

MINUTES OF THE FIFTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE HEART AND STROKE FOUNDATION OF BARBADOS INC. HELD AT #3 RAILWAY VIEW, LADY MEADE GARDENS, JEMMOTTS LANE, ST MICHAEL ON THURSDAY THE 21st DAY OF JULY, 2011.

PRESENT: Head Table

Dr Stephen Moe – President & Chairman
Dr Roland Toppin – CEO
Ms Laura Rudder – Board Secretary

Members, Staff, Guests as per attached Schedules.

The meeting was called to order at 7.05 P.M.

1. The Invocation was given by Mr.Clyde Cox.
2. **Special Business - Consideration of a Resolution to Amend the By-Law of the Heart and Stroke Foundation of Barbados Inc.**

The following special resolution to amend the By-Laws of the Heart and Stroke Foundation of Barbados Inc. was presented to the members for their consideration.

On a motion proposed by Mr Adrian Randall and seconded by Professor Trevor Hassell, it was proposed that the following resolution be adopted as a resolution of this meeting: -

***WHEREAS** it is considered that the Immediate Past President shall always be an ex-officio member of the Board; and*

***WHEREAS** it is considered that the Chief Executive Officer should not be a member of the Board; and*

***WHEREAS** it is considered that a new category of membership "Honorary Life Vice President" should be introduced for a member who has rendered yeoman service to the Company; and*

***WHEREAS** it is considered that any person who resigns or is removed from membership of the Company should only be re-admitted by approval of the Board; and*

***WHEREAS** it is considered that the maximum term of consecutive service by all Officers and Directors should be six years; and*

***WHEREAS** it is considered that five members of the Board of Directors should constitute a quorum; and*

***WHEREAS** it is considered that any Executive Officer appointed to the Board should report to the Board through the President of the Board; and*

***WHEREAS** it is considered that every effort should be made to ensure that the number constituting a quorum at meetings of members is not too high:*

BE IT RESOLVED

That the By-Law of The Heart and Stroke Foundation of Barbados Inc. be amended as follows:

1. *That in Paragraph 4.1. (6) “serve for one year only” be replaced with “be an ex-officio member”*
2. *That immediately following Paragraph 4.1. (6) “latter two posts shall be held ex-officio” be replaced with “Chief Executive Officer shall attend Board Meetings by invitation only and shall also be the Company Secretary”;*
3. *That Paragraph 4.1. (5) be deleted;*
4. *That Paragraph 4.1. (6) be renumbered Paragraph 4.1. (5);*
5. *That Paragraph 5.1. (f) be inserted to read as follows: “Honorary Life Vice-President, being a member who has served the Company with distinction, has been nominated in writing at least two (2) months prior to the Annual General Meeting and elected by the membership at the Annual General Meeting by a 2/3 majority of voting members. Such nomination shall be submitted to the Chief Executive Officer, signed by not less than fifteen (15) members of the Company in good financial standing or alternately recommended by the Board of Directors. The number of such members shall not exceed 10 at any one time. An Honorary Life Vice-President shall not be a member of the Board but shall have the right to attend, participate in and vote at any general meeting of the Company. Such a person may receive written notice and be invited to attend and speak at meetings of the Board or serve on any committee of the Board but shall not be entitled to vote at any meeting of the Board.”;*
6. *That Paragraph 5.1. (g) be inserted to read as follows: “Notwithstanding the deadline dates indicated in Paragraphs 5.1.(f), candidates may be recommended by the Board for the position of Honorary Life Vice-President at the Fifth Annual General Meeting and voted for by the process detailed in Paragraph 5.1. (f). These appointments will take effect when the amendments to this By-Law have been approved by the relevant Minister of Government.”;*
7. *That at the end of Paragraph 8.1 the following be added: “Any person who has resigned from the membership may reapply to the Board of Directors via the Chief Executive Officer for membership. The Board of Directors shall approve/disapprove the application and shall determine the terms of any such readmission if the application is approved.”;*
8. *That at the end of Paragraph 8.1 the following be added: “Any person so removed may reapply to the Board of Directors via the Chief Executive Officer for membership. The Board of Directors shall approve/disapprove the application and shall determine the terms of any such readmission if the application is approved.”;*
9. *That Paragraph 9.1. (e) be inserted to read as follows: “Notwithstanding the deadline dates indicated in Paragraphs 9.1.(a) and 9.1.(c), failure to meet the deadlines shall not invalidate the Nominations procedure.”;*
10. *That Paragraph 9.2 be amended to read as follows: “The elected officers of the Company shall be the President, Senior Vice President and Vice President Financial Services who shall hold office from the date on which they are elected for a term expiring not later than at the close of the first annual meeting of members of the Company following the date of their election or until the election and appointment of his/their successor(s).*
11. *That in Paragraph 9.3 “The other members of the Board shall be elected by the Company members indicating their preference for the requisite number of Board members from a ballot sheet containing the names of the persons nominated for election by the Committee on Nominations” be replaced with “The other vacant positions on the Board shall be filled by the members indicating their preference for the requisite number of Board members from a ballot sheet containing the names of the persons nominated for election by the Committee on Nominations.”;*
12. *That in Paragraph 9.4 “for the period of one year” be deleted;*
13. *That Paragraph 9.5 be amended to read as follows: “Tenure. Subject to the Articles and unless his tenure is sooner determined, the President, Senior Vice President and Vice President Financial Services shall hold office from the date on which he is elected or appointed by the members for a term expiring not later than at the close of the first annual meeting of members of the company following the date of his election or until the election or appointment of his successors, which ever shall first occur, but he shall be eligible for re-election if qualified, provided that no person so elected may serve for more than*

