

OLD MERCHANT TAYLORS' SOCIETY

RULES AS AT March 2017

Including an appendix containing the additional rules applicable to OMT Club

Throughout these rules, references to the male gender apply equally to the female gender.

INTRODUCTION

1. The Society shall be known as "Old Merchant Taylors' Society" ("the Society").
2. The Headquarters of the Society shall be at War Memorial Ground, Merchant Taylors' School, Sandy Lodge, Northwood, Middlesex, HA6 2HT, or such other address as the Society may in General Meeting determine.
3. The Headquarters and sports ground used by the Society are a memorial to Old Merchant Taylors and to members of staff of Merchant Taylors' School ("the School") who gave their lives in war, replacing the memorials at Teddington 1922-1937 and at Durrants, Croxley Green 1937-2011. The premises comprising the memorial ("the Premises") have been made available by the School for use by the Society and are defined in a LICENCE of Rights to use Facilities at the Merchant Taylors' School Sandy Lodge Northwood Middlesex a draft of which has been initialled by the Chairman of the Society ("the Licence to Occupy") and may be inspected by members of the Society on application to the Honorary Secretary of the Society.

OBJECTS

4. The objects of the Society shall be:-
 - a) The furtherance of non-political, sporting, social and recreational activities for the benefit of its members.
 - b) To operate and supervise or act as proprietor of any subsidiary associated or affiliated Club or other body with similar or compatible objects.
 - c) To co-operate with other bodies having similar or sympathetic aims, including in particular the School, and generally to do all such acts as shall further the active and corporate life of the Society.

d) To do all such other lawful things as are incidental or conducive to the attainment of the above objects or any of them.

5. The Society shall be a members' club and shall consist of ordinary members and associate members as are hereinafter described.

6. In order to provide organized social and sporting activities at the Premises, a club named OMT Club ("the Club") has been formed as a discrete part of the Society. The rules of the Club are set out in the Appendix which forms part of these Rules.

MEMBERSHIP OF THE SOCIETY

7. (a) There shall be three classes of membership of the Society: **ORDINARY** membership, **ASSOCIATE** membership and **CLUB ASSOCIATE** membership.

(b) The following persons shall be eligible for **ORDINARY** membership of the Society:-

(i) Anyone who has been educated at Merchant Taylors' School, Sandy Lodge, Northwood, Middlesex.

(ii) Anyone who has been educated at Merchant Taylors' School for Boys, Crosby, Lancashire ("MTS Crosby").

(iii) A member of the Court and/or Livery of the Merchant Taylors' Company.

(iv) Any person who is, or has been employed by the School or by MTS Crosby.

(c) The following shall be eligible for **ASSOCIATE** membership of the Society:-

Spouses, widows, fathers, mothers, brothers, sisters, sons and daughters of persons eligible for ordinary membership of the Society, also, whether or not otherwise eligible, past and/or present participants in any regular sporting activity approved by the General Committee of the Society as hereinafter constituted.

(d) The following persons shall be eligible, free of charge but with limited rights, for **CLUB ASSOCIATE** membership of the Society:-

Paid up Full members, as hereinafter defined, of the Club.

8. (a) Every candidate for **ORDINARY**, **ASSOCIATE** and **CLUB ASSOCIATE**

membership of the Society, except for a candidate under Rule 7(b)(i) who shall automatically be eligible for membership, must be proposed by one ordinary member of the Society elected under Rule 7(b)(i) and the proposal must be seconded by another ordinary member elected under Rule 7(b)(i) and both vouching for the fitness of the candidate for membership. The name and address of every candidate proposed for **ORDINARY** membership, **ASSOCIATE** membership or **CLUB ASSOCIATE** membership, together with, except for a candidate under Rule 7(b)(i), the names of his proposer and seconder, shall, for a period of at least two clear days before such candidate is elected, be posted at the Society's Headquarters in the manner prescribed in Rule 40.

(b) Subject as aforesaid, admission to membership shall be either by the Society in General Meeting, or by the General Committee of the Society. No reason shall be given to any candidate in the event of the refusal of his application.

(c) No person shall be admitted to membership until, having been elected as provided in this Rule, he shall have paid to the Honorary Treasurer the entrance fee prescribed from time to time and his first annual subscription and shall have signed an undertaking to comply with these Rules of which he shall first receive a copy.

