



The Freemasons' Homes  
of Southern Tasmania Inc

# **Constitution and Rules**

September 2010

**CONSTITUTION**  
**of**  
**THE FREEMASONS' HOMES of**  
**SOUTHERN TASMANIA Inc.**

1. The name of the Association is "The Freemasons' Homes of Southern Tasmania Inc."
2. The Registered Office of the Association shall be situated at 7 Ballawinne Road, Lindisfarne, in the State of Tasmania or any other place as the Board may determine.
3. Words or expressions contained in this Constitution or the Rules made thereunder shall be interpreted in accordance with the provisions of the *Acts Interpretation Act 1931* as in force on the date on which this Constitution and the Rules made thereunder are adopted by the Association.
4. The decision of the Board as to the interpretation of this Constitution and the Rules made thereunder, shall be final. In interpreting the Constitution and Rules such fair and liberal interpretation shall be applied as will best give effect to the promotion of the Homes.
5. The basic objects for which the Association is founded are the provision of homes and/or amenities, and/or board and lodging and/or care and attention for aged, and/or for invalided or necessitous persons.
6. In addition to the basic objects of the Association the objects and purposes of the Association shall be:-
  - (a) to raise funds or monies by contributions, subscriptions, rents, board and lodging or otherwise for the purpose of the Association.

- (b) to purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any rights or privileges that the Association may think necessary or convenient for the purposes of the Association.
- (c) to acquire, construct, maintain or alter buildings or works on any lands the property of the Association to such plans and specifications as the Board of Directors shall determine.
- (d) to amalgamate with, subscribe to, assist with or enter into reciprocal arrangements with any other Association or Corporation whose objects are the same as or similar to the objects of this Association provided always that such Association or Corporation shall prohibit the distribution of its income and property among its members.
- (e) to erect any buildings for domestic or other purposes on any land owned, acquired or leased by the Association for the purposes of the Association or for the purpose of producing income for the benefit of the Association.
- (f) to acquire any furniture, machinery, plant or equipment for the use of the Association and from time to time sell and dispose of any such machinery, plant and equipment as the Association may consider desirable.
- (g) to carry on such trade or service that may be supportive of the basic objects of the Association.
- (h) to insure the property of the Association against the risks and liabilities for which the Association and its officers and members is or may be responsible and to insure any

- (i) officers or servants of the Association against the risk of accident in the course of their employment and to pay the premiums on any such insurances.
- (j) to employ such personnel, officers and servants, as may be deemed necessary for the working of the Association with or without remuneration and to dismiss any of such personnel, officers or servants.
- (j) to make, draw, accept, endorse and execute cheques, promissory notes, bills of exchange or other negotiable instruments, for the purposes of the Association.
- (k) to invest moneys of the Association in such securities as are authorised by any law or statute in force in Tasmania for the investment of trust monies.
- (l) to borrow or raise money with or without security.
- (m) to sell, improve, manage, develop, exchange, lease, mortgage, dispose of, turn to account or otherwise deal with all or any part of the real and personal property and rights of the Association. In case the Association shall take or hold any property real or personal which may be subject to any express conditions or trusts, the Association shall deal only with such real or personal property in such manner as allowed by the law, having regard to such trusts.
- (n) to accept any gift of property real or personal, whether subject to any special trust or not, for any one or more of the objects of the Association.
- (o) to conduct, print and publish journals, advertise, issue circular letters, organise meetings and take such steps by personal and written appeals as may be deemed expedient for the purposes of the Association.

(p) to enter into any arrangement with any government or local authority or any association, corporation or person which may seem to be conducive to the objects of the Association and to acquire or obtain from any such government or local authority, association, corporation or person any charters, decrees, rights, privileges and concessions which may be conducive to any such objects and to accept, make payments under, carry out, exercise and comply with any such arrangements, charters, contracts, decrees, rights, privileges and concessions.

(q) to do all such things as are incidental or conducive to the attainment of any or all of the above objects.

