

Membership of the Masonic Charitable Foundation

Introduction

The Masonic Charitable Foundation is both a charity and a company limited by guarantee. The Members of the Masonic Charitable Foundation are the owners of the company and, as such, they act as a link between the MCF via their Province to the wider membership of the Craft.

Governance

The MCF's governing document is its Articles of Association. The following explanatory notes reflect what is contained in the Articles in respect of Membership of the Charity.

The members of the MCF are:-

- The Grand President of the MCF (The Grand Master) – ex officio
- The Deputy Grand Presidents of the MCF (The ProGM, DepGM and AGM) – ex officio.
- The Trustees and co-opted Trustees of the MCF
- Two members from each Metropolitan and Provincial Grand Lodge (as defined by Rule 65 of the Book of Constitutions)

Every Metropolitan and Provincial Grand Lodge appoints two of their members each year at their annual meeting to be Members of the MCF. Such Membership of the MCF may last for a maximum of five consecutive years. Details of the appointments should be communicated by the Metropolitan/Provincial Grand Secretary to the Secretary of the MCF.

Metropolitan and Provincial Grand Lodge members must accept their appointment as Members of the MCF in writing and by doing so give their consent to become a Member.

Metropolitan and Provincial members cease to be Members of the MCF by:

- a. giving written notice of resignation to the Charity;
- b. death;
- c. resignation or expulsion from Freemasonry; or
- d. removal in accordance with Articles 7.4(e) or 7.4(g).

The liability of the Members is limited by guarantee. Every Member shall, if the Charity is dissolved while he remains a Member or within one year after he ceases to be a Member, pay up to £1 towards:

- a. payment of those debts and liabilities of the Charity incurred before he ceased to be a Member;
- b. payment of the costs, charges and expenses of winding up; and
- c. the adjustment of rights of contributors among themselves.

Should it be appropriate to wind up or dissolve the charity, the Members are responsible for determining a suitable charitable institution(s) but are not entitled to any property whatsoever.

Members' Responsibilities

The President and the Chief Executive will lead on membership matters.

The main responsibility of Members is to provide a two-way link between the MCF via their Province to the wider membership of the Craft.

It is anticipated that between the two Members from each Province they will: -

- **Provide a short annual report on MCF activities** within their Province, ideally at their Metropolitan/Provincial Grand Lodge.
- **Promote the MCF within their Province by giving a number of presentations** about its work each year.
- **Be prepared to visit charities** within their Province, including those being considered for a grant and those that secure a grant from the MCF, both when the grant is awarded and subsequently to report on how the grant has achieved its objective.
- **Attend the two Members Meetings** each year, one of which is the AGM.
- **Provide feedback to MCF** on behalf of their Metropolitan/Provincial Grand Lodge and its Brethren.
- **Contribute to the evolving future strategy of MCF** on behalf of their Metropolitan/Provincial Grand Lodge and its Brethren.
- **Attend an annual lunch** with the President, Deputy President, Chief Executive and Senior Leadership Team of MCF, normally held in conjunction with the AGM.

On appointment, each Member will be provided with a copy of the Memorandum and Articles of Association of the MCF electronically. Each year a copy of the Charity's latest available statement of accounts will be provided by electronic means. In addition, Members will receive regular updates on all activities. All relevant information will also be available on the Members area of the MCF website

General Meetings

Members of the MCF are entitled to attend the Annual General Meeting (AGM) and other general meetings of the Charity when called from time to time. If they are unable to attend in person they may do so by proxy, **but only if** the appointment of a proxy is in writing and notified to the Charity up to 48 hours before the commencement of the meeting. The Chairman will act as Chairman of general meetings.

Members are able to ask questions, raise concerns and discuss matters about the Charity's work at the Annual General Meeting (AGM) and other general meetings.

A Member or Members may, on giving at least 14 days' notice, raise for discussion and determination any issue of policy at a general meeting or AGM and/or deal with any other business put before them by the Trustees.

There will be at least two general meetings of the MCF held each year, one of which will be the AGM, which (save in exceptional circumstances) shall be held on the same day and at the same place as the December Quarterly Communication of the Grand Lodge, which is held on the second Wednesday in December and is usually held at Freemasons' Hall in London.

The other general meeting or meetings of MCF may be held anywhere within England and Wales.

General meetings will be notified to the Members of the MCF in writing, which may be by electronic means, at least 28 days before the date of the meeting. This will include details of their right to appoint a proxy and details of how to obtain a special form for this purpose should they wish to do so. Where there is a special resolution, a proxy form will be provided as a matter of course to all Members with the notice calling the meeting. The only address at which a Member is entitled to receive notices sent by post or by hand is an address in the United Kingdom shown in the Register and/or an email address supplied for the purpose.

The notice will also include the business to be discussed and details of any resolutions to be proposed.

At an AGM, the Members:

1. must note and receive the annual report and audited accounts of the Charity for the previous financial year; and
2. must confirm the appointment of the auditors for the Charity (this is by ordinary resolution requiring approval by more than 50% of votes).

At any general meeting, the Members:

3. will consider for approval the minutes of the previous general meeting
4. may approve any changes submitted by the Trustees to the Articles of Association (this is by special resolution requiring approval by at least 75% of votes);
5. may, on a proposal of the Trustees, consider the election of a Vice Grand President of the Charity as an Honorary Officer
6. may consider any written resolution proposed; and
7. must receive a general report on the Charity's activities.

Members may themselves request a general meeting be held if there is any specific and urgent business they wish to be discussed and at least ten of the Members request this in writing. A meeting must then be held within 21 days of the request.

A quorum of 20 Members present is required for all general meetings. This does **not** under the Articles include anyone appointed to be a proxy. The chair at all general meetings will usually be taken by the Chairman of the Board of Trustees of the MCF. The Charity is unable to cover the cost of any expenses incurred by Members in relation to their attendance at general meetings, whether a Member is also a Trustee or not.

Except where otherwise provided by the Articles or the Companies Act, every matter for discussion shall be decided by ordinary resolution and a simple majority of the Members present in person or by proxy and voting. Where a special resolution is presented to the meeting a majority of 75% of those Members present in person or by proxy and voting is required. Every Member present in person or by proxy has one vote on each resolution.

On arrival for a general meeting, Members and any proxy will be asked to sign in so a record may be kept of attendance of Members.