

**APES HILL BENEVOLENT SOCIETY INC.**

Minutes of a Meeting of the Board of Directors of **APES HILL BENEVOLENT SOCIETY INC.** (the "**Company**") convened by videoconference at The Grove, 21 Pine Road, Belleville, St. Michael, Barbados on Thursday, April 7, 2022, at 2:30 p.m.

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**DIRECTORS PRESENT:** Paul L. Lamb –Barbados  
Yvonne Lankry –Miami, USA  
Margaret A. Hoad - Barbados

**BY INVITATION:** Shane Kingston Liza Harridyal-Sodha & Associates Inc.  
Charles W. Pattison  
Dawn Williams  
Leslie F. Haynes Q.C.  
Natalia Lamb

**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 Mr. Kingston recorded the minutes of the meeting.

**NOTICE AND QUORUM:** The Secretary of the meeting confirmed that notice was duly served on the Directors within the prescribed period in accordance with the Companies Act of Barbados and all directors being present at the meeting. The Chairman then called the meeting to order.

**APPOINTMENT OF CHARLES PATTISON TO THE BOARD TO FILL CASUAL VACANCY:** The Board noted the resignation of Ms. Margaret A. Hoad as a Director of the Company pursuant to written notice with effect from April 7, 2022.

The Chairman confirmed the existence of a casual vacancy in the Board of Directors as a result of the resignation of Ms. Hoad. It was further noted that the remaining Directors were in favour of Mr. Charles W. Pattison replacing Ms. Hoad on the Board.

**IT WAS RESOLVED** that Mr. Charles W. Pattison be appointed as Director of the Company until the next General Meeting of the Members in order to fill the casual vacancy on the Board of Directors as a result of the resignation of Ms. Margaret Alison Hoad.

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**INCORPORATION:** **IT WAS RESOLVED** that all actions taken by the incorporator of the Company in effecting the incorporation of the Company be hereby ratified approved and confirmed.

**ADOPTION OF BY-LAW:** The Board reviewed a copy of the draft By-Law No.1 of the Company.

After discussion, **IT WAS RESOLVED** that the Board of Directors, pursuant to Section 61 of the Companies Act of Barbados (the “Companies Act”), hereby make and enact By-Law No.1 in the form presented to the Board and attached to the minutes of this meeting as **Exhibit A.**

**IT WAS FURTHER RESOLVED** that any Director and the Secretary of the Company be authorised and directed to sign By-Law No.1 of the Company and to affix the common seal of the Company thereto.

**DISCUSSION OF THE FORM OF APPLICATION AND ASSIGNMENT OF CLAIMS FOR NEW MEMBERS:** The Board noted that the advice of Mr. Leslie Haynes Q.C. that the application for membership in the Society (the “Membership Application”) and the Assignment of Claims against the HOA and the HOA directors (the “Assignment”) to be completed by each new member as a condition of membership should be separate documents.

The Board discussed whether the assignment of claims against the HOA and the HOA directors should be mandatory or optional for members of the Society. It was noted that the original vision of the Society was that members who wished to bring a claim against the HOA/HOA directors could join the Society and have their claims brought by the Society on their behalf.

The Board noted that the prospective claims against the HOA/HOA directors were: 1) breaches of director fiduciary duties owed to HOA members; and 2) introducing the 2021 HOA Rules that are oppressive and contrary to the rights of members and/or amount to further breach of fiduciary duties.

It was clarified between the Board and Mr. Haynes that such claims do not contemplate the recovery of damages, but that legal costs expended in prosecuting claims were recoverable. The primary remedies to be sought from the court pursuant to the contemplated claims would be declaratory and injunctive orders preventing the conduct and breaches of the rights of HOA members as claimed.

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Mr. Haynes indicated that he would revert with a revised draft Assignment by Monday April 11, 2022.

After discussion, **IT WAS RESOLVED** that completion of the Membership Application and the Assignment should both be mandatory requirements for membership in the Society, and that each should be an individual document entered into separately by each new member. Membership Application and the Assignment will be prepared separately for further review and final approval by the Board at a future date.

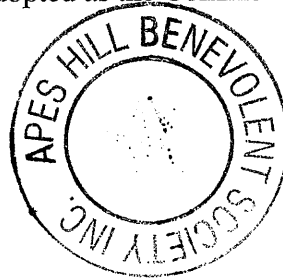
**NOMINATION OF OFFICERS TO BE APPOINTED:**

**IT WAS RESOLVED** that the person listed in the first column hereunder be nominated for appointment to the office(s) listed opposite his/her name by the members at the first Annual General Meeting of the Company:

Paul L. Lamb	President		
Charles W. Pattison	Secretary	and	Vice President
Yvonne Lankry	Treasurer	and	Vice President

**APPROVAL OF COMPANY SEAL:**

**IT WAS RESOLVED** that the seal, an impression of which appears below, be adopted as the Common Seal of the Company:



**REGISTERED OFFICE AND MAILING ADDRESS:**

**IT WAS RESOLVED** that the Registered Office and Mailing Address of the Company be located at The Grove, 21 Pine Road, Belleville, St. Michael, Barbados.

