

The Companies Acts 1985 and 1989

COMPANY LIMITED BY GUARANTEE

WEST RIDING MASONIC CHARITIES LIMITED

Incorporated on 8 October 1945

ARTICLES OF ASSOCIATION

(Adopted by Special Resolution dated 31 March 2007)

I HEREBY CERTIFY THAT THIS
IS A TRUE AND COMPLETE COPY
OF THE CORRESPONDING PAGE
OF THE ORIGINAL
SOLICITORS, SHEFFIELD

APPROVED AMMENDMENTS ADDED 2015:

Article 5(c) and 5(f)

APPROVED AMMENDMENTS ADDED 2016:

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

THE COMPANIES ACTS 1985 and 1989
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION OF
WEST RIDING MASONIC CHARITIES LIMITED
(Adopted by Special Resolution dated 31st March 2007)

GENERAL

1. In these Articles:

“The Act” means the Companies Act 1985 including any statutory modification or re-enactment thereof.

“The Company” means the above named West Riding Masonic Charities Limited.

“The Province” means the area within the jurisdiction of the Provincial Grand Lodge of Yorkshire, West Riding.

“The Seal” means the Common Seal of the Company.

“The Secretary” means any person appointed to perform the duties of Secretary of 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.

Unless the context otherwise requires words and expressions contained in these Articles shall bear the same meaning as in the Act or statutory modifications thereof in force at the date at which these Articles become binding on the Company.

2. Neither Table A (‘Table A’) nor Table C contained in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No 805) as amended by the Companies (Tables A to F)(Amendment) Regulations 1985 (SI 1985 No 1052) 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 following persons shall qualify to be members of the Company:-
 - (a) Any Freemason (to be known as a Vice Patron or Patron as appropriate) who shall have subscribed to qualify as a Vice Patron or Patron (as the case may be) of the Company prior to the date of adoption of these Articles and has already been admitted as a Patron or Vice Patron.
 - (b) Any Freemason (to be known as a Vice Patron) who shall not at that time be a member of the Company and who shall subscribe the sum of £500 or more but less than the sum specified in Clause 5 (c) hereof.
 - (c) Any Freemason (to be known as a Patron) who shall subscribe the sum of £1,000 or more.
 - (d) Any Freemason holding such additional Honorific Ranks as may be introduced from time to time on the recommendation of the Directors and on terms approved by Special Resolution of the members of the Company in General Meeting.
 - (e) "Any Freemason" referred to in (a) (b) (c) and (d) above shall mean a subscribing member or honorary member of a Lodge or Royal Arch Chapter within the Province and the qualifying sums therein mentioned shall be sums donated to the Company and designated for charitable purposes.
 - (f) The qualification as a Vice Patron and Patron respectively and a member of the Company (honorary or otherwise) under (a) (b) (c) and (d) above shall apply so long as the Freemason concerned shall remain a subscribing member or honorary member of any Lodge or Royal Arch Chapter within the Province, and such member shall cease to be a Member of the Company immediately upon ceasing to be a subscribing member or honorary member, for whatever reason, of such Lodge or Royal Arch Chapter.
 - (g) The sums specified in paragraphs (b) and (c) above shall not be altered other than by Special Resolution of the members of the Company in General Meeting.
6. All persons who are members of the Company at the date of any alteration of Article 5 and who remain subscribing members of any Lodge or Royal Arch Chapter within the Province shall remain members of the Company notwithstanding any alteration.

7. Any person who is qualified to be a member of the Company shall become a Member when he has signed and the Secretary has received from him an application in the following form:-

"To West Riding Masonic Charities Limited

"I

"of

"desire to be admitted to membership of the above named Company and request you to enter my name in the register of members accordingly, subject to the Memorandum and Articles of Association.

"Dated this day of 20 "

8. The rights of members as such shall be personal and shall not be transferable and shall cease upon death or upon the member ceasing to hold the qualification set out in Articles 5 (e) and (f) of the Articles of Company — but a former member shall be reinstated (on completion and delivery of the form set out in Article 7) should that resigning member rejoin a Lodge or Royal Arch Chapter within the Province.

