

**THE AMPLEFORTH SOCIETY
CONSTITUTION**

Founded 14th July 1875
Registered charity 529626

Constitution adopted on 13 December 2024

1) **OBJECTIVES** 3
2) **MEMBERSHIP OF THE SOCIETY** 3
3) **TRUSTEES**..... 4
4) **OFFICERS** 6
5) **TREASURER AND FINANCE** 7
6) **SECRETARY** 8
7) **CHAPLAIN** 9
8) **COMMITTEES**..... 10
9) **GENERAL MEETINGS** 10
10) **PROXIES**..... 11
11) **BENEFITS TO THE TRUSTEES**..... 12
12) **CONFLICT OF INTEREST**..... 13
13) **TRUSTEE PROTECTION** 14
14) **ALTERATION OF CONSTITUTION** 14
15) **DISSOLUTION OF THE SOCIETY** 14
16) **INTERPRETATION** 15

1) OBJECTIVES

The objectives of the Ampleforth Society are to promote the Catholic faith and to advance education by:

- 1.1. fostering relations between the Members and other persons associated with Ampleforth Abbey and Ampleforth College; and
- 1.2. engaging in activities which support the Abbey and College and advance the education of the pupils attending the College.

2) MEMBERSHIP OF THE SOCIETY

- 2.1 Subject to paragraphs 2.2 and paragraph 2.4, the following persons shall be members of the Society:
 - 2.1.1 a member of the Monastic Community;
 - 2.1.2 an Old Amplefordian;
 - 2.1.3 a parent of an Old Amplefordian;
 - 2.1.4 a Staff Member;
 - 2.1.5 the Headteacher of the College;
 - 2.1.6 the Deputy Head of the College;
 - 2.1.7 the Director of Development; and
 - 2.1.8 a person or group of persons with a connection or association with the College and/or the Monastic Community as determined by the Trustees in their absolute discretion.
- 2.2 The Trustees may require new members to pay a Subscription Fee upon joining the Society.
- 2.3 At the time of adoption of this Constitution, all Old Amplefordians at such time shall be Members of the Ampleforth Society.

- 2.4 The Trustees may revoke and terminate a Member's membership in the event that:
- 2.4.1 they determine a Member's conduct to be detrimental or injurious to the reputation of the Society, providing that at all times the Trustees act reasonably and provide such Member with the opportunity to explain and/or defend their conduct in writing or in person; or
 - 2.4.2 a Member fails or refuses to pay the Subscription Fee.

3) TRUSTEES

- 3.1 The Trustees as Charity Trustees have control of the Charity and its property and funds and, subject to paragraph 3.6, the Trustees shall:
- 3.1.1 be solely responsible for the management and administration of the Society and its assets;
 - 3.1.2 be solely responsible for ensuring that the Society's resources are properly applied in accordance with the Society's Objectives; and
 - 3.1.3 have discretion and power to do anything within the law which promotes or helps to promote the Objectives of the Society.
- 3.2 There shall be not less than two and no more than six Trustees of the Society and each of such Trustees shall be elected for a term of three years at the AGM.

- 3.3 Trustees may be elected for up to two terms of three years, but a Trustee's term of office automatically terminates if he or she:
- 3.3.1 is disqualified under the Charities Acts from acting as a Charity Trustee or is prohibited by law from being a director of a company;
 - 3.3.2 is, in the opinion of the other Trustees, at any time incapable, whether mentally or physically, of managing his or her own affairs;
 - 3.3.3 is absent from three consecutive meetings of the Trustees and is asked by a majority of the other Trustees to resign;
 - 3.3.4 resigns by written notice to the Trustees (but only if at least two Trustees will remain in office); or
 - 3.3.5 is removed by a resolution of the Members at a General Meeting (but only if at least two Trustees will remain in office).
- 3.4 The Trustees shall act with due regard to the wishes of the Members as expressed at any General Meeting (including the Annual General Meeting) and the general committee (if appointed).
- 3.5 The Trustees shall meet at least four times a year.
- 3.6 A quorum shall consist of two Trustees.
- 3.7 The Trustees may elect at a meeting of Trustees one of their number to act as a Managing Trustee from time to time to serve in such manner and for such time as the Trustees may determine in

their absolute discretion and any Managing Trustee so appointed may be removed by the Trustees.

