

SEC Updates Guidelines on Amendment Applications Filed Through eAMEND Portal

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One Asia Lawyers Philippines Team

Yasuaki Nanba (Japanese Lawyer)

Camille Himala (Attorney in the Philippines)

On 12 January 2026, the Securities and Exchange Commission (SEC) issued Memorandum Circular (MC) No. 3-2026, which updated the guidelines on the classification, processing, and submission of amendment applications filed through its eAMEND Portal. The Guidelines likewise impose penalties for non-submission of amendment documents in accordance with the latest procedures.



Simple Processing

MC No. 3-2026 expands the coverage of amendment applications eligible for Simple Processing on the eAMEND Portal. Whereas previously, simple processing covered only a few specific amendments to Articles of Incorporation (AOI) and By-Laws, the current guidelines have included, among others, amendments to corporate name, primary or secondary purpose, increase in the number of board of directors/trustees, and amendments of By-laws concerning up to four (4) provisions thereof.

SIMPLE PROCESSING — Covered Amendments	
BEFORE (MC 3, S. 2024)	AFTER (MC 3, S. 2026)
Articles of Incorporation 1. Change in the Principal Office Address 2. Increase or Decrease in the Number of Directors/Trustees 3. Fiscal Year for One Person Corporations (OPCs) 4. Deletion and/or Addition of provisions (except corporate purposes, capitalization, or reclassification of shares)	Articles of Incorporation 1. Prefatory Clause 2. Corporate Name / Business Name 3. Primary Purpose 4. Secondary Purpose 5. Change in the Principal Office Address 6. Terms of Existence 7. Increase or Decrease in No. of Board of Directors/Trustees 8. Features of Shares* (*except if filed simultaneously with increase of capital stock, or reclassification/declassification of shares) 9. Provision for the Undertaking to Change Name 10. Fiscal Year for OPCs 11. Amendment of a Corporation Sole

<p>By-Laws</p> <ol style="list-style-type: none"> 1. Date of Annual Meeting of Stockholders/Members 2. Fiscal Year 	<p>By-Laws</p> <ol style="list-style-type: none"> 1. Adoption of Corporate Name in the By-Laws 2. Provision for Transfer of Stock and Rights of Stockholders (e.g., Right of First Refusal, Pre-Emptive Rights) 3. Amendment of a Corporation Sole 4. Provision for Tax Exemption for Non-Stock 5. Date of Annual Meeting of Stockholders/Members 6. Fiscal Year 7. Audit of Books and Dividends 8. Seal 9. Subscription, Issuance and Transfer of Shares 10. Suspension, Expulsion and Termination of Membership 11. Form for Proxies of Stockholders/Members & Manner of Voting Them 12. Manner of Election/Appointment, Qualification, Functions and Term of Office of All Officers other than Directors/Trustees 13. Place & Manner of Calling and Conducting Regular Meetings of Stockholders/Members 14. Powers, Qualifications, Duties, Term & Compensation of Directors/Trustees 15. Required Quorum in Meetings of Stockholders/Members 16. Time, Place & Manner of Calling and Conducting Regular or Special Meetings of Directors/Trustees 17. Time, Place & Manner of Calling and Conducting Special Meetings of Stockholders/Members 18. Amendments of By-Laws concerning 2 to 4 provisions 19. Other amendments as determined by the Commission
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Prior to submission of the amendment application through the eAMEND Portal, the system shall automatically generate a Payment Assessment Form (PAF) and the applicant shall be required to pay an upfront fee equivalent to 100% of the applicable filing fees within ten (10) days from receipt of the PAF. Upon confirmation of payment, the application shall be assigned to a processor for review. Previously, documentary requirements were first required to be submitted before the PAF was issued, and the applicant corporation had forty-five (45) days within which to pay the same.

Applicants are required to submit to the Commission two (2) sets of hard copies of the amendment documents within fifteen (15) calendar days from issuance of the digital Certificate of Filing of Amended AOI and/or By-laws, as opposed to the 30-day period under the previous Guidelines. Failure to submit within the shortened period incurs graduated penalties, from payment of a Php5,000 penalty, up to cancellation of the approved application and forfeiture of filing fees, without prejudice to the filing

of a new application and payment of fees anew.

The original hard copy of the Certificate of Filing shall be released only after conduct of post-evaluation, which is completed in seven (7) working days from receipt by the Commission of the hard copies of the amendment documents.

Regular Processing

Regular processing includes dissolution of corporations and partnerships, amendments of Articles of Partnership, amendments of By-laws concerning five (5) or more provisions, and conversion of corporations from one type to another.

