

**SECURITIES AND EXCHANGE COMMISSION**

**SEC FORM 17 -A**

**ANNUAL REPORT PURSUANT TO SECTION 17  
OF THE SECURITIES REGULATION CODE AND SECTION 141  
OF THE CORPORATION CODE OF THE PHILIPPINES**

1. For the calendar year ended **31 December 2022**
2. SEC identification number **A1997-5628**
3. BIR Tax Identification No. **004-595-560**
4. Exact name as specified in its charter: **CAMP JOHN HAY GOLF CLUB, INC.**
5. Province, country or other jurisdiction of incorporation or organization: **PHILIPPINES**
6. Industry Classification Code:  (SEC Use Only)
7. Address of principal office: **The Clubhouse, Golf Club Drive, Camp John Hay, Loakan Road, Baguio City, Philippines 2600**
8. Issuer's telephone number, including area code: **(074) 424-3493**
9. Former name, former address, and former fiscal year, if changed since last report **Not Applicable**
10. Securities registered pursuant to Sections 8 and 12 of the SRC and Sections 4 and 8 of the RSA

<b>Title of each Class</b>	<b>Number of Membership Certificates outstanding</b>
Regular Memberships Inclusive of Ten Founders' Memberships	2,500
Local Playing Rights	34

11. Are any or all of the securities listed on the Philippine Stock Exchange?

Yes ☐ No ☒

12. Indicate by check mark whether the issuer:

- a) has filed all reports required to be filed by Section 17 of the SRC and SRC Rule 17 thereunder or Section 11 of the Revised Securities Act (RSA) and RSA Rule 11 (a) - 1 thereunder and Sections 26 and 141 of the Corporation Code of the Philippines, during the preceding 12 months (or for such shorter period the registrant was required to file such reports)

Yes ☒ No ☐

- b) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

13. Aggregate Market Value of the Voting Stock held by non-affiliates of the registrant.  
Not Applicable.

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## **PART I – BUSINESS AND GENERAL INFORMATION**

### **Item 1. Business**

Camp John Hay Golf Club, Inc. (the “Club” or “CJHGC”) was incorporated as a non-stock corporation on April 3, 1997 and was granted by the Securities and Exchange Commission (“SEC”) permission to offer and sell its securities to the public on May 2, 1997.

The Club was organized exclusively for the promotion of social, recreational and athletic activities on a non-profit basis for its members. Being an exclusive membership club, the target market is its members, their dependents and guests. As a non-profit entity, the Club generates revenues mainly in the form of members assessments, green fees and tournament fees, and golf cart, which represent 61%, 23% and 7%, respectively, of the total operating revenues earned this year. Revenues generated are used to meet the expenses of its general operations, and the maintenance and improvement of its premises and facilities. No part of its income inures to the benefit of any officer, member or private individual.

The Club is in competition with other golf courses, especially those located north of Metro Manila. In terms of direct competition, there is only one other golf club in Baguio City – the Baguio Country Club. However, the Club sees the presence of an existing golf course as complimentary to the Club because golf enthusiasts are given not only a choice between the two golf courses, but actually the opportunity to play in two distinctly different golf courses in the City of Baguio. As such, both clubs actually complement each other towards the improvement of local tourism in Baguio City by offering alternative golfing facilities to the public.

The Club’s clubhouse restaurant is being operated and handled by Le Chef, Inc. since November 17, 2009. In April 2015, the Club hired Eboueurs General Services, Inc. (“EGSI”) for the Club’s golf cart rental services replacing Maximus Golf Cart Services Corporation. In January 2019, the Club was notified of the acquisition of EGSI by IEE LTD. CO. (“IEE”). Nevertheless, the former officers of EGSI are the same partners who composed the IEE. In November, 2019, the agreement with EGSI was terminated and the Club operated its own golf cart rental services.

The Club started billing membership dues in March 2000. On April 15, 2002, the Club became a registered enterprise in the John Hay Special Economic Zone (JHSEZ) in accordance with Republic Act (R.A.) No. 7227, known as the Bases Conversion and Development Act of 1992 (the Act), Presidential Proclamation No. 420, Customs Administrative Order No. 2-98, Bureau of Internal Revenue (BIR) Revenue Regulations (RR) No. 1-95, as amended, and the Implementing Rules and Regulations (IRR) of R.A. No. 7227. As such, the Club enjoys all the rights, privileges and benefits established under the Act and its IRR, which include, among others, a preferential rate of 5% of gross income earned in lieu of all local and national taxes, tax-and-duty free importations of raw materials, capital equipment and household and personal items pursuant to Sections 12(b) and 12(c) of the Act.

On October 24, 2003, the Supreme Court En Banc promulgated a decision nullifying the regime of tax and duty exemptions, as well as financial incentives and other privileges within the JHSEZ conferred by Section 3 of Proclamation No. 420 for being violative of Article VI, Section 28 (4) of the Philippine Constitution.

On March 20, 2007, President Gloria Macapagal-Arroyo approved R.A. No. 9400, “An Act Amending R.A. No. 7227, as amended, otherwise known as the Bases Conversion and Development Act of 1992 and for Other Purposes,” which restores the preferential income tax rate of 5% of registered enterprises within the freeport and special economic zones including JHSEZ. In addition, the President approved R.A. No. 9399, “An Act Declaring a One-Time Amnesty on Certain Tax and Duty Liabilities, Inclusive of Fees, Fines, Penalties, Interests and Other Additions Thereto, Incurred by Business Enterprises Operating Within the Special Economic Zones and Freeports,” which provides that business enterprises may avail themselves of the benefits of remedial tax amnesty granted on tax and duty liabilities, including fines and penalties and interests incurred or which might have been incurred as a result of the SC rulings on the tax exemptions. R.A. No. 9399 also provides that business enterprises in the said areas are required to pay P25,000 within six months from the effectivity of the law. R.A. No. 9399 was a combination of Senate Bill No. 2259 and House Bill No. 4901.

In 2007, pursuant to R.A. No. 9400 and the issuance to the Club of a Certificate of Registration (“COR”) from John Hay Management Corporation (JHMC), the Club adopted the 5% preferential income tax treatment on its Gross Income as provided by R.A. No. 7227 and changed its registration with the BIR effective May 15, 2007 from value-added tax (VAT) taxpayer to non-VAT taxpayer.

Consequently, the Club adopted the 5% preferential income tax treatment on its Gross Income as provided by R.A. No. 7227. The IRR of R.A. No. 9400 was later issued on February 13, 2008 by the Department of Finance through Department Order No. 3-08.

