



Colombo Swimming Club

Annual General Meeting held at the Club premises on 30th March 2024

The Attendance list has been attached to these Minutes

1. Agenda Item 1 & 2

The Interim President, Mrs. Shehara Parakrama De Silva, welcomed all members present and thanked the interim General Committee for all their tireless efforts in the past few months.

The quorum was established and the Interim President called the meeting to order at 11.00 am and informed that the Notice convening of the meeting may be taken as read.

2. Agenda Item 3 - Obituaries

Whilst notifying the members that only the names of members who passed away that have been notified to the Club have been listed, and requesting that the GC be excused if any names have been missed, the following names were read out:

Mr. Kevin Perera – Member No.9380
Mr. Christopher Parakrama - Member No.8862
Mr. Kamalasiri Kodithuwakku - Member No.8329
Mrs. Rosemarie Yatawara - Member No.9788
Mr. H. Champika Perera - Member No.10218
Mrs. Shirlene De Silva - Member No.5870
Mr. Anton Thevapalan - Member No.9335
Mr. Trevor Rajaratnam - Member No.9818
Dr. Buddhadasa Kaluarachchi – Member No.9478

All members rose and observed a minute of silence thereafter.

3. Agenda Item 4 - Adoption of the Minutes of the AGM held on 25th March 2023

The Minutes of the AGM held on 25th March 2023 were noted as accepted by the Members. Mr. Reshan Kurukulasooriya proposed the minutes and Mr. Chula Ariyaratne seconded the minutes. The Minutes were duly adopted as a true record of the proceedings held on 25th March 2023.

4. Agenda Item 5 – Adoption of the Minutes of the SGM held on 25th November 2023

The Minutes of the SGM held on 25th November 2023 were noted as accepted by the Members. Mr. Zarook Marikkar proposed the minutes and Mr. Lucille Wijewardena seconded the minutes. The Minutes were duly adopted as a true record of the proceedings of the SGM held on 25th November 2023.

Agenda Item 6 – Adoption of the Minutes of the SGM held on 13th January 2024

The Minutes of the SGM held on 13th January 2024 were noted as accepted by the Members. Mr. Shirendra Lawrence proposed the minutes and Mr. Zarook Marikkar seconded the minutes. The Minutes were duly adopted as a true record of the proceedings of the SGM held on 13th January 2024.

5. Agenda Item 7 - Tabling of Amendments to the Constitution

Mr. Jeevantha Jayatilake, the Interim General Secretary, was invited to present the proposed amendments to the Constitution.

It was noted that each of the proposed amendments were proposed by the Special Constitutional Sub-

Committee along with the interim GC after discussing the amendments required to the Constitution of the Club and that whilst an overhaul of the Club's Constitutional has been recommended, the following proposed amendments are submitted for approval for the moment:

- (i) Amendment to Article 9A (10) – The resolution tabled in this regard was considered and adopted. The words “Immediate Past President” to be replaced. The proposed Article 9A(10) was read and adopted unanimously.
- (ii) Amendment to Article 18 pertaining to “Indemnity of Trustees and Committee Members” – The resolution tabled in this regard was considered, the proposed Article 18 was read and adopted unanimously.
- (iii) Amendment to Article 9 (f) pertaining to “Capital Expenditure” The resolution tabled in this regard was considered and adopted unanimously.

(iv) It was also proposed by Resolution by the General Committee that the complete overhaul of the Constitution is to be done and presented at an SGM to be passed and adopted. This will be done prior to the next AGM in March 2025. It was proposed and decided to request M/s Julius Creasy or M/s FJ & G De Saram to draft the new Constitution. This decision was passed unanimously.

Mr.Joser Adamally suggested that an audit on the Constitution and the changes over the years be identified clearly, as there have been instances where certain deletions have been made without full house approval.

