

By Law No 3
Of



Toronto, ON
Passed October 18, 2018

By-law No. 3

The General By-law of the Associated Hebrew Schools of Toronto (the "Corporation")

BE IT ENACTED as a By-law of the Corporation as follows:

ARTICLE I

NAME

1. The Corporation shall be known as "Associated Hebrew Schools of Toronto".
2. The Head Office of the Corporation shall be at 252 Finch Avenue West, in Toronto, in the Province of Ontario, or such other place as the Board of Directors may from time to time determine.

SEALS

3. The corporate seal of the Corporation shall have impressed thereon the words "Associated Hebrew Schools of Toronto" and the seal impressed in the margin of this By-law is hereby adopted as the corporate seal of the Corporation.

OBJECTS

4. The objects of the Corporation shall be:
 - (a) to establish, provide and conduct schools for instruction in Torah, Jewish religious practice, tradition, culture, literature, history, Hebrew language and related subjects;
 - (b) to instil in children a sense of commitment to and a sense of identification with Torah, Hebrew language, the Jewish people, Jewish ideals and traditions, and with the State of Israel;
 - (c) to establish, provide and conduct schools for general studies at the pre-school, elementary school and middle school levels, in accordance with the requirements and regulations as may be from time to time established by the Ministry of Education of the Province of Ontario;
 - (d) to promote through education the welfare of its students and instil in them the values, ideals, principles and standards of ethical conduct consistent with good citizenship and respect for the laws of Canada; and
 - (e) to maintain a house or houses of worship.

DEFINITIONS

5. In this By-law, unless the context otherwise specifies or requires:
- (a) "**Act**" means the *Corporations Act* (Ontario), R.S.O. 1990, chap. C. 38 as it may be from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in this By-law to provisions of the Act shall be read as references to the substituted provisions therefor in any substituted statute;
 - (b) "**Annual Meeting**" means the annual meeting of the Members as provided for in Section 40;
 - (c) "**Board of Directors**" means the board of directors of the Corporation;
 - (d) "**Business Day**" means a day which is not a Saturday, a Sunday, a statutory holiday in the Province of Ontario or a Jewish holiday recognized by Canadian Orthodox practice;
 - (e) "**By-laws**" means by-laws of the Corporation from time to time in force and effect;
 - (f) "**Committee**" means a committee of the Corporation;
 - (g) "**Director**" means a director of the Corporation;
 - (h) "**Director of Education**" means the individual who shall be responsible for all educational decisions and oversight of the Corporation. The Director of Education must be an employee of the Corporation and perform any duties prescribed by the Board of Directors in addition to those duties prescribed in his / her employment agreement and job description. The Director of Education is intended to work cooperatively with the Chief Financial Officer / Executive Director. The Director of Education shall be report directly to the Board of Directors. For clarity, the Director of Education shall not be a member of the Board of Directors.
 - (i) "**Chief Financial Officer / Executive Director**" ("**CFO/ED**") means the individual who shall be shall be responsible for all non-educational decisions and oversight of the Corporation. The CFO/ED must be an employee of the Corporation and perform any duties prescribed by the Board of Directors in addition to those duties prescribed in his / her employment agreement and job description. The CFO/ED is intended to work cooperatively with the Director of Education. The CFO/ED shall be report directly to the Board of Directors. For clarity, the CFO/ED shall not be a member of the Board of Directors.
 - (j) "**Executive Committee**" means the committee constituted pursuant to Section 59 and referred to in that Section as the "Executive Committee";

- (k) "**Letters Patent**" means the letters patent and any supplementary letters patent of the Corporation;
- (l) "**Officer**" means an officer of the Corporation;
- (m) "**Member**" means a member of the Corporation, and "**Members**" means more than one of them;
- (n) "**Membership**" means all of the members of the Corporation;
- (o) "**Regulations**" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in this By-law of the Corporation to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations;
- (p) "**School**" shall mean the Corporation;
- (q) "**Special Directors' Meeting**" shall have the meaning ascribed thereto in Section 26;
- (r) "**Special Resolution**" shall have the meaning ascribed thereto in section 1 of the Act; and
- (s) "**Standing Committees**" shall be those Committees provided for in Section 77 and "**Standing Committee**" means one of them.

INTERPRETATION

- 6. This By-law shall be unless the context otherwise requires, construed and interpreted in accordance with the following:
 - (a) all terms contained herein and which are defined in the Act or the Regulations shall have the meanings given to such terms in the Act or such Regulations;
 - (b) words importing the singular number only shall include the plural and *vice versa* and terms defined herein in the singular shall have the corresponding meaning when used in the plural and *vice versa*; and the word "person" shall include individuals, bodies corporate, Corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons;
 - (c) the headings used in this By-law are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions; and

- (d) unless expressly provided, "**Section**" and "**Article**" shall refer to a section and article of this By-law, respectively.

