

THE RULES OF ST GREGORY'S SOCIETY

(As amended and published in 2008)

NAME

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

DEFINITIONS

2. In these Rules where the context admits:-

- (a) "Downside" and "the School" means Downside School, Stratton-on-the-Fosse, Near Bath, Somerset.
- (b) "Old Gregorian" means a former pupil of Downside School.
- (c) "Council" shall mean the Council of St Gregory's Society.
- (d) "St Gregory's" means the monastery at Downside.

OBJECTS

3. (1) The objects of the Society are:-

- (a) to further the education (including social and physical training) of children 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, Old Gregorians, and persons who wish to support these Objects in and for the purpose of doing so

3.(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

- (c) encourage and promote social sporting and other activities among Old Gregorians and Members.
- (d) do all such other lawful things as may be necessary or desirable

MEMBERSHIP

4. (a) The Membership of the Society shall consist of Ordinary, Honorary and Associate Members and 'Members' and 'Member' shall be construed accordingly .
- (b) **Ordinary Members** of the Society shall be every Old Gregorian who wishes to be a Member, and has paid the subscription for Ordinary Membership. Ordinary Members shall be entitled to vote on resolutions proposed at the General Meetings of the Society.
- (c) **Honorary Members** of the Society shall be
- (i) all past and present members of the monastic Community of St Gregory's (including oblates) who wish to be Members
 - (ii) all persons who have been full or part time members of the teaching staff at Downside for twenty consecutive years and who wish to be Members
 - (iii) any other person who has supported St Gregory's, Downside, the Society, or its Objects in an outstanding way or to an outstanding degree and wishes to be a Member
- and who are elected by the Society in general meeting on the recommendation of 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 the General Meetings of the Society.
- (d) **Associate Members** of the Society shall be any other person who wishes to further the 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 may be (but need not be) parents of Old Gregorians; widows or widowers of Old Gregorians; sons, daughters, and sisters or brothers of Old Gregorians. Associate Members shall not be entitled to vote on resolutions proposed at the General Meetings of the Society.
- (e) Such other categories as may be recommended by the Council and approved at an Annual General Meeting.

5. (a) Any person wishing to become a Member (other than an Ordinary Member or an Honorary Member) shall apply to the Honorary Secretary who shall notify the Council of the Society at their 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 of any change of address.

TERMINATION OF MEMBERSHIP

6. The Council shall have the right for good and sufficient reason to terminate 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 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

The Downside Representative who shall be the person who is the Head Master of Downside from time to time ("the Head Master"), but if he shall not consent to act as such then any person (whether or not he holds another office of the Society) who shall be nominated by the President (with the written prior approval of the Head Master) and shall be elected by the Ordinary Members of the Society present at an Annual General Meeting, and such person shall hold office as Downside Representative from the conclusion of that Annual General Meeting to the conclusion of the third Annual General Meeting following that at which he is elected and shall be eligible for re-election.
 - (ii) **The President**, who shall be elected by the Ordinary 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 is elected and, in exceptional circumstances may be eligible for re-election but in any case not for a third term.

Vice Presidents. There shall be at least five Vice Presidents who shall be elected in the same manner 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, who shall be elected by the Ordinary 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 is elected and shall be eligible for re-election.

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

Executive Secretary whose duties will be agreed by 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, but such nominations shall not be considered or submitted to the Annual General Meeting, unless supported by the signature of at least five Ordinary 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 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.
- (e) The honorary officers of the Society shall automatically be members of the Council of the Society (“Councillors”).

THE COUNCIL

8. The Society shall be managed by the Council in accordance with these Rules and the Council may appoint, pay and dismiss a secretary and other such staff (whether or not a Member of the Society) as the Council may, from time to time, deem necessary. No paid member of the staff of the Society shall be a Councillor save that for the avoidance of doubt the Executive Secretary may be remunerated and shall not be excluded on that account from being a Councillor.

MEMBERSHIP OF THE COUNCIL

9. (a) The following shall be Councillors, namely the President, the Vice Presidents, the Honorary Secretary, the Honorary Treasurer, the Downside 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, but such nominations shall not be considered or submitted to the Annual General Meeting, unless supported by the signature of at least five Ordinary Members. Elected Councillors shall be elected by Ordinary Members of the Society at an Annual General Meeting for a term of three years. One third of the Elected Members shall retire annually and shall be eligible for re-election. Membership of and retirement by rota 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 shall cause the names of all duly nominated candidates for election as Elected Councillors to be published at the place where the Annual General Meeting is to be held at least forty-eight hours before that meeting.
- (c) The Council has the power to co-opt not more than three Ordinary 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 possible for the Downside Representative to attend a meeting of the Council, he may appoint an alternate to attend in his or her place failing which, the President may propose an alternate (with the approval of the Head Master) and such alternate should attend the said Council Meeting but he 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; or resigns his or her office by notice in writing.