(d) No person shall be admitted to membership or be admitted as a candidate for membership to any of the privileges of membership without an interval of at least two clear days between his nomination or application for membership and his admission. No person becoming a member without prior nomination or application, may be admitted to the privileges of membership without an interval of at least two clear days between his becoming a member and his admission.

(e) Subject to the other requirements of this Rule, Life Members of the Society and Life 30 Members shall be admitted as ordinary members of the Society upon such special terms as the General Committee of the Society shall from time to time determine. Such special terms may include provision that Life membership and Life 30 membership subscriptions shall only be refunded at the discretion of the General Committee. Life 30 membership shall cover the period from ceasing to be a pupil at the School until age 30 years.

RIGHTS AND PRIVILEGES OF MEMBERS

9. An **ORDINARY** member of the Society shall be entitled to:-

(a) Attend and vote at a General Meeting of the Society in accordance with Rule 21.

(b) Join the Club either as a Full member of the Club on payment of the appropriate subscriptions or as an Occasional member of the Club without payment of an additional subscription provided that an Occasional member shall not be permitted to make use of the premises and facilities of the Club on more than five occasions in any one financial year of the Society.

- (c) Receive a copy of the News Sheet.
- (d) Receive Society Notices.

10. **ASSOCIATE** members shall be entitled to all the rights and privileges of **ORDINARY** members but they shall not be eligible to be chairman either of the Society, the Club Committee or of the Bar Committee, as defined in Rules 20 and 21 below nor to vote at a General Meeting of the Society. For the avoidance of doubt, **ORDINARY** members shall always constitute a majority of the General Committee. **CLUB ASSOCIATE** members shall be entitled only to join the Club without payment of the subscription payable to the Society by **ORDINARY** and **ASSOCIATE** members but shall have none of the other rights of those members.

11. Any member may resign his membership by giving to the Honorary Secretary at the Headquarters of the Society notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from the First day of October next following the receipt thereof. Any member giving such notice after the First day of July in any year shall be liable to pay his subscription for the following year.

OFFICERS

12. There shall be a Chairman, an Honorary Secretary and an Honorary Treasurer and such other Officers of the Society as may be appointed by the Society from time to time in General Meeting, or co-opted by the General Committee. Every Officer shall be appointed from among ordinary members of the Society. They shall all go out of office in every year, but shall be eligible for re-election.

MANAGEMENT OF THE SOCIETY

13. The affairs of the Society in all matters, not in these rules reserved for the Society in General Meeting, shall be managed by the General Committee of the Society.

14. The General Committee shall consist of the following persons, all of whom shall be elected from among ordinary members of the Society in General Meeting:

- (i) The Officers;
- (ii) Up to Twelve members of the Society, at least one of whom shall be one of the Trustees of the Society;
- (iii) Up to three representatives of the School nominated by the Headmaster.
- (iv) The chairman of the OMT Club and the chairman of its Bar Committee. In the event that both these positions are held by the same person, an additional representative of OMT Club may be nominated by the OMT Club Committee.

15. The General Committee may appoint sub-committees from among members of the Society for such purposes and on such terms as it may deem appropriate.

16. The General Committee shall have power at any time and from time to time to fill any casual vacancy among the Officers and General Committee of the Society from among Ordinary members of the Society, but the Ordinary member, so filling the vacancy, shall retire at the Annual General Meeting next following his co-option and shall be eligible for re-election.

17. The General Committee may in addition to the Officers and members of the General Committee elected at the Annual General Meeting co-opt not more than three additional members from among the Ordinary members of the Society, but such co-opted members shall without prejudice to their reappointment retire from office at the conclusion of the Annual General Meeting next following their appointment.

18. The Chairman, the Honorary Secretary, the Honorary Treasurer and every Officer and member of the General Committee of the Society and any member of a sub-committee formally appointed by the General Committee of the Society shall act in all matters in accordance with the directions of the General Committee of the Society and subject thereto except in the case of fraud or culpable negligence shall be entitled to a full indemnity with recourse to all assets of the Society in respect of any liability imposed upon him or incurred by him in his respective capacity or as a result of his office or as a result of any act undertaken by him at the request or with the approval of the General Committee.

19. The quorum for a General Committee meeting shall be five, for a Club Committee meeting four, and for any other sub-committee meeting three.

MANAGEMENT OF THE CLUB

20. The General Committee shall form a sub-committee (“the Club Committee”) comprised of no more than ten Ordinary or Associate members of the Society to organize and supervise the activities of the Club and to consider and approve applications for membership of the Club from those who are paid-up Ordinary or Associate members of the Society or those who choose to become Club Associate members of the Society.

