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GSE LAW LEGAL UPDATES

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SECURITIES AND EXCHANGE COMMISSION

ELECTRONIC SEC UNIVERSAL REGISTRATION ENVIRONMENT (ESECURE) | M.C. NO. 10-2024

The SEC implements the eSECURE facility to allow a more simplified user access to the different online services of the Commission. An eSECURE account created in the online system provides better security to online transactions with the Commission by adding layers of security to verify the identity and authenticity of the user through Electronic Know Your Customer (eKYC) elements.

Each eSECURE account must undergo the credentialing process to secure the account and be able to avail of sensitive, critical online services - this includes uploading a copy of the user's PhilSys ID or any government-issued ID and undergoing the liveness check on the eSECURE system. Fees and charges are imposed for the creation and credentialing of one's eSECURE account.

In addition, users can now have their document submission to the SEC digitally authenticated by the SEC Electronic Submission Authentication portal (eSAP) feature. Certain online systems such as (1) the SEC Electronic Filing and Submission Tool (SEC eFAST), (2) MC 28 Submission Portal, and (3) Electronic System for Payment to SEC (eSPAYSEC) may be accessed in the meantime without an eSECURE account. However, once these systems have been integrated therein, an eSECURE account will be necessary for users to be able to access all online transactions and services with the SEC.

[Click here for the full text of SEC M.C. No. 10-2024](#)

REQUIREMENTS RE MINUTES OF THE MEETING OF STOCKHOLDERS FOR PUBLICLY LISTED COMPANIES (PLC) | M.C. NO. 11-2024

The SEC, pursuant to its regulatory power to promote corporate governance and protect minority investors, mandates all publicly listed companies (PLCs) to upload the minutes of their regular and special stockholders’ meetings, subject to the following guidelines:

1. *Contents* –The contents of the minutes of the meeting shall include, among others, the following:
- a.Date, time, and place of the meeting, including the adoption of remote or electronic means of communication, if applicable;

b.A list of the directors, officers, and stockholders who attended the meeting;

c.Determination of quorum;

d.The agenda/matters discussed and resolutions reached;

e.A description of the voting and vote tabulation procedures used in the meeting;

f.A record of the voting results for each agenda item, including approving, dissenting, and abstaining votes for each agenda item;

g.A description of the opportunity given to stockholders to ask questions; and

h.A record of the questions asked and answers given or a statement that no questions were raised by the stockholders during the meeting, if there were none.
2. *Signatory* –The minutes of the meeting shall be signed by the Corporate Secretary or the Assistant Corporate Secretary as identified in the company’s General Information Sheet.
3. *Posting* –The minutes of the meeting shall be posted on the company’s website within five (5) business days from the date of the regular or special stockholders meeting.
- a.The draft minutes of the meeting shall be signed and posted in the website within five (5) business days from the date of the stockholders meeting. The draft may include either a watermark or a footnote, which indicates that the minutes of the meeting are still subject to the approval of the stockholders in the next stockholders’ meeting.


b.The approved minutes of the previous meeting shall be signed and posted in the website within five (5) business days from the approval of the stockholders.

4. Imposable Penalties – Non-compliance with the timely posting and minimum required information of the minutes of the meeting shall be subject to the following penalties:


VIOLATION	BASIC PENALTY	MONTHLY PENALTY
Failure to timely post / update periodic reports / disclosures	PhP20,000	PhP5,000
Incomplete Disclosure of Minimum Required Information	PhP5,000	PhP1,000
No Signature / Wrong Signatory	PhP5,000	PhP1,000

The foregoing penalties shall be without prejudice to any other penalties that may be imposed by the Commission pursuant to Presidential Decree No. 902-A, the Securities Regulation Code, Revised Corporation Code, and all other relevant laws, rules and regulations being implemented by the Commission.


[Click here for the full text of SEC M.C. No. 11-2024](#)



Draft minutes of the regular and special stockholders’ meetings must be posted on the company’s website within five (5) business days from the date of the regular or special stockholders meeting; and the signed versions, within five (5) business days from approval.



All covered companies who have already conducted their 2024 Annual Stockholders Meeting prior to 15 July 2024 are given five (5) business days to upload the minutes of the meeting in their respective websites.

 **Related issuance:**
[Code of Corporate Governance for Publicly Listed Companies](#)

SECURING & EXPANDING CAPITAL IN REAL ESTATE INVESTMENTS TRANSACTIONS (SEC RENT) | M.C. NO. 12-2024

The SEC issued the following guidelines for the registration of securities by real estate developers and/or managers issuing investment contracts, certificate of participation or profit-sharing agreements in relation to rental pool agreements:

1. The registrant shall provide the required financial information and disclosures in accordance with the Revised SRC Rule 68 and the Philippine Financial Reporting Standards and other relevant issuances of the Commission.
2. Registrant shall present to the SEC Office of the General Accountant (OGA) its financial statements for pre-evaluation in order to determine basic compliance with the Revised Rule 68, such as but not limited to:



