

July 1, 2024

NOTIFICATION OF ANNUAL GENERAL MEETING

The Voting Members of Devi Mandir [SSDCSC] are invited to attend an Annual General Meeting (AGM) on Sunday, July 28, 2024, at 1:00 pm in the auditorium of the mandir as a result of the adjournment of the June 30, 2024 meeting due to the quorum of members not being present as per section 2.11 of the temple's bylaws. Therefore, on Sunday July 28, 2024, the voting members will meet for the original purpose of:

A. Annual General Meeting

- 1. Adoption and approval of Minutes of last AGM 2022**
- 2. Presentation of New Board Members for Vote by Acclamation (See Note below)**

- 3. Presentation of Board of Directors' Annual Report**

including the Financial Statements

- 4.1 Presentation of Board of Directors' Annual Report
- 2.2 Presentation of Audited 2022 & 2023 Financial statements
- 4.3 Adoption of Audited 2022 & 2023 Financial Statement
- 4.4 Appointment of Auditor for 2024

- 4. Members' Business**

Receiving and considering members' matters that are properly brought before the AGM meeting in accordance with the By-laws and the Canada Not-for-Profit Act

Note: Director Positions:

As determined and announced by the Chair of the AGM, Robert Brent, on June 30, 2024, the Board of Directors shall continue with the 4 remaining directors: Samlall Persaud, Latchmie Singh, Samantha Rampersad and Rohan Persaud until the adjourned AGM occurs to fill the 3 current vacancies.

In accordance to Section 5.05 of the temple bylaws, the nomination committee received and vetted a total of 3 nominations and agreed that all 3 were eligible in accordance to Section 3.02 of the temple's bylaws. As per Section 9.02 of the temple's bylaws, Robert's Rules of Order, and to align with Section 3.03 clause (b) & (c), the Board of Trustees agrees that a formal ballot vote at the AGM may not be required and may seat the qualified candidates through a vote by acclamation/appointment without balloting, as the number of eligible candidates equals the number of seats that are vacant on the Board of Directors as of June 30, 2024. As a result, the outcome of the balloting process is totally predictable, thereby eliminating the need to go through the process of counting mail-in ballots and ballot votes at the AGM.

Therefore the 3 eligible candidates for directorship, Krishna Doolsingh, Sharon Heerasingh and Khemraj Koonjbeharry, will be presented to the members at the AGM for acclamation as the 3 acclaimed/elected/appointed Directors to fill the 3 current vacancies, and serve for a term of 3 years as per Section 3.04 of the temple's by-laws.

Please note that in the event that quorum is not present as per section 2.11, the Board of Trustees will appoint the 3 eligible nominees, mentioned above, as directors, to fill the 3 current vacancies on the Board of Directors under Section 6.01 of the temple's bylaws, to prevent any risks that may be detrimental to the organization and as a safeguard measure to ensure a fully functional Board of Directors operating at full capacity in the best interests of the organization.

How to vote:

All voting requires using your numbered ballot. You can vote by following one of the processes below:

- **In person** by attending the AGM on **Sunday July 28th, 2024** at 1:00 PM **OR**
- **Mail-in ballots** received no later than **Thursday, July 25th, 2024 by NOON**, in accordance to the By-Law Section 2.13. **OR**
- **Send a proxy** no later than **Thursday July 25th, 2024 by NOON**.
You must follow the voting requirements listed on the proxy form.

Personal numbered ballot and signed photo ID are required for all methods of voting.

Who to vote for?

Eligible Candidates are mentioned on page 1 of this notice as well as on Mail-in ballots posted on the Mandir's web page [www.devimandir.com] and on the 1st & 2nd floors of the Mandir.

For further Information:

- If you did not receive an Invitation to the Meeting, or a proxy form, or require further information, send an email to election@devimandir.com
- 2023 Voting Membership list, mail-in ballot, the financial statements and a copy of the Mandir's By-laws is posted on the bulletin boards of the Mandir as well as the temple's website.

On behalf of the Board of Trustees:

Nisha Sharma **Bal Rampersad**

Rosalind Binda **Vishnu Sookar**

Attachments:

1. Your personal numbered proxy form
2. Appendix 1 – By-Law Section 3



PROXY FORM FOR ANNUAL GENERAL MEETING ON SUNDAY, JULY 28, 2024.

