

Minutes of Meeting

Minutes of the **Annual General Body Meeting** of the members of the Kanara Catholic Association held at 11.30 am on Sunday, **September 25, 2016**, on the Ground Floor Hall at the KCA Premises in Bandra (W), Mumbai

Around 60 members were present at 11.30 am. Since this was above the required quorum of 30 members, Sunil Alva, President, took the Chair and called the meeting to order.

Note: As per the attendance records, 92 members signed the attendance sheet; with some members leaving early or joining late, the average number of members present during the meeting was 60-70.

Neville Mascarenhas, Managing Council member led the general body in an opening prayer.

Initial discussions

[Introductions of Managing Council Members](#)

The Chairman introduced the 9 members of the Managing Council, and gave a brief background of each of the 5 co-opted members, explaining why they were selected & their credentials which were carefully considered when inviting them to be part of the Council.

He explained that as per the KCA Memorandum of Association and Rules & Regulations, the Management of the Association is entrusted not just to the elected office bearers but to a 9 member Managing Council, consisting of 4 elected office bearers & 5 co-opted members, who are invited by the elected office bearers to join the Council.

Note:

Preceding the introductions, there was discussion on whether all 9 Managing Council members or only the 4 elected office bearers should be seated on the dais. In the interest of not wasting time on this matter, the Chairman agreed that for this meeting, only the 4 elected office bearers would be on the dais.

The Managing Council subsequently discussed this matter at its meeting held in October 2016. The council has unanimously decided that going forward, all Managing Committee members will sit together on the dais at the General body Meetings, as the rules of KCA clearly state that it is the Managing Council which manages the affairs of KCA.

[84th or 85th AGM](#)

Prashanth Pereira queried why this was called the '85th' AGM when the business of the '84th' AGM was not completed.

The Chairman drew his attention to the explanatory statement to the Notice & Agenda sent out in the AGM booklet, where this matter had been explained.

Edgar Sylva, then stated that the minutes of the 84th AGM were not passed by the General Body.

The Chairman agreed that this was the case, but since the Charity Commissioner had done inspections of the AGM minute books in 2011 and 2013, where the minutes were pasted & signed, the present Managing Council could not tear-up or remove those pages.

He stated, however, that we had an option at the next General Body Meeting to expunge the minutes of the meetings held in 2009-2010 since these were not approved by the General Body. The same would be considered by the Managing Council.

Opening Remarks of Chairman

The Chairman then requested that he be allowed to read a few opening remarks since this was an important AGM being held after a gap of several years.

Much of what the Managing Council wanted to say had already been documented in the report of the Managing Council which was published in the AGM booklet. More had been said in the Note from the Managing Council published in the latest issue of Amchi Khobor (which was released earlier). He encouraged the members to take a moment & read these notes.

He mentioned that when members elected the office bearers a year ago, it was not a vote for certain individuals, but for a 115-year old institution to be put back on track.

Over the past year, the Managing Council had primarily focused on assessing the risks that the institution faces, and seeing how it could address and rectify the same to the extent possible.

The over-riding motivation had been to ensure that the KCA as an institution is protected & could move forward. This was the same motivation that prompted many concerned members to approach the Charity Commissioner & get the elections conducted after a gap of 8 years. The Chairman acknowledged the effort of 3 people in particular - Edgar Sylva, Sunil Rebello & the late Hilary Cornelio.

Regarding the passing of the accounts of the past 8 years, which was the main agenda point of the AGM, the Chairman made a couple of points clear.

The Managing Council had provided to the members a recommendation. A recommendation based on its assessment & judgement of the situation. A recommendation based on its assessment of various legal & compliance issues. A recommendation based on, what it believed, was the best interest of the KCA.

Several risks continue to exist from the institution's perspective. Certain things cannot be rectified simply because there are no provisions in law to do so. What we can do is to mitigate these risks, not eliminate them. We have been working with various professionals - chartered accountants, lawyers, and advisors - in this task.