21. The General Committee shall form a further sub-committee (“the Bar Committee”) from among members of the Society aged not less than eighteen years to supervise the supply of alcoholic beverages to members of the Club and their guests at the Premises. The Bar Committee shall cooperate with the Club Committee but shall be responsible to the General Committee.

22. The General Committee in consultation with the members of the Club Committee shall appoint the Chairman of the Club Committee and the chairman of the Bar Committee both of whom shall be Ordinary members of the Society. The General Committee shall have power to confirm the appointment of the Honorary Secretary, Honorary Treasurer and other members of the Club Committee and the members of the Bar Committee all of whom shall first be nominated by the members of the Club at the Annual General Meeting of the Club.

23. If, during the year, a vacancy should occur as the result of the death or resignation of a member of the Club Committee or of the Bar Committee, the General Committee shall confirm the appointment of another member of the Club recommended by the Club Committee to fill the vacancy but the member so appointed shall retire at the next Annual General Meeting of the Club and be eligible for re-nomination.

24. The Club Committee shall be responsible to the General Committee for:

(i) supervision of the conduct and functioning of all sporting and social activities carried on at the Premises or carried on elsewhere at the School by the Society and/or the Club

(ii) compliance with the terms of the Licence to Occupy,

(iii) operation and maintenance of any licence granted to the Society for the supply of alcoholic liquor and/or the conduct of entertainment (“the Bar Licence”),

(iv) in co-operation with the Treasurer of the Society, maintenance of full and proper accounting records of the income and expenditure, assets and liabilities of the Club, to which

records the Honorary Treasurer of the Society shall have unrestricted access.

25. The Appendix to these rules setting out the Rules of the Club is a byelaw made by the General Committee. Notwithstanding the requirements of Rule 53, the Rules of the Club may be varied or revoked at any time by the General Committee as permitted by Rule 49 for a byelaw, provided that, unless delay might give rise to a significant adverse consequence for the Society, the General Committee shall always consult with the Club Committee and if appropriate with the members of the Club before giving effect to such a change.

TRUSTEES

26. There shall be four Trustees of the Society who shall be appointed from time to time as necessary by the Society in General Meeting from among ordinary members who are willing to be so appointed. A Trustee shall hold office until he shall resign by notice in writing given to the General Committee, or until a resolution removing him from office shall be passed at a General Meeting of the Society.

27. All property of the Society including land and investments shall be held for the exclusive benefit of the Society by the Trustees for the time being in their own names or in the names of not fewer than two of them or in the name of a nominee company approved by the General Committee. On the death, resignation or removal from office of a Trustee, the General Committee shall take steps to procure the appointment by the Society in General Meeting of a new Trustee in his place; and shall as soon as possible thereafter take all lawful and practicable steps to procure the vesting in the names of the Trustees as constituted after the said appointment of all property of the Society not held in the name of an approved nominee company.

28. The Trustees shall in all respects act in regard to any property of the Society held by them in accordance with the directions of the General Committee; and in compliance with the directions of the General Committee shall have power to sell, lease, mortgage or pledge any Society property for the purpose of raising or borrowing money for the benefit of the Society.

29. The Trustees shall each be entitled to a full indemnity with recourse to all assets under their control in respect of any liability imposed upon them or incurred by them in their capacity or as a result of their position as Trustees or any act or omission by them in performing their duties as Trustees or as a result of any act undertaken by them at the

request of or with the approval of the General Committee.

SUBSCRIPTIONS

30. (a) The entrance fee shall be such sum as the General Committee may from time to time determine. The annual subscription shall also be determined from time to time by the General Committee. At the discretion of the General Committee a member may be allowed to pay a reduced subscription for the whole of or any period less than a year.

(b) Annual subscriptions shall be payable on election or admission, and thereafter without demand on the first day of October in every year. The General Committee may terminate the membership of any member whose annual subscription remains unpaid for two months after the due date.

(c) In consultation with the General Committee, the Club committee may set an additional subscription or subscriptions payable by members of the Club other than Occasional members of the Club (Rule 9(b)) for whom the General Committee will allocate and pay to the Club a part of the annual subscription of those members of the Society.

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FINANCE AND ACCOUNTS

31. (a) The financial year shall end on the 31st day of August in each year.

