

The Military and Hospitaller Order of Saint Lazarus of Jerusalem in Canada



Bylaws

BY LAW NO. 1

GENERAL

1.01 The name of the Corporation is “The Military and Hospitaller Order of St. Lazarus of Jerusalem in Canada/L’Ordre militaire et hospitalier de Saint-Lazare de Jérusalem au Canada” (hereinafter the “Grand Priory”).

1.02 The Grand Priory is a Federal not-for-profit bilingual charitable corporation, incorporated by Letters Patent dated March 25, 1963 issued under Part II of the Canada Corporations Act, and continued under the Canada Not-for-Profit Corporations Act.

1.03 The registered office of the Grand Priory shall be located in the Province of Ontario.

1.04 The Corporate Seal shall contain the arms of the Grand Priory surrounded by the following inscription:

SIG:MAG:PR:IN:CANADA ORD:MIL:HOSP:S:LAZ:HIE

The Seal shall be held in safe-keeping by the Chancellor and may be affixed on appropriate documents as required.

1.05 In order to enable the Grand Priory to carry out its purposes and objects, it shall have the power to impose and collect dues, assessments and oblations from its members, and to act as trustee for funds given to the Grand Priory for the furthering of such purposes and objects.

1.06 The Grand Priory may acquire, and may solicit and receive gifts of property, real and personal, tangible and intangible and wherever situate, subject to such conditions and upon such trusts which are not inconsistent with its purposes or objectives which property shall be used in carrying out its purposes and objects.

1.07 Upon the dissolution of the Grand Priory any assets remaining after the payment and satisfaction of its debts and liabilities shall be transferred to one or more recognized qualified donees. The Executive, on the direction of the Board of Governors, shall ensure that the dissolution of the Grand Priory and the distribution of any remaining assets shall comply with any applicable provisions, regulations and policies established pursuant to the *Income Tax Act* in respect of registered charities.

BYLAW NO. 2

DEFINITIONS

2.01 **Act** means the Canada Not-for-profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

2.02 **Annual General Meeting** means the meeting of members held annually in Canada.

2.03 **Board of Governors** means the Board of Directors under the Canada Not-for-profit Corporations Act.

2.04 **Chapter General** means the gathering of the members of the Grand Priory in Canada called in accordance with the Bylaws for the Vigil, Investiture and the granting of the Order's promotions and awards.

2.05 **Commandery** is a regional organization established by the Grand Priory.

2.06 **Commission** is a group of members of the Grand Priory responsible for the study, planning and execution of specific activities of the Grand Priory as appointed and directed by the Board of Governors.

2.07 **Committee** is a group of members mandated by the Board of Governors to carry out specific tasks.

2.08 **Director** means a person so elected under the Act as a member of the Board of Governors.

2.09 **Executive Committee** is responsible to the Board of Governors for conducting the day-to-day business of the Grand Priory.

2.10 **Governor** is an elected director of the Board of Governors.

2.11 **Grand Priory** is the Military and Hospitaller Order of St. Lazarus of Jerusalem in Canada/ L'Ordre militaire et hospitalier de Saint-Lazare de Jérusalem au Canada as constituted by the laws of Canada.

2.12 **In good standing** applies to a member who is current in their financial and membership obligations to the Grand Priory, who has not voluntarily withdrawn from membership, and whose membership privileges have not been suspended or terminated (or under suspension or expulsion review) as part of a disciplinary action as per bylaw 6.05.

2.13 **Member** is a person having been accepted by the Military and Hospitaller Order of St. Lazarus of Jerusalem in Canada/L'Ordre militaire et hospitalier de Saint-Lazare de Jérusalem au Canada and recommended to the Grand Master of the Order for membership. The individual is entitled to vote on matters coming before the membership based on the payment of an annual oblation and otherwise remaining in good standing.

2.14 **Officer** of the corporation is a member of the Executive Committee of the Board of Governors of the Grand Priory.

