

Company Number 79735



COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

MEMORANDUM

THE EAST LANCASHIRE MASONIC CHARITY

Incorporated on the 13th day of January 1904

THE COMPANIES ACTS 1985 TO 1989
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

MEMORANDUM OF ASSOCIATION
OF
THE EAST LANCASHIRE MASONIC CHARITY

(As amended by Special Resolution passed on 19th day of September 2012)

- 1 The name of the Company is “**THE EAST LANCASHIRE MASONIC CHARITY**” which is hereinafter referred to as “the **Charity**”
- 2 The Registered Office of the Charity will be situated in England.
- 3 The objects (“the **Objects**”) for which the Charity is established are:
 - A. The Relief of poverty by the provision of help and assistance predominantly but not exclusively in East Lancashire to predominantly but not exclusively East Lancashire Freemasons and their dependents or the dependents of such deceased Freemasons who are in need by reason of their poverty and to provide charitable assistance to such other masonic and non-masonic charitable objectives as the Board of Directors (“the **Board**”) or the Charity shall decide;
 - B. The Education of children of needy or deceased Freemasons;
 - C. To afford charitable assistance to needy Freemasons or their widows or to any of their dependent relatives, as the Board shall decide;
 - D. To make grants in cash or in kind for the purpose of relieving the immediate and pressing needs of impoverished Freemasons, or their families, or, in special circumstances, other dependent relatives, as the Board shall decide, whether permanently resident within the Province of East Lancashire or not;
 - E. To educate the public through establishing and maintaining the operation of a museum relating to Freemasons’ Heritage and Culture; and,
 - F. To promote any other charitable purposes for the general purpose of the public living predominantly but not exclusively in the East Lancashire area as the Board of the Charity shall see fit.

- 4 In furtherance of the above objects, but not otherwise, the Charity may exercise the following powers:
- A. To purchase or take on lease, construct, maintain, furnish, equip, alter, manage and/or carry on in the Province of East Lancashire or elsewhere at the Board's discretion, one or more hospitals, dispensaries, convalescent homes and homes or dwelling houses for the living accommodation of needy individuals predominantly, although not exclusively, being Freemasons of predominantly, although not exclusively, the Province of East Lancashire or their widows or other dependent relatives free of rent or at a rent commensurate with their means;
 - B. Generally, to promote the cause of charity by contributions to charitable objects or institutions, whether of a Masonic nature or not;
 - C. To draw, make, accept, endorse, discount, execute and issue promissory notes, bills, cheques and other instruments and to operate bank accounts in the name of the Charity;
 - D. To raise funds and to invite contributions, PROVIDED THAT in raising funds the Charity shall not undertake any substantial permanent trading activities and shall conform to any relevant statutory regulations;
 - E. To acquire, alter, improve, and (subject to such consents as may be required by law) to charge or otherwise dispose of property;
 - F. Subject to clause 5 below to employ such staff as are necessary for the proper pursuit of the Objects and to make all necessary and reasonable provision for the payment of pensions and superannuation to staff and their dependents;
 - G. To establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
 - H. To co-operate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or similar charitable purposes and to exchange information and advice with them;
 - I. To borrow or raise or secure the payment of money required for the purposes of the Charity in such manner as the Board shall see fit;
 - J. To invest the monies of the Charity not immediately required for its purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law and subject also as hereinafter provided; and,
 - K. To do all such other lawful things as are necessary for the achievement of the objects.

