

PROCEEDINGS OF THE EXTRAORDINARY GENERAL BODY MEETING OF ST GERMAINS ALUMNI ASSOCIATION-SGAA- HELD ON SUNDAY, 27TH APRIL, AT 10.00 AM AT THE SCHOOL HALL OF ST GERMAIN ACADEMY, FRASER TOWN – BENGALURU-560 005

MEMBERS PRESENT- 109(-one hundred and nine) MEMBERS AS PER THE SIGNATURES AFFIXED IN THE ATTENDANCE REGISTER.

Invitees: Mr. Thomas Mathai – Auditor to ABE, Simon Rodrigues and Associates
Past Committee members (2023/2024) present at EGM: Mr. Anup Saldanha and Mr. Bennet Nazreth

Presiding Officer: Mr. C.N. Abraham- Convenor- Constitution Amendment Committee

1. Opening prayer.

1. The meeting began with a prayer led by the Chairman of the Managing Committee, **Fr. Rayappa. Director, St Germain Institutions** – Father Rayappa, set the tone of the EGM during his prayer, which clearly reflected that the Association had run into bad times . He prayed that personal agendas clouded our unity, ego had affected it badly, and humility was needed. There should be no division but dialogue, which leads to understanding and a shared vision for the future.
2. He further prayed- Let not power or pride dominate, but compassion and mutual respect to embrace change and patience to work out the differences. One should not work for personal gain. The school has shaped us, to pass on a legacy with honour. He further said we have grown with God's grace, and today we celebrate the batch of 75 Golden Jubilee.
3. He asked God to illuminate our minds with clarity to work for the Association's best interests, from a school that has nurtured thousands of students and will continue to do the same.
4. Concerns that weigh our hearts, the pride, the misunderstandings, personal agendas, and past wounds that have clouded our unity, he prayed to cleanse us of selfishness and ego, listen with humility and speak with respect, and act with grace.

This was followed by a **Welcome Address** by the President, who laid out the context for convening the EGM. He highlighted the need to streamline the operations and amend the Constitution, given the following serious concerns:

- Contributions from members were being collected and spent through personal accounts rather than the official OBA bank account.
- Unauthorized possession of school and OBA property by the past committees.
- Absence of formal handovers, lack of proper accounting, and mismanagement of records.



- Till date, he said no one knows how much money was collected at the last AGM, how much was spent, because the handover was not complete till date, now about 8th month in progress.
- Even the minutes of the last AGM had not been submitted to date. He did not accuse anyone of misappropriation, but there is a need to enforce proper systems to run the association

2. Introduction by the Presiding Officer- The Secretary requested Mr. C N Abraham to conduct the Proceedings of the day.

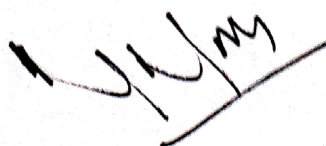
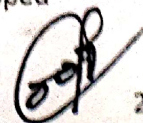
The Presiding Officer, Mr. C.N. Abraham, informed the members that he was extremely happy to see so many members taking off time on a Sunday and attending this EGM. Today, he said, was the turning point for the Association to engage in a serious Course Correction and bring back stability to the Association. There is no point in fault-finding but to take positive corrective steps.

He explained why this EGM was convened, simply because there was a breakdown of communication between the outgoing team and the new team, which came on board at the last AGM on 29th September 2024." We are in April 2025," he said, "and still the complete Handover process that has not happened to date". This, he said, led to a need to call an EGM to explain the situation. Added to this, he stated that the Constitution, last duly approved in 2012, has gone missing along with critical AGM minute books of the past years. This, he said, was a sad state of affairs. In 2012, he said there was a Special Audit conducted, and the Constitution was also amended. Bennet Nazareth, along with Leo Devadoss and himself, were on this Committee, and the fully amended Constitution, which was also referred to Mr Gerald Manoharan and others, was circulated to all members, after which it was duly approved by the General Body. How this Constitution Copy, duly signed and kept in the office, went missing is difficult to understand, he stated.

He said no one complained about the Constitution from 2012 to 2018. In 2018/19 and later years, this issue was present until this committee found out that documents had gone missing and noted this problem. Since then, parts of the old Constitution of 1985 and the 2012 Constitution have been floating around, and many versions have been there. Hence, the need arose to rectify this serious situation.

