

**BRETHREN ATTENDING GRAND LODGE  
PLEASE BRING THIS AGENDA PAPER WITH THEM  
FOR USE AT THE COMMUNICATION**



Business to be transacted at the  
Special Communication  
to be held in

**WELLINGTON**

**On SATURDAY 18<sup>th</sup> NOVEMBER 2023**

**Grand Lodge will be opened in the Wellington Freemasons Centre at 10 am.**

01. Remits 1-7 Communications
02. Remits 8-14 All of Governance
03. Remits 15-23 Differences and Offences
04. Expulsions – Approval VW Bro Ross Rex P Dist GM and Noting W Bro Kevin Carroll PGS
05. Presentation on Lodge Trustees
06. Presentation on Grand Lodge Insurance Scheme

As this is a Special Communication, only the items listed can be discussed as per Rule 196.d.

All documentation relating to the Special Communication can be found online at  
<https://freemasons.nz/special-communication-2023>

Attendance can be physically or by Zoom.

**Grand Lodge will be closed.**

RW Bro Duane Williams PGW  
Grand Secretary

**NOTE:-** The attention of Brethren is drawn to Rules 195 - 203 of the Book of Constitution, together with Collected Ruling 25 which specify the conduct of the Business Session of Communication.

# **NOTICES TO BE MOVED IN GRAND LODGE AT SPECIAL COMMUNICATION 2023**

## **NOTICES OF MOTION**

**Following each individual Notice of Motion, comments have been included to convey the views on the various motions that have been proposed to assist Lodges in considering how their representative should vote.**

***The Grand Registrar has moved the following, and it has been seconded by the President of the Board of General Purposes;***

### **Communications and Triennial General Meetings**

#### **Remit 1**

#### **195A. (New) Annual Communication**

- a. An Annual Communication of Grand Lodge shall be held each year between the Grand Installations, in the month of October or November, at a location and on a date determined by the Board of General Purposes, in consultation with the Grand Secretary.
- b. The Grand Secretary shall, at least two months before the date fixed for an Annual Communication, make available to every Lodge and to every Officer of Grand Lodge a Notice summoning the Annual Communication together with a statement of the business to be transacted.

#### **and Consequential Amendments**

being add 'Annual Communication' after 'Communication' to Rule 14, Rules 197-200, Rule 228, Rule 244.e. Rule 265.a. and Rule 265.c.

## **Remit 2**

### **3. Construction of Rules:**

Amended to read:

- d. Reference to Communication means a Triennial Communication under Rule 195 only and shall not include an Annual Communication nor a Special Communication, which in terms of these Rules must be specified as such.

## **Remit 3**

### **195. Communication**

Amended to read:

- a. A Communication of Grand Lodge in conjunction with the Grand Installation shall be held in the month of October or November, commencing in 2022 in Wellington and thereafter every third year by rotation in the three Divisions – Southern, Northern and Central, and on a date determined by the Board of General Purposes, in consultation with the Grand Secretary.
- b. The Grand Secretary shall, at least two months before the date fixed for a Communication, make available to every Lodge and to every Officer of Grand Lodge a Notice summoning the Communication together with a statement of the business to be transacted.

## **Remit 4**

### **196. Special Communication**

Clause b. amended to read:

- b. The Special Communication shall be held at a location and on the date set by the Officer calling it, in consultation with the Grand Secretary.

## **Remit 5**

### **219. Accounts**

Amended to Read:

The Board of General Purposes shall require proper accounts to be kept and shall make available to Grand Lodge at the Communication or Annual Communication not less than 21 days prior to the holding of the meeting, detailed financial statements and related reports and do all such other things as may be necessary to give Grand Lodge full information respecting the receipt and application of its funds and property.

