

H. No. 8164
S. No. 2368

Republic of the Philippines
Congress of the Philippines
Metro Manila
Eighteenth Congress
Third Regular Session

Begun and held in Metro Manila, on Monday, the twenty-sixth day of July, two thousand twenty-one.

[REPUBLIC ACT NO. **11597**]

AN ACT PROVIDING FOR THE REVISED CHARTER OF THE PHILIPPINE VETERANS BANK, REPEALING FOR THE PURPOSE REPUBLIC ACT NO. 3518, AS AMENDED, OTHERWISE KNOWN AS "AN ACT CREATING THE PHILIPPINE VETERANS BANK, AND FOR OTHER PURPOSES"

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

SECTION 1. 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 spouses, orphans and compulsory heirs, in recognition of the patriotic services in times of war and peace for the cause of freedom and democracy, it is hereby declared the policy of the State to execute a viable plan that will promote the

welfare of all Filipino war veterans and retired military personnel. In line with this policy, the State shall foster their socioeconomic security and general well-being by extending to them substantial support for their livelihood and income-generating projects through the efficient and effective revitalization of the Philippine Veterans Bank, hereinafter known as Veterans Bank, which is deeply imbued with public interest.

SEC. 3. *Name, Domicile and Place of Business.* – There is hereby created the Philippine Veterans Bank which shall be commonly called the Veterans Bank, whose principal domicile and place of business shall be at PVB Building, 101 V.A. Rufino corner Dela Rosa Streets, Legaspi Village, Makati City, but which may establish branches or agencies in other provinces and cities as its Board of Directors may decide.

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

- (a) To promulgate its bylaws;
- (b) To adopt and use a seal;
- (c) To sue and be sued;
- (d) To carry on a trust business subject to compliance with pertinent provisions of laws and in accordance with the applicable *Bangko Sentral ng 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 other 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;

(i) To appoint and dismiss its officers and 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;

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

(l) 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, insofar as they are not inconsistent or incompatible with the provisions of this Act.

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

(a) The capital stock of the Veterans Bank shall be Ten billion pesos (P10,000,000,000.00) divided into seventy-five million (75,000,000) common shares and twenty-five million (25,000,000) preferred shares with a par value of One hundred pesos (P100.00) each. The Board of Directors and stockholders are hereby authorized to increase the authorized capital stock and provide the features of preferred shares, subject to pertinent laws and the rules and regulations of the BSP and Securities and Exchange Commission (SEC).

(b) The seventy-five million (75,000,000) common shares shall include: (1) the original five hundred ten thousand (510,000) common shares subscribed and fully paid by the government for and in behalf of the World War II veterans and was already issued/transferred to the said veterans, (2) the stock dividends on common shares issued to the stockholders; and (3) the common shares issued to the stockholders representing subscription on increases in the authorized capital stock, common, approved by the SEC as of the date of the effectivity of this Act. The unsubscribed balance shall be opened for subscription by the existing stockholders and the other veterans entitled to benefit from this Act as described in Section 6(a) hereof. The twenty-five million (25,000,000) preferred shares shall include: (1) the original four hundred ninety thousand (490,000) preferred shares subscribed and fully paid by the

veterans; and (2) the stock dividends on preferred shares issued to the stockholders. The unsubscribed shares on increases in the authorized capital stock, preferred, approved by the SEC as of the date of the effectivity of this Act, shall be opened for subscription by the existing stockholders and the other veterans entitled to benefit from this Act as described in Section 6(a) hereof. The transfer of the share/s of a veteran to the widow, orphan or compulsory heir of a veteran by way of succession or donation shall not be subject to tax. Shares may be opened for investment to non-veterans: *Provided*, That at all times the majority of the common shares shall be held by the veterans as defined under this Act.

(c) The Board of Trustees of the Veterans of World War II (BTVWW 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.

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

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

(b) The term "organized or acknowledged veterans' organizations" as used in this Act shall mean a veterans organization duly recognized or acknowledged as such by the Philippine Veterans Affairs Office (PVAO) and the Armed Forces

of the Philippines (AFP), both of which shall keep an official roster of such veterans organizations.

