

The Marlburian Club Constitution and Rules (October 2021)

I. Name

- (i) The name of the Club shall be 'The Marlburian Club'. In these Rules it is referred to as 'the Club'.
- (ii) The term 'Member' or 'Members' shall mean those persons who are members of the Club in accordance with the provisions of Rules 3 or 4 below.
- (iii) The term 'Old Marlburian' shall mean any person who has at any time been a pupil at Marlborough College or Marlborough College Malaysia.

2. Objects

The objects of the Club are:

- (i) The promotion of friendly relations between Members.
- (ii) The organisation of events, sports, societies, professional groups and other networking events (in these Rules called Activity or Activities) for Members.
- (iii) The assistance of Marlborough College and Marlborough College Malaysia, needy Old Marlburians and their families, and such other purposes in the interests and in the memory of Old Marlburians as the Committee and the Trustees of the Marlburian Club Charitable Funds may think proper.
- (iv) To support the charitable objectives of The Foundation.
- (v) The furtherance generally of the interests and prosperity of Marlborough College and Marlborough College Malaysia, the pupils of those schools and Members.

3. Membership

- (i) A pupil on behalf of whom the Life Subscription has been paid shall become a Member on completion of the Upper Sixth form year at Marlborough College or Marlborough College Malaysia.
- (ii) Any pupil who does not complete the Upper Sixth Form year at Marlborough College or Marlborough College Malaysia or who has not paid the Life Subscription may apply to the Chairman of the Club to become a Member provided that such pupil has attended
 - the senior school of Marlborough College or Marlborough College Malaysia for not less than 3 years, or

- the junior school at Marlborough College Malaysia for not less than 5 years.

Such application, together with the views of the Master where relevant, shall be considered by the Committee and, if approved, that pupil shall become a Member on payment of the Life Subscription or any balance thereof that may be outstanding.

- (iii) The committee may offer membership to any member of the Common Room of Marlborough College or Marlborough College Malaysia who is of ten years standing and not an Old Marlburian.

If accepted, that Member of Common Room shall become a Member, without any subscription being payable.

4. Honorary Members

- (i) The following may be Honorary Members of the Club
- a) The Master and all past Masters of Marlborough College or Marlborough College Malaysia.
 - b) All Members of the Council of Marlborough College or Marlborough College Malaysia, who are not Old Marlburians.
 - c) Any person who, in the opinion of the Committee, has rendered conspicuous service to Marlborough College, Marlborough College Malaysia or the Club.
- (ii) An Honorary Member shall not be required to pay any subscription but, in all other respects, shall be deemed to be a Member and the Rules shall apply to such person.

5. Membership obligations

- (i) Any person who has been elected to the Club and paid the Life Subscription shall be deemed to have accepted the Rules of the Club.
- (ii) Every Member shall, from time to time, communicate their contact details to the Chairman, and all notices delivered or sent in accordance with those contact details shall be deemed to have been sufficiently served or given.

6. Misconduct

- (i) If, in the opinion of the Committee, the conduct of any Member is inappropriate, it may refer the matter to a sub-committee which shall comprise three Members of the Committee.

- (ii) Prior to any hearing by the sub-committee, the Member shall be informed of the nature of the alleged inappropriate conduct. The Member may appear in person or make any written representations to the sub-committee which shall investigate the matter.
- (iii) The sub-committee may censure or suspend membership for such period as it deems suitable or it may recommend the Member to resign.
- (iv) If the Member so recommended does not resign within one month of the date of the recommendation, the Member shall be liable to expulsion by the Committee.
- (v) If the determination of the sub-committee is not accepted by the Member, the Member may appeal to the Committee within one month thereof, by written notice to the Chairman. At the hearing of the appeal (at which those on the sub-committee shall not be present), the Member may appear in person or be represented or make written representations to the Committee whose decision shall be final.
- (vi) Any Member who returns to Marlborough College or to Marlborough College Malaysia and seriously misbehaves may be reported to the Committee by the Master.
- (vii) Any person who ceases to be a Member shall have no claim upon, or be entitled to participate in, any of the effects or property of the Club.
- (viii) Any Member who resigns or who is expelled from the Club may apply to be re-admitted after such period as the Committee shall decide.