7. **Agenda Item 8 – Tabling and presenting Special Audit Report by BDO Partners**

It was noted that the Special Audit Report prepared by BDO Partners had been circulated to all the Members. Mr.Ashen Jayasekera was called on to make any comments in relation to the Report. Mr. Ashen Jayasekera stated that he won't go through the findings in the Report as the Report had been circulated in advance of the Meeting to the Membership, but would make any clarifications if requested.

Mr. Sinhawansa inquired as to when the Report was released to the GC and was informed that it was on 8th March 2024. He further inquired as to why there were two Reports. Mr.Jayasekera clarified that the standard process is to issue a draft Report and thereafter the final Report. Mr.Sinhawansa opined that the draft Report was released to the Audit Committee – which consisted of members of the previous GC – and therefore, that it was a wrong process to receive comments from such Committee. He stressed that the forensic audit was important.

The President made her observations. Mr.Paulas also clarified that the comments on the Report were not made by the Audit Committee, but by BDO based on a meeting held with the Audit Committee.

Mr. Chandan De Silva, the chairman of the Audit Committee using his right to reply stated that the Audit Committee had to be neutral and impartial and explained his position. He informed that the comments were made by BDO and not by the Audit Committee. It was also noted that the initial report (19-page Report) was only given to the Audit Committee for discussion and for purposes of conducting the discussion, the Audit Committee invited 4 members from the General Committee and Finance Committee – such members were not authorised to be released to any third party as that Report was not complete. Once the second part of the Report was completed by BDO, the final Report was issued by BDO on 8th March and the Audit Committee received this on 9th March and released the same to the Trustees and Members within an hour or two. Thus, nothing was added to the Report by the Audit Committee – all it did was to prescribe the process to lead BDO to issue the Report.

Mr. Chula Ariyaratne stated that what was important was not “what happened but how it happened”. Mr. Reshan Kurukulasuriya stated that the Audit should be redone in a forensic manner as BDO had also stated that there were constitutional inadequacies.

8. **Agenda Item 9(i) - President's Report**

Interim President, Mrs. Shehara Parakrama De Silva presented the President's Report. She thanked the Constitutional Committee for highlighting all the issues, the interim GC for the operational excellence – especially Mr.Paulas, Mr.Yogendran and Mr.Terrance Fernando for all the work done in their respective areas.

The following were highlighted as salient things achieved by the interim GC:

- Launched a member portal to enable payments and review invoices
- Online booking system with integrated payment systems implemented
- Circulated management accounts
- Prepared a detailed budget
- Initiated an energy audit
- Looked at methodologies to implement solar power in the Club
- Expanded member experience
- Significant work done on Constitutional reforms
- Human Resources – thanked the team and appreciated the quality of the team whilst expressing gratitude for keeping the Club going during turbulent times.

The President thanked the interim GC for all their hard work and dedication. Mr. Paulas thanked the President for taking on the role in such difficult times and for all her contribution.

9. Agenda Item 9 (ii) – Discuss & Adopt the Annual Report

There being no questions on the Annual Report Mr. Tilak Conrad proposed the Annual Report and Mr. Reshan Kurukulasuriya seconded the same. The Annual Report was duly adopted.

10. Agenda Item 10 – Discuss and adopt Audited Financial Statements and Balance Sheet for the financial period ending December 31, 2023

It was noted that the Audited Financial Statements for the financial period ending December 31, 2023 was available for the Members' review on the Club website. Mr. Paulas highlighted that the only thing to note in specific is that there was a CAPEX figure reflected which was incurred in 2022 but not reflected in that year and so reflected in the financial year ending December 31, 2023.

There being no questions from the Members on the Audited Financial Statements, with Mr. Hassan Sinhawansa proposing the Audited Financial Statements and Mr. Bunchi Gunasekera seconding the same, the Audited Financial Statements were adopted and duly accepted.

With the assistance of the HR Manager, Long Service awards were given to 7 recipients.

11. Agenda Item 11 – Discuss the 2024 Financial Budget and Capital Expenditure

Mr. Yogendra Subramaniam presented and discussed the 2024 Financial Budget and Capital Expenditure in detail. It was noted that projects proposed where Capital Expenditure was required were primarily for cost savings, safety reasons (especially in the Gym) and Profit Maintenance (things to keep the Club going). The projects proposed were briefly explained to the Members.

