



DIOCESE OF LONDON

OFFICE OF THE BISHOP

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DECREE

Since its founding in 1919 by the Ursuline Sisters of the Chatham Union, Brescia College (later known as Brescia University College) has striven to be a premier institution of Catholic higher education dedicated to the development and formation of the whole human person through an education that is personal, holistic and compassionate and which encourages diversity of thought and spiritual expression. Dedicated in a particular and unique way to the preparation of women for service and leadership in the community, in Canada and on the international stage, Brescia University College has come to be recognized as one of the leading women's colleges in North America.

Throughout its one hundred plus years of history, Brescia University College has been nurtured, sustained and guided by the Ursuline Sisters, who have devoted themselves to its growth and development by their work as teachers, administrators and mentors to its generations of students. Throughout their years of involvement with the college, the Ursuline Sisters have been guided by the educational spirit of their foundress, St. Angela Merici; they in their vocation as educators have embodied the direction set forth by her.

In overseeing Brescia University College, the Ursuline Sisters of the Chatham Union have served as its canonical sponsor ensuring that it maintained its distinct Catholic character and mission. Now changing circumstances within the Ursuline community require that it surrender this vital role to another Catholic entity to watch over and to safeguard the catholicity of the college.

Consequently the Congregational Leader and the Council of the Congregation have petitioned for the erection of the public ministerial juridic person under the title of "The Mother St. Anne Lachance Society" to succeed and continue the educational ministries conducted by the Ursuline Sisters at Brescia University College. Specifically, this new entity it is to take responsibility for guaranteeing that Brescia is implementing its ministry in accordance with the tradition of the Ursuline Sisters, the legislation and teaching of the Catholic Church, and the advancement of Catholic higher education within the Diocese of London.

Accordingly, after having consulted the persons and officials concerned, I, Ronald P. Fabbro, C.S.B., Bishop of London, in accordance with the provisions of canon 116, §2, hereby erect "The Mother St. Anne Lachance Society" as a public ministerial juridic person of diocesan right, operating in the name of the Catholic Church, in accordance with the provisions of canon law for the purpose of assisting in carrying out the Church's mission of education.

Since in accordance with canon 117, juridical personality under canon law cannot be acquired unless the public ministerial juridic person has canonical statutes which are approved by the competent ecclesial authority — in this instance, the Bishop of London — I hereby approve and confirm the *Canonical Statutes of The Mother St. Anne Lachance Society*, which are appended to this decree. Furthermore, I decree that the *Canonical By-Laws of The Mother St. Anne Lachance Society*, which are also appended to this decree, shall serve as the governing norms of the said public (ministerial) juridic person.

This new canonical body, established to secure the continuing catholicity of Brescia University College in the ongoing mission of Catholic higher education, is inaugurated in fidelity with the judicious and wise counsel of St. Angela Merici, who directed:

If, according to times and circumstances, the need arises to make new rules or do something differently, do it prudently and with good advice. And always let your principal recourse be to gather at the feet of Jesus Christ, and there [...] to offer most fervent prayers. For in this way, without doubt, Jesus will be in your midst, and as a true and good master, he will enlighten and teach you what you have to do. (*Last Legacy*)

This decree takes effect immediately, that is, as of the date of its promulgation.

Given at the City of London in the Province of Ontario this twenty-sixth day of the month of February in the year two thousand and twenty.


Bishop of London




Chancellor



BRESCIA UNIVERSITY COLLEGE

CANONICAL STATUTES

OF

THE MOTHER ST. ANNE LACHANCE SOCIETY

February 26, 2020

CANONICAL STATUTES
OF
THE MOTHER ST. ANNE LACHANCE SOCIETY

PREAMBLE

Upon the petition of the Congregational Leader and Council of Congregation of the Ursuline Sisters of the Chatham Union, Chatham, ON (= *The Congregation*), *The Mother St. Anne Lachance Society* (= *The Society*), established by the Congregation, to succeed and carry on the educational ministries conducted by the Ursuline Sisters at Brescia University College, London, ON (= *Brescia*), has been granted diocesan public ministerial juridic personality by decree of the Most Rev. R. FABBRO, Bishop of London, ON, dated February 26, 2020.