ARTICLE II

MEMBERSHIP

- 7. Any person of the age of majority or over who adheres to the aims, objects and By-laws of the Corporation and who satisfies one or more of the following:
 - (a) the person is a parent or legal guardian of a student or students currently enrolled in this school in respect of whom all outstanding tuition fees are paid; or
 - (b) the person has contributed or pledged \$2,500.00 or more (directly or indirectly) to the School within a period of the past 5 years; or
 - (c) the person is a member of the Board of Directors, or a member of the Board of Governors.
 - (d) shall be deemed to be a Member of the Corporation and shall be entitled to all rights and privileges of Membership as provided for by this By-law. Except for a parent or guardian of a child enrolled at the school, a person in the employ of the Corporation shall not be eligible to be a Member of the Corporation.
- 8. Membership shall not be transferable.
- 9. A Member may be disqualified or expelled by two-thirds of majority vote of those present at the meeting of the Board of Directors called for that purpose, if, in the opinion of a majority of the members of the Board of Directors, such person is deemed undesirable or is guilty of conduct unbecoming a Member of the Corporation, wherever committed, provided that such person shall receive notice of such meeting and shall be entitled to attend and be heard. Such person shall have the right to appeal the decision of the Board of Directors to a special meeting of the Members of the Corporation called for that purpose and the decision of the Board of Directors shall be reversed, altered or modified by a two-thirds majority vote of those present at such meeting.
- 10. Any Member who has failed to meet the commitments of Membership or is in arrears of his or her dues, fees, pledges or assessments for more than six months shall be deprived of his or her rights and privileges unless reinstated by majority vote of the Board of Directors for extenuating circumstances. All Members must be in good standing for a period of at least twelve (12) months prior to voting at a Membership Meeting.

ARTICLE III

BOARD OF GOVERNORS

11.
 - (a) The Board of Directors shall annually appoint a Board of Governors not exceeding seventy-two (72) in number which appointment shall be by a two-thirds majority vote.
 - (b) The Board of Directors may also annually appoint from among the members of the Board of Governors a chair, a vice-chair and vice-presidents thereof, which appointments shall be made by a majority vote.
12. The duties of the Board of Governors shall consist of the following:
 - (a) responsibility for the raising of any capital funds required by the Corporation; and
 - (b) such other duties as may from time to time be delegated to it by the Board of Directors subject, however, to the control and decision of the Board of Directors.
13. The President of the Board of Directors of the Corporation shall be *ex officio* member of the Board of Governors.

ARTICLE IV

PAST PRESIDENTS' COUNCIL

14. All past Presidents of the Corporation (each, a "Past President"; collectively "Past Presidents") shall automatically become members of the Past Presidents' Council.
 - (a) The Past Presidents' Council shall serve as an advisory body to the President and the Executive Committee. The Past Presidents' Council shall meet at the discretion of the President and may meet at the call of the chair of the Past Presidents' Council.
 - (b) The President shall, where a term has been completed, appoint a chair of the Past Presidents' Council to serve a two year term.

ARTICLE V

BOARD OF DIRECTORS

15. The affairs of the Corporation shall be managed by a Board of Directors consisting of the following:

- (a) eighteen (18) persons elected by the Membership in the manner hereinafter set forth;
- (b) up to three (3) additional Directors, appointed by the Board of Directors, in consultation with the Committee on Directors, who shall hold office for a term expiring not later than the close of the next Annual Meeting;
- (c) the President of the Parent Teacher Council (PTC) or another member of PTC's executive appointed by PTC's executive; and
- (d) Chair of the Past Presidents' Council

POWER AND AUTHORITY

- 16. The Board of Directors shall exercise full powers and have absolute authority in the conduct and operation of the Corporation except such powers and authority as are by the By-laws of the Corporation or by the Act required to be exercised by the Members at a general meeting, and to implement the decisions of any "Special Directors' meeting".
- 17. Any vacancy occurring in the Board of Directors caused by the death, resignation or removal of any Director, or caused by any other means, may be filled by the Committee on Directors and confirmed by a majority vote of the Board of Directors. Any person so appointed shall retain his or her office for the balance of the unexpired term of the Director they replaced.

QUALIFICATION OF DIRECTORS

- 18. No person shall serve as a Director of the Corporation unless:
 - (a) the person has made a financial contribution to UJA Federation of Greater Toronto in the previous twelve (12) months to serving as a Director and continues to make an annual contribution while serving as a Director and has executed an authorization to the school permitting the School to ask UJA Federation of Greater Toronto for a record of good standing;
 - (b) the person has made a financial contribution to the School over and above any tuition fees in the previous twelve (12) months to serving as a Director and continues to make an annual contribution while serving as a Director; and
 - (c) the person is in good standing, and continues to be in good standing while serving on the Board of Directors, on their tuition payment commitments to the School.
- 19. An employee of the School or a contractor providing educational or administrative services to the School and involved in School operations on an ongoing basis, may not serve on the Board of Directors.

20. Should a person qualify as a Director and, during his or her term of office cease to meet the qualifications, such person shall resign immediately or may be removed by majority vote of the Board of Directors.

REMOVAL OF DIRECTORS

21.

- (a) The Directors, at a special meeting called for that purpose, may by a resolution carried by a vote of at least two-thirds (2/3) of the Directors present, remove any Director:
- (i) for cause; or
 - (ii) where a Director has missed three (3) consecutive meetings of the Board of Directors, or more than one-third of the meetings of the Board of Directors held between the Annual Meetings of Members of the Corporation.

Thereupon, the Directors may proceed to fill the vacancy by majority vote at a meeting of the Board of Directors.

- (b) The determination of what constitutes "cause" in Section 21(a)(i) shall be within the sole and exclusive jurisdiction of the Board of Directors whose decision thereon shall be final and binding.
- (c) Any Director removed for cause shall have the right to appeal the decision of the Board of Directors to a special meeting of the Members of the Corporation called for that purpose and the decision of the Board of Directors shall be reversed, altered or modified only by a two-thirds majority vote of those present at such meeting.

