

KEHILLAT BETH ISRAEL CONGREGATION

**CONSOLIDATED VERSION
GENERAL OPERATING BY-LAW NO. 1
as amended October 16th, 2019**

GENERAL OPERATING BY-LAW NO. 1

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

KEHILLAT BETH ISRAEL CONGREGATION
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 1

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

KEHILLAT BETH ISRAEL CONGREGATION
(the “Corporation”)

WHEREAS Congregation Beth Shalom of Ottawa (CBSO) is a registered charity under the *Income Tax Act* (Canada) and a non-share capital corporation incorporated under the *Canada Not-for-Profit Corporations Act* (“CNCA”) pursuant to Articles of Incorporation on December 6, 2013;

AND WHEREAS Agudath Israel Congregation of Ottawa (AICO) is a registered charity under the *Income Tax Act* (Canada) that was a non-share capital corporation incorporated under the *Ontario Corporations Act* pursuant to letters patent on April 4, 1938 and was continued under the CNCA on July 1, 2016.

AND WHEREAS the CBSO and AICO have applied for a Certificate of Amalgamation to be amalgamated under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the amalgamated Corporation formed by the amalgamation of CBSO and AICO to take effect in accordance with this By-law as follows:

SECTION I
INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) “Act” means the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23*, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) “Articles” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) “Board” means the Board of Directors which is the board of directors of the Corporation for the purposes of the Act.
- (d) “By-laws” means this By-law and all other By-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) “Clergy” means the members of the clergy engaged by the Corporation pursuant to this By-law.
- (f) “Dependent Child” means a person who is an unmarried child of a Member, including an adopted child, a stepchild, and a foster child, in respect of whom the Member stands in loco parentis, provided such person is:
 - (i) under 18 years of age;
 - (ii) under 25 years of age and attending an accredited college or university on a full-time basis; or
 - (iii) over 17 or 24 years of age as the case may be and who was a dependent child as defined in (i) or (ii) when they became incapable of engaging in self-sustaining employment by reason of mental, cognitive, or physical disability, and who is primarily dependent on the Member for support and maintenance.
- (g) “Director” means a member of the Board of the Corporation who is a director for the purposes of the Act.
- (h) “Halacha” means Jewish law as interpreted by the Senior Rabbi, in consultation with the Ritual Committee.
- (i) “Member” means a member of the Corporation and “Members” or “Membership” means the collective membership of the Corporation.

- (j) “Member in good standing” means a Member of the Corporation who is not under suspension and whose current and prior annual donations are paid.
- (k) “Officer” means the President, the Vice President(s), the Treasurer, the Secretary, and the Immediate Past President appointed in accordance with this By-law.
- (l) “Operating Policy” means a policy respecting the operation of the Corporation approved by the Board in accordance with this By-law.
- (m) “Ordinary Resolution” means a resolution requiring a majority vote.
- (n) “Proposal” means a matter submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (o) “Regulations” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (p) “Special Resolution” means a resolution requiring a two thirds majority vote.
- (q) “Synagogue” means Kehillat Beth Israel Congregation and the land and the building in which it is housed.

1.02 Deeming Provision

For purposes of this By-law, a person shall be deemed to be Jewish if:

- (a) their mother is Jewish; or
- (b) the Senior Rabbi so determines for any other reason, including conversion, taking into consideration the standards set by the Rabbinical Assembly’s Committee on Jewish Law and Standards.

1.03 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number include the plural and *vice versa*;
- (c) the word “person” includes an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person;
- (d) unless otherwise specified, no use of a pronoun denotes any specific gender; specifically, "he" or "his" and "she" or "hers" may be used interchangeably; and

- (e) Except for Section 1.01, if any of the provisions contained in this By-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Rules of Order

Subject to the Act, the Articles, and this By-law, the meetings of the Members and Board shall be carried out in accordance with the most recent edition of *Robert's Rules of Order Newly Revised*. For greater certainty in the event such *Rules of Order* are in conflict with the Act, the Articles, or this By-law, the Act, the Articles or this By-law, as the case may be, shall prevail.

