

Kehillat Beth Israel Congregation

Annual General Meeting

Monday October 5, 2020 / 17 Tishrei 5781
Via Teleconference (Zoom)
Minutes

1. CALL TO ORDER AND WELCOME

Judah Silverman, the chairperson of the meeting, called the meeting to order at 7:04 pm. He gave an overview of the proceedings, he presented the members of the outgoing Board of Directors and he announced that Jodi Gitter would serve as Secretary of this meeting.

With the consent of the members present, the reading of the notice of meeting was dispensed with.

With the consent of the members present, Laura Dimitroff and Ilana Goldfarb, employees of the Corporation, were appointed to act as scrutineers of the meeting.

Based on the number of members present, the Chair declared that the requisite quorum of members was present and the meeting was duly and properly constituted for the transaction of business.

2. REVIEW OF VIRTUAL AGM PROCESS

The Secretary, Jodi Gitter, explained how the meeting would be conducted.

3. APPROVAL OF AGENDA

A motion was made by Jodi Gitter and seconded by Dvid Lyman to adopt the following resolution:

BE IT RESOLVED that the agenda for the 2020 Annual General Meeting of Members be approved.

The motion was carried.

4. D'VAR TORAH

The D'var Torah was delivered by Rabbi Kenter.

5. APPROVAL OF MINUTES FROM THE PREVIOUS ANNUAL GENERAL MEETING

There were no motions made at last year's Annual General Meeting that required follow-up by the Board.

A motion was made by Jodi Gitter and seconded by Eric Weiner to adopt the following resolution:

BE IT RESOLVED that the minutes from last year's Meeting of Members which was held on October 16, 2019, be approved.

The motion was carried.

6. PRESIDENT'S REMARKS

The President, Judah Silverman, delivered his remarks.

7. PRESENTATION OF FINANCIAL STATEMENTS

With the consent of the members present, the reading of the audited financial statements was dispensed with. (Please see the copy of the audited financial statements in **Appendix A**).

Jay Amdur, the Treasurer, spoke about the financial statements. There has been an overall loss of approximately \$42,500 mostly due to the volatile markets and some losses on our investments. The Auditor's findings reveal nothing untoward about our bookkeeping.

Of the 615 "Units" who were members last year, 508 have renewed their membership at KBI.

Jay thanked those members who have added to their dues with additional donations. Judah said that approximately \$85,000 had been raised through targeted donations.

Madeleine Hill asked what KBI's OJCF investments were. Judah replied that OJCF publishes an annual report and anyone can look at what and where they invest.

Dick Zuker asked what the current value of the OJCF investment is and Judah replied that it was \$7.45 million as of the end of June.

Stephen Bindman asked whether there were any outstanding monies from the sale of Chapel. Judah replied that there are none.

A motion was made by Jay Amdur and seconded by Yossi Bokhaut to adopt the following resolution:

BE IT RESOLVED that the audited financial statements of Kehillat Beth Israel Congregation, together with the report from Ginsberg Gluzman Fage and Levitz LLP, for the year ending June 30, 2020, be received and approved.

The motion was carried.

8. APPOINTMENT OF AUDITORS

A motion was made by Jay Amdur and seconded by Stuart McCarthy to adopt the following resolution:

BE RESOLVED, that Ginsberg Gluzman Fage & Levitz LLP, of Ottawa, Ontario, be appointed auditors of the Corporation until the next Annual General Meeting.

The motion was carried.

9. AMENDMENT TO KBI OPERATING BY-LAW No. 1

The Chair first introduced the members of the Governance Committee and thanked them for their contributions to ensure that the new governance model was implemented and evolved appropriately.

Jay Amdur then explained the proposed changes to General Operating By-Law No. 1. (Please find a copy of the proposed change in **Appendix B**).

A motion was made by Jodi Gitter and seconded by Jay Amdur to adopt the following resolution:

BE IT RESOLVED, that the Amendment to Kehillat Beth Israel Congregation's General Operating By-law #1 as passed by the Board of Directors at the September 23, 2020 meeting and duly put before the members, be adopted and in force as of that date.

The motion was carried.

Carol Pascoe asked for clarification regarding "Standing Committee" versus "Working Groups" and the status of each type of group. Judah replied that neither has a greater status than the other. KBI will have five Standing Committees: Ritual, Personnel, Governance, Nominations, and Finance and Audit; KBI will no longer have Working Groups. Additional committees can be created on an "as needed" basis.

10. ELECTION OF MEMBERS TO THE BOARD OF DIRECTORS

The Chair started by thanking the Nominations Committee for their work in developing the slate of nominees. He then explained how the slate of nominees and candidates was achieved.

