

BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of Miles Nadal Jewish Community Centre

PREAMBLE

The Miles Nadal Jewish Community Centre (the “**Corporation**”), a non-share capital corporation continued under the *Canada Not-for-profit Corporations Act* (the “**Act**”), provides comprehensive athletic, cultural and social programmes to its Members, to the Jewish community and to the community at large. The Corporation is intended to be a central focal point of Jewish communal activity, strengthening and encouraging these ideals through the development and encouragement of programmes for the greater good and use by all organizations, groups and individuals in the Jewish community.

The Corporation is supported by UJA Federation of Greater Toronto, which similarly supports other Jewish community centres in the Greater Toronto area. It is the intention of UJA Federation of Greater Toronto that there shall be programmatic and other cooperation between all of the Jewish community centres that it supports.

Anything in these Bylaws that are inconsistent with the Act, as amended, and the regulations thereunder, shall be deemed inoperative.

BE IT ENACTED as a by-law of Miles Nadal Jewish Community Centre as follows:

ARTICLE 1 DEFINITIONS

1.1 Definitions - In this by-law and in all other by-laws and Special Resolutions of the Corporation hereafter passed, unless the context otherwise requires:

“**Act**” means the *Canada Not-for-profit Corporations Act*, S.C. 2009, c. C-23 including the regulations made pursuant thereto, and any statute or regulations that may be substituted therefor, as amended from time to time;

“**Annual Financial Statements**” means the comparative financial statements of the Corporation, as prescribed by the Act, the report of the Public Accountant, if any, and any further information respecting the financial position of the Corporation and the results of its operations required by the Articles or the By-laws;

“**Annual Meeting**” means an annual meeting of the Members of the nature described in Section 4.1;

“**Articles**” means the articles of continuance of the Corporation and any articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation from time to time in force and effect;

“**Board**” means the board of directors of the Corporation;

“By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Centre” means the property and building in Toronto, Ontario where “Miles Nadal Jewish Community Centre” is located providing athletic, cultural and social programmes to its Members, to the Jewish community and to the community at large;

“Committee” means a committee established by the Board pursuant to Section 5.11 or, where the context permits, a subcommittee of such committee;

“Corporation” means “Miles Nadal Jewish Community Centre”, a corporation without share capital continued under the Act;

“Declared Incapable” means:

- (i) an individual who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act (Ontario)* as being incapable of managing his or her property or who has been declared to be incapable by a court of competent jurisdiction; or
- (ii) an individual for whom the Corporation has obtained a letter from a physician who is licensed to practice medicine in one or more of the provinces or territories of Canada declaring such person to be incapable of managing property;

“Director” means a director of the Board of the Corporation;

“Executive Director” means the executive director of the Corporation;

“Members” means those individuals referred to in Section 3.1, and **“Member”** shall have a corresponding meaning;

“Meeting of Members” means a meeting of Members and includes an Annual Meeting of Members or Special Meeting of Members;

“Officer” means an officer of the Corporation;

“Ordinary Resolution” means a resolution passed by a majority of the votes cast on that resolution;

“President” means the president of the Corporation;

“Public Accountant” means the person from time to time appointed pursuant to Section 13.1 hereof;

“Secretary” means the secretary of the Corporation;

“**Special Meeting of Members**” means a meeting of Members other than an Annual Meeting;

“**Special Resolution**” means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution;

“**Treasurer**” means the Treasurer of the Corporation; and

“**Vice-President**” means any vice-president of the Corporation.

1.2 Interpretation - In this By-law and in all other By-laws hereafter passed, unless the context otherwise requires:

- (a) Words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and *vice versa*, and references to persons shall include individuals, firms and corporations.
- (b) The division of this By-law into Articles and Sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.
- (c) Each reference to an Article, a Section or a Schedule is to the corresponding article, section or schedule hereof.
- (d) The words “**include**”, “**includes**” or “**including**” shall be deemed in each instance to be followed by the words “without limitation.”

ARTICLE 2 GENERAL

2.1 Registered Office - Until changed in accordance with the Act, the registered office of the Corporation shall be in the Province of Ontario.

2.2 Financial Year - Unless otherwise approved by the Board, the financial year of the Corporation shall end on the 31st day of August in each year.

2.3 Books and Records- The Board shall see that all necessary books and records of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

ARTICLE 3 MEMBERS

3.1 Membership –

- (a) The Members of the Corporation shall be limited to the individuals of good character who are interested in furthering the objectives of the Corporation, have attained the age of eighteen (18) years, paid the prescribed membership fees, and met such other requirements, as may be prescribed from time to time by the Board.

- (b) The Corporation is available to and open to the benefit of and use by persons, groups and associations from all walks of life regardless of race, colour, creed, religion or political affiliation.

3.2 Admission to Membership – An individual may be admitted as a Member upon the approval of such individual’s application for membership by the Manager of Membership Sales and the approval of the Finance Department.

3.3 Withdrawal by Member – Members may withdraw from membership on a one month written notice of intention to cancel to the Corporation’s Finance Department.

3.4 Cancellation or Suspension of Membership –

- (a) The Board, the Executive Committee or the Executive Director is authorized to cancel the membership of, or suspend, a Member for a period of time who has been found to be in breach of the By-laws, rules or regulations of the Corporation, or whose conduct is contrary to the objects, best interests or purposes of the Corporation. Notice of any such cancellation or suspension shall be in writing and shall contain the reasons therefore, and shall be delivered to such Member.

- (b) A Member whose membership has been cancelled or suspended shall have thirty (30) days from the date of notification of such cancellation or suspension to appeal such cancellation or suspension to the Executive Director. Notice of appeal shall be in writing and shall include the reasons therefore. Pending the outcome of the appeal, such cancellation or suspension shall remain in force.

- (c) The Executive Director shall have ten (10) days from receipt of a notice of appeal to establish a committee to hear the appeal consisting of not less than three (3) of the Corporation’s senior staff members. The Executive Director shall designate the Chairperson of such committee. The committee shall meet as soon as is reasonably possible following its establishment to hear the appeal.

