

RE-AMENDED BY-LAWS OF VALLEY GOLF & COUNTRY CLUB

ARTICLE I – OFFICE

The principal office of the Club shall be located at the **Main Clubhouse, Valley Golf & Country Club, Inc., Don Celso S. Tuason Avenue, Victoria Valley, Barangay Munting Dilaw, Antipolo City, Rizal, Philippines.** *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

ARTICLE II – SEAL

The Board of Directors is authorized to design and to adopt a seal for the Club.

ARTICLE III – MEETING

Section 1. Annual Meetings - The annual meetings of stockholders shall be held at the Clubhouse on the Fourth Sunday of September of each year at 4:00 o'clock in the afternoon **or such time as the Board of Directors may deem appropriate. Annual meetings are authorized to be held by remote communications and stockholders may participate in such meetings through remote communications or other alternative modes of communication** *(As amended by the stockholders on September 27, 2020 and by the Board of Directors on August 19, 2020).*

Section 2. Special Meetings – Special meetings of stockholders may be called at any time by resolution of the Board of Directors or by order of the President, or upon written request of ten percent (10%) of stockholders, **or as provided in the Revised Corporation Code and the Rules of the Securities and Exchange Commission.** No action will be taken at such special meeting except for the purpose(s) specified in the call. *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

A stockholder or member may propose the holding of a special meeting and items to be included in the agenda.¹

Section 3. Notice of Meetings – Written notice of meetings for every regular or special meeting of stockholders shall be given to stockholders **at least twenty-one (21) calendar days** prior to the date of the meeting. **Written notices of regular or special meetings may be sent personally, by registered mail or special courier or through electronic mail.** Any failure or irregularity of notice of any meeting shall be deemed cured where the complaining stockholders appear at the meeting **except when they attend the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.** *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

¹ *Per CGFD Comments dated January 17, 2024.*

Section 4. Quorum – A quorum at any meeting shall consist of a majority of stockholders who are present in person or by proxy, **or by remote communication (in absentia) subject to rules and regulations as may be adopted by the Board of Directors**, and a majority of such quorum shall decide any question that may come before the meeting, except in cases where a different number of votes is required by law. **A stockholder who participates through remote communication (in absentia) shall be deemed present for purposes of quorum.** *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

Section 5. Proxies/**Voting by Remote Communication** – Every stockholder is entitled to vote at any meeting of stockholders and may so vote by proxy **or through remote communication (in absentia) subject to rules and regulations as may be adopted by the Board of Directors**, provided that the proxy shall have been appointed by the stockholder himself or by his duly authorized attorney-in-fact in an official numbered proxy form issued by the Club. No other proxy form shall be recognized by the Club. *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

Section 6. Election of Directors – The election of Directors, **for both regular and independent directors**, shall be held at the annual meeting of stockholders and shall be conducted in the manner provided for in the **Revised Corporation Code, the Securities Regulations Code and its Implementing Rules and Regulations** and with such formalities as the officer presiding at the meeting shall then and there determine and provide. **An independent director is defined as a person who apart from his shareholdings, is independent of management and 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 for the Club.** *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

The external auditor and auditors shall likewise be elected by the stockholders either in the annual stockholders' meeting or in a special stockholders' meeting called for the purpose.

Section 7. Order of Business – The order of the business of the annual meeting and, as far as possible, at all other meeting of stockholders, shall be as follows:

- a) Calling the roll.
- b) Secretary's proof of due notice of the meeting.
- c) Reading and disposal of the unapproved minutes.
- d) Report of officers, annual and otherwise.
- e) Unfinished business.
- f) New business.
- g) Election of Directors
- h) Adjournment.

Section 8. Eligibility to vote and be voted -

- a) Only stockholders in good standing shall have the right to vote and be voted upon at any meeting of the stockholders.

- b) Qualifications of Nominees for the Election of Directors:
- i. **Has one (1) share recorded in his/her name for at least three (3) years at the time of nomination and shall continue to own a share during his/her term of office.**
 - ii. Is an active proprietary member who has not assigned the playing right of his/her share of stock upon his/her nomination, has committed in writing not to assign said playing right during his/her incumbency if elected, and is in good standing, with no delinquent account/s;
 - iii. Shall have sufficient time and willing to share his/her professional and executive expertise; and,
 - iv. Has no official record of grave and serious misconduct that merited Club membership suspension and has not been convicted in any criminal case. *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*
- c) **In addition to the qualifications provided under Section 8, paragraph b), the following are the qualifications of Nominees for the Election of Independent Directors:**
- i. **At least a college graduate or have sufficient experience in managing the business to substitute for such formal education**
 - ii. **Shall possess integrity, probity and shall be assiduous**
 - iii. **Is not a previous director or executive officer of the Club for the past 2 years except when the same shall be an independent director;**
 - iv. **Does not own more than two percent (2%) of the shares of the Club;**
 - v. **Is not related to any director, officer or substantial shareholder of the Club; for this purpose, relatives include spouse, parent, child, brother, sister, and the spouse of such child, brother and sister;**
 - vi. **Is not acting as a nominee or representative of any director or substantial shareholder of the Club, pursuant to a Deed of Trust or under any contract or arrangement;**
 - vii. **Has not been employed in any executive capacity by the Club and/or any of its substantial shareholders within the last two (2) years;**
 - viii. **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; or**
 - ix. **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 company of which he is a director or substantial**

shareholder, other than transactions which are conducted at arms length and are immaterial;

