

SCHEDULE "A"

OHR EMET CONGREGATION

(HEREIN REFERRED TO AS THE "CONGREGATION")

BY-LAWS

ARTICLE I – MEMBERSHIP

SECTION 1 – Only a Jewish person as defined by Halacha, who has reached the age of eighteen (18) years and is of good character shall be eligible for membership.

SECTION 2 – (a) Candidates for membership shall be recommended by at least one member of the Congregation in good standing. All applications for membership shall be in writing on a form provided by the Board of Directors. The application form must be signed by the applicant.

(b) Prospective members shall disclose to the membership committee, at the time of their application for membership, if they hold in their name or in the name of any entity which they control, any lists, databases, assets or services as are described in Article XXXV. If so, then prior to such prospective member being accepted as a member of the Congregation, he or she must first comply with the provisions of Article XXXV.

(c) No prospective member shall be admitted to membership of the Congregation unless his application for membership states clearly that he has read the Constitution and By-Laws and accepts their provisions and agrees to be bound by them, such application to be hand signed personally by the prospective member.

SECTION 3 – The dues for membership, if such be provided by the By-Laws, must accompany the application form.

SECTION 4 – All applications for membership shall be referred to a membership committee whose duty it shall be to investigate and approve the character and qualifications of the applicant. The committee shall present its report at a regular meeting of the Board of Directors. The application of the applicant shall be voted upon at this or any succeeding meeting of the Board of Directors and if elected in the manner as provided for in Sections 5 and 6 of this article, the applicant shall become a member.

SECTION 5 – Any applicant for membership must receive a favorable vote of a majority of the Directors present at a meeting of the Board of Directors in order to be elected. Should the applicant not have the required number of votes the applicant shall be rejected and his or her admission fee, if any, refunded.

SECTION 6 – No applicant for membership who has been rejected by the Congregation may be proposed again until after the expiration of one (1) year.

SECTION 7 – A person shall cease to be a member:

- (a) by delivering his resignation, in writing, to the secretary or by mailing or delivering it to the address of the Congregation;
- (b) on the person's death;
- (c) upon being expelled; or
- (d) upon having been a member not in good standing for four (4) consecutive months. [Ref: Article I Section 10] [Ref: Article III Section 2]

SECTION 8 – (a) The Board of Directors shall have the power, by a vote of three fourths of those present, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to endanger the interest or reputation of the Congregation or who willfully commits a breach of the Constitution or By-Laws of the Congregation. No member shall be expelled or suspended without being notified of the charge or the complaint against him in writing and without first being given an opportunity to be heard by the Directors at a meeting called for that purpose. Such meeting shall not be called earlier than thirty (30) days after the member has received the notification of the charge or the complaint against him. Always provided that such member may be readmitted to membership by the Directors upon such evidence as they may consider satisfactory. [See also Article III Section 2 re non-payment of dues]

(b) The said member may appeal any decision of the Board of Directors relating to his expulsion or suspension to the membership of the Congregation by delivering a letter to that effect to the President or Secretary within thirty (30) days of being informed in writing of such decision. Upon receipt of an appeal to the President, or in his absence the 1st Vice-President, shall call a special meeting of the membership of the Congregation to consider and act upon the same at which time the members may either uphold, modify or expunge the said decision as they may see fit by a majority vote.

SECTION 9 – Any member who resigns, withdraws, or is expelled from the Congregation shall forfeit all right, claim and interest arising from or associated with membership in the Congregation.

SECTION 10 – A member in good standing is one who:

- (a) Has paid his membership dues in full or has made provision for the payment of his membership dues in such manner as may be approved by the Finance Committee upon the recommendation of the Treasurer and one member of the Finance Committee chosen for that specific purpose; [Ref: Article III Section 1]
- (b) Has paid any additional fees or levies as determined by the Board of Directors;
and
- (c) Has not voluntarily withdrawn from the Congregation or has not been expelled.

SECTION 11 – It shall be the duty of all members to assist and respect the directors and officers of the Congregation in the discharge of their duties, to respect one another and

to avoid all personal or indecorous remarks, in debate or otherwise, whereby the feelings of any member may be hurt and the peace and harmony of the Congregation disturbed.

ARTICLE II – VOTING ELIGIBILITY

SECTION 1 – (a) Any member in good standing and his or her spouse who meets the qualifications of membership as set out in Article I Section 1 shall be entitled to vote personally or by proxy at all special, annual and general meetings.

(b) A proxy holder shall in all cases be restricted to a member in good standing of the Congregation

(c) The form of proxy shall be in such form as the Directors or the Chairman of the meeting shall approve.

(d) Notwithstanding subsection (a) above and Article IV Section 2, no member or spouse of a member shall be entitled to vote in any election unless the member has been a member in good standing for three (3) months prior to the date of that election.

SECTION 2 – No employee of the Congregation or his/her spouse shall have the right to vote on any matter relating to their employment, nor to be present at meetings of the Congregation while their employment is or is likely to be under discussion, unless firstly approved by the Board of Directors.

ARTICLE III – DUES

SECTION 1 – (a) The membership dues and the manner or payment of the dues shall be determined by the Board of Directors.

(b) In addition to membership dues payable every member shall be required to make such contributions to the Building Fund of the Congregation in such amounts and payable in such manner as shall be determined by the Board of Directors.

(c) Notwithstanding subsections (a) and (b), the Finance Committee upon the recommendation of the Treasurer and one other member of the Finance Committee chosen for that specific purpose shall have the power to reduce the amount of dues required to be paid by any member who can show just cause for doing so.

