

**SIMEON NICOLAS CHAN, LEROY CHAN, MELANIE MAE C. TORRES,
Petitioners, vs. YOLANDA CHAN, ROSALINA RIVERA, KATHLEEN
RIVERA, ALVIN RIVERA, Respondents.**

G.R. No. 150746. October 15, 2008

Ponente: NACHURA, J.

Read online (full-text search, related cases, audio case brief): <https://batas.org/library/g-r-no-150746/>

NACHURA, J.:

For review is the Court of Appeals (CA) Decision[1] dated July 5, 2001 and its Resolution[2] dated November 13, 2001 in CA-G.R. SP No. 64268.

Respondents Yolanda Chan (Yolanda), Rosalina Rivera (Rosalina), Alvin Rivera (Alvin), and Kathleen Rivera (Kathleen), as well as petitioners Simeon Nicolas Chan (Simeon Chan), Leroy Chan (Leroy) and Melanie Mae C. Torres (Melanie), were stockholders of Ambassador Hotel, Inc. (the Hotel).

In a letter[3] dated March 2, 1998, Yolanda and Rosalinda requested the Hotel's President and General Manager, Simeon Chan, for a special meeting of the Hotel's Board of Directors. Simeon Chan, however, refused to call a meeting, arguing that it was not necessary.[4] Thus, respondents themselves called the special board members' meeting which was held on March 14, 1998.[5] In the said meeting, respondents, as members of the Board, approved various resolutions intended to save the Hotel's financial image and goodwill, and to safeguard its funds and assets as a result of alleged mismanagement by petitioners.[6]

On April 25, 1998, another board meeting was held, also attended by the respondents, where a new set of officers were elected, namely: Yolanda as President replacing Simeon Chan; Rosalina as Chairman of the Board, also replacing Simeon Chan; and Alvin as Treasurer and Head of the Finance Department. They (the respondents, in their capacity as members of the Board) likewise approved the designation of new bank signatories.[7]

Simeon Chan refused to honor the results of these two board meetings, alleging that he alone, as the Hotel's President, can call a special meeting in accordance with its By-Laws.[8] Petitioners thus filed a Petition for Declaration of Nullity of Special Meetings and the Matters Taken Up Therein before the Securities and Exchange Commission (SEC). The case was docketed as SEC Case No. 05-985958. Petitioners likewise applied for a writ of preliminary injunction to restrain the respondents from implementing the resolutions approved during the questioned meetings. The SEC issued a Temporary Restraining Order (TRO) valid for seventy-two (72) hours, but denied the prayer for a writ of preliminary injunction.[9]

Petitioners subsequently filed a Motion to Admit a Supplemental Petition for the declaration of respondents' shares as invalid and ineffectual; and for the declaration that Rosalina Rivera's shares be limited only to those stated in the Articles of Incorporation.[10] The SEC admitted the supplemental petition.[11] Then, petitioners asked for the issuance of a writ of preliminary injunction again. Respondents, on the other hand, moved for the creation of a management committee.[12]

On March 20, 2000, the SEC issued an Omnibus Order[13] denying both the issuance of a writ of preliminary

injunction and the creation of a management committee. It further directed the Hotel to call and hold a stockholder's meeting. In its order, the SEC concluded that the disputed shares should not be allowed to vote and be voted for pending the resolution on the merits as to who actually owns the shares.[14] Aggrieved, Yolanda elevated the matter to the SEC en banc which dismissed the same for non-payment of appeal fee. On petition[15] before the CA, the latter directed the SEC en banc to take cognizance of the appeal.[16] The CA decision became final and executory.

On April 5, 2000, petitioners filed a Motion to Deem Conclusive the Basis of Shares Entitled to Vote as Those Listed in the Original Articles of Incorporation and Those in the 1985 Increase in Subscription of Shares.[17]

On May 8, 2000 and on June 30, 2000, petitioners filed separate motions[18] to declare the respondents Riveras and Yolanda Chan in default. On May 29, 2000, Yolanda filed a motion for the issuance of a writ of preliminary mandatory injunction.[19] Petitioners then filed a motion to cite respondents' counsel in contempt of court and to expunge the above motion for preliminary mandatory injunction.