WEST RIDING PATRONAGE STATUS FOR LODGES

9. Lodges and Royal Arch Chapters within the Province shall be awarded the status of Vice Patrons or Patrons of the Company on subscribing the sums shown below from a start date of First January 2001. However this will not confer membership of the Company nor any voting or General Meeting attendance rights.
10. Any Lodge to have the status of Vice Patron which shall have subscribed the sum of £2,500 or more on or after the First January 2001 (and a Royal Arch Chapter £625).
11. Any Lodge to have the status of Patron shall have subscribed the sum of £5,000 or more on or after the First January 2001 (or a Royal Arch Chapter £1,250).
12. The sums specified in paragraphs (10) and (11) above shall not be altered other than by Special Resolution of the members of the Company in General Meeting [and shall be sums donated to the Company and designated for its charitable purposes].

GENERAL MEETINGS OF THE COMPANY

13. 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 : and not more than fifteen months shall elapse between the date of one Annual General Meeting of the Company and that of 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, the election of Directors and the appointment of auditors (if any). All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.
14. The Directors may, whenever they think fit, convene an Extraordinary General Meeting, and Extraordinary General Meetings shall also be convened on such requisition, or, in default, may be convened by such requisitionists, as provided by Section 368 of the Act. If at any time there are not within the United Kingdom sufficient Directors, capable of acting to form a quorum, any Director or any two Directors, may convene an Extraordinary General Meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board of Directors.

NOTICE OF AND PROCEEDINGS AT GENERAL MEETINGS

15. An Annual General Meeting and a meeting called for the passing of a special resolution shall be called by twenty-one days notice in writing at the least, and a meeting of the Company other than an Annual General Meeting or a meeting for the passing of a special resolution shall be called by fourteen days' notice in writing at the least. 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 the Articles of the Company, 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.

- (a) in the case of a meeting called as the Annual General Meeting, by all the members entitled to attend and vote thereat: and
- (b) in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together representing not less than ninety five per cent of the total voting rights at that meeting of all the members.
16. (a) 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
- (b) The Chairman referred to in Article 20 shall preside at every General Meeting of the Company. If he is absent or is not present within 15 minutes after the time appointed for the holding of the meeting or if he is not willing to act then the President referred to in Article 19 shall act as Chairman and if he is absent or is not present within 15 minutes after the time appointed for the holding of the meeting or if he is not willing to act then the Directors present shall elect one of their number to be Chairman of the meeting or if there shall be no Directors present or none willing to act as Chairman then the members present shall choose one of their number to be Chairman of the meeting.
- (c) The Chairman 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.
- (d) 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.

- (e) The Chairman of the meeting or any three members at least 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 Chairman 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 be demanded it shall be taken in such manner as the Chairman 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.
- (f) In the case of an equality of votes on the show of hands or on a poll the Chairman of the meeting shall be entitled to a second or casting vote.
- (g) Every member present in person or by proxy shall have one vote per member.
17. (a) 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.
- (b) 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

18. (a) The Directors shall have the power to deal with the Company's investments, to appoint investment advisers, to determine Auditors 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.

- (b) Without limitation of the provisions of paragraph (a) above, 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.
- (c) 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 within the definition of Section 97 of the Charities Act 1993 as the persons having the general control and management of the administration of a charity.

PRESIDENT

19. (a) The Provincial Grand Master of the Province shall be President of the Company by virtue of his appointment as Provincial Grand Master.
- (b) The President of the Company shall not be a director of the Company but shall be entitled to receive notice of meetings of the Directors of the Company and to attend and speak (but not vote) thereat. Although the President shall not be entitled to vote at meetings of the Directors of the Company he shall if sitting as Chairman of the meeting be entitled to a casting vote in the event of an equality of votes in accordance with Article 27.

DIRECTORS

20. The Directors of the Company shall be such persons, not exceeding eight in number, as the Members of the Company in General Meeting may elect and who shall be nominated in accordance with Article 22.

Each Director will serve a term of office of no more than four years with a maximum of two terms of office and after which they cannot seek re-election for a period of twelve months