(b) The income and property of the Society and all money received by or on behalf of the Society shall be applied solely towards the furtherance, promotion and execution of the objects of the Society and no portion thereof shall be paid by way of dividend or distribution to any member of the Society, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Society, or to any member of the Society, or other person or persons for services actually rendered by him or them to the Society.

(c) All moneys payable to the Society shall be received by the Honorary Treasurer or such other Officer, person or Bank as shall be appointed by the General Committee to receive the same. All funds belonging to the Society shall (unless invested) be deposited in a banking account in the name of the Society and no sum shall be drawn or paid from this account except in accordance with arrangements approved by the General Committee. Any funds not required for immediate use may be invested by the General Committee as herein authorised.

(d) Reasonable office, travelling and subsistence expenses incurred by officers and members of the Society or by any person duly authorised by the Society may be paid by the Society. Rates of allowance shall be fixed by the Society from time to time. All claims for expenses must be sent to the Honorary Treasurer who may require such evidence and/or information in regard thereto as he may think fit.

(e) Funds belonging to the Society may be invested in any part of the world in or upon such shares, stocks (including shares or stocks of a limited Company established by or under the control of the Society for trust or other purposes), funds, securities, investments and property real and personal, freehold or leasehold and including loans to a club or limited company established by or under the control of the Society upon such terms and conditions (if any) with or without interest and/or security as the General Committee shall think fit and in all respects as if the General Committee were the sole beneficial owners thereof.

(f) Except as provided in sub-paragraph (h) of this Rule, the General Committee may deal with the said investments as if they were the sole beneficial owners thereof and without prejudice to the generality of this power may borrow or request the Trustees to borrow for the general purposes of the Society such sums as may be required by it at a rate of interest not exceeding ten per centum per annum or five per centum above Bank of England Base Rate, whichever is the higher, and may charge or authorise the Trustees to charge the payment of the sum upon any property under the control of the Trustees.

(g) The General Committee shall cause full and proper accounting records to be kept of the income and expenditure, assets and liabilities of the Society and shall place before the members of the Society at each Annual General Meeting an audited Income and Expenditure Account and Balance Sheet ("the Statement of Accounts") made up to the end of the previous financial year, together with a report upon the operations of the Society and the Club in that financial year ("the Annual Report"). Separate accounts shall be maintained for the income and expenditure, assets and liabilities of the Club but so that those accounts form part of the accounts of the Society.

(h) Any sum received by the Society out of the proceeds of the sale of Durrants shall after defraying any expenses and taxation associated with the origin and receipt of the sum be held by the Trustees in an account to be invested in accordance with sub-paragraph (e) of this Rule but separately from all other funds of the Society together with accruing gains and income less taxation arising from those investments. Income arising from the investments may be applied by the General Committee for general purposes. An investment policy shall be set which seeks at least to maintain the purchasing power of the capital sum(s) from the sale of Durrants.

AUDITOR

32. An Auditor shall be appointed in accordance with rule 33(iv) and shall hold office until the Annual General Meeting following appointment. The Auditor shall not hold any other office in the Society. A vacancy occurring in the office of Auditor during the year shall

be filled by the General Committee.

GENERAL MEETINGS

33. The Annual General Meeting of members of the Society shall be held once in every calendar year and there shall not be more than fifteen months between one Annual General Meeting and the next. The Annual General Meeting shall transact the following business:-

- (i) To receive and if approved to adopt the Annual Report and the Statement of Accounts to the end of the last preceding financial year.
- (ii) To elect the Officers and other members of the General Committee.
- (iii) To elect a President and (if it thinks fit) one or more Vice-Presidents and Honorary Life Members of the Society as hereinafter provided.
- (iv) To elect an Auditor (an individual or a firm) who must under the provisions of the Companies Acts be eligible for appointment under the rules of the recognised supervisory body of which he is a member.
- (v) To deal with any special matter which the General Committee desires to bring before the members and to receive and consider suggestions from the members for consideration by the General Committee.

34. An Extraordinary General Meeting of the Society may be called at any time by the General Committee and shall be so called within forty-eight days of receipt by the Honorary Secretary of a requisition in writing signed by not less than one hundred ordinary members of the Society stating the purpose for which such meeting is desired and setting out any resolution which it is desired to propose thereat. No business shall be transacted at such meeting other than that specified in the requisition and no amendment to any resolution proposed at the meeting shall be allowed. The Chairman of the meeting shall be nominated by the General Committee.