A certain amount of closure could be put, if we as a general body, decided to pass the accounts of the past 8 years. It would go a long-way in restoring the credibility of the institution, help us look forward and be a step in putting the disputes & bad blood of the past behind us.

The Agenda of the meeting was then taken up.

Agenda Item 1

To confirm the minutes of the Special General Meeting (SGM) held on August 28, 2016

The Chairman explained that as per the Rules & Regulations of the KCA, the minutes were approved by the Managing Council and circulated to all those who had attended the meeting. Objections to the circulated minutes were to be sent in within the stipulated time of 14 days.

40 members had attended the SGM, only 1 objection was received from Prashanth Pereira.

In the interest of saving time on this matter, the e-mail received from the member and reply of the Managing Council was circulated to all the members present at the AGM. Since the objection was a

generic objection and there was no objection to any specific point in the circulated minutes, the Chairman requested that the matter be put to vote.

There was a discussion about the correct version of the SGM minutes sent out to members. Mr Pereira, the member who had sent in the objection, stated that the Hon Secretary had drafted minutes which were wrongly amended by the Managing Council.

Ryan Pais, Managing Council member, explained that several changes had indeed been made to the version drafted by Secretary, prior to approval & finalization by the Managing Council. This was as per the KCA Rules & Regulations, where all decisions, including approval of SGM Minutes, are taken by majority vote at the Managing Council meetings.

There was a lengthy discussion on various aspects of this matter including role of the Hon Secretary, role of the Managing Council, who should draft minutes etc. Several other members expressed their views on the matter including John D'silva, Edgar Sylva, Jeffrey Saldanha, Adrian Correa, Dr Kranti Farias, Dr Anthony Sequeira, Stephen D'sa, Miriam Rodrigues & Denis Vaz.

Adrian Correa then proposed that the resolution be put to vote:

"Resolved that the minutes of the Special General Meeting held on August 28, 2016, circulated earlier to the members who had attended the meeting, be and are hereby confirmed & approved"

Proposed By :	Adrian Correa(C-56)	Seconded By:	DrKranti Farias(F-3)
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For	51	Against	8	Abstained	8
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Agenda Item 2

[To consider and adopt the Report of the Council, the Auditors Report and the Statement of accounts for the Financial Years ended March 31, 2009 to March 31, 2016.](#)

The Chairman stated that this was the key agenda item of this meeting & highlighted the detailed explanatory statement circulated along with the notice & agenda of the meeting.

He stated that one member, Edgar Sylva, had sent a letter with various queries within the time-frame stipulated as per KCA Rules & Regulations. These queries were grouped into 25 questions for which answers had been provided by the Managing Council. Since the questions & answers were fairly detailed, the Managing Council had decided to circulate copies of the same to all members present at the meeting.

In the interest of time, the Chairman requested Mr Sylva to highlight one or two important points from his list of 25 queries. Since his desire was that all members should be aware of certain important issues, all the members attending the meeting were given hard copies of the questions and answers which ran into 16 pages.

Mr Sylva asked the Chairman that since he was one of the 4-member committee appointed by the General Body to meet the previous auditors who had resigned in 2009, he should be aware of the irregularities in the accounts and was surprised that the Managing Council was asking members to approve the accounts.

The Chairman stated that new auditors were appointed in 2010 to complete the audit of the accounts for the year ended March 31, 2009. The same auditors have held office since then & have audited the accounts of the subsequent 7 years as well. The accounts & other returns have been filed with the statutory authorities as required by various laws and an enormous amount of work was done by the current Managing Council to study the matter & evaluate the situation.

Detailed information on this point had been provided in the explanatory statement attached to the AGM notice & Agenda. Further, as mentioned in the explanatory statement, an independent & senior Chartered Accountant had been appointed to look into various legal & compliance aspects. A separate Legal & Finance Sub-committee had also been appointed to assist the Managing Council in evaluating the position of KCA as an institution vis-à-vis its compliance with the laws & legal framework governing the KCA.