SECTION II
MISSION AND AFFILIATION OF THE CORPORATION

2.01 Mission

- Kehillat Beth Israel Congregation is a welcoming egalitarian synagogue that promotes Conservative Judaism and its values through religious, educational and social activities.
- Kehillat Beth Israel Congregation's core values reflect a respect for diversity and inclusiveness, righteousness through Tikkun Olam, Torah study and Judaic literacy, and Jewish engagement and worship in a meaningful and relevant way.
- Kehillat Beth Israel Congregation is a progressive synagogue with traditional roots.
- Kehillat Beth Israel Congregation is a vibrant and active synagogue involved in community events whose members lead many community institutions.
- Kehillat Beth Israel Congregation is active in and promotes social action initiatives.

2.02 Affiliation

The Synagogue shall be affiliated with the United Synagogue of Conservative Judaism (USCJ).

SECTION III
FINANCIAL AND OTHER MATTERS

3.01 Financial Year

The financial year end of the Corporation shall be established by resolution of the Board.

3.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

3.03 Investments and Deposits

All monies, securities and other valuable effects of the Corporation shall be deposited in the name and to the credit of the Corporation in such chartered bank or trust company, or in the case of securities, in such registered dealer in securities as may be designated by the Board.

3.04 Public Accountant and Level of Financial Review

The Members shall, by Ordinary Resolution at each Annual General Meeting (AGM), appoint a public accountant to hold office until the next following AGM and conduct an audit in accordance with the Act for the financial year ending before the next following AGM. The Directors may fill any vacancy in the office of the public accountant to hold office until the next following AGM. The remuneration of the public accountant may be fixed by Ordinary Resolution of the Members, or if not so fixed, shall be fixed by the Board.

3.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its Officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any two (2) Officers may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

3.06 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents at the time and as required by the Act to Corporations Canada and to the Members between 21 to 60 days before the day on which an Annual General Meeting of Members is held or before the day on which a written resolution in lieu of an Annual General Meeting is signed, unless a Member declines to receive them. Alternatively, the Corporation may give notice to the Members stating that such documents are available at the registered office of the Corporation and any Member may request a copy free of charge at the registered office or by prepaid mail.

3.07 Operating Policies

The Board may, by Ordinary Resolution, adopt, amend, or repeal such Operating Policies that are consistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION IV
MEMBERS

4.01 Classes, Conditions and Qualifications of Membership

Pursuant to the Articles, there shall be one (1) class of Members in the Corporation. Membership in the Corporation shall be available only to those individuals:

(a) who qualify as members according to the Articles;

or

(b) who:

(i) are eighteen (18) years of age or older;

and

(ii) are either:

A. Jewish;

B. the current spouse of a person who is Jewish;

C. the former spouse of a person who is Jewish provided both spouses were Members while married or common law partners as defined in the Income Tax Act, Canada; or

D. the parent or guardian of a Dependant Child who is Jewish;

and

(iii) have applied for and been admitted into membership in accordance with this By-law and the Operating Policies.

Membership may be divided into categories, including individual and family membership, as determined by Operating Policies. Participation by non-Jewish Members or family members (spouse, children) in congregational life shall be encouraged to the extent permissible under Jewish law, rules, and customs.

4.02 Associates

The Corporation may approve categories of Associates as further described in the Corporation's Operating Policies. Associates shall not be Members of the Corporation and shall have no voting privileges in the Corporation. Upon payment of an annual donation, Associates shall have the privileges set out in the Operating Policies.

4.03 Admission to Membership

An application for membership in the Corporation shall be submitted to the membership committee or to such other person as the Board may designate together with any prescribed fees. The membership committee shall, in consultation with the Clergy, determine if the applicant fulfils the requirements of this By-law and of the Corporation's Operating Policies. The Chair of the membership committee shall report on the application together with the committee's determination to the Board.