3.8 If so appointed, the Managing Trustee shall chair a meeting of Trustees, and in the absence of the Managing Trustee, the Trustees shall elect another Trustee present to chair a meeting of Trustees.

3.9 Decisions of Trustees shall be taken by:

3.9.1 a simple majority vote at a meeting, with the chairperson having a casting vote in the event of a tie; or

3.9.2 by a unanimous decision where all Trustees indicate to each other by any means (including electronic mail) that they share a common view on a matter.

3.10 The Trustees shall submit an annual report and accounts for approval at the Annual General Meeting and arrange for their subsequent transmission to the Charity Commission.

4) OFFICERS

4.1 The Officers of the Society shall include:

4.1.1 the Abbot of Ampleforth and the Head of the College (or such person acting with the Abbot's authority) who shall be known as "patrons" of the Society;

4.1.2 the Director of Development;

4.1.3 the Chaplain; and

- 4.1.4 such other Members who have been elected at an Annual General Meeting as Honorary Life Vice-Presidents for long or distinguished service to the Society.
- 4.2 The appointment of Officers may be terminated by resolution at a General Meeting.
- 4.3 Each Officer is entitled to receive:
 - 4.3.1 a copy of the notice, agenda and minutes of the meetings of the Trustees;
 - 4.3.2 a copy of the annual accounts;
 - 4.3.3 any business plan prepared by the Trustees; and
 - 4.3.4 such other information that may be reasonably requested by an Officer from time to time.
- 4.4 From time to time the Trustees may invite Officers to:
 - 4.4.1 attend meetings of the Trustees; and
 - 4.4.2 provide advice to the Trustees as may be appropriate (either at a Meeting of Trustees or otherwise).
- 4.5 Officers shall keep information provided to them by the Trustees relating to the Society confidential, subject to any legal requirements to disclose information or if such information is otherwise disclosed by the Trustees.

5) TREASURER AND FINANCE

- 5.1 One of the Trustees shall be elected at an AGM as Treasurer by the Members for a term of ~~five~~ **three** years.

- 5.2 The principal duties of the Treasurer shall be to:
- 5.2.1 manage the financial arrangements of the Society;
 - 5.2.2 prepare an annual report and set of accounts of the Society for approval by the Trustees;
 - 5.2.3 arrange for the audit or independent examination of the annual report and accounts of the Society;
 - 5.2.4 take responsibility, in conjunction with the Director of Development, for the collection of Subscription Fees and other monies payable to the Society; and
 - 5.2.5 make payments for such purposes as necessary to fulfil the Society's Objectives subject to any limits the Trustees may decide from time to time.
- 5.3 Unless otherwise stated by a donor or testator all receipts shall be treated as available for application by the Trustees in accordance with the Objectives of the Society.
- 5.4 All grant and funding requests to Ampleforth Society from clubs, groups and societies, having followed due process and application should come to the Development and Alumni Office before forwarding to the Treasurer for decision by the Trustee board on an annual basis.
- 5.4 An auditor or independent examiner shall be elected each year at the Annual General Meeting to serve until the end of the next Annual General Meeting to conduct an Independent Examination and report on the annual report and accounts prepared by the Treasurer.

6) SECRETARY

- 6.1 The Trustees shall have the power to appoint an individual as Secretary to the Society.

- 6.2 The Secretary shall attend meetings of the Trustees, subject to the Secretary having a conflict of interest and, in the event of such a conflict arising, the Trustees may request that the Secretary be absent from all or part of the relevant meeting and the Trustees shall keep a minute of the matters discussed.
- 6.3 The principal duties of the Secretary are to:
- 6.3.1 give due notice, prepare agendas and keep the Minutes of General Meetings, meetings of Trustees and meetings of any other Committee appointed by the Trustees;
 - 6.3.2 prepare reports on the activities of Old Amplefordians for use as required in publications of the Society and for the information of members at meetings of the Society;
 - 6.3.3 maintain an up to date list of Members with their addresses and relevant details on the Society's secure address book online via the website;
 - 6.3.4 liaise with and encourage the activities of Old Amplefordian clubs, groups and associations in accordance with the Objectives of the Society and in conjunction with the Director of Development.

