



Dasmariñas Village Association

INCORPORATED

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MINUTES OF THE ANNUAL GENERAL MEMBERSHIP MEETING OF THE DASMARIÑAS VILLAGE ASSOCIATION, INC. HELD VIA ZOOM ON MARCH 12, 2023, 4:00 PM AT THE DVA PAVILION, DASMARIÑAS VILLAGE, MAKATI CITY

I. CALL TO ORDER

DVA President, Mr. Jose Ma. L. De Venecia, acted as Chairman, presided and called the Annual Meeting of Members of the Dasmariñas Village Inc. to order at 4:00 PM. He informed all members that this meeting is being recorded as part of the requirements for a meeting via remote communication.

Before anything else, the Chairman read the following statement of the Board of Governors:

"Like clockwork, as the DVA AGM nears, false information are once again being circulated by certain disgruntled individuals against the Governors and their lawful corporate acts.

To set the record straight, on March 8, 2020, DVA held its Virtual Annual General Membership Meeting, Elections and Referendum, for the ratification of its 2020 Amended By-Laws regarding the 2-year term of Governors and staggering the election so a mixture of experienced and new Governors are always present in the Board. This practical approach is used by many progressive membership clubs, homeowners associations and even the Philippine Senate. In the subject Referendum, the Yes Vote won, in as much as 62% of the present members of DVA, voted to approve the subject amendments. The votes cast on March 8, 2020 were independently validated by SGV & Co. and no question has ever been raised as to the existence of a quorum and the counting of the votes at such valid election and referendum.

In recent days, some disgruntled quarters are making it appear, that a Decision was allegedly rendered by the DHSUD Commissioners En Banc, whereby the "2-year term of 4 governors have been declared invalid." This claim is false as the DHSUD has no Commissioners En Banc.

Even assuming, for arguments sake, that there is this DHSUD Commissioners En Banc Decision, still, the Governors validly passed Board Resolutions in a hold-over capacity. This is clear, both under the 2011 IRR and the 2011 Revised IRR of the Magna Carta, where the officers, directors and trustees of Homeowners Associations, "shall be allowed to continue in a hold-over capacity until their successors are elected and qualified."

Please remember that the recent misinformation have been hatched by the same group who conducted an illegal Special Election on July 9, 2017. These same individuals illegally elected themselves to the DVA Board, on the basis of around 50 votes only. These same individuals, tried to grab the Bank Accounts and other corporate records of DVA, in order to paralyze its operations in 2017. However, they did not succeed after the HLURB Board of Commissioners nullified their bogus elections in its Decision dated September 19, 2017 in HLURB Case No. HOA-A-170511-0933."

To make matters worse, the actions of these disgruntled individuals have distracted your Board as well as DVA Management and not only taken their focus away from serving the community, but also forced DVA to waste your funds in substantial legal fees to address the cases filed by this group.

Rest assured that your Board has and always will have the best interests of its members and residents in mind. In the past few years, your Board, WITHOUT asking for any form of special assessment, has provided you with:

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- Better lighting in our streets
- Rehabilitation of DVA's Deepwells
- Emergency Equipment including our own firetrucks and ambulance
- Well lit street signs
- Underground Fiber Optic Network
- Well maintained and newly asphalted roads
- And soon, our Community Center with 2 levels of basement parking

Thank you.

II. DETERMINATION OF QUORUM

The Chairman requested the Corporate Secretary and Secretary of the Meeting, Mr. Philip Dexter Ang to certify that the required notices of this meeting have been duly sent to our members at least 30 days prior to this meeting.

Mr. Ang certified that written notices of this meeting were duly sent to the members at least 30 days before today's meeting. In addition, notices of this meeting were disseminated through the following channels:

1. DVA's Official Viber Chat Group
2. DVA's website
3. DVA's Office Bulletin Board
4. DVA's Amorsolo Gate Bulletin Board
5. DVA Gym and Tennis Bulletin Board
6. Barangay Dasmariñas Village Bulletin Board

The Chairman requested the Secretary to confirm whether a quorum is present.