2.15 **Order** refers to the International Military and Hospitaller Order of St. Lazarus of Jerusalem /L'Ordre militaire et hospitalier de Saint-Lazare de Jérusalem.

2.16 **Postulant** is a person who has been approved for membership and submitted the required membership fees as determined by the Board of Governors from time to time, but has not been officially invested.

2.17 **Proxy** means a document approved by the Board of Governors, which will permit each member in good standing to vote at the annual meeting of members on such matters as may come before the membership.

2.18 **Senate** is a body of members appointed by the Grand Prior and approved by the Board of Governors as advisors to the Grand Priory.

2.19 **Year** is the calendar year.

BYLAW NO. 3 ORGANIZATION

3.01 The Grand Priory has a Board of Governors, the members of which are elected by the membership.

3.02 The Grand Priory has an Executive Committee composed of elected members of the Board of Governors who are the Executive Officers of the Corporation.

3.03 The Grand Priory has six Standing Committees

- (i) Investment and Endowments Committee
- (ii) Nominating Committee
- (iii) Admissions, Promotions and Awards Committee
- iv) Governance Committee
- v) Audit Committee
- vi) Committee of Commanderies

The Terms of Reference of each Standing Committee shall be determined, from time to time, by resolution of the Board of Governors. Standing Committees shall be composed of a Chair and such members who shall be appointed by the Board of Governors for a designated term.

The members of Standing Committees shall be suitably qualified and possess expertise in the profession, business, vocation or calling particular to the committee of which they are members.

3.04 The Investment and Endowments Committee is responsible for investing funds to provide additional income to the Grand Priory in support of its purposes and objects, and for managing and overseeing moneys held in trust/endowments for programs and projects in line with the Order's Mission.

3.05 The Nominating Committee is responsible for soliciting and evaluating nominations for elected directors and making a recommendation to the membership regarding candidacy for the positions under consideration.

3.06 The Admission, Promotion and Awards Committee recommends to the Executive Committee persons recommended by the Commanderies for admission, promotion and awards.

3.07 The Governance Committee provides oversight, leadership and direction on all issues commonly understood to be related to legal, regulatory and organizational governance for the Grand Priory in Canada, in ensuring it meets its governance obligations, advises and makes recommendations to the Grand Priory and Board of Governors on good governance policies, practices and procedures, and oversees the timely implementation of necessary improvements.

3.08 The Audit Committee provides oversight regarding integrity of financial management and reporting, including of the financial reporting process and the Order's system of internal controls, risk management systems, and compliance with related laws and regulations.

3.09 The Committee of Commanderies is responsible for providing policy input to the Board of Governors with respect to meeting the developmental and operational needs of the Commanderies.

3.10 The Board of Governors may by resolution, from time to time, create and discharge Commissions or additional Committees to study, plan and execute specific activities in support of the purposes and objects of the Grand Priory, as well as appoint persons to carry out key advisory or operational roles.

3.11 All Standing or other Committees and Commissions shall report to the Board of Governors with such frequency and in such manner as the Board of Governors may from time to time, require.

3.12 A vacancy on the Board of Governors shall occur when a member:

- a) resigns by delivering to the Grand Prior a written letter of resignation,
- b) assumes the status of a bankrupt, or is convicted of an indictable offence by final court decision,
- c) is declared to be of unsound mind,
- d) is removed by majority ordinary resolution vote of the members present at a special meeting of members of the Order,
- e) dies.

3.13 If any elected position on the Board of Governors shall become vacant between annual membership meetings, such position may be filled from among the members of the Grand Priory by resolution of a quorum of the Board of Governors and any member so appointed shall hold office for the unexpired term of their predecessor.

3.14 All candidates for elected positions must be at least eighteen years of age with full power in law to contract.

3.15 The Grand Priory has a Senate composed of Past Grand Priors, former members of the governing body, or members having performed in key leadership roles, who have attained the rank of KCLJ/DCLJ and have provided outstanding service to the Grand Priory for at least twelve (12) years.

