SENATE

S. No. 2368

PREPARED AND SUBMITTED JOINTLY BY THE COMMITTEE ON BANKS, FINANCIAL INSTITUTIONS AND CURRENCIES AND THE COMMITTEE ON NATIONAL DEFENSE AND SECURITY, PEACE, UNIFICATION AND RECONCILIATION WITH SENATORS ZUBIRI, POE AND VILLANUEVA AS AUTHORS THEREOF

AN ACT PROVIDING FOR THE REVISED CHARTER OF THE PHILIPPINE VETERANS BANK, REPEALING FOR THE PURPOSE REPUBLIC ACT NO. 3518, AS AMENDED

Be it enacted by the Senate and House of Representatives of the Philippines in Congress assembled:

SECTION 1. *Title.* – This Act shall be known as the
 "Philippine Veterans Bank Act".
 SEC. 2. *Declaration of Policy.* – In order to give
 meaning and realization to the constitutional mandate of
 providing immediate and adequate benefits and other
 forms of assistance to all Filipino war veterans, and the
 retired military personnel, including their surviving

1 spouses, orphans, and compulsory heirs in recognition of 2 the patriotic services in times of war and peace for the 3 cause of freedom and democracy, it is hereby declared the policy of the State to execute a viable plan that will 4 5 promote the welfare of all Filipino war veterans and retired military personnel. In line with this policy, the 6 7 State shall foster their socio-economic security and general well-being, by extending to them substantial support for 8 their livelihood and income-generating projects, through 9 10 the efficient and effective revitalization of the Philippine Veterans Bank, hereinafter known as "Veterans Bank", 11 which is deeply imbued with public interest. 12

SEC. 3. Name, Domicile and Place of Business. -13 14 There is hereby created the Philippine Veterans Bank which shall be commonly called the "Veterans Bank", 15 whose principal domicile and place of business shall be at 16 PVB Building 101 V.A. Rufino corner Dela Rosa Streets, 17 18 Legaspi Village, Makati City, but branches or agencies may be established in other provinces and cities as the 19 20 Board of Directors may decide.

SEC. 4. Corporate Powers and Duties. - The Veterans
 Bank shall have the power:

- 3 (a) To promulgate its by-laws;
- 4 (b) To adopt and use a seal;
- 5 (c) To sue and be sued;

6 (d) To carry on a trust business subject to
7 compliance with pertinent provisions of laws and in
8 accordance with the applicable Bangko Sentral ng
9 Pilipinas (BSP) rules and regulations;

(e) To grant loans and advances in accordance with
Republic Act No. 8791 otherwise known as "The General
Banking Law of 2000" and the BSP rules and regulations,
with preference given to veterans defined in Section 6(a)
hereof;

(f) To invest in stocks and other investment
instruments in accordance with Republic Act No. 8791 and
the BSP rules and regulations;

(g) To issue bonds and offer certificates of
indebtedness in accordance with Republic Act No. 8791
and the BSP rules and regulations;

(h) To contract any obligation, or enter into any
 agreement essential to the proper management of its
 corporate powers and carry out its aims and purposes;

4 (i) To appoint and dismiss its officers and 5 employees;

(j) To create and/or make equity investments to
subsidiaries and affiliates or privately owned financial
institutions, subject to such limitations prescribed by
Republic Act No. 8791 and the BSP rules and regulations;

10 (k) To exercise the powers granted in this Act and
11 such incidental powers as may be necessary to carry on
12 and engage in the business of general banking; and

(1) To exercise the general powers mentioned in
Republic Act No. 11232, otherwise known as the "Revised
Corporation Code of the Philippines" and Republic Act No.
8791, in so far as they are not inconsistent or incompatible
with the provisions of this Act.