By virtue of the enactment and approval of the law transferring jurisdiction over intra-corporate controversies from the SEC to the regular courts designated as special (commercial) courts, the case was then transferred to the Regional Trial Court (RTC) of Manila, Branch 46, and was docketed as Civil Case No. 01-99677.

On April 2, 2001, the RTC issued an Order[20] denying the petitioners' and respondents' motions, the pertinent portions of which read:

- Motion to deem conclusive the basis of shares entitled to vote as those listed in the original Articles of Incorporation and in the 1985 increase in subscription shares.

RESOLUTION: The Court resolves to deny the motion for the reason that the question of what shares is entitled to vote is not an issue in this case. This question should be resolved in another proceeding. Besides, it appears that on January 19, 1972[,] petitioner Simeon Nicolas Chan assigned 6,000 of his shares to Union Builders, Inc. which later on sold the shares to respondent Rosalina Rivera. On December 24, 1975[,] he donated 2,000 of his shares to respondent Yolanda Chan.

- Motion to declare respondents Riveras in default.

- Motion to declare respondent Yolanda Chan in default.

RESOLUTION: The Court resolves to deny both motions because the said defendants have already filed their answers.

- Motion to cite respondents' counsel (Atty. Laureano Galon) in contempt of court and to expunge motion for the issuance of a writ of preliminary mandatory injunction.

RESOLUTION: The Court resolves to deny the motion because it finds nothing in the motion for the issuance of a writ of preliminary mandatory injunction contemptuous or offensive to the dignity of the court or the litigants.

The power to punish for contempt is to be exercised on the preservative and not on the vindictive principle - it ought not to be utilized for the purpose of merely satisfying an inclination to strike back at a party for showing less than full respect for the dignity of the court.[21]

Unsatisfied, petitioners elevated the matter to the Court of Appeals in a special civil action for certiorari under Rule 65. In a Decision[22] dated July 5, 2001, the appellate court dismissed the petition, ratiocinating that there was no clear showing of grave abuse of discretion.

Hence, the instant petition, raising the following errors:

GRAVE ERRORS WERE COMMITTED BY RESPONDENT COURT OF APPEALS WARRANTING THIS COURT'S REVIEW, AS FOLLOWS:

- THE COURT OF APPEALS DEPARTED FROM THE ACCEPTED COURSE OF JUDICIAL PROCEEDINGS AND SANCTIONED SUCH DEPARTURE BY THE LOWER COURT WHEN IT ADOPTED THE STATEMENT OF FACTS OF THE LOWER COURT'S ORDER, WHICH STATEMENT MISREPRESENTED AND MISCHARACTERIZED THE CASE.

- THE COURT OF APPEALS DID NOT DECIDE IN ACCORD WITH LAW AND WITH APPLICABLE DECISIONS OF THE SUPREME COURT, WHEN SUCH RESPONDENT COURT RULED THAT THERE WAS NO JUSTIFICATION FOR PETITIONERS' FAILURE TO FILE A MOTION FOR RECONSIDERATION IN THE LOWER COURT. RESPONDENT COURT COULD NOT RULE SO, CONSIDERING THAT IN AN INTRA-CORPORATE DISPUTE, THE PROMULGATED INTERIM RULES OF THE SUPREME COURT APPLIES; NOT THE REGULAR RULES OF COURT;

- THE COURT OF APPEALS DEPARTED FROM THE ACCEPTED COURSE OF JUDICIAL PROCEEDINGS AND SANCTIONED SUCH DEPARTURE BY THE LOWER COURT, WHEN ITS DECISION IGNORED THE CLEAR SHOWING OF GRAVE ABUSE OF DISCRETION COMMITTED BY THE LOWER COURT;