ARTICLE I

DEFINITIONS

Whenever they are used in these Statutes, the following terms have these respective meanings:

"The Mother St. Anne Lachance Society" or **"The Society"** – the ministerial public juridic person formed by the Ursuline Sisters of the Chatham Union, Chatham, ON, Canada, and named in recognition of the outstanding service rendered through many years to *Brescia* by Mother St. Anne Lachance, OSU.

"Diocesan Bishop" – the cleric appointed as diocesan bishop of the Diocese of London, Ontario, or, in case of an impeded see or vacancy, the cleric legitimately designated to replace the diocesan bishop, in accordance with the provisions of Canon Law.

"Members" – those individuals appointed to be members of *The Society*.

"Sponsorship" – to have responsibility for, and to be accountable to, a higher Church authority for (i) the development and maintenance of the mission and ministry of *Brescia* as a Catholic entity and (ii) for ensuring that *Brescia* is operating in conformity with the legislation and teachings of the Catholic Church.

ARTICLE II

FOUNDATION, PURPOSES, PHILOSOPHY, MISSION AND SCOPE OF AUTHORITY

Section 2.1 Foundation

The Society recognizes a unique relationship between itself and *The Congregation*, the founding religious institute of *Brescia*. It further recognizes the importance for *Brescia*, as it moves forward into the future, of continuing to develop and enhance the mission and values of the Ursuline Sisters, as these have been expressed in this institution up to the present.

The Ursuline tradition of education, which has evolved through many centuries, is rooted in the dignity and potential of every human person, in her ability *to be, to act* and *to lead* for change in the world, and to promote the Reign of God. It finds expression in *Brescia's* commitment to promote the advancement and dignity of women through education that encompasses leadership based in wisdom, justice and compassion.

The Ursuline spirit leads to reading the signs of the times, seeking continually for ways to liberate the truth inscribed in the heart of every person.

The Society is committed to continuing this unique relationship expressed through the Catholic educational ministries of the Church.

Section 2.2 Purposes

The purposes of *The Society* are:

- (a) The Sponsorship of *Brescia* as an entity operating in accordance with the tradition of the Ursuline Sisters and the legislation and teachings of the Church. Living this tradition, *Brescia* offers education noted for being personal, holistic and compassionate, encouraging diversity of thought and spiritual expression, leading its graduates to act and lead with wisdom, justice and compassion.
- (b) Subject to Section 2.5, the Sponsorship of other Catholic higher educational institutions operating in accordance with the legislation and teachings of the Church as amended from time to time, which have previously been sponsored by other juridic entities within the Church and which have requested to be sponsored by *The Society* in accordance with these Statutes and which have been accepted by the Members, as institutions sponsored by *The Society*.
- (c) The advancement of Catholic education within the Diocese of London or in any other Diocese where *The Society* provides services.

Section 2.3 Philosophy

The philosophy of *The Society*, based on that of the Ursuline Sisters, is to encourage the promotion of Catholic education while serving in a spirit of unity and reconciliation, with an orientation toward excellence tempered by gentleness, peace and joy.

Section 2.4 Mission

St. Angela Merici founded the Ursulines on 25 November 1535 as a company of women dedicated to improving the lives of disadvantaged women and children. They were, and are, committed to active work in the world, and the first generation of sisters chose to live as lay women with a special calling to the education of girls and the care of the needy.

The Society heeds the challenge of St. John Paul II: "The mission of the laity, as an integral part of the salvific mission of the entire People of God, is of fundamental importance for the life of the Church and for the service which the Church itself is called to render to the world of humanity and of temporal realities." (Address to the Council of the General Secretariat of the Synod, May 29, 1984).