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SEC. 5. Authorized Capital Stock, Par Value. -

19 (a) The capital stock of the Veterans Bank shall be20 Ten billion pesos (P10,000,000,000.00) divided into

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1 seventy-five million (75,000,000) common shares and 2 twenty-five million (25,000,000) preferred shares with a 3 par value of One hundred pesos (P100.00) each. The Board of Directors and stockholders are hereby authorized to 4 5 increase the authorized capital stock and provide the features of preferred shares, subject to pertinent laws and 6 BSP and Securities and Exchange Commission (SEC) rules 7 and regulations. 8

9 (b) The seventy-five million (75,000,000) common 10 shares shall include: (1) the original five hundred ten thousand (510,000) common shares subscribed and fully 11 paid by the government for and in behalf of the World War 12 II veterans and was already issued/transferred to the said 13 14 veterans; (2) the stock dividends on common shares issued 15 to the stockholders: (3) the common shares issued to the stockholders representing subscription on increases in the 16 17 authorized capital stock, common, approved by the SEC as 18 of the date of the effectivity of this Act. The unsubscribed 19 balance shall be opened for subscription by the existing stockholders and the other veterans entitled to benefit 20

1 from this Act as described in Section 6(a) hereof. The 2 twenty-five million (25,000,000) preferred shares shall 3 include: (1) the original four hundred ninety thousand (490,000) preferred shares subscribed and fully paid by the 4 5 veterans; (2) the stock dividends on preferred shares issued 6 to the stockholders. The unsubscribed shares on increases 7 in the authorized capital stock, preferred, approved by the SEC as of the date of the effectivity of this Act, shall be 8 opened for subscription by the existing stockholders and 9 10 the other veterans entitled to benefit from this Act as 11 described in Section 6(a) hereof. The transfer of the share/s of a veteran to the widow, orphan or compulsory heir of a 12 veteran by way of succession or donation shall not be 13 14 subject to tax. Shares may be opened for investment to 15 nonveterans: *Provided*. That at all times the majority of both common and preferred shares shall be held by the 16 17 veterans as defined under this Act.

(c) The Board of Trustees of the Veterans of World
War II, provided for under Section 24 hereof, which was
originally designated as such under Section 8 of Republic

Act No. 7169, otherwise known as "An Act to Rehabilitate
 the Philippine Veterans Bank", shall continue to be the
 trustee of all issued but undelivered common and preferred
 shares.

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SEC. 6. Determination of Veterans Entitled to Benefit from this Act. –

(a) The term "veteran or veterans" shall include 7 primarily any person or persons who served in the 8 regularly constituted air, land, or naval services or arms, 9 10 or in such non-regularly organized military units in the Philippines during World War II, and whose services with 11 such units are duly recognized by the Republic of the 12 Philippines or by the government of the United States of 13 14 America: *Provided*, That for the purposes of this Act, the term "veteran or veterans" also includes the widow, orphan 15 or a compulsory heir of a deceased veteran, as determined 16 17 by existing laws; and those veterans referred to under 18 Republic Act No. 6948, as amended by Republic Act No. 7696 and Republic Act No. 9396: Provided, That post-19 20 World War II veterans and Armed Forces of the Philippines (AFP) retirees shall enjoy the benefits and
 privileges provided under this Act after they have invested
 in the Veterans Bank.

4 (b) The term "organized or acknowledged veterans 5 organizations" as used in this Act shall mean a veterans 6 organization duly recognized or acknowledged as such by 7 the Philippine Veterans Affairs Office (PVAO) and the 8 AFP. Both shall keep an official roster of such veterans 9 organizations.

10 (c) The share of each beneficiary, war veteran or widow, orphan or compulsory heir of a deceased veteran, in 11 the distribution of the benefits and in the ownership of 12 shares, will be equal, regardless of rank and services 13 rendered: Provided, That in the case of orphan or orphans 14 15 of a deceased veteran, they shall be counted as one unit only and the share of all of them regardless of their 16 17 number will be the same or equal to that of a surviving war 18 veteran or surviving widow.

SEC. 7. Loans, Investments, and Liabilities. – The
Veterans Bank is hereby authorized:

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1 (a) To grant loans, advances, or other credit 2 accommodations for the establishment, rehabilitation, 3 expansion, or development of any agricultural, commercial or industrial enterprise, or personal service, including 4 5 public utilities, in accordance with Republic Act No. 8791, the BSP rules and regulations, and under such terms as 6 7 may be prescribed by the Board of Directors and that preference be given to applicants who are veterans as 8 defined under Section 6(a) hereof, subject to pertinent BSP 9 rules and regulations; 10

(b) To invest in stocks and other investment
instruments subject to Republic Act No. 8791, and the BSP
rules and regulations;

(c) To issue bonds and other certificates of
indebtedness subject to Republic Act No. 8791, and the
BSP rules and regulations.