The Club’s Certificate of Registration expired on November 19, 2013. It has since applied for the renewal of the said registration and, accordingly, submitted all requirements and paid all fees to JHMC. As of April 22, 2020, JHMC has not acted on the Club’s renewal application.

In view of the release of the award in CJH Development Corporation (“CJH DevCo”) v. Bases Conversion and Development Authority (“BCDA”), PDRCI Case No. 60-2013, on February 11, 2015 as fully discussed in Note 28 to the financial statements, such renewal of the COR is not forthcoming because of the rescission of the Contract of Lease (“COL”) between CJH DevCo and BCDA due to the parties’ mutual breach.

Significantly, in the same award, the Arbitral Panel did not uphold the BCDA’s earlier rescission of the COL in July 2014, which the JHMC cited as the reason for the non-renewal of the COR. There was no more reason, therefore, for the JHMC to have withheld the COR for 2014.

In 2015, the Club’s management and Poblador Bautista & Reyes Law Offices (“PBR”) determined that the non-issuance/renewal by JHMC of the Club’s COR removes the Club’s entitlement to the incentives associated with the JHSEZ. As such, it became subject to income tax as an ordinary corporation and cannot avail itself of the 5% “in lieu of all taxes” preferential tax rate. It likewise became subject to 12% VAT, as opposed to zero-percent (0%) VAT had the Club’s COR been renewed.

On June 2, 2016, the Club processed its VAT registration and started to recognize output tax on its revenues starting in August 2016. In addition, the Club applied the 30% regular corporate income tax rate in computing its income taxes.

On August 13, 2019, the Supreme Court (“SC”) under SC G.R. No. 228539 issued a decision on whether the membership fees, assessment dues and fees of similar in nature collected by clubs which are organized and operated exclusively for pleasure, recreation and other non-profit purposes are subject to income tax and VAT. Under this ruling, as long as the membership fees, assessment dues and the like are treated as collections by recreational clubs from their members as an inherent consequence of their membership, and are, by nature, intended for the maintenance, preservation, and upkeep of the club’s general operations and facilities, the fees cannot be classified as income subject to tax.

In addition, the SC supported the position that these fees are not subject to VAT because in collecting such fees, the club is not selling its service to the members. Conversely, the members are not buying services from the club when dues are paid. Hence, there is no economic or commercial activity to speak of as these dues are devoted for the operations and maintenance of the facilities of the club. Accordingly, starting September 2019, the Club has not been charging VAT on its monthly dues, membership, assignment and transfer fees. These are also exempt from income tax.

There were no disbursements for research and development activities by the Club during the last five (5) fiscal years.

The Club has all the necessary permits and clearances from the Department of Environment and Natural Resources (“DENR”) for its operations. To this end, the Club continues its tree planting projects and reforestation activities. Development of the golf course and other support facilities are done in cooperation with the Camp John Hay Development Corporation, the John Hay Management Corporation, the DENR, and the Baguio City Council in order to ensure the

Club's compliance with environmental laws, and also to address the socio-economic concerns of Baguio City and its surrounding municipalities.

As of December 31, 2022, the Club has 44 employees working full time and 16 outsourced personnel performing cleaning services and landscaping maintenance. The required manpower for the operations of the Club has been met and there is no expected future hiring of regular employees. However, the Club usually hires casual employees especially in its Golf Operations and Engineering Department during peak seasons when different tournaments are held.

## **Item 2. Properties**

By virtue of an April 3, 1997 Deed of Assignment between CJH DevCo (as the Assignor) and the Club (as the Assignee), the Club agreed to issue and deliver 2,500 regular membership certificates and 200 non-membership playing rights to CJH DevCo for and in consideration of the latter's assignment of the beneficial rights to the use and possession of the golf course and the clubhouse.

The property being re-developed for the golf course, clubhouse, and related amenities of the Club is part of the property being leased by CJH DevCo from the BCDA under an October 19, 1996 Lease Agreement between CJH DevCo and the BCDA.

The re-development of the 18-hole golf course is complete. With reference to the land contributed by the project's developer, all of the 48.4276 hectares of land assigned by the developer of the Club has been utilized for the development of the golf course. This is one of the sixteen (16) clusters subject for development under the John Hay Master Development Plan. The Club's property is not mortgaged, and is free from any and all liens and/or encumbrances.

The clubhouse was transferred to the Club on December 1, 2001. In February 2003, the golf cart building was completed and likewise turned-over to the Club. The cost and corresponding depreciation of these buildings are reflected in the Audited Financial Statements ("AFS") of the Club. The Halfway House building was opened in April 2003. Its cost and depreciation have likewise been recorded in the AFS of the Club.

## **Item 3. Legal Proceedings**

The Registrant is one of many respondents in a Petition for Review on Certiorari filed by the Bases Conversion and Development Authority (BCDA) before the Supreme Court in G.R. No. 219421.

This case originated from the award issued by the Arbitral Panel in the Arbitration case of CJH Development Corporation v. Bases Conversion and Development Authority, PDRCI Case No. 60-2012 dated 11 February 2015. In said Arbitration proceedings, the Arbitral Panel declared the Original Lease Agreement and the Revised Memorandum of Agreement between CJH Development Corp. (CJHDevCo) and the BCDA as rescinded due to the mutual breach of both the BCDA and CJHDevCo, and directed CJHDevCo to turn-over Camp John Hay to the BCDA. The Arbitral Panel dismissed BCDA's claim of over P3 Billion in alleged back rentals declaring them as legally not due and demandable from CJHDevCo. BCDA was in turn ordered to pay CJHDevCo Php 1.4 Billion by way of returning all rentals which CJHDevCo has paid to the BCDA. The said award had already been confirmed by the Regional Trial Court of Baguio City, and the necessary Writ of Execution had already been issued.

Even though it was not a party to the arbitration proceedings between CJHDevCo and BCDA, the said Writ of Execution and Notice to Vacate were served on Registrant directing it to vacate Camp John Hay. Finding the same as constituting grave abuse of discretion amounting to a lack or excess of jurisdiction, the Registrant filed a Petition-in-Intervention for Certiorari and Prohibition (With Urgent Application for the Issuance of a Writ of Preliminary Injunction) before the Court of Appeals (CA) praying that it be allowed leave to intervene in the Petition filed by CJHDevCo against BCDA in CA-G.R. SP No. 140422, and that the CA issue a writ of preliminary injunction enjoining the implementation and execution of the Notice to Vacate and Writ of Execution against it.