35. Any resolution for consideration at a General Meeting must be received in writing by the Honorary Secretary in writing, not less than fourteen days before the date appointed for the meeting. The General Committee may direct that any resolution which appears to them to be scandalous or vexatious or contrary to the provisions of these rules shall not be placed upon any agenda or discussed at any meeting. Any motion validly put by members to a General Meeting shall, if it seeks to overturn a decision of the General Committee, require a majority of two thirds of those present and eligible to vote (including proxies).

36. The quorum for any General Meeting shall be ten.

37. The chairman of a General Meeting at his sole discretion shall have power to adjourn the meeting to a date and time not less than one month and not more than two months after the adjourned meeting. Notice of the adjourned meeting and its purpose shall be sent to every member as prescribed in Rule 41.

NOTICES

38. It shall be the responsibility of each member to notify the Honorary Secretary in writing at the Headquarters of the Society the private address of the member, or some other address either postal or electronic at which communications may be addressed to the member and to keep the Honorary Secretary informed of any change in that address. The General Committee may offer members the option of receiving notices in electronic form but unless so requested in writing by the member notices shall be sent by post in paper form. Notices and communications to the address provided by the member shall be deemed a proper notification to the member whether or not seen by the member.

39. It shall not be necessary to send any notice intended for members generally to any member, by post or otherwise, except in the case of the notice convening a General Meeting.

40. All notices required by these rules and in the appendix shall be affixed in a prominent position at the Headquarters of the Society, and it shall be the duty of the Honorary Secretary of the Society to ensure that any such notice remains so exhibited throughout any period required in that behalf by or under these rules.

41. A notice convening any General Meeting shall (with the Annual Report and the Statement of Accounts in the case of the Annual General Meeting) be sent to every Ordinary and Associate member at his address last notified to the Secretary but so as to be received by any member resident in the United Kingdom no fewer than twenty-one days before the meeting. The notice shall specify the business for which the meeting has been called. Accidental omission to send such a notice or the non-receipt of the same shall not invalidate any proceedings or resolution at the meeting.

VOTING AT GENERAL MEETINGS

42. Except in the circumstances set out in Rule 45 each Ordinary member attending a General Meeting whose subscription is fully paid up to the date of the meeting shall have one vote and no more, except the Chairman, who shall have a second or casting vote in the case of an equality of votes.

43. Each Associate member whose subscription is fully paid up to the date of the meeting may attend any General Meeting and may participate in the discussions thereat but shall not be entitled to vote at such General Meeting. A Club Associate member shall not be permitted to attend a General Meeting.

44. Except as prescribed elsewhere in these Rules, a motion proposed by an Ordinary member at a General Meeting, seconded by one or more other Ordinary members and approved by more than 50% of Ordinary members entitled to vote and voting at the meeting shall be recorded as a resolution of the meeting.

45. In addition to the rights of voting given to Ordinary members by Rule 42, Ordinary members may vote by proxy at any General Meeting or adjourned General Meeting on any resolution which the General Committee shall have decided to be of sufficient importance. A proxy must be an Ordinary member of the Society.

46. If voting by proxy is to be permitted, a form of proxy shall be sent with the notice of meeting to every Ordinary member entitled to receive notices. To be valid, the proxy form signed by the member must be received by the Honorary Secretary at the Headquarters of the Society not less than 48 hours before the time appointed for the meeting.

PRESIDENTS, VICE PRESIDENTS AND HONORARY LIFE MEMBERS

47. A President shall be elected at the Annual General Meeting of the Society in recognition of the services rendered to the Society or the School. He shall hold office for one year from the last Tuesday in April or as near to that day as possible.

48. One or more vice-presidents and/or honorary life members may be elected at the Annual

General Meeting of the Society in recognition of services rendered to the Society or the School and such Vice-Presidents shall hold Office for life subject to the rules of the Society regarding membership

BYELAWS

49. The General Committee may from time to time make, vary and revoke byelaws (not inconsistent with these rules) for the regulation of the internal affairs of the Society, its sub-committees and the conduct of members and the byelaws for the time being in force shall be binding on all members. Such byelaws shall be posted as notices in a prominent position at the Society's Headquarters in accordance with the provisions of Rule 40.

