BETH ISRAEL CONGREGATION
OF PETERBOROUGH

REVISED
GENERAL BY-LAW NO. 1

Adopted June 2, 2016

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BETH ISRAEL CONGREGATION OF PETERBOROUGH

GENERAL BY-LAW NO. 1

A By-law relating generally to the organization and transaction of the affairs of the Beth Israel Congregation of Peterborough.

PREAMBLE

WHEREAS by Letters Patent, dated May 28, 1953 (Appendix A), the Beth Israel Congregation of Peterborough was incorporated;

AND WHEREAS the purpose of the Congregation is to serve the spiritual and cultural needs of the Jewish population of Peterborough and its environs;

AND WHEREAS in addition to the original objects set out in the Letters Patent (see Appendix "A" hereto), it is intended that the Congregation provide:

(a) a place of worship open to all those who subscribe to the Jewish faith; and
(b) a meeting place for expression of Jewish cultural life;

AND WHEREAS the Congregation is egalitarian, motivated by a spectrum of community interests and spiritual aspirations;

AND WHEREAS the Congregation aims to realize meaningful Jewish experience and draw together traditional and modern Jewish spiritual forces under one roof;

BE IT ENACTED as a By-law of the Beth Israel Congregation of Peterborough as follows:

1. INTERPRETATION

1.1. In this By-law and all other by-laws and resolutions of the Beth Israel Congregation of Peterborough, unless the context requires otherwise:

(a) The **singular** includes the **plural**;
(b) The **plural** includes the **singular**;
(c) "**Act**" means the Ontario Corporations Act, R.S.O. 1990, c. C.38, as amended and any statute enacted in substitution therefore from time to time;
(d) "**Board**" means the Board of Directors of the Beth Israel Congregation of Peterborough;
(e) "**The Corporation**" and "**The Congregation**" mean the Beth Israel Congregation of Peterborough as incorporated by Letters Patent dated May 28, 1953. The term "**the Corporation**" shall also mean "**the Congregation**" and vice versa, whether or not so specified herein.
(f) "**spouse**" means either of two persons who:
  (i) are married to each other; or
  (ii) are not married to each other and have cohabited continuously for a period of not less than three years, or in a relationship of some permanence, if they are the natural or adoptive parents of a child.
(g) "**documents**" includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immoveable or moveable, agreements, releases,

receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignment of shares, bonds, debentures, other securities and all paper writings;

(h) "**Members**" means all Voting and Non-voting Members.

(i) "***ex-officio***" means "by virtue of the office"; generally referring to membership appointment to a body, such as a committee of the Board of Directors. Such appointment may be with or without voting rights as specified in the relevant provision.

(j) "***pro tem***" or "**pro tempora**" means "temporarily" / "for the time being".

(k) "**simple majority**" is any number greater than fifty percent (50%).

1.2. All terms defined in the Corporations Act have the same meanings in this By-law and all other by-laws and resolutions of the Congregation.

1.3. "Special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds (2/3) of the votes cast at a general meeting of the members of the Corporation duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting. [per s.1 Corporations Act]

2. HEAD OFFICE

The head office of the Congregation shall be in the City of Peterborough in the Province of Ontario, and at such place therein as the Board may from time to time determine.

3. ALTERNATIVE to CORPORATE SEAL

In lieu of sealing documents with the corporate seal of the Corporation, the signatories to any document signed on behalf of the Corporation/Congregation shall endorse the document immediately **above their signature(s)** with one of the following (depending upon whether one or more signatures are required):

(a) If only **one (1)** signature is required:

"I have authority to bind the Corporation."

(b) If **two (2) or more** signatures are required:

"We have authority of bind the Corporation."

4. MEMBERSHIP

4.1. **Classes of Members:** The Congregation shall have two (2) classes of members: Voting Members and Non-voting Members.

4.2. **Membership Year:** The membership year of the Congregation shall run from Annual General Meeting to the next Annual General Meeting.

4.3. **Membership Dues:** The rate of membership dues for the succeeding membership year, payable by Voting Members, shall be set annually by the Board not less than thirty (30) days prior to the Annual General Meeting.

4.4. **Voting Members:** A person who meets all of the following criteria may, by resolution of the Board, be admitted to membership in the Congregation as a Voting Member:

(a) be at least eighteen (18) years of age; AND

(b) be Jewish by way of at least one of the following:
   (iii) born to a Jewish parent; OR
   (iv) raised in a Jewish household; OR
   (v) formally converted to Judaism; AND
(c) identify as Jewish; AND
(d) have paid the prescribed membership dues.

4.5. **Non-voting Members:** A person who is at least eighteen (18) years of age but who does not meet both the b) and c) criteria set out in paragraph 4.4 above, may, by resolution of the Board, be admitted to membership in the Congregation as a Non-voting Member.

4.6. **Membership Not Transferable:** Membership of either type is not transferable.

