

EXHIBIT A
FORM OF SPECIAL RESOLUTION

WHEREAS the Governance Committee and Board of the Jewish Family Service Agency of Vancouver (“JFS”) have determined that it is in the best interest of JFS to amend the Bylaws of JFS;

WHEREAS any amendment to the Bylaws must be approved by the members of JFS by a special resolution presented at an annual general meeting of JFS;

WHEREAS the Board has approved certain amendments to the Bylaws in relation to (x) electronic communications and electronic voting arrangements of JFS, (y) the discretionary extension of term limits by two years of directors of the Board who are also officers of JFS, and (z) ancillary changes of a typographical or minor nature, in the form scheduled hereto with all such amendments shown by way of highlighted markup (collectively, the “Amendments”);

WHEREAS the Board recommends that the members of JFS adopt the Amendments;

RESOLVED, that the Bylaws of JFS be amended in the form scheduled hereto in order to adopt the Amendments;

FURTHER RESOLVED, that the officers of JFS are, and each acting alone is, hereby authorized to do and perform any and all such acts, including execution of any and all documents and certificates, as such officers shall deem necessary or advisable, to carry out the purposes and intent of the foregoing resolution; and

FURTHER RESOLVED, that all prior actions taken by JFS' officers with respect to the documents, transactions, and actions contemplated by the preceding resolutions are authorized, ratified and approved.

**CONSTITUTION
AND
BYLAWS**

of

JEWISH FAMILY SERVICE AGENCY OF VANCOUVER

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JEWISH FAMILY SERVICE AGENCY OF VANCOUVER

CONSTITUTION

1. The name of the Society is **JEWISH FAMILY SERVICE AGENCY** ~~(JFSA)~~ **OF VANCOUVER**.
2. The objects of the Society are:
 - (a) To engage in work of a moral, benevolent, charitable, philanthropic and community service nature.
 - (b) To strengthen the Jewish and general community, individual and family life by the provision of services including but not limited to counselling, outreach, home support, seniors, basic resources, resettlement and employment services, inter alia: providing casework services, conducting and taking part in educational activities, encouraging the advancement of professional education, engaging in research, engaging in such other ancillary services as the Board of Directors may decide, and soliciting or raising money for the aforesaid objects.
 - (c) To participate in Jewish and general community planning and to cooperate with other health and welfare services and planning bodies, whether incorporated or not, which have objects similar in whole or in part to the objects of this Society.
 - (d) To build up community spirit by assisting in the development of responsible citizen participation and leadership.

BYLAWS

PART 1 INTERPRETATION

1.1 Definitions

1.1.1 In these Bylaws, unless the context otherwise requires:

- (a) **“Board of Directors”, “Board”, or “Directors”** means the properly elected or appointed Board of Directors of the Society provided for in these Bylaws;
- (b) ~~“Societies Act” means the Societies Act of the Province of British Columbia as amended;~~ CEO” means the chief executive officer or executive director of the Society provided for in these Bylaws;
- (c) “Officer” means an officer of the Society properly appointed by the Board of Directors and provided for in these Bylaws;
- (d) ~~(e)~~ **“Registered Address”** of a Member means the address recorded for that Member in the register of Members of the Society (including an email address), and of the Society, its address for service pursuant to the Societies Act.;
- ~~(d) — “Notice” delivery by mail registered address or electronic delivery to electronic address.~~
- (e) “Societies Act” means the Societies Act of the Province of British Columbia as amended; and
- (f) ~~(e)~~ **“the Society”** means the Jewish Family Service Agency of Vancouver.

1.1.2 In construing these Bylaws reference shall be had to the Societies Act and words and expressions used in these Bylaws shall, so far as the context does not otherwise require, have the same meaning, as would be the case when used in that Act.

PART 2 MEMBERSHIP

2.1 General

The Members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become Members in accordance with these Bylaws and, in either case, have not ceased to be Members.

2.2 Application and Qualification

2.2.1 Any person who is the age of 19 or older and who has made a donation to the Society of \$18.00 or more in either of the current or prior year may be recognized by the Directors as a ~~Member~~member (a **“Member”**) of the Society.