All other disqualifications for independent directors as provided for by the Securities Regulation Code, its Implementing Rules and Regulations, the Club's Amended Manual of Corporate Governance, other applicable memorandum circulars and related laws and issuances shall also be applicable to all nominees for independent directors. *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

Section 9. Stockholder's Consent – The consent of 2/3 of the outstanding capital stock shall be required in the following instances:

- a) A substantial change in the present layout in the 36 holes golf course.
- b) Any expenditure of the funds of the Club for alteration covered by the preceding paragraph
- c) Any capital expenditure for new projects other than any those approved at previous stockholders' meeting which requires special assessment against the stockholders, or an increase in the number of authorized shares of Club.
- d) **Other corporate matters for which such number of votes of stockholders is required for approval under the Revised Corporation Code.** *(As amended by the stockholders on September 25, 2022 and by the Board of Directors on July 29, 2022).*

For the purpose of this section, the consent of stockholders may be obtained by referendum.

Section 10. Committee on Election – Members of the Committee on Election shall be appointed by the Board of Directors, **composed of an independent director and two (2) proprietary members** in good standing **who are members of the Integrated Bar of the Philippines**. Such proprietary members shall be of unquestionable integrity and occupy the highest esteem of his peers. For purposes of the Comelec, a playing representative of a corporate proprietary member may be appointed as member of the Comelec provided that said designated playing representative shall be the incumbent President or Chairman of the Corporation and should own equity in the said Corporation and subject to such other requirements and/or limitations that the Board may impose.

The Club General Manager, Comptroller and Internal Auditor shall form part of the Comelec Secretariat.

ARTICLE IV – DIRECTORS

Section 1. Board of Directors – The business and property of the Club shall be managed by a Board **of Directors whose number shall be as provided for in the Articles of Incorporation**, of which at least **twenty percent (20%) shall be independent directors.**

Directors shall serve for a term of one (1) year. No Directors can serve consecutively for more than **five (5)** years.

No more than sixty (60) days prior to the annual meeting of stockholders, the President with the approval of the Board of Directors, shall appoint a **Nomination** Committee of five (5) stockholders, **one of whom shall be an independent director. Three (3) of the members shall not be Directors.** The said **Nomination** Committee shall prepare, sign and post at least **twenty-one (21)** days before the annual meeting, a list of not less than **ten (10) candidates for the regular directors and three (3) candidates for the independent directors** for the Board of Directors for the ensuing year.

The **Nomination** Committee shall **promulgate the guidelines and criteria to govern the conduct of the nomination of candidates for both regular and independent directors and** shall evaluate all candidates to ensure compliance with the required qualifications. **After the nomination, the Nomination Committee shall prepare a Final List of Candidates for both regular and independent directors, which list shall be made available to the Securities and Exchange Commission and to all stockholders through the filing and distribution of the Information Statement. The name of the person or group of persons who recommended the nomination of both the regular and independent director shall be identified in such Information Statement including any relationship with the nominee. The Final List of the qualified candidates nominated for regular and independent directors shall also** be included in the notice of the annual meeting that is sent out to each stockholder. Only nominees whose names appear in the Final List of Candidates shall be eligible for election as regular and independent directors. No other nominations shall be entertained after the Final List of Candidates shall have been prepared. No further nominations shall be entertained or allowed on the floor during the actual annual stockholders' meeting. *(As amended by the stockholders on September 24, 2023 and by the Board of Directors on July 29, 2022)*

Section 2. Directors to act as of Board – The Board of Directors shall act only as a board and no power is vested in the individual director as such. A majority of the Board shall constitute a quorum for the transaction of business, except for the filing of vacancies in the board, in which case majority of the remaining Directors shall constitute a quorum. Directors shall receive no salaries or fees as such.

Section 3. Board Meeting – The regular meeting of the Board of Directors shall be held once a month at such time and place as shall be determined by the Board. Special meetings of the Board may be called by the President, or upon written petition of three (3) members. Notice of Board Meetings shall be served on each director at least three (3) days before the meeting, unless notice is waived by all the Directors present.