SEC. 8. Qualifications and Per Diems of the Board of
Directors. -

(a) The affairs and business of the Veterans Bankshall be directed and its property managed, controlled and

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1 preserved, unless otherwise provided in this Act, by a 2 Board of Directors consisting of fifteen (15) members, five 3 (5) of whom shall be independent directors, who shall be elected as provided in Section 22 of Republic Act No. 4 5 11232. The Board of Directors shall be elected in 6 to the shareholdings of veterans proportion and nonveterans. They shall have formal business training 7 and/or experience in banking and finance and possess the 8 qualifications and none of the disgualifications of directors 9 as prescribed under the BSP rules and regulations, and 10 shall be elected annually by the stockholders in the 11 manner prescribed by Republic Act No. 11232: Provided, 12 That unless otherwise allowed under BSP rules and 13 14 regulations, no director, officer, or employee of any other bank shall be eligible as a member of the Board of 15 Directors of the Veterans Bank, except for independent 16 directors. The members of the Board of Directors shall 17 18 receive a per diem or allowance for every meeting of the board actually attended by them, the amount of which 19 20 shall be within the acceptable banking industry rates and

shall be set in accordance with the pertinent provisions of
 Republic Act No. 11232;

3 (b) The Board of Directors, shall upon a majority
4 vote of all its members, elect its Chairperson, Vice
5 Chairperson, and Secretary, at such time and place as
6 shall be provided for in its by-laws.

SEC. 9. Powers and Functions of the Board of
Directors. – The Board of Directors shall:

9 (a) Formulate policies necessary to carry out 10 effectively the provisions of this Act and adopt such by-11 laws rules and regulations for the effective operation of the 12 Bank in conformity with this Act and other existing laws;

(b) Determine the organization of the Bank by
creating the necessary departments or offices as are
essential for the efficient operation of the Bank;

16 (c) Subject to prior approval of the Monetary Board,17 establish branches or agencies in other countries; and

(d) Create an executive committee and such other
committees as it may deem necessary and proper in the
conduct of the business of the corporation, with

1 composition, powers and duties as it may prescribe, subject 2 to BSP rules and regulations, and act on all matters 3 affecting general policies of the Bank.

Sec. 10. President and Vice-Presidents; Appointment 4 and Removal; Salaries. - The chief operating officer of the 5 6 Bank shall be the President who shall be chosen by the 7 Board of Directors. The President shall be assisted by such 8 number of Vice-Presidents who shall be elected and may be removed by the Board of Directors. The President and the 9 Vice-Presidents shall possess practical experience in 10 banking and finance as top executives, at least ten (10) 11 years for the President and at least five (5) years for the 12 Vice-Presidents. The salaries of the President and the Vice-13 14 Presidents shall be reasonable, and shall be set and approved by the Board of Directors in accordance with 15 applicable laws and sound corporate governance practices. 16

17 SEC. 11. Duties and Powers of the President. - The 18 President of the Bank shall, among others, execute and administer the policies, measures, orders, and resolutions 19

approved by the Board of Directors, and direct and
 supervise the operation and administration of the Bank.

3 Particularly, the President shall have the power and4 duty to:

5 other (a) Approve loans. investments. and 6 instruments in accordance with Republic Act No. 8791 and the existing BSP rules and regulations: *Provided*, That the 7 8 total amount of such loans, investments and other instruments shall not exceed five percent (5%) of the paid-9 10 up capital and surplus: Provided, further, That any loan, 11 investment and other instrument in excess therewith shall be approved by the Board of Directors; 12

(b) Make, with the advice and consent of the Board
of Directors, all contracts on behalf of the said Bank and
enter into all necessary obligations that this Act requires
or permits;

(c) Report monthly to the Board of Directors the
main facts concerning the operations of the Bank during
the preceding month and to suggest changes in rates of

discount of interest, exchange, or policy which to him may
 seem best; and

3 (d) Exercise such other powers and perform such
4 other duties as may be directed by the Board of Directors
5 from time to time.