- 5 The income and property of the Charity shall be applied solely towards the Promotion of the Objects and no part shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit, to members of the Charity and no Directors of the Charity shall be appointed to any office of the Charity paid by salary or fees or receive any remuneration or other benefit in money or money's worth from the Charity PROVIDED THAT nothing in this document shall prevent any payment in good faith by the Charity:
- A. (subject to the prior written consent of the Charity Commission) the usual professional charges for business done by any trustee who is a solicitor, accountant or other person engaged in a profession or by any partner of his or hers, when instructed by the Charity to act in a professional capacity on its behalf, PROVIDED THAT as no time shall a majority of the Directors benefit under this provision and that a Director shall withdraw from any meeting at which his or her appointment or remuneration or that of his or her partner is under discussion;
 - B. Of reasonable and proper remuneration for any services rendered to the Charity by any officer or employee of the Charity who is not one of the Directors;
 - C. Of interest or money lent by any member of the Charity or Directors at a reasonable and proper rate per annum not exceeding 2% less than the published base lending rate of a clearing bank to be selected by the Directors;
 - D. Of reasonable and proper rent for premises demised or let by any member of the Company or a Director;
 - E. To any Director of reasonable out-of-pocket expenses.
- 6 Every member of the Charity undertakes to contribute to the assets of the Charity, in the event of the same being wound up during the time that he is a member or within one year afterwards, for payment of the debts and liabilities of the Charity contracted before the time at which he ceases to be a member and of the costs, charges and expenses of winding up the Charity and for the adjustment of the rights of the Contributories amongst themselves such amount as may be required, not exceeding ten pounds.
- 7 If upon the winding up or dissolution of the Charity there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Charity, but if and so far as effect can be given to the next provision shall be given or transferred to some other charitable institution or institutions having objects similar to the objects of the Charity, to be determined by the members of the Charity at or before the time of dissolution and in default thereof, by such Judge of the high Court of Justice as may have or acquire jurisdiction in the matter, and if so far as effect cannot be given to such provision, then to some charitable object.

- 8 True accounts shall be kept of the sums of money received and expended by the institution and the matter in respect of which such receipt and expenditure takes place and of the property, credits and liabilities of the Charity. Once at least in every year, the accounts of the Charity shall be examined, and the correctness of the balance sheet ascertained by one or more properly qualified Auditor or Auditors.
- 9 The liability of the members is limited to £1 (one pound).

Company Number 79735

COMPANY LIMITED BY GUARANTEE
AND NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION
OF

THE EAST LANCASHIRE MASONIC CHARITY

Incorporated on the 13th day of January 1904

THE COMPANIES ACTS 1985 TO 2006
COMPANY LIMITED BY GUARANTEE
AND NOT HAVING SHARE CAPITAL

Articles of Association
OF
THE EAST LANCASHIRE MASONIC CHARITY

(As amended by Special Resolution passed on 26th day of September 2019)

PRELIMINARY

- 1 These articles shall be construed with reference to the provisions of the Companies Act 2006 (hereinafter referred to as “the **Act**”) and any statutory modification thereof or any statute substituted therefore and the terms used in these Articles (unless the subject or context shall preclude such an interpretation) shall be taken as having the same respective meanings as they have when used in the Act PROVIDED ALWAYS than any word or term having or capable of being a particular meaning in masonic usage shall be deemed to bear and be read as having such meaning in these Articles in the further interpretation of these Articles:
 - a. “**Board**” shall mean the Board of Directors of the Charity from time to time;
 - b. “**Chapter**” shall mean a Masonic Royal Arch Chapter situated in the Masonic Province of East Lancashire fully constituted and warranted under the auspices of Supreme Grand Chapter of England;
 - c. “**Charities Acts**” means all United Kingdom statutes and regulations relating to the regulation or running of Charities from time to time;
 - d. “**Deputy President**” shall mean the Deputy Provincial Grand Master of the Masonic Province of East Lancashire from time to time;
 - e. “**Directors**” shall mean a member of the Board;
 - f. “**Friends**” shall mean Individual Members of the Charity
 - g. “**Lodge**” shall mean a Masonic Lodge situated in the Masonic Province of East Lancashire fully constituted and warranted under the auspices of the United Grand Lodge of England;
 - h. “**Month**” shall mean calendar month;
 - i. “**President**” shall mean the Provincial Grand Master of the ~Masonic Province of East Lancashire from time to time;
 - j. “**Secretary**” shall mean the Honorary Secretary of the Charity;
 - k. Words importing the singular number shall include the plural number and vice versa;
 - l. Words importing the masculine gender only shall include the feminine gender;

- 2 The number of Representative Members of the Charity shall not exceed four hundred PROVIDED ALWAYS that the Board may increase the maximum number of members should they think fit from time to time, notwithstanding that there shall be no limit on the number of Friends.

