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SECOND DIVISION

[G.R. No. 143088. January 24, 2006]

PHILIPPINE AIRLINES, INC., MANOLO AQUINO, JORGE MA. CUI, JR. and PATRICIA CHIONG, *petitioners, vs.* **FLIGHT ATTENDANTS AND STEWARDS ASSOCIATION OF THE PHILIPPINES (FASAP) and LEONARDO BHAGWANI,** *respondents.*

SYLLABUS

1. **MERCANTILE LAW; CORPORATION CODE; CORPORATION; POWERS; A CORPORATION EXERCISES ITS POWERS THROUGH THE BOARD OF DIRECTORS AND/OR ITS DULY AUTHORIZED OFFICERS AND AGENTS.**— This Court has explained that a corporation has no power except those conferred on it by the Corporation Code and those that are implied or incidental to its existence. The exercise of these powers is done through the board of directors and/or duly authorized officers and agents. Given these corporate features, the power of a corporation to sue in any court is generally lodged with the board of directors. The board, in turn, can delegate the physical acts needed to sue, which may be performed only by natural persons, to its attorneys-in-fact by a board resolution, if not already authorized under the corporate by-laws.

2. **REMEDIAL LAW; SPECIAL CIVIL ACTIONS; *CERTIORARI*; CERTIFICATION OF NON-FORUM SHOPPING; REQUIREMENT APPLICABLE TO BOTH NATURAL AND JURIDICAL ENTITIES.**— The necessity for a certification of non-forum shopping in filing petitions for *certiorari* is found in Rule 65, Section 1, in relation to Rule 46, Section 3 of the Rules of Court. These provisions require it to be executed by the corresponding petitioner or petitioners. As on distinction is made as to which party must execute the certificate, this requirement is made to apply to both natural and juridical entities. When the petitioner is a corporation, the certification should be executed by a natural person. Furthermore, not just

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any person can be called upon to execute the certification, although such a person may have personal knowledge of the facts to be attested to.

3. **ID.; ID.; ID.; ID.; SIGNATORY THEREOF MUST BE VESTED WITH AUTHORITY BY A VALID BOARD RESOLUTION; EFFECT OF LACK OF PROOF OF AUTHORITY TO SIGN, EXPLAINED.**— Only individuals vested with authority by a valid board resolution may sign the certificate of non-forum shopping in behalf of a corporation. In addition, the Court has required that proof of said authority must be attached. Failure to provide a certificate of non-forum shopping is sufficient ground to dismiss the petition. Likewise, the petition is subject to dismissal if a certification was submitted unaccompanied by proof of the signatory's authority. This Court has allowed the reinstatement of petitions that were dismissed due to lack of proof of authority to sign the certification upon its subsequent submission, saying that this amounted to substantial compliance. The rationale was that the signatories, at the time of execution of the certification, were in fact authorized to sign, although proof of their authority was lacking. The required certification of non-forum shopping must be valid at the time of filing of the petition. An invalid certificate cannot be remedied by the subsequent submission of a Secretary's Certificate that vests authority only after the petition had been filed.

APPEARANCES OF COUNSEL

Bienvenido T. Jamoralin, Jr. for petitioners.
Soo Gutierrez Leogardo & Lee for respondents.

D E C I S I O N

AZCUNA, *J.*:

This petition for review on *certiorari* under Rule 45 of the Rules of Court presents a recurring question regarding the Court's requirement of a certification of non-forum shopping.

Petitioners Philippine Airlines, Inc. (PAL) and Manolo Aquino, Jorge Ma. Cui, Jr. and Patricia Chiong, in their capacity as Executive Vice-President Administration and Services, Manager

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International Cabin Crew and Assistant Vice-President Cabin Services, respectively, are before the Court seeking the reversal of the resolution of the Court of Appeals in C.A. G.R. No. SP-56850, dated January 31, 2000, dismissing their appeal and the resolution of May 11, 2000, denying the motion for reconsideration.

The facts on the conflict between PAL and respondents Flight Attendants and Stewards Association of the Philippines (FASAP) and Leonardo Bhagwani are not necessary for the Court's resolution of the petition. It is enough to state that on May 14, 1997 FASAP and Leonardo Bhagwani filed a complaint for unfair labor practice, illegal suspension and illegal dismissal against petitioners before the Labor Arbiter of the National Labor Relations Commission (NLRC). The Labor Arbiter rendered a decision holding that PAL committed unfair labor practice and illegal dismissal of Bhagwani and, consequently, ordered the payment of damages. The NLRC later modified the decision by setting aside the finding that PAL was guilty of unfair labor practice, but affirming the rest of the decision.

