



**92<sup>nd</sup> Annual General Meeting of the Jewish Federation of Ottawa  
June 24, 2026**

- 1) **Call to Order** (Danya Vered)
- 2) **Anthems of Canada and Israel**
- 3) **D'var Torah** (Rabbi Mikelberg)
- 4) **Annual General Meeting – Federation Business** (Danya Vered)
- 5) **Approvals & Motions**
  - Motion:*** To adopt the minutes of the 91<sup>st</sup> Annual General Meeting held on June 25, 2025
  - Motion:*** Appointment of Auditors period ending June 30<sup>th</sup>, 2027
- 6) **Approval of all acts**
  - Motion:*** To approve the acts of the officers and directors since the June 25, 2025 Annual General Meeting and all acts, contracts, bylaws, proceedings, appointments, elections and payments enacted, made, done and taken by the Directors and Officers are hereby approved, ratified and confirmed.
- 7) **Ratification of Amended By-law No. 1**
  - Motion:*** To ratify By-law No. 1, as amended and approved by the Board of Directors on June 2, 2026, effective as of the date of this resolution.
- 8) **Honoring annual campaign leadership** (Danya Vered)
- 9) **CEO's Address** (Adam Silver)
- 10) **Recognition of Professionals in Ottawa who have retired after 20+ years and 5 years increment Federation milestones** (Adam Silver)
- 11) **Report of the Nominating Committee** (Karen Palayew)
  - Motion:*** To accept the Nominating Committee report
- 12) **Presentation of Community Awards** (Karen Palayew)
  - a. **Jewish Communal Professional Leadership Award**  
Winner: Michael Reznick
  - b. **Freiman Family Young Leadership Award & Lawrence Greenberg Young Leadership Development Award**  
Winner: Adam Zaret
  - c. **Rabbi Reuven Bulka Shem Tov Community Volunteer Award**  
Winner: Anna Silverman
- 13) **Chair's remarks** (Danya Vered)
- 14) **Adjournment** (Danya Vered)
  - a. ***Motion:*** To adjourn the Annual General Meeting of the Jewish Federation of Ottawa for 2026



## **Nominating Committee Report**

### **Report of the Nominating Committee to the 92<sup>nd</sup> Annual General Meeting of the Jewish Federation of Ottawa**

The Nominating Committee proposes that the following individuals be elected to serve a term of two (2) years as members of the Board of Directors of the Jewish Federation of Ottawa, serving to June 2028:

Leila Ages  
Joelle Assaraf  
Jared Jenicek  
Marina Milyavskaya  
Samantha Sigler  
Phillip Stein  
Adam Zaret, Secretary & Treasurer

Continuing to June 2027 in completion of an existing two (2) year term:

SuYun Geithner  
Evan Green  
Jessica Greenberg, Vice Chair  
Josh Kardish  
Jeff Laks  
Elissa Lieff  
Gillian Presner  
Danya Vered, Chair

The Board of Directors of the Jewish Federation of Ottawa thanks the following directors who will be completing their terms of service in June 2026:

Karen Palayew, Past Chair

Respectfully submitted,

Karen Palayew  
Chair, Nominating Committee and Immediate Past Chair of the Jewish Federation of Ottawa

|                       |                                 |                    |                              |
|-----------------------|---------------------------------|--------------------|------------------------------|
| Nominating Committee: | Harold Feder                    | Cantor Jason Green | Jessica Greenberg            |
|                       | Linda Kerzner                   | Elissa Lieff       | Karen Palayew                |
|                       | Michael Polowin                 | Danya Vered        | Adam Silver, President & CEO |
|                       | Rena Garshowitz, VP, Operations |                    |                              |

## **New Board Member Bios**

**Jared Jenicek** is a Corporate Real Estate Broker based in Ottawa. He works with organizations to navigate complex real estate decisions and develop workplace solutions that align with their operational needs, culture, and long-term objectives. In addition to his work in commercial real estate, Jared is also a national gymnastics judge and provincial soccer referee, experiences that reflect his professionalism, fairness, and attention to detail. Jared has also been actively involved in community leadership since he moved to Ottawa in 2016, serving as a three-term Chair of the Young Adults Division of the Annual Campaign at the Jewish Federation of Ottawa.

**Phillip Stein** is a retired IT executive with over 40 years of experience in the IT sector, having held senior leadership roles at organizations including Fujitsu Canada, General Dynamics IT, and Maximus Canada. A Professional Engineer and Fellow of the Canadian Association of Management Consultants, he brings deep expertise in strategic business development, organizational leadership, and governance. Phillip has been a dedicated member of Ottawa's Jewish Community for decades, having served previously as an Annual Campaign canvasser (2001-2018) and Board member (2008-201). He currently serves as a member of Federation's Governance Committee (since 2017).

# **JEWISH FEDERATION OF OTTAWA**

Financial Statements

For The Year Ended June 30, 2025

# **JEWISH FEDERATION OF OTTAWA**

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**JUNE 30, 2025**

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## INDEPENDENT AUDITOR'S REPORT

To the directors of  
Jewish Federation of Ottawa

### Qualified Opinion

We have audited the financial statements of Jewish Federation of Ottawa (the Organization), which comprise the statement of financial position as at June 30, 2025, and the statements of changes in net assets, operations and cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies.

In our opinion, except for the possible effects of the matter described in the *Basis for Qualified Opinion* section of our report, the accompanying financial statements present fairly, in all material respects, the financial position of Jewish Federation of Ottawa as at June 30, 2025, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accounting standards for not-for-profit organizations.

### Basis for Qualified Opinion

In common with many not-for-profit organizations, Jewish Federation of Ottawa derives revenue from pledges and donations, the completeness of which is not susceptible to satisfactory audit verification. Accordingly, the verification of these revenues was limited to the amounts recorded in the records of the organization. Therefore, we were not able to determine whether any adjustments might be necessary with respect to pledges and donation revenue, net result for the year, and cash flows from operations for the years ended June 30, 2025 and 2024, current assets as at June 30, 2025 and 2024, and net assets as at July 1 and June 30 for both the 2025 and 2024 years. Our audit opinion on the financial statements for the year ended June 30, 2024 was modified accordingly because of the possible effects of this limitation in scope.

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Statements* section of our report. We are independent of the Organization in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Responsibilities of Management and Those Charged With Governance for the Financial Statements**

Management is responsible for the preparation and fair presentation of the financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Organization's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Organization or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Organization's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Financial Statements**

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Organization's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Organization's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Organization to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

*GGFL*

Chartered Professional Accountants, Licensed Public Accountants  
Ottawa,  
December 18, 2025.



## JEWISH FEDERATION OF OTTAWA

## STATEMENT OF FINANCIAL POSITION

AS AT JUNE 30, 2025

|  | General       | Ottawa Vaad<br>Hakashruth | Property   | 2025<br>Total | 2024<br>Total |
|--|---------------|---------------------------|------------|---------------|---------------|
| <b>ASSETS</b>                                  |               |                           |            |               |               |
| <b>Current</b>                                 |               |                           |            |               |               |
| Cash   | \$ 745,621    | \$ -                      | \$ -       | \$ 745,621    | \$ 245,839    |
| Cash equivalents (note 3)                      | 5,387,538     | -                         | -          | 5,387,538     | 6,037,743     |
| Pledges receivable - campaigns (note 5)        | 3,192,250     | -                         | -          | 3,192,250     | 3,364,692     |
| Accounts receivable (note 6)                   | 594,602       | 44,800                    | -          | 639,402       | 502,790       |
| Deferred expenditures - subsequent campaign    | 61,497        | -                         | -          | 61,497        | 49,257        |
| Prepaid expenses                               | 44,935        | -                         | 4,470      | 49,405        | 91,701        |
| Loan receivable - Generations Trust (note 11)  | -             | -                         | -          | -             | 315,000       |
|  | 10,026,443    | 44,800                    | 4,470      | 10,075,713    | 10,607,022    |
| <b>Long-term</b>                               |               |                           |            |               |               |
| Investment - managed funds (note 8)            | 1,561,065     | -                         | -          | 1,561,065     | 1,403,100     |
| Capital assets (note 9)                        | 41,926        | -                         | 362,704    | 404,630       | 410,995       |
| Loan receivable - Generation Trust (note 11)   | 2,085,000     | -                         | -          | 2,085,000     | 1,285,000     |
| Loan receivable (note 12)                      | 300,000       | -                         | -          | 300,000       | 100,000       |
|  | 3,987,991     | -                         | 362,704    | 4,350,695     | 3,199,095     |
|  | \$ 14,014,434 | \$ 44,800                 | \$ 367,174 | \$ 14,426,408 | \$ 13,806,117 |
| <b>LIABILITIES</b>                             |               |                           |            |               |               |
| <b>Current</b>                                 |               |                           |            |               |               |
| Accounts payable and accrued liabilities       | \$ 139,570    | \$ 180,088                | \$ 1,204   | \$ 320,862    | \$ 368,355    |
| Allocations payable (note 7)                   | 4,473,668     | -                         | -          | 4,473,668     | 4,415,309     |
| Deferred contributions (note 10)               | 2,048,622     | -                         | -          | 2,048,622     | 1,995,084     |
| Interfund advances (note 13)                   | 209,520       | (110,433)                 | (99,087)   | -             | -             |
| Due to related party (note 7)                  | -             | -                         | -          | -             | 27,565        |
|  | 6,871,380     | 69,655                    | (97,883)   | 6,843,152     | 6,806,313     |
| Deferred contributions (note 10)               | 259,816       | -                         | -          | 259,816       | 272,475       |
|  | 7,131,196     | 69,655                    | (97,883)   | 7,102,968     | 7,078,788     |
| <b>Contingencies and commitments (note 16)</b> |               |                           |            |               |               |
| <b>NET ASSETS (schedule 1)</b>                 |               |                           |            |               |               |
| Unrestricted (note 14)                         | 4,348,746     | (24,855)                  | -          | 4,323,891     | 3,959,754     |
| Internally restricted (note 15)                | 2,492,566     | -                         | 102,353    | 2,594,919     | 2,356,525     |
| Invested in capital assets                     | 41,926        | -                         | 362,704    | 404,630       | 411,050       |
|  | 6,883,238     | (24,855)                  | 465,057    | 7,323,440     | 6,727,329     |
|  | \$ 14,014,434 | \$ 44,800                 | \$ 367,174 | \$ 14,426,408 | \$ 13,806,117 |

Approved on behalf of the board:

\_\_\_\_\_  
director\_\_\_\_\_  
director

**JEWISH FEDERATION OF OTTAWA**  
**STATEMENT OF CHANGES IN NET ASSETS**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|                               | General      | Ottawa Vaad<br>Hakashruth | Property   | 2<br>T |
|-------------------------------|--------------|---------------------------|------------|--------|
| Net assets, beginning of year | \$ 6,246,053 | \$ 12,466                 | \$ 468,810 | \$ 6,  |
| Net result for the year       | 637,185      | (37,321)                  | (3,753)    | !      |
| Net assets, end of year       | \$ 6,883,238 | \$ (24,855)               | \$ 465,057 | \$ 7,  |