## **Remit 6**

### **220. Audit**

Amended to read:

- a. The Grand Lodge accounts shall be audited annually and submitted with an auditor's certificate to Communication or Annual Communication, with the copy of the accounts being made available to members of Grand Lodge on the Freemasons New Zealand website.
- b. The Auditor shall be appointed by Grand Lodge at Communication *or* Annual Communication and shall be paid such fee as may be agreed between the Auditor and the Board of General Purposes.
- c. If, for any reason, the Auditor so appointed is unable to complete an audit for the year of appointment, the Board of General Purposes shall appoint a replacement Auditor.

## **Remit 7**

### **225. Annual Report**

Amended to read:

- a. The Board of General Purposes shall make available to Grand Lodge at every Communication or Annual Communication not less than 21 days prior to the holding of the Communication or Annual Communication, a report of the Board's activities covering the financial year just ended and

of any recommendations it may think fit to make. Any such recommendation requiring a change to the rules shall be considered at the next Communication or Annual Communication or Special Communication.

- b. A copy of the report shall be made available to members of Grand Lodge on the Freemasons New Zealand website.

## **Board Explanation**

The new Rule 195A and changes to Rules 195 and 196 are to enable the holding of an Annual Communication and provide flexibility of dates and locations for future Communications and Special Communications of Grand Lodge.

Changes to Rules 3.d., 14, 197 to 200, 219, 220, 225, 228, 244e, 265.a. and 265.c. are consequential of holding an Annual Communication and are also to align the rules with each other as well as current practise.

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***The Deputy Grand Master has moved the following, and it has been seconded by the President of the Board of General Purposes;***

## **Remit 8**

### **Board of General Purposes**

**That Rule 221 of the Book of Constitution be amended as follows:**

Heading Delete "*Board of General Purposes*", to be replaced by "***Board of Directors***"

221.a The current Rule 221.a. ("*There shall be a Board of General Purposes*") to be deleted, to be replaced by "**There shall be a Board of Directors**"

221.b. The current Rule 221.b. (outlining the membership composition of the Board of General Purposes) to be deleted, to be replaced by –

**The Board shall consist of the Trustees of Grand Lodge appointed pursuant to Rule 166.a**

## **Remit 9**

### **Appointment of Trustees**

**That Rule 166.a. of the Book of Constitution be amended by deleting the current Rule and replacing it with the following:**

#### **166. Appointment of Trustees**

- a. Grand Lodge shall, from time to time, appoint up to seven persons [including the Deputy Grand Master ex officio] who shall be domicile in New Zealand, to be Trustees in terms of The Grand Lodge of Freemasons of New Zealand Trustees Act 1903.**

#### **Board Explanation:**

The All of Governance Review report proposes the establishment of a Board of Directors [to replace the Board of General Purposes], which will be responsible for the governance of Freemasons New Zealand; the membership of the Board of Directors is to be common with the Trustees of Grand Lodge, thereby reducing the total number of persons involved from up to 14 to up to seven. This acknowledges the reducing pool of members from which to draw not only Grand Lodge Officers but also the Directors and Trustees – it also means that there will be complete alignment between the separate roles of the Directors and the Trustees of Grand Lodge.

The roles of the Directors and the Trustees are separate, with the Directors being responsible for the governance and constitutional requirements of the Craft whilst the Trustees being responsible for the statutory obligations of the Craft, including its assets.

The All of Governance Review report suggested that the Grand Master be a Director/Trustee ex officio, but the Board of General Purposes believes that the Grand Master should be independent of the Directors/Trustees so that if necessary, the Grand Master can address membership thereof if the Directors/Trustees exceed their respective allocated roles or make inappropriate decisions potentially or adversely affecting the Craft and some form of disciplinary action, including removal/suspension from office, becomes necessary.

The Board of General Purposes and the Trustees of Grand Lodge fully support the proposed single structure and endorse the above remits giving effect to the new governance structure.

