

DSMC Club

Extraordinary General Meeting

An Extraordinary General Meeting of Daniel Stewart's & Melville College Club (the FP Club) was held at **6:30pm on Wednesday 15th July 2020**. Due to the current socialising restrictions the meeting was held on Zoom

The purpose was to consider and if thought fit pass the following special resolutions proposed by Council:

Special Resolution 1.	To authorise the FP Council to conclude arrangements for the transfer of the operation and management of the Inverleith Clubhouse to ESMS Governing Council on terms satisfactory to the Former Pupil Club Council and the ESMS Governing Council.
Special Resolution 2.	Subject to agreement being reached between the FP Council and the ESMS Governing Council in respect of Resolution 1 to approve a transfer of shareholdings and cash up to a value of £215,000 to ESMS Governing Council to alleviate financial hardship of parents (initially from the consequences of Covid-19), enabling boys who would otherwise have had to be withdrawn to continue their education at Stewart's Melville College. (This is approximately 90% of the Club's funds).

Summary:

There were 22 voting members and 6 non-voting members present.

The above resolutions were voted for unanimously by those entitled to vote.

Details:

Attendees (Voting):

Chris Anderson, Alasdair Seale, Bert Barclay, John Archer, Bob Young, Charles Wilson, Euan Cunningham, David Fraser, David Kyles, Laurie Brown, Grant Macrae, Harry Waugh, Finlay Calder, Al Napier, Alan Veitch, Ian Hastie, Alistair Skene, Ken Richards, Finlay Marshall, Tom Scrimgeour, Alastair Walker, Robert Armour

Attendees (Non-voting):

Linda Moule, Ian Moss, Neil Leitch, Suzi Squires, Ali Stewart, Laura McIntosh

Apologies:

Michael Connolly, WR McGregor, Alan Gardiner, Hugh Cowan, Tony Cormack, Colin Rigby, Norman Sinclair, Simon Breeze, Bill McNie, George Bee, Jack Davidson

Chris Anderson (The Chairman) introduced himself and welcomed the attendees. Apologies were read out and it was confirmed that the meeting was Quorate (15 voting members).

It was highlighted that there was a conflict of interest for some attendees being members of the sports clubs or the Merchant Company, but none were material in respect of the resolutions.

The Special Committee (SC) of A Seale, A Stewart and R Barclay were introduced.

A Seale was asked to speak to Resolution 1.

A Seale explained that the SC was set up at the Council Meeting in November 2019 to review the organisation of the Clubhouse and the FP Club, with a view to reducing the remit of the President. The School, who have the facilities and the structure to run the Clubhouse were willing to run it, with the proviso that the Clubhouse will remain the home of the FP Club and other sports clubs. The Development Office currently holds the FP Club's database so the whole running of the FP Club would operate from there but governed by The Council. This leaves the role of the President to be only a representative of the FP Club.

Questions were received from:

Bob Young wanted to clarify that the Service Level Agreements (SLA) covered everything and everyone was clear on what they were responsible for. He expressed his sadness that it had come to this and stated it was a lack of members' support. He is keen that AJ Catering remained in place. He asked who would be organising club events?

A Seale confirmed that there would be no change to AJ catering as her contract was with the School anyway and that all Club functions / reunions would be run as usual.

Ian Moss informed meeting of MES involvement in Hockey Club activities and asked if more involvement with MES FP's had been considered.

A Seale noted that it will be discussed in the future and that MES Guild are currently consulting their members re any merger and move to run Guild from Development Office.

Bert Barclay continued this point and highlighted that the Cricket Club have a programme with joint teams and taking on board MES pupils.

Finlay Calder commented that he was 100% behind proposals as there was no alternative.

A vote was taken by means of a show of hands and a photograph taken.

Resolution 1 - The vote was passed unanimously by the voting members present.

Finlay Calder was asked to speak to Resolution 2

Finlay reminded us how Covid is a problem everywhere and asked us to consider the worrying position of parents who have lost their jobs and the resultant effect on their children. The FP Club has a once in a lifetime opportunity to be kind to those children who do not think they are going back to school. We should do everything in our power to help and as the FP Club has been successful and amassed a lot of money, which we no longer need therefore he encouraged the attendees to support the motion.

Questions were raised by:

John Archer asked for a current valuation of the funds. Laura confirmed that they were £221,000. Plus, there was cash in the bank

Laurie Brown confirmed his agreement with Finlay's comments adding that we should look after the children now as they will be looking after us in the future.

Euan Cunningham also thanked Finlay for his summary and asked if we go ahead what else is the school currently doing?

Linda Moule was asked to reply and explained that the school has a Bursary fund (Access to Excellence Investment Fund) of which c. £1.3m goes to fund means-tested support for pupils, but that all of these funds had already been allocated pre Covid. There is contingency in a Hardship Fund which had to be doubled in Term 3.

She added that no child should be affected by the pandemic and as the School has no remaining funds the Contribution from the FP Club would be very useful and be used over the next 3 terms especially for pupils in exam years.

Bob Young stated that it was a short time given to consider and questioned the net assets.

Bert Barclay explained the need to inform the parents of any monies available and went on to describe the coincidence of the deferred income of £24,000 which is released every year into the Club equated to the rent we no longer will have to pay also of £24,000. The School will also be giving us an indemnity for any unknowns.

Grant Macrae asked for clarification of whether the funds were just for "Queensferry Road" or for the whole school.

Bert Barclay replied saying the funds would be transferred to the ESMS Governing Council and therefore the funds principally could be directed to boys only.

A vote was taken by means of a show of hands and a photograph taken.

Resolution 2 - The vote was passed unanimously by the voting members present.

The Chairman thanked the attendees and informed them that, once we able to use the Clubhouse, the FP Club intend to be the first to hold a "welcome back" event.

Further comments were made:

Finlay Marshall wished Linda Moule good luck in spreading the funds over the cases.

Tom Scrimgeour asked if there were any fundraising events or were FP's being asked to make contributions.

Linda Moule informed meeting that steps were already being taken and have gone out with a special appeal and they were slowly working through a list and she was grateful to those who had already donated.

Finlay thanked the SC.

Linda Moule thanked all involved and said how much she was looking forward to working with the Club and the new President.

The Chairman closed the meeting.