REGULAR PROCESSING — Covered Amendments	
BEFORE (MC 3, S. 2024)	AFTER (MC 3, S. 2026)
<ol style="list-style-type: none"> 1. Amendment or Dissolution of Partnership 2. Amendments of Articles of Incorporation or By-Laws of Domestic Corporations (stock or non-stock) other than those in Section 1.A.a of MC 3, S. 2024 3. Conversion of OPC to OSC and vice versa 4. Increase of Capital Stock for OPC via cash 5. Combination of any of Section 1.A and 1.B of MC 3 S. 2024 	<ol style="list-style-type: none"> 1. New By-Laws 2. Amendments of By-Laws concerning 5 or more provisions 3. Dissolution — through shortening of corporate term (whether proposed expiration is ≥ 1 year OR < 1 year, per Section 136 RCC and MC No. 05 S. 2022) 4. Amendment of Articles of Partnership 5. Dissolution of Partnerships 6. Conversion of Stock Corporations to Non-Stock Corporations 7. Conversion of OPC to Ordinary Stock Corporation (OSC) 8. Conversion of OSC to OPC 9. Conversion of Corporation Sole to Ordinary Non-Stock Corporation <p>Note: Partnerships are Complex Transactions but shall undergo Regular Processing.</p>

The applicant shall submit the documentary requirements through the eAMEND Portal. The assessed fees must then be paid within 10 days from the date of the PAF, otherwise the application shall be automatically subject to purging from the eAMEND system. Under the new rules, hard copies of the amendment documents shall then be submitted to the Commission within thirty (30) calendar days from payment of the filing fees. Otherwise, the application shall be deemed cancelled/abandoned, and filing fees paid shall be forfeited in favor of the Commission.

For both types of processing, the Guidelines enumerate the documents required for submission through eAMEND, most of which are system-generated or downloaded from the SEC Portal. It also provides that the *Affidavit of Undertaking for Monitoring* shall be submitted in lieu of the CRMD Monitoring Clearance.

MC No. 3-2026 further establishes compliance timelines with respect to any compliance remarks/letters issued by the SEC. Failure to comply within the given periods may result in cancellation or abandonment of the application.

Exclusions

Excluded from the coverage of these guidelines are applications for increase or decrease of capital stock, reclassification or declassification of shares, conversion of shares, and change in par value. Amendment applications for foreign corporations, such as those pertaining to amendment or conversion of license, shall be submitted via email until the system can accommodate such processes. Currently, the Guidelines do not indicate how and within what timeline this is processed.

What should companies do?

MC No. 3-2026 streamlines the amendment process for the applications specified herein with the intention of making SEC transactions simpler, faster, and more efficient. However, corporations are reminded to check the exclusions of certain applications, such as amendments which involve the increase or decrease of authorized capital stock, or reclassification of shares, as these are not covered by the updated procedures and compliance timelines under the new Guidelines. Corporations that intend to undertake covered amendments may take advantage of this enhancement, in line with the Philippines’ continuous efforts towards implementing ease of doing business.

Find the complete copy of MC No. 3-2026 [here](#).

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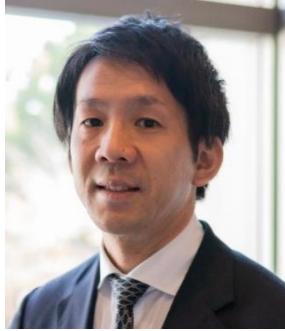
**Camille Himala
Attorney in the Philippines**

Camille received her Juris Doctor degree from the University of the Philippines in 2018. She graduated in the top 10 of her class and was awarded the Dean’s Medal for Academic Excellence. She is also a member of the Order of the Purple Feather (UP Law Honors Society).

In 2022, Camille received a Japanese Government (MEXT) Scholarship for the Young Leaders Program (YLP) in Law. She earned her LL.M degree (Master of Laws) from Kyushu University in 2023.

She joined One Asia Lawyers in 2023 and advises on Philippine laws relating to business establishment and investment, labor and employment, data privacy, and corporate law.

camille.himala@oneasia.legal



Yasuaki Nanba
One Asia Lawyers – Osaka Office (Partner)
Lawyer (Japan)

He handles all aspects of corporate legal affairs, including personnel and labor matters, dispute resolution, intellectual property, and insolvency cases for a wide range of companies in Japan, from small and medium-sized enterprises to publicly listed companies. For individual clients, he handles a wide range of general civil cases, including labor disputes, traffic accidents, divorces, and inheritances related cases, as well as criminal cases, including disclosure of sender's information posted on the Internet and jury trials. In addition, he handles construction disputes such as construction defects and claims for additional contractor fees, as well as consultation and dispute cases from boards of directors and condominium unit owners concerning condominium management. In administrative matters, he has served as an advisor to the City of Osaka on debt management and collection, and has provided individual consultation and training on debt management and collection from local governments. He has also served as an assistant to a comprehensive external auditor for several years and has received an award for his utilization.

yasuaki.nanba@oneasia.legal