4.7. **Termination of Membership:** Membership of either type terminates upon any of the following:

(a) the death of the member;
(b) resignation of the member upon acceptance thereof by the Board;
(c) failure of a Voting Member to continue to meet the eligibility criteria as set out in paragraph 4.4 above or failure of a Non-voting Member to continue to meet the eligibility criteria as set out in paragraph 4.5 above;
(d) by resolution of the Board following determination by it that the member has:
   (vi) demonstrated behaviours or stated aims which are deemed contrary to the purposes, objectives, beliefs or religious practices of the Congregation; and/or
   (vii) used their membership in the Congregation to promote or preach any other religion, including Messianic Judaism.

4.8. **Change of Membership Status:**

(a) A Voting Member who ceases to meet all of the criteria set out in paragraph 4.4 above, may, by resolution of the Board, be admitted to membership in the Congregation as a Non-voting Member.
(b) A Non-voting Member who subsequently meets all of the criteria set out in paragraph 4.4, may, by resolution of the Board, be admitted to membership in the Congregation as a Voting Member.

5. GENERAL MEETINGS of MEMBERS:

5.1. **Two Types of General Meetings:** There shall be two (2) types of general membership meetings:

(a) Annual General Meetings ("AGM"); and
(b) Special General Meetings ("**SGM**").

5.2. **Timing/Calling of General Meetings:**

(a) An Annual General Meeting shall be held within six (6) months of the end of each fiscal year of the Congregation as hereinafter defined on a date set by the Board.
(b) A Special General Meeting may be called by the President, the Board or twenty percent (20%) of the Voting Members.

5.3. **Notice of General Meetings:**

(a) **Advance Notice:** Notice of General Meetings shall be given to all Members as follows:
   (i) for Annual General Meetings: thirty (30) days in advance of the meeting; and

(ii) for Special General Meetings: ten (10) days in advance of the meeting.

(b) **Manner of Notice:** Notice of AGMs and SGMs shall be given to all Members by regular mail, telephone (if practical given the extent of the matters to be presented), or e-mail, according to the most current documented contact information furnished by the Members.

(c) **Content of Notice:** Notice of General Meetings shall include:

(i) the date, time and location of the meeting;

(ii) the complete content of special resolutions (if any), or description thereof, to be presented at the meeting; and

(iii) proposed amendments (if any) to this General By-law No. 1, or notice that amendments to General By-law No. 1will be presented at the meeting.

If a **description** is included in the notice, as opposed to the full content of the proposed resolution, the notice shall include a proviso that a copy of the full resolution may be obtained upon request to the Secretary of the Corporation, or named designate, and same shall be provided in advance of the meeting, with or without charge for the cost of same (such cost to be determined at the discretion of the Board of Directors). However if a charge is so required, the Member shall be entitled to review a copy of same without charge in lieu of purchasing a copy.

(d) **Minor Irregularity in giving notice:** A minor irregularity in the giving of notice of a General Meeting shall not invalidate the due constitution of the meeting nor the decisions taken thereat. The Chair of the meeting shall determine whether or not the irregularity is "minor".

5.4. **Quorum for a General Meeting:**

(a) Thirty percent (30%) of the Voting Members shall constitute a quorum at either an annual general meeting or a special general meeting.

(b) The quorum shall be determined by the number of Voting Members present at the commencement of the meeting. Should any such Voting Members absent themselves from the meeting prior to its conclusion, the quorum shall not be thereby adversely affected

5.5. **Voting at General Meeting:**

(a) Voting shall be by show of hands unless a motion is passed requesting a vote by secret ballot.

(b) A motion or resolution shall be declared passed if a majority of the votes cast is obtained. Abstentions shall not be included in calculating the number of votes cast.

(c) The Chair shall be entitled to one (1) vote only, hence is not entitled to a second vote in the event of an equality of votes (i.e., a tie).

(d) The Chair shall rule on any alleged conflict of interest and if necessary, give appropriate instructions to the subject Member(s) as to absence from that portion of the meeting and/or absence from discussion and voting on the matter at hand.

(e) Voting by means of proxy is a right of the Voting Members of the Corporation/Congregation. The terms, procedures and forms related to proxy voting shall be set out in a specific policy adopted by the Board of Directors entitled "Voting By Proxy", which policy shall comply with the relevant provisions of the Ontario *Corporations Act.*

5.6. **Conclusion/Adjournment of a General Meeting:**

(a) If all matters on the Agenda of the meeting have been dealt with, the Chair of the meeting shall declare the meeting "concluded".

(b) If one or more matters on the Agenda remain outstanding, the Chair shall call for a motion to adjourn the meeting to a specific date, time and location. Upon passage of the motion, no further notice need be given of the continuation of the meeting.

6. DIRECTORS and THE BOARD of DIRECTORS

6.1. **Board of Directors:** The affairs of the Congregation/Corporation shall be governed by a Board of Directors (referred to in the Letters Patent of the Corporation dated May 28, 1953 as "the Committee of Management"), which Board shall be composed of eight (8) Voting Members. In addition, the immediate Past-President, if not re-elected as a Director, may act as an *ex-officio*, non-voting member of the Board for a term of one (1) year.

6.2. **Eligibility Criteria:** To be eligible to be elected/appointed as a Director, the person shall meet the following criteria:

(a) be a Voting Member in good standing;
(b) not be an employee of the Congregation;
(c) not be an undischarged bankrupt;
(d) be legally competent under the laws of Canada and its Provinces to conduct business and enter into contracts.

6.3. **Term of Office:** Normally Directors shall be elected for a term of two (2) years. A Voting Member who has served five (5) successive two-year terms thereupon becomes ineligible to be a Director for a period of one (1) year.

6.4. **Appointment to Fill a Vacancy:** The Board of Directors may appoint a Voting Member to fill a vacancy on the Board. The initial term of such a Director shall be until the next Annual General Meeting. Should such person be re-elected at the next Annual General Meeting, such interim service shall not be included in the calculation of either the Director's new term of office nor of the maximum consecutive service allowable pursuant to paragraph 6.03 above.

6.5. **Nomination of Candidates:** The Board shall prepare a slate of proposed candidates to fill all vacancies on the Board and present same to the Members at the Annual General Meeting. Any two Voting Members may submit a nomination to the Board by a deadline established by the Board; provided however if that nomination is not included on the Board-approved slate of proposed Directors, that nomination, at the option of the proposers, shall be presented to the Members at the Annual General Meeting. There shall be no nominations from the floor of the meeting.

Subject to the above provisions, the Board shall establish, by written policy and procedures, the method of the election of Directors.

6.6. **Termination of Office:** A Director shall cease to hold office when:

(a) the Director dies;
(b) the Director submits a written resignation to the Board, which resignation shall take effect at the later of:
  (i) receipt by the Board; or
  (ii) the effective date specified in the resignation letter;
(c) the Director's term of office expires; provided however that a Director may be re-elected pursuant to the provisions of paragraph 6.3 above;
(d) the Director ceases to meet the criteria of either a Voting Member or a Director; or
(e) the Director is removed from office by special resolution.

6.7. **Remuneration of Directors:** Directors shall receive no remuneration for acting as such and no Director shall directly or indirectly receive any profit from their position. Provided however, Directors may receive reasonable compensation for expenses incurred by them in the normal course of their duties.

6.8. **Removal of Directors:** The Voting Members may, by special resolution of the Board or by written resolution signed by at least five (5) Voting Members, remove any Director prior to the expiry of their term of office. Either such resolution must be approved by at least a 2/3 majority of the Voting Members present at the Special General Meeting or Annual General Meeting, as the case may be, the notice of which shall include the full content of the resolution. At the meeting and prior to the matter being put for a vote, the Board Chair (or designate) or one of the five (5) Voting Members who is a signatory to the resolution, as the case may be, shall orally or in writing set out the reason(s) for the proposed removal. The subject Director shall have the opportunity to respond, but thereafter shall absent themselves from the meeting until the matter has been voted upon. The vote shall be by secret ballot.

6.9. **Suspension of Directors:** A Director may be suspended as a member of the Board of Directors by resolution passed by a 2/3 majority of the number of sitting members of the Board (calculated whether Directors are present or not) on one or both of the following grounds:

(a) if they are under investigation for, or charged with, a criminal offence; or
(b) if, following investigation by the Board, it is determined that they are in material breach of the then current Directors' Code of Conduct.

No such suspension shall continue for more than one hundred twenty (120) days, unless the Board of Directors has passed a special resolution to remove the Director as set out in paragraph 6.8 above, in which case the suspension shall continue until the matter is finally dealt with in accordance with subsection 6.8 above.

7. MEETINGS of the BOARD of DIRECTORS

7.1. **Calling/Frequency of Meetings:**

(a) The Board of Directors shall meet not less than six (6) times per fiscal year.
(b) In addition, the Board of Directors shall meet (without prior notice) immediately following each Annual General Meeting for the purpose of electing the Officers of the Congregation/Corporation and any other business, if any, of an urgent nature.
(c) Additional regular or special meetings of the Board of Directors may be called by the Chair of the Board (or designate) in their discretion, or shall be called at the request of any two (2) Directors.

7.2. **Quorum:** A quorum for the conduct of business at any meeting of the Board of Directors shall be a majority of the total sitting Directors.

7.3. **Remote Participation:** Any Director, not present in person but participating in a meeting of the Board of Directors by simultaneous communication (as set out above), shall be deemed to be present at the location of the meeting set out in the notice thereof.

7.4. **Notice of Meeting/Agenda:** Notice of meetings, specifying date, time and location, shall be delivered to each Director at least forty-eight (48) hours in advance; the method of such notice to be as specified by each Director. Such notice shall be accompanied by the proposed meeting agenda.

7.5. **Minimum Attendance Requirements:** Directors shall attend a minimum of seventy (70%) percent of regular and special meetings of the Board of Directors held each year. Further, Directors shall not be absent from more than two (2) consecutive meetings. Failure to meet either of these minimum attendance requirements, without having requested and be granted special exemption from the Chair of the Board (or designate) based upon exceptional circumstances, may be removed from the Board at its discretion without membership approval.

7.6. **Voting:** Unless otherwise required by theses By-laws, all motions/resolutions/consent agendas, etc., duly brought before the Board of Directors for consideration/decision, shall be decided by a majority vote of the Directors present (in person or by simultaneous communication). The Chair of the Board (or chair designate) shall have one (1) vote only. If an equality of votes occurs, the motion/resolution is deemed defeated.

8. COMMITTEES of the BOARD of DIRECTORS

8.1. **Executive Committee:** There shall be an Executive Committee of the Board of Directors composed of: a President, a Vice-President, a Treasurer and a Secretary, elected by the Board at its first meeting immediately following the Annual General Meeting unless in the case of any Officer, their term of office has not yet expired.

In case of emergency situations and following a failed attempt to obtain a quorum for a Special Board of Director's meeting, the Executive Committee shall have the full powers of the Board of Directors to take whatever immediate action is required in the circumstances.

Subject to the above provisions, the Terms of Reference of the Executive Committee shall be as determined by the Board from time to time and set out in written policy.

8.2. **Cemetery Committee:** There shall be a Cemetery Committee of the Board of Directors composed of not less than three (3) and not more than five (5) Voting Members who shall be appointed by the Board annually; provided however should a vacancy occur during the year, the Board may appoint a replacement member for the balance of the year. Additional members may be appointed at the discretion of the Board.

The membership of the Cemetery Committee as set out above shall include the Chair of the Board of Directors who shall be an ex-officio, voting member of the Committee.

All policies and all amendments thereto regarding the Cemetery shall be considered by the Cemetery Committee which shall make a recommendation thereon to the Board of Directors. All such policy recommendations shall be reviewed by the Board which may accept, reject or amend same and no such policy matters shall be operative until approved by the Board.

Subject to the above provisions, the Board of Directors shall determine the Terms of Reference of the Cemetery Committee and may amend same at its discretion from time to time. Such Terms of Reference shall specify those non-policy matters, if any, which the Cemetery Committee may determine/decide without the specific prior approval of the Board.

8.3. **Other Standing Committees:** The Board of Directors may establish such other Standing Committees as it sees fit from time to time. For any such committee, the Board shall draft and approve the committee's Terms of Reference which shall set out the committee's membership, chair, functions, authority, reporting requirements/relationships, etc.

8.4. **Temporary/*Ad Hoc* Committees:** The Board of Directors may establish such other Temporary/*Ad Hoc* Committees as it sees fit from time to time. The purpose of any such committee is to address a specific issue or issues, usually within a specified timeframe. Upon

completion of its mandate the committee is dissolved by the Board. For any such committee the Board shall draft and approve the committee's Terms of Reference which shall set out the committee's membership, chair, functions, authority, reporting requirements/relationships, timeframe, etc.

8.5. **Quorum for Meetings of Board Committees:** Unless otherwise provided in these By-laws or in the Terms of Reference of a Board committee, the quorum for the conduct of business at a meeting of the committee shall be a simple majority of the total membership of the committee.

8.6. **Voting at Meetings of Board Committees:** Unless otherwise provided in these By-laws or in the Terms of Reference of a Board committee, motions/resolutions shall be declared approved ("Carried"), if a simple majority of the committee members present vote in favour.

9. OFFICERS of the CORPORATION / CONGREGATION

9.1. **Officers:** The Board of Directors shall elect the following Officers of the Corporation from amongst its members:

(a) President who shall also be Chair of the Board;
(b) Vice-President;
(c) Secretary; and
(d) Treasurer.

9.2. **Term of Office:** Each Officer's term of office shall be two (2) years, renewable at the discretion of the Board for four (4) additional two (2) year terms.

Should a vacancy occur in any Office mid-term, the Board shall elect a replacement who shall serve until the next Annual General Meeting. If re-elected to the Office at the Annual General Meeting, the partial year served will not be included in the calculation of time served in that Office.

9.3. **Removal:** The Board of Directors by resolution may remove at its pleasure and at any time any Officers of the Corporation. Such resolution to be passed requires a simple majority of votes in favour of the resolution; the calculation of the simple majority to be based on the total number of sitting Directors and irrespective of whether or not any such Director is present for the vote or is present but declines to vote.

9.4. **Election Process:** Subject to the above provisions, the Board shall establish, by written policy and procedures, the method by which the Officers shall be elected.

9.5. **President:**

(a) **Board Chair:** The President of the Corporation shall be the Chair of the Board of Directors.
(b) **Designate:** Where expressly permitted by these By-laws or written policy, the President may appoint another Director to act as their designate for that specific purpose. Generally, but not necessarily, the President shall appoint the Vice-President as their designate.
(c) **Functions:**
    (i) preside at all meetings of the Board of Directors and meetings of Members;
    (ii) supervise the affairs and operations of the Board of Directors;
    (iii) be the official spokesperson for the Corporation/Congregation;
    (iv) sit as an *ex-officio*, voting member of all Board committees, unless otherwise determined by the Board; and
    (v) perform such other duties as prescribed by the Board or incident to the Office.