7. The liability of the members is limited.
8. The income and property of the Association whencesoever derived shall be applied solely towards the promotion of the objects of the Association, as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by the way of dividend, bonus or otherwise howsoever by way of profit, to the members of the Association, or to any of them or to any person claiming through any of them.

Providing that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member thereof, or other person in return for any services actually rendered to the Association nor prevent the payment for goods supplied in the ordinary course of business nor prevent the payment of interest on money lent or reasonable or proper rent for premises, demised, or let by any member of the Association, or out of pocket expenses.

9. Every member of the Association undertakes to contribute to the Assets of the Association, 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 Association contracted before the time at which he ceased to be a member, and of the costs, charges and expenses of winding up the same, such amount as may be required not exceeding twenty dollars per member.
10. If, upon winding up or dissolution of the Association 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 Association, but shall be given or transferred to some other Institution or Institutions, Organisation or Organisations having objects wholly or in part similar to the objects of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Clause 8 hereof, such Institution or Institutions, Organisation or organisations to be determined by the members of the Association at or before the time of dissolution, and in default thereof then by a Judge of the Supreme Court of Tasmania and if and so far as effect cannot be given to the aforesaid provision then to some charitable object to be decided by the members of the Association or by such Judge.
11. True accounts shall be kept of sums of money received and expended by the Association, and of the matters in respect of which such receipts and expenditure takes place, and of the property, credits and liabilities of the Association and subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with

the Rules of Association for the time being shall be open to the inspection of members. Once at least in every year the accounts of the Association shall be examined and a balance sheet prepared, and the correctness of the accounts and balance sheet ascertained by one or more properly qualified auditor or auditors.

12. (a) No alteration of or addition to this Constitution or the Rules made thereunder for the time being in force shall be made except at an Annual General Meeting or at a Special General Meeting of the Association. Notice of any proposed alteration or addition, shall be handed to the Secretary not less than two calendar months before the meeting at which the alteration or addition is to be proposed, and the proposer shall incorporate such particulars of the proposals as are necessary to convey a clear meaning in the notice convening the meeting. No such alteration or addition shall be passed unless approved by a majority of not less than three-quarters of such members entitled to vote as may be present in person at such meeting and by the Commissioner for Corporate Affairs for the time being of the State of Tasmania.
- (b) Any alteration or addition so approved shall have effect immediately unless otherwise indicated.

**RULES UNDER THE CONSTITUTION  
of  
THE FREEMASONS' HOMES  
of SOUTHERN TASMANIA Inc.**

**INTERPRETATION**

- I. In the interpretation of these rules except where excluded by the context -
  - (a) The provisions of the Constitution of the Association shall be observed and in the event of any inconsistency between the provisions of the Constitution and the provisions of these Rules, the provisions of the Constitution shall prevail.
  - (b) The word "association" means the Freemasons' Homes of Southern Tasmania Inc.
  - (c) Freemason means a person who has been regularly initiated as a member of the Order of Freemasonry.
  - (d) Masonic Lodge means a regularly constituted Lodge of Freemasons.
  - (e) Board means the Board of Directors.
  - (f) Secretary means any person appointed to perform the duties of secretary of the Association and may include an Honorary Secretary or Chief Executive Officer.

## MEMBERSHIP

2. (a) Any person may make application in the manner hereinafter provided for membership and shall become a member upon the Board approving his application and upon payment of such annual contribution in such manner as the Board shall from time to time determine.
- (b) Any Masonic Lodge may make application for membership in such manner as the Board may determine and shall become a member upon the Board approving the application and upon payment of such an annual subscription as the Board shall from time to time determine. The amount of the annual subscription shall be in addition to any other contributions received from the Masonic Lodge by the Association which are credited in the Association's records for payments on account of members contributions under Rule 2 (a). Any Masonic Lodge which is a member may designate any person to represent it at a meeting of the Association by a notice in writing under the hand of the Secretary of such Masonic Lodge to the Board and such representative shall be called a Lodge representative and shall be entitled to exercise the Masonic Lodge member's vote.
- (c) Any other Organisation whether corporate or unincorporated may make application for membership in such manner as the Board shall determine and shall become a member upon the Board approving the application and upon payment of such contribution in such amount and in such manner as the Board shall from time to time determine. Any Organisation member may be represented by any person at meetings of the Association. Notice in writing of such representation shall

be given under the hand of the Secretary of such organisation to the Secretary of the Association and such representative shall be entitled to exercise the Organisation members' vote.

