

VALLEY GOLF &

ANTIPOLO CITY, PHILIPPINES
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COUNTRY CLUB, INC.

NOTICE AND AGENDA OF ANNUAL MEETING OF STOCKHOLDERS

**TO: ALL STOCKHOLDERS
VALLEY GOLF & COUNTRY CLUB, INC.**

NOTICE IS HEREBY GIVEN that the Annual Meeting of Stockholders of VALLEY GOLF & COUNTRY CLUB, INC. will be held at its CLUBHOUSE located at Don Celso Tuason Avenue, Valley Golf, Antipolo City, Philippines, on Sunday, September 23, 2018, at 4:00 p.m.

Elections for Members of the Board shall likewise be held on **September 23, 2018** from 10:00 A.M. to 5:00 P.M.

AGENDA

1. Call to order
2. Corporate Secretary's Certification of Service of Notice and Quorum
3. Approval of the Minutes of the Annual Meeting held on September 24, 2018
4. Matters arising from the minutes and action taken
5. Financial Report of the Treasurer
6. President's Report
7. Ratification of the President and Treasurer's Reports, Acts of the Board and Management (July 1, 2017 to June 30, 2018)
8. Appointment of External Auditor
9. Election of Directors
 - a) Certification by the Corporate Secretary on the timely submission of nominations
 - b) Reading of the names of nominees/candidates by the Corporate Secretary
 - c) Casting of votes/ballots
 - d) Canvassing of ballots by the COMELEC
 - e) Proclamation of winners by the COMELEC
10. Other matters
11. Adjournment

WHO ARE QUALIFIED TO VOTE

The Board of Directors has fixed August 1, 2018 as the record date for the determination of the stockholders who are entitled to vote at said Annual Meeting. "Only stockholders in good standing shall have the right to vote and be voted upon x x x." (Article III, Sec. 8, Amended By-Laws). The stock and transfer book of the corporation will not be closed.

Only stockholders in good standing as of August 1, 2018 and not appearing in the Club's delinquent list as posted on September 20, 2018 shall be qualified to vote.

For voting purposes, each share of stock shall be entitled to one (1) vote. However in electing the candidates for the Board of Directors, each shareholder shall be entitled to three (3) cumulative votes.

A stockholder may appoint a proxy to represent him or her during the Annual Meeting, subject to the Rules and Procedures in the Verification/Authentication of Proxies as shown in Enclosure No. 4. All proxies submitted and registered on or before 5:00 P.M. of the record date, shall be the basis for determining the quorum.

WHO ARE QUALIFIED FOR ELECTION

Only those nominated in accordance with Article III, Section 8, Article IV, Section 1 - Paragraph 2 and Article IV, Section 5 of the Club's By-Laws, who satisfied the qualifications and passed the screening of the Nominating Committee, shall qualify for election to the Board of Directors.

Stockholders on record shall elect three (3) Directors from the list of qualified candidates.

SCHEDULE OF VOTING, CANVASSING & ANNOUNCEMENT OF RESULT

Registration of stockholders entitled to vote shall commence at 10:00 A.M., **September 23, 2018**; and casting of ballots will be in accordance with the following schedule:

VOTING HOURS - 10:00 A.M. to 5:00 P.M.

Canvassing of ballots will be conducted by the Club's External Auditors and the result shall be certified by them and the Chairman, Committee on Elections. The result of the election shall be officially announced by the Chairman, Committee on Elections immediately after the canvassing.

RULES OF THE MEETING

Robert's Rules of Order shall govern the overall conduct of the stockholders' meeting. For a fair and orderly meeting, the following Rules of the Meeting shall be observed by the attending stockholders or proxies:

- a) The attending stockholder or proxy must arrive at least thirty (30) minutes before the time of meeting and register at the registration table;
- b) At all times, the stockholder or proxy shall observe and conduct him/herself in proper decorum and in accordance with these rules;

- c) If the stockholder or proxy wants to speak, he/she must stand up to be recognized and until the Chairman acknowledges him/her, he/she will refrain from speaking or making gestures. If he/she wants to make follow up question or make further statement, he/she must again seek recognition and wait to be acknowledged by the Chairman;
- d) All remarks must be directed to the Chair. Remarks must be courteous in language and deportment;
- e) When the Chairman announces that all of his/her concerns or queries had already been satisfied, he/she shall abide by such ruling;
- f) No stockholder or proxy can speak twice on the same issue until everyone else wishing to speak has spoken about the said issue once;
- g) If the manner of voting, i.e., by raising of hands or ballot, has been agreed upon by the stockholders representing majority of the voting stocks, he/she shall abide with such voting procedure; and
- h) Any stockholder or proxy who was declared out of order by the Chairman according to these rules, but who persists on disorderly behavior may be forcibly expelled from the meeting upon order of the Chairman.



ATTY. RIO SESINANDO E. VENTURANZA
Corporate Secretary