TERM OF OFFICE

22. An elected Director shall serve for a term of three (3) years, provided that he or she may be elected for an aggregate of two (2) consecutive terms, with the exclusion of Officers of the Corporation for whom this term limit will be suspended while the Director is serving as an Officer. Only six (6) of the elected Directors shall come up for election in any one (1) year.
23. A member of the Corporation who has served two (2) consecutive terms may be re-elected to the Board of Directors after an absence of at least one (1) year.

MEETINGS OF THE DIRECTORS

24.

- (a) The President may at any time call a meeting of the Board of Directors on not less than fourteen (14) days notice to the Directors.

- (b) The President shall call not less than five (5) meetings of the Board of Directors during each year of his or her term of office.
- (c) The President or his or her designate shall chair all meetings of the Board of Directors.
- (d) For the purposes of legislation, the President shall be the Chair of the Board of Directors.
- (e) All Directors shall be subject to the conflict of interest provisions of this By-law and any other rules pertaining to conflicts of interest approved by the Board of Directors except as specified in these By-Laws or by statute.
- (f) Except as specified in this By-law, all resolutions of the Board of Directors shall require approval by a majority vote. The Chair of the meeting of the Board of Directors shall not vote except to break a tie.
- (g) Any meeting of the Board of Directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by such means is deemed for the purposes of the Act and this By-law to be present at that meeting.

QUORUM

25. More than fifty percent (50%) of the Directors entitled to vote shall constitute a quorum for any meeting of the Board of Directors of the Corporation.

SPECIAL MEETING OF THE BOARD OF DIRECTORS

26.

- (a) A "Special Directors' Meeting" shall be called by the President on at least fourteen (14) days' notice to the Directors to approve or otherwise consider any resolution with respect to any of the following matters:
 - (i) To remove any director per Section 21;
 - (ii) any campaign to raise building capital funds;
 - (iii) any significant departure from the current funding policies and/or educational philosophy of the Corporation that is within the power of the Corporation to determine;
 - (iv) the sale or purchase of any building or property owned or to be owned by the Corporation;
 - (v) any matter touching, affecting or which may affect the objects of the Corporation;

- (vi) any policy or decision, the result of which would or may result in the closing of any or all campuses even temporarily, out of the usual and normal course; or
 - (vii) any matter that would or may affect the overall operation or future of the Corporation, as determined by the Executive Committee.
- (b) A "Special Directors' Meeting" may be called at any time upon the requisition, in writing, of any twelve (12) Directors.
 - (c) At least two-thirds of the Directors entitled to vote at a Special Directors' Meeting shall constitute a quorum for any such meeting.
 - (d) Members of the Board of Governors shall be invited to any Special Directors' Meeting and shall have a voice but no vote.
27. All questions arising at any Special Directors' Meeting shall be decided by a two-thirds majority of votes, unless otherwise specified.

ARTICLE VI

ROLE AND DUTIES OF THE DIRECTORS

28.

- (a) The role of the Board of Directors shall be to govern and supervise the management of the business and the affairs of the Corporation. Without limiting the generality of the foregoing, the duties of the Board of Directors shall include, but not be limited to, the following:
 - (i) ensuring that the objects of the Corporation are properly carried out;
 - (ii) long and short term strategic planning, vision and policy making in accordance with the objects of the Corporation;
 - (iii) approving the hiring and dismissal of the Director of Education and CFO/ED;
 - (iv) calling and giving notice of the Corporation's Annual Meetings and reporting to Members.
- (b) In addition to the foregoing duties of the Board of Directors as a whole, each Director shall, during the period between each Annual Meeting of Members of the Corporation, be required to attend a minimum of two-thirds (2/3) of the scheduled Board of Directors' meetings and participate as an active member on a minimum of one (1) Committee.
- (c) The Corporation shall not expend any capital expenditure exceeding One Hundred Thousand Dollars (\$100,000.00) unless:

- (i) the expenditure is contained in the Corporation's annual budget or revised annual budget approved by the Board of Directors, from time to time;
- (ii) the expenditure is approved by the Board of Directors; or
- (iii) at the determination of the Executive Committee, such expenditure is required to urgently ameliorate an emergency situation which risks physical harm to a person or persons or material damage to property, determined at the Executive Committee's unfettered discretion, provided that the Executive Committee shall report to the Board of Directors in respect of such determination at the next ensuing meeting of the Board of Directors.

CONFLICT OF INTEREST

29.

- (a) A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.
- (b) No Director shall, directly or indirectly, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

REMUNERATION OF DIRECTORS

30. The Directors shall serve without remuneration and no Director shall, subject to Paragraph 29 above, directly or indirectly receive any profit from occupying the position of Director, providing that a Director may be reimbursed for reasonable expenses incurred in the performance of his or her duties as approved by the Board of Directors.

ARTICLE VII

NOMINATIONS AND ELECTIONS FOR BOARD OF DIRECTORS, BOARD OF GOVERNORS AND OFFICERS

- 31. Any Member of the Corporation may serve as a Director and stand for election for an elected Director position provided he or she meets the qualifications for Directors set out in Article V.
- 32. The Committee on Directors shall prepare a list of candidates to fill Director and Officers positions whose terms will expire at the conclusion of the year. The list shall be deposited in the Head Office of the Corporation.

