

THE RULES OF ST GREGORY'S SOCIETY

(As amended and published in 2021)

NAME

1. The Society shall be called St Gregory's Society and is referred to in these Rules as the " Society".

DEFINITIONS

2. In these Rules, where the context admits:-
 - (a) "Downside" and the "School" mean Downside School, Stratton-on-the-Fosse, Radstock, Somerset, BA3 4RJ.
 - (b) "Old Gregorian" means a former pupil of Downside School.
 - (c) "Council" means the Council of the Society.
 - (d) "St Gregory's" and the "Community" mean the monastic community of St Gregory the Great, Downside Abbey, Stratton-on-the-Fosse, Radstock, Somerset, BA3 4RH or such other permanent address in the United Kingdom at which such community may reside from time to time.

OBJECTS

3.
 - (1) The objects of the Society are:-
 - (a) To further the education (including social and physical training) of pupils attending Downside in accordance with the doctrines and principles of the Roman Catholic faith.
 - (b) To advance religious education in accordance with the doctrines and principles of the Roman Catholic faith.

- (c) To provide scholarships, bursaries, prizes and/or maintenance allowances at Downside or at any university, training college for teachers or any other institution of further (including professional and technical) education approved by the Council.
 - (d) To unite and associate Members of the Society, Old Gregorians, and persons who wish to support these objects in and for the purpose of doing so.
- (2) In furtherance of such objects but not otherwise, the Society may:
- (a) Collect and preserve records and memorials of persons and events connected with Downside and St Gregory's.
 - (b) Hold gatherings of Members of the Society.
 - (c) Encourage and promote social sporting and other activities among Old Gregorians and Members of the Society.
 - (d) Do all such other lawful things as may be necessary or desirable.

MEMBERSHIP

4.

- (a) The Membership of the Society shall consist of Life, Honorary and Associate Members and "Member" and "Members" shall be construed accordingly.
- (b) **Life Members** of the Society shall be every Old Gregorian who wishes to be a Member and has paid the subscription for Life Membership. Life Members shall be entitled to vote on resolutions proposed at General Meetings of the Society.
- (c) **Honorary Members** of the Society shall be:-
 - (i) All past and present members of the Community who wish to be Members.
 - (ii) All persons who have been full or part time members of the staff at Downside for fifteen consecutive years and who wish to be Members.

- (iii) Any other person who has supported St Gregory's, Downside, the Society, or the Society's objects in an outstanding way or to an outstanding degree and wishes to be a Member and who is appointed by the Council.

For the avoidance of doubt, no subscription is payable by Honorary Members, who shall not be entitled to vote on resolutions proposed at General Meetings of the Society.

- (d) **Associate Members** of the Society shall be any other person who wishes to further the Society's objects and to be a Member of the Society and is appointed by the Council and has paid the subscription for Associate Membership. Associate Members shall not be entitled to vote on resolutions proposed at General Meetings of the Society.
- (e) Such other categories as may be recommended by the Council and approved at a General Meeting of the Society.

5.

- (a) Any person wishing to become a Member (other than a Life Member or an Honorary Member) shall apply to the Honorary Secretary or the Executive Secretary who shall notify the Council at its next meeting. No reason shall be given by the Council for any candidate's failure to secure the recommendation of the Council, or appointment or election as a Member.
- (b) It shall be the responsibility of each Member to notify in writing the Honorary Secretary or the Executive Secretary of any change of address.

TERMINATION OF MEMBERSHIP

- 6. The Council shall have the right for good and sufficient reason to terminate by notice in writing the membership of any Member provided that the Member concerned shall have the right to be heard by the Council before a final decision is made.

HONORARY OFFICERS OF THE SOCIETY

7.

(a) The honorary officers of the Society shall be:-

(i) **The Patron** of the Society, who shall be the person who is the Abbot of St Gregory's from time to time. In these Rules, the "Abbot" shall include any Prior Administrator appointed in lieu of an Abbot.

The School Representative, who shall be the person who is the Head teacher of Downside from time to time.

