

*Adath Israel Congregation
Constitution*

Adopted: November, 2019

Adath Israel Congregation Constitution

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Preamble

Adath Israel Congregation of Toronto was founded in 1903 and was incorporated by Letters Patent on November 29, 1915, as the First Hebrew Romanian Congregation Adath Israel, and has conducted and maintained a House of Worship in Toronto since. On February 23, 1956, the name of the Congregation was changed by Supplementary Letters Patent to Adath Israel Congregation, and on June 11, 1956, changes in the Religious Standards and Practices of the Congregation were adopted. Adath Israel moved to its current location at 37 Southbourne Avenue, Toronto when the building was constructed in 1957/1958, and a Constitution was passed on May 17, 1960 and has had amendments on November 20, 1988, May 3, 1992, and June 10, 2012.

Adath Israel Congregation maintains a synagogue as a house of assembly, study and prayer, and provides opportunities through religious services, education, cultural, social, charitable and recreational activities for Jewish people in the community. Adath Israel Congregation is committed to the principles and values of Conservative Judaism, is dedicated to the study of Torah and the observance of mitzvot, to the principle of Klal Yisrael, and to the State of Israel, the historic homeland of the Jewish People.

Adath Israel Congregation seeks to create a welcoming, caring community that recognizes and is responsive to individual needs as the community shares in joyous celebrations, and to provide comfort and support to those in need in difficult times.

General Provisions

Name: The Congregation shall be known as Adath Israel Congregation.

Head Office: The Head Office of the Congregation shall be at 37 Southbourne Avenue, Toronto.

Seal: The Corporate Seal of the Congregation shall have impressed thereon the words ADATH ISRAEL CONGREGATION and the seal impressed in the margin of this Constitution is hereby adopted as the Corporate Seal of the Congregation.

Section 1 - General

1.01 Definitions

- (a) “Act” means the *Corporations Act (Ontario)* provided, however, if new legislation comes into effect and the Corporation is continued under such legislation, “Act” means that legislation and, where the context requires, includes the regulations made under the act then in force, as amended or re-enacted from time to time;
- (b) “Articles” means the articles of incorporation or other constating documents;
- (c) “Board” means the board of governors of the Congregation;
- (d) “Business Day” means a day other than a Saturday, Sunday, statutory holiday in Ontario (which shall include Simcoe Day and Family Day), two days of Rosh Hashanah, Yom Kippur, first two days and last two days of Sukkot, first two days and last two days of Passover, and two days of Shavuot. Days start at 12:00:01 am and end at midnight;

- (e) “By-laws_ means this by-law, including the schedules to this by-law) and all other by-laws of the Congregation as amended and which are, from time to time, in force;
- (f) “Chair” means the chair of the Board;
- (g) “Congregation” means Adath Israel Congregation, being a corporation established without share capital under the laws of the Province of Ontario that has passed this by-law under the Act or that is deemed to have passed this by-law under the Act;
- (h) “Governor” means an individual occupying the position of governor of the Congregation by whatever name he or she is called;
- (i) “EC Officers” shall mean the Chair, the president, the vice-president, the secretary and the treasurer of the Congregation;
- (j) “Executive Committee” shall have the meaning ascribed to such term in Section 5;
- (k) “Immediate Past-President” means the person who held the office of president of the Congregation immediately prior to the current president and who is a Member;
- (l) “Member” means a member of the Congregation and “Members” means the collective membership of the Congregation;
- (m) “Nominating Committee” shall have meaning ascribed to such term in Section 2.05(1) ;
- (n) “Officer” shall mean the EC officers and such other person as the Governors may appoint from time to time as an officer of the Congregation and “Officers” shall include all of the foregoing persons; and
- (o) “Synagogue” means the Congregation’s house of worship located at 37 Southbourne Avenue, Toronto, Ontario, or wherever located from time to time.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in this by-law are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The seal of the Congregation, if any, shall be in the form determined by the Board.

1.05 Execution of Contracts

The Executive Committee may from time to time establish the signing authorities for deeds, transfers, assignments, contracts, obligations and other instruments in writing and direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Officer may certify a copy of any instrument, resolution, by-law or other document of the Congregation to be a true copy thereof.

1.06 Amendments

(a) No amendment, alteration, deletion or addition to this Constitution or any portion hereof shall be made except in the following manner:

- (i) Such proposal may originate as a resolution of the Board of Governors; or,
- (ii) Such proposal may be submitted in writing to the Board of Governors, signed by seventy-five (75) Members in good standing and shall be considered by the Board of Governors at its next meeting.
- (iii) The notice of the next General Meeting of the Congregation shall include a copy of such proposal together with a recommendation of the Board of Governors as to the proposal, which recommendation shall not be binding upon the Members; and
- (iv) If two-thirds (2/3) of the Members in good standing who are present at the General Meeting at which such proposal is submitted shall vote in favour of the proposal it shall be adopted
- (v) Any proposal for amendment, alteration or suspension, or to introduce new sections to this Constitution or any portion thereof which has been rejected by the Congregation shall not be re-submitted for consideration by the Congregation unless (a) one year has elapsed since the time of such rejection; and (b) the Board of Governors shall consent to a re-submission thereof by two-thirds (2/3) majority of the Board of Governors at a regular meeting of the Board of Governors.

