



THE CENTRE FOR ISRAEL AND JEWISH AFFAIRS

**LE CENTRE CONSULTATIF DES RELATIONS
JUIVES ET ISRAÉLIENNES**

BY-LAW NO. 8

Effective: September 9, 2014

Corp# 421266-5

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THE CENTRE FOR ISRAEL AND JEWISH AFFAIRS

BY-LAW NO. 8

A By-law relating generally to the conduct of the affairs of the Corporation.

ARTICLE 1: INTERPRETATION

1.1 Definitions

In this By-law, unless the context otherwise specifies or requires:

- (a) “**Act**” means the *Canada Not-for-profit Corporations Act* (S.C. 2009, c.23) as from time to time amended and every statute that may be substituted for it and, in the case of such substitution, any references in the By-laws to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;
- (b) “**Annual Meeting**” means the annual meeting of the Members;
- (c) “**Articles**” means the articles of continuance or articles of amendment, amalgamation, reorganization, arrangement or revival of the Corporation, as applicable;
- (d) “**Authorized Representative**” means an individual who has been appointed by a Member to attend and vote for the Member at a meeting of Members in accordance with section 11.8;
- (e) “**Board**” means the board of Directors of the Corporation;
- (f) “**By-laws**” means the by-laws of the Corporation from time to time in force and effect and “**By-law**” means any one of them;
- (g) “**CEO**” means the Chief Executive Officer of the Corporation;
- (h) “**CFJS**” means the Canadian Federation of Jewish Students;
- (i) “**Chair**”, “**Vice-Chair**”, “**Chair-Elect**”, “**Past-Chair**”, “**Treasurer**” and “**Secretary**” means the respective Officers;
- (j) “**contracts, documents and instruments in writing**” shall include, but not be limited to, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper writings;

- (k) “**Corporation**” means *The Centre for Israel and Jewish Affairs / Le Centre consultatif des relations juives et israéliennes*, a body corporate continued under the Act;
- (l) “**Council of Governors**” means the group described in section 9.1;
- (m) “**Directors**” means the individuals occupying the positions of directors of the Corporation from time to time and “**Director**” means any one of them;
- (n) “**entity**” means a body corporate (which includes a company or other organization with legal personality wherever or however incorporated), a partnership, a trust, a joint venture or an incorporated association or organization;
- (o) “**Federations**” means the Jewish Federations across Canada, namely, Calgary Jewish Federation, Hamilton Jewish Federation, Jewish Federation of Edmonton, Jewish Federation of Ottawa, Jewish Federation of Winnipeg Inc., London Jewish Federation, the Montreal Federation, the Toronto Federation, the Vancouver Federation and Windsor Jewish Federation, and “**Federation**” means any one of them;
- (p) “**Governing Documents**” means the Act, the Regulations, the Articles and the By-laws;
- (q) “**Local Partner**” and “**Local Partners**” has the meanings ascribed to such terms in paragraph 8.3(d);
- (r) “**LP Council Representative**” means the representative of each LP Council appointed pursuant to paragraph 8.3(e) in accordance with the policies established by the Board from time to time;
- (s) “**LP Councils**” means the groups appointed pursuant to paragraph 8.3(d) and “**LP Council**” means any one of them;
- (t) “**Members**” means the persons who hold Memberships in the Corporation from time to time and “**Member**” means any one of them;
- (u) “**Memberships**” means the memberships allotted to the Members from time to time pursuant to this By-law and “**Membership**” means any one of them;
- (v) “**Montreal Federation**” means Federation CJA;
- (w) “**National LP Cabinet**” means the committee established in accordance with section 8.1 and described in paragraph 8.3(a);
- (x) “**Nominating Committee**” means the committee established in accordance with section 8.1 and described in section 8.2;
- (y) “**Officers**” means the individuals elected or appointed as the officers of the Corporation from time to time and includes the Chair, the Vice-Chair, the Chair Elect, the Past-Chair, the Secretary, the Treasurer and the CEO, or any other

individual who performs functions for the Corporation similar to those normally performed by an individual occupying any of those offices, and “**Officer**” means any one of them;

- (z) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution;
- (aa) “**person**” means an individuals or an entity;
- (bb) “**Public Accountant**” means the public accountant appointed for the Corporation under section 2.4;
- (cc) “**Regulations**” means the regulations made under the Act as from time to time amended and every regulation that may be substituted for them and, in the case of such substitution, any references in the By-laws to provisions of the regulations shall be read as references to the substituted provisions in the new regulation or regulations;
- (dd) “**RJCO**” means the Regional Jewish Communities of Ontario, which includes, without limitation, Kingston, London and Windsor;
- (ee) “**Special Meeting**” means a special meeting of the Members;
- (ff) “**Special Resolution**” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;
- (gg) “**Toronto Federation**” means UJA Federation of Greater Toronto;
- (hh) “**UIAC**” means United Israel Appeal of Canada Inc., a federal non-share capital corporation incorporated under the *Canada Corporations Act* and registered as a charity under the *Income Tax Act* (Canada); and
- (ii) “**Vancouver Federation**” means Jewish Federation of Greater Vancouver.

1.2 Interpretation

This By-law shall, unless the context otherwise requires, be construed and interpreted in accordance with the following:

- (a) in the case of any inconsistency between this By-law and the Act or the Regulations, the Act or the Regulations, as the case may be, shall prevail, unless the Act or the Regulations permit the By-laws to override the Act or the Regulations, as the case may be;
- (b) all terms which are contained, but not defined, in the By-laws and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or the Regulations;
- (c) words importing the singular number only shall include the plural and vice versa and words in one gender shall include all genders;

- (d) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions of this By-law or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and
- (e) references to an Article or section refer to the applicable Article or section in this By-law unless otherwise provided.

1.3 The Roadmap

Unless otherwise determined by the Members by a Special resolution passed at a Special Meeting, the Corporation shall operate, and the By-laws shall be construed and interpreted in accordance with, the document entitled “CIJA 2.0 – A Roadmap for the Reorganization of Jewish Advocacy in Canada” dated April 13, 2011, to the extent that such document does not conflict with the By-laws.

ARTICLE 2: TRANSACTION OF AFFAIRS OF CORPORATION

2.1 Registered Office

- (a) The registered office of the Corporation shall be in the province in Canada specified in the Articles.
- (b) The Members may, by Special Resolution, amend the Articles to change the province in which the Corporation’s registered office is situated.
- (c) The place of the registered office of the Corporation within the province specified in the Articles may be changed from time to time by Ordinary Resolution of the Directors.

2.2 Seal

The corporate seal of the Corporation, if any, shall be in such form as the Directors may from time to time by resolution determine.

