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Judgment: approved by the Court for handing down  
(subject to editorial corrections)\*

Delivered: 08/04/2014

IN THE HIGH COURT OF JUSTICE IN NORTHERN IRELAND

QUEEN'S BENCH DIVISION (COMMERCIAL)

BRIAN HOOD and STEWART HOOD

Plaintiffs

v

JOHN DUNLOP

as the Provincial Grand Master of the Provincial Grand Lodge  
of Free and Accepted Masons of Antrim

and

BARRY LYONS

as the Grand Secretary of the Grand lodge  
of Free and Accepted Masons of Ireland

Defendants

**WEATHERUP J**

[1] The plaintiffs claim a declaration that the defendants are in breach of contract in suspending the plaintiffs from membership of the Masonic Order and further seek damages and repayment of the 2009 membership fees. Mr Orr QC and Mr Girvan appeared for the plaintiffs and Mr Good QC and Mr Henry appeared for the defendants.

[2] The plaintiffs are members of the Provincial Grand Lodge of Antrim. The relevant By-Laws of the Province of Antrim were confirmed by the Grand Lodge Board of General Purposes and issued on 17 May 2007. The overall authority for the Masonic Order is the Grand Lodge of Ireland and the relevant rules of the organisation are the Laws and Regulations of the Grand Lodge issued in 2003.

*The Laws and Regulations of the Grand Lodge of Ireland.*

[3] Law 16 provides that all differences amongst Lodges or brethren which cannot be adjusted by a Provincial Board of General Purposes or the Provincial Grand Lodge shall be decided by the Grand Lodge. Any brother aggrieved by such decision may at any time within 6 months apply to the Grand Lodge for a rehearing of the case.

[4] Law 35 provides that if a charge involving suspension or expulsion is brought against any brother either by a Lodge or a brother or by the Supreme Grand Royal Arch Chapter of Ireland such charge shall be in writing and shall, if the brother charged belongs to, or has belonged to a Lodge meeting in a Masonic Province, be referred directly to the Board of General Purposes of such Province.

Such charge shall be sent to the Provincial Grand Secretary and shall as soon as practicable be brought before the Board of General Purposes of the Province and at the same time a copy of the charge shall be forwarded to the Grand Secretary's office.

If on consideration of the charge the Board of General Purposes of the Province find a prima facie case they shall serve on the brother charged a summons to appear before the Provincial Board of General Purposes or any committee thereof to answer the charge.

The Provincial Board of General Purposes or the committee shall hear and investigate the charge and shall report to the Grand Lodge Board of General Purposes on whether the charge has been proved, what penalty should be inflicted by Grand Lodge and any facts and circumstances it is necessary or desirable to bring forward.

The report shall be considered by Grand Lodge Board of General Purposes under Law 67 and submitted to Grand Lodge, which shall punish reprimand or acquit the brother charged as they think fit.

The Grand Master or his Deputy or his Assistant may, if he thinks fit, in the case of any brother charged with an offence involving expulsion or suspension, prohibit temporarily such a brother from attendance at his own or any other Lodge under the Irish Constitution pending investigation of the charge.

Any brother aggrieved by any such decision of the Grand Lodge may at any time within 6 months apply to the Grand Lodge for a rehearing of the case as provided by Law 16.

[5] Law 67 provides that the duties of the Grand Lodge Board are to investigate all subjects of Masonic complaint or irregularity which may have been set forward

by Provincial Grand Lodges, to examine all applications, memorials and petitions to the Grand Lodge and decide thereon and in cases involving the suspension or expulsion of a brother to report thereon to the Grand Lodge for its decision.

*The By-laws of the Provincial Grand Lodge.*

[6] The By-laws of the Province of Antrim section C deals with the standing committees and by-law 31 provides that officials of the Province shall form a panel from which the Provincial Grand Master or his Deputy may select and summon not fewer than 6 members to act as a committee for purposes that include the exercise of all the powers and functions of the Provincial Grand Lodge or the Board of General Purposes under Grand Lodge Law 35 in relation to charges involving the suspension or expulsion of a brother.

[7] Section D of the By-laws deals with the Board of General Purposes and by-Law 38 provides that the Board shall have power to appoint committees to deal with any matters which the Board may remit to them and that in cases which the Provincial Grand Master or his Deputy deem to be emergencies, he shall have the power to remit such cases to the Standing Committee without first bringing them before the Board.

*Procedure for charges involving suspension.*

[8] In the present cases the plaintiffs were charged with unmasonic conduct, a matter involving suspension or expulsion. Under Law 35 a charge involving suspension or expulsion brought against a member of a lodge in a Province would be dealt with as follows:

(i) The charge is sent to the Provincial Grand Secretary as soon as practicable and brought before the Board of General Purposes of the Province, with a copy being sent to the Grand Secretary.

(ii) The Board of General Purposes of the Province decides if there is a prima facie case.

(iii) If there is found to be a prima facie case, the Provincial Board serves a summons on the member to attend before the Provincial Board or a committee, which then investigates the charge and reports to the Grand Lodge Board of General Purposes on the finding and the penalty and other facts and circumstances.

(iv) The report laid before the Board of General Purposes of Grand Lodge is investigated under Law 67 and the report submitted to Grand Lodge for decision whether to impose punishment, to reprimand or to acquit.

- (v) The member may apply to the Grand Lodge for a rehearing under Law 16.

*The handling of the charges against the plaintiffs.*

[9] In the present case charges involving expulsion and suspension arose when charges of un-masonic conduct were laid against the plaintiffs. Earlier charges against the plaintiffs were considered at a meeting on 18 March 2009 of the Board of General Purposes of the Province but that matter was rescinded on 30 March 2009. I therefore propose to leave behind any issue relating to the earlier charges.

[10] On 30 March 2009 charges were preferred in pursuance of Law 35 against the plaintiffs. They were stated to be that in correspondence during the recent past the plaintiffs had made remarks of a discourteous and disparaging and offensive nature against the Provincial Grand Master of Antrim and senior officers of the Provincial Grand Lodge of Antrim unbecoming of a Freemason and further had circulated correspondence to brethren to be used in Lodges criticising the decisions of the Provincial Grand Lodge Board of General Purposes of Antrim. The charges were preferred against both plaintiffs and were signed by seven Provincial officials, being the Deputy Grand Master, three Assistant Grand Masters, the Grand Treasurer, the Grand Registrar and the Assistant Grand Secretary, all of Antrim Province.

[11] A summons was issued on 31 March 2009 to members of the Provincial Grand Lodge Standing Committee to attend a meeting to address the charges of un-masonic conduct against the plaintiffs.

[12] The plaintiffs received letters on 6 April 2009 from the second defendant, as Grand Secretary, in which it was stated that "Pending investigation of the charges against you the Deputy Grand Master has decided to prohibit you temporarily from attendance at your own or any other Lodge under the Irish Constitution pursuant to Grand Lodge Law 35."

[13] At a meeting of the Province's Standing Committee on 7 April 2009 the charges were considered. It was agreed that the plaintiffs had a case to answer. The motion was passed unanimously that in consideration of the demands of natural justice the Standing Committee could take no further action and therefore the matter was to be passed to Grand Lodge for further action. The demands of natural justice related to concerns about the close connection between the members who complained about the plaintiffs, the nature of the complaints, the officials of the Provincial Grand Lodge and the membership of the Standing Committee.

[14] It will be noted that the step proposed by the Standing Committee of passing the matter to Grand Lodge did not accord with the wording of Law 35 which provided for the issue, by the Provincial Board, of a summons to the plaintiffs to attend a hearing within the Province. In this instance, the Standing Committee, relying on the demands of natural justice, referred the charges directly to the Grand

Lodge for further action. Notice to that effect was forwarded to the Grand Lodge on 8 April 2009 by the Provincial Assistant Grand Master of Antrim and the matter was stated to have been referred under Law 16.

[15] On 30 April 2009 the plaintiffs brought charges of unmasonic conduct against certain officials of Antrim Province. The letter accompanying those charges stated that it was not considered that the charges could be dealt with within the Province of Antrim and asked that the matter be placed before the next meeting of the Grand Lodge Board of General Purposes in May 2009.

[16] On 5 May 2009 the plaintiffs appealed against the imposition of the temporary prohibition on attendance at Lodges. An email dated 8 May 2009 stated that it had been announced that the prohibition had been rescinded in all the branches of the Order but the Craft. That prohibition having been rescinded I propose to leave behind the issue of the prohibition.

[17] A Grand Lodge sub-committee met on 26 June 2009 to consider both the charges of unmasonic conduct against the plaintiffs and the charges of unmasonic conduct made by the plaintiffs against the Provincial officials. The meeting was adjourned into July 2009. The minutes record that one of those present questioned the sub-committee's function in the light of threatened legal action from the plaintiffs' solicitors and asked whether the sub-committee should hold itself in abeyance while legal action was pending. The Grand Registrar believed this to be a valid point. The Chairman concurred. The matter was put back to 15 July when the meeting of the sub-committee reconvened. It was then noted in the minutes that the Chairman believed that the sub-committee should wait until the Grand Secretary had heard from the solicitors involved before it proceeded to the hearing. Thus the involvement of solicitors and the threat of legal proceedings led to deferred consideration of both sets of charges by the sub-committee. There then followed over the summer of 2009 exchanges between the plaintiffs and the Grand Lodge in relation to the charges. The Writ of Summons in this action was issued in September 2009.

[18] On 27 October 2009, the Grand Lodge sub-committee issued a summons to the plaintiffs to attend a hearing of the charges on 7 November 2009. It was stated that the sub-committee would proceed to hear and investigate the charges and report thereon pursuant to Law 35. The hearing proceeded and the sub-committee prepared a report dated 1 December 2009. The sub-committee found the plaintiffs had engaged in unmasonic conduct and made recommendations for the suspension of the plaintiffs. The report was sent to the Board of General Purposes and on 3 December 2009 the Board accepted the report and recommended it to Grand Lodge.

[19] The matter came to the Grand Lodge on 28 December 2009. The Grand Lodge decided that the second plaintiff should be suspended for 18 months and the first plaintiff should be suspended for 15 months. Other findings were made in respect

of other matters. Official notice of the determinations was forwarded to the plaintiffs on 7 January 2010.

[20] An appeal was lodged by the plaintiffs in pursuance of Law 16. The appeal did not come on for rehearing until 2013. In May 2013 the sub-committee submitted a further report under Law 35 that the charges of unmasonic conduct had been established against the plaintiffs. On this occasion the proposal was that the plaintiffs be suspended during the pleasure of Grand Lodge. That report was forwarded to the Grand Lodge Board of General Purposes on 29 May 2013. The Board adopted the sub-committee report and forwarded the same to Grand Lodge. Grand Lodge received the report on 5 October 2013 and the recommendations were accepted. Hence, the plaintiffs were suspended during the pleasure of Grand Lodge.

*The legal position on the suspension of members from clubs.*

[21] It was agreed by Counsel for the parties that the legal position between the plaintiffs and the defendants reflected that applying to the suspension by an unincorporated club of one of its members. The law in relation to suspension from clubs I summarise as follows:

(i) First of all, the members of the club are governed by a contract between the members, which may be expressed or implied. The terms of the contract are to be found in the rules of the club. The members cannot take action that is not provided for under the rules. Thus, a club governed by rules prescribing the amount of the annual subscription but not containing any provision for the amendment or alteration thereof cannot by a resolution passed by a majority of the members present at the general meeting raise the amount of the subscription so as to bind existing members and the Court will interfere by injunction to restrain the expulsion of a dissident member for refusing to pay the increased subscription - Harrington and Sandals [1903] 1 Ch 921.

(ii) Secondly, there is no inherent power to expel a member of a club but a member may be expelled if the rules so provide and the power of expulsion is exercised in conformity with the rules. Thus, where a member was expelled from a club for disorderly conduct but the process was not undertaken in accordance with the rules the Court intervened - Murphy v Synnott [1925] NI 14.

(iii) Thirdly, the Court will not interfere against the decision of the members of a club professing to act under its rules unless it can be shown either that the rules are contrary to natural justice or that what has been done is contrary to the rules or that there has been mala fides in arriving at the decision. Thus, where the rules of the club provided that the committee could recommend that a member should resign for conduct injurious to the character and interests of the club and if he refused to resign a general

meeting could expel the member, the Court refused to intervene when an expulsion was in accordance with the rules and not in breach of natural justice or mala fides - Dawkins v Antrobus [1879] Ch 615.

(iv) Fourthly, a power of expulsion from a club is of a quasi-judicial nature and must be exercised so as to adhere to the rules of natural justice. Thus, where a member was convicted of an offence warranting expulsion but he had not been given notice of the intention to proceed against him and afforded an opportunity to be heard the Court intervened - Fisher and Keane [1878] Ch 353.

