

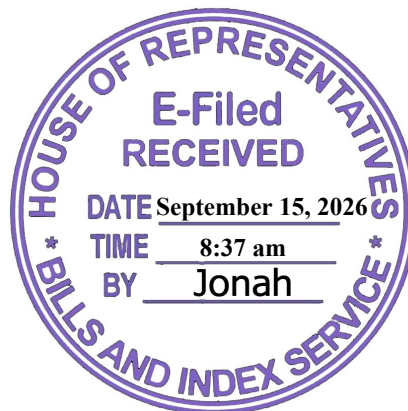


Republic of the Philippines
House of Representatives
Quezon City

TWENTIETH CONGRESS

Second Regular Session

House Bill No. 11323



Introduced by Representative Jernie Jett V. Nisay

EXPLANATORY NOTE

Businesses have the resources to make a significant difference in the communities that sustain them. Corporate Social Responsibility allows businesses to use those resources not only for growth, but also to support education, health, environmental protection, disaster relief, poverty alleviation, community development or any other charitable purposes they prefer.

Existing laws already provide tax deductions and other incentives for donations and charitable activities that serve the public. While these measures encourage businesses to contribute to society, there is also a need to give corporations greater flexibility in allocating their resources to better plan these activities.

Under existing law, stock corporations are generally prohibited from retaining surplus profits in excess of one hundred percent (100%) of their paid in capital stock, subject to the lawful provided exceptions. This proposed measure seeks to recognize Corporate Social Responsibility as an additional legitimate purpose for which surplus profits may be retained, provided that the CSR projects or programs are duly approved by the board of directors.

By giving corporations greater leeway to retain and devote a portion of their profits to CSR, the measure seeks to encourage businesses to undertake programs that create lasting benefits for their employees, communities, and the environment.

The measure does not compel businesses to give away their profits. Rather, it gives corporations that are willing to do more the flexibility to use their resources for purposes that extend beyond the interests of their shareholders and contribute to the welfare of the communities in which they operate.

1 In view of the foregoing, the immediate passage of this bill is earnestly sought.

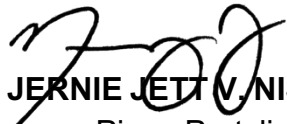
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REP. JERNIE JETT V. NISAY
Pusong Pinoy Partylist



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AN ACT
ENCOURAGING CORPORATE SOCIAL RESPONSIBILITY, PROVIDING
INCENTIVES THEREFOR

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

SECTION 1. Short Title. – This Act shall be known as the "*Corporate Social Responsibility Act*".

SEC. 2. Declaration of Policy. – The State recognizes the vital role of the private sector in nation-building and shall encourage its active participation in fostering sustainable economic development and environment protection in the Philippines.

Towards this end, the government shall mobilize its various agencies, in coordination with nongovernment and people's organizations, to work hand-in-hand for the integration, promotion, and strengthening of corporate social responsibility in all business organizations.

SEC. 3. Corporate Social Responsibility. - All business organizations established and operating under Philippine laws, whether domestic or foreign, are hereby encouraged to observe corporate social responsibility in the operation of their businesses in the country.

As used in this Act, corporate social responsibility (CSR) refers to the commitment of business to contribute on a voluntary basis to sustainable economic development I working with relevant stakeholders to improve their lives in ways that are good for business, sustainable development agenda and society at large. CSR-related activities shall include the following:

- (a) Charitable programs and projects;
- (b) Scientific research;
- (c) Youth and sports development;

- (d) Cultural or educational promotion;
- (e) Services to veterans and senior citizens;
- (f) Social welfare;
- (g) Environmental sustainability;
- (h) Health development;
- (i) Disaster relief and assistance;
- (j) Socialized and low-cost housing; and
- (k) Employee and worker welfare related CSR activities.

All business organizations are allowed to donate products and services under their CSR-related activities for disaster relief and assistance, in accordance with the regulations to be issued by the appropriate government agency. All existing laws and regulations restricting or prohibiting the right of local government units under a state of calamity and/or during a national emergency to solicit or accept any donation of products and services under the CSR-related activities for disaster relief and assistance of a business organization are hereby amended.

SEC. 4. Deduction from Unrestricted Retained Earnings. – To encourage companies to engage in CSR, Section 42 of Republic Act No. 11232, otherwise known as the "Revised Corporation Code of the Philippines" is hereby amended to read as follows:

"SEC. 42. Power to Declare Dividends. – xxx

*"Stock corporations are prohibited from retaining surplus profits in excess of one hundred percent (100%) of their paid-in capital stock, except: (a) when justified by definite corporate expansion **OR FOR CORPORATE SOCIAL RESPONSIBILITY (CSR)** projects or programs approved by the board of directors; or (b) when the corporation is prohibited under any loan agreement with financial institutions or creditors, whether local or foreign, from declaring dividends without their consent, and such consent has not yet been secured; or (c) when it can be clearly shown that such retention is necessary under special circumstances obtaining in the corporation, such as when there is need for special reserve for probable contingencies."*

SEC. 5. Awards and Recognition. – The Department of Trade and Industry (DTI) shall recognize and reward all business organizations for outstanding, innovative and world-class CSR-related services, projects and programs. It shall likewise extend endorsement and encouragements to domestic and foreign corporations doing business in the Philippines which are candidates for recognition in international award-giving bodies for their CSR-related activities.

SEC. 6. Local Government Units. – All local government units where CSR-related activities are conducted shall extend whatever assistance is necessary for business organizations to accomplish their CSR programs and projects.

SEC. 7. Periodic Report. – All business organizations shall submit the list of their CSR activities as part of their annual or regular report to the Securities and Exchange Commission (SEC), DTI, or the Department of Finance, as the case may be.

1 **SEC. 8. *Implementing Rules and Regulations.*** – Within sixty (60) days after
2 the effectivity of this Act, the Secretary of Finance shall, in coordination with DTI and
3 the SEC, promulgate rules and regulations for the effective implementation of this
4 Act.

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6 **SEC. 9. *Separability Clause.*** – If any provision of this Act is declared invalid
7 or unconstitutional, the remaining provisions not affected thereby shall continue in full
8 force and effect.

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10 **SEC. 10. *Repealing Clause.*** – Section 42 of Republic Act No. 11232 is hereby
11 amended. All laws, decrees, orders, rules and regulations, and other issuances, or
12 parts thereof, inconsistent with this Act are hereby repealed or modified accordingly.

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14 **SEC. 11. *Effectivity.*** – This Act shall take effect fifteen (15) days after its
15 publication in the *Official Gazette* or in a newspaper of general circulation.

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17 *Approved,*