2.3 Financial Year

The financial year of the Corporation shall end on such date in each year as the Directors may from time to time determine by resolution, subject to approval by the Canada Revenue Agency, if required.

2.4 Public Accountant

- (a) The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant who meets the qualifications set out in the Act to hold office until the close of the next Annual Meeting.

- (b) Subject to the Act, the Members may by Ordinary Resolution at a Special Meeting remove a Public Accountant from office and appoint another Public Accountant to fill such vacancy.
- (c) A vacancy in the office of the Public Accountant arising from the removal of the, and non-appointment of a replacement, Public Accountant pursuant to paragraph 2.4(b) or otherwise shall be filled immediately by the Directors.
- (d) The remuneration of the Public Accountant shall be fixed by the Directors.

2.5 Annual Financial Statements

- (a) The Corporation shall send a copy of the annual financial statements and other documents referred to in subsection 172(1) of the Act or a copy of a publication of the Corporation reproducing the information contained in such documents:
 - (i) to the Members at least twenty-one (21) days and not more than sixty (60) days before each Annual Meeting; and
 - (ii) to the Director appointed under the Act not less than twenty-one (21) days before each Annual Meeting.
- (b) Instead of sending the documents referred to in paragraph 2.5(a), the Corporation may send to each Member, with or without a summary of the documents, a notice pursuant to section 11.5, informing the Members of the procedure for obtaining a copy of the documents themselves free of charge.
- (c) The Corporation is not required to send the documents or a summary to a Member who, in writing, declines to receive such documents.

2.6 Execution of Instruments

- (a) Subject to subsection 138(2) of the Act and any policies established by Ordinary Resolution of the Directors from time to time regarding the authorization and execution of contracts, documents and instruments in writing:
 - (i) contracts, documents and any instruments in writing requiring the signature of the Corporation may be signed by any two (2) of the Chair, the Vice-Chair, the Chair-Elect, if any, the CEO and any other Director and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality; and
 - (ii) the Directors shall have the power from time to time by resolution to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

- (b) The seal of the Corporation, if any, when required may be affixed to any contracts, documents and instruments in writing signed in accordance with this section 2.5 or by any Officer or Officers appointed by resolution of the Directors.

2.7 Cheques, Drafts, Notes, Etc.

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Director or Directors, Officer or Officers or person or persons, whether or not Directors or Officers of the Corporation, and in such manner, as the Directors may from time to time designate by resolution.

2.8 Voting Shares and Securities

- (a) All of the shares or other securities carrying voting rights of any company or corporation held from time to time by the Corporation may be voted at any and all meetings of shareholders, bondholders, debenture holders or holders of other securities (as the case may be) of such company or corporation and in such manner and by such person or persons as the Directors shall from time to time determine.
- (b) The duly authorized signing officers of the Corporation may also from time to time execute and deliver for and on behalf of the Corporation proxies and/or arrange for the issuance of voting certificates and/or other evidence of the right to vote in such names as they may determine without the necessity of a resolution or other action by the Directors.

2.9 Custody of Securities

- (a) All shares and securities owned by the Corporation shall be lodged (in the name of the Corporation) with a chartered bank or a trust company or in a safety deposit box or, if so authorized by resolution of the Directors, with such other depositories or in such other manner as may be determined from time to time by the Directors.
- (b) All share certificates, bonds, debentures, notes or other obligations belonging to the Corporation may be issued or held in the name of a nominee or nominees of the Corporation (and if issued or held in the names of more than one (1) nominee shall be held in the names of the nominees jointly with the right of survivorship) and shall be endorsed in blank with endorsement guaranteed in order to enable transfer to be completed and registration to be effected.

2.10 Books and Records

The Directors shall ensure that all necessary books and records of the Corporation required by the Governing Documents or for any other reason are regularly and properly kept at the Corporation's registered office address or at any other place in Canada designated by the Directors.

ARTICLE 3: DIRECTORS

3.1 Power and Mandate of the Directors

- (a) Subject to the Governing Documents, the Directors shall manage or supervise the management of the activities and affairs of the Corporation.
- (b) The Board shall be responsible and accountable to the Members.
- (c) The Directors shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, all kinds of contracts, documents and instruments in writing which the Corporation may lawfully make and, except as may otherwise be provided in the By-laws, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Articles or otherwise authorized to exercise and do.
- (d) The responsibilities of the Board shall include:
 - (i) ensuring that the Corporation complies with its obligations;
 - (ii) developing national advocacy delivery strategy;
 - (iii) overseeing organizational administration, governance and regulatory compliance;
 - (iv) approving organizational strategy;
 - (v) approving operational policy;
 - (vi) approving individuals for positions on the Council of Governors;
 - (vii) hiring the CEO, evaluating his or her performance and terminating the CEO; and
 - (viii) assessing the annual report prepared by management of the Corporation and which shall include an evaluation of organizational and program effectiveness of the Corporation.

3.2 Number

- (a) The minimum and maximum number of Directors shall be set out in the Articles.
- (b) The precise number of Directors from time to time between the minimum and maximums set out in the Articles shall be determined by the Directors in consultation with the Nominating Committee.

3.3 Composition of the Board

- (a) Subject to section 3.9, the Board shall be composed of:

- (i) five (5) LP Council Representatives which shall include two (2) representatives from the National LP Cabinet and one (1) LP Council Representative from each of the Montreal Federation, the Toronto Federation and the Vancouver Federation (for purposes of clarity, if one of the representatives from the National LP Cabinet is from the Montreal Federation, the Toronto Federation or the Vancouver Federation, another LP Council Representative shall be elected to the Board);
 - (ii) at least three (3) Directors from outside of Montreal, Toronto and Vancouver;
 - (iii) at least one (1) member of the Executive Committee of UIAC who is not an employee or other paid professional of a Jewish community organization;
 - (iv) an officer of CFJS (subject to paragraph 3.9(a)(iii)); and
 - (v) such other individuals as are required to fill the number of Director positions determined pursuant to section 3.2.
- (b) A single Director may satisfy more than one of the criteria listed in paragraph 3.3(a).

3.4 Qualifications

Each Director:

- (a) must be an individual who is at least eighteen (18) years of age;
- (b) may not have been declared incapable by a court in Canada or in another country;
- (c) may not have the status of a bankrupt;
- (d) shall demonstrate a high level of competency in matters of advocacy and leadership;
- (e) shall demonstrate the willingness to help the Corporation fulfill its mandate and be available to participate fully in the activities of the Board; and
- (f) shall be a contributor in good standing with a Federation or UIAC.