2.2.2 Every Member shall uphold the Constitution of the Society and comply with these Bylaws.

2.3 Annual Membership Fees

Annual ~~Membership~~membership fees may be established by the Directors.

2.4 Membership Standing

All Members of the Society are in good standing except Members who have failed to make a donation to the Society of \$18.00 or more for a period in excess of one year and such Member should be considered to be a Member not in good standing.

2.5 Cessation of Membership

A person shall cease to be a Member of the Society:

- (a) by delivering their resignation in writing to the Secretary of the Society or by hand or by mailing or electronically mailing it to the address ~~of the Society; delivering to the~~(or email address, if applicable) of the Society ~~includes electronic delivery to the electronic address. Such, provided that such~~ resignation is not effective until it is received by the Society or at such later date specified in the resignation;
- (b) on their death;
- (c) on being expelled; or
- (d) on having been a Member not in good standing for 12 consecutive months.

2.6 Expulsion of a Member

2.6.1 The Board of Directors may by a two-thirds ($\frac{2}{3}$) vote of the Directors present at a meeting to expel a member.

2.6.2 The notice of the resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

2.6.3 The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the meeting before the resolution is put to a vote.

PART 3 MEETINGS OF MEMBERS

3.1 Directors Determine Meetings of Members

3.1.1 General meetings of the Society shall be held at such time and place, in accordance with the Societies Act, as the Directors decide.

3.1.2 Notwithstanding any other section no meetings shall occur on Jewish or statutory holidays. Should a general meeting be scheduled to be held on a Jewish or statutory holiday by the operations of these Bylaws, it shall be rescheduled for the next business day.

3.1.3 Subject to the Societies Act, the Directors may decide, in their sole discretion, to hold a general meeting or other meeting of members as a fully or partially electronic conference or meeting. If the Board so decides to hold a general meeting or other meeting as a fully or partially electronic meeting, the Board shall make arrangements for voting members in good standing to participate in, and, if applicable, to vote at such meeting by telephone or other electronic communication. A member or other person participating in such meeting by telephone or other electronic communication shall be deemed to be present at the meeting. A member entitled to vote at the meeting and participating by telephone or other electronic communication shall be counted in the quorum therefor and be entitled to speak and vote at the general meeting.

3.2 Calling and Requisitioning General Meetings

General meetings shall be convened by the Directors within twenty ~~one~~ (21) days of a written request of the Executive Committee, ~~or~~ the Board of Directors, ~~or~~ following the receipt of a requisition signed in one or more counterparts by not less than ten (10%) percent of the Members in good standing. Any such requisition shall state the object of the general meeting set forth any proposed motions to be brought before the general meeting and be deposited with the Secretary of the Society.

3.3 Notice of General Meetings

3.3.1 Notice of a general meeting shall specify the place, the day and hour of the meeting (as well as any electronic registration or connection details, as applicable), and, in the case of special business, the general nature of that business. The accidental omission to give notice of a general 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.

3.3.2 Not less than 14 ~~days~~ written notice of a general meeting of the Society shall be given to its Members entitled to receive notice of a general meeting.

3.4 Annual General Meetings

Subject to any extensions of time permitted by the Societies Act, the first annual general meeting of the Society must be held not more than 15 months after the date of incorporation and thereafter an annual general meeting must be held at least once in every calendar year.

PART 4 PROCEEDINGS AT GENERAL MEETINGS

4.1 Special Business

4.1.1 Special business is:

- (a) All business at a general meeting, other than an annual general meeting, except the adoption of rules of order; and
- (b) All business that is transacted at an annual general meeting except:
 - (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 appointment of the Auditor, if required, and
 - (vi) Such other business as by these Bylaws or the Societies Act may be transacted at an annual general meeting without prior notice being given to the Members, or business which is brought under consideration by the report of the Directors issued with a notice convening the meeting.

4.1.2 No business other than the election of a Chair and the adjournment or termination of the meeting shall be conducted at a general meeting at a time when a quorum is not present. If at any time during a general meeting there

ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

4.2 Quorum for General Meetings

4.2.1 A quorum shall consist of not less than fifteen (15) Members in good standing.

4.2.2 If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place (and with equivalent electronic registration or connection details), 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.