SECTION 2 – No termination of membership for non-payment of dues shall be effective unless the member has been notified by registered mail thirty (30) days in advance.

SECTION 3 – A member suspended for non-payment of dues or for failure to contribute to the Building Fund who makes application for reinstatement may be reinstated by a two-thirds vote of the Board of Directors present and entitled to vote. The application for reinstatement must be accompanied by the amount of arrears for which the member was suspended. The Board of Directors can, however, by majority vote, waive any arrears.

SECTION 4 – All monies due the Congregation from a member shall be considered dues and be subject to provisions concerning same. [Ref: Article 1 Section 10]

ARTICLE IV – PRIVILEGES OF MEMBERS

SECTION 1 – Members in good standing shall be entitled to attend divine services whenever the Synagogue shall be open for same.

SECTION 2 – Members in good standing shall be entitled to vote and to hold office. [Ref: Article I Section 10] [Ref: Article II Section 1(d)]

SECTION 3 – Children of members in good standing shall be entitled to attend the religious school and all other educational activities of the Congregation in priority in the use thereof over non-members upon payment by the members of such tuition fees as may be determined by the Board of Directors. In deserving cases the Finance Committee shall have power to reduce or remit such tuition fees in the same manner as dues as provided for in Article III Section 1(c).

SECTION 4 – Subject to making proper arrangements with the Board of Directors, or the appropriate Committee or Official, members in good standing shall be entitled to the services of the Rabbi, Cantor and other Religious Officials and use of the Synagogue for all religious occasions.

SECTION 5 – The Board of Directors shall set fixed rates for use of the Banquet Room or other rooms and facilities in the Congregation buildings and members in good standing shall be entitled to concessions and priority in the use thereof over non-members. In deserving cases the Board of Directors shall have the power to reduce or remit such fixed rates.

SECTION 6 – The Board of Directors shall make and publish rules and regulations pertaining to the use of services and facilities for weddings, Bar/Bat Mitzvahs and other religious functions whereby the members shall be entitled to avail themselves thereof as the occasion may arise, in order of reservations.

SECTION 7 – The Board of Directors shall have the power to make the services and facilities of the Congregation available to non-members and to fix the rates or fees thereof, provided that the needs of members are first provided for and attended to in the manner heretofore set out.

SECTION 8 – The use of the services and facilities of the Congregation shall only take place and shall only be utilized in accordance with Halacha and the Constitution of the Congregation.

ARTICLE V – MEETINGS

SECTION 1 – Every notice of an annual, general or special meeting of the Congregation shall specify the place, day and hour of the meeting and shall state the nature of the business of the meeting and such notice, together with a notice to each individual member as to their status of good standing, shall be given by the Secretary to the members of the Congregation at least fourteen (14) days prior to such meeting. [Ref: Article XXXI]

SECTION 2 – The Board of Directors, or any three members of the Board of Directors, or ten (10) percent of the membership in good standing, may call a special meeting of the Congregation for any purpose.

SECTION 3 – The rules of procedure at an annual, general or special meeting shall be determined by the Board of Directors, or if any member entitled to vote objects, Roberts' Rules of Order shall apply. [Ref: Article X Sections 8, 9 & 10]]

SECTION 4 – (a) A quorum for a meeting of the Board of Directors shall be more than fifty (50%) percent of its members.

(b) A quorum for the transaction of business at any annual, general or special meeting of the Congregation shall be ten members in good standing or ten (10) percent of the membership in good standing, whichever number is greater.

SECTION 5 – No one, other than a member, may attend a meeting of the Congregation unless, invited or otherwise approved by the Board of Directors.

SECTION 6 – The President, or in his absence the 1st Vice-President, may call a special meeting in case of emergency at his own discretion. It shall also be his duty to call a special meeting of the Congregation whenever requested to do so in writing by ten percent of the members of the Congregation in good standing. Reasonable notice in writing shall be given to the members through the Secretary. Such special meeting of the Congregation shall be called promptly by the President to be held on a date within twenty-one (21) days of such request being made. The purpose of the special meeting must be specified in the notice and no other business may be transacted at this session other than specified in the meeting notices.

SECTION 7 – ANNUAL GENERAL MEETING

(a) An annual general meeting of the members shall be held at least once in every calendar year and not more than fifteen (15) months after the holding of the preceding annual general meeting.

(b) The business to be conducted at the annual general meeting of the members shall be:

- (i) To receive the report of the President;
- (ii) To receive the report of the Treasurer and approve the year-end financial statement as presented by the Treasurer;
- (iii) To confirm the appointment or the waiver of the appointment of an auditor for the forthcoming year;
- (iv) To biennially elect the officers and the new members of the Board of Directors for the forthcoming year; [Ref: Article VIII Section 1]
- (v) Such other business as may be presented for discussion and determination.

(c) The particulars and details of all outstanding borrowing of the Congregation must be disclosed to the members at the Annual General Meeting.

ARTICLE VI – OFFICERS

SECTION 1 – The Officers of the Congregation shall consist of President, 1st Vice-President, 2nd Vice-President, Treasurer and Secretary.

SECTION 2 – No member shall hold more than one elected office at any one time.

SECTION 3 – No officer shall receive remuneration for his duties.

