

STONYHURST ASSOCIATION

RULES

NAME

1. The Association shall be called the Stonyhurst Association and is herein referred to as “the Association”.

DEFINITIONS

2. In these Rules where the context admits
 - (a) “Stonyhurst” means Stonyhurst College, Lancashire;
 - (b) “St Mary’s Hall” means St Mary’s Hall, Stonyhurst, Lancashire and
 - (c) “St John’s” means St John’s Beaumont, Old Windsor, Berkshire.and together they shall be called “the three Schools”.

OBJECTS

3. The objects of the Association are to unite and associate past and present pupils and friends of Stonyhurst in the carrying on, promotion, advancement or support of all or any one of the following charitable purposes (whether in the United Kingdom or elsewhere) that is to say the advancement of education and of the Roman Catholic religion, the relief of poverty, relief and prevention of sickness disease and physical or mental disability, as the Committee shall from time to time in its absolute discretion think fit. Subject to and in furtherance of the foregoing objects but not further or otherwise the Committee shall have the following powers: -
 - (a) To provide grants, donations, scholarships, bursaries, prizes and/or maintenance allowances to Stonyhurst, St Mary’s Hall and St John’s and to the past and present pupils of Stonyhurst, St Mary’s Hall, St John’s and of Beaumont College.
 - (b) To provide grants, donations, scholarships, bursaries or maintenance allowances to past pupils of the three Schools at any university, training college for teachers or other institution of further (including professional and technical) education approved by the Committee.
 - (c) To collect and preserve records and memorials of persons and events connected with the history of Stonyhurst, and its preparatory schools.
 - (d) To hold gatherings of members of the Association for the furtherance of the objects of the Association.

(e) To provide loans and donations to any other body of Trustees for charitable purpose or other charitable institution.

(f) Such other powers as the Committee shall from time to time in its absolute discretion think fit in the furtherance of its objects.

MEMBERSHIP

4. The Association Membership shall consist of:-

(a) Honorary Members.

(b) Life Members.

(c) Ordinary Members.

(d) Associate Members.

(e) Such other categories as may be recommended by the Committee and approved at any General Meeting.

(f) The categories of Honorary, Life, and Ordinary Members shall in these Rules be known as "Full Members".

(g) The "Honorary Members" of the Association shall be the Jesuit Superior and the Headmaster of Stonyhurst for the time being and any person recommended to the Association by the Committee and elected by unanimous vote of Full Members present in person at any General Meeting.

(h) Life Membership: This shall mean Membership of the Association for life.

(i) Ordinary and Associate Members shall pay such rate or rates annual subscription as shall from time to time be decided by the Committee.

(j) Life Membership subscriptions shall be such amount as shall from time to time be decided by the Committee.

(k) Whenever an Ordinary or Associate Member's subscription shall be three months overdue, the Honorary Secretary shall send him, to his last known address, one reminder only. If at the end of a further three months from the date of posting of such reminder no subscription has been received, no further notices of meetings, etc., shall be sent to the Member concerned, and he shall cease to be eligible to attend any meetings or functions of the Association until he recommences to pay his subscription.

(l) An Ordinary Member shall be entitled within six months of the expiration of any annual period of Ordinary Membership on notifying the Honorary Secretary in writing and paying the appropriate new subscription to change his Membership to Life Membership.

(m) The Committee may make such arrangements as it shall desire for the payment and collection of subscriptions.

ELIGIBILITY FOR ORDINARY AND LIFE MEMBERSHIP

5.(1) (a) Every pupil on leaving the three Schools, and the spouses, parents or guardians of pupils (present and/or past) educated there, and all those who have been educated at Beaumont College Old Windsor Berkshire, shall be eligible for Ordinary or Life Membership. Pupils shall be eligible for election during their last year at school, but their membership shall not become effective until they have left Stonyhurst.

(b) All persons who have been full time members of the staff of Stonyhurst, St Mary's Hall and St John's for five consecutive years shall be eligible for election as Ordinary Members or Life Members.

ELIGIBILITY FOR ASSOCIATE MEMBERSHIP

5.(2) The parents or guardians of current pupils at the three Schools, and all current full time members of the staff of the three Schools, shall be eligible for Associate Membership.