The Secretary announced that based on the attendance record and the proxies on hand, One Thousand Two Hundred Seventy Eight (1,278) members are present in person or represented by proxy, he therefore certified that a quorum exists for the valid transaction of business. He acknowledged the presence of our members who were in attendance via the Zoom videoconference facility ("Zoom"), namely:

1. Evelyn Alcantara
2. Dr. Dominik Balthasar
3. Bernardo Benedicto III
4. Charlene Escaler
5. Felix Fiechter
6. Philip Sigfrid A. Fortun
7. Malou Gamboa
8. Evelyn Garcia
9. Rosario Garcia
10. Eric Gotuaco
11. Chips Guevara
12. Dr. Benny Herbosa
13. Ingrid Hernandez
14. David Kho
15. Jeanne Sy Krebs
16. Jose Gerardo Macabuhay Sanchez
17. Cynthia Tomacruz
18. Kim De Venecia
19. Rainerio O. Reyes
20. Michael Que

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The Chairman also acknowledged the presence of past and present members of the Board of Governors and representatives from Sycip Gorres Velayo and Co.:

DVA Board of Governors (past and present):

1. Dr. Rouel M. Azores
2. Mr. Leopoldo P. Campos
3. Mr. Leopoldo G. Camara
4. Mr. Fernando L. Imperial
5. Dexter Philip P. Ang
6. Mr. Manuel M. Mañalac

SGV & Co.

1. Ms. Melanie Balber
2. Ms. Analee Maghanoy
3. Ms. Michelle Angelli T. Capiral

The Corporate Secretary explained that considering that today's meeting is being held via Zoom, the following Rules of Conduct are suggested to facilitate the orderly progress of the meeting:

1. A Member who wishes to make a remark, motion, objection, or post a question must do so via the "Q&A" functionality of the Zoom App.
2. The remarks and questions will be read and if applicable, answered by the concerned officer after the relevant agenda item OR after all agenda items have been properly discussed.

III. APPROVAL OF THE MINUTES OF 2022 ANNUAL MEETING

Atty. Philip Sigfrid Fortun, moved that the reading of the Minutes of the Annual General Membership Meeting on March 13, 2022 be dispensed with since copies of the minutes have been distributed to the members prior to this meeting, and that the minutes be approved.

The Chairman stated we received a motion that the minutes be dispensed with, and the minutes be approved. Resident member, Ms. Charlene Escaler, seconded the motion.

The Chairman stated that it is moved and seconded that the reading of the Minutes of the Annual General Membership Meeting on March 13, 2022 be dispensed with, and that the Minutes be approved. There being no objections, the motion is approved:

(AGM-03/23-01): RESOLVED, THAT the reading of the Minutes of the Annual General Membership Meeting on March 13, 2022 be dispensed with.

RESOLVED, FURTHER, THAT, the Minutes of the Annual General Membership Meeting on March 13, 2022 be, as there are hereby, approved.

IV. APPROVAL OF AUDITED FINANCIAL STATEMENTS

The Chairman announced that the next item in the agenda is the approval of the Audited Financial Statements of the Association for the fiscal year ending December 31, 2022 as prepared by Sycip Gorres Velayo and Co. The Chairman announced that copies of the Financial Statements have been distributed to the members and that representatives from SGV are also present in today's meeting.

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Mr. Leo Camara, Treasurer & Chairman of DVA's Finance Committee, presented the Treasurer's Report for the year ending December 31, 2022. After the presentation, Mr. Camara responded to a few queries from the floor.

After the discussion, the Chairman entertained a motion for the approval of the Audited Financial Statements of the Association for the fiscal year ending December 31, 2022.

Dr. Benny Herbosa moved to approve the Audited Financial Statements for 2022 and Ms. Malou Gamboa seconded the motion.

The Chairman declared that it is moved and seconded that the Audited Financial Statements for the fiscal year ending December 31, 2022 be noted and approved.

There being no objections, the motion is approved

(AGM-3/23-02): RESOLVED, THAT, the Audited Financial Statements for the fiscal year ending December 31, 2022 be, as they are hereby, noted and approved.

V. RATIFICATION OF ACTS OF THE BOARD OF GOVERNORS

The Chairman proceeded to the next item in the Agenda which is the ratification of the acts, proceedings, transactions and resolutions of our Board of Governors, Committees, and Management from the date of the last Annual Meeting until today's meeting. Copies of the resolutions of our Board of Governors were distributed prior to the meeting.