Directors who cannot physically attend or vote at board meetings can participate and vote through remote communication such as videoconferencing, teleconferencing, or other alternative modes of communication that allow them reasonable opportunities to participate. Directors cannot attend or vote by proxy at board meetings. *(As amended by the stockholders on September 24, 2023 and by the Board of Directors on July 29, 2022).*

Section 4. Order of Business – The order of business at any regular or special meeting of the Board of Directors shall be:

- a) Calling the roll.
- b) Secretary’s proof of due notice of the meeting.
- c) Reading and disposal of unapproved minutes in the case of regular meetings of the Board.
- d) Report of officers.
- e) Unfinished business.
- f) New business.
- g) Adjournment.

Section 5. A director must have at least one (1) share registered in his name during his term of office, otherwise, he shall be automatically disqualified from the position. The stockholders holding 2/3 of the outstanding capital stock in the books of the corporation may remove a director who has absented himself for three (3) consecutive regular meetings of the Board unless such absences be executed by reason of sickness, physical disability or other justifiable reason(s) acceptable to the Board of Directors.

Section 6. The immediately preceding five (5) past Presidents of the Club shall become ex-officio members of the Board without the right to vote.

ARTICLE V– OFFICERS

Section 1. Designation – Majority of all the Board of Directors at its first meeting shall elect as Executive Officers of the Club a President, a Vice-President, a Treasurer, a Secretary, a Compliance Officer and such other administrative officers as it may deem proper. *(As amended by the stockholders on September 24, 2023 and by the Board of Directors on July 29, 2022).*

Section 2. Qualification – All Executive Officers of the Club must be incumbent directors, with the exception of the Secretary and the Compliance Officer who must, however, be residents and citizens of the Philippines. *(As amended by the stockholders on September 24, 2023 and by the Board of Directors on July 29, 2022).*

Section 3. Every executive officer shall be elected by the Board for a term of one (1) year, unless sooner removed by the Board of Directors, and all vacancies occurring among such officers however arising shall be filled by the Board.

Section 4. Compensation – The compensation and working conditions of officers of the Club who are not directors, including the Corporate Secretary and the Compliance Officer, shall be fixed by the Board. Directors acting as such, or as officers of the Club including members of standing or special committees, shall receive no salaries or fees, whatsoever for their services.

(As amended by the stockholders on September 24, 2023 and by the Board of Directors on July 29, 2022).

Section 5. Duties and Responsibilities – The duties and responsibilities of the different officers of the Club are as follows:

- a) 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.
- b) The Vice-President – In the absence 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, in addition, have such powers and duties as may, from time to time be conferred on him by the Board.
- c) The 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 so to do by the Board of Directors; the amount of said bond to be determined and fixed by the said Board.
- d) The Secretary – The Secretary shall issue notices of all meetings, shall keep their minutes, shall have charge of the seal and corporate books; shall countersign the certificate of stock and sign such other instruments as required such signature, and shall make such reports and perform such other duties as are incident to his office or are properly required of him by the Board of Directors.
- e) **The 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.** *(As amended by the stockholders on September 24, 2023 and by the Board of Directors on July 29, 2022).*

ARTICLE VI – COMMITTEES

Section 1. Standing Committee – The President with the approval of the Board of Directors, shall appoint the chairman and members (who must all be non-delinquent members) of the different standing committees of the Club and prescribe their respective duties and responsibilities, as well as, create new committees as may be necessary for the different handling of club affairs. The standing committees are as follows:

- a) House
- b) Grounds
- c) Sports and Games
- d) Membership
- e) Finance
- f) Administration
- g) Engineering

Section 2. Trust Fund Committee – The Trust Fund Committee, consisting of five (5) members, created pursuant to the resolutions passed by the stockholders last September 12, 1982, and empowered only to invest the “THE VALLEY GOLF TRUST FUND” in accordance with law shall meet at least once a year or anytime upon request of the Board of Directors. Three (3) members shall constitute a quorum and the unanimous consent of three (3) members shall be necessary to constitute a decision of the Committees. Any vacancy in the Committee for any reason whatsoever shall be filed by the Board of Directors.

The Board of Directors shall also determine the amount of the fund to be administered by the Trust Committee which shall not be less than the original amount of P3.5 Million.

Section 3. Other Standing Committees required for purposes of Corporate Good Governance – In addition to the committees mentioned under Sections 1 and 2 of this Article, the Club shall also have such committees as required by its Amended Manual on Corporate Good Governance including:

- a) **Nomination Committee**
- b) **Audit Committee**
- c) **Corporate Governance Committee**

The Nomination Committee’s composition and functions shall be as provided for in Section 1 of Article IV (Directors) of these Amended By-Laws as well as in the Club’s Amended Manual of Corporate Governance. The composition and functions of the Audit and Corporate Governance Committees shall follow the Club’s Amended Manual of Corporate Governance and applicable laws.