3. Applicants for membership shall make application in a manner approved by the Board.
4. The Board may accept or reject any application for membership without assigning any reason.
5. The Association may expel a member at a general meeting if in the opinion of the Association the member has been guilty of conduct detrimental to the interests of the Association. The member so expelled shall cease to be a member upon the Secretary, either delivering to him personally or by posting by ordinary post, a letter addressed to him at his address shown on the register of members notifying him that he has been expelled.
6.
  - (a) The Board may elect any person who has rendered outstanding personal service to the Association as a life member, and such life member shall enjoy all the privileges of membership for his life without payment of any further contributions.
  - (b) Nothing in these Rules shall operate to deprive any person of any right or privilege conferred under any former Articles of Association.
  - (c) Membership of the Association will automatically lapse if a member's annual subscription remains unpaid for two consecutive years. *(added from the AGM 23/09/2010)*
7. A register shall be kept containing the names and addresses of all persons who are from time to time members of the Association.

## MEETINGS

8. (a) An annual general meeting of the Association shall be held not later than 30<sup>th</sup> November in every year. *(amended from the AGM 23/09/2010)*
  - (b) All general meetings other than annual general meetings shall be called extraordinary general meetings.
9. (a) The Board may, whenever it thinks fit, convene an extraordinary general meeting. Seven days notice at least (exclusive of the day for which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive notices from the Association.
  - (b) Upon receipt of a requisition in writing, signed by at least ten members, the Board shall convene an extraordinary general meeting within fourteen days. Seven days' notice at least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of the meeting and in the case of special business, the general nature of that business shall be given to such persons as are entitled to receive notices from the Association.
10. All business that is transacted at an extraordinary general meeting, and also all business that is transacted at an annual general meeting shall be deemed to be special business, with the exception of the consideration of the accounts, balance

sheets, and the report of the directors and auditors, the election of directors and the appointment of the auditors.

11. The business of the annual general meeting shall be as follows:-
  - (a) To receive and consider the statement of income and expenditure and balance sheet together with the reports of the Board and the auditors.
  - (b) To elect directors.
  - (c) To appoint auditors for the ensuing year.
  - (d) To transact any other business.
12. A quorum at a general meeting shall be ten members personally present. If at the time for starting the meeting there is not a quorum those present shall adjourn the meeting to a time and place of which due notice shall be given.
13. The Chairman of the Board, or the Vice Chairman by virtue of Rule 37, shall preside as Chairman at every general meeting of the Association. In the absence of the Chairman or Vice Chairman the members present shall elect one of their number to be chairman of the meeting.
14. (a) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (b) When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

- (c) Except as provided by Sub-rule (b) of this rule, it is not necessary to give any notice of any adjournment or of the business to be transacted at an adjourned meeting.

### **VOTING**

15. At any general meeting a resolution put to the vote of the meeting shall be decided on the voices or on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded.
16. Any member may demand a poll.
17. Unless a poll is so demanded a declaration by the Chairman that a resolution on the voices or on a show of hands has been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
18. The demand for a poll may be withdrawn.
19. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.
20. In the case of an equality of votes, the Chairman of the meeting is entitled to a second or casting vote.

21. No member is entitled to vote at any general meeting unless all subscriptions or contributions presently payable by him have been paid.
22. (a) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at the meeting is valid for all purposes.  
  