Whilst agreeing with Mr. Subramaniam, Mr. Rizan Jiffrey (Member No. 9832) had two observations – (i) cash flow for CAPEX can be matched with operational income. Probably important to categorise CAPEX on a quarterly basis. (ii) requested whether GC can report to the Members on a quarterly basis on whether the returns on the projects with payback are in line with the estimates. With regard to the ERP system, he advised that the GC makes sure there is proper scoping before committing on the project. Mr. Subramaniam confirmed that there is a quarterly plan – hence why certain projects have been pushed to later on in the year.

Mr. Hassan Sinhawansa raised 3 things – (i) congratulated Mr. Paulas on his appointment, (ii) requested that the presentation be inserted as part of the minutes of the AGM (iii) voiced that the presentation was not previously circulated to the Members prior to the meeting. Mr. Subramaniam clarified that the proposed projects were inserted in Mr. Paulas' Report but that a few further changes have been made to the presentation finally made.

With regard to Phase II of the Solar Project, Mr.Shirendra Lawrence (Member No.10439) suggested that the car park in general be looked into along with the solar project. Mr.Salie commented that it should be considered whether a feasibility study should first be done prior to expending Rs.33Mn.

Mr.Shantha Kurumbalapitiya (Member No.10525) – whilst agreeing in principal to the project, commented that Rs.33Mn for Phase-II is just an estimate. Therefore, recommended that instead of having the budget for the project approved at this stage, that the GC could raise an estimate for professional charges to conduct a feasibility study of the project which can be considered by the GC and General Members. Thereafter, to have the budget for the project approved based on the same so that the budget will be more accurate.

Ms.Shamalie Fonseka (Member No.8997) agreed with Mr.Shantha Kurumbalapitiy. Mr.Subramaniam agreed.

Mrs.Shehara Parakrama De Silva noted that the reason for presenting the ball park figure of Rs.33Mn to the General Members was to not stop at just the cost of conducting the feasibility study as that would only be a minor proportion of the total cost but because the GC wanted to indicate the rough total estimate of the project even though it may not be incurred immediately.

Proposal for implementing Pickle Ball was contemplated and all queries posed were responded to. There was one objection. However, the proposal was adopted.

All other proposals were approved by the Members without any comments/queries/objections.

12. Agenda Item 12 - Appointment of Auditors

The house was informed that M/s Ernst & Young, Chartered Accountants had tendered their resignation as auditors of the Club. It was noted that quotations have been received from other Auditors and a decision will be taken soon with regard to their replacement.

13. Agenda Item 13 – Resolutions for which notice has been given as per Club Rules

Mr.Paulas presented the following Resolutions proposed by the Membership:

1. **Resolution 5&6: BDO Report** – Summary presented by a Member was read out. It was noted that there was a team from the CID who visited on 2 occasions. Mr.Paulas confirmed that he got involved as he was the only GC Member at the time, and that the inquiry was about a personal matter of a Member and that the CID wanted some personal details of such Member. Mr.Paulas stated that he consulted the Audit Committee on the matter as well and that personal information was not provided as the Club did not have authority to release such details without a court order. It was decided that an Independent Sub Committee shall be appointed by the General Committee to review the Report and take appropriate action against responsible Members and employees against any irregularities.

Mohan Wijesinghe (Member No.9383) stated that Committee does not have immunity if an act has done without authority from the GC.