MEMBERS

- 3 Each Lodge and Chapter shall be entitled to appoint one of their members to become a member of the Charity ("**Representative Member**"). Subject to the provisions of Article 5 each Lodge and Chapter shall in the first instance appoint its Almoner from time to time to be the Representative Member PROVIDED ALWAYS that if any Lodge or Chapter shall not have appointed an Almoner in their Lodge or Chapter then such Lodge or Chapter shall appoint their Charity Steward as a Representative Member PROVIDED FURTHER that if any Lodge or Chapter shall not have appointed in their Lodge or Chapter either an Almoner or Charity Steward then the said Lodge or Chapter shall appoint any other of its members to be the Representative Member. Such appointment shall be made by a notice in writing (signed by a proper officer of a Lodge or Chapter appointed for that purpose) addressed to the Secretary and the Representative Member so appointed shall remain a Representative Member until his appointment shall be rescinded in writing (in the like manner to his appointment) by the relevant Lodge or Chapter and until some other person is so appointed in his stead PROVIDED ALWAYS that a Representative Member so appointed shall also cease to be a Representative Member if the Lodge or Chapter that appointed him ceases to be fully constituted and/or warranted. Where a Lodge or Chapter amalgamates with any other Lodge(s) or Chapter(s) then the newly constituted amalgamated Lodge or Chapter shall be entitled to appoint only one of their members to be a Representative Member in accordance with the provisions of this Article. In addition to Representative Members referred to above, the Directors of the Charity as listed in Article 19 and all members of the Committee of Benevolence, the Grants Committee, the Fund Raising Committee, the Hewlett Court Advisory Committee (Articles 31-34), any Sub-Committees appointed by the Board and the current staff of the Charity shall also be Representative Members. For the purpose of this Article and other references in these Articles to any Lodge or Chapter in which there may from time to time be changes of Membership or constitution the Lodge or Chapter which the Board consider represents the one in which there has been a change of membership, shall be considered to represent it.
- 4 Each member of the Board, the Committee of Benevolence, the Grants Committee, the Fund Raising Committee, the Hewlett Court Advisory Committee, any Sub-Committees appointed by the Board and the members of staff of the Charity shall, on ceasing to be a member, as the case may be, cease to be a Representative Member, unless he shall, by virtue of other membership, as the case may be, be entitled to retain his membership thereof.

- 5 It shall rest with the Board to determine the terms and conditions on which representatives of Lodges and Chapters shall be appointed Representative Members in accordance with Article 3.
- 6 Any member may resign his membership of the Charity upon giving one months' notice in writing to the Secretary of his intention so to do and such resignation shall take effect upon the expiration of such notice or its earlier acceptance. In the event of such resignation being given by a member appointed by a Lodge or Chapter then the Lodge or Chapter, as the case may be, shall appoint another of its members in his stead to be a Representative Member in accordance with the provisions of Article 3.

INDIVIDUAL MEMBERS

- 7 Individuals may, at the discretion of the Directors, be admitted as Individual Members ("**Friends**") by the Board on such terms as the Board may from time to time determine and shall be required to make a minimum annual contribution to the Charity as determined by the Board from time to time ("**Minimal Annual Contribution**").
- 8 A Friend will cease to be a Friend:
 - a. If he resigns by giving notice to the Charity;
 - b. Upon his death;
 - c. In any case, he does not pay the Minimum Annual Contribution in any membership year (being a calendar year or such other period of 12 months as may be defined by the Board from time to time); or,
 - d. If he is removed from the membership in accordance with Articles 11-16 or any Rule established from time to time pursuant to Articles 49-50.
- 9 No Friend is entitled to any refund of any part of the Minimum Annual Contribution on ceasing to be a Friend for any reason.
- 10 Individual Membership of the Charity is not transferable.
- 11 A Friend may be removed if, in the opinion of the Board, he has acted or has threatened to act in a manner which is contrary to the interests of the Charity as a whole or if his conduct (whether as a Friend or otherwise) is likely to bring the Charity, or any or all its Directors, Representative Members or Friends into disrepute.
- 12 If at a meeting of the Board a resolution is passed to remove a Friend, the Board must serve a notice on the Friend stating that the Board has resolved to invoke the provisions of these rules.

- 13 The notice to the Friend must also give the Friend the opportunity to make representations to the Board in writing as to why he should not be removed as a Friend. The Board must consider any representations made by the Friend and, if the representations are not made by the Friend at a Board meeting, the Board must consider the representations at the next Board meeting.
- 14 After the Board meeting at which the representations are considered, the Board must serve a notice on the Friend informing of the decision. If the decision is to remove the Friend, this must be reflected in the register of members as soon as reasonably practicable.
- 15 There will be a right of appeal from a decision of the Board to remove a Friend. Any appeals shall be heard by an independent Committee made up of three persons, appointed by the President, who are not Directors of the Charity. After the removal of the Friend has been noted in the register of members, he will have no right to attend general meetings of the Charity and he will cease to be entitled to any other benefits of Membership.
- 16 The Board's proceedings and the statement of reasons for removal will be confidential and the Board must make no statement to the Representative Members or other Friends of the Charity concerning the Friend's removal unless the Friend himself chooses to make public the issue of his removal, or to make it a matter of interest to the Representative Members and/or Friends of the Charity as a whole.