4.3 Chair of General Meetings

The Chair or, if the Chair is absent, the Vice-Chair, if any, is entitled to preside as chair at every general meeting of the Society. If neither Chair nor the Vice-Chair, if any, is present within fifteen minutes after the time appointed for holding a general meeting or is willing to act as chair, or if the Chair and the Vice-Chair, if any, have advised the Secretary that they will not be present at the meeting, the Directors present may choose one of their numbers to be chair, or if no Director is present, the Members present may choose one of their numbers to be chair.

4.4 Adjourning and Adjourned Meetings

4.4.1 A general meeting may be adjourned, but no business shall be transacted at an adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

4.4.2 Where a general meeting is adjourned for ten days or more, notice of an adjourned meeting shall be given as in the case of the original meeting.

4.4.3 Except as provided in these Bylaws, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.

4.5 Procedure Regarding Resolutions

4.5.1 No resolution proposed at a meeting need be seconded and the chairperson of a meeting may move or propose a resolution.

4.5.2 In case of an equality of votes the chairperson shall not have a second or casting vote in addition to the vote to which he is entitled as a Member and the proposed resolution shall not pass.

4.6 Voting at General Meetings

4.6.1 A Member in good standing present at a meeting of Members is entitled to one vote.

4.6.2 Voting is by a show of hands or another method that adequately discloses the intention of the voting members, including any electronic method selected and arranged by the Board in the case of a meeting held fully or partially by electronic means.

~~4.6.3 A Member in good standing shall be entitled to appoint a proxy holder to attend, act and vote for them at any general meeting. The instrument appointing the proxy holder shall be in the following form or in such other form as the Board of Directors may approve.~~

~~“Jewish Family Service Agency of Vancouver~~

~~The undersigned hereby appoints _____ or failing them _____ as proxy holder for the undersigned to attend and vote for and on behalf of the undersigned at the general meeting of JFSA to be held on the _____ day of _____, 20____ and at any adjournment of that meeting.~~

~~Signed the _____ day of _____, 20____.~~

~~(signature of member)"~~

~~No proxy holder may be appointed unless they are otherwise entitled to attend and vote at the meeting on their own behalf. A proxy shall be deposited at the Registered Address of the Society or such other place as is specified for that purpose in the notice calling the meeting, not less than 72 hours, or such lesser time, if any, as may be prescribed by the Societies Act, before the time specified in the notice of the meeting for the commencement of the meeting.~~

4.7 Special Majority

The majority of votes required for the Society to pass a special resolution at a meeting of members is two-thirds ($\frac{2}{3}$) of the votes cast on the resolution.

PART 5 DUTIES OF THE BOARD

5.1 Duties of the Board

The ~~Duties~~duties of the Board are to be fiduciary in nature including but not limited to stewardship of assets, faithfulness to mission, performance accountability and obedience to law. Additionally, the Board shall assist the CEO ~~or ED in Fundraising, Strategic Planning, Community Relations, Policy Making,~~fundraising, strategic planning, community relations, policy making and ~~Governance~~governance as well as discussing problems and engaging in ~~sense making~~solutions.

PART 6 DIRECTORS AND OFFICERS

6.1 Terms and Limitations of Directors

6.1.1 Subject to the provisions of the Societies Act and of the Constitution and Bylaws of the Society, the Directors shall manage or supervise the management of the affairs of the Society and may exercise any and all of the powers of the Society.

6.1.2 (a) There shall be a minimum of nine (9) and a maximum of eighteen (18) Directors of the Society who shall be elected by closed ballot by the Members in good standing. Directors shall be elected for a term of two (2) years. Directors can be elected to a maximum of three (3) consecutive two (2) year terms.

(b) Any Director that serves as an Officer is eligible to serve one (1) additional term and, if deemed appropriate at the discretion of the Board of Directors and approved by way of a special resolution passed by two-thirds ($\frac{2}{3}$) of the Board of Directors present at a meeting at which a quorum is present (and from which the relevant Director has been recused), one further additional term of two (2) years.

(c) Thereafter Directors shall not be eligible for re-election to the Board for a minimum of two (2) years.

