

OLD CANFORDIAN SOCIETY



ANNUAL GENERAL MEETING 12 FEBRUARY 2022

MINUTES

1. Introduction. SW opened the meeting by welcoming all those present, particularly those joining by zoom. All those present in the room then introduced themselves:

a. Present – Sheila Way (Hon President), Colin Chalkly-Maber (Hon Treasurer), Simon de Halpert (Hon Secretary), Barry Coupe, Steve Ives, Mike Lerwill, Matt Keats, and Rowena Gaston (Development). Amanda Seabrook and Ben Vessey (Headmaster), joined by zoom.

The following non-committee members were also present in the room: Roger Palin (SH57), Colin Patrick (F52), Richard Dyball (S82), Roy Baylis (F67), Robert Pearson (SH58), and Cleaves Palmer (C80). The following joined by zoom: John Lenton (SH67), Nuruddeen Somji (SH76)

b. Apologies – Natalie Llewellyn, Jonathan Gollings, Will Robinson,

3. Minutes of the last meeting. These were proposed by MK, seconded by CC-M, approved by those present and signed by the Chairman.

4. Matters Arising. None

5. President's Report. SW went through her comprehensive report that had already been sent to the committee. She stated that the 'Undertaking' that formalises the transfer of OCS funds to the school had been agreed by the school but has not yet been signed. Having reached the end of the 'Transfer of Funds' section of her report she then paused for questions.

There then followed a lengthy discussion involving all of those attending the meeting. In summary, at the OCS Committee Meeting held in Jan 2020 the committee took the decision that the accumulated funds of the society should be transferred to the school as a restricted donation to be spent over a period of 10 years at the rate of 10%/yr in support of the objectives of the OCS Constitution. The first step was to agree a formal 'Undertaking' with the school that would protect the interests and objectives of the society. This will include an annual report from the Development Office that would describe the preceding year's expenditure and the spending plans for the coming 12 months. Additionally the school would be required to take into account the views and recommendations of the OCS committee and other members of the OCS in how it allocates OCS funds on an annual basis, although this process of approval is not intended to bind the Development Office. Tax and Legal advice is being sought in

order to minimise the tax payable and to determine whether a members' vote to approve the donation is required under the Constitution.

Action: CC-M & MK

In answer to some specific questions and comments not covered in the report (above) the following answers and statements were made:

Was the cessation of OC subscriptions in line with other schools? BC, MK and BV all stated that this was the case.

As the current system of transferring money from the OCS to the Development Office whenever it is needed has worked well for many years, why are OCS interests better served by changing this system? BC explained that there are often delays in approving transfers of funds due to waiting for the next OCS committee meeting and the development Office would be able to work more efficiently. MK stated that there is a question as to whether the committee has the authority to accumulate and retain monies that parents have paid as subscriptions expecting them to be used in supporting OCs.

Is the decision made by the committee valid? MK responded that the decision has been made by the committee and that tax and legal advice needs to be sought to confirm the correct way forward. SW clarified that the decision taken by the committee was to seek to donate the funds to the school and determine the most tax efficient means to do this before bringing it to a vote in the correct forum for the final decision to be made as to whether the donation takes place.

What other options were considered and what is the future of the OCS when the money is spent? BC, MK, AS and BV responded that the money must be used properly for OCs' benefit and that the Development Office fulfils this function as do other schools' Development Offices. The Development Office has much closer and more frequent contact with OCs and has much greater and quicker flexibility and vision in running OC events and meeting OCs' needs. The OCS will continue to exist to support members and provide help and advice to the Development Office

Why has it taken 2 years from the initial decision to transfer money to seeking tax and legal advice? SW accepted full responsibility for the delay and explained that she has now passed these tasks to CC-M and MK respectively.

How important and what might be the effects of the tax and legal advice? CC-M stated that the tax advice was significant as it would determine the most tax efficient means of transferring the funds to the school. Once this has been established and the tax liability calculated this would then determine the value of the donation. MK and SW stated that the legal advice was equally, if not more, important. It would decide whether the entire funds of the OCS could be transferred leaving it with no money and, if they could, whether a vote of the members was required and what majority was necessary.