VOTING

- 17 Every Representative Member shall be entitled to one vote, in the case of any Resolution or election to be voted upon at any General Meeting of the Charity. The votes of any Representative Member by poll shall be given by voting paper, to be signed by the Representative Member or his proxy.
- 18 Friends shall have no entitlement to vote or count towards any show of hands or vote on a poll but are entitled to receive notice of and attend any General Meeting of the Charity.

DIRECTORS

- 19 The Board of the Charity shall consist of the following:
- a. The President who shall act in a non-executive capacity;
 - b. The Deputy President who shall act in a non-executive capacity;
 - c. The Chairman of the Charity;
 - d. The Chairman of the Benevolence Committee;
 - e. The Chairman of the Hewlett Court Advisory Committee;
 - f. The Chairman of the Grants Committee;
 - g. The Chairman of the Fund-Raising Committee;
 - h. The Chairman of the Museum Committee;
 - i. The Secretary of the Charity;
 - j. The Treasurer of the Charity
 - k. The Provincial Grand Almoner;
 - l. The Provincial Grand Charity Steward; and,
 - m. Not less than two nor more than five non-executive Directors in the discretion of the Directors in categories a to l (both inclusive) above and such persons shall not be required to be Freemasons.
- 20 At the Annual General Meeting there shall be elected the Chairman, the Chairman of the Committee of Benevolence, the Chairman of the Hewlett Court Advisory Committee, the Chairman of the Grants Committee, the Chairman of the Fund Raising Committee, the Chairman of the Museum Committee, the Secretary, the Treasurer, and the two or more non-executive Directors, only those persons who have either been nominated by the President (or if he shall be incapacitated or not appointed then the Deputy President in his place) for such positions (or shall be nominated for such positions by notice in writing from at least 25% of all Representative Members, such notice to be lodged with the Secretary at least fourteen days prior to the Annual General Meeting) shall be eligible for election at the Annual General Meeting.

GENERAL MEETINGS

- 21 In each year a general meeting of the Charity shall be held as its Annual General Meeting in the month of September or at such other time or times as may be fixed by the Board, but so that such meeting shall be held not more than ten months after the end of the preceding Financial Period of the Charity.
- 22 An extraordinary general meeting of the Charity shall be convened by the Secretary not less than 28 days from the delivery to him of a requisition in writing signed by the President or by a resolution of the Board and the time and place at which such meeting is to be held and the business to be transacted shall be specified in such requisition or resolution. An extraordinary general meeting shall also be called upon a requisition made in accordance with Section 306 of the Companies Act. 2006.

- 23 Twenty-one clear days' notice at least of every general meeting (whether Annual or Extraordinary) stating the business to be transacted shall be sent by email (or by post, or by hand if e-mail is not available) or delivered to every Member of the Board and to all other Representative Members and Friends, but if anyone entitled to receive notice does not receive it, this shall not invalidate the proceedings at the meeting if the failure to notify was accidental. If the notice of meeting is published on the Charity's website then the notification to the Representative Member must state that it is a notice of a Company meeting, specify the place, date and time of the meeting and be available at least 21 days prior to the meeting.
- 24 All general meetings shall have the power to adjourn.
- 25 The President, or in his absence, the Deputy President, or in the absence of both of them, the Chairman or, in the absence of all of them, the Secretary or, in the absence of all of them, some Representative Member to be selected by the Representative Members present, shall preside at every general meeting. The Chairman of any meeting shall have the right to vote on every question and if the votes are equal, he shall have a second or casting vote.
- 26 Twenty-five Representative Members present personally or by proxy shall form a quorum for a general meeting. Friends (Individual Members) shall not be counted for the purpose of forming a quorum.

BUSINESS AT GENERAL MEETINGS

- 27 At the Annual General Meeting to be held in each year in addition to the appointments referred to in Article 20 the reports of the Board, the Committee of Benevolence, other Committees and appropriate Sub-Committees for the past year shall be presented to the Meeting. Further, the Meeting shall elect Auditors and shall transact such other business of which due notice shall have been given as shall be capable of being transacted at an Annual General Meeting.