- a. The periodic presentation of the AFS and IFS as prescribed under Part II, Section 5;
 - b. The prescribed age requirements under Part II, Section 5.
3. The OGA shall inform the registrant of the result of its review through the issuance of a Comment and Response Sheet (CRS). The registrant shall submit its response to the CRS within five (5) days from the issuance of the same. Failure to respond within the given period shall be deemed a waiver of the right to respond thereto, and the OGA's findings shall become final. Once final, the result of the OGA's review will be referred to the SEC Market and Securities Regulation Department (MSRD).
4. The registrant shall email digital copies to msrdsbmission@sec.gov.ph in word and PDF format of the following for pre-processing review:
- a. OGA Pre-Evaluation Clearance Form;
 - b. SEC RENT Pre-evaluation Checklist Form;
 - c. Form SEC RENT and Prospectus; and
 - d. All required Exhibits.
5. Securities which are intended to be issued in tranches at more than one instance, may be offered on a continuous or delayed offering for a period not exceeding three (3) years from the effective date of the initial shelf registration statement under which they are offered and sold.
6. In order to be eligible to subsequently offer securities, the registrant must comply with the following requirements:
- a. The registrant must have complied with the reporting requirements of Rule 17 and 20 of the SRC IRR and the Revised Corporation Code for at least 12 calendar months immediately preceding the filing of the registration statement and have timely filed all required reports with the Commission during the same period;
 - b. The registrant must have uploaded in its official website all required reports specified above;
 - c. The registration statement and/or offer circular/supplement is not subject to any pending proceeding nor was the subject of any refusal order or stop order; and
 - d. The registrant is not a subject of any pending proceeding under Rule 53 of the SRC in connection with an offering.
7. The Commission shall review and declare the registration statement effective or reject the same within forty-five (45) days after the date of filing with MSRD, in accordance with the requirements of the SRC, RCC, and other pertinent issuances of the Commission.
8. If the registration statement is, on its face, incomplete or inaccurate in any material respect or includes any untrue statement of a material fact required to be stated therein or necessary to make the statement not misleading, the Commission may reject such registration statement and refuse registration. An Order of Rejection shall be issued if the registrant failed to fully comply with the requirements or is found to be in violation of any of the provisions of the RCC, SRC and its IRR and the registration fee is forfeited in favor of the Commission.

9. After the effectivity of the registration statement, the registrant shall submit digital copies to ictdsbmission@sec.gov.ph and copy furnish msrdsbmission@sec.gov.ph and upload the following in its official website:

- a. a monthly report on the number of shares sold during the month and a running balance of the total amount raised since the start of the offer under SEC Form 17-C;
- b. reports required under Rule 178 of 2015 SRC Rules (SRC IRR);
- c. reports required under Rule 239 of the 2015 SRC IRR;
- d. reports required under Section 17710 of the Revised Corporation Code to efast.sec.gov.ph.

[!\[\]\(cbe80b694ebd74fcfe136a095b608235_img.jpg\) Click here for the full text of SEC M.C. No. 12-2024](#)

NOTICE ON THE AUTO ACCEPTANCE OF AFS IN THE EFAST | SEC NOTICE DATED 09 JULY 2024

Financial statements submitted through the Electronic Filing and SubmissionTool (eFAST) shall automatically be received and issued a QR Code. Submitted financial statements shall be subject to evaluation by the appropriate department(s) and corresponding penalty/penalties, if warranted, pursuant to existing issuances, and rules and regulations implemented by the Commission.

[!\[\]\(e474458956c9a37fbf9586ddb60a7fa1_img.jpg\) Click here for the full text of this SEC Notice](#)

INTRODUCTION OF SEC ZUPER EASY REGISTRATION ONLINE (ZERO) | SEC NOTICE DATED 15 JULY 2024

SEC launches the SEC Zuper Easy Registration Online (ZERO) on 17 July 2024. The system is part of SEC's eSPARC (Electronic Simplified Processing of Application for Registration of Company) and eSAP (Electronic Submission Authentication Portal), which now simplifies and expedites the company registration process by digitizing all key steps and allowing for a smooth, paperless experience.

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LAUNCH OF THE SEC FOREIGN INVESTMENT REGISTRATION STATION GREEN LANE UNIT (SEC FIRST GREEN LANE UNIT) | SEC NOTICE DATED 17 JULY 2024

The SEC FIRST Green Lane Unit aims to expedite the registration and monitoring processes for foreign investments, positioning the Philippines at par with the superior service standards of leading registries worldwide.

The SEC FIRST Green Lane will provide services to the following covered entities:

1. Registered domestic corporations with more than 40% foreign equity under Foreign Investment Act (FIA);

2. Foreign corporations:
- Branch (stock and non-stock corporations)
 - Representative Office (stock and non-Stock corporations)
 - Regional Operating Headquarters
 - Regional or Area Headquarters

To ensure a seamless and efficient experience, this unit will handle the following applications under the Commission’s existing platforms:

1. Electronic Simplified Processing of Application for Registration of Company (eSPARC)
 - a. Licensing of foreign and multinational companies;
 - b. Registration of domestic corporations under FIA;
2. Electronic Application for Modification of Entity Data (eAMEND)
 - a. Amendment of FIA registered entities
3. Email Platform (crmd_amend_foreign@sec.gov.ph)
 - a. Amendment and Conversion of SEC License of foreign corporations
 - b. Change of Resident Agent of a foreign corporation
 - c. Withdrawal of License of a foreign corporation
 - d. Dissolution of covered entities
 - e. Other transactions of covered entities within the jurisdiction of the CRMD
4. Monitoring Request Form Link:
<https://forms.gle/Nt9p8PN88j7G4LPi8>
 - a. Monitoring of reportorial requirements of covered entities
 - b. Compliance with the Securities Deposit of applicable covered entities