4.04 Privileges, Rights, and Duties of Members

Membership, in accordance with this By-law, shall carry the following duties and, provided their membership is in good standing, the following privileges and rights, except as otherwise provided in this By-law or in the Corporation's Operating Policies:

- (a) the privilege to occupy one or more seats as determined in accordance with the Operating Policy on Seating for an individual membership or a family membership (including seating for dependent children upon payment of an additional donation as established by the Board) as the case may be for the High Holy Days;
- (b) the privilege to participate in all activities of the Corporation upon payment of any charges that may be levied in that connection, subject to this By-law, and the privilege to have each Dependent Child participate in all activities of the Corporation upon payment of any charges that may be levied in that connection;
- (c) the right to have a Dependent Child have a Bar or Bat Mitzvah in the synagogue, subject to such rules and Operating Policies as may be established by the Board;
- (d) the right to be married, or have their child married, in the synagogue subject to such rules and Operating Policies as may be established by the Board;
- (e) the right to purchase interment rights in one of the cemeteries owned by Jewish Memorial Gardens and to be buried there in accordance with such rules and Operating Policies as may be established by the Board and Jewish Memorial Gardens;
- (f) the right to purchase interment rights in one of the cemeteries owned by Jewish Memorial Gardens for purposes of having a child buried there and the right to have such child buried there in accordance with such rules and Operating Policies as may be established by the Board and Jewish Memorial Gardens;
- (g) the right to have births, marriages and deaths recorded in the registers of the Corporation;
- (h) the right to hold office in the Corporation;

- (i) the right to attend, speak, and participate at all meetings of Members; and
- (j) if Jewish, the right to vote on all issues at all meetings of Members, and, if not Jewish, the right to vote on all issues, except religious issues, at all meetings of Members.

4.05 Suspension of Membership

The Board may, by Special Resolution, suspend any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws, or Operating Policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
- (c) having arrears of donations or other indebtedness to the Corporation outstanding for not less than one year for which full payment has not been arranged; or
- (d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Corporation.

In the event that the Board proposes that a Member should be suspended from membership in the Corporation, the President shall provide sixty (60) days notice of suspension to the Member and shall provide reasons for the proposed suspension. The Member may make written submissions to the President in response to the notice received within such sixty (60) day period. In the event that no written submissions are received by the President, they may proceed to notify the Member that the Member is suspended from membership in the Corporation. Where written submissions are received in accordance with this section, the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further sixty (60) days from the date of consideration of the submissions.

In addition, any spouse who, following the dissolution of a marriage by civil decree, refuses to cooperate in the process of ensuring that a get is finalized according to Jewish law in a Bet Din, shall be suspended forthwith on notice but without any right to make written submissions until the obligation is met.

Upon suspension of membership, a Member's privileges and rights but not their duties are suspended until their membership is reinstated in accordance with this By-law.

4.06 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member dies;
- (b) the Member ceases to maintain the qualifications for membership set out in this By-law;
- (c) the Member resigns by delivering a written resignation to the President or his designate in which case such resignation shall be effective on the date specified in the resignation;
- (d) one year has elapsed after their membership in the Corporation has been suspended and has not been reinstated; or
- (e) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the privileges and rights of the Member automatically cease to exist.

Where a person whose membership is suspended or terminated is also a Director or an Officer, then such person shall be deemed to have also automatically resigned as a Director, and/or Officer, as applicable.

4.07 Membership Donation

The Board shall determine the amount and the manner in which an annual donation by each Member is to be paid. No Member shall be entitled to occupy a seat for the High Holy Days if that Member has not fully paid or made arrangements to fully pay all donations for which the Member is liable for all prior years and has not fully paid or made arrangements to fully pay all donations for the then current year. Members shall be notified in writing of the membership donations payable at any time by them.

4.08 Reinstatement

The Board may, on the recommendation of the Chair of the membership committee and by Special Resolution, reinstate the membership of any person whose membership has been suspended or terminated under this By-law.

SECTION V
MEETINGS OF MEMBERS

5.01 Annual General Meetings

An Annual General Meeting of Members shall be held at such time in each year as the Board may from time to time determine provided that each Annual General Meeting must be held not later than fifteen (15) months after the preceding Annual General Meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The Annual General Meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

5.02 Special General Meetings

The Board may at any time call a Special General Meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by Members carrying not less than five percent (5%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a Special General Meeting of Members, unless an exception in the Act is met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

5.03 Place of Meetings

Meetings of Members may be held at any place within Ontario or Quebec as the Board may determine.

5.04 Special Business

All business transacted at a Special General Meeting of Members and all business transacted at an Annual General Meeting of Members, except consideration of the financial statements, public accountant's report, election of Directors, and appointment of a public accountant or re-appointment of the incumbent public accountant, is special business.

5.05 Notice of Meetings

In accordance with and subject to the Act, notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.

Where the Corporation provides notice electronically, and if a Member requests that notice be given by non-electronic means, the Corporation shall give notice of the meeting to the Member so requesting by mail, courier or personal delivery, during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of a meeting of Members shall also be given to each Director, the Clergy, and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held.

Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

The Board may fix a record date for determination of Members entitled to receive notice of any meeting of Members in accordance with the requirements of section 161 of the Act. Subject to the Act, a notice of meeting of Members provided by the Corporation shall include any Proposal submitted to the Corporation under this By-law.

5.06 Waiving Notice

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members. Attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such 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.

5.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers, the Clergy, the staff, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted with the permission of the Chair of the meeting or by Ordinary Resolution of the Members.

5.08 Chair of the Meeting

The Chair of Members' meetings shall be the President or a Vice-President if the President is absent or unable to act. If the President and the Vice-President(s) are all absent or unable to act, then another Officer who is present and entitled to vote at the meeting shall chair the meeting.

5.09 Quorum

A quorum at any meeting of the Members shall be five percent (5%) of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person or by proxy.

5.10 Votes to Govern

At any meetings of the Members, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined individually by Ordinary Resolution. The Chair of the meeting shall not vote except to make or break a tie.

5.11 Show of Hands

Subject to the Act, any question at a meeting of Members shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

5.12 Ballots

On any question proposed for consideration at a meeting of Members, and whether or not a show of hands has been taken thereon, the Chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the Chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.

5.13 Absentee Voting by Mailed-In Ballot or Electronic Ballot

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Corporation has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

5.14 Absentee Voting by Proxy

Every Member entitled to vote at a meeting of Members may appoint a proxy holder, or one or more alternate proxy holders, who need not be Members but must be eighteen (18) years of age or older, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (b) a Member may revoke a proxy by depositing, prior to the start of the meeting, an instrument in writing executed by the Member in accordance with the Regulations;

- (c) a proxy holder or an alternate proxy holder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or alternate proxy holder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
- (d) a proxy shall be in writing, executed by the Member or such Member's authorized representative and shall conform with the requirements of the Regulations; and
- (e) votes by proxy shall be collected, counted and reported in such manner as the Chair of the meeting directs.

5.15 Proposals at Annual General Meetings

Subject to compliance with section 163 of the Act, a Member entitled to vote at an Annual General Meeting may submit to the Corporation notice of any matter that the Member proposes to raise at the Annual General Meeting (a "Proposal"). Any such Proposal may include nominations for the election of Directors if the Proposal is signed by not less than five per cent (5%) of the Members entitled to vote at the meeting. Subject to the Act, the Corporation shall include the Proposal in the notice of meeting and if so requested by the Member, shall also include a statement by the Member in support of the Proposal and the name and address of the Member. Members shall not be required to pay the cost of including the Proposal and any statement in the notice of meeting.

5.16 Resolution in Lieu of Meeting

A resolution in writing and 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, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

SECTION VI **DIRECTORS**

6.01 Powers

Subject to the Act and the Articles, the Board shall:

- (a) manage or supervise the management of the activities and affairs of the Corporation;
- (b) approve By-laws, rules, and regulations applicable to any activity of the Corporation;
- (c) approve financial statements;
- (d) enact Operating Policies respecting any matter for which an Operating Policy is contemplated in this By-law, including, without limiting the generality of the foregoing:
 - (i) the management and control of all Corporation property;
 - (ii) the designation of the bank or banks where the Corporation shall deposit its funds; and
 - (iii) the approval of the expenditures of funds and the use of Corporation property. However, the Board may not invest, nor direct the investment of any funds into investments that are not lawful for trust funds, nor may it create any fund which would permit the signing Officers to withdraw monies without properly drafted cheques or vouchers;
- (e) supervise the Clergy;
- (f) perform any duty or activity specified in this By-Law to be performed by the Board; and
- (g) designate a person or persons to whom the Executive Director will be accountable.

6.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers and no Director may be an employee of the Corporation or any of its affiliates.