6 SEC. 12. Legal Counsel. – The Veterans Bank shall 7 have its own legal department, the chief and members of 8 which shall be appointed by the Board of Directors. The 9 Board may engage the professional services of private 10 external legal counsel whenever deemed necessary.

SEC. 13. Bank Auditor Reports. - The Veterans Bank 11 shall have its own auditing department, the head of which 12 shall be appointed by the Board of Directors preferably 13 14 from among recognized veterans or their heirs of good standing who are certified public accountants and with 15 actual experience in the work of a comptroller or auditor. 16 17 The auditor shall not suffer any diminution in salary 18 during the auditor's term of office, and may not be removed except for cause. 19

1 The auditor shall make a report to the Board of 2 Directors and to government regulatory authorities on the 3 condition of the Bank. The Board of Directors shall set the 4 frequency of submission of the auditor's report to the 5 Board, subject to BSP rules and regulations.

6 SEC. 14. Appointments, Removal and Salaries of other Bank Officers. - All other officers of the Bank shall be 7 appointed and removed by the Board of Directors upon 8 9 recommendation of the human resources committee of the 10 Board: Provided, however, That all other circumstances being equal, preference in the appointment of said Bank 11 officers shall be given to veterans, or their widows, orphans 12 or compulsory heirs, who must likewise possess the 13 qualifications, integrity, experience and expertise in 14 banking and finance under pertinent BSP rules and 15 16 regulations. Said officers shall have duties and 17 compensation which shall be set by the human resources 18 committee with the approval of the Board of Directors.

SEC. 15. Supervision and Examination of the BSP. –
The Veterans Bank shall be subject to supervision and

examination by the BSP in accordance with Republic Act
 No. 7653 otherwise known as "The New Central Bank Act",
 as amended, and Republic Act No. 8791.

SEC. 16. Prohibition Against Owning Stock in or 4 5 Incurring Indebtedness to the Bank. - The Secretary of Finance, the Governor of the BSP, all other members of the 6 7 Monetary Board, and the Head of the Auditing Department of the Veterans Bank, except if the said Head 8 of the Auditing Department is a veteran stockholder or 9 10 heir, are hereby prohibited from owning stock in the Veterans Bank, or from becoming indebted to said Bank, 11 directly or indirectly. 12

SEC. 17. Loans to Officers, Directors, and Employees; 13 Restriction and Limitation. - The Veterans Bank shall not 14 directly or indirectly grant loans to any director, officer, 15 employee, or agent of the Bank, and no loans shall be 16 17 granted to a corporation, partnership, or company wherein 18 any member of the Board of Directors is a shareholder, agent or employee in any manner, except by the 19 20 unanimous vote of the members of the Board present in a

meeting, excluding the interested member: *Provided*, That
the total liabilities to the Bank of any corporation wherein
any member of the Board of Directors of the Veterans
Bank is a shareholder, agent or employee in any manner,
shall at no time exceed five percent (5%) of the surplus and
paid-up capital of the Bank.

7 SEC. 18. Authority to Purchase and Own Such Real Estate as May Be Necessary for the Purpose of Carrying On 8 its Business. - The Veterans Bank is hereby authorized to 9 10 hold such real estate as it may find necessary to acquire in the collection of debts due to the said Bank or to its 11 branches: Provided, That the real estate acquired in the 12 collection of debts shall be sold by the Bank within five (5) 13 14 years after the date of its acquisition.

15 SEC. 19. *Right of Redemption of Property Foreclosed.* – 16 The mortgagor shall have the right, within one (1) year 17 after the sale of the real estate as a result of the 18 foreclosure of a mortgage, to redeem the property by 19 paying the amount fixed by the court in the order of 20 execution, with interest thereon at the rate specified in the 3

mortgage, and all the costs and other judicial expenses incurred by the Bank by reason of the execution and sale, and for the custody of said property.

