

**BY-LAW NO. 14**

being a By-Law to amend By-Law No. 12 (as amended by By-Law No. 13) of

**JVS Toronto**

**BE IT ENACTED** AS By-Law No. 14 of Jewish Vocational Service of Metropolitan Toronto (hereinafter referred to as the "Corporation") that the following sections of amended and restated By-law No.12, as amended by By-law No.13, shall be further amended as follows:

1. Section 3.01 shall be amended by the deletion of paragraph (c) thereof in its entirety, by re-numbering paragraph (d) thereof as paragraph (c) and by the insertion of the word "and" at the end of paragraph (b) thereof.
2. Section 3.03(a) shall be amended by the deletion of the following words: "who are entitled to vote".
3. The word "voting" shall be removed from the following sections: Sections 4.01, 4.06, 5.02 and 5.03.
4. The first paragraph of Section 5.07 shall be amended by the addition of the following sentence at the end thereof: "The President/Chief Executive Officer shall receive notice of and have the right to attend all meetings of the Board, save and except for any portion thereof that is in-camera or any meeting of the Board which is intended to be an in-camera meeting in its entirety."
5. All other provisions of By-law No. 12 of the Corporation, as amended by By-law No.13, remain in full force and effect, unamended.
6. This By-law No. 14 shall come into force and effect at the close of the meeting of the Members of the Corporation at which it is confirmed by the Members.

**PASSED** by the Directors of the Corporation on the 7th day of August, 2019.

*- Original signed by Fiona Orr -*

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Name: Fiona Orr  
Title: Secretary of the Board

**CONFIRMED** by the Members of the Corporation on the X day of September, 2019.

*To be ratified by the Members Sept 25, 2019*

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Name: Fiona Orr  
Title: Secretary of the Board

## BY-LAW NO. 13

being a By-Law to amend By-Law No. 12 of

### JVS Toronto

**BE IT ENACTED** AS By-Law No. 13 of Jewish Vocational Service of Metropolitan Toronto (hereinafter referred to as the "Corporation") that the following sections of By-law No-12 shall be amended as follows:

1. Section 3.01 shall be amended by the deletion of the word "and" at the end of paragraph (b) thereof, by the insertion of the word "and" at the end of paragraph (c) thereof and by the insertion of the following paragraph (d) following paragraph (c):

“(d) For the purposes of this Section 3 and for the purposes of Sections 5.04 and 5.05, the term “the Originally Approved Number” means the number of Directors of the Corporation which comprised the Board of Directors immediately following the most recent Annual Meeting of the Members.”
2. The second paragraph of Section 3.04 shall be deleted and the following shall be substituted therefor:

“Alternatively, provided that the number of remaining Directors in office (after taking the vacancy/vacancies arising by virtue of the removal from office into account) is at least fifty one percent (51%) of the Originally Approved Number, the Directors of the Corporation may, by resolution passed by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a meeting of the Directors for that purpose, remove any Director described in Section 3.01 before the expiration of his/her term of office, and may, by a majority of votes cast at that meeting appoint any person in his/her stead for the remainder of his/her term.”
3. Section 3.06 shall be deleted and the following shall be substituted therefor:

#### **“3.06 VACANCIES”**

- (a) Where a vacancy (or vacancies) on the Board of Directors occurs/occur and where the number of remaining Directors in office (after taking such vacancy/vacancies into account) is at least fifty one percent (51%) of the Originally Approved Number, until such vacancy (vacancies) is (are) filled, quorum for the transaction of business at meetings of the Board of Directors shall be determined in accordance with Section 4.01 using the number of remaining Directors in office (after taking such vacancy/vacancies into account).
- (b) Any vacancy arising on the Board of Directors as contemplated by paragraph (a) of this Section 3.06, however caused, may be filled as hereinafter provided in clauses (i) and (ii):
  - (i) by way of an interim appointment by the Board of Directors for the remainder of the unexpired term of the vacancy; or
  - (ii) by way of election at a meeting of the Members called by the Board of Directors to fill such a vacancy for the balance of the unexpired term of the vacancy.

**JVS TORONTO**

**BY-LAW NO. 12**

*Being the amended and restated by-law relating generally  
to the affairs of JVS Toronto*

Enacted September 2015

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the event that the determination of the foregoing results in a fraction, the result shall be rounded down to the next whole number irrespective of magnitude.

**2.03 TERM OF MEMBERSHIP**

Each individual referred to in paragraph (b) of Section 2.02 shall be a Member until the meeting of the Directors, held in accordance with Section 4.05 but shall be eligible for readmission as a Member, from time to time, by the Directors of the Corporation.

**2.04 RIGHTS AND PRIVILEGES**

Each Member in good standing shall be entitled to:

- (a) attend at all meetings of the Members;
- (b) one vote at all meetings of the Members;
- (c) receive the annual report; and
- (d) receive all notices of meetings of Members.