A) GRAVE ABUSE OF DISCRETION WAS COMMITTED BY THE LOWER COURT. CONTRARY TO SETTLED MATTERS IN THE PROCEEDINGS, AND WITHOUT JUSTIFIABLE REASON:

i.) THE LOWER COURT'S ORDER MISSTATED AND MISCHARACTERIZED THE ISSUES OF THE CASE.

ii.) THE DENIAL BY THE LOWER COURT'S ORDER OF PETITIONERS' MOTION TO DEEM CONCLUSIVE THE BASIS OF SHARES ENTITLED TO VOTE WAS IN GRAVE ABUSE OF DISCRETION.

iii.) THE DENIAL BY THE LOWER COURT'S ORDER OF PETITIONERS' MOTION FOR DEFAULT WAS IN GRAVE ABUSE OF DISCRETION.

iv.) THE LOWER COURT'S ORDER IRREGULARLY GRANTED RESPONDENT'S RELIEFS IN HER MOTION FOR PRELIMINARY MANDATORY INJUNCTION, AND WRONGLY DENIED PETITIONERS' MOTION FOR CONTEMPT/ MOTION TO EXPUNGE.

B) THE DECISION, BY DISMISSING THE PETITION, IMPROPERLY DENIED PETITIONERS' INJUNCTIVE RELIEFS.

- THE COURT OF APPEALS DID NOT DECIDE IN ACCORD WITH LAW, DEPARTED FROM THE ACCEPTED COURSE OF JUDICIAL PROCEEDINGS AND SANCTIONED SUCH DEPARTURE BY THE LOWER COURT, WHEN ITS DECISION MISCHARACTERIZED THE ERRORS OF THE LOWER COURT'S ORDER AND PETITIONERS' GROUNDS IN ASSAILING THE ORDER, DEFIED THE MEANING OF "GRAVE ABUSE OF DISCRETION", AND RENDERED ERRONEOUS CONCLUSIONS.

- INJUSTICE WAS COMMITTED BY RESPONDENT COURT.

- THE DECISION AND THE LOWER COURT'S ORDER HAD THE EFFECT OF CURING THE DEFECTS OF THE POSITIONS OF THE PRIVATE RESPONDENTS, ESPECIALLY RESPONDENT YOLANDA CHAN'S, OF EXTRICATING HER THEREFORE FROM INCRIMINATING MATTERS, AND OF GRANTING HER OBJECTIVES IN THE CASE. THE EVIDENCE, UNDISPUTED FACTS, AND RESPONDENTS' ADMISSIONS CONFIRM THAT PETITIONERS ARE ENTITLED TO THEIR RELIEFS IN THE CASE.[23]

Essentially, the issues raised before us are the following: 1) whether a motion for reconsideration should have been filed by the petitioners before filing the petition for certiorari with the CA; 2) whether the CA erred in affirming the findings of fact of the RTC; and 3) whether the CA committed grave abuse of discretion in denying petitioners' motions to deem conclusive the basis of shares of stocks, to declare respondents in default, and to cite respondents' counsel in contempt of court.

Apart from the more substantive issue of absence of grave abuse of discretion, the appellate court initially dismissed the special civil action for certiorari on procedural ground. The CA faults the petitioners for filing the petition before it without first filing a motion for reconsideration before the RTC that should have given the latter the opportunity to correct its alleged errors. Petitioners, justifying their action in going directly to the CA, contend that they could not file the motion for reconsideration because of the express prohibition in Section 8, Rule 1 of the Interim Rules of Procedure Governing Intra-Corporate Controversies under Republic Act (R.A.) No. 8799.[24] They likewise aver that direct resort to the appellate court was warranted because of the express declaration made by the RTC that its Order was immediately executory.[25]

We agree with the petitioners.

