

# THE PALMS COUNTRY CLUB, INC.

## MINUTES OF THE JOINT ORGANIZATIONAL MEETING AND MEETING OF THE BOARD OF DIRECTORS

Held on 04 October 2022 at 10:00 a.m.  
via remote communication (through Microsoft Teams)

### Present

Mr. Francis Nathaniel C. Gotianun  
Ms. Catherine A. Ilagan  
Mr. Andrew Gerard D. Gotianun III  
Mr. Manolito F. Gonzales (*Independent Director*)  
Mr. Joaquin P. Roa (*Independent Director*)

### Also Present:

Mr. Hans Rudolf Neukom  
Atty. Millette A. Arnedo  
Atty. Ma. Ruiza R. Hernane  
Atty. Katrina Clemente-Lua  
Atty. Jennifer C. Lee

## I. PRESIDING OFFICER AND SECRETARY

The Acting Chairman of the Board of Directors (the "Board") of The Palms Country Club, Inc. (the "Club"), **MR. FRANCIS NATHANIEL C. GOTIANUN**, presided over the same, while the Acting Secretary, **ATTY. KATRINA O. CLEMENTE-LUA**, recorded the minutes thereof.

## II. QUORUM AND CALL TO ORDER

At the start of the meeting, the Acting Secretary introduced the members of the Board who were joining the meeting through Microsoft Teams, as well as all participants of the meeting. In compliance with SEC Memorandum Circular 06-2020, the attendees of the meeting confirmed that they could clearly hear and see the other attendees, that they received the Notice of the Meeting including the agenda and materials and that they were using Microsoft Teams for the meeting.

After the roll call, the Acting Secretary certified that majority of the members of the Board were present at the meeting and that there was a quorum to transact business therein. Whereupon, the Acting Chairman called the meeting to order.

## III. APPOINTMENT OF CORPORATE OFFICERS

The Acting Chairman explained that in accordance with the Revised Corporation Code and the By-Laws of the Club, a new set of corporate officers should now be appointed by the members of the Board of Directors, and that the officers to be appointed were the Chairman, President, Treasurer, Corporate Secretary, and such other officers as the Board may designate and appoint.

Whereupon, the following persons were unanimously appointed to the positions indicated opposite their respective names:

Position/Designation	Name
Chairman of the Board	Efren C. Gutierrez
Lead Independent Director	Manolito F. Gonzales
President and Chief Executive Officer	Francis Nathaniel C. Gotianun

<b>Position/Designation</b>	<b>Name</b>
Treasurer and Compliance Officer	Ana Venus A. Mejia
Assistant Corporate Secretary	Katrina O. Clemente-Lua
General Manager	Hans Rudolf Neukom
Financial Controller	Mitzi C. Chuidian

**IV. FORMATION OF EXECUTIVE COMMITTEE AND APPOINTMENT OF BOARD COMMITTEE MEMBERS**

The Acting Chairman then explained that the delegation of powers to the Executive Committee is presented for approval by the Board of Directors.

Upon motion made and duly seconded, the Board of Directors approved the following resolution:

**“RESOLVED**, That the Board of Directors of the Corporation delegates to the Executive Committee such powers as may be necessary for the operations and management of the Corporation, except those expressly reserved to the Board of Directors under the Revised Corporation Code of the Philippines.”

Further, the Acting Chairman explained that the chairpersons and committee members of the various board committees should now be appointed by the members of the Board of Directors.

Whereupon, the following chairpersons and members of the board committees were elected, who shall act as such until their successors shall have been duly elected and qualified:

<b>Committees</b>	<b>Position</b>	<b>Name</b>
<b>Executive Committee</b>	Chairman	Francis Nathaniel C. Gotianun
	Members	Efren C. Gutierrez
		Catherine A. Ilagan
		Andrew Gerard D. Gotianun III
		Hans Rudolf Neukom
<b>Audit &amp; Risk Management Oversight Committee</b>	Chairman	Manolito F. Gonzales ( <i>Independent Director</i> )
	Members	Efren C. Gutierrez
		Joaquin P. Roa ( <i>Independent Director</i> )
<b>Corporate Governance Committee</b>	Chairman	Manolito F. Gonzales ( <i>Independent Director</i> )
	Members	Efren C. Gutierrez
		Francis Nathaniel C. Gotianun
		Joaquin P. Roa ( <i>Independent Director</i> )
		Josephine L. Lagdameo ( <i>Independent Director</i> )
<b>Compensation Committee</b>	Chairman	Andrew Gerard D. Gotianun III
	Members	Francis Nathaniel C. Gotianun
		Efren C. Gutierrez
		Manolito F. Gonzales ( <i>Independent Director</i> )

**V. APPROVAL ON VARIOUS MATTERS**

a. Membership Dues Increase

Mr. Neukom presented the proposal to increased Membership Dues from Three Thousand Three Hundred Pesos (P3,300.00) per month to Four Thousand Pesos (P4,000.00) per month effective January 2023. Upon motion made and duly seconded, the Board approved the increase in Membership Dues and adopted the following resolution:

*“RESOLVED, That the Club be, as it is hereby, authorized and empowered to increase the membership dues from P3,300.00 per month to P4,000.00 effective January 2023.”*

b. Amount given to Members for Membership Dues paid in advance

Mr. Neukom presented the proposal to give Food and Beverage Gift Vouchers to members who will be paying their 2023 monthly dues in advance. Upon motion made and duly seconded, the Board approved the proposal to give Food and Beverage (F&B) Gift Vouchers to members who will be paying their 2023 monthly dues in advance.

c. Staff Christmas Fund

Mr. Neukom presented the proposal to set-up a Staff Christmas Fund and solicit a minimum of One Thousand Pesos (P1,000) per member. Mr. Francis Gotianun suggested that the members can also contribute their F&B Gift Vouchers to the Staff Christmas Fund, instead of paying the Club in cash.

**VI. OTHER MATTERS**

There being no further business to transact, and upon motion made and duly seconded, the meeting was thereupon adjourned.

**VII. ADJOURNMENT**

There being no further business to transact, and upon motion made and duly seconded, the meeting was thereupon adjourned.

CERTIFIED CORRECT:

*K. O. Clemente-Lua*

**KATRINA O. CLEMENTE-LUA**  
Assistant Corporate Secretary

ATTESTED BY:

**FRANCIS NATHANIEL C. GOTIANUN**  
Acting Chairman / Director

**CATHERINE A. ILAGAN**  
Director

**ANDREW GERARD D. GOTIANUN III**  
Director

**JOAQUIN P. ROA**  
Independent Director

**MANOLITO F. GONZALES**  
Independent Director