies of the certificates of attendance thereof.
5. Certification from the Philippine Deposit Insurance Corporation that the Bank is a member in good standing as of date of application.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
AMENDMENT OF THE ARTICLES OF INCORPORATION
AND/OR BY-LAWS OF BANKS/NON-BANKS**

I. BASIC DOCUMENTS REQUIRED FOR THE AMENDMENT OF THE ARTICLES OF INCORPORATION (AOI) AND/OR BY-LAWS (BL)

(Each document to be submitted in 4 copies [all original] except for SEC-certified AOI and/or BL which shall be submitted in 2 copies each document)

1. Application letter signed by an authorized officer of the Bank/Non-Bank;
2. Proposed amended AOI and/or BL;
The present/original AOI and/or BL should be copied verbatim except for the portions being amended. Underscore only the amended portions and type "As Amended on [date of stockholders' approval of the amendment(s)]" at the end of each amended article/section. There is no need to sign the document/s anew. Just copy the name of the original incorporators/signatories and type "SGD" before each name, including that of the Notary Public. Retain date of incorporation.
3. The present AOI and/or BL certified by the Securities and Exchange Commission (SEC) as the "faithful reproduction of the original" or the Original copy of the AOI and/or BL if the Bank/Non-Bank is applying for amendment of the AOI/BL for the first time;
4. General Information Sheet as of the date of meeting when the amendment(s) was/were approved (*Template is downloadable from the SEC website, i.e., www.sec.gov.ph*);
5. List of Stockholders and their stockholdings as of date of meeting;
6. Directors' Certificate (*Templates in Annexes B-1 and B-2*);
 - a. Directors' Certificate for the amendment of the AOI attesting that:
 - i. Stockholders representing at least two-thirds (2/3) of the outstanding capital stock; and
 - ii. majority of the directors,approved the proposed amendment(s) to the AOI in a meeting held at the principal office of the Bank/Non-Bank.
 - b. Directors' Certificate for the amendment of the BL attesting that:
 - i. Stockholders representing at least majority of the outstanding capital stock; and
 - ii. majority of the directors,approved the proposed amendment(s) to the BL in a meeting held at the principal office of the Bank/Non-Bank.
7. Minutes of the Stockholders' and/or Directors' meeting or excerpts thereof:
 - a. For the amendment of the AOI -
 - i. It should indicate the date and place of meeting and the stockholders/directors present or absent in the meeting and their respective stockholdings;

- ii. The minutes must show that stockholders representing at least two-thirds (2/3) of the outstanding capital stock and majority of the directors voted for the proposed amendment(s) and must also state in detail the amendment(s) applied for; and
 - iii. This document shall be certified as correct by the Corporate Secretary of the meeting, attested to by the President/Chairman of the directors' and stockholders' meetings and signed by at least a majority of the directors.
- b. For the amendment of the BL -
- i. It should indicate the date and place of the meeting and stockholders/directors present or absent in the meeting and their respective stockholdings.
 - ii. The minutes must show that stockholders representing at least majority of the outstanding capital stock and majority of the directors voted for the proposed amendment(s) and must also state in detail the amendment(s) applied for.
 - iii. This document is to be certified as correct by the Corporate Secretary of the meeting attested to by the President/Chairman of the directors' and stockholders' meeting and signed by at least a majority of the directors.

II. Additional Documents Required for the Amendment of the AOI and/or BL in the Following Cases: (Each document to be submitted in 4 copies [all original])

1. Increase in capital stock -

- a. Certificate of Increase in Capital Stock (Template in Annex B-3);
- b. Treasurer's Sworn Statement (Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036);
- c. Schedule of Stockholdings Before and After Subscription (Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036);
- d. Waiver of Pre-emptive Rights executed by the stockholders who have waived their pre-emptive rights to subscribe to the capital increase, or Secretary's Certificate (Template in Annex B-4) executed by the Corporate Secretary, upon authority granted by the board/stockholders, when the following circumstances are present:
 - i. Where there are stockholders who have failed to exercise their pre-emptive rights to subscribe to the capital increase within a reasonable period of time despite due notice. Reasonable time is determined by the presence of attendant circumstance(s); and
 - ii. When there are stockholders whose proportionate equity interests were reduced as a result of the subscriptions to the capital increase.

Required for RBs/Coop Banks only

- e. Notarized Bank Certification signed by the members of the Bank's Board of Directors (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*);
- f. Subscription Contract for unpaid subscriptions (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*);
- g. Schedule of payments (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*); and
- h. Copy of accounting tickets and official receipts evidencing the payment to the subscription.

2. Change of Corporate Name -

Copy of the reservation slip from the Securities and Exchange Commission (SEC) for the reservation of the proposed corporate name.

3. Extension of Corporate Term – (*The application should be submitted at least six [6] months prior to the expiry of the corporate life/term*)

Copy of the original registration of the AOI.

4. Change in Address/Place of Principal Office/Transfer of Head Office -

Copy of the letter from the BSP relaying the approval of the transfer/relocation of its Head Office.

5. Redemption of Preferred Shares of Stock Held by LBP or DBP and/or Conversion into Common Stock -

- a. Copy of the letter from BSP relaying the approval of the redemption;
- b. Certificate that all the preferred shares have been sold and transferred to private shareholders, duly signed by the president, the corporate secretary, and a majority of the board of directors;
- c. Schedule of Stockholdings before and after redemption and/or conversion (*Template in Annex B-5*); and
- d. Copy of accounting tickets and official receipts evidencing the payment for the preferred shares.

6. Amendment Involving Preferred Stock of Rural Banks –

- a. On redeemable preferred shares – compliance with requirements under items "B1" to "B6" of Appendix 5 of the MORB;
- b. The Amended AOI shall incorporate the conditions in items "a(3)(a)", "a(3)(b)", "a(3)(c)" and "a(3)(d)" of Subsection X126.5 of the MORB; and
- c. Board Resolution for the creation of Sinking Fund (SF) and administration of the SF by other banks if the SF is more than P1.0 million.

(FOR ARTICLES OF INCORPORATION OF BANKS)**DIRECTORS' CERTIFICATE**

We, the Secretary and a majority of the members of the Board of Directors of the _____ (Name of Bank) do hereby certify that in a (regular/special) stockholders' and board meeting held at _____ on _____, at least two-thirds (2/3) of all the outstanding capital stock of the bank and a majority of the Directors approved the amendment/s of the following article/s of the Articles of Incorporation of the bank:

(Please copy in capital letters the amended article/s)

The amendment/s to the Article/s _____ has/have been duly incorporated in the proposed amended articles of cooperation of the bank, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we have affixed our signature this _____ day of _____, 20__ at _____.

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Corporate Secretary
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20__ by the above affiants at _____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of 20 _____

DIRECTORS' CERTIFICATE

We, the Corporate Secretary and a majority of the members of the Board of Directors of the _____ (Name of Bank) do hereby certify that in a (special/regular) stockholders' and board meeting held at _____ on _____, stockholders representing a least majority of the outstanding capital stock of the bank and a majority of the Directors approved the amendment/s to the following provision/s of the By-Laws of the bank:

(Please copy the amended article/s in the proposed Amended By-laws verbatim with proper underscoring)

The amendment/s to Article/s _____ has/have been duly incorporated in the proposed amended By-Laws of the bank, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we have affixed our signature this _____ day of _____, 20__ at _____.