CONDUCT OF MEMBERS

50. No lottery shall be promoted by any member or Officer on behalf of or in any way connected with the Society or with any entertainment event held by or in connection with the Society without the previous written authority of the General Committee.
51. The General Committee may expel any member or suspend the membership of any member whose conduct is, or has been in the opinion of the General Committee, contrary to the interests of the Society or injurious to its reputation.
52. Any person shall upon ceasing to be a member of the Society whether by resignation, expulsion or otherwise, forfeit all rights to and claim upon the Society and its property and funds.

ALTERATION OF RULES

53. These rules may be revoked, added to or altered by a majority comprising two-thirds or more of those members entitled to vote and voting either in person or, if so determined by the General Committee, by proxy at any General Meeting of the Society of which notice has been duly given under Rule 46 specifying the intention to propose the revocation, addition or alteration, together with full particulars thereof.

DISSOLUTION

54. If the number of Ordinary Members of the Society shall at any time fall below twenty five, or if at any time the Society shall pass in General Meeting by a majority comprising two-thirds or more of the members entitled to vote and voting in person and/or, if so determined by the General Committee, by proxy a resolution of its intention to dissolve, the General Committee, or failing them the Trustees, shall take immediate steps to convert into money all the property of the Society, with power to postpone or delay the conversion of any particular property if the Society in General Meeting shall so authorise. Out of the proceeds of such conversion, the General Committee or, as the case may be, the Trustees shall discharge all debts and liabilities of the Society, including the expenses of such conversion and all taxation liabilities, and any balance remaining shall be disposed of as the Society in General Meeting shall resolve; and thereupon the Society shall for all purposes be dissolved.

55. A copy of the notice convening any General Meeting under Rule 54 shall be sent by the Secretary by post to every member including every Club Associate member at his address last notified to the Secretary not less than twenty-eight days before the date appointed for the Meeting; but any accidental omission to send such copy or the non-receipt of the same shall not invalidate any proceedings or resolution.

APPENDIX: RULES OF THE OMT CLUB

The following additional rules form part of the rules of the Society, but may be varied or revoked by the General Committee in accordance with Rules 25 and 49 above. References within these additional rules to Rules not prefixed by the letter 'A' are to the Rules set out above.

NAME AND CONSTITUTION

A1. The name of the Club shall be “OMT Club”, herein referred to as “the Club”.

A2. The Club is an integral part of the Society supervised and operated by a sub-committee of the General Committee of the Society. The members of the Club shall not be liable to contribute to any shortfall in the funds of the Club except in the special circumstances described in Rule A30.

A3. The premises of the Club shall be those made available to the Society designated in Rule 3. The Headquarters of the Club shall be the same as the Headquarters of the Society set out in Rule 2.

OBJECTS

A4. The objects of the Club shall be the furtherance of non-political, sporting, social and recreational activities at the Premises for the benefit of those members of the Society who are admitted as members of the Club and their guests and all such other lawful things as are incidental or conducive to the attainment of these objects.

MEMBERSHIP

A5. Any paid up Ordinary or Associate member of the Society may apply to the Club Committee in accordance with Rule 20 to become a member of the Club. No reason shall be given to any candidate in the event of the refusal of his application. No person who is not either a paid up Ordinary or Associate member of the Society or a Club Associate member of the Society may apply to become or remain a member of the Club.

A6. (a) There shall be two categories of membership – Full and Occasional. Occasional membership shall be available only to paid up Ordinary members of the Society (Rule 7(b)).

(b) A Full member of the Club on payment of the annual subscription set by the Club Committee for each financial year of the Club may enjoy the benefits and privileges of the Club set out in Rule A9 while he remains a Full member of the Club.

(c) An Occasional member of the Club may visit the Premises without charge and make use of the facilities of the Club on not more than five occasions in any one financial year but shall not enjoy any other benefits or privileges of membership of the Club.

A7. Any member may resign his membership by giving to the Honorary Secretary of the Club at the Headquarters of the Club notice in writing to that effect. Every such notice shall, unless otherwise expressed, be deemed to take effect as from the first day of October next following the receipt thereof. Any member giving such notice after the first day of July in any year shall be liable to pay his subscription for the following year. Any person shall, upon ceasing to be a member of the Club whether by resignation, expulsion or otherwise, forfeit all rights to and claim upon the Club and the Society and their property and funds.

A8. The Club Committee may expel any member or suspend the membership of any member of the Club whose conduct is, or has been in the opinion of the Club Committee, contrary to the interests of the Club or injurious to its reputation but the member shall have the right to appeal to the General Committee of the Society. The decision of the General Committee shall be final.