 [Click here for the full text of this SEC Notice](#)

TAXATION

PROVIDING GUIDELINES, POLICIES AND PROCEDURES IN THE PROCESSING OF CLAIMS FOR TAX CREDIT/REFUND OF EXCESS / UNUTILIZED CREDITABLE WITHHOLDING TAXES ON INCOME | BIR RMO NO. 25-2024

The processing offices authorized to receive the “Application for Tax Credits/Refunds” (BIR Form No. 1914) for claims under Section 76(C), in relation to Sections 204(C) and 229 of the Tax Code are the following:

- a. The Revenue District Office (RDO); and
- b. The respective Large Taxpayers Audit Division (LTAD) or Large Taxpayers District Office (LTD0) under the Large Taxpayers Service (LTS).

For regular applications or those filed by taxpayers of “going-concern” status, and have chosen the option to apply for tax credit or refund the excess income tax in their Annual Income Tax Returns (AITR):

Period to file - The filing of the application for tax credit/refund shall be made within 2 years from the date of the filing of the AITR. A return filed showing an overpayment shall be considered a written claim for tax credit/refund.

Processing Period - The period to process the application herein shall be 180 days, commencing from the date of the submission of complete documents (which should be submitted within the 2-year prescriptive period)

Income - The income upon which taxes were withheld must be included as part of the gross income declared in the AITR of the taxpayer-claimant and duly established by a copy of the withholding tax certificate issued by the payor (withholding agent) to the payer showing the payment and amount of tax withheld.

Notification on Outstanding Liabilities - If upon filing and/or approval of the tax credit/refund claim, the taxpayer-claimant has outstanding liabilities, he/she shall notify the Collection Section of the RDO and Collection Division of the Revenue Region or LT-Collection Enforcement Division (LTCED), of the approved income tax credit-refund which may be used or garnished by the BIR to collect fully or partially for the outstanding delinquent tax liabilities of the taxpayer-claimant.

Stop-Filer Cases - Stop-Filer cases found on the records of the taxpayer-claimant shall not be a cause for delay of the application for tax credit/refund, but should be resolved independently and pursuant to existing policies and guidelines to accord due process in settling open cases and the enforcement of civil remedies mandated by the Tax Code.

Appeal to the CTA - If the claim is fully or partially denied, the taxpayer-claimant may appeal the decision before the CTA within 30 days from receipt thereof.

Remedies - If the tax credit/refund is not acted upon by the authorized processing office within the 180-day period, the taxpayer-claimant may opt to Appeal to the CTA within the 30-day period from the date of the expiration of the 180-day processing period; or Forego the judicial remedy and await the final decision of the authorized processing office

If no decision is rendered within the 180-day period, and the taxpayer-claimant sought a judicial remedy within 30-days from the end of such period, the administrative claim for refund is considered moot and shall no longer be processed.

For taxpayers whose applications for tax credit/refund were made for purposes of cessation or dissolution of business:

Processing Period - As an exception to the 180-day processing period, the processing offices shall decide on an application for tax credit/refund in line with the purposes herein within 2 years from the date of the dissolution or cessation of business. For this purpose, the 2-year period will commence from the submission of the “Application for Registration Information Update/Correction/Cancellation” (BIR Form No. 1905) together with the complete documentary requirements set by the BIR for the closure of

business and the refund of excess income taxes due to cessation or dissolution of business under Section 76(C) of the Tax Code.

Verification of CWT Claimed from prior years – The assigned Revenue Office shall establish the fact of withholding, existence and veracity of the supporting documents for the CWT claimed, from the year where the excess tax credits emerged. If any of the taxable years covered have already been subjected to audit of all internal revenue taxes, verification as to whether or not the taxes withheld are included as part of the gross income declared in the AITR of the taxpayer-claimant where the corresponding income is reported may no longer be necessary for the taxable year covered by the LOA. In this case, the assigned RO shall attach printouts of the result of audit from the IRIS-CMS, if available, or attach copies of the LOA, result of audit and/or termination letter, if any.

Release of Approved Refund - The approved refund shall be released only after the completion of the mandatory audit of all internal revenue tax liabilities covering the immediately preceding year and the short period return and full settlement of all tax liabilities relative to cessation or dissolution of business and any existing tax liabilities prior to the cessation or dissolution.

Burden of Proof - The taxpayer-claimant has the burden of proving withholding. No income tax refund shall be granted unless the authenticity and veracity of BIR Form No. 2307 or BIR Form No. 1606, whichever applicable, is verified. Nevertheless, the withholding tax payments which are the source of the claimed creditable taxes must be declared and included by the withholding agent of the taxpayer-claimant in the Alphabetical List of Payees and the withholding agent must remit the same to the government.

