



Middlesex Freemasonry

Closure Guidance Notes and General Advice

These Notes are prepared for the Guidance of the Officers of Lodges and Chapters alike, for this reason the following common terminology is used:-

Either of Lodge / Chapter are referred as – Unit

Either of Secretary or Scribe E are referred as Sec/SE

Three Meetings are needed to properly complete the process of closing a Unit

Meeting 1

Notice of Motion

Verbal (or preferably printed on Summons)

“.....Notice of Motion that at the next meeting of the Unit..... should be closed and its affairs finalised”.

Meeting 2

Proposal to be voted upon

Printed on Summons “Pursuant to Notice of Motionthat at the next meeting of the Unit..... should be closed and its affairs finalised....”.

Notice of Motion – disposal of assets

Meeting 3 - Final Meeting

Proposal to be voted upon.

Printed on Summons “Pursuant to Notice of Motiondisposal of the following assets.....as follows....”.

Close for the final time.

The timing of the process of Closing should be arranged carefully to ensure that:

- the process does not stray into a new Masonic Year involving additional dues; In the event that this is likely to happen, to allow for an ordered closure, then early representation must be made to the Provincial Office stating the circumstances and expected timescale for closure.
- sufficient time is available for the Sec/SE and Treasurer fully to complete the formalities;
- time is allowed to make arrangements for the members to join alternative Units.

In extremis, arrangements could be made for Closure to be accomplished within two meetings. If these circumstances apply to your Unit reference MUST be made to the Provincial Grand Sec/SE before proceeding.*

Meeting 1 Notice of Motion:

A Notice of Motion in the following format should, if possible, be included in the summons for the selected meeting; if not, it is acceptable for it to be given orally at the appropriate time in open Lodge/Chapter.

1) *W Bro / E Comp [Insert name] will give Notice of Motion that at the next meeting of the Unit to be held on [date of Meeting 2] the proposition will be made that owing to [here state the reasons for closure – e.g. diminished membership, lack of prospects, lack of Initiates /Exaltees, etc] the [Insert name] Unit, No [Insert number] has ceased to be viable, should be closed and its affairs finalised, the meeting of the Unit on [date of Meeting 3] to be considered as the last meeting, at which the Warrant of the Lodge / Charter of the Chapter will be surrendered to the representative of the Provincial Grand Unit of Middlesex to be returned to the Provincial Grand Master / Grand Superintendent.*

IMPORTANT NOTES:

- a. All members of the Unit must have the opportunity of voting on this proposal.
- b. It is suggested that this Notice of Motion should be put forward by the WM / MEZ. Comparatively junior brethren should **NOT** be given this responsibility.
- c. Whether or not the Notice of Motion has been included in the summons already sent to Provincial Office at this point it is appropriate for the Sec/SE to advise the Provincial Grand Sec/SE of the Unit's intentions. You must also inform the Provincial Grand Treasurer. The Unit's APGM/APGP and VO should also be kept informed and looked to for advice in applying these Notes.
- d. At this juncture the Unit Treasurer should contact all members with owing outstanding dues or other payments and ensure ALL outstanding debts are settled ASAP.

Meeting 2 Proposition ("Pursuant to Notice of Motion"):

Two items must appear on the summons for Meeting 2:

1) Pursuant to Notice of Motion given at the meeting held on [date of Meeting 1] W Bro / E Comp [Insert name] will put the proposition that owing to [state reason for closure given in the Notice] the [Insert name] Unit, No [Insert number] has ceased to be viable, should be closed and its affairs finalised, the meeting of the Unit on [date of Meeting 3] to be considered as the final meeting at which the Warrant of the Lodge / Charter of the Chapter will be surrendered to the representative of the Provincial Grand Unit of Middlesex to be returned to the Provincial Grand Master / Grand Superintendent.

IMPORTANT NOTES

- a. A simple majority of the votes cast is required for this proposal to be approved.
- b. Assuming that the proposal has been put by the WM / MEZ, it should be seconded by the most senior, or one of the most senior, members.

