

The Former Pupils' Guild of The Mary Erskine School



MES FP Guild Constitution (DRAFT 2026)

1. NAME

The name of the Guild shall be The Former Pupils' Guild of The Mary Erskine School (formerly Edinburgh Ladies' College).

2. OBJECTS

The objects for which the Guild is established are social and charitable. It seeks:

- To form links with Former Pupils worldwide.
- To form links with the Guild Clubs and to encourage the formation of new ones.
- To create funds to assist Former Pupils.
- To develop social and networking events for Former Pupils and Staff.
- To commemorate our Founders and maintain archive material.
- To form links with the SMC Club.
- To form links with the school and its present pupils.
- To form links between the teaching and support staff both past and present.
- To present prizes to the school.
- To contribute to school activities.
- To form links with the Development Office.
- To participate in the life of the school as appropriate.

3. GUILD CLUBS

Branch and Associate Clubs may be set up with the approval of The Guild Committee with membership as defined in point 4. Branch Clubs will draw members from a geographical area and will focus on providing social and networking events, while retaining strong links with The Guild Committee. Associate Clubs which may be organised in conjunction with the SMC Club or school groups, will foster sporting and/or cultural pursuits. Associate Clubs should provide The Guild Committee with an annual report. If these Clubs require a constitution this must be agreed by The Guild Committee.

4. MEMBERSHIP

- Life Membership: Life membership of the Guild shall be open to Former Pupils of the School.
- Staff Membership: Past and present members of the teaching and support staff of The Mary Erskine School and The Junior School are entitled to be staff members of the Guild and shall pay a nominal subscription. They shall be entitled to attend meetings but shall have no voting rights.
- Membership of the Guild Clubs shall be open to Life Members and Staff Members of the Guild. There may be a nominal fee charged by individual clubs.

5. FINANCE

- The financial year shall run from 1st August to 31st July of the following year.

The Former Pupils' Guild of The Mary Erskine School, Ravelston, Edinburgh, EH4 3NT

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- **Financial Governance and Controls:** The financial affairs of the Guild shall be conducted in a manner that ensures transparency, accountability, and good governance, and reflects modern financial practices.
- **Treasurer:** It shall be the duty of the Treasurer to receive all subscriptions and other monies payable, to ensure the issue of receipts and to lodge such monies in the Guild bank account.
- **The Guild may operate bank accounts and financial arrangements, including online banking facilities, as required for its activities. Procedures for the authorisation of payments, including electronic payments, shall be agreed by the Guild Committee from time to time.**
- Cheques shall be signed by any two of the following: President, Past President, Vice-President, Treasurer, or their successors in office. The Treasurer shall keep accounts of all transactions with the monies.
- **The Guild shall seek to maintain a separation of duties between those responsible for approving payments and those responsible for recording or reconciling financial transactions. Where full separation of duties is not practicable, appropriate mitigating controls shall be applied and documented by the Committee.**
- **School Charge Account –** The Guild Coordinator shall have the authority to use the Guild's Charge Account at the School in the execution of her duties. The Committee will authorise major expenditure and the Guild Coordinator will keep the Treasurer informed of all monies spent.
- **Where the roles of Treasurer or other relevant office-holders are vacant, the Guild Committee shall determine and document interim arrangements to ensure continuity of financial oversight and administration.**
- **Accounts:** The Committee shall cause true accounts to be kept showing all sums of money received and expended by the Guild, and the matters in respect of which such receipts and expenditure have taken place, and the whole assets and liabilities of the Guild.
- The Accounts shall be audited annually. The Auditor shall be appointed at the Annual General Meeting.
- **The Guild may, where appropriate and subject to agreement, align its banking or financial arrangements with those of an affiliated body whose objectives are consistent with those of the Guild, including the Melville College Trust.**

6. THE GUILD COMMITTEE

- The Guild shall be managed by The Guild Committee consisting of the following office bearers, President, Vice-President(s), Immediate Past President, Treasurer, and up to 8 Ordinary members. The Principal/Deputy Head, The Development Officer, up to four Sixth Form Representatives and the Guild Coordinator shall attend committee meetings, but shall have no voting rights.
- **The Committee shall ensure that its membership remains at a level sufficient for the safe and effective management of the Guild.**
- **Where committee numbers fall below a sustainable level, the Committee shall take reasonable steps to address the position, including seeking additional volunteers, co-opting members, or convening a General or Special Meeting to consider next steps.**

7. EMPLOYEES

The Committee shall have the power to employ on such terms and conditions as may be thought necessary, assistance for the more efficient working and administration of the Guild, for example the post of Guild Coordinator. Such employees may, in the execution of their duties, attend committee meetings but will have no voting rights.

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8. PRINCIPAL

The Principal of the School shall by right of position be a member of the committee and titled Honorary President, entitled to join in all discussions but not to exercise a vote at committee meetings.

9. NOMINATED HONORARY PRESIDENTS

It shall be within the power of the committee to appoint from time to time an Honorary President in addition to the present Principal. Honorary Presidents may attend committee meetings but shall abstain from voting.