Name of Proxy Voter: _____

Address of Proxy Voter: _____

Telephone: _____ Email: _____

Note: Please ensure Proxy Voter includes a copy of a signed photo identification. Once verified by the Board of Trustees, the ID will be shredded at the end of the AGM of July 28, 2024. Please see back page of this Proxy form for further important instructions.

I hereby appoint: _____ (person present and voting at the meeting)
Name of Proxy Holder

Address of Proxy Holder: _____

Tel. No: _____ E-mail Address: _____

As the proxy of the undersigned to attend, act and vote at the Annual General Meeting of the SSDCSC to be held on **Sunday July 28, 2024 at 1:00 pm** and at any adjournment or adjournments thereof on all matters which may properly come before the meeting in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

Signature of Proxy Voter

Signature of Proxy Holder

Date

Important Instructions:

- **Signed Proxy form must be dropped-off in the secured AGM mailbox located in the foyer of the mandir no later than Thursday, July 25, 2024 by NOON in accordance to By-Law Section 2.03.01. You must follow the voting requirements listed on the proxy form.**
- **Proxy holder must be an eligible voting member**
- **Proxy holder can only hold and vote for one proxy in addition to his/hers**
- **Please note that once a number of proxies equal to 5% of the total number of voting members of the organization is received, all further submitted proxies will be refused, and the Board of Trustees will notify the rejected proxies of same by the email or telephone provided on this form prior to the AGM meeting as per By-law 2.15. Any forms where email or telephone is missing, notifications will not be sent prior to the AGM due to time constraints. For this reason, this information must be provided for notifications accordingly.**

APPENDIX 1 - By-Law Section 3 - Directors

3.04 Term:

.....The Board of Directors shall be staggered commencing at first AGM or special meeting in 2020 in accordance with Section 3.05

3.05 The Transitional AGM

The first AGM or special meeting called for the election of directors subsequent to the adoption of these By-laws, or, if an election takes place during said meeting, shall be referred to herein as the “Transitional AGM”. Notwithstanding any sections of these By-laws governing elections, at the Transitional AGM the current Board shall be dissolved and only the following director positions be elected, which positions shall constitute the Provisional Slate for that election:

Two directors for a term of three (3) years, who shall be the candidates who have received the two most-highest vote-totals, and have agreed in their application form to sit for a three (3) year term;

Two directors for a term of two (2) years who shall be the candidates who have received the third and fourth most-highest vote-totals, and have agreed in their application form to sit for a two (2) year term; and

Three directors for a term of one (1) year, who shall be the candidates who have received the fifth, sixth, and seventh most-highest vote-totals, and have agreed in their application form to sit for a one (1) year term.

Based on the above, subsequent to the election which takes place during the Transitional AGM, the term of directors shall be the term set out in section 3.04 “Term”, set out herein.

The staggered approach was introduced and voted on by the members at the 2019 Special Meeting that was conducted by the temple’s lawyer. The staggered approach is to ensuring continuity and smooth transition on an ongoing basis to safeguard the organization, avoiding a hostile take-over.

Since the current By-laws came into force in November 2019, the Temple was operated either fully or partially by the previous Board of Trustees, later, a Board of Management, and subsequently, an Interim Board. The first attempt to institute a properly elected Board in 2022, as commissioned, was invalidated through arbitration since 52 proxy members were found to be disenfranchised.

Based on the sequence of events, the first duly constituted elected Board of Directors, after the 2019 By-Laws were enacted, is the current Board of Directors, which occurred at the 2022 AGM held in April 2023. For this reason and in accordance to Section 3.05 of the by-laws, the 2022 AGM is considered to be the transitional AGM. This transitional provision will result in a 3-2-2 system, where every two out of three years there are three, rather than two, directors elected. The Board of Directors will be staggered based on the number of directors elected at an AGM. Further, the staggered approach applies to all elected Boards commencing after 2020 as per the bylaws 3.04.

*Therefore, on **Sunday July 28, 2024**, the 3 eligible nominees for directorship, Krishna Doolsingh, Sharon Heerasingh and Khemraj Koonjebharry, will be presented to the members at the AGM for acclamation as the 3 acclaimed/elected/appointed Directors to fill the 3 current vacancies, and serve for a term of 3 years as per Section 3.04 of the temple’s by-laws.*