6.1.3 If the Society fails to hold an annual general meeting in accordance with the Societies Act, the Directors then in office may hold office until other Directors are appointed or elected in their place or until the date on which the next annual general meeting is held.

6.1.4 The immediate past president shall be a ~~Member~~member of the Board of Directors in addition to the Directors.

6.1.5 Each Director of the Society shall be eighteen (18) or more years of age, shall be resident in the Province of British Columbia and must be a Member in good standing of the Society.

6.2 Nominations by Governance Committee

The Board shall appoint a Governance Committee who shall, pursuant to a nominations policy adopted by the Board, prepare a list of nominees for the Board for consideration by the Members at the annual general meeting of the Society.

6.3 ~~6.2~~ **Filling Casual Vacancies on the Board**

The Directors may receive recommendations from the Governance Committee to appoint a person as a Director to fill a vacancy on the Board or add a person with special skill or experience as a Board Member where the Board considers such addition to be in the best interests of the Society. A Director so appointed holds office only until the conclusion of the next following ~~Annual General Meeting~~annual general meeting of the Society, but is eligible for re-election at such meeting.

~~6.3~~ ~~Nominations by Governance Committee~~

~~The Board shall appoint a Governance Committee who shall, pursuant to a Nominations Policy adopted by the Board, prepare a list of nominees for the Board for consideration by the Members at the Annual General Meeting.~~

6.4 Nominations by Membership

Any alternative candidate or candidates may be nominated by petition, duly signed by at least 25 Members in good standing of the Society, provided that the said petition shall be filed with the office of the Chair of the Society no later than 20 days before the date of the annual general meeting of the Society. The petition shall contain the written consent of the nominee to be a candidate for election at the impending annual general meeting and, if elected, to serve as a Director of the Society.

6.5 Removal and Replacement of Directors

A person shall immediately cease to be a Director of the Society:

- (a) ~~Upon~~upon ceasing to be a Director in accordance with Bylaw 6.1;
- (b) upon the date which is the later of the date of delivering their resignation in writing to the Secretary of the Society or the address of the Society and the effective date of the resignation stated therein;
- (c) upon their death;
- (d) pursuant to a special resolution of the membership removing the Director prior to expiry of their term in office; or
- (e) pursuant to an ordinary resolution of the Board where the Director has failed to participate in or missed three (3) consecutive meetings without approval of the Board.

6.6 No Invalidity of Actions

No act or proceeding of the Directors is invalid only by reason of there being fewer than the prescribed number of Directors in office, provided that there are sufficient Directors to form a quorum.

6.7 Remuneration of Directors

Except as set out in Section 8.2.1, no Director is entitled to be remunerated for being or acting as a Director but the Board of Directors may adopt policies to reimburse Directors for any expenses that a Director necessarily and reasonably incurs while engaged in the affairs of the Society.

6.8 Disclosure of Conflicts of Interests of Directors

Every Director of the Society who:

- (a) is, directly or indirectly, interested in a contract or transaction, or a proposed contract or transaction with the Society;
- (b) is, directly or indirectly, interested in a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Director's duty or interest as a Director of the society; or
- (c) holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as a Director of the Society;

must: (i) disclose fully and promptly the fact, nature and extent of the interest or conflict by a notice or statement in writing, which such Director must deliver to each Director of the Society; and (ii) not participate in any discussion relating to, or vote in respect of, any such contract or transaction with the Society in which they are interested and if they shall do so their vote shall not be counted, but they shall be counted in the quorum present at the meeting at which such vote is taken.

PART 7 PROCEEDINGS OF DIRECTORS

7.1 Chair of Meetings of Directors

The Chair or, if the Chair is absent, the Vice-Chair, if any, is entitled to preside as chair at every meeting of the Directors. If neither the Chair nor Vice-Chair, if any, is present within fifteen minutes of the time appointed for holding the meeting or is willing to act as chair, or, if the Chair and the Vice-Chair, if any, have advised the Secretary that they will not be present at the meeting, the Directors present may choose one of their number to be chair of the meeting.