On May 19, 2015, the CA issued a Temporary Restraining Order (TRO) against the implementation of the Writ of Execution and the enforcement of the Notice to Vacate.

On July 30, 2015, the CA issued a Decision annulling and setting aside, as against the Registrant, the said Writ of Execution and Notice to Vacate. The CA likewise directed BCDA to respect and not to disturb the various contracts of third parties occupying the leased CJH premises, which includes the premises of the Golf Club.

However, BCDA appealed the CA's Decision to the Supreme Court via a Petition for Review on Certiorari. Registrant was made a respondent therein. The case was docketed as G.R. No. 219421 and remains pending to date.

On 5 January 2021, the Supreme Court issued a Resolution in CJH Development Corporation vs. Commission on Audit and Bases Conversion Development Authority docketed as G.R. No. 241772 consolidating the said case with G.R. No. 219421 which involve similar issues.

Significantly, the Club possesses the Clubhouse, the golf course, and the appurtenant facilities in accordance with the Registration Statement which was filed with and was approved by the SEC. The Club and its members could use the said facilities and premises until 2046. The Club is a third party to the arbitration stated above and, as such, should not be affected by the same. The BCDA, however, is of the opinion that the Club should vacate the premises it occupies.

Registrant is also a party to an intra-corporate case initiated by some members (two of which have already withdrawn as plaintiffs) questioning the Registrant's authority to impose special assessments. The dispute is in relation to the Registrant's imposition of a 24-month PhP1,000 special assessment in late 2014. The case is entitled Benjamin G. Favis, et al. v. Camp John Hay Golf Club, Inc. and docketed as Civil Case No. 8423-R. In September 2018, the Registrant filed a Motion for Summary Judgment arguing that there were no genuine issues raised by the Plaintiffs. The parties filed their respective memoranda last October 2018 and are now awaiting the decision of the Regional Trial Court, Branch 5 of Baguio City.

#### **Item 4. Submission of Matters to a Vote of the Security Holders**

The Registrant held its Annual Membership Meeting on May 13, 2022 at the Clubhouse in Baguio City. A majority of the outstanding members, who are in good standing, attended the meeting either in person or by proxy.

The following are the results of the discussions/votes – on matters which were required to be voted upon - during the said meeting:

1. The Management's Report and Audited Financial Statements were noted and approved.
2. The firm Isla Lipana & Co. as the Registrant's External Auditor.
3. All acts of the Board of Governors and the management of the Club were approved.
4. The following were elected as Governors for the ensuing year and until their successors shall have been elected and qualified:

##### *Board of Governors:*

- a. Robert John L. Sobrepeña – Chairman
- b. Ferdinand T. Santos – President
- c. Rafael Perez de Tagle, Jr. - Treasurer
- d. Gulshan Bedi
- e. Francisco C. Gonzalez
- f. Alfredo M. Mendoza
- g. Ramon Luis F. Garcia - Independent Governor
- h. Mario V. Benitez, Jr. - Independent Governor
- i. Jaime M. Cacho
- j. Mauricio G. Domogan – Independent Governor
- k. Gilbert Raymund T. Reyes – Corporate Secretary
- l. Raymund C. Rodriguez – Assistant Corporate Secretary/Compliance Officer

## PART II – OPERATIONAL AND FINANCIAL INFORMATION

### Item 5. Market for Registrant’s Common Equity and Related Stockholder Matters

#### Market Information

The Club is a non-stock corporation. The membership in the Club is divided into Two Thousand Five Hundred (2,500) regular memberships, inclusive of ten (10) founders’ memberships. Likewise, the Club may grant playing rights to 200 persons who satisfy the qualifications set in the Club’s Articles of Incorporation and By-Laws. According to the stock and transfer records as at December 31, 2022, there are 2,500 memberships issued and outstanding, and 35 local playing rights granted.

The Club’s golf memberships are not traded in the Philippine Stock Exchange. The golf memberships are sold to individuals and corporations through the marketing arm of the developer, CJH DevCo.

#### Membership Prices (Philippine Pesos)

	2022		2021	
	High	Low	High	Low
First Quarter	300,000	200,000	150,000	150,000
Second Quarter	300,000	250,000	200,000	150,000
Third Quarter	300,000	250,000	300,000	150,000
Fourth Quarter	320,000	250,000	280,000	250,000

Source: GGandA Club Shares Report

#### Holders of Memberships

Top 20 Shareholders as at December 31, 2022:

Rank	Name	No. of Memberships held	% to Total
1.	CJH Development Corporation	1,219	48.76%
2.	Philippine Veterans Bank	47	1.88%
3.	Incorporated College Assurance Plans	22	0.88%
4.	Bank of Commerce - Trust Services Group As Trustee for College Assurance Plan Phils., Inc.	13	0.52%
5.	Bank of Commerce - Trust Service Group As Trustee for Comp. Annuity Plans and Pension Corp.	12	0.48%
6.	Weetee S. Lato	4	0.16%
7.	Agus Development Corp.	3	0.12%
8.	Tree Land Development & Resources, Inc.	3	0.12%
9.	Robert John Lamb Sobrepeña	2	0.08%
10.	Manuel M (Jeweller) Cojuangco	2	0.08%
11.	Columbian Motors Corporation	2	0.08%
12.	Metropolitan Bank Trust Corporation	2	0.08%
13.	Phelps Dodge Phils., Inc.	2	0.08%
14.	Pilipino Telephone C	2	0.08%
15.	San Miguel Corporation	2	0.08%
16.	SM Investments Corporation	2	0.08%
17.	Isabel C. Suntay	2	0.08%
18.	Universal Rightfield Property Holdings, Inc.	2	0.08%
19.	Manuel B. Zamora	2	0.08%
20.	A.M.M. Food Corporation By: Vivencio Mercado Romero, Jr.	1	0.04%

#### Dividends

Not applicable.

Recent Sales of Unregistered Securities  
Not applicable.

## **Item 6. Management's Discussion and Analysis of Financial Position**

### Statement of Financial Position

The Club's total assets amounted to ₱468.887 million as at December 31, 2022 which is an increase of 19% or ₱73.893 million compared to the ₱394.993 million of the previous year. This is mainly due to the increase in the net book value of its properties and equipment by ₱50.474 million, from ₱372.452 million to ₱422.926 million as a result of the property revaluation of golf course development asset by an independent accredited appraiser who determined the market value of the property based on its highest and best use.