7) CHAPLAIN

- 7.1 The principal duties of the Chaplain shall be to:
- 7.1.1 say a monthly Mass for Members and a Mass on the death of a Member;
 - 7.1.2 promote the spiritual welfare of Members; and
 - 7.1.3 say prayers at General Meetings.

8) COMMITTEES

- 8.1 The Trustees may from time to time establish committees to assist them in furthering the Society's Objectives including:
 - 8.1.1 a general committee (to advise the Trustees);
 - 8.1.2 special committees (to perform specific functions on behalf of the Trustees);
 - 8.1.3 regional committees (to manage local functions or affairs of the Society in specific geographic areas); and
 - 8.1.4 any other committee as may be required by the Trustees to assist with the work of the Society.

- 8.2 The Trustees shall agree:
 - 8.2.1 the composition of a committee established in accordance with this paragraph 8; and
 - 8.2.2 any rules necessary to govern the proceedings of such committee.

9) GENERAL MEETINGS

- 9.1 A General Meeting of Members may be called:
 - 9.1.1 upon the request of twenty Members; or
 - 9.1.2 upon the request of the Trustees.

- 9.2 The Trustees shall give not less than 21 days clear notice of a General Meeting.

- 9.3 When a General Meeting is called, the terms of any resolutions to be proposed shall be specified in that notice and decisions at such

General Meeting shall be limited to the resolutions in the notice and any amendments proposed.

- 9.4 Not less than forty-eight hours' notice in writing (including by email) shall be given to the Secretary of any amendment to a resolution to be proposed at a General Meeting.
- 9.5 A quorum for the General Meeting shall be three Members.
- 9.6 At a General Meeting the Trustees present shall elect a Trustee or Officer to chair the meeting.
- 9.7 Resolutions shall be decided by a show of hands (or by secret ballot if considered appropriate by the chairperson) with every Member present entitled to one vote and if the votes on a resolution are equal, the chairperson shall have a second or casting vote.
- 9.8 A General Meeting of Members of the Society shall be held annually and shall be referred to as the Annual General Meeting.

10) PROXIES

- 10.1 A member of the Society is entitled to appoint another person as his proxy to exercise all or any of his rights to attend and to speak and vote at a General Meeting of the Society.
- 10.2 A proxy must vote at the General Meeting in accordance with any instructions given by the Member by whom the proxy is appointed.

- 10.3 The appointment of a person as proxy for a member must be notified to the Secretary of the Society in writing (including by email) not less than 24 hours before the General Meeting and shall include:
- 10.3.1 the identity of the Member and of the proxy; and
 - 10.3.2 the member's instructions (if any) as to how the proxy is to vote at such General Meeting.
- 10.4 Any termination of the authority of a person to act as proxy must be notified to the Secretary of the Society in writing not less than 24 hours before the relevant General Meeting.
- 10.5 The chair (or in his absence the chairperson appointed in accordance with paragraph 9.6) shall in his absolute discretion determine any uncertainty or dispute arising in relation to proxies including (but not limited to) the appointment of a proxy or the effectiveness of any proxy.

11) BENEFITS TO THE TRUSTEES

- 11.1 The property and funds of the Society must be used only for promoting the Objectives and do not belong to the Members, but Members who are not Trustees may be:
- 11.1.1 employed by or enter into contracts with the Society and receive reasonable payment for goods or services supplied; and
 - 11.1.2 paid a reasonable rent or hiring fee for property or equipment let or hired to the Society.

- 11.2 A Trustee must not receive any payment of money or other material benefit (whether directly or indirectly) from the Society except:
- 11.2.1 as mentioned in paragraph 13 (*indemnity and insurance*);
or
 - 11.2.2 reimbursement of reasonable out-of-pocket expenses (including hotel and travel costs) actually incurred in the administration of the Society; or
 - 11.2.3 in exceptional cases, other payments or benefits (but only with the written approval of the Charity Commission in advance).