six terms consecutively in any of these offices. Any other member elected to the Board shall hold office from the date on which he is elected or appointed by the members for a term expiring not later than at the close of the third annual meeting of members of the company following the date of his election or until the election or appointment of his successors, which ever shall first occur, but he shall be eligible for re-election if qualified, provided that no person so elected may serve for more than two terms consecutively as a Director.”;

14. *That in Paragraph 10.6 (c) “and of its Board of Directors” be deleted;*

15. *That in Paragraph 11.2 “and the Chief Executive Officer by direction of any such officer or any two Directors” be deleted;*

16. *That in Paragraph 11.4 “Twenty-five percent of the number of Directors or four Directors whichever is the greater” be replaced with “Five Directors.”;*

17. *That Paragraph 12 read “CHIEF EXECUTIVE OFFICER”;*

18. *That in the first line of Paragraph 12.1 “an” be replaced with “a Chief” before “Executive Officer”;*

19. *That in Paragraph 12.1 “through the President” be appended to the second and third lines;*

20. *That the first line of Paragraph 14.6.4 be amended to read as follows: “A ballot may, before any vote by a show of hands, be demanded by any person entitled to vote at the meeting.”;*

21. *That in the first line of Paragraph 14.9 “greater” be replaced with “lesser”.*

The floor was opened for comments and/or queries.

On a show of hands it was resolved unanimously that the amendment of the company’s by-law be and is hereby confirmed.

3. Confirmation of the Minutes of the Fourth Annual General Meeting of the Heart and Stroke Foundation of Barbados Inc held on July 19, 2010.

The minutes of the Fourth Annual General Meeting of the Heart and Stroke Foundation of Barbados Inc. were reviewed for errors and omissions.

An amendment was made at Item 7. where Mrs. Ena Harvey was added to the list of persons nominated for the position of Director.

On a motion proposed by Mr. Dru Symmonds and seconded by Mr. Charles Holder it was resolved unanimously that the minutes of the Fourth Annual General Meeting be approved as amended as a true record of that meeting.

4. President’s Report

The President’s Report was delivered by Dr Stephen Moe. A copy of the Report is annexed to and forms part of these minutes.

Dr Moe also reported on the appointment and work of Dr Cruickshank who came to the rescue of the HSFB and ran the ECC programme in the absence of an officer on staff. Dr. Cruickshank will continue with HSFB as the physician running the programme. Dr Cruickshank was thanked on behalf of the HSFB.

Thanks were also extended to Dr Batson for spearheading the CDP&R. Dr Batson will continue as the Medical Officer responsible for the programme.

The floor was opened to comments or queries.

There being none the report was accepted.

5. Vice-President Financial Services’ Report

The V-P Financial Services, Mr. Dru Symmonds, was welcomed to the podium to present his report.

Draft financial statements for the financial year ended September 30, 2010 were circulated to members on entering the meeting. The V-P Financial Services apologised for the presentation of draft financial statements. He informed members that the final audited financial statements were not available as yet due to a delay caused in receiving a confirmation from the Barbados National Bank (BNB). No material changes were expected to the in the final financial statements.