9.6. **Vice-President:**

(a) **Board Vice-Chair:** The Vice-President of the Corporation shall be the Vice -Chair of the Board of Directors.

(b) **Functions:**

(i) **Acting President/Acting Chair:** The Vice-President/Vice-Chair shall assume the duties of the President of the Corporation/Chair of the Board of Directors, *pro tem*, in the absence of the President/Chair, unless the President/Chair has appointed another Director as their designate for all or specific purposes.

(ii) perform such other duties as prescribed by the Board, the President/Chair or incident to the Office.

9.7. **Secretary:**

(a) **Functions:** The Secretary shall perform, or cause to be performed, the following functions:

(i) all secretarial functions of the Board of Directors and the Executive Committee;

(ii) monitor compliance with all laws, regulations, By-laws, policies and procedures as they respectively pertain to the operations of the Corporation/Congregation;

(iii) give due notice of all meetings of the Board, the Executive Committee and of the Members;

(iv) be custodian of the written records of the Corporation/Congregation and all of its Standing and Temporary/*Ad Hoc* Committees; and

(v) perform such other duties as prescribed by the Board, the President/Chair or incident to the Office.

9.8. **Treasurer:**

(a) **Functions:** The Treasurer shall perform, or cause to be performed, the following functions:

(i) oversee all financial matters relating to the Corporation/Congregation;

(ii) report to the Board of Directors on all such financial matters in a timely manner;

(iii) be custodian of the financial records of the Corporation/Congregation;

(iv) monitor compliance with all laws, regulations, By-laws, policies and procedures as they respectively pertain to the financial operations of the Corporation/Congregation; and

(v) perform such other duties as prescribed by the Board, the President/Chair or incident to the Office.

10. FINANCIAL MATTERS

10.1. **Fiscal Year:** The fiscal year of the Corporation/Congregation shall be from January 1 to December 31.

10.2. **Designation of Banking Institution:** The Board of Directors shall, from time to time, select/determine a financial institution or institutions with which it will do its banking/financial business.

10.3. **Officers' Authority re Banking and Other Financial Matters**: The Board shall designate, by resolution, those Officers and other persons authorized to transact the banking/financial business of the Corporation/Congregation, or any part thereof, with the institution(s) determined according to the provisions above.

Those Officers and other persons so designated shall have the authority set out in the resolution, including, unless otherwise restricted, the power to:

(a) operate the accounts of the Corporation/Congregation;

(b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money of the Corporation/Congregation;

(c) issue receipts for and order relating to the property for and orders relating to any property of the Corporation./Congregation;

(d) execute any agreement relation to any banking business and defining the rights and powers of the parties thereto; and

(e) authorize any officer of the banking/financial institution to do any act or thing on behalf of the Corporation//Congregation to facilitate the banking/financial business.

10.4. **Borrowing:** Subject to the limitations of the *Corporations Act (Ontario)*, the Letters Patent and this By-law, the Board of Directors may:

(a) borrow money on the credit of the Corporation/Congregation;

(b) issue, sell or pledge securities of the Corporation/Congregation; and

(c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation/Congregation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation/Congregation.

10.5. **Delegation:** From time to time, the Board of Directors may authorize any officer or employee of the Corporation/Congregation or any other person to make arrangements with reference to money borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation/Congregation.

10.6. **Restriction on Sale of Assets:** In order to dispose of any asset of the Corporation/Congregation worth $5,000 or more or any asset which has historical and/or religious significance, the Board of Directors shall obtain the prior approval of the Voting Members by means of special resolution.

11. EXECUTION of DOCUMENTS

11.1. **Requirement for Policy re Execution of Documents:** The Board of Directors shall establish and maintain a policy in regard to the execution of documents on behalf of the Corporation/Congregation, which policy shall direct the manner in which any particular type of document may or shall be executed and by whom.

11.2. **Delegated Authority Permitted:** The policy referred to immediately above may include delegated authority to specified Officers to execute certain documents within certain monetary limitations without the matter requiring specific Board approval.

12. INDEMNIFICATION of DIRECTORS and OFFICERS

12.1. **Indemnities:** Every Director or Officer of the Corporation/Congregation and such Directors' and Officers' heirs, executors, administrators and other legal personal representatives shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation/Congregation from and against:

(a) **Indemnification: S**ubject to the provisions in paragraph b) below, all costs, charges and expenses whatsoever such Director or Officer sustains or incurs in or about any action, suit or

proceeding that is brought, commenced, threatened to be brought or commenced, or prosecuted against such Director or Officer for or in respect of any act, deed, matter or thing whatsoever, made, done, permitted or failed to be done by such Director or Officer, in or about the execution of the duties of their office.