3.5 Duties of the Directors

Each Director shall fulfil his or her duties as a director of the Corporation, including, without limitation, acting in the best interests of the Corporation, exercising due diligence, care and skill in carrying out his or her responsibilities as a Director and maintaining full confidentiality on all information provided to the Directors regarding the Corporation and on all matters discussed at meetings of the Directors (which are not otherwise made available to the public).

3.6 Term and Re-Election

- (a) Subject to sections 3.8 and 3.9, a Director's term of office shall be two (2) years beginning at the conclusion of the meeting at which the Director is elected until the conclusion of the second Annual Meeting next following or until his or her successor is elected.
- (b) Subject to paragraph (d) of this section 3.6, a Director shall be eligible for re-election for an additional two (2) consecutive terms.
- (c) Subject to paragraph (d) of this section 3.6, the maximum number of consecutive terms that a Director may hold office (including his or her original term of office but excluding partial terms) is three (3).
- (d) Notwithstanding paragraph (b) and (c) of this section 3.6, an individual who held the position of Chair, Vice-Chair or Chair-Elect immediately prior to an Annual Meeting, may be re-elected as a Director notwithstanding that he or she has served on the Board for three (3) or more consecutive terms, provided that an individual may not serve as a Director for more than twelve (12) consecutive years.

3.7 Election

- (a) Subject to the provisions, if any, of the By-laws, half of the Directors shall be elected each year by the Members at an Annual Meeting.
- (b) An individual who is elected or appointed to hold office as a Director must consent in writing to be a Director prior to or within ten (10) days of his or her election or appointment; provided that a written consent is not required if an individual was at the meeting at which he or she is elected or appointed and did not refuse to hold office at that meeting.
- (c) Notwithstanding paragraph 8.2(c), the Members shall be entitled to nominate candidates for election as Directors, provided that at least five percent (5%) of the Members support the nomination of a candidate.
- (d) Subject to the provisions of the Governing Documents and in consultation with the Members, the Directors shall prescribe regulations and procedures regarding nominations and elections, including, without limitation, procedures and timelines for the submission of nominations.

3.8 Vacancies

- (a) An individual shall cease to be a Director and his or her position shall automatically be vacated:
 - (i) if the Director ceases to meet the qualifications for being a Director as set out in section 3.4;

- (ii) if the Director by notice in writing to the Corporation resigns office which resignation shall be effective at the time it is sent to the Corporation or at the time specified in the notice, whichever is later;
 - (iii) if, at a Special Meeting called for that purpose, the Members may, by Ordinary Resolution, remove the Director before the expiration of the Director's term of office, provided that prior to approving such resolution the Corporation shall provide the affected Director with an opportunity to place any objection to such removal before the Members; or
 - (iv) if the Director dies.
- (b) A Director who has resigned or who is the subject of removal is not entitled to submit to the Corporation a written statement giving reason for resigning or for opposing his or her removal or replacement.

3.9 Filling Vacancies

- (a) A vacancy occurring in the position of a Director shall be filled as follows:
- (i) if the vacant position is that of a Director who is a representative from the National LP Cabinet who holds the position of Chair or Vice-Chair of the National LP Cabinet, the removed Director shall cease to be, and shall cease to be eligible to be, the Chair or Vice-Chair of the National LP Cabinet, and the Members shall elect another representative from, and nominated by, the National LP Cabinet, to fill the vacancy;
 - (ii) if the vacant position is that of a Director who is an LP Council Representative, the removed Director shall cease to be, and shall cease to be eligible to be, an LP Council Representative, and the Members shall appoint another LP Council Representative nominated by the National LP Cabinet, to fill the vacancy;
 - (iii) if the vacant position is that of the Director who is a representative of CFJS, the Members shall appoint another representative of, and nominated by, CFJS to fill the vacancy;
 - (iv) subject to paragraphs (i), (ii) and (iii) of this paragraph 3.9(a), if the vacancy occurs as a result of the removal of any other Director by the Members in accordance with paragraph 3.8(a)(iii), it may be filled at such Special Meeting by an Ordinary Resolution passed by the Members;
 - (v) if there is not a quorum of Directors in office or if the vacancy occurs as a result of:
 - (A) an increase in the minimum number of Directors provided for in the Articles; or

- (B) a failure to elect the minimum number of Directors provided for in the Articles;

the Directors shall without delay call a Special Meeting to fill the vacancy;

- (vi) any other vacancy in the position of a Director may be filled for the remainder of the term by the Directors then in office, if they shall see fit to do so; and
 - (vii) otherwise such vacancy shall be filled at the next Annual Meeting.
- (b) If the Directors in office fail to call a Special Meeting pursuant to paragraph 3.9(a)(v), or if there are no Directors then in office, the Special Meeting may be called by any Member.
 - (c) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 3.9 shall hold office for the remainder of his or her predecessor's term.

3.10 Remuneration

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

3.11 Expenditures

- (a) The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time within the expenditure levels set out in the budget approved by the Members pursuant to paragraph 11.2(a) and may delegate by resolution to an Officer or Officers the right to employ and pay salaries to employees.
- (b) The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Directors may prescribe.

3.12 Borrowing Powers

- (a) The Directors may from time to time in accordance with the budget approved by the Members pursuant to paragraph 11.2(a):
 - (i) borrow money on the credit of the Corporation;
 - (ii) limit or increase the amount to be borrowed;
 - (iii) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;

- (iv) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
 - (v) pledge or sell such bonds, debentures or other securities for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient;
 - (vi) secure any obligation of the Corporation by mortgage, hypothecate or pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real and personal, movable or immovable, property of the Corporation; and
 - (vii) delegate the powers conferred on the Directors under this subsection to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.
- (b) The powers conferred by this section 3.12 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of this By-law.

3.13 Fund Raising

The Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the statement of purpose of the Corporation set out in the Articles.

3.14 Agents and Employees

- (a) The Directors may appoint such agents and engage such employees as they shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Directors at the time of such appointment.
- (b) The remuneration of all agents and employees shall, subject to the other provisions of this By-law, be fixed by the Directors by resolution.

3.15 Rules and Regulations

The Directors may prescribe such rules and regulations and adopt such policies not inconsistent with the Governing Documents relating to the management and operation of the Corporation and other matters provided for in the Governing Documents as may be deemed expedient.

ARTICLE 4: MEETINGS OF DIRECTORS

4.1 Place of Meetings

Meetings of the Directors may be held at the registered office of the Corporation or at any place within or outside Canada.