Closing Annual Return (AR): When the a date of the your Final Meeting has been agreed, request via the Provincial Grand Sec/SE for a Closing Annual Return from UGLE/SGC.

Notice of Motion

2) Subject to the approval of Item 1 it will be proposed that the WM / MEZ, the Sec/SE and the Treasurer be formed into a Closure Committee with the responsibility of, inter alia, identifying and locating the assets of the Unit and preparing proposals for their disposal, which be put to the members for approval at the final meeting to be held on [date of Meeting 3].

IMPORTANT NOTES

A range of tasks will fall to the Closure Committee, of which the following is **NOT** an exhaustive list.

- a. To clear all outstanding creditors and debtors. In particular GL / SGC Dues and Provincial Dues, which are paid in arrears at the end of each accounting year, **MUST** be paid (together with monies due to the end of the current accounting year. This also applies to any monies due to the Unit's Masonic Centre before other distributions.
- b. To propose the distribution of the balance of Unit funds, e.g. to the support of members with joining fees to new Lodges / Chapters, the final Festive Board, to charity, etc.
- c. To propose the distribution of monies held in Relief Chests, Benevolent Funds and generally received in the cause of charity.
- d. To prepare an audited final account.
- e. To arrange the proper disposal of the Lodge's / Chapter's real property [collars, VSL, gavels, sceptres, banners, charity purses and boxes, etc.] to individual members, other Lodges or Chapters, to sale or to storage. **For advice in the disposal of such assets please contact the Provincial Office.**

f. Hall Stone Jewel. Lodges should note that the Hall Stone Jewel does not belong to the Lodge; it is the property of The Grand Master and must accompany the Warrant of the Lodge when handed to the Provincial Officer closing the Lodge.

g. To complete the Unit's records and arrange the transfer of Minute Books and Attendance Registers to the Provincial Office and the secure preservation of other Unit Archives.

h. To secure the welfare of the Unit's widows and members being supported by Masonic Charities via the Unit. [See Appendices C and E]. **For further advice and guidance on this matter please contact the Provincial Almoner via the Provincial Office.**

i. To guide otherwise uncommitted brethren to membership of other Middlesex Lodges and Chapters to ensure they do not become unattached [see Appendices C, D and E].

j. To prepare the final letter to be sent to the Provincial Grand Sec/SE [see Appendix A].

It will be noted that as the various propositions above will be approved at Meeting 3, the Final Meeting, their implementation will not occur until after that meeting. The Province the WM / MEZ, Sec/SE and Treasurer are enabled to continue to act under the authority of their Offices until the Name of the Unit is erased at the next following meeting of Grand Lodge / Grand Chapter.

IMPORTANT NOTE:

If the date of Meeting 2 coincides with the meeting at which, under the Bye-laws, the Officers for the ensuing year are elected this item **MUST** still appear on the Agenda for Meeting 2 so that, in the unlikely event of the proposition to Close not being passed, the Unit is not without candidates for Installation. If the proposition to Close is passed the election of the Officers is waived; except that **if the current WM / MEZ is in office for the first time, i.e. he is not a PM / PZ, immediate reference should be made to the Provincial Grand Sec/SE for further guidance.**

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It is critical that the closure does not cause any Brethren to be lost to the Craft or to Royal Arch Freemasonry. Every effort must be made to ensure that brethren go to alternative Lodges / Chapters, most preferably within the Province. Hence the suggestion that joining fees be paid, if possible, out of any residual funds.

Where the membership is geographically widespread some might opt to join a more convenient local Unit. A more desirable alternative would be for the brethren to remain together and move *en bloc* to another Unit, thereby, one hopes, to strengthen it.

History

The preparation of a Unit History is not a requirement of the Closure Process; its suggested inclusion on the agenda of the Final Meeting is to provide a focus for the celebration of its achievements. Many Lodges / Chapters will have had an history prepared for earlier anniversaries that will simply require updating. If this is not the case the Secretary's / Scribe E's powers of persuasion will need to be applied to a capable senior member to prepare one from scratch.