TRUSTEES

- 10. (a) The Council may appoint not more than four Trustees of the Society and such property (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.
- (b) The Trustees shall act in accordance with the lawful directions of the Council.
- (c) The Trustees shall be indemnified out of the property of the Society against all expenses and other liabilities properly incurred by them in the discharge of their duties.
- (c) The Trustees shall hold office until death or resignation or until removed from office by a resolution of the Council who may for any reason which may seem sufficient to a majority of them present and voting to remove any Trustee or Trustees from the office of Trustee and any Trustee who has resigned or been so removed shall be obliged to execute and do all such deeds and things as may be necessary for vesting any part of the Society property vested in that Trustee (whether alone or jointly) in the persons who after that Trustee's resignation or removal are the Trustees for the time being of the Society.
- (d) Where by reason of any such death, resignation or removal 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 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 property 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 they may from time to time think fit to advise them on such terms and conditions (including remuneration and payment of expenses) as the Council shall in their absolute discretion think fit.
- (c) The Council and (in the case of property vested in the Trustees) the Trustees may delegate in writing any of their functions in relation to the investment of the property of the Society to any person. They shall not be responsible for the 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 property 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 shall have sought professional advice before making such investments) or for the negligence or fraud of any agent or nominee employed by him or by any other Trustee or Councillor hereof (although 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 a solicitor or other person 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 aforesaid 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 or 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 said 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 said objects and provided the income shall not be accumulated for more than the maximum period allowed by law.
- (e) A suitable grant towards the cost of production of the School Magazine shall be a proper charge upon the revenue of the Society.

SUBSCRIPTIONS

- 13 (a) **Ordinary 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 but normally all such payments and subscriptions are to be paid to the Honorary Treasurer of the Society
- (c) No subscription shall be payable by past or present Members of the Community of St Gregory's or by Honorary Members
- (d) No officer of the Society is to receive any remuneration but the Council has the power to reimburse reasonable expenses incurred by an Officer or Councillor about the business of the Society 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 Ordinary and other Members of the Society at its Annual General Meeting

ELECTION 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 a banking account or banking accounts 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 not being less than two in number as the Council from time to time shall authorise.

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. Ordinary and Honorary Members shall be entitled:-
- (a) To be remembered in the Masses and prayers of the Community at St Gregory's.
 - (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 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 such as the Downside Wanderers Cricket Club, the Old Gregorian Rugby Club or the Old Gregorian Golfing Society.
 - (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 Old Gregorian or Membership of the Society
 - (h) To have a Mass said by the Chaplain of the Society (who will normally be the Head Master, but otherwise shall be a present member of the

monastic community of St. Gregory's from time to time nominated to that office by the Abbot thereof, or in default shall be any priest from time to time appointed to that office by the President) on the decease of the Member, provided that notification in writing of death is received by the Honorary Secretary.

19. Associate Members are to have the same rights and privileges, temporal and spiritual, as Ordinary and Honorary Members except the right to wear the Insignia

20.

All Members shall be entitled to be invited to St Gregory's Society Dinners and other similar functions.

21. All Members undertake the following duties:-

- (a) to support the objectives for which the Society exists
- (b) to pray for the welfare of the Community at St Gregory's, 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 (by special dispensation, this is celebrated at Downside on the traditional date of 12th March).

COUNCIL MEETINGS

22. (a) At least two meetings of the Council are to be held annually upon dates to be appointed by the President

(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 in writing the object of such a meeting

(c) The Honorary 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.

CONDUCT OF COUNCIL MEETINGS

23. (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 for the meeting.

(b) Questions arising 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 casting vote in any division in which the votes are equally divided.

- (c) There shall be a quorum when five Councillors are present at a meeting.
- (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.

SUB COMMITTEES

24. The Council may delegate any of their powers to committees consisting of such Member or Members of the Council as they think fit and may co-opt any Ordinary 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 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

25. (a) The Annual General Meeting shall be held at a venue to be decided by the Council but normally will take place at Downside after High Mass on Easter Sunday.
- (b) The Honorary 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.
- (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 the Agenda and of the Minutes of the previous Annual General Meeting are to be posted on the School notice boards at least forty eight hours before the meeting.

BUSINESS OF THE ANNUAL GENERAL MEETING

26. (a) To receive the report of the Council.
- (b) To receive and adopt the audited, certified, or examined accounts and balance sheet (as the case may be) for the preceding year.
- (c) to consider nominations for the following (when a vacancy exists) of the Society:-
President
Vice Presidents
Honorary Secretary

Honorary Treasurer
Downside Representative
Elected Members

- (ii) Executive Secretary
 - (iii) Accountants to be appointed
 - (iv) Honorary Membership
 - (d) To consider any special business raised in accordance with Rule 27(c).

CONDUCT OF THE ANNUAL GENERAL MEETING

- 27
- (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 Ordinary Members present.
 - (b) Every Member shall have the right to speak but only Ordinary 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) Notice of the intention of an Ordinary 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 there mentioned, shall be forwarded in writing to the Honorary 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 impossible, 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.
 - (d) One third of the Ordinary 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 27(c) shall be by postal ballot of all the Ordinary 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 shall at his or her absolute discretion think fit and he may adjourn the meeting to such time and place as he 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

- 28 (a) An Extraordinary General Meeting may be called at any time by the President of the Council.
- (b) The Honorary Secretary shall, at the written request of not less than twenty Ordinary 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 25(b) and (c) and Rule 27, provided that at least twenty Ordinary Members attend the meeting so called.

ALTERATION OR REVOCATION OF THE RULES

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