3.16 The Senate meets at least once a year at the time of the Chapter General and at such other times as its advice is sought on special matters by the Executive Committee or Board of Governors.

3.17 The Senate membership is limited to no more than fifteen members.

3.18 Membership in the Senate shall be for a six-year term (from the time of implementing the amended bylaws) that can be renewed for a second six-year term provided that the individual is a member in good standing in the Grand Priory.

BYLAW NO. 4 GOVERNANCE

4.01 The Grand Priory has a Board of Governors which has the authority to manage the business, property and affairs of the Grand Priory. Such authority includes, but is not limited to, making regulations, expenditures for promoting the purposes and objects of the Grand Priory, receiving income, employing agents and employees and entering into such trusts or other arrangements as may be beneficial to the Grand Priory.

4.02 Membership of the Board of Governors is a minimum of nine (9).

4.03 The maximum membership of the Board of Governors is thirteen (13) as per the amended Articles of Continuance.

4.04 Members of the Board of Governors are elected by the membership at an Annual General Meeting, and such persons must be members of the Grand Priory in good standing.

4.05 Elected positions on the Board of Governors are:

- i) Grand Prior
- ii) Chancellor/Corporate Secretary
- iii) Vice Chancellor Finance

- iv) Vice Chancellor Commanderies
- v) Chaplain General
- vi) Hospitaller
- vii) up to seven (7) additional Directors

4.06 The Board of Governors may appoint one or more additional directors, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of members.

4.07 The term of office for elected Governors is three years in any one position with one-third being elected each year. Governors may serve a second three-year term if elected but no Governor shall serve more than two terms, a total of six years in any one position.

4.08 The Grand Prior is the presiding officer at meetings of the Board of Governors, *or* in his/her absence the Chancellor.

4.09 No person can act for an absent director at a meeting of the Board of Governors.

4.10 The Board of Governors shall meet at the call of the Grand Prior at such time and place in Canada as the Grand Prior shall designate, but not less than twice each year.

4.11 The quorum of a meeting of the Board of Governors is 50% plus 1 member.

4.12 Notice of meetings of the Board of Governors shall be given at least fourteen (14) days prior to the holding of the meeting. Notice shall be in such form and given in such manner as the Grand Prior may deem necessary or expedient.

4.13 The Board of Governors may, from time to time, invite other persons to attend the meeting, or accept a request from other persons to be in attendance for purposes of advancing the work of the Board.

4.14 Meetings of the Board of Governors, Executive Committee, Standing Committees and other Commissions or Committees created by resolution of the Board of Governors may take place in such manner as deemed appropriate by telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting. Anyone participating by such means is deemed to be present at the meeting. Voting by Proxy is not permitted.

4.15 A Resolution of the Board of Governors is carried if it receives a majority of votes in favour. In the case of equality of votes the Resolution is defeated. The Chair of the meeting does not have a second or casting vote.

4.16 The Grand Priory has an Executive Committee composed of the Grand Prior, the Chancellor/Corporate Secretary, the Vice Chancellor Finance, the Vice Chancellor

Commanderies, and one additional elected director selected by the Board of Governors to sit on the Executive Committee.

Other members of the Board of Governors may be invited on occasion to attend a meeting of the Executive Committee for a specific purpose or reason but shall not carry a vote.

4.17 The Executive Committee meets between meetings of the Board of Governors, at least four times a year and is responsible for the day-to-day ongoing affairs of the Grand Priory.

4.18 The Chancellor, or in his/her absence his/*her* designate, shall Chair the Executive Committee.

4.19 The Executive Committee reports to the Board of Governors on decisions taken by the Committee.

4.20 Notice of meeting of the Executive Committee shall be given at least fourteen (14) days prior to the meeting and shall be in such form and in such manner as the Chancellor may deem necessary or expedient.

