



# SECURITIES AND EXCHANGE COMMISSION

THE SEC HEADQUARTERS 7907 Makati Avenue, Salcedo Village, Bel-Air, Makati City  
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## Company Information

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**SEC Registration No.:** 0000013951

**Company Name:** VALLEY GOLF AND COUNTRY CLUB, INC.

**Industry Classification:** O92499

**Company Type:** Stock Corporation

## Document Information

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Acceptance of this document is subject to review of forms and contents

COVER SHEET

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S.E.C. Registration Number

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C	L	U	B	,		I	N	C	.														

(Company's Full Name)

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R	I	Z	A	L																					

(Business Address: No. Street/City/Province)

ABIGAE <b>L</b> B. BLANCO
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Contact Person

8658-4901
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Company Telephone Number

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Month Day  
Fiscal Year

17-C
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FORM TYPE

09	4 <sup>th</sup> Sunday
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Month Day  
Annual Meeting

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Secondary License Type, If Applicable

C	G	F	D
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Dept. Requiring this Doc.

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Amended Articles Number/Section

1,594	Total Amount of Borrowings	
Total No. of Stockholders Owning at Least One Board Lot	Domestic	Foreign

To be accomplished by SEC Personnel concerned

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File Number

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SECURITIES AND EXCHANGE COMMISSION

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): May 17, 2025
2. SEC Identification Number : 13951
3. BIR Tax Identification No.: 000-649-197
4. Exact name of issuer as specified in its charter: VALLEY GOLF & COUNTRY CLUB, INC.
5. Province, country or other jurisdiction of incorporation: Antipolo, Rizal, Philippines
6. Industry Classification Code: (SEC Use Only)
7. Address of principal office/ Postal Code: Don Celso S. Tuason Ave. Victoria Valley, Antipolo, Rizal 1870
8. Issuer’s telephone number, including area code: (632) 8658-4901 to 03 / (632) 8658-4920
9. Former name or former address, if changed since last report: Not Applicable
10. Securities registered pursuant to Sections 4 and 8 of the RSA:

Title of Each Class	Number of Shares of Common Stock Outstanding and Amount of Debt Outstanding
Common Stock	1,594 shares outstanding

11. Indicate the item numbers reported herein: Item 3

ITEM 3. APPOINTMENT OF ISSUER’S CERTIFYING ACCOUNTANT

During the Regular Stockholders’ Meeting on October 19, 2024, the stockholders approved the amendment on Corporate Governance Manual of Valley Golf & Country Club, Inc.

*President Constantine Kohchet-Chua presented SEC Memorandum Circular No. 24, Series of 2019, which adopts a “comply or explain” approach for governance practices and emphasizes the principle of proportionality. The Circular provides flexibility for non-listed corporations in structuring their governance policies, as long as any deviations are properly disclosed and justified.*

*Given the Club’s non-public status and the limited number of directors relative to the number of standing committees mandated by the By-Laws and Corporate Governance Manual, the President advised retaining the current committee structure and formally disclosing this arrangement to the SEC.*

*To institutionalize this policy, Director Rio Sessinando E. Venturanza proposed a clarifying amendment to Item 2.2.2 of the Manual. The revised final sentence now reads:*

***“... Provided, that the Chairman of the Committee shall not be the Chairman of any other Committees of the Club performing line functions (Admin, Finance, House, Engineering and Grounds).”***

## SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**VALLEY GOLF & COUNTRY CLUB, INC.**

Issuer

**May 17, 2025**

Date

**By:**

  
**ATTY. JOSEPH JOEL R. CASTILLO**

Compliance Officer

Certification

I, **ATTY. JOSEPH JOEL R. CASTILLO**, the Compliance Officer of **VALLEY GOLF & COUNTRY CLUB, INC.**, a corporation duly registered under and by virtue of the laws of the Republic of the Philippines, with SEC registration number **13951** and with principal office at **Don Celso S. Tuason Victoria Valley Antipolo City**, on oath state:

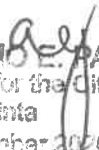
- 1) That I have caused this **Amendment of Corporate Governance Manual** to be prepared on behalf of **VALLEY GOLF & COUNTRY CLUB, INC.**
- 2) That I have read and understood its contents which are true and correct based on my own personal knowledge and/or on authentic records;
- 3) That the company **VALLEY GOLF & COUNTRY CLUB, INC.** will comply with the requirements set forth in SEC Notice dated 12 May 2021 to effect a complete and official submission of reports and/or documents through electronic mail;
- 4) That I am fully aware that submitted documents which require pre-evaluation and/or payment of processing fee shall be considered complete and officially received only upon payment of a filing fee; and
- 5) That the e-mail account designated by the company pursuant to SEC Memorandum Circular No. 28, s. 2020 shall be used by the company in its online submissions to CGFD.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_\_.

  
**ATTY. JOSEPH JOEL R. CASTILLO**  
Affiant

SUBSCRIBED AND SWORN TO BEFORE ME  
THIS \_\_\_\_\_ DAY OF **MAY 20 2025** AT  
**ANTIPOLO CITY AFFIANT** EXHIBITING  
TO ME HIS/HER \_\_\_\_\_

DOC. NO. 14  
PAGE NO. 8  
BOOK NO. 16  
SERIES OF **2025**

  
**ATTY. ALBINO E. PARANADA**  
Notary Public for the City of Antipolo,  
Taytay and Cainta  
Until 31 December 2026  
No. 11-A P Burgos St., Brgy. San Jose,  
Antipolo City  
Roll No. 53950  
MCLE No. VIII-0016996/4-14-28  
IBP No. 468655/9-20-2024  
PTR No. 9596808 - 1-2-25 Antipolo City

REPUBLIC OF THE PHILIPPINES)  
\_\_\_\_\_ ) S.S.

**ANTIPOLO CITY**

**SECRETARY'S CERTIFICATE**

I, **ALLAN JOCSON, CORPORATE SECRETARY** of **VALLEY GOLF AND COUNTRY CLUB, INC** legal age, Filipino, with address at **NO. 3 JULIA VARGAS AVENUE ORTIGAS CENTER PASIG CITY, METRO MANILA**, after having been duly sworn in accordance with law, do hereby certify:

1. I am the duly appointed and incumbent Corporate Secretary of **VALLEY GOLF AND COUNTRY CLUB, INC** (the "Corporation"), a corporation duly organized and existing under and by virtue of the laws of the Republic of the Philippines, with principal office at **SALLAN & JOCSON LAW OFFICES SUITE 1910, 19<sup>TH</sup> FLOOR, ANTEL GLOBAL CORPORATE CENTER**.

2. That as Corporate Secretary, I have custody of the books and records of the Corporation, including the minutes of meetings of the Board of Directors and Stockholders.

