

OLD MERCHANT TAYLORS' SOCIETY

RULES

(incorporating amendments to 21st March 2006)

INTRODUCTION

1. The Society shall be known as "Old Merchant Taylors' Society" and shall consist of a number of sections which may be formed from time to time at the discretion of the Society.
2. The Headquarters of the Society shall be at Durrants, Croxley Green, Rickmansworth, Hertfordshire, WD3 3ND, or such other address as the Society may in General Meeting determine.

OBJECTS

3. The objects of the Society shall be:-
 - a) The furtherment of non-political, sporting, social and recreative activities for the benefit of its members.
 - b) To operate and supervise or act as proprietor of any subsidiary associated or affiliated Society Club or other body.
 - c) To co-operate with other bodies having similar or sympathetic aims 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.
4. The Society shall be a Members' Club and shall consist of ordinary members and associate members as are hereinafter mentioned.

MEMBERSHIP

5. (a) There shall be two classes of membership of the Society:-

ORDINARY membership and **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. (Formerly at Charterhouse Square, E.C.1.)
 - (ii) Anyone who has been educated at Merchant Taylors' School for Boys, Crosby, Lancashire.
 - (iii) Members of the Court and Livery of the Merchant Taylors' Company.
 - (iv) Any person who is, or has been, a Master of Merchant Taylors' School, Sandy Lodge or Crosby.
- (c) The following persons 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 as hereinbefore defined, also members of Durrants Club Limited who have paid at least three years continuous subscription to either O.M.T. Football Club, O.M.T. Cricket Club, O.M.T. Hockey Club or O.M.T. Squash Club.
- (d) Every candidate for ordinary and associate membership of the Society other than ordinary members falling within category 5 (b) (i) above who shall automatically be eligible for membership, must be proposed by one ordinary member of the Society falling within category 5 (b) (i) and the proposal must be seconded by another ordinary member falling within category 5 (b) (i) and both vouching for the candidate's fitness for membership. The name and address of every candidate proposed for ordinary membership (other than aforesaid) and associate membership, together with 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 27.
- (e) 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.
6. No person shall be admitted to membership until, having been elected as provided in Rule 5 (d) he shall have paid to the Honorary Treasurer the entrance fee prescribed from time to time and his first annual subscription.
7. 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 persons 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.

LIFE MEMBERS

8. Existing Life Members of the Merchant Taylors' School Club and the Old Merchant Taylors' Sports Club, new Life Members 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.

RIGHTS AND PRIVILEGES OF MEMBERS

9. **ORDINARY** members 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 Durrants Club as occasional members without payment of an additional subscription.
 - (c) Receive copies of The News Sheet.
 - (d) Receive Society Notices and Notices of the section or sections of which he is a member.

ASSOCIATE members shall be entitled to all the rights and privileges of ordinary membership except that they shall not be qualified to be Officers or Members of the General Committee and Membership Sub-Committee of the Society or to vote as ordinary members at a General Meeting of the Society in accordance with Rule 21.

10. Any member may resign his membership by giving to the Honorary Secretary 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. Provided that 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

11. There shall be a Chairman, an Honorary Secretary and 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 pursuant to Clause 12 below. 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.

COMMITTEE

12. 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 which shall consist of the following persons, all of whom shall be elected in General Meeting:
- (i) The Officers.
 - (ii) Up to EIGHT members of the Society, one of whom shall be one of the Trustees of the Society.
 - (iii) A representative of Merchant Taylors' School, Northwood, aforesaid nominated by the Headmaster.
 - (iv) An ordinary member to represent the interests of younger members of the Society. (As amended 1985)
 - (v) The Chairman of the Council of Management of Durrants Club Ltd. (As amended 1983)

The General Committee shall appoint a Membership Sub-Committee comprised of ordinary members of the Society to consider and approve applications for membership of Durrants Club. The General Committee may appoint additional Sub-Committees from among members of the Society for such purposes as it may deem appropriate.

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.

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.

13. 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 shall be entitled to a full indemnity with recourse to all assets of the Society in respect of any liability imposed upon them or incurred by them in their respective capacities or as a result of their offices or as a result of any act undertaken by them at the request or with the approval of the General Committee.
14. The quorum for a General Meeting shall be ten, for a General Committee meeting five and a Sub-Committee three.