[Click here for the full text of BIR RMO No. 25-2024](#)

PROVIDING GUIDELINES, POLICIES AND PROCEDURES IN THE PROCESSING OF CLAIMS FOR CREDIT/REFUND OF TAXES ERRONEOUSLY OR ILLEGALLY RECEIVED OR COLLECTED OR PENALTIES IMPOSED WITHOUT AUTHORITY | BIR RMO NO. 27-2024

Claims for tax credit/refund pursuant to Section 204(C) in relation to Section 229 of the Tax Code must conform to the following essential requisites:

- 1.The tax credit/refund claim pertains to erroneously or illegally received or collected taxes or penalties imposed without authority.
- 2.Filing of a claim for tax credit/refund shall be done within two (2) years after payment of the tax or penalty.

The erroneously or illegally received or collected taxes must be supported with a copy of the duly filed tax return with the corresponding payment remitted to the Bureau.

Procedures were also provided for the following:

- 1.Processing Office - Revenue District Office (RDO) or to the respective Large Taxpayers Audit Division (LTAD) or Large Taxpayers District Office (LTDO) under the Large Taxpayers Service (LTS)
 - 2.Reviewing Office - Assessment Division (RDO) or Head Revenue Executive Assistant (HREA-LTS)
 - 3.Approving Office - Regional Director (RDO) or Assistant Commissioner (LTS);
 - 4.Processing and Issuance of TCC/Refund Check;
 - 5.Reporting to the Assessment Service; and
 - 6.Safekeeping of the Tax Docket.
- * For the step-by-step process, please refer to the full text of the issuance.*

The processing offices shall strictly observe the 180-day time frame to grant in full or in part the claims for tax credit/refund, subject to the availability of funds from the Department of Budget and Management (DBM). A complete breakdown of the number of days can be found in pages 2 and 3 of the full text of the issuance. If it is not acted upon within such time frame, the taxpayer-claimant may appeal to the CTA within 30-days from the expiration of the 180-day period, or they may forego the appeal and await the final decision of the authorized processing office.

The processing office shall not receive applications that have incomplete documentary requirements. The requirements are enumerated in the Checklist of Mandatory Requirements (Annex A.1).

When the taxpayer-claimant has outstanding tax liabilities, the processing/reviewing/accounting office shall notify the Collection Section of the Revenue District Office and Collection Division of the Revenue Region or the LT-Collection Enforcement Division (LTCED) that the approved tax credit/refund may be used or garnished by the BIR to collect either fully or partially the outstanding delinquent tax liability/ies.

“Stop-Filer Cases” of the taxpayer-claimant shall not be a cause for the delay in the processing of the tax refund, but nonetheless should be resolved independently pursuant to policies and guidelines in RMO Nos. 41-2011 and 28-2012.

[Click here for the full text of BIR RMO No. 27-2024](#)



PRESCRIBING THE MANDATORY REQUIREMENTS FOR CLAIMS FOR CREDIT REFUND/ REFUND OF TAXES ERRONEOUSLY OR ILLEGALLY RECEIVED OR COLLECTED OR PENALTIES IMPOSED WITHOUT AUTHORITY | BIR RMC NO. 74-2024

The Circular prescribes the mandatory documentary requirements in the processing and grant of claims for issuance of tax credit certificates (TCC) or cash refund (TCC/refund) of erroneously or illegally received or collected taxes under Section 204(C) in relation to Section 229 of the Tax Code, in line with the reforms on tax refunds pursuant to Republic Act No. 11976 (EOPT Act) and Revenue Memorandum Order No. 27-2024. Refunds based on a writ of execution issued by the Court of Tax Appeals (CTA) and Supreme Court, however, are not covered by this circular.

General Policies:

1. The taxpayer-claimant shall submit the Application for Tax Credits/Refunds (BIR Form No. 1914) for claims under Section 204(C), in relation to Section 229 of the Tax Code, to the processing office that has jurisdiction over the taxpayer-claimant, as follows:


- a. The Revenue District Office (RDO); or
 - b. The respective Large Taxpayers Audit Division (LTAD) or Large Taxpayers District Office (LTDO) under the Large Taxpayers Service (LTS)
2. Only applications with complete documentary requirements enumerated in the Checklist in Annex A.1 which are filed within the prescribed two (2) year period after the payment of the tax or penalty shall be received and processed by the authorized processing office.

Documents to be submitted:

1. The application/s must be accompanied with the complete supporting documents enumerated in Annex A.1. Documentary requirements for tax credit/refund claims pursuant to Section 204, in relation to Section 229 of the Tax Code, vary depending on the nature of the tax sought to be refunded/credited and the circumstances that led to the taxes alleged to have been erroneously or illegally received or collected or penalties imposed without authority. Thus, the taxpayer-claimant may submit documents other than those in Annex A.1 to support the claim.
2. The taxpayer-claimant shall attach a notarized Taxpayer Attestation (Annex A.2) certifying to the completeness of the documents submitted.
3. The taxpayer-claimant shall fully cooperate with the assigned ROs and shall ensure availability of all documents that may be requested during the verification in case there are issues or findings that need further clarification.

4. The taxpayer-claimant shall secure Delinquency Verification Certificate (valid for 6 months) from the Collection Division under the respective Revenue Region or the Large Taxpayer Collection Enforcement Division under the Large Taxpayers Service, whichever is applicable.