3. That at a meeting of the Board of Directors of the Corporation, duly and regularly called and held on the **19th day of OCTOBER, 2024, at VALLEY GOLF AND COUNTRY CLUB, INC**, a quorum being present and acted throughout, the Board approved the amendment of the Corporate Governance Manual, specifically the revision of Item 2.2.2, to include a clarificatory provision regarding the chairmanship of line-function committees.

4. That during the said meeting, **President Constantine Kohchet-Chua** presented an excerpt from **SEC Memorandum Circular No. 24, Series of 2019 – Code of Corporate Governance for Public Companies and Registered Issuers**, highlighting the '**comply or explain**' approach. The Code allows companies the flexibility to adopt governance practices appropriate to their size and structure, stating:

*"2. The Code will adopt the 'comply or explain' approach. This approach combines voluntary compliance with mandatory disclosure. Companies are not required to comply with the Code but must state in their annual corporate governance reports whether they comply with the Code provisions, identify areas of non-compliance, and explain the reasons for non-compliance."*

*"4. The Code does not, in any way, prescribe a 'one-size-fits-all' framework. It allows companies flexibility in establishing their corporate governance practices. Larger companies would generally be expected to follow most of the Code's provisions, while smaller companies may decide that the costs of some provisions outweigh the benefits or are less relevant."*

*The President emphasized that, as a non-public company, Valley Golf and Country Club, Inc. would not be in violation of SEC rules so long as it discloses and explains any areas of non-compliance. Given the Club's composition of only nine elected directors and multiple committees required under the By-Laws and Corporate Governance Manual, it is foreseeable that some directors will serve as chairman in more than one committee. As the matter was not deemed highly sensitive, the Board agreed to retain the current committee chair structure and disclose this setup to the SEC in the interest of transparency.*

5. That the President explained that as a **non-public company**, the Club would not be in violation of SEC rules provided that it discloses and explains any areas of non-compliance. Given the Club’s limited number of directors (nine) and the number of committees mandated under its By-Laws, it was agreed that some directors may chair more than one committee. As the matter was not deemed sensitive, the Board resolved to **retain the current committee chair structure and disclose the same to the SEC.**

6. That **Director Rio Sesinando E. Venturanza** proposed the following amendment to the final sentence of **Item 2.2.2** of the Corporate Governance Manual:

“... Provided, that the Chairman of the Committee shall not be the Chairman of any other Committees of the Club performing line functions (Admin, Finance, House, Engineering and Grounds).”

7. That the Board unanimously approved the proposed amendment and resolved to submit the revised Corporate Governance Manual to the Securities and Exchange Commission (SEC) together with this Certificate.

8. That this Certificate is being issued to attest to the foregoing and for the purpose of complying with SEC requirements.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed the seal of the Corporation this day of \_\_\_\_\_, 2025 at \_\_\_\_\_, Philippines.


  
ALLAN JOCSON  
Corporate Secretary  
Affiant

**SUBSCRIBED AND SWORN to before me**, a Notary Public for and in **ANTIPOLO CITY**, this **MAY 20 2025** day of \_\_\_\_\_, 2025, the affiant having exhibited to me his competent evidence of identity and Community Tax Certificate (CTC) as follows:

Name	CTC No.	Date/Place Issued	Competent Evidence of Identity (Type of ID and ID No.)	Issued on/at and/or Valid Until

NOTARY PUBLIC

Doc. No. 54 ;  
Page No. 12 ;  
Book No. 14 ;  
Series of 2025.

  
**ATTY. ALBINO E. PARANADA**  
Notary Public for the City of Antipolo,  
Taytay and Calinta  
Until 31 December 2026  
No. 11-A P Burgos St., Brgy. San Jose,  
Antipolo City  
Roll No. 53950  
MCLE No. VIII-0016996/4-14-28  
IBP No. 468855/9-20-2024  
PTR No. 9596808 - 1-2-25 Antipolo City



Don Celso S. Tuason, Victoria Valley, Antipolo City

May 17, 2025

Securities and Exchange Commission  
Corporate Governance and Finance Department  
Secretariat Building, PICC Complex  
Roxas Boulevard, Pasay City

**Subject: Explanation for Delayed Submission of Amended Manual on Corporate Governance**

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Dear Director,

We respectfully write to explain the delayed submission of the Amended Manual on Corporate Governance of VALLEY GOLF AND COUNTRY CLUB, INC., which was approved by the Board of Directors on October 19, 2024.

The delay in submission was due to administrative oversight in finalizing documentation and routing approvals. We regret the delay and assure the Commission that this was not intentional nor due to disregard of compliance obligations.

To prevent future delays, we have enhanced our internal compliance monitoring procedures and reportorial submission processes.

We respectfully submit the amended manual, together with the required supporting documents, for your evaluation and record. We remain committed to upholding the principles of transparency and regulatory compliance.

Thank you for your understanding and continued guidance.

Sincerely,

  
ATTY. ALLAN JOCSO  
**Corporate Secretary**  
Valley Golf and Country Club, Inc.

VALLEY GOLF AND COUNTRY CLUB, INC.  
Don Celso S. Tuason Avenue, Antipolo City 1870 Philippines  
Telephone: 86584901 to 03

[www.valleygolf.com.ph](http://www.valleygolf.com.ph)  
E-mail: [info@valleygolf.com.ph](mailto:info@valleygolf.com.ph)



**VALLEY GOLF AND COUNTRY CLUB, INC.**

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**REVISED MANUAL OF CORPORATE GOVERNANCE**

*10/19/2024*



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## **1. OBJECTIVE**

The Board of Directors, management, officers, members, and employees of Valley Golf & Country Club, Inc. ("Valley Golf") commit themselves to the principles of good corporate governance and best management practices. Valley Golf believes that corporate governance is a necessary component of doing what is right for all stakeholders and therefore undertakes to exert every effort necessary to create awareness and oblige compliance thereto within the organization.

This Manual shall institutionalize the system of direction and control that shall be observed within the organization, guiding it in the fulfillment of its long term economic, moral, legal, and social obligations towards its members and other stakeholders.

## **2. GOVERNANCE**

### **2.1 THE BOARD OF DIRECTORS**

The Club shall be headed by a competent, working Board to foster the long-term success of the Club, and to sustain its competitiveness and growth in a manner consistent with its corporate objectives and the long-term best interests of its members.

#### **2.1.1 COMPOSITION**

The Board of Directors shall be composed of nine (9) Directors, seven (7) of whom are Regular Directors and two (2) shall be Independent Directors. They must be elected by the Club members entitled to vote at the annual general meeting and shall hold office for one (1) year and until their successors are elected and qualified in accordance with the Club's Articles of Incorporation, By-laws, and other issuances regarding the matter.



