

The Atrium Owners Association

(Registered with the Registrar of Societies, Chennai, Registration # 144/1999)

Minutes of the X Annual General Meeting (Reconstituted)

Date of Meeting:	September 6, 2009	Venue:	The Pavilion
Start Time:	11:00 A M	End Time:	13:00 P M
Date of Issue:	December 21, 2009		
Members Present:	As per attached list		

- 1) Owing to lack of quorum the meeting scheduled at 10:30 am was postponed to 11:00 am per Clause of the Bye-Laws of the Association with the proviso that the meeting will be held at the postponed time with whosoever members were present at the forum.
- 2) The President of the Association Chaired the meeting.
- 3) The Chair called the meeting to order and commenced the meeting with the 58 members present.
- 4) Adoption of the minutes of the IX Annual General Meeting (AGM)
 - a) Voting ballots were distributed for the adoption of the minutes. Some members pointed out that voting for the adoption of the minutes of the IX AGM was not required as it was not required by the bye-laws. Adoption of AGM minutes by voting would be applicable only if the amendment to the bye-law proposed at this meeting was carried through.
 - b) The chair agreed with the proposition. Nonetheless the Chair explained that several members had raised a concern with some of the decisions taken at the IX AGM. Therefore, it was only proper that the General Body be given the opportunity to rescind the proceedings of the IX AGM if it was felt necessary. Thus, a formal vote establishing the majority view would ratify the proceedings of the IX AGM, without any ambiguity.
 - c) 54 votes were cast for the resolution, with 52 voting for the adoption of the minutes and 2 votes invalid. The votes in favour of the adoption were respectively 84% of the members present and 83% of the minimum quorum required. Accordingly, the minutes of the IX AGM were adopted as a true and fair record of that meeting.
- 5) President's Review of the previous year

A detailed review had been circulated and the Chair proposed that the Review be taken as read. The Chair also remarked that the Managing Committee considered the report as a blue print for making Atrium very young and vibrant in the coming years.

- 6) Adoption of the Accounts
 - a) The Treasurer placed the accounts for adoption. Since the accounts had been with the members for 21 days and that he had not received any comments, he proposed the adoption of the accounts as presented.
 - b) A member raised a query if the accounts would be valid even if passed since the requisite quorum was not present. The Chair clarified that as per the bye-laws the reconstituted meeting could be held with the members present for the agenda already circulated and that the quorum was provided by the members present.

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- c) Some members desired to discuss principles of charging members for different expenses. The Chair ruled that such discussions could take place later during the meeting since the current agenda item was for adoption of the accounts.
- d) Consequently, the accounts were put up for adoption and the vote was 52 members in favour of adoption and 5 against. The votes in favour of adoption were well above the thresholds specified in the bye-laws, accordingly, the accounts were adopted and passed.

7) Ratification of capital expenditure

There was no capital expenditure over Rs 50,000/- incurred without the General Body's permission during the year.

8) Discussion on future financing

- a) A spirited debate took place on funding and financing the maintenance of the apartment complex and its amenities. Some of the key issues that were raised were:
 - i) Should all members contribute to the maintenance of amenities that were used by only a few members?
 - ii) The value added to the value of the property by the presence of well-maintained amenities.
 - iii) The importance of safety of users when amenities are used, whether few or many.
 - iv) Maintenance of records for determining usage of amenities.
 - v) Definitions of usage (eg. Are ground floor residents users of elevators?)
- b) As many of these issues were valid and relevant it was decided to evolve a common set of principles. To enable this a task force comprising Mr S V Mony (B 201), Mr K Visweswaran (C201), Mr A Chandramoliswaran (K 304) and Mr J Parthasarathy (J 201) was constituted. It was decided that the incoming Managing Committee would draw up a terms of reference for this task force to deliberate and come up with recommendations to the General Body.

9) Appointment of Statutory Auditors

- a) The Chair moved the resolution to appoint M/s Rajendran, Viji & Co., 206 Bharathi Salai, Royapettah, Chennai 600014, as the Statutory Auditors for the Association for the Financial Year 2009 – 10.
- b) A member commented that he remembered the fees to the Statutory Auditor being Rs 6,000/- in the previous Financial Year and wanted to know why the fee had been raised to Rs 10,000/-. The Treasurer clarified that the fee for the previous Financial Year had been Rs 10,000/- also.
- c) The resolution was put to vote and all members unanimously voted in favour of the resolution.

10) Discussion on impact of changing elevator AMC provider

- a) A member wanted to know the factors leading up to the change of the AMC provider, its impact and the current status.
- b) The Secretary provided the necessary information. Principally, Alfa the incumbent AMC provider was found to be delinquent in discharging its responsibilities leading up to complete

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failure of service following the severe storm in late 2008. Consequently, the Managing Committee had to appoint Kone, the Original Equipment Manufacturer, for the service, even though it was more expensive to do so. The Managing Committee entered into several rounds of negotiation with Kone to ensure that the expenditures were necessary and spend only those. That this was an appropriate step has been since borne out by the quality of service as well as the satisfaction levels of residents.

- c) In the meantime, demand has been raised on Alfa to pay the balance due for the period for which no service was performed by Alfa. Alfa has not paid it so far, so the Association has kept back components which are to be returned to Alfa.

