

## **An Agreement as to the rules of procedure for trustee meetings.**

### **Whereas:**

- A. The Society of Old Framlinghamians (“the **SOF**”), an unincorporated association, was founded in 1900 with the object of promoting the interests of the School in every possible way, enabling past members of Framlingham College (“the School”) to keep in touch with one another, and promoting a bond of union between past and present members of the School to their mutual pleasure and advantage.
- B. The SOF administers a number of trusts holding funds donated from time to time by former pupils and other well wishers (“the Trust Funds” - see Appendix) .
- C. In accordance with its rules the SOF, which is not itself a trust, appoints from amongst its membership a number of individuals (“the Trustees”) in whom each of the individual Trust Funds is vested (save for the general fund from which the operating costs of the SOF are drawn).
- D. Under the SOF rules there shall be a minimum of three Trustees and such maximum number as the Trustees may themselves determine from time to time. As at the date hereof there are four Trustees.
- E. The rules call for the Trustees to make their own arrangements for the funds that they administer.
- F. Historically the Trustees have made such arrangements on an ad hoc basis. They now wish to establish more formal arrangements to govern the manner in which they administer the funds, in particular procedure for trustee meetings.

### **Furthermore:**

- G. On the 3<sup>rd</sup> June 2014 The Society created by Trust Deed the Society of Old Framlinghamians Charitable Trust (**SOFCT**) and registered it with the Charities Commission under registration number 1158435. The Charity Commission was then requested to transfer the link of the Society’s other restricted funds from the Albert Memorial College (known as Framlingham College) to the charity, which they did with effect from the 17<sup>th</sup> December 2014.
- H. The Charity Commission has established a number of requirements for the conduct of trustee meetings and as the SOF and SOFCT have trustees in common it is deemed appropriate to adopt a joint set of procedures and rule.

**Now it is agreed between all the Trustees that as from the date hereof the following protocol for their administration of each of the funds shall apply:**

# The Protocol

## Application

- a. The Protocol shall apply to all the Trust Funds, whether charitable or non-charitable.
- b. If any provision of the Protocol shall be inconsistent with a provision of an individual Trust Fund then the latter shall prevail.
- c. The Protocol shall be adopted and formally minuted, at the first meeting of each of the Trust Funds held after each AGM of the Society.

## Quorum

A meeting shall be quorate if at least one-third of the total number of Trustees at the time, or two Trustees (whichever is the greater) are present throughout the meeting – whether the meeting is held in person or remotely, see the next provision.

## Meetings held in person or remotely

A meeting may be held either in person or by suitable electronic or telephonic means agreed by the Trustees in which all participants may communicate with all the other participants.

## Frequency and content of meetings

Meetings shall be held at least three times per year.

At a meeting business of a number of different Trust Funds may be discussed, whether or not notice of the particular business has been given in the agenda, provided that a formal minute of such business is made.

## Chairman of meetings

The chairman of Trustees, as elected by the Trustees, shall take the chair at all meetings. In his absence he shall designate one of the other Trustees to take the chair.

## Minutes

One of the Trustees, as designated by the chairman, shall take and circulate minutes of the meeting.

## Attendance at meetings

In addition to the Trustees, the President, Immediate Past President, President Designate, Hon.Secretary and Treasurer shall be entitled to attend all meetings, but shall not be entitled to vote.

## Conflicts of Interest

Each Trustee undertakes to make disclosure of any circumstances that may lead to a conflict of interests between the trusts and investments under the control of the Trustees and the personal or professional interests of the Trustee.

At or before each meeting he or she shall declare any interest he or she may have in any matter to be discussed at the meeting:

- (a) a Trustee shall declare an interest and shall withdraw from the meeting for that part of the discussion and not be entitled to vote in respect of the matter in which he or she is interested;
- (b) a Trustee shall not be counted in the quorum present at a meeting in relation to a resolution on which he or she is not entitled to vote; and

(c) if a question arises at a meeting as to the right of a Trustee to vote, the question may, before the conclusion of the meeting, be referred to the chairman of the meeting and his ruling in relation to any trustee other than himself shall be final and conclusive.

**Amendments to the Protocol**

Any amendment shall require the approval of a majority of the total number of the Trustees at the time.

## **Appendix – Trustee Funds and their Purpose**

### **Restricted Charitable Funds**

1) Wallace and Old Framlinghamian Scholarship Funds

*To provide scholarships to both pupils at and leavers from the school.*

2) Alfred Pretty and Mawby Memorial Funds

*To provide prizes to members of the school.*

3) Framlingham College Improvement Fund

*To provide funds for the improvements to the buildings and facilities at Framlingham College and Brandeston Hall.*

4) Moreau Benevolent Fund

*To provide for the welfare of past and present members of the school and their families.*

5) SOF General Charitable Trust

*(1) The advancement of education by :*

*a. Providing financial support, in the form of bursaries and scholarships, towards the cost of tuition and boarding fees, to children who demonstrate commitment and/or ability but whose financial situation prevents them from joining Framlingham College, Framlingham, Suffolk (The College)*

*b. Providing financial support to the College in respect of the fabric of its buildings and sports facilities and*

*(2) The prevention or relief of poverty by providing financial assistance to such former students, teaching and non teaching staff of the College who are in need.*

### **Unrestricted Funds**

1) Life Membership Fund

*This is the primary fund for meeting the administration expenses of the Society as shown in the General Account.*

2) Endowment and Moreau Bequest Funds

*These funds are used to provide income for specific projects of the Society or augmenting the income of other funds.*