

# SECURITIES AND EXCHANGE COMMISSION

## SEC FORM 17-C

### CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. Date of Report (Date of earliest event reported)  
Jan 14, 2021
2. SEC Identification Number  
26986
3. BIR Tax Identification No.  
000846618
4. Exact name of issuer as specified in its charter  
D.M. WENCESLAO & ASSOCIATES INCORPORATED
5. Province, country or other jurisdiction of incorporation  
Philippines
6. Industry Classification Code(SEC Use Only)
7. Address of principal office  
15th Floor, Aseana 3, D. Macapagal Blvd corner Asean Ave., Aseana City, Paranaque  
City  
Postal Code  
1714
8. Issuer's telephone number, including area code  
(632) 8854-5711
9. Former name or former address, if changed since last report  
N/A
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common	3,395,864,100
11. Indicate the item numbers reported herein  
Item 9

*The Exchange does not warrant and holds no responsibility for the veracity of the facts and representations contained in all corporate disclosures, including financial reports. All data contained herein are prepared and submitted by the disclosing party to the Exchange, and are disseminated solely for purposes of information. Any questions on the data contained herein should be addressed directly to the Corporate Information Officer of the disclosing party.*



# D.M. Wenceslao & Associates, Incorporated

## DMW

### PSE Disclosure Form 4-4 - Amendments to By-Laws References: SRC Rule 17 (SEC Form 17-C) and Section 4.4 of the Revised Disclosure Rules

#### Subject of the Disclosure

Amendment of By Laws to Include Remote Communication as Means to Participate in Meetings and Delegation of Power to Amend By Laws to the Board of Directors

#### Background/Description of the Disclosure

On April 24, 2020, the Board of Directors ("Board") of D.M. Wenceslao & Associates Incorporated ("Corporation") approved the amendment of its By-Laws by to include remote communications as a means to participate in the meetings of the Board as well as meetings of the stockholders. The Board likewise approved the amendment to delegate the power to amend, repeal or alter the By-Laws of the Corporation to the Board of Directors. On June 24, 2020, the stockholders likewise approved said amendments. A table of the proposed amendments to the By-Laws of the Corporation is hereto attached.

On December 23, 2020, the amendments to the Corporation's By-Laws were submitted to the Securities and Exchange Commission ("SEC") for approval. On January 04, 2021, the SEC approved the amendment to the Corporation's By-Laws and issued a Certificate of Filing of Amended By-Laws.

On January 14, 2021, the SEC issued a corrected Certificate of Filing of Amended By-Laws in order to reflect the date April 24, 2020 as the date of board approval of the amendments. Attached herein is the Certificate of Filing of Amended By-Laws dated January 14, 2021.

<b>Date of Approval by Board of Directors</b>	Apr 24, 2020
<b>Date of Approval by Stockholders</b>	Jun 24, 2020
<b>Other Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Relevant Regulatory Agency, if applicable</b>	N/A
<b>Date of Approval by Securities and Exchange Commission</b>	Jan 14, 2021
<b>Date of Receipt of SEC approval</b>	Jan 14, 2021

#### Amendment(s)

Article and Section Nos.	From	To
Article II, Section 3	Article II, Section 3. Place of Meeting. Stockholders meetings, whether regular or special, shall be held in the principal office of the corporation, or at any place designated by the Board of Directors in the city or municipality where the principal office of the corporation is located.	Please see attachment.

Article II, Section 4	Article II, Section 4. Notice of Meeting. The corporate secretary shall send the notice of any regular or special meeting of the shareholders by personal delivery or by mail to each shareholder of record at his last known address or by publication in a newspaper of general circulation at least two weeks before the date of the meeting. This notice should state the place, date, and hour of the meeting, and the purpose for which the meeting is called. No failure or irregularity of notice of any regular meetings shall invalidate such meeting at which all the stockholders are present or represented without protest or challenge as to the legality or irregularity of said meeting, shall invalidate such meeting or any proceedings thereat.	Please see attachment.
Article II, Section 5	Article II, Section 5. Quorum. At the meeting of the stockholders, a majority of the subscribed capital stock of the corporation, whether represented in person or by proxy, shall constitute a quorum, unless otherwise provided by the Corporation Code. A majority of such quorum shall decide any question that may be brought before the meeting, save and except in those several matters, in which the laws of the Philippines, if any, expressly require the affirmative vote of a greater proportion. If no quorum is constituted, the meeting shall be adjourned until the requisite amount of stock shall be present or represented.	Please see attachment.
Article III, Section 6	Article III, Section 6. Regular Meetings. The regular meetings of the Board of Directors shall be held every quarter at the principal office of the corporation, or at such other place as a majority of the directors may designate from time to time. Directors may attend Board meetings through teleconference or videoconference or any electronic medium where attendees can participate during the meeting even if not physically present. Board meetings through teleconferencing or videoconferencing should comply with the applicable rules and requirements of the Securities and Exchange Commission.	Please see attachment.
Article III, Section 7	Article III, Section 7. Special Meetings. The special meetings of the Board of Directors shall be held in the principal office of the corporation, or at such other places as may be designated in the call. The meeting may be called by the President, or by request of a majority of Directors. Such special meetings may be held at any time and place without notice by the unanimous written consent of all members of the Board who are present in the Philippines.	Please see attachment.
Article III, Section 10	Article III, Section 10. Conduct of the meetings. The Chairman of the Board shall preside over the Board meetings. In the absence of the Chairman, the Board may appoint any director to preside over the meeting. The Secretary shall act as secretary of every meeting, and in his absence, the chairman of the meeting shall appoint a secretary of the meeting.	Please see attachment.
Article X, Section 1	Article X, Section 1. These by-laws may be amended, repealed or altered in whole or in part by the affirmative vote of the stockholders owning at least a majority of the subscribed capital stock of the corporation at any regular meeting of the stockholders, or at any special meeting where such action has been announced in the call and notice of such meeting.	Please see attachment.

#### Rationale for the amendment(s)

Following the provisions of the Revised Corporation Code (RCC) and its implementing rules and regulations on conducting meetings via remote communication, the Corporation's By-laws shall be updated to explicitly include provisions on conducting meetings via remote communication which are allowed under the RCC and relevant implementing rules issued by the Securities and Exchange Commission (SEC).

#### The timetable for the effectivity of the amendment(s)

Expected date of filing the amendments to the By-Laws with the SEC	Dec 23, 2020
Expected date of SEC approval of the Amended By-Laws	Jan 4, 2021

#### Effect(s) of the amendment(s) to the business, operations and/or capital structure of the Issuer, if any

N/A

#### Other Relevant Information

This disclosure was amended in light of the SEC's issuance of a corrected Certificate of Filing of Amended By-Laws dated January 14, 2021 to reflect the date April 24, 2020 as the date of board approval of the amendments.

**Filed on behalf by:**

<b>Name</b>	Mark Gorriceta
<b>Designation</b>	Chief Information Officer