What is relevant to the case is the subsequent appeal to the Court of Appeals. When petitioners filed a petition for *certiorari* against the decision with the Court of Appeals, it was accompanied by a Certification of Non-Forum Shopping executed by Cesar R. Lamberte and Susan Del Carmen, Vice-President Human Resources and Assistant Vice-President Cabin Services of PAL, respectively, who are not parties to the case. The certification, however, was without proof that the two affiants had authority to sign in behalf of petitioners. As a result, the Court of Appeals dismissed the case for failure to show the authority of affiants to sign for PAL and for failure of the other petitioners to join in the execution of the certification. A motion for reconsideration was filed with a Secretary's Certificate attached evidencing that affiants Cesar R. Lamberte and Susan Del Carmen have been authorized by Board Resolution No. 00-02-03 to initiate and/or cause to be filed on behalf of PAL petitions and pleadings in all labor-related cases. As to the other petitioners, it was argued that they are mere nominal parties so that their failure to execute the certification does not justify dismissal of the

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petition. Despite this submission, the Court of Appeals denied the motion for reconsideration. Hence, the case is now before this Court.

The petition is without merit.

The necessity for a certification of non-forum shopping in filing petitions for *certiorari* is found in Rule 65, Section 1, in relation to Rule 46, Section 3 of the Rules of Court. These provisions require it to be executed by the corresponding petitioner or petitioners. As no distinction is made as to which party must execute the certificate, this requirement is made to apply to both natural and juridical entities.[1] When the petitioner is a corporation, the certification should be executed by a natural person. Furthermore, not just any person can be called upon to execute the certification, although such a person may have personal knowledge of the facts to be attested to.[2]

This Court has explained that a corporation has no power except those conferred on it by the Corporation Code and those that are implied or incidental to its existence. The exercise of these powers is done through the board of directors and/or duly authorized officers and agents. Given these corporate features, the power of a corporation to sue in any court is generally lodged with the board of directors. The board, in turn, can delegate the physical acts needed to sue, which may be performed only by natural persons, to its attorneys-in-fact by a board resolution, if not already authorized under the corporate by-laws.[3]

Thus, only individuals vested with authority by a valid board resolution may sign the certificate of non-forum shopping in behalf of a corporation. In addition, the Court has required that

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[1] *Rodriguez, Jr. v. NLRC,* G.R. No. 153947, December 5, 2002, 393 SCRA 511.

[2] *Digital Microwave Corporation v. Court of Appeals and Asian High Technology Corporation*, G.R. No. 128550, March 16, 2000, 328 SCRA 286.

[3] *BA Savings Bank v. Sia*, G.R. No. 131214, July 27, 2000, 336 SCRA 484.

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certificate of non-forum shopping is sufficient ground to dismiss the petition. Likewise, the petition is subject to dismissal if a certification was submitted unaccompanied by proof of the signatory's authority.[4]

The petition filed with the Court of Appeals had a certification of non-forum shopping executed by Cesar R. Lamberte and Susan Del Carmen. The certification, however, was without proof of authority to sign. When a motion for reconsideration was filed, a Secretary's Certificate was submitted as proof that the board of directors of PAL had authorized the two to execute the certificate. Nonetheless, the Court finds that this belated submission is an insufficient compliance with the certification requirement.

This Court has allowed the reinstatement of petitions that were dismissed due to lack of proof of authority to sign the certification upon its subsequent submission, saying that this amounted to substantial compliance. The rationale was that the signatories, at the time of execution of the certification, were in fact authorized to sign, although proof of their authority was lacking.[5]

This is not what happened in this case. A perusal of the Secretary's Certificate submitted reveals that the authority to cause the filing of the petition was granted on February 15, 2000.[6] The petition, on the other hand, was filed on January 24, 2000 and was dismissed by the Court of Appeals on January 31, 2000. This means that at the time the certification was signed, Cesar R. Lamberte and Susan Del Carmen were not duly authorized by the Board of Directors of PAL and, consequently, their signing and attestations were not in presentation

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[4] *Shipside Incorporated v. Court of Appeals*, G.R. No. 143377, February 20, 2001, 352 SCRA 334.

[5] *General Milling Corporation v. NLRC*, G.R. No. 153199, December 17, 2002, 394 SCRA 207.

[6] *Rollo*, pp. 175-176.

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of PAL. This effectively translates to a petition that was filed without a certifcation at all as none was issued by PAL, the principal party to the case.

The required certification of non-forum shopping must be valid at the time of filing of the petition. An invalid certificate cannot be remedied by the subsequent submission of a Secretary's Certificate that vests authority only after the petition had been filed.

WHEREFORE, the petition is *DENIED*. No costs.

SO ORDERED.

Puno (Chairperson), Sandoval-Gutierrez, Corona and Garcia, JJ., concur.

SECOND DIVISION

[G.R. No. 145002. January 24, 2006]

PEOPLE OF THE PHILIPPINES, *plaintiff-appellee, vs.* **PFC FLORO MALEJANA,** *accused-appellant.*

SYLLABUS

1. REMEDIAL LAW; EVIDENCE; TESTIMONY OF WITNESS; EXPERT TESTIMONY; CONSIDERED OR WEIGHED BY THE COURT IN THE LIGHT OF THEIR OWN GENERAL KNOWLEDGE AND EXPERIENCE UPON THE SUBJECT OF INQUIRY.— On the matter of weight to be given to the testimony of an expert, this Court has held as follows: Expert testimony no doubt constitutes evidence worthy of meriting consideration, although not exclusive on questions of professional character. The courts of justice, however, are not bound to submit their findings necessarily to such testimony; they are free to weigh them, and they can give or refuse to give them any value as