A motion was made by Helen Zipes and seconded by Carol Gradus to adopt the following resolution:

BE IT RESOLVED, that the following nominees:

Victor Rabinovitch, as First Vice President, and
Norm Ferkin,
Jeremy Rudin,
Eric Weiner, and
Madelaine Werier, as Directors

be elected as officers and/or directors of Kehillat Beth Israel Congregation's Board of Directors.

The motion was carried.

10. ADJOURNMENT

A motion was made by Harland Tanner and seconded by Donna Strauss to adjourn the meeting.

The motion was carried.

11. QUESTIONS AND ANSWERS

The Chair opened the floor to questions and answers from the membership.

Anita Rosenfeld spoke about how impressed and pleased she has been with the staff and clergy during these unprecedented times.

Judah thanked the members for participating and attending.

Jodi Gitter, Secretary
October 5, 2020

APPENDICES

The following appendices follow this page, in order:

- Appendix A: Audited financial statements
- Appendix B: Proposed changes to *General Operating By-law No. 1*

Appendix B – Audited Financial Statements



**KEHILLAT BETH ISRAEL
CONGREGATION**

Financial Statements
For The Year Ended June 30, 2020



KEHILLAT BETH ISRAEL CONGREGATION

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JUNE 30, 2020

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1.

INDEPENDENT AUDITOR'S REPORT

To the members of
Kehillat Beth Israel Congregation

Opinion

We have audited the financial statements of Kehillat Beth Israel Congregation (the Organization), which comprise the statement of financial position as at June 30, 2020, and the statements of changes in net assets, operations and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, the accompanying financial statements present fairly, in all material respects, the financial position of the Organization as at June 30, 2020, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

Basis for Opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Responsibilities of Management and Those Charged With Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

2.

In preparing the financial statements, management is responsible for assessing the Organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.



3.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

GGFL

Chartered Professional Accountants, Licensed Public Accountants

Ottawa,

September 25, 2020.

GGFL 

KEHILLAT BETH ISRAEL CONGREGATION

STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2020

	Operating Fund	Capital Fund	Special Purpose Funds	2020 Total	2019 Total
ASSETS					
Current					
Cash	\$ 201,666	\$ 270,903	\$ 36,462	\$ 509,031	\$ 586,156
Accounts receivable	23,317	-	-	23,317	61,508
Inventory	9,392	-	1,135	10,527	10,867
Prepaid expenses	27,317	-	-	27,317	545
Due from Operating Fund (note 5)	-	234,356	142,276	376,632	283,002
	261,692	505,259	179,873	946,824	942,078
Capital assets (note 4)	-	424,445	-	424,445	448,986
Long-term					
Investments - managed funds	157,503	6,525,133	563,826	7,246,462	7,207,475
Note receivable (note 6)	65,333	-	-	65,333	65,333
	222,836	6,525,133	563,826	7,311,795	7,272,808
	\$ 484,528	\$ 7,454,837	\$ 743,699	\$ 8,683,064	\$ 8,663,872

Approved on behalf of the board:

director _____ director

KEHILLAT BETH ISRAEL CONGREGATION

STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2020

	Operating Fund	Capital Fund	Special Purpose Funds	2020 Total	2019 Total
LIABILITIES					
Current					
Accounts payable and accrued liabilities	\$ 59,295	\$ -	\$ -	\$ 59,295	\$ 55,992
Deferred revenue	72,455	-	-	72,455	107,684
Due to Capital Fund (note 5)	234,356	-	-	234,356	134,485
Due to Special Purpose Funds (note 5)	142,276	-	-	142,276	148,517
	508,382	-	-	508,382	446,678
Contingencies (notes 7 and 8)					
NET ASSETS					
Unrestricted	(23,854)	6,982,516	-	6,958,662	7,074,381
Invested in capital assets	-	424,445	-	424,445	448,989
Internally restricted	-	-	615,403	615,403	524,776
Externally restricted	-	47,876	128,296	176,172	169,048
	(23,854)	7,454,837	743,699	8,174,682	8,217,194
	\$ 484,528	\$ 7,454,837	\$ 743,699	\$ 8,683,064	\$ 8,663,872



KEHILLAT BETH ISRAEL CONGREGATION

STATEMENT OF CHANGES IN NET ASSETS

FOR THE YEAR ENDED JUNE 30, 2020

	Operating Fund	Capital Fund	Special Purpose Funds	2020 Total	2019 Total
Net assets, beginning of year	\$ (19,447)	\$ 7,580,493	\$ 656,148	\$ 8,217,194	\$ 8,177,845
Net result for the year	(4,407)	(125,656)	87,551	(42,512)	39,349
Net assets, end of year	\$ (23,854)	\$ 7,454,837	\$ 743,699	\$ 8,174,682	\$ 8,217,194