ARTICLE VII – MEMBERSHIP

Section 1. Classification – Membership in the Club shall be classified into (a) Proprietary (b) Playing Guest (c) Honorary and (d) Social.

- a) A Proprietary Member is any person who is the registered stockholder of at least one (1) **common²** share of stock of the Club whose membership had been previously approved as hereinafter provided. In case the proprietary member is a juridical person it shall be entitled to designate its representative who shall exercise all the rights and privileges of membership including the right to vote.
- b) An Honorary Member is any person who has been conferred playing rights by the Board of Directors under terms and conditions specified for such membership.
- c) A Playing Guest is any person who is the assignee of the playing rights of a share of stock registered in the name of another person.
- d) A Social Member is a natural **or juridical** person who has been granted the privilege of using the facilities of the club except the golf course **under the terms and conditions specified for such membership.**
- e) **A lifetime member is any person who has been conferred playing rights by the Board of Directors under terms and conditions specified for such membership.**

Section 2. Membership in the Club shall be subject for approval by the Board of Directors upon the favorable recommendation of the Membership Committee, **which will then entitle the applicant to the use and enjoyment of the facilities and premises of the Club under such terms and conditions that the Board may approve.**³ All members shall pay the stipulated monthly dues and other assessments of the Club.

Any shareholder expelled from membership shall be required to sell or otherwise transfer their share within sixty (60) days from notice of expulsion. During such period the expelled shareholder is strictly prohibited from leasing, renting, assigning or otherwise permitting the use or enjoyment of the share by any third party.⁴

Section 3. Should the Board of Directors increase the stipulated monthly dues and other assessments of the Club, it shall submit to the Securities and Exchange Commission a report under oath of the increase in fees and the rationale for such increase within thirty (30) business days from the date of approval by the Board of Directors. The Club shall notify the members of any increase in fees upon the Board's approval of the increase and cause the posting of proper notices and other communications on the charging of fees on bulletin or electronic boards situated at conspicuous place/s at the Club.

Section 4. A stockholder, whether a member or not, shall nevertheless be obligated to pay the regular monthly dues and special assessments effective from the date of issuance of their respective certificate of stock. **The stock certificates shall be issued within sixty (60) business**

² Per CGFD Comment dated 17 January 2024

³ Per CGFD Comment dated 17 January 2024

⁴ As amended by the Board of Directors on April 27, 2026

days from the date of their full payment. Any person who owns or buys a share shall be qualified before the actual sale or transfer of the share or certificate.⁵

Section 5. Stockholders who subscribed to the additional increase in capital stock of P8.1 Million last August 1981 shall be excluded from paying the regular monthly dues and special assessments corresponding to such additional shares until they decide to sell the same, or to assign the playing rights corresponding thereto.

ARTICLE VIII – CLUB ACCOUNTS

Section 1. Lien – The Club has the first lien on the share of the stockholder who has, in his/her/its name, or in the name of an assignee, outstanding accounts and liabilities in favor of the Club to secure the payment thereof.

Section 2. No sale, or transfer of a share of stock, shall be registered in the books of the Club until and unless the lien established under Section 1 and the requirements of Article VII, Section 2, shall have been first fully satisfied.

Section 3. The account of any member shall be presented to such member every month. If any statement of accounts remained unpaid for a period of forty-five (45) days after the cut-off date, said member may be posted as delinquent. No delinquent member shall be entitled to *enjoy* the *privileges* of such membership for the duration of the delinquency. After the member shall have been posted as delinquent, the Board may order his/her/its share sold to satisfy the claims of the Club; pursuant to such rules and procedures which the Board of Directors may promulgate to govern the conduct of sale/auction of shares of delinquent members; after which the member *loses his/her/its* rights and privileges permanently. No member can be indebted to the Club at any time any amount in excess of the credit limit set by the Board of Directors from time to time. The unpaid account referred to here includes non-payment of dues, charges and other assessments and non-payment for subscriptions.

ARTICLE IX – FISCAL YEAR

The Fiscal Year of the Club shall commence on the first day of July of each year and shall close on the 30th day of June of the following year.

ARTICLE X – AMENDMENT

Section 1. These By-Laws may be altered, amended or repealed at any meeting of stockholders by a majority of the subscribed capital stock. The Board of Directors, by resolution, may likewise amend these By-Laws, as so authorized by the stockholders in accordance with law. Such amendments however, shall be circularized to all stockholders.

⁵ Per CGFD Comment dated 17 January 2024

ARTICLE XI – TRANSITORY PROVISIONS

These By-Laws shall be deemed to be complete and shall repeal the By-Laws, including amendments adopted prior to this date.

Adopted June 6, 1958 at Manila, Philippines.