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Corporate Secretary
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20__ by the above affiants at _____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of 20 _____

CERTIFICATE OF INCREASE IN CAPITAL STOCK

KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned, the Chairman and the Secretary of the stockholder's meeting and the majority members of the Board of Directors of _____ do hereby certify:

1. That at the (regular/special) meeting of the stockholders and the board of directors of said corporation held on _____ at _____, at least majority of the directors and the stockholders representing at least two-thirds (2/3) of the outstanding capital stock, or _____ shares, approved the increase in the bank's authorized capital from ₱ _____ to ₱ _____:

2. That the increase in the capital stock of ₱ _____ PESOS Philippine Currency, is composed of _____ shares of common stock and _____ shares of preferred stock, both with a par value of _____ PESOS (₱ _____), each;

3. That out of the _____ PESOS representing the increase in the capital stock, the amount of _____ PESOS (₱ _____), has been subscribed, and of the amount subscribed _____ PESOS (₱ _____) has been actually paid (in cash/in the form of cash/stock dividends), as follows:

COMMON SHARES SUBSCRIBED

	<u>Stockholder</u>	<u>Nationality</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>₱ Amount</u>
1.					
2.					
3.					
4.					
5.					
	TOTAL SUBSCRIPTION				₱ _____ ₱ _____

COMMON SHARES PAID-UP

	<u>Stockholder</u>	<u>Nationality</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>₱ Amount</u>
1.					
2.					
3.					
4.					
5.					
	TOTAL PAYMENT				₱ _____ ₱ _____

(For Regular Banks)

Certificate of Increase of Capital Stock

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4. That no bonded indebtedness of the corporation has been created, incurred or increased:

5. That the actual indebtedness of the corporation on the date of said meeting was ₱ _____ (total liabilities including deposit liabilities);

6. That the requirements of Section 38 of the Corporation Code of the Philippines have been complied with.

(Date)

(Place)

Director

Director

Director

Director

Director

Director

Director

Countersigned:

Chairman
Stockholders' and
Directors' Meeting

Corporate Secretary
Stockholders' and
Directors' Meeting

SUBSCRIBED AND SWORN TO before me this ____ day of _____,
20__ at _____, affiant exhibiting to me his/her Community
Tax Certificate No. _____, issued at _____ in
_____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of _____

REPUBLIC OF THE PHILIPPINES)
PROVINCE OF) S.S
MUNICIPALITY OF)

Annex B-4

WAIVER OF PRE-EMPTIVE RIGHTS

We, the undersigned stockholders/shareholders of the (Name of Bank/Non-Bank/Coop Bank), hereby waive our pre-emptive rights to subscribe to our proportionate shares of stock in favor of all qualified subscribers/investors to the proposed increase in capital stock of the bank:

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

We, the President and Secretary of the (Name of Bank/Non-Bank/Coop Bank) hereby certify that, with the exception of the above, all the stockholders/shareholders of record of the bank as of (Date of stockholders' & directors' meeting) have exercised their pre-emptive rights to subscribe to the proposed increase in capital stock of the bank from ₱ _____ to ₱ _____.

President/Chairman
CTC No.
Place
Date

Corporate Secretary
CTC No.
Place
Date

SUBSCRIBED AND SWORN to before me this _____ day of _____ at _____ affiants exhibiting to me their residence certificates mentioned above with places and dates of issue.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of 20 _____

SCHEDULE OF STOCKHOLDINGS BEFORE AND AFTER REDEMPTION AND/OR CONVERSION

[illegible]

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
AMENDMENT OF THE ARTICLES OF COOPERATION
AND/OR BY-LAWS OF COOPERATIVE BANKS**

I. BASIC DOCUMENTS REQUIRED FOR THE AMENDMENT OF THE ARTICLES OF COOPERATION (AOC) AND/OR BY-LAWS (BL)

(Each document to be submitted in 4 copies [all original] except for CDA-certified AOC and/or BL which shall be submitted in 2 copies each document)

1. Application letter signed by an authorized officer of the Bank;
2. Proposed amended AOC and/or BL;
The present/original AOC and/or BL should be copied verbatim except for the portions being amended. Underscore only the amended portions and type "As Amended on [date of members' approval of the amendment(s)]" at the end of each amended article/section. There is no need to sign the document/s anew. Just copy the name of the original incorporators/signatories and type "SGD" before each name, including that of the Notary Public. Retain date of incorporation.
3. The present AOC and/or BL certified by the Cooperative Development Authority (CDA) as the "faithful reproduction of the original" or the Original copy of the AOC and/or BL if the Bank is applying for amendment of the AOC/BL for the first time;
4. Cooperative Annual Performance Report as of the date of meeting when the amendment(s) was/were approved;
5. List of members their voting rights and their shareholdings as of date of meeting;
6. Directors' Certificate attesting that at least two-thirds (2/3) of all members with voting rights approved the proposed amendment(s) to the AOC and/or BL in a meeting held at the principal office of the bank as certified under oath by the Cooperative Secretary and majority of the Directors (*Templates in Annexes C-1 and C-2*); and
7. Minutes of the Shareholders' and Directors' meeting or excerpts thereof:
 - a. *It should indicate the date and place of meeting and the shareholders/directors present or absent in the meeting and their respective shareholdings;*
 - b. *The minutes must show that at least two-thirds (2/3) of all members with voting rights voted for the proposed amendment(s) and must also state in detail the amendment(s) applied for; and*
 - c. *This document shall be certified as correct by the Cooperative Secretary of the meeting attested to by the President/Chairman of the general assembly and directors' meeting and signed by at least a majority of the directors.*

II. Additional Documents Required for the Amendment of the AOC and/or BL in the Following Cases: *(Each document to be submitted in 4 copies [all original])*

1. Increase in Share Capital -

- a. Certificate of Increase in Share Capital (*Template in Annex C-3*);
- b. Treasurer's Sworn Statement (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*);
- c. Schedule of Shareholdings before and after subscription (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*);
- d. Waiver of Pre-emptive Rights executed by the shareholders who have waived their pre-emptive rights to subscribe to the capital increase, or Secretary's Certificate (*Template in Annex C-4*) executed by the Cooperative Secretary, upon authority granted by the board/stockholders, when the following circumstances are present:
 - i. Where there are shareholders who have failed to exercise their pre-emptive rights to subscribe to the capital increase within a reasonable period of time despite due notice. Reasonable time is determined by the presence of attendant circumstance(s); and
 - ii. When there are shareholders whose proportionate equity interests were reduced as a result of the subscriptions to the capital increase.
- e. Notarized Bank Certification signed by the members of the Bank's Board of Directors (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*);
- f. Subscription Contract for unpaid subscriptions (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*);
- g. Schedule of payments (*Template is downloadable from the BSP website, www.bsp.gov.ph, specifically Circular Letter 2007-036*); and
- h. Copy of accounting tickets and official receipts evidencing the payment to the subscription.

2. Change of Cooperative Name -

Copy of the reservation slip from the Cooperative Development Authority (CDA) for the reservation of the proposed cooperative name.

3. Extension of Cooperative Term – *(The application should be submitted at least six (6) months prior to the expiry of the cooperative life/term)*

Copy of the original registration of the Articles of Cooperation with the CDA.

4. Change in Address/Place of Principal Office/Transfer of Head Office -

Copy of the letter from the BSP relaying the approval of the transfer/relocation of its Head Office.

5. Redemption of Preferred Shares of Stock Held by LBP or DBP and/or conversion into Common Stock -

- a. Copy of the letter from BSP relaying the approval of the redemption of preferred shares;
- b. Certificate that all the preferred shares have been sold and transferred to private shareholders, duly signed by the president, the cooperative secretary, and a majority of the board of directors;
- c. Schedule of Stockholdings before and after redemption and/or conversion (*Template in Annex C-5*); and
- d. Copy of accounting tickets and official receipts evidencing the payment to the preferred shares.