11) During this exchange, the quorum for the meeting as defined by the Bye-Laws of the Association was also achieved, with 63 members being present at the venue.

12) Amendment to Bye-Law

The chair moved the following resolution to amend a bye-law

- a) “Resolved that Clause 13, x, d, “Voting shall ordinarily be by show of hands except in special cases where the General Body desires a secret ballot.”, be modified to read as follows:
- b) “Voting shall be only be through balloting to establish quorum and ascertain if majorities as prescribed in Clause 13, x, e have been obtained.”
- c) A member expressed the opinion that this would delay proceeding endlessly since every AGM resolution would have to be voted upon, including trivial ones.
- d) The Chair pointed out that the triviality of an issue was subjective. He also detailed at length a series of contentious issues that were raised by members objecting to decisions taken at the last AGM as being taken without the consent of the General Body.
- e) A member, unequivocally in support of the resolution pointed out that the drafting of the resolution was such that future decisions could not be said to have been taken without adequate quorum since establishing quorum was an integral part of the resolution.
- f) To a question whether every resolution required a quorum, the Chair replied in the affirmative. He also clarified that when the meeting was being conducted under the provision of Clause 13, x, iv a, the provision would automatically imply the number of members present for the meeting.
- g) Following these discussions, the resolution was put to vote. 53 members present voted in favour of the resolution, 4, voted against and 6 members abstained from voting. Since the votes in favour of the resolution was 84% of the required quorum and more than the stipulated threshold the resolution was adopted.

13) Capex Expenditures

- a) The following Capital Expenditures were proposed to be incurred in the ensuing financial year and the approval of the General Body was sought for these expenditures.

Item	Cost	In favour	Against	Abstentions
Canopies in D, E, K and L blocks		54	4	5
Replacement of treadmills and refurbishing lights in sports complex		54	4	5
Load balancing of electrical connections		58	1	4

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Replacement of tiles in C block staircase		53	7	3
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- b) The votes being overwhelmingly in favour of the proposed expenditures, the Chair declared them approved.

14) Monthly Maintenance Charges

The Chair observed that the monthly charges being collected towards reimbursing the Facility Manager (Rs 1.20) and the Maintenance expenses (Re 0.60), a total of Rs 1.80 would be inadequate for the year. Accordingly, effective September 2009, the charges against these heads in total would be Rs 1.90, as per sanction previously obtained.

15) Usage of Sports Complex

- a) A member wanted to discuss the use of the Sports Complex together with his trainer. Some others wanted to know if this could be extended to include their friends who were not residents of the complex.
- b) A diverse range of opinions were expressed, both, for and against the practice.
- c) In view of the complexity of the issue, it was decided to refer this matter to the Special Task Force that had been announced during the meeting to discuss the issue and make recommendations.

16) Election of Office bearers

17) No nomination had been received for any of the positions of the Managing Committee.

- a) The President, The Secretary and The Treasurer volunteered to continue for a second term as did Ms Vidya Ramesh, Ms Beena Maninvannan and Ms Uma Kiran.
- b) For the remaining vacancies the following members were nominated from the floor.
- i) Mr H A Sayeed (B 205) – Vice President
 - ii) Ms Srilatha Menon (C 304) – Committee Member
 - iii) Mr Madhu Mathen (G 301) – Committee Member
 - iv) Ms Radhika Srinivasan (K 101) – Committee Member
 - v) Ms Reena Venkatesh (K 103) – Committee Member
 - vi) Ms Vinitha Sivadas (K 302) – Committee Member

18) Any Other Matter

- a) Clarifications were sought on the composition of the Monthly charges for reimbursement to CBRE and for maintenance expenses. These clarifications were provided to the extent information was available.
- b) In this context a member wanted to know if the payment to CBRE could be renegotiated and if necessary the Facility Management be re-tendered. The Managing Committee pointed out that the Facility Management Contract had been extended for the current year without any additional payment even though the original letter of appointment to them had offered this. Therefore, the Managing Committee did not see any scope for reducing the outgo on this item.

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- c) On the issue of re-tendering, the Managing Committee was of the opinion that CBRE, even with some shortcomings had been the most professional of the Facility Managers appointed by the Association. The Managing Committee noted that previous Facility Manager's tended to shirk responsibility and even allege that residents were responsible for service failures. In stark contrast, CBRE responded to service failures professionally. Under the circumstances the Managing Committee was of the opinion that CBRE should be aided in upgrading its skills rather than be replaced. This view of the Managing Committee was endorsed by several members of previous committees as well as many members of the General Body.
- d) The member then wanted to know if penalty clauses were present for service failures by CBRE. The Chair replied that penalty clauses were present. However, since there were no facilities for monitoring lapses, the penalty clauses were implemented sporadically. He also pointed out that the Managing Committee was strengthening processes to monitor performance according to specified Service Level Agreements.
- e) A member wanted to know if the expenses of the Association could be shared on a regular basis with members. The Chair replied that, subject to administrative convenience, this will be shared with members.

19) Vote of Thanks and Closure

The Chair then thanked members, service providers, employees and Ms Shanti Ramachandran for their co-operation and support and called the meeting to a close.

For The Atrium Owners Association

K V Menon
Hon President