KEHILLAT BETH ISRAEL CONGREGATION

STATEMENT OF OPERATIONS

FOR THE YEAR ENDED JUNE 30, 2020

	Operating Fund	Capital Fund	Special Purpose Funds	2020 Total	2019 Total
Revenue					
Annual dues	\$ 968,946	\$ -	\$ -	\$ 968,946	\$ 916,834
Donations	111,699	10,200	208,117	330,016	272,302
Investment	1,697	(16,026)	(1,848)	(16,177)	290,119
Gift shop	6,969	-	-	6,969	4,444
Programs and Kiddushim	170,552	-	33,604	204,156	256,669
Rental	57,376	-	-	57,376	63,036
	1,317,239	(5,826)	239,873	1,551,286	1,803,404
Expenses					
Amortization	-	17,483	-	17,483	17,095
Bank charges and interest	22,984	-	-	22,984	20,252
Donation of Torah	-	9,000	-	9,000	-
Insurance	21,407	-	-	21,407	19,125
Investment management fees	781	32,367	2,797	35,945	33,863
Maintenance and repairs	52,817	58,800	-	111,617	146,249
Membership fees and dues - USCJ	25,000	-	-	25,000	35,000
Office expenses	87,912	-	-	87,912	114,563
Professional fees	21,709	2,180	-	23,889	59,540
Programs and Kiddushim	150,862	-	115,685	266,547	320,368
Salaries and benefits	849,983	-	33,840	883,823	909,060
Travel	4,234	-	-	4,234	6,077
Utilities	83,957	-	-	83,957	82,863
	1,321,646	119,830	152,322	1,593,798	1,764,055
Net result for the year	\$ (4,407)	\$ (125,656)	\$ 87,551	\$ (42,512)	\$ 39,349



KEHILLAT BETH ISRAEL CONGREGATION
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED JUNE 30, 2020

	2020	2019
CASH PROVIDED BY (USED IN)		
Operating activities		
Net result for the year	\$ (42,512)	\$ 39,349
Donation of Torah	9,000	-
Amortization	17,483	17,095
Unrealized loss (gain) on investments	25,068	(220,260)
Management fees	35,943	33,863
Changes in operating net assets		
Accounts receivable	38,191	18,546
Inventory	340	21,585
Prepaid expenses	(26,772)	19,562
Accounts payable and accrued liabilities	3,303	(34,540)
Deferred revenue	(35,229)	(18,247)
	<u>24,817</u>	<u>(123,047)</u>
Investing activities		
Purchases of investments	(100,000)	(2,638,048)
Purchase of computer system	(1,942)	-
Proceeds from mortgage receivable	-	2,100,000
	<u>(101,942)</u>	<u>(338,048)</u>
Decrease in cash and cash equivalents	<u>(77,125)</u>	<u>(661,095)</u>
Cash and cash equivalents, beginning of year	<u>386,156</u>	<u>1,247,251</u>
Cash and cash equivalents, end of year	\$ 309,031	\$ 386,156



KEHILLAT BETH ISRAEL CONGREGATION**NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2020**

1. Purpose of the organization

Kehillat Beth Israel Congregation ("the Congregation") was incorporated without share capital under the Canada Not-for-profit Corporations Act and is a registered charity exempt from income taxes under the Income Tax Act. The primary purpose of the organization is to provide religious, spiritual, education, social and cultural services to adherents of the Jewish faith.

2. Significant accounting policies

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

Purpose of the funds

The Operating fund reports the assets, liabilities, revenues and expenditures related to the general operations of the Congregation.

The Capital fund reports the assets, liabilities, revenue and expenditures related to the investment of the net proceeds arising from a predecessor congregation's sale of capital assets, as well as the organization's capital assets situated at 1400 Coldrey Avenue.

The Special purpose funds report the assets, liabilities, revenue and expenditures of the externally and internally restricted funds of the Congregation.

Cash and cash equivalents

Cash and cash equivalents can include cash on hand, balances with financial institutions (net of temporary overdrafts) and short-term highly liquid investments. Cash and cash equivalents include amounts that are externally restricted as indicated in the statement of cash flows.