6. Amendment involving preferred stock -

- a. On redeemable preferred shares – compliance with requirements under items "B1 to "B6" of Appendix 5 of the MORB;
- b. The Amended AOI shall incorporate the conditions in items "a(3)(a)", "a(3)(b)", "a(3)(c)" and "a(3)(d)" of Subsection X126.5 of the MORB; and
- c. Board Resolution for the creation of Sinking Fund (SF) and administration of the SF by other banks if the SF is more than ₱1.0 million.

(FOR ARTICLES OF COOPERATION OF COOPERATIVE BANKS)**SECRETARY AND DIRECTORS' CERTIFICATE**

We, the Cooperative Secretary and a majority of the members of the Board of Directors of the _____ (Name of the Cooperative Bank) do hereby certify that in a general assembly held at _____ on _____, at least two-thirds (2/3) of all the members with voting rights approved the amendment/s to the following article/s of the Articles of Cooperation of the bank:

(Please copy the amended article/s in the proposed Amended Articles of Cooperation verbatim with proper underscoring)

The amendment/s to Article/s _____ has/have been duly incorporated in the proposed amended articles of cooperation of the bank, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we have affixed our signature this _____ day of _____, 20____ at _____.

Cooperative Secretary
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____ by the above affiants at _____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
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SECRETARY AND DIRECTORS' CERTIFICATE

We, the Cooperative Secretary and a majority of the members of the Board of Directors of the _____ (Name of the Cooperative Bank) do hereby certify that in a general assembly held at _____ on _____, at least two-thirds (2/3) of all the members with voting rights approved the amendment/s to the following article/s of the following provision/s of the By-Laws of the bank:

(Please copy the amended article/s in the proposed Amended By-laws verbatim with proper underscoring)

The amendment/s to Article/s _____ has/have been duly incorporated in the proposed amended By-Laws of the bank, a true and correct copy of which is hereto attached.

IN WITNESS WHEREOF, we have affixed our signature this _____ day of _____, 20____ at _____.

Cooperative Secretary
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

Director
Res. Cert. No. _____
Place Issued _____
Date _____

SUBSCRIBED AND SWORN to before me this _____ day of _____, 20____ by the above affiants at _____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of 20 _____

CERTIFICATE OF INCREASE IN SHARE CAPITAL

KNOW ALL MEN BY THESE PRESENTS:

That, we, the undersigned, the Chairman and the Secretary of the shareholder's meeting and the majority members of the Board of Directors of _____ do hereby certify:

1. That at the (regular/special) meeting of the shareholders and the board of directors of said cooperative bank held on _____ at _____, at least two-thirds (2/3) of all the members with voting rights approved the increase in the bank's authorized share capital from ₱ _____ to ₱ _____:

2. That the increase in the share capital stock of ₱ _____ PESOS Philippine Currency, is composed of _____ common shares and _____ preferred shares, both with a par value of _____ PESOS (₱ _____) each;

3. That out of the _____ PESOS representing the increase in the share capital stock, the amount of _____ PESOS (₱ _____), has been subscribed, and of the amount subscribed _____ PESOS (₱ _____) has been actually paid (in cash/in the form of cash/stock dividends), as follows:

COMMON SHARES SUBSCRIBED

	<u>Shareholder</u>	<u>Nationality</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>₱ Amount</u>
1.					
2.					
3.					
4.					
5.					
	TOTAL SUBSCRIPTION				₱ _____ ₱ _____

COMMON SHARES PAID-UP

	<u>Shareholder</u>	<u>Nationality</u>	<u>Residence</u>	<u>No. of Shares</u>	<u>P Amount</u>
1.					
2.					
3.					
4.					
5.					
	TOTAL PAYMENT				₱ _____ ₱ _____

4. That no bonded indebtedness of the cooperative bank has been created, incurred or increased:

5. That the actual indebtedness of the cooperative bank on the date of said meeting was ₱ _____ (total liabilities including deposit liabilities);

6. That the requirements of Articles 14 and 18 of the Cooperative Code of the Philippines have been complied with.

(Date)

(Place)

Director

Director

Director

Director

Director

Director

Director

Countersigned:

Chairman
Stockholders' and
Directors' Meeting

Cooperative Secretary
Stockholders' and
Directors' Meeting

SUBSCRIBED AND SWORN TO before me this _____ day of _____,
20____ at _____, affiant exhibiting to me his/her Community
Tax Certificate No. _____, issued at _____ in
_____.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of _____

REPUBLIC OF THE PHILIPPINES)
PROVINCE OF) S.S
MUNICIPALITY OF)

Annex C-4

WAIVER OF PRE-EMPTIVE RIGHTS

We, the undersigned shareholders of the (Name of Bank/Non-Bank/Coop Bank), hereby waive our pre-emptive rights to subscribe to our proportionate shares of stock in favor of all qualified subscribers/investors to the proposed increase in the share capital of the bank:

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

CTC No.
Place
Date

We, the President and Secretary of the (Name of Bank/Non-Bank/Coop Bank) hereby certify that, with the exception of the above, all the shareholders of record of the bank as of (Date of shareholders' & directors' meeting) have exercised their pre-emptive rights to subscribe to the proposed increase in share capital of the bank from ₱ _____ to ₱ _____.

President/Chairman
CTC No.
Place
Date

Cooperative Secretary
CTC No.
Place
Date

SUBSCRIBED AND SWORN to before me this _____ day of _____ at _____ affiants exhibiting to me their residence certificates mentioned above with places and dates of issue.

Notary Public

Doc No. _____
Page No. _____
Book No. _____
Series of 20 _____

SCHEDULE OF SHAREHOLDINGS BEFORE AND AFTER REDEMPTION AND/OR CONVERSION

[illegible]

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
AUTHORITY TO ACCEPT GOVERNMENT DEPOSITS**

1. Application letter signed by the President of the Bank indicating the specific government entity from which the bank intends to accept government deposits and the corresponding banking unit that will service the deposit of said government entity;
2. Certification by the President or Executive Vice-President that the Bank has complied with the requirements enumerated under Section X240.3 of the MORB;
3. *In the case of acceptance of deposits from the Local Government Unit, the resolution of the Barangay/Municipality/City Council or Provincial Board authorizing the deposit of funds. Said resolution or authorization should state the name and location of the depository bank, type and terms of the deposit, and that the amount to be deposited represents working balances;*
4. *In the case of acceptance of deposits from the Government-Owned or -Controlled Corporation (GOCC), the resolution of the board of directors authorizing the deposit of funds of said GOCC. Said resolution or authorization should state the name and location of the depository bank, type and terms of the deposit, and that the amount to be deposited represents working balances;*
5. *In the case of acceptance of deposits from the National Government, its unincorporated branches, agencies and instrumentalities, the written authority to deposit government funds signed by the authorized official of the department/agency/office or unit making the deposit. Said authority should state the name and location of the depository bank, type and terms of the deposit, and that the amount to be deposited represents working balance; and*
6. Certification from PDIC that the Bank is a member in good standing.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
AUTHORITY TO OPERATE AN (EXPANDED) FOREIGN CURRENCY
DEPOSIT UNIT (FCDU/EFCDU)**

1. Application letter signed by the Bank President or Officer of equivalent rank specifically indicating the justifications/reasons for application to operate an FCDU/EFCDU;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the application to operate an FCDU/EFCDU;
3. Certification signed by the president or the officer of equivalent rank that the Bank has complied with all the conditions/prerequisites for the grant of authority to operate an FCDU/EFCDU as enumerated under Appendix 5 of the MORB (for Commercial Banks), Appendix 5 and 5a of the MORB (for Thrift Banks), and Appendix 5a of the MORB (for Rural and Cooperative Banks);
4. Certification from PDIC that the Bank is a member in good standing;
5. Certification from financial institutions, other than the BSP, on the status of Bank's borrowings/bills payable (if any);
6. Matrix of the past and present work experiences of the Bank's directors/principal officers as shown in *Annex E-1*;
7. Manual of Operation for FCDU/EFCDU, with established risk management system appropriate to its operations, effective internal controls and complete, timely and efficient reporting system, as approved by the Board of Directors; and
8. Bio-data of the officers and personnel who will handle the FCDU/EFCDU operations showing, among others, the qualifications, experience and seminar/trainings attended.