- [Click here for the full text of BIR RMC No. 74-2024](#)
- [Click here for the Annexes of BIR RMC No. 74-2024](#)

 **Related issuance:**
BIR RMO No. 27-2024

PRESCRIBING THE MANDATORY REQUIREMENTS FOR CLAIMS FOR TAX CREDIT OR REFUND OF EXCESS/UNUTILIZED CREDITABLE WITHHOLDING TAXES ON INCOME | BIR RMC NO. 75-2024

The Circular is issued to provide guidelines and prescribe the mandatory documentary requirements in the processing and grant of claims for issuance of tax credit certificates (TCC) or cash refund (TCC/refund) of excess/unutilized creditable withholding taxes (CWT) on income under Section 76(C), in relation to Sections 204(C) and 229 of the Tax Code, in line with recently introduced reforms on tax refunds under Republic Act No. 11976, or the Ease of Paying Taxes (EOPT) Act of 2023 and Revenue Memorandum Order No. 25-2024.

General Policies:

1. The taxpayer-claimant shall submit the Application for Tax Credits/Refunds (BIR Form No. 1914) for claims under Section 76(C), in relation to Sections 204(C) and 229 of the Tax Code, to the processing office that has jurisdiction over the taxpayer-claimant, as follows:

- a. The Revenue District Office (RDO); or
- b. The respective Large Taxpayers Audit Division (LTAD) or Large Taxpayers District Office (LTDO) under the Large Taxpayers Service (LTS)

2. The processing office/s shall decide on the application and refund the excess taxes within 2 years from the date of the dissolution or cessation of business, which is an exception to the 180 day processing of TCC/refund. The period shall commence from the submission of the Application for Registration Information Update/Correction/Cancellation (BIR Form No 1905) with the complete documentary requirements for closure of business.

3. Only applications with complete documentary requirements under the Checklist of Mandatory Requirements (Annex A.1 for taxpayers of “going concern” status or Annex A.2 for taxpayers undergoing dissolution or cessation of business) shall be received and processed by the authorized processing office.

Documents to be submitted:

1. The application/s must be accompanied with the complete supporting documents enumerated in Annex A.1 or Annex A.2 of the Circular.

2. The taxpayer-claimant shall accomplish and provide comparative matrix of tax withheld in accordance with Annex A.3 of the Circular.
3. The taxpayer-claimant shall attach a notarized Taxpayer Attestation (Annex A.4) certifying to the completeness of the documents submitted.
4. The taxpayer-claimant shall fully cooperate with the assigned ROs and shall ensure availability of all documents that may be requested during the verification in case there are issues or findings that need further clarification.
5. The tax returns filed by the taxpayer-claimant, particularly the Quarterly and Annual Income Tax Returns prior to the date of application of the CWT credit/refund or the issuance of the electronic Letter of Authority, whichever comes first, shall be considered in the processing of the claims.
- [Click here for the full text of BIR RMC No. 75-2024](#)
- [Click here for the Annexes of BIR RMC No. 75-2024](#)

 **Related issuance:**
BIR RMO No. 25-2024

CLARIFICATION ON THE INVOICING REQUIREMENTS PROVIDED UNDER REVENUE REGULATION (RR) NO. 7-2024, AS AMENDED BY RR NO. 11-2024 | BIR RMC NO. 77-2024

Pursuant to Republic Act (RA) No. 11976 (Ease of Paying Taxes Act), the circular clarifies the invoicing requirements for the use and printing of Sales Invoice. A sample format is also included as part of the annexes.

Under RA No. 11976, a VAT-registered person shall issue a duly registered VAT Invoice for every sale, barter, exchange of services or lease of goods or properties and for every sale, barter or exchange of services, regardless of the amount of the transaction.

Meanwhile, a Non-VAT-registered person shall issue a Non-VAT Invoice for every transaction valued at Five Hundred Pesos (Php500.00) or more.

Based on the foregoing, an “Invoice” is now required to be issued for both sales of goods and services. The Circular provides some clarification on the invoicing requirements under RA No. 11976 and the use and printing of Sales Invoice:

1. For Non-VAT registered sellers, an invoice shall be issued under the following instances:

a.the amount of a single sale transaction is more than Php500.00;

b.the buyer requested/demanded an invoice, regardless of the amount of sales transaction; or

c.if at the end of the day, the aggregate amount of all sales transactions amounting to less than Php500.00 exceeded the Php500.00 threshold.

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1. For Non-VAT registered sellers, an invoice shall be issued under the following instances:

a.the amount of a single sale transaction is more than Php500.00;

b.the buyer requested/demanded an invoice, regardless of the amount of sales transaction; or

c.if at the end of the day, the aggregate amount of all sales transactions amounting to less than Php500.00 exceeded the Php500.00 threshold.

2. Seller’s of services must now issue an invoice for each sale. For this purpose, an Authority to Print (ATP) must be secured before a seller can have an Accredited Printer print an Invoice. However, during the transitory period, sellers may opt to use their remaining unused Official Receipts by converting them into invoice.