Meeting 3 The Final Meeting

Although the Final Meeting will inevitably be a sad event, it will also be an opportunity properly to celebrate the life of the Unit and its achievements. It should therefore be made memorable by inviting as many visitors and guests as possible, particularly past members who have moved away, perhaps to other Provinces. Paradoxically, the Final Meeting will very likely be the best attended in recent memory.

The following is an example of the agenda to be included in the summons for the Final Meeting.

1. *To open the Unit*
2. *To confirm the Minutes of the meeting held0 on [date of Meeting 2] previously circulated.*
3. *The Sec/SE will propose... Pursuant to Notice of Motion.....*
 - a. *the following donations to charity [specify names of charities and amount of donation in each case];*

- b. the payment of members joining fees to their new Lodges / Chapters up to a maximum of £xx per member.*
- c. Any other payments [not falling in the above categories]*
- 4. The Treasurer will present the Final Account for approval.*
- 5. The Sec/SE will propose the disposal of the Lodge's / Chapter's real property as follows; [specify item and destination in each case – e.g. to another Unit, members to keep, to Centre Museum, for sale, to storage, etc.]*
- 6. To receive a brief address on the History of the Unit from W Bro / Bro / E Comp / Comp [Insert name].*
- 7. The Sec/SE to distribute the appropriate Certificates of Clearance.*
- 8. To receive RW / W Bro ProPGM/DepPGM/APGM or ME / E Comp [Insert name], GSupt/DepGSupt/2ndProvGPrin/3rdProvGPrin.*
- 9. To close the Unit for the final time*
- 10. The WM will surrender the Warrant of the Lodge to the ProPGM/DepPGM/APGM or MEZ will surrender the Charter of the Chapter to the GSupt/DepGSupt/2ndProvGPrin/3rdProvGPrin.*

IMPORTANT NOTES

In the days immediately following the Final Meeting the following must be attended to without delay.

- a. complete the Minutes of the final meeting, and if the practice of the Unit, distribute to the members, and close the Minute Book.
- b. the funds of the Unit to be donated in accordance with the proposal approved by the members. Once completed the bank accounts should be closed.
- c. the property of the Unit to be distributed in accordance with the proposal approved by the members.
- d. Clearance Certificates to be sent to those members not present at the final meeting [See Appendix B].
- e. Finally, the Sec/SE to send Final Letter [See Appendix A] to the Provincial Grand Sec/SE.

*** NB Any Emergency meetings that are requested/arranged in a Closure process will require a request for Dispensation arranged via Hermes in the normal manner.**

List of Appendices:

APPENDIX A1 - Draft text for the Final Letter to the Provincial Grand Secretary

APPENDIX A2 - Draft text for the Final Letter to the Provincial Grand Scribe E

APPENDIX B - Clearance Certificates

APPENDIX C - Duties of the Chapter Almoner

APPENDIX D - The VOs Role

APPENDIX E - Procedure for Widows and Stranded Brethren of Lodges and Chapters due to close

APPENDIX A1 Draft text for the Final Letter to the Provincial Grand Secretary

Dear Sir and Brother,

XYZ Lodge, No.0000 – Closure

At the meeting held on *[date of Meeting 2]* the members approved the proposition that the *[Insert name]* Lodge No *[Insert number]* should return its Warrant and close. This process was completed at the meeting held on *[date of Meeting 3]* and the Warrant of the Lodge surrendered to the ProPGM/DepPGM/APGM.

For your records I enclose a copy of the minutes of that meeting. Also enclosed are the Lodge's final audited accounts from which you will note that all donations and payments approved by the members at the final meeting have been made.

I also confirm that the property of the Lodge has been disposed of in accordance with the proposal approved by the members, as per the attached list.

For the Provincial Archives I enclose a copy of the Lodge History that was prepared and presented by W Bro / Bro *[Insert name]* at the final meeting.

To complete the process of closure I enclose the following.

