



## Dundee HSFP RFC

Date: 10 May 2018

Dear Member

### Notice of Annual General Meeting – 24 May 2018

Please find enclosed notice of the Annual General Meeting of the Club, due to take place on 24 May 2018. Contained within the Notice are two linked resolutions which the Committee have proposed be considered and, if agreed, passed by the Members.

The reason for these resolutions is to consider, and if though fit by the Members, approve the transformation of the current Club into a limited company. This involves the transfer of the full undertaking and assets of the Club into a new Company, limited by guarantee, which is called 'Dundee High School Former Pupils Rugby Football Club Limited' (the "Company"). The Company has already been formed, and at present the members and Committee (Board) of the new Company are basically the current Committee of the Club, other than for Iain Landsburgh, whose proposed successor as Convener of the Eagles, Caroline Gordon, has taken Iain's place; Matt Scott, Treasurer, who is not carrying on post the AGM; and Fraser Clarkson, whose travels abroad made it impractical.

The Company has a Constitution ("Articles") intended to reflect the Club's own constitution as far as possible, with some minimal changes made simply so that the Constitution remains in line with the legislation affecting companies. A copy of the new Constitution is available on the Club's website, under the "Membership/Administration" tab. The principal reason for becoming a limited liability company, which a number of other Scottish clubs have done of late, is to limit the potential liability of Committee members (and possibly even club members) against any large claims made against the club. The maximum liability of members of the new Company is £1, if ever called upon.

Firstly, a minor change is required to the Club's current constitution to allow the transfer of assets to be made and this is dealt with by Resolution 1 of the enclosed notice. Secondly, if Resolution 2 to transfer the assets and undertaking of the Club to the Company is approved, this transfer will then take place in terms of the Minute of Agreement regulating same, a copy of which is attached to the AGM Notice. If approved, existing members of the Club will become members of the new Company, which will hold its AGM immediately after the Club's AGM. This AGM will, in effect, just be a "rubber stamping" exercise of some aspects that have been agreed at the Club's AGM, being primarily the appointment of the same Committee etc., but also will set subscriptions for season 2018/19. Also, it is understood that player registrations will automatically transfer over to the new Company.

If the changes are approved, there is intended to be no discernible change to the identity of the Club going forwards. However the limited liability status will give the Committee and indeed potentially members greater protection against being exposed to any liabilities of the Club.

If the transfer is agreed, it is proposed that the current Club still continues in existence as a "shell" for a couple of years, with the Committee of the new Company becoming its only members, for the purposes of firstly effecting the transfer of the Club's business and assets to the new Company, and secondly dealing with any overlooked assets or the like that may

emerge over the next few months and indeed years, that still need to be transferred, and any other similar "run off" issues.

Should you wish to query any aspect of the incorporation of the Club please do not hesitate to contact Sandy McDonald (afmcdonald@thorntons-law.co.uk or 07840 733 883) ahead of the Annual General Meeting.

Finally, I can confirm that the Club has taken legal advice from Thorntons Law LLP on what is being done, and have advised the SRU of this proposal, who should formally confirm their approval of what is proposed after their Board Meeting on 17 May.

Yours sincerely

A handwritten signature in black ink, appearing to read 'G G Tosh', written in a cursive style.

G G Tosh  
President