C N Abraham informed the members that the first ever Constitution was drafted by Mr D'Cruz in the early days, a one-page Constitution. In 1971, Mr Bruce Soares, K.J. Anthony, Mahesh Lekshman, along with C.N. Abraham, drafted a new Constitution. In 1984 -85, under the Chairmanship of Rev Fr Hilary Pereira, the 1985 Constitution was drafted by C N Abraham, and the then Chairman got it approved at the AGM as the 1985 Constitution. The 1985 Constitution has been the basis for all future Constitutions. In 2012, as already indicated above, the Constitution was duly approved and passed by the General Body.

Mr C N Abraham stated that he has worked in different capacities in the then OBA when Leo Devadoss was the President. In 1999/2000, he took over as the OBA President. In 2000, he started the Annual Coaching camp, which ran for 18 years. It was the leading coaching camp in the city, where a sumptuous breakfast was given to the participants. Venky's sponsored the eggs each day, and chicken was a regular part of the diet. This camp was stopped suddenly in 2017/18.

He also acknowledged the contribution of past committees that carried on the debates, and Prabhu Prasad, who was present here today, sponsored the Kannada debate in memory of his late father. The OBA was the only Alumni to conduct the three- language debate in the city. In the last six years these activities were abruptly stopped. Mr C N Abraham informed the members that as an Activist, he had written emails in 2022/23 to the Patron-in-Chief of the OBA, the Archbishop, and also to the ABE Vice President, Monsignor Jayanathan that the financial matters of the Association were not in order and steps need to be taken to rectify the same. He did receive a reply from the then Secretary of the ABE- Fr Santosh, that all issues raised by him, regarding the financial matters, would be taken up at the ensuing AGM of the OBA. However, that year, both the President and the Treasurer were absent from the AGM. Yet the incomplete accounts were passed.

As mentioned by Mr Bennet Nazareth at this EGM that a Sub-Committee was formed to look into the matter of the financials, as no one could answer the queries. Mr Bennet, who was appointed as the Treasurer by the then Chairman, looked into the matter. (What Mr Bennet Nazareth informed at the EGM is detailed below.)

Given the deadlock with the present and outgoing Managing Committees, the EGM was called.

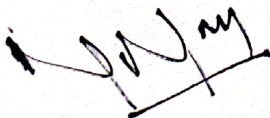
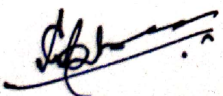
Mr. C.N. Abraham stated that **Mr. Leo Devadoss**, when approached by the current President, Mr. Mani Maran, regarding the constitutional changes, suggested the name of **Mr. C.N. Abraham** for the Constitution Amendment Committee. Thus, this **Two-Man Committee** was formed- with Mr C N Abraham and Mr Leo Devadoss.

- Mr C N Abraham undertook the task of looking at the 2012 Constitution afresh, which he had saved on his laptop. The same was sent to Mr Leo Devadoss, and they exchanged several emails on the matter. Finally, the mails with the proposed Amendments, including some disagreements by Leo Devadoss, were sent to the Secretary of the Association for being approved by the Managing Committee, who could review the document, before the same is circulated. However, Mr Leo Devadoss said he would not attend the EGM due to personal reasons.
- Mr. C N Abraham also highlighted the unfortunate loss of official meeting records from the 1970s. This needs serious record-keeping practice, and digitalisation is the best outcome.
- **Explanation by Mr Bennet Nazareth, Treasurer-2023/2024.** Mr Bennet Nazareth was then requested to come and clarify the matters about the financial issues yet to be closed, even after 8-9 months of the Last AGM held on 29th September 2024

Before Mr Bennet spoke, Mr Manimaran. The President clarified that the Managing Committee's focus was not to allege financial misappropriation but to address the systemic mismanagement.

Mr Bennet Nazareth was appointed as the Treasurer of the Association by the then Chairman of the Association for the year 2023/24.

Bennet first of all said he had a point of order that a 21-day Notice was not received by him for the EGM along with the proposed Constitution Amendment Document.



Next, he objected that there is no required Quorum for this meeting simply because his batch of 1975 his batch he alleged that they were not life members. His arguments were not accepted by the Chairman who declared and, who also clarified that all of them were life members of the Association once they passed out of school. It was seen that 105 members had signed the Attendance Register, thus, the required Quorum was there.