A Director may be re-elected as such provided that no Director can serve for more than five (5) consecutive years.<sup>1</sup>

The Board shall be composed of a majority of non-executive directors who possess the necessary qualifications to effectively participate and secure objective and independent judgment on corporate affairs and to carry out proper checks and balances.

#### 2.1.2 POLICY ON BOARD DIVERSITY

For Board Diversity, the Board shall be composed of directors with a collective working knowledge, experience, and expertise relevant to Valley Golf's sector and industry.

The Board shall always ensure that it has an appropriate mix of competence and expertise. Its members shall remain qualified for their positions individually and collectively to enable them to fulfill their roles and responsibilities and respond to the needs of the Club based on the evolving business environment and strategic direction.

#### 2.1.3 QUALIFICATIONS

The Directors shall possess the necessary qualifications and none of the disqualifications to hold the position, as follows:

##### a. Qualifications

1. Must be a proprietary member in good standing. For purposes of this provision, a member in good standing shall mean any member who satisfies all of the following: (1) Is not delinquent; (2) Has adhered to all club rules, regulations, and policies; and (3) Is not currently serving any penalties arising from disciplinary actions imposed by the appropriate Committee of Club

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<sup>1</sup> Art. IV Section 1 of Valley Golf's By-Laws



2. Must have at least one (1) share recorded in his name for at least three (3) years at the time of nomination and shall continue to own a share during his term of office. Provided, that if the nominee has been a member of any of the committees for at least one (1) year, or a playing guest or corporate representative for at least two (2) years, the three-year requirement shall be reduced to one (1) year.
3. Has not assigned the playing right of his share upon nomination and has committed in writing not to assign his playing right during his incumbency if elected.
4. Must have sufficient time to share his/her professional and executive expertise.
5. Must have no official record of grave and serious misconduct that merited the suspension of his membership with the Club.
6. Must be at least a college graduate or have sufficient experience in managing the business to substitute for such formal education.
7. Must be at least twenty-one (21) years of age.
8. Must have proven to possess integrity and probity.
9. Must be assiduous.

**b. Disqualifications**

**1. Permanent Disqualification**

In accordance with the provisions of the Code of Corporate Governance for Public Companies and Registered Issuers, the following persons shall be permanently disqualified from being elected/appointed as a Director of the Club:

1. Any person convicted by final judgment or order by a competent judicial or administrative body of any crime that (a) involves the purchase or sale of securities, as defined in the Securities Regulation Code; (b) arises out of the person's conduct as an underwriter, broker, dealer, investment adviser, principal,



distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; or (c) arises out of his fiduciary relationship with a bank, quasi-bank, trust company, investment house or as an affiliated person of any of them;

2. Any person who, by reason of misconduct, after hearing, is permanently enjoined by a final judgment or order of the SEC or any court or administrative body of competent jurisdiction from: (a) acting as underwriter, broker, dealer, investment adviser, principal distributor, mutual fund dealer, futures commission merchant, commodity trading advisor, or floor broker; (b) acting as director or officer of a bank, quasi-bank, trust Club, investment house, or investment company; (c) engaging in or continuing any conduct or practice in any of the capacities mentioned in sub-paragraphs (a) and (b) above, or willfully violating the laws that govern securities and banking activities.

The disqualification shall also apply if such person is currently the subject of an order of the Commission or any court or administrative body denying, revoking or suspending any registration, license or permit issued to him under the Corporation Code, Securities Regulation Code or any other law administered by the SEC or Bangko Sentral ng Pilipinas (BSP), or under any rule or regulation issued by the Commission or BSP, or has otherwise been restrained to engage in any activity involving securities and banking; or such person is currently the subject of an effective order of a self-regulatory organization suspending or expelling him from membership, participation or association with a member or participant of the organization;

3. Any person convicted by final judgment or order by a court or competent administrative body of an offense involving moral turpitude, fraud, embezzlement, theft, estafa, counterfeiting, misappropriation, forgery, bribery, false affirmation, perjury or other fraudulent acts;



4. Any person who has been adjudged by final judgment or order of the Commission, court, or competent administrative body to have willfully violated, or willfully aided, abetted, counseled, induced or procured the violation of any provision of the Corporation Code, Securities Regulation Code or any other law administered by the Commission or BSP, or any of its rule, regulation or order;
5. Any person earlier elected as independent director who becomes an officer, employee or consultant of the same corporation, subject to cooling off period under existing SEC Regulations.
6. Any person judicially declared as insolvent;
7. Any person found guilty by final judgment or order of a foreign court or equivalent financial regulatory authority of acts, violations or misconduct similar to any of the acts, violations or misconduct enumerated in sub-paragraphs (a) to (e) above;
8. Any person convicted by final judgment of an offense punishable by imprisonment for more than six (6) years, or a violation of the Corporation Code committed within five (5) years prior to the date of his election or appointment.

## 2. Temporary Disqualifications

A nominee for a director may likewise be disqualified for any of the following reasons:

1. Refusal to comply with the disclosure requirements of the Securities Regulation Code and its Implementing Rules and Regulations. The disqualification shall be in effect as long as the refusal persists.



2. Absence in more than fifty (50) percent of all regular and special meetings of the Board during his incumbency, or any twelve (12) month period during the said incumbency, unless the absence is due to illness, death in the immediate family or serious accident. The disqualification shall apply for purposes of the succeeding election.
3. Dismissal or termination for cause as director of any corporation covered by the Code of Corporate Governance for Public Companies and registered Issuers. The disqualification shall be in effect until he has cleared himself from any involvement in the cause that gave rise to his dismissal or termination.
4. If the beneficial equity ownership of an independent director of the Club or its subsidiaries and affiliates exceed two percent of its subscribed capital stock. The disqualification shall be lifted if the limit is later complied with.
5. If any of the judgments or orders cited in the grounds for permanent disqualification has not yet become final.
6. If the independent director becomes an officer or employee of the Club, he shall be automatically disqualified from being an independent director, subject to cooling off period under existing SEC Regulations.

A temporary disqualified director shall, within sixty (60) business days from such disqualification, take the appropriate action to remedy or correct the disqualification. If he fails or refuses to do so for unjustified reasons, the disqualification shall become permanent.



#### 2.1.4 GENERAL RESPONSIBILITY OF THE BOARD FOR GOOD GOVERNANCE

A director's office is one of trust and confidence. He shall act in a manner consistent with the principles of transparency, accountability and fairness.

It shall be the Board's responsibility to foster the long-term success of Valley Golf and secure its sustained competitiveness in a manner consistent with its fiduciary responsibility, which it shall exercise in the best interest of the Club, its members and other stakeholders. The Board shall conduct itself with utmost honesty and integrity in the discharge of its duties, functions and responsibilities.