## Remit 10

### Terms and Tenure of Office

That Rule 167 of the Book of Constitution be amended as follows:

167.b. The period of *“nine consecutive years”* be replaced by ***“six consecutive years”***

167.c. The current Rule 223.d. to be amended by adding **“, but with the Trustees electing their own Chair who will be neither the Deputy Grand Master nor the Chair of the Board of Directors.”**

167.e. The current Rule 167.e. be amended by deleting the second sentence [*“Any Trustees appointed pursuant to this provision shall not be considered (sic) a Retiring Trustee”*] and replacing it with the following:

**Any Trustee appointed pursuant to this provision shall retain the entitlement under Rule 167.b. above of the Trustee whose office has been declared vacant pursuant to Rule 167.d. above.**

167.f. (new) **Notwithstanding Rule 167.b. above and for the balance of the period of the triennial term to terminate at the 2025 Communication, the three Retiring Trustees will be eligible to be appointed for a further six years as Trustees, subject to the appointment process applying to Trustees**

167.g. (new) **Notwithstanding Rule 167.b. above, the three Trustees who are not retiring at the 2025 Communication will be required to retire at the 2028 Communication but will not be eligible for immediate reappointment for a further three years as Trustees**

167.h. (new) **Notwithstanding Rule 167.b. above and subject to a recommendation from the Board of Directors, a Retiring Trustee not eligible for immediate reappointment may be appointed for a further period of one year if the circumstances so warrant**

## Remit 11

### Constitution of Board

That Rule 221 of the Book of Constitution be further amended as follows:

221.d. The current Rule 221.d. to be amended by deleting “*President of the Board of General Purposes*”, to be replaced by “***Chair of the Board of Directors***”

## Remit 12

### General Procedure

That Rule 223 of the Book of Constitution be amended as follows:

223.d. The current Rule 223.d. to be amended by adding “, ***with the Directors electing their own Chair who will be neither the Deputy Grand Master nor the Chair of the Trustees.***”

### Board Explanation:

The above remits are machinery actions required following on from the adoption of Remits 8 and 9 already dealt with and give effect to the proposal contained in the All of Governance Review report.

The Board of General Purposes and the Trustees of Grand Lodge fully support the proposed single structure and endorse the above remits giving effect to the new governance structure.

## Remit 13

That subject to the preceding remits 8-12 being adopted, the following Consequential amendments be approved:

- 5.e. (new) Except in Rule 224.g, “***Board of Directors***” shall replace any reference to the “*Board of General Purposes*”, and any reference to “*the Board*” shall be deemed to be read as “***the Board of Directors***”
- 5.f. (new) In Rules 21.a, 221.d, 223.b, 224.a, 224.b, 224.c, and 225, “***the Chair of the Board of Directors***” shall replace any reference to “*the President of the Board of General Purposes*” or “*the President*”



- Several In Rules 122, 123.a.vii, 125.a, 129.a, and 130.a, references to  
150, 151 Rules 150 and 151 be repealed  
192.a, & b Replace the word “*the*” immediately preceding “*President of the Board of General Purposes*” with the word “***Past***”

### **Board Explanation:**

The All of Governance Review report proposed the establishment of a Board of Directors to replace the current Board of General Purposes; the membership of the Board of Directors is to be the Trustees of Grand Lodge, as addressed in Remits 8 and 9..

The adoption of those two remits (8 and 9) necessitates some consequential amendments to the Book of Constitution by changing titles as appropriate, repealing the provisions relating to Divisional appointees to the Board, and updating Grand Lodge ranks.

**The Board of General Purposes and the Trustees of Grand Lodge fully support the proposed single structure and endorse the above remits giving effect to the new governance structure.**

### **Remit 14**

#### **Transitional arrangements**

**That subject to the preceding remits being adopted, the following transitional arrangement is to take effect immediately –**

**224.g (new) The members of the Board of General Purposes and the Trustees of Grand Lodge, excluding the Grand Master, as at 17 November 2023 will assume the role of the Board of Directors until the Annual/Special Communication in November 2024 when Grand Lodge will appoint the new Trustees of Grand Lodge pursuant to Rule 166.a.**

### **Board Explanation:**

The All of Governance Review report promoted a new governance structure for Freemason New Zealand; Remits 8-13 addressed the set-up of the new structure as well as addressing consequential amendments necessitated by the changed governance structure.

