

  
 CAROL PREST

*SOCIETIES ACT*

**BYLAWS  
 OF  
 TEMPLE SHOLOM**

**TABLE OF CONTENTS**

<b>1.</b>	<b>INTERPRETATION .....</b>	<b>1</b>
1.1	Definitions .....	1
1.2	<i>Societies Act</i> Definitions .....	4
1.3	Location .....	4
1.4	Plural and Singular Forms .....	4
<b>2.</b>	<b>MEMBERSHIP .....</b>	<b>4</b>
2.1	Admission to Membership .....	4
2.2	Eligibility for Membership .....	4
2.3	Transition of Membership .....	5
2.4	Membership Coordinator .....	5
2.5	Application for Membership .....	5
2.6	Reviewing and Acceptance of Application .....	5
2.7	Membership not Transferable .....	5
2.8	Cessation of Membership .....	5
2.9	Re-application for Membership .....	6
<b>3.</b>	<b>MEMBERSHIP RIGHTS AND OBLIGATIONS .....</b>	<b>6</b>
3.1	Rights of Membership .....	6
3.2	Member Not in Good Standing .....	7
3.3	Annual Financial Commitment, Assessments and other Fees .....	7
3.4	Standing of Members .....	7
3.5	Compliance with Constitution, Bylaws and Policies .....	8
3.6	Expulsion or Suspension of a Member .....	8
<b>4.</b>	<b>MEETINGS OF MEMBERS .....</b>	<b>8</b>
4.1	Time and Place of General Meetings .....	8
4.2	Annual General Meetings .....	8
4.3	Extraordinary General Meeting .....	8
4.4	Calling of Extraordinary General Meeting .....	9
4.5	Notice of General Meeting .....	9
4.6	Contents of Notice .....	9
4.7	Omission of Notice .....	9
<b>5.</b>	<b>PROCEEDINGS AT GENERAL MEETINGS .....</b>	<b>9</b>
5.1	Business Required at Annual General Meeting .....	9
5.2	Attendance at General Meetings .....	10
5.3	Requirement of Quorum .....	10
5.4	Quorum .....	10
5.5	Lack of Quorum .....	10
5.6	Chair .....	10
5.7	Chair to Determine Procedure .....	11
5.8	Adjournment .....	11
5.9	Notice of Adjournment .....	11
5.10	Minutes of General Meetings .....	11

<b>6.</b>	<b>VOTING BY MEMBERS</b> .....	<b>11</b>
6.1	Ordinary Resolution Sufficient .....	11
6.2	Entitlement to Vote .....	11
6.3	Voting Methods .....	11
6.4	Voting by Chair .....	12
6.5	Voting by Proxy .....	12
<b>7.</b>	<b>DIRECTORS</b> .....	<b>12</b>
7.1	Management of Property and Affairs .....	12
7.2	Qualifications of Directors .....	12
7.3	Composition of Board .....	12
7.4	Invalidation of Acts.....	13
7.5	Transition of Directors' Terms.....	13
7.6	Immediate Past President.....	13
7.7	Terms of Directors .....	13
7.8	Consecutive Terms and Term Limits .....	14
7.9	Extension of Term to Maintain Minimum Number of Directors .....	14
7.10	Appointment to fill Vacancy .....	14
7.11	Removal of Director .....	14
7.12	Ceasing to be a Director .....	15
<b>8.</b>	<b>NOMINATION AND ELECTION OF DIRECTORS</b> .....	<b>15</b>
8.1	Nomination of Directors .....	15
8.2	Elections Generally .....	15
8.3	Election at Annual General Meeting .....	15
8.4	Election by Acclamation.....	16
8.5	Election by Secret Ballot.....	16
8.6	Nomination and Election Policies .....	16
<b>9.</b>	<b>POWERS AND RESPONSIBILITIES OF THE BOARD</b> .....	<b>16</b>
9.1	Powers of Directors .....	16
9.2	Duties of Directors .....	17
9.3	Policies and Procedures .....	17
9.4	Remuneration of Directors and Officers and Reimbursement of Expenses .....	17
9.5	Investment of Property and Standard of Care .....	17
9.6	Investment Advice .....	18
9.7	Delegation of Investment Authority to Agent .....	18
<b>10.</b>	<b>PROCEEDINGS OF THE BOARD</b> .....	<b>18</b>
10.1	Board Meetings.....	18
10.2	Regular Meetings.....	18
10.3	Ad Hoc Meetings .....	18
10.4	Notice of Board Meetings .....	18
10.5	Attendance at Board Meetings .....	19
10.6	Participation by Electronic Means.....	19
10.7	Quorum.....	19
10.8	Director Conflict of Interest .....	19
10.9	Chair of Meetings.....	20
10.10	Alternate Chair.....	20
10.11	Chair to Determine Procedure .....	20
10.12	Minutes of Board Meetings .....	20
<b>11.</b>	<b>DECISION MAKING AT BOARD MEETINGS</b> .....	<b>20</b>

11.1	Passing Resolutions and Motions.....	20
11.2	Resolution in Writing.....	20
11.3	Entitlement to Vote.....	20
11.4	Procedure for Voting.....	21
11.5	Equality of Votes.....	21
<b>12.</b>	<b>OFFICERS.....</b>	<b>21</b>
12.1	Officers.....	21
12.2	Duties of President.....	21
12.3	Duties of the Vice-Presidents.....	21
12.4	Duties of Secretary.....	22
12.5	Duties of Treasurer.....	22
12.6	Absence of Secretary at Meeting.....	22
12.7	Combination of Offices of Secretary and Treasurer.....	22
<b>13.</b>	<b>INDEMNIFICATION.....</b>	<b>22</b>
13.1	Indemnification of Directors and Eligible Parties.....	22
13.2	Purchase of Insurance.....	23
<b>14.</b>	<b>COMMITTEES.....</b>	<b>23</b>
14.1	Creation And Delegation To Committees.....	23
14.2	Standing and Special Committees.....	23
14.3	Terms of Reference.....	23
14.4	Meetings.....	24
<b>15.</b>	<b>RABBIS.....</b>	<b>24</b>
15.1	Rules for Selection of Senior Rabbi and Other Rabbis.....	24
15.2	Role of Senior Rabbi.....	24
15.3	Selection and Election of Senior Rabbi.....	24
15.4	Re-election of Senior Rabbi.....	24
15.5	Selection, Election and Re-election of Other Rabbis.....	24
<b>16.</b>	<b>EXECUTION OF INSTRUMENTS.....</b>	<b>24</b>
16.1	Seal.....	24
16.2	Execution of Instruments.....	25
16.3	Signing Officers.....	25
<b>17.</b>	<b>FINANCIAL MATTERS AND REPORTING.....</b>	<b>25</b>
17.1	Fiscal Year.....	25
17.2	Accounting Records.....	25
17.3	Borrowing Powers.....	25
17.4	Restrictions on Borrowing Powers.....	25
17.5	When Audit Required.....	25
17.6	Appointment of Auditor at Annual General Meeting.....	26
17.7	Vacancy in Auditor.....	26
17.8	Removal of Auditor.....	26
17.9	Notice of Appointment.....	26
17.10	Auditor's Report.....	26
17.11	Participation in General Meetings.....	26
<b>18.</b>	<b>NOTICE GENERALLY.....</b>	<b>27</b>
18.1	Method of Giving Notice.....	27