- (d) The committee shall advise the Executive Director and the Board of its decision no later than thirty (30) days after the hearing has been completed. A copy of the written decision of the committee shall be given to the Member. There shall be no further appeal from the decision of the committee, whose decision shall be final.

3.5 Transferability and Termination of Membership – Membership of a Member in the Corporation shall not be transferable and shall automatically terminate on the earliest to occur of any one of the following events:

- (a) the death of such Member;
- (b) the withdrawal of such Member in accordance with Section 3.3;
- (c) the cancellation of such Member’s membership in accordance with Section 3.4;

- (d) non-payment of prescribed membership fees within two months of the date such fees are due; or
- (e) the Corporation is liquidated and dissolved under Part 14 of the Act.

3.6 Membership Fees – There shall be an annual or other membership fee as determined by the Board from time to time. The Board may from time to time also assess capital contributions to be paid by Members. Such membership fees and capital contributions exigible from time to time shall be referred to as the “**prescribed membership fees**” for the purposes of the By-laws.

3.7 Participants Under the Age of Eighteen (18) Years - The Board may, from time to time, designate certain persons or groups of persons who have not yet attained the age of eighteen (18) years as “program participants” of the Corporation or may designate such persons by such other title as the Board deems appropriate. Notwithstanding any such designation, however, such persons shall not be Members of the Corporation, and for greater certainty, such persons shall have no right to notice of meetings of Members and no right to vote or to participate in any meeting of Members, and shall have no other similar rights with respect to the Corporation.

ARTICLE 4 MEMBERS’ MEETINGS

4.1 Annual Meetings of Members – An Annual Meeting of Members of the Corporation shall be held not later than fifteen (15) months after the holding of the preceding Annual Meeting, but no later than six (6) months after the end of the Corporation’s preceding financial year. At every Annual Meeting, in addition to any other business that may be transacted:

- (a) the Annual Financial Statements for the preceding financial year shall be presented to the Members;
- (b) a Board shall be elected;
- (c) subject to Section 13.1, the Public Accountant shall be appointed for the ensuing year; and
- (d) the remuneration of the Public Accountant shall be fixed as contemplated by Section 13.3.

4.2 Place of Meetings - An Annual Meeting or any other Meeting of Members shall be held at the registered office of the Corporation or at any place within Canada on such day in each year and at such time as the Board or President may determine. An Annual Meeting may be held at a place outside Canada if all of the Members entitled to vote agree that the meeting is to be held at that other place.

4.3 Special Business – All business transacted at a Special Meeting of Members, and all business transacted at an Annual Meeting of Members, except consideration of the Annual

Financial Statements, the election of Directors and the re-appointment of the incumbent Public Accountant, is special business.

- 4.4 Special Meeting** – A Special Meeting of Members may be held from time to time as required to address matters that are appropriate to come before the Members, as determined by the Board or by the application of the Act, the Articles or the By-laws. Such meetings shall be held at such place within Canada on such day and at such time as the Board may determine.
- 4.5 Calling of Meetings** – The Board or the President shall have power to call, at any time, any Meeting of Members of the Corporation. In addition, the Board shall call a Special Meeting of Members on written requisition of Members holding five percent (5%) of votes that may be cast at a meeting of Members.
- 4.6 Notice of Members’ Meetings** - Written notice of the time and place of all meetings of Members shall be given to each Director, the Public Accountant and each Member entitled to vote at such meetings and whose name is entered in the register of Members at the close of business on such date as the Board may fix as the record date for notice (which shall be 21 to 60 days before the date of the meeting) or, if no record date for notice is fixed, at the close of business on the day preceding the day on which notice is given.

A declaration of the Secretary or the President or of any other person authorized to give notice of a meeting, that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

For the purpose of this Section 4.6, notice shall be given as follows:

- (a) by mail, courier or personal delivery to each person entitled to vote at such meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- (b) by telephonic, electronic or other communication facility to each person entitled to vote at such meeting, during a period of 21 to 35 days before the day on which the meeting is to be held, provided that a Member may request that the notice be given to such Member by non-electronic means;
- (c) by affixing the notice, no later than 30 days before the day on which the meeting is to be held, to a notice board on which information respecting the Centre’s activities is regularly posted; or
- (d) so long as the Corporation has more than 250 Members, by publication:
 - (i) at least once in each of the three consecutive weeks preceding the meeting in a newspaper or newspapers circulated in the municipalities in which the majority of the Members entitled to attend such meeting reside as shown by their addresses in the register of Members; or
 - (ii) at least once in a publication of the Corporation that is sent to all Members entitled to attend such meeting not less than 21 days and not more than 60 days before the meeting.

- 4.7 Waiver of Notice** – Any person who is entitled to notice of a meeting of Members may waive notice either before or after the meeting, and attendance of the person at the meeting is a waiver of notice of the meeting, unless the person attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- 4.8 Special Meeting Requirements** - Notice of a Special Meeting of Members shall state the nature of the business to be transacted thereat in sufficient detail to permit a Member to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the meeting.
- 4.9 Chairing Meetings** - The President, or in the President’s absence, an Officer appointed by the Board for such purpose, shall be the chair at all meetings of the Members. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the Members present and entitled to vote shall choose one of their number to be the chair of the meeting.
- 4.10 Persons Entitled to be Present** - The only persons entitled to attend meetings of the Members shall be the Members, the Directors, the Public Accountant and any other person or persons who are entitled or required under any provision of the Act or the Articles or By-laws to be present at the meeting. Any other person or persons may be admitted only on the invitation of the chair of the meeting or with the consent of the Members entitled to vote thereat.
- 4.11 Adjournments** – If a meeting of Members is adjourned for less than 31 days, it is not necessary that any person be notified of the adjourned meeting other than by announcement at the earliest meeting that is adjourned. If a meeting of Members is adjourned by one or more adjournments for an aggregate of more than 30 days, notice of adjournment shall be given to Members entitled to vote at the meeting, the Directors and the Public Accountant in the manner referred to in Section 4.6. Such adjournment may be made notwithstanding that no quorum is present.
- 4.12 Quorum** – Quorum for the conduct of business at a meeting of the Members shall be twenty-five (25) Members present in person or by proxy and entitled to vote. No business shall be transacted at any Meeting of Members unless a quorum is present at the opening of the meeting.
- 4.13 Voting** – Unless the By-laws provide otherwise, at any meeting of Members, each Member having the right to vote present in person or by proxy shall be entitled to one vote on each question.
- 4.14 Votes to Govern** - At any Meeting of Members, every question shall, unless otherwise required by the Act, the Articles or By-laws, be determined by the majority of the votes of Members duly cast on the question.
- 4.15 Voting By Show of Hands** – Every question at a Meeting of Members shall be decided in the first instance by a show of hands unless:

- (a) prior to or following a show of hands, any Member present and entitled to vote thereat demand that the matter be voted on by ballot, in which case Section 4.16 shall apply; or
- (b) prior to or after a show of hands, a ballot thereon is required or demanded by the chair of the meeting, in which case Section 4.16 shall apply.