Drawing on these words, *The Society* works to give expression to the urging of Pope Francis who recalls, "...how the Second Vatican Council with its keynote documents led to a new way of looking at the vocation and mission of lay people within the Church and the World ... The Council does not consider the laity as though they were members of a second tier, at the service of the hierarchy and merely carrying out their orders issued from high up but instead as Christ's disciples who are called to animate every place and human activity in the world according to the spirit of the Gospel ... to live out and put into practice this Council teaching on the laity which... was always a keen pastoral concern of St. John Paul II." (Message addressed to Cardinal Stanislaw Rylko, President of the Pontifical Council for the Laity, December 11, 2015).

Following and further developing the mission and values of the Ursuline Sisters, *The Society* has the mission to provide quality Catholic education in an environment that challenges the students to grow in faith, knowledge, and respect for self and others in service without distinction and to support Brescia in its mission to educate women to think critically and participate actively in society, and prepare its graduates to lead with wisdom, justice and compassion in a changing world.

Section 2.5 Addition of other Catholic Institutions

In the event that *The Society* intends to sponsor other Catholic educational institutions, it shall provide Brescia with at least one year's notice of such intention, and appropriate arrangements will be made for the integration of the catholic mission and values of such

educational institutions with the mission and values of *The Society* and these Statutes will be amended accordingly.

Section 2.6 Scope of Public Authority

The Society is recognized by the Diocese of London as a ministerial public juridic person. As such, it possesses authority sufficient for the administration of its own affairs and temporal goods. Its sponsored ministries are an integral part of the Catholic education apostolate.

ARTICLE III

PRINCIPAL OFFICE OF THE SOCIETY

Section 3.1 Headquarters

The principal office of *The Society* shall be located in The Diocese of London, ON.

ARTICLE IV

RELATIONSHIP OF THE SOCIETY WITH THE DIOCESE OF LONDON

Section 4.1 Liaison

The Society shall maintain an ongoing liaison with the Church in matters relating to its mission and the fidelity of *Brescia* to the legislation and teachings of the Church.

Section 4.2 Stewardship

The Diocesan Bishop shall, on an ongoing basis in the manner he determines, review and assess the stewardship of *The Society* to determine whether its purposes are being carried out and if it is operating in accordance with the legislation and teachings of the Church. *The Society* shall furnish, or cause *Brescia* to furnish, information which may be requested by the Diocese of London in respect of its sponsorship responsibilities.

Section 4.3 Annual Statements

The Society shall forward to the Diocesan Bishop an annual report of its activities giving evidence that the integrity of faith and morals is preserved and that the apostolic activity of *The Society* is in accord with its purposes.

Section 4.4 Catholic Identity

Having obtained the recognition of the Church, *The Society* is identified as a Catholic ministerial work and its sponsored institution is eligible for listing in the Catholic Directory of the Diocese of London. This status will remain in effect until such time that Brescia is determined as not being operated in accordance with the legislation and teachings of the Church and as a charitable activity for the common good. Every effort, as appropriate, will be made to resolve such a concern prior to Brescia losing the right to be identified as a Catholic apostolic work.

Section 4.5 Financial Responsibility

The Society recognizes that the Diocese of London has no financial responsibility for it or for any of its sponsored educational ministries.

Section 4.6 Autonomy

Subject to the provisions of Canon Law regarding the administration and use of temporal goods, as well as to the authority of the Church regarding matters of faith and morals, *The Society* is autonomous in administering its own goods and affairs according to these Statutes.

Section 4.7 Visitation

The Diocesan Bishop has the right to visit *Brescia*.

ARTICLE V

RELATIONSHIP WITH OTHER DIOCESAN BISHOPS

Section 5.1 Liaison with Diocesan Bishops

If *The Society* sponsors educational institutions in other dioceses as contemplated in this Statutes, it shall maintain a liaison with the diocesan bishop of each diocese where it exercises its canonical responsibilities. With due regard for the diocesan bishop's responsibilities in a diocese where any of the sponsored educational institutions are located, *The Society* cooperates, as appropriate, with others involved in related activities in such diocese.

ARTICLE VI

RELATIONSHIP OF THE SOCIETY WITH BRESCIA

Section 6.1 Governing Documents

The governing documents of the civil corporation for *Brescia* shall provide that:

- (a) *Brescia* shall be operated as a Catholic institution, consistent with the legislation and teachings of the Catholic Church, and
- (b) Any amendment to the governing documents which affects this provision requires the approval of *The Society*.

Section 6.2 Review by *The Society* of actions or proposed actions of *Brescia* which have a relationship to the Sponsorship responsibilities of *The Society*

In the exercise of its sponsorship responsibilities, *The Society*, through its Members and Officers, in a manner determined to be most suitable, shall be in close communication with the Board of Trustees and Principal of *Brescia*.

This shall include, but not be limited to, the following:

- (a) Collaboration in the development and implementation of orientation and ongoing formation activities for Trustees, administration, faculty and staff of *Brescia*.
- (b) Review of the background and credentials of candidates for the Board of Trustees and the Principal of *Brescia*, in so far as this is relevant to *The Society's* exercise of its sponsorship responsibilities, and inform the Board of Trustees of *Brescia* as to whether or not such candidates are acceptable.
- (c) Conduct a review and discussion between representatives of *Brescia* and *The Society* of any activities or matters that relate to *The Society's* sponsorship responsibilities of *Brescia*.

Section 6.3 Process for Review by *The Society* of actions of *Brescia*

- (a) The Board of Trustees and administration of *Brescia*, as well as the Members of *The Society* shall be cognizant and respectful of the role which each of them has with respect to *Brescia*, and shall work collaboratively to enhance the sponsorship relationship.

- (b) In case of any disagreement between *Brescia* and *The Society* relating to the sponsorship relationship, if issues are not resolved at another level, representatives of each, including those at the highest levels in the two organizations, shall meet and confer, using their best efforts to resolve any issues between them. This may include using the services of a mediator with experience in resolving issues involving disagreements between parties within the Church.
- (c) Should *The Society* and *Brescia*, after pursuing in good faith the dispute resolution process provided for above, ultimately be unable to resolve a significant issue which relates to the sponsorship responsibilities of *The Society*, either party may elect to terminate *Brescia's* relationship with *The Society*. Should this occur, *Brescia* shall either establish a new relationship with the Church or no longer be deemed to be a Catholic institution. Such resolution is to take place within one year from the date both parties are notified of the issue in question.

ARTICLE VII

MEMBERS

Section 7.1 **Members**

The Members of *The Society* shall be those duly-designated persons who serve from time to time in this position. Eligibility to serve as a Member is determined according to the criteria established by the Diocesan Bishop of London who, in collaboration with the designated members as determined in the Canonical Bylaws, appoints and may remove the Members of *The Society* who will serve a term of office as determined in the Canonical Bylaws. A Member may resign at any time. At least 75% of the Members shall be Catholics in full Communion with the Church, and at least half of the Members shall be women.

Section 7.2 **Duties of the Members**

Members of *The Society* exercise Sponsorship of *Brescia*. The Board of Trustees and administration of *Brescia* are accountable to the Society for ensuring that *Brescia* is implementing its ministry in accordance with the tradition of the Ursuline Sisters, the legislation and teachings of the Catholic Church and the advancement of Catholic education within the Diocese of London.

Section 7.3 **Meetings of the Members**

Members shall meet regularly (at least twice per year) in order to plan, promote, conduct, and supervise the activities of *The Society*. Special meetings may be called by the Chair

or by a majority of the Members. An absolute majority of the Members shall constitute a quorum for the transaction of business.

Section 7.4 Responsibilities of the Members

The responsibilities of the Members shall include, without limitation, the following:

- a. To define and authenticate the philosophy and mission of *The Society*;
- b. To approve any fundamental change in apostolate within *The Society*;
- c. To approve any alienation of temporal goods belonging to the stable patrimony of *The Society* proposed by the Board of Trustees of *Brescia*, subject to the applicable provisions of Canon Law;
- d. To consent to the civil Bylaws of *Brescia* and any amendments thereto;
- e. To consent to the nomination of Trustees to the Board of Trustees of *Brescia*; and
- f. To consent to the appointment of the Principal of *Brescia*.