**2.05 FEE**

The annual membership fee, if any, shall be determined by the Directors from time to time; provided that the Directors may waive payment of the annual membership fee by a Member in the event that such fee would cause hardship to the Member.

**2.06 TERMINATION OF MEMBERSHIP**

The interest of a Member in the Corporation is not transferable; and lapses and ceases to exist when:

- (a) a Member ceases to be a Director of the Corporation, if applicable; or
- (b) the Member's period of membership pursuant to Section 2.03 expires, if applicable; or
- (c) the Member resigns by notice in writing to the Secretary of the Corporation, which resignation shall take effect on the date of receipt of such notice by the Secretary; or
- (d) the Member dies; or
- (e) at a meeting of the Directors called for the purpose of considering the termination of the Member, with notice of such meeting to the Member in question, the Directors pass a resolution terminating the Member by resolution passed by two-thirds ( $\frac{2}{3}$ ) of the votes cast; or
- (f) the Members pass a resolution by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a special meeting of the Members of which notice specifying the intention to pass such resolution has been given; or
- (g) the Member fails to pay the annual membership fee, if any, unless payment of the fee by the Member has been waived by the Directors in accordance with Section 2.05.

a Director, but on the expiration of one (1) year after the last year he/she served as Director such person(s) shall again be eligible to stand for election as a Director.

Notwithstanding the above limit of eight (8) consecutive years, if permitted by the Board of Directors, any Director may stand for election for an additional two (2) years for the purpose of serving, during those two years, as an Officer of the Corporation who is required to be a Director under Section 5.02 but on the expiration of one (1) year after the last year he/she served as a Director, such person(s) shall again be eligible to stand for election as Director.

- (b) *A Past Chairperson.* Any Past Chairperson shall be entitled (at his/her option) to serve as a Director for a maximum of 2 years following his/her last year as the Chairperson provided that no such Past Chairperson shall be entitled to choose to serve as a Director after he/she has served ten (10) consecutive years as a Director, but on the expiration of one (1) year after the last year he/she served as a Director, such person(s) shall again be eligible to stand for election as Director.

Provided that regardless of the foregoing, in no circumstance shall an individual be permitted to serve for more than 10 consecutive years as a Director except that in exceptional circumstances, an individual may serve for such longer period as the Board of Directors may approve.

#### **3.04 REMOVAL OF DIRECTORS**

The Members of the Corporation may, by resolution passed by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a general meeting of the Members called for that purpose, remove any Director elected under Section 3.01 before the expiration of his/her term of office, and may, by a majority of votes cast at that meeting elect any person in his/her stead for the remainder of his/her term.

Alternatively, the Directors of the Corporation may, by resolution passed by at least two-thirds ( $\frac{2}{3}$ ) of the votes cast at a meeting of the Directors for that purpose, remove any Director described in Section 3.01 before the expiration of his/her term of office, and may, by a majority of votes cast at that meeting appoint any person in his/her stead for the remainder of his/her term.

#### **3.05 VACATION OF OFFICE**

The office of the Director shall automatically cease and be vacated:

- (a) if he/she becomes bankrupt or insolvent or makes a general assignment for the benefit of creditors, or admits in writing his/her inability to pay his/her debts generally as they become due, or takes any action in furtherance of the foregoing;
- (b) if he/she is found to be mentally incompetent within the terms of the *Mental Incompetency Act*, R.S.O. 1990, Chapter 9;
- (c) if by notice in writing to the Secretary of the Corporation he/she resigns his/her office;
- (d) if he/she ceases to be a Member of the Corporation; or
- (e) upon passage of a resolution under 3.04.

- (c) review and approve, in each year, the specific objectives of each of the committees of the Board of Directors for such year and to review and consider such reports and recommendations as may be submitted by such committees and provide such committees with such directives, advice and guidance as may be required;
- (d) review and amend the By-Laws of the Corporations at least once every 5 years.
- (e) set the Corporation's vision and state the Corporation's mission, goals and priorities.
- (f) review the Corporation's mission and management philosophy.
- (g) to formulate and approve the strategic plan of the organization as required from time to time by the Board of Directors.
- (h) approve the borrowing of funds.
- (i) approve the annual budget.
- (j) approve the buying and selling of land, buildings, and other property.
- (k) approve the appointment of the President/Chief Executive Officer.
- (l) review and provide final approval of all of the Corporation's compensation (after review of the recommendations provided by the Executive Committee should such a committee be constituted).
- (m) review the performance of the President/Chief Executive Officer at least once each year.

### **3.09 COMMITTEE STRUCTURE**

The following shall be standing committees of the Corporation, reporting to the Board of Directors:

- (a) Finance & Administration Committee;
- (b) Governance Committee; and
- (c) Nominating Committee.