28 The following provisions shall apply in relation to the transaction of business at a General Meeting:

- a. At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands of the Representative Members unless a poll is, before or upon the declaration of the result of the show of hands, demanded by the chairman of the Meeting or by such number of Representative Members present in person or by proxy who represent at least 20 percent of the total voting rights of all the Representative Members having the right to vote who are present at the meeting and unless a poll be so demanded a declaration by the chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Charity shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.
- b. Subject to the provisions of paragraph c if a poll be demanded in manner aforesaid, it shall be taken at such time and place and in such manner as the chairman of the meeting shall direct and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.
- c. No poll shall be demanded on the election of a chairman of a meeting or on any question of adjournment.
- d. The demand of a poll shall not prevent the continuance of a meeting for transaction of any business other than the question on which a poll has been demanded.
- e. Every Representative Member (but no other person) shall have one vote.
- f. Votes may be given on a poll either personally or by proxy. On a show of hands, a Representative Member present only by proxy shall have no vote.
- g. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing.
- h. Only a Director of the Charity or a member of the Committee of Benevolence or a member of the Lodge or Chapter who have nominated the Representative Member concerned to be a Representative Member can be appointed a proxy of a Representative Member.

- i. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or a notanally certified or office copy thereof shall be deposited at the registered office not less than twenty-four hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote or in the case of a poll not less than twenty-four hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.
- j. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, PROVIDED THAT no intimation in writing of the death, insanity or revocation as aforesaid shall have been received at the registered office before the commencement of the meeting or adjourned meeting at which the proxy is used.
- k. At every general meeting at which a poll is to take place, the chairman of the Meeting shall before the commencement of the poll nominate so many scrutineers as he may deem necessary and such scrutineers shall receive the voting papers from the Representative Members.

BOARD

- 29 Save as otherwise provided in these Articles, the management of the Charity shall be vested in the Board.
- 30 The Board shall meet at such times as they deem appropriate, but in any event not less than four times in each year. Seven clear days' notice of the holding of each meeting shall be given to each member of the Board. A quorum for each Board meeting shall be four.
- 31 The Committee of Benevolence shall consist of a representative of each of the Areas of the Masonic Province of East Lancashire nominated by the Assistant Provincial Grand Master for that Area, together with such other persons who shall be nominated by the President or the Board, which will include the Chairman of the Benevolence Committee, the Director of Operations, the Provincial Grand Almoner, the Provincial Grand Charity Steward and a guest Almoner from the Mark Degree. Five members of the Committee of Benevolence shall form a quorum. The Board may at any time fill vacancies that may have occurred in the Committee of Benevolence. The Board may also appoint any other Sub-Committees to the Committee of Benevolence that may appear to be necessary or desirable, and the Chairman of each such Sub-Committee may be invited to become a member of the Committee of Benevolence at the discretion of the Chairman of the Committee of Benevolence. The Committee of Benevolence and any of its Sub-Committees shall meet at such places and times as may be necessary from time to time.

- 32 The Grants Committee shall consist of persons who shall be nominated by the President or the Board, which will include the Chairman of the Grants Committee, the Provincial Grand Almoner and the Provincial Grand Charity Steward. Five members of the Grants Committee shall form a quorum for all its meetings. The Board may at any time fill up vacancies that may have occurred in the Grants Committee. The Grants Committee shall meet at such places and times as may be necessary from time to time.
- 33 The Fund-Raising Committee shall consist of persons who shall be nominated by the President or the Board, which will include the Chairman of the Fund-Raising Committee, the Provincial Grand Almoner and the Provincial Grand Charity Steward. Five members of the Fund-Raising Committee shall form a quorum for all its meetings. The Board may at any time fill up vacancies that may have occurred in the Fund-Raising Committee. The Fund-Raising Committee shall meet at such places and times as may be necessary from time to time.
- 34 The Hewlett Court Advisory Committee shall consist of persons who shall be nominated by the President or the Board, which will include the Chairman of the Hewlett Court Advisory Committee and the Director of Operations. Five members of the Hewlett Court Advisory Committee shall form a quorum for all its meetings. The Board may at any time fill up vacancies that may have occurred in the Hewlett Court Advisory Committee. The Hewlett Court Advisory Committee shall meet at such places and times as may be necessary from time to time.
- 35 The Museum Committee shall consist of persons who shall be nominated by the President or the Board, including the Chairman of the Museum Committee. Three members of the Museum Committee shall form a quorum for all its meetings. The Board may at any time fill up vacancies that may have occurred in the Museum Committee. The Museum Committee shall meet at such places and times as may be necessary from time to time.
- 36 Every Committee and Sub-Committee, without limitation, shall be under the control of and shall as and when required make a full report of their acts and proceedings to the Board and the Board may receive and adopt, vary or reject the report of any such Committee or Sub-Committee.
- 37 A Director may not vote in or be present at any part of a meeting of the Directors that discuss and/or vote on any contract or proposed contract or arrangement in which he is interested whether directly or indirectly or upon any matter arising therefrom and he may not be counted in the quorum present at that part of the meeting at which any such contract, arrangement or matter is proposed or considered and if he shall so vote or be present his vote shall not be counted and in those circumstances any resolution passed in connection with such contract, proposed contract or arrangement or such matter at that part of the meeting shall be void. For the purposes of this regulation, an interest of a person who is, for any purpose of the Act (excluding any statutory modification thereof not in force when this regulation becomes binding on the Company), connected with a Director shall be treated as an interest of the Director.