4.2 Notice

- (a) A meeting of Directors may be convened by the Chair, the Vice-Chair or the Chair-Elect, if any, or by a majority of the Directors at any place or time.
- (b) The Secretary, when directed or authorized by any of the Officers listed in paragraph (a) of this section 4.2 or by a majority of the Directors, shall convene a meeting of Directors.
- (c) Notice of the date, time and place of a meeting of Directors shall be given to each Director:
 - (i) not less than fourteen (14) days before the meeting is to take place if the notice is sent by mail; or
 - (ii) not less than forty-eight (48) hours before the meeting is to take place if the notice is sent by courier, personal delivery or telephonic, electronic or other communication facility;

(exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given), except as otherwise provided in paragraph (d) of this section 4.2.
- (d) If the first meeting of the Directors following the election of Directors is held immediately after the meeting of the Members at which the election is held, then for such meeting or for a meeting of the Directors at which a Director is or Directors are appointed to fill a vacancy on the Board, no notice shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting, provided that a quorum of the Directors is present.
- (e) Except where the Governing Documents require it, a notice of a meeting of Directors need not specify the purpose of or the business to be transacted at the meeting.

4.3 Adjournment

- (a) Any meeting of Directors may be adjourned from time to time by the chair of the meeting, with the consent of the meeting.
- (b) Notice of any adjourned meeting of Directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat.
- (d) The Directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment.

- (f) Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.4 Regular Meetings

- (a) The Directors may appoint a day or days in any month or months for regular meetings of the Directors at a place or hour to be named by the Directors.
- (b) A copy of any resolution of the Directors fixing the place and time of regular meetings of the Directors shall be sent to each Director immediately after being passed, but no other notice shall be required for any such regular meetings.

4.5 Quorum

- (a) A majority of the Directors shall form a quorum for the transaction of business at any meeting of the Directors.
- (b) Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- (c) No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

4.6 Chair of the Meeting

- (a) The Chair shall be the chair of all meetings of the Directors.
- (b) In the event that the Chair is absent from a meeting of the Directors, the Chair-Elect, if any, shall be the chair of the meeting.
- (c) In the event that the Chair and the Chair-Elect, if any, are absent from a meeting of the Directors, the Vice-Chair shall be the chair of the meeting.
- (d) In the event that the Chair, the Chair-Elect, if any, and the Vice-Chair are absent from a meeting of the Directors, the Directors who are present shall choose another Director to be the chair of the meeting.

4.7 Voting

- (a) Each Director is entitled to exercise one (1) vote.
- (b) No person may act for an absent Director at a meeting of Directors.
- (c) Questions arising at any meeting of Directors shall be decided by a majority of votes unless otherwise specified in the Governing Documents.
- (d) The chair of a meeting of Directors shall have a vote on every question arising at a meeting of Directors but shall not have a second or casting vote.

- (e) At all meetings of the Directors, every question shall be determined on a show of hands unless a poll is demanded.
- (f) A poll may be demanded either before or after any vote by show of hands by any Director in which event the question shall be determined by a ballot or an oral roll call vote as determined by the chair of the meeting.
- (g) A demand for a poll may be withdrawn.
- (h) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (i) If at any meeting a poll is demanded on the election of a chair for the meeting or on the question of adjournment, it shall be taken forthwith without adjournment.
- (j) If at any meeting a poll is demanded on any other question, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs.
- (k) The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

4.8 Participation by Electronic Means

- (a) If all of the Directors consent, generally or in respect of a particular meeting, a Director may participate in a meeting of the Directors by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting and a Director participating in a meeting by such means is deemed to be present at the meeting.
- (b) Quorum shall be established by an oral roll call conducted at the beginning of each particular meeting by the chair of the meeting or a person designated by the chair of the meeting.
- (c) If any Director participates in a Directors' meeting pursuant to paragraph (a) of this section 4.8, then unless a poll is demanded, any Director participating in the meeting may request that any question be determined by an oral roll call conducted by the chair of the meeting or a person designated by the chair of the meeting.
- (d) The secretary of the meeting shall cause, among other things, the results of each vote of the Directors at a duly convened meeting to be recorded in the minutes of the meeting.

4.9 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is as valid as if it had been passed at a meeting of Directors.

ARTICLE 5: OFFICERS

5.1 Officer Positions

- (a) The Officers:
 - (i) shall consist of the Chair, the Vice-Chair and the Treasurer and may include a Chair-Elect, each of whom is required to be a Director;
 - (ii) shall include a Secretary and, when possible, a Past-Chair, each of whom is not required to be a Director; and
 - (iii) shall include the CEO who shall not be a Director and who may also hold the position of Secretary.
- (b) The Directors may from time to time appoint such other Officers from amongst themselves or otherwise as they shall deem necessary and such Officers shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.

5.2 Election and Term

- (a) The Directors shall elect the Chair, the Vice-Chair, the Secretary and the Treasurer at the first meeting of Directors held after every second Annual Meeting, each for a term of two (2) years.
- (b) The Chair may be re-elected for one (1) additional term of two (2) years, at the discretion of the Directors, to a maximum of two (2) consecutive terms as Chair (including his or her original term as Chair but excluding partial terms).
- (c) The Vice-Chair may be re-elected for one (1) additional term of two (2) years, at the discretion of the Directors, to a maximum of two (2) consecutive terms as Vice-Chair (including his or her original term as Vice-Chair but excluding partial terms).
- (d) The Secretary may be re-elected for one (1) additional term of two (2) years, at the discretion of the Directors, to a maximum of two (2) consecutive terms as Secretary (including his or her original term as Secretary but excluding partial terms), provided that if the CEO is the Secretary, he or she may hold the position of Secretary for as long as he or she is the CEO, at the discretion of the Directors.
- (e) The Treasurer may be re-elected for one (1) additional term of two (2) years, at the discretion of the Directors, to a maximum of two (2) consecutive terms as

Treasurer (including his or her original term as Treasurer but excluding partial terms).

- (f) Other than the CEO and the Past-Chair of the Corporation, an individual may not serve as an Officer for more than twelve (12) consecutive years.
- (g) Prior to the start of the nomination process for the election of Directors conducted immediately before the beginning of the last year of the Chair's term, the Directors may, at their discretion, elect one of the Directors to be the Chair-Elect for the last year of the Chair's term and who shall become the Chair at the end of the Chair's term, provided he or she continues to be a Director, if applicable.
- (h) The Past-Chair shall be the individual whose term as Chair was completed by the election of the current Chair. For the purposes of clarity, a Chair who has resigned, ceased to be a Director or been removed prior to the expiry of his or her term as Chair shall not become the Past-Chair. The term of the Past-Chair shall be for the entire duration of the current Chair's term.