(ii) **The President**, who shall be elected by the Life Members of the Society at the Annual General Meeting of the Society and shall hold office from the conclusion of that Annual General Meeting to the conclusion of the third Annual General Meeting following that at which he or she is elected and, in exceptional circumstances may be eligible for re-election but, in any case, not for a third term.

Vice-Presidents, who shall be elected in the same manner and for the same periods and on the same conditions as the President, save that they shall be unrestrictedly eligible for re-election. Each person designated as a Vice-President in the records of the Society at the date of the adoption of these amended Rules shall be and be treated for all purposes as being and having been (for the whole period for which such person was so designated) a Vice-President of the Society.

The Honorary Secretary, if any, who shall be elected by the Life Members of the Society present at the Annual General Meeting and shall hold office from the conclusion of that Annual General Meeting to the conclusion of the third Annual General Meeting following that at which he or she is elected and shall be eligible for re-election.

The Honorary Treasurer, who shall be elected in the same manner and for the same period and on the same conditions as the Honorary Secretary.

The Executive Secretary, if any, whose appointment and duties shall be agreed by the Council.

Honorary Vice-Presidents, who may be appointed by the Council from time to time to arrange gatherings and other appropriate activities of Members in certain

countries outside the United Kingdom. The Council may, in its absolute discretion, by notice in writing at any time remove any Honorary Vice-President from office. For the avoidance of doubt, Honorary Vice-Presidents shall not be members of the Council but may attend Council meetings by invitation of the Council.

- (b) Nominations for the offices of the President, the Vice-Presidents, the Honorary Secretary and the Honorary Treasurer shall be made by the Council. Members may make alternative nominations in writing to the Honorary Secretary or the Executive Secretary, but such nominations shall not be considered or submitted to the Annual General Meeting unless supported by the signatures of at least five Life Members.
- (c) In the event of a vacancy occurring in the offices of Honorary Secretary or Honorary Treasurer in the interval between two Annual General Meetings, the President shall, if necessary, appoint a suitable person to fill such vacancy who shall hold office until the next Annual General Meeting when they may offer themselves for election.
- (d) The Council shall have the power to fill such vacancies in the offices of the President, and the Vice-Presidents as may occur from time to time between Annual General Meetings and their nominees shall hold office until the next Annual General Meeting when they may offer themselves for election.

THE COUNCIL

- 8. The Society shall be managed by the Council in accordance with these Rules and the Council may appoint, pay and dismiss the Executive Secretary and other such administrative staff (whether or not they are Members of the Society) as the Council may, from time to time, deem necessary. No paid member of the Society's staff shall be a Councillor (as defined in Rule 9(a) below).

MEMBERSHIP OF THE COUNCIL

- 9.
 - (a) The following shall be members of the Council (together, the "Councillors" and each a "Councillor"), namely: the President; the Vice-Presidents; the Honorary Secretary; the Honorary Treasurer; the School Representative; the Elected Councillors; and (if any) the Co-opted Councillors.

- (b) **Elected Councillors.** There shall be not less than eight nor more than twelve Elected Councillors. Nominations for election as Elected Councillors shall be made by the Council. Members may make alternative nominations in writing to the Honorary Secretary or the Executive Secretary, but such nominations shall not be considered or submitted to the Annual General Meeting unless supported by the signatures of at least five Life Members. Elected Councillors shall be elected by Life Members of the Society at an Annual General Meeting for a term of three years. One third in number of the Elected Councillors shall retire annually by rotation. Elected Councillors, whether retiring by rotation from the Council or at the conclusion of their three-year term, shall be eligible for re-election but not for a third term, save in exceptional circumstances. Membership of and retirement by rotation from the Council shall be effective from the date of the Annual General Meeting each year at the conclusion of that meeting. The Honorary Secretary or the Executive Secretary shall cause the names of all duly nominated candidates for election as Elected Councillors to be published on the Society's web page and at the place where the Annual General Meeting is to be held at least forty-eight hours before that meeting.
- (c) **Co-opted Councillors.** The Council has the power to co-opt not more than three Life Members of the Society to serve on the Council as Co-opted Councillors, provided that the aggregate number of Elected Councillors and Co-opted Councillors shall not exceed twelve at any time. Co-opted Councillors shall serve for a period of not more than one year. Any Co-opted Councillor may be co-opted again.
- (d) When it is not reasonably practicable for the School Representative to attend a meeting of the Council, he or she may appoint an alternate to attend in his or her place, failing which the President may propose an alternate (with the approval of the School Representative) and such alternate shall be entitled to attend that Council meeting but he or she may not vote.
- (e) An officer of the Society or a Councillor shall cease to hold office as such if he or she becomes incapable by reason of mental disorder, illness or injury, of managing and administering his or her own affairs (as certified in writing by a registered medical practitioner who is treating him or her); or if he or she resigns his or her office by notice in writing.
- (f) The names of all Councillors shall be made available on the Society's web page and shall be published annually in the School Magazine.