4.21 Indemnification of Members of the Board of Governors - No member of the Board of Governors or Officer of the Grand Priory shall be liable for the acts, receipts, neglects or fault of any other Governor or Officer or employee, or for joining in any receipt or act for conformity or for any loss occasioned by any personal error of judgment or oversight unless the same shall happen by or through a wrongful act or willful default.

4.21.1 Members of the Board of Governors and Officers acting in good faith on the basis of an audited statement or report of the Grand Priory shall not be held responsible or held liable for any loss or damage resulting from acting upon such statement or report.

4.21.2 Every member of the Board of Governors and *Officers* of the Grand Priory and their heirs, executors and administrators and estate shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Grand Priory from and against:

- a) all costs, charges and expenses whatsoever which members of the Board of Governors or Officers may sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted for or in respect of any act, deed, matter or thing whatsoever made, done or permitted in or about the performance of their duties of office.
- b) all other costs charges and expenses which they may sustain or incur in or about or in relation to the affairs of the Grand Priory except such costs, charges or expenses as are occasioned by a wrongful act or default.

4.22 The Grand Priory shall maintain Director and Officer Liability Insurance as indemnity of Directors, Officers and employees for losses, including legal costs arising from acts, errors or omissions committed during the course of their duties.

4.23 Any member of the Board of Governors, the Executive Committee, Commissions or Committees who has any interest in a contract or transaction with the Grand Priory in respect of

business of the Grand Priory shall fully disclose to the other members the nature and extent of the relationship or interest before the contract or transaction is considered. The disclosure may be made either before or at the meeting at which the matter is to be considered. The interested member shall be excluded from the meeting while the matter is under consideration and until after it has been voted on. In the case of meeting by telephone conference the Chair shall make arrangements for the exclusion of the interested member.

BYLAW NO. 5 COMMANDERIES

5.01 The Board of Governors may, upon receipt of application therefore, approve the creation of regional units to be known as Commanderies which shall be responsible to the Grand Priory.

5.02 Commanderies may from time to time create sub-jurisdictions or units under their domain within defined geographic areas to serve a common purpose.

5.03 The Board of Governors shall from time to time designate the minimum number of members to constitute a Commandery.

5.04 Each Commandery shall elect a Commander as Head of the Commandery.

5.05 Commanders of Commanderies will form the Standing Committee of Commanderies [see Bylaws 3.03(vi) and 3.09].

5.06 The Board of Governors shall make regulations, from time to time, for the purposes of governing Commanderies.

5.07 Commanderies shall not incur any financial obligation on behalf of the Grand Priory without the prior written consent of the Executive Committee.

5.08 If the membership of a Commandery falls below the minimum number specified in the regulations and continues to remain at that reduced strength for a period of three years, the Board of Governors may require that it be dissolved.

5.09 If by resolution of the Board of Governors, a Commandery is dissolved, its members may join the Commandery of their choice.

5.10 Upon the dissolution of any Commandery, all its property which shall include, but not be limited to, books of account, records and any other real or personal property held by the Commandery, shall, after payments of its debts and liabilities incurred by them, forthwith be transferred to the Grand Priory, barring any binding restrictions of the provincial government or donor to the contrary.

BYLAW NO. 6 MEMBERSHIP

6.01 All applicants for membership must be at least eighteen years of age, of the Christian faith, of good character and capable of fulfilling the responsibilities and obligations of membership

6.02 Each applicant for membership must be sponsored in accordance with Regulations of the Grand Priory as determined from time to time by the Board of Governors.

6.03 Membership in the Grand Priory is composed of individuals whose application for admission has been approved and who have paid any required fees.

6.04 The Board of Governors may, upon recommendation of the Admissions, Promotions and Awards Committee from time to time, establish criteria for promoting individuals from one level of rank to another.