33. The chair of the Committee on Directors shall cause a notice to be published electronically on the Corporation's website, not later than eight (8) weeks prior to the date of the Annual Meeting, inviting nominations to the Board of Directors from the Membership of the Corporation. The notice shall contain a list of the six (6) candidates recommended by the Committee on Directors for election to the Board of Directors. In addition, any Member of the Corporation, in good standing as of the date of the notice, may be nominated for election to the Board provided such nomination is in standard nomination form in writing signed by the nominee signifying his or her acceptance of such nomination and nominated by twenty-five (25) Members of the Corporation and received at the Head Office of the Corporation no later than six (6) weeks prior to the date of the Members' meeting at which the nominee will stand for election. A Member may not nominate more than five (5) candidates to the Board of Directors. In order to be eligible to nominate, be nominated and to vote with respect to the Board of Directors, a Member must be in good standing in accordance with the provisions of Article II at least eight (8) weeks prior to the date of the Members' meeting at which the nominee will stand for election.
34. The notice referred to in the preceding Section shall contain the date after which no further nominations shall be accepted by the Committee on Directors.
35. At each Annual Meeting, the chair of the Committee on Directors shall present a list of all nominees nominated to the Board of Directors in accordance with the previous Sections of this Article, indicating which nominees are the candidates proposed by the Committee on Directors and which nominees, if any, are nominated by Members. At each Annual Meeting, six (6) Directors will be elected from among the nominees named on such list by majority support of the Members present determined by a poll of the Members. In the event that there are more than six (6) nominees on such list, a poll shall be taken of the Members present to elect the six (6) candidates on the list nominated by the Committee on Directors as a slate. If the election of such slate is supported by a majority of the Members present then such candidates shall be elected as the Directors for that Annual Meeting. If the election of such slate is not supported by a majority of the Members present then each nominee on the list shall stand for election. A single poll shall be taken by closed ballot listing all nominees. The Members present at the meeting shall be entitled to vote for up to six (6) of the nominees on the ballot. The six (6) nominees receiving the most votes in such poll shall be elected as the Directors for the Annual Meeting. No nominee shall be entitled to address the meeting in respect to his or her candidacy.
36. The Committee on Directors shall, subject to the approval of the Board of Directors, nominate eligible persons for the positions of Officers of the Corporation and the members of the Board of Governors and its officers.
37. The Committee on Directors shall, subject to the approval of the Board of Directors annually and at least two (2) weeks prior to the first meeting of the Board of Directors for the ensuing year, prepare a list to be mailed or sent electronically to the Board of Directors which shall contain:

- (a) the names of those Directors nominated as Officers of the Corporation;
 - (b) the names of those persons nominated as members of the Board of Governors and its honorary officers; and
 - (c) the names of the Chairs of the Standing Committees
38. At the first meeting of the Board of Directors for the next ensuing year, any Director may propose the name of any other Director to serve as an Officer of the Corporation. The Board of Directors shall then proceed at such meeting
- (a) with the election of Officers by closed ballot to hold office for the ensuing year; and
 - (b) with the election of the members of the Board of Governors for the ensuing year.

All Officers and members of the Board of Governors shall be elected by a vote of at least two-thirds (2/3) of the Directors present.

39. Within ten (10) days following the first meeting of the newly constituted Board of Directors the chair of the Committee on Directors shall cause a list of the names of the Officers, Directors and Governors of the corporation to be published electronically.

ARTICLE VIII

MEMBERSHIP MEETINGS

ANNUAL MEETING

- 40.
- (a) Subject to the provisions of the Act, the Annual Meeting of the Members shall be held at such place in the Province of Ontario as may be designated by the Directors, on such day in each year and at such time as the Directors may by resolution determine.
 - (b) The purposes of the Annual Meeting shall be to receive reports on the progress of the Corporation; to elect annually, one-third of the elected members of the Board of Directors; to receive the financial statements of the Corporation; to appoint auditors; and to deal with such other matters as may properly come before the meeting.

SPECIAL MEETINGS

41. Any other meetings of the Members of the Corporation may be convened by the President or upon the requisition of twelve (12) of the Directors, or upon a requisition made in writing by fifty (50) Members in good standing. The requisition

shall express the object of the meeting proposed to be called and shall be delivered to the Head Office of the Corporation, or mailed to the Head Office by prepaid registered mail.

42. Upon receipt of such requisition, the President shall forthwith call a special meeting of the Members and if she or he does not call the meeting within fourteen (14) days of receipt of the requisition, the requisitioners may, themselves, convene a meeting which shall take place within thirty (30) days following the expiry of the said fourteen (14) day period, on at least ten (10) days notice in writing.
43. The Members shall be given not less than ten (10) days' notice in the manner prescribed Section 92, of any special meeting, specifying the date, hour and place of the meeting and in case of special business, the general nature of such business. The non-receipt of such notice by any Member shall not invalidate the proceedings at any special meeting.

If at the time appointed for the meeting, or within one (1) hour thereafter, a quorum of Members is not present, the meeting if convened upon the requisition of the Members or Directors shall be adjourned to the same day of the following week, provided that if that date falls on a Jewish holiday, then on the first day thereafter at the same hour and place, and if at such adjournment, a quorum of Members is not present, the said meeting shall be cancelled.

44. The President, or his or her designate, shall preside as chair at every meeting of the Members of the Corporation.
45. The Chair of the meeting may, with the consent of a majority of the Members present at the meeting, adjourn it from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

GENERAL RULES OF ORDER

46. A quorum for an Annual Meeting of the Members of the corporation shall consist of twenty-five (25) Members.
47. A quorum for a special meeting of the Members of the corporation, called by the Members, shall consist of fifty (50) Members.
48. Each Member of the Corporation shall have the right to one (1) vote at any meeting of Members.
49. A quorum for a special meeting of the Members of the corporation, called by the President or the Board of Directors, shall consist of twenty-five (25) Members.
50. The chair of a meeting of the Members, the Board of Directors and Committees, as the case may be, shall determine rules of order for the meeting based on

principals of fairness and efficacy. Provided that any person participating in such meeting may require that *Robert's Rules of Order* shall apply to such meeting.

51. Notwithstanding *Robert's Rules of Order*:
 - (a) at any meeting, unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried and an entry to that effect made in the minutes of the proceedings of the Corporation shall be sufficient evidence of the due passing of the resolution without any other proof;
 - (b) every question submitted to any meeting of the Membership shall be decided in the first instance on a show of hands, and in the case of a tie-vote, the Chair, shall, both on a show of hands and at a poll, if requested, have a casting vote; and
 - (c) votes must be given personally, and there shall be no proxy vote.

ARTICLE IX

QUALIFICATIONS OF OFFICERS AND COMMITTEE CHAIRS

52. A Director, in order to be qualified to stand for election as President of the Corporation, shall first have served at least two (2) years as a member of the Board of Directors, one (1) year of which shall have been served as an officer of the Corporation or as a chair of a Committee. The President shall be elected from the Board of Directors.
53. A Director, in order to be qualified to stand for election as an Officer of the Corporation shall have first served either a minimum of one (1) year as a member of the Board of Directors, or one (1) year as a member of a Standing Committee. The Officers of the Corporation shall be elected from the Board of Directors.
54. All Chairs of Standing Committees shall be elected from the Members of the Corporation. At least one (1) Chair of each Standing Committee shall be elected from the Board of Directors.
55. The President shall serve one (1) two (2) year term with the option for an additional one (1) year term with the approval of the Board of Directors.
56. In the event of the resignation, death or removal of an Officer, the vacancy created thereby shall be filled by a majority vote of the Board of Directors as soon as reasonably practical following the resignation, death or removal of the Officer. The Officer appointed to fill such vacancy shall serve in his or her office for the balance of the term of office of the Officer whose resignation, death or removal created the vacancy.

ARTICLE X

OFFICERS AND COMMITTEE CHAIRS

57.

- (a) The immediate Past President shall become an Officer for the term of the current President.
- (b) The Board of Directors shall elect the following, in accordance with this Section 57, who shall constitute the Officers of the Corporation:
 - (i) President (where a term has been completed)
 - (ii) two (2) Vice-Presidents
 - (iii) one (1) Treasurer who shall be the chair of the Finance Committee
 - (iv) one (1) Secretary
 - (v) one (1) chair of the Committee on Directors
- (c) Within thirty (30) days following the first meeting of the Board of Directors for the next ensuing year the chair of the Committee on Directors, in consultation with the President, shall submit for the approval of the Board of Directors the names of the chairs of the following Standing Committees
 - (i) Finance Committee
 - (ii) Executive Support & Evaluation Committees
 - (iii) Financial Assistance Committee
 - (iv) Development Committee
 - (v) Committee on Directors
 - (vi) Facilities Committee
 - (vii) Marketing and Communications Committee, and
 - (viii) Audit Committee

58. In addition, the President shall appoint the chairs of Committees of the Board of Directors other than Standing Committees that may exist from time to time, as determined by the Board of Directors.

ARTICLE XI

EXECUTIVE COMMITTEE

59. The Executive Committee shall serve as the strategic planning committee and shall act on behalf of the entire Board in emergencies. Executive members are expected to participate in major gift solicitation and philanthropic commitments to other campaigns of the School.
60. The management of the business and affairs of the Corporation shall be conducted and administered by the Board of Directors. However, the Executive Committee may deal with management decisions on a day-to-day basis between meetings of the Board of Directors. Such decisions shall, as necessary, be ratified by the Board of Directors. The Executive Committee shall consist of the Officers of the Corporation. The President may appoint up to two (2) additional Directors to the Executive Committee whose term(s) as members of the Executive Committee shall expire at the next Annual Meeting of the Corporation.
61. The function of the Executive Committee shall be to conduct and administer the day-to-day operations of the Corporation; to consider all matters dealing with the affairs of the Corporation and to make recommendations to the Board of Directors.
62. The Executive Committee shall have the power and authority to recommend to the Board of Directors to retain, employ, evaluate and dismiss the Director of Education and the CFO/ED. The final decision remains at the discretion of the Board of Directors.
63. The Executive Committee shall have no authority to enter into or commit the corporation to long term contracts, engagements, or obligations but may incur on behalf of the Corporation any expenditure to avoid or avert or remedy an emergency situation or where the health and safety of the students attending the campuses of the Corporation require same.
64. The Executive Committee, if it so desires, may refer any matter, within its jurisdiction as provided in this Article, to the Board of Directors for its deliberation. Once any matter is referred to the Board of Directors for its consideration, the Executive Committee shall be bound by the decision of the Board of Directors.
65. A quorum for a meeting of the Executive Committee shall consist of four (4) members thereof, present, and all questions to be decided by the Executive Committee shall be a majority of votes cast thereat. The President shall call not less than four (4) meetings of the Executive Committee during each year of his or her term of office. The President shall give notice of each meeting of the Executive Committee to each member of the Executive not less than two (2) weeks before the date of the subject meeting, provided that in the event that an urgent matter requires a meeting of the Executive Committee on short notice, the notice period may be reduced at the discretion of the President.