Section 2 - Governors

2.01 Role of the Board of Governors

The Board of Governors shall be responsible for strategic and oversight functions. Daily management of the Congregation shall be the responsibility of the Professional Staff in accordance with the job descriptions as approved by the Board of Governors from time to time.

2.02 Election and Term

- (a) Subject to Section 2.02(b) below, fifteen (15) Governors, including the five officers, shall be elected by the Members at the annual meeting, up to two (2) governors who are not Past Presidents may be appointed by the President, and two (2) governors who are Past Presidents of the congregation shall be elected by the Past Presidents Committee. The President shall appoint one (1) additional Past President to be a Governor which Past President shall also be a member of the Executive Committee. Only Members are entitled to serve as Governors. Governors shall be elected for two year terms with elections taking place in years evenly divisible by two. With the exception of Governors who are appointed to the Executive Committee, governors may only serve three consecutive terms, after which they must be off the Board for at least one term before being eligible to serve on the Board again. All of these Governors are voting members of the Board. To be eligible for election or appointment to the Board, a Member must have been a Member in good standing of the Congregation for at least one (1) full year prior to the election in question. To be eligible for election to the office of President, Vice-President, or Chair, a Member shall be required to have served as a member of the Board for at least four (4) years, including the two (2) years immediately prior to the election in question. To be eligible for election to the office of Secretary or Treasurer, a Member shall be required to have served as a member of the Board for at least two years. All officers must be Members in good standing.
- (b) In addition to the Governors elected pursuant to Section 2.02(a) above, the President of the Brotherhood, the President of Women of Apath, and the President of Club L'Chayim, or their delegate, shall be entitled to attend Board meetings as ex-officio Governors but shall not be entitled to vote unless they were elected pursuant to Section 2.02(a) above.
- (c) Any person who is a member of the Board at the conclusion of the 2018-2020 term of the Board of Governors who has served 3 or more consecutive terms on the Board shall be deemed to have only served two consecutive terms for the purposes of subsection 2.02(a).

2.03 Vacancies

The office of a Governor shall be vacated immediately;

- (a) if the Governor resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever time is later;
- (b) if the Governor dies or becomes bankrupt;
- (c) if the Governor is found to be incapable of managing property by a court or under Ontario law;
- (d) if the Governor has failed to attend three consecutive meetings of the Board except for

health reasons or such other extraordinary reasons as may have been approved by the Executive Committee; or

- (e) if the Governor has been adjudged or convicted of a criminal offence; or
- (f) if, at a meeting of the Members, a resolution is passed by a two thirds (2/3) majority of the votes cast by the Members at a properly convened Members' meeting removing the Governor before the expiration of the Governor's term of office. The Governor in question must be provided with due notice of the meeting and the particulars of the allegations against such Member, who shall be entitled to attend and be heard at such meeting when the vote is being held.

2.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- (a) subject to the approval of a quorum of Governors, the President may appoint a Member to fill a vacancy among the Governors;
- (b) if the vacancy occurs as a result of the Members removing a Governor, the Members may fill the vacancy by a majority vote of the Members present at a meeting;
- (c) any Member appointed or elected as a director shall hold office for the remainder of the term of the Board.

2.05 Committees

The Board shall have standing committees for the purpose of strategy, oversight, guidance and direction. These committees shall include: The Building & Security Committee, The Ritual & Education Committee, The Member Services Committee, The Development Committee, the Finance Committee, The Marketing & Branding Committee, The Programming Committee, and the Future Planning Committee. These committees shall report to the Board. In addition, there shall be Committees separate from the Board including the Past Presidents Committee, The Contribution Review Committee, The Audit Committee, The Nominating Committee, The Election Committee, and The Human Resources Committee. Further, the Executive Committee may appoint a legal and constitutional advisor, an Israel Affairs advisor, and representatives to other organizations with which the Synagogue might be affiliated, as well as other advisors as they shall deem appropriate. Committees shall have a minimum of five (5) members including the chair. In addition, the President shall be an ex-officio member of every committee, and the Vice President shall be a member of every committee except the Nominating Committee and the Contribution Review Committee. All Committees shall submit reports in writing to the Board and the General meetings of the Congregation when required to do so and shall file a copy of such report with the Secretary. Only members of the Congregation may serve as voting members of Committees, and the composition of Committees shall require the approval of the Board.