21. The Board of Directors will elect a Chairman from their number at the Board Meeting Following an Annual General Meeting.
- The Board of Directors will elect a Financial Director from their number at the Board Meeting following an Annual General Meeting.
22. (a) The names of Candidates for election as Directors of the Company pursuant to Article 20 (who must be Patrons or Vice Patrons or other members eligible under Article 5(d)) must be submitted in writing to the Secretary not later than the first day of February prior to an Annual General Meeting at which a vacancy for a director will exist, supported by the signatures of at least 20 members of the Company. No member can nominate or support more than one candidate for a vacancy as a Director under Article 20.
- (b) If more candidates are nominated than the number of Directors to be elected at any Annual General Meeting then a ballot paper shall be issued to all members and proxies of the Company who attend the Annual General Meeting such ballot paper to be completed and deposited in the box provided for that purpose at the entrance to the Annual General Meeting room.
23. (a) All Directors in office at the date of adoption of these Articles are deemed to continue to hold office and those directorships shall be subject to retirement by rotation pursuant to the provisions of this Article 20 and 23.
- (b) At every subsequent Annual General Meeting a minimum of two Directors will retire by rotation.
- (c) The Directors to retire by rotation shall be those who have served in office for four years or more since appointment or re-appointment.
- (d) If, at the meeting at which the Directors retire, the Company, does not fill the vacancies or if there is no nomination pursuant to Article 22(a) then the retiring Director shall, if willing to act, be deemed to have been re-appointed for a further four years unless a resolution for the re-appointment of the Director is put to the meeting and lost.
- (e) In the instance where the retiring Directors have served two terms of office and the Company is not able to fill their vacancies or if there is no nomination pursuant to Article 22(a) then the Directors shall, if requested by the board and willing to act, be deemed to have been re-appointed for a further twelve months unless a resolution for the re-appointment of the Directors is put to the meeting and lost. Upon expiry of the twelve months, they shall not be eligible to stand for further election pursuant to Article 20.

24. In addition to the Directors appointed under Articles 20-23 the Directors of the Company may co-opt, at their discretion from time to time (for such period and specific tasks as they may decide), up to four members of the Company to assist in the work of the Board and any such co-opted member may at any time be removed as such by Resolution of the Board. Such co-opted members shall not be subject to retirement by rotation or be included in the number of Directors for the purposes of the calculations under Article 20.
25. The office of Director shall be vacated if the Director:-
- (a) becomes bankrupt or makes any arrangements or compositions with his creditors generally;
 - (b) becomes prohibited from being a Director by Section 72 of the Charities Act 1993 or by reason of any order made under the Act, the Company Directors' Disqualification Act 1986 or under any other provision of statute or rule of laws;
 - (c) becomes incapable by reason of mental disorder, illness or injury of managing and administering his property and affairs;
 - (d) resigns his office by notice in writing to the Secretary;
 - (e) ceases to be a member of the company;
 - (f) 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
 - (g) conducts himself in a manner deemed by his fellow Directors to undermine the Charity. The Board by resolution may then call for his removal.
26. The Company may by Ordinary Resolution (of which special notice has been given in accordance with Section 303 of the Act) remove any Director notwithstanding anything in these Articles. The company may by Ordinary Resolution at the meeting at which any Director shall be removed appoint another person in his place.

27. The Directors shall meet together 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 Chairman 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 by the Directors and unless so fixed shall be three.
28. 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.
29. The Chairman shall chair meetings of the Directors. If he shall not be present or willing to act then the President 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 be Chairman of the meeting.
30. The Directors may at their discretion from time to time make such rules or bye-laws 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/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 of the Company and can only act within its terms of reference set out for them by the Board of Directors of the Company. All Minutes of such meetings must be copied to all Directors or reported at the Directors Meetings.
31. 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/member or that any of them were disqualified.
32. A resolution in writing, signed by a 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 at a meeting of the Directors duly convened and held.

33. (a) 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.
- (b) The Directors may insure the other 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

34. The Secretary shall be appointed by the Directors (and is not a co-opted member). The Directors may (if they think fit) appoint one of their number to be Secretary. The Secretary shall carry out such 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:
- (1) keep all Minutes of any meeting of the Company and the Directors as requested.
 - (2) issue all notices under the direction of the Directors.

ACCOUNTING RECORDS, ANNUAL ACCOUNTS AND AUDIT

35. (a) The Directors shall cause the Company to prepare and keep accounting records sufficient to show and explain the Company's transactions and to:-
- (i) Disclose the reasonable accuracy, at any time, the financial position of the Company and
 - (ii) Enable the Directors to prepare annual accounts and reports in accordance with the Act and relevant charity law.
- Such records shall comply with Section 221 of the Act.
- (b) Annual accounts and reports as required by the Act and relevant charity law shall be prepared in respect of each financial year and shall, if required by the Act, be audited.

NOTICES

36. 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 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.
37. Notice of every General Meeting shall be given in any manner hereinbefore authorised to:-
- (a) every member of the Company.
 - (b) the Auditor for the time being of the Company
 - (c) every Director of the Company

THE SEAL

38. The Directors shall provide for the safe custody of the seal of the Company and it shall only be used by the authority of the Directors or of a committee of the Directors authorised by the Directors in that behalf, and every instrument to which the seal shall be affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose.