

Provincial Grand Lodge of Durham

Protocol for the Amalgamation and Closure of Lodges

In recent years a number of Lodges have closed in the Province. It is clear that some others are experiencing difficulty.

The Provincial Grand Master has therefore decided that he wishes to establish a formal procedure which will apply to both the amalgamation and closure of Lodges.

This procedure is considered necessary so that Lodges which amalgamate do so with care and with the best future prospect possible and that Lodges which close do so with honour and dignity. For these reasons the Provincial Grand Master will not consent to an amalgamation or agree to the return of a Warrant without the procedure being complied with.

The full procedure is annexed to this protocol.

It can not be stressed too strongly that Lodges which are having difficulty should contact Provincial Office at the earliest opportunity. This gives the best possible chance of finding ways to assist the Lodge.

The following options are open to Lodges at risk:

- (a) To devise measures to tackle the problem and continue in the hope of improvement.
- (b) To redefine the Lodge e.g. by changing the time or frequency of meetings or the nature of the Lodge.
- (c) To amalgamate.
- (d) To close.

Closure should be the last resort.

Provincial Grand Lodge of Durham
Procedure for the Amalgamating and Closing of Lodges

The decision of a Lodge that it is to close is a very serious one and should be contemplated only after every possible effort has been made to save the Lodge.

If discussions within the Lodge lead to a decision that amalgamation or closure is necessary an informal meeting of all the members of the Lodge should be called and chaired by the Assistant Provincial Grand Master for the area. At this meeting all options for the future of the Lodge should be considered; in particular whether any steps short of closure can be usefully taken. A Minute of the meeting should be taken and circulated to all members.

The Lodge members should then be given a period of time for reflection and discussion before a second meeting takes place. A gap of around 3 months is suggested. If the view of the first meeting was that amalgamation be considered preliminary soundings could be taken during this time. The second meeting should be chaired as before and at the end a vote taken as to how to proceed.

In cases where prior assistance has been sought from Province the Provincial Grand Master may agree that these 2 meetings be collapsed in to 1 and the first meeting dispensed with.

If the decision is taken to rely on measures other than amalgamation or closure the Lodge will proceed accordingly and the Assistant Provincial Grand Master will monitor progress.

If the decision is taken to proceed to amalgamation or closure the procedure set out hereafter will ensue.

Amalgamation

It will first be necessary for the closing Lodge to identify a receiving Lodge or Lodges which agree to amalgamate. It is the view of the Provincial Grand Master that the chance of a successful amalgamation will be higher if the receiving Lodge is in a healthy state. There must be discussion between the Lodges on the principle and if they are agreeable detailed discussion will be needed on all matters of interest to the Lodges which will include:

- (a) Which Lodge's Warrant will be surrendered and which preserved (the Lodges can decide that if the closing Lodge is senior its warrant and number may be kept for reasons of history and prestige).
- (b) Whether there should be a change of name to reflect the amalgamation.
- (c) How offices will be shared.
- (d) To agree transfer of funds and property and waiver of joining fees.
- (e) To agree dates/times/frequency of meetings.
- (f) To agree ritual and practices.
- (g) To agree transfer of widows.

Once this has been done or while it is in the process of being agreed there should be a period of courtship between the Lodges. Something of the order of 6 to 12 months is recommended. During this time there should be as much cross visiting at meetings and social events as possible. A request for a Dispensation to alter the dates of Lodge meetings during this period e.g. so that the Lodges meet in alternate months would be sympathetically considered.

Once details for future working are agreed there should be a vote in each Lodge to enter the amalgamation process following Notice of Motion at the preceding meeting and dates should be fixed for a final vote in each Lodge. Care with the dates is needed to avoid payment of extra dues in the closing Lodge and double dues in the receiving lodge. In the closing Lodge a Notice of Motion should be given and followed by a vote at the last meeting in the terms of annex 2 to the Grand Lodge paper attached. Similar Notice of Motion and vote is required in the receiving Lodge in the terms of annex 1 to the Grand Lodge paper.