TRUSTEES

10.

- (a) The Council may appoint not more than four Trustees of the Society (including, but not limited to, the President and the Honorary Treasurer from time to time) and such assets (if any) of the Society shall be vested in them and shall be dealt with by them as the Council shall from time to time direct by resolution; an entry in the Minute Book of the Council shall be conclusive evidence of such resolution. The Council hereby appoints the persons who are, respectively, the President and the Honorary Treasurer from time to time, as Trustees of the Society for the duration of their respective terms of office as President and Honorary Treasurer.
- (b) The Trustees shall act in accordance with the lawful directions of the Council.
- (c) The Trustees shall be indemnified out of the assets of the Society against all expenses and other liabilities properly incurred by them in the discharge of their duties.
- (d) Each Trustee shall hold office until death or resignation or the conclusion of his or her term of office as President or Honorary Treasurer (in the case of the President and the Honorary Treasurer respectively) or until removed from office by a resolution of the Council who may for any reason (including (without limitation) negligence, fraud or wilful default) which may seem sufficient to a majority of them present and voting to remove any Trustee or Trustees from the office of Trustee. Any Trustee who has resigned or whose term of office as President or Honorary Treasurer (as the case may be) has concluded or who has been removed from office as a Trustee in accordance with this Rule 10(d) shall be obliged to execute and do all such deeds and things as may be necessary for vesting any of the Society's assets vested in that Trustee (whether alone or jointly) in the persons who after that Trustee's resignation or removal or (in the case of the President and the Honorary Treasurer respectively) the conclusion of his or her term of office as President or Honorary Treasurer are the Trustees for the time being of the Society.
- (e) Where by reason of any such death, resignation or removal or (in the case of the President and the Honorary Treasurer respectively) the conclusion of his or her term of office as President or Honorary Treasurer, it shall appear necessary to the Council that a new Trustee or Trustees should be appointed, or, if the Council shall deem it expedient to appoint an additional Trustee or additional Trustees, the Council shall, by

resolution nominate the person or persons to be appointed the new trustee or Trustees. For the purpose of giving effect to such nomination, the President is hereby nominated for the purpose of appointing new Trustees of the Society within the meaning of Section 36 of the Trustee Act 1925 and he or she shall by deed appoint the person or persons so nominated by the Council as the new Trustee or Trustees of the Society and the provisions of the Trustee Act 1925 shall apply to any such appointment.

INVESTMENT POWERS

11.

- (a) The Council and (in the case of the Society's assets vested in the Trustees) the Trustees shall have power to invest monies in any manner as if they were beneficial owners.
- (b) The Council may engage the services of an investment adviser or investment advisers as it may from time to time think fit to advise it on such terms and conditions (including remuneration and payment of expenses) as the Council shall, in its absolute discretion, think fit.
- (c) The Council and (in the case of the Society's assets vested in the Trustees) the Trustees may delegate in writing any of their functions in relation to the investment of any of the Society's assets to any person regulated by the Prudential Regulation Authority (PRA) and/or the Financial Conduct Authority (FCA) and/or any successor body of the PRA and/or the FCA. Neither the Council nor the Trustees shall be responsible for the negligence, fraud or default of that person (even if the delegation was not strictly necessary or expedient) provided that they took reasonable care in selecting and supervising that person.
- (d) The Council shall have power to vest or register any asset in any person or persons (whether individual or corporate) as nominee or nominees for the Council upon such terms as to remuneration or otherwise as the Council thinks fit.
- (e) In the purported execution of the trusts and powers hereof, no Trustee or Councillor (being an individual) shall be liable for any loss to the Society arising by reason of any improper investment made in good faith (so long as he or she shall have sought professional advice before making such investments) or for the negligence or fraud of any agent or nominee employed by him or her or by any other Trustee or Councillor