## JEWISH FEDERATION OF OTTAWA

## STATEMENT OF OPERATIONS

FOR THE YEAR ENDED JUNE 30, 2025

|   | General           | Ottawa Vaad<br>Hakashruth | Property          | 2025<br>Total     | 2024<br>Total     |
|---|-------------------|---------------------------|-------------------|-------------------|-------------------|
| <b>Annual Campaign revenues</b>                   |                   |                           |                   |                   |                   |
| Annual Campaign pledges                           | \$ 4,879,204      | \$ -                      | \$ -              | \$ 4,879,204      | \$ 4,922,203      |
| Emergency Campaign for Israel                     | -                 | -                         | -                 | -                 | 1,958,032         |
| Campaign events                                   | 259,461           | -                         | -                 | 259,461           | 251,863           |
| Ottawa Jewish Community Foundation grants         | 711,663           | -                         | -                 | 711,663           | 671,110           |
|   | <u>5,850,328</u>  | <u>-</u>                  | <u>-</u>          | <u>5,850,328</u>  | <u>7,803,208</u>  |
| <b>Other revenues</b>                             |                   |                           |                   |                   |                   |
| Recoveries (schedule 4)                           | 45,546            | 404,352                   | 54,530            | 504,428           | 430,916           |
| Net investment income                             | 410,664           | -                         | -                 | 410,664           | 456,012           |
| Donations and grants                              | 440,847           | -                         | -                 | 440,847           | 656,503           |
| Federation programs (schedule 3)                  | 248,006           | -                         | -                 | 248,006           | 244,144           |
| Fundraising and administration (schedule 2)       | 33,681            | -                         | -                 | 33,681            | 47,199            |
|   | <u>1,178,744</u>  | <u>404,352</u>            | <u>54,530</u>     | <u>1,637,626</u>  | <u>1,834,774</u>  |
|   | <u>7,029,072</u>  | <u>404,352</u>            | <u>54,530</u>     | <u>7,487,954</u>  | <u>9,637,982</u>  |
| <b>Expenditures</b>                               |                   |                           |                   |                   |                   |
| Campaign events                                   | 136,412           | -                         | -                 | 136,412           | 109,933           |
| Fundraising and administration (schedule 2)       | 457,508           | -                         | -                 | 457,508           | 827,724           |
|   | <u>593,920</u>    | <u>-</u>                  | <u>-</u>          | <u>593,920</u>    | <u>937,657</u>    |
| <b>Net result before allocations and programs</b> | <u>6,435,152</u>  | <u>404,352</u>            | <u>54,530</u>     | <u>6,894,034</u>  | <u>8,700,325</u>  |
| <b>Allocations and programs</b>                   |                   |                           |                   |                   |                   |
| Agencies (schedule 5)                             | 3,379,873         | -                         | -                 | 3,379,873         | 3,266,168         |
| Designated distributions                          | 122,073           | -                         | -                 | 122,073           | 429,472           |
| Emergency campaign distributions                  | 2,005             | -                         | -                 | 2,005             | 1,958,032         |
| Federation programs (schedules 3, 4)              | 2,294,016         | 441,673                   | 58,283            | 2,793,972         | 2,655,573         |
|   | <u>5,797,967</u>  | <u>441,673</u>            | <u>58,283</u>     | <u>6,297,923</u>  | <u>8,309,245</u>  |
| <b>Net result for the year</b>                    | <u>\$ 637,185</u> | <u>\$ (37,321)</u>        | <u>\$ (3,753)</u> | <u>\$ 596,111</u> | <u>\$ 391,080</u> |

**JEWISH FEDERATION OF OTTAWA**  
**STATEMENT OF CASH FLOWS**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|   | 2025                | 2024                |
|---|---------------------|---------------------|
| <b>CASH PROVIDED BY (USED IN)</b>                   |                     |                     |
| <b>Operating activities</b>                         |                     |                     |
| Net result for the year                             | \$ 596,111          | \$ 391,080          |
| Amortization  | 29,098              | 28,362              |
| Unrealized gain on managed funds investment         | (157,965)           | (92,954)            |
| <b>Changes in operating net assets</b>              |                     |                     |
| Pledges receivable - campaigns                      | 172,292             | (48,417)            |
| Accounts receivable                                 | (136,612)           | (148,135)           |
| Deferred expenditures - subsequent campaign         | (12,239)            | 238                 |
| Prepaid expenses                                    | 42,297              | 64,474              |
| Accounts payable and accrued liabilities            | (47,345)            | (190,002)           |
| Allocations payable                                 | 58,359              | 116,952             |
| Deferred contributions                              | 40,879              | 1,111,650           |
|   | <u>584,875</u>      | <u>1,233,248</u>    |
| <b>Financing activities</b>                         |                     |                     |
| Net advances to related party                       | (27,565)            | (91,942)            |
| Advance of loan receivable - Generations Trust      | (800,000)           | (1,600,000)         |
| Repayment of loan receivable - Generations Trust    | 315,000             | -                   |
| Advance of loan receivable                          | (200,000)           | -                   |
|   | <u>(712,565)</u>    | <u>(1,691,942)</u>  |
| <b>Investing activities</b>                         |                     |                     |
| Investment in managed funds                         | -                   | (500,000)           |
| Additions to capital assets                         | (22,733)            | (23,827)            |
|   | <u>(22,733)</u>     | <u>(523,827)</u>    |
| <b>Decrease in cash and cash equivalents</b>        | <b>(150,423)</b>    | <b>(982,521)</b>    |
| <b>Cash and cash equivalents, beginning of year</b> | <b>6,283,582</b>    | <b>7,266,103</b>    |
| <b>Cash and cash equivalents, end of year</b>       | <b>\$ 6,133,159</b> | <b>\$ 6,283,582</b> |
| <b>Represented by:</b>                              |                     |                     |
| Cash  | \$ 745,621          | \$ 245,839          |
| Cash equivalents                                    | 5,387,538           | 6,037,743           |
|   | <u>\$ 6,133,159</u> | <u>\$ 6,283,582</u> |

**JEWISH FEDERATION OF OTTAWA****NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2025**

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**1. Purpose of the organization**

The Jewish Federation of Ottawa (the "organization") is registered as a charitable organization. Its purpose is to conduct an annual fundraising campaign and distribute the funds for charitable, educational, cultural, recreational and religious purposes in the Jewish community of the national capital region and certain national and international organizations through its allocation to the United Israel Appeal of Canada Inc. In addition, the organization is responsible for the governance of the Jewish community in the National Capital Region.

The organization is a registered charity under the Income Tax Act and, as such is exempt from income taxes.

**2. Significant accounting policies**

The financial statements were prepared in accordance with Canadian accounting standards for not-for-profit organizations and include the following significant accounting policies:

**Fund accounting**

The General Fund accounts for the organization's fundraising and distribution of funds for charitable purposes, as well as for the organization's cost of governing the Jewish community in the National Capital Region through program delivery and administrative activities.

The Ottawa Vaad Hakashruth Fund accounts for the administration and supervision of kosher services provided to the community.

The Property Fund reports the assets, liabilities and operations of the organization's capital assets situated at 284 Laurier Avenue East, Ottawa, Ontario, operating as Hillel House.

**Revenue recognition**

The organization follows the deferral method of accounting for contributions. Contributions include pledges, donations, government assistance and grants. Restricted contributions are recognized as revenue in the year in which the related expenses are incurred or distributions are made. Unrestricted contributions are recognized as revenue when received or receivable if the amount to be received can be reasonably estimated and collection is reasonably assured.

Revenues from events and programs are recognized when the events/programs are held.

Recoveries are recognized as the underlying recoverable expenses are incurred.

Net investment income is recognized on a time proportion basis.

# JEWISH FEDERATION OF OTTAWA

## NOTES TO FINANCIAL STATEMENTS

JUNE 30, 2025

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### 2. Significant accounting policies (continued)

#### Capital assets

Capital assets in excess of \$5,000 are capitalized and amortized over their useful lives. Capital asset acquisitions under \$5,000 are expensed as incurred. Capital assets are recorded at cost. Amortization has been provided at the following rates:

|                         |  |
|-------------------------|--|
| Building                | 4% declining balance                     |
| Computer system         | straight line over the life of the asset |
| Furniture and equipment | 20% declining balance                    |

#### Financial instruments

##### *Measurement of financial instruments*

The organization initially measures its financial assets and liabilities at fair value. The organization subsequently measures all its financial assets and financial liabilities at amortized cost, except for investments in equity instruments that are quoted in an active market, which are measured at fair value. Changes in fair value are recognized in the net result for the year.

##### *Impairment*

Financial assets measured at cost are tested for impairment when there are indicators of impairment. The amount of the writedown is recognized in the net result for the year.

##### *Transaction costs*

Transaction costs are recognized in the net result in the period incurred. However, financial instruments that will not be subsequently measured at fair value are adjusted by the transaction costs that are directly attributable to their origination, issuance, or assumption.

#### Use of estimates

The preparation of financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities as at the date of the financial statements and the reported amounts of revenues and expenses during the reported period. Specifically, the collectable amount of pledges receivable is based on estimates which are based on historical results. These estimates are reviewed periodically, and, as adjustments become necessary, they are reported in earnings in the period in which they become known.

**JEWISH FEDERATION OF OTTAWA****NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2025**

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**2. Significant accounting policies (continued)****Cash and cash equivalents**

Cash and cash equivalents can include cash on hand, balances with financial institutions (net of temporary overdrafts) and short-term highly liquid investments. Cash and cash equivalents include amounts that are externally restricted as indicated in the statement of cash flows.

**Cloud computing arrangements**

The organization applies the simplification approach to account for its expenditures incurred in cloud computing arrangements, whereby such expenditures are treated as the supply of services and recognized as an expense as incurred.

**3. Cash equivalents**

Cash equivalents include primarily guaranteed investment certificates which bear interest at 2.78% to 2.99% per annum and mature quarterly.

**JEWISH FEDERATION OF OTTAWA****NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2025**

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**4. Financial instruments***Risks and concentrations*

The organization is exposed to various risks through its financial instruments. The following analysis provides a measure of the organization's risk exposure and concentrations at June 30, 2025.

*Liquidity risk*

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The organization is exposed to this risk mainly in respect of its accounts payable and accrued liabilities, and allocations payable.

*Credit risk*

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. The organization's main credit risks relate to its pledges receivable, accounts receivable and loans receivable.

*Currency risk*

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The organization is exposed to currency risk through its investment in managed funds.

*Interest rate risk*

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The organization is exposed to interest rate risk on its fixed income investments within its managed funds as well as on fixed rate cash equivalents.

*Other price risk*

Other price risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices whether those changes are caused by factors specific to the individual financial instrument or its issuer, or factors affecting all similar financial instruments traded in the market. The organization is exposed to other price risk through its investment in managed funds.

**JEWISH FEDERATION OF OTTAWA**

**NOTES TO FINANCIAL STATEMENTS**

**JUNE 30, 2025**

**5. Pledges receivable - campaigns**

Pledges receivable are presented net of an allowance for doubtful accounts, as follows:

|                                 | <b>2025</b>         | <b>2024</b>         |
|---------------------------------|---------------------|---------------------|
| Annual Campaign                 | \$ 3,420,855        | \$ 3,817,052        |
| Allowance for doubtful accounts | <u>(228,605)</u>    | <u>(452,360)</u>    |
|                                 | <u>\$ 3,192,250</u> | <u>\$ 3,364,692</u> |

**6. Accounts receivable**

Accounts receivable are presented net of an allowance for doubtful accounts, as follows:

|                                 | <b>2025</b>       | <b>2024</b>       |
|---------------------------------|-------------------|-------------------|
| Accounts receivable             | \$ 654,938        | \$ 510,836        |
| Allowance for doubtful accounts | <u>(15,536)</u>   | <u>(8,046)</u>    |
|                                 | <u>\$ 639,402</u> | <u>\$ 502,790</u> |

**JEWISH FEDERATION OF OTTAWA**

**NOTES TO FINANCIAL STATEMENTS**

**JUNE 30, 2025**

**7. Related party transactions and balances**

The amounts due to related party are as follows:

|  | 2025 | 2024      |
|--|------|-----------|
| <b>Amounts due to related party</b>    |      |           |
| Jewish Community Campus of Ottawa Inc. | \$ - | \$ 27,565 |

The board of directors of the organization is involved in the governance and oversight of the Jewish Community Campus of Ottawa Inc. (Campus), giving the organization significant influence over Campus. Campus is a charity established for the purpose of carrying on religious, educational and charitable activities for the benefit of members of the Jewish Community of the National Capital Region and to provide facilities to other organizations that carry on such activities.