6.05 The Board of Governors shall have authority to suspend a member's right and privileges or expel any member from the Grand Priory for any one or more of the following grounds:

- a) the member fails to pay any fee or assessment payable to the Grand Priory, or
- b) the member is found to have been convicted of an indictable offence by final judgment, or
- c) the member is, or has been, involved in any activity found to be unacceptable:
 - i) violating any provision of the articles, by-laws, or written policies of the Grand Priory;
 - ii) carrying out any conduct which may be detrimental to the Grand Priory as determined by the Board of Governors in its sole discretion;
 - iii) for any other reason that the Board of Governors in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Grand Priory.

6.06 Any complaint regarding a member being, or having been, involved in any activity which might bring the Grand Priory into disrepute shall be in writing, addressed to the Executive Committee, and shall be supported with details.

6.07 If a decision is made to pursue the complaint, the member shall be advised in writing of the contents of the complaint and shall have fourteen (14) days from notification of such decision in which to respond, in writing, to the Executive Committee, after which the Executive Committee must respond back within fourteen (14) days.

6.08 In the event that the Board of Governors determines that a member should be expelled or suspended from membership in the Order, the Grand Prior, or such other governor as may be designated by the Board of Governors, shall provide twenty (20) calendar days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion.

The member may make written submissions to the Grand Prior, or such other Governor as may be designated by the Board of Governors, in response to the notice received, within such twenty (20) day period.

In the event that no written submissions are received by the Grand Prior, then the Grand Prior or such other Governor as may be designated by the Board of Governors, may proceed to notify the member that the member is suspended or expelled from membership in the Order. If written

submissions are received in accordance with this section, the Board of Governors will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) calendar days from the date of receipt of the submissions.

The decision of the Board of Governors shall be final and binding on the member, without any further right of appeal.

6.09 Membership in the Grand Priory is terminated when:

- (a) the member dies,
- (b) a member fails to maintain any qualifications for membership described in Bylaw 6.01;
- (c) the member resigns by delivering a written resignation to the Grand Prior in which case such resignation shall be effective on the date specified in the resignation, or in the case of resigning members with a rank of Knight/Dame or above effective upon release from their oath by the Grand Master of the Order;
- (d) the member is expelled in accordance with bylaw 6.05 or is otherwise terminated in accordance with the bylaws.

Upon any termination of membership, the rights of the member, including any rights in the property of the Grand Priory, automatically cease to exist, including the rights to wear Insignia of Rank.

BYLAW NO. 7
ANNUAL GENERAL MEETING

7.01 The Grand Priory will hold an Annual General Meeting each year in Canada at such place and time as the Board of Governors designates, with due consideration of the provisions of the Act and its Regulations regarding time limits for an annual meeting of members following the preceding financial year end.

7.02 A Special Meeting of members shall be held at such time and place as the Grand Prior may designate upon receipt of a written requisition by no fewer than fifty (50) members of the Grand Priory for the purpose of considering, and if thought fit, confirming such matters as brought before the meeting.

7.03 A quorum at an Annual General Meeting shall consist of fifty (50) members of the Grand Priory present and eligible to vote.

7.04 Notice of the Annual General Meeting must be given at least thirty (30) days in advance of the meeting. Such notice shall include the Financial Statements of the Grand Priory in Canada including the Auditors Report, a list of the current Directors and any nominations, a complete list of matters to be brought to the membership in sufficient detail for the member to make a reasonable business decision and a form of proxy covering those matters for which approval is sought.

7.05 Proxy forms must be received by the designated person prior to the commencement of the Annual General Meeting.

7.06 Except as required by the Act every resolution shall be determined by a simple majority of votes cast in person or by proxy. Each member in good standing shall have one vote

7.07 All votes taken at an Annual General Meeting shall be by show of hands unless a majority of members present at the meeting or by proxy request a secret ballot.

7.08 In the case of equality of votes the motion shall be defeated.

7.09 A meeting of members may be held entirely by means of an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A member so participating in a meeting via such communications facility is deemed to be present at the meeting.

Voting by members entitled to vote at an annual meeting of members may be held entirely by means of an electronic or other communication facility that is made available for this purpose by the Grand Priory of Canada.