*The application of the rules of the club and the requirements of natural justice.*

[22] There are two themes in the applicable legal position. A Court will restrain expulsion or suspension of a member of a club if the rules of the club are not observed in relation to such expulsion or suspension. A Court will require any power granted by the rules to expel or suspend a member to be exercised in accordance with natural justice or, as it might now be described, procedural fairness, which includes a fair hearing and the absence of any actual or perceived bias by the decision makers.

[23] It is apparent in the present case that literal compliance with Law 35 would have resulted in an investigation of the charges against the plaintiffs by members of the Province of Antrim. Had such a procedure been applied in the circumstances it would have created a tension between the two themes referred to above, namely the provision in Law 35 for an investigation in the Province of Antrim and the requirements of procedural fairness that actual or perceived bias by the decision makers be avoided.

[24] The Province sought to adapt the rules for the examination of the charges in order to meet the circumstances of the case. Having found a prima facie case against the plaintiffs, the Province, rather than issuing a summons to the plaintiffs to attend an investigation of the complaints against the plaintiffs within the Province, referred the matter to the Grand Lodge. A summons was then issued to the plaintiffs at Grand Lodge level for the plaintiffs to appear before a committee of Grand Lodge. The reason for this approach was stated to be procedural fairness or, as the minutes of the meeting indicated, "in consideration of the demands of natural justice".

*The plaintiffs' complaints of breach of contract.*

[25] The plaintiffs claim a declaration of breach of contract and damages in relation to the plaintiffs' suspension. There are a number of complaints about the process on the basis of which the plaintiffs contend that they should obtain the declaration. Consideration will be given to the plaintiffs' complaints under six headings.

(i) - notice of the charges to the plaintiffs

[26] The plaintiffs complain that they were not informed of the charges or of the meeting to decide on a prima facie case. The rules do not provide for notice of the charges to be given to the plaintiffs before the meeting to decide on a prima facie case. The rules provide for a prima facie hearing and thereafter a summons to the person against whom the charge has been made to attend the hearing and investigation of the charge.

[27] Notice of the charges was received by the plaintiffs on 6 April 2009 when the Grand Secretary issued the prohibition notice. The notice of the charges was incidental to notice of the prohibition. The letter referred to the charges of “unmasonic conduct” but did not provide particulars. Nor was notice given to the plaintiffs of the holding of the meeting on 7 April 2009 to consider the charges and at which it was to be considered whether there was a prima facie case.

[28] Thus there was no breach of the rules by the absence of notice of the charges or the particulars of charges in advance of the meeting to decide on a prima facie case or the absence of notice of the meeting. However it is necessary to consider whether the absence of such notice amounted to procedural unfairness. The disciplinary scheme is based on a preliminary meeting held to determine if a complaint should be investigated and without the involvement of the person concerned unless and until there is an investigation hearing. This is not a criminal process and the Court will not seek to impose equivalent procedures save to the extent that procedural fairness in the disciplinary process requires. Nor should the Court devise a disciplinary process but rather determine if the process adopted complies with procedural fairness. As the process provided that the plaintiffs were to be given notice of the charges and the particulars of charges in advance of the hearing of the charges and were to have the opportunity to attend that hearing to present their responses to the charges I am satisfied that the disciplinary process was not procedurally unfair. I will consider below whether the actual notice in the present case was delayed to such an extent as to amount to procedural unfairness. However it would be desirable that notice of charges and of the particulars be given to the member concerned when the charges are received by the Province and notified to the Grand Lodge.

[29] A related complaint concerns the delay until October 2009 in giving the particulars of the charges to the plaintiffs. The particulars were notified prior to the hearing conducted by the sub-committee of Grand Lodge. Undoubtedly, there was a delay in furnishing the particulars. As stated above it would be desirable if the charges and the particulars were notified to the party concerned once received. The charges were referred to the Grand Lodge in April 2009 and the summons to the plaintiffs to attend the sub-committee meeting was not issued until October 2009. The hearing took place in November and the decisions were made in December 2009. The delay in giving notice of the particulars was part of the overall delay in progressing the hearing of the charges. The reasons for this delay were, in the first



place, concerns about the threat of legal action which had been made by the plaintiffs' solicitors and the sub-committee awaiting responses from solicitors. Secondly, in correspondence there were exchanges between the plaintiffs and the Grand Lodge in relation to the composition of the sub-committee and the procedures that would be adopted in relation to the hearing that would eventually take place. The reasons for the delay in the hearing were reasonable in the circumstances. That need not have occasioned any delay in furnishing the particulars of the charges at an earlier date. However, I am satisfied that in the event sufficient notice was given prior to the hearing of the charges in November 2009 as the delay did not impact on the plaintiffs' capacity to deal with the charges. Accordingly, I am satisfied that there was no procedural unfairness to the plaintiffs as a result of the delay (that need not have occurred) in the notice of the particulars of the charges being given to the plaintiffs.