66. Any meeting of the Executive Committee may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a member of the Executive Committee participating in such a meeting by such means is deemed for the purposes of the Act and this By-law to be present at that meeting.

ARTICLE XII

DUTIES OF OFFICERS AND INDEMNIFICATION OF DIRECTORS

OFFICERS

67. President

The President shall:

- (a) when present, preside at all meetings of the Executive Committee;
 - (b) be entitled to act as an ex-officio member of each Committee, with the right to attend all meetings and vote thereat;
 - (c) set the agenda for all Members' meetings and act as the chairperson thereat or appoint a designate to act as the chairperson;
 - (d) act as a direct liaison between
 - (i) the Board of Directors and
 - (ii) the Director of Education and the CFO/ED; and
 - (e) carry out such other acts and have such other responsibilities as set out in this By-law.
68. The President together with any other officer or agent of the Corporation authorized by the Board of Directors, may sign any deeds, mortgages, bonds, contracts or any other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall otherwise be expressly delegated by the Board of Directors from time to time.
- 69. Immediate Past President**
- The Immediate Past President shall act as an official advisor to the President of the Board of Directors and is one of two representatives of the Past Presidents' Council to the Board of Directors. The Immediate Past President shall take responsibility for the transfer of knowledge, relationships and authority to the President and shall frequently play a lead role in soliciting donors on behalf of the Corporation.

70. **Chair, Committee on Directors “COD”**

The Chair determines the composition of the Board of Directors, in consultation with the President, by identifying prospective Board member and cultivating new leadership. The Chair shall oversee and participate on 3 sub-committees of the COD – Governance, Nominations and Board Education.

71. **Vice-Presidents**

- (a) It is the duty of each of the Vice-Presidents to assume those responsibilities as may be directed from time to time by the President or the Board of Directors. A Vice-President may be required to fill-in as President, in the event so requested by the Executive Committee and approved by majority vote of the Board of Directors.
- (b) The Board of Directors shall appoint a First Vice-President from among the sitting Vice-Presidents before the final year of the President’s term. The First Vice-President shall be nominated to succeed the sitting President as President of the Corporation, subject to election according to this By-law.

72. **Treasurer**

Subject to the supervision and instruction of the Board of Directors, the Treasurer shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account, and shall deposit or cause to be deposited all monies or other valuable effects in the name and to the credit of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the Letters Patent and By-laws. Proper maintenance of the Corporation’s financial records shall be the responsibility of the Treasurer and such financial record shall be submitted by the Treasurer for an annual audit and presented by the Chair of the Audit Committee to the Board of Directors and Members at the Annual Meetings. The Treasurer shall also serve as Chair or Co-chair of the Finance Committee. Further, the Treasurer must be a member of the Investment sub-committee .He or she shall perform all of the duties that are incidental to the office of the Treasurer and any other duties as may be directed by the President or the Board of Directors from time to time.

73. **Secretary**

The Secretary shall perform all duties pursuant to the office of Secretary and other duties that pertain to the office or as required by law, Letters Patent, the By-laws or as prescribed by the Board of Directors from time to time. Without limiting the generality of the foregoing, the Secretary shall ensure that the minutes of the meetings of the Executive Committee and the Board of Directors and the original or a copy of the By-laws, amended or otherwise altered to date, are kept at the Head Office of the Corporation. The Secretary shall also be responsible for ensuring that notices are given in accordance with the provisions of the By-laws or as required by law. They shall be the custodian of the corporate records and the corporate seal of the Corporation and shall keep a register of the mailing addresses of each director. When a staff member is absent from a meeting of the Executive Committee, the Secretary shall be responsible for keeping minutes.

INDEMNIFICATION OF DIRECTORS AND OFFICERS

74. No Director, Officer or Committee member shall be liable for the acts, receipts, neglects or defaults of any other director or officer or Committee member, or for joining in any receipt or other act of conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on the part of such Director, Officer or Committee member, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of such Director's, Officer's or Committee member's office in relation thereto unless the same shall happen through fraud or criminal act of such Director, Officer or Committee member; provided that nothing herein shall relieve any person from the duty to act in accordance with all relevant legislation, or from liability for any breach thereof by such person.
75. Provided the law applicable to charitable corporations is complied with, every Director, Officer and Committee member, and their heirs, executors and administrators, shall from time to time and at all times be indemnified and saved harmless by the Corporation from and against:
- (a) all costs, charges and expenses whatsoever that such Director, Officer or Committee member sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director, Officer or Committee member for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director, Officer or Committee member in or about the execution of the duties of such Director's, Officer's or Committee member's office; and

- (b) all other costs, charges and expenses that such Director, Officer or Committee member sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned through the fraud or criminal act of such Director, Officer or Committee member.
76. Provided the law applicable to charitable corporations is complied with, the Corporation shall purchase and maintain director and officer liability insurance for the benefit of any Officers or Directors.