(b) Any such objection made in due time shall be referred to the Chairman of the meeting, whose decision thereon is final and conclusive.

### **BOARD OF DIRECTORS**

23. The affairs of the Association shall be managed by and shall be under the direction and control of a Board of Directors which may exercise all the powers of the Association.
24. (a) The Board shall from time to time, determine the number of Directors to constitute the Board, provided that it consist of not less than five members and not more than twelve members of whom at least 50% shall be Freemasons. Board members shall be called Directors.  
  
(b) No person shall be elected to the Board unless he is a member of the Association and all his contributions presently payable by him have been paid.  
  
(c) Any persons, whilst in the employ of Freemasons' Homes of Southern Tasmania Inc, shall be prohibited from nominating as a Director.

25. The Board may approve the nomination of one director by the Grand Lodge of Tasmania and notice in writing of such nomination by letter under the hand of the Grand Secretary of the Grand Lodge of Tasmania addressed to the Secretary of the Association shall be sufficient notice to such nomination. Such Director shall hold office until the next Annual General Meeting.

*(Regulation 24(a) and 24(c) amended September 2003)*

*(Regulation 24(a) amended February 2007)*

26. (a) Candidates for the office of a director shall lodge with the Secretary at least seven days before the Annual Meeting an application in writing signed by any other member nominating him as a candidate and signed by him indicating his willingness to act.
  - (b) If the number of candidates does not exceed the number of vacancies the Chairman at the Annual Meeting shall declare the candidates duly elected as directors.
  - (c) If the number of candidates is less than the number of vacancies the remaining directors at their next meeting may appoint any member to be a director to fill the vacancy.
  - (d) If the number of candidates exceeds the number of vacancies there shall be an election at the Annual Meeting by secret ballot, and the Chairman shall appoint two Scrutineers to conduct the ballot and the Chairman shall declare as duly elected as the directors the candidates whom the Scrutineers shall certify as having won the election.
27. Any director elected or appointed under rule 26 shall hold office for a term of two years.
  28. At the annual meeting in each year one half of the offices of directors referred to in Rule 26 shall become vacant. The Directors to retire shall be those who have been longest in office.
  29. The retiring directors shall be eligible for re-election.

30. (a) The directors have power at any time, and from time to time, to appoint any person to be a director, either to fill a casual vacancy or as an addition to the existing directors, but so that the total number of directors does not at any time exceed the number fixed In accordance with these rules.
- (b) Any director appointed to fill a casual vacancy shall hold office for the remainder of the term of the director whom he succeeds.
- (c) Any director appointed by the Board other than for the purposes of Rule 26(d) and 30(b) shall hold office only until the next annual meeting unless the Board determines that he continue in office until the following annual meeting.
31. The Association may by special resolution remove any director before the expiration of his period of office, and may by a special resolution appoint another person in his stead; and the person so appointed is subject to retirement at the same time as if he had become a director on the day on which the director in whose place he is appointed was last elected a director.

#### **VACATION OF OFFICE**

32. The office of a director becomes vacant if the director:-
- (a) has been convicted of fraud or a crime in any Court of law;
- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;

- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under law relating to mental health;
- (d) resigns his office by notice in writing to the Association; or
- (e) for more than six months is absent without permission of the directors from meetings of the directors held during that period.

### **ROLE OF DIRECTORS**

- 33. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be, by any two directors or in such other manner as the directors shall from time to time determine.
- 34 (a) The directors shall cause minutes to be made:-
  - (i) of all appointment of officers;
  - (ii) of names of directors present at all meetings of the Association and of the directors; and
  - (iii) of all proceedings at all meetings of the Association and of the directors.
- (b) The minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.