Whenever a vote by show of hands or a ballot in accordance with Section 4.16 shall have been held upon a question, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be *prima facie* evidence of the fact without proof of the number or proportion of votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the results of the vote so taken shall be the decision of Members upon the said question.

4.16 Ballot – If a ballot is required or demanded, the ballot shall be held in such manner as the chair of the meeting shall direct. A demand for a ballot may be withdrawn at any time prior to the holding of the ballot.

4.17 Absentee Voting – Subject to compliance with the Act, in addition to voting in person in accordance with Sections 4.15 and 4.16, every Member may vote by either of the following means:

(a) **Proxies**

At any meeting of Members, a proxy holder, who need not be a Member, who has been duly appointed by a Member, shall be entitled to attend and act at that meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (i) 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; and
- (ii) a Member may revoke a proxy by depositing an instrument or act in writing executed by the member or by their agent or mandatary:
 - (A) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
 - (B) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

A proxyholder has the same rights as the Member by whom he or she was 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 proxyholder has conflicting instructions from more than one Member, to vote at

the meeting by way of show of hands. A proxy shall be in writing and executed by the Member, and subject to any provisions of the Act, may be sent to the Corporation in electronic form. The proxy shall be deposited with the secretary of the meeting before any vote is called to which the proxy pertains, or at such earlier time and in such manner as the Board may prescribe.

Subject to the provisions of the Act, a proxy shall be in the form appended as Schedule "A".

(b) **Mailed-in Ballot**

A Member may, if the written notice of the applicable meeting of Members so permits, vote by mailed-in ballot, if the Corporation has a system that:

- (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.

A Member participating in the meeting by either of the foregoing means set out in Sections (a) or (b) above is deemed for the purposes of this By-law and the Act to be present at the meeting.

4.18 Attending by telephonic, electronic or other communication facility - A meeting of Members may be held entirely by means of such telephonic, electronic or other communication facility that permits all participants to hear or otherwise communicate adequately with each other during the meeting, if so determined by the person who called the meeting and if the Corporation has a system that:

- (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.

4.19 Voting While Participating Electronically - A Member participating in the meeting by the means set out in Section 4.18 and entitled to vote thereat may vote, and that vote may be held, by means of telephonic, electronic or other communication facility that the Corporation has made available for that purpose. A Member so participating in a meeting shall be provided with an opportunity to vote on all questions put before the Members in a manner that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

4.20 Casting Vote – In the case of an equality of votes at any meeting of Members, either upon a show of hands, a ballot or the results of telephonic or electronic voting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

4.21 Written Resolution in Lieu of Meeting – Subject to the provisions of the Act, a resolution in writing signed by all of 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 Members. Resolutions in writing may be signed in counterpart and satisfy all the requirements of this By-law relating to meetings of Members.

ARTICLE 5 DIRECTORS

5.1 Authority and Responsibility – Subject to the Act, the Articles and the By-laws, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.2 Number of Directors – The number of Directors of the Corporation, and the number of such Directors to be elected at an Annual Meeting of Members, within the minimum and maximum numbers provided for in the Articles, shall be thirteen (13), provided that the Members are empowered to change by Ordinary Resolution, from time to time, the number of Directors of the Corporation within such minimum and maximum numbers or delegate those powers to the Directors and provided further that, if so authorized by the Articles, the Directors may appoint one or more additional directors who shall hold office for a term expiring not later than the close of the next Annual Meeting of Members, but the total number of directors so appointed may not exceed one-third (1/3) of the number of directors elected at the previous Annual Meeting of Members. No decrease in the number of Directors shall shorten the term of an incumbent Director.

5.3 Qualifications – In order to serve as a Director, an individual must:

- (a) be eighteen (18) or more years of age or older;
- (b) not be Declared Incapable;
- (c) not be an undischarged bankrupt;
- (d) not be an “ineligible individual” as such term is defined in the *Income Tax Act* (Canada), as amended from time to time;
- (e) be a Member in good standing;
- (f) having regard to the term limit described in Section 5.4(b)(iv), be eligible to serve the full length of the term to which the individual is being elected;
- (g) make an annual donation to the Corporation or support fundraising events of the Corporation annually;

- (h) make, either personally or through corporate structure or otherwise, annual contributions to the UJA Federation of Greater Toronto (through the UJA Annual Campaign) and United Way of Greater Toronto¹ in respect of the most recent annual campaigns; and
- (i) be current in payment of any capital assessments and/or pledges taking into account his or her individual circumstances;

provided that exceptions from the requirements set out in Section 5.3(e) through (i) may be made in individual circumstances by the Executive Committee.

5.4 Nomination, Election and Term - In respect of the election of Directors with effect at the end of any Annual Meeting, subject to Sections 5.3 and 5.9, Directors shall be elected by Members in the manner set out in this section.