Allocations payable and agencies allocations include \$299,641 (2024 - \$314,186) to Campus. Account receivable includes \$112,069 (2024 - \$77,881) from Campus and account payable includes \$Nil (2024 - \$106,646) to Campus.

There is a shared services agreement whereby certain administrative functions, including finance, human resources and information technology, are performed by employees of the organization on behalf of other entities. The estimated cost of these services is recovered from the respective entities. General fund recoveries include \$43,603 (2024 - \$41,100) from Campus.

These transactions are in the normal course of business and are measured at the exchange amount, which is the amount of consideration established and agreed to by the related parties.

**8. Investment - managed funds**

Investment - managed funds represents an investment with the Ottawa Jewish Community Foundation (OJCF), a charity whose purpose is to receive donations, endowments and other contributions and to apply from time to time all or part thereof and the income therefrom for religious, educational and other charitable purposes. The investment is managed by the OJCF on the organization's behalf and can be returned or distributed at any time at the organization's direction. The investment is recognized in accordance with the financial instruments accounting policy.

**JEWISH FEDERATION OF OTTAWA**

**NOTES TO FINANCIAL STATEMENTS**

**JUNE 30, 2025**

**9. Capital assets**

|                                |                   | <b>2025</b>                         |                           |
|--------------------------------|-------------------|-------------------------------------|---------------------------|
|                                | <b>Cost</b>       | <b>Accumulated<br/>Amortization</b> | <b>Net Book<br/>Value</b> |
| Land - 284 Laurier Avenue East | \$ 129,589        | \$ -                                | \$ 129,589                |
| Building                       | 438,515           | 227,787                             | 210,728                   |
| Computer system                | 215,539           | 194,127                             | 21,412                    |
| Furniture and equipment        | 94,172            | 51,271                              | 42,901                    |
|                                | <u>\$ 877,815</u> | <u>\$ 473,185</u>                   | <u>\$ 404,630</u>         |

|                                |                   | <b>2024</b>                         |                           |
|--------------------------------|-------------------|-------------------------------------|---------------------------|
|                                | <b>Cost</b>       | <b>Accumulated<br/>Amortization</b> | <b>Net Book<br/>Value</b> |
| Land - 284 Laurier Avenue East | \$ 129,589        | \$ -                                | \$ 129,589                |
| Building                       | 438,515           | 220,520                             | 217,995                   |
| Computer system                | 215,539           | 177,959                             | 37,580                    |
| Furniture and equipment        | 71,439            | 45,608                              | 25,831                    |
|                                | <u>\$ 855,082</u> | <u>\$ 444,087</u>                   | <u>\$ 410,995</u>         |

Amortization totaling \$29,098 (2024 - \$28,362) was expensed in the year.

**10. Deferred contributions - general fund**

|   | <b>2025</b>       | <b>2024</b>        |
|---|-------------------|--------------------|
| Balance, beginning of year                          | \$ 2,263,450      | \$ 1,146,732       |
| Add: additions during the year                      | 701,685           | 3,423,892          |
| Less: amounts recognized as revenue during the year | <u>(656,697)</u>  | <u>(2,307,174)</u> |
| Balance, end of year                                | 2,308,438         | 2,263,450          |
| Less: current portion                               | <u>2,048,622</u>  | <u>1,990,975</u>   |
| Long-term portion                                   | <u>\$ 259,816</u> | <u>\$ 272,475</u>  |

**JEWISH FEDERATION OF OTTAWA****NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2025**

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**10. Deferred contributions - general fund (continued)**

The current portion of deferred revenue is comprised of contributions received for upcoming program delivery and events, \$202,946 (2024 - \$116,906) for the golf tournament, \$1,404,615 (2024 - \$1,299,069) for the Israel Emergency Campaign, \$5,594 (2024 - \$5,594) for the Maccabee Task Force, \$Nil (2024 - \$81,941) for the Emergency Campaign for Community Resilience and \$435,467 (2024 - \$487,465) for various other programs, events and externally restricted donations. The long-term portion of deferred revenue represents externally restricted donations for which the donors have not specified the project to which the funds are to be applied.

Subsequent to year end, \$1,055,720 of the Israel Emergency Campaign funds were disbursed and will be recognized in revenue in the June 30, 2026 fiscal year end.

**11. Loan receivable - Generations Trust**

Funds in the amount of \$2,085,000 (2024 - \$1,285,000) were loaned to the Generations Trust to support the Ottawa Jewish Community School (OJCS) in the amount of \$450,000 for the 2022-2023 academic year, \$350,000 for the 2023-2024, and \$500,000 for the 2024-2025 academic year, as well as to support the Torah Day School of Ottawa (TDSO) in the amount of \$275,000 for the 2022-2023 academic year, \$210,000 for the 2023-2024 academic year, and \$300,000 for the 2024-2025 academic year.

In fiscal 2024, additional advances of \$315,000 were made to the Generations Trust which were repaid in the year.

The total advances of \$2,085,000 to the Generations Trust are non-interest bearing. No amount of these advances are expected to be repaid in the next fiscal year.

**12. Loan receivable**

In a previous fiscal year, the organization extended a line of credit of up to \$300,000 to TDSO of which \$100,000 was drawn. In the current fiscal year, an additional \$200,000 was drawn. The loan is non-interest bearing and is to be repaid within 10 years.

**13. Interfund advances**

Interfund advances are non-interest bearing with no specified terms of repayment.

**14. Unrestricted net assets - General Fund**

The unrestricted net assets are available for supplementary allocations. A reasonable amount will be retained by the organization for working capital.

**JEWISH FEDERATION OF OTTAWA****NOTES TO FINANCIAL STATEMENTS****JUNE 30, 2025**

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**15. Internally restricted net assets****General Fund**

The board of directors has restricted \$2,342,566 (2024 - \$2,088,158) for Federation program expenditures, \$150,000 (2024 - \$150,000) for an emergency fund.

**Property Fund**

The board of directors has restricted \$102,353 (2024 - \$118,367) for a capital reserve fund for the property located at 284 Laurier Avenue East, Ottawa, Ontario.

**16. Contingencies and commitments**

The organization has a \$1,100,000 credit facility agreement with TD Commercial Banking under which the Bank extends to the organization a demand revolving line of credit and letters of credit available of \$1,100,000 bearing interest at the lender's Canadian Prime Rate. The credit facility is secured by a General Security Agreement representing first charge on the property located at 21 Nadolny Sachs Private with a principal amount of \$1,100,000. At June 30, 2025, the balance drawn on the line of credit was \$Nil.

The organization guaranteed the line of credit of OJCS. The line of credit available is \$200,000 (2024 - \$200,000). At June 30, 2025, the balance drawn on the line of credit was \$Nil (2024 - \$Nil).

**17. Pension plan**

Effective April 30, 2020, the organization wound-up the Defined Benefit Pension Plan for the employees of the Jewish Community Council of Ottawa and Affiliated Organizations. All base benefits have been settled and the pension wind-up was in an excess position totaling \$393,830.

Should the organization be entitled to any portion of this excess, it will be recorded in the year received.

**JEWISH FEDERATION OF OTTAWA**  
**STATEMENT OF CHANGES IN NET ASSETS BY FUND**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|                                   | Unrestricted        | Internally<br>Restricted | Invested in<br>Capital Assets |           |
|-----------------------------------|---------------------|--------------------------|-------------------------------|-----------|
| <b>General</b>                    |                     |                          |                               |           |
| Net assets, beginning of the year | \$ 3,947,288        | \$ 2,238,158             | \$ 60,607                     | \$        |
| Net result for the year           | (1,686,700)         | 2,342,566                | (18,681)                      |           |
| Interfund transfer                | 2,088,158           | (2,088,158)              | -                             |           |
| Net assets, end of year           | <u>\$ 4,348,746</u> | <u>\$ 2,492,566</u>      | <u>\$ 41,926</u>              | <u>\$</u> |
| <b>Ottawa Vaad Hakashruth</b>     |                     |                          |                               |           |
| Net assets, beginning of the year | \$ 12,466           | \$ -                     | \$ -                          | \$        |
| Net result for the year           | (37,321)            | -                        | -                             |           |
| Interfund transfer                | -                   | -                        | -                             |           |
| Net assets, end of year           | <u>\$ (24,855)</u>  | <u>\$ -</u>              | <u>\$ -</u>                   | <u>\$</u> |
| <b>Property</b>                   |                     |                          |                               |           |
| Net assets, beginning of the year | \$ -                | \$ 118,367               | \$ 350,443                    | \$        |
| Net result for the year           | -                   | (16,014)                 | 12,261                        |           |
| Net assets, end of year           | <u>\$ -</u>         | <u>\$ 102,353</u>        | <u>\$ 362,704</u>             | <u>\$</u> |

**JEWISH FEDERATION OF OTTAWA**  
**SCHEDULE OF FUNDRAISING AND ADMINISTRATION EXPENDITURES**  
**GENERAL FUND**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|  | 2025                | 2024                |
|--|---------------------|---------------------|
| <b>Fundraising and event revenues</b>                          | \$ 33,681           | \$ 47,199           |
| <b>Expenditures</b>  |                     |                     |
| <b>Salaries and benefits</b>                                   | \$ 187,102          | \$ 282,680          |
| <b>Fundraising, planning and events</b>                        |                     |                     |
| Events   | 71,866              | 57,748              |
| Meetings and conferences                                       | 4,486               | 3,793               |
| Postage  | 2,727               | 5,496               |
| Publicity  | 11,162              | 9,233               |
|  | <u>90,241</u>       | <u>76,270</u>       |
| <b>Overhead</b>  |                     |                     |
| Occupancy  | 70,821              | 64,524              |
| Bank and credit card charges                                   | 91,624              | 86,962              |
| Computer maintenance and supplies                              | 92,821              | 42,061              |
| Computer amortization  | 13,327              | 14,152              |
| Insurance  | 7,691               | 5,365               |
| General  | 26,130              | 17,513              |
| Telephone  | 1,267               | 3,906               |
|  | <u>303,681</u>      | <u>234,483</u>      |
| <b>Other</b>   |                     |                     |
| Provision (recovery) for bad debts                             | (123,516)           | 234,291             |
| <b>Total expenditures</b>                                      | <u>\$ 457,508</u>   | <u>\$ 827,724</u>   |
| <b>Net cost of fundraising and administration for the year</b> | <u>\$ (423,827)</u> | <u>\$ (780,525)</u> |

**JEWISH FEDERATION OF OTTAWA**  
**SCHEDULE OF FEDERATION PROGRAMS**  
**GENERAL FUND**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|  | 2025                  | 2024                  |
|--|-----------------------|-----------------------|
| <b>Recoveries and other income</b>       |                       |                       |
| Recoveries (note 7)                      | \$ 64,471             | \$ 87,100             |
| Programs                                 | 55,820                | 9,154                 |
| Donations and grants                     | 127,715               | 147,890               |
| <b>Total income</b>                      | <b>\$ 248,006</b>     | <b>\$ 244,144</b>     |
| <b>Expenditures</b>                      |                       |                       |
| <b>Salaries and benefits</b>             | <b>\$ 1,629,906</b>   | <b>\$ 1,523,166</b>   |
| <b>Overhead</b>                          | <b>386,066</b>        | <b>408,350</b>        |
| <b>Programs</b>                          |                       |                       |
| Hillel Ottawa/Campus Life                | 64,783                | 52,111                |
| Governance and representation            | 7,754                 | 57,005                |
| Communications and public relations      | 36,247                | 20,030                |
| Community building                       | 148,409               | 113,518               |
| Partnership Together                     | 20,851                | 4,735                 |
|  | 278,044               | 247,399               |
| <b>Total expenditures</b>                | <b>\$ 2,294,016</b>   | <b>\$ 2,178,915</b>   |
| <b>Net cost of programs for the year</b> | <b>\$ (2,046,010)</b> | <b>\$ (1,934,771)</b> |