ARTICLE VII – NOMINATIONS

SECTION 1 – At the first meeting of the Board of Directors after the adoption of these by-laws and at the first meeting of the Board of Directors after Pesach in the year 2003 and biennially thereafter, the President shall appoint a nominating committee consisting of three (3) general members and three (3) members of the Board of Directors of the Congregation, which committee shall elect its chairman. It shall prepare a slate of officers and Directors for recommendation to the nomination and election meeting. The committee shall give notice of its proposed slate to the membership at least fifteen (15) days before the election. Additional nomination for each office and for the Board of Directors may be made by the membership at the election meeting. [Ref: Article XVI Section 1]

SECTION 2 – (a) No one may be nominated for the office of President unless he shall have been a member in good standing for twelve (12) months preceding such nomination. [Ref: Article XXXIII]

(b) Save and except for the first directors of the Congregation, no one may be nominated for any office other than the President or for the Board of Directors unless he or she has been a member in good standing for at least nine (9) months preceding such nomination. [Ref: Article II] [Ref: Article XXXIII]

SECTION 3 – No one may be nominated for any office or for the Board of Directors if he or she is an employee of the Congregation as defined in Article XX Section 4.

SECTION 4 – The immediate past President shall be entitled to the privileges and honors of this title for only the one (1) year following his term as President and only so long as he maintains his membership in the Congregation and remains a member in good standing. [Ref: Article X Section 13] [Ref: Article XVI Section 2]

SECTION 5 – Officers and Directors of the Congregation shall receive no remuneration for the performance of their duties but shall be reimbursed for all expenses necessarily and reasonably incurred by them while engaged in the affairs of the Congregation.

ARTICLE VIII – ELECTIONS

SECTION 1 – All officers and the Board of Directors shall be elected biennially at an election meeting to be held not later than sixty (60) days after Pesach. [Ref: Article XVI Section 3]

SECTION 2 – Candidates who are absent from the election meeting may be elected to office provided they have notified the [B1]nominating committee in writing of their willingness to accept the respective office if elected.

SECTION 3 – The Chairman of the nominating committee shall be the presiding officer and he shall appoint three (3) tellers to properly supervise the counting of votes and announce the results.

SECTION 4 – The Secretary shall record the results of the election in the minutes.

SECTION 5 – Election to office shall be by show of hands. However, if any member entitled to vote shall object then election to office shall be by closed ballot. When more than one candidate is nominated for an office, the one receiving a majority of votes cast shall be deemed elected. If no candidate for an office received a majority of votes the two candidates receiving the largest number of votes shall be balloted upon. The one receiving the majority of votes cast shall be deemed elected.

ARTICLE IX – INSTALLATION OF OFFICERS AND DIRECTORS

SECTION 1 – The installation of officers and directors shall take place immediately following the election.

ARTICLE X – DUTIES OF THE PRESIDENT

SECTION 1 – The President is to be responsible for the general management and supervision of the affairs and operations of the Congregation and in this capacity shall be additionally responsible for:

- (a) ensuring that the Directors, Officers and Committees of the Congregation work effectively and co-operatively, and
- (b) ensuring that policies and procedures for running the Congregation are established and adhered to, and
- (c) such other duties as directed by the Board of Directors.

SECTION 2 – The President shall preside at all annual, general and special meetings of the Congregation and at all meetings of the Board of Directors.

SECTION 3 – The President shall normally be the official representative of the Congregation for all business, financial and social matters. In the event that he is unavailable then he may appoint another person to represent him in his stead.

SECTION 4 – The President and the 1st Vice-President shall appoint all standing and special committee chairpersons with the approval of the Board of Directors. [Ref: Article XXIII Section 1(a)]

SECTION 5 – The President shall call and convene meetings of the Board of Directors within the time limits as prescribed by these By-laws [Ref: Article XVI Section 6]

SECTION 6 – The President shall sit as an ex-officio member of all Congregation committees.

SECTION 7 – The President shall see that the Constitution, the By-Laws and Standing Rules of the Congregation and its usages are observed and that the officers and directors discharge their duties faithfully.

SECTION 8 – The President shall neither make nor second any motion nor take part in any debate while in the chair, except to define procedure or to make explanation.

SECTION 9 – The President shall preserve order at all meetings over which he presides and put to a vote all proper motions.

SECTION 10 – The President shall not vote at any meeting except in case of the election of the Directors at the Annual General Meeting and the acceptance, suspension or expulsion of members. On other subjects he shall cast the deciding vote in case of a tie.

SECTION 11 – The President shall have power, between regular meetings of the Board of Directors, to authorize unapproved expenditures of a sum not exceeding the lesser of 5% of the monthly membership dues or \$200.00 per item with a total of all items in such period not exceeding the lesser of 10% of the monthly membership dues or \$1,000.00. The President shall report such expenditures to the Board of Directors at their next meeting.

SECTION 12 – The President shall prepare an annual report on the condition of the Congregation to be presented to the membership at the annual election meeting.

SECTION 13 – The President shall sit as the immediate Past President following the completion of his term subject to Article VII Section 4.

ARTICLE XI – DUTIES OF THE 1ST VICE-PRESIDENT

SECTION 1 – The 1st Vice-President shall be present at all meetings of the Board of Directors and assist the President in the discharge of his duties. [Ref: Article X Section 4]

SECTION 2 – In the absence of the President, the 1st Vice-President shall assume the power and authority vested in the President.

ARTICLE XII – DUTIES OF THE 2ND VICE-PRESIDENT

SECTION 1 – The 2nd Vice-President shall be present at all meetings of the Board of Directors and assist the President in the discharge of his duties.

