

# OR SHALOM - JEWISH SPIRITUAL COMMUNITY ASSOCIATION

## CONSTITUTION

(This is a consolidation of amendments to the original constitution of May 17, 1984 made by special resolutions all filed and registered in the Registrar of Companies office on November 10, 1986, and May 24, 1996.)

1. The name of the Society is Or Shalom – Jewish Spiritual Community Association.
2. The purposes of the Society are:
  - a) to offer a place and atmosphere where male and female people equally can worship in accordance with Jewish religion;
  - b) to offer classes, lectures and similar activities on Jewish tradition;
  - c) to develop, fund, administer, facilitate, promote, operate and carry on activities, programs and facilities which will provide compassionate humanitarian and spiritual assistance, education and training to needy persons.
3. In the event of winding up or dissolution of the Society funds and assets of the Society remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes of this Society, as may be determined by the members of the Society at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, provided however that such organization referred in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
4. The purposes of the Society shall be carried out without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
5. No Director or Officer shall be remunerated for being or acting as a Director or Officer but a Director or Officer may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
6. Paragraphs 3, 4, 5, and 6 of the Constitution are unalterable in accordance with the Society Act.

# OR SHALOM – JEWISH SPIRITUAL COMMUNITY ASSOCIATION

## BYLAWS

### Part 1 — Interpretation

1. (1) In these bylaws, unless the context otherwise requires:
  - (a) “**directors**” means the directors of the society for the time being;
  - (b) “**Society Act**” means the *Society Act* of British Columbia from time to time in force and all amendments to it;
  - (c) “registered address” of a member means the member's address as recorded in the register of members.
- (2) The definitions in the *Society Act* on the date these bylaws become effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and a person includes a corporation.

### Part 2 — Membership

3. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
4. A person 19 years of age or older who agrees to the purposes of the society may apply to the directors for membership in the society and on acceptance by the directors is a member.
5. Every member must uphold the constitution and comply with these bylaws.
6. The amount of the annual membership dues must be determined by the directors.
7. A person ceases to be a member of the society
  - (a) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
  - (b) on his or her death or, in the case of a corporation, on dissolution,
  - (c) on being expelled, or
  - (d) on not having paid his or her dues for the previous fiscal year by the end of the previous fiscal year without making an arrangement with the treasurer of the society.
8. (1) A member may be expelled by a resolution of the directors.
  - (2) The notice of resolution for expulsion accompanied by a brief statement of the reasons for the proposed expulsion must be mailed to the member no later than 14 days before the time appointed for the directors’ meeting.

- (3) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the directors' meeting before the resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his or her current annual membership dues or any other debt due and owing by the member to the society, and the member is not in good standing so long as the debt remains unpaid.

### **Part 3 — Meetings of Members**

10. General meetings of the society must be held at the time and place, in accordance with the Society Act, that the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.  
(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
14. An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

### **Part 4 — Proceedings at General Meetings**

15. Special business is
  - (a) all business at an extraordinary general meeting except the adoption of rules of order, and
  - (b) all business conducted at an annual general meeting, except the following:
    - (i) the adoption of rules of order;
    - (ii) the consideration of the financial statements;
    - (iii) the report of the directors;
    - (iv) the report of the auditor, if any;
    - (v) the election of directors;
    - (vi) the appointment of the auditor, if required;
    - (vii) the other business that, under these bylaws, ought to be conducted at an annual general meeting, or business that is brought under consideration by the report of the directors issued with the notice convening the meeting.

16.
  - (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not be conducted at a general meeting at a time when a quorum is not present.
  - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
  - (3) A quorum is 18 members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. One of the co-chairs of the society, or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
19. If at a general meeting
  - (a) there is no co-chair or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the co-chairs and all the other directors present are unwilling to act as the chair,the members present must choose one of their number to be the chair.
20.
  - (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.
21.
  - (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
  - (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member, and the proposed resolution does not pass.
22.
  - (1) A member who was in good standing as of the end of the previous fiscal year, and who is present at a meeting of members, is entitled to one vote.
  - (2) Voting is by show of hands.
  - (3) Voting by proxy is not permitted.