7. The General Committee

- (i) The general management of the affairs of the Club, and its finances, and the election of Members, shall be entrusted to the discretion and be under the control of the General Committee (in these Rules referred to as "the Committee").
- (ii) The Committee shall comprise
 - (a) The President, the Chairman, the immediate Past-President, the President-Elect, and the Treasurer.
 - (b) The Trustees of the Marlburian Club Charitable Funds for the time being.
 - (c) Not more than 9 Members elected in accordance with rule 9 below.
 - (d) Such co-opted Members as the Committee shall determine. Any such Co-opted Member shall be appointed for a period of one year only, but may be again co-opted as often as the Committee think fit. Co-opted Members shall have the right to vote at meetings of the Committee

- (iii) The Committee shall hold at least four meetings annually (preferably quarterly) to transact the business of the Club. Seven Members (including Officers of the Club) shall constitute a quorum.
- (iv) Fourteen days' notice of all Committee Meetings shall be sent to every Member of the Committee.
- (v) The Committee shall present a report upon the affairs of the Club for the past year at the Annual General Meeting. The report will be published on the Club Website.
- (vi) The Committee may appoint sub-committees to exercise any of the functions of the Committee which the Committee consider would be better exercised by a sub-committee. Any sub-committee shall conform to the directions of the Committee at such intervals as the Committee shall direct. Any sub-committee may co-opt additional Members to the Committee from among the Members for such period as they may think fit.
- (vii) The Committee shall make arrangements for Minutes of all proceedings of the Club and of the Committee to be made and kept and for all notices required by these Rules to be communicated.

8. Officers of the Club

- (i) The President and the President-Elect shall be elected at the Annual General Meeting of the Club and shall hold office for one year from the date of appointment.
- (ii) Nominations for future Presidents may be sent by Members to the President of the Club. These will be considered by a Nominations Sub-Committee on whose recommendation the President will ascertain that the candidate(s) are willing to be put forward for election.
- (iii) The Chairman shall be elected at the Annual General Meeting of the Club and shall hold office for a period of three years from the date of appointment. The Chairman shall be eligible for re-election, but shall not hold office for a period longer than 6 years.
- (iv) The Treasurer shall be elected at the Annual General Meeting of the Club and shall hold office for one year from the date of appointment.
- (v) In the case of a vacancy occurring among the Officers or among the Committee, any Member may be appointed by the Committee to fill such vacancy until the next Annual General Meeting. In the case of the temporary absence of one of the Officers, the Committee may appoint one of its Members to perform their duties for the time.

9. Membership of the Committee

- (i) A maximum of nine Members shall be elected Members of the Committee at the Annual General Meeting of the Club and shall hold office for three years from the date of appointment.
- (ii) To facilitate an orderly succession, not less than three Members of the Committee shall retire annually by rotation according to priority of election. A Member of the Committee who retires under this rule shall be disqualified from being an elected Member of the Committee until one year has elapsed after their retirement.
- (iii) At the Annual General Meeting of the Club an election shall take place to replace those Members of the Committee who have retired.
- (iv) In any case where there shall not be a sufficient number of candidates, the Committee shall fill the vacancies.

10. Annual General Meeting

- (i) Subject to sub-clauses (ii) and (iii) below, the Annual General Meeting of the Club shall be held at Marlborough College on the day fixed for the Marlburian Club Day and notice thereof shall be made available to all Members not less than 28 days before the date of the meeting.
- (ii) If, in the opinion of the Committee it is necessary or would be desirable to hold the Annual General Meeting, or any other General Meeting of the Club, virtually or otherwise than in the manner and at the time and place provided by sub-clause (i), such Meeting shall be held in such manner or at such time and place as the Committee shall direct and notice thereof shall be given as provided by this Rule.
- (iii) Notice of an Annual General Meeting of the Club, or any other General Meeting of the Club, shall be published on the Club website not less than 28 days before the date of the meeting. Such notice shall specify
 - a. The date and time on which such meeting will take place,
 - b. Whether it shall take place in person or electronically,
 - c. If the meeting is to take place in person, the place at which the meeting will be held; and
 - d. The business to be conducted at such meeting, including the Resolutions to be moved.
- (iv) The report upon the affairs of the Club for the past year referred to in Clause 7(v) above and the Annual Report and Accounts of the Club referred to in sub-clause (v) hereof shall be published on the Club website not less than 14 days before the date on which the Annual General Meeting will take place.
- (v) At the Annual General Meeting, in addition to the elections prescribed by Rule 8 and 9 above, the Annual Report and Accounts of the Club shall be considered and any other business may be transacted of which notice has been received by

the President fourteen days at least before the date of the meeting or which the President permits to be brought forward.