SECTION 2 – The 2nd Vice-President shall be Chairman of the Fundraising Committee and shall be responsible for co-ordinating and supervising all fundraising activities of the Congregation.

ARTICLE XIII – DUTIES OF THE TREASURER

SECTION 1 – The Treasurer shall be present at all meetings of the Board of Directors and assist the President in the discharge of his duties.

SECTION 2 – The Treasurer shall fulfill his functions at the direction of the Board of Directors.

SECTION 3 – Immediately upon appointment to office the Treasurer shall prepare a two year budget for submission to the Board of Directors for their approval within the time limits that will permit it to be submitted at the second meeting of the Board of Directors during each of its terms.

SECTION 4 – The Treasurer shall maintain such bank accounts of the Congregation as he may deem necessary from time to time.

SECTION 5 – The Treasurer shall ensure:

- (a) that all debts and financial obligations of the Congregation are paid as required, and
- (b) that all monies owing to the Congregation, including dues and contributions to the Building Fund, are collected and receipts issued as required.

SECTION 6 – The Treasurer shall be solely responsible for issuing receipts for donations made to the Congregation.

SECTION 7 – The Treasurer shall maintain books of account and prepare monthly financial statements for presentation to the Board of Directors and as may be necessary to comply with the Society Act.

SECTION 8 – The Treasurer shall examine the accounts of all Committees and persons having authority to disburse funds.

SECTION 9 – The Treasurer shall on a monthly basis provide to the Secretary a written list of those members in good standing and remind members of dues and assessments payable to the Congregation.

SECTION 10 – The Treasurer shall allow monies in the Bank Accounts of the Congregation to be withdrawn only by cheque signed by two of the Officers authorized to co-sign cheques. [Ref: Article XXIV]

SECTION 11 – The Treasurer shall render an annual report of the transactions and business of his office showing the financial condition of the Congregation to be presented at the annual election meeting.

SECTION 12 – The Treasurer shall, whenever required by the Board of Directors, deliver all monies, books and papers in his care or possession to his or her successor in office or to the presiding officers, UNDER A PENALTY OF EXPULSION.

ARTICLE XIV – DUTIES OF THE SECRETARY

SECTION 1 – The Secretary shall be present at all meetings of the Board of Directors and assist the President in the discharge of his duties.

SECTION 2 – The Secretary shall keep a true and accurate record of the meetings at which he or she is required to attend.

SECTION 3 – The Secretary shall:

- (a) maintain an up-to-date membership list of the Congregation including a list of those in good standing as advised by the Treasurer.
- (b) take charge of the Congregation's seal, minute books and papers and such other property of the Congregation in his or her care.
- (c) serve all notices to attend meetings and all other required notices to the members of the Congregation.
- (d) perform such similar duties that the Board of Directors may enjoin on him or her.

SECTION 4 – At the expiration of his or her term the Secretary shall deliver all books, papers and other property, whether tangible or non-tangible, of the Congregation, in his or her care or possession to his or her successor in office or to the presiding officers. [Ref. ARTICLE XXXV]

ARTICLE XV – THE GABAIM

SECTION 1 – The Gabaim shall be appointed by the Chairman of the Religious Committee in consultation with the Rabbi.

SECTION 2 – The Gabaim or a person designated by them shall be present at services in the Synagogue every morning and evening to supervise the Religious Services and to designate or to lead in these services.

SECTION 3 – The Gabaim shall have the right to distribute Aliyot and other Synagogue honours associated with religious services.

ARTICLE XVI – THE BOARD OF DIRECTORS

SECTION 1 – No person may be elected to the Board of Directors unless he or she has been a member in good standing for nine (9) months prior to his or her nomination [Ref: Article XXXIII]

SECTION 2 – The Board of Directors shall consist of the Officers as defined in Article VI Section 1, together with the immediate Past President and a minimum of three (3) up to a maximum of five (5) additional members elected, as members at large, at the annual nomination and election meeting and it shall be their duty to uphold the Constitution the By-Laws and Standing Rules of the Congregation.

SECTION 3 – All members of the Board of Directors shall serve in office for two consecutive one (1) year terms except for the Past President [Ref: Article VII Section 4] and shall retire from office:

- (a) at each election meeting when their successors shall be appointed; or
- (b) upon their no longer being a member in good standing [Ref: Article I Section 10]

SECTION 4 – The Board of Directors shall have custody of all property belonging to the Congregation, shall manage the affairs of the Congregation and shall be responsible for protecting the interests of the general membership of the Congregation, subject to its Constitution and By-Laws.

SECTION 5 – Meetings of the Board of Directors shall be governed by Roberts Rules of Order, to the extent that such rules do not conflict with the Constitution and By-Laws.

SECTION 6 – The Board of Directors shall hold and conduct meetings from time to time as required and at no time shall they permit thirty-five (35) days to elapse without holding a meeting.

SECTION 7 – (a) Any member of the Board of Directors who shall be absent from three (3) successive meetings without satisfactory excuse or who resigns his or her position by tendering his or her resignation or who is suspended or expelled from the Congregation or who is no longer a member in good standing may have his or her position declared vacant by the Board of Directors.

(b) In the event a vacancy is created on the Board of Directors then the Board of Directors shall appoint a successor, who has been a member in good standing for at least nine (9) months preceding such appointment, for the unexpired term of the vacancy, save and except that of the President whose duties shall be assumed by the 1st Vice-President within thirty (30) days of the position being declared vacant. However, in the event that the vacancy is the position of the Past President, then this position shall remain vacant until the next annual election.