7.10 At the Annual General Meeting the following items shall be dealt with:

- a) Review of annual activities
- b) Election of Officers
- c) Consideration and, if deemed appropriate, approval of Bylaws, and Amendments thereto.
- d) Review of financial statement and appointment of auditor
- e) Approval and confirmation of all acts of the Board of Governors, Commissions and Committees taken during the prior year
- f) Such other matters as may be brought before members.

BYLAW NO. 8

EXECUTION OF DOCUMENTS

8.01 Any contract, document or other instrument intended to be enforceable by or against the Grand Priory shall be made in writing, have the prior approval of the Executive Committee, shall be signed by two (2) members of the Executive Committee

8.02 Cheques of the Grand Priory shall be signed by any two (2) members of the Executive Committee

8.03 The remuneration of the Auditor shall be fixed by the Board of Governors.

8.04 The Auditor or designate is entitled to be present at each Annual General Meeting and may make a report to the members.

8.05 The Vice-Chancellor Finance or his/her designate shall make the appropriate banking arrangements with any institution authorized by statute to accept deposits and carry on the business of banking.

8.06 The Board of Governors may from time to time borrow money upon the credit of the Grand Priory to such amounts and upon such terms as may be deemed appropriate.

8.07 The Board of Governors may secure a liability of the Grand Priory by mortgage, charge or pledge of all or any owned real and personal, movable or immovable, property of the Grand Priory, and the undertaking and rights of the Grand Priory.

8.08 The Grand Priory shall have a general fund for depositing and disbursing cash relating to the operations or charitable activities of the Grand Priory.

8.09 The Board of Governors may establish special funds for specific purposes which special funds shall be governed by Regulations enacted by the Board of Governors.

8.10 Financial obligations of members of the Grand Priory shall be fixed annually by the Board of Governors, including the amount of any dues, passage fees, and any other items payable upon joining the Order.

8.11 The due date for Oblations shall be established from time to time by the Board of Governors on advice of the Chancellor.

8.12 If requested by a Commandery an additional fee may be collected on behalf of that Commandery at the same time as the Grand Priory fees. Commandery fees will be held in trust for disposition by the Commandery.

8.13 The Grand Priory will maintain an up-to-date list of members.

BYLAW NO. 9

BYLAW AMENDMENTS

9.01 The Board of Governors may, by resolution, make, amend or repeal any bylaws that regulate the activities or affairs of the Grand Priory. Any such bylaw, amendment or repeal shall be effective from the date of the resolution of the Board of Governors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The bylaw, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at such meeting.

9.02 Bylaw 9.01 does not apply to a bylaw amendment that requires a special resolution of the Members according to subsection 197(1) of the Act.

Repeal

All previous bylaws of the Grand Priory are repealed as of the coming into force of this bylaw. The repeal shall not affect the previous operation of any bylaws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Grand Priory obtained pursuant to, any such by-laws before its repeal.

Amendments/Updates/Revisions Log

No	Name	Date	Description of Change
5	Lois Stevenson	June 20, 2020	Final version of amended bylaws. Motion to repeal existing bylaws and replace by the amended bylaws approved by membership at the June 20, 2020 Annual General meeting.
4	Jane Anema	Nov, 20, 2019	-Replaced Prior with Bailiff – approved at AGM May 2019 -Amended Bylaw No. 5 Commanderies and Delegations to remove reference to Delegations and the minimum number of members for a Commandery as approved by members at AGM May 24, 2018; removed references to Delegations in other bylaws (Bylaw 2.12 deleted; Word “delegation” removed from Bylaws 3.04 and 4.04).
3	Jane Anema	May 26, 2018	- dropped Provisional Delegation in favour of Delegation - introduced Proxy in the definition of terms - removal of quorum for meeting of Senate - some revisions to the annual meeting - approved by membership on May 26, 2018
2	David M. Cvet	June 05, 2016	added updates/revisions log (this log) & cover page
1	Jean Matheson	May 06, 2013	final version of the Bylaws