- (vi) The President may at any time and shall upon the written requisition of any twenty-five Members give notice of a General Meeting. Such notice shall be published in accordance with, and provide the information specified in, sub-clause (iii) hereof. The business at such Meeting shall be confined to the Resolutions set out in the notice given of the meeting.
- (vii) At all General Meetings, the chair shall be taken by the President or, in their absence, by a Chair chosen for the occasion, and thirty Members present shall form a quorum.
- (viii) In the event of the votes of the Meeting being equally divided on any question, the President or, in his or her absence, the Chair shall be entitled to a casting vote in addition to their own.

11. Subscriptions

- (i) The Life Subscription shall be determined annually by the Committee, having regard to the financial requirements of the Club from time to time.
- (ii) Where the Life Subscription is paid whilst the pupil is at the College, it shall be payable in instalments (the number of instalments depending upon when the pupil joins the College) and each instalment shall be included on the account issued by the College in respect of the pupil's attendance at the College.
- (iii) Unless otherwise provided, Life Subscriptions that are due in the form of a single payment shall be paid within one month of the candidate receiving notice that his or her application to join the Club has been successful.

12. Club Income

- (i) All membership subscriptions shall be credited to a bank account in the name of the Club.
- (ii) The financial year of the Club shall commence each year on 1st April and terminate on 31st March.
- (iii) It shall be the duty of the Treasurer to ensure that there are appropriate arrangements in place for the administration and recording of the Club's financial transactions and for the preparation of annual financial statements, which shall form part of the Annual Report and shall be audited by an Auditor nominated by the Committee and appointed at the Annual General Meeting.
- (iv) All monies belonging to the Club shall, unless invested, be held in one or more accounts in the name of the Club at such bank or banks as the Committee may from time to time determine.

- (v) The Committee may from time to time decide what amount of the said monies shall be invested, such investments to be held for the benefit of the Club by appropriately authorised investment managers. Subject to any special directions of the Committee, the said monies shall be invested in such manner as the investment managers may, in their absolute discretion, think fit.

13. The Marlburian Club Charitable Funds

- (i) The Club may establish and support such trusts or charities (collectively referred to as 'The Marlburian Club Charitable Funds') as the Committee shall consider appropriate.
- (ii) As at the date of these amended Rules, the Marlburian Club Charitable Funds comprise The Marlburian Club Education Fund, the Marlburian Club College Fund and The Daubney Fund.
- (iii) The Marlburian Club Charitable Funds are governed by a scheme approved by the Charity Commissioners and dated 5th September 1997 ("the Scheme"). Such Scheme provides that there shall be not less than three nor more than six Trustees of the Charities. It also provides for the appointment, duties and powers of such Trustees. Under the term of the Scheme, any new Trustees shall be appointed by the Committee of the Club. Such appointment shall be made at a Special Meeting of the Committee (being a meeting of which not less than twenty-one days' notice shall have been given).
- (iv) The Trustees of the Charities (as at 1st October 2021) are Richard Fleck, Imran Tayabali, Steven Bishop, Jane Vyvyan, Charles Macfadyen and Ivo Darnley.

14. Club Activities

- (i) The Committee shall have the authority to approve any Activity or Activities undertaken pursuant to the objects of the Club.
- (ii) The Committee shall determine the terms and other conditions on which any Activity or Activities may be undertaken, including the name thereof.
- (iii) There shall be paid out of the general revenue of the Club in every year, after making such reasonable provision for the general purposes of the Club as the Committee think fit, such sums for the purposes of Activities organised by or on behalf of the Club as the Committee may from time to time determine.
- (iv) A Triennial Dinner of the Club, of which not less than four weeks' notice shall be dispatched to all Members, may be held at such time and place as may be fixed by the Committee.

15. General

- (i) A Trustee or an Officer of the Club shall be answerable only for losses arising from their own wilful defaults and not for involuntary acts or for acts or defaults of a co-Trustee or co-Trustees or of another Officer, nor shall any Trustee or

Officer be liable for the neglect or default of any Solicitor, Banker, Valuer or other agent reasonably employed by the Trustee or Officer.

- (ii) In any case of doubt as to the meaning or effect of any of these Rules the decision of the Committee shall be final.
- (iii) These Rules may be altered at an Annual General Meeting by Resolution in accordance with Rule 10 but not otherwise, and no such alteration shall be made unless the Resolution is supported by at least two-thirds of the Members present and voting thereon.