While it is true that Rule 65 of the Rules of Court requires, as a pre-condition for a petition for certiorari, the filing of a motion for reconsideration, this requirement is inapplicable to the present case. The controversy being intra-corporate in nature, and primarily governed by the Interim Rules of Procedure for Intra-Corporate Controversies,[26] Sections 4 and 8, Rule 1 thereof are relevant in the instant case, thus:

Sec. 4. Executory nature of decisions and orders. - All decisions and orders issued under these Rules shall immediately be executory. No appeal or petition taken therefrom shall stay the enforcement or implementation of the decision or order, unless restrained by an appellate court. Interlocutory orders shall not be subject to appeal.

Sec. 8. Prohibited pleadings. - The following pleadings are prohibited:

x x x

(3) Motion for new trial, or for reconsideration of judgment or order, or for re-opening of trial;

Notwithstanding the strict requirement under the Rules of Court of a motion for reconsideration before the institution of a special civil action, petitioners were proscribed from filing the same by the express provision of the Interim Rules. Had they filed the same, it would have been considered pro forma; and it would not have tolled the running of the reglementary period to file a petition for certiorari.[27] Consequently, the CA could have lost jurisdiction to entertain the petition and the petitioners would have been left without a remedy to assail the RTC order. In addition to the above proscription, because of the express declaration made by the RTC that the order was immediately executory, direct resort to the appellate court was the most, if not the only, remedy available to the petitioners. Thus, considering that there was no appeal, or any plain, speedy, and adequate remedy in the ordinary course of law, petitioners rightly filed a petition for certiorari before the CA.

Petitioners also fault the appellate court in adopting the findings of fact of the RTC for having been based on the facts alleged by the respondents. They insist that the RTC and the CA should have based their statement of facts on petitioners' supplemental petition.[28]

We do not agree.

It is hornbook doctrine that findings of fact of trial courts are entitled to great weight and should not be disturbed except for strong and valid reasons because the trial court is in a better position to examine the demeanor of the

witnesses while testifying.[29] Trial court judges enjoy the unique opportunity of observing the deportment of witnesses on the stand, a vantage point denied appellate tribunals.[30]

We cannot, therefore, ascribe fault to the appellate court in adopting the findings of the trial court. Petitioners failed to offer any compelling reason why the RTC's narration of facts, as affirmed by the CA, should be substituted by their (petitioners') own allegations embodied in their supplemental petition. This Court's statement of facts shows that we only supplemented, but not superseded, the appellate and trial courts' findings of facts.

Lastly, petitioners claim that the CA erroneously affirmed the RTC's denial of petitioners' motions to deem conclusive the basis of shares of stocks entitled to vote; to declare the respondents in default; and to declare the respondents' counsel in contempt of court.

Again, we do not find any valid reason to depart from the appellate court's conclusion.

The Court notes that petitioners' motion to declare respondents in default was anchored on the latter's failure to file their answer to the former's supplemental petition.

The Interim Rules specifically provide that the defendant/respondent shall be considered in default if he fails to file an answer to the complaint.[31] However, it has no provision therein to govern the filing and admission of supplemental pleadings, as well as the filing of an answer thereto. Thus, the provisions of the Rules of Court apply suppletorily.[32]

Section 6, Rule 10 and Section 7, Rule 11, of the Rules of Court are relevant, thus:

Sec. 6. Supplemental pleadings. - Upon motion of a party, the court may, upon reasonable notice and upon such terms as are just, permit him to serve a supplemental pleading setting forth transactions, occurrences or events which have happened since the date of the pleading sought to be supplemented. The adverse party may plead thereto within ten (10) days from notice of the order admitting the supplemental pleading.[33]

Sec. 7. Answer to supplemental complaint. - A supplemental complaint may be answered within ten (10) days from notice of the order admitting the same, unless a different period is fixed by the court. The answer to the complaint shall serve as the answer to the supplemental complaint if no new or supplemental answer is filed.[34]

As can be gleaned from the above provisions, the filing of an answer to the supplemental pleading is not mandatory because of the use of the word "may." This is bolstered by the express provision of the Rules that the answer to the original pleading shall serve as the answer to the supplemental pleading if no new or supplemental answer is filed. Thus, the Court cannot declare the respondents in default simply because the latter opted not to file their answer to the supplemental petition.