#### 2.1.5 SPECIFIC ROLES, DUTIES, AND RESPONSIBILITIES

To ensure a high standard of best practices for Valley Golf and its stakeholders, the Board shall conduct itself with honesty and integrity in the performance of the following duties and functions, among others:

- a. Act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the Club and all members and all other stakeholders;
- b. Oversee the development of and approve the Club's business and strategy , and monitor its implementation, in order to sustain the Club's long term viability and strength including providing sound strategic policies and guidelines to the corporation on major capital expenditures;
- c. Ensure and adopt an effective succession planning program for key officers and Management for continuous and consistent growth of the Club, including adopting a retirement policy for key



- officers as well as appointing competent, professional, honest and highly motivated management officers;
- d. Align the remuneration of key officers and management with the long-term interests of the Club and in doing so, formulate and adopt a policy specifying the relationship between remuneration and performance;
  - e. Implement a formal and transparent board nomination and election policy that should include how nominations are accepted from its shareholders and qualifications of nominated candidates are evaluated; this policy shall also include an assessment of the effectiveness of the Board's process and procedures in the nomination, election of directors who can add value and contribute independent judgment to the formulation of sound corporate strategies and policies, as well as in the replacement/removal of a director; the process of identifying the quality of directors should be aligned with the strategic direction of the Club;
  - f. Exercise overall responsibility in ensuring that there is a policy and system governing related party transactions (RPTs) and other unusual or infrequently occurring transactions, particularly those which pass certain thresholds of materiality; the policy shall include the appropriate review and approval of material RPTs, which govern fairness and transparency of the transactions; this includes formulation and implementation of policies and procedures that would ensure the integrity and transparency of RPT transactions between and among the corporation and its parent Club, joint ventures, subsidiaries, associates, affiliates, major stockholders, officers and directors, including their spouses, children and dependent siblings and parents, and of interlocking director relationships by members of the Board;



- g. Establish programs that can sustain its long-term viability and strength;
- h. Assume primary responsibility for approving the selection and assessing the performance of the Management led by the President, and other control functions, if any;
- i. Establish an effective performance evaluation framework, which includes the standard or criteria for assessment, that will ensure that the Board Management, including the President, and personnel performance are at par with the standards set by the Board as well as periodically evaluate and monitor the implementation of such policies and strategies, including the business plans and operating budgets;
- j. Ensure and maintain an investor relations program that will keep the stockholders informed of important developments in the Corporation;
- k. Identify the Corporation's stakeholders in the community in which the corporation operates or are directly affected by its operations, and formulate a clear policy of accurate, timely and effective communication with them;
- l. Oversee that an appropriate internal control system is in place in order to maintain its adequacy and effectiveness, including setting up a mechanism for monitoring and managing potential/actual conflicts of interest of board members, managements and shareholders; the Board shall adopt an Internal Audit Charter. A regular review of the effectiveness of such system shall be conducted to ensure the integrity of the decision making and reporting processes at all times.



- m. Oversee that a sound Enterprise Risk Management framework is in place to effectively identify, monitor, assess and manage key business risks with due diligence to enable the corporation to anticipate and prepare for possible threats to its operational and financial viability; the risk management framework shall guide the Board in identifying units/business lines and enterprise-level risk exposures as well as the effectiveness of risk management areas;
- n. Enact a Board Charter that formulates and clearly states its rules, responsibilities and accountabilities in carrying out its fiduciary duties; the Board Charter shall serve as a guide to directors in the performance of their functions and should be made publicly available;
- o. Constitute an Audit, Risk, and Related Party Transaction Committee, Corporate Governance Committee and Remuneration Committee, as well as the Nomination Committee, and such other committees it deems necessary to assist the Board in the performance of its duties and responsibilities.
- p. Establish and maintain an alternative dispute resolution (ADR) system in the Corporation that can amicably settle conflicts or differences between the Corporation and its members, and Corporation and third parties, including the regulatory authorities. The ADR System must be instituted in the Club's Rules of Procedure for settling disputes and conflicts.
- q. Meet at such times or frequencies as may be needed. The minutes of such meeting shall be duly recorded. Independent views during Board meetings shall be encouraged and given due consideration.
- r. Keep the activities and decisions of the Board within its authority under the articles of incorporation and by-laws, and in accordance with existing laws, rules and regulations.



- s. Ensure faithful compliance with all applicable laws, regulations and best business practices.
- t. Appoint a Compliance Officer who shall have the rank of Manager or an equivalent position, and who shall not be a member of the Board of Directors, shall be separate from the Corporate Secretary, and shall annually attend a training on corporate governance;
- u. Ensure that the non-executive directors of the Board shall not concurrently serve as directors to more than ten (10) public companies and/or registered issuers. However, the maximum concurrent directorships shall be five (5) public companies and/or registered issuers if the director also sits in at least three (3) publicly- listed companies.
- v. Ensure that its independent directors possess the necessary qualifications and none of the disqualifications for an independent director to hold the position;
- w. Conduct an annual self-assessment of its performance, including the performance of the President, Corporate Officers, its individual members and committees;
- x. Adopt a Code of Conduct which would provide standards for professional and ethical behavior, as well as articulate acceptable and unacceptable conduct and practices in internal and external dealings of board members. The Code shall be properly disseminated to all the members of the Board. It shall also be disclosed and made available to the public through the Club website.
- y. Establish corporate disclosure policies and procedures that are practical and in accordance with generally accepted best practices and regulatory expectations;



- z. Adopt a policy requiring all directors and officers to disclose /report to the Club any dealings in the Club's shares by the said directors and officers within five (5) business days.

#### 2.1.6 TRAININGS

It is the policy of Valley Golf to provide relevant trainings to its Directors, including an orientation program for first-time directors and relevant annual continuing training for all directors. Orientation and onboarding shall be conducted by the Compliance Officer or General Manager. Such continuing training programs, which may be conducted by SEC-accredited training providers, aim to promote effective board performance and continuing qualification of the directors in carrying out their duties and responsibilities.

#### 2.1.7 INDEPENDENT DIRECTOR

- a. In accordance with the Club's By-laws and the provisions of this Manual, the Board of Directors shall have at least two (2) Independent Directors to ensure the exercise of independent judgment on corporate affairs and proper oversight of managerial performance, including prevention of conflict of interest and balancing of competing demands of the Club.

Independent Directors should be free from any business or other relationship which could or could reasonably be perceived to materially interfere with his exercise of independent judgment in carrying out his responsibilities as a Director. Moreover, they should possess the qualifications and stature that would enable them to effectively and objectively participate in the deliberations of the Board.