WORK EXPERIENCE - Directors/Principal Officers
Name of Bank

Name	Work Experience					
	Present			Past		
	Position	Period (Year)	Company	Position	Period Year)	Company
Board of Directors						
Principal Officers						

Prepared by:

Reviewed by:

Name: _____
Designation: _____
Position: _____
Date: _____

Name: _____
Designation: _____
Position: _____
Date: _____

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP
LIST OF DOCUMENTARY REQUIREMENTS
AUTHORITY TO ENGAGE IN QUASI-BANKING FUNCTIONS**

BANKS

A. Basic Requirements

1. Application letter signed by the Bank President or Officer of equivalent rank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the application;
3. A certification signed by the president or the officer of equivalent rank that the institution has complied with all conditions/prerequisites for the grant of authority to engage in quasi-banking functions;
4. General Information Sheet as filed with the Securities Exchange Commission;
5. Bio-data, signed under oath, of the members of the managerial staff who will undertake quasi-banking operations;
6. Borrowing-investment program for 1 year, which should include at the minimum:
 - a. Planned distribution portfolio as to:
 - (1) Underwriting;
 - (2) Commercial paper markets;
 - (3) Stocks and bonds;
 - (4) Government securities;
 - (5) Receivables financing discounting and factoring;
 - (6) Leasing; and
 - (7) Direct loans,
 - b. Expected sources of funds to support investment program classified as to:
 - (1) Maturity: short, medium, and long term;
 - (2) Interest rates; and
 - (3) Domestic or foreign sources whether institutional or personal.

B. Other Pertinent Reports or Statements

1. Computation of Risk-based Capital Adequacy Ratio dated 60 days immediately preceding the date of application;
2. CSOC dated 8 weeks immediately preceding the date of application;
3. CSOC as of date of application;
4. Statement of Account from the:
 - a. BSP; and
 - b. Other financial institutions where the bank has an outstanding obligation; and
5. Certification from PDIC that the Bank is a member in good standing.

NON-BANKS (Finance Companies/Investment Houses)

A. Basic Requirements

1. Application letter signed by the President or Officer of equivalent rank of the institution;
2. Certified true copy of the resolution of the board of directors of the institution authorizing the application;
3. A certification signed by the president or the officer of equivalent rank that:
 - a. the institution has complied with all conditions/prerequisites for the grant of authority to engage in quasi-banking functions;
 - b. quasi-banking functions shall be pursued/undertaken by the institution in the furtherance of its core business, e.g., underwriting of and dealing in securities of other corporations and of the government or its instrumentalities, in the case of investment houses, and leasing and/or discounting/factoring commercial papers or accounts receivable, or granting business and consumer loans, in the case of finance companies;
 - c. investors shall be informed that their investments/ placements shall not be insured by the Philippine Deposit Insurance Corporation (PDIC) and that any pretermination thereof shall be subject to penalty, if applicable, as well as all other material risks; and
 - d. investors shall be subjected to effective investor suitability testing procedures.
4. General Information Sheet as filed with the Securities and Exchange Commission;
5. Bio-data signed under oath, of the members of the managerial staff who will undertake quasi-banking operations;
6. Borrowing-investment program for 1 year, which should include at the minimum:
 - a. Planned distribution portfolio as to:
 - Underwriting;
 - Commercial paper markets;
 - Stocks and bonds;
 - Government securities;
 - Receivables financing discounting and factoring;
 - Leasing; and
 - Direct loans;
 - b. Expected sources of funds to support investment program classified as to:
 - Maturity: short, medium, and long term;
 - Interest rates; and
 - Domestic or foreign sources whether institutional or personal.

B. Other Pertinent Reports or Statements

1. Computation of Risk-based Capital Adequacy Ratio dated 60 days immediately preceding the date of application;
2. CSOC dated 8 weeks immediately preceding the date of application;
3. CSOC as of date of application; and
4. Statement of Account from the:
 - a. BSP; and
 - b. Other financial institutions where the non-bank has an outstanding obligation.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
AUTHORITY TO SOLICIT AND ACCEPT DEPOSITS OUTSIDE
BANK PREMISES**

1. Application letter signed by an authorized officer of the Bank indicating the specific proposed areas where the Bank intends to solicit and accept deposits and the reasons/justifications on why the Bank is requesting authority to solicit and accept deposits in the said areas;
2. Certification signed by the President or Officer of equivalent rank that the area/s of operations shall be within one (1)-hour normal travel time by land/sea from any head office or branch, except in remote areas where more than one (1)-hour normal travel time may be allowed. Said certification should specify the proposed areas and the estimated travel time from the servicing unit;
3. Certified true copy of the resolution of the Bank's board of directors authorizing the solicitation and acceptance of deposits outside the bank premises indicating the specific areas to be serviced and the location of the corresponding banking units to service them; and
4. Map showing the location of the areas to be serviced and the location of the banking units to service them.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
CLEARANCE TO REMIT FOREIGN BANK BRANCH PROFIT**

1. Application letter signed by an authorized officer of the Bank;
2. Audited Financial Statements as of the cut-off year showing the profits to be remitted;
3. Statement of Due to Head Office – Unremitted Earnings;
4. Reconciliation schedule/statement between the BSP FRP Balance Sheet/Consolidated Statement of Condition and FRP Income Statement/Consolidated Statement of Income and Expense (CSIE) and the Audited Financial Statements;
5. Photocopy of various BSP Registration Documents corresponding to the Bank's permanently assigned capital;
6. Schedule 14 on compliance with Section 4 of R.A. 7721 Re: 15.0 percent inward remittance of "net due to" account; and
7. PDIC certification that the applicant bank is a member in good standing.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
CROSS-SELLING OF CERTAIN FINANCIAL PRODUCTS**

1. Application letter signed by an authorized officer of the Bank;
2. Latest information on the allied undertaking/affiliate or investment house unit:
 - a. Annual report;
 - b. List of directors and senior officers; and
 - c. Income and expense statements for the last three (3) years;
3. Certified true copy of the resolution of the Board of Directors of both the parent bank and the allied undertaking or investment house unit on the presentation and sale of financial products;
4. Justification of the presentation and sale of financial products;
5. Detailed information on the financial products to be offered, including promotional materials which will be used;
6. Outline of the content of the training materials for bank's staff and officers who will be involved in the handling of the sale of financial products;
7. Sample contracts;
8. *In the case of cross selling of insurance products*, proof of accreditation of the products that is the subject of the cross-selling of its allied undertaking/affiliate or investment house unit with the Insurance Commission; and
9. The list of branches of the Bank which will be utilized by the allied undertaking/affiliate or investment house unit for its sales presentation with the corresponding timelines for the undertaking.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
DECLARATION OF DIVIDENDS (CASH AND/OR STOCK)**

FOR CASH DIVIDEND DECLARATION

1. Application letter duly signed by an authorized officer of the Bank/Non-Bank;
2. Report on Dividends Declared duly certified correct by an authorized officer or his alternate duly designated by the Board of Directors (BOD);
3. Schedule of Bad Debts as of date of dividend declaration;
4. Financial Reporting Package (FRP) Balance Sheet/Consolidated Statement of Condition and FRP Income Statement/Statement of Income and Expense (Month-end immediately preceding the date of declaration);
5. Duly notarized Corporate Secretary's Certificate or excerpt of the minutes of meeting of the Bank/Non-Bank's BOD, showing the board resolution approving the cash dividend declaration and indicating the cut-off date or record date the stockholders are entitled to dividends; and
6. *In the case of Cooperative Banks*, the duly notarized Cooperative Secretary's Certificate or excerpt of the minutes of the General Assembly (GA) meeting, showing the resolution approving the cash dividend declaration.