7.2 Regulation of Meetings, Voting and Notice of Meetings Held at Regular Intervals

The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings, at a minimum of one per quarter. Questions arising at any meeting will be decided by a majority of votes. In case of an equality of votes the Chair does not have a second or casting vote. Meetings of Directors held at regular intervals may be held at such place, at such time and upon such notice (if any) as the Directors may by resolution determine.

7.3 Meetings by Electronic Conference ~~Telephone~~

A Director may participate in a meeting of the Directors or of any committee of the Directors by means of electronic conference ~~telephone~~ or other ~~communication~~ electronic facilities by means of which all Directors participating in the meeting can hear each other ~~and provided that all such Directors agree to such participation~~. A Director participating in any meeting ~~in accordance with their Bylaw~~ electronically will be deemed to be present at the meeting and to

have so agreed and will be counted in the quorum for the meeting and be entitled to speak and vote at the meeting. Notwithstanding the foregoing, the Chair may request that Directors endeavor to participate in certain meetings of the Directors in person so as to facilitate discussion and interpersonal connections.

7.4 Calling Meetings and Notice

A Director may, and the Secretary upon request of a Director must, call a meeting of the Directors at any time. Reasonable notice of such meeting specifying the place, electronic details, date and time of such meeting must be given to each Director by ~~telephone, or by~~ written notice sent by mail, ~~fax~~ or e-mail to each Director at their ~~address as it appears on the books of the Society, or delivered to their usual business or residential address~~ Registered Address. It is not necessary to give notice of a meeting of Directors to any director: ~~(a) who is not at the time in the Province of British Columbia; or (b)~~ if the meeting is to be held immediately following a general meeting at which the Director was elected or is the meeting of Directors at which the Director was appointed. Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any Director will not invalidate the proceedings at the meeting.

7.5 Waiver of Notice of Meetings of Directors

Any Director may file with the Secretary a document executed by them waiving notice of any past, present or future meetings of the Directors being, or required to have been, sent to them and may at any time withdraw the waiver with respect to meetings held after the withdrawal. After filing a waiver with respect to future meetings and until the waiver is withdrawn no notice need be given to such Director of any meeting of Directors and all meetings of the Directors so held will be deemed not to be improperly called or constituted by reason of notice not having been given to such Director.

7.6 Quorum for Meetings of Directors

The Directors may fix the quorum necessary for the transaction of the business of the Directors and if the Directors do not fix the quorum, quorum will be a majority of Directors then in office.

7.7 Actions During a Vacancy

The continuing Directors may act notwithstanding any vacancy in their body, but, if and so long as their number is reduced below the number fixed pursuant to these Bylaws as the necessary quorum of Directors, the continuing Directors may act for the purpose of summoning a general meeting of the Society, but for no other purpose.

7.8 Validity of Acts of Directors

Any act done by any meeting of the Directors or of a committee of Directors, or by any person acting as a Director, is, notwithstanding that afterwards it is discovered that there was some defect in the qualification, election or appointment of any such Directors or of the Members of such committee or person acting as a Director, or that they or any of them were disqualified, as valid as if every such person had been duly elected or appointed and was qualified to be a Director.

7.9 Resolutions in Writing

7.9.1 A resolution consented to in writing that at least a majority of the Directors have signed is as valid and effectual as if it had been passed at a meeting of the Directors duly called and held. Such resolution may be in two or more counterparts, which together will be deemed to constitute one resolution in writing. Such a resolution must be filed with the minutes of the proceedings of the Directors and will be effective on the date the last Director signed it or on any later date specified in the resolution. The resolution may be circulated and executed by electronic means including e-mail, scanned pdf, electronic signature (such as DocuSign) or other similar means. For certainty, an e-mail that includes the relevant resolution and indicates approval thereof, but does not contain a manual signature

(whether in electronic form or otherwise), will be deemed to be signed for purposes of this section, provided that it is clear and unambiguous which Director is providing such approval.

7.9.2 The Directors may delegate any, but not all, of their powers to committees consisting of a Director or Directors or such other persons as they think fit. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may be imposed upon it by the Directors and shall report every act or thing done in exercise of those powers to the earliest meeting of Directors to be held after it has been done. The Members of a committee may meet and adjourn as they think proper.