**JEWISH FEDERATION OF OTTAWA**  
**SCHEDULE OF FEDERATION PROGRAMS**  
**OTTAWA VAAD HAKASHRUTH FUND**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|                              | 2025               | 2024               |
|------------------------------|--------------------|--------------------|
| <b>Recoveries</b>            | <u>\$ 404,352</u>  | <u>\$ 362,727</u>  |
| <b>Expenditures</b>          |                    |                    |
| <b>Salaries and benefits</b> | <u>\$ 426,175</u>  | <u>\$ 405,405</u>  |
| <b>Overhead</b>              |                    |                    |
| Printing and stationary      | 130                | 3,568              |
| Postage                      | -                  | 81                 |
| Telephone                    | 897                | 515                |
| General and office supplies  | 5,729              | 4,903              |
| Transportation               | <u>8,742</u>       | <u>4,368</u>       |
|                              | <u>15,498</u>      | <u>13,435</u>      |
| <b>Total expenditures</b>    | <u>\$ 441,673</u>  | <u>\$ 418,840</u>  |
| <b>Net cost of program</b>   | <u>\$ (37,321)</u> | <u>\$ (56,113)</u> |

**JEWISH FEDERATION OF OTTAWA**  
**SCHEDULE OF AGENCIES ALLOCATIONS**  
**FOR THE YEAR ENDED JUNE 30, 2025**

|  | <b>2025</b>         |
|--|---------------------|
| <b>OVERSEAS AND NATIONAL AGENCIES</b>  |                     |
| Domestic Agenda  | \$ 627,870          |
| <b>LOCAL COMMUNITY SERVICES</b>  |                     |
| <b>Education</b>   |                     |
| Ottawa Jewish Community School   | 554,526             |
| Temple Israel Religious School   | 27,423              |
| Ottawa Modern Jewish School  | 17,930              |
| Ottawa Torah Centre  | 13,000              |
| Torah High   | 21,095              |
| Jewish Youth Library   | 7,400               |
| Torah Day School of Ottawa   | 234,040             |
|  | <u>875,414</u>      |
| <b>Cultural and recreational</b>   |                     |
| Soloway Jewish Community Centre of Ottawa                                      | 384,667             |
| Camp B'nai Brith   | 22,000              |
| AJA 50+  | 13,000              |
| Or Haneshamah  | 1,000               |
| Jewish Education Through Torah (JET)   | 27,000              |
| NCSY   | 24,200              |
| Chabad St. Network   | 25,649              |
| Ottawa Sephardi Association  | 2,000               |
|  | <u>499,516</u>      |
| <b>Community and social services</b>   |                     |
| Ottawa Jewish Home for the Aged  | 231,787             |
| Jewish Family Services of Ottawa   | 384,487             |
| Jewish Community Campus of Ottawa Inc. - capital reserves                      | 70,000              |
| Jewish Community Campus of Ottawa Inc. - vacancies at 31 Nadolny Sachs Private | 229,641             |
| Tamir Foundation   | 86,787              |
| Kehillat Beth Israel   | 16,875              |
|  | <u>1,019,577</u>    |
| <b>Strategic funding</b>   | <u>357,496</u>      |
| <b>Total campaign allocations</b>  | <u>\$ 3,379,873</u> |



**Minutes of the 91<sup>st</sup> Annual General Meeting of the Jewish Federation of Ottawa, held at the head office of the Corporation on Wednesday, June 25, 2025, 7:00 p.m., in the Social Hall of the Joseph and Rose Ages Family Building, 21 Nadolny Sachs Private, Ottawa, Ontario K2A 1R9.**

Karen Palayew, Chair of the Board, is presiding.

**1. Call to Order**

Karen Palayew called the meeting to order at 7:08 PM.

She welcomed and thanked everyone for attending the 91st Annual General Meeting (AGM).

**2. Recognition**

Karen acknowledged the presence of members of the board, community Rabbis, agency representatives, corporate sponsors, friends and families, and past chairs of the Federation and thanked them for attending.

**3. D'var Torah**

Karen invited Rabbi Idan Scher of the Congregation Machzikei Hadas, to deliver the D'var Torah, who shared words of Torah and inspiration.

**4. Approval of the audited financial statements of the Jewish Federation of Ottawa, for the year ended June 30, 2024.**

Karen called for a motion to approve the financial statements audited by GGFL, and the audit report thereon, for the year ended June 30, 2024.

Adam Zaret **moved, seconded** by Sarah Caspi to approve the financial statements audited by GGFL, and the audit report thereon, for the year ended June 30, 2024.

**Carried.**

**5. Approval of Auditors**

Karen called for a motion to appoint GGFL as auditors for the Jewish Federation of Ottawa for the fiscal period ending June 30, 2026.

Ian Sherman **moved, seconded** by Liz Vered to appoint GGFL as auditors for the fiscal period ending June 30, 2026. **Carried.**

**6. Approval of the minutes of the 90<sup>th</sup> Annual General Meeting of the Jewish Federation of Ottawa, held June 19, 2024.**

Karen called for a motion to approve the minutes from the 91<sup>st</sup> Annual General Meeting.

Gillian Presner **moved, seconded** by Sarah Beutel to approve the Minutes of the 90<sup>th</sup> Annual General Meeting held on June 19, 2024. **Carried.**

## **7. Approval of Acts of Officers & Directors**

Karen called for a motion to approve all acts, contracts, bylaws, proceedings, appointments, elections, and payments enacted, made, done, and taken by or on behalf of the Directors and Officers of the Federation since the last Annual General Meeting on June 19, 2024 are hereby approved, ratified, and confirmed.

Dorothy Stern **moved, seconded** by Samantha Sigler to approve all acts, contracts, bylaws, proceedings, appointments, elections, and payments enacted, made, done, and taken by or on behalf of the Directors and Officers of the Federation since the last Annual General Meeting on June 19, 2024 are hereby approved, ratified, and confirmed.

## **8. Recognition of Annual Campaign Leadership**

Leila Ages and Gary Viner were thanked for their commitment and leadership while acting as co-chairs for the 2025 Annual Campaign. It was confirmed that Leila and Gary will be resuming their roles as co-chairs of the 2026 Annual Campaign.

Karen recognized the Young Adult Division Campaign Co-chairs Jared Jenicek and Michelle Zilbergerts-Jenicek and Elyssa and Jonathon Greenberg

## **9. CEO's Report**

Karen invited Adam to share his first Annual Report.

## **10. Recognition of Jewish Communal Professionals**

Before he shared his personal reflections, Adam recognized Jewish professionals with work milestones. He congratulated Ellie Kamil on her twenty four years of service with the Ottawa Jewish Community School, and wished Ellie a happy retirement. He then extended thanks to Dr. Jon Mitzmacher, who is moving on from his role as Head of School at the Ottawa Jewish Community School. Adam wished Jon and his family all the best in this next chapter.

Adam recognized Federation professionals who are celebrating milestone service anniversaries:

Anne Read, Teigen Goldsmith, Leonard Kerzner, Sylvie Bordeleau, Bernadine Eckensviller, Rabbi Levy Teitlebaum, Jean Myers, and John Mullen.

## **11. Approval of the Nominating Committee Report**

Karen invited Ian Sherman to present the Nominating Committee Report.

Ian recognized outgoing board members Kevin Barwin, Alice Retik, Tal Scher, and Marci Surkes and thanked them for their invaluable leadership, wisdom, and tremendous contributions.

Ian called for a motion to approve the Nominating Committee report as presented.

Rabbi Scher **moved, seconded** by Donna Dolansky to approve the Nominating Committee report. **Carried.**

Ian welcomed new board members: SuYun Geithner, Evan Green, Jessica Greenberg, Josh Kardish, and Elissa Lieff.

### **12. Freiman Family Young Leadership Award and Lawrence Greenberg Young Adult Leadership Award**

Ian introduced this year's recipient of the Freiman Family Young Leadership Award recipient, Jasmine Kranat. Jasmine also received the Lawrence Greenberg Young Leadership Development Award. Jasmine was not present at the AGM but an acceptance speech was read on her behalf.

### **13. Rabbi Reuven Bulka Shem Tov Community Volunteer Awards**

Karen introduced Rabbi Reuven Bulka Shem Tov Community Volunteer Award recipient, Esti Fogel, and presented her with the award.

Ian introduced Rabbi Reuven Bulka Shem Tov Community Volunteer Award recipients Toby and Joel Yan, and presented them with the award.

### **14. Gilbert Greenberg Distinguished Leadership Award**

Ian introduced this year's Gilbert Greenberg Distinguished Leadership Award recipient, Linda Kerzner, and presented her with the award.

### **15. Outgoing Chair's Recognition**

Ian offered special recognition to Karen and thanked her for her exemplary service as Chair of the Board of the Jewish Federation of Ottawa.

Ian acknowledged Karen began her term during a pivotal moment as Federation searched for a new CEO, then October 7 occurred, a moment that changed everything. The same year the community celebrated Federation's 90<sup>th</sup> anniversary. Ian thanked Karen for her empathy, grace, strength, and clarity of purpose.

## 16. Outgoing Chair's Address

Karen thanked Ian for his wisdom, mentorship, and friendship over the years and extended a heartfelt mazel tov to the community award winners.

Karen expressed her gratitude to the community for their contributions to the Annual Campaign, and for the opportunity to work alongside the professionals, volunteers, and lay leaders to support every aspect of Jewish life in Ottawa.

Karen highlighted the rise in antisemitism due to the ongoing war in Gaza, and Federation's ongoing work to strengthen relationships with civic allies and political leaders. Karen concluded her remarks by expressing a wish to move forward with hope and prayers for peace.

## 17. Incoming Chair's Address

Danya Vered expressed that she is honoured to take on the role of Chair of the Board of the Jewish Federation of Ottawa, and shared the impact her father Arnie Vered z"l had on helping others through his community involvement with Federation.

Danya shared her work chairing the Strategic Planning Task Force, and stated her commitment to community building with the broader Ottawa community to ensure Jewish Ottawa is heard, protected, and respected.

## 18. Adjournment

Danya Vered called for a motion of adjournment.

Marina Milyavskaya **moved** to adjourn the meeting, **seconded** by Liz Vered. **Carried.**

The meeting was adjourned at 8:28 PM.



**JEWISH FEDERATION OF OTTAWA**  
**ANNUAL GENERAL MEETING MOTIONS: JUNE 24, 2026**

1. Be it resolved that: We approve the minutes of the Annual General Meeting held on June 25, 2025.
2. Be it resolved that: We appoint as auditors – GGFL until the next Annual meeting or until a successor is appointed, and that remuneration of such auditors be fixed by the Board of Directors – upon the advise and recommendation of the Audit & Finance Committee.
3. Be it resolved that: All acts, contracts, bylaws, proceedings, appointments, elections, and payments enacted, made, done, and taken by or on behalf of the Directors and Officers of the Federation since the last Annual General Meeting on June 19, 2024 are hereby approved, ratified, and confirmed.
4. Be it resolved that: By-law No. 1, as amended and approved by the Board of Directors on June 2, 2026, is hereby ratified and effective as of this date.
5. Be it resolved that: The report of the Nominating Committee to the 92<sup>nd</sup> Annual General Meeting of the Jewish Federation of Ottawa is hereby approved.
6. Be it resolved that: the Annual General meeting of the Jewish Federation of Ottawa for 2026 is hereby adjourned.