ARTICLE XIII

STANDING COMMITTEES AND COMMITTEES

77. The School shall maintain the Standing Committees set out below all of which shall have at least one (1) chair who is a member of the Board of Directors and shall report to the Board of Directors on a regular basis. Chairs of other Committees need not be members of the Board of Directors, but shall be Members of the Corporation. All committees shall report to the Board on a regular basis. All Committee chairs shall be appointed annually by the Committee on Directors in consultation with the President for a one (1) year term and shall serve no more than four (4) consecutive one (1) year terms. Committee chairs, in collaboration with the Committee on Directors shall select the members of each Committee subject to approval of the Board of Directors, at its discretion, with the exception of the Parent Teacher Council whose membership shall be constituted pursuant to its mandate. Committees shall collaborate with staff to achieve their objectives. The Standing Committees shall include such Committees as are set out below and shall carry out the functions set out below:
- (a) **Financial Assistance Committee** – This Committee shall oversee the administration of the programmes for tuition assistance for those families that require it in accordance with the guidelines of the Centre for Jewish Education or its successor, in a confidential manner. The Committee shall oversee the process to hold and conduct interviews with parents of students attending the School with reference to the tuition fees payable or to be paid by them.
 - (b) **Executive Support and Evaluation Committee (ESEC)** – This committee shall engage in collaborative goal-setting, with most of the goals grounded in the School’s planning documents and/or such other strategic plans as may be adopted from time to time by the Board of Directors; designs a data-collection process that fits each goal tightly; provides advice and counsel regarding progress toward goals; develops a summary of progress near year-end; and begins to formulate goals for the following year, based on the current year’s progress and on the planning document’s implications for the next year. The Director of Education and the CFO/ED shall each have their own ESEC.

- (c) **Finance Committee** – This Committee shall monitor the financial transactions of the Corporation and report, inclusive of budgets, the Corporation's quarterly and annual financial results to the Board of Directors and Members of the Corporation. It shall review and make recommendations to the Board of Directors on all financial matters including tuition fees, insurance, preparation of financial reports and annual budgets. The Finance Committee shall meet at least four (4) times a year to review the finances of the Corporation. This Committee shall constitute an Investment Subcommittee to develop an Investment Policy and to review investment decisions.
- (d) **Audit Committee** – This Committee shall assist the Board of Directors in fulfilling its oversight responsibilities by reviewing all financial reports, recommending the appointment of the auditors, conducting an independent annual review of the audited financial statements of the Corporation with the auditors and reviewing financial controls.
- (e) **Development Committee** – This Committee shall develop and coordinate the initiatives of the Board of Directors and the School in relation to its fundraising efforts, including but not limited to an annual campaign, endowments and special major gifts.
- (f) **Committee on Directors** – This Committee shall: coordinate the identification, cultivation, recruitment, and orientation of new Directors; re-nominate sitting Directors; recommend Officers; facilitate Board of Directors and Executive Committee assessments; identify the Board of Director's needs for education and training and design vehicles to meet those needs; and organize the recognition of individual Directors. This Committee shall also constitute 3 sub-committees: (1) Governance, (2) Board Education and (3) Nominations. As well, the Committee on Directors shall conduct periodic reviews of the School's lay governance model, and make recommendations to the Board of Directors in respect thereto, not less frequently than once every seven (7) years.
- (g) **Marketing and Communications Committee** – This Committee shall support and work collaboratively with lead professionals to offer suggestions and support, and direction for the implementation of marketing and communications strategies and plan that promotes the school to both current and potential families, the community and donors.
- (h) **Facilities** – This Committee shall ensure the adequacy of existing facilities and grounds and adequate and timely maintenance and renovations of the physical plant. They will monitor and control physical plant costs in collaboration with the Finance Committee and ensure effective management of equipment and any rental of facilities. Working with the Finance Committee they will assure levels of funding for plant maintenance. They will provide oversight for the planning for new structures and/or renovations when necessary.

- (i) Standing Committees shall also include such other Standing Committees as the Board of Directors may determine necessary or desirable from time to time. The Board of Directors may also combine the mandates of any Standing Committee into one (1) Committee. All Committees of the Corporation not provided for above shall report to a Standing Committee or the Executive Committee.

78. The Director of Education and the CFO/ED shall be ex-officio and non-voting members of all Committees of the Corporation, with the exception of each other's Executive Support and Evaluation Committee.

ARTICLE XIV

PARENT TEACHER COUNCIL (PTC)

- 79. The School shall maintain a Parent Teacher Council (PTC), as a Committee of the Board of Directors. The PTC shall foster and facilitate relationships between parents and the School and raise funds for projects and activities within the School and its own expenses. The PTC shall be governed by a mandate prepared by it with its own membership and officers. Such mandate, which shall identify its leadership structure, shall be subject to approval by the Board of Directors.
- 80. The PTC shall be financially accountable to the School. All of its books and records shall be available to the Director of Education, CFO/ED, Board of Directors and to the Head Office and such staff as may be designated.
- 81. Funds raised by the PTC shall be allocated by the PTC in accordance with the needs of the School. The PTC shall make available, upon request, for approval by the Executive Committee, any expenditure in respect of any project or activity in the School.