Once these resolutions have been passed the Secretaries of the Lodges are to write to the Provincial Grand Secretary informing him of the result of the vote and certifying that the procedure set out in this document has been complied with. The Provincial Grand Master will then consider giving his consent to the amalgamation and, if he agrees, will make formal application to Grand Lodge.

If Grand Lodge consents a certificate will be granted conditional on the acceptance by the receiving Lodge of as many members of the closing Lodge as may wish to become joining members and on the subsequent erasure of the closing Lodge. Any change in the name of the continuing Lodge can be considered by both Province and Grand Lodge during this process.

After erasure of the closing Lodge the Warrant will be returned to the continuing Lodge for safekeeping.

The granting of a Certificate of Amalgamation by Grand Lodge, which may be displayed at Lodge meetings, is conditional on the agreement of the receiving Lodge that in future both Warrants will be displayed at all meetings and presented to Masters at each Installation meeting. If the name is changed only the Warrant of the continuing Lodge will be marked accordingly.

Once the 2 Warrants have been returned by Grand Lodge the Lodges will be formally merged at a Ceremony of Unification conducted by the Provincial Grand Master or his Deputy to mark the significance of the occasion.

These procedures are not straightforward and close liaison with the Provincial Grand Secretary will be needed.

A list of questions and answers about amalgamation is attached.

Closure

If after the initial meetings a decision is taken by the Lodge that closure is the only option a Notice of Motion should be given at the next meeting in terms such as:

'Notice of Motion is given that a proposition will be made to pass a resolution that this Lodge has ceased to be viable. Accordingly the meeting onwill be considered as the last and that thereafter the affairs of the Lodge will be finally wound up and that a recommendation is made to the Right Worshipful Provincial Grand Master to return the Warrant to the Grand Master.'

The date of the last meeting must be sufficiently far ahead to allow for the closure process to be properly carried out. It is unlikely that the Provincial Grand Master will consent to the surrender of a Warrant if the date is less than 6 months ahead. The date should take in to account the desirability of avoiding the payment of another year's dues. It is recommended that the Notice of Motion is proposed and seconded by the Master or senior members of the Lodge.

Once this resolution has been proposed and a timetable agreed the Secretary and Treasurer and other relevant Officers will need to consider in particular the payment of debts, the bringing up to date of all record books, disposal of surplus funds to charity if any, an inventory of property and arrangements for its disposal or transfer, the keeping of records of alternative Lodges of the Brethren, notification to any national Masonic Charities assisting members or dependants, provision for widows and preparation of Certificates of Good Standing.

It is required that every possible effort is made to ensure that all Brethren remain in the Craft and attached to a Lodge of their choosing although a group moving en bloc to another Lodge will maintain friendships.

The last meeting should be as memorable as possible with the inviting of past supporters of the Lodge and other guests. The Lodge will formally hand over its Warrant to the Assistant Provincial Grand Master and its other books to the Provincial Grand Secretary. Clearance Certificates should be handed to those present and forwarded to those absent.

The Lodge is then effectively closed although its erasure by Grand Lodge will follow at a later date.

A number of points of interest are attached.

Points to note on a Lodge Closing

1. Before closure the Secretary should consult the Provincial Grand Secretary to ascertain whether closing Annual Returns for Province or Grand Lodge are required.
2. Charities involved in the payment of monies to Brethren or their dependants will need to be informed.
3. Any attached Chapter must be notified so that it can consider its position.
4. If the Master and Wardens of the Lodge are not Past Masters they need to be warned on 'short service'.
5. Honorary members will not have that status in another Lodge unless freshly elected.
6. Past Masters and Master Masons will not carry any seniority forward to a new Lodge.
7. If the Lodge has any candidates who have not yet been raised Interim Grand Lodge Certificates must be issued to them.

ANNEX 1

Draft Form of Resolutions to be passed by the Lodge which will continue in existence.