- b. The Independent Directors should possess the following qualifications in addition to the qualifications provided above for regular directors:
1. Must be at least a college graduate or shall have been a proprietary member of the Club for at least five (5) years; Provided, that if the nominee has been a member of any of the management committees for at least one (1) year, or a playing guest or corporate representative for at least two (2) years, the three-year requirement shall be reduced to one (1) year.
  2. Shall possess integrity, probity, and perseverance in his dealings;
  3. Must not be a regular director, executive officer, or employee of the Club for the past two (2) years;
  4. Does not own more than two percent (2%) of the shares of the Club.
  5. Must not be related to any Director, Officer, or substantial shareholder of the Club. For this purpose, relatives shall include spouse, p[aren't, child, brother, sister, and the spouse of such child, brother, and sister
  6. Is not acting as a nominee or representative of any director, or substantial members of the Club pursuant to a Deed of Trust or under any contract or arrangement
  7. Has not been employed in any executive capacity by the Club and/or any of its substantial shareholders within the last two (2) years.



8. Is not retained, either personally or through his firm or any similar entity as professional adviser by the Club and/or any of its substantial shareholders within the last two (2) years.
  9. Has not engaged and does not engage in any transaction with the Club and/or with any of its substantial shareholders, whether by himself and/or with other persons and/or through a firm of which he is a partner and/or a Corporation of which he is a director or substantial shareholder, other than transactions which are conducted at arm's length and are immaterial.
- c. In accordance with the Club's By-laws, other disqualifications provided for by law such as the Securities Regulations Code, its Implementing Rules and Regulations and other applicable circulars and/or issuances shall likewise apply for nominees of Independent Directors insofar as they are applicable.
  - d. The Independent Directors shall serve for a maximum cumulative term of nine (9) years. After which, the independent director shall be perpetually barred from reelection as such but may continue to qualify for nomination and election as a non-independent director. In the instance that the Club wants to retain an independent director who has served for nine (9) years, the Board shall provide meritorious justification/s and seek shareholders'/members' approval during the annual

shareholders'/ members' meeting.

## 2.2 BOARD COMMITTEES

In compliance with the provisions of the Code of Corporate Governance and the Club's By-laws, the following committees shall be created to support the Board in the effective performance of its functions:

### 1. Corporate Governance and Remuneration

VALLEY GOLF AND COUNTRY CLUB, INC.  
Don Celso S. Tuason Ave. Antipolo City 1870 Philippines  
Telephone: 8658-4901 to 01

[www.valleygolf.com.ph](http://www.valleygolf.com.ph)  
E-mail: [info@valleygolf.com.ph](mailto:info@valleygolf.com.ph)



2. Audit, Risk, and Related Party Transactions
3. Ethics

The Board Committees shall have their respective Committee Charters stating their respective purposes, objectives, memberships, structures, operations, reporting process, resources, performance evaluation, and other relevant information.

The Board Committees shall report directly to the Board of Directors on a regular basis on all its actions, resolutions, and recommendations unless there are legal or regulatory restrictions to the contrary, such as restrictions on disclosure or confidentiality concerns.

#### 2.2.1 CORPORATE GOVERNANCE AND REMUNERATIONS COMMITTEE

The Corporate Governance and Remunerations Committee shall assist the Board of Directors in ensuring the Club's compliance and proper observance of corporate governance principles and practices.

The Committee shall be composed of at least three (3) members, but not more than 10, which shall consist of the following: A Chairman who must be an Independent Director and at least two (2) incumbent Directors of the Club.

#### DUTIES AND RESPONSIBILITIES:

- a. Oversees the implementation of the corporate governance framework and periodically reviews the said framework to ensure that it remains appropriate to material changes in the Club's size, complexity of operations and business strategy, as well as its business and regulatory environments;



- b. Reviews the periodic performance evaluation of the Board and its committees as well as the executive management, and conducts an annual evaluation of the said performance;
- c. Ensures that the results of the Board evaluation are discussed, and that concrete action plans are developed and implemented to address the identified areas for improvement;
- d. Recommends the continuing education/programs for directors, assignment of tasks/projects to board committees, succession plan for the board members and senior officers, and remuneration packages for corporate and individual performances;
- e. Ensures that corporate governance policies are reviewed and updated regularly, and consistently implemented in form and substance;
- f. Establishes a formal and transparent procedure for determining the benefits of directors and remuneration of officers that is consistent with the corporation's culture and business strategy as well as the business environment in which it operates.

#### 2.2.2 AUDIT, RISK, AND RELATED PARTY TRANSACTION

The Audit, Risk, and Related Party Transaction Committee shall have oversight over the Club's financial reporting, internal control system, internal and external audit processes, and compliance with all the applicable laws and regulations. The Committee shall ensure that there is a policy and system governing related party transactions geared towards the promotion of transparency, prevention of abuse, and protection of the interest of all the Club members. The Committee shall be tasked of ensuring that there is an affective and integrated risk management process that will enable the Board to make well-informed



decisions, having taken into consideration risks related to significant business activities, plans and opportunities.

The Committee shall be composed of at least three (3) members, all of whom shall be non-executive directors, including the Chairman who shall be an Independent Director. Provided, that the total number of the members of the Committee shall not exceed ten (10). Provided moreover, that the Chairman of the Committee shall not be the Chairman of the Board or any other Committees of the Club performing line functions (Admin, Finance, House, Engineering and Grounds).

#### Duties and Responsibilities

##### A. INTERNAL AUDIT

1. Monitors and evaluates the adequacy and effectiveness of the corporation's internal control system, integrity of financial reporting, and security of physical and information assets. Well-designed internal control procedures and processes that will provide a system of checks and balances should be in place in order to: (a) safeguard the Club's resources and ensure their effective utilization, (b) prevent occurrence of fraud and other irregularities, (c) protect the accuracy and reliability of the Club's financial data, and (d) ensure compliance with applicable laws and regulations;
2. Oversees and recommends the appointment and removal of an Internal Audit head as well as his qualifications, and grounds for appointment and removal. The Committee should also approve the terms and conditions for outsourcing internal audit services, if applicable;
3. Establishes and identifies the reporting line of the Internal Auditor to enable him to properly fulfill his duties and responsibilities. For this purpose, he should directly report to the Audit Committee;



4. Monitors the Management's responsiveness to the Internal Auditor's findings and recommendations;

**B. EXTERNAL AUDIT**

1. Prior to the commencement of the audit, discusses with the External Auditor the nature, scope and expenses of the audit, and ensures the proper coordination if more than one audit firm is involved in the activity to identify proper coverage and minimize duplication of efforts;
2. Evaluates and determines the non-audit work, if any, of the External Auditor, and periodically reviews the non-audit fees paid to the External Auditor in relation to the total fees paid and the corporation's overall consultancy expenses. The Audit Committee should disallow any non-audit work that will conflict with the duties of an External Auditor or may pose a threat to his independence<sup>4</sup>. The non-audit work, if allowed, should be disclosed in the corporation's Annual Report and Annual Corporate Governance Report;
3. Reviews and approves the Interim and Annual Financial Statements before their submission to the Board, with particular focus on the following matters:
  - Any change/s in accounting policies and practices
  - Areas where a significant amount of judgment has been exercised
  - Significant adjustments resulting from the audit
  - Going concern assumptions
  - Compliance with accounting standards
  - Compliance with tax, legal and regulatory requirements
4. Reviews the recommendations in the External Auditor's management letter;