(a) Nomination of Directors

- (i) The Governance & Nominating Committee shall prepare a slate of nominations for the Director positions which are vacant or will become vacant on the Board at the end of the ensuing Annual Meeting.
- (ii) Additional persons who meet the eligibility requirements set forth in Section 5.3, may be nominated by written petition signed by no less than twenty-five (25) Members. The petition must be accompanied by the written consent of the nominee and must be received by the Chairperson of the Governance & Nominating Committee at least fifteen (15) days prior to the Annual Meeting, after which time no other prior nominations shall be accepted. The notice of the Annual Meeting shall make mention of the aforementioned provisions.
- (iii) In the event that there are nominations by petition, the Governance & Nominating Committee shall confirm that such nominees meet the eligibility requirements for election to the Board. The Chairperson of the Governance & Nominating Committee shall then prepare a list of all nominees to the Board, which list shall be made available to Members, including by posting such list on the website of the Corporation.

(b) Election and Term

- (i) On the date this By-Law comes into force, the terms of all of the Directors then in office shall end.
- (ii) Except as hereinafter provided, each Director shall be elected by the Members to hold office for a term of three years. At the first Annual Meeting following the enactment of this By-law, one-third of the individuals elected as Directors shall be elected to hold office for a term expiring at the first

Annual Meeting following his or her election; one-third of the individuals elected as Directors shall be elected to hold office for a term expiring at the second Annual Meeting following his or her election; and one-third of the individuals elected as Directors (or such other portion as is necessary in order to reflect the whole number of remaining Directors) shall be elected to hold office for a term expiring at the third Annual Meeting following his or her election.

- (iii) Each individual elected at subsequent Annual Meetings shall be elected for a term expiring at the close of the third Annual Meeting following his or her election or until his or her successor is elected or appointed unless any such individual was elected or appointed to complete the unexpired term of a former Director, in which case such individual shall be elected for the remainder of such term.
- (iv) If qualified, each individual who has completed a term of office as a Director shall be eligible for re-election; provided that unless the Board resolves otherwise, no individual may serve as an elected Director for more than six (6) consecutive years unless such individual is anticipated to be appointed as an Officer who will be elected to the Executive Committee to a maximum of 3 consecutive years Notwithstanding the foregoing, if the sixth Annual Meeting following the date upon which an individual was elected as a Director is later than the sixth anniversary of such Director's election, the Director may continue his or her term of office until such Annual Meeting.
- (v) Following an absence from the Board of one year or more, an individual who had previously served as a Director for six or more consecutive years shall again be eligible to serve as a Director.

5.5 Consent to Serve - An individual who is elected to hold office as a Director is not a Director, and is deemed not to have been elected to hold office as a Director, unless:

- (a) the individual was present at the meeting when the election took place and did not refuse to hold office as a Director; or
- (b) the individual was not present at the meeting when the election took place and:
 - (i) consented to hold office as a Director in writing before the election or within 10 days after the day on which the election took place; or
 - (ii) has acted as a Director after the election.

5.6 Resignation – Any Director who wishes to resign from the Board prior to the expiry of his or her term of office shall deliver a written resignation to the President or Secretary and such resignation shall be effective at the time of receipt of such written resignation by the President or Secretary of the Corporation or at the time specified therein, whichever is later.

- 5.7 Removal** – The Members may, by Ordinary Resolution passed at a Special Meeting of Members of which notice specifying the intention to pass such Ordinary Resolution has been given, remove any Director before the expiry of such Director’s term of office, and may, by a majority of votes cast at that meeting, elect any qualified person in the place of such Director for the remainder of the term of such Director.
- 5.8 Written Statement** - A Director may submit to the President a written statement giving reasons for resigning, or if a meeting is called for the purpose of removing him or her, for opposing his or her removal or replacement. Where the President receives such a statement, the President shall immediately:
- (a) give notice to the Members of the statement in accordance with Section 11.; and
 - (b) send a copy of the statement to the person appointed by the Minister pursuant to Section 281 of the Act.
- 5.9 Vacation of Office** – The office of a Director shall automatically be vacated when such Director dies, resigns in accordance with Section 5.6, is removed from office in accordance with Section 5.7, ceases to meet the qualifications for being a Director set out in Section 5.3 or is absent from five or more meetings of the Board per year without the consent of the Chair.
- 5.10 Vacancies** – If a quorum of the Directors is then in office, vacancies on the Board may be filled for the remainder of the term by the remaining Directors, if such Directors determine it appropriate (except for vacancies resulting from an increase in the minimum or maximum number of Directors provided for in the Articles, or a failure to elect the number or the minimum number of Directors provided for in the Articles). If there is not a quorum of Directors, or if there has been a failure to elect the number or the minimum number of Directors provided for in the Articles, the remaining Directors shall forthwith call a Special Meeting of Members to fill the vacancies, provided that if the Directors fail to call such a meeting or if there are no Directors then in office, the meeting may be called by any Member.
- 5.11 Powers and Duties** – The powers and duties of the Directors shall be as expressed in the Act, as the same may be amended from time to time, and without limiting the foregoing, the Directors shall be responsible for the supervision and conduct of the affairs of the Corporation and of all acts and things as are incidental and conducive to the attainment of its objectives. Members of the Board shall be expected to regularly attend Board meetings and to actively serve on committees of the Board or the Corporation as reasonably requested.
- 5.12 Committees** -
- (a) The Board shall constitute a Governance & Nominating Committee, an Executive Committee, an Audit & Finance Committee, and such other Committees as it deems necessary or advisable, from time to time, and subject to the Act (including the limitations on delegations set out therein), each for such purpose and with such powers as may be prescribed by the Board. Subject to any specific provisions of this By-law, each such Committee may formulate its own rules of procedure subject to

such regulations and/or directions as the Board may from time to time make in respect thereof. Any member of any such Committee may be removed from a Committee at any time at the discretion of the Board.

- (b) Membership of each Committee, with the exception of the Executive Committee, shall not be restricted to persons who are Directors, provided that the Audit & Finance Committee shall be composed of at least three Directors, none of whom are employees of the Corporation or any of its affiliates. The Public Accountant shall be entitled to attend each meeting of the Audit Committee and to call a meeting of that Committee.
- (c) The Chairperson of the Executive Committee shall be the President. The Chairperson of the Audit & Finance Committee shall be the Treasurer. The Chairperson of the Nominating & Governance Committee shall be the Immediate Past President (or if such individual is not willing to serve in this capacity, the Chairperson shall be any Director appointed by the Board to serve in this capacity).
- (d) The Board shall have the power to disband any Committee which it creates.

5.13 Governance & Nominating Committee -

- (a) The Governance & Nominating Committee shall recommend and prepare a slate of candidates to serve as:
 - (i) nominees for election by the Members to the Board, the number of positions to be specified on an annual basis by the Board; and
 - (ii) nominees for appointment as Officers of the Corporation.
- (b) The Chairperson of the Governance & Nominating Committee shall recommend to the Board for its approval the members of the Governance & Nominating Committee.

5.14 Executive Committee -

(a) Composition of the Executive Committee

There shall be an Executive Committee elected by the Board consisting of the following Officers: the President, the Vice-Presidents, the Secretary, and the Treasurer, each of whom shall be a Director. Any Executive Committee member may be removed by a majority vote of the Board.

(b) Meetings and Quorum

The Executive Committee shall meet at such times as the President determines is appropriate and in any event a minimum of four (4) times per year. A majority of the members of the Executive Committee shall constitute a quorum for the conduct of business at a meeting. Notice of any meeting shall be given at least forty-eight (48)

hours prior to any such meeting to each member of the Executive Committee by telephone or by e-mail.

(c) Duties of the Executive Committee

- (i) The powers and duties of the Executive Committee shall be as follows:
 - (A) to conduct such business of the Corporation which has been referred to it by the Board;
 - (B) to periodically review the performance of the Executive Director of the Corporation; and
 - (C) to deal with such other matters which it may deem necessary.
- (ii) In addition to the foregoing, the Executive Committee shall have and exercise all the powers and duties of the Board with respect to matters of an urgent nature arising between meetings of the Board. All decisions and acts of the Executive Committee shall be reported to the Board at its meeting next following the decision or act.
- (iii) For the purposes of the foregoing, the Executive Committee shall have power to appoint ad hoc committees from time to time as it may deem necessary; provided that, for greater certainty, any such committee shall be of an advisory nature only.

5.15 Disbanding of Committees - The Board shall have the power to disband any Committee which it creates.

5.16 No Remuneration of Directors - The Directors of the Corporation shall receive no remuneration for acting as such, but shall be entitled to be paid their reasonable expenses properly incurred in the performance of their duties, including their travel and other expenses properly incurred by them in attending meetings of the Board, of any Committee thereof, or of the Members of the Corporation, or otherwise properly incurred by them in connection with carrying out the activities of the Corporation.

ARTICLE 6 DIRECTORS' MEETINGS

6.1 Place of Meetings - Except as otherwise required herein or by law, the Board may hold its meetings at any place within Canada (or if the Board determines that it is in the best interests of the Corporation, at any place outside Canada) as it may from time to time determine.

6.2 Calling of Meetings - Board meetings may be formally called by the President or by any two Directors.

6.3 Number of Meetings - There shall be a minimum of six (6) meetings of the Board per year or such greater number of meetings as is determined, from time to time, by the Board.

- 6.4 Notice of Directors' Meetings** - Notice of meetings of the Board shall be given by pre-paid delivery, telephone, fax, e-mail or other means of recorded electronic communication to each Director not less than two (2) days before the meeting is to take place or shall be mailed to each Director not less than fourteen (14) days before the meeting is to take place. The notice of the meeting of the Board need not specify the purpose of or the business to be transacted at the meeting, except that a notice of a Board meeting shall specify any matter referred to in section 138(2) of the Act that is to be dealt with at the meeting. The declaration of the Secretary or the President or of any other person authorized to give notice of the meeting that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 6.5 Regular Meetings** – The Board may by resolution, establish the date, time and place of regular meetings of the Board. A copy of the resolution or a list of such dates, times and places shall be sent to each Director forthwith following the passage of such resolution by regular mail, prepaid delivery, telephone, fax, e-mail or other recorded means of recorded electronic communication, but no other notice shall be required for any such regular meeting except if the Act requires the purpose thereof or the business to be transacted to be specified in the notice.
- 6.6 Meetings without Notice** – A meeting of the Board may be held at any time and place without notice if all Directors who are present, and all those who are not present, either before or after the meeting, waive notice thereof, and the attendance of a Director at a meeting of Directors is a waiver of notice of the meeting, except if the Director 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, and at such meeting any business may be transacted which the Corporation, at a meeting of Directors, may transact, provided that a quorum of the Board is present. A meeting of the Board may also be held, without notice, immediately following each Annual Meeting.
- 6.7 Adjourned Meetings** – Any meeting of the Board may be adjourned to any time and from time to time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place and such adjournment may be made provided a quorum is present. Notice of an adjourned meeting of the Board is not required if the time and place of the adjourned meeting is announced at the original meeting.
- 6.8 Attending by telephonic, electronic or other communication facility** - If all of the Directors present at or participating in the meeting consent, a meeting of the Board may be held by such telephonic, electronic or other communication facility as permits all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed for the purposes of the Act to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and of Committees of the Board held while a Director holds office.
- 6.9 Voting While Participating Electronically** - A Director participating in the meeting by any of the foregoing means set out in Section 6.8 may vote, and that vote may be held by means

of telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

- 6.10 Chairing Meetings** - The President or, in the President's absence, an Officer appointed by the Board for such purpose, shall be the chair at all meetings of the Directors. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the Directors present and entitled to vote shall choose one of their number to be the chair of the meeting.
- 6.11 Quorum** - The powers of the Directors may be exercised by resolution passed at a meeting of the Board at which a quorum is present. The presence of a majority of the number of Directors in office, from time to time shall be necessary to constitute a quorum for the transaction of business at meetings of the Board. No business shall be transacted at any meeting of the Board unless a quorum is present.
- 6.12 Written Resolution in Lieu of Meeting** – A resolution in writing signed by all Directors entitled to vote on that resolution at a meeting of the Board or Committee, is as valid as if it had been passed at a meeting of the Board or Committee and it may be signed by counterpart.
- 6.13 Voting** - Subject to the Act, the Articles and the By-laws, any question arising at any meeting of the Board or Committee of the Board shall be decided by a majority of votes (including for greater certainty, the chair of the meeting). Each Director is entitled to exercise one vote. All votes of any such meeting shall be taken by show of hands in the usual manner of assent or dissent. Whenever a vote by show of hands shall be taken upon a question, a declaration by the chair of the meeting that the resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution, and the result of the vote so taken shall be the decision of the Board or Committee upon the said question.
- 6.14 Casting Vote** – In the case of an equality of votes at any Board meeting, the chair of the meeting shall not have a second or casting vote and the question shall be deemed to be decided in the negative.