(even if the employment of such agent or nominee was not strictly necessary or expedient) or by reason of any other matter or thing whatsoever except wilful and individual fraud or wrongdoing on the part of the Trustee or Councillor who is sought to be made liable.

APPLICATION OF INCOME AND CAPITAL

12.

- (a) All the proper costs, charges and expenses of and incidental to the management of the Society shall, so far as possible, be paid out of income but, if need be, out of the capital of the Society.
- (b) Any Trustee or Councillor of the Society who is engaged in a profession or business may charge for work done by him or her or his or her firm in connection with the Society, including work not requiring professional assistance.
- (c) Subject to the payments referred to above, the Council shall, as and when it thinks fit (but subject to any special trusts attached to any part of the funds of the Society), apply or cause to be applied the whole or any part of the income of the Society and may apply the capital of the Society in furtherance of the objects of the Society.
- (d) Subject to the payments referred to above, the Council shall as and when it thinks fit (but subject to any special trusts attached to any part of the funds of the Society) instead of applying any income of the Society in furtherance of the objects of the Society employ the same in the creation of any reserve or endowment fund or funds provided by the income thereof for all or any of the Society's objects but so that the Council shall be at liberty at any time or times to resort to the capital of any such fund for any of the Society's objects and provided that the income shall not be accumulated for more than the maximum period allowed by law.

SUBSCRIPTIONS

13.

- (a) **Life Members** and **Associate Members** shall pay such subscriptions as shall be decided from time to time by the Council.

- (b) The Council may make such arrangements as it shall desire for the payment and collection of subscriptions.
- (c) No subscription shall be payable by past or present Members of the Community or by Honorary Members.
- (d) No officer of the Society or Councillor is to receive any remuneration but the Council has the power to reimburse reasonable expenses incurred by any such officer or Councillor in connection with any business of the Society conducted with the authority of the Council.

ACCOUNTS

- 14. The financial year of the Society shall end on the 31st December in each year and the accounts shall be audited, certified or examined (as the Council shall from time to time direct) and presented by the Honorary Treasurer to the Council and subsequently to the Life and other Members of the Society at its Annual General Meeting.

APPOINTMENT OF ACCOUNTANTS

- 15. The Council shall from time to time appoint a chartered or certified accountant to audit, certify or examine the accounts of the Society, as the Council shall from time to time direct.

BANK ACCOUNTS

- 16. The Society shall maintain such bank account(s) as the Council thinks fit, into such of which as may be appropriate shall be paid forthwith all monies for the time being belonging to the Society. Cheques shall be signed by such Councillors or other persons not being less than two in number as the Council from time to time shall authorise. The Society may avail itself of the internet banking service for its bank account(s) on such terms and conditions specified by the relevant bank(s) and approved by the Council from time to time for such purpose.

GIFTS

17. The Council may receive on behalf of the Society gifts whether in the form of permanent endowments or otherwise for the general purposes of the Society and may also receive gifts whether by way of permanent endowments or otherwise for any special purposes connected with the Society.

