

DRAFT

**BY-LAWS OF THE DISTRICT
GRAND LODGE OF NORTH
QUEENSLAND**

Contents

1.	PREAMBLE	9
2.	DEFINITIONS	9
3.	INTERPRETATION AND DISPUTES	10
4.	REPEAL AND SAVINGS	11
5.	MEETINGS.....	13
	SPECIAL MEETINGS.....	13
	NOTICE OF	13
	BUSINESS OF.....	13
	DISTRIBUTION OF SUMMONS.....	14
	<i>WITHIN THE DISTRICT</i>	14
	<i>OTHER</i>	14
	PROCEEDINGS	14
	REPORTS.....	15
	NOMINATION, ELECTION AND INVESTITURE OF OFFICERS.....	16
	LODGING OF NOMINATIONS.....	16
	BOARD SUBMISSION OF NOMINATIONS TO THE DISTRICT GRAND LODGE.....	16
	ONE OFFICE ONLY.....	16
	REGULAR INVESTITURE	17
	DEFERRED INVESTITURE.....	17
	CASUAL VACANCY	17
6.	SEAL	18
7.	BANKING ACCOUNTS AND FINANCES	18

By-Laws of the District Grand Lodge of North Queensland

NAMING OF ACCOUNTS.....	18
OPERATING FUNDS	18
CHARITY FUNDS.....	18
OVERSIGHT OF FINANCES	19
AUTHORISED SIGNATORIES.....	19
SIGNING REQUIREMENTS.....	19
ACCOUNTING RECORDS KEEPING	19
DISTRICT GRAND TREASURER	19
QUARTERLY FINANCIAL REPORTS.	19
FINANCIAL YEAR.....	20
AUDIT	20
9. REPRESENTATIVES OF COUNTRY LODGES.....	22
10. LODGE MONTHLY RETURNS OF MEMBERS.....	22
11. AVAILABILITY WITHIN LODGES.....	24
12. ALTERATION OF BY-LAWS	24
13. PROPERTY VESTED TRUSTEES	26
14. TRUSTEES.....	26
TERM OF OFFICE.....	26
REMOVAL FROM OFFICE	27
VACANCIES	27
15. INDEMNITY.....	28
16. INVESTMENTS	28
DUTY OF TREASURER	28
17. CERTIFICATES.....	28
PRODUCTION OF	28

By-Laws of the District Grand Lodge of North Queensland

	EVIDENCE OF	29
18.	DEFINITIONS	31
19.	PURPOSE.....	31
20.	AUTHORITY.....	31
21.	DELEGATION.....	31
22.	DUTIES AND RESPONSIBILITIES	32
23.	DIRECTORS' QUALIFICATIONS AND EXPERTISE.	33
24.	DISQUALIFICATION	33
25.	APPLICATION FOR APPOINTMENT AS A DIRECTOR.....	34
26.	APPOINTMENT OF DIRECTORS.....	34
27.	PRESIDENT OF THE BOARD.....	35
	ROLE AND RESPONSIBILITY	35
	TERM OF OFFICE.....	35
28.	COMPOSITION OF THE BOARD.....	36
29.	MEETINGS, QUORUMS AND VOTING.....	36
	PASSING OF DIRECTORS RESOLUTIONS	37
30.	INDEMNITY	38
31.	INSURANCE:.....	38
32.	JUDICIAL SUB COMMITTEE.....	39
	PURPOSE:	39
	AUTHORITY:.....	39
	DUTIES AND RESPONSIBILITIES	39
	DELEGATION.....	39
	MEMBERS.....	40
	MEMBERS' QUALIFICATIONS AND EXPERTISE.....	40

By-Laws of the District Grand Lodge of North Queensland

APPLICATION FOR APPOINTMENT AS A MEMBER 40

APPOINTMENT OF MEMBERS 41

33. CEREMONIAL SUB COMMITTEE 42

 PURPOSE: 42

 AUTHORITY:..... 42

 DUTIES AND RESPONSIBILITIES: 42

 RITUALS 42

 SELECTION AND NOMINATION 42

 REPORTING..... 42

 MEMBERS..... 43

 TERM 43

 EXPERTISE OF APPOINTED MEMBERS..... 43

 CHAIR AND SECRETARY 43

 MEETINGS OF THE CEREMONIAL SUB COMMITTEE 44

AGENDA AND NOTICE: 44

QUORUM..... 44

MINUTES: 44

ATTENDENCE:..... 45

34. NOMINATIONS SUB COMMITTEE..... 46

 PURPOSE 46

 AUTHORITY..... 46

 MEMBERS..... 46

 TERM 46

 MEMBERS' QUALIFICATIONS AND EXPERTISE 47

 CHAIR AND SECRETARY 47

By-Laws of the District Grand Lodge of North Queensland

MEETINGS OF THE NOMINATIONS SUB COMMITTEE	48
<i>FREQUENCY:</i>	48
<i>AGENDA AND NOTICE:</i>	48
<i>QUORUM:</i>	48
<i>MINUTES:</i>	48
<i>ATTENDANCE:</i>	48
RESPONSIBILITIES OF THE PANEL	48
<i>THE SUB COMMITTEE TO INTERVIEW NOMINEES:</i>	49
<i>EVALUATION AND REVIEW:</i>	50
35. DEFINATIONS.....	52
36. THE PRESIDENT OF THE DISTRICT BOARD OF BENEVOLENCE	52
ROLE AND RESPONSIBILITY	52
37. COMPOSITION OF THE DISTRICT BOARD OF BENEVOLENCE	52
TERM	52
QUALIFICATIONS	53
NOMINATIONS FOR THE DISTRICT BOARD	53
<i>CASUAL VACANCIES</i>	54
MEETINGS QUORUM AND VOTING.....	55
OBJECTS AND POWERS OF THE DISTRICT BOARD.....	55
AUTHORITY FUNCTION AND POWERS	56
ESTABLISHMENT AND FUNDS	57
REGULATIONS.....	58
SPECIAL APPROPRIATION	59
JEWELS.....	59
38. DISTRICT FUND OF GENERAL PURPOSES.....	61

By-Laws of the District Grand Lodge of North Queensland

39.	DISTRICT FUND OF BENEVOLENCE	61
40.	PREAMBLE	63
	INTERPRETATION	63
	DISTRICT BOARD OF BENEVOLENCE	63
	Income.....	63
	PROCEDURES FOR RELIEF OR ASSISTANCE	64
	BENEVOLENCE GRANT CONDITONS.....	65

PART I - GENERAL

1. PREAMBLE

- 1.1 WHEREAS it is enacted by Article 85 of the Constitutions of the Ancient Fraternity of Free and Accepted Masons under the United Grand Lodge of Queensland that there may be constituted District Grand Lodges;
- 1.2 AND WHEREAS it is provided by Articles 85 to 153 of the aforementioned Constitutions that a District Grand Lodge has the power of making by-laws and regulations for the government, management, and conduct of its own proceedings and of the Lodges within its jurisdiction, and of any Board or Committee of the District Grand Lodge, the following By-laws are enacted to have effect within the jurisdiction of the District Grand Lodge of North Queensland.

2. DEFINITIONS

- 2.1 In these By-laws and in any regulation enacted hereunder except where a contrary intention appears:
 - a. **The Constitutions** shall mean the Constitutions of the Ancient Fraternity of Free and Accepted Masons under the United Grand Lodge of Queensland;
 - b. **District Grand Lodge** shall mean the District Grand Lodge of North Queensland, owing allegiance to and under the authority of the United Grand Lodge of Ancient Free and Accepted Masons of Queensland;
 - c. **Grand Lodge** shall mean the United Grand Lodge of Ancient Free and Accepted Masons of Queensland;
 - d. **Lodge** shall mean a lodge registered on the role of Grand Lodge; and

e. **Rules of the Board of Benevolence** means the Constitution Articles and Rules of the Board of Benevolence of Aged Masons Widows and Orphans' Fund, as amended from time to time.

2.2 A reference to any Board, Office or Officer of District Grand Lodge shall be taken to refer to that Board, Office or that Officer for the time being of the District Grand Lodge of North Queensland.

