

Title:

Roque v. People of the Philippines (G.R. No. L-xxxxx)

Facts:

Barangay Mulawin Tricycle Operators and Drivers Association, Inc. (BMTODA) was a registered corporation with the Securities and Exchange Commission (SEC). Alejandro D.C. Roque served as its President while Rosalyn G. Singson served as Secretary. In August 2003, Oscar Ongjoco, a member of BMTODA, discovered that funds were missing and requested copies of the Association's documents under Section 74 of the Corporation Code but was refused by Singson. Ongjoco also requested a list of members and their paid fees from Roque, which Roque also denied.

Ongjoco filed an Affidavit-Complaint against Roque and Singson for their refusal to furnish the requested documents, leading to charges against Roque and Singson for violations related to the Corporation Code. The Office of the City Prosecutor of San Jose Del Monte, Bulacan indicted them and the Information was filed in the Regional Trial Court (RTC). After the prosecution rested its case, Roque and Singson filed a Motion for Leave of Court to File Demurrer to Evidence with Motion to Dismiss. With no comment from the prosecution, the RTC granted the motion and dismissed the case, concluding that BMTODA's status as a corporation could not be proven.

The prosecution appealed to the Court of Appeals (CA), which reversed the RTC's decision. The CA noted that documentary evidence indicated BMTODA's registration was initially revoked but later reinstated. The case was then remanded for the presentation of defense evidence. Roque filed a further appeal to the Supreme Court.

Issues:

1. Whether BMTODA was a corporation duly established and organized under the Corporation Code such that its officers could be prosecuted under its penal provisions.
2. Whether the refusal to furnish documents requested by a member constituted a violation under the Corporation Code.

Court's Decision:

The Supreme Court denied Roque's petition and affirmed the CA's decision in toto. The Court held that BMTODA was a duly registered corporation, as evidenced by the Petition to Lift Order of Revocation and the SEC Order Lifting the Revocation. It further clarified that the subsequent revocation and reinstatement did not diminish a member's right to examine

documents, and thus, Roque's refusal to provide the requested documents was a violation of the Corporation Code.

Doctrine:

The Court re-established the principle that an officer or agent of a corporation who refuses to allow a director, trustee, stockholder, or member of the corporation to examine and copy excerpts from its records or minutes, without a legitimate defense, shall be liable for damages and punishable under Section 144 of the Corporation Code.

Class Notes:

- Section 74, Corporation Code: Officers or agents liable for refusing examination of records.
- Section 144, Corporation Code: Penalties for violations of provisions.
- Essential elements of refusal to examine records under Corporation Code: Written demand, refusal by officer/agent, no legitimate defense for refusal, liability on directors if refusal by board resolution.

Historical Background:

The case reflects the legal entitlements of corporate members to information within Philippine corporate governance and the processes of the Philippine judiciary for criminal violations under the Corporation Code. It also highlights the pivotal role of regulatory bodies such as the SEC in confirming the legal status of organizations and underscores how such status affects the rights of members and the responsibilities of officers.