18.2	When Notice Deemed to have been Received .....	27
18.3	Days to be Counted in Notice .....	27
18.4	Dissolution .....	27
18.5	No Distribution of Income to Members .....	27
18.6	Inspection of Documents and Records .....	28
18.7	Affiliation with URJ .....	28
18.8	Right to become Member of other Society .....	29
<b>19.</b>	<b>BYLAWS</b> .....	<b>29</b>
19.1	Entitlement of Members to copy of Constitution and Bylaws .....	29
19.2	Special Resolution required to Alter Bylaws .....	29
19.3	Effective Date of Alteration .....	29

**BYLAWS  
OF  
TEMPLE SHOLOM**

**1. INTERPRETATION**

**1.1 Definitions**

In these Bylaws and the Constitution of the Society, unless the context otherwise requires:

- (a) **“Act”** means the *Societies Act*, S.B.C. 2015, c. 18, as amended from time to time, and includes any successor legislation thereto;
- (b) **“Address of the Society”** means the registered office address of the Society on record from time to time with the Registrar;
- (c) **“Address of the Synagogue”** means 7190 Oak Street, Vancouver, British Columbia or such other place as the Directors may designate by Board Resolution from time to time;
- (d) **“Affiliate Group”** means any organization designated by the Board by Board Resolution, from time to time.
- (e) **“Board”** means the Directors acting as authorized by the Act, the Constitution and these Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
- (f) **“Board Resolution”** means:
  - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter:
    - (A) in person at a duly constituted meeting of the Board,
    - (B) by Electronic Means in accordance with these Bylaws, or
    - (C) by combined total of the votes cast in person and by Electronic Means; or
  - (2) a resolution that has been submitted to all Directors and consented to in writing by two-thirds (2/3) of the Directors who would have been entitled to vote on the resolution at a meeting of the Board,and a Board Resolution approved by any of these methods is effective as though passed at a meeting of the Board;
- (g) **“Bylaws”** means the bylaws of the Society as filed with the Registrar;
- (h) **“Cemetery”** means the Society’s cemetery situated at 14965 28<sup>th</sup> Avenue, White Rock, British Columbia or such other places) as may be determined by Board Resolution from time to time;
- (i) **“Constitution”** means the constitution of the Society as filed with the Registrar;

- (j) **“Directors”** means those Persons who are, or who subsequently become, directors of the Society in accordance with these Bylaws and have not ceased to be directors;
- (k) **“Directors-at-Large”** means those 10 Persons elected as Directors in accordance with Bylaw 7.3(b);
- (l) **“Electronic Means”** means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
  - (1) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
  - (2) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters;
- (m) **“General Meeting”** means a meeting of the Members, and includes an annual general meeting and any special or extraordinary general meetings of the Society;
- (n) **“Immediate Past President”** means a Person in the office described in Bylaw 7.6;
- (o) **“Income Tax Act”** means the *Income Tax Act*, R.S.C. 1985 (5<sup>th</sup> Supp.), c.1 as amended from time to time;
- (p) **“Members”** means those Persons who are, or who subsequently become, members of the Society in accordance with these Bylaws and, in either case, have not ceased to be members;
- (q) **“mutatis mutandis”** means with the necessary changes having been made to ensure that the language makes sense in the context;
- (r) **“Officers”** means the President, Vice-Presidents, Secretary and Treasurer;
- (s) **“Ordinary Resolution”** means:
  - (1) a resolution passed by a simple majority of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting, or
  - (2) a resolution that has been submitted to the Members and consented to in writing by at least two-thirds (2/3) of the voting Members,
 and an Ordinary Resolution approved by any one or more of these methods is effective as though passed at a General Meeting of the Society;
- (t) **“Person”** means a natural person;
- (u) **“President”** means the Person elected to the office of president of the Society in accordance with these Bylaws;

- (v) **“President of the 60+ Group”** is the person designated by the 60+ Group to hold such position;
- (w) **“President of the Men’s Club”** is the person designated by the Men’s Club to hold such position;
- (x) **“President of the Sisterhood”** is the person designated by the Sisterhood to hold such position;
- (y) **“Register of Members”** means the register of Members maintained by the Society;
- (z) **“Register of Directors”** means the register of Directors maintained by the Society;
- (aa) **“Registered Address”** of a Member or Director means the address of that Person as recorded in the Register of Members or the Register of Directors;
- (bb) **“Registrar”** means the Registrar of Companies of the Province of British Columbia;
- (cc) **“Secretary”** means a Person elected to the office of secretary of the Society in accordance with these Bylaws;
- (dd) **“Senior Manager”** means a Person appointed by the Board, if any, to exercise the Board’s delegated authority to manage the activities or internal affairs of the Society as a whole or in respect of a principal unit of the Society;
- (ee) **“Senior Rabbi”** means the Person selected as the Society’s senior rabbi as described in Part 15;
- (ff) **“Society”** means “Temple Sholom”;
- (gg) **“Special Resolution”** means:
  - (1) a resolution, of which the notice required by the Act and these Bylaws has been provided, passed by at least two-thirds (2/3) of the votes cast in respect of the resolution by those Members entitled to vote in person at a duly constituted General Meeting; or
  - (2) a resolution that has been submitted to the Members and consented to in writing by every Member who would have been entitled to vote on the resolution in person at a General Meeting,
 and a Special Resolution approved by any one or more of these methods is effective as though passed at a General Meeting;
- (hh) **“Spouse”** means a Person who:
  - (1) is married to another Person; or
  - (2) resides with another Person in a marriage-like relationship;
- (ii) **“Synagogue”** means the Society’s synagogue situated at 7190 Oak Street, Vancouver, British Columbia or such other place as the Directors may designate by Board Resolution from time to time;

- (jj) **“Temple Sholom School”** means the religious school of the Society;
- (kk) **“Treasurer”** means a Person elected to the office of treasurer of the Society in accordance with these Bylaws;
- (ll) **“URJ”** means the Union for Reform Judaism; and
- (mm) **“Vice-President”** means a Person elected to the office of first, second or third vice-president of the Society in accordance with these Bylaws.

## 1.2 **Societies Act Definitions**

Except as otherwise provided, the definitions in the Act on the date these Bylaws become effective apply to these Bylaws and the Constitution.

## 1.3 **Location**

The operations of the Society are to be carried on chiefly in the Greater Vancouver Regional District, in the Province of British Columbia.

## 1.4 **Plural and Singular Forms**

In these Bylaws, a word defined in the plural form includes the singular and vice-versa.