3. INTERPRETATION AND DISPUTES

3.1 Subject to the Constitutions, the President of the District Board of Directors shall on the advice of the District Grand Registrar, interpret the meaning of these By-laws and any regulations enacted hereunder, and shall settle any dispute arising there from.

3.2 Any pronouncement, determination or ruling made by the President of the District Board of General Purposes in accordance with this By-law shall be final and binding, provided however, that such pronouncement, determination or ruling shall not conflict with any part or parts of the Constitutions and shall be deemed to be a decision of the District Board of General Purposes.

4. REPEAL AND SAVINGS

- 4.1 Save as might otherwise be expressly provided:
- a. All former By-laws and Regulations of District Grand Lodge are hereby repealed, but without prejudice to any act or proceeding done or taken under the authority of any repealed by-law before the date of approval hereof by Grand Lodge;
 - b. All By-laws and Regulations of District Grand Lodge shall be taken to be in addition to and in furtherance of the Constitutions and shall (*mutatis mutandis*) be interpreted accordingly;
 - c. Any reference herein to any Article of the Constitutions shall be read and construed as a reference to that particular Article and in the event that such Article is altered, amended, repealed or replaced, these By-laws shall, so far as is possible, be thereafter read and construed so as to recognise the spirit of, and to give effect to, such alteration, amendment, repealment or replacement;
 - d. In all cases not otherwise provided, the practice and usages of Grand Lodge shall be adopted so far as the same are applicable to the circumstances of District Grand Lodge; and
 - e. To the extent that any by-law or regulation adopted by District Grand Lodge is or becomes contrary to or inconsistent with the laws and regulations of Grand Lodge as laid down in the Constitutions, such by-law and regulation shall be invalid.

PART II - DISTRICT GRAND LODGE OF NORTH QUEENSLAND

5. MEETINGS

QUARTERLY COMMUNICATIONS.

- 5.1 Four regular meetings of District Grand Lodge shall be held for quarterly communications in Townsville each year, namely, on the second Wednesday in the months of March, June, September, and on the second Friday in December or in such other centre and upon such other fixed days as District Grand Lodge shall by motion upon notice determine, provided that the District Board of Directors may with the approval of the District Grand Master for a special reason determine for any meeting a substitute date not being more than fourteen days distant from the date herein before specified.

SPECIAL MEETINGS

- 5.2 The District Grand Master may summon and hold a special meeting of District Grand Lodge whenever and wherever in his judgment it may be necessary, and the particular reason for calling such special District Grand Lodge shall be expressed in the summons, and no other business shall be entered upon at that meeting.

NOTICE OF

- 5.3 The District Grand Secretary shall supply a copy of all notices of meetings of District Grand Lodge to the Grand Secretary, prior to such meetings.

BUSINESS OF

- 5.4 Subject to these by-laws, all business to be brought under the consideration of District Grand Lodge shall be brought (mutatis mutandis) in all respects in accordance with the corresponding provisions of the Constitutions.

DISTRIBUTION OF SUMMONS

WITHIN THE DISTRICT.

5.5 A summons containing the Business Paper/s for each communication of District Grand Lodge shall be sent by the District Grand Secretary at least fourteen (14) clear days before the date of such communication to all District Grand Officers, Past District Grand Masters, the members of the District Board of Directors and the District Board of Benevolence, Assistant District Grand Superintendents of Workings and the Master, Wardens and Secretary of each Lodge within the jurisdiction of the District Grand Lodge of North Queensland. Any other members of District Grand Lodge may obtain a copy by application to the District Grand Secretary with payment of such amount as may be prescribed from time to time by the District Board of Directors. Copies of summonses and Business Paper/s shall be made available at the District Grand Secretary's Office and at each Communication.

OTHER.

5.6 In addition to the requirements of By-law 5.3, the District Grand Secretary shall, at least twenty-one (21) clear days before each communication of District Grand Lodge, email one (1) copy of the Business Paper/s for that communication to the Grand Secretary for circulation by the Grand Secretary to Officers of Grand Lodge.

PROCEEDINGS

5.7 The proceedings of District Grand Lodge shall (mutatis mutandis) be conducted in all respects in accordance with the corresponding provisions of the Constitutions.

REPORTS.

- 5.8 A Report of the Proceedings of each communication of District Grand Lodge shall be sent in accordance with the provisions of By-laws 5.5 and 5.6 to all members named in By-law 5.5 and 5.6 by the District Grand Secretary. Any other member of District Grand Lodge may obtain a copy by application to the District Grand Secretary as set out in By-law 5.5 and on payment of such amount as may be prescribed from time to time by the District Board of Directors. Copies of the printed report of the proceedings shall be available at the District Grand Secretary's Office and at each communication.

NOMINATION, ELECTION AND INVESTITURE OF OFFICERS

LODGING OF NOMINATIONS

- 5.9 Nominations for any District Grand Lodge Office with the exception of, the Deputy District Grand Master, District Grand Secretary and Assistant District Grand Superintendents of Workings, shall be made on the approved form and must be in the hands of the District Grand Secretary by not later than 4.00PM on the 30th June in each year.
- 5.10 All candidates submitting themselves for nomination and election shall be prepared to supply a Curriculum Vitae on the nomination forms for consideration by the Board, and relevant items from this form will be published to eligible voters at a subsequent communication for information purposes only (if required).

BOARD SUBMISSION OF NOMINATIONS TO THE DISTRICT GRAND LODGE

- 5.11 The District Board of Directors shall submit to members of the District Grand Lodge at the regular communication in the month of September in each year the board nominations for the offices for the ensuing year.

ONE OFFICE ONLY

- 5.12 No brother shall hold more than one office in District Grand Lodge at one and the same time, either/or, no brother shall be nominated for more than one office in District Grand Lodge at one and the same election.

REGULAR INVESTITURE

5.13 Any Officer of District Grand Lodge nominated and elected in accordance with these by-laws shall where possible be invested at the District Grand Lodge Installation in May or Quarterly Communication in June of that year, or on such other day as the District Grand Master Elect may determine.

DEFERRED INVESTITURE

5.14 Notwithstanding the foregoing, in every case, an Officer of District Grand Lodge may, with the approval of the District Grand Master, be invested at any communication of District Grand Lodge or at a meeting of any lodge by any Officer of District Grand Lodge appointed for that purpose by the District Grand Master.

CASUAL VACANCY

6.7 As set down in the Book of Constitutions article 50. The procedure for nomination and election for any office, as a casual vacancy, shall be as laid down for Grand Officers in the Book of Constitutions Article 50.

6. SEAL

- 6.1 The District Grand Registrar shall have supervision of the Seal of District Grand Lodge and may authorise the District Grand Secretary to affix the same to all certificates and other documents issued by the authority of District Grand Lodge, as well as to such as the District Grand Master, in conformity with the established laws and regulations of the Craft, may direct.

7. BANKING ACCOUNTS AND FINANCES

NAMING OF ACCOUNTS.

- 7.1 All monies belonging to District Grand Lodge (including all monies controlled by the District Board of Directors and the District Board of Benevolence) shall be deposited in the name of District Grand Lodge into an account or accounts with such bank as shall be determined from time to time in respect of monies referred to in By-law 38 herein by the District Board of Directors, and in respect of monies referred to in By-laws 8c and 7.3 herein by the District Board of Benevolence.

OPERATING FUNDS

- 7.2 The District Board of Directors shall administer the finances of all operating funds of District Grand Lodge existing or created other than those funds referred to in Part VII of these By-laws, and a separate banking account shall be kept in respect of this operating fund.

CHARITY FUNDS

- 7.3 The District Board of Benevolence shall administer the finances of the charity funds of District Grand Lodge established or confirmed under Part VII of these By-laws, and a separate banking account shall be kept in respect of those charity funds.

OVERSIGHT OF FINANCES

- 7.4 The District Board of Directors shall oversee all finances of District Grand Lodge. Such sums as shall from time to time be required for the administration of District Grand Lodge shall be provided from the funds of District Grand Lodge as determined from time to time by the District Board of Directors.