FOR STOCK DIVIDEND DECLARATION

1. Application letter duly signed by an authorized officer of the Bank/Non-Bank;
2. Report on Dividends Declared duly certified correct by an authorized officer or his alternate duly designated by the BOD;
3. Schedule of Bad Debts as of date of dividend declaration;
4. FRP Balance Sheet/Consolidated Statement of Condition and FRP Income Statement/Statement of Income and Expense (Month-end immediately preceding the date of declaration);
5. Duly notarized Corporate Secretary's Certificate or excerpt of the minutes of meeting of the Bank/Non-Bank's BOD, showing the board resolution approving the stock dividend declaration and indicating the cut-off date or record date the stockholder are entitled to dividends;

6. *In the case of UBs/KBs/RBs/Non-Banks*, the duly notarized Corporate Secretary's Certificate or excerpt of the minutes of meeting of the Bank/Non-Bank's stockholders, showing the following:
 - a. Stockholders' Resolution ratifying/confirming the board resolution approving the stock dividend declaration;
 - b. Total percentage of stockholdings approving the stock dividend declaration; and
 - c. Place where the stockholders' meeting was held;
7. *In the case of Cooperative Banks*, the duly notarized Cooperative Secretary's Certificate or excerpt of the minutes of the GA meeting, showing the GA Resolution ratifying/confirming the board resolution approving the stock dividend declaration; and
8. Duly notarized Certification of the Corporate Secretary on the following:
 - a. Profile of the authorized capital stock of the Bank/Non-Bank, with breakdown as to class and number of shares;
 - b. Profile of the total subscribed capital stock, with breakdown as to class and number of shares; and
 - c. Profile of the total paid-in capital stock, with breakdown as to class and number of shares.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
ESTABLISHMENT OF BANKING OFFICES ABROAD**

1. Application letter signed by the President of the Bank or officer of equivalent rank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the establishment of that office indicating its proposed site;
3. Economic justification for such establishment, indicating among other things, the services to be offered, the minimum outlay such as capital requirement of the host country, outlay furniture, fixture and equipment, rental and other expenses;
4. Organizational set up of the proposed office showing the proposed positions and the names, qualifications and experience of the proposed manager and other officers;
5. Certification signed by the President or the Executive Vice President that the Bank has complied with the standard prequalification requirements for the grant of banking authorities enumerated in Appendix 5;
6. Certification signed by the President, which contains the following:
 - a. The Bank has complied with the citizenship requirements, ownership ceilings and other limitations on voting stockholdings in banks under existing law and regulations.
 - b. The Bank has experience and expertise in international banking operations as shown by:
 - i. Its international banking operations for at least three (3) years prior to the date of application;
 - ii. Substantial income derived from international banking operations; and
 - iii. Established correspondent relationship with reputable banks; and
7. Requirements of the host country on the establishment of foreign offices therein.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
ESTABLISHMENT OF A BRANCH IN THE PHILIPPINES**

A. Application letter signed by the President of the Bank or Officer of equivalent rank and accompanied by the following information/documents:

1. Business plan detailing the following:
 - a. Primary banking activities/products and services to be offered;
 - b. Competition analysis to show that its application will not lead to overbanking in the target market; and
 - c. Financial projections for the first three (3) years of operations showing sustained viability, as may be required by the appropriate department of the Supervision and Examination Sector (SES):

Provided, that normally operating UBs, KBs and TBs with total resources of ₱1.0 billion or more shall be exempt from the foregoing requirements.

A Bank is not considered normally operating if it is under Prompt Corrective Action (PCA) or is non-compliant with supervisory directives duly confirmed by the Monetary Board.

In the evaluation of the business plan, due consideration shall be given to Banks that are able or are committed to invest or deploy branch resources in their area of operations;

2. Certified true copy of the resolution of the Bank's board of directors authorizing the establishment of the branch and indicating its proposed site;
3. Organizational set up of the proposed branch showing the proposed staffing pattern;
4. Certification/undertaking signed by the President of the Bank or Officer of equivalent rank that the Bank has complied or will comply, as the case maybe, with the prerequisites for the grant of authority to establish a branch under Subsection X151.2 of the MORB, as amended by Circular No. 624 dated 13 October 2008;

5. Confirmation/Statement from financial institutions other than BSP on the balance/status of the Bank's borrowings/bills payable (if any); and
 6. Certification from the Philippine Deposit Insurance Corporation (PDIC) that the Bank is a member in good standing.
- B. Additional requirements for the establishment of microfinance/BMBE-oriented branches of banks which are not microfinance/BMBE-oriented are as follows:
1. The branch shall have a manual of operations on microfinancing duly approved by the bank's board of directors;
 2. The branch shall have an adequate loan tracking system that allows daily monitoring of loan releases, collections and arrearages, and any restructuring and refinancing arrangements;
 3. The branch shall be managed by a person with adequate experience or training in microfinancing activities; and
 4. At least seventy percent (70%) of the deposits generated by the branch to be established shall be actually lent out to qualified microfinance/BMBE borrowers and the microfinance/BMBE loans of said branch shall at all times be at least fifty percent (50%) of its gross loan portfolio.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
ESTABLISHMENT OF AN OTHER BANKING OFFICE (OBO)
IN THE PHILIPPINES**

1. Application letter signed by the President of the Bank or Officer of equivalent rank and accompanied with the following information/documents:

- a. Certified true copy of the Resolution of the Bank's Board of Directors authorizing the establishment of the OBO (*indicate the "exact name of the OBO"*) and citing its proposed site (*indicate exact address where the OBO will be established*);
- b. Undertaking signed by the President of the Bank or Officer of equivalent rank that said OBO shall not accept deposits and/or service withdrawals thru tellers or other authorized personnel;

In the case of loan collection and disbursement points (LCDPs) of microfinance-oriented banks and microfinance/BMBE-oriented branches of banks, the undertaking shall state that:

- i. The LCDP shall accept deposits thru tellers or other authorized personnel solely from existing microfinance/BMBE borrowers; and
- ii. The account openings and other banking transactions of said microfinance/BMBE borrowers shall be done only at the head office/branch/extension offices or thru automated teller machines, as may be applicable (*in compliance with the definition of OBO under Section X151 of the MORB, as amended by Circular 624 dated 13 October 2008*);

2. Disclosure statement by the President of the Bank indicating that:
 - a. The proposed OBO is established to (*specify function/s or purpose/s of the OBO*);
 - b. The OBO shall not maintain a complete set of books of accounts; and
 - c. The OBO transactions shall be taken-up directly in the books of the head office or branch to which it is attached (*state the particular branch*).