The Review report proposed a start date of 1 April 2023 for the new structure and recommended a transitional governance appointment process. Following a joint meeting with the Trustees of Grand Lodge, the Board of General Purposes has proposed an alternative transitional arrangement which is contained in the above remit.

In essence, for the period through to the 2024 Annual/Special Communication, the current Board of General Purposes and the Trustees of Grand Lodge will assume the role of the Board of Directors, and in so doing, the transitional Board of Directors will be responsible for inter alia the recommendation of the new Trustees [and Directors] for consideration and approval at the November 2024 Communication, thereby satisfying the appointment process outlined in Rule 166.b.

Details of the process for inviting and evaluating applications for the role of Trustee/Director were outlined in the All of Governance Review report – the decision for the appointment of the Trustees/Directors, even for the initial one-year period of November 2024 to say November 2025, will remain with Grand Lodge in its Communication in November 2024.

The Board of General Purposes and the Trustees of Grand Lodge fully support the proposed single structure and endorse the above remit giving effect to the new governance structure by way of a transitional governance arrangement until November 2024.

**NB:** The reference to “*Annual/Special Communication*” will be adjusted at the Special Communication once the outcome of the earlier remit concerning Annual Communications has been determined by Grand Lodge.

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***Grand Registrar has moved the following, and it has been seconded by the President of the Board of General Purposes;***

## **Remit 15**

### **Definition of Terms**

#### **Amend Rule 2 to include**

r. (new) Masonic Entity includes but is not limited to:

- a. Any Trust where the Trustees of that Trust are-appointed to the Trust due to being:
  - i. Trustees of a Lodge or Lodges, or
  - ii appointed by a Lodge or Lodges to be Trustees of that Trust
  
- b. Any Limited Liability Company or Limited Partnership where the shareholders or partners of that Limited Liability Company or Limited Partnership are appointed due to being:
  - i Trustees of a Masonic Entity, or
  - ii appointed by a Lodge or Lodges to be shareholders or partners of that Limited Liability Company or Limited Partnership.

### **Board Explanation**

The Board supports this remit. Legal opinions confirm that Masonic entities are covered by the Grand Lodge of Freemasons of New Zealand Trustees Act 1903. This new rule provides a definition of a Masonic Entity in the Book of Constitution.

## **Remit 16**

### **Differences and Offences**

#### **Amend Rule 238 Clauses b., c., and d.**

- b. If a difference arises which the Divisional Grand Master cannot resolve to the satisfaction of all parties, then any party to the difference may appeal to the Grand Master by notice to the Grand Secretary.
- c. The Grand Master shall consider the appeal and may:
  - i. Refer the difference back to the Lodge or to the appropriate Divisional Grand Master for settlement, or
  - ii. Refer the difference to his nominee or Committee or Commission for investigation and decision and report back to the Grand Master.
- d. The decision of the nominee or Committee or Commission shall be binding on all parties and shall include but not be limited to interim suspension, censure and admonition of a party or parties.

#### **Board Explanation**

The Board supports this remit. It places the Grand Master's nominee, committee or commission into the existing role held by the Board of General Purposes for Differences and Disciplinary matters. This allows for the separation of powers. That is, the Board has a Governance role, while the Grand Master appointment takes over the judicial role.

## **Remit 17**

#### **Amend Rule 239.c.**

A Lodge or Masonic Entity commits a Masonic offence whenever it is in breach of these Rules, its by-laws, its charter, the rules of the Masonic Entity, the rulings or directives of the Grand Master or the Board of General Purposes or otherwise acts in a manner as may be likely to bring the Craft into disrepute.