Notice of Motion should be given at one regular meeting (in writing on the summons) of the following resolutions:

(a) That this Lodge accept the amalgamation into it of the [] Lodge and, jointly with the said Lodge, petition the MW The Grand Master for a Certificate of Amalgamation [and for the name of this Lodge to be changed to].

(b) That the transfer to this Lodge of such of the assets and funds of the [] Lodge as are capable of being disposed by the members thereof shall be deemed to be payment of the joining fees in respect of such members of the [] Lodge as wish to transfer their membership to this Lodge.

At the following meeting the Resolutions must be voted on (requiring a two-thirds majority), and this should precede the vote to accept the transfer of membership of members of the other Lodge (also requiring a two-thirds majority), which may take place at this or a subsequent Regular Meeting held not later than the date of the removal of the Amalgamating/Lodge from the register of the Grand Lodge.

ANNEX 2

Draft Form of Resolutions to be passed by the Lodge which will deliver up its Warrant to the Grand Master

Notice of Motion should be given at one regular meeting (in writing on the summons) of the following resolutions:

(a) That this Lodge, jointly with the [] Lodge, petition the MW The Grand Master for a Certificate of Amalgamation with a view to this Lodge being amalgamated into the [] Lodge [and for the name of the Lodge to be changed to.....].

(b) That, subject to the grant by the MW the Grand Master of a Certificate of Amalgamation and to the acceptance by the [] Lodge of as many members of this Lodge as wish to transfer their membership to it, the assets and funds of and disposable by this Lodge [with the exception of....] be transferred to the [] Lodge and this Lodge submit its Warrant for formal cancellation so that it may be delivered to and be held by the Master for the time being of the said [] Lodge.

Note: individual Lodges may be subject to restrictions on the disposal of the general or charity funds and such issues will need to be addressed at an early stage and embodied in the resolutions.

At the following meeting the Resolutions must be voted on, requiring a simple majority AND not less than five members voting in favour.

Questions about Amalgamation

1. My Lodge is in difficulty and the members think we may have to close or amalgamate. What do we do?

Answer: Contact the Provincial Grand Secretary who will arrange for a discussion to take place with members of your Lodge attended by the area Assistant Provincial Grand Master, the Provincial Grand Secretary and another experienced adviser.

2. Does the older or larger Lodge become the dominant partner?

Answer: Not necessarily. This is a matter for discussion and agreement between the Lodges. A new name can be agreed to reflect the amalgamation.

3. What happens to the Master's chain from the closing Lodge?

Answer: The Master must wear the chain of the receiving Lodge. The chain of the closing Lodge could be worn by the IPM or by the Master at the Festive Board.

4. What happens to the 'pecking' order for Past Masters and Master Masons? Answer; This is in strict datal order irrespective of which Lodge prior to the Amalgamation.

5. Can the anniversaries of both Lodges be celebrated?

Answer: No, they can only celebrate those of the receiving Lodge. Those of the closing Lodge may however be celebrated unofficially.

6. What about ritual and procedure?

Answer: This is a matter for negotiation between the Lodges.

7. What about widows?

Answer: The amalgamated Lodge would normally be expected to treat the closing Lodge's widows as its own. For this reason charity monies will need to be transferred on amalgamation. The widows will need to be told of the new situation.

8. What about Honours.

Answer: There will be no change to the position of any individual Brother with regard to Honours.

9. What about Officers?

Answer: The Master and Treasurer of the receiving Lodge continue in office. Other Offices and progression must be agreed between the Lodges.

10. When does membership transfer?

Answer: On vote of acceptance into the receiving Lodge. For those in the closing Lodge dual membership will continue until the date it is actually erased by Grand Lodge. Care is needed to avoid double dues.

11. What about By Laws?

Answer: Those of the receiving Lodge continue unless amended.

12. Which Installation date applies?

Answer: It is that of the receiving Lodge but can be changed if desired by an amendment to the By Laws.

13. What about Honorary Members of the closing Lodge?

Answer: They will have to be elected afresh by the receiving Lodge.

14. What is the amalgamation ceremony?

Answer: Province is to devise an acceptable Ceremony of Unification.