Regardless of the legal advice, would the OCS membership be allowed to vote on the transfer? SW stated categorically that this AGM would not make the final decision. All members of the OCS for whom the Development Office holds contacted details would be invited to vote on the transfer of money and that if this was deemed to be a major change to the Constitution a 2/3rds majority was required.

SW then continued with her report and briefed that the decision to reduce the periodicity of the magazine to 1/yr had been considered in the Jan 2020 committee meeting. This was because far more OCS communication was being conducted on-line and it was becomingly increasingly difficult to fill 2 magazines each year. One larger annual magazine was better for the environment and the future annual edition would be of better quality. This would also reduce the significant cost of postage. An e-newsletter is published every 2 weeks. About 350 OCs currently receive the magazine on-line.

Finally SW turned to the Development Office report and Centenary plans. She mentioned the Careers Symposium (now called the Careers Convention), networking events, various reunions and the London Drinks Party at Coq D'Argent on Thursday 19 May. Roger Palin, who as a Governor in the early 2000s was instrumental in establishing the Development Office, pointed out that the committee's proposal represented a complete reversal of roles between the OCS and the DO, from the DO at its inception supporting the OCS committee to achieve its objectives to the OCS committee acting in the future as ambassadors in support of the DO. Taken with the proposal to divest the Society of all its funds, such a major change would be divisive and would need careful handling, particularly in the School's centenary year. Its focus was shifted in 2014 from fundraising by using OCs as friends to alumni support.

A few general questions and brief discussion followed regarding Canford's centenary. RG confirmed that plans were taking shape. There is a centenary steering group which comprises OC Governor Rob Daubeney, Ben Vessey, HM, David Brook, Bursar, Philippa Scudds, Marketing Director and Rowena Gaston, Development Director. The main events being considered for the Canford Community include a 'Proms in the Park' style picnic at the school in the summer with a music concert, a Foundation Service and an OC London Drinks Party at a prestigious venue. There are no current plans for a specific centenary appeal. The OCS committee will discuss centenary events and celebrations further and more details will follow shortly.

6. Hon Treasurer's Report. This had been sent in advance of the meeting and CC-M had nothing further to add. He was asked if he had any idea of the possible tax consequences of the handover of money to the Development Office. CC-M stated that the OCS had been given a 5 year dispensation from HMRC in 2013 but there had been no contact from HMRC since then despite asking several times. He was also asked why there had been no Bursary awards since 2017 and BV said that there had been no suitable candidates. Approval of his accounts was proposed by BC seconded by CP and approved by all.

7. Election of officers.

- a. Hon President. BC proposed SW to continue as Hon President, seconded by CP and approved by the meeting
- b. Hon Secretary. BC proposed SdeH to continue as Hon Secretary, seconded by CC-M and approved by the meeting. SdeH stated that once the issues surrounding the transfer of OCS funds had been resolved he would step down as Hon Secretary.

Action: SW

- c. Hon Treasurer. SdeH proposed CC-M to continue as Hon Treasurer, seconded by CP and approved by the meeting.

8. Election of New Committee Members. There were no new members to elect. However, SdeH mentioned that in 2019 he had been in contact with Nicola Bagshawe (OC c.2000) who said she would be interested in joining the committee in about 2021 when her 2 small children were slightly older. She lives locally and is an Engineer. He had emailed her a few weeks prior to this meeting but had received no reply.

9. AOB.

a. Richard Dyball said that the ‘Undertaking’ must be signed by the school and the Hon President prior to any transfer of OCS funds. Once it had been signed it was then legally enforceable to the Governors, BV, the School and the OCS.

Action: SW/HM

b. Roger Palin emphasised that there was a need to consult the whole membership about the transfer of funds and that the legal advice must state whether the 2/3rds percentage in the Constitution is required or, if not, what %age is needed.

10. Date of Next AGM. Early 2023. Sec will advise.

ACTION No.	PARA No	ACTION	WHO	DATE
1	7b	Search for a new Hon Sec	SW	Sep 2022
2	5	Tax advice to be obtained and presented to the committee	CCM	ASAP
3	5	Legal advice to be obtained and presented to the committee	MK	ASAP
4	9a	Progress and complete the signing of the ‘Undertaking’	SW/BV	ASAP