SECTION 8 – (a) Directors meetings may be held at such times and at such places as the Directors may from time to time determine. No formal notice of such meeting shall be necessary if all the Directors are present as evidenced by the minutes of the meeting kept by the Secretary or if those absent have signified their consent to the meeting being held in their absence.

(b) A meeting of the Directors may be formally called by either the President or by any three (3) directors including one Officer and, unless otherwise stipulated, notice of such meeting shall be given not less than two (2) days before the meeting is to take place.

(c) The statement of the Secretary that notice has been given pursuant to this Section shall be sufficient and conclusive evidence of the giving of such notice.

SECTION 9 – No director shall receive remuneration for his duties.

SECTION 10 - At the expiration of his or her term each Director shall deliver all books, papers and other property, whether tangible or non-tangible, of the Congregation, in his or her care or possession, to the Secretary or his or her successor in office. [Ref. ARTICLE XXXV]

ARTICLE XVII – THE RABBI

SECTION 1 – A Rabbi shall only be hired or rehired or have his contract extended or re-extended by a majority of 2/3 votes cast or be dismissed by a majority of votes cast at a meeting of the Congregation called for this purpose. Notice of the meeting shall be sent to all members at least twenty-one (21) days prior to the date set for such meeting. [Ref: Article XX Section 2]

SECTION 2 – The Rabbi's duties shall include all functions traditionally allocated to him and more specifically set out herein.

SECTION 3 – He shall attend Divine Services and shall be the authority for all religious aspects of such services and for all religious functions of the Congregation.

SECTION 4 – He shall deliver sermons on Saturdays, Holy Days and at such other times as the occasion may require and he shall be the sole authority over the Pulpit.

SECTION 5 – He shall within the confines of Halacha officiate at marriage ceremonies, Bar/Bat Mitzvahs, funerals and such other services as are traditionally officiated over by a Rabbi in orthodox synagogues.

SECTION 6 – He shall supervise educational policies and school curriculum conducted under the sponsorship of the Congregation. [Ref: Article XXIII Section 9]

SECTION 7 – The Rabbi shall normally be the official representative of the Congregation for all religious activities. In the event that he is unavailable then he may with the approval of the President and the Chairperson of the Religious Committee, appoint another person to represent him in his stead.

SECTION 8 – The aforementioned duties of the Rabbi shall be incorporated into his Contract with the Congregation. Additional specific duties of the Rabbi, not in conflict with the terms of these By-Laws, may be incorporated in the contractual agreement arranged by the Congregation with the Rabbi. However, in the event that agreement expressly provides for only part-time employment and commensurate remuneration, these specific duties mentioned above, in whole or in part, may be expressly excluded. [Ref: Article XX Section 2]

SECTION 9 – No person may hold or administer the office of Rabbi in the Congregation unless he shall have true Rabbinical ordination (S'micha) from a recognized orthodox Yeshiva or authority. He shall be a pious and learned individual whose conduct and philosophy of life is consonant with the Shulchan Aruch as interpreted by those who gave him ordination.

ARTICLE XVIII – THE CANTOR

SECTION 1 – (a) A Cantor shall only be hired or rehired or his contract extended or re-extended by a majority of 2/3 votes cast or dismissed by a majority of votes cast at a meeting of the Congregation called for this purpose. Notice of the meeting shall be sent to all members at least twenty-one (21) days prior to the date set for such meeting. [Ref: Article XX Section 2]

(b) The religious qualifications of the candidate for selection as Cantor shall first be approved by the Rabbi.

SECTION 2 – The Cantor’s duties shall include, within the confines of Halacha, performance at marriage ceremonies, Bar/Bat Mitzvahs, funerals and such other services as are traditionally performed by a Cantor in orthodox Synagogues.

SECTION 3 – The Cantor’s duties as set out in Section 2 hereof shall be incorporated, together with any other additional specific duties not in conflict with these By-laws, in the contractual agreement arranged by the Congregation with the Cantor. [Ref: Article XX Section 2]

SECTION 4 – Services of the Cantor shall be determined by the Rabbi and Chairman of the Religious Committee and he shall serve whenever called upon by them or the Gabaim in their absence, unless otherwise agreed to by contract at the time of his engagement.

SECTION 5 – The Cantor shall be a pious and observant person whose conduct and philosophy of life is consonant with the Shulchan Aruch.

SECTION 6 – Additional specific duties of the Cantor not in conflict with these By-Laws, may be incorporated in the contractual agreement arranged with the Congregation at the time of his engagement.

ARTICLE XIX – SHAMOS OR SEXTON

SECTION 1 – (a) The Board of Directors may employ on behalf of the Congregation a Shamos or Sexton at a salary to be determined by the Board of Directors, whose duties shall be the duties traditionally belonging to a Shamos or Sexton and shall also include the specific duties mentioned herein.

(b) The candidate for Shamos or Sexton shall first be approved by the Rabbi.

SECTION 2 – He shall open and close the Synagogue for Divine Services and for such other purposes as directed by the Board of Directors, the Gabaim or others in authority.

SECTION 3 – He shall be in attendance at the Synagogue at least thirty minutes prior to the commencement of the Divine Services and shall not absent himself during the continuance of same. He shall assist those attending the service.