PRIVILEGES AND DUTIES OF MEMBERS OF THE SOCIETY

18. Life and Honorary Members shall be entitled:-

- (a) To be remembered in the Masses and prayers of the Community.
- (b) To be invited to take part in the reunions, retreats, special Masses or other gatherings of the Society, subject to availability and to paying the appropriate fee.
- (c) To apply to visit Downside Abbey as guests of the Community.
- (d) To attend St Gregory's Society Dinner in London and other dinners arranged by the Society from time to time, subject to availability and to paying the price of the appropriate ticket.
- (e) To apply for membership of associated clubs or societies including (without limitation) the Downside Wanderers Cricket Club, the Old Gregorian Rugby Club, the Old Gregorian Golfing Society and the Old Gregorian Netball Club.
- (f) To receive the School Magazine annually, together with enclosures.
- (g) To wear such insignia (the "Insignia") as shall from time to time be specified by the Society as denoting the status of an Old Gregorian or a Life or Honorary Member of the Society.
- (h) To have a Mass said by the Chaplain of the Society (who will normally be a

member of the Community from time to time nominated to that office by the Abbot of St Gregory's or, in default of such nomination, shall be any priest from time to time appointed to that office by the President) on the death of the Member, provided that notification in writing of death is received by the Chaplain, the Honorary Secretary or the Executive Secretary.

19. Associate Members shall have the same rights and privileges, temporal and spiritual, as Honorary Members, except the right to wear the Insignia.
20. All Members shall undertake the following duties:-
 - (a) To support the objects for which the Society exists.
 - (b) To pray for the welfare of the Community, the School and Members of the Society, whether living or dead, especially, when possible, by attendance at Mass on the Feast Day of St Gregory the Great (which, by special dispensation, is celebrated at Downside on its traditional date of 12th March).

COUNCIL MEETINGS

21.
 - (a) At least two meetings of the Council are to be held annually upon dates to be appointed by the President in consultation with the Council.
 - (b) The President shall call a special meeting of the Council within one month of the receipt of a request in writing for such a meeting signed by not less than five Councillors and stating the business of such a meeting.
 - (c) The Honorary Secretary or the Executive Secretary shall on the direction of the President convene a meeting or special meeting of the Council giving not less than one month's notice in writing to each Councillor specifying the date, time and place of the meeting and an agenda of the business to be discussed.
 - (d) The accidental omission to give notice to, or the non-receipt by, any person entitled to receive the same, shall not invalidate any resolutions passed or proceedings at such a meeting.

CONDUCT OF COUNCIL MEETINGS

22.

- (a) The Chair at Council meetings shall be taken by the President or in his or her absence by a Chairman to be elected by the Councillors present at the meeting.
- (b) Resolutions proposed at any meeting shall be decided by a simple majority of votes. Each Councillor present including the Chairman of the meeting shall have one vote. The Chairman of the meeting shall have a second, casting vote in the event that the votes are equally divided.
- (c) There shall be a quorum when five Councillors are present at a meeting.
- (d) Any officer of the Society or Councillor can take part in a Council meeting by way of a video conference facility or audio conference telephone or similar equipment designed to allow everybody to take part in the meeting. Taking part in this way will be treated as being present at the meeting.

COMMITTEES

23. The Council may delegate any of its powers to committees consisting of such Member or Members of the Council as it thinks fit and may co-opt any Life Member of the Society to serve on any such committees; and any committee so formed shall in the exercise of the powers so delegated, conform to any regulations imposed on it by the Council.

The meetings and proceedings of any such committee shall be reported in writing to the Council and shall be governed by the provisions of these Rules for regulating the meetings and proceedings of the Council so far as applicable and subject to any regulations made by the Council.

ANNUAL GENERAL MEETINGS

24.

- (a) The Society must hold an Annual General Meeting every year. The Annual General Meeting shall be held at a place and time to be decided by the Council but normally will

take place at Downside after High Mass on Easter Sunday.