## 2. **MEMBERSHIP**

### 2.1 **Admission to Membership**

Membership in the Society is restricted to:

- (a) those Persons who are Members on the date these Bylaws come into force; and
- (b) those Persons whose subsequent application for admission as a Member is accepted in accordance with these Bylaws.

### 2.2 **Eligibility for Membership**

A Person may be eligible to be accepted as a Member if he or she:

- (a) is nineteen (19) years of age or older;
- (b) is interested in advancing the purposes and supporting the activities of the Society; and
- (c) is either:
  - (1) a Person that subscribes to the Jewish faith; or
  - (2) the Spouse of a Person that is already a Member or otherwise eligible for membership in the Society.



### **2.3 Transition of Membership**

On the date these Bylaws come into force each Person who is a member of the Society will continue as a Member unless he or she otherwise ceases to be a Member in accordance with these Bylaws.

### **2.4 Membership Coordinator**

The Board may delegate the review and acceptance of new applications and re-applications for membership to a Person or committee, which Person or committee will be referred to for the purposes of these Bylaws as the membership coordinator.

If no membership coordinator is designated by the Board, then the duties for that position set out in these Bylaws remain with the Board.

### **2.5 Application for Membership**

An eligible Person may apply to the Society to become a Member by:

- (a) submitting a completed application, in such form and manner as may be established by the Society, at the Address of the Synagogue; and
- (b) submitting such information or documentation as the membership coordinator may require confirming eligibility for membership.

### **2.6 Reviewing and Acceptance of Application**

The membership coordinator, if any, will review all applications for membership in the Society and may, if necessary to determine eligibility for membership, request the Person to provide further information or documentation in support of the application.

The membership coordinator will refer each application for membership to the Board for further consideration. The Board will, by Board Resolution, accept, postpone or refuse each such application for membership.

The Board may refuse or postpone an application for membership for any reason which, in the Board's view, is necessary or prudent to protect the reputation and integrity of the Society.

The membership coordinator will enter into the Register of Members the information of each Person accepted for membership by the Board.

### **2.7 Membership not Transferable**

Membership is not transferable.

### **2.8 Cessation of Membership**

A Person will immediately cease to be a Member:

- (a) upon the date which is the later of:

- (1) the date of delivering his or her resignation in writing to the Address of the Synagogue; and
- (2) the effective date of the resignation stated thereon;
- (b) upon his or her removal from the Register of Members; or
- (c) upon his or her death.

## 2.9 Re-application for Membership

A person who has resigned from membership, or who has been removed for any other reason, from the Register of Members, may, unless prohibited by the terms of the removal, re-apply for membership in accordance with the terms of the removal resolution provided that if the removal resolution contained no restrictions relating to re-application, the Person may re-apply for membership at any time.

Re-applications for membership are subject to acceptance by the Board.

## 3. MEMBERSHIP RIGHTS AND OBLIGATIONS

### 3.1 Rights of Membership

In addition to any rights conferred by the Act, a Member in good standing has the following rights and privileges of membership:

- (a) to receive notice of, and to attend, all General Meetings;
- (b) to make or second motions at a General Meeting and to speak in debate on motions under consideration in accordance with such rules of order as may be adopted;
- (c) to exercise a vote on matters for determination at General Meetings;
- (d) to stand for election as a Director, in accordance with these Bylaws;
- (e) may serve on committees of the Society, as invited;
- (f) attend and participate in religious services of the Society, subject to the rules and regulations of the Society;
- (g) enroll their children in the Temple Sholom School, subject to the rules and regulations of the Society;
- (h) purchase a plot in the Cemetery in accordance with the rules and regulations of the Society;
- (i) hold a religious ceremony or life cycle event in the Synagogue or in such other place acceptable to the Senior Rabbi, in accordance with the rules and regulations of the Society;

- (j) avail themselves of the services of the Senior Rabbi and/or other rabbis of the Society for a religious ceremony or life cycle event in the Synagogue or in such other place as is acceptable to the Senior Rabbi;
- (k) subject to the rules and regulations of the Society in effect from time to time, obtain the services of the Senior Rabbi and/or other rabbis of the Society for a funeral and burial; and
- (l) be the President of the Men's Club, the Sisterhood and 60+ Group.

### **3.2 Member Not in Good Standing**

A Member who is not in good standing has the right to receive notice of, and to attend, all General Meetings, and may participate in programs or initiatives of the Society (subject to eligibility) but is suspended from all the other rights and privileges described in Bylaw 3.1 for so long as he or she remains not in good standing.

### **3.3 Annual Financial Commitment, Assessments and other Fees**

The Board will, by Board Resolution, determine the annual financial commitment, assessments or other fees payable by the Members from time to time. Once determined, the annual financial commitment, assessments or other fees are deemed to continue each year until altered by Board Resolution.

The Board may determine that the annual financial commitment, assessments or other fees may be pro-rated, reduced or waived in cases of hardship or other appropriate circumstances.

It is a condition of membership, and of continuing membership, that the Member make a financial commitment to the building fund of the Society in such amount and upon such terms and conditions satisfactory to the Board or to such other committee established for this purpose.

Notwithstanding the removal from the Register of Members or resignation of a Member in accordance with these Bylaws or the death of a Member, any outstanding annual financial commitment, assessments or other fees payable to the Society remain payable by that Person. Any Person who ceases to be a Member, for whatever reason, will not be entitled to any refund of such annual financial commitment, assessments or other fees.

### **3.4 Standing of Members**

All Members are deemed to be in good standing, except:

- (a) a Member who has failed to pay any annual financial commitments, assessments or other fees payable in accordance with Bylaw 3.3, or to make satisfactory arrangements with the Treasurer to pay within one year of his or her receipt of a written request and following the expiry of said one year, such Member is not in good standing so long as such amount remains unpaid; and
- (b) a Member who has been suspended by the Society.

### 3.5 Compliance with Constitution, Bylaws and Policies

Every Member will, at all times:

- (a) uphold the Constitution and comply with these Bylaws, the regulations and the policies of the Society in effect from time to time;
- (b) abide by such codes of conduct and ethics adopted by the Society; and
- (c) further and not hinder the purposes, aims and objects of the Society.

### 3.6 Expulsion or Suspension of a Member

Following an appropriate investigation or review of a Member's conduct or actions, the Board may, by Board Resolution, expel, suspend or otherwise discipline a Member for:

- (a) conduct which, in the reasonable opinion of the Board:
  - (1) is improper or unbecoming for a Member;
  - (2) is contrary to Bylaw 3.5; or
  - (3) is likely to endanger the reputation or hinder the interests of the Society; or
- (b) failing to pay any amounts owing to the Society or to make satisfactory arrangements for payment, within sixty (60) days of receipt of a written request to do so.

The Board must provide notice of a proposed expulsion, suspension or discipline of a Member to the Member in question, accompanied by a brief statement of the reasons for the proposed action.

A Member who is the subject of the proposed expulsion, suspension or discipline will be provided a reasonable opportunity to respond to the proposed action at or before the Board Resolution for proposed action is considered by the Board.