As its very name denotes, a supplemental pleading only serves to supplement or add something to the primary pleading. A supplement exists side by side with the original. It does not replace that which it supplements. It is but a continuation of the complaint. Its usual office is to set up new facts which justify, enlarge or change the kind of relief with respect to the same subject matter as the controversy referred to in the original complaint. More importantly, a supplemental pleading assumes that the original pleading is to stand and that the issues joined with the original pleading remained as issues to be tried in the action.[35]

Petitioners likewise aver that respondent Yolanda and her counsel should be declared in contempt of court for repeatedly filing motions for preliminary injunction.

The Court observes that the parties had been employing all means and availing of various remedies that they deemed best to protect their respective interests. Petitioners have filed multiple pleadings and motions before the

RTC, the CA and this Court. Respondents, in turn, filed their own pleadings in answer to those of the petitioners. If petitioners could file their own motions and pleadings for their own protection, there is no reason to deny the same right to the respondents herein. Availing of the remedies set forth by law or the Rules is not at all contumacious.

It bears stressing at this point that the power to punish for contempt must be exercised on the preservative, not vindictive principle, and on the corrective and not retaliatory idea of punishment. The courts must exercise the power to punish for contempt for purposes that are impersonal, because that power is intended as a safeguard not for the judges as persons but for the functions that they exercise.[36] Undoubtedly, the CA correctly affirmed the denial of petitioners' motion to cite respondent Yolanda and her counsel in contempt of court.

Petitioners further claim that the invalidity of the shares of the respondents has already been established by the evidence presented by the former. As such, petitioners insist that the RTC gravely abused its discretion in denying their motion to deem conclusive the basis of shares entitled to vote.

In elevating the RTC order to the CA in a special civil action for certiorari, petitioners wanted the appellate court to review their evidence allegedly showing the nullity of respondents' shares of stocks, and to declare the corporation's articles of incorporation as the determinant of the shares entitled to vote.

The CA correctly dismissed the petition.

We would like to stress that petitioners questioned before the CA the April 2001 Order of the RTC via a special civil action for certiorari on the ground of grave abuse of discretion. We agree with the CA's general conclusion that certiorari was not proper, as there was no showing of grave abuse of discretion. As correctly stated by the appellate court, and as this Court has repeatedly held, a writ of certiorari may be issued only for the correction of errors of jurisdiction or grave abuse of discretion amounting to lack or excess of jurisdiction, not errors of judgment.[37] It does not include correction of the trial court's evaluation of the evidence and factual findings thereon.[38] It does not go as far as to examine and assess the evidence of the parties and to weigh the probative value thereof.[39]

Pursuant to the law transferring jurisdiction of the SEC over intra-corporate controversies to the RTC, the latter validly exercised its jurisdiction over the case. As long as the trial court acted with jurisdiction, any error committed by it in the exercise thereof amounts to nothing more than an error of judgment.[40]

Having determined that the RTC had jurisdiction to issue the assailed order, did it gravely abuse its discretion amounting to lack or excess of jurisdiction in denying petitioners' motion to deem conclusive the basis of shares entitled to vote?

We answer in the negative.

Grave abuse of discretion implies such capricious and whimsical exercise of judgment as is equivalent to lack of jurisdiction. The abuse of discretion must be so patent and gross as to amount to an evasion of a positive duty or a virtual refusal to perform a duty enjoined by law, or to act at all in contemplation of law as where the power is exercised in an arbitrary and despotic manner by reason of passion and hostility.[41]

It is noteworthy that prior to the filing of the Motion to Deem Conclusive the Basis of Shares Entitled to Vote, petitioners initially filed a similar motion[42] on which they based their supplemental petition.[43] These motion and petition apparently contain similar allegations, arguments and reliefs prayed for. With the admission of the supplemental petition, the validity or invalidity of the respondents' shares has been put in issue in the main action. The resolution of this issue should, therefore, be embodied in a decision rendered by the RTC after the

presentation of the parties' respective evidence. Prior to the submission of the case for decision, the trial court cannot make a definitive conclusion on any of the issues properly raised before it. The court is not expected to render a decision favorable to any of the parties, acting on a mere motion, with respect to the very issues raised in the petition.