ARTICLE 7 OFFICERS

- 7.1 Appointment** – The Board shall appoint from time to time, a President, up to three (3) Vice-Presidents, a Secretary and a Treasurer, each of whom shall be a Director, and may appoint an Executive Director and such other Officers with such duties and level of seniority as the Board may determine, including one or more assistants to any of the Officers so appointed. The Board may specify the duties of and, in accordance with these By-laws and subject to the Act, delegate to such Officers powers to manage the activities and affairs of the Corporation. Except as otherwise provided herein, an Officer may but need not be a Director and one person may hold more than one office.

7.2 Duties of Officers - Subject to the provisions of the Act, and unless otherwise specified by the Board, the following shall be the duties of the following Officers:

(a) ***President*** –

- (i) The President, when present, shall preside at all meetings of the Members, the Board and of the Executive Committee. The President shall be a non-voting *ex-officio* member of all Committees except for the Nominating Committee. Subject to the authority of the Board, the President shall have responsibility for the general supervision of the affairs of the Corporation.
- (ii) The President shall submit a report of the activities of the Corporation and Board at the Annual Meeting.
- (iii) In the event of death or continuing inability of the President to perform the duties of the Office of the President, the Board shall elect a new President from amongst its members to serve until the next Annual Meeting.
- (iv) In the temporary absence of the President, one of the Vice-Presidents appointed by the President shall perform the duties of the President during such temporary absence.

(b) ***Vice-Presidents*** –

- (i) The Vice-Presidents shall act as advisors to the President regarding the appointment of Chairpersons of the Corporation's Committees and issues related to the Corporation. The Vice-Presidents shall also be responsible for ongoing communication with such Committees as directed by the President.
- (ii) At the request of the President, the Vice-Presidents shall represent the Corporation on any Inter-Agency Committees such as may be organized by UJA Federation of Greater Toronto, the United Way, and umbrella organizations of which the Corporation forms a part, and any special events to which the President or the Corporation has been invited as representatives or participants. The Vice-Presidents shall keep the Board informed, if requested by the President, about the activities of such organizations.

(c) ***Executive Director*** - If appointed, the Executive Director shall be the chief administrative officer of the Corporation and shall have such powers and duties as the Board may from time to time prescribe.

(d) ***Secretary*** –The Secretary shall attend all meetings of the Members and the Board except where the chair of the meeting determines that it is inappropriate for the Secretary to attend due to the nature of the matter being discussed, provided that at all such meetings not attended by the Secretary, an individual in attendance at the meeting shall be appointed to fulfil the duties of the Secretary at such meeting as are hereinafter described. The Secretary shall record all proceedings and prepare

minutes of all proceedings in the books kept for that purpose. The Secretary shall give or cause to be given all notices required to be given to the Members, Directors, the Public Accountant and members of Committees. The Secretary shall be the custodian of the corporate seal, if any, of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation, which the Secretary shall deliver up only when authorized by resolution of the Board to do so to such person or persons as may be named in the resolution. The Secretary shall sign such documents, contracts or instruments in writing as require his or her signature and shall perform such other duties as may from time to time be determined by the Board or as are incidental to the office of the Secretary.

- (e) **Treasurer** –The Treasurer shall keep proper accounting records in compliance with the Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation; the Treasurer shall render to the Board whenever required an account of all transactions involving the Corporation and of the financial position of the Corporation; and the Treasurer shall have such other powers and duties as the Board may specify. The Treasurer shall also act as Chairperson of the Audit & Finance Committee of the Corporation.
- (f) **Other Officers** – The powers and duties of all other Officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board otherwise directs.

7.3 Variations of Powers and Duties - The Board may, from time to time, and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer.

7.4 Term of Office - The term of office of all Officers is one (1) year and expires at the first Board meeting after the first Annual Meeting following his or her appointment; provided that no Officer shall be eligible to hold the same office for more than three (3) consecutive terms of one (1) year each, save and except for Officers who will serve as members of the Executive Committee who may hold their office for up to twelve (12) consecutive terms of one (1) year.

7.5 Removal - The Board, in its discretion, may remove any Officer of the Corporation, without prejudice to such Officer's rights under any employment contract or in law.

7.6 Agents and Attorneys - The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

7.7 Vacancies – Notwithstanding Section 7.5, the office of an Officer shall automatically be vacated upon:

- (a) such Officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary or the President, if any, or at the time specified in the resignation, whichever is later;
- (b) the election or appointment of a successor to the office of that Officer;
- (c) such Officer ceasing to be a Director, where the Officer is required to be a Director;
- (d) such Officer's death; or
- (e) such Officer being Declared Incapable.

If an office shall become vacant in any of the above-noted circumstances, the Board may elect or appoint a qualified person to fill such vacancy for the remainder of the term of such office.

ARTICLE 8 PROTECTION OF DIRECTORS AND OFFICERS

- 8.1 Limitation of Liability** - Every Director and Officer in exercising his powers and discharging his duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the Corporation arising from the insufficiency or deficiency of title to any property acquired by or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the Corporation are lodged or deposited, or for any loss, damage or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own wrongful and wilful act or through his or her own wrongful or wilful neglect or default.
- 8.2 Indemnity** – Subject to the limitations contained in the Act, but without limiting the right of the Corporation to indemnify any individual under the Act or otherwise to the full extent permitted by law, the Corporation shall, from time to time and at all times, indemnify each Director or Officer or former Director or Officer (and each such Director's, Officer's or other individual's respective heirs, executors, administrators, or other legal personal representatives and his or her estate and effects, or another individual who acts or acted at the Corporation's request as a Director or an Officer or in a similar capacity of another entity), against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because

of that association with the Corporation or other entity provided that the individual to be indemnified:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which the individual acted as Director or Officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

8.3 Advance of Costs – The Corporation may advance money to a Director, an Officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2. The individual shall repay the money if the individual does not fulfil the conditions of Sections 8.2 (a) and (b).

8.4 Insurance – The Corporation may purchase and maintain insurance for the benefit of an individual referred to in Section 8.2 against any liability incurred by the individual in the individual's capacity as a Director or an Officer of the Corporation, or in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

8.5 Indemnities Not Limiting – The provisions of this Article 8 shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

ARTICLE 9 DISCLOSURE OF INTEREST

9.1 Disclosure of Interest - A Director or an Officer shall disclose to the Corporation, in writing or by requesting to have it entered into the minutes of meetings of the Directors or of Committees, the nature and extent of any interest that the Director or Officer has in the material contract or material transaction, whether made or proposed, with the Corporation, if the Director or Officer:

- (a) is a party to the contract or transaction;
- (b) is a director or an officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or
- (c) has a material interest in a party to the contract or transaction.

9.2 Time of Disclosure for Director – The disclosure required by Section 9.1 shall be made, in the case of a Director:

- (a) at the meeting at which a proposed contract or transaction is first considered;

- (b) if the Director was not, at the time of the meeting referred to in Section 9.2(a), interested in the proposed contract or transaction, at the first meeting after the Director becomes so interested;
- (c) if the Director becomes interested after a contract or transaction is made, at the first meeting after the Director becomes so interested; or
- (d) if an individual who is interested in a contract or transaction later becomes a Director, at the first meeting after the individual becomes a Director.

9.3 Time of Disclosure for Officer – The disclosure required by Section 9.1 shall be made, in the case of an Officer who is not a Director:

- (a) immediately after the Officer becomes aware that the contract, transaction, proposed contract or proposed transaction is to be considered or has been considered at a meeting;
- (b) if the Officer becomes interested after a contract or transaction is made, immediately after the Officer becomes so interested; or
- (c) if an individual who is interested in a contract or transaction later becomes an Officer, immediately after the individual becomes an Officer.

9.4 Time of Disclosure for Director or Officer – If a material contract or material transaction, whether entered into or proposed, is one that, in the ordinary course of the Corporation's activities, would not require approval by the Directors or Members, a Director or an Officer shall, immediately after he or she becomes aware of the contract or transaction, disclose in writing to the Corporation, or request to have entered in the minutes of the meetings of Directors or of Committees, the nature and extent of his or her interest.

9.5 Voting – A Director who is required to make a disclosure under Section 9.1 shall not vote on any resolution to approve the contract or transaction unless the contract or transaction:

- (a) is for indemnity or insurance pursuant to Article 8; or
- (b) is with an affiliate, as such term is understood for the purposes of the Act.

9.6 Continuing Disclosure – For the purposes of this Section, a general notice to the Directors declaring that a Director or an Officer is to be regarded as interested, for any of the following reasons, in a contract or transaction made with a party, is a sufficient declaration of interest in relation to the contract or transaction:

- (a) the Director or Officer is a director or an officer, or acting in a similar capacity, of a party referred to in Section 9.1(b) or (c);
- (b) the Director or Officer has a material interest in the party; or

- (c) there has been a material change in the nature of the Director's or the Officer's interest in the party.

9.7 Access to Disclosures – The Members may examine the portions of any minutes of meetings of Directors or any minutes of meetings of Committees that contain disclosures contemplated by Section 9.1, and of any other documents that contain those disclosures, during the Centre's usual business hours.

9.8 Avoidance Standards – A contract or transaction for which disclosure is required under Section 9.1 is not invalid, and a Director or Officer is not accountable to the Corporation or its Members for any profit realized from the contract or transaction, because of the Director's or Officer's interest in the contract or transaction or because the Director was present or was counted to determine whether a quorum existed at the meeting of Directors or of the Committee that considered the contract or transaction, if:

- (a) disclosure of the interest was made in accordance with Section 9.1;
- (b) the Directors approved the contract or transaction; and
- (c) the contract or transaction was reasonable and fair to the Corporation when it was approved.

ARTICLE 10 EXECUTION OF DOCUMENTS, BANKING AND BORROWING

10.1 Signatories – The following are the only persons authorized to sign any documents on behalf of the Corporation, other than in the usual and ordinary course of the Corporation's business:

- (a) any two of the Officers, the Executive Director, if any, Assistant Executive Director, if any, and the Chief Financial Officer, provided that no individual shall execute, acknowledge or verify any instrument in more than one capacity; or
- (b) any individual or individuals appointed by Ordinary Resolution of the Board to sign a specific document or specific type of document or generally on behalf of the Corporation.

Any document so signed may, but need not, have the corporate seal applied, if there is one.

10.2 Facsimile Signatures - The signatures of any person authorized to sign on behalf of the Corporation, may, if specifically authorized by resolution of the Board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the Board.

10.3 Banking - The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations carrying on a banking business in Canada, or elsewhere as may from time to time be designated by or under the authority of the Board.

Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of power as the Board may, from time to time, prescribe or authorize.

10.4 Borrowing – Subject to any limitations set out in the Articles or the By-laws, the Board may, from time to time, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

10.5 Board Delegation – From time to time the Board may authorize any Director, Officer or Committee, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the security to be given therefor, with power to vary or modify such arrangements, terms and conditions and to give such additional security for any monies borrowed or remaining due by the Corporation as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

ARTICLE 11 NOTICE

11.1 Procedure for Sending Notices – Any notice (which term includes any communication or document) to be given sent, delivered or served pursuant to the Act, the By-laws or otherwise, to a Member, Director or Public Accountant shall be sufficiently given if sent to the principal address of the applicable person as last shown in the Corporation's records. A notice so delivered shall be deemed to have been received when it is delivered. A notice so mailed shall be deemed to have been received on the fifth day after mailing (excluding each day during which there exists any general interruption of postal services due to strike, lockout or other cause). A notice sent by means of electronic, transmitted or recorded communication shall be deemed to have been received when so sent. The President may change or cause to be changed the recorded address of any Member, Director or Public Accountant in accordance with the information believed by him or her to be reliable.