## 4. MEETINGS OF MEMBERS

### 4.1 Time and Place of General Meetings

The General Meetings of the Society will be held at such time and place, in accordance with the Act, as the Board decides.

### 4.2 Annual General Meetings

An annual general meeting will be held at least once in every calendar year and in accordance with the Act.

### 4.3 Extraordinary General Meeting

Every General Meeting other than an annual general meeting is an extraordinary general meeting.

#### 4.4 **Calling of Extraordinary General Meeting**

The Society will convene an extraordinary general meeting by providing notice in accordance with the Act and these Bylaws in any of the following circumstances:

- (a) at the call of the President;
- (b) when resolved by Board Resolution; or
- (c) when such a meeting is requisitioned by the Members in accordance with the Act.

#### 4.5 **Notice of General Meeting**

The Society will provide notice of every General Meeting to each Member, Director, the Senior Rabbi, the other rabbis of the Society, the auditor of the Society (if any), the President of the Men's Club, the President of the Sisterhood and the President of the 60+ Group by:

- (a) e-mail sent to the address provided by each eligible notice recipient, who has provided the Society with an e-mail address, not less than fourteen (14) days and not more than sixty (60) days prior to the date of the General Meeting; and
- (b) posting notice of the General Meeting on the Society's website for at least twenty-one (21) days immediately prior to the date of the General Meeting.

If necessary, in the Board's discretion, the Society may send notice of a General Meeting to one (1) or more notice recipients in accordance with Bylaw 18.1.

#### 4.6 **Contents of Notice**

Notice of a General Meeting will specify the place, the day and the time of the meeting and will include the text of every Special Resolution to be proposed or considered at that meeting.

#### 4.7 **Omission of Notice**

The accidental omission to give notice of a General Meeting to a Member, or the non-receipt of notice by a Member, does not invalidate proceedings at that meeting.

### 5. **PROCEEDINGS AT GENERAL MEETINGS**

#### 5.1 **Business Required at Annual General Meeting**

The following business is required to be conducted at each annual general meeting of the Society:

- (a) the approval of the minutes of the previous annual general meeting and any extraordinary general meetings held since the previous annual general meeting;
- (b) presentation of the financial statements and the report of the auditor thereon, if any;
- (c) presentation of the Society's budget for the ensuing fiscal year;

- (d) receipt of the reports of such committees of the Society as the Directors require to report to such meeting;
- (e) consideration of any Members' proposals submitted in accordance with the Act;
- (f) the election of the Directors; and
- (g) such other business, if any, required by the Act or at law to be considered at an annual general meeting.

The annual general meeting may include other business as determined by the Board in its discretion.

## **5.2 Attendance at General Meetings**

In addition to the Members, the Directors, the Senior Rabbi and other rabbis of the Society and the Society's auditor, if any, the Board may also invite any other Person or Persons to attend a General Meeting as observers and guests. All observers and guests may only address the General Meeting assembly at the invitation of the Person presiding as chairperson, or by Ordinary Resolution.

## **5.3 Requirement of Quorum**

No business, other than the election of a Person to chair the meeting and the adjournment or termination of the meeting, will be conducted at a General Meeting at a time when a quorum is not present.

## **5.4 Quorum**

A quorum at a General Meeting is twenty-five (25) Members in good standing on the date of the General Meeting.

## **5.5 Lack of Quorum**

If within thirty (30) minutes from the time appointed for a General Meeting a quorum is not present, the meeting, if convened on the requisition of Members, will be terminated, but in any other case it will stand adjourned to the next day, at the same time and place, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the Members present will constitute a quorum and the meeting may proceed.

## **5.6 Chair**

The President (or, in the absence or inability of the President, a Vice-President) will, subject to a Board Resolution appointing another Person, preside as chair at all General Meetings.

If at any General Meeting the President, a Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting, the Directors present may select one of their number to preside as chair at that meeting.

### **5.7 Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a General Meeting, the Person presiding as chair will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

### **5.8 Adjournment**

A General Meeting may be adjourned from time to time and from place to place, but no business will be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

### **5.9 Notice of Adjournment**

It is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting except where a meeting is adjourned for more than fourteen (14) days, in which case notice of the adjourned meeting will be given as in the case of the original meeting.

### **5.10 Minutes of General Meetings**

The Secretary or such other Person designated by the Board will ensure that minutes are taken for all General Meetings.

## **6. VOTING BY MEMBERS**

### **6.1 Ordinary Resolution Sufficient**

Unless the Act, these Bylaws or adopted rules of order provide otherwise, every issue for determination by a vote of the Members will be decided by an Ordinary Resolution.

### **6.2 Entitlement to Vote**

Each Member in good standing is entitled to one (1) vote on matters for determination by the Members. No other Person is entitled to vote on a matter for determination by the Members, whether at a General Meeting or otherwise.

### **6.3 Voting Methods**

Voting by Members may occur by any one or more of the following methods, in the discretion of the Board:

- (a) by show of hands or voting cards;
- (b) by written ballot; or

Where a vote is to be conducted by show of hands or voting cards, and prior to the question being put to a vote, a number of Members equal to not less than ten percent (10%) of the votes present may request a secret ballot, and where so requested, the vote in question will then be conducted by written ballot or other means whereby the tallied votes can be presented

anonymously in such a way that it is impossible for the assembly to discern how a given Member in good standing voted.

#### **6.4 Voting by Chair**

If the Person presiding as chairperson of a General Meeting is a Member in good standing, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members in good standing. A Person presiding as chairperson who is not a Member **in** good standing has no vote.

#### **6.5 Voting by Proxy**

Voting by proxy is not permitted.

### **7. DIRECTORS**

#### **7.1 Management of Property and Affairs**

The Board will have the authority and responsibility to manage, or supervise the management of, the property and the affairs of the Society.

#### **7.2 Qualifications of Directors**

Pursuant to the Act, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she:

- (a) is less than eighteen (18) years of age;
- (b) has been found by any court, in Canada or elsewhere, to be incapable of managing his or her own affairs;
- (c) is an undischarged bankrupt; or
- (d) has been convicted of a prescribed offence within the prescribed period, for which no pardon has been granted, in accordance with the Act.
- (e) Is an "ineligible individual as defined by section 149.1(1) of the Income Tax Act.

In addition to the foregoing, a Person may not be nominated, elected or appointed to serve (or continue to serve) as a Director if he or she, either:

- (f) is not a Member in good standing for at least six (6) consecutive months; or
- (g) does not subscribe to the Jewish faith.