Petitioners claim that in their motion to deem conclusive the basis of shares entitled to vote, they only wanted a preliminary ruling on the matter, for purposes of the election directed by the RTC in its Omnibus Order dated March 20, 2000. A perusal of their memorandum, however, reveals that petitioners want a final declaration that respondent Yolanda's shares are null and void, which this Court is not in a position, at this stage, to grant. Aside from the prematurity of such a declaration because both parties' evidence have yet to be assessed and weighed, the validity or invalidity of said shares has already been the subject of a separate petition^[44] in SEC Case No. 05-98-5984. Neither can we categorically pronounce that respondents Riveras' shares entitled to vote should only be those listed in the Articles of Incorporation because, to reiterate, the parties' evidence have yet to be evaluated by the RTC and the issue should properly be threshed out in the main petition. It must be recalled that the shares of stocks are evidenced by certificates of stocks and the shares and the transfers of ownership thereof are supposedly listed in corporate books and other corporate records. To use the articles of incorporation as the sole basis in determining which shares are entitled to vote would imply that the other corporate documents are invalid. Surely, it cannot be done in a special civil action for certiorari commenced before the CA since it would entail a comprehensive evaluation and analysis of the parties' documentary and testimonial evidence.

With this disquisition, petitioners are not unduly prejudiced. The validity or invalidity of the shares has been put in issue in their supplemental petition. Petitioners should wait for the final resolution of this issue in the main petition.

WHEREFORE, premises considered, the petition is DENIED. The Decision of the Court of Appeals, dated July 5, 2001, and its Resolution dated November 13, 2001 in CA-G.R. SP No. 64268, are AFFIRMED.

SO ORDERED.

Puno, C.J., Ynares-Santiago, Chico-Nazario, and Reyes, JJ., concur.

[*] Designated additional member in lieu of Associate Justice Ma. Alicia Austria-Martinez per Raffle dated October 10, 2007.

[1] Penned by Associate Justice Jose L. Sabio, Jr. with Associate Justices Ma. Alicia Austria-Martinez (now Associate Justice of the Court) and Hilarion L. Aquino, concurring; rollo, pp. 42-50.

[2] Rollo, pp. 56-59.

[3] Id. at 139.

[4] Id. at 140.

[5] Id. at 141-142.

[6] Id. at 51.

[7] Id.

[8] Id.

[9] Id. at 51-52.

[10] Id. at 121-138.

[11] Id. at 185.

[12] Id. at 52.

[13] Id. at 186-189.

[14] Id. at 188.

[15] The case was docketed as CA-G.R. SP No. 60545.

[16] Penned by Associate Justice Romeo J. Callejo, Sr., with Associate Justices Renato C. Dacudao and Perlita J. Tria Tirona, concurring.

[17] Rollo, pp. 195-199.

[18] Id. at 225-228; 229-233.

[19] Id. at 206-211.

[20] Id. at 51-55.

[21] Id. at 52-53.

[22] Supra note 1.

[23] Rollo, pp. 15-16.

[24] Id. at 576-577.

[25] Id. at 577.

[26] A.M. No. 01-2-04-SC.

[27] Land Bank of the Philippines v. Ascot Holdings and Equities, Inc., G.R. No. 175163, October 19, 2007, 537 SCRA 396, 404-405.

[28] Rollo, p. 575.

[29] Ong v. Ong, G.R. No. 153206, October 23, 2006, 505 SCRA 76, 87; Local Superior of the Servants of Charity (Guanellians), Inc. v. Jody King Construction & Development Corporation, G.R. No. 141715, October 12, 2005, 472 SCRA 445, 451.

[30] Ong v. Ong, G.R. No. 153206, October 23, 2006, 505 SCRA 76, 87.