Mr. Bennet went on to explain that when he raised questions at the then AGM in 2023 on the finances and accounts, no proper answers were forthcoming from the members. Hence, the then Chairman appointed a few members- Manimaran, Rizwan, and others to look into the matter of the incomplete financial data for that financial year. Bennet stated that since the ABE was not in a position to give the Audited Accounts before the AGM of the OBA, he said, based on the approval of the Managing Committee, an outside Auditor was appointed- Shah & Co. They submitted the Audited accounts, and the same was approved by the General Body last year. (However, it was noted that to date, the past Managing Committee not only failed to hand over the accounts but also did not submit the Minutes of the General body held in September 2024 last year, even to date) The members did not get any clarity on this matter, hence Mr Thomas Mathai of Simon & Rodrigues, Auditors for the ABE, was requested to come and clarify the exact position.

Mr Thomas stated he had nothing to do with the proceedings here as he was not an old boy. However, since he was invited to attend the AGM to give his side of the actual matters on the ABE stand and procedures, and all financial requirements under the Tax laws. Last year, he said, when Bennet wanted the accounts immediately, it was simply not possible to give them, because FORM 10 B under the tax laws was drastically changed from two pages to twenty-four pages. This process, he said, delayed the finalising of the accounts under the banner of the ABE, and that was the exact situation.

Regarding the Association accounts, he cited examples of huge payments made in cash by the previous OBA Committee for Rs 10,000/- and above, and TDS was not deducted. Huge amounts of cash were collected and paid outside the normal books of accounts of the OBA. Again, payment for the Shamiana TDS has not been done. Such matters were to be reported in the FORM 10

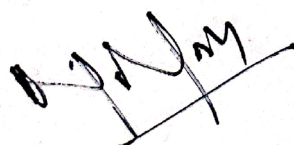
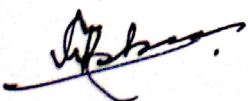
Huge amounts of cash were collected again outside the normal OBA accounts, and he had no way to accept such matters as the ABE could land in jeopardy.

He also brought to the notice of the members the FCRA Act, a very tough set of rules under the Ministry of Home Affairs. Even by mistake, you cannot collect donations except for fees from non-citizens. "What you have to know is that the ABE is a Legal entity, and we will not compromise on any issue".

Once again, Bennet Nazareth took the stand and said that " I don't dispute anything that Thomas said."

TDS, he said, from 2017-2024 was about Rs1,23,208/-, and this was done under the PAN of the ABE. He said the very purpose is defeated because, as a religious institution to many regulations exist. He suggested we-OBA come out of the ABE. Members did not agree on this matter.

Regarding the handover of the previous year's accounts, Bennet said he was willing to come the following week and give all the documents in his custody to Thiagarajan, the current



Treasurer, in the presence of C N Abraham. He further stated that all the accounts were in the PC in the OBA room, which Father Rayappa has locked.

FELICITATION OF THE BATCH OF 1975-The 1975 batch was warmly felicitated. Each member was presented with specially curated memorabilia, which included badges, keychains, cups, water bottles, and shawls. The atmosphere was filled with nostalgia and pride as the members received their mementos. The felicitation ceremony concluded with a group photograph capturing the joyous moment, marking a memorable occasion for the batch and the SGAA community

5. Constitutional Amendments

Mr C N Abraham then again took the floor, and the Draft Constitution was displayed on the screen.

Each proposed Amendment highlighted in red was read out and discussed, and the opinion and ratification were sought from the members. The name change was once again noted, though it was discussed in the last AGM.- It was resolved that the name be changed to St Germain Alumni Association The admission of girls and the school becoming a co-ed school was noted and duly approved.

The SGAA shall remain exclusively associated with St Germain High School and not affiliated with PUC or other institutions under the umbrella of the Academy nomenclature.

Under Aims and Objectives- 3.1 and 3.2 were duly noted and approved. alignment under the ABE.

4.1- CORE ACTIVITIES AND RESPONSIBILITIES OF THE SGAA. Holistic development of students was noted and approved. The period of disqualification was approved as 10 years for holding any office in the Association thereafter.

4.9- ANNUAL ACCOUNTS- changes were NOTED AND APPROVED.

ARTICLES OF THE CONSTITUTION

UNDER THIS, THE KEY CLAUSE DISCUSSED WAS 4. MANAGEMENT (MANAGING COMMITTEE)

The term of office for the present Managing Committee shall be for three years, commencing from the term 2024/2025. The same team can continue for another term of three years, and the approval of the General Body was noted. Four years in all.

