

MEETING NOTES FOR AGM- JULY 28,2024

Meeting Call to Order at 1:20pm by Meeting Officer (MO), Shivanand Mahadeo.

- Pandit Ravi was invited by MO, Shivanand Mahadeo, to begin the meeting with a prayer.
- Mr. Janack was asked to provide the Registrar's Report to establish quorum. MO pointed out that the agenda of the meeting was provided to each member present upon registration
- MO confirmed that notifications were mailed to all members on July 3, 2024.
- Ground rules were explained by MO, there were 2 observers present whom were provided with instructions as observers.
- As Registrars report confirmed that quorum was not met as 25% of membership which includes 5% proxy holders must be in attendance; Actual present: 44 are present with 13 proxy holders, there were only 57 in total and it was necessary to have 65.
- Prior to formal adjournment of the meeting, MO proposed that the 3 eligible nominees be appointed as directors to fill the 3 vacant positions on the BoD as per Section 6.01 and 6.02 as well as was communicated by the Trustees in the notification to members, if quorum was not present at the July 28 AGM.
- Mr. Sam Persaud raised a concern stating that only members can elect directors as per the bylaws. Since meeting is adjourned, there are no minutes and the Bank will give a tough time to change signatories as well as a date will need to be submitted for AGM to change directors with Corporations Canada. This will be an issue.
- BOARD OF TRUSTEES (BoT) was asked to respond by MO. BoT confirmed that only members can elect directors however this is not an election, this is an appointment. Several sections of the bylaws allow for appointment of directors to fill vacancies on the BoD and this has also happened in the past when vacancies existed. Also, there were only 3 nominations submitted and all 3 were eligible, so even if we had quorum, only nominees who are eligible can be elected to the BoD, so the results would have been predictable whether we had quorum or not. This is why the BoT has made this decision to ensure the BoD continues to function at full capacity in the best interests of the temple. BoD cannot function with 4 directors only, so the eligible nominees can be appointed to the BoD based on our by-laws.
- Shawn Binda- said what happens if the BoD disagrees with the BoT's decision as this would create problems with the bank and govt.
- Mrs. Nisha Sharma- the BoT plans to have a meeting with the BoD this Wednesday to discuss these issues and provide guidance to work together in the best interest of the temple.
- Mr.Koonjbeharry raised the concern regarding the signatories requirement for the bank.
- MO assured Mr.Koonjbeharry as per Mrs. Nisha Sharma it can be addressed and resolved.
- Also, MO shared the bios of the 3 nominees appointed and their contributions to Devi mandir and declared them as the 3 appointed Directors to fill the 3 vacancies on the BoD.
- Shawn Binda- suggestion for BoD & BoT for future issues is to retain a lawyer and obtain a legal opinion to resolve issues.
- MO – opened up the question round for BoD, Special by law committee (SBC), BoT.

- Mrs. Nisha Sharma suggested to change format of meeting to an information session and ask Sam Persaud to present some highlights of the financial statement
- Mr. Sam- was asked by MO to provide information on the financials so as to respect the attendance of the members physically present in the meeting. They had previously attended the June meeting as well.
- Mr. Sam gave a snapshot of the past procedures like bookkeeping & accounting and what needed to be done to get the financials up to date and ready for presentations to members at the June 30 AGM.
- Major issue that evoked discussions was the legal expenses owed by Basil.
- Mr. Sam confirmed that it was over \$19k. He stated that the auditor made that decision to treat legal expenses incurred by Basil as mandir expenses based on accounting procedures and audit evidence, which was later approved by the BoD.
- Trustees (Vishnu Sookar) challenged the auditor's decision that it was incorrect and that he had no jurisdiction to make that decision when Bal Rampersad was the Chair of the management team appointed by the arbitrator to run the temple at that time. Bal also confirmed that he gave all documents to the auditor through Sam and still the auditor did not change his decision. The trustees stated their objection to this issue of expensing these amounts to the temple when it was clearly Basil's own expenses and court documents stated that each party must pay their own expenses.
- Mr. Krishna Doolsingh – problem with getting quorum, so perhaps consider changing to a lower number.
- MO - stated that motions cannot be moved as the quorum conditions are not met. However, this can be potentially addressed by the SBC in the future as Chair of SBC was present.
- Mr. Cecil Ramnauth – Committee can recommend a change.
- Mr. Sam – stated according to the Act, Board Of Directors approves financial statement and not the members.
- 5 directors on June 29, 2024 Via zoom viewed and approved those statements. However, 2022 was done with Mr. Basil and his team.
- Mr. Cecil- provided an update about by SBC
- MO opened the floor for feedback or any questions
- Mr. Koonjbeharry asked which Board has to approve the draft bylaw to be posted on website: Board of Directors or Board of Trustees?
- Mrs. Nisha Sharma- explained that the arbitrator stated that the SBC was struck by the BoD and so the BoD would eventually post the draft on the website after it is reviewed in consultation with the Trustees as the 2 Boards administers the bylaws and any amendments should be in the best interests of the temple and will be ratified by the membership at a Special Meeting.
- Both Chairs of the governing Boards conveyed their commitment to a unified front to work together in the best interest of the temple moving forward
- MO thanked all members for attending and closed off by asking Pt Ravi to close with prayers. Information Session ended at 3:00 pm.