5.3 Vacancies

- (a) Notwithstanding the foregoing, each incumbent Officer shall continue in office until the earlier of:
 - (i) that Officer's resignation, which resignation shall be effective at the time the written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later;
 - (ii) the election or appointment of a successor;
 - (iii) that Officer ceasing to be a Director, if that is a necessary qualification of such Officer's position;
 - (iv) with respect to the Chair-Elect, when he or she becomes the Chair in accordance with paragraph 5.2(g);
 - (v) with respect to the Chair, the Vice-Chair, the Secretary and the Treasurer, the meeting at which the successors to such Officers are elected in accordance with paragraph 5.2(a);
 - (vi) that Officer's removal; or
 - (vii) that Officer's death.
- (b) Subject to section 5.2, if the office of any Officer shall be or become vacant, the Directors may, by resolution, appoint an individual to fill such vacancy.

5.4 Remuneration of Officers

The Officers who are also Directors and the Past-Chair whether or not he or she is a Director shall serve as Officers without remuneration and shall not directly or indirectly receive any profit

from occupying the position of an Officer; provided that an Officer may be reimbursed for reasonable expenses incurred by the Officer in the performance of the Officer's duties.

5.5 Removal of Officers

Any Officer who is also a Director and the Secretary and the Past-Chair whether or not he or she is a Director may be removed at any time by resolution passed by at least two-thirds ($\frac{2}{3}$) of the Directors.

5.6 Duties of Officers May be Delegated

In case of the absence or inability to act of any Officer or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of any such Officer to any other Officer or to any Director for the time being.

5.7 Powers and Duties

All Officers shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Directors. The duties of the Officers shall include:

- (a) **Chair**. The Chair shall, when present, preside at all meetings of the Directors and the Members. The Chair shall, on behalf of the Board, ensure that the CEO fulfils his or her responsibilities and shall act as the liaison with the CEO. The Chair, or his or her delegate(s), shall be the public spokesperson for the Corporation. The Chair shall be an ex-officio member of all committees of the Corporation and, subject to paragraph 5.2(h), shall hold the position of Past-Chair immediately following his or her term as Chair for the duration of the term of the individual who replaces him or her as Chair.
- (b) **Chair-Elect**. The Chair-Elect, if any, shall be vested with all the powers and shall perform all the duties of the Chair in the absence or inability or refusal to act of the Chair and shall perform such other duties as may from time to time be assigned to him or her by the Directors.
- (c) **Vice-Chair**. The Vice-Chair shall be vested with all the powers and shall perform all the duties of the Chair-Elect, if any, or if none, then of the Chair, in the absence or inability or refusal to act of the Chair-Elect or the Chair, as applicable, and shall perform such other duties as may from time to time be assigned to him or her by the Directors.
- (d) **Secretary**. The Secretary shall give or cause to be given notices for all meetings of the Directors, committees of the Corporation and Members when directed to do so and have charge of the corporate seal of the Corporation, the minute books of the Corporation and of the documents and registers of the Corporation including, without limitation, the registers of past and present Members and Memberships, Directors and Officers. In addition, the Secretary shall perform such other duties as may from time to time be assigned to him or her by the Directors.

- (e) **Treasurer**. The Treasurer shall lead the Board in ensuring proper oversight of the financial management of the Corporation. In particular, the Treasurer shall assist the Board in ensuring that the Corporation complies with the laws and regulations relating to financial matters and the Corporation's financial policies and that the Corporation conforms to appropriate accounting principles and disclosure requirements. The Treasurer shall assist the Board in ensuring that the Corporation's financial reporting systems are accurate and timely and that the Corporation has proper financial controls in place. The Treasurer shall perform such other duties as may from time to time be assigned to him or her by the Directors.
- (f) **Past-Chair**. The Past-Chair shall advise and consult with the Chair and the other Directors as requested and shall provide historical context for current discussions and decisions of the Directors. If the Past-Chair is not a Director, he or she shall be entitled to attend and participate (but not vote) at all meetings of the Directors.
- (g) **Chief Executive Officer**. The Board shall employ a CEO who shall be responsible for advising the Board on policy and strategy for the Corporation, implementing such policy and strategy which is approved by the Board and directing the day-to-day operations and administration of the Corporation. The CEO shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Directors all information and documents they may require regarding the affairs of the Corporation which may be required to enable them to fulfil their fiduciary duties.

ARTICLE 6: FOR THE PROTECTION OF DIRECTORS AND OFFICERS

6.1 Liability of Directors and Officers

Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Director's or Officer's respective office or trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful neglect or default.

6.2 Indemnities to Directors, Officers and Others

- (a) Subject to the Act, the Corporation shall indemnify the present and former Directors and Officers against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such

an individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of his or her association with the Corporation, provided that the individual:

- (i) acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his or her conduct was lawful.
- (b) The Corporation shall also indemnify any such person in such other circumstances as the Act or law permits or requires.
- (c) Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law to the extent permitted by the Act or law.

6.3 Insurance

- (a) Subject to the Act and all other relevant legislation, the Corporation may purchase and maintain insurance for the Directors and Officers against any liability incurred by any Director or Officer, in the capacity as a Director or Officer, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of the Corporation.
- (b) The cost of such insurance shall be paid for out of the funds of the Corporation.

ARTICLE 7: CONFLICT OF INTEREST

7.1 Conflict of Interest

The Directors and Officers shall comply with the conflict of interest requirements of the Act and any conflict of interest policy approved by the Directors from time to time

ARTICLE 8: COMMITTEES

8.1 Committees

- (a) The Corporation shall have three (3) categories of standing committees:
- (i) Organizational Governance;
 - (ii) National Delivery Strategy Development; and
 - (iii) National LP Cabinet.
- (b) The Organizational Governance Committees shall consist of:

- (i) the Audit Committee;
 - (ii) the Budget and Finance Committee;
 - (iii) the Governance Committee; and
 - (iv) the Nominating Committee.
- (c) The Directors may from time to time appoint any other standing committee or committees, as they deem necessary or appropriate for such purposes and with such powers as the Directors shall see fit.
- (d) The Directors may also from time to time appoint, as they see fit, ad hoc committees upon the following terms:
- (i) the mandate of and reporting timelines for each ad hoc committee shall be clearly defined by the Directors;
 - (ii) each ad hoc committee shall have a finite existence of less than two (2) years, as determined by the Directors; and
 - (iii) all ad hoc committees shall report their findings and recommendations to the Board.
- (e) The Directors shall appoint the chair, the vice-chair and all other members of all committees of the Corporation, other than the LP National Cabinet and the LP Councils, as soon as possible after each Annual Meeting, as required.
- (f) The Chair shall be an ex officio member of each committee.
- (g) The term of each member of each Organizational Governance Committee and of the National Delivery Strategy Development Committee shall be two (2) years subject to re-appointment for two (2) additional consecutive terms. The maximum number of consecutive terms that an individual may sit on an Organizational Governance Committee or on the National Strategy Development Committee (including the member's original term on the Committee but excluding partial terms) is three (3); provided that the Board may, in its discretion, shorten or lengthen the term or maximum term numbers for any such Committee from time to time.
- (h) Any member of any committee may be removed by resolution of the Directors.
- (i) All committees of the Corporation shall report to the Board.
- (j) The Board shall establish, from time to time and subject to the By-laws, terms of reference for each committee of the Corporation which shall address, among other things, the composition and the mandate of each committee and which shall be reviewed regularly by the Board. The Board shall provide the Members with the terms of reference for each committee of the Corporation, as amended from time to time.