5.1- The three-year eligibility for participation in the Managing Committee shall not apply in the case of girl students, considering their small numbers

7.7- Under 7.7, the preservation of records was noted, and to ensure the same are digitalised and archived to prevent any loss of important documents in the future. the Handover process is spelled. failure to effect such a handover in the stipulated time frame shall render all office bearers of the outgoing committee collectively liable and shall result in their disqualification from contesting or holding any office in the Managing Committee or sub-committees. or Advisory Body for ten years.

7.8- If a person who is holding the post of the Treasurer fails to comply with the requirement outlined in 7.7, they shall result in the Treasurer being disqualified from contesting or holding any office in the Managing Committee or sub-committees appointed by the Managing Committee for 10 years.



All other points from 8 to 16 of the Articles of the Association of the 2012 Constitution, now updated into the 2025 Constitution, will remain the same.

The General Body unanimously approved the same by a show of hands.

The proposed amendments were presented and unanimously adopted by the House:

The House also noted and approved the following:

- **Performance Clause:**
If a Managing Committee fails to perform core objectives (supporting school activities, engaging alumni, aiding students and teachers), all members must step down at the AGM and will be **disqualified from reappointment for five years.**
- **Accounts Closure Timeline:**
Accounts must be closed by 31st March each year and finalized and approved by the General body by **30th June** every year.
- **Managing Committee Term of Office.:**
 - The term of office of the Managing Committee will now be three years, with the option of being re-elected for one additional three-year term.
 - Members may serve for a maximum of six consecutive years.
 - **Exception:** The current Managing Committee (2024–25) will be allowed to serve an additional year, covering the 2024–25 term, to compensate for the handover delays caused by the previous committees, even after close to eight months after the last AGM held in September 2024.
- **Advisory Committee:**
 - An **Advisory Committee** comprising senior alumni will oversee activities and guide the managing committee.
 - Mr Thiagarajan, the Treasurer, stated that the Advisory Committee members will shortly be finalised by the Managing Committee to ensure that members who understand the Constitution very well are appointed to it.
 - This committee will have no overruling powers as such, but it will guide the Managing Committee from time to time to avoid situations that arose after the last AGM – no handover, loss of documents etc.
- **Handover Deadlines and Penalties:**
 - Handover to the incoming committee must occur at the AGM or within **14 days** thereafter by the outgoing members of the previous Managing Committee.
 - Failure to hand over will result in a **10-year disqualification** from holding office for the defaulting office-bearers.
- **Disqualification for Non-Handover by Two Previous Committee Members:**
Given the non-handover despite multiple opportunities and the financial mess that had arisen, it was proposed by **Mr. Ashton Francis** and seconded by **Col. Kumar** that the previous office-bearers of the last two managing Committees be disqualified **permanently, that is, a lifetime ban on them from** holding any office in the SGAA in the future. However, Col S Kumar clarified that there is no ban on their membership. (However, Talib M and Nickren Balraj, Dr Satish and Rajesh Joseph, presently members of this Managing Committee, and who were on last year's MC, will not be affected by this disqualification clause.)
- The members were very agitated with the current state of affairs. The following came and spoke- **Ashton Francis** informed that he was a Managing Committee member in 2000 when C N Abraham was the President, and he was shocked to see such a situation prevail in the Association. Satish of the batch of 1981 said there



needs to be accountability. He said prevention is better than a cure. So, he suggested that every Quarter the Managing Committee must send a Financial report to the Chairman. Col S Kumar stated that a Special Committee be set up to enquire as to why these shortcomings were creeping into the Association. Once the findings of the Committee were finalised it could suggest action it deems fit. One member also suggested that the former Managing Committee members be sent a Legal Notice. Rizwan also expressed his disappointment at how the last two Managing Committee members had failed the Association.

- The members present at the EGM unanimously approved that the Managing Committee take the necessary steps to issue Notices to those members who need to be disqualified from holding an office for ten years in the Association as approved in the Constitution immediately.
- All members agreed that the Provisions of the newly amended Constitution will come into effect from today, 24th April 2024.