#### **7.3 Composition of Board**

The Board will be composed of the following Persons serving as Directors:

- (a) the Persons elected by the Members in good standing as the Officers in accordance with Part 8 of these Bylaws;
- (b) the ten (10) Persons elected by the Members in good standing as the Directors-at-Large in accordance with Part 8 of these Bylaws;



- (c) the Person serving as the President of the Men's Club, if any such committee exists;
- (d) the Person serving as the President of the Sisterhood, if any such committee exists;
- (e) the Person serving as the President of the 60+ Group, if any such committee exists; and
- (f) the Person serving as the Immediate Past President in accordance with Bylaw 7.6; and
- (g) the Person serving as the President of an Affiliate Group

#### **7.4 Invalidation of Acts**

No act or proceeding of the Board is invalid by reason only of there being fewer than the required number of Directors in office.

#### **7.5 Transition of Directors' Terms**

Each Person who is a Director on the date these Bylaws come into force will continue as a Director for the remaining term to which he or she was elected, unless he or she otherwise ceases to be a Director in accordance with these Bylaws.

Any previous terms served by Directors prior to these Bylaws coming into force will be counted towards the term limits set out below.

#### **7.6 Immediate Past President**

The Person who served as the President immediately prior to the current President shall, if he or she consents to continue to serve as a Director, be the Immediate Past President.

#### **7.7 Terms of Directors**

The term of office for each Director-at-Large will be two (2) years. At the annual general meeting of the Society held in an even numbered year, the terms of office of the Directors-at-Large elected at the previous annual general meeting held in an even year will expire. At the annual general meeting of the Society held in an odd year, the terms of office of the Directors-at-Large elected at the previous annual general meeting held in an odd year will expire.

The term of office for each Officer will be one (1) year, commencing on the date the Person is elected as an officer at an annual general meeting of the Society and continuing until the close of the next following annual general meeting.

The Persons serving as Directors pursuant to Bylaws 7.3(c) to 7.3(f) will continue to be Directors for so long as such Persons hold the position resulting in his or her *ex officio* appointment to the Board.

### **7.8 Consecutive Terms and Term Limits**

Directors-at-Large may be elected for up to four (4) consecutive years. A Director-at-Large who has served for four (4) consecutive years may not be re-elected for at least one (1) year following the expiry of his or her latest term.

An Officer who has served in the same office for four (4) consecutive years may not be re-elected in the same office for at least one (1) year following the expiry of his or her latest term.

### **7.9 Extension of Term to Maintain Minimum Number of Directors**

Every Director serving a term of office will retire from office at the close of the annual general meeting in the year in which his or her term expires, provided that if insufficient successors are elected and the result is that the number of Directors would fall below three (3), the Person or Persons previously elected as Directors may, if they consent, continue to hold office, and the term of such Director or Directors is deemed to be extended, until such time as successor Directors are elected.

### **7.10 Appointment to fill Vacancy**

If a Director ceases to hold office before the expiry of his or her term, the Board, by Board Resolution, may appoint a Member qualified in accordance with Bylaw 7.2 to fill the resulting vacancy.

The position occupied by an appointed replacement Director will become available for election at the next annual general meeting and each such appointed replacement Director will continue in office until the conclusion of the next annual general meeting unless he or she otherwise ceases to be a Director in accordance with these Bylaws. The appointed replacement Director may run for the vacant position.

The period during which a Person serves as an appointed replacement Director does not count toward the term limits set out above.

### **7.11 Removal of Director**

A Director may be removed before the expiration of his or her term of office by either of the following methods:

- (a) by Special Resolution; or
- (b) by Board Resolution.

If by Special Resolution, the Members may elect a replacement Director by Ordinary Resolution to serve for the balance of the removed Director's term of office.

If by Board Resolution, the Director proposed for removal has a conflict of interest and may not vote on the Board Resolution, but is entitled to not less than seven (7) days' advance notice in writing of the proposed Board Resolution and to address the Board prior to the vote on the resolution.

## 7.12 Ceasing to be a Director

A Person will immediately cease to be a Director:

- (a) upon the date which is the later of:
  - (1) the date of delivering his or her resignation in writing to the President or to the Address of the Synagogue; and
  - (2) the effective date of the resignation stated therein;
- (b) in the case of a Person serving as a Director in accordance with Bylaws 7.3(c) to 7.3(f), upon the date such Person ceases to hold the position resulting in his or her *ex officio* appointment to the Board;
- (c) upon the expiry of his or her term, unless re-elected in accordance with these Bylaws;
- (d) upon the date, such Person ceases to be a Member in good standing;
- (e) upon failing to attend three (3) consecutive meetings of the Board, unless such consecutive absences are excused by the Board for good and sufficient cause;
- (f) upon the date, such Person is no longer qualified pursuant to Bylaw 7.2;
- (g) upon his or her removal as a Director; or
- (h) upon his or her death.

## 8. NOMINATION AND ELECTION OF DIRECTORS

### 8.1 Nomination of Directors

Nominations for election as a Director must be made in accordance with such policies and procedures as are established by the Board from time to time.

### 8.2 Elections Generally

Directors, other than those Persons serving as Directors *ex officio* in accordance with Bylaws 7.3(c) to 7.3(f) will be elected by acclamation or by vote of the Members in good standing, in accordance with such election policies and procedures as are established by the Board from time to time.

### 8.3 Election at Annual General Meeting

The election of Directors will normally take place at the annual general meeting and Directors so elected will take office commencing at the close of such meeting.

The elections of the Officers at an annual general meeting will be immediately followed by the election of the Directors-at-Large. Any Person who was nominated for, but not elected to, a position may, if they consent, be added to the election and ballot for any subsequent position for election at that meeting.

#### **8.4 Election by Acclamation**

In elections where the number of qualified nominees at the close of the nomination period is equal to or less than the number of positions for Directors that will become vacant at the close of the next annual general meeting, then the qualified nominees are deemed to be elected by acclamation and no vote will be required.

#### **8.5 Election by Secret Ballot**

In elections where there are more qualified nominees than vacant positions for Directors at the close of the nomination period, election will be by secret ballot and the following rules apply:

- (a) the secret ballot may be conducted by written ballot at the annual general meeting,
- (b) ballots will provided to all Members in good standing at the annual general meeting;
- (c) each ballot will include the name of each qualified nominee and the number of vacancies to be filled;
- (d) no Member will vote for more Directors than the number of vacant positions. Any ballot will be deemed to be void if it records votes for more nominees than there are vacant positions;
- (e) ballots will be counted following the close of the election period by the scrutineers appointed in accordance with Bylaw 8.1;
- (f) nominees will be deemed to be elected in order of those nominees receiving the most votes;
- (g) in the event of a tie between two (2) or more eligible nominees for the final vacant position, the scrutineers will place one (1) ballot marked for each tied nominee into a suitable container and the President will draw one (1) ballot from the container at random, and the selected nominee will be elected to the final vacant position; and
- (h) the results of an election by secret ballot will be announced to all Members following the counting of the ballots.

#### **8.6 Nomination and Election Policies**

The Board may establish, by Board Resolution from time to time, such additional policies and procedures related to the nomination and election of Directors as it determines necessary or prudent for the Society, provided that no such policy and procedure is valid to the extent that it is contrary to the Act or these Bylaws.