RIGHTS AND PRIVILEGES OF MEMBERSHIP

A9. A Full member shall be entitled to:

- (i) visit the premises of the Club and use its facilities, provided that any member under the age of eighteen years may do so only if accompanied and supervised by his parent or a properly accredited representative of the parent, each of whom must be a member of the Club.
- (ii) apply to join one or more of the Club sections which organize team sports and/or other activities and, if accepted, and upon payment of any further subscription and/or fees determined by the Club Committee, participate in any sport or activity arranged by the Club or by a section of the Club.
- (iii) attend and vote at General Meetings of the Club.
- (iv) receive notices and communications from the management of the Club and from the sections joined by the member.
- (v) invite onto the Premises of the Club no more than six bona fide guests on any one occasion save that no member may be accompanied by the same guest on more than five occasions during any financial year of the Club and no guest under the age of eighteen years may enter the premises of the Club or use its facilities unless accompanied and supervised by his parent or a properly accredited representative of the parent, each of whom must be a member of the Club.

A10. Any member of either the Club Committee or the Bar Committee shall have power to seek confirmation that a member or guest under the age of eighteen years is properly accompanied for the purposes of Rule A9 and if not so satisfied may ask the member or guest to leave the Premises.

MANAGEMENT OF THE CLUB

A11. The Club shall be managed by the Club Committee (Rule 20). The Club Committee may appoint sub-committees from among the members of the Club to assist in the supervision and operation of the Club and its sporting activities with or without a representative of the sub-committee on the Club Committee.

A12. Conditional upon continuing compliance by the Club with the provisions of Rule 24 of the Society and upon acceptance of the undertakings and obligations contained in the Licence to Occupy and in the Bar Licence, the Society shall grant to the Club the rights and benefits of the Licence to Occupy and the Bar Licence including full use of the Premises and other facilities made available in the Licence to Occupy but reserving to the Society the right at all times to enter and use the Premises as its Headquarters.

A13. The Club Committee shall manage the affairs of the Club on behalf of the General Committee of the Society and, provided that it does not call upon or commit the General Committee to introduce funds to cover the running costs, liabilities and obligations of the Club, including those arising from any service charge payable to the School and from replacement of the equipment used by the Club, the General Committee so far as practicable shall not interfere with the running of the Club.

A14. The Club Committee shall make regular reports to the General Committee not less than three times in each financial year detailing its financial position, its activities and its future plans. Not later than eight weeks after the end of the financial year of the Club, the Club Committee shall deliver to the General Committee a similar report together with a financial statement for the full financial year.

FINANCE

A15. The financial year of the Club shall end on the 31st day of August in each year.

A16. The income and property of the Club and all funds received by or on behalf of the Club shall be applied solely towards the furtherance, promotion and execution of the objects of the Club and no portion thereof shall be paid by way of dividend or distribution to any member of the Club or of the Society, provided that nothing herein expressed or contained shall prevent the payment in good faith of remuneration or expenses or both to any officer or servant of the Club, or to any member of the Club, or other person or persons for services actually rendered by him or them to the Club.

A17. The income and assets of the club are the property of the Society but shall not be remitted unconditionally to the Society unless and until the Club is dissolved. All money payable to the Club shall be received by the Honorary Treasurer of the Club or such other person as shall be appointed by the General Committee of the Society to receive the same and lodged in a bank account in the names of the Society and the Club. No sum shall be drawn or paid from this account except in accordance with arrangements approved by the General Committee. If funds are held by the Club for which the Club has no immediate use, the funds shall be loaned to the Society on such terms as the Club Committee and General Committee may agree and forthwith be invested by the General Committee as provided in Rule 31(e).

A18. The Club Committee in collaboration with the Honorary Treasurer of the Society shall cause true and proper accounting records to be kept of the income and expenditure, assets and liabilities of the Club. The Honorary Treasurer of the Society shall have unrestricted access to the accounting records which on request shall be made available to the Auditor appointed under Rule 33(iv). The Club Committee shall place before the members of the Club at each Annual General Meeting of the Club an Income and Expenditure Account and Balance Sheet made up to the end of the previous financial year ("the Club Statement of Accounts"), together with a report upon the operations of the Club in that financial year ("the Club Annual Report"). The Club Statement of Accounts shall make clear the ultimate interest of the Society in the assets and property of the Club.

MEETINGS

A19. The quorum for a general meeting of the Club shall be ten, for a meeting of the Club Committee four, and for a sub-committee meeting three.