(c) The share of each beneficiary, war veteran or widow, orphan or compulsory heir of a deceased veteran, in the distribution of the benefits and in the ownership of shares, will be equal, regardless of rank and services rendered: *Provided*, That in the case of orphan or orphans of a deceased veteran, they shall be counted as one (1) unit only and the share of all of them regardless of their number will be the same or equal to that of a surviving war veteran or surviving widow.

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

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

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

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

SEC. 8. Qualification and Per Diems of the Board of Directors. –

(a) The affairs and business of the Veterans Bank shall be directed and its property managed, controlled and preserved, unless otherwise provided in this Act, by a Board of Directors consisting of fifteen (15) members, five (5) of whom shall be independent directors, who shall be elected as provided in Section 22 of Republic Act No. 11232. The Board of Directors shall be elected in proportion to the shareholdings of veterans

and non-veterans. They shall have formal business training and/or experience in banking and finance and possess the qualifications and none of the disqualifications of directors as prescribed under the BSP rules and regulations, and shall be elected annually by the stockholders in the manner prescribed by Republic Act No. 11232: *Provided*, That unless otherwise allowed under BSP rules and regulations, no director, officer, or employee of any other bank shall be eligible as a member of the Board of Directors of the Veterans Bank, except for independent directors. The members of the Board of Directors shall receive a *per diem* or allowance for every meeting of the board actually attended by them, the amount of which shall be within the acceptable banking industry rates and shall be set in accordance with the pertinent provisions of Republic Act No. 11232.

(b) The Board of Directors shall, upon a majority vote of all its members, elect its chairperson, vice-chairperson, and secretary, at such time and place as shall be provided for in its bylaws.

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

(a) Formulate policies necessary to carry out effectively the provisions of this Act and adopt such bylaws, rules and regulations for the effective operation of the Veterans Bank in conformity with this Act and other existing laws;

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

(c) Subject to prior approval of the Monetary Board, 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 composition, powers and duties as it may prescribe, subject to BSP rules and regulations, and act on all matters affecting general policies of the Veterans Bank.

SEC. 10. *President and Vice Presidents; Appointment and Removal; Salaries.* – The chief operating officer of the Veterans Bank shall be the President who shall be chosen by the Board of Directors. The President shall be assisted by such number of Vice Presidents who shall be elected and may be removed by the Board of Directors. The President and the Vice Presidents shall possess practical experience in banking and finance as top executives, at least ten (10) years for the President and at least five (5) years for the Vice Presidents. The salaries of the President and the Vice Presidents shall be reasonable, and shall be set and approved by the Board of Directors in accordance with applicable laws and sound corporate governance practices.

SEC. 11. *Duties and Powers of the President.* – The President of the Veterans Bank shall execute and administer the policies, measures, orders, and resolutions approved by the Board of Directors, and direct and supervise the operation and administration of the Veterans Bank.

The President shall have the power and duty to:

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

(b) Make, with the advice and consent of the Board of Directors, all contracts on behalf of the Veterans 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 Veterans 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

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

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

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

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

SEC. 14. *Appointments, Removal and Salaries of Other Veterans Bank Officers.* – All other officers of the Veterans Bank shall be appointed and removed by the Board of Directors upon recommendation of the human resources committee of the Board: *Provided, however,* That all other circumstances being equal, preference in the appointment of the said Veterans Bank officers shall be given to veterans, or their widows, orphans or compulsory heirs, who must likewise possess the qualifications, integrity, experience and expertise in banking and finance under pertinent BSP rules and regulations. Said officers shall have duties and compensation which shall be set by the human resources 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 Incurring Indebtedness to the Veterans Bank.* – The Secretary of Finance, the Governor of the BSP, all other members of the

Monetary Board, and the head of the Auditing Department of the Veterans Bank, except if the said Head of the Auditing Department is a veteran stockholder or heir, are hereby prohibited from owning stock in the Veterans Bank, or from becoming indebted to the Veterans Bank, directly or indirectly.