- (a) The Building & Security Committee shall be responsible of oversight of security, the physical facilities, or house, and the synagogue's cemeteries;

- (b) The Ritual & Education Committee shall be responsible for oversight and decorum of religious services and practices in coordination with the Senior Rabbi, the Gabbaim, High Holidays, Chesed and Community activities, adult education, and the congregational school, should the synagogue choose to have one;
- (c) The Member Services Committee shall be responsible for the attraction, retention and oversight of membership and retention.
- (d) The Development Committee shall be responsible for the oversight of fundraising, special events, and major gifts, gifts and dedications, and catering;
- (e) The Finance Committee shall be responsible for the oversight of the budget and finances of the synagogue, and for reporting on the same to the Board and the membership;
- (f) The Marketing & Branding Committee shall be responsible for the oversight of marketing, branding, advertising, publications and publicity, social media, website, and communications of the synagogue;
- (g) The Programming Committee shall be responsible for the oversight of programming and youth and young families;
- (h) The Future Planning Committee shall be responsible for the oversight of strategic planning, IT advancement and integration, improvements, and efficiencies;
- (i) The Past Presidents Committee shall be comprised of all past presidents of the synagogue who are members in good standing of the synagogue. This Committee shall be chaired by the Immediate Past President. Meetings may be called by the Chair of the committee, or by any two past presidents. At their discretion, by majority vote of the past presidents at a duly constituted meeting with at least a majority of past presidents in attendance, the past presidents can require the Board to give further consideration at the next scheduled Board meeting of any matter passed by the board at the immediately preceding Board meeting, and the Board shall consider such matter and vote on the matter one further time. Should the minutes of the Board meeting not go out at least two weeks before the next Board meeting, then the past presidents shall have until the meeting following the next Board meeting to bring the matter forward. In accordance with paragraph 2.02(a), the past presidents shall elect two representatives to serve on the Board each term as their representatives.
- (j) The Contribution Review Committee shall be an active working committee with authority to vary the dues of members unable to pay the full assessed dues. This committee shall be chaired by a past president; the other members of the committee shall consist of the president and the treasurer.
- (k) The Audit Committee shall have oversight of the annual audit and shall liaise with the

external auditors. This committee shall be chaired by an accountant, and the members of the committee shall not be currently serving Board members. The Audit Committee shall have the right to attend Board meetings and Members meetings and to present their concerns to the Board and membership. Should there exist a dispute between the auditors and the Executive, the Audit Committee shall work to resolve such differences, or to take the matter to the Board and/or membership in the event that a resolution cannot be agreed upon.

- (l) The Nominating Committee shall observe, deliberate and evaluate the involvement, performance, dedication and commitment of Members of the Congregation with a view to formulating a nomination slate. The nomination slate as adopted by the majority of this committee shall not be subject to alteration by the Board. No Member who has accepted a position as a member of the Nominating Committee shall be eligible to stand for election as one of the Officers and, with the exception of the two appointed members of the Board referred to in sub-paragraph 2.05(1)(I) hereof, no Member who has accepted a position as a member of the Nominating Committee shall be eligible to stand for election to the Board. The Chair of the Nominating Committee shall be the Past President of the Congregation who has been appointed to the Board and Executive by the President under Section 2.02(a). The Chair of the Nominating Committee shall, subject to the approval of the Board, appoint no less than four and no more than six Members in good standing to the Nomination Committee. In addition, the following, provided that they are Members in good standing, shall form part of the Slate Committee:
 - (i) two (2) elected members of the Board to be determined by the elected members of the Board;
 - (ii) once the Nominating Committee has selected a Member in good standing to serve as the slated President, the slated President shall be a part of the Nominating Committee and its deliberations, but shall not be entitled to vote.
- (m) The Election Committee shall consist of at least five (5) and not more than nine (9) members in good standing. The chair of the Committee shall be a Past President, and at least two (2) of the other members of the Committee shall also be Past Presidents. The chair of the Committee shall present to the Board for its approval at least eight (8) weeks prior to the date set for the election the date, method, procedure, form and manner of the election which shall include provision for at least one advance poll. Elections shall take place at the Annual General Meeting of the Membership of the Synagogue. No member of this Committee shall be permitted to run for any position on the Board.
- (n) The Human Resources Committee shall report to the president and shall have oversight on human resources matters including ensuring that all legislation and good HR practices are adhered to.

Chairs of all committees, except where specifically provided for otherwise, shall be appointed by the President with the consent of the Board.

The Board may at any time establish ad hoc committees to deal with matters not covered by the

standing committees. The chairs of such ad hoc committees shall be appointed by the President with the consent of the Board.

2.06 Remuneration of Governors

The Governors shall serve as such without remuneration and no Governor shall directly or indirectly receive any profit from occupying the position of Governor; provided that:

- (a) Governors may be reimbursed for reasonable expenses they incur in the performance of their Governors' duties;
- (b) Governors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Congregation in their capacity other than as Governors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with the conflict of interest provisions of the Act; and
- (c) Notwithstanding the foregoing, no Governor shall be entitled to any remuneration for services as a Governor or in other capacity if the Congregation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 3 - Board Meetings

3.01 Calling of Meetings

Meetings of the Governors may be called by the Chair, president, or any two Governors at any time and any place on notice as required by this by-law.

