

Code of the Verein
American Canadian Grand Lodge AF&AM e.V. (ACGL)

**§1
Denomination and head of office**

The Verein is denominated as “American Canadian Grand Lodge AF&AM e.V. (ACGL)” and is recorded under this name in the register of associations, seated in Fuerstenfeldbruck.

**§2
Purpose of the Verein**

The purpose of the Verein is to support charitable institutions and associations together with the beneficent support of individuals inside and outside of the Federal Republic of Germany. It unites that kind of natural and artificial persons as members, who strive for advancement and realization of these objectives.

**§3
Membership**

A:

Members of this Verein are:

Masonic Lodges as corporate members. These Lodges and their members have to subordinate the legal order of the ACGL, in particular the regulations of this code, reflecting in their own by-laws.

The petition requires the acceptance of a meeting of members.

B:

The membership ends because of:

Loss of legal entity
Discharge (*)
Exclusion (**)

(*) The discharge has to be written in a declaration to the board of directors and will come into effect at the end of the business year of the Verein.

(**) The board of directors can decide the discharge of a member with a simple majority, whether this member has been found impair to the Verein because of his actions or his behavior and a statement of claim has been sent to all members of the board of directors and to the member involved. While this decision of discharge is made, three members of the board of directors shall be present. Subject to a term of one month after receiving the notification of discharge appeal of decision can be made, decision upon that will be made at the next regular meeting of members.

§4 Business year

The business year starts at 1st of April of the year and ends at the 31st of March the next year.

§5 Raising funds and contributions

The required funds for the execution of the purpose of the Verein are raised through contributions, donations and revenues of the asset of the Verein.

The next regular meeting of members can adjudicate upon financial contribution and its budgetary use.

§6 Asset management and its use

The asset shall be used according to the limitation of the approved budget and of the instructions of the meeting of members for purposes as written in this code.

Single members do not have any claim to this asset.

After their retirement all claims against the Verein shall be expired, except these claims are previously approved by the Verein.

Special requests of the contributor shall be followed, insofar as they are aligned to the purposes of the Verein.

§7 Elements and institutions

The board of directors and the meeting of members are the elements of the Verein.

Further organizational institutions, especially commissions can be appointed on the basis of a majority vote of the meeting of members.

§8 Board of directors

A:

The board of directors shall be voted of the members of the Lodges and consists of seven members.

1. Grand Master alias President
2. Deputy Grand Master
3. First Vice President
4. Second Vice President
5. Senior Grand Warden
6. Grand Treasurer
7. Grand Secretary

These represent the board of directors in the legal sense of §26 BGB (German Civil Code).

Two of the members of the board of directors represent the Verein collaboratively.

The Grand Master or his appointed Deputy represents the Verein towards the United Grand Lodges of Germany, Brotherhood of Freemasons – (VGLvD) and towards other masonic corporations.

In the case the Grand Master is prevented for other duties or covenants or for other reasons not able to officiate the Deputy Grand Master shall take over his role and duties for internal business.

For internal business every other member of the board of directors can take such roles and duties in the same manner and in the above mentioned succession.

B:

No. 1, No. 2 and No. 5 of the board of directors are elected for a term of one year starting at the day of the election; No. 3, No. 4, No. 6 and No. 7 of the members of the board of directors are elected for a term of two years; all of these members will stay in their elected office even after this time has elapsed until election of the new board of directors.

C:

The board of directors makes its decisions during board meetings, which are duly convened by a written notice or by telephone, fax or by email if practicable.

The appropriate time-limit shall be at least three days.

The information about the agenda is not mandatory.

The Grand Master is entitled to invite Past Grand Masters and, if necessary, other persons to a board of directors; these persons will participate without the right to vote.

D:

The board of directors constitutes a quorum since at least three members of the board of directors were present. The Grand Master acts as a chairman, respectively the Deputy Grand Master, or in the case both of them are not able to attend every other member will preside in the succession of members mentioned at A: of this paragraph.

The majority of the votes cast decides the passing of a resolution.

In the event of a tie the vote of the chairman of the board of directors present make the decision. The decisions of the board of directors shall be recorded.

§9 **Meeting of members**

A:

The regular meeting of members resolves upon following:

- Annual report of board of directors
- Report of the Treasurer
- Formal approval of the actions of the board of directors
- Election of the members of the board of directors
- Charging of membership fee and its amount
- Creation of committees – the board of directors shall appoint the members of the committee choosing from the members of the Lodges
- Possible amendments to the articles of the code
- Formal objections to decisions of discharge
- Annulment of the Verein and liquidation of the club funds and
- Petitions of the board of directors and its members.

B:

The regular meeting of members shall take place once a year. The Grand Master, or a member of the board of directors he assigned, convokes the regular meeting of members in written form and communicates the agenda. The convocation shall be made at least four weeks before the meeting – the convocation is sent to the last known address of the members. Petitions for the meeting are to be sent to the Grand Master not later than 14 days before the meeting.

C:

Extraordinary meetings of members shall be convoked, whether the interest of the Verein it requires or at least one third of the members entitled to vote requires the convocation in a written form.

The regulations of the regular meetings of members count in the same manner for the extraordinary meetings of members, therefore the purpose and reasons shall be submitted to the members in written form.

D:

The majority of the voted cast adjudicates on the passing of a resolution, insofar not any law or code requires a bigger majority. For elections the relative majority is sufficient to adjudicate. In the event of a tie further ballots shall be performed.

E:

The meeting of members decides on the kind of the ballot. The ballot could be perform by show of hands, acclamation or secret ballot paper.

If a member requires a secret ballot it shall be performed.

F:

The decisions of the meeting of members shall be recorded, which are signed by the chairman and one second member of the board of directors.

G:

The meeting of the members constitutes a quorum since at least 10 members attend.

In the case the meeting of members wasn't able to constitute a quorum, the board of directors shall decide whether a second meeting is to be convoked. In that case the regulations written in §11 B-D are analogous valid.

§10 **Auditing of accounts**

The meeting of members can assign that qualified chartered accountants, who shall not be a member of the board of directors, have to been elected to verify all financial businesses of the Verein. It assigns their quantity and duty.

§11 Amendments of the code and dissolution of the Verein

A:

The meeting of members adjudicates upon amendments of the code including changes of the purposes of the Verein and also upon dissolution of the Verein. These kinds of resolutions shall only be made when at least 75% of all members who are entitled to vote are present.

B:

Should the meeting of members be not able to constitute a quorum, a new meeting of members shall be convoked no later than three weeks; this meeting will be able to constitute a quorum regardless of the quantity of the present members.

C:

The members shall be invited to that new meeting in written form and the agenda together with the reference to clause B shall be submitted.

D:

For the written convocation to the 1st meeting the legal sense of §9 BGB is valid. The convocation to the 2nd meeting (see B: and C:) shall be sent not later than two weeks prior to the meeting.

§12 Utilization of the club funds after dissolution

In the case of dissolution or cancellation of the Verein, the club funds shall be donated to charitable and beneficent foundations or associations, which are appointed by the meeting of members who has adjudicated the dissolution after met all demands against the Verein.

Should no adjudication be made about that or shouldn't it be possible to make a adjudication, the club funds shall be transferred immediately to "Freimaurerisches Hilfswerk e.V." or to suitable masonic foundations, which are appointed by the United Grand Lodges of Germany.