For greater certainty, absent such consent, no such amendments or appointments shall be of any effect.

ARTICLE VIII

OFFICERS AND FINANCE COMMITTEE

Section 8.1 Officers

The governance of *The Society* is a shared responsibility. By reason of their election, Officers of *The Society* receive the trust of the Members, and exercise this trust by actively consulting with the other Members. The elected officers of *The Society*, chosen from among the Members, are the Chair, Vice–Chair, Treasurer and Secretary, and such other officers as the Members may designate. Officers shall be selected by the Members in such manner, and for such term, as determined in the Canonical Bylaws. An individual may serve in more than one office at the same time.

Section 8.2 Duties of Officers

The Chair chairs meetings of the Members, is responsible for providing overall leadership of *The Society*, and oversees the implementation of these Statutes in order to meet the purposes of *The Society*. The Chair ensures that Members are provided information needed to conduct the affairs of *The Society*.

The Vice–Chair shall be responsible, as requested by the Chair, for assisting the Chair in the fulfillment of the duties of the office.

The Treasurer shall oversee the finances of *The Society*.

The Secretary shall carry out such functions as may be assigned by the Chair.

The responsibilities and authority of the Officers shall be further delineated in the Canonical Bylaws.

Section 8.3 Finance Committee

The Members shall appoint a Finance Committee from among the Members to oversee the finances of *The Society*, especially in relation to donations received by *The Society* for a specified purpose.

ARTICLE IX

CANONICAL BYLAWS

Section 9.1 Bylaws

The Members shall adopt Canonical Bylaws consistent with these Statutes, further delineating responsibility and authority of the Members and Officers and other processes to govern the operations of *The Society*. The Canonical Bylaws are subject to the approval of the Members and the Diocesan Bishop.

ARTICLE X

ORIENTATION

Section 10.1 Orientation

The Society has the objective of providing a thorough and common foundation on which future generations of leadership, faculty, staff and volunteers can further develop the educational ministry of *Brescia* in the tradition of the Ursuline Sisters.

Essential among the responsibilities of *The Society* in its sponsorship of *Brescia* is the continuing formation of its Members and of the members of the Board of Trustees of *Brescia*.

The content of such orientation and continuing formation shall be described in the Canonical Bylaws.

ARTICLE XI

TEMPORAL GOODS

Section 11.1 Ownership of Assets

The Ursuline Sisters have alienated to *Brescia* ownership of certain assets pertaining to the civil corporation which operates *Brescia*, including the real property from which *Brescia* operates in London.

The Ursuline Sisters, Brescia and The Society may, by separate agreement, document the determination of any other rights which the Ursuline Sisters might have in such real property.

To the extent that *The Society* owns any temporal goods, such goods shall be used to further *The Society's* purpose and its sponsorship of *Brescia*, in accordance with Canon Law.

ARTICLE XII

AMENDMENT

Section 12.1 Required Majority

These Statutes may be amended by a two-thirds majority vote of the Members, subject to approval by the Diocesan Bishop.

ARTICLE XIII

DISSOLUTION AND SUPPRESSION

Section 13.1 Voluntary Dissolution and Penal Suppression

The Diocesan Bishop may dissolve *The Society* upon a two-thirds majority vote of the Members requesting dissolution.

The Diocesan Bishop may suppress *The Society* if its actions are contrary to these Statutes or to the legislation or teachings of the Church, or if *The Society* is not fulfilling its purposes as set forth in these Statutes.

Upon dissolution or suppression of *The Society*, all assets remaining after the satisfaction of any of its financial obligations shall be distributed by the Members to *Brescia*, provided that it shall at that time qualify as a charitable organization, to be used in support of Catholic education. If *Brescia* is no longer in existence and qualified as a charitable organization at the time of distribution, the Members, after consultation with the Diocesan Bishop, shall distribute such assets to one or more qualified charitable organizations in the Catholic Church to be used in support of Catholic education.