10. NOMINATION, ELECTION, TERM OF OFFICE of the various committee members shall be:

- Ordinary Members: Nomination and election shall take place at the Annual General Meeting. Their term of office shall be normally three years, with the option of serving for a further term.
- Office-bearers: Nominations shall be, duly proposed and seconded to reach the committee two weeks prior to the Annual General Meeting at which the elections shall take place. The President shall be a Former Pupil of the School. The President and Vice-President shall each hold office for two years but shall be eligible for re-election for one further term of office.
- Voting on other matters shall be by show of hands unless the majority present favour a ballot. In each case the counting of votes shall be by two members of the committee.

11. VACANCIES

- Ordinary Members: The Guild Committee shall have the power to fill by co-option vacancies which occur during the year. Any term so served shall not count as part of an Ordinary Member's three years in office.
- Office-bearers: Should the office of President or Vice-President fall vacant within the year, the committee shall convene a Special Meeting of the Guild to fill the vacancy. Nomination and election shall be conducted as in sec. 11. Vacancies in other offices shall be filled by co-option.
- Any member who is absent from three consecutive committee meetings without due cause being made known to the Guild Coordinator shall be held to have resigned membership and it shall be in the power of the committee to fill the vacancy in the appropriate manner.
- **Where any key committee role is vacant, the Committee may make interim arrangements to allocate responsibilities or co-opt members to ensure continuity of governance and administration.**

12. MEETINGS

- Committee Meetings: The Guild Committee shall meet regularly as required.
- Annual General Meeting: The Annual General Meeting shall take place on a date in the Autumn, the date being fixed by The Guild Committee.
- Special Meetings: Special Meetings of the Guild may be convened at any time, on written request if signed by fifteen members of the Guild.

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13. CONVENING OF MEETINGS

- Annual General Meetings: Members will be advised of the date of the Annual General Meeting at least four weeks prior to the date of the meeting and this information will also be displayed on the website and announced in News Update.
- The Guild Committee meetings shall be convened in a way agreed by their members at the beginning of each session.

14. AGENDA

- Annual General Meeting: The agenda shall include the approval of the previous year's Minutes; Reports by the President and Treasurer; election of Office Bearers and Ordinary Members; constitution updates and any other business. Agenda items should reach the Guild Coordinator two weeks prior to the Annual General Meeting.
- Special Meetings: The Agenda shall deal with the emergency which necessitates the calling of the meeting, and to this may be added other competent business at the discretion of The Guild Committee.
- Committee Meetings: Agendas shall be drawn up by the Chairperson.

15. VOTING

- At meetings of The Guild Committee more than half of the committee members must be present when voting is required. The Chairperson shall have a deliberative and, at need, a casting vote. In the absence of the President the Vice-President shall be Chairperson, whom failing, committee member. Voting shall be by simple majority in all questions.
- General Meetings: No minimum number of voters is required. Voting shall be by a simple majority.

16. AD HOC COMMITTEES

The Guild Committee shall at all times have power to appoint ad hoc sub-committees for specific business. Except in cases of emergency all sub committees shall be appointed at a meeting of The Guild Committee and shall report their progress at Guild Committee Meetings. These sub-committees may be composed in part of persons not being members of the Guild committee. The Guild Committee in appointing sub committees, shall record in the minutes the objectives of the subcommittee, powers of action -whether purely advisory or whether powers of action have been delegated, including the spending of money and the limit of such spending.

17. CHANGES OF CONSTITUTION

Any changes to the constitution shall be intimated and agreed at the Annual General Meeting. Proposed updates should be submitted as an agenda point to the Guild Coordinator. See 15(a). No alteration shall be made in the Constitution except at the Annual General Meeting in the Autumn or at a Special Meeting, and then only with the consent of two thirds of the members present voting. A copy of the current Constitution will be displayed on the website and is available to members on request.

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18. DATA OWNERSHIP AND DATA SHARING (*New Section*)

- **Data Management and Responsibility:** The Guild's data is held and maintained by the School within its systems. The Guild does not have direct access to this database. The School undertakes agreed administrative activities on behalf of the Guild using this data, in support of Guild communications and operations.
- **Oversight of how data is used for Guild purposes** shall rest with the Guild Committee, which shall work with the School to ensure that data is handled in a lawful, proportionate, and appropriate manner.
- The Guild may rely on the School to process data on its behalf for defined purposes. Where necessary, data sharing or processing arrangements shall be documented and agreed.
- If the Guild is wound up or its activities are transferred to another body, the Committee shall work with the School to ensure that data used for Guild purposes is appropriately transferred, retained, or securely disposed of in accordance with applicable data protection requirements and any agreements in place at the time.

19. CONTINUITY, SUSTAINABILITY AND WINDING-UP (*New Section*)

- **Continuity and Sustainability:** In order to ensure good governance and orderly administration, provision shall be made for circumstances in which the Guild is unable to operate in its current form.
- **Insufficient Committee Membership:** Where committee numbers fall below a level sufficient for safe and effective operation, the Committee shall take reasonable steps to stabilise governance, including convening a General or Special Meeting.
- **Alternative Structures:** Where the Committee considers that the objectives of the Guild may be better supported under an alternative structure, it may bring proposals to a General or Special Meeting for consideration by the membership.
- **Winding-Up:** The Guild may be formally wound up only by resolution of the membership at a General or Special Meeting convened for that purpose. Any remaining assets, following settlement of liabilities, shall be transferred to an organisation with aims consistent with those of the Guild, as determined by the membership at that time.

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