5.(3) All persons who are not otherwise eligible for Ordinary, Associate or Life Membership, and who wish to support the objects of the Association, shall also be eligible for Associate Membership .

ELECTION OF MEMBERS

6. (a) Any person wishing to become an Ordinary or Life Member of the Association (other than an Honorary Member) or (as the case may be) an Associate Member, shall apply to the Honorary Secretary of the Association who shall notify the Committee of the Association at their next meeting. Election shall be by vote of the Committee in accordance with Rule 10 (a). No reason shall be given by the Committee for any candidate's failure to secure election.

(b) It shall be the responsibility of each Member to notify the Honorary Secretary of any change of address.

REMOVAL FROM ROLL OF MEMBERS

7. Any Member of the Association may be removed from the roll of Members and deprived of Membership on motion of the votes of two thirds of those present at a General Meeting. Notice of such a proposed motion shall be given in accordance with Rule 13 (b) or 15 (c) but if such a motion be put forward under Rule 15 (c) it shall require to be supported by the signatures of at least six Full Members of the Association. The Member in question shall have the right to be heard at such General Meeting before a final decision is taken.

COMMITTEE OF THE ASSOCIATION

8. (a) The Committee of the Association shall be Full Members of the Association and shall be:-
- (i) Ex Officio: -
 - The Headmaster of Stonyhurst;
 - The Jesuit Superior of Stonyhurst;
 - (ii) “The Officers” of the Association, namely: -
 - The President;
 - The Chairman;
 - The Honorary Secretary;
 - The Honorary Treasurer;
 - (iii) Ordinary Committee Members as provided in 9(d) below.
- (b) The Officers of the Committee shall be past pupils of Stonyhurst.
- (c) The Deputy President (who shall be the immediate Past President), and the President-Elect will not, ex-officio, be members of the Committee. They will be available, however for consultation with the Committee and may be co-opted as members of the Committee, if the Committee so decides.
- (d) The affairs of the Association shall be managed by the Committee in accordance with these Rules and the Committee may appoint, pay and dismiss an Office Manager and such other staff (whether a Member or Members of the Association or not) as they may from time to time deem necessary.

ELECTION OF THE COMMITTEE

9. (a) The President shall be elected by the Full Members of the Association present at an Annual General Meeting and shall hold office from the conclusion of the next ensuing Annual General Meeting to the conclusion of the following Annual General Meeting and shall not be eligible for re-election until a period of three years has elapsed. A nomination shall be made by the Committee to the Annual General Meeting.

Alternative nominations may be put forward by Members in accordance with Rule 15 (c), but such nominations shall not be considered or submitted to the Annual General Meeting, unless supported by the signature of at least five Full Members of the Association.

(b) The Chairman shall be elected by the Full Members present at an 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. A nomination shall be made by the Committee. Alternative nominations may be put forward by Members in accordance with Rule 15 (c), but such nominations shall not be considered or submitted to the Annual General Meeting, unless supported by the signature of at least five Full Members of the Association.

(c) The Honorary Secretary and Honorary Treasurer shall be elected in the same manner for the same period and on the same conditions as the Chairman,

(d) Up to nine "Ordinary Committee Members", all of whom must be Full Members of the Association, and of whom at least five must be past pupils of Stonyhurst, shall be elected the Committee. They shall be elected in the same manner for the same period and on the same conditions as the Chairman.

(e) The Committee shall have power to appoint Country, Regional or Area Secretaries to attend to the organisation of the Members in a particular Country, Region or Area in such manner and with such titles as the Committee shall decide. Such Country, Regional or Area Secretaries, while not ex-officio members of the Committee, shall be entitled to receive the minutes of all Committee Meetings and may be invited to attend the Committee meetings.

(f) The Committee shall have power to fill such vacancies as may occur from time to time between General Meetings their nominees to hold office until the next General Meeting.

COMMITTEE MEETINGS

10. (a) The Honorary Secretary may, and on the direction of the President or the Chairman shall, convene a meeting of the Committee giving not less than fourteen days notice in writing to each Member of the Committee specifying the date, time and place or medium of the meeting and an agenda of the business to be discussed. Five shall form a quorum. Questions arising at any meeting shall be decided by a simple majority of votes. Each member of the Committee 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.