6.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be and remain a Member of the Corporation in good standing. No person who has been found by a court in Canada or elsewhere to be mentally incompetent, who has the status of a bankrupt, or who is an “ineligible individual,” as defined in the *Income Tax Act*, shall be a Director.

6.04 Composition of the Board

The Board shall be composed of the following Directors:

- (a) One (1) Director who shall be the President;
- (b) One (1) Director who shall be the First Vice-President;
- (c) One (1) Director who shall be the Second Vice-President;
- (d) One (1) Director who shall be the Secretary of the Board;
- (e) One (1) Director who shall be the Treasurer of the Board;
- (f) One (1) Director who shall be the Past-President; and
- (g) Up to eight (8) Directors-at-Large.

6.05 Election of Directors and Term

- (a) Subject to the Articles, Directors, except the Past-President, shall be elected by the Members by Ordinary Resolution at an Annual General Meeting of Members at which an election of Directors is required. Every election of Directors shall be carried out with reference to the report of the Nominating Committee and shall be in conformity with the requirements as to Board composition set forth in this By-law.
- (b) Only Members who are Jewish are eligible to be nominated or elected to be Directors.
- (c) The term of office of the Directors serving as the President, Vice-Presidents, Secretary and Treasurer shall be two (2) years or as determined by Ordinary Resolution of the Members.
- (d) The term of office of the Directors-at-Large shall be three (3) years or as determined by Ordinary Resolution of the Members. As much as possible, Directors-at-Large shall be elected and shall retire in rotation.

- (e) If Directors are not elected at an Annual General Meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (f) The maximum number of terms for each Director-at-Large is two (2) terms of three (3) years. The maximum number of terms for each Director who also serves as an Officer is a total of three (3) terms of two (2) years, with a maximum number of years as a Director of twelve (12) years. A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board is restored.

6.06 Appointment of Past President

Pursuant to the Articles, following the conclusion of the Annual General Meeting of Members each year, the Board shall appoint the Past-President to hold office for a term expiring not later than the close of the next Annual General Meeting of Members.

6.07 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Members in accordance with this By-law, or no longer fulfils all of the qualifications to be a Director set out in this By-law, as determined in the sole discretion of the Board.

6.08 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the President or at the time specified in the resignation, whichever is later. Any Director who is absent for more than three (3) consecutive meetings of the Board without reasonable cause may, by a Special Resolution of the Board, after notification in writing by the President, be asked to resign from office. If the Director fails to resign, a Special General Meeting of Members will be convened for the purpose of voting on whether to remove the Director.

6.09 Removal

The Members may, by Ordinary Resolution, passed at a Special General Meeting of Members called for this specific purpose, remove any Director from office before the expiration of the Director's term for any reason including being absent for more than three consecutive meetings of the Board and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the President.

6.10 Filling Vacancies

A quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from an increase in the minimum or maximum number of Directors or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a Special General Meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting.

A Director elected to fill a vacancy that arises from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members holds office for the unexpired term of their predecessor.

A Director elected to fill a vacancy that arises from an increase in the minimum or maximum number of Directors, holds office for the lesser of the term established by the Members at the special General Meeting where that Director was elected and three (3) years.

6.11 Conflict of Interest

(a) Prohibition

Save and except where specifically permitted by law and as approved by the Board, a Director and their family members, or a corporation in which they or any of their family members is a director or shareholder, or holds an interest, shall not enter into a contract, business transaction, financial arrangement or other matter with the Corporation.

(b) Disclosure

A Director of the Corporation shall disclose, at the time and in the manner required by the Act, in writing to the Corporation or request to have entered in the minutes of Board meetings, any interest and the nature and extent of any interest that the Director, any member of their family, or a corporation in which the Director or any member of their family is a director, shareholder, or has an interest, has in an actual or proposed contract, business transaction, financial arrangement or other matter with the Corporation, whether permitted by law or not.

(c) Procedure Where Disclosure

Any Director who has made a disclosure shall absent themselves during the discussion of the matter, with such absence being recorded in the minutes. The Director shall not vote on any resolution to approve such contract, business transaction, financial arrangement, or other matter with the Corporation except as provided by the Act.

(d) Consequences of Contravention

In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director was required to disclose any direct or indirect interest, gain or benefit in contravention of this Section, save and except where permitted by law and approved by the Board, such Director shall be required to immediately resign from the Board, failing which they shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.

6.12 Confidentiality

Every Director, Officer, or committee member shall sign a confidentiality agreement and shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

6.13 Indemnification

The Corporation shall provide present and former Directors and Officers with the indemnification described in section 151 of the Act.

SECTION VII **OFFICERS**

7.01 Election and Appointment

The Board may designate the offices of the Corporation and specify the duties of the officers occupying those offices. The President, Vice-Presidents, Secretary and Treasurer shall be elected by the Members. The Past President shall be appointed by the Board. A Director may be elected or appointed to any office of the Corporation.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **President** – The President shall be a Director. The President shall be the Chair of the Board. The President shall:
 - (i) ensure that all By-laws are enforced and that the decisions of the Board are implemented;
 - (ii) be the Chair of the Personnel Committee;
 - (iii) be an *ex-officio* member of all other committees;
 - (iv) submit a report on the activities of the Board and on the state of business, affairs and activities of the Corporation at the Annual General Meeting;
 - (v) call a meeting of the Board as soon as possible after the Annual General Meeting in order to review with the Board the general state of business and affairs of the Corporation and to deal with any matters of a pressing nature; and
 - (vi) at the first meeting of a new Board, appoint, subject to confirmation by the Board, the members of the standing committees of the Board (not including the nominating committee).

- (b) **Vice-Presidents** – The Vice-Presidents of the Board shall be Directors. The First Vice President shall be the Chair of the Ritual Committee. If the President is absent or is unable or refuses to act, the First Vice-President shall exercise the powers of the President. The Second Vice-President shall perform the duties and exercise the powers of the President when the President and First Vice-President are absent or unable or refuse to act.

- (c) **Secretary** – The Secretary shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board and all meetings of the Members. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (d) **Treasurer** – The Treasurer shall be a Director. The Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall be the Chair of the Finance and Audit Committee.
- (e) **Past-President** – The Past-President shall be a Director. The Past-President shall be the immediate Past-President, unless they are unwilling or unable to act, and shall have such duties as may be prescribed by the Board.
- (f) The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board requires of them.
- (g) The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 **Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earliest of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) the Officer's ceasing to be a Director; or
- (d) the Officer's death.

In such case, if the office of any Officer of the Corporation, including the office of President, becomes vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII
MEETINGS OF DIRECTORS

8.01 Calling of Meetings

Meetings of the Board may be called by the President or any two (2) officers or any five (5) Directors at any time. There shall be at least four (4) meetings during each calendar year.

8.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within Ontario or Quebec, as the Board may determine.

8.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held, except in emergency situations as determined by the President or any two (2) officers. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

8.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

8.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. Consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

8.06 Quorum

A quorum at any meeting of the Board shall be a majority of Directors. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

8.07 Chair of the Meeting

The Chair of Board meetings shall be the President or the First Vice-President if the President is absent or unable to act. In the event that the President and the First Vice-President are absent or unable to act, the Second Vice-President shall chair the meeting. In the event that the President and both of the Vice-Presidents are absent or unable to act, the Secretary shall chair the meeting. In the event that the President, both Vice-Presidents, and the Secretary are absent or unable to act, the directors present shall choose a chair from among their number.

8.08 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, unless otherwise specified in the By-law or the Act, every question shall be decided by a majority of the votes cast on the question. The Chair of the meeting shall not vote except to make or break a tie.

8.09 Show of Hands

Any question at a meeting of Directors shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the Chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.

8.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board.

SECTION IX **COMMITTEES**

9.01 General

The Board shall appoint all committees. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, and, subject to sections 9.02, 9.03, 9.04, 9.05, 9.06, 9.07, 9.08 and 9.10 to elect its Chair and to otherwise regulate its procedure. Any committee member may be removed by the Board.