SECTION 4 – He shall have charge of the Scrolls of Law and of all the furniture and fixtures of the Synagogue and shall supervise and be responsible for the proper

maintenance of the Synagogue and its properties and for the cleanliness of the premises.

SECTION 5 – He shall assist the Cemetery Committee in all necessary arrangements for funerals, notify the Rabbi, order the grave to be prepared and arrange everything necessary for the funeral.

SECTION 6 – Upon request he shall be present in the building at the time of meetings of the Congregation.

SECTION 7 – He shall render assistance to the Rabbi or Cantor in their functions and shall assist in the duties of office administration and general responsibility of the Synagogue.

SECTION 8 – He shall assist the House Committee as may be required. [Ref: Article XXIII Section 4]

SECTION 9 – Employment of the Shamos or Sexton and the terms of his engagement or dismissal shall be under the jurisdiction of the Board of Directors which shall determine any additional duties. [Ref: Article XX Section 2]

ARTICLE XX – EMPLOYEES

SECTION 1 – No employee shall be offered or granted a lifetime contract or lifetime tenure^[B2].

SECTION 2 – Neither the Rabbi, the Cantor, the Shamos or Sexton nor any other employee so designated by the Board of Directors shall be hired unless he states clearly in his contract or otherwise in writing that he has read the Constitution and By-Laws and accepts their provisions and agrees to be bound by them.

SECTION 3 – Neither the Rabbi nor the Cantor shall be hired or rehired or his contract extended or re-extended without the full details of his contract firstly being disclosed to the members in good standing of the Congregation prior to their election or re-election

SECTION 4 – An employee of the Congregation shall be one who is regularly employed on the Congregation's staff or any other employee so designated by the Board of Directors, but shall not include anyone temporarily engaged as in the instance of special holiday Cantors or Choir Singers.

ARTICLE XXI – RELIGIOUS WORSHIP AND CONDUCT

SECTION 1 – All religious services, prayers and customs shall be conducted according to Orthodox Ritual (Ashkenazi) as specified in the Shulchan Aruch and other accepted authorities.

ARTICLE XXII – CEMETERY

SECTION 1 – The Congregation shall use for cemetery purposes such part or parts of available lands it shall deem necessary. The Cemetery shall be administered by the Cemetery Committee.

SECTION 2 – It shall be the duty of the Cemetery Committee to see that the cemetery grounds are kept in proper condition. The Committee shall make arrangement for any purchase relating thereto including the purchase of cemetery plots, and shall keep a record of all interments.

SECTION 3 – The Board of Directors shall make any contracts regarding cemetery land and use with the advice of the Cemetery Committee.

SECTION 4 – The Cemetery Committee shall arrange for the burial of members in good standing of the Congregation

SECTION 5 – The Cemetery Committee shall sell plots at prevailing prices and shall issue necessary deeds of sale to all purchasers in accordance with existing contracts.

SECTION 6 – The Cemetery Committee shall recommend to the Board of Directors for its approval interment fees for all members and non-members.

SECTION 7 – Only persons of the Jewish Faith as defined by Halacha shall be permitted to be interred within the cemetery. All burials shall be made in accordance with Halacha and accepted Orthodox rituals.

ARTICLE XXIII – COMMITTEES

SECTION 1 – (a) The following standing committees shall be established at the first meeting of each new administration by the President and 1st Vice-President, with the approval of the Board of Directors:

- Religious Committee
- House Committee
- Finance Committee
- Membership Committee
- Youth Activities Committee
- Programming Committee
- Education Committee
- Fund Raising Committee
- Sisterhood Committee

together with such other committees as the Board of Directors may deem necessary.
[Ref: Article X Section 4]

(b) Each Committee shall be established by the appointment of a chairperson of the committee.

(c) The Chairperson of each Committee so established shall select from the membership members to assist him or her in the carrying out of the functions of the Committee and shall report to the Board of Directors the names of the members of the Committee.

SECTION 2 – (a) Every Committee so formed shall conform to and comply with any rules imposed on it by the Board of Directors and shall report monthly at each meeting of the Board of Directors or in such other manner as the Board of Directors may decide; and, every committee so formed shall report every act or thing done in the exercise of its function at the earliest meeting of the Board of Directors to be held next after each act or thing has been done.

(b) Every committee before implementing a program or activity shall first consult with the Chariman of the Programming Committee to enable it to co-ordinate the endeavours of the various committees and organizations affiliate with the Congregation.

(c) The members of a Committee shall meet and adjourn as may be necessary.

SECTION 3 – The Religious Committee shall govern and supervise, in consultation with the Rabbi, all matters pertaining to all religious services and all religious activities conducted by the Congregation; and they shall make recommendations to the Board of Directors on all matters necessary to effect implementation of such services and activities. [Ref: Article XV Section 1] [Ref: Article XVIII Section 4]

SECTION 4 – The House Committee shall be responsible for the care, maintenance and supervision of the Synagogue and Congregation buildings and scheduling appointments for their use. It shall determine and allot the use of the Synagogue, Banquet Hall and other rooms for weddings, Bar/Bat Mitzvahs, meetings and other functions, subject to the supervision and direction of the Board of Directors.

SECTION 5 – The Finance Committee shall consist of the Treasurer (who shall be the chairman) and at least one (1) other. It shall assist the Treasurer in the performance and fulfillment of his duties.