The appointment of officers, executive committee, liaisons and committee chairs of the PTC shall be determined by its mandate.

ARTICLE XV

SYNAGOGUES

- 82. The School may maintain one or more synagogues on its premises as it determines. Such synagogues shall be houses of worship carried on in accordance with the traditional Orthodox Jewish principles in such manner as approved by the Board of Directors. The synagogue shall establish a committee for its daily operations.
- 83. The Board of Directors may appoint one of its members as a member of the executive committee of any synagogue.

84. All synagogues shall operate under the banner of the School, shall contribute on a cost recovery basis and shall not operate on a financial loss basis to the School and shall be financially accountable to the School. They must report to the School as requested. No synagogue may act contrary to the interests of the School as determined by the Executive Committee. Synagogues shall not undertake any activities not related to a house of worship without approval of the Board of Directors.

ARTICLE XVI

EXECUTION OF INSTRUMENTS

85. Contracts, documents or instruments, in writing, requiring the signature of the Corporation may be signed by the President together with one other Officer or by the Treasurer and one other Officer. The Board of Directors shall have the power, from time to time, by resolution, to appoint any Officer or Officers or any person or persons on behalf of the Corporation either to sign contracts, documents or instruments, in writing, generally or to sign specific contracts, documents or instruments, in writing. The seal of the Corporation, when required, shall be affixed to contracts, documents or instruments, in writing signed as aforesaid or by any Officer or Officers, person or persons appointed as aforesaid by resolution of the Board of Directors.
86. Banking documents and cheques shall be signed by two (2) persons, one of which must be a member of the Board of Directors.

ARTICLE XVII

FISCAL YEAR

87. The fiscal year of the Corporation shall be terminated on the 30th day of June in each year or on such other date as the Directors may from time to time, by resolution, determine.

ARTICLE XVIII

AMENDMENTS

88. The Letters Patent and By-laws of the Corporation may be amended or modified by a two-thirds vote of the persons eligible to vote and present at any meeting of the Membership called for that purpose or at any Annual Meeting.

ARTICLE XIX

BORROWING BY-LAW

89. The Directors may from time to time
- (a) borrow money; and

- (b) pledge or sell such bonds, debentures or debenture stock, or other securities for such sums and at such prices as may be deemed expedient or be necessary.
90. The Directors may from time to time, authorize any Director or Directors, Officer or Officers, employee of the Corporation, or other person or persons, whether connected with the Corporation or not, to make arrangements with reference to the monies borrowed or to be borrowed as aforesaid, and as to the terms and conditions of the loan thereof, and to the securities to be given therefor, with power to vary or modify such arrangements, terms and conditions, and to give such additional securities for any monies borrowed or remaining due by the Corporation as the Directors of the Corporation may authorize, and generally to manage, transact, and settle the borrowing of money by the Corporation. The Directors may from time to time, authorize any Director or Directors, Officer or Officers, employee of the Corporation or other person or persons, whether connected with the Corporation or not, to sign, execute and give on behalf of the Corporation, all documents, agreements and promises necessary or desirable for the purposes aforesaid, and to draw, make, accept, endorse, execute and issue cheques, promissory notes, bills of exchange, bills of lading, and other negotiable or transferable instruments, and the same and all renewals thereof or substitution therefore so signed shall be binding upon the Corporation.
91. The powers hereby conferred shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the Corporation possessed by its Directors or Officers independently of a borrowing by-law.

ARTICLE XX

NOTICES

92. Subject to any provision of this By-law providing otherwise, any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Regulations, the Letters Patent or the By-laws to a Member, Director, member of a Committee, the Director of Education, CFO/ED or Head Office shall be sufficiently given if:
- (a) delivered personally to the person to whom it is to be given or left with an adult person at the premises at which the notice is to be given,
 - (b) if transmitted by telephone facsimile or by electronic communications, or if mailed by prepaid mail, to the recipient's address, fax number, electronic address or mailbox or message inbox (as may be applicable) recorded in the School's records.
93. A notice so delivered shall be deemed to have been given when it is delivered personally, a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched and a notice so mailed shall be deemed to have been given on the fifth (5) day after it is deposited in a post office or public letter box. The Secretary may change or

cause to be changed the recorded address and other contact information of a Member, Director, Officer, member of a Committee, or the Director of Education, CFO/ED with any information believed by her or him to be reliable. Notwithstanding the foregoing, notice of an Annual Meeting or a special meeting of the Members to be given to the Members shall be sufficiently given if notice is posted on the Corporation's website, provided that the Board of Directors may determine by resolution such other manner in which notice is to be given to the Members in respect of an Annual Meeting or a special meeting of the Members.

REPEAL

94. All previous By-laws of the Corporation, including, without limitation, By-law No. 2 and any amendments thereto, are hereby repealed and this By-law is hereby enacted as a By-law of the Corporation, provided that such repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, any such by-laws prior to their repeal. All officers and persons acting under any by-laws so repealed shall continue to act as if appointed by the Directors under the provisions of this By-law or the Act until their successors are appointed.

EFFECTIVE DATE

95. This By-law comes into force upon approval by the Members.

This By-law was approved by the Members on this 10th day of Cheshvan, 5779 corresponding to this 18th day of October, 2018.



Elaine Osher, President



Mitch Vininsky, Secretary