- (b) The Honorary Secretary or the Executive Secretary shall give to all Members of the Society not less than twenty-one days' notice in writing of the Annual General Meeting and such notice shall include a copy of the agenda and of the minutes of the previous Annual General Meeting.
- (c) The accidental omission to give such notice to, or non-receipt by, any person entitled to receive the same, shall not invalidate any resolution passed or proceedings at any such meeting.
- (d) When the Annual General Meeting is held at Downside, a copy of (i) the agenda, (ii) the minutes of the previous Annual General Meeting and (iii) the accounts for the preceding year shall be posted on the School notice boards at least forty-eight hours before the meeting.
- (e) The Council can make administrative arrangements that it, in its absolute discretion, thinks appropriate to:-
 - (i) regulate the number of people attending at a place where the Annual General Meeting is to be held;
 - (ii) promote the safety of people attending at that place; or
 - (iii) enable attendance at that meeting;and can change those arrangements at any time. The arrangements can include (without limitation) the acceptance of applications to attend the meeting in the order in which such applications are received.
- (f) The Council can make administrative arrangements that it, in its absolute discretion, thinks appropriate to enable persons entitled to attend and participate in the Annual General Meeting to do so by simultaneous attendance and participation by means of electronic facility, and can determine, in its absolute discretion, the means, or all different means, of attendance and participation used in relation to the Annual General Meeting.
- (g) In the case of an Annual General Meeting held partly by means of electronic facility, the Council can make any arrangement and impose any requirement or restriction that is, in the Council's absolute discretion, necessary to ensure the identification of those taking part and the security of any communication by electronic means.

BUSINESS OF THE ANNUAL GENERAL MEETING

25. The business of the Annual General Meeting shall be:-
- (a) To receive the report of the President.
 - (b) To receive and adopt the audited, certified, or examined accounts of the Society for the preceding year.
 - (c) To appoint an auditor, certifier or examiner of the Society's accounts.
 - (d) To consider nominations for and elect the following officers of the Society (when a vacancy exists):-
 - (i) President
 - Vice-Presidents
 - Honorary Secretary
 - Honorary Treasurer
 - Elected Councillors
 - (e) To consider any special business raised in accordance with Rule 26(d).

CONDUCT OF THE ANNUAL GENERAL MEETING

- 26.
- (a) The Chair at the Annual General Meeting shall be taken by the President or, in his or her absence, by a Chairman to be elected from the Council for the occasion by the Life Members present at the meeting.
 - (b) Every Member shall have the right to speak but only Life Members shall have the right to vote. Votes will be taken by a show of hands. Where the votes are equal on a show of hands, the Chairman of the meeting shall have a second or casting vote. A declaration by the Chairman of the meeting of the result of a vote shall be conclusive of such result.
 - (c) There shall be a quorum when five Life Members are present in person or by means of electronic facility at the meeting.

- (d) Notice of the intention of a Life Member to raise as special business at the Annual General Meeting any matter not included in the agenda, or to propose any amendment to a matter mentioned in the agenda, shall be forwarded in writing to the Honorary Secretary or the Executive Secretary at least fourteen days before the date of the Annual General Meeting concerned. If satisfied in any particular case that the giving of such notice was impracticable, it shall rest with the Chairman of the Annual General Meeting, in consultation with the Council, to decide whether an exception to this rule may be permitted. Failing the giving of the due notice or of such a special exception being made, no other matters may be raised at an Annual General Meeting.
- (e) One third in number of the Life Members present and entitled to vote, may, whether before or after a vote has been taken but no later than the conclusion of the meeting, demand that voting on any special business raised in accordance with Rule 26(d) shall be by postal ballot of all the Life Members of the Society (whether present at the meeting or not). In such event it shall be the duty of the President or elected Chairman to arrange the postal ballot in such manner as he or she shall at his or her absolute discretion think fit and he or she may adjourn the meeting to such time and place as he or she shall decide at which to report the result.

All such expenses incurred in taking the postal ballot shall be paid as provided in Rule 12(a). The demand for a postal ballot shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the postal ballot has been demanded.

EXTRAORDINARY GENERAL MEETING

27.

- (a) An Extraordinary General Meeting may be called at any time by the President.
- (b) The Honorary Secretary or the Executive Secretary shall, at the written request of not less than twenty Life Members of the Society, convene an Extraordinary General Meeting.
- (c) Notice of such a meeting together with an agenda shall be given and the business conducted in accordance with Rule 24 and Rule 26, provided that at least twenty Life Members attend the meeting so called.

ALTERATION OR REVOCATION OF THE RULES

28. Any alteration or revocation to the Rules of the Society shall be effected by the vote of a majority of the Life Members present at any Annual or Extraordinary General Meeting of the Society called and conducted in accordance with the provisions of these Rules.