6. Other Matters

Age Restriction Discussion:

Rev Fr Rayappa, the Chairman, raised the issue of restricting members who had immediately passed out from the school from participating in the activities of the association members till they reached the age of 21 years. This, he said, was discussed in the previous AGM. He said liquor was not allowed on the school premises, and there were issues with young students drinking.

Mr C N Abraham interjected and said that just because of one Association Day where beer was allowed, you just cannot keep out the young members who are LIFE MEMBERS. Keeping them away for five years will be a retrograde step in the growth of the Alumni Association, as the Association conducts various sports and extracurricular activities throughout the year, and getting the help of these members is critical to the growth of the Association and its future. He suggested we find ways and means to overcome this matter. Some members suggested that we give wrist bands to those above 21 years. Others said that we need to create a secluded area where only those with wrist bands are allowed inside. Due to missing AGM 2024 minutes, it was decided that the matter would be discussed again at the next AGM.

There being no other matter to be discussed, the meeting ended with a Vote of Thanks.


C N ABRAHAM
PRESIDING OFFICER


N MANIMARAN
PRESIDENT


REV. FR. M RAYAPPA
CHAIRMAN

24TH APRIL 2025

CONFIDENTIAL-SGAA

IN PURSUANCE OF THE DECISIONS TAKEN BY THE EXTRAORDINARY GENERAL BODY MEETING HELD ON 24TH APRIL 2024, CONCERNING THE POINT INDICATED BELOW. THIS IS IN LINE WITH SECTION 7.7 OF THE REVISED CONSTITUTION, WHERE THE MATTER REGARDING PROCEDURE FOR HANDOVER IS SPECIFIED. THE DISQUALIFICATION WILL BE FOR TEN YEARS. HOWEVER, CONSIDERING SEVERAL ISSUES AND THE GRAVITY OF THE SERIOUS SHORTCOMINGS LIKE NO PROPER HANDOVER, MISPLACING, LOSS OF THE ASSOCIATION RECORDS LIKE AGM MINUTES, CONSTITUTION COPY OF 2012 CONSTITUTION, ZERO RECORD MAINTENANCE AND ALSO COLLECTING AND SPENDING FUNDS OUTSIDE THE ASSOCIATION NORMAL ACCOUNTING PROCEDURES INCLUDING FAILING TO EFFECT A HANDOVER OF FINANCIAL DOCUMENTS LIKE CHEQUE BOOKS AND FIXED DEPOSIT RECEIPTS THAT HAVE ARISEN DURING THE TENURE OF THE MANAGING COMMITTEES OF 2022/2023 AND 203/2024. THE MEMBERS UNANIMOUSLY AGREED TO DISQUALIFY SUCH OF THOSE MEMBERS WHO WERE ON THE TWO MENTIONED MANAGING COMMITTEES OF THE TWO PREVIOUS YEARS FOR A LIFETIME AND THEY ARE BARRED FROM CONTESTING ANY ELECTIONS OF THE SGAA IN THE FUTURE.

THE FOLLOWING MEMBERS WHO WERE ON THE TWO PREVIOUS MANAGING COMMITTEES WILL HEREBY BE DISQUALIFIED FOR LIFE FROM CONTESTING FOR THE ELECTIONS OF THE SGAA IN THE FUTURE

AN EXTRACT FROM THE PROCEEDINGS OF THE EGM

Disqualification for Non-Handover by Two Previous Committee Members:

Given the non-handover despite multiple opportunities and the financial mess that had arisen, it was proposed by Mr. Ashton Francis and seconded by Col. Kumar that the previous office-bearers of the last two managing Committees be disqualified **permanently**, that is, a **lifetime ban on them from holding any office in the SGAA in the future**. However, Col S Kumar clarified that there is no ban on their membership.

2022-2023 MANAGING COMMITTEE OF THE THEN OBA-

1. ROHIT PEREIRA (1990) PRESIDENT
2. SUBHASH PEREIRA (1981) VICE PRESIDENT
3. ANUP SALDHANA (1991) SECRETARY
4. MARK DCOSTA (1992) JOINT SECRETARY

2023-2024 MANAGING COMMITTEE

1. SUBHASH PEREIRA- (1981) PRESIDENT
2. PAUL DANNY (1996) VICE PRESIDENT
3. ANUP SALDHANA-(1991) SECRETARY
4. MARK D'COSTA (1992) JOINT SECRETARY
5. BENNET NAZARETH (1979) TREASURER


PRESIDENT


CHAIRMAN