Minutes of special meeting of HTA BOD held on 12/27/11

This meeting was held on Tuesday, 27th Dec.2011 from 7:14PM - 8.50 PM in Annapurna Hall.

Notice for this special meeting was sent by the secretary on 12/21/11.

The agenda for this special board meeting had only one item-- to discuss and finalize the process to be followed at the next AGM especially if the Quorum was not achieved.

Following BOD's were present:
 Sushma Bakshi, Sumana Ghosh, Desh Ahuja, Vimal Arora, Nirmal Chibber, Madhu Aggarwal, Pramod Ghiya (came late), Rina Narang, Rajashree Panda, Anita Ramaiah , Isha Vashisht

Others present: Ravinder Aggarwal

Absent: Prakash Sahoo, Sateesh Ambadi, Anil Gupta

At the start of the meeting the secretary explained that she felt it was necessary to call this special board meeting as two of the board members, Vimal Arora and Nirmal Chhibber, had earlier (through E mails) decided to withdraw their consent given in the special BOD meeting held on 12/18/11 (after the quorum could not be achieved for the initial AGM). As per the advice of the legal counsel all board members were required to sign a memo giving their consent to hold the AGM next time (1/22/12) even if the quorum requirements were not satisfied.
In the special board meeting held on 12/18/11 the secretary had explained the advice received from the legal counsel to all those that were present in the meeting and all the board members present had signed the memo giving their consent to hold the next AGM . A copy of the memo signed by all the board members is attached for ready reference. Later on these two board members had exchanged several e mails with other board members and had questioned the validity of getting the advice from the legal counsel (since he was not a corporate lawyer) and had indicated their decision to withdraw their consent.
Rina Narang and Rajashree Panda stated that since a decision had already been taken in the last board meeting why we were re visiting the same thing

again. The secretary explained that it was an important issue and hence needed to be discussed and clarified for all. The secretary then explained the whole process to the board again.

At that point Vimal Arora stated that since the legal counsel was not a corporate lawyer why was the board seeking legal advice from him and not from a corporate lawyer.
The secretary explained that HTA sought his advice because he was the legal counsel of HTA. Desh Ahuja explained that in 2003 the HTA had a legal situation related to the constitution where the advice of a corporate lawyer was sought. At that time also the corporate lawyer had explained that such situations should be settled by the board based on internal consensus and under such circumstances the board members should agree to follow a path based on the good of the temple in mind. At that point the HTA had decided to take and follow the advice of the HTA legal Counsel, Ankur Bansal, and that matter was settled based on his advice.
The secretary explained that last year also when the quorum was not achieved in the AGM the legal counsel was contacted and his advice was followed. When a similar situation arose this year the secretary decided to approach the legal counsel for his advice which was received promptly and was in line with the advice received last year. The secretary also informed all present that both Vimal Arora and Nirmal Chhibber were board members last year also but Vimal Arora clarified that she was not present in last year's AGM.

Vimal Arora asked as to who decides to make changes to the constitution and by laws—the board or the AGM. It was explained to her that the recommendations for the changes are made by the board but the approval for the same must be obtained from the AGM before the changes can be implemented.

At this point Desh Ji asked whether the board should hold the AGM/elections or not? He also explained that the current board has the responsibility to hold the elections and elect new board members so that the day to day operation of the temple can continue uninterrupted. He also stated that the board should form a committee to recommend changes to the constitution and by laws to the AGM so that such issues can be avoided in future.
The secretary then asked all board members present, including Vimal Arora and Nirmal Chhibber, if it was OK to hold the AGM/elections as per the

advice of the HTA legal counsel. Everybody present gave their consent to hold the AGM/elections on 1/22/12 as previously announced.

Following motion was proposed by Desh Ji:

In the AGM to be held on 1/22/12 the board of directors will propose to the AGM members to vote to eliminate the quorum requirements to hold the AGM and conduct elections to fill open vacancies for the board of directors with the members present in the meeting. A simple majority decision of the members present will prevail.

Motion seconded by Anita Ramaiah.
All voted yes. Motion was carried unanimously.

Following motion was proposed by Anita Ramaiah:

Desh Ahuja should be asked to form a committee by 1/22/12, consisting of past presidents, top donors and founder members to recommend changes to the constitution and by laws to the HTA board. Desh Ahuja to approach these people and form a committee based on their availability.

Seconded by Desh Ahuja

All present voted yes. Motion was carried unanimously.

Desh Ahuja mentioned that he will send the names of eligible candidates for this committee to the entire board.

NIrmal Chhibber stated that since some special events were to take place in January and February 2012, we need to have coordinators for these events.

January events: Jan 14th—Pongal and Makar Sakranti – Coordinator will be Rajashree Panda
Jan 28th-Saraswati Puja—Coordinator will be Rajashree Panda

February 20th-Maha Shiv Ratri—Coordinator will be Rina Narang.

Eventhough these items were not on the agenda these were discussed as the time for the special events was coming close.
All present agreed.

Motion to close the meeting was proposed by Rina Narang and seconded by Isha Vashisht.

Meeting was closed at 8:50 PM.

HTA MOM held on 12 27 11