5. Performs oversight functions over the corporation's Internal and External Auditors and ensures their independence and unrestricted access to all records, properties and personnel to enable them to perform their respective audit functions taking into consideration relevant Philippine professional and regulatory requirements;
6. Coordinates, monitors and facilitates compliance with laws, rules and regulations;
7. Recommends to the Board the appointment, reappointment, removal and fees of the External Auditor, duly accredited by the Commission, who undertakes an independent audit of the corporation, and provides an objective assurance on the manner by which the financial statements should be prepared and presented to the shareholders;

#### C. RISK

1. Develops a formal Enterprise Risk Management (ERM) plan which contains the following elements: (a) common language or register of risks, (b) well-defined risk management goals and objectives, (c) uniform processes of assessing risks and developing strategies to manage prioritized risks, (d) designing and implementing risk management strategies, and (e) continuing assessments to improve risk strategies, processes and measures;
2. Oversees the implementation of the ERM plan through a Management Risk Oversight Committee. The BROCC conducts regular discussions on the Club's prioritized and residual risk exposures based on regular risk management reports and assesses how the concerned units or offices are addressing and managing these risks;
3. Evaluates the risk management plan to ensure its continued relevance, comprehensiveness and effectiveness. The BROCC revisits defined risk management strategies, looks for emerging or changing



material exposures, and keeps abreast of significant developments that seriously impact the likelihood of harm or loss;

4. Advises the Board on its risk appetite levels and risk tolerance limits;
5. Reviews at least annually the Club's risk appetite levels and risk tolerance limits based on changes and developments in the business, the regulatory framework, the external economic and business environment, and major events which may have occurred in the Club;
6. Assesses the probability of each identified risk becoming a reality and estimates its possible significant financial impact and likelihood of occurrence. Priority areas of concern are those risks that are the most likely to occur and to impact the performance and stability of the corporation and its stakeholders;
7. Oversees the Management's activities in managing credit, market, liquidity, operational, legal and other risk exposures of the corporation. This function includes regularly receiving information on risk exposures and risk management activities from Management; and
8. Reports to the Board on a regular basis, or as deemed necessary, the Club's material risk exposures, the actions taken to reduce the risks, and recommends further action or plans, as necessary.

#### D. RELATED PARTY TRANSACTIONS

1. Evaluates on an ongoing basis existing relations between and among businesses and counterparties to ensure that all related parties are continuously identified, RPTs are monitored, the Related Party Registry is updated to capture subsequent changes in relationships with counterparties (from non-related to related and vice versa);



2. Evaluates all RPTs to ensure that these are not undertaken on more favorable economic terms (e.g., price, commissions, interest rates, fees, tenor, collateral requirement) to such related parties than similar transactions with non-related parties under similar circumstances and that no corporate or business resources of the Club are misappropriated or misapplied;
3. Ensures that appropriate disclosure is made, and/or information is provided to regulating and supervising authorities relating to the Club's RPT exposures, and policies on potential and/or actual conflicts of interest. The disclosure should include information on the approach to managing material conflicts of interest that are inconsistent with such policies, and conflicts that could arise as a result of the Club's affiliation or transactions with other related parties;
4. Reports to the Board of Directors on a regular basis, the status and aggregate exposures to each related party, as well as the total amount of exposures to all related parties;
5. Ensures that transactions with related parties, including write-off of exposures are subject to a periodic independent review or audit process;
6. Oversees the implementation of the system for identifying, monitoring, measuring, controlling, and reporting RPTs, including a periodic review of RPT policies and procedures; and
7. Meets internally and with the Board at least once every quarter without the presence of the CEO or other Management team members, and periodically meets with the head of the IA.

### 2.2.3 ETHICS

The Ethics Committee has the ultimate goal of upholding the highest standards of ethical behavior, ensuring that all directors, officers,



members, guests, and staff conduct themselves with fairness, courtesy, honesty, integrity, harmony and respect and always in keeping with the prevailing laws, rules, and regulations of the country.

The Committee shall have oversight over the implementation of the Code of Conduct and Professional Responsibility.

The Ethics Committee is the Committee primarily tasked to investigate complaints for violations and/or offenses with an imposable penalty of more than six (6) months in accordance with the Club's Code of Conduct and Ethical Standards. *Provided*, that for offenses or violations with an imposable penalty of six (6) months or less, the same shall be under the jurisdiction of the Membership Committee.

The Ethics Committee shall be a board committee, with its members serving terms that are limited to the duration of the specific administrative case under investigation.

## 2.3 AD HOC COMMITTEES

It is the Board's responsibility to develop a policy on Board nomination and election that would help safeguard the corporation's governance by ensuring that the board election process is fair, transparent, and aligned with the corporation's best interests.

### 2.3.1 NOMINATIONS COMMITTEE

Subject to approval by the Board, the Committee shall promulgate and implement the nomination process for Valley Golf's directors and define the general profile of board members that the Club may need, ensuring that appropriate knowledge, competencies and expertise are adopted as standards and criteria for nomination and election.



### 2.3.2 COMMITTEE ON ELECTIONS

A Committee on Elections (COMELEC) oversees and ensures the integrity, transparency, and fairness of elections both for regular and independent directors. The COMELEC is dedicated to upholding the democratic principles of the club while fostering member engagement in the electoral process.

## 3. MANAGEMENT

### 3.1 EXECUTIVE OFFICERS

Immediately after their election, the Board of Directors must formally organize by electing the Executive Officers of the Club, to wit: The President, Vice President, Treasurer, Corporate Secretary, and Compliance Officer. All Executive Officers of the Club must be incumbent directors, except the Corporate Secretary and Compliance Officer who must be residents and citizens of the Philippines.

The Executive Officers shall manage the corporation and perform such duties as provided herein or in the Club's bylaws and/or as resolved by the Board of Directors.

#### 3.1.1 THE PRESIDENT

The President shall preside at all meetings and shall sign the membership certificate of the Club. He shall be the chief executive officer of the Club and have general supervision of the business affairs and property of the Club and over its several agents and employees, with authority to hire said employee, and dispenses with their services subject to confirmation by the Board of Directors. He shall sign contracts on behalf of the Club and shall see that all orders and resolutions of the Board are carried into effect.