3.02 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Governor which shall constitute notice of such meetings, and no other notice shall be required for any such meetings.

3.03 Quorum

A quorum for the transaction of business at a Board meeting is a majority of Governors

(50% + 1) entitled to vote at the meeting. If there ceases to be a quorum at a meeting then the meeting is deemed to have ended with the loss of a quorum.

3.04 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Governor of the Congregation not less than seven (7) business days before the date that the meeting is to be held. An agenda for each meeting of the Board accompanied by the materials that address the matters on the agenda to be considered by the Governors shall be distributed to every Governor in the manner provided in Section 10 of this by-law not less than five (5) business days before the date the meeting is to be held. Notwithstanding the foregoing, in exceptional circumstances, as determined by the Chair, the seven (7) and five (5) business day periods, respectively, can be waived. Notice of a meeting is not necessary if all of the Governors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Governors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Congregation. Except in exceptional circumstances, if an item is not on the agenda, the Board cannot vote on the item unless the Board votes to conduct a vote on the item.

3.05 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Vice-President, Secretary or Treasurer shall preside.

3.06 Voting

Each Governor has one vote, except for the Chair. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a deciding vote. Votes shall be conducted by a show of hands. A vote by closed ballot shall be conducted upon any question at any Board meeting if so requested by any five (5) members of the Board present. The Chair of the meeting shall rule on any matter pertaining to procedure on voting. An appeal against a ruling of the presiding Chair shall be voted on without debate should a Governor wish to appeal the decision, and a simple majority of those present shall be sufficient to overrule the decision of the Chair.

3.07 Participation by Telephone or Other Communication Facilities

A Governor may participate in a meeting of the Board or of a committee of Governors by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting. A Governor participating by such means is deemed to be present at the meeting, is eligible to vote, and shall count for purposes of a quorum. Telephone or other communication facilities may not be used for in-camera discussions of a sensitive nature.

3.08 Member Right to Attend

All Governors shall have the right to attend a meeting of the Board provided that the Governors may resolve to go into a closed session to consider one or more matters and if the Governors so resolve all persons who are not Governors shall leave the meeting (subject to such exceptions as the Governors may by resolution determine).

3.09 Right of Others to Attend

Any person other than a Governor may attend a meeting of the Board upon the invitation of the Chair or the Governors by resolution and, if so invited, such person may remain at the meeting until the Chair or the Governors by resolution determine otherwise or if the Board resolves to go into a closed session. The Senior Rabbi or his designate and the Executive Governor shall be entitled to attend Board meetings except for closed sessions.

Section 4 - Financial

4.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Congregation shall be placed for safekeeping. Cheques and orders for payment of monies or other orders for payment shall be signed by two Officers, one of which must be the President or the Treasurer, or as directed by the Executive.

4.02 Borrowing

The Congregation may, from time to time, borrow money from its bank, or maintain an operating line of credit, subject to the approval of the Board. Such borrowing may be secured by a general security agreement and other terms as are acceptable to the Board, however the Board shall not have authority to mortgage the building and property of the Congregation without the approval of the membership of the congregation at an annual or special meeting of the membership.

4.03 Financial Year

The financial year of the Congregation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

Section 5 – Executive Committee

5.01 Officers

The Members shall elect a Chair, President, Vice-President, Treasurer and Secretary in

accordance with the provisions of Section 9 of this by-law. Such officers shall be members of the Executive Committee referred to in Section 2.05 above, along with the Past President appointed to be a Governor by the President in accordance with Section 2.02 above. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time. No Officer shall be eligible to serve in the same position for more than two (2) consecutive years.

5.02 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.03 Duties of the Chair

The Chair shall perform the duties described in Schedule A and in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.04 Duties of the President

The president shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.05 Duties of the Vice-President

The vice-president shall perform the duties and exercise the rights of the president in the absence of the president or when the president is unable to act and shall assist the president in the discharge of the duties of the President.

5.06 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

5.07 Duties of the Secretary

The secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board may determine from time to time.

Section 6 - Protection of Governors and Others

6.01 Protection of Governors and Officers

No Governor, Officer or committee member of the Congregation shall be liable for the

acts, neglects or defaults of any other Governor, Officer committee member or employee of the Congregation or for joining in any receipt or for any loss, damage or expense happening to the Congregation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Congregation on or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Congregation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Congregation with whom or which any moneys, 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 his or her respective office or trust provided that they have:

- (1) complied with the Act and the Congregation's articles and by-laws; and
- (2) exercised their powers and discharged their duties in accordance with the Act.