- a. In accordance with BoC Rule 190 *[number]* Minutes Books covering all meetings from the Consecration of the Lodge on *[date]* to *[date of Meeting 3]* *(If all the minute books are not available give a short explanation why)*.
- b. Attendance Registers for the period *[date]* to *[date of Meeting 3]*.
- c. The final Membership List to which I have added details of the new Lodge each member has joined, as far as I have been advised.
- d. A photocopy of the Lodge's Annual Returns showing the payment of dues to Grand Lodge and to Provincial Grand Lodge respectively.

Finally, thank you for your support, assistance and advice, particularly in the past few months.

Yours Sincerely and Fraternally, Secretary

Enclosures:

Minutes of the Final Meeting XYZ Lodge, No.0000

Audited Final Accounts

Property List

Lodge History

xx Minute Books

xx Attendance Registers

Membership List

Copies of Annual Returns

APPENDIX A2

Draft text for the Final Letter to the Provincial Grand Scribe E

Dear Sir and Brother,

XYZ Chapter, No.0000 – Closure

At the meeting held on [date of Meeting 2] the members approved the proposition that the [Insert name] Chapter No [Insert number] should return its Charter and close. This process was completed at the meeting held on [date of Meeting 3] and the Charter of the Chapter surrendered to the GSupt/DepGSupt/2ndProvGPrin/3rdProvGPrin.

For your records I enclose a copy of the minutes of that meeting. Also enclosed are the Chapter's final audited accounts from which you will note that all donations and payments approved by the members at the final meeting have been made.

I also confirm that the property of the Chapter has been disposed of in accordance with the proposal approved by the members, as per the attached list.

For the Provincial Archives I enclose a copy of the Chapter History that was prepared and presented by E Comp/Comp [Insert name] at the final meeting.

To complete the process of closure I enclose the following.

- a. In accordance with RA Reg 73 and BoC Rule 190 [number] Minutes Books covering all meetings from the Consecration of the Chapter on [date] to [date of Meeting 3] (If all the minute books are not available give a short explanation why).
- b. Attendance Registers for the period [date] to [date of Meeting 3].
- c. The final Membership List to which I have added details of the new Chapter each member has joined, as far as I have been advised.
- d. A photocopy of the Chapter's Annual Returns showing the payment of dues to Grand Chapter and to Provincial Grand Chapter respectively.

Finally, thank you for your support, assistance and advice, particularly in the past few months.

Yours Sincerely and Fraternally,
Scribe E

Enclosures:
Minutes of the Final Meeting XYZ Chapter, No.0000
Audited Final Accounts
Property List
Chapter History
xx Minute Books
xx Attendance Registers
Membership List
Copies of Annual Returns

APPENDIX B

Clearance Certificates & Grand Lodge Certificates

Each remaining member of the Unit at the date of the Final Meeting will receive from the Sec/SE a Clearance Certificate, which he will need when joining another Unit. A single copy of the Clearance Certificate, annotated with a list of all members receiving it, could be appended to the minutes of the Final Meeting.

Each Brother must be made fully aware that the clearance certificate is his personal property, which MUST be kept secure. He must NOT allow it to be retained by any new Unit of which he might become a member, because he will need it for the remainder of his Masonic career to prove that he leaves the closing Unit in good standing. It will be impossible for him to obtain a duplicate certificate after the Unit has been erased.

Grand Lodge and Interim Certificates:

If a Brother has not completed his second and/or third degree, a formal letter signed by the Secretary and the Worshipful Master must be sent to the, Provincial Grand Secretary asking for the member(s) concerned to be Passed and/or Raised in a convenient Lodge within their area. It is recommended that this is issued as soon as possible so that the Provincial Grand Secretary can make the necessary arrangements.

If any member of the Lodge has left, whether by Resignation or Exclusion, whilst only an Entered Apprentice, UGLE should be advised accordingly. Similarly, if they have left whilst only a Fellowcraft, confirmation should be given to UGLE of the date they were Passed to the Second Degree.

The Secretary should also ensure that all members of the Lodge who have been raised within the Lodge in the last five or so years have been presented with their Grand Lodge Certificates, regardless of whether they are still members of the Lodge.