### **9. POWERS AND RESPONSIBILITIES OF THE BOARD**

#### **9.1 Powers of Directors**

The Board may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these Bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Members in General Meeting, but nevertheless subject to the provisions of:

- (a) all laws affecting the Society; and
- (b) these Bylaws and the Constitution.

Without limiting the generality of the foregoing, the Board will have the power to make expenditures, including grants, gifts and loans, whether or not secured or interest-bearing, in furtherance of the purposes of the Society. The Board will also have the power to enter into trust arrangements or contracts on behalf of the Society in furtherance of the purposes of the Society.

## 9.2 Duties of Directors

Pursuant to the Act, every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Society;
- (b) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances;
- (c) act in accordance with the Act and the regulations thereunder; and
- (d) subject to Bylaws 9.2(a) to 9.2(c), act in accordance with these Bylaws.

Without limiting Bylaws 9.2(a) to 9.2(d), a Director, when exercising the powers and performing the functions of a Director, must act with a view to the purposes of the Society.

## 9.3 Policies and Procedures

The Board may establish such rules, regulations, policies or procedures relating to the affairs of the Society as it deems expedient, provided that no rule, regulation, policy or procedure is valid to the extent that it is inconsistent with the Act, the Constitution or these Bylaws.

## 9.4 Remuneration of Directors and Officers and Reimbursement of Expenses

A Director is not entitled to any remuneration for acting as a Director. However, a Director may be reimbursed for all expenses necessarily and reasonably incurred by him or her while engaged in the affairs of the Society, provided that all claims for reimbursement are in accordance with established policies.

## 9.5 Investment of Property and Standard of Care

If the Board is required to invest funds on behalf of the Society, the Board may invest the property of the Society in any form of property or security in which a prudent investor might invest. The standard of care required of the Directors is that they will exercise the care, skill, diligence and judgment that a prudent investor would exercise in making investments in light of the purposes and distribution requirements of the Society. The Board may establish further policies related to the investment of the Society's funds and property, provided that such policies are not contrary to the Act or these Bylaws.

## 9.6 Investment Advice

The Directors may obtain advice with respect to the investment of the property of the Society and may rely on such advice if a prudent investor would rely upon the advice in comparable circumstances.

## 9.7 Delegation of Investment Authority to Agent

The Directors may delegate to a stockbroker, investment dealer, or investment counsel the degree of authority with respect to the investment of the Society's property that a prudent investor might delegate in accordance with ordinary business practice.

## 10. PROCEEDINGS OF THE BOARD

### 10.1 Board Meetings

Meetings of the Board may be held at any time and place determined by the Board.

### 10.2 Regular Meetings

The Board may decide to hold regularly scheduled meetings to take place at dates and times set in advance by the Board.

### 10.3 Ad Hoc Meetings

The Board may hold an ad hoc meeting in any of the following circumstances:

- (a) at the call of the President; or
- (b) by request of any five (5) or more Directors.

### 10.4 Notice of Board Meetings

At least two (2) days' notice will be sent to each Director of a board meeting.

However, no formal notice will be necessary if all Directors were present at the preceding meeting when the time and place of the meeting was decided or are present at the meeting or waive notice thereof in writing or give a prior verbal waiver to the Secretary.

For the purposes of the first meeting of the Board held immediately following the election of a Director or Directors conducted at a General Meeting, or for the purposes of a meeting of the Board at which a Director is appointed to fill a vacancy in the Board, it is not necessary to give notice of the meeting to the newly elected or appointed Director or Directors for the meeting to be properly constituted.

If a meeting of the Board will permit participation by Electronic Means, the notice of that meeting must inform Directors and other participants (if any) that they may participate by Electronic Means.

#### 10.5 **Attendance at Board Meetings**

Every Director is entitled to attend each meeting of the Board.

No other Person is entitled to attend meetings of the Board, but the Board by Board Resolution may invite any past President (other than the Immediate Past President) or other Person(s) to attend one or more meetings of the Board as advisors, observers or guests.

#### 10.6 **Participation by Electronic Means**

The Board may determine, in its discretion, to hold any meeting or meetings of the Board in whole or in part by Electronic Means.

When a meeting of the Board is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.

#### 10.7 **Quorum**

Quorum for meetings of the Board will be a majority of the Directors currently in office, provided that at least two (2) such Directors counted in quorum must also be Officers.

#### 10.8 **Director Conflict of Interest**

A Director who has a direct or indirect material interest in a contract or transaction (whether existing or proposed) with the Society, or a matter for consideration by the Directors:

- (a) will be counted in the quorum at a meeting of the Board at which the contract, transaction or matter is considered;
- (b) will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;
- (c) is not entitled to vote on the contract, transaction or matter;
- (d) will absent himself or herself from the meeting or portion thereof:
  - (1) at which the contract, transaction or matter is discussed, unless requested by the Board to remain to provide relevant information; and
  - (2) in any case, during the vote on the contract, transaction or matter; and
- (e) refrain from any action intended to influence the discussion or vote.

The Board may establish further policies governing conflicts of interest of Directors and others, provided that such policies must not contradict the Act or these Bylaws.

### **10.9 Chair of Meetings**

The President (or, in the absence or inability of the President, a Vice-President) will, subject to a Board Resolution appointing another Person, preside as chairperson at all meetings of the Board.

If at any meeting of the Board the President, Vice-President or such alternate Person appointed by a Board Resolution, if any, is not present within fifteen (15) minutes after the time appointed for the meeting or requests that he or she not chair that meeting, the Directors present may choose one of their number to preside as chairperson at that meeting.

### **10.10 Alternate Chair**

If the Person presiding as chairperson of a meeting of the Board wishes to step down as chairperson for all or part of that meeting, he or she may designate an alternate to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Directors present at such meeting, he or she may preside as chairperson.

### **10.11 Chair to Determine Procedure**

In the event of any doubt, dispute or ambiguity in relation to procedural matters or parliamentary process at a meeting of the Board, the person presiding as chairperson will have the authority to interpret and apply such rules of order as the meeting has adopted, if any, and determine matters in accordance with those rules, as well as the Act and these Bylaws.

### **10.12 Minutes of Board Meetings**

The Secretary, or such other Person designated by the Board, will ensure that minutes are taken for all meetings of the Board.

## **11. DECISION MAKING AT BOARD MEETINGS**

### **11.1 Passing Resolutions and Motions**

Any issue at a meeting of the Board which is not required by the Act, these Bylaws or such rules of order as may apply to be decided by a resolution requiring more than a simple majority will be decided by Board Resolution.

### **11.2 Resolution in Writing**

A Board Resolution may be in two or more counterparts which together will be deemed to constitute one resolution in writing. Such resolution will be filed with minutes of the proceedings of the Board and will be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.

### **11.3 Entitlement to Vote**

Subject to Bylaw 10.8, each Director is entitled to one (1) vote on all matters at a meeting of Board. No other Person is entitled to a vote at a meeting of the Board.