There was a detailed discussion on some of the questions & replies that were circulated to the members present. Several members expressed their views including John D'silva, Jeffrey Saldanha, Adrian Correa, Dr Anthony Sequeira, Vanita D'sa, Miriam Rodrigues & Josephine Vaz.

Mr Sylva queried on the status of the various complaints that had been filed with the Charity Commissioner & whether the Change Reports pertaining the changes in office bearers over the past 7-8 years had been filed & accepted.

The Chairman informed that the Charity Commissioner had conducted several inquiries into the affairs of the KCA, including 2 inspections of documents & records at the office of the KCA. There were no directives or orders passed by the Charity Commissioner other than the judgement dated March 23, 2015 on the Charity Application filed by Mr Leslie D'souza, which ordered that elections be held. As all are aware, elections were held in October 2015 under the supervision & oversight of the Charity Commissioner.

As far as the Change Reports were concerned, the Managing Council was seized of the matter. Change Reports that had been filed were not yet brought upto date in the records of the Charity Commissioner. Several visits have been made to the office of the Charity Commissioner over the past few months. Mr Leslie D'souza, who filed the Charity Application in 2011 had been very helpful in this regard and had visited Charity Commissioner's office along with the Hon Treasurer.

Further, four members (Mr Richard D'souza, Dr Kranti Farias, Mr Henry Saldanha & Mr Vivek Sylva) who had filed various objections & letters, had accompanied the Hon Secretary to the Charity Commissioner's office, as had been instructed by the Dy Charity Commissioner. The officials at the Charity Commissioner's office have assured us that no further actions are required by the KCA and that our matters will be regularized & brought up to date within the next 3-4 months.

Mr Sylva still felt that the Managing Council was rushing things through, pushing things under the carpet & giving the previous Council members a clean chit. The Chairman reiterated what he had mentioned in his opening remarks. The Managing Council's intent was not to sweep anything under the carpet. Its intent was not to give anyone a clean chit or otherwise. It was not a judge sitting in a court of law.

The Managing Council had presented to the General Body, a recommendation. A recommendation based on its assessment & judgement of the situation. A recommendation based on its assessment of various legal & compliance issues facing the KCA. A recommendation based on, what it believed, was the best interest of the KCA. It was up to the General Body to decide and vote on this matter.

Very detailed information had been provided transparently on the KCA website including accounts, Annual Reports, filings etc to enable members to form their own judgement before voting on the recommendation of the Managing Council.

After some further discussions, Ms Josephine Vas proposed that the resolution be put to vote:

"Resolved that the Report of the Council, as well as the Auditor's Report, and the Statement of Accounts for each of the eight Financial Years ended March 31, 2009 to March 31, 2016, be and are hereby confirmed & adopted"

Proposed By:	Josephine Vas (V-3)	Seconded By:	Miriam Rodrigues (R-53)
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For	58	Against	6	Abstained	4
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Agenda Item 3

[To appoint a Statutory auditor for the Financial year ended March 31, 2017](#)

The Chairman stated that this was a routine agenda item and that the Managing Council recommended the continuation of the current statutory auditors,.

Mr Edgar Sylva queried whether the Auditor was handling other trusts or charitable institutions & whether he had the requisite experience to audit & advise an institution like the KCA.

The Chairman mentioned that as per the Public Trusts Act as well as KCA Rules & Regulations, the auditor needed to be a duly certified & practicing Chartered Accountant & that there were no other qualifications prescribed. M/s Gonsalves & Associates was a professional firm& had handled all the duties required of a Chartered Accountant over the past 8 years, after being appointed as per due procedure.

Mr Sylva suggested we review this matter & try and have an auditor with experience in handling other trusts and charitable institutions. The Chairman mentioned that this would be discussed by the Managing Council.

After some discussion, John D'silva proposed that the resolution be put to vote.