AUTHORISED SIGNATORIES

- 7.5 The District Grand Treasurer or his delegate, duly authorized by the Board, shall countersign cheques signed by the District Grand Secretary, or his delegate, duly authorized by the Board, for all moneys duly voted on by District Grand Lodge or the District Board of General Purposes.

SIGNING REQUIREMENTS

- 7.6 It shall be necessary for all cheques drawn on any account operated by District Grand Lodge to be signed by at least two authorised signatories.

8. ACCOUNTING RECORDS AND AUDITS

ACCOUNTING RECORDS KEEPING

- 8.1 Such records of accounts and other transactions shall be kept electronically as are necessary for the proper and efficient functioning of District Grand Lodge.

DISTRICT GRAND TREASURER

- 8.2 The District Grand Treasurer shall be responsible for the superintendence and keeping of all records of account and other transactions of District Grand Lodge.

QUARTERLY FINANCIAL REPORTS.

- 8.3 At each quarterly communication of District Grand Lodge the District Board of Directors and the District Board of Benevolence shall cause to be presented, in respect of each fund of District

By-Laws of the District Grand Lodge of North Queensland

Grand Lodge, a report by the District Grand Treasurer and such report shall be printed in the proceedings of the communication.

FINANCIAL YEAR.

- 8.4 The financial year shall terminate on the 30th day of June of each year.

AUDIT

- 8.5 The books of accounts and other records of District Grand Lodge shall be audited by a registered company auditor, who may be elected annually in December in Grand Lodge or District Grand Lodge, who will provide by the 31st day of August of each year a signed report to be submitted to the September District Board of General Purposes meeting for approval.
- 8.6 Presentation of Annual Audited Accounts. At the Quarterly Communication in September of each year the District Board of Directors shall cause to be presented the audited accounts of District Grand Lodge for the previous financial year stating the amount of income and expenditure in respect of each fund of District Grand Lodge together with a statement of all the assets and liabilities of District Grand Lodge. An abstract of these accounts shall be transmitted to every lodge with the report of the September Communication.

PART III -LODGES

9. REPRESENTATIVES OF COUNTRY LODGES

- 9.1 Every lodge regularly meeting outside a radius of fifty kilometres from the Post Office of the City of Townsville shall each year elect a Past Master (being a subscribing member of a lodge on the roll of District Grand Lodge) to represent it in District Grand Lodge, and shall by not later than 4.00PM on the last Day in December in each year forward the name of the Brother so elected to the District Grand Secretary, and in case any lodge shall omit to make a proper return of the name, District Grand Lodge may in its discretion appoint a qualified Past Master as representative of such lodge.
- 9.2 If any such representative shall die, or resign, the lodge for which that Brother was representative may elect another representative for the remainder of the year, and if the Lodge shall fail to do so within sixty days of the death of the representative then the power of appointment shall vest in District Grand Lodge.

10. LODGE MONTHLY RETURNS OF MEMBERS

- 10.1 Every lodge shall submit to the District Grand Secretary such returns as shall be required and furnish any other information as may be required.
- 10.2 Every monetary assessment shall be paid within 30 days of the date of issue of the assessment.

PART IV - BY-LAWS

11. AVAILABILITY WITHIN LODGES

- 11.1 Lodges shall have a printed copy of the latest published edition of these District Grand Lodge of North Queensland by-laws available at all meetings for the inspection of its members.

12. ALTERATION OF BY-LAWS

- 12.1 It shall be lawful for District Grand Lodge at any time hereafter to alter and amend these By-laws or to abrogate any of them and to enact any new by-law by a majority of two-thirds of the members present and voting at any quarterly communication provided that notice thereof in writing shall have been given to the District Grand Secretary and the matter dealt with in terms of the Constitutions Article 213, 214, 215, and 216.
- 12.2 Such notice is to be tabled at a quarterly communication prior to the communication at which the motion is to be considered, or given by the District Grand Secretary in writing to those members specified in By-law 5.(5) at least 45 clear days prior to the quarterly communication at which the motion is to be considered.
- 12.3 No by-law shall be cancelled or altered within one year from the time of making or last altering the same.
- 12.4 No by-law or alteration, amendment or addition to any by-law shall come into force until approved by Grand Lodge subsequent upon the adoption thereof by District Grand Lodge.

PART V - TRUSTEES

13. PROPERTY VESTED TRUSTEES

- 13.1 Pursuant to the provisions of "The United Grand Lodge of Ancient Free and Accepted Masons of Queensland Trustees Act of 1942-1986", as from time to time amended, or by any Act passed in substitution for that Act, all lands and any estate therein, and all moneys and securities for money, and all personal property held by District Grand Lodge, together with investments from time to time representing the same shall be vested in three trustees to be appointed by resolution duly passed by District Grand Lodge at a communication.
- 13.2 The Trustees for the time being shall hold all the property vested in them upon trust for District Grand Lodge, and upon further trust to manage, hold, convey, transfer, mortgage, lease and deal with the same and any income revenues and moneys arising there from, in such manner in every respect as the District Board of Directors or the District Board of Benevolence shall by resolution or resolutions from time to time direct, limit or appoint.

14. TRUSTEES

TERM OF OFFICE

- 14.1 Each of the (3) Trustees of the District Grand Lodge as at the time of approval of these By-laws shall continue in that office until the Communication next following the investiture of the Officers of District Grand Lodge when, subject to this Part, the Trustees of District Grand lodge shall be: Each of the (3) Trustees of the District Grand Lodge as at the time of approval of these By-laws shall continue in that office until the Communication next following the investiture of the Officers of District Grand Lodge when, subject to this Part, the Trustees of District Grand lodge shall be:
- a. The President of the District Board of Directors;
 - b. The President of the District Board of Benevolence; and

By-Laws of the District Grand Lodge of North Queensland

c. The District Grand Treasurer.

who shall, in each case, upon their election to office, be deemed to have been appointed as a trustee by resolution duly passed by District Grand Lodge at a quarterly communication, (except that where any officer is incapable of performing the functions of trustee because of his removal as trustee in accordance with By-law 14.2, or for any other reason, another member of District Grand Lodge shall be appointed in his stead by resolution duly passed by District Grand Lodge at that quarterly communication).

REMOVAL FROM OFFICE

- 14.2 Any trustee or trustees appointed pursuant to this Part may at the pleasure of District Grand Lodge be removed from the office of trustee by a resolution duly passed at any communication of District Grand Lodge and, in the case of the President of the District Board of Directors and the President of the District Board of Benevolence, shall be deemed (in each case) to have been removed by resolution upon the investiture of the next-succeeding President of the Board of Directors and/or President of the District Board of Benevolence, respectively.

VACANCIES

- 14.3 Whenever a vacancy shall occur in the office of trustee by death, removal, resignation, or any cause whatsoever, District Grand Lodge, as soon as is practicable thereafter at a communication, shall elect (or by virtue of the operation of By-law 14.1 shall be deemed to have elected) a new trustee or trustees to fill such vacancy or vacancies; and thereupon every assurance, instrument, act and thing requisite for vesting the trust property in the continuing trustees or trustee and the new trustees or trustee shall be executed and done. Until any such vacancy is filled as aforesaid the continuing trustees or trustee shall have full power to act as trustees or trustee.

15. INDEMNITY

- 15.1 The Trustees, the District Grand Secretary, and each of them and their estates shall be indemnified from all loss damage and expense, not occasioned by their own or his own wilful default, out of the property of District Grand Lodge.

16. INVESTMENTS

DUTY OF TREASURER

- 16.1 It shall be the duty of the District Grand Treasurer, to make such recommendations on the investments in the portfolio of the District Grand Lodge funds in such manner in every respect as the District Board of Directors or the District Board of Benevolence shall by resolution or resolutions from time to time direct, limit or appoint.
- 16.2 Provided, however, that the investment of the funds of District Grand Lodge shall, except where approval to the contrary is given by District Grand Lodge, be made and retained in investments which by the "Trusts Act 1973" of Queensland as from time to time amended, or by any Act passed in substitution for that Act, are defined as "authorised investments" for Trust Funds.