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**BY-LAW NO. 1**

**A BY-LAW RELATING GENERALLY TO THE CONDUCT  
OF THE ACTIVITIES AND AFFAIRS OF JEWISH FEDERATION OF OTTAWA,  
A CORPORATION SUBJECT TO THE  
*CANADA NOT-FOR-PROFIT CORPORATIONS ACT***

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# BY-LAW NO. 1

## A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE ACTIVITIES AND AFFAIRS OF JEWISH FEDERATION OF OTTAWA, A CORPORATION SUBJECT TO THE CANADA NOT-FOR-PROFIT CORPORATIONS ACT

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

### SECTION 1 – INTERPRETATION

#### 1.1 Definitions

In the By-laws of the Corporation, unless the context otherwise requires:

- (1) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, chapter 23, including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time.
- (2) **“agent”** means anyone the board designates, including Corporation staff, the Corporation’s accountant, lawyers, or any other person who sometimes maintains records for the Corporation.
- (3) **“appoint”** includes “elect” and *vice versa*.
- (4) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (5) **“Board”** means the board of directors of the Corporation.
- (6) **“By-laws”** means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect.
- (7) **“Community Synagogue”** means any synagogue which regularly conducts Jewish religious services within the Ottawa Jewish Community and which has been recognized as a community synagogue for these purposes by the board of directors of the Corporation
- (8) **“Corporation”** means the Jewish Federation of Ottawa.
- (9) **“Director”** means a member of the board.
- (10) **“entity”** means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.
- (11) **“Funded Agency”** means an organization, which may include a Local Jewish Community Organization, that received funding from the Corporation pursuant to the regular

allocation process within the 12 month period immediately prior to the date of the annual general meeting of members in a given year

(12) **“Local Jewish Community Organization”** means an organization that carries out activities for the benefit of the Ottawa Jewish Community, has been in existence for at least one year, has an independent board of directors comprised of volunteer leadership from the Ottawa Jewish Community, holds an annual general meeting and has been recognized as a local Jewish community organization for these purposes by the board of directors of the Corporation;

(13) **“meeting of members”** means an annual meeting of members and a special meeting of members.

(14) **“member”** means a person interested in furthering the Corporation’s purposes who has applied for and been accepted into membership in the Corporation.

(15) **“member in good standing”** means an individual residing in the Ottawa Jewish Community, who has made a pledge to the Corporation’s current year campaign and is current on his or her payments to the last year’s campaign or formal arrangements are in place to clear up any outstanding pledges;

(16) **“non-business day”** means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada) as may be amended, restated or in effect from time to time as well as all Jewish holidays recognized by a Community Synagogue .

(17) **“officer”** means an individual appointed as an officer of the Corporation pursuant to Section 7.1.

(18) **“Ottawa Jewish Community”** means the community consisting of all those adherents of the Jewish faith ordinarily resident in the National Capital Region

(19) **“person”** includes any individual, body corporate, partnership, trust, joint venture or unincorporated organization or association.

(20) **“Pulpit Rabbi”** means a full time rabbi employed by a Community Synagogue

(21) **“recorded address”** means:

- (a) in the case of a member, his or her address as recorded in the register of members;
- (b) in the case of an officer, public accountant or member of a committee of the board, his or her latest address as recorded in the records of the Corporation; and
- (c) in the case of a director, his or her latest address as recorded in the most recent notice filed under the Act.

(21) **“Regulations”** means the regulations made under the Act, as amended, restated or in effect from time to time.

(22) “**special meeting of members**” includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members.

## **1.2 Other Definitions**

(1) In the interpretation of this By-law, words in the singular include the plural and *vice-versa*, words in one gender include all genders and “**including**” means including, without limitation.

(2) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in this By-law.

## **SECTION 2 – GENERAL**

### **2.1 Registered Office**

The registered office of the Corporation shall be in the province or territory within Canada specified in its Articles from time to time.

### **2.2 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

### **2.3 Financial Year**

The financial year end of the Corporation shall be June 30.

### **2.4 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, to the members, publish a notice to its members stating that the annual financial statements and documents provided in such subsection 172(1) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or can view them on the Corporation’s website.

### **2.5 Execution of Instruments**

(1) All documents, including deeds, assignments, contracts, obligations, certificates or other instruments (“documents”) requiring the signature of the Corporation shall be signed by any two (2) of its officers and such documents in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board of directors shall have power from time to time by Resolution to appoint any other person or persons on behalf of the Corporation either to sign contracts, documents, certificates and other instruments in writing generally or to sign specific contracts, documents, certificates or other instruments in writing.

(2) The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by Resolution of the board of directors.

(3) The signature of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the board.

## **2.6 Banking Arrangements**

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, credit unions or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. The banking business or any part of it shall be transacted by such officer of the Corporation and/or other person as the board may by resolution from time to time designate, direct or authorize.

## **2.7 Voting Rights in Other Bodies Corporate**

The signing officers of the Corporation under Section 2.5 may execute and deliver proxies and arrange for the issuance of voting certificates or other evidence of the right to exercise the voting rights attaching to any securities held by the Corporation. Such instruments shall be in favour of such persons as may be determined by the officers executing or arranging for the same. In addition, the board may from time to time direct the manner in which and the persons by whom any particular voting rights or class of voting rights may or shall be exercised.

## **2.8 Severability**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

# **SECTION 3 – BORROWING AND SECURITY**

## **3.1 Borrowing Power**

(1) Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the board may from time to time on behalf of the Corporation, without authorization of the members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes or other debt obligations or guarantees of the Corporation, whether secured or unsecured;

- (c) give, directly or indirectly, financial assistance to any person by means of a loan or a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability or obligation of any person, or otherwise; and
- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including accounts, rights, powers, franchises and undertakings to secure any such bonds, debentures, notes or other debt obligations or guarantees or any other present or future indebtedness, liability or obligation of the Corporation.

(2) Nothing in Section 3.1(1) limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

### **3.2 Delegation**

Subject to the Act and the Articles, the board may from time to time delegate to a committee of the board, a director or an officer of the Corporation or any other person as may be designated by the board all or any of the powers conferred on the board by Section 3.1 or by the Act to such extent and in such manner as the board may determine at the time of such delegation.

## **SECTION 4 – DIRECTORS**

### **4.1 Duties of Directors**

The board shall manage or supervise the management of the activities and affairs of the Corporation consisting of a minimum of three (3) elected directors and a maximum of eighteen (18) elected directors.

### **4.2 Qualification**

A director must meet the following qualifications:

- 1) be part of the Ottawa Jewish Community
- 2) be at least eighteen years of age; and
- 3) be a member in Good Standing

A director shall be a member of the Corporation.

### **4.3 Election and Term**

(1) The board of directors shall hold office for the terms confirmed at the annual general meeting of members. At the first election of directors following the approval of this By-law, the number of directors equal to or greater than (without exceeding the maximum number of directors defined in 4.1) the number of directors retiring shall be elected by the members to serve

terms of two (2) years each, it being the intention that directors shall be elected and shall retire in rotation. Directors shall be eligible for re-election for a maximum of four (4) consecutive two (2) year terms.

(2) The election of directors shall be by resolution, or if demanded by a member or a proxyholder, by ballot.

(3) If an election of directors is not held at the proper time, the incumbent directors shall continue in office until their successors are elected.

(4) An individual who is elected to hold office as a director is not a director and is deemed not to have been elected to hold office as a director unless:

- (a) he or she was present at the meeting when the election took place and he or she did not refuse to hold office as a director; or
- (b) he or she was not present at the meeting when the election took place, and:
  - (i) he or she consented to hold office as a director in writing (including electronic transmission of consent) before the election or within 10 days after it; or
  - (ii) he or she has acted as a director pursuant to the election.

#### **4.4 Removal of Directors**

Subject to the Act, the members may by ordinary resolution passed at an annual or special meeting of members remove any director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the board.

#### **4.5 Ceasing to Hold Office**

A director ceases to hold office when:

- (a) he or she dies;
- (b) he or she is removed from office by the members;
- (c) he or she becomes bankrupt or suspends payments of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (d) if the director is incapable of managing property within the meaning of section 6 of the *Substitute Decisions Act 1992, c. 30* as amended.
- (e) he or she ceases to be qualified for election as a director;
- (f) he or she ceases to be a member;

- (g) his or her written resignation is received by the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later; or
- (h) his or her elected term has expired.

#### **4.6 Filling Vacancies**

(1) Subject to the Act, a quorum of the board may fill a vacancy in the board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of directors; or
- (b) a failure of the members to elect the number or minimum number of directors provided for in the Articles.

(2) The directors may appoint one or more directors, in the event of a vacancy, who shall hold office for a term expiring not later than the close of the next annual meeting of members, but the total number of directors so appointed may not exceed one-third the number of directors elected at the last annual meeting of members.

#### **4.7 Action by the Board**

(1) The board shall exercise its powers by or pursuant to a By-law or resolution either by the signatures of all the directors then in office, if constituting a quorum, or passed at a board meeting at which a quorum (as set out in section 5.9 of this By-law) is present.

(2) Where there is a vacancy in the board, the remaining directors may exercise all the powers of the board so long as a quorum remains in office.

#### **4.8 Conflict of Interest**

A director who is a party to, or who is a director or officer of or has an interest in any person who is a party to, a contract or transaction or proposed contract or transaction with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of the board meeting, the nature and extent of his or her interest at the time and in the manner provided by the Act. Such a director shall not vote on any resolution to approve the same except as provided by the Act.

#### **4.9 Remuneration and Expenses**

The directors shall not be remunerated for their services, however, the directors shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of the board or any committee thereof.

## **SECTION 5 – BOARD MEETINGS**

### **5.1 Meeting by Telephone or Electronic Facilities**

A director may participate in a meeting of the board or of a committee of the board by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a director participating in such a meeting by such means is deemed to be present at the meeting.

### **5.2 Calling of Meetings**

Board meetings shall be held from time to time at such time and at such place as the board, the chair of the board, the vice-chair of the board, the president or any two directors may determine.

### **5.3 Notice of Meeting**

- (1) Notice of the time and place of each board meeting may be sent by any means and shall be sent in the manner provided in Section 12 to each director:
  - (a) not less than 7 days before the time when the meeting is to be held;
  - (b) in the event of an emergency as determined by the president or the chair of the board in their absolute discretion, not less than 24 hours before the time of the meeting; or
  - (c) if all directors agree and sign a resolution, and if all directors attend, the lack of notice can be considered to be waived, except if a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (2) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

### **5.4 Waiver of Notice**

A director may in any manner or at any time waive notice of or otherwise consent to a board meeting. Attendance of a director at a board meeting shall constitute a waiver of notice of that meeting except where a director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

### **5.5 First Meeting of New Board**

As long as a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

## **5.6 Adjourned Meeting**

Notice of an adjourned board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

## **5.7 Regular Meetings**

The board may appoint a day or days in any month or months for regular board meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted thereat to be specified.

## **5.8 Chairperson and Secretary**

The chair of any board meeting shall be the first mentioned of such of the following officers as have been appointed and who is a director and is present at the meeting: chair of the board or vice-chair of the board. If no such officer is present, the directors present shall choose one of their number to chair that meeting. The secretary of the Corporation shall act as secretary of any board meeting, and, if the secretary of the Corporation is absent, the chair of that meeting shall appoint a person who need not be a director to act as secretary of the meeting.

## **5.9 Quorum**

A majority of the directors constitutes a quorum at a board meeting. For the purpose of determining quorum, a director may be present in person, or, if authorized by the board of directors, by teleconference and/or by other electronic means.

## **5.10 Votes to Govern**

(1) At all board meetings, every question shall be decided by consensus voting and in the event that the chair so requires the vote to be determined by majority voting, then by number and majority of votes cast on the question.

(2) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

## **5.11 Casting Vote**

In case of an equality of votes at a board meeting, the chair of the meeting in addition to an original vote shall be entitled to a second or casting vote.

## **5.12 Resolution in Lieu of Meeting**

A resolution in writing, signed by all the directors entitled to vote on that resolution at a board meeting, is as valid as if it had been passed at a board meeting.