"Resolved that M/s Gonsalves& Associates, Chartered Accountants, be and are hereby appointed as the Statutory Auditors of the Kanara Catholic Association for the Financial Year ending March 31, 2017, at a remuneration to be finalised by the Managing Council "

Proposed By:	John D'silva (D-87)	Seconded By:	Lancy D'souza (D-222)
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For	48	Against	3	Abstained	1
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Agenda Item 4

[To authorise expenditure on repairs upto a sum of Rs 20 lacs](#)

The Chairman drew the attention of members to the detailed explanatory statement circulated along with the notice & agenda of the meeting.

Several areas of the KCA building needed attention & the Managing Council was in the process of prioritizing the items to be taken up. He highlighted some of these items on the projector. Although the total estimate was more than Rs30 lacs, the Managing Council was seeking approval only for an amount of Rs 20 lacs.

As was done on the previous round of repairs, photographs, statements & bills would be made available on the KCA website so that members could be aware of the nature & cost of repairs being taken up. Once we had exhausted the Rs 20 lac, the Managing Council would come back to the General Body with a report on what had been spent & seek additional approvals, if required.

Mr Eric D'sa, Managing Council member then gave members an overview of the philosophy adopted by the Council when tackling repairs. He cited examples of the repair work done in March-April 2016 and improvements that had been made. He also mentioned that the Hostel on the 2nd floor was an

area of priority for this round of repairs. The Managing Council was committed to transparency in this matter especially since this has been an area where disputes have cropped up in the past.

Mr Edgar Sylva queried why some of the contractors & architects used during the 2004-06 repairs were not being used, especially since they knew the building & structure quite well.

The Chairman mentioned that there was no structural work taken in up in the last round of repairs in Feb-Mar 2016. Most of the work was repairs to plaster, painting, bathroom tiling, paver blocks etc which were actually a series of multiple small jobs, which larger contractors are very not interested in taking up.

However, regarding the terrace repairs, which Mr Sylva himself had brought to the attention of the Managing Council, we have had several meetings with the previous Contractor (Span Constructions) as well as the Architect (Jordan D'souza) and have got estimates ranging from 35-50 lacs from various contractors.

We had also met 2 structural engineers, including a very senior & reputed structural engineer suggested by the Architect. Loy Menezes & Christopher Rego (Managing Council member) had led these discussions. Given the fact that there was no consensus on how the terrace repairs should be tackled or how the work should be approached, as also the fact that the amounts involved were large, we have kept this matter on hold pending further investigation.

The structural engineers have assured us that there is no imminent danger of terrace slabs falling or cracking. Accordingly, the Managing Council has decided to take this up at a later date.

After some discussion, Adrian Correa proposed that the resolution be put to vote.

"Resolved that the Managing Council is authorised to spend a sum not exceeding Rs 20 lacs, on repairs & renovation of the KCA premises in Bandra, from the Building Repairs Fund"

Proposed By:	Adrian Correa(C-56)	Seconded By:	Dr Kranti Farias(F-3)		
For	48	Against	4	Abstained	-

Agenda Item 5

[Any other business which may be brought forward with the permission of the Chair](#)

Mr Richard D'souza suggested that we should look into the possibility of redeveloping the KCA building, especially since FSI and CRZ norms had been amended. It was possible that we could have a much larger building and that we could take this up as part of the KCA's vision for the 125 years jubilee which was coming up in 10 years.

Mr Henry Saldanha felt that we should not have the Monti Fest and the AGM on the same day as members attending the AGM could not enjoy the Monti Fest celebration.

He also mentioned that with other institutions like Bandra Gym and Citizen Bank having their AGMs on the same day, some members could not attend the KCA AGM.

The Chairman stated that Managing Council would consider these suggestions.

Mr Merwyn D'souza stated that we should put the past behind us & look forward, in keeping with our motto 'VIS UNITA FORTIOR' - *With Unity, Forever Forward*

There being no further business, the meeting ended with a vote of thanks raised by the Vice-President of the KCA, Ms Clara Menezes.