**NOMINATION OF SERVICE PROVIDER TO BE APPOINTED:**

The Board reviewed a copy of the engagement letter from Liza Harridyal-Sodha & Associates Inc. ("HSA") setting out the terms of service on which HSA will be retained by the Company if appointed as the Service Provider of the Company.

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**IT WAS RESOLVED** that Liza Harridyal-Sodha & Associates Inc. of The Grove, 21 Pine Road, Belleville, St. Michael, Barbados be nominated for appointment as the Service Provider for the Company pursuant to the Corporate and Trust Service Providers Act, 2015-12 by the members at the first Annual General Meeting of the Company and that copy of their engagement letter be attached to and made a part of these minutes as **Exhibit B**.

**NOMINATION OF  
LITIGATION  
COUNSEL TO BE  
APPOINTED:**

The Board reviewed a copy of the engagement letter from Leslie F. Haynes, Q.C. setting out the terms of service under which Mr. Haynes will be retained by the Company if appointed as Litigation Counsel.

**IT WAS RESOLVED** that Leslie F. Haynes, Q.C. of “Ellangowan”, Strathclyde Drive, Strathclyde, St Michael, Barbados be nominated for appointment as Litigation Counsel for the Company by the members at the first Annual General Meeting of the Company and that a copy of his engagement letter be attached to and made a part of these minutes as **Exhibit C**.

**APPOINTMENT OF  
BANKER AND  
AUTHORISED  
SIGNATORIES:**

**IT WAS RESOLVED** RBC Royal Bank (Barbados) Limited be appointed the Banker of the Company.

**IT WAS FURTHER RESOLVED** that that the following persons (each an “**Authorized Signatory**”) be authorized to open and close bank accounts of the Company, execute and deliver agreements or instructions for bank products and services, electronic banking, or other agreements relative to financial and banking transactions, including wire transfers and to sign for and on behalf of the Company, any and all cheques or other orders jointly up to any amount:

- Charles W. Pattison
- Yvonne Lankry

**NOMINATION OF  
APPOINTMENT OF  
ACCOUNTANT AND  
AUDITOR:**

The Board reviewed proposals from Mr. Drayton Carter and BDO Barbados setting out their respective terms of service in connection with providing accounting and auditing services to the Company.

**IT WAS RESOLVED** that Mr. Drayton Carter of at The Annex, Urim House, #1 Bagatelle Terrace, St. Thomas, BB23003, Barbados be nominated for appointment as the Accountant and Auditor of the Company by the members at the first Annual General Meeting of the

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Company and his engagement letter be attached to and made a part of these minutes as **Exhibit D**.

**ADOPTION OF  
FINANCIAL YEAR:**

**IT WAS RESOLVED** that the fiscal year of the Company shall determine on the 31<sup>st</sup> day of December in each year or on such other date as the Directors may from time to time by resolution determine.

**OPERATING  
BUDGET FOR THE  
2022 FINANCIAL  
YEAR OF THE  
COMPANY:**

**IT WAS RESOLVED** that a draft budget for the current year be prepared for review and approval by the Board for presentation to the members at the next Annual General Meeting of the Company.

**WEBSITE:**

Mr. Lamb reported that the website for the Society was under construction at a cost not to exceeding US\$500. The expenditure was approved by the Board.

**BUSINESS UPDATE:**

**ANY OTHER  
BUSINESS:**

**Email from Society to Members of Plantation Sanctuary Inc. and members of the Apes Hill Homeowners Association Inc. (the "HOA"):**

A Board received a copy of the draft email dated April 7, 2022 prepared by the President of the Society.

The Board reviewed and discussed the draft email and considered whether the email and the HOA Financial Statements for the period ending December 31, 2021 be sent on behalf of the Society to Mr. Glenn Chamandy and Mr. Sunil Chatrani as well as to all of the known members of the HOA, and the HOA Auditor.

After discussion **IT WAS RESOLVED** that the President be authorized to send the email as presented, inclusive of an attached copy of the HOA Financial Statements for the period ending December 31, 2021, to Mr. Glenn Chamandy and Mr. Sunil Chatrani, the known members of the HOA, counsel for the HOA, and the HOA Auditor.

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**DATE OF FIRST ANNUAL GENERAL MEETING OF THE MEMBERS:** It was agreed that the scheduling of the first Annual General Meeting be deferred to a future date pending final Board approval of the Application and Assignment to be completed by new members of the Society.

**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.

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Chairman

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Secretary