35. (a) The directors may meet together for the despatch of business, adjourn, and otherwise regulate their meetings as they think fit subject to these Rules.
- (b) A director may at any time and the Secretary shall, on the requisition of a director, summon a meeting of the directors.
36. (a) Subject to these articles, questions arising at any meeting of directors shall be decided by a majority of votes and a determination by a majority of directors shall for all purposes be deemed a determination of the directors.
- (b) In case of an equality of votes the Chairman of the meeting has a second or casting vote.
37. At the first meeting of the Board after the annual meeting, the Directors shall elect a Chairman and a Vice-Chairman, each of whom shall be a Freemason for the ensuing year. In the absence of the Chairman the Vice-Chairman shall exercise all the powers of the Chairman.

#### **QUORUM**

38. The quorum necessary for the transaction of the business of the directors may be fixed by the directors and unless so fixed is half the number of directors holding office at the time plus one.

*(Regulation 37 amended September 2003)*

## **COMMITTEES OF BOARD**

39. The directors may delegate any of their powers to committees consisting of the following persons:
- (a) at least one director,
  - (b) and if the Board thinks fit any other member or members of the Association or any other person
- and any committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the directors.
40. The Board shall appoint the Chairman of each committee so appointed under the last preceding rule.
41. (a) A Committee may meet and adjourn as it thinks proper.
- (b) Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman has a second or casting vote.

## **OFFICERS**

42. The Patron of the Association shall, subject to his acceptance of the same, be His Excellency the Governor of Tasmania, or on his unavailability the office shall be held by the Grand Master of the Grand Lodge of Tasmania.
43. The Vice Patron shall be the Grand Master of the Grand Lodge of Tasmania.

44. The Officers of the Association shall be the Chairman and the Vice-Chairman of the Board and a Secretary and a Treasurer appointed by the Board and may include a Chief Executive Officer.
45. The Secretary and the Treasurer and the Chief Executive Officer shall be appointed by the Board for such term at such remuneration and upon such conditions as the Board thinks fit and any Secretary or Treasurer and the Chief Executive Officer so appointed may be removed by the Board.

#### **SEAL**

46. The directors shall provide for the safe custody of the common seal which shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by at least one director and shall be counter-signed by the Secretary or by some other person appointed by the directors for that purpose.

#### **PERSONNEL APPOINTMENTS**

47. (a) The Board shall employ such personnel officers and servants as it deems necessary for the working of the Association, fix their remuneration and direct them in their duties.  
  
(b) The Board may dismiss any of such personnel officers or servants.

#### **FINANCE**

48. The Board shall cause true accounts to be kept of the sums of money received and expended by the Association. The books of account shall be kept at the registered office of the Association or at such other places as the Board thinks fit.

49. The Board shall determine the time and manner in which the Books of Account shall be open to the inspection of members.
50. The Board shall prepare and place before the Association a statement of Income and Expenditure for the period since the preceding account made up to the 30th June next preceding the annual meeting and a balance sheet as at that date.
51. Each balance sheet and statement of income and expenditure of the Association shall be accompanied by a statement signed on behalf of the directors by two directors of the Association stating that in their opinion:-
  - (a) The statement of income and expenditure is drawn up so as to give a true and fair view of the result of transactions of the Association during that period.
  - (b) The balance sheet is drawn up so as to exhibit a true and fair view of the state of affairs of the Association as at the end of that period.
52. (1) Not less than fourteen days before an annual general meeting the Association shall make available at its office a copy of the statement of income and expenditure and balance sheet for the preceeding financial year. *(amended from AGM 23/09/2010)*
  - (2) A member of the Association who has paid all subscriptions and contributions due by them to the Association is entitled to obtain from the offices of the Association a copy of the statement of income and expenditure and balance sheet made available under sub-rule (1). *(added from AGM 23/09/2010)*

53. Notice may be served on members either personally or by transmission through post in a prepaid letter addressed to the member at his address shown in the register of members.

#### **AUDITORS**

54. The Association at each annual general meeting shall appoint an auditor or auditors to hold office until the next annual general meeting.

#### **HONOURS**

55. The Board may from time to time grant an 'Honour/Award' to persons who it considers have rendered distinguished or outstanding service to the association in the promotion of its aims and objects.