9.02 Nominating Committee

The Board shall appoint a Nominating Committee annually or as often as may be required. It will be comprised of five members. Three members shall be selected from the Board and two from among other Members of the Corporation. A quorum shall consist of a majority of the members of the committee. The Board shall appoint one of the Board Members who is a member of the Nominating Committee as the Chair. The Nominating Committee shall as often as may be required prepare a report comprised of a list of Members nominated to serve as President, the two Vice Presidents, Secretary and Treasurer for the ensuing two years and, subject to this By-law, the persons nominated to serve as members of the Board for the ensuing three-year period. A copy of the report shall be provided to the Members in writing with the notice of the next Annual General Meeting.

9.03 Ritual Committee

The Ritual Committee shall, in conjunction with the Clergy, supervise and regulate the conduct of all religious services. It shall report to the Board on all matters referred to it with respect to policy or the Clergy of the Synagogue and any other Ritual matters referred to it by the Board. The 1st Vice President or their designate who is a Director approved by the Board shall be the Chair of the Ritual Committee. The Senior Rabbi and the Cantor shall be ex-officio members of the Ritual Committee.

9.04 Membership Committee

The Membership Committee, in addition to the duties referred to in this By-Law, shall consider and report to the Board on all matters respecting membership referred to it by the Board, and develop strategies to increase the membership of the Corporation by soliciting new Members and retain existing ones. The Board shall appoint one of the Directors who is a member of the Membership Committee as the Chair.

9.05 Finance and Audit Committee

The Board shall appoint a Finance and Audit Committee comprised of at least three members, two of whom shall be the Treasurer and the President. The Finance and Audit Committee shall consider and report to the Board on all financial matters respecting the Corporation including matters referred to it by the Board. The Treasurer shall be the Chair of Finance and Audit Committee.

9.06 Personnel Committee

The Board shall appoint a Personnel Committee comprised of at least five members, one of whom shall be the President and at least two others of whom shall be selected from the Board. The Personnel Committee shall consider and report to the Board on all human resource matters respecting the Corporation including matters referred to it by the Board. The President shall be the Chair of Personnel Committee.

9.07 Governance Committee

The Board shall appoint a Governance Committee comprised of at least three persons, at least one of whom shall be a Director. The Board shall appoint a member who is not a Director as the Chair of the Governance Committee. The Governance Committee shall consider and advise the Board on matters of proper governance and develop By-law amendments, new Operating Policies, and Operating Policy amendments.

9.08 Strategic Planning Committee

The Board shall appoint a Strategic Planning Committee comprised of at least three Directors. The Board shall appoint a Director as the Chair of the Strategic Planning Committee. The Strategic Planning Committee shall develop and maintain short range, medium range, and long-range strategic plans for the synagogue.

9.09 Marketing and Communications Committee

The Board shall appoint a Marketing and Communications Committee comprised of at least three persons, at least one of whom shall be a Director. The Board shall appoint a Director as the Chair of the Marketing and Communications Committee. The Marketing and Communications Committee shall provide strategic advice and oversight for internal and external marketing and communications for the synagogue.

9.10 Other Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit.

9.11 Working Groups

The Board may, at any time, constitute a Working Group comprised of at least three persons, at least one of whom shall be a Director, to further the interests of the synagogue or to study or consider a specific issue not assigned to a Committee, and develop for the Board's consideration and approval a report on the options available and the pros and cons of each option. The Board shall appoint as the Chair of a Working Group, a member who is a Director.

9.12 Synagogue Representation

At the first meeting of the Board of Directors following each Annual General Meeting of Members, the Directors shall consider and pass resolutions naming, from amongst their number, a person or persons to represent the interests of the Corporation at each of:

- (a) Jewish Memorial Gardens,
- (b) The Ottawa Vaad HaKashrut, and
- (c) Masorti Canada - Mercaz Canada

until the next Annual General Meeting of Members.

SECTION X
CLERGY

10.01 Clergy

The Clergy may include the Senior Rabbi, Chazzan, and such other persons as may be engaged as clergy from time to time under written contract with the Corporation by the Board.

10.02 Authority

No person other than a member of the Clergy shall conduct religious services, occupy the pulpit or perform any religious ceremony on the premises of the Corporation without the approval of the Board or other persons designated by the Board.

10.03 Qualifications of the Clergy

Any clergy member engaged by the Corporation shall have obtained their ordination from a recognized religious institution subject to the approval of the Board.