17. CERTIFICATES

PRODUCTION OF

- 17.1 The production of a District Certificate for commendable service under the hands of the District Grand Registrar and District Grand Secretary may be issued as required.

EVIDENCE OF

- 17.2 A Certificate under the hand of the authorised or acting authorised representative of Grand Lodge appointed under the provisions of "The United Grand Lodge of Antient Free and Accepted Masons of Queensland Trustees Act of 1942-1986" shall be conclusive evidence as to who are the Trustees for the time being of District Grand Lodge.

PART VI - DISTRICT BOARD OF DIRECTORS

18. DEFINITIONS

- 18.1 In this Part, unless a contrary intention appears, "the Board" shall be taken to mean the District Board of Directors.

19. PURPOSE

- 19.1 The purpose of District Board of Directors is to set the strategic direction of District Grand Lodge together with providing corporate governance to the operational business. In addition it will provide assistance and direction to ensure optimisation of resources, the business, finance, administrative functions and the development of District Grand Lodge (other than those activities specifically delegated to other groups in accordance with these constitutions).
- 19.2 In particular, District Board of Directors is to control and manage, or direct the control and management of, all financial matters (including fundraising), membership, and infrastructure (including building maintenance) of District Grand Lodge.

20. AUTHORITY

- 20.1 Subject to those powers reserved in this constitution by Grand Lodge, or delegated specifically to another Board, Panel, or Committee, the District Board of Directors holds the full delegated authority of Grand Lodge for the purposes set out in the preceding articles.

21. DELEGATION

- 21.1 District Board of Directors may delegate any of its powers to a committee of directors, a director, an employee of District Grand Lodge, or any other person, except the power of delegation.
- 21.2 Delegated powers may be varied or revoked by District Board of Directors at any time.

- 21.3 The delegation must be recorded in District Board of Directors minutes.
- 21.4 The delegate must exercise the powers delegated in accordance with any direction of District Board of Directors.

22. DUTIES AND RESPONSIBILITIES

- 22.1 Without in any way derogating from the extent of District Board of Directors authority, specific duties and responsibilities of General Board of Directors will be to:
 - a. Make recommendations to District Grand Lodge concerning matters of overall significance not otherwise dealt with by any other Board, Panel, or Committee;
 - b. Develop and approve guiding principles for the operation and control of District Grand Lodge;
 - c. Generally do all things, subject to the constitution, as are necessary for the proper and efficient administration of District Grand Lodge and for the advancement of District Grand Lodge's objects; and
 - d. Report to quarterly communications of District Grand Lodge in writing with the September quarterly communication report to include a report of the previous 12 months activities of District Board of Directors for the year ended on the preceding 30 June.
- 22.2 Written reports to District Grand Lodge will be presented at quarterly communications by the President of District Board of Directors.
- 22.3 District Grand Lodge may, by resolution passed at a quarterly communication, increase or reduce the number of appointed directors.

23. DIRECTORS' QUALIFICATIONS AND EXPERTISE.

- 23.1 No person may be a director unless that person is a subscribing Master Mason, a Master or Past Master on the roll of Grand Lodge.
- 23.2 However a District Grand Officer, other than the District Grand Officers specified in the previous Article above, any brother holding office as District Grand Secretary or who is otherwise in receipt of emolument from District Grand Lodge or any board or committee of Grand Lodge; or a member of the Board of Benevolence, is not eligible to be a director.
- 23.3 Appointed directors must have an appropriate level of understanding of:
- a. District Grand Lodge's various businesses and organisational activities;
 - b. The functions of the various Boards, Panels, and Committees and the various roles and responsibilities of directors and other key executive positions; and
 - c. Company management and modern-day corporate governance principles generally.

24. DISQUALIFICATION

- 24.1 In the event of three (3) or more brethren of the same lodge being nominated as candidates for election as members of the Board, the brethren receiving the most votes shall have priority, provided that a brother will be rendered ineligible to be elected where his election would be inconsistent with the provisions of By-law 23.2.
- 24.2 A brother who is a member of more than one lodge may be nominated as a candidate for election as a member of the Board by any one of those lodges.
- 24.3 If it should occur, by reason of the amalgamation of two or more lodges, that more than two members of an amalgamated lodge are already elected members of the Board, then every such

brother shall continue in office as a member of the Board until he would, in the ordinary course, had there been no such amalgamation, have been due to retire.

25. APPLICATION FOR APPOINTMENT AS A DIRECTOR

- 25.1 The Nominations Panel will call for applications for appointment as director, if it so requires, in March each year.
- 25.2 Each candidate for appointment as an appointed director must be proposed by a member of District Grand Lodge and be seconded by another member of District Grand Lodge.
- 25.3 An application by a candidate for appointment must be in writing, signed by the candidate, and signed by the proposer and seconder.
- 25.4 An application of a candidate for appointment must be received by the District Grand Secretary no later than the first day of April in each year.
- 25.5 A list of the candidates named in alphabetical order, together with the proposers' and seconders' names, must be sent to members of the Nominations Panel.

26. APPOINTMENT OF DIRECTORS

- 26.1 The Nominations Panel may appoint new directors (other than ex officio directors) in June of each year.
- 26.2 All Directors shall take and hold office from the Installation or Proclamation of the District Grand Master in July for a maximum of two terms of two years (i.e. four years maximum) with half of the directors being appointed or reappointed every two years.
- 26.3 Despite the preceding Articles, directors hold their position as directors at the pleasure of the Nominations Panel which may dismiss any director at any time it may think fit and appoint any person in lieu who otherwise satisfies the qualification requirements.

- 26.4 If a Board member dies, resigns or is removed from office by the Nominations Panel or, for any other cause, ceases to be qualified to be a member of the Board, then the casual vacancy so caused will be filled by the Nominations Panel.

27. PRESIDENT OF THE BOARD

ROLE AND RESPONSIBILITY

- 27.1 The President of the Board shall preside over that Board and shall at each communication or as otherwise required by District Grand Lodge report to District Grand Lodge upon such business of the Board. (Refer to By-Law 22.2)

TERM OF OFFICE

- 27.2 No President of the Board shall serve as such for longer than three (3) successive terms, each of one year, but shall be able to be reappointed after an absence of three years.
- 27.3 The Board will elect a President from one of their number who may not be the District Grand Master or District Grand Treasurer. The President will be invested as a Grand Officer.
- 27.4 In the case of any vacancy in the position of President for whatever cause, the Board will, at the next meeting thereafter, elect a member to fill the vacant office.
- 27.5 In the absence of the President of the General Board of Directors, directors will nominate another Board member to preside as chairman of any meeting of the Board. Such replacement chairman will give place to the President on his entry.
- 27.6 The President is the chair of all meetings of the District Board of Directors.
- 27.7 At a meeting of the General Board of Directors, if the President is not present within a reasonable time after the time appointed for the holding of the meeting or is unwilling to act, the directors present shall elect a director present to chair the meeting.

28. COMPOSITION OF THE BOARD

- 28.1 The Board shall consist of the President, the District Grand Master (ex officio), the Deputy District Grand Master (ex officio), the District Grand Treasurer (ex officio), the District Grand Registrar (ex officio), six elected members, and not more than (1) member who may be appointed from time to time by the Board President.
- 28.2 All elected or appointed members shall be subscribing Master Masons of a lodge specified by Grand Lodge as being subject to the jurisdiction of the District Grand Lodge of North Queensland.

29. MEETINGS, QUORUMS AND VOTING

- 29.1 The Board shall meet monthly at such times and places as it shall from time to time determine by resolution and, when present, the President shall be the Presiding Officer at such meetings. The Board may also be convened at other times and places by authority of the President.
- 29.2 The directors may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution (except a director absent from Australia who has not left an email address at which he may be given notice) sign a document containing a statement that he is in favour of the resolution set out in the document.
- 29.3 Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy.
- 29.4 The resolution is passed when the last director signs.
- 29.5 An email to or received by the General Board of Directors and purporting to be a scanned copy of an email which has been signed originally by a director (and not by way of electronic signature) for the purpose of this rule shall be treated as a document in writing signed by that director.