To convert Official Receipts to Invoice, the word “Official Receipt/Billing Statement/Statement of Account/Statement of Charges into Billing Invoice” on the face of the manual and loose leaf printed receipt shall be stricken out and shall be stamped “Invoice” or “Cash Invoice” or “Charge Invoice” or “Credit Invoice” or “Service Invoice” or “Billing Invoice”, or any name describing the transaction for which such invoice shall be issued to its buyer/purchaser.

Since the Official Receipt/Billing Statement/Statement of Account/Statement of Charges will serve as a supplementary document, the conversion of such to Invoice/Billing Invoice as primary invoice is an option given to taxpayers, provided that the converted Invoice/Billing Invoice shall contain the required information provided under Revenue Regulations (RR) No. 07-2024, as amended, including details like quantity, unit cost and description or nature of service, pursuant to Section 237 of the Tax Code.

The taxpayer may also use the remaining booklets of the Official Receipts provided that each page is stamped with “THIS DOCUMENT IS NOT VALID FOR CLAIM OF INPUT TAX.”

3. A seller engaged in the sale of goods or services cannot issue an invoice upon receipt of payment. An Official Receipt or Payment Receipt or Acknowledgement Receipt may be issued instead upon subsequent collection or receipt of payment.
4. The stamping of Official Receipts as Invoices by taxpayers does not require prior approval from any RDO/LT Office/LT Division, but it must comply with Section 8(2.3) of RR No. 07-2024. However, the reporting of unused Official Receipts to be converted to Invoice requires prior approval from the RDO/LT Offices/LT Divisions.
5. All unused manual or loose leaf Official Receipts to be converted as Invoice shall be reported to the BIR by submitting an Inventory Report, indicating the number of booklets and the serial numbers of the unused Official Receipts converted to Invoice.

Taxpayers using CRM/POS machines/E-receipting (CAS/CBA with e-receipting) or E-invoicing software that renamed the Official Receipts being issued to Invoice shall be reported by submitting a Notice on the Renaming of Machine/System Generated Official Receipt to Invoice indicating the starting serial number of the converted invoice and the start date when such serial number was/will be issued.

The said Inventory Report and Notice on the Renaming of Official Receipt to Invoice shall be submitted to the RDO/LT Office/LT Division where the Head Office or Branch Office is registered, or through the Taxpayer Registration Related Application (TRRA) Portal via email of the Compliance Section, on the following deadlines:

Document	Deadline of Submission
Inventory Report (for Manual/Loose Leaf)	31 July 2024
Notice on the Renaming of Official Receipt to Invoice (for CRM/POS/CAS/CBA with AR)	Within thirty (30) days from the completion of machine/system reconfiguration/enhancement or on 31 December 2024, whichever comes first


The receiving Branch RDO shall transmit the original copy to the Head Office RDO and retain the duplicate copy, for reference and audit purposes of both offices.

Taxpayers who have already submitted the inventory report using Annex D of RMO No. 12-2013 or Letter Notice prior to the publication date of this Circular on the BIR official website are no longer required to resubmit the inventory report using the format outlined above.

The issuance of an Official Receipt after every sale of goods or services after the prescribed period shall not be considered as evidence of sales of goods or services and shall be tantamount to failure to issue an Invoice.

A non-stock, non-profit entity must issue a Non-VAT Official Receipt or Acknowledgment Receipt or Donation Receipt upon receiving a donation. However, should the entity be engaged in any profitable undertaking or business activity, an invoice shall be issued for all business transactions.

[Click here for the full text of BIR RMC No. 77-2024](#)

 **Notice on the Renaming of Official Receipt to Invoice (for CRM/POS/CAS/CBA with AR), must be submitted Within thirty (30) days from the completion of machine / system reconfiguration/enhancement or on 31 December 2024, whichever comes first.**

 **Related issuances:**
[BIR RR No. 7-2024](#); [BIR RR No. 11-2024](#)

FURTHER EXTENDING THE TRANSITORY PERIOD PRIOR TO ACTUAL IMPOSITION OF WITHHOLDING TAX ON GROSS REMITTANCES MADE BY DIGITAL FINANCIAL SERVICES PROVIDERS TO SELLERS/MERCHANTS PRESCRIBED UNDER REVENUE REGULATIONS NO. 16-2023 | BIR RMC NO. 79-2024

The transitory period for the actual imposition of withholding tax on gross remittances made by digital financial services providers is extended for another ninety (90) days or until 12 October 2024, to give them additional time to complete their system adjustments for compliance.

[Click here for the full text of BIR RMC No. 79-2024](#)

 **Related issuance:**
[BIR RR No. 16-2023](#)

AVAILABILITY OF THE NEW BIR WEBSITE | BIR RMC NO. 80-2024

This Circular was issued to announce the availability of the new BIR Website (<https://www.bir.gov.ph>) starting on 17 July 2024.

The enhancement of the BIR Website was undertaken to make it more user-friendly and responsive to the needs of the BIR’s stakeholders in terms of access to updated tax information and various BIR electronic services.