(b) **Qualification on Indemnification: N**o such indemnification as outlined in paragraph a) above shall be afforded to a Director or Officer if such costs, charges, expenses were/are occasioned by such Director's or Officer's own wilful neglect or default or failure to act honestly and in good faith with a view to the best interests of the Corporation/Congregation.

12.2. **Insurance:** Subject to applicable law, the Corporation/Congregation shall purchase and maintain such insurance for the benefit (protection) of its Directors and Officers as the Board may from time to time determine.

12.3. **Protection of Officers and Directors:** No Director or Officer of the Corporation/Congregation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation/Congregation through insufficiency or deficiency of title to any property acquired by the Corporation/Congregation or for or on its behalf or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation/Congregation shall be placed out or invested or for any loss or damage arising from bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their office or trust or in relation thereto unless the same shall happen by or through the wrongful and willful act or through the wrongful or willful neglect or default of such Director or Officer.

12.4. **Responsibility for Actions:** The Directors for the time being of the Corporation/Congregation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation/Congregation except such as shall have been submitted to and authorized by the Board of Directors or except such which have been pre-authorized by policy established by the Board.

12.5. **Irregularities:** No act or proceeding of any Director shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualifications of such Director.

12.6. **Reliance on Professional Advice:** Directors may rely upon the advice, opinions, reports and statements of professionals retained by the Corporation/Congregation and shall not be responsible or held liable for any loss or damage whatsoever resulting from acting upon same.

13. DISSOLUTION

13.1. **Dissolution/Surrender of Charter:** The Charter of the Corporation (*Letters Patent issued by the Provincial Secretary of the Province of Ontario May 28, 1953 – see Appendix "A" attached)* may be surrendered, i.e., the Corporation may be dissolved, if the Corporation proves to the satisfaction of the Lieutenant Governor of Ontario compliance with the relevant requirements of the *Corporations Act (Ontario).*

13.2. **Distribution of Remaining Assets:** Provided however, so long as Beth Israel Congregation of Peterborough remains a registered charity pursuant to the *Income Tax Act (Canada)*, the Board of Directors, after paying or making provision for the payment of all outstanding debts, obligations and liabilities, shall distribute all remaining assets of the Corporation to a qualified recipient

("donee") as defined by the *Income Tax Act (*Canada*)* which is committed to using the assets in accordance with the values of Beth Israel Congregation.

14. AMENDMENT of BY-LAWS

14.1. **By-law Amendments:**

(a) **At the Initiative of the Board of Directors:** Any amendment to these By-laws initiated by the Board of Directors shall be by **special** resolution (which requires approval by two-thirds (2/3) of the **votes cast** by the Voting Members at a meeting of the Members before such amendments take effect – see definition at paragraph 1.3).

In accordance with the above, at such meeting the Voting Members may confirm, reject, amend or otherwise deal with any By-law amendment(s) previously passed by the Board of Directors.

(b) **At the Initiative of Voting Members:** Any amendment to these By-laws initiated in writing by ten (10) Voting members or ten percent (10%) of the Voting members, whichever is the greater number, shall be brought before a meeting of the Members within sixty (60) days of delivery of same to the Secretary of the Corporation/Congregation.

At such meeting, the Voting Members may confirm, reject, amend or otherwise deal with any By-law amendment(s) so proposed.

14.2. **Effect of Approval of By-law Amendments:**

(a) **When Approved as an Entire Replacement:** A full and complete revised General By-law No. 1, upon approval by the Voting Members as set out above, thereby revokes any and all previous General By-laws and, in whole or in part, all policies, motions and resolutions of any kind whatsoever purporting to regulate the affairs of the Corporation/Congregation which are inconsistent with the revised By-laws.

(b) **When Approved as a Partial Replacement:** A partial revision to General By-law No. 1, upon approval by the Voting Members as set out above, shall thereby revoke any and all provisions of the former General By-law No. 1 which are inconsistent with the revised provision(s) and, in whole or in part, all policies, motions and resolutions of any kind whatsoever purporting to regulate the affairs of the Corporation/Congregation which are inconsistent with the revised provision(s) of the By-laws.

15. CERTIFICATIONS of PASSAGE of this REVISION

THESE ENTIRE BY-LAW REVISIONS are PASSED by **special** resolution of the **Board of Directors**

on the eleventh day of April, 2016

Certified by the Secretary of the Corporation/Congregation

This eleventh day of April, 2016

Signature: Ken Greenberg

Print name: Kenneth Greenberg
Secretary of the Corporation/Congregation

THESE ENTIRE BY-LAW REVISIONS (containing the amendments, if any, from the version approved by the Board of Directors) are PASSED AND ADOPTED, by the appropriate standard, by the **Voting Members of the Corporation**

on the second day of June, 2016

Certified by the Secretary of the Corporation/Congregation

this second day of June, 2016

Signature: Ken Greenberg

Print name: Kenneth Greenberg
Secretary of the Corporation/Congregation

Appendix A

Letters Patent Incorporating

Beth Israel Congregation of Peterborough

Attached hereto as Appendix "A" are the Letters Patent dated May 28, 1953, whereby Beth Israel Congregation of Peterborough was incorporated.