12) CONFLICTS OF INTEREST

- 12.1 Trustees must avoid conflicts of interest and wherever a conflict of interest (actual or perceived) arises in relation to a matter to be discussed at a meeting of the Trustees or a committee, the Trustees may discuss the matter and authorise such matter providing the Trustee:
- 12.1.1 declares the interest before the meeting or at the meeting before discussion begins on the matter;
 - 12.1.2 is absent from the meeting for the discussion of that matter unless expressly invited to remain in order to provide information;
 - 12.1.3 is not counted in the quorum for that part of the meeting;
and
 - 12.1.4 has no vote on the matter and is absent during the vote if so requested by the other Trustees.

13) TRUSTEE PROTECTION

- 13.1 Each Trustee shall be indemnified by the Society against all losses or liabilities which the Trustee may properly incur in the execution of his or her duties as a Trustee (including the cost of a successful defence to civil or criminal proceedings or in connection with any application by the Trustee to the courts for relief from liability for negligence, default, breach of duty or breach of trust in relation to the Society's affairs and in which relief is granted).
- 13.2 The Trustees may decide to purchase and maintain insurance at the expense of the Society for the benefit of any Trustee in respect of any loss or liability identified in paragraph 13.1.

14) ALTERATION OF CONSTITUTION

- 14.1 No alteration shall be made to the Constitution except by resolution carried by a majority of at least two thirds of Members present and voting at a General Meeting.
- 14.2 No such alteration shall be made which would have the effect of causing the Society to cease to be a charity at law.
- 14.3 No such alteration shall be made which could result in any benefit to the Trustees without the prior written consent of the Charity Commissioners.

15) DISSOLUTION OF THE SOCIETY

- 15.1 The Society may be dissolved by a resolution supported by 75% of the Members present and voting at a General Meeting convened for the purpose.
- 15.2 Upon the adoption of that resolution the Trustees shall dispose of the funds of the Society in accordance with the Objectives.
- 15.3 A final report and statement of account must be sent to the Charity Commission.

16) INTERPRETATION

In this constitution, the terms defined in bold shall have the meaning ascribed in the relevant paragraph and the following terms shall have the meaning given opposite:

Abbey Trust: the Ampleforth Abbey Trust, registered charity number 1026493 established pursuant to a Declaration of Trust dated 30 September 1944.

Academic Year: the period for the College beginning at the start of the Autumn term in September and finishing at the end of the Summer term in June or as determined by the Trustees in their absolute discretion.

Charities Acts: the Charities Act 1993 (as amended) and the Charities Act 2006.

Charity Trustee has the meaning prescribed by section 97(1) of the Charities Act.

College: The school known as Ampleforth College managed by the trustees of SLET.

Director of Development: means an individual appointed from time to time by the trustees of The St Laurence Education Trust as the director of development.

General Meeting: a meeting of the members of the Society held in accordance with paragraph 9 of this Constitution.

Honorary Life Vice President: a Member appointed by the Members of the Society at an AGM to be an Honorary Life Vice President.

Indemnity Insurance: insurance against personal liability incurred by any Trustee for an act or omission which is or is alleged to be a breach of trust or breach of duty, unless the Trustee concerned knew that, or was reckless whether, the act or omission was a breach of trust or breach of duty.

Monastic Community: the members of the monastic community of St Laurence of the English Congregation of Black Monks of the Order of St Benedict established at Ampleforth Abbey and other places.

Objectives: the objectives as set out in paragraph 1.

Old Amplefordian: an individual who attended the College for their education for one or more Academic Years.

Secretary: a person so appointed in accordance with paragraph 6 and with the role and responsibilities set out in such paragraph.

Society: the Ampleforth Society established on 14 July 1875 and registered under the Charities Act 1960, registration number 529626.

SLET: the St Laurence Education Trust, company number: 3415320 and charity number: 1063808.

Staff Member: an employee of the College who has worked for SLET for two or more Academic Years.

Subscription Fee: the fee payable for membership of the Society on such terms in such manner as the Trustees may determine from time to time.

Treasurer: a person so appointed in accordance with paragraph 5 and with role and responsibilities set out in such paragraph.