SEC. 17. *Loans to Officers, Directors, and Employees; Restriction and Limitation.* – The Veterans Bank shall not, directly or indirectly, grant loans to any director, officer, employee, or agent of the Veterans Bank, and no loans shall be granted to a corporation, partnership, or company wherein any member of the Board of Directors is a shareholder, agent or employee in any manner, except by the unanimous vote of the members of the Board present in a meeting, excluding the interested member: *Provided*, That the total liabilities to the Veterans 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 Veterans Bank.

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

SEC. 19. *Right of Redemption of Property Foreclosed.* – The mortgagor shall have the right, within one (1) year after the sale of the real estate as a result of the foreclosure of a mortgage, to redeem the property by paying the amount fixed by the court in the order of execution, with interest thereon at the rate specified in the mortgage, and all the costs and other judicial expenses incurred by the Veterans Bank by reason of the execution and sale, and for the custody of said property.

SEC. 20. *Right to Demand Additional Securities; Disposal of Same Securities, Advanced Maturity of Credits; Right to Collect Deficiency.* – The right of the Veterans Bank to demand additional securities, dispose of the same, advance the maturity

of credits in case of loss or decline in the market value of the collaterals, default or non-performance of obligation by the debtor, and collect deficiency, if any, for loans and other credit accommodations granted under or against securities and collaterals, shall be subject to the provisions of Republic Act No. 8791 and other applicable laws on collaterals, mortgage, foreclosure and redemption, and their implementing rules and regulations.

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

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

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

(a) Twenty percent (20%) of such net profit shall accrue to the reserve account; and

(b) From the remaining amount of the net profit after deducting the amount accrued to the reserve account shall be deducted the guaranteed earnings of the preferred shares and the ten percent (10%) dividends on common shares: *Provided*,

however, That the declaration of these dividends shall be out of the unrestricted and free retained earnings in accordance with the pertinent provisions of Republic Act No. 11232, Republic Act No. 8791, and the BSP rules and regulations.

Thereafter, twenty percent (20%) of the net profit after deducting the guaranteed earnings of the preferred shares and the ten percent (10%) dividends on common shares, or the amount of Thirty million pesos (P30,000,000.00), whichever is lower, shall be paid in cash to the BTVWW II as hereinafter provided in Section 24 hereof for disposition and shall be available for 'grants-in-aid' to veterans, their widows, orphans, or compulsory heirs, for educational, social, charitable, and rehabilitation purposes, to organizations doing service for the cause of the veterans, and for such other purposes beneficial to the veterans, which maximum limit may be increased upon mutual agreement between the Veterans Bank and the BTVWW II: *Provided, That the latter shall render an accounting of the funds received from the former and shall be audited annually by a reputable external auditing firm.*

The remaining profits shall be at the disposition of the Board of Directors of the Veterans Bank in accordance with the pertinent provisions of Republic Act No. 11232, Republic Act No. 8791, and the BSP rules and regulations.

SEC. 24. Board of Trustees of the Veterans of World War II to be Reorganized as Board of Trustees of Veterans. – When the shareholdings of the post-World War II veterans and AFP retirees have surpassed the shareholdings of the veterans of World War II and their compulsory heirs, then the BTVWW II shall be reorganized into the Board of Trustees of Veterans as defined in Section 6(a) of this Act. It shall consist of eleven (11) members who shall be elected from among all the veterans by the stockholders of the Veterans Bank in its annual stockholders meeting. Immediately after their election, the members of the Board of Trustees shall elect from among themselves a Chairperson and a Vice-Chairperson. The members of the Board of Trustees shall serve without compensation other than actual and necessary expenses incurred either in attendance upon meetings of the Board or upon other official business authorized

by resolution thereof: *Provided, however,* That a vote of the majority of all the members shall be necessary to authorize the disposal of the funds held by the Board.

The Board of Trustees shall appoint a Secretary and such other necessary officials and employees. The compensation of these officials and employees shall be reasonable and in accordance with applicable laws and sound corporate governance practices. All the powers, privileges, duties and responsibilities of the previous BTVWW II shall be transferred to the new Board of Trustees of Veterans.