KEHILLAT BETH ISRAEL CONGREGATION**NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2020**

2. Significant accounting policies (continued)**Revenue recognition**

The Congregation follows the restricted fund method of accounting for contributions. Restricted contributions related to particular funds are recognized as revenue in the relevant restricted fund. Restricted contributions for which there is no related restricted fund are deferred and recognized as revenue of the operating fund when the related restrictions have been met. Unrestricted contributions are recognized as revenues in the operating fund.

Annual dues, programs and kiddushim, and rental revenue are recognized over the terms of the periods as they become due, representative of the time pattern in which the benefits are utilized.

Investment revenue is recognized in accordance with the financial instruments accounting policy.

Inventory

Inventory is valued at the lower of cost and net realizable value with cost being determined on a first-in, first-out basis. Net realizable value is the estimated selling price in the ordinary course of business, less the estimated costs of sale.

Capital assets

Land is recorded at cost. The Congregation holds a collection of holy scrolls, prayer books and library related to the Jewish Faith. These assets are recorded at cost and no amortization has been recorded due to the permanent nature of these items. Amortization of depreciable capital assets are recorded at the following rates:

Computer hardware	5 years straight line
Computer software	5 years straight line
Security equipment	20 years straight line



KEHILLAT BETH ISRAEL CONGREGATION

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2020

2. Significant accounting policies (continued)

Financial instruments

Measurement of financial instruments

The organization initially measures its financial assets and liabilities at fair value. The organization subsequently measures all its financial assets and financial liabilities at amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in net result.

Impairment

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the writedown is recognized in net income.

Transaction costs

Transaction costs are recognized in net income in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance, or assumption.

Contributed services

Volunteers' contributed services are not recognized in the financial statements because of the difficulty in determining their fair value.

Donations in kind are recorded at fair value.

Use of estimates

The preparation of financial statements in accordance with Canadian accounting standards for not-for-profit organizations requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.



KEHILLAT BETH ISRAEL CONGREGATION**NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2020**

3. Financial instruments*Risks and concentrations*

The organization is exposed to various risks through its financial instruments. The following analysis provides a measure of the organization's risk exposure and concentrations at June 30, 2020.

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The organization's main credit risks relate to its note receivable. The company provides credit to its clients in the normal course of operations.

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk, and other price risk. The entity is mainly exposed to currency and interest rate risk.

Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Congregation's currency risks relate to its foreign investment holdings. As at June 30, 2020, cash of \$1,943 is denominated in US dollars and converted to Canadian dollars. Additionally, the Congregation holds investments in a managed fund that is exposed to currency risk. The investment fund targets a range of 23% to 43% of foreign asset holdings.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The organization is exposed to interest rate risk on its investment holdings.



KEHILLAT BETH ISRAEL CONGREGATION

NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2020

4. Capital assets

	2020		
	Cost	Accumulated Amortization	Net Book Value
Building, paving and fence	\$ 1,192,187	\$ 1,192,187	\$ -
Holy scrolls, prayer books, library	62,386	-	62,386
Land	310,024	-	310,024
Computer hardware	3,942	1,588	2,354
Computer software	78,046	46,827	31,219
Security equipment	21,720	3,258	18,462
	<hr/>	<hr/>	<hr/>
	\$ 1,668,305	\$ 1,243,860	\$ 424,445
	2019		
	Cost	Accumulated Amortization	Net Book Value
Building, paving and fence	\$ 1,192,187	\$ 1,192,187	\$ -
Holy scrolls, prayer books, library	71,386	-	71,386
Land	310,024	-	310,024
Computer hardware	2,000	800	1,200
Computer software	78,046	31,218	46,828
Security equipment	21,720	2,172	19,548
	<hr/>	<hr/>	<hr/>
	\$ 1,675,363	\$ 1,226,377	\$ 448,986

During the year, a Torah was donated as a gift in kind to an unrelated organization. The cost and approximate fair market value of the Torah totalled \$9,000.

5. Interfund advances

Interfund advances are non-interest bearing with no specified terms of repayment.

6. Note receivable

The note receivable is non-interest bearing and due on October 8, 2023. The note is secured by a mortgage on the property at 15 Chartwell Avenue.

7. Contingent liability

Should the Congregation cease to operate as a Jewish religious entity, then the net assets of the Congregation shall be donated in full to the Ottawa Jewish Community Foundation.



KEHILLAT BETH ISRAEL CONGREGATION**NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2020**

8. Contingent gain**Jewish Memorial Gardens**

Any monies accumulated in the Jewish Memorial Gardens Capital Reserve Fund in excess of \$250,000 is to be distributed to the member synagogues in proportion to each member's share of the total number of lots sold since January 1, 2010. The balance of the Capital Reserve Fund at June 30, 2019 was not in excess of \$250,000.