[Click here for the full text of BIR RMC No. 80-2024](#)

TAX RETURNS/PAYMENT FORMS GENERATED FROM THE ELECTRONIC ONE TIME TRANSACTION (EONETT) SYSTEM | BIR RMC NO. 83-2024

This Circular was issued to notify the public that taxpayers who have filed ONETT applications via the eONETT System and will manually pay the tax due computed thereon to any Authorized Agent Banks/Revenue Collection Officers shall present the tax return/payment form generated from the eONETT system, which bears the following notation:

“This document is generated from the eONETT System. “TIN verified” stamp and signature from RDO representative is NOT required. This also serves as proof that this tax return/payment form has been electronically filed, in lieu of the Tax Return Receipt Confirmation.”

[Click here for the full text of BIR RMC No. 83-2024](#)

BANKING

AMENDMENTS TO FOREIGN EXCHANGE REGULATIONS COVERING REPORTING GUIDELINES AND PENALTY PROVISIONS | BSP CIRCULAR NO. 1197

The following provisions of the Manual of Regulations on Foreign Exchange Transactions (FX Manual, issued under Circular No. 645 dated 13 February 2009, as amended) are revised as follows:

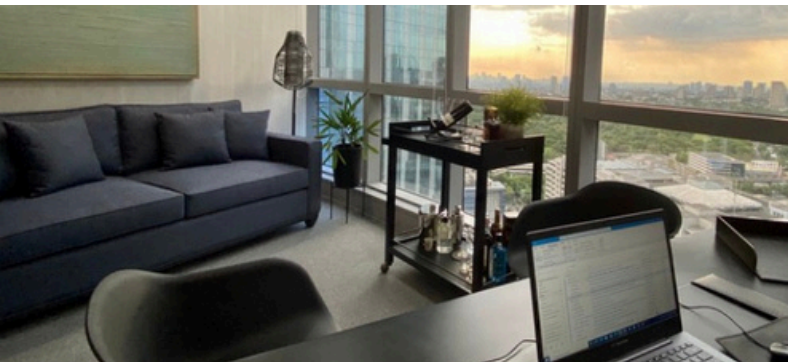
1. Offshore Banking Units and Foreign Currency Deposit Units - Revised provisions on transactions with residents, accounting for bonds, certificates of indebtedness, and stocks according to PFRS
2. Foreign Exchange Forwards and Swaps - Reporting requirements for derivative transactions, including cancellations and rollovers of forward contracts
3. Open Foreign Exchange Position of Banks - New computation methods for net open foreign exchange positions, excluding certain assets and liabilities
- The net long/short position in each currency shall consist of FX assets and FX liabilities, excluding 100% FX cover required by a foreign Monetary Authority to be deposited by a Philippine UB/KB/IB/Digital Bank with its advising/confirming bank in the foreign country for letters of credit issued.
4. Reporting Guidelines and Penalty Provisions - Detailed standards for report submission, including primary and secondary reports, erroneous, delayed, and unsubmitted reports.

Reports submitted to the BSP must be complete, accurate, consistent, reliable, and timely to comply with BSP standards.

Reports must follow BSP's submission and validation guidelines. Incomplete reports are considered non-compliant. Furthermore, entities should review and validate reports before submission and have internal controls to ensure adherence to standards.

Reports should be submitted electronically. The electronic submission date is the filing date.

Failure to submit a report on time due to fortuitous events shall not be considered as willful failure to comply with a regulation, willful delay in submission or willful refusal to comply with a regulation.



Penalties for non-compliance, including monetary fines based on the entity type and violation nature, are as follows:

Entity Type	Primary Report	Secondary Report
Universal/Commercial/Islamic Banks (UBs/KBs/IBs)	PHP3,000	PHP600
AAB Forex Corps	2,500	500
Digital Banks	2,000	400
Thrift Banks (TBs)	1,500	300
Offshore Banking Units (OBUs)	1,250	250
Rural Banks (RBs)/Coop Banks	450	150
Representative Offices (ROs)	300	100

There are monetary penalties for reporting violations, classified into four (4) types with their own methods of being computed. Please check pages 6 and 7 of the original document.

Guidelines on the imposition of monetary penalties for violations in which sanctions fall under Section 37 of R.A. No. 7653:

1. Penalties aim to hold accountable Authorized Agent Banks (AABs), foreign exchange corporations, Offshore Banking Units (OBUs), and others.
2. Violations are categorized as transactional (one-time) or continuing (ongoing).
3. Monetary penalties can reach up to PhP1,000,000 per transactional violation or PhP100,000 per day for continuing violations.
4. The BSP will also consider the nature, gravity, and circumstances of each case to ensure fair and consistent penalty imposition.

If significant deficiencies are found, the entity must submit a Board-approved action plan with corrective measures. Failure to implement these measures within the specified time can lead to enforcement actions under BSP's Supervisory Enforcement Policy.

[Click here for the full text of BSP Circular No. 1197](#)

REGULATORY FRAMEWORK FOR MERCHANT PAYMENT ACCEPTANCE ACTIVITIES | BSP CIRCULAR NO. 1198

The Monetary Board, in its Resolution No. 806 dated 11 July 2024, approved the framework governing merchant payment acceptance activities (MPAA), which includes additions to the Manual of Regulations for Payment Systems (MORPS). Minimum standards and good practices must be established to protect both the customers and merchants that deal with operators of payment systems (OPS) that engage in merchant payment acceptance activities (OPS-MPAA).