TRUSTEES

15. 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 by a majority comprising two thirds of the members present and entitled to vote.
16. All property of the Society including land and investments shall be held by the Trustees for the time being in their own names or in the names of not fewer than two of them so far as necessary and practicable for the use and benefit of the Society. 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 of all Society's property in the names of the Trustees as constituted after the said appointment.
17. The Trustees shall in all respects act in regard to any property of the said Society held by them in accordance with the directions of the General Committee; and 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 in compliance with the General Committee's directions, but no purchaser, lessee or mortgagee shall be concerned to enquire whether such direction has been given.
18. 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

19. 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.

Annual subscriptions shall be payable on election or admission as provided in Rule 6, 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.

FINANCES AND ACCOUNTS

20. (a) The financial year shall end on the 30th day of September 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, bonus or profit 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 from this account except by cheque signed by such person or persons as the General Committee shall direct. Any moneys not required for immediate use may be invested by the General Committee as herein authorised. The General Committee shall cause true accounts to be kept of the receipts, expenditures, assets, credits and liabilities of the Society and shall place before the members of the Society at each Annual General Meeting a properly audited Account and Balance Sheet made up to the end of the previous financial year.
- (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 and he may require such evidence and/or information in regard thereto as he may think fit.
- (e) Any 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 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) 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 minimum lending 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.

GENERAL MEETINGS

21. (a) 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 an audited statement of the 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) Vice-Presidents 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.
- (b) 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 twenty ordinary members of the Society stating the purpose for which such meeting is desired and setting out any resolution which 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.
- (c) A notice convening any General Meeting shall (with the Annual Report and audited Accounts of the Society in the case of the Annual General Meeting) be sent to all members not less than twenty-one days before the meeting and shall specify the business for which the meeting has been called.

Votes at a General Meeting may be cast as follows:-

- (i) Each ordinary member whose subscription is fully paid up to 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.

- (ii) 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.
- (d) Any resolution for consideration at any General Meeting must be received by the Honorary Secretary 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.
- (e) A copy of the Notice convening any extraordinary General Meeting or any General Meeting under this Rule shall be sent by the Secretary by post to every member at his address last notified to the Secretary under Rule 27 not less than 21 days before the date appointed for the meeting but any accidental omission to send such a copy or the non-receipt of the same shall not invalidate any proceedings or resolution.

PRESIDENTS AND VICE PRESIDENTS

22. A President shall be elected at the Annual General Meeting of the Society in recognition of the services rendered to the Society or Merchant Taylors' Schools. He shall hold office for one year from the last Tuesday in April or as near to that day as possible (amended 1983).

Vice-Presidents may be elected at the Annual General Meetings of the Society in recognition of services rendered to the Society or Merchant Taylors' Schools and such Vice-Presidents shall hold Office for life subject to the rules of the Society regarding membership.

BYELAWS

23. 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 27.

CONDUCT OF MEMBERS

24. 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.

25. 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.
26. 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.

NOTICES

27. Each member shall keep the Honorary Secretary informed at the Honorary Secretary's Office at the Society's Headquarters of that member's private address, or of some other address at which communications may be addressed to him.

Nevertheless, 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 for any of the purposes of Rules 21 and 29.

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

ALTERATION OF RULES

28. These rules may be revoked, added to or altered by a majority comprising two-thirds or more of those present entitled to vote and voting in person or by proxy at any General Meeting of the Society of which notice has been duly given under Rule 21 specifying intention to propose the revocation, addition or alteration, together with full particulars thereof.

DISSOLUTION

29. If the number of members of the Society shall at any time fall below twenty, or if at any time the Society shall pass in General Meeting by a majority comprising two-thirds or more of the members present and entitled to vote 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 however 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 Trustees shall discharge all debts and liabilities of the Society, including the expenses of such conversion and all taxation liabilities, and any balance remaining in their hands shall be disposed of by them as the Society in General Meeting shall resolve; and thereupon the Society shall for all purposes be dissolved.

A copy of the notice convening any General Meeting under this rule shall be sent by the Secretary by post to every member at his address last notified to the Secretary under Rule

27 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.

AUDITORS

30. The Auditors 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.

PROXY VOTES FOR ORDINARY MEMBERS

31. In addition to the rights of voting given to ordinary members by Rule 9 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.