A20. The Annual General Meeting of members of the Club shall be held once in every calendar year not more than fourteen days before the annual general meeting of the Society and there shall not be more than fifteen months between one Annual General Meeting and the next. The Annual General Meeting shall transact the following business:

- receive and if approved adopt the Club Annual Report and the Club Statement of Accounts to the end of the last preceding financial year
- approve the nomination of the Honorary Secretary and Honorary Treasurer and members of the Club Committee for approval and appointment by the General Committee of the Society
- deal with any special matter which the Club Committee desires to bring before the members and receive and consider suggestions from the members for consideration by the Club Committee.

A21. An Extraordinary General Meeting of the Club may be called at any time by the Club Committee or by the General Committee and shall be so called within forty-eight days of receipt by the Honorary Secretary of the Club of a requisition in writing signed by not less than twenty Full members of the Club stating the purpose for which such meeting is desired and setting out any resolution which it is desired to propose thereat. No business shall be transacted at such meeting other than that specified in the requisition and no amendment to any resolution proposed at the meeting shall be allowed. The Chairman of the meeting shall be the Chairman of the Club Committee or such other person as the Club Committee shall nominate.

NOTICES

A22. A notice convening any General Meeting (with the Club Annual Report and the Club Statement of Accounts in the case of the Annual General Meeting) shall be sent to all Full members of the Club at the address of the member last notified to the Secretary so as to be received by any Full member resident in the United Kingdom no fewer than twenty-one days before the meeting and shall specify the business for which the meeting has been called. The Club Committee may offer members the option of receiving notices in electronic form but unless so requested in writing by the member notices shall be sent by post in paper form. An accidental omission to send such a notice or the non-receipt of the same shall not invalidate any proceedings or resolution.

A23. It shall be the responsibility of each member of the Club to notify the Honorary Secretary of the Club in writing at the Headquarters of the Club the private address of the member, or some other address either postal or electronic at which communications may be addressed to the member and to keep the Honorary Secretary informed of any change in that address. The Club Committee may offer members the option of receiving notices in electronic form but unless so requested in writing by the member notices shall be sent by post in paper form. Notices and communications to the address provided by the member shall be deemed a proper notification to the member whether or not seen by the member.

VOTING AT GENERAL MEETINGS

A24. Except in the circumstances set out in rule A26, each Full member attending a General Meeting whose subscription is fully paid up to the date of the meeting shall have one vote and no more, except the Chairman of the Club Committee, who shall have a second or casting vote in the case of an equality of votes.

A25. Except as prescribed elsewhere in these Rules, a motion proposed by a Full member at a General Meeting, seconded by one or more other Full members and approved by more than 50% of Full members entitled to vote and voting at the meeting shall be recorded as a resolution of the meeting.

A26. In addition to the rights of voting given to Full members by Rule A24, Full members may vote by proxy at any General Meeting or adjourned General Meeting on any resolution which the Club Committee shall have decided to be of sufficient importance. A proxy must be a Full member of the Club.

A27. If voting by proxy is to be permitted, a form of proxy shall be sent with the notice of meeting to every Full member entitled to receive notices. To be valid, the proxy form signed by the member must be received by the Honorary Secretary of the Club at the Headquarters of the Club not less than 48 hours before the time appointed for the meeting.

DISSOLUTION

A28. If the General Committee withdraws or determines to withdraw the rights and benefits granted to the Club by Rule A12, the General Committee, acting with the Club Committee, shall immediately call a General Meeting of Full members of the Club to explain the decision and to listen to representations from members of the Club. Thereafter, unless the General Committee varies its decision, the General Committee shall take possession of the assets and property of the Club and discharge its liabilities.

A29. In the event that the Club Committee resolves that it can no longer manage the Club in accordance with these rules, it shall immediately inform the General Committee and call a meeting of the Full members of the Club to recommend to the General Committee that the Club be dissolved. If the Full members of the Club agree to the recommendation of the Club Committee, the General Committee shall thereafter take possession of the assets and property of the Club and discharge its liabilities.

A30. If, in the event of dissolution of the Club for any reason, the liabilities of the Club should exceed the realized value of the assets of the Club, the General Committee shall have recourse to the Full members of the Club but not to Occasional members of the Club, to make good the shortfall.

END

To be initialled by the chairman of the meeting if these new rules are approved by the meeting of members of the Society on

9 March, 2011