

**EXPLANATORY MEMORANDUM**  
**REGARDING PROPOSED AMENDMENTS TO THE CONSTITUTION OF**  
**THE FREEMASONS FOUNDATION INCORPORATED**

	<b>COMMENTS</b>	<b>CLAUSES</b>
<b>1</b>	<b>Re-ordering of clauses</b> The order of Clauses 1 and 2 is reversed so as to provide a more logical sequence.	1 & 2
<b>2</b>	<b>“General Members” and “Supporting Members”</b> It is proposed that every Freemason in SA and the NT will automatically be a “General Member” of the Foundation unless he opts out or makes, or has already made, a donation or commitment to the Foundation, so as to qualify him as a “Supporting Member”. Appropriate definitions and other provisions are inserted to give effect to this.	2.1, 3.1, 3.2, 3.4, 3.6, 3.12, 3.13, 5.5(b) 5.5(f) & 7.1(d)
<b>3</b>	<b>Additional categories of membership</b> The Board will have power to add to the categories of membership of the Foundation, following consultation with the Grand Master.	3.8
<b>4</b>	<b>Composition of Board</b> It is proposed that the size of the Board of Management of the Foundation will be reduced from 10 members to 8 or 9 members. In addition to the Chairman, there will be 2 or 3 Appointed Directors (currently 5), who will no longer each be restricted to specific functions, and 5 Elected Directors representing each category of membership (currently 4). This will allow for representation of the new category of “General Members”.	5.2 & 9.4
<b>5</b>	<b>Appointment of Chairman</b> The Chairman of the Foundation will be appointed by the Grand Master, following consultation with the Board, and must be a Supporting Member of the Foundation.	5.3
<b>6</b>	<b>Appointment of Directors</b> 2 or 3 Directors will each be appointed by the Board for a term of 3 years.	5.4
<b>7</b>	<b>Election of Directors</b> The form of nomination for election must be approved by the Board.	5.5(c)(1)
<b>8</b>	<b>Rotation of Directors</b> New rotation provisions are inserted to accommodate the reduced number of Directors.	5.6
<b>9</b>	<b>Election of Treasurer</b> The Treasurer (currently the appointed Director – Finance) will be elected by the Board from among their number.	5.7 & 9.3

	<b>COMMENTS</b>	<b>CLAUSES</b>
<b>10</b>	<b>Filling casual vacancy</b> Any casual vacancy in the Board will be filled by appointment by the Board.	7.2(a)
<b>11</b>	<b>Instrument of proxy</b> The form of appointment of a proxy must be approved by the Board.	19.1(b)
<b>12</b>	<b>Use of proxies</b> It is now made clear that members can appoint proxies to vote on their behalf in relation to resolutions to amend or repeal the Constitution or to wind up the Foundation.	22 & 24.1
<b>13</b>	<b>Transitional arrangements</b> Provision is made for transitional arrangements to give effect to the above changes.	25.2