By-Laws of the District Grand Lodge of North Queensland

- 29.6 A meeting of the General Board of Directors may be held using telephone or, if consented to by all directors, other technology. The consent may be a standing one. A director may only withdraw the consent within a reasonable period before the meeting.
- 29.7 If a meeting is held using any technology and all the directors take part in the meeting, they shall be treated as having consented to the use of the technology for that meeting.
- 29.8 The following provisions apply to a technology meeting:
- a. Each of the directors taking part in the meeting must be able to hear and be heard by each of the other directors taking part in the meeting; and
 - b. At the commencement of the meeting each director must announce his presence to all the other directors taking part in the meeting.
- 29.9 A director may not leave a technology meeting by disconnecting his link to the meeting unless that director has previously notified the chair of the meeting.
- 29.10 A director is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that director has previously obtained the express consent of the chair to leave the meeting.
- 29.11 Any notice of a meeting of directors may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.
- 29.12 The quorum for a directors' meeting is five directors (which may include both the District Grand Master and the District Grand Treasurer). The quorum must be present at all times during the meeting.

PASSING OF DIRECTORS RESOLUTIONS

- 29.13 A resolution of the directors must be passed by a majority of the votes cast by directors on the resolution.
- 29.14 The District Grand Master and Deputy District Grand Master have full voting rights.

29.15 The chair has a casting vote if necessary in addition to any vote he has as a director. The chair has the discretion both as to whether or not to use the casting vote and as to the way in which it is used.

30. INDEMNITY

30.1 District Grand Lodge indemnifies each director of District Board of Directors against all losses or liabilities (including costs, expenses and charges) incurred by that person as a director of District Board of Directors.

30.2 The indemnity is a continuing obligation and is enforceable by a director even though that person is no longer a director of District Board of Directors; and operates only to the extent that the loss or liability in question is not covered by insurance.

31. INSURANCE:

31.1 To the extent permitted by law, if the directors consider it appropriate, District Board of Directors may pay or agree to pay a premium for a contract insuring a person who is or has been a director of District Board of Directors against any liability incurred by the person as a director of the District Board of Directors.

32. JUDICIAL SUB COMMITTEE

PURPOSE:

- 32.1 The purpose of the Judicial Sub Committee is to hear, determine or facilitate the mediation of any complaint made against a District Grand Lodge member and to discern and review Masonic law

AUTHORITY:

- 32.2 Subject to those powers reserved in this constitution by District Board of Directors, or delegated specifically to other groups, the Judicial Sub Committee holds the full delegated authority of District Board of Directors for the purposes set out in the preceding Article.

DUTIES AND RESPONSIBILITIES

- 32.3 Without in any way derogating from the extent of the Judicial Sub Committee's authority, specific duties and responsibilities of the Judicial Sub Committee will be to hear any complaint made against a District Grand Lodge member including matters specified in the Masonic Discipline and Disputes Code (whether ex parte or otherwise); determine the complaint; and as appropriate, refer the complaint to mediation.
- 32.4 Written reports to District Board of Directors will be presented at Quarterly Communications by the chair of the Judicial Board.

DELEGATION

- 32.5 The Judicial Sub Committee may delegate any of its powers to a committee of members, a member, an employee of District Grand Lodge, or any other person, except the power of delegation.
- 32.6 Delegated powers may be varied or revoked by the Judicial Sub Committee at any time.
- 32.7 The delegation must be recorded in the Judicial Sub Committee's minute book.
- 32.8 The delegate must exercise the powers delegated in accordance with any direction of the Judicial Sub Committee.

32.9 The exercise of the power by the delegate is as effective as if the members of the Judicial Sub Committee had exercised it.

MEMBERS

32.10 Number of members: The number of the members must be six comprising; the District Grand Registrar (ex officio), two qualified legal practitioners (where possible), and three/five members appointed by the Nominations Sub Committee.

32.11 District Grand Lodge may, by resolution passed at a Quarterly Communication, increase or reduce the number of appointed members.

MEMBERS' QUALIFICATIONS AND EXPERTISE

32.12 No person may be a member unless that person is a subscribing Master Mason, a Master or Past Master on the roll of Grand Lodge.

32.13 However, a District Grand Officer, other than the District Grand Officers specified in Article 32.10); any Brother holding office or who is otherwise in receipt of emolument from District Grand Lodge or any board or committee of District Grand Lodge; or a member of the Board of Benevolence; is not eligible to be a member.

32.14 Appointed members must have an appropriate level of understanding of: District Grand Lodge's various businesses and organisational activities; the functions of the various Boards and the various roles and responsibilities of members and other key executive positions.

APPLICATION FOR APPOINTMENT AS A MEMBER

32.15 The Nominations Sub Committee will call for applications for appointment as member, if so required, in March each year.

32.16 Each candidate for appointment as an appointed member must:

- a. be proposed by a member of District Grand Lodge;
- b. be seconded by another member of District Grand Lodge.

By-Laws of the District Grand Lodge of North Queensland

32.17 An application by a candidate for appointment must:

- a. be in writing;
- b. signed by the candidate; and
- c. signed by the proposer.

32.18 An application of a candidate for appointment must be received by the District Grand Secretary no later than the first day of April in each year.

32.19 A list of the candidates named in alphabetical order, together with the proposers' and seconders' names, must be sent to members of the Nominations Sub Committee.

APPOINTMENT OF MEMBERS

32.20 The Nominations Sub Committee may appoint new members (other than ex officio members) in June of each year.

32.21 Members will be appointed for such term as the Nominations Sub Committee may determine.

32.22 Despite the earlier provisions of this Article, members hold their positions as members for their appointed terms subject to good behaviour, and in the case of proven misbehaviour the Nominations Sub Committee may dismiss a member and appoint any person in lieu who otherwise satisfies the member's qualification requirements in By-law 32.14)

32.23 If a member dies, resigns or is removed from office by the Nominations Sub Committee or, for any other cause, ceases to be qualified to be a member of the Judicial Sub Committee, then the casual vacancy so caused will be filled by the Nominations Sub Committee.

33. CEREMONIAL SUB COMMITTEE

PURPOSE:

33.1 The purpose of the Ceremonial Sub Committee is to establish and maintain the ceremonial protocols of District Grand Lodge, control and manage or direct the control of the ceremonial affairs of District Grand Lodge and its lodges, superintendence of the authorised rituals and all matters pertaining thereto; and all other matters relevant to the ceremonial and educational welfare of the Craft.

AUTHORITY:

33.2 Subject to those powers reserved in the By-Laws by District Board of Directors, or delegated specifically to other Groups, the Ceremonial Sub Committee holds the full delegated authority of District Board of Directors for the purposes set out in the preceding Article.

DUTIES AND RESPONSIBILITIES:

RITUALS

33.3 Rituals and their amendments thereafter shall be presented to District Board of Directors for approval.

SELECTION AND NOMINATION

33.4 The Ceremonial Sub Committee is responsible for identification, selection and nomination to the District Board of Directors for ratification, all Grand Officers except District Grand Master, Deputy District Grand Master, and District Grand Director of Ceremonies; and to refer applications for the District Grand Treasurer, District Grand Registrar, District Grand Architect to the Nominations Sub Committee for selection.

REPORTING

33.5 The Ceremonial Sub Committee shall report to District Board of Directors and make such recommendations as it sees fit to make for the ceremonial welfare of the Craft as required, but in any

By-Laws of the District Grand Lodge of North Queensland

case it shall report at least once a year on its activities to the District Board of Directors in June.

MEMBERS

33.6 The Ceremonial Sub Committee shall be comprised of the District Grand Master; the Deputy District Grand Master (chair); the District Grand Superintendent of Workings; the District Grand Director of Ceremonies; and two members (where possible)(working alternative rituals) who shall be nominated by the Ceremonial Sub Committee and appointed by the District Board of Directors, all whom shall be voting members.

TERM

33.7 The members of the Ceremonial Sub Committee identified in the Article above will hold office for the duration of their respective tenures.