1. OPS-MPAA are required to adopt measures to effectively manage risks attendant to their business model.
2. A Merchant Acquisition License (MAL) is required for OPS that intend to engage in merchant acquisition. A minimum required capital based on categories is provided for. An OPS granted an MAL shall be referred to as OPS-MAL.
3. An OPS-MAL shall formulate a risk-based and tiered Merchant Due Diligence (MDD), which includes identification, assessment and monitoring.
4. The OPS-MAL shall maintain a designated account with the Bangko Sentral Supervised Financial Institution (BSFI).
5. Reportorial requirements must be complied with by the OPS-MPAA.

The BSP Circular also provides special rules for MPAA with respect to:

- 1. Outsourcing
- 2. Information Technology Risk Management
- 3. Adherence to the provisions of the Anti-Money Laundering Act and the Terrorism Financing Prevention and Suppression Act of 2012.

[Click here for the full text of BSP Circular No. 1198](#)

LITIGATION

THE 2024 DEPARTMENT OF JUSTICE - NATIONAL PROSECUTION SERVICE (DOJ-NPS) RULES ON PRELIMINARY INVESTIGATIONS AND INQUEST PROCEEDINGS | DOJ DEPARTMENT CIRCULAR NO. 015

The DOJ issues the new 2024 DOJ-NPS Rules on Preliminary Investigations and Inquest Proceedings, which repeals inconsistent provisions of Rule 112 of the Rules of Court and other rules previously issued by the DOJ on the conduct of Preliminary Investigations and Inquest Proceedings.

Some of the key changes are as follows:

Coverage - The conduct of a preliminary investigation proceeding shall be required for crimes or offenses where the penalty prescribed is at least six (6) years and one (1) day without regard to fine. The investigating prosecutor may motu proprio dismiss the complaint at any stage of the proceeding if there is no reasonable certainty of conviction as defined under Sec. 5, Rule II hereof.

Quantum of Evidence - The quantum of evidence for preliminary investigations and inquest proceedings is prima facie evidence with reasonable certainty of conviction

- o This exists when the evidence-at-hand (testimonial, documentary, real evidence among others) on its own and if left uncontroverted, is sufficient to establish all elements of the crime or offense charged and warrant a conviction beyond reasonable doubt

Prosecutors and Officers Authorized to Conduct Preliminary Investigation and Inquest Proceedings - all prosecutors and attorneys under Republic Act No. 10071 and other officers as may be allowed by law are authorized to conduct preliminary investigations and inquest proceedings

Preliminary Investigation - Preliminary Investigation is a summary proceeding to determine whether a person should be indicted in court after ascertaining, based on the evidence provided and after case build-up has been conducted (when necessary), that there is prima facie evidence with reasonable certainty for the respondent’s conviction and that he/she should be held for trial

Virtual Preliminary Investigation - The conduct of preliminary investigation through videoconferencing, using the appropriate information and communications technology (ICT), which can be availed of at the initial hearing where both parties are present, and ICT is available to both the prosecution office and the parties.

Procedures for Preliminary Investigation and Virtual Preliminary investigation - See Rule IV, Sections 10 and 11.

Inquest - An informal and summary investigation conducted by a prosecutor or other officers allowed by law, in cases involving persons arrested and detained without the benefit of a warrant of arrest issued by the court for the purposes of determining whether said persons should remain under custody and correspondingly be charged in court.

E-Inquest - An alternative conduct of inquest through videoconferencing using the appropriate ICT.

Procedure for Inquest Proceedings and E-Inquest – see Rule V, Sections 13 and 14.

Disposition and Recommendations - If the prosecutor determines that there is no prima facie evidence with a reasonable certainty that the respondent will be convicted once tried in court, he/she shall dismiss the complaint with the authority/approval of the head of the prosecution office, citing the bases for the dismissal in his/her resolution:

- 1. When the investigating prosecutor recommends dismissal of the complaint, but the same is disapproved by the head of the prosecution office on the ground that there exists a prima facie evidence with reasonable certainty of conviction, the latter may file an information against the respondent or direct another prosecutor to do so without conducting another preliminary investigation;
- 2. If the prosecutor determines there is prima facie evidence with reasonable certainty, he/she shall issue a resolution recommending the filing of Information in court.

[Click here for the full text of DOJ Circular No. 015](#)

INTELLECTUAL PROPERTY

AMENDMENTS TO IPOPHL MEMORANDUM CIRCULAR NO. 2023-001 OR THE RULES AND REGULATIONS ON TRADEMARKS, SERVICE MARKS, TRADE NAMES AND MARKED OR STAMPED CONTAINERS OF 2023 | IPO MEMORANDUM CIRCULAR NO. 2024-23

Certain rules of the Trademark Regulations of 2023 have been amended. Section 1, Rule 1200 on requests for renewal, now provides that a registration may be renewed for a period of ten (10) years upon filing of a request and payment of the prescribed renewal fee, which includes issuance and publications fees for the Renewal of Registration. Section 2, Rule 1206 now provides that a certificate of renewal of registration shall be issued by the Office upon approval of the renewal request.

[Click here for the full text of IPO MC No. 2024-23](#)

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