SEC. 20. Right to Demand Additional Securities; 4 Disposal of Same Securities; Advanced Maturity of Credits; 5 *Right to Collect Deficiency.* – The right of Veterans Bank to 6 7 demand additional securities, dispose of the same, advance the maturity of credits in case of loss or decline in the 8 market value of the collaterals, default or non-performance 9 10 of obligation by the debtor, and collect deficiency, if any, for loans and other credit accommodations granted under or 11 against securities and collaterals, shall be subject to the 12 provisions of Republic Act No. 8791 and other applicable 13 14 laws on collaterals, mortgage, foreclosure and redemption, and their implementing rules and regulations. 15

16 SEC. 21. Action to Collect Balance of Indebtedness. – If 17 the proceeds of the sale of securities held as collateral for 18 loans by said Bank do not cover the full amount of the loan, 19 together with the interest and other charges thereon, the 20 Bank may proceed against the debtor for the difference: Provided, That any amount exceeding the full indebtedness
 to the Bank shall be paid to the debtor.

3 SEC. 22. Prohibition Against Charging Fees in Securing Loans; Penalties for Violation. - No fee, charge or 4 5 commission in any form shall be exacted, demanded, or paid, for obtaining loans, directly or indirectly, by any 6 director, officer, employee, or agent of the Veterans Bank. 7 Any director, officer, employee or agent so exacting, 8 demanding or receiving any fee for the service or for the 9 10 use of the influence in obtaining a loan shall be punished 11 by a fine of not exceeding One hundred thousand pesos (P100,000.00) or by imprisonment of not more than five (5) 12 years, or both, at the discretion of the court. 13

14 SEC. 23. Allocation of Net Profit and Unrestricted 15 Retained Earnings. – At the close of each calendar year, 16 the Bank shall include in the determination of its net profit 17 the provisions for impairment allowances, in accordance 18 with pertinent BSP rules and regulations, and the net 19 profit arrived thereat shall be allocated, as follows:

1 (a) Twenty percent (20%) of such net profit shall 2 accrue to the reserve account:

3 (b) From the remaining amount of the net profit 4 after deducting the amount accrued to the reserve account 5 shall be deducted the guaranteed earnings of the preferred 6 shares and the ten percent (10%) dividends on common 7 shares: *Provided*, *however*, That the declaration of these dividends shall be out of the unrestricted and free retained 8 earnings in accordance with the pertinent provisions of 9 10 Republic Act No. 11232, Republic Act No. 8791, and the 11 BSP rules and regulations.

Thereafter, twenty percent (20%) of the net profit 12 after deducting the guaranteed earnings of the preferred 13 shares and the ten percent (10%) dividends on common 14 15 shares. or the amount of Thirty million pesos (P30,000,000.00), whichever is lower shall be paid in cash 16 to the Board of Trustees of the Veterans of World War II 17 18 (BTVWWII) as hereinafter provided in Section 24 hereof 19 for disposition and shall be available for 'grants-in-aid' to 20 veterans, their widows, orphans, or compulsory heirs, for

1 educational, social, charitable, and rehabilitation purposes, 2 to organizations doing service for the cause of the veterans, 3 and for such other purposes beneficial to the veterans, which maximum limit may be increased upon mutual 4 agreement between Veterans Bank and the BTVWWII: 5 6 *Provided*. That the latter shall render an accounting of the funds received from the former and shall be audited 7 8 annually by a reputable external auditing firm. The remaining profits shall be at the disposition of 9 10 the Board of Directors of Veterans Bank in accordance 11 with the pertinent provisions of Republic Act No. 11232, Republic Act No. 8791, and the BSP rules and regulations. 12 SEC. 24. Board of Trustees of the Veterans of World 13 14 War II to be Reorganized as Board of Trustees of Veterans. - When the shareholdings of the post-World War II 15 16 veterans and AFP retirees have surpassed the 17 shareholdings of the veterans of World War II and their 18 compulsory heirs, then the BTVWWII shall be reorganized 19 into the Board of Trustees of Veterans as defined in Sec. 20 6(a) of this Act. It shall consist of eleven (11) members who

shall be elected from among all the veterans by the 1 2 stockholders of the Veterans Bank in its annual 3 stockholders meeting. Immediately after their election, the members of the Board of Trustees shall elect from among 4 5 themselves a Chairperson and a Vice Chairperson. The members of the Board of Trustees shall serve without 6 compensation other than actual and necessary expenses 7 8 incurred either in attendance upon meetings of the board or upon other official business authorized by resolution 9 10 thereof: Provided, however, That a vote of the majority of all the members shall be necessary to authorize the 11 12 disposal of the funds held by the board.