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February 26, 2020

CANONICAL BYLAWS
OF
THE MOTHER ST. ANNE LACHANCE SOCIETY

PREAMBLE

Upon the petition of the Congregational Leader and Council of Congregation of the Ursuline Sisters of the Chatham Union, Chatham, ON (= the Congregation), *The Mother St. Anne Lachance Society*, established by the Congregation, to succeed and carry on the educational ministries conducted by the Ursuline Sisters at Brescia University College, London, ON (= *Brescia*), has been granted diocesan public ministerial juridic personality by decree of the Most Rev. R. FABBRO, Bishop of London, ON, dated February 26, 2020.

Brescia is a Catholic university for women founded by the Ursuline Sisters of the Chatham Union in 1919.

ARTICLE I

Definitions

Whenever they are used in these Bylaws, the following terms have these respective meanings:

"The Mother St. Anne Lachance Society" or **"The Society"** – the ministerial public juridic person formed by the Ursuline Sisters of the Chatham Union, Chatham, ON, Canada.

"Diocesan Bishop" – the cleric appointed as diocesan bishop of the Diocese of London, Ontario, or, in case of an impeded see or vacancy, the cleric legitimately designated to replace the diocesan bishop, in accordance with the provisions of Canon Law.

"Members" – those individuals appointed to be members of *The Society*.

"Sponsorship" – to have responsibility for, and to be accountable to, a higher Church authority for (i) the development and maintenance of the mission and ministry of *Brescia*

as a Catholic entity and (ii) for ensuring that *Brescia* is operating in conformity with the legislation and teachings of the Catholic Church.

ARTICLE II

The Ministerial Public Juridic Person

Section 2.1 Name

The ministerial public juridic person shall be known as *The Mother St. Anne Lachance Society*.

Section 2.2 Office

The principal office of *The Society* shall be located in the Diocese of London, Ontario.

Section 2.3 Purposes

The purposes of *The Society* shall be as stated in its Statutes.

Section 2.4 Relationship to Civil Law

The Society carries out its activities in the secular sphere primarily through the civil law non-profit corporation known as "*Brescia University College*" and any such other civil legal entity or entities as the Members shall determine in accordance with its Statutes.

ARTICLE III

Membership

Section 3.1 Duties and Powers

The business and affairs of *The Society* shall be managed by its Members in accordance with the legislation and teachings of the Roman Catholic Church. All authority necessary or incidental to the administration of *The Society* in attaining its purposes and the stewardship of its property shall be vested in the Members, except as otherwise provided by Canon Law, by the Statutes of *The Society* or by these Bylaws. The Members and Officers of the Society shall perform their duties and responsibilities in accordance with Canon Law.

Section 3.2 Membership

The Members shall be no fewer than five (5) individuals and no more than nine (9) individuals. The Members shall be appointed by the Diocesan Bishop as described in Section 3.4.

Individuals considered for nomination as Members of *The Society* shall have an understanding of sponsorship and the role of sponsors and a deep commitment to the mission of Catholic education and Brescia.

Section 3.3 Designation of Members

At the time of its creation, *The Society* shall have not fewer than five (5) nor more than seven (7) Members who have been appointed by the Diocesan Bishop, which shall include *ex officio* the Diocesan Bishop or his designate, the Congregational Leader of the Ursuline Sisters of the Chatham Union or her designate, and the Chair of the Board of Trustees of *Brescia* or their designate. Other members shall be proposed by the three *ex officio* members for appointment by the Diocesan Bishop.

Section 3.4 Terms of Office

With the exception of the *ex officio* Members, Members shall serve three year terms, provided that the terms of first Members shall be staggered so that approximately one-third of the Members will have a term of one (1) year, one-third, two (2) years, and the remaining Members three (3) years. Members shall be eligible to serve up to three (3) successive 3-year terms, provided that a Member who has served three (3) successive 3-year terms shall again be eligible to serve if he or she is not a Member for at least one (1) year. Those initially appointed for a term shorter than three (3) years, including those who are appointed to fill vacancies, shall be eligible for reappointment to two (2) additional consecutive 3-year terms.