6.02 Indemnity of Governors and Officers

- (a) The Congregation shall indemnify each: (i) Governor and Officer of the Congregation; (ii) former Governor and Officer of the corporation; and (iii) individual who acts or acted at the Congregation's request as a Governor or Officer, or in a similar capacity, of another entity, to the maximum extent permitted by the Act including against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Congregation or other entity. The Board has authority to make policies from time to time with respect to the conduct of the members of the Board, the employees of the Congregation, and the members of the Congregation. In particular, the Board can make policies concerning Harassment.
- (b) The Congregation may advance money to a Governor, Officer or other individual referred to in Section 6.02(a) for the costs, charges and expenses of an action or proceeding referred to in such Section, but the individual shall repay the money if the individual does not fulfill the conditions set out in Section 6.02©.
- (c) the Congregation shall not indemnify an individual under Section 6.02(a) unless, (I) the individual acted honestly and in good faith with a view to the best interests of the Congregation or other entity, as the case may be; and (ii) if the matter is a criminal or administrative proceeding that is enforced by monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

6.03 Governors' and Officers' Insurance

Provided that the Congregation complies with the *Charities Accounting Act* or a regulation made under that Act that permits same, the Congregation shall purchase and maintain, in

such amount as the Congregation shall deem advisable, insurance for the benefit of an individual referred to in Section 6.02(a) against any liability incurred by the individual, (I) in the individual's capacity as a Governor or Officer of the Congregation; or (ii) in the individual's capacity as a Governor or Officer, or a similar capacity, of another entity, if the individual acts or acted in that capacity at the Congregation's request.

Section 7 - Conflict of Interest

7.01 Conflict of Interest

A Governor who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Congregation shall make the disclosure required by the Act. Except as provided by the Act, no such Governor shall attend any part of a meeting of Governors or vote on any resolution to approve any such contract or transaction.

7.02 Charitable Corporations

No Governor shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Congregation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 8 - Members & Privileges of Membership

For the purpose of this section, the age determination will be the age at the beginning of the fiscal year, or for new members, the age of the applicant at the time of application, or, for families, the age of the youngest spouse.

(a) Membership in the Congregation shall be open to all members of the Jewish faith who are eighteen (18) years of age and older and are of good character. All persons who are Members of the Congregation at the time of the adoption of this Constitution shall continue to be Members of the Congregation. Members of the Congregation shall be entitled to vote in synagogue elections, to attend Annual and Special meetings of the Membership, and shall, provided they meet the qualifications in 2.02(a) above, be eligible for election to the Board of Governors and officer positions.

(b) Children of Members who are under the age of twenty-five (25) years of age shall be entitled to the benefits and privileges of membership, except that they cannot run for a position on the Board of Governors or vote in synagogue elections unless they become paid Members of the Congregation in their own right.

(c) In the case of married Members, both spouses shall be members and shall have the same rights, privileges and obligations as Members of the Congregation insofar as same

shall not be in conflict with the Religious Affiliation and Standards of the Congregation as defined in Article 1; provided, however, that any person who is married but can establish to the satisfaction of the Chair of the Legal and Constitution Committee that he or she is permanently separated from his or her spouse, shall be eligible for Membership in the Congregation. Members who can establish that his/her spouse is a member of another synagogue may be single members of the synagogue, however the non-member spouse shall not have burial rights in the cemeteries of the synagogue.

(d) Any person applying for Membership in the Congregation shall complete the required application or other documents, pay the prescribed fees, and be subject to the approval of the Board of Governors. Any question as to whether or not an applicant is a member of the Jewish faith or whether a marriage is valid shall be decided upon by the Senior Rabbi in his sole discretion as arbiter of Jewish Law.

(e) A Member may resign provided his or her obligations to the Congregation have been paid and satisfied to the date of his or her resignation by notifying the Board of Governors in writing, failing which his or her association with the Congregation shall continue unless otherwise determined by the Board of Governors.

(f) The Board of Governors may deprive a Member of his or her Congregational rights and privileges, or expel a member who fails to settle contributions, fees, pledges, assessments or other indebtedness to the Congregation and is in arrears of same for more than six (6) months from the end of the Rosh Hashannah of that fiscal year.

(g) The Board of Governors may, by a two thirds (2/3) vote of those present at a properly convened Board meeting, may suspend or expel any Member who, in its opinion, is deemed obnoxious or undesirable, or is guilty of conduct unbecoming a Member of the Congregation, wherever committed, provided that the Board of Governors and such Member shall receive due notice of such meeting and the particulars of the allegations against such Member, who shall be entitled to attend and be heard at such meeting when the vote is being held.

(h) The Board of Governors shall have the power to close membership from time to time except for the admission of children of Members.

(i) If, for any reason at any time, membership in the Congregation is closed, then the Secretary shall keep a list of proposed applicants for membership in the order of their receipt. Thereupon when membership reopens, such applicants for membership shall be considered according to the date the application was received.

(j) The Board of Governors may, from time to time by resolution, establish and/or remove alternate categories of membership in consonance with the needs and interests of the congregation.

(k) Members of the Congregation and their children under twenty-five (25) years of age

who qualify for membership, shall be entitled to an admission ticket for a seat or seats for the High Holy days which ticket shall not be transferable. They shall be entitled to affiliation with all societies and auxiliary arms of the Congregation upon payment of the required fees, to enroll in any Congregational school which the Congregation may operate from time to time, to burial in a cemetery of the Congregation, and to the services of the Clergy of the Congregation.

