

**Company Number: 399211**

**The Companies Acts 2006**

**COMPANY LIMITED BY GUARANTEE**

**WEST RIDING MASONIC CHARITIES LIMITED**

**Incorporated on 8 October 1945**

**ARTICLES OF ASSOCIATION**

**(Adopted by Special Resolution dated 9 September 2023)**

APPROVED AMENDMENTS 2015:

Article 5(c) and 5(f)

APPROVED AMENDMENTS 2016:

Articles 20, 21, 22(a), 23(a), (b), (c), (d) and (e), 24, 25(e), (f) and (g) and 34.

APPROVED AMENDMENT 2021:

General – Article 1 Reference – Place

APPROVED AMENDMENTS 2023:

Articles 1, 2, 5 to 13, 15 to 24, 26 to 31, 34 to 36, 38 to 44

**THE COMPANIES ACTS 2006**

**COMPANY LIMITED BY GUARANTEE**

**ARTICLES OF ASSOCIATION OF**

**WEST RIDING MASONIC CHARITIES LIMITED**

**(Adopted by Special Resolution dated 9 September 2023)**

**GENERAL**

1. In these articles:

“Act” means the Companies Act 2006 including any statutory modification or re-enactment thereof.

“Board” means the board of Directors from time to time.

“Chairman” means the chair of Directors appointed from time to time.

“Chapter” means a masonic Royal Arch Chapter within the Province and recognised as such by the Company.

“Charities Act” means the Charities Act 2022 as amended from time to time and any re-enactment or replacement thereof.

“Charity Steward” means a Freemason who from time to time holds the office of charity steward within a Lodge and is recognised as such by the Directors.

“Company” means West Riding Masonic Charities Limited.

“Directors” means the directors from time to time of the Company and “Director” shall mean any one thereof.

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| “Freemason”                | means a subscribing member or honorary member of a Lodge.   |
| “Lodge”                    | means a masonic Lodge within the Province and recognised as such by the Company.  |
| “Place”                    | includes both a physical place and any virtual location such as (not by way of limitation) a video or telephone conference or other means of electronic meeting. Any meeting shall be held at such Place as the Directors shall determine.  |
| “President”                | has the meaning given by article 20   |
| “Province”                 | means the area within the jurisdiction of the Provincial Grand Lodge of Yorkshire, West Riding or the Provincial Grand Chapter of Yorkshire, West Riding.   |
| “Secretary”                | means any person appointed to perform the duties of Secretary of the Company.   |
| “Table A” and<br>“Table C” | means Table A and Table C contained in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985/805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985/1052) and the Companies (Tables A to F) (Amendment) (No 2) Regulations 2007 (SI 2007/2826). |

Unless the context otherwise requires, other words or expressions contained in these articles bear the same meaning as in the Companies Act 2006 as in force on the date when these articles become binding on the Company.

Words importing the singular include the plural and words importing the masculine gender shall include the feminine and words importing persons shall include corporations or unincorporated Masonic bodies.

Expressions referring to writing shall unless the contrary intention appears, be construed as including references to printing, lithography, and other modes of representing or reproducing words in a visible form.

2. Neither Table A nor Table C shall apply to the Company except where specifically incorporated or referred to herein.
3. The Company is formed for the purpose laid down in the Memorandum of Association.

## **MEMBERS**

4. There shall be no limit to the number of members of the Company.
5. The members of the Company shall be the Charity Steward of every Lodge, the Directors and the President. Each Lodge shall be entitled to have only one member of the Company. All other persons who were members of the Company on 8 September 2023 shall cease to be members of the Company unless (and only for such time that) they hold the office of Charity Steward
6. The liability of each member is limited to £1 (one pound, being the amount that each member undertakes to contribute to the assets of the company in the event of its being wound up while he is a member or within one year after he ceases to be a member, for:
  - 6.1 payment of the company's debts and liabilities contracted before he ceases to be a member,
  - 6.2 payment of the costs, charges and expenses of winding up, and
  - 6.3 adjustment of the rights of the contributories among themselves.