SECTION 6 – (a) The Membership Committee shall be charged with the duty of seeking desirable new members for the purposes of increasing membership and securing desirable applicants for membership. It shall investigate all applications and submit recommendations concerning candidates for membership to the Board of Directors, as provided for in the Constitution and By-Laws of the Congregation.

(b) The Membership Committee shall be responsible for a Committee to be designated to assign the seats of the Synagogue for the High Holy Days, unless the Board of Directors determines that seats will not be individually assigned. The Committee shall keep a complete list of seats, if applicable, and of the fees arranged therefore. The scale of rates shall be determined by this Committee with the consent of the Board of Directors. They shall have a record of all seats assigned together with the names and addresses of the occupants.

SECTION 7 – The Youth Activities Committee shall promote, undertake and implement programmes and activities such as to encourage the youth of the Congregation and of the Jewish community to participate in activities of a social, cultural, religious, educational and recreational nature consistent with the objectives of the Congregation.

SECTION 8 – The Programming Committee shall co-ordinate the endeavours of the various committees and organizations affiliated with the Congregation. It shall also recommend to the Board of Directors programming and activities for the increased services of the congregation to its members and to the community and be responsible for the implementation of such programs and activities.

SECTION 9 – The Education Committee shall consist of a member of the Board of Directors (who shall be the chairman), the Rabbi and at least two (2) others. The Education Committee shall direct all matters pertaining to the religious school and other educational activities, and shall recommend to the Board of Directors the engagement and dismissal of teachers and determine the amount of tuition fees to be charged and salaries to be paid. The Rabbi shall supervise the school curriculum and the educational policy of this Committee.

SECTION 10 – (a) The fund Raising Committee shall consist of the 2nd Vice-President (who shall be the chairman) and at least two (2) others.

(b) The Fund Raising Committee shall be responsible for devising, and be solely responsible for implementing, methods of acquiring funds for the construction, maintenance, and on-going operation of the Congregation and the Congregation's buildings, facilities, and activities.

(c) The Fund Raising Committee shall be solely responsible for co-ordinating all fund raising activities of the Congregation and of its committees and affiliated organizations of the Congregation.

(d) The Fund Raising Committee may delegate any fund raising activities to those committees or affiliated organizations of the Congregation as it may determine.

SECTION 11 – The Sisterhood Committee shall represent the interests of the women of the Congregation and shall promote and conduct programs and activities for and on behalf of the women of the Congregation consistent with the objectives of the Congregation.

ARTICLE XXIV – SIGNING AUTHORITY

SECTION 1 – Only the President, or in his absence the 1st Vice-President, together with either a Vice-President, the Treasurer or the Secretary, shall have power to sign cheques, promissory notes and other commercial papers on behalf of the Congregation unless otherwise authorized by a resolution of the Board of Directors.

ARTICLE XXV – CORPORATE SEAL

SECTION 1 – The Congregation may own a corporate seal, which if obtained shall be affixed to all documents. This seal shall be kept in the custody of the Secretary of the Congregation.

SECTION 2 – The corporate seal shall be affixed only when authorized by a resolution of the Board of Directors and then only in the presence of those persons prescribed in the resolution; or, if no persons are prescribed then only in the presence of the President and Secretary or the President and Treasurer.

ARTICLE XXVI – BORROWING POWERS

SECTION 1 – The Board of Directors shall have the power to borrow or raise or secure the payment of money in such manner as they shall think fit provided that the total amount of borrowing outstanding from time to time shall not exceed in total the sum of the annual membership fees (excluding building fund contributions) payable by the membership in any year, unless otherwise approved by a special resolution of the members called for that specific purpose at which meeting a majority shall be $\frac{3}{4}$ of those present and entitled to vote.

SECTION 2 – The Board of Directors shall not use the physical assets of the Congregation as collateral or security for a loan if the intent of such loan is for the purposes of funding the on-going day-to-day operations of the Congregation unless approved by resolution supported by three fourths ($\frac{3}{4}$) of the entire membership, whether present at the meeting or not, who are in good standing and entitled to vote. For the purposes of such a meeting, proxies shall be made available to the membership.

ARTICLE XXVII – MAINTENANCE OF MINUTES AND OTHER BOOKS AND RECORDS

SECTION 1 – The Board of Directors shall see that the minutes of members' meetings and the minutes of Directors' meetings, and all other necessary books and records of the Congregation required by the By-Laws of the Congregation or by applicable statute or law are regularly and properly kept.

ARTICLE XXVIII – INSPECTION OF RECORDS OF THE CONGREGATION

SECTION 1 – The books and records of the Congregation save and except the minutes of the meetings of the Board of Directors, shall be open to the inspection by the members in good standing at all reasonable times.

ARTICLE XXIX – APPOINTMENT OF AUDITORS

SECTION 1 – (a) Upon appointment of auditors the auditors shall make a report to the members and directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Congregation at any annual meeting during their tenure of office, and the report shall state:

- (i) whether or not they have obtained all the information and explanations they have required, and
- (ii) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Congregation's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as shown by the books of the Congregation

(b) The auditors of the Congregation are entitled to attend any meeting of members of the Congregation at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts.

(c) The rights and duties of any auditor of the Congregation shall extend back to the date up to which the last audit of the Congregation's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Congregation was incorporated.

(d) No member, Director, or employee of the Congregation shall be appointed as auditor.