Section 9 - Members' Meetings

9.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Toronto, Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than twenty-one (21) days before the annual meeting, with a copy of the approved financial statements, auditor's report and other financial information required by the By-laws or the Articles. Members may register with the office of the Congregation a request to receive notices of Annual or Special Meetings, and the materials pertaining thereto, electronically, in which case the sending of these items electronically shall constitute proper notice and distribution of the materials to such Members.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) Receipts of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements for the immediately preceding fiscal period;
- (d) report of the auditor or person who has been appointed to conduct an audit;
- (e) reappointment or new appointment of the auditor for the coming year;
- (f) election of Governors and Officers; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for the annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

9.02 Special Meetings

The Governors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than fifty (50) Members for any purpose connected with the affairs of the Congregation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the requisition.

9.03 Notice

Subject to the Act, not less than twenty-one (21) and not more than fifty (50) days notice of any annual meeting (or, in the case of a special Members' meeting, not less than ten (10) days' written notice) shall be given in the manner specified in the Act to each Member and to the auditor. Such notice shall be mailed unless the Member shall have advised the office of the Congregation under Section 9.01 to receive such notice electronically, in which case such notice shall be sent electronically. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

9.04 Quorum

A quorum for the transaction of business at a Members' meeting including, for the avoidance of doubt, the annual meeting, is fifty (50) Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

9.05 Chair of the Meeting

The President shall be the Chair of the Members' meeting. In the President's absence, the President shall choose another Governors as Chair.

9.06 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless required by the Act or the by-laws provided that:

- (a) each Member, except for the Chair of the meeting, shall be entitled to one vote at any meeting;
- (b) except with respect to the election of Governors, votes shall be taken by a show of hands among all Members present;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the Chair of the

meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the Chair of the meeting shall direct;

- (e) if there is a tie vote, the Chair of the meeting shall cast a deciding vote;
- (f) Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the Chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion; and
- (g) for the avoidance of doubt, in addition to the election of Governors, a proxy-holder who is present at a Members' meeting shall be entitled to vote on behalf of a Member not present who has provided a proxy to the proxy-holder on a matter that is properly before the meeting and the Member on whose behalf the proxy-holder has voted shall be deemed to be present at the Members' meeting for this purpose. The Chief Electoral Officer shall decide on all questions relating to the use of proxies for voting on matters in addition to the election of Governors at the annual meeting and in the case of a special Members' meeting or for an annual meeting for which no Chief Electoral Officer has been appointed, the Chair shall decide all issues relating to the use of proxies at such meeting.

9.07 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.08 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the auditors of the Congregation and others who are entitled or required under any provision of the Act or the Articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.09 Election of Governors and Officers

- (a) Elections of Governors and Officers shall take place every two years, in years evenly divisible by two. Each officer and director shall remain in office for a term of two (2) years until the next election.

- (b) No person who has held the position of President or Chair during the two (2) consecutive years preceding an election shall be entitled to re-election for the same office.
- (c) A Member seeking election shall not be permitted to seek more than one elected position in any one election.
- (d)
 - (i) Elections shall take place at the Annual General Meeting of the Members, and Members shall have the right to cast a ballot at the advance poll as established by the Election Committee.
 - (ii) At least eight (8) weeks prior to the date set for the election, the Nominating Committee shall publish and cause to be circulated to each Member of the Congregation its Slate of Nominees and the fact that further nominations may be made if submitted in writing and signed by the Nominee and ten (10) Members as proposers and deposited with the Secretary at least four (4) weeks prior to the date set for the election. A full list of all Nominees shall be published and circulated to each member of the Congregation at least two (2) weeks prior to the date set for the election.
 - (iii) Election of the Officers and Governors shall be by secret ballot printed on ballot forms on which the Nominees' full name only shall appear in alphabetical order of surname for each office. The counting of ballots shall be conducted by the Election Committee.
 - (iv) In the event of a tie vote between or among any Nominees for a position at large on the Board as a Governor, or for any Office, a second ballot shall be held to break the tie.
 - (v) The newly elected Officers and Governors shall assume their duties at the conclusion of the Annual General Meeting.

Section 10 - Service

10.01 Service

Any notice or communication required to be sent to any Member or Governor or to the auditor shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Governor at their latest address as shown in the records of the Congregation and to the auditor at its business address, or if no address be given then to the last address of such Member or Governor known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto. Any Member may request and be provided by prepaid mail a hard copy of any notice or communication that is provided by email or other electronic means.

10.02 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given:

- (a) the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period; and
- (b) if the last day of the period does not fall on a Business Day, the last day of the period shall be the next Business Day.

10.03 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

Section 11 - Clergy

11.01 Composition

The clergy of the Congregation shall include a Rabbi or Rabbis, a Cantor or Cantors, and a person who shall serve as Chazzan Sheni (Second Cantor) or Ritual Governor or Sexton.