The amount that the congregation is entitled to recover was \$384,607 as of June 30, 2020, which represents 45% of the total lots sold. Any amount recovered in the future will be recorded as income in the fiscal year it is received.

9. Commitments

The organization has outstanding commitments of approximately \$67,650 in 2021 with respect to roofing repairs on the building.

10. COVID-19

In March 2020, the World Health Organization declared the outbreak of a novel coronavirus (COVID-19) as a global pandemic, which continues to spread in Canada and around the world. The organization is aware of changes in its operations as a result of the COVID-19 crisis, which may include a decrease in members' ability to pay dues and donate additional funds. To help preserve cash flow, the organization has participated in the 10% Temporary Wage Subsidy for Employers. The organization has applied for and received \$9,863 to offset salaries costs. The grant was recognized as a reduction of salaries and benefits expenses.

The Board is uncertain of the effects of these changes on its financial statements and believes that any disturbance may be temporary; however, there is uncertainty about the length and overall impact of the disturbance. The potential effect on the organization's operations is too uncertain to be estimated at this time.

11. Comparative figures

Certain 2019 comparative figures have been reclassified to conform with the presentation adopted in 2020.



Appendix C – Proposed Changes to *General Operating By-law No. 1*

- 1) Subsection 4.03 lines 1 and 2, delete the words “membership committee” and replace them with the words “Executive Director”;
- 2) Subsection 4.03 line 3, delete the words “membership committee” and replace them with the words “Executive Director”;
- 3) Subsection 4.03 line 5, delete the words “Chair of the membership committee” and replace them with the words “Executive Director”;
- 4) Subsection 4.03 line 6, delete the word “committee’s”;
- 5) Subsection 4.08 line 1, delete the words “Chair of the membership committee” and replace them with the words “Executive Director”;
- 6) Paragraph 5.14 (c), lines 1, 2 and 3, delete the words “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,” and replace with the words “the right”;
- 7) Paragraph 6.04 (g), delete the words “eight (8)” and replace with “nine (9)”;
- 8) Paragraph 7.02 (b) lines 1 and 2, delete the words “The First Vice President shall be the Chair of the Ritual Committee.”
- 9) Subsection 9.01, lines 3 and 4, delete the words “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”;
- 10) Subsection 9.03, insert at the beginning the following text “The Board shall appoint a Ritual Committee. It will be comprised of a minimum of five members. At least one member shall be selected from the Board. A quorum shall consist of a majority of the members of the committee.”;
- 11) Subsection 9.03, lines 4 and 5, Delete the words “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.” and replace them with the words “The Board shall appoint one of the members of the Ritual Committee as the Chair. All members of the Clergy shall be ex-officio members of the Ritual Committee.”;

- 12) Subsection 9.04, delete in its entirety;
- 13) Renumber Subsections 9.05, 9.06, and 9.07 as Subsections 9.04, 9.05, and 9.06 respectively;
- 14) Subsection 9.08, delete in its entirety;
- 15) Subsection 9.09, delete in its entirety;
- 16) Subsection 9.10, delete in its entirety;
- 17) Subsection 9.11, delete heading and replace with the words "Other Committees";
- 18) Subsection 9.11 line 1, delete the words "Working Group" and replace with the word "Committee";
- 19) Subsection 9.11 line 3, delete the words "to a" and replace with the words "to another";
- 20) Subsection 9.11 lines 5 and 6, delete the words "The Board shall appoint as the Chair of a Working Group, a member who is a Director." and replace them with "The Board shall appoint the Chair of the committee.";
- 21) Subsection 9.12 lines 2 and 3, delete the words "from amongst their number,";
- 22) Renumber Subsections 9.11 and 9.12 as Subsections 9.07 and 9.08 respectively;
- 23) Insert a new Subsection 11.01 as follows:

"11.01 Vacancy
The Board shall ensure that the Executive Director position is not vacant or, if it is vacant, the time of vacancy in the Executive Director position is minimized to the greatest extent possible."
- 24) Insert a new Subsection 11.02 as follows:

"11.02 Replacement
In the event the Executive Director position becomes vacant, the Board shall meet forthwith on an emergency basis for the purposes of appointing a person as Executive Director or Acting Executive Director."

- 25) Insert a new Subsection 11.03 as follows:

"11.03 Relationship

No Director or Clergy or any person related directly or indirectly to any Director or Clergy is eligible to be appointed as Executive Director or Acting Executive Director and the Board shall ensure that no such person is ever so appointed."
- 26) Subsection 11.01, line 1: Delete the words "if one is appointed" and the commas before and after those words; and renumber as Subsection 11.04.