ARTICLE XXX – AMENDMENTS TO CONSTITUTION AND BY-LAWS

SECTION 1 – The Constitution, to the extent that they are not expressly unalterable, and By-Laws of the Congregation, shall be subject to changes or amendments provided the same shall have been submitted in writing to a Constitution and By-Laws Committee which shall submit them to the Congregation with its recommendations. The suggested changes or amendments shall lie over for at least thirty (30) days, but not more than forty-five (45) days, and shall require a special resolution for adoption. Notices of proposed amendments shall be given to all members in good standing at least fourteen (14) days prior to the meeting for their adoption.

SECTION 2 – The Constitution and By-Laws of the Congregation shall not be altered or added to except by a special resolution passed at a meeting of the Congregation, prior to which meeting notice shall first have been given to all members in good standing specifying the intention to propose the resolution as a special resolution and the text of the proposed resolution; and, the resolution shall be passed only by a $\frac{3}{4}$ majority of such members entitled to vote as are present in person or by proxy.

ARTICLE XXXI – NOTICE OF MEETINGS

SECTION 1 – Notice of any annual, general or special meeting of the Congregation shall be given to every member, and any other notice required to be given under these By-Laws may be given, by mail or personal delivery. Notice by email or by fax may be given herunder to those who have provided to the Secretary their e-mail address or fax number.

SECTION 2 – If mailed the notice shall be deemed to be delivered when deposited with Canada Post, postage pre-paid. If e-mailed or faxed, notice of a meeting shall be deemed to be delivered upon transmission to the e-mail address or fax number as it appears on the records of the Congregation.

SECTION 3 – The accidental omission to give notice of a meeting, or the non-receipt of a notice by any of the members entitled to receive notice, shall not invalidate proceedings at that meeting.

ARTICLE XXXII – INDEMNIFICATION

Subject to the Society Act (British Columbia), as amended from time to time, the Congregation shall indemnify and save harmless a Director and the Directors from and against any and all claims, liabilities, losses, damages, costs, charges, expenses, fines and penalties sustained or incurred by them or any one of them in consequence of acting as a Director of the Congregation arising out of or in any way connected with the management, operations or existence of the Congregation a Director or the Directors may sustain, incur or be liable for except those claims, liabilities, losses, damages, costs, charges, expenses, fines and penalties, sustained or incurred by a Director or the Directors arising from either the Directors' willful misconduct of their duties as a Director or the Directors' failure to exercise reasonable care and diligence in the performance of those duties.

ARTICLE XXXIII – TIME PERIODS

Notwithstanding anything herein contained, during the one year period following the incorporation of the Congregation, all time periods prescribed in these By-Laws for the entitlement to nomination or appointment for any office or for the Board of Directors, shall not apply, but instead shall be substituted by the lesser of:

- a) the specified time period as so prescribed and
- b) the number of months from the date of incorporation of the Congregation to the date of nomination.

ARTICLE XXXIV – PRIVACY OF INFORMATION

SECTION 1 - In this Article, "personal information" refers to personal information of or relating to a member, including their address or contact information, obtained from the Congregation for any purpose.

SECTION 2 - No member shall use personal information save and except officers and directors of the Congregation, who may use the same for the limited purpose of carrying out their duties and responsibilities in the conduct of the business of the Congregation.

SECTION 3 - Neither the Congregation nor any member may sell or otherwise provide personal information to any third party.

SECTION 4 - The obligations imposed under this Article shall survive cessation of membership.

ARTICLE XXXV – NON TANGIBLE ASSETS OF THE CONGREGATION

SECTION 1 - All lists and databases, holding records or information of or pertaining to the membership of the Congregation, shall be and remain in the possession of the Secretary, save and except for such financial information relating to members to which only the Treasurer or Finance Committee are entitled. [Ref: Article III Section 1(c) , Article XXIII Section 7]

SECTION 2 - Copies of the lists and databases referred to in Section 1 hereof, shall be provided, upon request, to a Director of the Congregation who shall retain such copies securely and confidentially. Such copies shall be destroyed on retirement from office and the Board of Directors shall be notified of such destruction in writing.

SECTION 3 - All licences, domain names, hosting services and any other such assets or services acquired by or contracted for the benefit of the Congregation or which uses or contains its name or any identifying portion thereof, shall be so acquired and held or contracted solely in the name of the Congregation. Should any of the aforesaid assets or services not be, or not have been so acquired, held or contracted, the same shall be forthwith transferred into the name of the Congregation. The provisions of this paragraph shall apply to all members, prospective members and any legal entities controlled by such members or prospective members.

SECTION 4 - Access to such assets or services as are referred to in this Article XXXV shall be available to all the Directors of the Congregation and also to such members or authorised agents as the Board of Directors may determine from time to time.

SECTION 5 - Should any assets or services referred to in this Article XXXV, or access to them, be protected by passwords or keys, any such passwords or keys and any accompanying user names, user identifiers, questions and answer combinations and related information (all or any thereof being referred to herein as "access information") shall be made known to all the Directors of the Congregation who shall keep all such access information confidential and secure. They shall not change the access information without good cause, or without prior authorisation, or unless directed to do so by the Board of Directors. Any changes to the access information shall be made known forthwith to all such other persons who are entitled under this Article to such access information.

SECTION 6 - All access information as herein defined, shall be forthwith disclosed to the incoming Directors following their installation. [Ref: Article IX Section 1]

SECTION 6 - The obligations imposed under this Article shall survive cessation of membership.

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[B1] P and S may have resigned - commtte is in charge of process

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[B2] Lifetime and specified period are 2 differrent things - closing a loophole