Section 3.5 Selection criteria

At least 75% of Members shall be Catholics in full Communion with the Catholic Church and shall be chosen on the basis of their knowledge, experience, availability, commitment to Catholic education and other qualifications that may be beneficial to *The Society*. In addition, at least half of the Members shall be women. Those Members who are other than Catholic shall agree at the time of their appointment not to promote principles which are contrary to the teachings of the Catholic Church.

Section 3.6 Orientation and Ongoing Formation

The Members shall complete an initial orientation process, the content of which shall be determined by the Diocesan Bishop in consultation with the Members. This will include the history of the ministries of the Ursuline Sisters and the Ursuline tradition, scripture, spirituality, theology, ethics, the pertinent legislation and teachings of the Church.

As appropriate, opportunities shall be provided for the ongoing formation of the Members in these same areas.

Section 3.7 Resignation

Any designate of an *ex officio* Member or any other Member may resign at any time by giving written notice to the Chair. Except as otherwise provided by these Bylaws, such resignation shall be effective upon receipt unless it is specified to be effective at some other time or upon the happening of some other event. If the Chair wishes to resign, such notice shall be given to the Vice-Chair.

Section 3.8 Vacancies

Vacancies in the Membership, however occurring, may be filled by the Diocesan Bishop after consultation with the remaining Members, or in the case of an *ex officio* position, the nominating body, and any Member so appointed shall hold office for the unexpired term of the Member replaced.

Section 3.9 Attendance Requirement

In order to assure the proper discharge of a Member's duties, each Member is expected to attend all meetings of the Members. Any Member who is absent from three (3) consecutive meetings for other than compelling reasons shall be deemed to have tendered his or her resignation, which will be effective only if accepted in writing by the Diocesan Bishop.

Section 3.10 Removal

Any Member may be removed from office at any time by the Diocesan Bishop with notice in writing to the Member if the Diocesan Bishop determines that such Member is not fulfilling his or her obligations as a member of *The Society*.

Section 3.11 Meetings and Procedural Rules.

- 1. Regular Meeting of the Members.** There shall be at least two (2) meetings of the Members each year, one of which shall be the annual meeting which shall be held

each year on the date and time determined by the Members. The annual meeting shall be for the purposes of electing officers as hereinafter provided and transacting such other business as shall be desirable.

2. **Special Meetings of the Members.** Special meetings of the Members may be called by the Chair, Vice–Chair, or, upon the written request of any two Members, by the Secretary.
3. **Notice of Meetings.** Notice of the time, date and place of all meetings of the Members shall be given to each Member, in person or by telephone or by facsimile telecommunication or other form of electronic transmission consented to by the Member to whom the notice is given, at least forty–eight hours in advance of the meeting, or by written notice mailed to his or her business or home address at least four (4) calendar days before the date of the meeting, which notice shall state generally the nature of the business to be taken up at the meeting. Such notice shall be deemed to be delivered (i) if by mail, when deposited in the Canadian mail in a sealed envelope, properly addressed, first–class postage prepaid; (ii) if by facsimile telecommunication, when directed to a number at which the Member has consented to receive notice; (iii) if by electronic mail, when directed to an electronic mail address at which the Member has consented to receive notice; and (iv) if by any other form of electronic communication consented to by the Member to whom the notice is given, when directed to the Member. Notice need not be given to any Member if a written waiver of notice, executed by him or her before or after the meeting, is filed with records of the meeting, or to any Member who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him or her. A waiver of notice of a meeting of the Members need not specify the purpose of the meeting.
4. **Place of Meetings.** Meetings of Members shall be held at the principal office of *The Society* or at such place and at such time and date as may be designated from time to time by the Members.
5. **Quorum at Meetings.** For all meetings of the Members, a quorum shall be an absolute majority of the Members then serving unless a larger number is required by Canon Law, by the Statutes of *The Society* or by these Bylaws. Less than a quorum may adjourn any meeting from time to time and the meeting may be held as adjourned without further notice.
6. **Written Resolutions of Members.** Any action required or permitted to be taken at a meeting of the Members may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the Members entitled to vote with respect to the subject matter thereof and the written consents are filed with the

records of the meetings of Members. Any consent signed by the Members shall have the same effect as a unanimous vote.