33.8 The appointed members of the Ceremonial Sub Committee will hold office for one year; however, they are eligible for re-election for two further terms of one year after their initial term but may not serve for more than three consecutive terms.

EXPERTISE OF APPOINTED MEMBERS

33.9 Appointed members of the Ceremonial Sub Committee must have an appropriate level of understanding of the ceremonial affairs of District Grand Lodge and a minimum experience of an Assistant District Grand Superintendent of Workings or Deputy District Grand Director of Ceremonies.

33.10 The Ceremonial Sub Committee must ensure that it implements an effective induction process for new Ceremonial Sub Committee members.

CHAIR AND SECRETARY

33.11 The Ceremonial Sub Committee will be chaired by the Deputy District Grand Master (Chair).

33.12 In the absence of the Deputy District Grand Master from all or part of any meeting, the most senior District Grand Officer present (excluding the District Grand Master) shall chair the meeting, but shall give way upon the arrival of the Deputy District Grand Master.

MEETINGS OF THE CEREMONIAL SUB COMMITTEE

33.13 Frequency: The Ceremonial Board will meet as frequently as required but must, at a minimum, meet twice a year.

33.14 The Secretary must call a meeting of the Ceremonial Board if requested to do so by any two members of the Ceremonial Board.

AGENDA AND NOTICE:

33.15 The Secretary of the Sub Committee will be responsible, in conjunction with the Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Ceremonial Sub Committee members prior to each meeting. The Secretary of the Sub Committee must notify members of the Ceremonial Sub Committee of the date, time and location of Ceremonial Sub Committee meetings as far in advance as possible, but not less than seven days before the meeting.

QUORUM

33.16 A quorum for Ceremonial Board meetings will be at least four (4) members.

MINUTES:

33.17 The Secretary of the Sub Committee is responsible for taking minutes of each meeting and distributing them to Ceremonial Sub Committee members as soon as practicable.

ATTENDANCE:

33.18 The Ceremonial Sub Committee may invite any person to attend part or all of any meeting of the Ceremonial Sub Committee as it considers appropriate. Voting at Ceremonial Board meetings is restricted to Ceremonial Sub Committee members.

34. NOMINATIONS SUB COMMITTEE

PURPOSE

- 34.1 The purpose of the Panel is to:
- a. Identify appropriate nominees for the District Board of Directors, the Ceremonial Sub Committee, and the Judicial Sub Committees; Finance Sub Committee; and Membership, Development, and market Sub Committee.
 - b. Determine an appropriate composition of the above-mentioned Sub Committees; and then
 - c. Make all requisite appointments of directors to the above-mentioned Sub Committees from time to time as the Panel may see fit;
 - d. In addition, the Panel is to ensure that appropriate procedures exist to assess and review the performance of the chair, directors and members of the various Sub Committees.

AUTHORITY.

- 34.2 Subject to those powers reserved in this constitution by District Board of Directors, or delegated specifically to the above-mentioned Sub Committees; the Sub Committee holds the full delegated authority of District Board of Directors for the purposes set out in the preceding Article.

MEMBERS

- 34.3 Membership of the Nominations Sub Committee shall consist of the District Grand Master (ex officio); the Deputy District Grand Master (ex officio) the President of Board of Directors (ex officio); District Grand Director of Ceremonies (ex officio) ; and two Past Masters.

TERM

- 34.4 The four ex officio members of the Panel identified above will hold office for the duration of their respective tenures. The elected members of the Sub Committee shall take and hold

By-Laws of the District Grand Lodge of North Queensland

office for a maximum of two terms of two years (i.e. four years maximum), with half of the directors being re-elected every two years.

- 34.5 A position on the Panel shall be vacated in such circumstances (if any) if the member of the Panel:
- a. dies; or
 - b. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
 - c. Has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

MEMBERS' QUALIFICATIONS AND EXPERTISE

- 34.6 Elected members of the Sub Committee must have an appropriate level of understanding of:
- a. District Grand Lodge's various businesses and organisational activities;
 - b. The functions of the various Sub Committees and the various roles and responsibilities of directors, and members positions; and
 - c. Company management and modern-day corporate governance principles generally.

CHAIR AND SECRETARY

- 34.7 The Panel will be chaired by the District Grand Master.
- 34.8 The District Grand Secretary will act as secretary of the Sub Committee unless determined otherwise by the Panel.

MEETINGS OF THE NOMINATIONS SUB COMMITTEE

FREQUENCY:

- 34.9 The Panel will meet as frequently as required but must, at a minimum, meet twice a year.
- 34.10 The Secretary must call a meeting of the Panel if requested to do so by any two members of the Panel.

AGENDA AND NOTICE:

- 34.11 The Secretary will be responsible, in conjunction with the Chair, for drawing up the agenda (supported by any necessary explanatory documentation) and circulating it to Sub Committee members prior to each meeting. The Secretary must notify members of the Sub Committee of the date, time and location of Sub Committee meetings as far in advance as possible, but not less than seven days before the meeting.

QUORUM:

- 34.12 A quorum for Panel meetings will be at least four members, save that one of the members of the quorum must be the District Grand Master.

MINUTES:

- 34.13 The Secretary is responsible for taking minutes of each meeting and distributing them to Sub Committee members as soon as practicable.

ATTENDANCE:

- 34.14 The Panel may invite any person to attend part or all of any meeting of the Panel as it considers appropriate. Voting at Sub Committee meetings is restricted to Panel members.

RESPONSIBILITIES OF THE PANEL

- 34.15 The Panel is responsible for:
- a. Identifying and appointing specific individuals suitable as Directors or members of the various Sub Committees; and
 - b. Removing Directors or members of the various Boards in circumstances as set out in By-laws 26.3 and 32.22

- 34.16 The Sub Committee must ensure there is a formal process in place for selecting and appointing new Directors and members and that the process is transparent.
- 34.17 The Sub Committee to advise District Board of Directors of all appointments: The Panel will advise District Board of Directors of all appointments and replacements made by it and, when advising on appointments, will supply to District Board of Directors details of each appointee's skills and experience apposite to the appointment.
- 34.18 The Sub Committee is responsible for the ongoing development of a plan for identifying, assessing and enhancing director competencies; and a succession plan that is designed to ensure that an appropriate balance of skills, experience and expertise is maintained on respective Board or Sub Committee.
- 34.19 Prior to identifying an individual for appointment as a director or member, the Sub Committee must identify the particular skills, experience and expertise that will most effectively complement the current composition of the respective positions.

THE SUB COMMITTEE TO INTERVIEW NOMINEES:

- 34.20 The Sub Committee is responsible for interviewing all nominees for positions. In so doing, candidates will be reviewed against the responsibilities outlined in these By-Laws.
- 34.21 The Sub Committee is responsible for ensuring that each Board or Sub Committee is of a size and composition that allows for:
- a. Decisions to be made expediently;
 - b. A range of different perspectives to be put forward regarding issues before the Group;
 - c. A range of different skills to be brought to Board deliberations; and
 - d. Decisions to be made in the best interests of District Grand Lodge as a whole.
- 34.22 The Sub Committee must ensure that each Board or Sub Committee implements an effective induction process for new appointments.

EVALUATION AND REVIEW:

34.23 The Sub Committee is responsible for ensuring that each Board or Sub Committee has a process for the:

- a. Evaluation and review of the performance of respective Board or Sub Committees against both measurable and qualitative indicators to be established by the Sub Committee; and
- b. Evaluation and review of the performance of individual Directors and members against both measurable and qualitative indicators to be established by the Sub Committee;
- c. Review of and making of recommendations to District Board of Directors on the size and structure of respective Board or Panel.

PART VII - DISTRICT BOARD OF BENEVOLENCE

35. DEFINITIONS

- 35.1 In this Part, unless a contrary intention appears, the President shall be taken to mean “The Board of Benevolence of Aged Masons, Widows and Orphans’ Fund”. The District Board shall mean “The District Board of Benevolence of Aged Masons, Widows and Orphans’ Fund”.