P R O V I N C E O F O N T A R I O

BY THE HONOURABLE

G E O R G E A R T H U R W E L S H ,
PROVINCIAL SECRETARY

TO ALL TO WHOM THESE PRESENTS SHALL COME

G R E E T I N G

W H E R E A S The Companies Act provides that with the exceptions therein mentioned the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes to which the authority of the Legislature of Ontario extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may under the Seal of his office, have, use, exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;

AND WHEREAS by their Petition in that behalf the persons herein mentioned have prayed for Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

NOW THEREFORE KNOW YE that under the authority of the hereinbefore in part recited Act I DO BY THESE LETTERS PATENT CONSTITUTE the Persons hereinafter named that is to say:

Myer Cherney, Irving Moldaver, Harry Schwartz, Morris Black, Morris Mandell, Robert Albert Grafstein and Abraham Fine, Merchants; Martin Holland, Gentleman; Max Beck, Scrap Metal Dealer; Harry Yudin, Theatre Manager; and Morton Columbia, Accountant; all of the City of Peterborough, in the County of Peterborough and Province of Ontario; and any others who have become subscribers to the memorandum of agreement of the Corporation, and persons who hereafter become members thereof, a corporation without share capital under the name of

BETH ISRAEL CONGREGATION OF PETERBOROUGH

for the following purposes and objects, that is to say:

(a) To establish, conduct and maintain a place or places of worship;
(b) TO provide a residence for the Rabbi;
(c) TO maintain and conduct a school or schools for religious instruction;
(d) TO acquire and hold real estate or any interest therein;
(e) TO receive, acquire and hold gifts, donations, pledges, devises, bequests and endowments;
(f) TO provide recreational facilities for the members of the Corporation; and
(g) TO do such other things as are incidental or conducive to the attainment of the above objects or any of them;

THE HEAD OFFICE of the Corporation to be situate at the said City of Peterborough; and

THE FIRST DIRECTORS of the Corporation to be Myer Cherney, Martin Holland, Irving Moldaver, Harry Schwartz, Morris Black, Max Beck, Morris Mandell, Robert Albert Grafstein, Harry Yudin, Abraham Pine and Morton Columbia, hereinbefore mentioned;

AND IT IS HEREBY ORDAINED AND DECLARED THAT:

1. The subscribers to the Memorandum of Agreement of the Corporation shall be the first members and the Corporation shall consist of the subscribers and of those who shall hereafter be duly elected as members of the Corporation in accordance with the by-laws and regulations from time to time in force;

2. The interest of a member in the Corporation shall not be transferable, and shall lapse and cease to exist upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the by-laws and regulations from time to time in force;

3. The directors of the Corporation shall constitute the Committee of Management of the Corporation;

4. The directors may, from time to time, make by-laws and regulations, not contrary to law or any provision of the Letters Patent, Supplementary Letters Patent, if any, or The Companies Act, and, from time to time, amend, vary or repeal the same, respecting:

(a) the admission of members and the election or appointment of directors, trustees and officers;

(b) the time and place of holding and the calling of meetings of members, trustees and directors, and the requirements as to proxies and the procedure at and the conduct of such meetings;

(c) the payment of officers and employees; and

(d) the control, management and conduct of the affairs of the Corporation;

5. Every by-law and regulation and every repeal, amendment, modification or variation thereof, unless in the meantime confirmed at a general meeting duly called for that purpose, shall have force only until the next annual meeting of the Corporation, and in default of confirmation thereat shall from that time cease to have force, and in that case no new by-law or regulation to the same or the like effect or re-enactment thereof shall have any force until confirmed at a general meeting of the Corporation; and

6. Such by-laws, regulations, amendments, modifications and variations shall replace, exclude and modify the regulations set out in Form 4 in the Schedule to The Companies Act, save that in any matters covered by such Form 4 and not provided for in the Corporation's by-laws, regulations or amendments, the regulations and provisions of the said Form 4 shall apply and be in force, but all such matters which, after the passing of the Corporation's first by-laws and regulations, may be left to be governed by such Form 4, may be varied, amended, excluded or modified by any by-laws or regulations;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits or other accretions to the Corporation shall be used in promoting its objects.

GIVEN under my hand and Seal of Office at the City of Toronto in the said Province of Ontario this twenty-eighth day of May in the year of Our Lord one thousand nine hundred and fifty-three.