11.02 Term of Service of Contracts

The initial engagement of any member of the clergy shall be for a period not exceeding three (3) years. Renewal agreements for periods exceeding five (5) years shall require the approval of the Members at a General Meeting.

11.03 Clergy Responsibilities

- (a) The Rabbi or Rabbis shall serve as spiritual leaders of the Congregation and as such shall administer to the religious, educational, spiritual and pastoral needs of its Members and shall perform such services for the Members as are usual and customary during weddings, funerals, and unveilings, provided, however, that the functions of an assistant or associate Rabbi with regard to the foregoing shall be delineated by the Senior Rabbi in conjunction with the Board and its delegated Committees.
- (b) The Rabbi or Rabbis shall enjoy the freedom of the pulpit. A guest shall occupy the pulpit only at the invitation of the Senior Rabbi and no one shall exercise rabbinic functions on the premises of the Congregation without the consent of the Senior Rabbi; provided, however, that notwithstanding the foregoing, opportunity shall be provided for the Congregation to audition candidates for the position of Senior Rabbi after notice of termination has been given with regard to the contract

of the Senior Rabbi, and candidates for the position of assistant or associate Rabbi.

- (c) The Senior Rabbi shall be considered the definitive interpreter of Jewish Law and tradition for the Congregation and shall be responsible for the observance of Kashruth on the premises and at the functions of the Congregation.
- (d) The Senior Rabbi shall act as consultants or resource person to the Committees of the Congregation which request them to do so and they shall be ex-officio non-voting members of all Committees dealing with the religious, educational, and youth programs of the Congregation.
- (e) The Cantor or Cantors shall officiate under the supervision and direction of the Senior Rabbi at religious services on Shabbat, Festivals and Holy Days and on such other occasions as may be required of him or them and shall perform such services for the Members as are usual and customary during weddings, funerals and unveilings.
- (f) No guest shall occupy the Cantor's pulpit or officiate in a cantorial capacity on the premises of the Congregation without the consent of the Senior Cantor, provided, however, that notwithstanding the foregoing, opportunity shall be provided for the Congregation to audition candidates for the position of Senior Cantor after a resignation or notice of termination has been given with regard to the contract of the Senior Cantor and candidates for the position of assistant or associate Cantor.
- (g) The Cantor or Cantors shall act as consultants and resource persons to the Committees of the Congregation which request them to do so and shall be ex-officio non-voting members dealing with the religious, educational, and youth programs of the Congregation.
- (h) The Chazzan Sheni or Ritual Governor shall carry out the functions as are usual and customarily associated with the office under the direction of the Senior Rabbi.

Section 12 - Adoption of this By-law

Providing that this by-law is approved by the Membership of the Congregation at a Special Meeting of the Membership called under the provisions of the existing By-laws of the Congregation, this by-law (including the schedules to this by-law) shall come into force commencing with the 2020 Annual Meeting of the Membership at which time the 2020-2022 Board of Governors shall be elected under the provisions of this By-law. Once this By-law is approved by the Membership, the Slate Committee shall operate under the existing By-law of the Congregation for purposes of its composition and shall present a

Slate of Governors which corresponds to this by-law. The existing by-laws of the Congregation shall otherwise remain in force until the 2020 Annual Meeting of the Members, after which the existing by-laws are hereby deemed to be repealed as of that date and at which time this By-law comes into force.

Section 13 Proceedings at Meetings

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Congregation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Congregation may adopt.

Section 14 - Annual Contribution

- 14.01** Save and except as otherwise hereinafter provided, all members shall pay contributions equally in an amount to be determined by the Board from time to time.
- 14.02** The Board may extend any or all of the Congregational privileges to any person, gratuitously or at reduced rates and may modify any indebtedness owing to the Congregation by members who, in the opinion of the Board, are deserving of such consideration.
- 14.03** The Board shall be empowered from time to time to assess each applicant for membership, in addition to annual contribution, an amount to be payable as may be determined in its discretion by the Board.
- 14.04** The Board shall be empowered from time to time to assess each Member equally in addition to annual contribution, an amount for expenditures by the Congregation. For special projects, the Board may assess each Member on a graduated basis provided that the project and the method of assessment are approved by the Members at a general meeting.
- 14.05** All contributions, fees, pledges, assessments and other indebtedness of every kind and description whatsoever of a Member of the Congregation shall become due and payable in advance in January of each year, or at such other time or times, or on such other terms or conditions, as the Board may from time to time determine.
- 14.06** A Member expelled or suspended for indebtedness to the Congregation shall be reinstated at any time within twelve (12) months of such expulsion or suspension upon payment in full or all of his or her indebtedness to the Congregation.
- 14.07** Upon the death of a Member all building fund obligations of that Member shall thereupon cease provided that the then current year's assessment shall be first paid in full.