## **SECTION 6– COMMITTEES**

### **6.1 Committees of the Board**

(1) The board may appoint from their number one or more committees of the board (referred to as “Standing Committees”), however designated, and delegate to any such committee any of the powers of the board, except powers to:

- (a) submit to the members any question or matter requiring the approval of the members;
- (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
- (c) issue debt obligations except as authorized by the directors;
- (d) approve any financial statements;
- (e) adopt, amend or repeal By-laws; and
- (f) establish contributions to be made, or dues to be paid, by members.

(2) The standing committees may also form sub-committees which shall report to the relevant standing committees. The board of directors may establish policies regarding the formation, composition and operation of standing committees, subcommittees, task forces and other committees of the Corporation, provided that such policies are not inconsistent with the By-laws. The board of directors may fix any remuneration for committee members who are not also directors of the Corporation. Every committee may formulate its own rules of procedure, subject to such regulations, policies or directions as the board of directors may from time to time make.

The board of directors shall appoint the chairs of the standing committees of the Corporation from among the directors of the Corporation. The chair of each standing committee shall be responsible for recruiting members of the standing committee from among the members in good standing of the Corporation in consultation with the chair of the board and the vice-chair of the board provided that the slate of potential committee members shall be subject to the approval of the board of directors. The term of office of standing committee chairs shall be one (1) year, renewable for up to four (4) consecutive terms and the term of office of members of the committee shall be one (1) year, with no limitation on renewal. The provisions of this paragraph shall apply to all of the standing committees of the Corporation.

## **6.2 Transaction of Business**

Subject to the provisions of Section 6.1, the powers of a committee of the board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

## **6.3 Advisory Bodies**

The board may from time to time appoint such advisory bodies (including but not limited to committees, work groups, and task forces) as it may deem advisable.

## **6.4 Procedure**

Unless otherwise determined by the board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to formulate its own rules of procedure. To the extent that the board or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to board meetings shall apply with all necessary modifications.

## **SECTION 7– OFFICERS**

### **7.1 Appointment**

The board shall designate the officers of the Corporation and shall appoint a chair of the board, a vice-chair of the board, a past-chair of the board, a chief executive officer, a president, a secretary, a treasurer and such other officers as the board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The board may specify the duties of and, in accordance with these By-laws and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation. Except for the chair of the board or a vice-chair of the board, an officer may, but need not be, a director. A director may be appointed to any office of the Corporation.

### **7.2 Chair of the Board**

The board shall appoint a chair of the board who shall be a director. The chair of the board shall have such other powers and duties as the board may specify.

### **7.3 Vice-Chair of the Board**

If appointed, the vice-chair of the board shall be a director. If the chair of the board is absent or unable or refuses to act, the vice-chair of the board shall, when present, preside at all meetings of the board and of the members. The vice-chair shall have such other duties and powers as the board may specify.

#### **7.4 Past-Chair of the Board**

If appointed, the past-chair of the board shall be a director. The past-chair of the board shall generally be the immediate past chair of the Corporation unless such person is unable or unwilling to act, in which case the office may be filled by any past chair, provided such past chair is also a director.

#### **7.5 Chief Executive Officer**

If appointed, the chief executive officer, subject to the authority of the board, shall be responsible for implementing the strategic plans and policies of the Corporation. The chief executive officer may be invited to attend or attend all meetings of the board but without any voting privileges. The chief executive officer may also be the president of the Corporation.

#### **7.6 President**

If appointed, the president shall, subject to the authority of the board, have general supervision of the activities and affairs of the Corporation. The president shall have such other powers and duties as the board may specify. The president may be invited to attend or attend all meetings of the board but without any voting privileges. The president may also be the chief executive officer of the Corporation.

#### **7.7 Secretary**

Unless otherwise determined by the board, the secretary shall attend and be the secretary of all meetings of the board, members and committees of the board that he or she attends. The secretary shall:

- (a) enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at meetings of the board, members and committees of the board, whether or not he or she attends such meetings. The actual taking of minutes of the proceedings of the board, members and committees of the board may be delegated by the secretary to a staff member and supervised by the secretary;
- (b) give or cause to be given, as and when instructed, all notices to members, directors, officers, the public accountant and members of committees of the board;
- (c) be the custodian of the seal of the Corporation and of all books, papers, records, documents and other instruments belonging to the Corporation, except when some other officer or agent has been appointed for that purpose; and
- (d) have such other powers and duties as otherwise may be specified.

The secretary may also be the treasurer of the Corporation.

## **7.8 Treasurer**

The treasurer shall:

- (a) oversee the financial operations of Corporation;
- (b) ensure that the financial summaries are presented to the board at each regular meeting of the board as well as financial statements at the annual general meeting of members;
- (c) approve methods of accounting used by the Corporation;
- (d) ensure that an annual audit is conducted for the Corporation; and
- (e) have such other powers and duties as the board may specify.

The treasurer may delegate certain duties of the treasurer to a staff member, provided they are supervised by the treasurer. The treasurer may also be the secretary of the Corporation.

## **7.9 Powers and Duties of Officers**

The powers and duties of all officers shall be such as the terms of their engagement call for or as the board or (except for those whose powers and duties are to be specified only by the board) the chair may specify. The board and (except as aforesaid) the chair may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any officer. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the chair otherwise directs.

## **7.10 Term of Office**

(1) The chair of the board and the vice-chair of the board, if appointed, shall hold office for a term of two (2) years, unless otherwise provided by the board. All other officers shall hold office for a one year period or on terms to be determined annually by the board.

(2) In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- (a) the officer's successor being appointed;
- (b) the officer's resignation;
- (c) such officer ceasing to be a director (if a necessary qualification of appointment);  
or
- (d) such officer's death.

(3) If the office of any officer of the Corporation shall be or become vacant, the board may, by resolution, appoint an individual to fill such vacancy.

## **7.11 Conflict of Interest**

An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 4.88.

## **SECTION 8 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.1 Limitation of Liability**

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director, officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

### **8.2 Indemnity**

(1) The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation and their heirs, executors and administrators, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

(2) The Corporation shall advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2(1). The individual shall repay the monies if he or she does not fulfil the conditions of Section 8.2(3).

(3) The Corporation shall not indemnify an individual under Section 8.2(1) unless he or she:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(4) The Corporation shall also indemnify the individual referred to in Section 8.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

### **8.3 Insurance**

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 8.2(1) as the board may from time to time determine.

## **SECTION 9 – MEMBERS**

### **9.1 Membership Conditions**

Subject to the Articles, there shall be one class of member in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the board or in such other manner as may be determined by the board. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

All members must meet the following qualifications:

- (a) be part of the Ottawa Jewish Community;
- (b) be at least eighteen years of age; and
- (c) be a member in good standing.

The following persons or body corporate may be members of the Corporation:

- (a) each incumbent member of the board of directors;
- (b) a maximum of fifteen (15) members-at-large appointed by the board of directors to serve as members;
- (c) one representative from each Funded Agency;
- (d) each of the Pulpit Rabbis;
- (e) a representative of each Community Synagogue;
- (f) a representative of every local Jewish Community Organization that is not a Funded Agency;
- (g) the chair of the Ottawa Jewish Community Foundation.

The board of directors of the Corporation shall, by Resolution, approve the admission of the members of the Corporation and may also establish membership rules providing for the admission of members by the secretary of the Corporation.

Each funded agency, community synagogue and local Jewish community organization shall notify the secretary of the Corporation at least forty-five (45) days before the Annual General Meeting in each year regarding the name and contact particulars of its representative who shall fulfill the position of member for the ensuing year. Such organizations may also be responsible for notifying the secretary of the Corporation of any change in their respective representatives within fifteen (15) days of such change being effective.

The term of each member who is not a director shall commence on the date that such membership is approved by the board of directors of the Corporation and shall continue in effect until the close of the annual general meeting in the year following unless the term is extended or renewed by the board prior to such annual general meeting. The term of a member who is also a director of the Corporation shall commence automatically upon election as a director and shall continue until the close of the annual meeting at which the members elect a replacement for that director. At the close of such meeting, each member who has not been re-elected as a director shall cease to be a member of the Corporation. Each member is entitled to receive notice of, attend and vote at all meetings of members and each member shall be entitled to one (1) vote at meetings of members.

## **9.2 Membership Transferability**

A membership may only be transferred to the Corporation.

## **SECTION 10 - MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

### **10.1 Membership Dues**

There shall be no membership dues.

### **10.2 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies, or, in the case of a member that is a body corporate, the body corporate is dissolved;
- (b) the member or body corporate fails to maintain any qualifications for membership described in Section 9.1;
- (c) the member or body corporate resigns by delivering a written resignation to the chair of the board, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the member or body corporate is expelled in accordance with Section 10.4 or is otherwise terminated in accordance with the Articles or By-laws;

- (e) the member's or body corporate's term of membership expires; or
- (f) the Corporation is liquidated or dissolved under the Act.

### **10.3 Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership, the rights of the member automatically cease to exist.

### **10.4 Discipline of Members**

(1) The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole and absolute discretion; or
- (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(2) If the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide 20 days' notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make a written submission to the president, or such other officer as may be designated by the board, in response to the notice received within such 20-day period. If no written submission is received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 10.4(2), the board shall consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 20 days from the date of receipt of the submission. The board's decision shall be final and binding on the member, without any further right of appeal.

## **SECTION 11 – MEETINGS OF MEMBERS**

### **11.1 Annual Meetings**

The annual meeting of members shall be held at such time in each year and, subject to Section 11.5, at such place as the board may determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the annual meeting, electing directors, appointing or waiving the appointment of a public accountant, fixing or authorizing the directors to fix the remuneration payable to any such public accountant and for the transaction of such other business as may properly be brought before the meeting.

## **11.2 Special Meetings**

The board shall have power to call a special meeting of members at any time.

## **11.3 Members Calling a Members' Meeting**

The board shall call a special meeting of members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the board does not call a meeting within 21 days of receiving the requisition, any member who signed the requisition may call the meeting.

## **11.4 Meeting Held by Electronic Means**

(1) Any person entitled to attend a meeting of members may vote and otherwise participate in the meeting by means of a telephonic, electronic or other communication facility made available by the Corporation that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting of members by such means is deemed to be present at the meeting. The Corporation reserves the right to select the means for holding meetings and receiving votes.

(2) Directors who call (but not members who requisition) a meeting of members may determine that:

- (a) the meeting shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
- (b) any vote shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

(3) Any vote at a meeting of members may be carried out by means of a telephonic, electronic or other communication facility, if the facility:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member or group of members voted.

## **11.5 Place of Meetings**

(1) Meetings of members shall be held at such place in Canada as the directors determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located. If all the members entitled to vote at that meeting so agree or the Articles specify a place outside Canada where a meeting of members may be held, a meeting of members of the

Corporation may be held outside Canada. A meeting held under Section 11.4 shall be deemed to be held at the place where the registered office of the Corporation is located.

(2) A member who attends a meeting of members held outside Canada is deemed to have agreed to it being held outside Canada except when the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

### **11.6 Notice of Meeting of Members**

(1) Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- (a) by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- (b) by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- (c) either 11.6 (1)(a) or (b) above and in a Jewish newspaper or bulletin or the Corporation's website.

(2) Notice of the time and place of each meeting of members shall also be given in the manner provided in Section 12.1 not less than 21 days before the date of the meeting to each director and to any public accountant.

(3) Notice of a meeting of members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and public accountant's report, election of directors and reappointment of the incumbent public accountant or fixing or authorizing the directors to fix the remuneration payable to such public accountant shall state or be accompanied by a statement of:

- (a) the nature of the business in sufficient detail to permit the members to form a reasoned judgment on it; and
- (b) the text of any special resolution to be submitted to the meeting.

### **11.7 List of Members Entitled to Notice**

For every meeting of members, the Corporation shall prepare a list of members entitled to receive notice of the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to Section 11.8, the members listed shall be those registered at the close of business on that record date. If no record date is fixed, the members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any member during usual business hours at the

registered office of the Corporation or at the place where the register of members is maintained and at the meeting for which the list was prepared. Where a separate list of members has not been prepared, the names of persons appearing in the register of members at the requisite time as a member carrying the right to vote at such a meeting shall be deemed to be a list of members.