[30] I am satisfied that neither the absence of notice of the particulars of the charges in advance of the meeting of the Standing Committee or the delay in furnishing the particulars to October 2009 resulted in procedural unfairness to the plaintiffs as the particulars were given in sufficient time prior to the substantive hearing of the charges against the plaintiffs. Accordingly I am satisfied that the handling of the notice of the charges to the plaintiffs did not amount to a breach of contract.

(ii) – the role of the Standing Committee

[31] A further complaint concerns the prima facie meeting on 7 April 2009 which the plaintiffs contend should have been conducted by the Board of General Purposes of the Province and not by the Standing Committee. Law 35 provides for the prima facie case being determined by the Board of General Purposes of the Province. However, the power to decide on the issue of a prima facie case was vested in the Standing Committee under By-Law 31. I am satisfied that it was appropriate that the decision taken on the prima facie case was made by the Standing Committee that took that decision on 7 April 2009.

(iii) – referral of the charges to the Grand Lodge

[32] The third area of complaint concerns the referral of the charges to the Grand Lodge for investigation. The rules provide for investigation of charges by the Board of General Purposes of the Province. The Standing Committee invoked the rules of natural justice in that the members who made the charges against the plaintiffs were seven of the officers of the Province. If the matter had been investigated by the Province then I perceive that there would have been grounds for complaint of a breach of the rules of procedural fairness on the basis of actual bias and the perception of bias.

[33] The plaintiffs contend that a Board of General Purposes of the Province, comprised of members who were not complainants against the plaintiffs or

complained about by the plaintiffs, could have been constituted to conduct the investigation. The Board of General Purposes of the Province comprises the officials specified in the By-laws and a representative of each of the Lodges making up the Province. Without having received evidence as to the number of Lodges in the Province of Antrim I assume that there would have been sufficient Lodges that such representatives could have formed a committee of the Board to which the Board could have remitted the investigation of the charges under By-law 38. However one cannot be unmindful of the fact that the complainants against the plaintiffs were all officials of the Province and the subject of the charges concerned allegations about the plaintiffs' conduct towards officials of the Province. Further, an underlying issue that had given rise to difficulties in the Province concerned the plaintiffs' criticisms of the manner in which members of the Province had dealt with certain property owned by the Province. It must be considered almost inevitable, in all of the circumstances where the seven officers of the Province had complained about the plaintiffs, that an investigation within the Province would have led to objections based on actual bias and perceived bias.

[34] Was there power under the rules to refer the charges directly to the Grand Lodge? The correspondence stated that the charges were referred to Grand Lodge under Law 16. I am satisfied that the referral to Grand Lodge had to be under Law 16 as there had been no investigation and report by the Province under Law 35 and thus the reference to the Grand Lodge could not have been made under Law 35. Further I am satisfied that the Province had power to refer the charges to Grand Lodge under Law 16. The Laws do not prevent a charge involving suspension or expulsion to which Law 35 applied also being treated as a difference amongst brethren to be referred to the Grand Lodge under Law 16.

[35] The alternatives for the Standing Committee were to proceed with an investigation and hearing of the charges by the Standing Committee or to refer the charges back to the Board of the Province which might have conducted the investigation or selected a committee within the Province to which it remitted the investigation. I am satisfied that the Board of General Purposes of the Province or a committee could have been convened without any of the seven complainants in attendance but in effect there was civil war in the Province and I am satisfied that it was prudent not to do so in the circumstances. The prudent course was to refer the matter to the Grand Lodge.

[36] A further reason that it was prudent was that when the plaintiffs themselves raised their complaints on 30 April 2009 the plaintiffs recognised the difficulties created by their complaints being examined within the Province and they asked for their complaints to be referred to Grand Lodge. That seems to me to have been the correct and prudent course for the plaintiffs to adopt. In the event both sets of complaints were heard together outside the Province.

