



6th October 2023

Dear Hawk,

I write to explain the evolution to the Club Rules proposed at the Annual General Meeting regarding the role and responsibilities of the Trustees. These changes have the support of the Committee and the Alumni Advisory Group, and I hope you will support this evolution of the Club Rules.

The proposed rules address three points:

1. Clarifying the roles of the trustees vis-à-vis the President and Committee.
2. Requiring any disposal of the Clubhouse or majority shareholding in HCL to be subject to a 2/3rd vote by Members, not just by the President and Committee.
3. The option for the President and Committee of appointing a corporate trustee in place of 3-4 individual trustees.

The reason for these proposed Rules arise from the evolving role of the Trustees. The original structure of the Club allowed the President and Committee to run the Club, supported by a Senior Treasurer who held an oversight role over the Club's accounts and the Club's relationship with the University. In 1991, when the Portugal Place project was set up, the oversight of the Club was strengthened with the appointment of two Senior Members of the Club as Trustees. The Trustees were responsible for the assets of the Club and the relationship with the University, with the power to appoint the Senior Treasurer of the Club. The Trustees were also able to appoint the Board of Hawks' Company Limited (HCL), through their stewardship of the Club's "golden share" holding in HCL, although they were kept separate from the HCL Board, reflecting the wider minority holding of preference shares held by alumni members.

Over time, the relative roles of the President and Committee and of the Trustees have evolved as a result of two shifts. First, the progressive ownership and financial position of HCL has moved such that the Club is now the overwhelming 82% majority shareholder of HCL, which itself has achieved a stronger trading position. Secondly, the composition of the Club and Committee has shifted to include a larger graduate involvement and has allowed the President and Committee to see themselves again as more sovereign in managing its affairs, without requiring an "*in loco parentis*" oversight by Trustees.

Instead, the proposed rules retain the position of Trustees, but with more specific roles such as the Senior Treasurer and the Counsel, rather than being overseers with wider discretionary powers. In particular, the proposed new Rules and Trust Agreement pare back control over the shares in HCL by the Trustees, leaving them as nominee legal



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holders of the Club's key assets held to the order of the President and Committee. The Trustees would have the legal responsibility of voting the shares of HCL to appoint Directors, but to the order of the President and Committee. As the Club now has the dominant shareholding in HCL, the Trustees do not need to be debarred from involvement in the direction of HCL as Directors of the Company, and there is a continuing role of Trustees to ensure the orderly day to day conduct of activities in the Clubhouse. It is proposed that the Trustees, including the Senior Treasurer and Counsel, must be consulted over proposed changes in the Club's Byelaws which govern day to day conduct in the Clubhouse.

Secondly, while the proposed rules re-emphasize the powers of the President and Committee to manage their own affairs as sovereign, a balancing control has been inserted in the rules. The disposal of the Clubhouse or its majority shareholding in HCL, requires a 2/3rd vote by the membership in a general meeting. This reflects the importance of such a decision and the role that the membership played in helping the Club to acquire such a valuable asset. This proposed change cements into the rules, my personal commitment that disposal of the Clubhouse cannot just be decided upon by the President and Committee or by the Trustees.

The third proposed change on the position of the Trustees in the rules is to give the President and Committee the option to appoint a corporate trustee as an alternative to individual trustees. In part this is a reflection of the past difficult history of individual trustees having their own views about the Clubhouse and its management; in part it reflects the concern amongst some existing trustees that, given the scale and complexity of the Club's and Clubhouse's affairs, they would prefer to avoid personal liability as an individual trustee, and to have the comfort of limited liability under the aegis of a corporate trustee board.

On 30th June 2023, the assets of the Hawks' Charitable Trust (HCT) were transferred to the new Hawks' and Ospreys Charitable Trust. The formation of HOCT as a Charitable Incorporated Organisation for its own purposes of managing its own endowment funds allows HOCT to be that corporate trustee, and the current HOCT trustees include 7 Senior Hawks. However, in the proposed rules it remains up to each President and Committee as to whether they ask individuals to continue as trustees or appoint HOCT as their corporate trustee. If a corporate trustee is proposed, then at least 4 members of the Club be Directors of the Trustee, including the Senior Treasurer and the Counsel.

This evolution of the Club Rules has been reviewed and supported by the Trustees of HOCT and the following Hawks of the Alumni Advisory Group:

- Jeremy Caplan (Hon. Secretary 1963-64)
- Ian Hodgson (Hon. Secretary 1982-83)
- John Pritchard (President 1985-86)
- James Skelton (President 1988-89)
- Russ Abel (President 2003-04)
- Ed Hyde (President 2021-22)



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I hope you will consider supporting these proposed Club Rules to reflect the evolution of the role of the Trustees. I am grateful to the Members who served as Trustees since 1991 and the membership whose vital financial contribution has allowed the Club to continue to flourish in Portugal Place. It is due to their support that the Club is in a strong position and is able to make this exciting evolution to the Rules for the next generation of Hawks.

Yours sincerely,

A handwritten signature in black ink, reading "Felix Craig-McFeely". The signature is written in a cursive, flowing style.

Felix Craig-McFeely
Hawks' Club President