- (k) Notwithstanding any other provision in the By-laws, the Directors may only delegate their powers as permitted by the Act.
- (l) Committee members shall serve without remuneration and shall not directly or indirectly receive any profit from occupying such positions; provided that committee members may be reimbursed for reasonable expenses incurred by them in the performance of their duties at the discretion of the Directors.
- (m) Any committee may formulate its own rules of procedure, subject to the By-laws and such regulations or directions as the Directors may from time to time make.

8.2 Nominating Committee

- (a) The Nominating Committee shall be composed of seven (7) members appointed by the Board including:
 - (i) a chair appointed by the Board, who shall be a Director;
 - (ii) a vice-chair appointed by the Board, who need not be a Director;
 - (iii) three (3) Directors, one (1) recommended by each of the Montreal Federation, the Toronto Federation and the Vancouver Federation;
 - (iv) a Director recommended by UIAC from outside the greater Toronto, Vancouver and Montreal areas; and
 - (v) at least one (1) individual who is not a Director.

A single individual may satisfy more than one of the criteria listed in this section 8.2.

- (b) Notwithstanding paragraph 8.1(g), an individual who held the position of Chair, Vice-Chair or Chair-Elect immediately prior to the appointment of the members of the Nominating Committee may be re-appointed to the Nominating Committee notwithstanding that he or she has served on the Nominating Committee for three (3) consecutive terms (including the individual's original term on the Nominating Committee but excluding partial terms).
- (c) The Nominating Committee shall be responsible for the following on an annual basis:
 - (i) consulting broadly to identify potential Directors;
 - (ii) in consultation with the Board and with input from the CEO, assessing the background, specific skills, experience, performance and other qualifications of both prospective Directors and those Directors whose terms shall expire at the next Annual Meeting and who are eligible to be nominated for another consecutive term;

- (iii) in consultation with the Board and with input from the CEO, recommending the total number of Directors needed for a full Board complement based on the current needs of the Board and the established limits for Board size;
- (iv) in consultation with the Board and with input from the CEO, making a recommendation to the Board as to who should be the Chair, Vice-Chair and Chair-Elect, if any, for the next term; and
- (v) preparing a slate of candidates for election to the Board, advising the Board of its recommendations and presenting the slate to the Members at each Annual Meeting.

The Board may, in its discretion, extend the mandate of the Nominating Committee from time to time.

8.3 National LP Cabinet and LP Councils

- (a) The National LP Cabinet shall be composed of the LP Council Representative of each LP Council.
- (b) The members of the National LP Cabinet shall appoint a Chair and a Vice-Chair thereof from amongst its members and shall replace the Chair or Vice-Chair if necessary pursuant to paragraph 3.9(a)(i).
- (c) The National LP Cabinet shall provide the LP Councils with a forum to discuss local issues, exchange best practices, provide input in the Corporation's policy development and consider national advocacy delivery policy.
- (d) An LP Council shall be appointed by each of the following (collectively, the "**Local Partners**" and individually a "**Local Partner**"), in accordance with the policies established by the Board from time to time, to provide input into, and assist with the implementation of, the Corporation's strategic delivery objectives and to assume leadership in implementing both the Corporation's and each Local Partner's advocacy needs at the local level:
 - (i) The Atlantic Jewish Council;
 - (ii) Calgary Jewish Federation;
 - (iii) Hamilton Jewish Federation;
 - (iv) Jewish Federation of Edmonton;
 - (v) Jewish Federation of Ottawa;
 - (vi) Jewish Federation of Winnipeg Inc.;
 - (vii) the Montreal Federation;

- (viii) RJCO;
 - (ix) the Toronto Federation;
 - (x) the Jewish communities of Saskatchewan, the LP Council of which shall be called the “Western Jewish Council” or “WJC”; and
 - (xi) the Vancouver Federation.
- (e) The members of each LP Council shall appoint its LP Council Representative and shall replace its LP Council Representative if necessary pursuant to paragraph 3.9(a)(ii).

ARTICLE 9: COUNCIL OF GOVERNORS

9.1 Composition

- (a) The Corporation shall have an advisory Council of Governors which shall be composed of individuals appointed by the Board.
- (b) There shall be two (2) co-chairs of the Council of Governors who are appointed by the Board.
- (c) The term of each member of the Council of Governors shall be two (2) years subject to re-appointment for three (3) additional two (2) year terms.
- (d) The maximum number of consecutive terms that an individual may sit on the Council of Governors (including an individual’s original term but excluding partial terms) shall be four (4).
- (e) The Board shall establish, from time to time and subject to the By-laws, terms of reference for the Council of Governors which shall address, among other things, the composition and the mandate of the Council of Governors.

9.2 Rules of Procedure

The Council of Governors may formulate its own rules of procedure, subject to the By-laws and such regulations or directions as the Directors may from time to time make.

9.3 Remuneration

The members of the Council of Governors shall serve without remuneration and shall not directly or indirectly receive any profit from occupying such position.

ARTICLE 10: MEMBERSHIP

10.1 Class, Number and Entitlement

- (a) There shall be one (1) class of voting Members, comprised of fifty-four (54) Memberships, which shall be allocated to the Federations and the non-federated Jewish communities in Canada that support the Corporation, as follows, subject to the consent of each Member:

Member	Number of Memberships
The Atlantic Jewish Council	3
Calgary Jewish Federation	1
Jewish Federation of Edmonton	1
Hamilton Jewish Federation	1
Jewish Federation of Ottawa	3
The Jewish Federation of Victoria and Vancouver Island Society	1
Jewish Federation of Winnipeg Inc.	3
London Jewish Federation	1
the Montreal Federation	13
the Toronto Federation	15
UIAC	4
UIAC, in trust for the Jewish community of Regina*	1
UIAC, in trust for the Jewish community of Saskatoon*	1
UIAC, in trust for RJCO (excluding London and Windsor)*	1
the Vancouver Federation	4
Windsor Jewish Federation	1
TOTAL	54

- (b) Each Membership shall have one (1) vote at each meeting of the Members.
- (c) The Directors shall review the number and allocation of Memberships every three (3) years and shall submit any proposed changes to the Members for approval by at least two-thirds ($\frac{2}{3}$) of the Memberships, provided that the Memberships of the Montreal Federation cannot be diluted without the consent of the Montreal Federation and the Memberships of the Toronto Federation cannot be diluted without the consent of the Toronto Federation.