The Board of Directors may, at any time, constitute and establish an Executive Committee as a standing committee or such other standing or ad-hoc committees or subcommittees as it deems necessary to assist the Board of Directors in carrying out any of its duties and responsibilities and to advise and make recommendations to the Board of Directors thereon. The Board of Directors may, at any time, disband any such committee or subcommittee.

Each such committee or subcommittee shall have the duties and responsibilities as are set out in its Terms of Reference that have been approved by the Board of Directors. The composition, reporting/accountability and procedures of each such committee or subcommittee shall also be set out in its Terms of Reference approved by the Board of Directors. No Terms of Reference of any committee or subcommittee shall be inconsistent with these By-Laws. The Board of Directors may approve or require amendments to such Terms of Reference from time to time.



present at the meeting. Except as otherwise provided in the By-Laws or the Act, a majority of the voting Directors shall form a quorum for the transaction of the business.

#### **4.02 PLACE OF MEETINGS**

The Board of Directors shall hold its meetings at any Office of the Corporation or any other place in the Province of Ontario as resolved by the majority of the Directors.

#### **4.03 CALLING OF MEETINGS**

##### **1. Meetings**

Meetings of the Board of Directors may be formally called by the Chairperson or by the Secretary or Treasurer on direction in writing by two Directors.

##### **2. Notice**

Notice of such meetings shall be e-mailed, delivered, telephoned or telefaxed to each Director not less than seventy-two (72) hours before the meeting is to take place or shall be mailed to each Director not less than five (5) business days before the meeting is to take place (in both cases excluding any part of a Sunday and of a holiday as defined by the Interpretation Act (Ontario) for the time being in force). No formal notice of a meeting of the Board of Directors shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice. No formal notice shall be necessary where the Board of Directors has appointed a day and time for regular meetings.

#### **4.04 ERRORS IN NOTICE**

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting provided that a majority of the Directors either waive such error or omission in notice or ratify any or all proceedings taken or made at such meeting.

#### **4.05 FIRST MEETING OF NEW BOARD OF DIRECTORS**

Each newly-elected Board of Directors may without notice hold its first meeting immediately following the meeting of Members at which such Board of Directors was elected (provided a quorum of Directors is present), for the purpose of:

- (a) organization and the election and appointment of Officers; and
- (b) the admission of the Members referred to in paragraph (b) of Section 2.02.

#### **4.06 VOTES TO GOVERN**

Except as otherwise provided in the By-Laws or in the governing legislation, at each meetings of the Board of Directors, every question shall be decided by the affirmative vote of least sixty percent (60%) of the voting Board Members present at such meeting. The Chairperson is not entitled to an extra or casting vote in the event of tie vote.



Laws together with the Secretary or any Vice-Chairperson or other officer appointed by the Board of Directors for that purpose.

**5.07 DUTIES OF THE PRESIDENT / CHIEF EXECUTIVE OFFICER**

The President/Chief Executive Officer shall be responsible for the general management and conduct of the day-to-day business and affairs of the Corporation pursuant to guidelines and policies established by the Board and carry out the Corporation's objects. She/he shall not be a member of the Board.

The President/Chief Executive Officer shall have full authority, subject to the guidelines and policies established by the Board, for all directions provided to, and authority over the employees of the Corporation.

The President/Chief Executive Officer shall be compensated for her/his services in such manner and amount as the Board of Directors or their delegates shall determine.

**5.08 DUTIES OF THE VICE-CHAIRPERSONS**

Each Vice-Chairperson shall have powers and duties as may from time to time be assigned to him/her by the Board of Directors.

**5.09 DUTIES OF THE TREASURER**

The Treasurer shall keep, or cause to be kept, full and accurate records of all receipts, including membership fees, and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time to be designated by the Board. She/he shall disburse the funds of the Corporation under the direction of the Board of Directors, take proper vouchers therefore and shall render to the Board of Directors, whenever required of him/her, an account of all his/her transactions as Treasurer and of the financial position of the Corporation. She/he shall be the chairperson of any committee relating to the financial or administrative matters of the Corporation and shall cooperate with the Audit Committee (if any) and the auditors of the Corporation during any audit of the accounts of the Corporation.

**5.10 DUTIES OF THE SECRETARY**

The Secretary shall be clerk of the Board of Directors and shall attend all meetings of the Members and of the Board of Directors to record all facts and minutes of those proceedings in the books kept for that purpose. She/he shall give all notices required to be given to Members and to Directors. She/he shall be custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board of Directors or incidental to his/her office.

**5.11 REPORTING**

The officers of the Corporation shall report to and shall be subject to the direction of the Board of Directors.