Moreover, Current assets increased by 104% or by ₱23.420 million from ₱22.541 million in 2021 to ₱45.960 million in 2022 mainly due to the increase in cash.

Cash amounted to ₱31.719 million in 2022 which increased by 230% or by ₱22.110 million compared to the ₱9.609 million balance in 2021 due to the collection of one-year advance payment of membership dues from members for 2023 and the activation of shares acquired through auctions. Accounts receivable increased from ₱5.920 million in 2021 to ₱7.619 million in 2022, an increase of 29% or ₱1.699 million compared to the previous year.

However, inventories decreased to ₱2.334 million in 2022 or by 11% or by ₱0.301 million from ₱2.635 million in 2021. Prepayments and other current assets also decreased to ₱2.975 million from the previous year's ₱3.088 million.

The Club's total liabilities amounted to ₱140.693 million as at December 31, 2022 which is higher by 15% or by ₱18.605 million compared to ₱122.089 million of the previous year. This is mainly due to the non-current liabilities which increased by 23% or by ₱17.025 million, from ₱75.087 million to ₱92.112 million.

Current liabilities as at December 31, 2022 amounted to ₱48.581 million which is an increase of 3% or ₱1.579 million from the ₱47.002 million of the previous year. Accounts payable and other current liabilities increased by 6% or by ₱2.449 million from ₱42.349 million in 2021 to ₱44.798 million in 2022.

The Club's non-current liabilities were stated at their fair values using the prevailing market rate at the dates of the respective transactions. This includes refundable deposits, accrued retirement benefits and deferred income tax liabilities. Non-current portion of lease liabilities amounted to ₱1.193 million as at December 31, 2022 which is higher from the previous year's ₱0.495 million.

Refundable deposits refer to the ₱0.025 million Golf Club Maintenance Deposit ("GCMD") paid by every golf club member for golf course upkeep, maintenance, and other related golf club expenses. The GCMD will be returned to the Club members at the end of the Club's lease term in 2047. Refundable deposits, due to their long-term nature, have been discounted to their present value. The difference between the gross amount of deposits and their present value is amortized over the term of the lease, thereby recognizing interest income using the effective interest rate prevailing at the time the liability was established. The amount of discounted deposit is accreted to the estimated future liability based on the effective interest rate method. Interest expense on accretion is recognized directly in the statement of comprehensive income. There were 75 GCMD payments received in 2022.

### Statement of Comprehensive Income

The Club had a net income before depreciation and income tax of ₱15.971 million in 2022 which is a 93% or ₱7.713 million higher against ₱8.258 million in 2021. As compared to 2020, this is a turnaround of 632% or by ₱18.975 million from the loss of ₱3.004 million of that year. After depreciation, income tax and other income, the Club had a net loss of ₱19.111 million in 2022 which is an improvement by 18% or by ₱4.193 million from a net loss of ₱23.304 million in 2021.



Total receipts of the Club amounted to ₱93.493 million in 2022, which is higher than the ₱68.590 million in 2021 by 36% or by ₱24.904 million and also higher than the ₱66.220 million revenues registered in 2020 by 41% or by ₱27.273 million. This includes member's assessments for membership dues and Club fees and revenues from the Club's operations. Membership dues amounted to ₱46.225 million which is almost the same to the ₱46.226 million in 2021. Membership activation fees is also higher by 99% or by ₱2.600 million from ₱2.625 million in 2021 to ₱5.225 million in 2022. Moreover, assignment and transfer fees is higher by 64% or by ₱2.075 million from ₱3.225 million in 2021 to ₱5.300 million in 2022.

Green fees and tournament fees amounted to ₱21.806 million in 2022, significantly higher by 310% or by ₱16.488 million compared to the ₱5.319 million in 2021. Merchandise sales of ₱5.176 million in 2022 is also higher by 187% or by ₱3.374 million compared to ₱1.802 million in the previous year. Also, driving range revenue and golf cart rentals in 2022 of ₱6.642 million is higher by 52% or by ₱2.263 million compared to the ₱4.379 million in 2021 and higher by ₱0.885 million or by 25% compared to the ₱3.494 million in 2020. Unused consumables recorded in 2022 amounted to ₱2.956 is lower than 2021's ₱5.014 million due to the 2020 consumables of ₱1.977 million that was forfeited on March 31, 2021.

Cost of goods sold and services in 2022 amounted to ₱63.191 million which is 32% higher against 2021 of ₱47.970 million while operating expenses other than depreciation amounted to ₱16.793 million which is lower than the previous year of ₱12.372 million by 35% or by ₱4.421 million. Compared to 2020, the cost of goods sold and services is higher by 14% or by ₱7.715 million from ₱55.476 million while operating expenses other than depreciation is higher by 20% or by ₱2.822 million from ₱13.971 million.

Costs of goods sold and services, and operating expenses other than depreciation of the Club as summarized in Notes 15, 16 & 17 of the Notes to Financial Statements is mainly comprised of the following:

- a. Repairs and maintenance of ₱25.047 million, higher by 8% or by ₱1.838 million compared to 2021 and higher by 18% or by ₱3.763 million compared to 2020;
- b. Personnel expenses of ₱18.791 million, higher by 7% or by ₱1.200 million compared to 2021 and higher by also 7% or by ₱1.276 million compared to 2020;
- c. Materials, supplies and facilities of ₱8.843 million, higher by 233% or by ₱2.655 million compared to 2021 and lower by 13% or by ₱1.377 million compared to 2020;
- d. Communication, light and water of ₱5.985 million, higher by 76% or by ₱2.576 million compared to 2021 and higher by 18% or by ₱0.912 million compared to 2020;
- e. Outside services of ₱4.169 million, higher by 64% or by ₱1.625 million compared to 2021 and higher by 31% or by ₱0.985 million compared to 2020;
- f. Security services of ₱4.985 million, higher by 19% or by ₱0.803 million compared to 2021 and higher by 26% or by ₱1.020 million compared to 2020;
- g. Professional fees expenses of ₱2.737 million which is almost the same compared to 2021 of ₱2.697 million and to 2020 of ₱2.701 million; and,
- h. Cost of inventories sold of ₱3.284 million, higher by 163% or by ₱2.037 million compared to 2021 and higher by 146% or by ₱1.948 million compared to 2020.

The Club had other income in the amount of ₱3.157 million in 2022, ₱0.775 million in 2021 and ₱0.084 million in 2020. Other income includes income from venue rentals, private golf cart storage, private locker rentals and unrealized fair value gain of the Club's UITF.