10.2 Resignation

- (a) Any Member may withdraw from the Corporation by sending to the Corporation and every other Member a written resignation and lodging a copy of same with the Secretary:
 - (i) in the case of a Member that holds four (4) or more Memberships, at least twelve (12) months prior to the effective date of the resignation; and
 - (ii) in the case of a Member that holds less than four (4) Memberships, at least six (6) months prior to the effective date of the resignation.
- (b) In the case of resignation, a Member shall remain liable for payment of any assessment or other amount levied or which became payable by the Member to the Corporation prior to the effective date of the resignation.

10.3 Termination of Membership

The interest of a Member in the Corporation is not transferable except as otherwise provided in subsection 10.1(c) and lapses and ceases to exist:

- (a) if a Member is dissolved, becomes bankrupt, suspends payment of debts generally, compounds with creditors, makes an authorized assignment or is declared insolvent;
- (b) when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws; or
- (c) when the Member is expelled in accordance with the Articles or By-laws; or
- (d) when the Corporation is liquidated and dissolved under the Act.

ARTICLE 11: MEMBERS' MEETINGS

11.1 Annual Meetings

- (a) The Corporation shall hold an Annual Meeting not later than fifteen (15) months after the holding of the last preceding Annual Meeting and not later six (6) months after the end of the Corporation's financial year, on such day and at such time as the Directors may determine.

- (b) At every Annual Meeting, the following annual business shall be conducted:
 - (i) the report of the Directors, the financial statements and the report of the Public Accountant shall be presented to the Members;
 - (ii) the Members shall, by Ordinary Resolution, elect the Directors to be elected at such meeting; and
 - (iii) the Members shall, by Ordinary Resolution, appoint the Public Accountant for the ensuing year.
- (c) The Members may consider and transact any other business at an Annual Meeting for which proper notice, if required, is provided to the Members.

11.2 Special Meetings

- (a) The Corporation shall hold a Special Meeting each year for the purpose of approving the budget of the Corporation which meeting shall be held prior to the beginning of the Corporation's financial year on such day and at such time as the Directors may determine.
- (b) Other Special Meetings may be convened by order of the Chair, the Vice-Chair, the Chair-Elect, if any, or by the Board on such day and at such time as they may determine, including, without limitation, in conjunction with an Annual Meeting.
- (c) The Board shall call a Special Meeting within twenty-one (21) days of receipt by the Secretary of a written requisition of Members carrying not less than five percent (5%) of the voting rights.
- (d) If the Board fails to call a Special Meeting as required by paragraph 11.2(c), any Member who has signed such requisition may call the Special Meeting.

11.3 Place of Meetings

Meetings of the Members may be held at the registered office of the Corporation or at such other place within Canada that the Directors determine or at a place outside Canada if all the Members entitled to vote at the meeting agree that the meeting is to be held at that place.

11.4 Participation by Electronic Means

- (a) A meeting of the Members may be held entirely, or a person may participate in a meeting of the Members, by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting if the Corporation makes available such a communication facility, and a person participating in such a meeting by such means is deemed to be present at the meeting.
- (b) Quorum shall be established by an oral roll call conducted at the beginning of each particular meeting by the chair of the meeting or a person designated by the chair of the meeting.

- (c) Every Authorized Representative participating by teleconference call shall have one (1) vote for each voting Membership which is represented by such Authorized Representative.
- (a) A vote by a Member participating by telephone, electronic or other communication facility may be carried out by such means, if the facility:
 - (i) enables the votes to be gathered in a manner that permits their subsequent verification; and
 - (ii) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- (b) The secretary of the meeting shall cause, among other things, the results of each vote of the Members at a duly convened meeting to be recorded in the minutes of the meeting.

11.5 Notice

- (a) Notice of the date, time and place of a meeting of the Members shall be given to each Member entitled to vote at the meeting by the following means:
 - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, at least twenty-one (21) and not more than sixty (60) days before the day on which the meeting is to be held; or
 - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, at least twenty-one (21) and not more than thirty-five (35) days before the day on which the meeting is to be held;

exclusive of the day on which notice is delivered or sent but inclusive of the day for which the notice is given.
- (b) In addition, notice for each Annual Meeting shall comply with section 2.5.
- (c) The Corporation shall send the Public Accountant and the Directors notice of the time and place of any meeting of Members at least twenty-one (21) and not more than sixty (60) days before the meeting.
- (d) Notice of a meeting of Member where special business (that is, business which is not annual business as set out in paragraph 11.1(b)) will be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business and shall state the text of any Special Resolution to be submitted to the meeting.

11.6 Quorum

- (a) A quorum for the transaction of business at any meeting of the Members (unless a greater number of Memberships is required to be present by the Governing Documents) shall be a majority of the Memberships represented by one or more Authorized Representatives.
- (b) No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business.
- (c) If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members represented thereat may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of section 11.5 with regard to notice shall apply to such adjournment.

11.7 Chair of the Meeting

- (a) The Chair shall be the chair of all meetings of the Members.
- (b) In the event that the Chair is absent from a meeting of the Members, the Chair-Elect, if any, shall be the chair of the meeting.
- (c) In the event that the Chair and the Chair-Elect, if any, are absent from a meeting of the Members, the Vice-Chair shall be the chair of the meeting.
- (d) In the event that the Chair, the Chair-Elect, if any, and the Vice-Chair are not present within fifteen (15) minutes from the time fixed for holding a meeting of the Members, the persons who are present and entitled to vote shall choose another Director to be the chair of the meeting.
- (e) If, at a meeting of Members, no Director is present or if all the Directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one (1) of their number to be the chair of the meeting.

11.8 Authorized Representatives

- (a) Subject to paragraph (b) of this section 11.8, each Member shall appoint, by resolution of its board of directors, one (1) or more Authorized Representatives (as permitted by this section 11.8) to represent it and speak on its behalf at meetings of the Members and shall provide the Corporation with a copy of such appointing resolution.
- (b) The Authorized Representatives appointed by UIAC for the Memberships which it holds in trust must reside in and represent the respective communities for which it holds such Memberships.
- (c) An Authorized Representative may be appointed to represent more than one (1) Member.