36. THE PRESIDENT OF THE DISTRICT BOARD OF BENEVOLENCE

ROLE AND RESPONSIBILITY

- 36.1 The President of the Board shall preside over the District Board and shall at each communication, or as otherwise required by District Grand Lodge, report to District Grand Lodge upon such business of the Board.

37. COMPOSITION OF THE DISTRICT BOARD OF BENEVOLENCE

- 37.1 The District Board of Benevolence shall consist of the President, the District Grand Treasurer, the District Grand Registrar, four appointed members as nominated by the Nominations Sub Committee.

TERM

- 37.2 The three ex officio members of the Panel identified above will hold office for the duration of their respective tenures. The appointed members of the District Board of Benevolence Sub Committee will hold office for one year; however, they are eligible for re-election for two further terms of one year after their initial term but may not serve for more than three consecutive terms.

QUALIFICATIONS

- 37.3 All elected or appointed members shall be subscribing Master Masons of a lodge specified by Grand Lodge as being subject to the jurisdiction of the District Grand Lodge of North Queensland.
- 37.4 The District Grand Master (or in absence his representative) by virtue of his Office may attend any meeting of the Board of Benevolence or any of its committees.
- 37.5 In absence of the President of the District Board of Benevolence, or, in the absence of both the President and Vice President, the members present shall choose one their members to be the Chairman of such meeting, but such Chairman shall give place to the President on his entry.
- 37.6 The four (4) appointed members of the District Board shall be Master Masons of lodges specified by Grand Lodge as being subject to the jurisdiction of the District Grand Lodge of North Queensland.

NOMINATIONS FOR THE DISTRICT BOARD

- 37.7 Nominations for a position of appointed member on the Board shall be made in writing on the appropriate form and be in the hands of the District Grand Secretary not later than the last Wednesday in January of each year.
- 37.8 Every such nomination shall be presented to the Nomination Sub Committee.
- 37.9 Any Master Masons of a District Grand Lodge shall be qualified to nominate as a candidate.
- 37.10 No brother shall be nominated both for membership of the District Board of Directors and as an elected member of the District Board of Benevolence at one and the same election, and no brother who is a member of the District Board of Directors, other than a retiring member, shall be nominated as an elected member of the District Board of Benevolence.
- 37.11 Not more than two members of any lodge can serve as elected members of the District Board at any time.

- 37.12 A brother who is a member of more than one lodge may be nominated as a candidate for election as a member of the District Board by any one of those lodges.
- 37.13 If it should occur, by reason of the amalgamation of two or more lodges, that more than two members of an amalgamated lodge are already elected members of the District Board, then every such brother shall continue in office as a member thereof until he would, in the ordinary course, had there been no such amalgamation, have been due to retire.
- 37.14 In the event of any appointed member being absent from meetings of the Board, or at meetings of any Committee of the District Board to which he has been appointed, for three (3) consecutive meetings (unless through illness or other causes sufficient in the opinion of the Nomination Sub Committee) he shall be deemed to have resigned from the Board and shall not be eligible in the next succeeding two (2) years after his retirement for re-election as a member of the District Board.

CASUAL VACANCIES

- 37.15 If an elected member of the Board should die, resign, be removed from office, or from any other cause cease to be qualified to be an appointed member of the District Board by virtue of his election as one of the Officers of District Grand Lodge then the casual vacancy so caused shall be filled at the next Quarterly Communication of District Grand Lodge.
- 37.16 Nominations for a casual vacancy must be in writing on the appropriate form, and be in the hands of the District Grand Secretary not later than 4.00PM on the Friday immediately prior to the following quarterly communication.
- 37.17 A brother appointed to fill a casual vacancy shall retire from office at the time appointed for the retirement of a member whose place he has taken.

MEETINGS QUORUM AND VOTING

- 37.18 The District Board shall meet at such times and places as it shall from time to time determine by resolution and the President at least twice yearly, when present, shall be the Presiding Officer at such meetings.
- 37.19 Five (5) members shall constitute a quorum and proceed to business.
- 37.20 All questions to be determined by the District Board or any of its committees shall be decided by a majority of votes, with the Presiding Officer, in the case of an equality of votes, having a casting vote.
- 37.21 In the absence of the President, the members present shall choose one of their numbers to act as the Presiding Officer of such meeting, but such member shall give place to the President on his entry.

OBJECTS AND POWERS OF THE DISTRICT BOARD

- 37.22 The objects of the District Board are unreservedly charitable and essentially for the benefit of the wider community, i.e. not restricted to members of the Craft and families.
- 37.23 No individual by virtue of his membership of the Board should benefit in the winding up of the affairs of the District Board, and that in those circumstances, the assets should be vested in an organisation having like objects.
- 37.24 The establishment and existence of the following fund of District Grand Lodge is hereby confirmed, namely the District Fund of Benevolence.
- 37.25 The capital of the Fund in By-law 37.24 shall be the amount standing to the credit of the Capital Account as at the date upon which this By-law shall come into force.
- 37.26 The Fund in By-Law 37.24 shall be administered by the District Board of Benevolence in accordance with these By-laws and any Regulations adopted hereunder.

AUTHORITY FUNCTION AND POWERS

- 37.27 The District Board may appoint from among its number such committees of not less than two members as are considered by the District Board to be necessary for the efficient functioning in the interest of District Board.
- 37.28 In the case of each committee under this By-law, the District Board shall determine its functions and authority and shall determine whether such committee be appointed for a general or special purpose.
- 37.29 All committees shall terminate upon the next following annual investiture of officers of District Grand Lodge, and committees appointed for a special purpose shall terminate at the completion of that special purpose.
- 37.30 The District Grand Master and the President of the District Board shall be ex-officio members of every committee.
- 37.31 A Presiding Officer shall be appointed by the President of the District Board in respect of each committee, and each committee shall meet at such times and places as its Presiding Officer shall decide, or as the District Board may direct.
- 37.32 The President of the District Board may, subject to such terms and conditions as the President in his absolute discretion may impose, appoint any other Freemason (not being a member of the Board) to any committee.
- 37.33 At each meeting of the District Board, the President may call upon the Presiding Officer of a committee to report to the District Board on all matters dealt with by that Presiding Officer's committee since the previous meeting of the District Board.
- 37.34 The District Board may, by writing, either generally or otherwise as provided by the instrument of delegation, delegate to any member of the District Board or to a committee of the District Board or to any elected officer of District Grand Lodge who is not a member of the District Board, or to the District Grand Secretary or other employed officer of District Grand Lodge, one or more of its functions, powers and duties except the power of delegation.

By-Laws of the District Grand Lodge of North Queensland

- 37.35 The District Board may make such number of delegations of the same function, power or duty concurrently as it thinks necessary for the efficient functioning of the District Board.
- 37.36 A delegation may be made subject to such conditions as the District Board thinks fit including a requirement that the delegate shall report to it on the discharge, exercise or performance of the delegated function, power or duty
- 37.37 A delegation does not prevent or prejudice the discharge, exercise or performance by the District Board of delegated function, power or duty.
- 37.38 The District Board, in its exercise of supervision of a delegate's conformity with the terms of their delegation, may countermand a delegate's discharge of a function, exercise of a power or performance of a duty under delegation.
- 37.39 A delegation is revocable at the will of the District Board.
- 37.40 A delegated function, power or duty may be discharged, exercised or performed by the delegate in accordance with the instrument of delegation and when so discharged, exercised or performed shall be deemed to have been discharged, exercised or performed by the District Board

ESTABLISHMENT AND FUNDS

- 37.41 The District Board may at any time with the approval of District Grand Lodge establish such additional fund or funds, bursary or prize of District Grand Lodge (not otherwise herein provided) as might reasonably be considered by the Board to be necessary to carry out its objects.
- 37.42 Where, in reliance upon this By-law, District Grand Lodge approves the establishment of such additional fund or funds, District Grand Lodge shall at the same time approve such regulations as shall be necessary for the proper functioning and administration of each such fund; and further.
- 37.43 The District Board shall do all things necessary to ensure that these by-laws (and any regulations hereunder) are at the first

By-Laws of the District Grand Lodge of North Queensland

opportunity so amended by District Grand Lodge so as to truly reflect the creation and existence of each such additional charity.