[37] Had the Province proceeded to investigate the complaints I believe there would have been reasonable grounds for objection. All complaints needed to be

investigated outside the Province. The rules must operate in compliance with the requirements of procedural fairness. Procedural fairness in the circumstances of the present case required an investigation of complaints outside the Province. The charges required to proceed to the Grand Lodge for investigation in the circumstances. The complaints could only go to the Grand Lodge once it was concluded, as it had to be, that the Province was not the appropriate forum.

[38] Accordingly, insofar as there is a complaint about the referral for investigation being made to Grand Lodge, rather than being conducted by the Province, I am satisfied that the direct referral to Grand Lodge was made under Law 16 and did not constitute a breach of the rules and did not amount to a breach of contract. On the contrary I am satisfied that it was a required step in order to avoid a breach of the rules of natural justice.

(iv) - the investigation of the charges by the Grand lodge

[39] The next complaint concerns the basis on which the charges were investigated at the Grand Lodge. While the referral of the charges to the Grand Lodge was made under law 16 the summons issued on 27 October 2009 referred to the hearing and a report under Law 35. This applied to both the charges by the plaintiffs and the charges against the plaintiffs. The plaintiffs complain about confusion in relation to the procedures referred to by the Grand Lodge when the charges left the Province and were investigated by the Grand Lodge. Law 35 provides for a Provincial Board summons for a hearing and then a report by the Province to the Grand Lodge. There was *referral* to Grand Lodge made under Law 16, which I am satisfied was the appropriate route in the circumstances to transfer the charges from the Province to the Grand Lodge. However the process of *investigation* of the charges and the preparation of a report and the determination of the charges was in effect a process under Law 35.

[40] A sub-committee of the Grand Lodge Board in effect acted in place of a committee of the Provincial Board, a step I have found to be essential to preserve the demands of procedural fairness. While the matter was referred to the Grand Lodge under Law 16 the issue that arises is whether the investigation was undertaken at Grand Lodge level under Law 16 or Law 35. Law 16 does not set out the procedures to be applied, as is the case with Law 35. The Grand Lodge may apply such procedures as it considers appropriate, subject to procedural fairness. In the event the Grand Lodge applied the procedures that would have operated on a referral under law 35. That was something the Grand Lodge was entitled to do. In the alternative, the investigation by the Grand Lodge may be regarded as being conducted under Law 35. A referral of the charges under Law 16 does not preclude an investigation of the charges under law 35. Indeed the rules provide that, whether the Grand Lodge decides a matter under Law 16 or Law 35, a rehearing of the decision of the Grand Lodge is provided for under Law 16. Accordingly I am satisfied that the references made to the interaction of Law 16 and Law 35 do not amount to a breach of contract.

(v) – the intervention of a Grievance Committee

[41] There was a complaint by the plaintiffs about the intervention of what was called a ‘Grievance Committee’. The plaintiffs complain of unauthorised intervention by an entity which is not provided for within the rules. Had some such unauthorised entity intervened in the process that would have amounted to a significant irregularity. I am satisfied that this did not happen. A sub-committee of the Grand Lodge Board of General Purposes heard the charges. The Grand Lodge Board then considered the matter under Law 67. The Grand Lodge itself then made the determinations. Those steps were in accordance with the procedures applied by the Grand Lodge under the rules once the charges reached the national level. That an official might have described one of the committees as a ‘Grievance Committee’ must have been a shorthand description and a misleading shorthand description. Having considered the minutes of the meetings and the correspondence and having heard the evidence it is apparent that there was no unauthorised intervening committee.

(vi) – The period of suspension

[42] Lastly there is a complaint that there was a change to the period of suspension of the first plaintiff, Brian Hood, from that recommended at 12 months to one of 15 months imposed by the Grand Lodge. The sub-committee recommended 12 months, the Board approved 12 months and the Grand Lodge substituted 15 months without explanation. The earlier reports contain recommendations and it is the Grand Lodge that makes the decision. Had the matter ended there and in the absence of an explanation for the change, I would have substituted 12 months as the appropriate period of suspension. However, the change occurred in the initial process and events were overtaken by the rehearing on appeal. The appeal decision reached a different conclusion, as it was entitled to do, and new suspensions were imposed in 2013.

[43] I am not satisfied that the plaintiffs have established any breach of contract. I find for the defendants.