Section 15 - Auxiliary Organizations

- 15.01** The Congregation may have auxiliary organizations as shall from time to time be approved by the Board.
- 15.02** Only those persons entitled to congregational privileges shall be entitled to membership in such auxiliary organizations of the Congregation.
- 15.03** The constitution, by-laws, and other regulations of all auxiliary organizations shall be consistent with the Constitution, By-laws, and the policy of the Congregation.
- 15.04** All auxiliary organizations of the congregation shall be under the control and supervision of the Board.
- 15.05** The Brotherhood, Women of Adath (Sisterhood), and Club L'Chayim shall be Auxiliary Organizations of the Congregation.

Section 16 - Kashruth

The Congregation recognizes Kashruth as a basic tenet of Judaism and all steps necessary shall be taken to ensure proper observance of Kashruth at all functions on the premises of the Congregation and at functions away from the Synagogue which are held under its auspices.

SCHEDULE A

Position Description of the Chair

Role Statement

The Chair shall provide leadership to the Board and ensure integrity of the Board's process. The Chair shall co-ordinate Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Governors and between the Board and senior management of the Congregation. The Chair shall ensure the Board discusses all matters relating to the Board's mandate.

Responsibilities

Board Conduct

The Chair shall set a high standard for Board conduct and enforce policies and the By-laws concerning the Governors' conduct.

Agendas

The Chair shall establish agendas aligned with the Board's goals and preside over Board meetings. The Chair shall ensure meetings are effective and efficient for the performance of governance work and shall ensure that a schedule of Board meetings is prepared annually and shall ensure meeting materials are distributed in advance of meetings pursuant to Section 3.04.

Reporting

The Chair shall report regularly to the Board on issues relevant to its governance responsibilities.

Committee Membership

The chair shall serve as ex-officio member on all Board committees except the Nominating Committee and the Dues Review Committee.

SCHEDULE B

Position Description of the President

Role Statement

The president provides leadership to the Congregation and exercises primary oversight of the Executive Governor and the Senior Rabbi

Responsibilities

Meetings

The president shall call and preside at all meetings of the Members and the Executive Committee of the Board and decide all questions of order at such meetings.

Report to Members

The president shall report on the activities of the Congregation and the Board at the annual meeting of Members.

Committee Chairs

The president shall appoint, subject to the approval of the Board of Governors, Chairs of all standing Committees and ad-hoc Committees created by the Board of Governors.

Report to Board

The president shall report on the activities of the Congregation at the meetings of the Board.

Direction

The president shall serve as the Board's central point of communication with the senior management of the Congregation and shall provide guidance to senior management regarding the Board's expectations and concerns.

Performance Appraisal

The president shall lead the Board in monitoring and evaluating the performance of senior management and clergy through an annual process.

Representation

The president shall serve as the Board's primary contact with the public.

Mentorship

The president shall serve as a mentor to other Governors, ensure that all Governors contribute fully and address issues associated with under-performance of individual Governors.

Succession Planning

The president shall ensure succession planning occurs for senior management.

Committee Membership

The president shall serve as ex-officio member on all Board committees.

SCHEDULE C

Position Description of the Treasurer

Role Statement

The treasurer shall work collaboratively with the president and senior management to support the Board in achieving its responsibilities. The treasurer, as provided in Section 2.04, shall be a member of the Budget and Finance Committee, the Dues Review Committee, and the Audit Committee.

Responsibilities

Custody of Funds

The treasurer shall oversee and monitor the custody of the funds and securities of the Congregation and shall oversee and monitor the keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Congregation in the books belonging to the Congregation and shall oversee and monitor the depositing of all monies, securities and other valuable effects in the name and to the credit of the Congregation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall monitor and oversee the disbursement of the funds of the Congregation as may be directed by proper authority taking proper vouchers for such disbursement, and shall render to the Chair and governors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Congregation. The treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct

The treasurer shall maintain a high standard for Board conduct and uphold policies and by-laws regarding Governors' conduct, with particular emphasis on fiduciary responsibilities.

Financial Statements

The treasurer shall present to the Members at the annual meeting as part of the annual report the financial statements of the Congregation approved by the Board together with the report of the auditor.

Treasurer's Report

The treasurer shall present the Treasurer's Report to the Members at the annual meeting and shall report regularly to the Board on the financial position of the Congregation.

SCHEDULE D

Position Description of the Secretary

Role Statement

The secretary shall work collaboratively with the president to support the Board in fulfilling its responsibilities.

Responsibilities

Board Conduct

The secretary shall support the president in maintaining a high standard for Board conduct and uphold policies and the by-laws regarding Governors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management

The secretary shall keep a roll of the names and addresses of the Members, ensure the proper recording and maintenance of minutes of all meetings of the Congregation, the Board, and Board committees, attend to correspondence on behalf of the Board, have custody of all minute books, documents, registers and the seal of the Congregation and ensure that they are maintained as required by law, and ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings

The secretary shall give such notice as required by the by-laws of all meetings of the Congregation, the Board and Board committees and shall attend all meetings of the Members and the Board.