## **Board Explanation**

The Board supports this remit. It adds a Masonic Entity to the offence provisions.

## **Remit 18**

### **Amend Rule 240.a.**

A “disciplinary tribunal” shall mean a Divisional Grand Master when hearing a complaint under this Part, or the Grand Master’s Nominee, or Committee, when sitting as a disciplinary tribunal to consider a complaint under this Part, or a Trial Commission, or an Appeal Commission, or Grand Lodge in Communication, Annual Communication, or Special Communication.

## **Board Explanation**

The Board supports this remit. It places the Grand Master’s Nominee, Committee or Commission into the existing role held by the Board of General Purposes for Differences and Disciplinary matters. This allows for the separation of powers. That is, the Board has a Governance role, while the Grand Master takes over the Judicial role.

## Remit 19

### Amend Rule 241

- a. A complaint alleging a Masonic Offence against any Lodge, Masonic Entity or Brother shall be made by a Lodge, Masonic Entity or by a Brother to the Divisional Grand Master
- b. A complaint shall be made on the prescribed form and shall be delivered to the Divisional Grand Master who shall:
  - i. Forward it to the Grand Secretary for reference to the Board of General Purposes and the Grand Master, and
  - ii. Forward a copy of it to the Lodge, Masonic Entity or Brother against whom the complaint is made.
- c. The Grand Master shall consider any complaint and either:
  - i. Refer the complaint to his Nominee, Committee or Commission or
  - ii. Refer the complaint back to the Divisional Grand Master for settlement, or
  - iii. Refer the complaint to a Trial Commission for adjudication.
- d. The Grand Master may instruct his nominee, Committee or a Trial Commission to act as a disciplinary tribunal to determine if a Masonic offence has been committed by a Lodge, Masonic Entity or Brother though no Brother, Lodge, nor Masonic Entity has made a complaint alleging a Masonic offence. Such disciplinary tribunal will follow Rule 247 procedure but perform an inquisitorial role, that is, summoning and questioning the persons who appear before it.

### Board Explanation

The Board supports this remit. It places the Grand Master nominee into the existing role held by the Board of General Purposes for Differences and Disciplinary matters. This allows for the separation of powers. That is, the

Board has a Governance role, while the Grand Master takes over the Judicial role.

A complaint is still advised to the Board of General Purposes such that they may be aware of the complaint.

It also gives the Grand Master a procedure to enquire into matters of concern that is fair, open and following judicial process though no persons or Lodge has come forward to make a complaint.

## **Remit 20**

### **Amend Rule 242.b.**

- b. The Trial Commission shall adjudicate the complaint and report the result of its determination to the Grand Master and Board of General Purposes.

### **Board Explanation**

The Board supports this remit. It places the Grand Master into the existing role held by the Board of General Purposes for Differences and Disciplinary matters. This allows for the separation of powers. That is, the Board has a Governance role, while the Grand Master has a judicial role.

The result of the determination of a complaint is still advised to the Board of General Purposes to ensure compliance of the parties with the determination.

## **Remit 21**

### **Amend Rule 244**

- a. If at any time a Brother has been convicted of an offence against the laws of the land and sentenced to a term of imprisonment or a sentence of home detention, he shall be expelled from the craft by resolution of the Board of General Purpose forthwith and any Grand Lodge rank or recognition removed, on the Board being satisfied of such conviction and sentence
  
- b. If at any time a Brother has been convicted of an offence against the laws of the land punishable by imprisonment but is sentenced to a penalty less than imprisonment, any one or more of the following may be imposed on him:
  - i. Recommend to Grand Lodge expulsion of a Brother
  - ii. Removal of active rank
  - iii. Removal of past active rank if the offence was committed whilst the Brother held that active rank
  - iv. Removal of Honoris Causa rank
  - v. Suspension
  - vi. Censure
  - vii. Fine
  - viii. Admonition
  - ix. Written warning that any further Masonic offence could result in a penalty listed in i. to viii. above
  
- c. If a Brother has been found guilty of any other Masonic offence, any one or more of the penalties mentioned above in sub-clause (b) of this rule may be imposed.
  
