

APES HILL BENEVOLENT SOCIETY INC.

Minutes of a Meeting of the Board of Directors of **APES HILL BENEVOLENT SOCIETY INC.** (the "**Society**") convened by videoconference at The Grove, 21 Pine Road, Belleville, St. Michael, Barbados on Tuesday, June 21, 2022, at 10:00 a.m.

**DIRECTORS
PRESENT:**

Paul L. Lamb
Yvonne Lankry
Charles W. Pattison

BY INVITATION:

Shane Kingston Liza Harridyal-Sodha & Associates Inc.
Dawn Williams

**NOTICE AND
QUORUM:**

It was confirmed that notice of the meeting was duly served on the Directors within the prescribed period in accordance with the Companies Act of Barbados and that all directors were present at the meeting.

**CHAIRMAN AND
SECRETARY:**

IT WAS RESOLVED that Mr. Paul Lamb and Mr. Shane Kingston be respectively appointed as Chairman and Secretary of the Meeting. Mr. Lamb duly took the chair and called the meeting to order. Mr. Kingston recorded the minutes of the meeting.

**REVIEW AND
APPROVAL OF
MINUTES OF THE
ORGANISATIONAL
MEETING HELD
APRIL 7, 2022:**

The Board of Directors reviewed the draft minutes of the meeting of the Board held on April 7, 2022. **IT WAS RESOLVED** that the said minutes be accepted and approved, and that the Chairman and the Secretary of that meeting be authorized to sign the minutes as a true record of the meeting.

**MATTERS
ARISING:**

There were no matters arising for discussion.

**MEMBERSHIP
PLAN FOR THE
SOCIETY:**

The Board discussed ways to open the membership of the Society to all members of the HOA, except PSI, and requested counsel to help it devise a Membership Plan for the Society that will allow it to represent all members of the HOA, except PSI, and facilitate litigation against the current Board of Directors of the HOA and PSI should that be necessary to protect the rights and interests of current and future members of the HOA.

APES HILL BENEVOLENT SOCIETY INC.
Minutes of Board Meeting held on June 21, 2022

REVIEW AND APPROVAL OF LETTER DATED MAY 30TH 2022 FROM LESLIE HAYNES Q.C. TO COUNSEL FOR THE HOA AND PSI REGARDING THE LEGAL POSITION OF THE SOCIETY:

The Board reviewed a copy of the letter from Mr. Leslie Haynes, on behalf of the Owners Group, to counsel for the HOA and Plantation Sanctuary Inc. (“PSI”) dated May 30, 2022. A copy of the letter is annexed hereto as ‘Exhibit A’.

After discussion, **IT WAS RESOLVED** that the said letter be approved and confirmed as setting out the legal position of the Society.

REVIEW AND APPROVAL OF LETTER FROM THE SOCIETY ANNOUNCING THE OPENING OF THE SOCIETY WEBSITE AND REQUESTING DONATIONS TO THE SOCIETY:

The Board reviewed a copy of the draft letter from the President of the Society to be sent to HOA members for the purpose of soliciting membership in the Society. A copy of the said letter is annexed hereto as ‘Exhibit B’.

IT WAS RESOLVED that the said letter be accepted and approved for publication on the website of the Society.

IT WAS FURTHER RESOLVED that President be authorized to circulate the said letter to HOA members using all currently known addresses and email-addresses of such HOA members.

UPDATE ON ESTABLISHMENT OF BANK ACCOUNT OF THE SOCIETY:

Ms. Lankry reported that she will schedule an in-person meeting with RBC Royal Bank (Barbados) Limited to progress the opening of a bank account for the Society and to sign any documents as required.

REVIEW OF WEBSITE FOR THE SOCIETY:

The President reported on the progress of the development of the Website for the Society, noting the written warning to HOA members appearing on the opening page of the Website.

The President reviewed the website including: the history of the Society, a list of 65 questions which have been put to the HOA and its Board of Directors without receiving a response, the documents establishing the Society (Articles of Incorporation, Organizational minutes of the Society, etc.), and other documents relevant to the dispute between the Society

APES HILL BENEVOLENT SOCIETY INC.
Minutes of Board Meeting held on June 21, 2022

and the HOA (including the HOA Financial Statements for 2020 and 2021).

IT WAS RESOLVED that the website be approved and the President be authorized to open the website to the public at his discretion.

**RATIFY FILING OF
2021 ANNUAL
RETURN:**

It was noted that the group of homeowners behind the establishment of the Society known as the "Owners Group" advanced the money to pay the fee of BBD \$125 in connection with the Society's 2021 Annual Return required as an annual filing by the Companies Act of Barbados Society.

IT WAS RESOLVED that the filing of the 2021 Annual Return by Harridyal-Sodha & Associates on behalf of the Society as required by the Companies Act of Barbados and the payment of all fees and expenses in connection with such filing be approved and ratified.

BUSINESS UPDATE: There was further discussion at this time.

**ANY OTHER
BUSINESS:**

Visit to Town & Country Development Planning Office

The Board has been advised by various sources that the government of Barbados has an undisclosed ownership interest in PSI. The Board requested counsel to make the necessary inquiries to determine the nature and extent of such ownership interest, if any.

The Board also asked counsel to determine if PSI has made any sub-division applications in connection with its ongoing development of Apes Hill and discussed arranging an in-person visit to the Department Town and Country Development Planning Office ("T&C") to make enquires regarding the further sub-division of the Apes Hill Development which may adversely affect the ownership interests of the members of the HOA.

After discussion **IT WAS RESOLVED** that a letter from one or more of the homeowners who are members of the Society should be sent to T&C requesting all public information concerning such sub-divisions, if any, be prepared and sent to the T&C prior to arranging an in-person visit.

**DATE OF FIRST
ANNUAL GENERAL**

It was agreed that this matter be deferred for discussion at a future date.

APES HILL BENEVOLENT SOCIETY INC.
Minutes of Board Meeting held on June 21, 2022

**MEETING OF THE
MEMBERS:**

**DATE OF
NEXT BOARD
MEETING:**

It was agreed that the next meeting of the Board will be held at the call of the Directors.

There being no further business, the meeting was duly terminated.



Chairman

shane kingston
Secretary