In 2022 interest income of ₱0.440 million is higher by 12% or by ₱0.047 million compared to ₱0.393 million in 2021. Interest expense of ₱1.136 million in 2022 is lower by 2% or by ₱0.022 million against 2021 of ₱1.158 million. Provision for current income tax pertains to final tax on interest income from savings deposits and minimum corporate income tax amounting to ₱0.039 million for 2022 and none for 2020 and 2021.

The accounting policies adopted by the Club are consistent with those of the previous financial year. Last December 31, 2016, the Club changed the method of accounting for its golf course development asset which is reflected as part of Property and Equipment account. Prior to 2017, the golf course development asset was accounted for using the cost model.

### **Top Five (5) Key Performance Indicators**

The Club identifies its top five (5) key performance indicators as follows: 1) working capital; 2) current ratio; 3) base equity; 4) collections from membership dues and consumables; and 5) earnings before taxes and depreciation (“EBTD”).

Working Capital (current assets less current liabilities) and current ratio (current assets over current liabilities) measures the liquidity or short-term debt paying ability of the Club. Having a positive working capital and a current ratio of 1:1 is an indication of liquidity while base equity (members’ equity over total liabilities and members’ equity) of at least 25% measures the level of dependence of the Club on its members or creditors in meeting its financial obligations.

As at December 31, 2022, the Club had a working capital deficiency of ₱2.291 million which is a 89% decrease in working capital deficiency compared to 2021 of ₱24.461 million. The decrease in the deficiency of ₱21.8410 million is mainly due to the increase in cash. The base equity ratio of the Club in 2022 is at 70% and is higher as compared to last year’s 69%.

Collection from members (monthly dues and other charges) amounts to ₱66.576 million and ₱64.484 million in 2022 and 2021, respectively. The increase is mainly due to higher monthly dues and charges billed and collected from members during the year 2022 compared to the previous year.

For the year 2022, the Club has a ₱15.971 million net income before taxes and depreciation, ₱8.258 million in 2021 and a net loss of ₱3.004 million in 2020.

### **Audit and Audit-Related Fees**

The Club incurred ₱0.330 million including out-of-pocket expenses for the 2022 audit. For the past years 2021 and 2020, the Club paid ₱0.330 million and ₱0.330 million, respectively to Isla Lipana & Co. for the audit of the Club’s annual financial statements. These expenses are properly reflected in the Club’s audited financial statements under professional fees.

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### **All Other Fees**

None.

As provided in the Club’s Manual on Corporate Governance, the Audit Committee pre-approves all audit plans, scope and frequency which are discussed and presented by the external auditor one (1) month before the conduct of external audit.

### **Membership**

Membership composition as at December 31, 2022, as follows:

a. Regular Memberships	2,500
b. Playing rights	34

### **Prospects for the Future**

The key sources of liquidity of the Club are the revenues generated from membership dues, green fees, transfer fees and other golf-related activities.

On March 11, 2020, the World Health Organization declared the outbreak of COVID-19 as a global pandemic. As at reporting date, the Club's operations have reopened at normal operations, while following the safety protocols mandated by the national government. In view of the improving economy that was severely impacted by the pandemic and the government’s easing travel and mobility restrictions (both domestic and international), the Club has registered positive growth in its revenues and significant improvements in the net income during the year attributable to higher revenues from clubhouse operations

and tournament revenues due to easing of health and travel restrictions, surging leisure demand and increased guests spending.

The Club is not involved in any business combination nor does it have subsidiaries. It does not maintain long-term investments. The Club has no material off-balance sheet transactions, arrangements, or obligations (including contingent obligations). The Club has made no relationships with unconsolidated entities or other persons during the reporting period.

There are no manifest trends, events, or uncertainties that would give rise to a material impact on revenues or income from continuing operations of the Club as at December 31, 2022. Neither are there evident causes or plans that would have a material impact in one or more items of the Club's financial statements. The Club does not have any material commitment for capital expenditures.

In general, the prospects of the Club for the future are quite optimistic and since there are no significant uncertainties surrounding the business, Camp John Hay Golf Club, Inc. is expected to be a strong competitor in the golf club market.

The fact that Baguio City is typically affected by rain for more than half of each year is already known to both existing and prospective members of the Club. Thus, this fact is not expected to have any material impact on the Club's operations. The occurrence of major fortuitous events, like typhoons and earthquakes, however, continue to pose a risk to the Club's operations.

#### **Item 7. Financial Statements**

The financial statements and schedules listed in the accompanying Index to Financial Statements and Supplementary Schedules (page 18) are filed as part of this Form 17-A (pages 19-103).

#### **Item 8. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

### **PART III – CONTROL AND COMPENSATION INFORMATION**

#### **Item 9. Directors and Executive Officers of the Registrant**

The following are the names of all incumbent governors and executive officers of the Club:

<u>Name</u>	<u>Position</u>	<u>Citizenship</u>	<u>Age</u>	<u>Dir./Off. Since</u>
Robert John L. Sobrepeña	Chairman/Governor	Filipino	68	1997 to 2022
Ferdinand T. Santos	President/Governor	Filipino	68	1997 to 2022
Rafael Perez de Tagle, Jr.	Treasurer/Governor	Filipino	68	1997 to 2022
Gulshan Bedi	Governor	Filipino	58	2019 to 2022
Francisco C. Gonzalez	Governor	Filipino	79	1999 to 2022
Alfredo M. Mendoza	Governor	Filipino	73	2009 to 2022
Ramon Luis F. Garcia	Ind. Governor	Filipino	60	2016 to 2022
Mario V. Benitez, Jr.	Ind. Governor	Filipino	68	2015 to 2022
Jaime M. Cacho	Governor	Filipino	66	2020 to 2022
Mauricio G. Domogan	Ind. Governor	Filipino	76	2016-2014; 2020 to 2022
Gilbert Raymund T. Reyes	Corporate Secretary	Filipino	64	2004 to 2022
Raymund M. C. Rodriguez	Assistant Corp. Secretary/ Compliance Officer	Filipino	57	2004 to 2022

#### **Term of Office**

The term of office of the Governors and Elected Officers is one (1) year from their election as such until their successors are duly elected and qualified.

