REPUBLIC OF THE PHILIPPINES
DEPARTMENT OF FINANCE
BUREAU OF INTERNAL REVENUE

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Quezon City

May 23, 2018

REVENUE MEMORANDUM CIRCULAR NO. 41-2018

SUBJECT : **Clarification on the Issuance of Taxpayer Identification Number (TIN) for Corporations relative to Its Corporate Term Under the Corporation Code of the Philippines**

TO : All Internal Revenue Officials, Employees and Others Concerned

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Relative to Revenue Memorandum Order No. 30-2005, this Circular is being issued to clarify policies on the issuance of TIN of corporations that have reached its corporate life as originally stated in its Articles of Incorporation. Section 11 of the Corporation Code of the Philippines provides:

> *"**Section 11 - Corporate term.** - A corporation shall exist for a period not exceeding fifty (50) years from the date of incorporation unless sooner dissolved or unless said period is extended. The corporate term as originally stated in the articles of incorporation may be extended for periods not exceeding fifty (50) years in any single instance by an amendment of the articles of incorporation, in accordance with this Code: Provided, That no extension can be made earlier than five (5) years prior to the original or subsequent expiry date(s) unless there are justifiable reasons for an earlier extension as may be determined by the Securities and Exchange Commission (SEC)."*

In line with the above provision, the following policies shall be adopted:

1. A corporation or partnership whose corporate life has been granted an extension by SEC prior to the expiration of its corporate life, shall not be issued a new TIN. It is however mandated that the taxpayer shall update its registration record by submitting BIR Form No. 1905, attaching a copy of the newly issued SEC Certificate of Registration (SEC COR) and the Amended Articles of Incorporation bearing the same name as a proof of its corporate life extension.

2. Corporation or Partnership with typographical errors (Corporate Name errors, etc.) in its first SEC COR –

   A corporation or partnership that has been issued a second or new SEC COR to correct typographical errors (Corporate Name errors, etc.) shall not be issued a new TIN, but, the taxpayer is required to update its registration with the Revenue District Office (RDO) where such corporation/partnership is registered.

3. Expired Corporations or Partnership –

   3.1 A corporation or partnership whose registration with SEC has been revoked or its corporate life has expired shall cease to exist as a juridical entity to do business. Expired corporations are those with corporate terms that have lapsed without being renewed or extended.

3.2 While SEC allows the re-registration of expired corporation using the same corporate name as reflected in the SEC COR, such corporation is a new corporation bearing a new SEC Registration Number and new pre-generated TIN as confirmation that the same is a separate and distinct entity from the expired corporation.

3.3 The pre-generated TIN issued thru SEC to the newly registered corporation using the name of the expired corporation shall be confirmed by the BIR using BIR Form No. 1903 for the issuance of BIR Certificate of Registration and application for Authority to Print principal/supplementary invoices/receipts, simultaneous with the application for cancellation of the old TIN of the expired corporation, following existing procedures.

3.4 The new TIN of the said corporation shall be used in all of its future transactions with the Bureau.

3.5 The TIN of corporation or partnership which ceased to exist as a juridical entity due to the expiration of its corporate life shall be used by the said corporation in the process of liquidation/winding-up its business and shall be cancelled upon the issuance of clearance by the Bureau.

3.6 In case the expired corporation is classified as a Large Taxpayer (LT), such registration status shall be carried over by the newly registered corporation that assumed the business name and operations of the expired corporation. Hence, registration will have to be made with the LT Division where the old corporation is registered.

4. In merger of corporations, the surviving corporation shall retain its TIN while the TIN of the merged corporation shall be cancelled following the existing procedures in the cancellation of registration. In the consolidation of corporations, a new TIN shall be issued to the new corporation and the TINs of the consolidated corporations shall be cancelled following the existing procedures in the cancellation of registration.

All internal revenue officers and employees are hereby enjoined to give this Circular a wide publicity as possible.

CAESAR R. DULAY
Commissioner of Internal Revenue

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