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

LIST OF DOCUMENTARY REQUIREMENTS

**ESTABLISHMENT OF AN OFFSHORE BANKING UNIT (OBU)
IN THE PHILIPPINES**

1. Application letter signed by an authorized representative of the Foreign Bank;
2. Certified true copy of the resolution of the board of directors of the applicant foreign bank authorizing the proposed establishment of the offshore banking unit in the Philippines;
3. Certification duly authenticated by the Philippine Consulate from the proper Government entity/supervisory authority confirming that the requesting bank is currently in compliance with the applicable banking laws and regulations, including the integrity and competence of the bank management, its internal organization and its financial soundness;
4. A brief profile of the banking and monetary system of the state or nation where the applicant is domiciled, including the laws and administrative policies relating to the establishment of foreign offices by the applicant;
5. Historical background of the applicant including, but not limited to, the following:
 - a. date founded;
 - b. number of foreign branches, affiliates, subsidiaries and representative offices, if any and their locations;
 - c. number of domestic branches, if any;
 - d. growth of Bank, including the range of banking services offered;
 - e. ratio of domestic operations to foreign operations; and
 - f. foreign currency loans and investments of the bank in the Asean region by country, if any, for the immediately preceding three (3) years;
6. Certification duly authenticated by the Philippine consulate showing that it is duly authorized by the proper Government entity/supervisory authority of its country to establish and engage in offshore banking business in the Philippines or a statement from said government entity/supervisory authority that such approval/authority is not required;
7. The Bank's latest annual report to shareholders (two copies);

8. The Bank's Articles of Incorporation, as amended to date, duly authenticated by the Philippine consulate (two copies);
9. The Bank's By-Laws, as amended to date, duly authenticated by the Philippine consulate (two copies);
10. The Bank's statement of condition as of the end of the fiscal/calendar years preceding the filing of application, expressed in US dollars (two copies);
11. The Bank's statement of income for the last five (5) fiscal/calendar years preceding the filing of application (two copies);
12. Proposed organizational structure of the OBU to be set-up, including the following:
 - a. minimum number of expatriates and Philippine nationals to be employed during the first three (3) years;
 - b. maximum credit authority of the unit manager; and
 - c. extent of supervision of the unit by the head office;
13. Proposed allocation of funds for the operations of the unit;
14. Proposed operations to be conducted by the unit for the first three (3) years of business;
15. Names and addresses of persons in the Philippines authorized to represent the application in connection with this application; and
16. List of Correspondent Banks throughout the world.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

LIST OF DOCUMENTARY REQUIREMENTS

**ESTABLISHMENT OF A REPRESENTATIVE OFFICE OF A FOREIGN
BANK IN THE PHILIPPINES**

1. Application letter signed by an authorized representative of the Foreign Bank;
2. Certified true copy of the resolution of the board of directors of the applicant foreign bank authorizing the proposed establishment of a representative office in the Philippines;
3. Historical background of the applicant including, but not limited to, the following:
 - a. date founded;
 - b. number of foreign branches, affiliates, subsidiaries and representative offices, if any, and their locations;
 - c. number of domestic branches, if any;
 - d. growth of the Bank, including the range of banking services offered; and
 - e. ratio of domestic operations to foreign operations;
4. Certification duly authenticated by the Philippine Consulate from the proper Government entity/supervisory authority confirming that the requesting bank is currently in compliance with the applicable banking laws and regulations, including the integrity and competence of the bank management, its internal organization and its financial soundness;
5. Certification duly authenticated by the Philippine Consulate showing that the Bank is duly authorized by the proper Government entity/supervisory authority of its country to establish and open a representative office in the Philippines or a statement from such government entity/supervisory authority that such government entity/supervisory authority that such approval/authority is not required;
6. The Bank's statement of condition as of the end of the fiscal/calendar year preceding the filing of application (two copies);
7. The Bank's statement of income for the last five (5) fiscal/calendar years preceding the filing of application (two copies);

8. Brief description of Philippine trade and financial relations with the country of the applicant bank which may be promoted through the presence of the applicant bank in the country;
9. The Bank's annual report for the last two (2) years (two copies);
10. The Bank's articles of incorporation, as amended to date, duly authenticated by the Philippine Consulate (two copies);
11. The Bank's by-laws, as amended to date, duly authenticated by the Philippine Consulate (two copies);
12. Names and addresses of correspondent banks worldwide;
13. Bio-data of the Philippine Representative;
14. Proposed services to be promoted;
15. Proposed location of representative office; and
16. List of authorized signatories.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
EQUITY INVESTMENT IN ALLIED AND NON-ALLIED UNDERTAKINGS**

1. Application letter signed by an authorized officer of the Bank;
2. Certified true copy of the board resolution indicating the names of the directors approving the proposed investment;
3. Articles of Incorporation of the investee company;
4. Certification from the Bank's board of directors that the criteria enumerated below are complied with:
 - a. Such investment must be in accordance with the bank's business plan and management objectives, taking into consideration the economic developments and future prospects. The interests of the different stakeholders of the bank – shareholders, depositors and creditors – should always be considered before any investment is made;
 - b. Such investments will complement/support the main business of banks. Extra caution should be taken when investing in activities where the bank has no managerial or technical expertise, or businesses/industries, which are high-risk; and
 - c. Bank management shall provide for an efficient and effective "exit mechanism" or contingency plan in case the investee's operations fail or do not prosper;
5. Management contract, if applicable;
6. Financial information and other information about financial strengths, e.g., projected balance sheet and income statements for the first three years;
7. A listing of the latest members of the board and senior management of the investee company and the bank;
8. Interest to be held by the bank and the manner in which such interest will be held; and
9. Certified true copy of the board resolution of the investee company allowing the Bangko Sentral ng Pilipinas to examine its books.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
EXTENSION OF TIME TO OPEN A BSP-APPROVED BRANCH/
OTHER BANKING OFFICE (OBO)**

1. Application letter signed by an authorized officer of the Bank requesting extension of time to open the BSP-approved branch/OBO indicating the justification/s and valid reason/s for its failure to open within the required six-month period (*Pls. indicate the period or number of months requested*);
2. Copy of the letter from the BSP relaying the approval of the establishment of the branch/OBO subject of the request;
3. Certified true copy of the resolution of the Bank's board of directors authorizing the request for extension of time to open the BSP-approved branch/OBO (*Pls. indicate the period or number of months requested*); and
4. Proof that the branch/OBO can be opened within the requested extension period, e.g., certification from the architect/engineer that the establishment/renovation of the branch/OBO will be completed within the requested extension period or a notarized Affidavit of Undertaking signed by the Bank's Board of Directors or President with a firm commitment that subject branch/OBO will be opened within the requested extension period.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
HEAD OFFICE TRANSFER/RELOCATION/CONVERSION**

1. Application letter signed by the President of the Bank or Officer of equivalent rank;
2. A certified true copy of the resolution of the Bank's Board of Directors authorizing the proposed relocation/transfer of the head office, and stating the specific address subject of the transfer and the justifications/reasons therefor;
3. A certified true copy of the stockholder's resolution authorizing the amendment of the Articles of Incorporation of the Bank;
4. Description of the building and/or place of relocation, manner of occupancy, i.e., whether lease or purchase, estimate of the total costs to be incurred in connection with the transfer and the proposed timetable for such relocation;
5. If the place of relocation was previously a ROPA account, a copy of the BSP letter relaying the approval of the conversion of the ROPA account to bank premises (*pursuant to Subsection X606.3 of the MORB*); and
6. Plan for the disposition of the original site.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
INSOURCING OF OTHER BANKING FUNCTIONS**