(b) The Chair at Committee Meetings shall be taken by the Chairman or in his absence by the President or in the absence of both by a Chairman to be elected by the members present for the meeting.

(c) The accidental omission to give such notice to, or the non-receipt by, any person entitled to receive the same shall not invalidate any resolutions passed or proceedings at such meeting.

SUB-COMMITTEES

11. The Committee may delegate any of their powers to committees consisting of such member or members of the Committee or as they think fit and may co-opt any Full Member of the Association to serve on any such committee and any committee so formed shall, in the exercise of the powers so delegated, conform to any regulations imposed on it by the Committee. The meetings and proceedings of any such committee shall be reported to the Committee and shall be governed by the provisions of these Rules for regulating the meetings and proceedings of the Committee so far as applicable and subject to any regulations made by the Committee.

ANNUAL DINNER

12. An Annual Dinner or other similar function, for Members and their guests, shall be held at a venue to be determined by the Committee.

ANNUAL GENERAL MEETING

13. (a) The Annual General Meeting shall be held at a venue to be determined by the Committee.
- (b) The Honorary Secretary shall give to all Members of the Association not less than twenty one days of the notice 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.

BUSINESS OF ANNUAL GENERAL MEETING

14. (a) To receive the reports of: -
- (i) The President
 - (ii) The Chairman
 - (iii) The Auditors
- (b) To receive and adopt the Audited accounts and balance sheet for the preceding financial year.
- (c) To consider an Annual Report by the Committee which shall, apart from any special matters, contain: -
- (i) A list of Committee members responsible for the affairs of the Association.
 - (ii) An obituary list of Members who have died since the last report.

(iii) Nominations of the following Committee members to be elected: -

President of the Association (for the following year);

Chairman;

Honorary Secretary;

Honorary Treasurer;

Ordinary Committee Members.

(iv) Official nomination for the appointment of the Auditors.

(v) Any nominations for Honorary Membership.

(vi) A list of Full Members and Associate Members elected to membership in the previous twelve months.

(vii) A list of the Trustees of the Association.

(d) To consider any Special Business as defined in Rule 15 (c).

15. CONDUCT OF ANNUAL GENERAL MEETING

(a) The Chair at a General Meeting shall be taken by the President or in his absence by the Chairman or in the absence of both, by a Chairman to be elected from the Committee for the occasion by the Full Members present.

(b) Every Member shall have the right to speak but only Full Members shall have the right to vote. Votes will be taken by 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 evidence of such result.

(c) Notice of the intention by a Full 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 seven days before the date of the 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 General Meeting, in consultation with the Committee, 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 a General Meeting.

(d) One third of the Full Members present and entitled to vote, may, whether before or after a vote has been taken but not later than the conclusion of the meeting, demand that voting on any Special Business as defined in Rule 15 (c) shall be by Postal Ballot of all the Full Members of the Association (whether present at the meeting or not). In such event, it

shall be the duty of the Chairman to arrange the Postal Ballot in such manner as he shall at his 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 the expenses incurred in taking the Postal Ballot shall be paid as provided in Rule 23. 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

16. (a) An Extraordinary General Meeting may be called at any time by the President, the Chairman or the Committee.
- (b) The Honorary Secretary shall at the written request of not less than twenty-five Full Members of the Association convene an Extraordinary General Meeting.
- (c) Notice of such a meeting with the agenda shall be given and the business conducted in accordance with Rules 13 (b) and (c), and 15.

ELECTION OF AUDITORS

17. The Auditor or Auditors (who shall be a firm of Chartered Accountants or a member of such a firm) shall be elected at the Annual General Meeting, nominations being made by the Committee and in accordance with Rule 15 (c). The Auditor or Auditors shall be eligible for re-election annually.

BANK ACCOUNTS

18. The Association shall maintain such banking account or accounts as the Committee thinks fit into such of which as may be appropriate shall be paid forthwith all sums of cash for the time being belonging to the Association. Cheques shall be signed by such persons as the Committee shall from time to time authorise.

GIFTS

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

TRUSTEES

20. (a) There shall be at least four Trustees of the Association who shall be appointed by the Committee and such property of the Association shall be vested in them as the Committee shall from time to time direct by resolution and shall be dealt with by them as

the Committee shall from time to time direct by resolution (an entry in the Minute Book of the Committee shall be conclusive evidence of such resolutions).