### **11.8 Record Date for Notice**

The board may fix in advance a date, preceding the date of any meeting of members by not more than 60 days and not less than 21 days, as a record date for the determination of the members entitled to notice of the meeting, and notice of any such record date shall be given not less than 7 days before the record date, by advertisement in a local newspaper or Jewish newspaper published or distributed in the place where the Corporation has its registered office, or bulletin unless notice of the record date is waived in writing by every member of the class or group affected whose name is set out in the register of members of the Corporation at the close of business on the day the directors fix the record date. If no such record date is so fixed, the record date for the determination of the members entitled to receive notice of the meeting shall be at the close of business on the day preceding the day on which the notice is given or, if no notice is given, shall be the day on which the meeting is held.

### **11.9 Waiver of Notice**

(1) A meeting of members may be held without notice at any time and place permitted by the Act if:

- (a) all the members entitled to vote at the meeting are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to the meeting being held; and
- (b) the public accountant and the directors are present or waive notice of or otherwise consent to the meeting being held,

so long as the members, public accountant or directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(2) At a meeting held under Section 11.9(1), any business may be transacted which the Corporation may transact at a meeting of members.

### **11.10 Chair, Secretary and Scrutineers**

The chair of any meeting of members shall be the first mentioned of such of the following officers as have been appointed and who is present at the meeting: chair of the board; vice-chair of the board, secretary, treasurer, or president and/or chief executive officer of the Corporation. If no such officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to chair the meeting. If the secretary of the Corporation is absent, the chair shall appoint some person, who need not be a member, to act as secretary of the meeting. If desired, one or more scrutineers,

who need not be members, may be appointed by a resolution or by the chair with the consent of the meeting.

### **11.11 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of the members shall be those entitled to attend or vote at the meeting, the directors, public accountant, legal counsel of the Corporation and others who, although not entitled to attend or vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

### **11.12 Quorum**

A quorum at any meeting of the members shall be eighteen (18) members present in person. A quorum need not be present throughout the meeting provided that a quorum is present at the opening of the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time after that the members may determine, the members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

### **11.13 Right to Vote**

Every person named in the list referred to in Section 11.7 shall be entitled to vote at the meeting to which the list relates.

### **11.14 Absentee Voting at Members' Meetings**

(1) Pursuant to subsection 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternate proxyholders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Québec, signed by the member or by their agent or mandatary:
  - (i) at the registered office of the Corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used; or
  - (ii) with the chair of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;

- (c) a proxyholder or an alternate proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternate proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (d) if a form of proxy is created by a person other than the member, the form of proxy shall:
  - (i) indicate, in bold-face type,
    - (A) the meeting at which it is to be used;
    - (B) that the member may appoint a proxyholder, other than a person designated in the form of proxy, to attend and act on the member's behalf at the meeting; and
    - (C) instructions on the manner in which the member may appoint the proxyholder;
  - (ii) contain a designated blank space for the date of the signature;
  - (iii) provide a means for the member to designate some other person as proxyholder, if the form of proxy designates a person as proxyholder;
  - (iv) provide a means for the member to specify that the membership registered in his or her name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors;
  - (v) provide a means for the member to specify that the membership registered in his or her name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors; and
  - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under section (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (e) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with section (d)(iv) only if the form of proxy states, in bold-face type, how the proxyholder is to vote the membership in respect of each matter or group of related matters;

- (f) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (g) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

(2) As an alternative to Section 11.14(1), every member which is a body corporate or other legal entity may authorize by resolution of its directors or governing body an individual to represent it at a meeting of members and that individual may exercise on the member's behalf all the powers it could exercise if it were an individual member. The authority of such an individual shall be established by depositing with the Corporation a certified copy of the resolution, or in such other manner as may be satisfactory to the secretary of the Corporation or the chair of the meeting. Any such proxyholder or representative need not be a member. The proxy is valid only at the meeting in respect of which it is given or any adjournment thereof.

#### **11.15 Time for Deposit of Proxies**

The board may fix a time not exceeding 48 hours, excluding non-business days, preceding any meeting or adjourned meeting of members before which time proxies to be used at the meeting must be deposited with the Corporation or its agent, and any time so fixed shall be specified in the notice calling the meeting. A proxy shall be acted on only if, before the time so specified, it has been deposited with the Corporation or its agent specified in the notice or if, no such time having been specified in the notice, it has been received by the secretary of the Corporation or by the chair of the meeting before the time of voting.

#### **11.16 Votes to Govern**

At any meeting of members, every question shall, unless otherwise required by the Articles, By-laws or the Act, be determined by a majority of the votes cast on the question, where a question refers to anything that requires a vote.

#### **11.17 Casting Vote**

In case of an equality of votes at any meeting of members on a show of hands, on a poll or on the results of an electronic ballot, the chair of the meeting shall be entitled to a second or casting vote.

#### **11.18 Show of Hands**

Subject to the Act, any question at a meeting of members shall be decided by a show of hands, unless a ballot is required or demanded as provided. On a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken on a question, unless a ballot is demanded, an entry in the minutes of a meeting of members to the effect that the chair declared a resolution to be carried or defeated is, in the

absence of proof to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **11.19 Ballots**

On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken on it, the chair may require a ballot or any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time before the ballot is taken.

### **11.20 Adjournment**

The chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a meeting of members is adjourned for less than 30 days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the original meeting that is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

### **11.21 Resolution in Lieu of Meeting**

A resolution in writing signed by all the members entitled to vote on that resolution at a meeting of members is as valid as if it had been passed at a meeting of the members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a director, or the appointment or election of another person to fill the place of that director, a written statement is submitted to the Corporation by the director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of that director; or
- (b) in the case of the removal or resignation of a public accountant, or the appointment or election of another person to fill the office of public accountant, representations in writing are made to the Corporation by that public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation.

### **11.22 Proposals Nominating Directors at Annual Meetings of Members**

Subject to the Regulations, at least forty-five (45) days before the annual meeting of members, the Nominating Committee, if established by the board, will provide a report to the board of directors which will include a slate of candidates for each office of director which is or which will become vacant and for which the members will be electing a replacement and for the office of chair of the board and vice-chair of the board (if such officers' terms are expiring); provided that such slate of nominees will not exceed the number of vacancies on the board.

At least thirty (30) days before the annual general meeting, the board of directors shall send the Nominating Committee's report to each member and invite each member to provide to the president and chief executive officer, at least fourteen (14) days before the annual meeting, the name of any additional candidate which he/she wishes to nominate, together with a letter of support from five (5) other members of the Corporation and a statement by the candidate of interest and qualifications.

### **11.23 Cost of Publishing Proposals for Meetings of Members**

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented, unless otherwise provided by ordinary resolution of the members present at the meeting.

## **SECTION 12 – NOTICES**

### **12.1 Method of Giving Notices**

(1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the director;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other

document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

## **12.2 Computation of Time**

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a non-business day, the period shall end at midnight on the day next following that is not a non-business day.

## **12.3 Undelivered Notices**

If any notice given to a member pursuant to Section 12.1 is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to that member until he or she informs the Corporation in writing of his or her new address.

## **12.4 Omissions and Errors**

The accidental omission to give any notice to any member, director, officer, public accountant or member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on such notice.

## **12.5 Waiver of Notice**

Any member, proxyholder or other person entitled to notice of or attend a meeting of members, director, officer, public accountant or member of a committee of the board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the Articles, the By-laws or otherwise, and that waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of the notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a meeting of members or of the board or a committee of the board, which may be given in any manner.

# **SECTION 13 – DISPUTE RESOLUTION**

## **13.1 Dispute Resolution Mechanism**

If a dispute or controversy among members, directors, officers or committee members of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law; and
- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## **SECTION 14 – AMENDMENT AND REPEAL**

### **14.1 Amendment**

(1) Subject to the Articles, the board may, by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the resolution of the board until the next meeting of members where it may be confirmed, rejected or amended by the members by ordinary resolution. If the By-law, amendment or repeal is confirmed or confirmed as amended by the members, it remains effective in the form in which it was confirmed. Such By-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

(2) Section 14.1(1) does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to Sections 9.1, 9.2, 11.4(1), 11.6(1), 11.6(3), 11.14, 11.15, 12.1 and this 14.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

### **14.2 Repeal**

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The 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, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the members or the board or a committee of the board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

**The undersigned Directors of the Ottawa Jewish Federation (the “Corporation”) hereby certify this to be a true copy of By-Law No. 1 of the Corporation, authorized by a special resolution of the members on September 17, 2014 and effective as of date upon which the**

Corporation is continued in the *Canada Not-for-profit Corporations Act*, which By-Law No. 1 is in full force and effect unamended at the date hereof.

**DATED:**

**September 17, 2014**

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**Director Signature**  
**Director Name:**

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**Director Signature**  
**Director Name:**

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## **BY-LAW NO. 1**

**A BY-LAW RELATING GENERALLY TO THE CONDUCT  
OF THE ACTIVITIES AND AFFAIRS OF JEWISH FEDERATION OF OTTAWA,  
A CORPORATION SUBJECT TO THE  
*CANADA NOT-FOR-PROFIT CORPORATIONS ACT***

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# BY-LAW NO. 1

## A BY-LAW RELATING GENERALLY TO THE CONDUCT OF THE ACTIVITIES AND AFFAIRS OF JEWISH FEDERATION OF OTTAWA, A CORPORATION SUBJECT TO THE *CANADA NOT-FOR-PROFIT CORPORATIONS ACT*

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

### SECTION 1 – INTERPRETATION

#### 1.1 Definitions

In the By-laws of the Corporation, unless the context otherwise requires:

- (1) **“Act”** means the *Canada Not-for-profit Corporations Act*, S.C. 2009, chapter 23, including the Regulations made pursuant to the Act, as such statute or Regulations may be amended, restated or in effect from time to time.
- (2) **“Agent”** means anyone the board designates, including Corporation staff, the Corporation’s accountant, lawyers, or any other person who sometimes maintains records for the Corporation.
- (3) **“Appoint”** includes “elect” and *vice versa*.
- (4) **“Articles”** means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (5) **“Board”** means the board of directors of the Corporation.
- (6) **“By-laws”** means this By-law and any other By-law of the Corporation as amended and which are, from time to time, in force and effect.
- (7) **“Community Synagogue”** means any synagogue which regularly conducts Jewish religious services within the Ottawa Jewish Community and which has been recognized as a community synagogue for these purposes by the board of directors of the Corporation
- (8) **“Corporation”** means the Jewish Federation of Ottawa.
- (9) **“Director”** means a member of the Board.
- (10) **“Donor in good standing”** means a community individual who has made a financial commitment to the Corporation’s most recent annual campaign and is current on his or her

payments to the last year's campaign or formal arrangements are in place to clear up any outstanding pledges;

(11) **“Entity”** means a partnership, a trust, a joint venture or an unincorporated association or organization.

(12) **“Funded Agency”** means an organization that received funding from the Corporation pursuant to the regular allocation process within the 12 month period immediately prior to the date of the annual general meeting of members in a given year

(13) **“Meeting of Members”** means an annual meeting of Members and a special meeting of Members.

(14) **“Member”** means a person interested in furthering the Corporation's purposes who has applied for and been accepted into membership in the Corporation.

(15) **“National Capital Region”** means the geographic area comprised within the City of Ottawa and the City of Gatineau, and such other neighbouring municipalities as the Directors may from time to time determine should be included.

(16) **“Non-business day”** means Saturday, Sunday and any other day that is a holiday as defined in the *Interpretation Act* (Canada) as may be amended, restated or in effect from time to time as well as all Jewish holidays recognized by a Community Synagogue .

(17) **“Officer”** means an individual appointed as an officer of the Corporation pursuant to Section 7.1.