Business Experience of the Governors and Executive Officers during the past five (5) years

Members of the Board of Governors are as follows:

**MR. ROBERT JOHN L. SOBREPEÑA**, the Chairman of the Board of Governors of the Registrant, is also the Chairman of the Board of Directors of Fil-Estate Management, Inc., Metro Rail Transit Corporation (MRTC), Metro Rail Transit Development Corp. (MRTDC), The Manila Southwoods Golf & Country Club, Inc., Asia Pacific Corp., and CJH Development Corp. He is also Chairman of Metro Global Holdings Corp., which is publicly listed in the Philippine Stock Exchange. He is also the president of Forest Hills Golf & Country Club, Inc.

**ATTY. FERDINAND T. SANTOS** is the Chairman of the Board of Directors of Forest Hills Golf & Country Club, Inc. He is also the President of the Registrant, Fairways & Bluewater Resort Golf & Country Club, Inc., Fil-Estate Urban Development Corp., Metro Global Holdings Corp., CJH Development Corp., CJH Hotel Corp. and CJH Suites Corp. He is also a Director of The Manila Southwoods Golf & Country Club, Inc.

**MR. RAFAEL PEREZ DE TAGLE, JR.** is the Executive Vice-President and Chief Operating Officer of Metro Rail Transit Development Corp (MRTDC). He is also the Treasurer of The Manila Southwoods Golf & Country Club, Inc. and Forest Hills Golf and Country Club.

**GULSHAN BEDI** is presently the Executive Vice President of Operations of CJHDevCo. He also served as Senior Vice President of CJH Hotel Corporation for the past ten years.

**MR. FRANCISCO C. GONZALEZ** is a director of The Manila Southwoods Golf & Country Club, Inc. He is also the Chairman of the Board and CEO of Romago, Inc., Fabriduct & Metal Systems Inc., and Electro Mechanical Products International, Inc.

**MR. ALFREDO M. MENDOZA** is the Managing Director and President of CargoAire Freight Forwarders, Inc., CargoAire Maritime Corp. and Cyclo Air Systems Technology, Inc. He is also a director of The Manila Southwoods Golf and Country Club, Inc.

**MR. RAMON LUIS F. GARCIA** is the President of Afuengar Corporation. He is also the owner of RLFG Food Services and from March 2002 to March 2014, has opened and operated restaurants in Baguio City and Fort Bonifacio Global City, Taguig City namely - Brod Pit Bar and Grill, Katsutori Japanese Restaurant, The Backyard, Brod Pit Grill (in SM) and Brod Pit Grill (Market Mall, BGC, Taguig City).

**MR. MARIO V. BENITEZ, JR.** is the Managing Director of John Hay Coffee Services and a Director of the Hotel and Restaurant Association of Baguio (HRAB).

**MR. JAIME M. CACHO** is the President and Chief Operating Officer of Metro Countrywide Corporation. He is the Head of Project Development and Management Services of Fil-Estate Management, Inc. He is also a Director of Metro Global Holdings Corporation and the President and Chief Operating Officer of Metro Global Renewable Energy Corporation. He has 37 years of top-level management and construction experience in various organizations during his career.

**ATTY. MAURICIO G. DOMOGAN** is the Chairperson of the House Committee of the Issuer from 2009 to present. Atty. Domogan previously served as Independent Governor from 2006 to 2014 and as Chairperson of the Membership Committee from 2006 to 2007. He is currently engaged in the private practice of law in his own firm, Domogan and Associates Law Office. From 1988 to 2019, he was elected as Baguio City Councilor, Vice Mayor, Mayor, and Congressman.

**ATTY. GILBERT RAYMUND T. REYES** is a Founding Partner of Poblador Bautista & Reyes Law Offices and the Chairman of the Board of Governors of the U.P. Vanguard, Inc. He is also the Corporate Secretary of Levi Strauss Philippines, Inc., CJH Development Corporation, CJH Hotels, Inc., CJH Suites, Inc., and Southeast Asian Colleges, Inc. He is also Treasurer of Common Area (Philippines), Inc., Sleep Well Land Development Corp. and Sleep Well More Fun Corp. He also serves as the Compliance Officer of The Manila Southwoods Golf & Country Club, Inc.

**ATTY. RAYMUND MARTIN C. RODRIGUEZ**, the Assistant Corporate Secretary of the Registrant, is a Senior Partner in Poblador Bautista and Reyes Law Offices. He is also the Corporate

Secretary of Levi Strauss Philippines, Inc., CJH Development Corporation, CJH Hotels, Inc., CJH Suites, Inc., and Southeast Asian Colleges, Inc. He is also Treasurer of Common Area (Philippines), Inc., Sleep Well Land Development Corp. and Sleep Well More Fun Corp. He also serves as the Compliance Officer of The Manila Southwoods Golf & Country Club, Inc.

#### **Other Directorships Held in Reporting Companies**

Mr. Robert John L. Sobrepeña, - Co-Chairman of the Board of Directors of Global Estate Resorts, Inc. and Chairman of the Board of Directors of Metro Global Holdings Corp., President and Director of Forest Hills Golf & Country Club, Inc.

Atty. Ferdinand T. Santos - Chairman of the Board of Directors of Forest Hills Golf & Country Club, Inc., Director and President of Metro Global Holdings Corporation, and President of Fairways and Bluewater Resort Golf and Country Club, Inc.

Mr. Rafael Perez De Tagle, Jr. - Director, Metro Global Holdings Corporation, Vice-Chair, Metro Solar Power Solutions, Inc. Director, The Manila Southwoods Golf & Country Club, Inc., and Director and Treasurer of Forest Hills Golf & Country Club, Inc.

Mr. Jaime M. Cacho - Director of Metro Global Holdings Corp..

#### **Family Relationship**

There are no family relationships among the remaining governors and officers.

#### **Other Significant Employees**

- 1) **MR. JUDSON D. EUSTAQUIO** assumed the position of Assistant General Manager of the Registrant since 15 September 2021.
- 2) **MR. SIMPLICIO L. LANGBAYAN, JR.** is the Registrant's Financial Controller.
- 3) The Registrant has an Internal Auditor in the person of **MR. RODEEN A. CORPUZ** pursuant to Section 2.2.2.2.3 of the Registrant's New Manual on Corporate Governance.

#### **Item 10. Executive Compensation**

Name and Position	Year	Salary	Bonus	Other Annual Compensation
Robert John L. Sobrepeña Chairman and Governor	1997-2022	None	None	None
Atty. Ferdinand T. Santos, President and Governor	1997-2022	None	None	None
Rafael Perez de Tagle, Jr. Treasurer and Governor	1997-2022	None	None	None
Judson D. Eustaquio General Manager	2021-2022	120,000	30,000	None
All officers and directors as a group unnamed	2000-2020	None	None	None

The Club's By-Laws do not provide for a salary for the members of the Board of Governors. Their compensation instead, consists in: (a) exemption from the payment of monthly dues and locker rentals; (b) 40 rounds of free green fees per year; (c) reserved parking; and (d) monthly consumable allowance of P3,000 pesos for food and beverage, golf cart rentals, and other golf-related charges within the Club. In order to avail themselves of the foregoing, they must, however, attend the monthly meetings of the Board of Governors.