In addition to the above duties expressly vested in him by these By-Laws, he shall do and perform such acts and duties as from the time to time may be assigned to him by the Board of Directors, such as:

- a. Makes certain that the meeting's agenda focuses on strategic matters, including the overall risk appetite of the corporation, taking into account the developments in the business and regulatory environments, key governance concerns, and contentious issues that will significantly affect operations;
- b. Guarantees that the Board receives accurate, timely, relevant, insightful, concise, and clear information to enable it to make sound decisions;
- c. Facilitates discussions on key issues by fostering an environment conducive for constructive debate and leveraging on the skills and expertise of individual directors;
- d. Ensures that the Board sufficiently challenges and inquires on reports submitted and representations made by Management;
- e. Assures the conduct of proper orientation for first-time directors and continuing training opportunities for all directors; and
- f. Makes sure that performance of the Board is evaluated at least once a year and discussed or followed up on if necessary.

### 3.1.2 VICE PRESIDENT

In the absence of or disability of the President, the Vice President shall exercise all the powers and discharge all the duties of the President. The Vice President shall have, in addition, such powers and duties as may from time to time be conferred on him by the Board.

### 3.1.3 TREASURER

The Treasurer, except as otherwise provided by the Board of Directors, shall have the custody of all moneys, securities and values of the Club that come into his possession, and shall keep regular books of accounts. He shall deposit said moneys, securities and values in such banking institutions as may be designated from time to time by the Board of Directors, subject to withdrawal therefrom on the



signature of such officers of the Club as the board may, by resolution, designate. He shall perform all other duties incident to his office and all that are properly required on him by the Board of Directors. He shall furnish a bond conditioned upon the faithful performance of his duties, if and when required to do so by the Board of Directors; the amount of said bond must be determined and fixed by the Board.

#### 3.1.4 CORPORATE SECRETARY

The Corporate Secretary shall be a separate individual from the Compliance Officer and should not be a member of the Board. He should annually attend a training on corporate governance.

The Corporate Secretary is primarily responsible to the corporation and its members, and not to the President of the Club and has, among others, the following duties and responsibilities:

- a. Assists the Board and the Board committees in the conduct of their meetings (i.e. agenda setting, preparation of annual schedule of meetings and board calendar);
- b. Safekeeps and preserves the integrity of the minutes of the meetings of the Board, Board committees and members, as well as other official records of the corporation;
- c. Keeps abreast of relevant laws, regulations, all governance issuances, industry developments and operations of the corporation, and advises the Board and the President on all relevant issues as they arise;
- d. Works fairly and objectively with the Board, Management and shareholders/members and contributes to the flow of information between the Board and Management, the Board and its committees, and the Board and its members as well as other stakeholders;
- e. Advises on the establishment of board committees and their terms of reference;



- f. Informs members of the Board, in accordance with the by-laws, of the agenda of their meetings at least three (3) working days before the date of the meeting, and ensures that the members have before them accurate information that will enable them to arrive at intelligent decisions on matters that require their approval;
- g. Attends all Board meetings, except when justifiable causes, such as illness, death in the immediate family and serious accidents, prevent him from doing so;
- h. Performs all required administrative functions;
- i. Oversees the drafting of the by-laws and ensures that they conform with regulatory requirements; and
- j. Performs such other duties and responsibilities as may be provided by the Board and the Commission.

#### 3.1.5 COMPLIANCE OFFICER

The Compliance Officer, who shall not be a member of the Board of Directors, shall monitor compliance with the provisions and requirements of the Club's Amended Manual of Corporate Governance and shall perform all the duties and responsibilities as provided therein.

The Compliance Officer is a member of the Club's Management team in charge of the compliance function. Similar to the Corporate Secretary, he is primarily liable to the Club and its members, and not to the President of the Club. He has, among others, the following duties and responsibilities:

- a. Ensures proper onboarding of new directors (i.e., orientation on the Club's business, charter, articles of incorporation and by-laws, among others];
- b. Monitors, reviews, evaluates and ensures the compliance by the corporation, its officers and directors with the relevant laws, this Code, rules and regulations and all governance issuances of regulatory agencies;



- c. Reports to the Board if violations are found and recommends the imposition of appropriate disciplinary action;
- d. Ensures the integrity and accuracy of all documentary and electronic submissions as may be allowed under SEC rules and regulations;
- e. Appears before the SEC when summoned in relation to compliance with this Code and other relevant rules and regulations;
- f. Collaborates with other departments within the Club to properly address compliance issues, which may be subject to investigation;
- g. Identifies possible areas of compliance issues and works towards the resolution of the same;
- h. Ensures the attendance of board members and key officers to relevant trainings; and
- i. Performs such other duties and responsibilities as may be provided by the Board.

### **3.2 MANAGEMENT COMMITTEES**

In compliance with the provisions of the Club's By-laws, the following committees shall be created to assist the Board in its management functions.



- 3.2.1 HOUSE
- 3.2.2 GROUNDS
- 3.2.3 SPORTS AND GAMES
- 3.2.4 MEMBERSHIP
- 3.2.5 FINANCE
- 3.2.6 ADMINISTRATION
- 3.2.7 ENGINEERING
- 3.2.8 SECURITY
- 3.2.9 LEGAL
- 3.2.10 REAL ESTATE
- 3.2.11 TRUST FUND

Each Management Committee should have their respective Committee Charters stating their respective purposes, memberships, structures, operations, reporting process, resources, performance evaluation, and other relevant information.

The Management Committees shall report directly to the President on a regular basis on all its actions, resolutions, and recommendations unless there are legal or regulatory restrictions to the contrary, such as restrictions on disclosure or confidentiality concerns. The Committee shall endeavor to submit to the President Committee Reports at least (3) days before any scheduled Board Meeting. The Management Committees should coordinate with the General Manager and refrain from dealing directors with the staff, except the assigned Secretariat.



#### 4. MEMBERS' RIGHTS

The Club is committed to respecting the rights of its members as provided for in the Revised Corporation Code and other applicable laws, rules and regulations. Thus, it shall be the duty of the Directors to promote members' rights, remove impediments to the exercise of the same, and allow possibilities to seek redress for violation of their rights. In particular, the members shall have the following rights:

- a. Voting Right
- b. Pre-emptive Right
- c. Power of Inspection
- d. Right to Information
- e. Appraisal Right
- f. Right to participate in meetings

##### 4.1 VOTING RIGHT

Members shall have the right to elect, remove and replace Directors and vote on certain corporate acts in accordance with the Revised Corporation Code.

##### Election and Removal of Directors

All members must be given the opportunity to nominate candidates to the Board of Directors and/or cause the removal of any member thereof in accordance with existing laws. Provided, that a director shall not be removed without cause and if it will deny minority members representation in the Board.