SEC. 25. *Term of Legal Existence.* – The legal existence of the Veterans Bank under this Act shall be perpetual in accordance with Section 11 of Republic Act No. 11232.

SEC. 26. *Prohibition Against the Use of the Word "Veterans"; Penalty for Violation.* – All banks other than the Veterans Bank, and such other banks now licensed to do business in the Philippines whose names already include the word "veterans" are prohibited from using the word "veterans" as a part of their names or titles. Any party violating this provision shall be subject to a fine of not less than Ten thousand pesos (P10,000.00) for each day during which said violation is committed or repeated, which penalty shall be enforced by the Veterans Bank.

SEC. 27. *Penalties for Violation of the Provisions of this Act.* – Any director, officer, employee, or agent of the Veterans Bank who violates or permits the violation of any of the provisions of this Act, or any person aiding or abetting the violation of any provision of this Act, shall be punished by 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.

SEC. 28. *Authority to Receive Deposit of Government Funds as an Official Government Depository.* – The Secretary of Finance, the National Treasurer, and their authorized representatives, all city and municipal treasurers as well as official custodians of public funds, or those belonging to government-owned or -controlled corporations are hereby authorized, if they so desire, to make and actually maintain

deposits of any government or corporate fund with the Veterans Bank, which is hereby declared to be an official government depository.

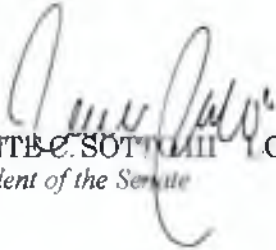
SEC. 29. *Articles of Incorporation.* – Upon its approval, this Act shall be deemed and accepted, for all legal intents and purposes, as the statutory articles of incorporation or charter of the Veterans Bank; and that, notwithstanding the provisions of any existing law to the contrary, the Veterans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

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

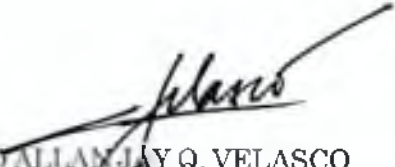
SEC. 31. *Repealing Clause.* – Republic Act No. 3518, as amended, is hereby repealed. The provisions of Republic Act No. 7169 and the existing Articles of Incorporation of the Veterans Bank approved by the BSP and the SEC which are inconsistent with any of the provisions of this Act are hereby repealed or modified accordingly; *Provided*, That insofar as not inconsistent with this Act, the operations and changes in the capital structure of the Veterans Bank, the upgrade or downgrade of its license, and change of its principal office address as well as other amendments to its Articles of Incorporation and Bylaws, shall be in accordance with Republic Act No. 11232, Republic Act No. 8791, and other related laws. The provisions of the existing bylaws of the Veterans Bank approved by the BSP and the SEC which are inconsistent with any of the provisions of this Act are hereby repealed or modified accordingly. All laws, acts, executive orders, administrative orders, proclamations, rules and regulations or parts thereof inconsistent with any of the provisions of this Act are hereby repealed or modified 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.

Approved,



VICENTE C. SOTTO III
President of the Senate

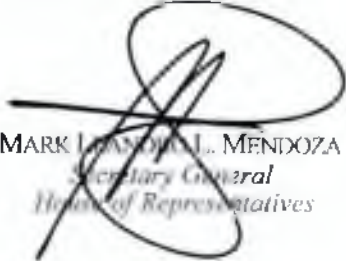


ORLANDO ALLAN JAY Q. VELASCO
Speaker of the House of Representatives

This Act which is a consolidation of House Bill No. 8164 and Senate Bill No. 2368 was passed by the House of Representatives and the Senate of the Philippines on September 28, 2021 and September 29, 2021, respectively.



MYRA MARIE D. VILLARICA
Secretary of the Senate



MARK LEONORA L. MENDOZA
Secretary General House of Representatives

Approved: **DEC 10 2021**



RODRIGO ROA DUTERTE
President of the Philippines

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