The Board of Trustees shall appoint a Secretary and 13 such other necessary officials and employees. The 14 compensation of these officials and employees shall be 15 reasonable and in accordance with applicable laws and 16 17 sound corporate governance practices. All the powers, privileges, duties and responsibilities of the previous 18 BTVWWII shall be transferred to the new Board of 19 20 Veterans.

1 SEC. 25. Term of Legal Existence. - The legal 2 existence of the Bank under this Act shall be perpetual in 3 accordance with Section 11 of Republic Act No. 11232. SEC. 26. Prohibition Against the Use of the Word 4 "Veterans"; Penalty for Violation. - All banks other than 5 the Veterans Bank, and such other banks now licensed to 6 do business in the Philippines whose names already 7 include the word "veterans" are prohibited from using the 8 word "veterans" as a part of their names or titles. Any 9 10 party violating this provision shall be subject to a fine of not less than Ten thousand pesos (P10,000.00) for each day 11 during which said violation is committed or repeated, 12 which penalty shall be enforced by the Veterans Bank. 13

14 SEC. 27. Penalties for Violation of the Provisions of 15 this Act. – Any director, officer, employee, or agent of the 16 Bank who violates or permits the violation of any of the 17 provisions of this Act, or any person aiding or abetting the 18 violation of any provision of this Act, shall be punished by 19 a fine not exceeding One hundred thousand pesos (P100,000.00) or imprisonment of not more than five (5)
 years, or both, at the discretion of the court.

3 Authority to Receive Deposit of the SEC. 28.Government Funds as an Official Government Depository. -4 5 The Secretary of Finance, the National Treasurer, and their authorized representatives, all city and municipal 6 treasurers as well as official custodians of public funds, or 7 belonging to government-owned or -controlled 8 those corporations are hereby authorized, if they so desire, to 9 10 make and actually maintain deposits of any government or corporate fund with the Veterans Bank, which is hereby 11 declared to be an official government depository. 12

13 SEC. 29. Articles of Incorporation. – Upon its 14 approval, this Act shall be deemed and accepted, for all 15 legal intents and purposes, as the statutory Articles of 16 Incorporation or charter of the Veterans Bank; and that, 17 notwithstanding the provisions of any existing law to the 18 contrary, said Bank shall continue to be deemed registered 19 and duly authorized to do business and operate as a private commercial bank as of the date of approval of this
 Act.

3 SEC. 30. Separability Clause. – If any provision of this
4 Act is held unconstitutional or invalid, all other provisions
5 not affected thereby shall remain valid.

6 SEC. 31. Repealing Clause. - Republic Act No. 3518, as amended, is hereby repealed. The provisions of Republic 7 Act No. 7169 and the existing Articles of Incorporation of 8 the Veterans Bank approved by the BSP and the SEC 9 10 which are inconsistent with any of the provisions of this 11 Act are hereby repealed or modified accordingly: *Provided*, That insofar as not inconsistent with this Act, the 12 operations and changes in the capital structure of the 13 14 Veterans Bank, the upgrade or downgrade of its license, and change of its principal office address as well as other 15 amendments to its Articles of Incorporation and By-Laws, 16 17 shall be in accordance with Republic Act No. 11232, 18 Republic Act No. 8791, and other related laws. The provisions of the existing by-laws of Veterans Bank 19 20 approved by the BSP and the SEC which are inconsistent 1 with any of the provisions of this Act are hereby repealed 2 or modified accordingly. All laws, acts, executive orders, 3 administrative orders, proclamations, rules and regulations or parts thereof inconsistent with any of the 4 5 provisions of this Act are hereby repealed or modified 6 accordingly.

SEC. 32. *Effectivity*. – This Act shall take effect fifteen
(15) days after its publication in the *Official Gazette* or in a
newspaper of general circulation in the Philippines.
Approved,