1. *Application letter signed by an authorized officer of the Bank;*
2. Notarized Secretary's Certificate on the approval of the Bank's Board of Directors to render particular service/s to related entities;
3. Draft service agreement which shall include a detailed description of the service/s to be rendered by the Bank. In case the outsourcing party is a bank, the draft service agreement shall include the minimum provisions under Subsection X169.2 [b][1]; and
4. Information on the Bank's percentage of ownership to the related entity/ies and a statement on the contribution of the activity to the strategic plans of the Bank or to the group.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
ISSUANCE OF LONG-TERM NEGOTIABLE CERTIFICATES OF TIME
DEPOSIT (LTNCTD)**

1. Application letter signed by the President/Country Manager (branch of a foreign bank) of the issuing bank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the issuance of LTNCTD indicating, among others:
 - a. Issue size;
 - b. Offering period;
 - c. Purpose or Intended use of proceeds;
 - d. Registry Bank;
 - e. Underwriter/Arranger;
 - f. Selling Agent(s); and
 - g. Market Maker(s);
3. Summary of Indicative Terms and Conditions;
4. Certification of compliance with requirements of Subsection X233.9 of the MORB from the following parties:
 - a. Issuing bank;
 - b. Underwriter/Arranger;
 - c. Registry bank;
 - d. Selling agent(s); and
 - e. Market maker(s); and
5. Certification from the Philippine Deposit Insurance Corporation that the applicant bank (*issuing bank*) is a member in good standing.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
NOTIFICATION OF AVAILMENT/PRETERMINATION OF THE
CURRENCY RATE RISK PROTECTION PROGRAM (CRPP)**

I. Availment

The Bank shall transmit the details of the deal done with the BSP Treasury Department to the CALG, through CASG, not later than 4:30 P.M. of the banking day following the transaction date, in addition to the following documents:

1. Application for BSP Currency Rate Risk Protection Program – shall be submitted by the applicant to the Bank certifying under oath that the underlying foreign currency obligation qualifies under the Circular and that such obligation is unhedged;
2. Hard copy of the Reuters conversation with BSP Treasury Department, or if the deal is done thru the telephone, a fax copy of the details of the transaction;
3. Daily report on executed CRPP transactions in the prescribed format which shall be signed jointly under oath by the Bank's authorized signatory who shall at least be a Senior Vice President or his equivalent and by the Compliance Officer; and
4. Risk Disclosure Statement for Bangko Sentral ng Pilipinas Currency Rate Risk Protection Program.

In addition to the above documents, the following shall also be submitted for the specified type of foreign currency obligation hedged by the CRPP. Unless otherwise indicated, all the documents shall be certified as true copies by the Bank's authorized signatory who shall at least be a Senior Vice-President or its equivalent and by the Compliance Officer, and submitted to the CALG together with the application to avail of the CRPP:

1. BSP-Registered FCDU Loans and Bonds:
 - a. For medium/long-term (with remaining tenors of up to five [5] years booked as of 31 December 2003) FCDU loans and Bonds;

- i. BSP registration letter and accompanying Schedule of Principal and Interest Payments on BSP-registered Foreign Credits (Schedule RA-2); or
- ii. BSP-Letter-notation for partial loan utilization and BSP letter indicating the approved loan terms where amount eligible for hedging shall be limited to the total amount noted per the BSP letter.

BSP-registered medium/long-term FCDU loans and bonds incurred after 31 December 2003 may also be considered on a case to case basis.

- b. For short-term (with original maturity of up to one [1] year) trade-related FCDU loans:
 - i. Promissory note certified by the Head of the lending Bank's Loans Department;
 - ii. Certification from lending Bank on the date when loan account has been reported to BSP International Department (ID) under IOS Form 4; or
 - iii. Certification from lending Bank that the loan is outstanding (for loans which have not been reported to BSP-ID under IOS Form 4) indicating the following details: date granted, amount outstanding as of date of application, loan purpose and due date/s.
2. BSP-registered short-term trade-related borrowings of oil companies from offshore banking units (OBUs) and offshore banks;
- a. Promissory note certified by the Head of the lending OBU's Loans Department or by the oil company's highest ranking Treasury/Finance officer for loans granted by offshore banks;
 - b. Loan agreement indicating, among others, loan purpose and terms;
 - c. Original certification from lending OBU that the loan was utilized for trade purposes or relevant shipping documents for loans extended by offshore banks;
 - d. Original certification from the lending OBU on the date when the loan account was reported to BSP using the prescribed form or original certification from lending OBU that the loan is outstanding (for loans which have not been reported to BSP); and
 - e. For loans granted by offshore banks, original certification from the oil company's highest ranking Treasury/Finance officer that the loan has been duly reported by the firm to BSP through the International Department and remains outstanding as of date of application.

3. US dollar trust receipts:
 - a. Letter of credit, if applicable;
 - b. Commercial invoice;
 - c. Bill of lading (B/L);
 - d. Dollar TR draft; and
 - e. Trust receipt agreement;
4. Foreign currency import bills/ Customers' liabilities under acceptances:
 - a. Commercial invoice;
 - b. Bill of exchange (import bill or customer acceptance);
 - c. Bill of lading; and
 - d. Letter of credit;
5. BSP-reported Documents Against Acceptance (D/A)/Open Account (O/A) obligations;
 - a. Certification from the AAB which reported the DA/OA availment to BSP that the account was duly reported under Schedule 10 of FX Form 1 indicating the date of report, the Bank Reference Number (BRN) and unpaid balance as of application date;
 - b. In case of DA, the Bill of Exchange with the Importer's Acceptance indicated thereon;
 - c. In case deal was done earlier than BL date, certification from the oil company-importer that loading of the crude or finished oil importation has started or will commence on a weekend or a holiday; and
 - d. For oil-company importers:
 - i. Commercial invoice;
 - ii. Bill of Lading;
 - iii. In case the above are not yet available, the importer's letter of undertaking (LOU) that the certified true copy of the invoice and the BL shall be submitted upon availability but not beyond the maturity of the CRPP contract covering the open account indicating the BL date, data on estimated volume and value of the shipment, loadport and shipping vessel; and
 - iv. If the said copy of the BL is not yet available on said date, A Letter of Indemnity (LOI) from the supplier will be presented in lieu of the BL indicating the BL date, data on estimated volume and value of the shipment, loadport and shipping vessel.

6. In addition to the documents under No. 5, oil companies that intend to use a single CRPP contract to cover importations initially under an OA arrangement to be rolled over or refinanced with a short-term FCDU loan upon maturity:
 - a. BSP- ID's approval for the use of a single CRPP contract;
 - b. A sworn letter of undertaking:
 - i. to roll over the OA upon maturity or obtain an FCDU loan to refinance the supplier's credit whose maturity shall coincide with that of the CRPP contract; and
 - ii. to submit proof/s of payment of the supplier's credit (O/A) within five (5) days from date of payment.

II. Pretermination Requested by Client

Pretermination of a CRPP contract shall be allowed if the corresponding foreign exchange (FX) obligation will be paid in full or in an amount at least equal to the amount of the CRPP contract. The manner of prepayment should not be done thru renewal of the loan under a new promissory note or by another form of FX obligation.