The Club is committed to the full and prompt disclosure of all information regarding the expertise, experience and background of the candidates to enable the members to study and conduct their own background check as to the candidates' qualification and credibility. In the election of Directors, the cumulative voting procedure shall be followed.



### Fundamental Corporate Changes

Members are encouraged to participate when given sufficient information prior to voting on fundamental corporate changes such as: (1) amendments to the Articles of Incorporation and By-Laws of the Club; and (2) extraordinary transactions, including the transfer of all or substantially all assets that, in effect, results in the sale of the Club. Members should also be informed before major changes in the business operation of the Club happens. In addition, the disclosure and clear explanation of voting procedures, as well as the removal of excessive or unnecessary costs and other administrative impediments, allow for the effective exercise of members' voting rights. Poll voting is highly encouraged as opposed to the show of hands. Proxy voting is also a good practice, including the electronic distribution of proxy materials.

### Board's Commitment

The Board shall encourage active member participation by sending the Notice of Annual and Special Members' Meeting with sufficient and relevant information at least 21 days before the meeting.

The Board shall encourage active member participation by making the result of the votes on matters taken during the most recent Annual or Special Members' Meeting publicly available the next working day. In addition, the Minutes of the Annual and Special Members Meeting shall be available on the Club website within five (5) business days from the date of the meeting.

The Board shall make available, at the option of a member, an alternative dispute mechanism to resolve intra-corporate disputes in an amicable and effective manner.



#### 4.2 RIGHT TO PROPOSE AND PARTICIPATE IN MEETINGS

The right to propose the holding of meetings and items for inclusion in the agenda is given to all members. However, to prevent the abuse of this right, the Club may require that the proposal be made by members holding a specified percentage of shares or voting rights.

This right to propose meetings and items for inclusion in the agenda shall likewise apply to minority members, provided that the items are for legitimate business purposes. The minority members shall have access to any and all information relating to matters for which the management is accountable and to all relevant matters or information.

#### 4.3 PRE-EMPTIVE RIGHT

All members of the Club shall have pre-emptive right or the right to subscribe to the capital stock of the Corporation. The Club's Articles of Incorporation lays down the specific rights and powers of members with respect to the particular shares they hold, all of which shall be protected so long as they are not in conflict with the Corporation Code.

#### 4.4 POWER OF INSPECTION

All members shall be allowed to inspect corporate books and records including minutes of Board meetings and stock registries in accordance with the Corporation Code and shall be furnished with annual reports, including financial statements, without cost or restrictions.

#### 4.5 RIGHT TO INFORMATION

The members shall be provided, upon request, with periodic reports which disclose personal and professional information about the directors and officers and other matters such as their holdings of the Club's shares, dealings with the Club, relationships among directors and key officers.



#### **4.6 APPRAISAL RIGHT**

The members shall have appraisal right or the right to dissent and demand payment of the fair value of their shares in the manner provided for under Section 80 of the Revised Corporation Code of the Philippines, under any of the following circumstances:

- a. In case any amendment to the articles of incorporation has the effect of changing or restricting the rights of any stockholders or class of shares, or of authorizing preferences in any respect superior to those of outstanding shares of any class, or of extending or shortening the term of corporate existence;
- b. In case of sale, lease, exchange, transfer, mortgage, pledge or other disposition of all or substantially all of the corporate property and assets as provided in the Corporation Code; and
- c. In case of merger or consolidation.
- d. In case of investment of corporate funds for any purpose other than the primary purpose of the corporation.

### **5. DUTIES TO MEMBERS**

#### **5.1 RESPECTING RIGHTS OF STAKEHOLDERS AND EFFECTIVE REDRESS FOR VIOLATION OF STAKEHOLDER'S RIGHTS**

The rights of members established by law, by contractual relations and through voluntary commitments must be respected. Where members' rights and/or interests are at stake, they should have the opportunity to obtain prompt effective redress for the violation of their rights.

Thus, The Board shall establish clear policies and programs to provide a mechanism on the fair treatment, protection and enforcement of the rights of its members.



## 5.2 ENCOURAGING EMPLOYEES' PARTICIPATION

A mechanism for employee participation should be developed to create a symbiotic working environment consistent with the realization of the Club's objectives and good corporate governance goals. The Board shall establish policies, programs and procedures that encourage employees to actively participate in the realization of the Club's goals and in its governance. These policies and procedure shall include the following matters to encourage the employees to perform better and motivate them to take a more dynamic role in the corporation.

- (1) health, safety and welfare of employees;
- (2) manpower training and development; and
- (3) employee reward/compensation

The Board shall set the tone and make a stand against corrupt practices by adopting an anti-corruption policy and program in its Code of Conduct. Further, the Board shall disseminate the policy and program to employees across the organization through orientations and continuous trainings to embed them in the Club's culture.

The Board shall establish a suitable framework for whistleblowing that allows employees to freely communicate their concerns about illegal or unethical practices, without fear of retaliation and to have direct access to an independent member of the Board or a unit created to handle whistleblowing concerns. The Board shall be conscientious in establishing the framework, as well as in supervising and ensuring its enforcement.

## 5.3 ENCOURAGING SUSTAINABILITY AND SOCIAL RESPONSIBILITY

The Club should be socially responsible in all its dealings with the communities in which it operates. It should ensure that its interactions serve its



environment and stakeholders in a positive and progressive manner that is fully supportive of its comprehensive and balanced development.

The Club shall recognize and place an importance on the interdependence between business and society, and promote a mutually beneficial relationship that allows the Club to grow its business, while contributing to the advancement of the society where it operates.

## **6. INTERPRETATION, MONITORING AND ASSESSMENT**

- A. The provisions of this Charter shall be construed in a manner consistent with the Club's Articles of Incorporation, By-Laws, the revised Corporation Code, Securities Regulations Code and the Code of Corporate Governance for Public Companies and Registered Issuers.
- B. All existing resolutions, policies, issuances, business processes, and practices that are not aligned with any of the provisions of this Manual shall be deemed revoked unless revised to ensure full compliance herewith.

## **7. ADMINISTRATIVE SANCTIONS**

To avoid non-compliance and to strictly observe the provisions of this Manual, the Board of Directors may, in accordance with the provisions of the Club's Code of Conduct and after observance of due process, impose appropriate sanctions, penalty or corrective measures on the erring director, officer and and/or member of the Club.


The commission of a grave violation of this Manual by any member of the Board shall be a sufficient cause for his removal, subject to the due observance of the procedures laid down under Section 27, Title III, of the Revised Corporation Code.



## 8. EFFECTIVITY

This Amended Manual shall become effective upon approval by the Board of Directors and submission to the Commission.

**Signed:**

  
**CONSTANTINE KOCHET – CHUA**  
President & Chairman  
of the Board of Directors

  
**ATTY. JOSEPH JOEL R. CASTILLO**  
Compliance Officer