7. **Meeting by Electronic Communication.** Members may participate in and act at any meeting of the Members by means of conference telephone or similar communications equipment if all persons participating in the meeting can hear one another simultaneously. Participation by such means shall constitute presence in person at such meeting.
8. **Voting.** At any meeting of the Members at which a quorum is present, a majority of the Members present may take any action on behalf of the Membership, except to the extent that a larger number is required by Canon Law, by the Statutes of *The Society* or by these Bylaws. Each Member, including *ex officio* Members and the Chair, shall be entitled to cast one vote on all matters presented to the Membership for its approval and the Chair shall not have a second or tie-casting vote.
9. **Compensation of Members.** Members shall receive no compensation for their services as such, but may be reimbursed for expenses of attendance at meetings or when on other business of *The Society*.

ARTICLE IV

OFFICERS

Section 4.1 **Officers**

The Officers of *The Society* shall include a Chair, a Vice-Chair, a Treasurer, and a Secretary, and such other officers as the Members may determine.

Section 4.2 **Election**

The Officers shall be elected by the Members, and shall hold office for a period of one year until the next annual meeting of the Members and until their successors shall have been duly elected and qualified. The Chair may be elected for a total of three consecutive, one-year terms and shall become eligible for re-election to that office after the passage of one year thereafter.

Section 4.3 **Duties of the Chair**

The Chair is the direct executive representative of the Members in management of *The Society* and has all the duties and authority which such position would customarily require, including the responsibility for providing overall leadership of *The Society* and for

ensuring the implementation of the Statutes in order to meet its purposes. The Chair presides at all the meetings of the Members, recommends to them the creation of committees and the designation of Members to serve on such committees, as well as exercising all other duties assigned under these Bylaws or by resolution of the Members.

Section 4.4 Duties of the Vice–Chair

The Vice–Chair shall assist the Chair and act on the Chair’s behalf in a case of absence or inability to act. The Vice–Chair also shall perform such other duties as shall be assigned by the Members or Chair from time to time. Service as the Vice–Chair shall not be a condition precedent to service as the Chair, and the Vice–Chair shall not automatically succeed the Chair.

Section 4.5 Duties of the Treasurer

Subject to the direction and supervision of the Members, the Treasurer shall have general charge of the financial concerns of *The Society*. Acting with the Members, the Treasurer shall ensure that a true and accurate accounting of the financial transactions of *The Society* is made periodically and that reports of such transactions are presented to the Members.

Section 4.6 Duties of the Secretary

The Secretary shall act as secretary of *The Society* and the Members. The Secretary shall send or cause to be sent appropriate notices or waivers of notice regarding meetings of the Members; shall prepare or cause to be prepared an agenda and other materials for all meetings of the Members; shall act as official custodian of all records, reports and minutes of *The Society*, the Members and committees; shall be responsible for the keeping and reporting of adequate records of all meetings of the Members; and shall perform such other duties as are customarily performed by or required of secretaries.

ARTICLE V

FINANCE COMMITTEE

Section 5.1 Finance Committee

The Members shall appoint a Finance Committee from among the Members which shall be responsible for overseeing the finances of *The Society*. The Treasurer shall be the chair of the Finance Committee and shall report regularly to the Members at meetings of the Members regarding the finances and related matters.

ARTICLE VI

REVIEW AND AMENDMENT OF BYLAWS

Section 6.1 Review and Amendment of Bylaws

These Bylaws shall be reviewed in their totality for currency and completeness from time to time, or at least every four years, by the Members or a committee appointed for this purpose, and the results of this review shall be documented in the records of *The Society*. The Membership shall have the power to make, amend and repeal these Bylaws, by vote of two-thirds of the Members then in office, subject to the approval of the Diocesan Bishop.

ARTICLE VII

APPROVAL OF BYLAWS

Section 8.1 Approval of Bylaws

These Bylaws were approved by the Members of *The Mother St. Anne Lachance Society* on February 26, 2020 and by the Bishop of London on February 26, 2020.

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