[31] Sec. 7, Rule 2 provides:

Section 7. Effect of failure to answer. - If the defendant fails to answer within the period above provided, he shall be considered in default. Upon motion or motu proprio, the court shall render judgment either dismissing the complaint or granting the relief prayed for as the records may warrant. In no case shall the court award a relief beyond or different from that prayed for.

[32] Sec. 2, Rule 1 of the Interim Rules provide:

Section 2. Suppletory application of the Rules of Court.- - The Rules of Court, in so far as they may be applicable and are not inconsistent with these Rules, are hereby adopted to form an integral part of these Rules.

[33] Emphasis supplied.

[34] Emphasis supplied.

[35] *Young v. Sy*, G.R. No. 157745, September 26, 2006, 503 SCRA 151, 162; *Planters Development Bank v. LZK Holdings and Development Corporation*, G.R. No. 153777, April 15, 2005, 456 SCRA 366, 379.

[36] *The Senate Blue Ribbon Committee v. Hon. Majaducon*, 455 Phil. 61, 75-76 (2003); *Oclarit v. Paderanga*, 403 Phil. 146, 153-154 (2001).

[37] *Deutsche Bank Manila v. Chua Yok See*, G.R. No. 165606, February 6, 2006, 481 SCRA 672, 692.

[38] *Microsoft Corp. v. Best Deal Computer Center Corp.*, 438 Phil. 408, 413 (2002).

[39] *Macawiag v. Balindong*, G.R. No. 159210, September 20, 2006, 502 SCRA 454, 468.

[40] *Microsoft Corp. v. Best Deal Computer Center Corp.*, *supra* note 37, at 415.

[41] *Deutsche Bank Manila v. Chua Yok See*, *supra* note 36, at 692, citing *Land Bank of the Philippines v. Court of Appeals*, 409 SCRA 455, 481 (2003) and *Bacelonia v. Court of Appeals*, 445 Phil. 300, 307-308 (2003).

[42] Motion to Declare Respondents' Shares as Invalid, Ineffectual and To Declare Respondent Rosalina Rivera's Shares as only Those Stated in the Articles of Incorporation; CA rollo, pp. 142-156.

[43] Supplemental Petition for Declaration of Nullity of Special Meetings and the Matters Taken up Therein and For Declaration of Respondents' Shares as Invalid, Ineffectual, and for Declaration of Respondent Rosalina Rivera's Shares as Only Those Stated in the Articles of Incorporation; *id.* at 107-124.

[44] CA rollo, pp. 312-320.

ABOUT BATAS.ORG

Study smarter at BATAS.org

The Philippine bar review and law-school companion built around how your brain actually remembers.

The complete Philippine law library - free for everyone.

More than 100,000 Supreme Court decisions, Republic Acts, and executive issuances - full-text searchable, browsable by category and year, and always free. No paywall, no login. This PDF came from it.

Audio case-brief lectures.

Any decision becomes a podcast-style lecture - facts, issues, ruling, and doctrine - with read-along highlighting and a hands-free presentation mode. Study while commuting, working out, or resting your eyes.

Bar review built on the science of memory.

Complete, sequenced courses for all eight bar subjects, narrated like podcasts and reinforced with retrieval practice and spaced review - the study techniques with the strongest evidence behind them.

The full law-school curriculum.

One subscription unlocks the entire J.D. curriculum - every subject, every lesson, with your progress tracked down to the paragraph so you can pick up exactly where you left off, on any device.

Mock exams that tell you where you stand.

Timed multiple-choice exams graded instantly, with per-subject score breakdowns and focus suggestions that point you at your weakest topics first.

A study planner that keeps you on pace.

Set your schedule and BATAS tells you every day whether you are on track for bar day - and exactly which lesson to take next.

Start free at <https://batas.org>

The law library is free forever - and your first lesson is one click away.

The text of this document is an official public record and remains in the public domain. Formatting, presentation, and compilation © 2026 batas.org.

Downloaded free from the batas.org Law Library. Share it freely - the library is free for every law student, bar reviewee, and practitioner.