## 11.4 Procedure for Voting

Except where expressly provided for in these Bylaws, voting on matters at a meeting of the Board may occur by any one or more of the following mechanisms, in the discretion of the President:

- (a) by show of hands;
- (b) by written ballot;
- (c) by roll-call vote or poll; or
- (d) by Electronic Means.

On the request of any one (1) or more Directors, a vote will be conducted by written ballot or other means whereby the tallied votes can be presented anonymously, in such a way that it is impossible for the assembly to discern how a given Director voted.

## 11.5 Equality of Votes

In the case of an equality of votes at a meeting of the Board, the chair of the meeting will abstain from casting his or her vote in order to break the tie.

## 12. OFFICERS

### 12.1 Officers

The Officers of the Society are the President, first, second and third Vice-Presidents, Secretary and Treasurer, together with such other officers, if any, as the Board, in its discretion, may create from time to time.

### 12.2 Duties of President

The President will supervise the other officers in the execution of their duties and will preside at all meetings of the Society, of the Board and of the Society's executive committee if there is one.

The President is an *ex officio* and non-voting member of all committees of the Society and such standing and special committees, working groups or task forces as may be created from time to time. Should the Board decide to form an executive committee then the President will be a voting member of such executive committee.

### 12.3 Duties of the Vice-Presidents

The first Vice-President will assist the President in the performance of his or her duties and will, in the absence of the President, perform those duties. The first Vice-President will also perform such additional duties as may be assigned by the Board.

The second Vice-President will assist the President and the first Vice-President in the performance of their duties and will, in the absence of both the President and the first Vice-

President, perform those duties. The second Vice-President will also perform such additional duties as may be assigned by the Board.

The third Vice-President will assist the President and the first and second Vice-Presidents in the performance of their duties and will, in the absence of the President and the first and second Vice-Presidents, perform those duties. The third Vice-President will also perform such additional duties as may be assigned by the Board.

#### **12.4 Duties of Secretary**

The Secretary will be responsible for making the necessary arrangements for:

- (a) the issuance of notices of meetings of the Society and the Board;
- (b) the keeping of minutes of all meetings of the Society and the Board;
- (c) the custody of all records and documents of the Society, except those required to be kept by the Treasurer;
- (d) the maintenance of the Register of Members; and
- (e) the conduct of the correspondence of the Society.

#### **12.5 Duties of Treasurer**

The Treasurer will be responsible for making the necessary arrangements for:

- (a) the keeping of such financial records, reports and returns, including books of account, as are necessary to comply with the Act and the *Income Tax Act*; and
- (b) the rendering of financial statements to the Directors, Members and others, when required.

#### **12.6 Absence of Secretary at Meeting**

If the Secretary is absent from any General Meeting or meeting of the Board, the Directors present will appoint another Person to act as secretary at that meeting.

#### **12.7 Combination of Offices of Secretary and Treasurer**

The offices of Secretary and Treasurer may be held by one Person who will be known as the Secretary-Treasurer.

### **13. INDEMNIFICATION**

#### **13.1 Indemnification of Directors and Eligible Parties**

To the extent permitted by the Act, each Director and eligible party (as defined by the Act) will be indemnified by the Society against all costs, charges and expenses, including legal and other fees, actually and reasonably incurred in connection with any legal proceeding or investigative action, whether current, threatened, pending or completed, to which that Person by reason of his or her holding or having held authority within the Society:

- (a) is or may be joined as a party to such legal proceeding or investigative action; or
- (b) is or may be liable for or in respect of a judgment, penalty or fine awarded or imposed in, or an amount paid in settlement of, such legal proceeding or investigative action.

### **13.2 Purchase of Insurance**

The Society may purchase and maintain insurance for the benefit of any or all Directors, officers, employees or agents against personal liability incurred by any such Person as a Director, officer, employee or agent.

## **14. COMMITTEES**

### **14.1 Creation and Delegation to Committees**

The Board may create such committees, working groups or task forces as may from time to time be required. Any such committee, working group or task force will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by these Bylaws or Board Resolution.

The Board may delegate any, but not all, of its powers to committees, working groups or task forces which may be in whole or in part composed of Directors as it thinks fit.

### **14.2 Standing and Special Committees**

Unless specifically designated as a standing committee, a committee is deemed to be a special committee and any special committee so created must be created for a specified time period only.

A special committee will automatically be dissolved upon the earlier of the following:

- (a) the completion of the specified time period; or
- (b) the completion of the task for which it was created.

### **14.3 Terms of Reference**

In the event the Board decides to create a committee, it must establish Terms of Reference for such committee. A committee, in the exercise of the powers delegated to it, will conform to any rules that may from time to time be imposed by the Board in the Terms of Reference or otherwise, and will report every act or thing done in exercise of those powers as the Board may determine.

#### 14.4 Meetings

The members of a committee may meet and adjourn as they think proper and meetings of all committees, working groups or task forces will be governed *mutatis mutandis* by the rules set out in these Bylaws governing proceedings of the Board.

### 15. RABBIS

#### 15.1 Rules for Selection of Senior Rabbi and Other Rabbis

The Society must abide, in its selection of a Senior Rabbi and other rabbis, by the rules and regulations of the Rabbinical Placement Commission of the URJ, the Central Conference of American Rabbis and the Hebrew Union College – Jewish Institute of Religion.

#### 15.2 Role of Senior Rabbi

The Senior Rabbi will be the spiritual head of the Society and will perform religious services and duties in connection with that office and may delegate such duties. The Senior Rabbi will superintend the Temple Sholom School and other religious, educational and cultural activities of the Society.

#### 15.3 Selection and Election of Senior Rabbi

The Senior Rabbi will be selected by a special pulpit committee appointed by the President of the Society, with the approval of the Board. This committee will recommend to the Board a Senior Rabbi to be elected and will also recommend to the Board the initial term of election. Upon approval of the Board, these recommendations must be presented to the Society at a General Meeting and approved by a Special Resolution.

#### 15.4 Re-election of Senior Rabbi

Upon recommendation of the Board, the Senior Rabbi may be re-elected for a specific term.

Such recommendation must be presented to the Society at a General Meeting and approved by Ordinary Resolution.

#### 15.5 Selection, Election and Re-election of Other Rabbis

The selection, election and re-election of other rabbis will be determined by the Board and none of these events require congregational approval.

### 16. EXECUTION OF INSTRUMENTS

#### 16.1 Seal

The Society will not have a corporate seal.

## 16.2 Execution of Instruments

Contracts, documents or instruments in writing requiring execution by the Society may be signed as follows:

- (a) by the President, together with one (1) other Director, or
- (b) in the event that the President is unavailable, by any two (2) Directors,

and all contracts, documents and instruments in writing so signed will be binding upon the Society without any further authorization or formality.

The Board will have power from time to time by Board Resolution to appoint any officer or officers, or any Person or Persons, on behalf of the Society to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

## 16.3 Signing Officers

The Board will, from time to time by Board Resolution, appoint signing officers who are authorized to sign cheques and all banking documents on behalf of the Society.