## **PATRONAGE STATUS FOR INDIVIDUALS**

7. The following persons shall qualify for patronage of the Company:
  - 7.1 Any Freemason (to be known as a Vice Patron or Patron as appropriate) who shall have subscribed to qualify as such prior to 9 September 2023 and has already been admitted as a Vice Patron or Patron.
  - 7.2 Any Freemason (to be known as a Vice Patron) who shall have subscribed the sum of £500 or more but less than £1,000 .
  - 7.3 Any Freemason (to be known as a Patron) who shall have subscribed the sum of £1,000 or more but less than £2,500.
  - 7.4 Any Freemason (to be known as a Grand Patron) who shall have subscribed the sum of £2,500 or more.
  - 7.5 Any Freemason holding such additional honorific ranks as may be introduced from time to time on the recommendation of and on terms approved by the Directors.
8. The sums specified in article 7 shall:
  - 8.1 not be altered other than by the Directors; and
  - 8.2 be sums donated to the Company and designated for charitable purposes. Any gift-aid applicable to such sums shall be part of the respective amounts required to qualify for patronage levels.
9. The Company may issue certificates confirming the patronage status of any Freemason in such form and at such times as it deems appropriate.
10. Unless he is qualified under article 5 no Vice Patron, Patron or Grand Patron will be a member of the Company, nor shall he have any voting rights.

## **PATRONAGE STATUS FOR LODGES AND CHAPTERS**

11. Lodges and Chapters shall be awarded the status of Vice Patrons, Patrons, Grand Patrons or Diamond Patron of the Company on subscribing the sums shown below after 1 January 2001. However, this will not confer membership of the Company nor any voting rights.

### 11.1 Vice Patronage

11.1.1 Any Lodge that shall have subscribed the sum of £2,500 or more but less than £5,000 shall have the status of Vice Patron.

11.1.2 Any Chapter that shall have subscribed the sum of £625 but less than £1,250 shall have the status of Vice Patron.

### 11.2 Patronage

11.2.1 Any Lodge that shall have subscribed the sum of £5,000 but less than £10,000 shall have the status of Patron.

11.2.2 Any Chapter that shall have subscribed the sum of £1,250 but less than £2,500 shall have the status of Patron.

### 11.3 Grand Patronage

11.3.1 Any Lodge that shall have subscribed the sum of £10,000 but less than £20,000 shall have the status of Grand Patron.

11.3.2 Any Chapter that shall have subscribed the sum £2,500 or more but less than £5,000 shall have the status of Grand Patron.

### 11.4 Diamond Patron

11.4.1 Any Lodge that shall have subscribed the sum of £20,000 or more shall have the status of Diamond Patron.

11.4.2 Any Chapter that shall have subscribed the sum of £5,000 or more shall have the status of Diamond Patron.

12. The sums specified in article 11 shall:
  - 12.1 not be altered other than by the Directors; and
  - 12.2 be sums donated to the Company and designated for charitable purposes.
13. The Company may issue certificates confirming the patronage status of any Lodge or Chapter in such form and at such times as it deems appropriate.

#### **GENERAL MEETINGS OF THE COMPANY**

14. The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notices calling it. No more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and the next. The Annual General Meeting shall be held at such time and place as the Directors shall appoint. All business at the Annual General Meeting shall be deemed special other than the consideration of annual accounts and reports and the appointment of auditors (if any). All General Meetings other than Annual General Meetings shall be Extraordinary General Meetings.
15. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and an Extraordinary General Meeting may also be convened on a written requisition of not less than 20 members of the company.

#### **NOTICE OF AND PROCEEDINGS AT GENERAL MEETINGS**

16. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by not less than twenty-one days' notice in writing, and any other meeting of the Company shall be called by not less than fourteen days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the place, the day and the hour of meeting and, in the case of special business, the General nature of that business and shall be given in manner hereinafter mentioned or in such other manner, if any, as may be prescribed by the Company in general meeting,

to such persons as are, under these articles, entitled to receive such notices from the Company.

Provided that a meeting of the Company shall, notwithstanding that it is called by shorter notice than that specified in this article, be deemed to have been duly called if it is so agreed:

16.1 in the case of an Annual General Meeting, by a majority in number of the members attending and entitled vote at that meeting; and

16.2 in the case of any other meeting, by a majority in number of the members attending and entitled to vote at that meeting.

being in both cases a majority together representing not less than seventy-five per cent of the total voting rights of all the members at that meeting.

17. No business shall be transacted at any General Meeting unless a quorum of the members is present at the time when the meeting proceeds to business. 20 members present in person or by proxy shall be a quorum and if within half an hour of the time appointed for the meeting a quorum is not present the meeting shall be dissolved.

17.1 The Chairman shall preside at every General Meeting of the Company. If he is absent or is not present within fifteen minutes after the time appointed for the holding of the meeting or if he is not willing to act then the Deputy Chairman shall preside, or if he is not willing to act the Directors that are present shall elect one of their number to preside or if there shall be no Directors or none willing to chair the meeting then the members present shall choose one of their number to preside.