2. **Resolution 7:** An independent Audit Committee shall be appointed by the members of the Club at the Annual General Meeting. The Audit Committee should be independent of the Additional Trustees. The Resolution was approved.
3. **Resolution 8: The Swimming Pool** – The proposer of the Resolution was requested to summarise the requirement of the resolution. It was noted that it cost the Club approx. Rs.200Mn to rebuild the pool. It was further noted that there were no approvals for the additional costs incurred in respect of the pool. Thus, it was important to follow-up on compensation from UDA. The Resolution was passed. It was decided that a Sub Committee be appointed to inquire into the compensation received from the UDA with regard to the shifting of the Swimming Pool.
4. **Resolution 9: Article 27** – Cessation of Membership due to outstanding Membership dues – Mr.Paulas read out the Resolution. Mr.Mohan Wijesinghe highlighted that Article 27 provides for the process to

follow when Members have defaulted and that it is important for the Club to adhere to the same. This was agreed to.

14. Agenda Item 14 – Any Other Business

Mr. Chula Ariyaratne noted that it was very unfortunate that the affairs of the Club had gone public. He also informed that he had been denied access to the phone numbers of the General Committee.

Mr. Tilak Conrad commented on the role of the Additional Trustees and that the typical role of such persons is to step in if and when the President and/or Vice President have stepped down. Mrs. Shehara Parakrama De Silva responded and stated that the role is proposed to be changed so that there is some responsibility to step in if required. Mr. Mohan Wijesinghe further commented stating that the General Committee, the Audit Committee and the Additional Trustees should be independent of each other. The Membership was assured that this will be considered in detail.

15. Agenda Item 15 - Election of office bearers and Committee members for 2024/2025.

The Interim President stated that in relation to the election of office bearers, nominations were duly called for and now closed and there were only one nomination per position. The Interim President announced that the following will be duly appointed as office bearers:

1. **President** - Mr. Rohan Paulus
2. **Vice President** - Mr. Rohan Abeykoon
3. **General Secretary** - Mr. Jeevantha Jayatilake
4. **House & Works Member** - Mr. Yogendra Subramaniam
5. **F&B Member** - Mr. Terrance Fernando
6. **F&B-II Member** - Mr. Sandesh Bartlett
7. **Club Captain** - Mr. Rajieve Fernando
8. **Entertainment Member** - Mrs. Roshi Jinasena

16. Agenda Item 16 – Election of Additional Trustees


Once the voting for the election of Additional Trustees and counting thereafter concluded, the results were released to the Membership. The Membership was notified that the following were duly appointed:

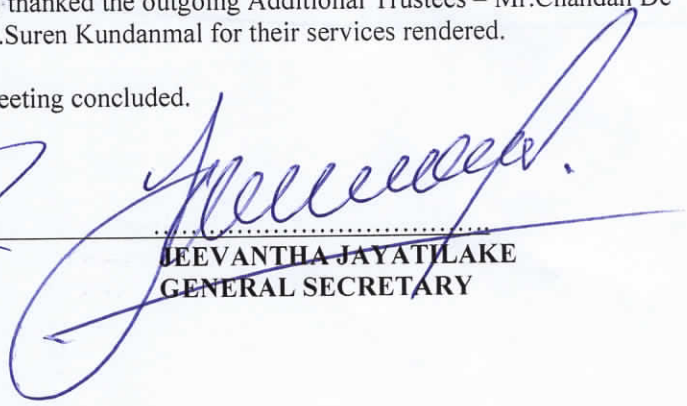
1. Lucille Wijewardane
Mohan Wijesinghe
Shirendra Lawrence

17. Agenda Item 16 - Vote of thanks by General Secretary

The General Secretary, Mr. Jeevantha Jayatilake, delivered the vote of thanks. Whilst thanking the Membership for their support, he also thanked the outgoing President, Ms. Shehara Parakrama De Silva for her invaluable service during the interim period. Mr. Rohan Paulus and Mr. Yogendra Subramaniam. Thereafter, Mr. Paulus, on behalf of the GC, thanked the outgoing Additional Trustees – Mr. Chandan De Silva, Mr. Chandima Gunawardene and Mr. Suren Kundanmal for their services rendered.

There being no other matters to be discussed, the meeting concluded.


ROHAN PAULAS
PRESIDENT


JEEVANTHA JAYATILAKE
GENERAL SECRETARY