Besides the foregoing, no further action is to be taken with regard to any bonus, profit-sharing or other compensation plan, contract or arrangement, any pension/retirement plan, granting of

extension of any option, warrant or right to purchase any securities in respect of the election of Governors.

#### **Item 11. Security Ownership of Certain Beneficial Owners and Management**

##### Security Ownership of Certain Record and Beneficial Owners<sup>1</sup>:

The Club has no knowledge of any member who has, directly or indirectly, ownership of more than 5% of the total outstanding regular memberships of the shares of Camp John Hay Golf Club, Inc. as at December 31, 2021, except as set forth below

<b>Title of Class</b>	<b>Name and Address of Record Owner</b>	<b>Name of Beneficial Owner and Relationship with Record Owner</b>	<b>Amount/Nature of Record/Beneficial Ownership</b>	<b>Percent of Class</b>
Regular Membership	CJH Development Corp. <sup>2</sup> 9/F Renaissance Towers, Meralco Avenue, Pasig City	Same	1,219 “record”	48.76%

Mr. Robert John L. Sobrepeña, Chairman of CJH Development Corp., directs the voting of these memberships held under the name of CJH Development Corp.

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<sup>1</sup> There are no additional shares which the listed beneficial or record owner has the right to acquire within thirty (30) days from options, warrants, rights, conversion, privilege or similar obligations, as these are not applicable to the Registrant, not being a stock corporation.

<sup>2</sup> CJH Development Corporation’s top stockholders are Fil-Estate Management Inc. (FEMI), College Assurance Plan Phils., Inc. (CAPPI), Comprehensive Annuity Plans and Pension Corp. (CAPPC) and Northwood Resources Corp. (Northwood).

CAPPI’s top stockholders are the following: (1) Rockshed Management; (2) the Sobrepeñas (Enrique A. Sobrepeña, Jr., and Rose Sobrepeña); (3) the Thomsons (estate of James Marsh Thomson, Gillian Akiko Thomson, Julia Thomson, and Joshua Charles Thomson); (4) the Espaldons (Ernesto Espaldon, Sr., Leticia Espaldon, and Arlene Espaldon Ramos); (5) the Evangelistas (Rafael E. Evangelista, Jr., Margarita A. Evangelista, Clarissa Evangelista, Patricia Evangelista, Rafael A. Evangelista, and Cristina Evangelista); (6) Raul I. Goco; (7) estate of Coronado P. Muñasque; (8) Euron Realty; and (9) Jose A.R. Bengzon III.

CAPPC’s top stockholders, on the other hand, are CAPPI (top stockholders of which are listed above); Rafael Evangelista, Jr., estate of James Marsh Thomson, Rockshed Management, Heirs of Romulo Espaldon, Heirs of Ernesto Espaldon, Heirs of Manuel Manahan, Alejandro Roces, Jose A.R. Bengzon III, estate of Coronado Muñasque, Enrique Sobrepeña, Jr., Raymundo Rolando Dizon, Ma. Corazon Bitong, Diana Lynn Agustin, Yvette Suzanne Dizon, Raul I. Goco, Arleigh Joseph Espaldon, Robert John L. Sobrepeña, William Russell Sobrepeña, Silvestre Bello III, Quintin Doromal, Ernesto Espaldon, Jr., and Gillian Akiko Thomson.

Northwood’s top stockholders are Reference Development Corp., Baguio International Ltd., Manta Equities, Inc. and Greenworld Development Corp.

Security Ownership of Management:

The table below sets forth as at December 31, 2022, the record and beneficial ownership of each Governor and Executive Officer of the Club:

<b>Title of Class</b>	<b>Name and Address of Record Owner</b>	<b>Name of Beneficial Owner</b>	<b>Citizenship</b>	<b>Amount/Nature of Record/Beneficial Ownership</b>	<b>Percent of Class</b>
Regular Membership	Robert John L. Sobrepeña Chairman of the Board and Governor 11 Tabuena Street Corinthian Gardens Quezon City	CJH Development Corp.	Filipino	2-r	0.08%
Regular Membership	Ferdinand T. Santos President and Governor 4 Sunrise Hills New Manila, Quezon City	CJH Development Corp.	Filipino	1-r	0.04%
Regular Membership	Francisco C. Gonzalez Governor 225 F. Socorro Fernandez St. Mandaluyong City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Rafael Perez de Tagle, Jr. Governor/Treasurer 5 Acropolis Drive Acropolis Village Quezon City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Gulshan Bedi Governor Cottage 589, Scout Hill Camp John Hay Baguio City	Same as Record Owner	Indian	1-r	0.04%
Regular Membership	Alfredo M. Mendoza Governor CargoAir Center Ninoy Aquino Ave. cor. Kabihasanan, Brgy. San Dionisio, Parañaque City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Mario V. Benitez, Jr. Independent Governor 4 Outlook Dr., Cottage 119, Baguio City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Ramon Luis F. Garcia III Independent Governor 4 Outlook Dr., Cottage 119, Baguio City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Jaime M. Cacho Governor No. 50 P. Tuason Street Cubao, Quezon City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Mauricio G. Domogan Independent Governor No. 31 Upper Brookside Baguio City	Same as Record Owner	Filipino	1-r	0.04%
Regular Membership	Gilbert Raymund T. Reyes Corporate Secretary and Compliance Officer/ Governor 5/F SEDCCO I Building Rada Corner Legaspi Streets Legaspi Village Makati City	Same as Record Owner	Filipino	1-r	0.04%

The aggregate ownership of all members of the Board of Governors and Officers as a group unnamed total 13, or about 0.52% of the total outstanding memberships.

Voting Trust Holders of 5% or more

There are no Voting Trust Agreements covering any of the securities of the Club.

Changes in Control

There is no significant arrangement to date which may result in a change in control of the Club.