17.2 The chair of the meeting may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is



adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- 17.3 At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is demanded.
- 17.4 The chair of the meeting or not less than five members present in person may on the declaration of the result of a show of hands demand a poll and unless a poll be so demanded a declaration shall be made by the chair of the meeting that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost. An entry to that effect in the book containing the Minutes of Proceedings of the Company shall be conclusive evidence of the fact without proof. If a poll is demanded, it shall be taken in such manner as the chair of the meeting directs by means of vote cast in writing. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the member executing the proxy or of revocation of the proxy by him provided that no intimation of such death, insanity or revocation shall have been received by the Secretary before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 17.5 In the case of an equality of votes on the show of hands or on a poll the chair of the meeting shall be entitled to a second or casting vote.
- 17.6 Every member present in person or by proxy shall have one vote per member.
18. Any member who is entitled to attend and vote at a meeting is entitled to appoint one other member of the Company as his proxy to attend and vote instead of him. The instrument appointing the proxy shall be in the form set out in regulation 60 of Table A and the provisions of regulation 62 of Table A shall apply. The person appointed as proxy shall be entitled to vote (but not speak) at the meeting on behalf of the person appointing him as well as to vote in any other capacity.

## **POWER OF DIRECTORS**

19. The Directors shall have the power to deal with the Company's investments, to appoint investment advisers, to recommend auditors and determine their remuneration, to propose prepare and adopt rules for the general administration of the Company and from time to time to make amendments hereto and establish appropriate committees for the management thereof.

19.1 Without limitation of the provisions of the preceding paragraph, the business of the Company shall be managed by the Directors, who may exercise all such powers of the Company as are not, by the Act or by these articles, required to be exercised by the Company in General Meeting, subject nevertheless to the provisions of the Act or these articles and to such regulations, being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in General Meeting; but no regulation made by the Company in General Meeting shall invalidate any prior act of the Directors which would have been valid if that regulation had not been made.

19.2 In the exercise of the aforesaid powers and the management of the business of the Company, the Directors shall always be mindful that they are charity trustees as defined by the Charities Act as the persons having the general control and management of the administration of a charity.

## **PRESIDENT**

20. The Provincial Grand Master from time to time of the Province shall be the President of the Company.

21. The President of the Company shall not be a Director but shall be entitled to receive notice of meetings of the Directors and to attend and speak (but not vote) thereat. Although the President shall not be entitled to vote at meetings of the Directors he shall if sitting as chair of the meeting be entitled to a casting vote in the event of an equality of votes.

## **DIRECTORS**

22. The Directors of the Company shall be such persons (only one of whom may not be a Freemason), not exceeding nine in number, as the Board may elect. The Board shall cause the names of the Directors that have been appointed to be announced at the Annual General Meeting next following their appointment.
23. Subject to article 23.1 each Director will serve a term of office of three years with a maximum three consecutive terms of office after which they cannot seek re-election for a period of twelve months.
  - 23.1 The Board shall manage the retirement and appointment of Directors so that no more than three shall retire in any one year.
  - 23.2 Subject to article 23.1 the Directors who are to retire by rotation shall be those who have served in office for three years or more since appointment or re-appointment.
24. The Board of Directors shall elect a Chairman and a Deputy Chairman from their number at such times that they decide are appropriate.
25. The Board of Directors shall elect a Financial Director from their number at such times that they decide are appropriate.
26. The roles and duties of the Chairman, Deputy Chairman, Financial Director, Secretary and the other Directors shall be determined by the Directors.
27. All Directors in office at the date of adoption of these articles are deemed to continue to hold office and they shall be subject to retirement by rotation pursuant to the provisions of these articles.
28. The Board may co-opt, at its discretion from time to time (for such period and specific tasks as they may decide), up to four persons to assist in the work of the Board and any such co-opted person may at any time be removed as such by the Board. Such co-opted person shall not be subject to retirement by rotation or be

included in the number of Directors for the purposes of calculations under article 23 and shall not be entitled to vote.