G. A. Welsh

Arthur Welsh Provincial Secretary

P R O V I N C E O F O N T A R I O

BY THE HONOURABLE

G E O R G E A R T H U R W E L S H ,

PROVINCIAL SECRETARY

TO ALL TO WHOM THESE PRESENTS SHALL COME

G R E E T I N G

WHEREAS The Companies Act provides that with the exceptions therein mentioned the Lieutenant-Governor may by Letters Patent create and constitute bodies corporate and politic for any of the purposes which the authority of the Legislature of Ontario extends;

AND WHEREAS by the said Act it is further provided that the Provincial Secretary may under the Seal of his office, have, use, exercise, and enjoy any power, right, or authority conferred by the said Act on the Lieutenant-Governor;

AND WHEREAS by their Petition in that behalf the persons herein mentioned have prayed for Letters Patent constituting them a body corporate and politic for the due carrying out of the undertaking hereinafter set forth;

AND WHEREAS it has been made to appear that the said persons have complied with the conditions precedent to the grant of the desired Letters Patent and that the said undertaking is within the scope of the said Act;

NOW THEREFORE KNOW YE that under the authority of the hereinbefore in part recited Act, **I DO BY THESE LETTERS PATENT CONSTITUTE** the Persons hereinafter named that is to say:

Myer Cherney, **Irving Moldaver**, **Harry Schwartz**, **Morris Black**, **Morris Mandell**, **Robert Albert Grafstein** and **Abraham Fine**, Merchants; **Martin Holllend**, Gentleman; **Max Beck**, Scrap Metal Dealer; **Harry Yudin**, Theatre Manager; and **Morton Golumbia**, Accountant: all of the City of Peterborough in the County of Peterborough and Province of Ontario; and any other who have become subscribers to the memorandum of agreement of the Corporation and persons who hereafter become members thereof, a corporation without share capital and under the name of

BETH ISRAEL CONGREGATION OF PETERBOROUGH

For the following purposes and objects, that is to say:

(a) To establish, conduct and maintain a place or places of worship;
(b) TO provide a residence for the Rabbi;
(c) TO maintain and conduct a school of schools for religious instruction;

(d) TO acquire and hold real estate or any interest therein;
(e) TO receive, acquire and hold gifts, donations, pledges, devises, bequests and endowments;
(f) TO provide recreational facilities for the members of the Corporation; and
(g) To do such other things as are incidental or conducive to the attainment of the above objects or any of them;

THE HEAD OFFICE of the Corporation to be situate at the said City of Peterborough; and

THE FIRST DIRECTORS of the Corporation, Myer Cherney, Martin Hollend, Irving Moldaver, Harry Schwartz, Morris Black, Max Beck, Morris Mandell, Robert Albert Grafstein, Harry Yudin, Abraham Fine and Morton Golumbia hereinbefore mentioned:

AND IT IS HEREBY ORDAINED AND DECLARED THAT:

1. The subscribers to the Memorandum of Agreement of the Corporation shall be the first members and the Corporation shall consist of the subscribers and of those who shall hereafter be duly elected as members of the Corporation in accordance with the by-laws and regulations from time to time in force;
2. The interest of a member in the Corporation shall not be transferable, and shall lapse and cease to exist upon the death of such member or when such member shall cease to be a member by resignation or otherwise in accordance with the by-laws and regulations from time to time in force;
3. The directors of the Corporation shall constitute the Committee of Management of the Corporation;
4. The directors may, from time to time, make by-laws and regulations, not contrary to law or any provision of the Letters Patent,Supplementary Letters Patent, if any, or The Companies Act, and, from time to time, amend, vary or repeal the same respecting:
    (a) the admission of members and the election or appointment of directors, trustees and officers;
    (b) the time and place of holding and the calling of meetings of members, trustees and directors, and the requirements as to proxies and the procedure at and the conduct of such meetings;
    (c) the payment of Officers and employees; and
    (d) the control, management and conduct of the affairs of the Corporation;
5. Every by-law and regulation and every repeal, amendment, modification or variation thereof, unless in the meantime confirmed at a general meeting duly called for that purpose, shall have force only until the next annual meeting of the

Corporation, and in default of confirmation thereat, shall from that time cease to have force, and in that case no new by-law or regulation to the same or the like effect or re-enactment thereof shall have force until confirmed at a general meeting of the Corporation; and

6. Such by-laws, regulations, amendments, modifications and variations shall replace, exclude and modify the regulations set out in Form 4 in the Schedule to The Companies Act, save that in any matters covered by such Form 4 and not provided for in the Corporation's by-laws, regulations or amendments, the regulations and provisions of the said Form 4 shall apply and be in force, but all such matters, which after passing of the Corporation's first by-laws and regulations, may be left to be governed by such From 4, may be varied, amended, excluded or modified by any by-laws or regulations;

AND IT IS HEREBY FURTHER ORDAINED AND DECLARED that the said Corporation shall be carried on without the purpose of gain for its members, and that any profits of other accretions to the Corporation shall be used in promoting its objects.

GIVEN under my hand and Seal of Office at the City of Toronto in the said Province of Ontario this **twenty-eighth** day of **May** in the year of Our Lord **one thousand nine hundred and fifty three.**

G.A. Welsh

Arthur Welsh Provincial Secretary