APPENDIX C

Duties of the Almoner

There is a key role for the Almoner when a Unit is considering closure. We know that there is some loss of members at such times. We therefore need to ensure that members are well advised, supported and guided when their Unit is closing.

The aim is to help in the orderly closure, or amalgamation, to ensure the Brethren are not lost to the Craft and Companions are saved for the RA, in Middlesex if possible but in another Province if appropriate.

If a Unit is considering closure the Almoner should:

- Contact every member to ascertain their wellbeing in relation to the closure;
- Support members in their transition to a new Unit and to liaise with their new Almoner if appropriate;
- Explain to any member who is not joining another Unit the potential consequences, from an Almoner's perspective, e.g. how long the support of the MCF applies if they are no longer a member of the Craft;
- Share, subject to the usual GDPR requirements, appropriate information with the VO to support the Province's Retention Initiatives.

APPENDIX D

The VOs Role

The Visiting Officer (VO) has a very important role in supporting, advising and guiding a Unit through the Closure Process. He should be seen as a friend and supporter and the first point of contact for the Sec/SE for advice.

The VO also has a duty to look after the interests of Grand Lodge / Supreme Grand Chapter and Province and must check that all Dues payable to them have been met before other monies are distributed.

A further duty on the VO is to see that proper attention has been given to any Widows and "Stranded" Brethren, see Appendix E, affected by the closure. He will liaise with the Sec/SE and Almoner for a list of Members and their intentions to identify those at risk of being lost or becoming "Unattached" and the retention initiatives which may assist. **Liaise directly with the Provincial Grand Membership Officer with the aim of ensuring all Brethren remain subscribing members of Middlesex Province.**

APPENDIX E

Procedure for Widows and Stranded Brethren of Lodges and Chapters due to close

Any Unit considering closing must first make arrangements for the continued care of their Widows and stranded Brethren before they hand in their Warrant or Charter. The VO is to ensure that the Unit has a copy of this guide and follows it.

Action	By
Prepare a list of Widows supported by the Unit: - Show full name, postal address, e-mail address and telephone numbers of each Widow - Show full name, postal address, e-mail address and telephone numbers for their Next of Kin or other named contact	Almoner
If the remaining members are proposing to join, as a group, another Unit: - To seek the adoption of the Widows by the receiving Unit - To agree a sum of money to be transferred to the receiving Unit	Almoner / Charity Steward Treasurer
If no one is joining another Unit: - To try and find another Unit which may be willing to take on the care of the Widows - To ascertain whether a Widow's late husband was a member of another Unit which is continuing to offer pastoral care	Almoner / Charity Steward Sec/SE
If unsuccessful: - To inform the Provincial Grand Almoner, providing full details of the Widows - To make a donation to the Middlesex Provincial Relief Fund (MPRF) to cover the Christmas gifts to the Widows from this point onwards	Sec/SE Treasurer / Charity Steward
Informing the Widows: To write to each Widow setting out the changes and who she should contact in time of need	Charity Steward / Almoner
For brethren who are not already members of or are not joining another Unit (stranded brethren): - BoC Rule 127 applies (<i>Disqualification to visit</i> <u>please read</u>; also <u>BoC Reg 66B [membership of Royal Arch Chapters]</u>). - To advise them that they may lose touch with friends and the masonic camaraderie they have had - To inform them that they remain eligible for advice and support from MCF only for a certain period (The MCF's Two Time Rule*) if they cease to be a member of any Unit - That his spouse remains eligible to receive care and Christmas gifts, should she become a Widow	VO/ProvGMO Almoner
Inform the Provincial Office: To include a list of the Widows and of the Stranded Brethren in the Final Letter to the Provincial Grand Secretary [See <i>Appendix A of the Pro</i> <i>Provincial Grand Secretary vincial Closure Guidance Notes</i>].	Sec/SE

***The Two Times Rule** – This rule applies if the Freemason was not subscribing at the time of his death. An application will only be considered by the MCF if the time elapsed since the end of this Craft membership is less than twice the length of their Craft membership, including Honorary membership. This rule does not apply to Widows if the Freemason was subscribing at the time of his death.