## 17. FINANCIAL MATTERS AND REPORTING

### 17.1 Fiscal Year

The fiscal year of the Society may be determined by the Board from time to time.

### 17.2 Accounting Records

The Society will maintain such financial and accounting records and books of account as are required by the Act and applicable laws.

### 17.3 Borrowing Powers

In order to carry out the purposes of the Society, the Board may, on behalf of and in the name of the Society, raise, borrow or secure the payment or repayment of money in any manner it decides, including the granting of guarantees, and in particular, but without limiting the foregoing, by the issue of debentures.

### 17.4 Restrictions on Borrowing Powers

The Members may by Special Resolution restrict the borrowing powers of the Board.

### 17.5 When Audit Required

The Society is not required to be audited. However, the Society will conduct an audit or review of its annual financial statements if:

- (a) the Directors determine to conduct an audit or review engagement by Board Resolution; or
- (b) the Members require the appointment of an auditor by Ordinary Resolution,

in which case the Society will appoint an auditor qualified in accordance with Part 9 of the Act and these Bylaws.

#### **17.6 Appointment of Auditor at Annual General Meeting**

If the Society determines to conduct an audit, an auditor will be appointed at an annual general meeting to hold office until such auditor is reappointed at a subsequent annual general meeting or a successor is appointed in accordance with the procedures set out in the Act or until the Society no longer wishes to appoint an auditor.

#### **17.7 Vacancy in Auditor**

Except as provided in Bylaw 17.8, the Board will fill any vacancy occurring in the office of auditor and an auditor so appointed will hold office until the next annual general meeting.

#### **17.8 Removal of Auditor**

An auditor may be removed and replaced by Ordinary Resolution in accordance with the procedures set out in the Act.

#### **17.9 Notice of Appointment**

An auditor will be promptly informed in writing of such appointment or removal.

#### **17.10 Auditor's Report**

The auditor, if any, must prepare a report on the financial statements of the Society in accordance with the requirements of the Act and applicable law.

#### **17.11 Participation in General Meetings**

The auditor, if any, is entitled in respect of a General Meeting to:

- (a) receive every notice relating to a meeting to which a Member is entitled;
- (b) attend the meeting; and
- (c) be heard at the meeting on any part of the business of the meeting that deals with the auditor's duties or function.

An auditor who is present at a General Meeting at which the financial statements are considered must answer questions concerning those financial statements, the auditor's report, if any, and any other matter relating to the auditor's duties or function.

## 18. NOTICE GENERALLY

### 18.1 Method of Giving Notice

Except as otherwise provided in these Bylaws, a notice may be given to a Member, a Director or such other Person entitled to notice under these Bylaws either personally, by delivery, courier or by mail posted to such Person's Registered Address, or, where a Person entitled to notice has provided a fax number or e-mail address, by fax or e-mail, respectively.

### 18.2 When Notice Deemed to have been Received

A notice sent by mail will be deemed to have been given on the day following that on which the notice was posted. In proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian Government post office receptacle with adequate postage affixed, provided that if, between the time of posting and the deemed giving of the notice, a mail strike or other labour dispute which might reasonably be expected to delay the delivery of such notice by the mails occurs, then such notice will only be effective when actually received.

Any notice delivered personally, by delivery or courier, facsimile, or electronic mail will be deemed to have been given on the day it was so delivered or sent.

### 18.3 Days to be Counted in Notice

If a number of days' notice or a notice extending over any other period is required to be given, the day the notice is given or deemed to have been given and the day on which the event for which notice is given will not be counted in the number of days required.

### 18.4 Dissolution

In the event of the winding-up or dissolution of the Society, all the funds and assets of the Society remaining after the payment or satisfaction of all costs, charges, expenses, debts and liabilities of the Society, including the remuneration (if any) of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any debts of the Society, must be given, transferred and distributed to such organizations that are registered charities pursuant to the provisions of the Income Tax Act that will be designated by the Members of the Society at the time of the winding-up or dissolution of the Society and if effect cannot be given to the aforesaid provisions, such funds will be given, transferred and distributed to such organizations that are determined by the Members of the Society to be registered charities pursuant to the provisions of the Income Tax Act which have purposes similar to those of the Society.

### 18.5 No Distribution of Income to Members

The activities and purposes of the Society will be carried out without purpose of gain for its members and any income, profits or other accretions to the Society will be used for promoting the purposes of the Society. ***This clause was previously unalterable.***

## 18.6 Inspection of Documents and Records

The documents and records of the Society, including the financial and accounting records and the minutes of General Meetings, committee meetings and meetings of the Board, will be open to the inspection of any Director at reasonable times and on reasonable notice.

A Member in good standing is entitled, upon providing not less than fourteen (14) days' notice in writing to the Society, to inspect any of the following documents and records of the Society at the Address of the Society during the Society's normal business hours:

- (a) the Constitution and these Bylaws, and any amendments thereto;
- (b) the statement of directors and registered office of the Society;
- (c) minutes of any General Meeting, including the text of each resolution passed at the meeting;
- (d) resolutions of the Members in writing, if any;
- (e) annual financial statements relating to a past fiscal year that have been received by the Members in a General Meeting;
- (f) the Register of Directors;
- (g) the Register of Members;
- (h) the Society's certificate of incorporation, and any other certificates, confirmations or records furnished to the Society by the Registrar;
- (i) copies of orders made by a court, tribunal or government body in respect of the Society;
- (j) the written consents of Directors to act as such and the written resignations of Directors; and
- (k) the disclosure of a Director or of a senior manager regarding a conflict of interest.

Except as expressly provided by statute or at law, a Member will not be entitled or have the right to inspect any other document or record of the Society. However, subject to such policies as the Board may establish, a Member may request, in writing delivered to the Address of the Synagogue, to inspect any other document or record of the Society and the Board may allow the Member to inspect the document or a copy thereof, in whole or in part and subject to such redaction as the Board deems necessary, all in the Board's sole discretion.

Copies of documents which a Member is allowed to inspect may be provided on request by a Member to such Member for a fee as determined by the Board, provided such fee does not exceed the limits prescribed in the Act.

## 18.7 Affiliation with URJ

The Society will maintain affiliation with the URJ and obtain all services as well as privileges prescribed in the Constitution and Bylaws of the URJ.



**18.8 Right to become Member of other Society**

The Society will have the right to subscribe to, become a member of, and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to the Society's purposes.

**19. BYLAWS**

**19.1 Entitlement of Members to copy of Constitution and Bylaws**

On being admitted to membership, each Member is entitled to, and upon request the Society will provide him or her with, access to a copy of the Constitution and these Bylaws.

**19.2 Special Resolution required to Alter Bylaws**

These Bylaws will not be altered except by Special Resolution.

**19.3 Effective Date of Alteration**

Any alteration to the Bylaws or Constitution will take effect on the date the alteration application is filed with the Registrar in accordance with the Act.

**These Bylaws were adopted by Special Resolution dated the 12th day of June 2018.**