The client should apply for pretermination of the CRPP contract with its Bank by submitting the following documents:

1. Creditor's conforme to the proposed prepayment;
2. Proof of payment which shall be submitted on prepayment date; and
3. Daily Report on Preterminated CRPP Contracts with BSP in the prescribed format which shall be signed jointly under oath by the Bank's authorized signatory who shall at least be a Senior Vice President or his equivalent and by the Compliance Officer, to be submitted not later than 4:30 P.M. of the following banking day.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
OUTSOURCING OF CERTAIN BANKING FUNCTIONS**

1. Application letter signed by an authorized officer of the Bank/Non-Bank Financial Intermediary (NBFI);
2. Proposed contract between the Bank/NBFI and the service provider which shall include the minimum provisions as required under Subsection X169.2 [b][1] of the Manual of Regulations for Banks;
3. A certified true copy of the Minutes of meetings of the Board of Directors of the Bank/NBFI concerned signed by majority thereof, certified by the Secretary and attested by the President documenting their discussions on the need for outsourcing the activity; and
4. Profile of the selected service provider or the non-bank partner, in case of joint ventures and other similar arrangements, such as:
 - a. Most recent and complete financial and operational information (i.e., Audited Financial Statements);
 - b. Track record;
 - c. List of clientele, particularly banks and the services provided thereto by the service provider; and
 - d. Latest SEC-registered Articles of Incorporation, DTI registration, if applicable, and latest business permits.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
PURCHASE OF AN OPERATING BRANCH/OTHER BANKING OFFICE
IN THE PHILIPPINES**

1. Application letter signed by the president of the Bank or officer of equivalent rank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the acquisition;
3. Written consent of the Philippine Deposit Insurance Corporation (PDIC) in the transfer of assets and assumption of liabilities as provided under Section 21 of the PDIC Charter (R.A. No. 3591), as amended by R.A. No. 9302;
4. Certified true copy of the Memorandum of Agreement between the selling and purchasing Banks; and
5. The reason/s or justification/s of the acquiring bank of the purchase of the counterparty Bank's branch.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
REDEMPTION OF PREFERRED SHARES**

1. Application letter signed by an authorized officer of the Bank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the redemption of the preferred shares;
3. Copy of the Stock Certificate/s of the shares to be redeemed;
4. Copy of the present Articles of Incorporation/Cooperation, certified by the Securities and Exchange Commission/Cooperative Development Authority as the "faithful reproduction of the original";
5. Certification of the Corporate Secretary on the Capital Structure of the Bank (*Please use Annex X-1 as template*); and
6. Schedule of Stockholdings before and after redemption (*Please use Annex X-2 as template*).

NAME OF BANK
CAPITAL STRUCTURE AS OF _____ (Date of Application)

TYPE	AUTHORIZED		SUBSCRIPTION		PAYMENTS		BALANCE	
	# of Shares	Amount	# of Shares	Amount	# of Shares	Amount	# of Shares	Amount
Common:	XXX	XXX						
1	XXX		XXX	XXX	XXX	XXX	XXX	XXX
2	XXX		XXX	XXX	XXX	XXX	XXX	XXX
3	XXX		XXX	XXX	XXX	XXX	XXX	XXX
4	XXX		XXX	XXX	XXX	XXX	XXX	XXX
5	XXX		XXX	XXX	XXX	XXX	XXX	XXX
6	XXX		XXX	XXX	XXX	XXX	XXX	XXX
7	XXX		XXX	XXX	XXX	XXX	XXX	XXX
8	XXX		XXX	XXX	XXX	XXX	XXX	XXX
9	XXX		XXX	XXX	XXX	XXX	XXX	XXX
10	XXX		XXX	XXX	XXX	XXX	XXX	XXX
Sub-Totals			XXX	XXX	XXX	XXX	XXX	XXX
Preferred:	XXX	XXX						
1.	XXX		XXX	XXX	XXX	XXX	XXX	XXX
2.	XXX		XXX	XXX	XXX	XXX	XXX	XXX
3.	XXX		XXX	XXX	XXX	XXX	XXX	XXX
Sub-Totals			XXX	XXX	XXX	XXX	XXX	XXX
TOTALS	XXX	XXX	XXX	XXX	XXX	XXX	XXX	XXX

P/s. fill-out boxes with XXX only.

CERTIFIED CORRECT:

Corporate Secretary

NOTED:

President

Annex X-2

[illegible]

* Common or Preferred shares newly issued to replace the shares to be redeemed

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
REDENOMINATION OF FCDU LOAN/ROPA TO PESO**

I. Redenomination *without need of prior BSP approval*

A. FCDU Loan

1. The report on FCDU loan converted/transferred to RBU as required by item d of Section X565 of the Manual of Regulations for Banks (MORB); and
2. Certification signed by the president or the officer of equivalent rank that the bank has complied with all the requirements for an EFCDU/FCDU loan to be transferred to RBU without prior BSP approval as enumerated under Section X565a of the MORB. The certification should state specific compliance with each requirement.

B. ROPA

1. The report on FCDU ROPA converted/transferred to RBU as required by item d of Section X565 of the MORB; and
2. Certification signed by the president or the officer of equivalent rank that the bank has complied with all the requirements for an EFCDU/FCDU ROPA to be transferred to RBU without prior BSP approval as enumerated under Section X565a of the MORB. The certification should state specific compliance with each requirement.

II. Redenomination *requiring prior BSP approval*

A. FCDU Loan

1. Application letter for redenomination of FCDU loan signed by the President or the officer of equivalent rank indicating the details of the FCDU loan account as to promissory note no., date granted, date due, outstanding loan amount, accrued interest, total amount for redenomination and collateral, and the reasons/justifications for the redenomination of the said FCDU Loan;
2. Certified true copy of the resolution on the Board of Directors' approval of the conversion/transfer of FCDU loan/s to RBU;
3. Letter of Borrower requesting conversion/transfer of FCDU loans to RBU;
4. Notarized Agreement between the Bank and Borrower for the conversion/transfer of FCDU loan;

5. Copy of Promissory Note of the FCDU loan;
6. Copy of Real Estate Mortgage and copy of Transfer Certificate of Title (TCT) of collateral; and
7. Copy of appraisal report of collateral.

B. ROPA

1. Application letter for redenomination of FCDU ROPA signed by the President or the officer of equivalent rank indicating the details of the FCDU ROPA account as to type of property, date and type of foreclosure and expiry of redemption, and the reasons/justifications for the redenomination of the said FCDU ROPA;
2. Certified true copy of the resolution on the Board of Directors' approval of the conversion/transfer of FCDU ROPA to RBU;
3. If title to the property is already in the name of the Bank, copy of the Transfer Certificate of Title; and
4. If title to the property is still in the name of the borrower/original owner, submit the following:
 - a. Details of the ROPA as to date of foreclosure, type of foreclosure and expiry of redemption period; and
 - b. Proof of Bank's ownership of property such as Certificate of Sale, in case of extrajudicial foreclosure, or Deed of Dacion, in case of dation in payment.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
SALE OF BRANCH/OTHER BANKING OFFICE IN THE PHILIPPINES**

1. Application letter signed by the president of the Bank or officer of equivalent rank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the sale;
3. Written consent of the Philippine Deposit Insurance Corporation (PDIC) in the transfer of assets and assumption of liabilities as provided under Section 21 of the PDIC Charter (R.A. No. 3591), as amended by R.A. No. 9302;
4. Certified true copy of the Memorandum of Agreement between the selling and purchasing Banks; and
5. The reason/s or justification/s of the selling bank of the sale of the Bank's branch.

**SUPERVISION AND EXAMINATION SECTOR
CENTRAL APPLICATIONS AND LICENSING GROUP**

**LIST OF DOCUMENTARY REQUIREMENTS
VOLUNTARY CLOSURE OF BRANCHES/OTHER BANKING OFFICES**

1. Application letter signed by the President or officer of equivalent rank;
2. Certified true copy of the resolution of the Bank's board of directors authorizing the voluntary closure of a branch/other banking office and stating the justifications/reasons on why the Bank is requesting the closure of the said branch/other banking office; and
3. Plan for the remaining deposits/other creditors' accounts, as well as the staff of the branch/other banking office to be closed.