- 38 All investments of the funds for the time being of the Charity shall be made by the Board, who may nominate and appoint a Sub-Committee to manage those investments. Save as otherwise provided in these Articles, the Board shall exercise and be responsible for the control and managements and administration of the financial affairs of the Charity and, without limiting the generality thereof, more specifically of the lands, buildings and investments and other property for the time being of the Charity.
- 39 Subject to any conditions affecting special funds, the Board shall have the power if they deem it advisable to grant such sums or sums of money or to make such grants in kind as they may think proper in aid of Masonic and non-Masonic charities and good causes and generally to promote the cause of charity by contribution to charitable objects whether of a Masonic nature or not. Any votes accruing therefrom shall be vested in the President.
- 40 The Board shall have the power and upon the recommendation of the Committee of Benevolence to make such payments as they may deem advisable in respect of the Objects of the Charity as defined in its Memorandum of Association.
- 41 Money to be invested on behalf of the Charity may (subject to such conditions (if any) and such consents (if any) as may for the time being be imposed or required by law) be applied or invested in the name of the Charity in the purchase of or at interest upon the security of such stocks, funds, shares, securities or other investments or property of whatsoever nature and wheresoever situate including in the purchase or improvement of freehold or leasehold property situate in the United Kingdom or elsewhere and whether involving liabilities or not or upon such personal credit with or without security as the Board in its absolute discretion thinks fit and to the intent that the Board shall have the same power in all respects as if it were an absolute owner beneficially entitled.

COMMITTEE OF BENEVOLENCE

- 42 The following shall be the duties of the Committee of Benevolence:
- a. To apply the funds of the Charity in respect of the Objects listed in clauses A,B, C and D of the Memorandum of Association in accordance with the rules laid down by the Board from time to time.
 - b. To examine the petitions of all candidates for grants and annuities and determine as their being in order in accordance with rules laid down by the Board from time to time.
 - c. To expend in any case requiring pecuniary relief such amount as the Board may from time to time on the recommendation of the Committee of Benevolence authorise, such relief to be paid either in one sum or otherwise as the Committee of Benevolence deems expedient.

GRANTS COMMITTEE

- 43 The Grants Committee shall have the following duties:
- a. To apply the funds of the Charity in respect of the object listed in clause E of the Memorandum of Association in accordance with the rules laid down by the Board from time to time.
 - b. To examine the requests for grants and determine as their being in order in accordance with rules laid down by the Board from time to time.
 - c. To expend such amount as the Board may from time to time on the recommendation of the Grants Committee authorise, such relief to be paid either in one sum or otherwise as the Grants Committee deems expedient.

FUND RAISING COMMITTEE

- 44 The Fund-Raising Committee shall have the following duties:
- a. To plan and implement fund raising and associated activities, approved by the Board, predominantly (but not exclusively) aimed at the members of the Lodges and Chapters in the Masonic Province of East Lancashire, enabling the Charity to satisfy its Objectives.
 - b. To plan and implement marketing and promotional activities to educate about and elevate the profile of the Charity both within the Masonic and non-Masonic Communities.

HEWLETT COURT ADVISORY COMMITTEE

- 45 The Hewlett Court Advisory Committee shall have the following duties:
- a. To offer operational advice to the Management at Hewlett Court including, (but not exclusively) on financial, buildings and estates and people management.
 - b. To actively support the Management Team, when requested and with the approval of the Board on operational matters relating to the business at Hewlett Court.