- d. If a Lodge has been found guilty of a Masonic offence, any one or more of the following penalties may be imposed:



- i. Recommend to Grand Lodge erasure from the Roll of Grand Lodge
  - ii. Suspension
  - iii. Censure
  - iv. Fine
  - v. Admonition
  - vi. Written warning that any further Masonic offence could result in a penalty listed in i. to v. above
- e. If a Masonic Entity has been found guilty of a Masonic offence, any one or more of the following penalties may be imposed against a Trustee or Director or Partner of that entity:
- i. Recommend to Grand Lodge expulsion of a Brother
  - ii. Removal of active rank
  - iii. Removal of past active rank if the offence committed whilst the Brother held that active rank
  - iv. Removal of Honoris Causa rank
  - v. Suspension
  - vi. Censure
  - vii. Fine
  - viii. Admonition
  - ix. Written warning that any further Masonic offence could result in a penalty listed in i. to viii. above
- f. The expulsion referred to in paragraph (a) of this Rule and the recommendation of expulsion referred to in paragraphs (b), (c), and (e) and the recommendation of erasure referred to in paragraph (d) in this rule shall be communicated to Grand Lodge at its next Communication or Annual Communication or Special Communication and published in the Book of Proceedings of that Communication.
- g. Grand Lodge alone has the power of expulsion referred to in paragraphs (b), (c) and (e) and the power of erasure referred to in paragraph (d), powers it cannot delegate to any subordinate authority.

- h. A penalty of removal of rank, fine or suspension shall take immediate effect, and if an appeal is lodged against it, shall nevertheless continue to have effect pending the decision of the appeal. If the appeal is allowed, whether wholly or in part, the penalty shall be modified accordingly.

### **Board Explanation**

The Board supports this remit. It adds reference to Masonic Entity and extends the penalty options that a disciplinary tribunal can impose including removal of rank. It is also providing for an option of a written warning. It confirms that the disciplinary tribunal can only recommend the expulsion of a member or erasure of a Lodge to Grand Lodge.

## **Remit 22**

### **Amend Rule 246 to include new sub-clause**

- g. If a Brother suspended holds office in a Lodge, he will be suspended from holding that office, including as a Trustee of a Lodge. If the Brother holds a position in a Masonic Entity and was appointed or elected to that position, the Brother is also suspended from that position to which he was appointed or elected.

### **Board Explanation**

The Board supports this remit. It clarifies that a suspended Brother is also suspended from his position in a Lodge and any Masonic Entity (as defined) he was appointed to.

## **Remit 23**

### **Amend rule 247 b.iii and c.**

247 b. iii To summon any Brother, Lodge or Masonic Entity to appear before it at such time and place as it shall determine, and to bring with them any documents relating to the proceedings that it may request to produce the Certificates held by any Brother and to retain in its custody such documents for such a period as it deems appropriate or until its request to hand them to a higher disciplinary tribunal. If such summons are not complied with, and a sufficient reason is not given for non-compliance, the disciplinary tribunal may make an order for interim suspension of the Lodge or Brother concerned pending a decision of the Board of General Purposes.

247.c In any disciplinary proceedings, the Grand Registrar may advise any disciplinary tribunal but shall not present the case against the Lodge, Masonic Entity or Brother complained of, nor sit as a member of any disciplinary tribunal hearing the complaint.

### **Board Explanation**

The Board supports the remit. It includes Masonic Entities in Rule 247 b. iii to bring it in line with the amendment to Rule 2, which includes Masonic Entities. It also extends the obligation for parties involved in the proceeding to bring all documents that relate to the proceedings. The inclusion of Masonic Entity in 247.c. is a consequential amendment arising out of the previous amendment.