29. The office of Director shall be vacated if that Director:
  - 29.1 becomes bankrupt or makes any arrangements or compositions with his creditors generally;
  - 29.2 becomes prohibited from being a Director by the Charities Act or the Company Directors' Disqualification Act 1986 or under any other provision of statute or rule of laws;
  - 29.3 becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
  - 29.4 resigns his office by notice in writing to the Secretary;
  - 29.5 does not attend a minimum of 50% of Board meetings or any sub-committee on which he serves during any twelve-month period without special leave of absence from the Directors; or
  - 29.6 conducts himself in a manner deemed by the Board to undermine the Charity.
  - 29.7 be expelled from the Craft by Grand Lodge in accordance with the Constitutions of the Ancient Fraternity of Free and Accepted Masons under the United Grand Lodge of England
30. The Board may remove any Director by a simple majority notwithstanding anything in these articles and appoint another person in their place.
31. The Directors shall meet for the despatch of business, adjourn and otherwise regulate their meeting as they shall think fit. Questions arising at any meeting shall be decided by a majority of votes. In the case of an equality of votes the chair of the meeting shall have a casting vote. A Director may, and the secretary on the requisition of a Director shall at any time summon a meeting of the Directors. The

quorum necessary for the transaction of the business of the Directors may be fixed from time to time by the Directors and unless so fixed shall be five.

32. The continuing Directors may act notwithstanding any vacancy of their body, and if their number shall be reduced below the number fixed as a quorum of Directors the continuing Directors or Director may act for the purpose of increasing the number of Directors to that number or of summoning a General Meeting of the Company, but for no other purpose.
33. The Chairman shall chair meetings of the Directors. If he shall not be present or willing to act then the Deputy Chairman shall chair such meetings and if he is not present or is not willing to act then the Directors present shall choose one of their number to preside.
34. The Directors may at their discretion from time to time make such rules or byelaws as they may deem necessary or expedient or convenient for the proper management and conduct of the Company and may delegate any of their duties to committees or sub-groups consisting of such persons as they shall think fit and on such terms as they may impose. All such committees must be chaired by a Director and can only act within its terms of reference set out for them by the Board. All Minutes of such meetings must be copied to all Directors or reported at the next Board meeting.
35. All acts done by any meeting of Directors or of a committee chaired by a Director shall be valid notwithstanding that it be afterwards discovered that there was a defect in the appointment of any such Director or committee member or that any of them were disqualified.
36. A resolution in writing signed by a simple majority of the Directors for the time being entitled to receive notice of a meeting of the Directors shall be as valid and effectual as if it had been passed as a meeting of the Directors duly convened and held.

37. Subject to the provisions of the Act every officer of the Company and every member of any committee, sub-committee or other sub-group of the Board of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in that capacity in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company.
38. The Company may insure the officers and the members of any committee, sub-committee, or other sub-group of the Board or of the Company against the costs of a successful defence to a criminal prosecution or civil proceedings brought against them or against personal liability incurred in respect of any act or omission, which is or alleged to be a breach of trust or a breach of duty (unless the director, officer or member concerned knew that, or was reckless whether, the act or omission was a breach of trust or a breach of duty).

## **SECRETARY**

39. The Secretary shall be appointed by the Directors and is not to be a co-opted person. The Directors may (if they think fit) appoint one of their number to be Secretary. The Secretary shall carry out duties as are required of the Secretary under the Act and as shall be delegated by the Directors. Without prejudice to any such directions he shall:
- 39.1 keep all minutes of any meeting of the Company and the Directors as requested.
- 39.2 issue all notices under the direction of the Directors.

## **ACCOUNTING RECORDS, ANNUAL ACCOUNTS AND AUDIT**

40. The Directors shall cause the Company to prepare and keep accounting records sufficient to show and explain the Company's transactions and to:

- 40.1 disclose the reasonable accuracy, at any time, the financial position of the Company and
- 40.2 enable the Directors to prepare annual accounts and reports in accordance with the Act and relevant charity law.

Such records shall comply with the Charities Act.

- 41. Annual accounts and reports as required by the Charities Act and relevant charity law shall be prepared in respect of each financial year and shall if required by the Charities Act be audited.
- 42. The auditors of the Company shall be appointed at every Annual General Meeting.

## **NOTICES**

- 43. A notice may be given by the Company to any member either personally or by sending it by pre-paid postage to his registered address, or by email or other electronic means or to any address within the United Kingdom supplied by him to the Company for the giving of notice to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing prepaying and posting a letter containing the notice and shall be deemed to have been effected in the case of a notice of a meeting at the expiration of 48 hours after the letter containing the same is posted, and in any other case the time at which the letter would have been delivered in the ordinary course of post and if by email or other electronic means the time that is two hours after it has been sent.
- 44. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:
  - 44.1 every member of the Company;
  - 44.2 every Lodge and Chapter;
  - 44.3 the auditor for the time being of the Company;
  - 44.4 the President; and

44.5 every Director.