23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

#### **Part 5 — Directors**

24. (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) all laws affecting the society,
  - (b) these bylaws, and
  - (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
25. (1) The two co-chairs, secretary, treasurer and one or more other persons are the directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
26. (1) The directors must retire from office at the annual general meeting at the end of their term when their successors are elected.
- (2) A director is elected at the annual general meeting for two years.
- (3) Only members who were in good standing as of the end of the previous fiscal year may be directors.
- (4) An election may be by acclamation; otherwise it must be by ballot.
- (5) The two co-chairs, secretary and treasurer are appointed or elected by the directors.
27. (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
28. (1) If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a member to take the place of the former director.
- (2) An act or proceeding of the directors is not invalid merely because there is fewer than the prescribed number of directors in office.
29. The members may, by special resolution, remove a director before the expiration of his or her term of office, and may elect a successor to complete the term of office.

30. A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.
31. A director must
  - (a) act honestly and in good faith and in the best interests of the society;
  - (b) exercise the care, diligence and skill of a reasonable and prudent person, in exercising power and performing functions as a director.
32. A director who is directly or indirectly interested in a proposed contract or transaction with the society must disclose fully and promptly the nature and extent of his or her interest to the directors and otherwise comply with the requirements of the Society Act.

### **Part 6 — Proceedings of Directors**

33.
  - (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
  - (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
  - (3) A co-chair is the chair of all meetings of the directors, but if at a meeting a co-chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present may choose one of their number to be the chair at that meeting.
  - (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
34.
  - (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
  - (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
35. Subject to the rules imposed on it by the directors, a committee will determine its own procedures.
36. The members of a committee may meet and adjourn as they think proper.
37. For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
38. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, fax, e-mail or other

electronic means, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,

- (a) a notice of meeting of directors is not required to be sent to that director, and
  - (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
39. (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair of a meeting does not have a second or casting vote.
40. A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
41. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

#### **Part 7 — Duties of the Co-Chairs, Secretary and Treasurer**

42. (1) A co-chair presides at all meetings of the society and of the directors unless the members or directors, as the case may be, otherwise decide.
- (2) The co-chairs are the chief executive officers of the society and must supervise the secretary and the treasurer in the execution of their duties.
43. The secretary must do the following:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society;
  - (f) maintain the register of members.
44. The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required.
45. (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
- (2) If a secretary treasurer holds office, the total number of directors must not be less than 5 or the greater number that may have been determined under bylaw 25 (2).

46. In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.

#### **Part 8 — Seal**

47. The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.
48. The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the co-chairs, a co-chair and secretary or a co-chair and treasurer.

#### **Part 9 — Borrowing**

49. In order to carry out the purposes of the society the directors may, on behalf of and in the name of the society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting that power, by the issue of debentures.
50. A debenture must not be issued without the authorization of a special resolution.
51. The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### **Part 10 — Auditor**

52. This Part applies only if the society is required or has resolved to have an auditor.
53. The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
54. At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
55. An auditor may be removed by ordinary resolution.
56. An auditor must be promptly informed in writing of the auditor's appointment or removal.
57. A director or employee of the society must not be its auditor.
58. The auditor may attend general meetings.

## **Part 11 — Notices to Members**

59. A notice may be given to a member, either personally, or by mail, e-mail, or other electronic means, at the member's registered address.
60. A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
61.
  - (1) The society must give not less than 14 days' written notice of a general meeting to those members entitled to receive notice of a general meeting, but those members may waive or reduce the period of notice for a particular meeting by unanimous consent in writing.
  - (2) Notice of a general meeting must be given to
    - (a) every member shown on the register of members on the day notice is given, and
    - (b) the auditor, if Part 10 applies.
  - (3) No other person is entitled to receive a notice of a general meeting.

## **Part 12 — Bylaws**

62. On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
63. These bylaws must not be altered or added to except by special resolution.