The V-P Financial Services reviewed HSFB's financial situation and acknowledged that the organisation needed to be run on a more businesslike structure. It was necessary to look at making the HSFB more financially feasible in times when, due to the economic situation, the goodwill of the public had declined.

The receivables were noted and the balance sheet reviewed.

6. Adoption of Financial Statements for the year ended September 30, 2010.

On a motion proposed by Mr Adrian Randall and seconded by Professor Trevor Hassell it was resolved that the draft audited financial statements be received pending their finalisation.

The V-P Financial Services gave an undertaking to inform members of any changes that might occur in the financial statements.

7. Election of Officers and Directors

Dr Adrian Lorde was invited to the podium to oversee the election process.

Dr Lorde reported on the meeting of the Nominations Committee comprised of Charles Holder, Laura Rudder and himself with the CEO as Secretary.

Nominations made by the Committee were as follows: -

- President – Mr. Humphrey Metzgen
- Snr Vice-President - Mr. Adrian Randall
- V.P. Finance - Mr. Dru Symmonds
- Directors - Mr. Charles Holder
Dr Sean Marquez

No other nominations were received.

On a motion proposed by Dr Moe and seconded by Mr.Dru Symmonds and it was resolved unanimously that the nominated candidates be elected to the respective posts.

Outgoing board members were thanked for their contributions to the HSFB.

The casual vacancy created by the resignation of Mrs. Ena Harvey would be filled at a later date. The new appointee would be announced on the HSFB web site.

8. Appoint Auditors

On a motion proposed by Mr. Dru Symmonds and seconded by Mr. Adrian Randall it was resolved unanimously that Messrs Deloitte & Touche, Chartered Accountants, be and are hereby re-appointed as the company's Auditors.

9. Guest Speaker

Members were reminded that the guest speaker, Dr Winston Batson had given his presentation at the aborted meeting held on Friday, 15 July, 2011 [lat week at] the original date for the AGM, which

was not continued due to the lack of a
our website www.hsfbarbados.org.

quorum. Dr.Batson’s presentation can be found on

10. Vote of Thanks

Dr Ann-Marie Cruikshank gave the vote of thanks. Thanks went to the following: -

- Dr Roland Toppin for inviting her to give the vote of thanks.
- The incoming as well as outgoing members of the Board of Directors.
- Professor Hassell for inviting her to head the Emergency Cardiac Care and the opportunity afforded for both personal and professional growth.
- The staff of the ECC – Managers, instructors, etc for their hard work in putting the system in place.
- Dr Winston Batson for the excellent presentation last week and for his work as Manager CDP&R.
- Management and staff of CDP&R.
- HSFb members attending the meeting.
- Mrs. Nadia Adams for always being able to count on her assistance.
- To all instructors teaching emergency cardiac care.
- General thanks to all involved in making HSFb what it is.

11. Any Other Business

Thanks

Mr Dru Symmonds thanked the out going President, Dr Stephen Moe for his stewardship and wished him well going forward.

Appointment of Life Honorary Vice Presidents

On a motion proposed by Dr Stephen Moe and seconded by Mr. Humphrey Metzgen it was proposed that Mr. Dru Symmonds and Professor Trevor Hassell be appointed as Honorary Life Vice Presidents of the HSFb in recognition of the important roles played by both gentlemen in the life of the HSFb. The proposal was carried unanimously.

Dr Moe offered congratulations to Mr. Symmonds and Professor Hassell on their appointment as Honorary Life Vice Presidents.

Mr. Symmonds informed members that both Professor Hassell and himself were deeply honoured by the honour bestowed on them. They were very conscious of the Foundation, the role played and the role that it continued to play. He indicated that it was a joy assisting to bring the Foundation to its present level but they could not have done it on their own. He therefore thanked all others who had contributed and reiterated their appreciation for the honour placed on them.

The CEO thanked the Board for giving him the opportunity to serve as CEO. He hoped to do his best and to move HSFb out of the dire financial straits that it was in. He looked forward to the support of members and gave his assurances that he would be there for them.

Dr Moe informed members that every effort would be made to have the AGM return to its traditional April timeframe.

The incoming President, Mr. Humphrey Metzgen, gave a few comments. He thanked the outgoing President for introducing him to the HSFb and for his period of stewardship recognizing that being President could be a lonely position. He also thanked members for electing him as the new President.

There being no further business the meeting ended at 8:40 p.m.

.....

Secretary

President