

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 “*The President of the Board of General Purposes*” be deleted
- 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.