**Item 12. Certain Relationships and Related Transactions (see Note 11 of the Notes to Financial Statements)**

Enterprises and individuals that have the ability to directly, or indirectly through one or more intermediaries, control, or are controlled by, or under common control with the Club, including holding companies, subsidiaries and fellow subsidiaries are related parties of the Club. Associates and individuals owning directly or indirectly, an interest in the voting power of the Club that gives them significant influence over the enterprise, key management personnel, including directors and officers of the Club and close members of the family of these individuals and companies associated with these individuals also constitute related parties.

There is a currently enforceable legal right to offset related party balances and it is the related parties' intention to settle on a net basis, or to realize the asset and settle the liability simultaneously.

In considering each possible related party relationship, attention is directed to the substance of the relationship, and not merely the legal form.

**(a) Members' assessments**

The Club receives membership fees, dues, assignment and transfer fees for the transfer of membership from a member to its successor and special assessment from members which are stated in the Club's policies as approved by the Club's Board of Governors and are presented under members' assessments in the statement of total comprehensive income. As at December 31, 2022, allowance for doubtful accounts related to these transactions amounted to P2,577,461 (2021 - P1,791,428) (Note 3).

The Amended Articles of Incorporation and By-laws, as discussed in Note 13, stipulates that shares issued to CJH DevCo and the owners of the land transferred to the Club (Primary Members) are deemed as non-activated shares and shall be exempt from payment of monthly dues until they are activated or are transferred by the Primary Members.

**(b) Revenues from clubhouse operations**

The Club's billings to related parties represent accounts of terminated local playing rights, share in Lake 7 water consumption and other charges which include, among others, green fees, tournament fees and sponsorships which are recorded as part of revenues from clubhouse operations in the statement of total comprehensive income (Note 14).

The Club and Camp John Hay Hotel Corp. (CJH Hotel) offers golf packages for those who want to play golf and stay at the hotel. Charges for the use of the Club's amenities are billed and collected through CJH Hotel, except for the hotel charges of other related parties during tournaments. Purchases represent CJH Hotel's purchase of pro-shop goods from the Club which are included as part of pro-shop revenues under the statement of total comprehensive income (Note 14).

The Club and Camp John Hay Suites (The Forest Lodge) offers golf packages for those who want to play golf and stay at the suite. Charges for the use of the Club's amenities are billed and collected through The Forest Lodge, except for the suite charges of other related parties during tournaments. Revenues from The Forest Lodge represent green fees, golf cart rentals, and golfer's insurance. Purchases represent The Forest Lodge's purchase of pro-shop goods from the Club which are included as part of pro-shop revenues under statement of total comprehensive income.

**(c) Purchases of service**

The Club's purchase of service with a related party includes accommodations for the club tournament players.

**(d) Electricity**

The Club pays its electricity charges through CJH DevCo including streetlights around Clubhouse which are recorded as part of communication, light and water under costs of goods sold and services in the statement of total comprehensive income (Note 15).



(e) Golf course maintenance

Under the Assignment contract between the Club and CJH DevCo (Note 7), the Club pays monthly maintenance dues to CJH DevCo for the maintenance of the common areas including roads inside the camp. Maintenance fees, including share in common expenses such as security and use of road, are reflected as repairs and maintenance under costs of goods sold and services in the statement of total comprehensive income (Note 15).

12.1 Offsetting of financial assets and financial liabilities

The financial assets and financial liabilities set-off and presented at net amounts as at December 31 in the statements of financial position are as follows:

Due from related parties

	Gross amount of recognized financial assets	Gross amount of recognized financial liabilities set off in the statement of financial position	Net amount financial assets presented in the statement of financial position	Related amounts not set off in the statement of financial position		
				Financial instruments	Cash collateral received	Net amount
2022	15,669,957	(2,202,335)	13,467,622	-	-	13,467,622
2021	16,415,385	(2,740,022)	13,675,363	-	-	13,675,363

The net amount of due from receivables is shown as part of “receivables from members and related parties” under “receivables, net” account in the statements of financial position (Note 3). The net amount of due to related parties is shown in the statements of financial position and under Accounts payable and other current liabilities (Note 8).

Due to related parties

	Gross amount of recognized financial liabilities	Gross amount of recognized financial assets set off in the statement of financial position	Net amount financial liabilities	Related amounts not set off in the statement of financial position		
				Financial instruments	Cash collateral received	Net amount
2022	9,530,616	(2,202,335)	7,328,281	-	-	7,328,281
2021	12,971,185	(2,740,022)	10,231,163	-	-	10,231,163

The net amount of due from receivables is shown as part of “receivables from members and related parties” under “receivables, net” account in the statements of financial position (Note 3). The net amount of due to related parties is shown in the statements of financial position and under Accounts payable and other current liabilities (Note 8).

12.2 Transactions with key management personnel

(a) As at December 31, 2022, the Club has unsecured noninterest-bearing receivables from officers amounting to P818,665 (2021 - P574,256). These receivables are due and demandable and settlement occurs in cash. Allowance for ECL recognized as at December 31, 2022 and 2021 amounted to P516,813 (Notes 3).

(b) Compensation and benefits to key management personnel of the Club are as follows:

	2022	2021	2020
Short-term employee benefits	2,957,500	2,733,750	3,250,000
Retirement benefits cost	240,350	103,999	258,838
	3,197,850	2,837,749	3,508,838

## **PART IV – CORPORATE GOVERNANCE**

### **Item 13. Corporate Governance**

The Club has adopted the SEC Corporate Governance Self-rating Form as a tool to evaluate the level of compliance with its Manual on Corporate Governance. In addition, the Compliance Officer reviews periodically the level of performance of the governors, officers, and significant employees with the leading practices and principles of good governance as embodied in the Club's Manual, and the rules and regulations that the SEC issue from time to time.

There have been no violations in the provisions of the Club's Manual on Corporate Governance and no director, officer or employee has been sanctioned by reason thereof. There are existing conditions in the management of the Club requiring formulation of plans to improve corporate governance compliance of the Club.

## **PART V – EXHIBITS AND SCHEDULES**

### **Item 14. Exhibits and Reports on SEC Form 17-C**

- i. Exhibits  
The exhibits required in this report are either not applicable to the Club or require no answer.
- ii. Date of Report : 13 May 2022 – Election of Registrants's Directors or Officers

**CAMP JOHN HAY GOLF CLUB, INC.**  
**INDEX TO FINANCIAL STATEMENTS AND**  
**SUPPLEMENTARY SCHEDULES**  
**SEC FORM 17-A**

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*\*These schedules, which are required by Part IV(e) of RSA Rule 68, do not apply to the Club because the balances of these accounts are below the amount that meets the requirement of the SEC Rules for its disclosure.*