10.04 Duties of the Clergy

The duties of the members of the Clergy shall be as follows:

(a) **The Senior Rabbi**

The Senior Rabbi, in consultation with the Ritual Committee, shall be the final authority with respect to matters of Halacha. The Senior Rabbi shall comport him/herself in accordance with the laws and traditions of Conservative Judaism, as determined by the United Synagogue of Conservative Judaism (USCJ), shall be spiritual leader of the Corporation and shall perform all such religious services and duties of his/her office and, in addition, such duties as may be provided for in this By-law, his/her contract with the Corporation or as may be prescribed by the Board.

(b) **The Chazzan**

The Chazzan shall comport him/herself in accordance with the laws and traditions of Conservative Judaism, as determined by the United Synagogue of Conservative Judaism (USCJ), and shall conduct religious services on Sabbaths, Holy Days and upon such other days and times as may be required of him/her by the Board or by his/her contract with the Corporation. The Chazzan shall also be responsible for the choir of the Corporation and shall have such other duties as may be provided for in this By-law, in his/her contract with the Corporation or as may be prescribed by the Board.

(c) Other persons designated as Clergy

Any other person designated by the Board as Clergy shall comport him/herself in accordance with the laws and traditions of Conservative Judaism, as determined by the United Synagogue of Conservative Judaism (USCJ), and shall perform all such duties as may be provided for in his/her contract with the Corporation or as may be prescribed by the Board.

10.05 Contracts

- (a) Subject to Paragraphs (b) and (c), a contract entered into by the Board with any member of the Clergy shall not exceed an initial term of three years, and may be renewed or renegotiated for any length of time not exceeding five years, unless otherwise determined by a resolution of the Board.
- (b) The financial elements of any contract with any Clergy shall be subject to approval of the Finance and Audit Committee and the Personnel Committee.
- (c) Any contract with any Clergy shall be subject to ratification by the Board.

10.06 Books and Records

All books, records, and other documents created or maintained by any member of the Clergy in connection with his/her duties shall be the property of the Corporation. The Board shall ensure that any contract entered into with Clergy so provides.

SECTION XI
EXECUTIVE DIRECTOR

11.01 Executive Director

The Executive Director, if one is appointed, shall supervise the day-to-day operations and administration of the Corporation, except those of a Halachic nature. The Board may delegate to the Executive Director the power to manage and direct any part of the business and affairs of the Corporation. The Executive Director shall account to a person or persons designated by the Board and shall, at all reasonable times, give to the Board all information it may require regarding the affairs of the Corporation.

SECTION XII
NOTICES

12.01 Method of Giving Notices

Subject to this By-law, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, a Member, Director, Officer, member of a committee of the Board, the Clergy or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, or Clergy, the public accountant, or any member of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall, in the absence of evidence to the contrary, be sufficient and conclusive evidence of the giving of such notice. The signature of any Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

12.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

12.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of their new address.

12.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, or Clergy, the public accountant, or any member of the Board, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

12.05 Waiver of Notice

Any Member, proxy holder, Director, Officer, or Clergy, the public accountant, or any member of the Board may waive or abridge the time for any notice required to be given to them, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

SECTION XIII
ARTICLES AND BY-LAWS

13.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is approved by a Special Resolution of the Members. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

13.02 Make, amend or repeal any By-law

Subject to the Act, the Board may by resolution, make, amend or repeal any By-law that regulates the activities or affairs of the Corporation. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197(1) of the Act.

13.03 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, By-law amendment or repeal of a By-law shall require confirmation by Special Resolution of the Members.

13.04 Effective Date of Board Initiated By-law, Amendment or Repeal

Any such By-law, amendment or repeal shall be effective from the date specified in the Special Resolution of the Members approving such By-law, amendment or repeal.

SECTION XIV
EFFECTIVE DATE

14.01 Effective Date

This By-law is effective upon the issuance of a Certificate of Amalgamation of the Corporation by the federal Government under the *Canada Not-for-Profit Corporations Act* and approval of the By-law by Special Resolution of the Members.

AMENDMENTS to General Operating By-law No. 1
ENACTED by the Directors of the Corporation the 18th day of October 2018.

President

AMENDMENTS to General Operating By-law No. 1
CONFIRMED by Special Resolution of the Members of the Corporation
the 28th day of October 2018.

Secretary