PART 8 DUTIES OF OFFICERS

8.1 Appointment and Termination of Officers

The Directors must appoint a Chair and will appoint such other Officers including a Secretary, a Treasurer, and one or more Vice-Chairs after receiving and considering the Chair's recommendations concerning such appointments. The Directors may, at any time, terminate any such appointment. All Officers must be Directors of the Society.

8.2 Chief Executive Officer ~~(CEO) or Executive Director~~

8.2.1 The Board of Directors shall have the power to appoint, and at their discretion to remove or suspend, a ~~Chief Executive Officer or Executive Director~~[CEO](#), who shall not be a Member, with such powers and duties and at such remuneration as they shall think fit.

8.2.2 The ~~CEO or Executive Director~~ shall, unless determined otherwise by the Directors, be an ex officio ~~Member~~[member](#) of each and every committee established by the Directors pursuant to these Bylaws.

8.3 Chair

The Chair is entitled to preside at all meetings of the Society and of the Directors, subject to the provisions of these Bylaws. The Chair shall be an ex officio of all committees [of the Society](#).

8.4 Vice-Chair

The Vice-Chair, if any, carries out the duties of the Chair if the Chair is absent or at the request of the Chair.

8.5 Secretary

8.5.1 The Secretary:

- (a) issues notices of general meetings and Directors' meetings;
- (b) keeps minutes of general meetings and Directors' meetings;
- (c) has custody of all records and documents of the Society, except those which may be required to be kept by the Treasurer if the Society has a Treasurer;
- (d) has custody of the common seal of the Society; and
- (e) maintains the register of members.

8.5.2 In the absence of the Secretary from a meeting, the Directors shall appoint another Director to act as Secretary.

8.6 Treasurer

The Treasurer, if any:

- (a) keeps such financial records, including books of account, as are necessary to comply with the Societies Act; and
- (b) provides financial statements to the Directors, Members and others when required.

8.7 Remuneration of Officers

Except as set out in Section 8.2.1, no Officer is entitled to be remunerated for being or acting as an Officer but the Board of Directors may adopt policies to reimburse ~~officers~~Officers for any expenses that an Officer necessarily and reasonably incurs while engaged in the affairs of the Society.

8.8 Disclosure of Conflicts of Interest of Officers

Every Officer of the Society who:

- (a) is, directly or indirectly, interested in a contract or transaction, or a proposed contract or transaction with the Society;
- (b) is, directly or indirectly, interested in a matter that is or is to be the subject of consideration by the Directors, if that interest could result in the creation of a duty or interest that materially conflicts with that Officer's duty or interest as an Officer of the society; or
- (c) holds any office or possesses any property whereby, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as an Officer of the Society^{7.2}

must: (i) disclose fully and promptly the fact, nature and extent of the interest or conflict by a notice or statement in writing, which such Officer must deliver to each Director of the Society; and (ii) not participate in any discussion relating to any such contract or transaction with the Society in which they are interested.

PART 9 COMMITTEES

9.1 Committees

9.1.1 The Directors may appoint and disband committees as it considers necessary to assist it in carrying out its duties.

9.1.2 Subject to these Bylaws committees may be composed of Board and Members. Each committee shall have and may exercise such powers and authority as may be specified from by the Board.

- 9.1.3 (a) By resolution, the Directors may appoint an Executive Committee. The Executive Committee shall consist of at least four (4) and at most six (6) Directors, including the Chair, Vice-Chair, the Secretary and the Treasurer. Each other committee shall consist of such Members of the Society as the Board deems fit.
- (b) The Executive Committee is empowered only to exercise the same authority and discretion that the Board has in the event that the Board is unable to meet.

9.1.4 Each committee shall keep regular minutes of its transactions and shall cause them to be recorded in the books and records of the Society kept for that purpose and shall report the same to the Board at such time as the Board may require.

9.1.5 Each committee may make rules for the conduct of its business and may appoint such resource persons with no voting privileges, as it may consider necessary. The majority of the Members of each committee shall constitute a quorum thereof.

9.1.6 Unless otherwise specified in the resolution creating a committee, meetings of any committee of the Board may be convened by the board, the Chair of the committee or on written request by two or more Members of the committee. The chairperson shall give reasonable notice of each meeting and the business to be discussed to each Member of the committee and to the Secretary of the Society.