11.2 Undelivered Notices - If any notice given to a Member pursuant to Section 11.1 is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notice to such Member until such Member informs the Corporation in writing of such Member's new address.

- 11.3 Computation of Time** - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the day of the meeting or other event shall be included.
- 11.4 Waiver of Notice** - Any Member, Director, member of a Committee or Public Accountant may waive any notice required to be given to such person under any provision of the Act, the By-laws 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.
- 11.5 Error or Omission in Notice** – No error or omission in giving notice of any meeting or adjourned meeting of Members, Directors or Committee to any Member, Director, member of any Committee or the Public Accountant, no non-receipt of the notice by any such person where the Corporation has provided notice in accordance with the By-laws, and no error in any notice not affecting its substance, shall invalidate any meeting to which the notice pertained or otherwise founded on such notice or make void any resolutions passed or proceedings taken thereat, and any Member or Director may ratify, approve and confirm any or all proceedings taken thereat.

ARTICLE 12 INTERPRETATION AND PROCEDURE

- 12.1** All proceedings at meetings of the Corporation shall be governed by Roberts Rules of Order.
- 12.2** Where any provision of these By-laws herein contained is in conflict with the provisions of the Act and the regulations thereunder, the provisions of the Act and regulations shall govern.

ARTICLE 13 PUBLIC ACCOUNTANT

- 13.1 Public Accountant** – The Members shall, by Ordinary Resolution, at each Annual Meeting appoint a Public Accountant to hold office until the next Annual Meeting, and if an appointment is not so made, the Public Accountant in office will continue in office until a successor is appointed. The Directors may, if a quorum of the Directors is then in office, fill any vacancy in the office of Public Accountant arising between Annual Meetings.
- 13.2 Qualification** – The person or firm appointed as a Public Accountant shall not be a Director, an Officer or an employee of the Corporation, or a business partner or employee of any such person, but shall: (a) be a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province of Canada; (b) meet any qualifications under an enactment of a province for performing any duty that the person is required to perform under the relevant sections of the Act; and (c) be independent, within the meaning of the Act, of the Corporation, its affiliates, the Directors and Officers, and the directors and officers of the affiliates.

13.3 Remuneration - The remuneration of the Public Accountant shall be fixed by Ordinary Resolution of the Members or, by the Board if it is authorized to do so by the Members. The remuneration of a Public Accountant appointed by the Board shall be fixed by the Board.

**ARTICLE 14
ANNUAL FINANCIAL STATEMENTS**

14.1 Statutory Requirements - The Corporation may, instead of sending copies or a summary of the Annual Financial Statements to the Members, notify the Members that the Annual Financial Statements are available at the registered office of the Corporation and any Member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

**ARTICLE 15
BY-LAWS**

15.1 By-laws, Amendment or Repeal – Unless the Act, the Articles or the By-laws otherwise provide, the Directors may, by resolution, make, amend or repeal any By-law and any such By-law or amendment or repeal shall be effective when approved by the Board. If the By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed. The By-law amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at or before the next Annual or Special Meeting or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment or repeal ceases to have effect, a subsequent resolution of the Directors that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

MADE by the Board on the _____ day of _____, 2018.

, President

, Secretary

CONFIRMED by the Members on the _____ day of January, 2019.

, President

, Secretary

SCHEDULE A

PROXY

The undersigned Member (the “Member”) of the Miles Nadal Jewish Community Centre (the “Corporation) hereby appoints _____ or failing [him/her], _____ as the proxyholder of the undersigned Member to attend, act and vote for and on behalf of the undersigned at the Corporation’s [Annual/Special/Annual and Special] Meeting to be held on _____ the _____ day of _____, 20____ at _____ .m. Eastern Time at _____, and any adjournment thereof, with all of the powers which the undersigned could exercise if personally present and with authority to vote at the said proxyholder’s discretion unless herein otherwise specified.

[Please insert the appropriate meeting here and below]

IN ORDER TO BE VALID, THIS PROXY MUST BE SIGNED AND DEPOSITED WITH _____, AT THE CORPORATION’S REGISTERED OFFICE AT _____, OR E-MAILED TO _____ AT _____, OR FAXED TO _____ AT _____ OR AT THE CORPORATION’S [ANNUAL/SPECIAL/ANNUAL AND SPECIAL] MEETING.

Unless directed herein to the contrary, this proxy will vote FOR each matter specified above.

Each Member has the right to appoint a person to represent the Member at the Corporation’s [Annual/Special/Annual and Special] Meeting other than the persons specified above. Such right may be exercised by inserting in the blank space provided the name of the person to be appointed, who need not be a Member of the Corporation, and striking out the names of the management nominee or by completing another form of proxy.

On all issues that come before the Corporation's [Annual/Special/Annual and Special] Meeting, the proxyholder will vote or withhold from voting as specified below.

The said proxyholder is hereby specifically directed (**Vote for each item by marking an "X" in the appropriate box**):

1. To VOTE: FOR AGAINST
(and if no specification is made, **FOR**)

2. To VOTE: FOR AGAINST
(and if no specification is made, **FOR**)

3. To VOTE: FOR AGAINST
(and if no specification is made, **FOR**)

4. To VOTE: IN FAVOUR WITHHOLD
(and if no specification is made, **IN FAVOUR**)

I DO DO NOT give the proxyholder the right to vote in his/her discretion on my behalf with respect to amendments in respect of the above matters, or on other matters that may properly come before the Corporation's [Annual/Special/Annual and Special] Meeting. **If this Section is not completed by the Member, the proxyholder will be deemed to have the right to vote in his/her discretion with respect to amendments in respect of the above matters, or on other matters that may properly come before the [Annual/Special/Annual and Special] Meeting.**

The Membership represented by this proxy will be voted in accordance with the instructions of the Member on any ballot that may be called for at the [Annual/Special/Annual and Special] Meeting.

Dated this ____ day of _____ 20__.

PRINT MEMBER'S NAME

SIGNATURE OF MEMBER