(b) The Trustees shall be indemnified against risk and expense out of Association property.

(c) The Trustees shall hold office until death or resignation or until removed from office by a resolution of the Committee who may for any reason which may seem sufficient to a majority of them present and voting 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 Association 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 Association.

(d) Where by reason of any such death, resignation or removal it shall appear necessary to the Committee that a new Trustee or Trustees should be appointed, or, if the Committee shall deem it expedient to appoint an additional Trustee or additional Trustees, the Committee 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 as the person to appoint new Trustees of the Association within the meaning of Section 36 of the Trustee Act 1925 and he shall by deed duly appoint the person or persons so nominated by the Committee as the new Trustee or Trustees of the Association and provisions of the Trustee Act 1925 shall apply to any such appointment.

INVESTMENT POWERS

21. (a) The Committee may invest Association monies and change investments as freely as if they were beneficially entitled thereto and without any requirement for the Committee to obtain advice (other than that which they themselves consider expedient) before making or retaining any investment.

(b) The Committee may also purchase take on lease or otherwise acquire land of any tenure and in any part of the world which they consider will or may at some future time be required for occupation by them or by the Association for any of the charitable purposes hereof (notwithstanding that any such land may at the time of acquisition be subject to any lease or tenancy and not available for such occupation until the determination of the lease or tenancy). All such land shall be vested in the Trustees who shall on the direction of the Committee have the fullest powers of leasing and accepting surrenders of leases of and generally of managing any land acquired and held by them hereunder subject to such consents as may be required by law.

(c) In the professed execution of the trusts and powers hereof no Trustee or member of the Committee (being an individual) shall be liable for any loss to the Association 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 member of the Committee 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 member of the Committee who is sought to be made liable.

22. The financial year of the Association shall end on the 31st December in each year and the accounts of the Association shall be presented by the Honorary Treasurer to the Committee and subsequently to the Association at its Annual General Meeting after that date.

APPLICATION OF INCOME AND CAPITAL

23. (a) All the proper costs charges and expenses of and incidental to the management of the Association shall so far as possible be paid out of income but if need be out of capital of the Association.
- (b) Any Trustee or member of the Committee of the Association who is a Solicitor or other person engaged in a profession or business shall be entitled to charge or be paid fees for work done by him or her or his or her firm on the same basis as if he or she were not a trustee or member of the committee but were employed to act on behalf of the Committee.
24. Subject to the payments aforesaid the Committee shall as and when it thinks fit (but subject to any special Trusts attached to any part of the funds of the Association) apply or cause to be applied the whole or part of the income of the Association and may apply capital of the Association in furtherance of the objects of the Association.
25. Subject to the payments referred to in Rule 23 the Committee shall as and when it thinks fit (but subject to any special Trusts attached to any part of the funds of the Association) instead of applying any income of the Association in furtherance of the objects of the Association 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 Committee shall be at liberty at any time or times to resort to capital of any such fund for any of the said objects and provided that income shall not be accumulated for more than the maximum period allowed by Law.

ALTERATIONS OR REVOCATIONS OF THE RULES OF THE STONYHURST ASSOCIATION

26. Any alteration or revocation to the Rules of the Association shall be effected by the vote of a majority of the Full Members present at an Annual or Extraordinary General Meeting of the Association called and conducted in accordance with the provisions of Rule 16 provided that no alteration or revocation shall be made if the effect thereof would be that the Association ceased to be established for charitable purposes only and any such alteration or revocation shall be promptly notified to the Charity Commissioners or other authority having charitable jurisdiction.

DISSOLUTION

27. The Association may be dissolved by the votes of two thirds of the Full Members present or represented by proxies in writing at an Extraordinary General Meeting called and conducted in accordance with the provisions of Rule 16. The disposition of the Association's funds shall be in accordance with such charitable purposes as may be decided by simple majority at this meeting provided that if any property remains after the satisfaction of all debts and liabilities such property shall not be paid to or distributed among the Members of the Association but shall be given or transferred to such other charitable institutions having objects similar to some or all of the objects of the Association as the Association may with the approval of the Charity Commissioners determine.