9.1.7 Meetings of committees shall otherwise be governed by the rules set out in Part 7 of these Bylaws, as applicable.

PART 10 BORROWING

10.1 Borrowing

Subject to the Societies Act, the Directors may on behalf of the Society:

- (a) borrow money in such manner and amount, on such security, from such sources and upon such terms and conditions as they think fit;
- (b) issue bonds, debentures and other debt obligations either outright or as security for any liability or obligation of the Society or any other person; and
- (c) mortgage, charge, or give other security on the undertaking, or on the whole or any part of the property and assets, of the Society (both present and future).

PART 11 FISCAL YEAR AND AUDIT OF ACCOUNTS

11.1 Fiscal Year

The fiscal year of the Society shall end on the last day of August in each year or on such other date as the Board of Directors may by resolution determine.

11.2 Audit

The accounts of the Society shall be audited at least once a year by the duly appointed auditors of the Society.

11.3 Qualifications of Auditors

The Society's auditors shall be independent of the Society as required by, and shall hold the other qualifications prescribed by, the Societies Act.

11.4 Duties of Auditors

The auditors may report to the annual general meeting on the accounts examined by them and on the financial statements prepared for presentation at any annual general meeting.

11.5 Rights of Auditors

The auditors of the Society shall have the right:

- (a) at all times to examine all records, documents, books, accounts and vouchers of the Society and may require the Directors and Officers of the Society to furnish such information and explanation as may be necessary for the performance of the duties of the auditors; and
- (b) to attend any meeting of Members of the Society at which any accounts examined or reported on by the auditors are to be presented to the Members, for the purpose of making any statement or explanation they desire with respect to the accounts.

PART 12 SEAL AND RECORDS

12.1 General

The Directors may provide a ~~Common Seal~~common seal for the Society and they shall have power to destroy it and substitute a new seal in place of the seal destroyed. The seal ~~is~~shall be kept secured in the ~~JFSA Office~~chief office of the Society.

12.2 Affixing the Seal

The common seal for the Society must not be affixed except in the presence of the following persons:

- (a) any two Directors; or
- (b) the Chair, a Director or the Vice-Chair together with the Secretary, a Director or the Treasurer; or
- (c) such person or persons as the Directors may by resolution appoint, who must sign such instrument.

For the purpose of certifying under seal true copies of any document or resolution the seal may be affixed in the presence of any one of the foregoing persons.

12.3 Restriction on Inspections of Books and Records.

12.3.1 Members' access to the Society's accounting records, minutes of ~~directors'~~Board meetings and written resolutions of the ~~directors~~Directors is at the complete discretion of the Society.

12.3.2 In accordance with ~~section 25 of~~ the Societies Act, the ~~directors~~Directors may, by ~~directors'~~Directors' resolution, restrict access of a ~~member~~Member to inspect the ~~society~~Society's register of ~~members; and~~Members.

12.3.3 Access to any person, other than a ~~member~~Member or ~~director~~Director, to any books and records of the Society is at the complete discretion of the Society.

PART 13 NOTICES

13.1 How to Give Notice

A notice, statement or report may be given or delivered by the Society to any Member either by personal delivery or by mail or electronic mail to the address Registered Address of the Member ~~as recorded in the register of Members~~.

13.2 Effecting Notice by Mail or Email

If a notice is sent by postal or electronic mail, service or delivery of the notice will be deemed to be effected by properly addressing, prepaying and mailing the notice or by properly emailing the notice, as the case may be, to the Registered Address of the recipient thereof and the notice will be deemed to have been given on the day, Saturdays, Sundays and holidays excepted, following the date of mailing or emailing. A certificate signed by the Secretary or other Officer of the Society or of any other entity acting in that behalf for the Society that the letter, envelope or wrapper containing the notice, statement or report was so addressed prepaid and mailed or so emailed will be conclusive evidence thereof.

13.3 Who is Entitled to Receive Notices

Notice of every general meeting must be given to every Member shown on the register of Members on the day notice is given, and to the auditor if one is required. No other person is entitled to receive notice of general meetings.