## **8.00 MEETINGS OF MEMBERS**

### **8.01 ANNUAL MEETING**

The Annual Meeting of the Members shall, within six (6) months of the close of the Corporation's fiscal year, be held at a place within the Greater Toronto Area, at such time and on such a day, as may be designated by the Board of Directors for the purpose of hearing and receiving the reports and statements required to be read and presented to the Members pursuant to the Act, electing Directors, appointing the Auditor and fixing or authorizing the Board of Directors to fix the Auditor's remuneration and for hearing and receiving the reports of the committees required by the By-Laws of the Corporation and for the transaction of such other business as may be properly brought before the meeting. Members may consider and transact any business, either special or general, without any notice thereof, at such annual meeting save for removal of a Member or Director, which shall require the same notice as is required under Section 8.03.

### **8.02 GENERAL MEETING**

The Board of Directors may at any time call a general meeting of the Members of the Corporation for the transaction of any business of the Corporation, the nature of which shall be specified in the notice calling the meeting, to be held at such time and at such place within the Greater Toronto Area as may be designated by the Board of Directors and set forth in such notice.

### **8.03 NOTICES**

A notice of the time and place of the meeting of Members shall be given to each Member by sending the notice in accordance with Section 9.08 not less than twenty (20) days before the time fixed for the holding of such meeting. No public notice or advertisement of any annual or general meeting need be given. A notice of the time and place of each annual or general meeting shall be given to the Auditor of the Corporation. The notice shall, in addition to stating the general nature of the business to be transacted at the meeting, specify the terms of any resolution or By-Law changes to be proposed either by the Board of Directors or by any Member of the Corporation who has given notice in writing thereof to the Board of Directors prior to the mailing of the notice of the meeting.

### **8.04 ERRORS IN NOTICE**

No error or omission in giving notice of any annual or general meeting of the Members of the Corporation shall invalidate such meeting or any resolution passed or make void any proceedings taken thereat provided that all Members waive notice of any such meeting and subsequently ratify, and confirm any or all proceedings taken or had thereat.

### **8.05 QUORUM**

A quorum for the transaction of business at any meeting of Members shall be one-third (1/3) plus one (1) of the total number of Members of the Corporation as at the date of the meeting of Members, present in person, and must include the Chairperson of the Corporation (or, in the absence of the Chairperson, any Vice-Chairperson) plus such number of Directors of the Corporation as equals one-half (1/2) of the number of Directors of the Corporation as at the date of the meeting of Members. In the event that the determination of the foregoing results in a fraction, the result shall be rounded up to the next whole number irrespective of magnitude.



#### **9.04 DEPOSITS**

Bills of exchange, promissory notes, cheques or money orders may be endorsed for deposit to the credit of the Corporation's bank account by such persons or in such other manner as the Board of Directors may by resolution from time to time name or prescribe.

#### **9.05 EXECUTION OF DOCUMENTS**

Deeds, contracts, documents or any instruments in writing requiring the signature of the Corporation, outside the ordinary course of the Corporation's business, shall be signed by: i) any of the Chairperson, a Vice-Chairperson, Secretary, Treasurer and ii) the President/Chief Executive Officer. For greater certainty, any deeds, contracts, documents or any instruments in writing involving an amount in excess of an amount to be fixed by the Board of Directors from time to time shall be deemed to be outside the ordinary course of the Corporation's business and any deeds, contracts, documents or other instruments involving any amount under such fixed amount shall be deemed to be in the ordinary course of the Corporation's business and may be signed solely by the President/Chief Executive Officer.

#### **9.06 BOOKS AND RECORDS**

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

#### **9.07 FISCAL YEAR**

The financial year end of the Corporation shall be March 31, unless otherwise determined by the Board of Directors at their discretion from time to time.

#### **9.08 NOTICES**

Any notice (which terms includes any communication or document) to be e-mailed, given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-Laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given if e-mailed, given, sent, delivered or served (as the case may be) to his /her last address as recorded in the books and records of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to him/her at such address or if sent to him/her at such address by any means of transmitted or electronic communication, including electronic mail. The Secretary may change the address on the Corporation's books and records of any Member, Director, Officer or Auditor in accordance with any information believed by him/her to be reliable. A notice so e-mailed, given, sent, delivered or served (as the case may be) shall be deemed to have been received on the second business day after such notice is deposited in a post office or public letter box; and a notice sent by any means of transmitted or electronic communication shall be deemed to have been received on the day of transmission.

#### **9.09 INTERPRETATION**

In this By-Law, unless the context otherwise requires, "Act" shall mean the Corporations Act, R.S.O. 1990, c. 38, as amended.

#### **9.10 COMING INTO FORCE**

This By-Law shall come into force on the day on which it is confirmed with or without variation at an annual or general meeting of the Members duly called for the purpose.