REGULATIONS

- 37.44 The District Board may, with the approval of District Grand Lodge and in accordance with the Constitutions, Article 134, propose such regulations, consistent with these By-laws, as it shall think fit for the administration of any fund under this Part.
- 37.45 Such regulations shall not be valid until submitted to and approved by Grand Lodge.
- 37.46 It shall be lawful for District Grand Lodge, with Grand Lodge approval, to enact, alter or amend any regulation under this Part, or to abrogate any of them and to enact any new regulation by a majority of two-thirds of the members present and voting at any Quarterly Communication, provided that notice thereof in writing shall have been given to the District Grand Secretary and the matter dealt with in terms of the GBD regulations G1 and G2, provided that:
- a. Such notice is to be tabled at a Quarterly Communication prior to the communication at which the motion is to be considered, or given by the District Grand Secretary in writing to those members specified in By-law 5.5 and 5.6 at least 45 clear days prior to the Quarterly Communication at
 - b. No enactment, alteration or amendment shall be valid until submitted to and approved by Grand Lodge subsequent upon the adoption thereof by District Grand Lodge.
- 37.47 Notwithstanding the provisions of By-law 4.1, in the case of each presently existing fund of District Grand Lodge, each fund shall wherever necessary continue to be administered in accordance with the By-laws and Regulations operating immediately prior to these By-laws, until such time as Regulations hereunder are approved by Grand Lodge.

SPECIAL APPROPRIATION

37.48 Nothing in these By-laws contained shall be construed as authorising District Grand Lodge to divert, from the credit or from the purposes of any fund established under these By-laws, any gift or legacy where the donor of such has specified a purpose or object which properly falls within the ambit of that fund rather than any other fund, but any gift or legacy for the purposes of Masonic benevolence or charity generally may be applied by District Grand Lodge to such one or more of the funds hereby constituted as District Grand Lodge shall think expedient.

JEWELS

37.49 The Jewels of the District Board of Benevolence, which may be worn only at lodge meetings, are:

- a. A Patron's Jewel;
- b. A Life Vice-President's Jewel;
- c. A Life Governor's Jewel;
- d. A Foundation Jewel; and
- e. A Building Fund Jewel.

PART VIII - FEES AND CONTRIBUTIONS

38. DISTRICT FUND OF GENERAL PURPOSES

- 38.1 The establishment and existence of a fund of District Grand Lodge known as the "District Fund of General Purposes" is hereby confirmed.
- 38.2 The capital of the District Fund of General Purposes shall be the amount standing to the credit of the Capital Account of the said Fund as at the date of the approval of these By-laws by Grand Lodge.
- 38.3 A prescribed fee shall be payable to the District Fund of General Purposes by every brother on his appointment or election, or re-appointment or re-election to any of the following offices:
- a. The District Grand Master for his commission.
 - b. The Deputy District Grand Master, for his appointment.
 - c. The District Grand Wardens.
 - d. All other Officers of District Grand Lodge.
- 38.4 The District Board of General Purposes shall determine annually the honour fees (in accordance with the Constitutions Article 12 referred to in G51.
- 38.5 Except that, any officer continuing in the one office for successive years shall not be required, on his re-appointment or re-election, to pay the fee determined to be paid in respect of such office.
- 38.6 A Brother who is re-appointed or re-elected after an interval to an office which he has previously held shall pay the prescribed fee in respect of such re-appointment or re-election, unless the District Board of General Purposes otherwise determines.

39. DISTRICT FUND OF BENEVOLENCE

- 39.1** Special Levies District Grand Lodge may from time to time by motion after notice upon a resolution carried by two-thirds majority of members present and voting at any Quarterly Communication, fix a Special Levy upon Lodges.

**PART IX - REGULATIONS FOR
THE ADMINISTRATION OF THE
DISTRICT FUND OF
BENEVOLENCE OF THE DISTRICT
GRAND LODGE OF NORTH
QUEENSLAND**

40. PREAMBLE

- 40.1 WHEREAS it is provided by Article 134 of the Constitutions that a District Grand Lodge has the power of making by-laws and regulations for the government, management, and conduct of its own proceedings and of the Lodges within its jurisdiction, and of any Board or Committee of the District Grand Lodge;
- 40.2 AND WHEREAS it is provided by Part VII of the By-Laws of The District Grand Lodge of North Queensland that regulations may be proposed for the administration of any Fund of District Grand Lodge, these regulations are enacted to have effect in respect of the District Fund of Benevolence.

INTERPRETATION

- 40.3 These regulations shall be read and construed subject to the Constitution of United Grand Lodge of Queensland and the By-laws of the District Grand Lodge of North Queensland.
- 40.4 Subject to the provisions of Part VII of the By-laws of the District Grand Lodge of North Queensland, the District Fund of Benevolence shall be administered by the District Board of Benevolence in accordance with these regulations and shall be applied towards the relief of distressed brethren, and the wives and dependents of brethren or deceased brethren

DISTRICT BOARD OF BENEVOLENCE

- 40.5 The District Fund of Benevolence shall comprise the District Fund of Benevolence as existing at the date of approval of these Regulations by Grand Lodge.

Income

- 40.6 The income of the District Fund of Benevolence shall include:
- a. Such dues distributed to the Fund in accordance with the By-laws of the District Grand Lodge of North Queensland.
 - b. Such donations, legacies and gifts appropriated to the Fund.
 - c. Revenue from investments representing the Fund.

By-Laws of the District Grand Lodge of North Queensland

- d. Grants for benevolence made by District Grand Lodge.

Expenditure

- 40.7 Subject to Part VII of the By-laws of the District Grand Lodge of North Queensland, the income of the District Fund of Benevolence in any one year shall be expended in descending order of priority as follows:
 - a. Payment of such sums as may be approved by the District Board of Benevolence in accordance with the objects as laid down by the articles of the Board of Benevolence.
 - b. Payment, as approved by the District Board of Benevolence of donations of an extraordinary or charitable.
 - c. Payment of donations of a charitable nature as may be approved by District Board of Benevolence (e.g. District Nursing Studies prize).
- 40.8 At the end of each financial year any surplus of income over expenditure shall be transferred to the Capital Account of the Fund. The Capital Account shall not be drawn on for any purpose without the approval of District Board of Benevolence.

PROCEDURES FOR RELIEF OR ASSISTANCE

- 40.9 All applications for relief from the District Fund of Benevolence shall be in such form as may be prescribed by the District Board of Benevolence.
- 40.10 In considering any application for relief or assistance, the District Board of Benevolence may make any such inquiry and investigation as it considers necessary and appropriate in the circumstances to establish the bona fides of the application and may obtain a report and recommendation from a Lodge of which an applying Brother is or, in the case of a deceased Brother was, a member.
- 40.11 In the case of a Brother, or relative of a Brother, or relative of a deceased Brother, applying for financial assistance, it shall be a pre-requisite that such Brother shall at the time of the application, or at the date of his death, be a financial member of

By-Laws of the District Grand Lodge of North Queensland

a Lodge and that he should have so been a member for at least five years.

- 40.12 If, in the opinion of the District Board of Benevolence special circumstances exist, the qualifications stated in 40.11 above may be waived.
- 40.13 The District Board of Benevolence may grant relief or assistance to the indigent wife, partner, child, sister, widowed mother, spinster sister or spinster daughter of a Brother; or the Widow, orphan, widowed mother, spinster sister or spinster daughter of a deceased Brother who would if living and in distressed circumstances have been entitled to relief under or pursuant to paragraph (40.1).

BENEVOLENCE GRANT CONDITONS

- 40.14 The District Board of Benevolence shall, in its absolute discretion, determine the conditions attaching to the various grants that it may determine from time to time.
- 40.15 The Board may if it sees fit not award a grant in a year and may award more than one grant in any given year, provided that on average only one grant is awarded in each year.
- 40.16 The decision of the District Board of Benevolence on the awarding of all grant funding shall be final.
- 40.17 Applications for grant funding shall be in such form as approved by the Board and shall be invited by notification to District Lodges in September each year