PART 14 BYLAWS

14.1 Members are Entitled to a Copy of the Constitution and Bylaws

On being admitted to membership, on request, a Member is entitled to, and the Society must provide them with, a copy of the Constitution and Bylaws of the Society free of charge or, if the Directors so resolve, on payment of not more than \$1.00, or such greater amount as the Societies Act may permit.

14.2 Alteration or Amendment of Bylaws

These Bylaws may be altered or amended by special resolution presented at an ~~Annual General Meeting~~annual general meeting of the Society.

PART 15 INDEMNIFICATION AND PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

15.1 Requirement to Indemnify

The Society shall, to the full extent that the Societies Act permits, indemnify and hold harmless every person who has been, is now, or is in the future a Director, Officer, employee or agent of the Society and their heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, that they actually and reasonably incur in a civil, criminal or administrative action or proceeding to which they are made a party by reason of being or having been a Director, Officer, employee or agent of the Society, including an action brought by the Society.

15.2 Advances on Undertaking

In the discretion of the Directors, the Society may advance the amount of any expenses incurred with respect to any claim, action, suit or proceeding prior to its final disposition upon receipt of an undertaking, that the Directors find to be satisfactory in form and amount, by or on behalf of the recipient to repay the amount advanced unless it is ultimately determined that the recipient is entitled to indemnification under this Part 15.

15.3 No Invalidity of Indemnity

The failure of a current or former Director, Officer, employee or agent of the Society to comply with the provisions of the Societies Act or the Constitution or Bylaws will not invalidate any indemnity under this Part 15.

15.4 Obligation of Society to Apply for Court Approval

The Society shall apply to the Supreme Court of British Columbia for any approval of the Supreme Court of British Columbia that may be required to make the indemnities in this Part [15](#) effective and enforceable.

15.5 Deemed Contract of Indemnification

Each Director, Officer, employee and agent of the Society on being elected, appointed, employed or engaged is deemed to have contracted with the Society on the terms of the indemnities in this Part. These indemnities shall continue in effect with regard to actions arising out of the term each Director, Officer, employee and agent of the Society held such office or position, even if they no longer continue to hold that office or position.

15.6 Insurance

The Directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a Director, Officer, employee or agent of the Society or any other entity, their heirs and personal representatives, against any liability incurred by them as such Director, Officer, employee or agent.

PART 16 DISSOLUTION

16.1 Dissolution

In the event of winding up or dissolution of the Society, when all debts and liabilities of the Society are paid or provided for, the remaining property of the Society shall be distributed or disposed of at the discretion of the Board of Directors to any one or more Jewish charitable non-profit institutions, organizations and trusts in Canada, provided, however, that the remaining property shall not be payable or otherwise available to any Member of the Society.

PART 17 PROVISIONS TRANSFERRED FROM CONSTITUTION UPON TRANSITION

[17.1](#) [Non-Sectarian](#)

~~17.1.1~~ The Society is a non-sectarian organization.

[17.2](#) [Area of Operations](#)

~~17.1.2~~ The operations of the Society are to be chiefly carried on in the City of Vancouver, the Corporation of the District of West Vancouver, the Corporation of the District of North Vancouver, the Corporation of the City of North Vancouver, the Corporation of the Township of Richmond, the Corporation of the District of Burnaby, the District of Coquitlam, the District of Surrey, The Corporation of Delta, the City of White Rock, the City of Langley, the City of Port Moody and the University of British Columbia Endowment Lands.

[17.3](#) [Non-Profit](#)

~~17.1.3~~ The Society shall be carried on without purpose of gain for its ~~member(s)~~ [Members](#) and any profits or other accretions to the Society shall be used for promoting its purposes. This provision was previously unalterable.

[17.4](#) [Charitability](#)

~~17.1.4~~ The Society shall be constituted exclusively for charitable purposes. This provision was previously unalterable.

| 17.5 Dissolution

| ~~17.1.5~~ In the event of dissolution or winding up of the Society, all of its remaining assets, after payment of liabilities, will be paid, transferred or delivered to a charitable institution or to trustees in trust for a charitable purpose. This provision was previously unalterable.

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