THE MUSEUM COMMITTEE

- 46 The Museum Committee shall have the following duties:
- a. To operate and maintain a Masonic Museum for the education of Freemasons and the public on Masonic heritage and culture, as approved by the Board.
 - b. To maintain and display or safely store Masonic artefacts in good condition for the benefit of the Museum and to maintain an inventory of the same, including such items as may be on display at properties belonging to the Charity or approved by the Board for displaying such items.
 - c. To ensure Masonic Artefacts are adequately insured.

OFFICERS OF THE CHARITY

- 47 The Board shall have power to employ and pay secretaries, officials, superintendents, managers, accountants, welfare officers, nursing, catering and domestic staff, clerks and other persons whose services are required or deemed expedient for carrying out any of the Objects of the Charity or to provide for the welfare of the employees or ex-employees of the Charity and the wives, widows, families or relatives of such persons by grants of money, pensions or otherwise.

BANKERS

- 48 The Bankers of the Charity shall be such as may be decided upon by the Board. All cheques drawn on the Charity Account shall be signed in accordance with the bank mandate from time to time.

ALTERATION OF REGULATIONS

- 49 The Charity may in general meeting from time to time by special resolution repeal or alter all or any of the regulations contained in these Articles and make new regulations in lieu or in addition to any such regulations and any such new regulations shall be subject to modification in like manner.

DEEDS, ETC

- 50 All Deeds and securities shall be held in safe custody under the direction of the Board

ACCOUNTS

- 51 An Annual Report and Statement of Accounts of the Charity made up to 31st December each year (or such other date as shall be adopted by the Charity) shall be prepared by or for or on behalf of the Board.
- 52 The Annual Statement of Accounts of the Charity shall be audited by an auditor qualified under Part 42 of the Companies Act 2006 (or any subsequent enactment) to be elected by the Representative Members of the Charity at the Annual General Meeting pursuant to Article 16. The auditor shall conduct the audit and report upon the Statement of Accounts in accordance with the Charities Acts and recognised auditing standards.
- 53 The Annual Report and Audited Statement of Accounts shall be delivered to the Charity Commission in accordance with the Charities Acts and copies shall be made available to all Representative Members and Friends attending the General meeting at which they are to be approved.

NOTICES

- 54 Notices shall be enacted as follows:
 - a. Save where a Member is a Representative Member as an appointed representative of a Lodge or Chapter appointed in accordance with the provisions of Article 3, whereupon a notice on that member shall be served on him by addressing it to the Secretary or other equivalent officer of his Lodge or Chapter as the case may be, a notice may be served by the Charity upon any Representative Member, either personally or by sending it through the post in a pre-paid envelope or wrapper addressed to such Representative Member or Friend at his address last known to the Charity or by way of electronic mail to such Representative Member or Friend to his electronic mailing address last known to the Charity.
 - b. As regards those Representative Members or Friends who have no registered address in the United Kingdom, a notice posted up in the office of the Charity shall be deemed to be well served on them at the expiration of twenty-four hours after it is so posted up.
 - c. Any notice required to be given by the Charity to the Representative Members and Friends and not expressly provided for by these presents shall be sufficiently given if given by advertisement.
 - d. Any notice required to be or which may be given by advertisement shall be advertised once in two local daily newspapers and / or on the Charity's website.

- e. The accidental omission to give notice of a meeting to a Representative Member or Friend shall not invalidate any proceedings at that meeting.

DISSOLUTION

- 55 Clause 6 of the Memorandum of Association relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles.

RULES

- 56 The Board may make and amend Rules for any purpose required from time to time for the effective operation of the Charity or the furtherance of the Objects, including the levying of annual contributions or membership fees, but if there is a conflict between the terms of these Articles or the Memorandum of Association of the Company and any Rules made or amended under this Article, the terms of the Memorandum and Articles will prevail.
- 57 A person is bound by the terms of the Rules made or amended in accordance with these Articles even if he has not received notice of the Rules or the alteration.

INDEMNITY

- 58 Every Director of the Charity shall be indemnified out of the assets of the Charity against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him 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 under Section 661 and Section 1157 of the Companies Act 2006 in which relief is granted to him by the Court and no Director shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Charity in the execution of the duties of his office or in relation thereto but this Article shall only have effect insofar as its provisions are not avoided by Chapter 4 of the Act.