- (d) An Authorized Representative may not be an employee of, or other person paid by, the Corporation, a Federation, The Atlantic Jewish Council, The Jewish Federation of Victoria and Vancouver Island Society, UIAC or any of the Jewish communities of Regina, Saskatoon or that comprise RJCO.
- (e) An Authorized Representative serves at the pleasure of the Member who appointed him or her and may be replaced at any time and from time to time by such Member.

11.9 Adjournment

- (a) The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members.
- (b) Subject to subsection 11.6(c), notice of any adjourned meeting of Members is not required to be given if the time and place of the adjourned meeting is announced at the original meeting and the adjourned meeting is held within thirty-one (31) days of the original meeting.
- (c) Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present at such meeting.
- (d) The Members who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting.
- (e) If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated immediately after its adjournment.
- (f) Any business may be brought before or dealt with at any adjourned meeting of the Members which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.10 Voting by Members

- (a) Votes at meetings of the Members may be cast by an Authorized Representative.
- (b) No Member shall be entitled to vote at meetings of Members unless the Member has paid all amounts, if any, then payable by the Member to the Corporation.
- (c) At all meetings of the Members, every question shall be determined on a show of hands by a majority of votes cast by the Authorized Representatives physically present at the meeting and/or by an oral roll call of those participating by conference telephone or other communication facilities pursuant to section 11.4, unless otherwise specifically provided by the Governing Documents or unless a poll is demanded.

- (d) At every meeting at which a Member is entitled to vote, every Authorized Representative who is present in person shall have one (1) vote on a show of hands or oral roll call, as applicable.
- (e) A poll may be demanded either before or after any vote by show of hands or oral roll call, as applicable, by any person entitled to vote at the meeting, in which event the question shall be determined by ballot or a roll call vote, as determined by the chair of the meeting.
- (f) Upon a poll and subject to the provisions, if any, of the Articles, every Authorized Representative shall have one (1) vote for each Membership which is represented by such Authorized Representative.
- (g) In the case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to the vote or votes to which the chair of the meeting may be otherwise entitled.
- (h) At any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.
- (i) A demand for a poll may be withdrawn.
- (j) If at any meeting a poll is demanded on the election of a chair for the meeting or on the question of adjournment, it shall be taken forthwith without adjournment.
- (k) If at any meeting a poll is demanded on any other question or as to the election of Directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs.
- (l) The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

11.11 Resolution in Lieu of Meeting

Except where a written statement is submitted by a Director under subsection 131(1) of the Act or by the Public Accountant under subsection 187(4) of the Act:

- (a) a resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members; and
- (b) a resolution in writing dealing with all matters required by this Act to be dealt with at a meeting of Members, and signed by all the Members entitled to vote at that meeting, satisfies all the requirements of this Act relating to meetings of Members.

ARTICLE 12: NOTICES

12.1 Service

- (a) Any notice, resolution or other document required by the Governing Documents to be sent to any Member, Director or Officer shall be provided at such person's latest address as shown in the records of the Corporation in the following manner:
 - (i) to any Member in accordance with section 11.5; and
 - (ii) to any Director or Officer in accordance with section 4.2.
- (b) Any notice, resolution or other document required by the Governing Documents to be sent to the Public Accountant shall be provided to the Public Accountant's business address in one or more of the following manners:
 - (i) by mail, courier or personal delivery; or
 - (ii) by telephonic, electronic or other communication facility.
- (c) Notice shall not be sent by mail if there is a general interruption of postal services in the place in which or to which it is mailed.
- (d) Each notice sent by mail shall be deemed to have been received at the time it would be delivered in the ordinary course of mail or if sent by another means on the business day it was delivered personally or by courier or sent by electronic means.

12.2 Signature to Notices

The signature of any Director or Officer to any notice or document to be given by the Corporation may be written, stamped, typewritten, printed or electronically inserted.

12.3 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the Governing Documents, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period but the day for which the notice is given shall be included.

12.4 Proof of Service

A certificate of an Officer in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, Director, Officer or Public Accountant or publication of any notice or other document shall be conclusive evidence of such sending or delivery and shall be binding upon every Member, Director, Officer or Public Accountant, as the case may be.

12.5 Waiver of Notice/No Notice Required

- (a) Any person may waive any notice, or the time for the notice, in whole or in part, required to be given under any provision of the Governing Documents or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.
- (b) In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice or otherwise consent.
- (c) A waiver of notice shall be given in writing or by facsimile or other means of recorded electronic communication addressed to the Corporation.
- (d) Attendance of a person at a meeting of the Members or Directors shall constitute a waiver of notice of the meeting except where the person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

12.6 Error or Omission in Giving Notice

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

ARTICLE 13: BY-LAWS

13.1 Repeal of By-laws

- (a) All previous By-laws, including, without limitation, By-law No. 7, (as amended), shall be repealed upon the enactment of this By-Law.
- (b) The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal.
- (c) All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

13.2 Effective Date of this By-law

This By-law shall come into force and effect on the date that the Certificate of Continuance under the Act is issued to the Corporation.

13.3 Enactment of By-laws

- (a) Subject to paragraph 13.3(c) or unless the Articles or the By-laws otherwise provide, the Directors may from time to time, by Ordinary Resolution, amend the Articles or make, amend or repeal any By-law that regulates the activities or affairs of the Corporation, except in respect of the matters referred to in subsection 197(1) of the Act.
- (b) Subject to paragraph 13.3(c):
 - (i) the Directors shall submit any new, amended or repealed By-law that they approve to the Members at the next meeting of Members, for confirmation by the Members by Ordinary Resolution; and
 - (ii) any new By-law, amendment or repeal is effective from the date it was approved by resolution of the Directors until the next meeting of the Members and, once confirmed by the Members at such meeting, remains effective in the form in which it was confirmed, provided that any such new By-law, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members as required under the Act or if it is rejected by the Members.
- (c) Subject to section 199 of the Act, a Special Resolution of the Members is required to amend the Articles or to make any new, amended or repealed By-law in respect of the matters referred to in subsection 197(1) of the Act and any such new, amended or repealed By-law shall be effective from the date of the Special Resolution of the Members at which it is approved.
- (d) A copy of any By-law, amendment or repealed By-law approved by the Directors and Members must be submitted to the Director under the Act within twelve (12) months after the day on which the Members confirm or amend the By-law, amendment or repeal.

ENACTED by the Directors the 8th day of September, 2014.

Chair

Secretary

CONFIRMED by the Members the 8th day of September, 2014.

Secretary

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