The Resolutions that are up for consideration are the acts of the Board of Governors from March 21, 2022 to February 9, 2023 that were flashed on the screen.

After the presentation, resident member, Ms. Charlene Escaler moved for the ratification of all the acts, proceedings, transactions, and resolutions of the Board prior to this meeting and Mr. Michael Que seconded.

The Chairman declared that it is moved and seconded that the acts, proceedings, transactions and resolutions of the Board of Governors, Committees and Management from the date of the last Annual Meeting until today's meeting be ratified.

There being no objections, the motion was approved:

(AGM-03/23-03): RESOLVED, THAT, the acts, proceedings, transactions and resolutions of the Board of Governors, Committees, and Management of Dasmariñas Village Association, Inc., from the date of the last Annual Meeting on March 13, 2022 until today's meeting on March 12, 2023, be, as they are hereby, ratified.

VI. ELECTION OF BOARD OF GOVERNORS

The Chairman advised the members that the next item is the election of the Governors who shall serve as such for the 2023 to 2024 term. He explained that the Amended By-Laws provides for seven (7) Governors. In accordance with Article IV, Section 1 of the Amended By-Laws, a Nomination Committee was constituted with Chairman Rainerio O. Reyes and Messrs. Charles Jonathan Sy and Aurelio P. Bartolome, as its members.

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The Nomination Committee accepted letters of intent and submitted the list of qualified Candidates for Governors to the COMELEC. The COMELEC is composed of Mr. Rainerio O. Reyes as Chairman, Mr. Michael Que and Mr. Bryan Yap as members.

Mr. Michael Que, member of the COMELEC, announced the results of the elections. He reiterated the presence of a quorum in our AGM. March 12, 2023. He stated that out of a required quorum of 1,278 votes, we have a total of 1,326 votes. He further stated that there was a total of 1,732 qualified votes and a total of 373 votes cast. Having confirmed that it has completed the canvassing of votes, Mr. Que announced the names of candidates and the number of votes they garnered, as follows:

1. Ang, Philip Dexter
2. Azores, Rouel Mateo M.
3. Camara, Leopoldo G.
4. Consunji, Herbert M.
5. Fortun, Philip Sigfrid A.
6. Herbosa, Benjamin G.
7. Imperial, Fernando L.

VII. CANVASSING OF VOTES

The COMELEC performed the canvassing of votes with the assistance of SGV & Co. to ensure the validity and accuracy of the results.

VIII. DECLARATION OF THE RESULTS OF THE VOTING

The COMELEC having confirmed that it has completed the canvassing of votes, the Corporate Secretary announced the names of candidates and the number of votes they garnered, as follows:

<u>Candidates</u>	<u>Votes</u>
Benjamin G. Herbosa	308
Herbert M. Consunji	298
Fortun, Philip Sigfrid A.	297
Fernando L. Imperial	297
Camara, Leopoldo G.	292
Philip Dexter Ang	286
Rouel Mateo M. Azores	280

They are hereby proclaimed the winning candidates who shall serve as Governors for one year, or from 2023 to 2024.

IX. OTHER MATTERS

The Chairman asked Mr. Leopoldo Campos to present the accomplishments of the Board of Governors for the past year.

After Mr. Campos gave an update of the Board's continuing projects and accomplishments, the Chairman opened the floor to questions from the members.

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Several questions were submitted by members to the Board, from requests to review guidelines on how sidewalks should be made, holding the AGM in hybrid form, and a query on the Barangay's financial support for village services and projects. These questions were sufficiently addressed by the Chairman and the concerned Governors.

X. ADJOURNMENT

After thanking the members of the DVA Board of Governors, members of the various committees, volunteer residents, DVA staff members, the Barangay Chairman and Council, the Chairman stated that there were no other matters on the agenda.

The Chairman then entertained a motion to adjourn the meeting, which was duly seconded, and the meeting was thereby adjourned.


JOSE MA. L. DE VENECIA
Presiding Officer


PHILIP DEXTER P. ANG
Corporate Secretary