(18) **“Ottawa Jewish Community”** means the community consisting of all those adherents of the Jewish faith ordinarily resident in the National Capital Region

(19) **“Person”** includes any individual or an Entity.

(20) **“Pulpit Rabbi”** means a rabbi employed by a Community Synagogue

(21) **“Recorded address”** means:

- (a) in the case of a Member, his or her address as recorded in the register of Members;
- (b) in the case of an Officer, public accountant or member of a committee of the Board, his or her latest address as recorded in the records of the Corporation; and

- (c) in the case of a Director, his or her latest address as recorded in the most recent notice filed under the Act.

(22) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time.

(23) “**Special meeting of members**” includes a meeting of members and a special meeting of all members entitled to vote at an annual meeting of members.

## **1.2 Other Definitions**

(1) In the interpretation of this By-law, words in the singular include the plural and *vice-versa*, words in one gender include all genders and “**including**” means including, without limitation.

(2) Other than as specified in Section 1.1, words and expressions defined in the Act have the same meanings when used in this By-law.

## **SECTION 2 – GENERAL**

### **2.1 Registered Office**

The registered office of the Corporation shall be in the province or territory within Canada specified in its Articles from time to time.

### **2.2 Corporate Seal**

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

### **2.3 Financial Year**

The financial year end of the Corporation shall be June 30.

### **2.4 Annual Financial Statements**

The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act, to the members, publish a notice to its members stating that the annual financial statements and documents provided in such subsection 172(1) are available at the registered office of the Corporation and that any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or can view them on the Corporation’s website.

## **2.5 Execution of Instruments**

(1) All documents, including deeds, assignments, contracts, obligations, certificates or other instruments (“documents”) requiring the signature of the Corporation shall be signed by any two (2) of its Officers and such documents in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board shall have power from time to time by Resolution to appoint any other person or persons on behalf of the Corporation either to sign contracts, documents, certificates and other instruments in writing generally or to sign specific contracts, documents, certificates or other instruments in writing.

(2) The seal of the Corporation when required may be affixed to any instruments in writing signed as aforesaid or by any Officer or Officers appointed by Resolution of the Board.

(3) The signature of any person authorized to sign on behalf of the Corporation may, if specifically authorized by resolution of the board, be written, printed, stamped, engraved, lithographed, or otherwise mechanically reproduced or may be an electronic signature. Anything so signed shall be as valid as if it had been signed manually, even if that person has ceased to hold office when anything so signed is issued or delivered, until revoked by resolution of the board.

## **2.6 Banking Arrangements**

The banking business of the Corporation, including the borrowing of money and the giving of security therefore, shall be transacted with such banks, trust companies, credit unions, or other bodies corporate, or organizations as may from time to time be designated by or under the authority of the Board. The banking business or any part of it shall be transacted by such Officer of the Corporation and/or other Person as the Board may by resolution from time to time designate, direct, or authorize.

## **2.7 Severability**

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law.

## **SECTION 3 – BORROWING AND SECURITY**

### **3.1 Borrowing Power**

(1) Without limiting the borrowing powers of the Corporation as set forth in the Act, but subject to the Articles, the Board may from time to time on behalf of the Corporation, without authorization of the members:

- (a) borrow money upon the credit of the Corporation;
- (b) issue, reissue, sell or pledge bonds, debentures, notes, or other debt obligations or guarantees of the Corporation, whether secured or unsecured;

- (c) give, directly or indirectly, financial assistance to any Person by means of a loan or a guarantee on behalf of the Corporation to secure performance of any present or future indebtedness, liability, or obligation of any person, or otherwise; and
  - (d) mortgage, hypothecate, pledge, or otherwise create a security interest in all or any currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including accounts, rights, powers, franchises, and undertakings to secure any such bonds, debentures, notes, or other debt obligations or guarantees or any other present or future indebtedness, liability, or obligation of the Corporation.
- (2) Nothing in Section 3.1(1) limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

### **3.2 Delegation**

Subject to the Act and the Articles, the Board may from time to time delegate to a committee of the Board, a Director or an Officer of the Corporation, or any other Person as may be designated by the Board all or any of the powers conferred on the board by Section 3.1 or by the Act to such extent and in such manner as the Board may determine at the time of such delegation.

## **SECTION 4 – DIRECTORS**

### **4.1 Duties of Directors**

The Board shall manage or supervise the management of the activities and affairs of the Corporation consisting of a minimum of three (3) elected Directors and a maximum of eighteen (18) elected Directors.

### **4.2 Qualification**

A Director must meet the following qualifications:

- 1) be part of the Ottawa Jewish Community
- 2) be at least eighteen years of age; and
- 3) be a Donor in Good Standing

A Director shall be a Member of the Corporation.

### **4.3 Election and Term**

(1) The Board shall hold office for the terms confirmed at the annual general Meeting of Members. At the first election of Directors following the approval of this By-law, the number of Directors equal to or greater than (without exceeding the maximum number of Directors defined in 4.1) the number of Directors retiring shall be elected by the Members to serve terms of two (2) years each, it being the intention that Directors shall be elected and shall retire in rotation. Directors shall be eligible for re-election for a maximum of four (4) consecutive two (2) year terms.

(2) The election of Directors shall be by resolution, or if demanded by a Member or a proxyholder, by ballot.

(3) If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

(4) An individual who is elected to hold office as a Director is not a Director and is deemed not to have been elected to hold office as a Director unless:

(a) he or she was present at the meeting when the election took place and he or she did not refuse to hold office as a Director; or

(b) he or she was not present at the meeting when the election took place, and:

(i) he or she consented to hold office as a Director in writing (including electronic transmission of consent) before the election or within 10 days after it; or

(ii) he or she has acted as a Director pursuant to the election.

### **4.4 Removal of Directors**

Subject to the Act, the Members may by ordinary resolution passed at an annual or special Meeting of Members remove any Director from office, and the vacancy created by such removal may be filled at the same meeting, failing which it may be filled by the Board.

### **4.5 Ceasing to Hold Office**

A Director ceases to hold office when:

(a) he or she dies;

(b) he or she is removed from office by the Members;

- (c) he or she becomes bankrupt or suspends payments of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent;
- (d) if the director is incapable of managing property within the meaning of section 6 of the *Substitute Decisions Act 1992*, c. 30 as amended.
- (e) he or she ceases to be qualified for election as a Director;
- (f) he or she ceases to be a Member;
- (g) his or her written resignation is received by the Corporation or, if a time is specified in such resignation, at the time so specified, whichever is later; or
- (h) his or her elected term has expired.

#### **4.6 Filling Vacancies**

(1) Subject to the Act, a quorum of the Board may fill a vacancy in the Board, except for a vacancy resulting from:

- (a) an increase in the number or minimum number of Directors; or
- (b) a failure of the Members to elect the number or minimum number of Directors provided for in the Articles.

(2) The Directors may appoint one or more Directors, in the event of a vacancy, who shall hold office for a term expiring not later than the close of the next annual Meeting of Members, but the total number of Directors so appointed may not exceed one-third the number of Directors elected at the last annual Meeting of Members.

#### **4.7 Action by the Board**

(1) The Board shall exercise its powers by or pursuant to a By-law or resolution either by the signatures of all the Directors then in office, if constituting a quorum, or passed at a Board meeting at which a quorum (as set out in section 5.9 of this By-law) is present.

(2) Where there is a vacancy in the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

#### **4.8 Conflict of Interest**

(1) A Director who is a party to, or who is a Director or officer of or has an interest in any person who is a party to, a contract or transaction or proposed contract or transaction with the Corporation shall disclose in writing to the Corporation, or request to have entered in the minutes of the Board meeting, the nature and extent of his or her interest at the time and in

the manner provided by the Act. Such a Director shall not vote on any resolution to approve the same except as provided by the Act.

(2) Any Director who is an observer to a Funded Agency board shall abstain from votes related to that Agency.

#### **4.9 Remuneration and Expenses**

The Directors shall not be remunerated for their services, and, the Directors shall not be entitled to be reimbursed for travelling and other expenses incurred by them in attending meetings of the Board or any committee thereof.

### **SECTION 5 – BOARD MEETINGS**

#### **5.1 Meeting by Telephone or Electronic Facilities**

A Director may participate in a meeting of the Board or of a committee of the Board by means of such telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

#### **5.2 Calling of Meetings**

Board meetings shall be held from time to time at such time and at such place as the Board, the chair of the Board, the vice-chair of the Board, the president, or any two Directors may determine.

#### **5.3 Notice of Meeting**

(1) Notice of the time and place of each Board meeting may be sent by any means and shall be sent in the manner provided in Section 12 to each Director:

- (a) not less than 7 days before the time when the meeting is to be held;
- (b) in the event of an emergency as determined by the president or the chair of the Board in their absolute discretion, not less than 24 hours before the time of the meeting; or
- (c) if all Directors agree and sign a resolution, and if all Directors attend, the lack of notice can be considered to be waived, except if a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(2) Unless the By-laws otherwise provide, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall

specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

#### **5.4 Waiver of Notice**

A Director may in any manner or at any time waive notice of or otherwise consent to a Board meeting. Attendance of a Director at a Board meeting shall constitute a waiver of notice of that meeting except where a Director attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been properly called.

#### **5.5 First Meeting of New Board**

As long as a quorum of Directors is present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

#### **5.6 Adjourned Meeting**

Notice of an adjourned Board meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

#### **5.7 Regular Meetings**

The Board may appoint a day or days in any month or months for regular Board meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted thereat to be specified.

#### **5.8 Chairperson and Secretary**

The chair of any Board meeting shall be the first mentioned of such of the following Officers as have been appointed and who is a Director and is present at the meeting: chair of the Board or vice-chair of the Board. If no such Officer is present, the Directors present shall choose one of their number to chair that meeting. The secretary of the Corporation shall act as secretary of any Board meeting, and, if the secretary of the Corporation is absent, the chair of that meeting shall appoint a person who need not be a Director to act as secretary of the meeting.

#### **5.9 Quorum**

A majority of the Directors constitutes a quorum at a Voard meeting. For the purpose of determining quorum, a Director may be present in person, or, if authorized by the Board, by teleconference and/or by other electronic means.

### **5.10 Votes to Govern**

- (1) At all Board meetings, every question shall be decided by consensus voting and in the event that the chair so requires the vote to be determined by majority voting, then by number and majority of votes cast on the question.
- (2) Unless a ballot is demanded, an entry in the minutes of a meeting to the effect that the chair of the meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

### **5.11 Casting Vote**

In case of an equality of votes at a Board meeting, the chair of the meeting in addition to an original vote shall be entitled to a second or casting vote.

### **5.12 Resolution in Lieu of Meeting**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, is as valid as if it had been passed at a Board meeting.

## **SECTION 6– COMMITTEES**

### **6.1 Committees of the Board**

- (1) There shall be the following Standing Committees unless otherwise determined by the Board:
  - (a) Finance & Audit
  - (b) Governance & Nominating
  - (c) Grants & Evaluation
- (2) The Board may appoint from their number one or more committees of the Board (referred to as “Standing Committees”), however designated, and delegate to any such committee any of the powers of the Board, except powers to:
  - (a) submit to the Members any question or matter requiring the approval of the Members;
  - (b) fill a vacancy among the Directors or in the office of public accountant or appoint additional Directors;
  - (c) issue debt obligations except as authorized by the Directors;
  - (d) approve any financial statements;

- (e) adopt, amend, or repeal By-laws; and
- (f) establish contributions to be made, or dues to be paid, by Members.

(3) The standing committees may also form sub-committees which shall report to the relevant standing committees. The Board may establish policies regarding the formation, composition, and operation of standing committees, subcommittees, task forces, and other committees of the Corporation, provided that such policies are not inconsistent with the By-laws. Every committee may formulate its own rules of procedure, subject to such regulations, policies, or directions as the Board may from time to time make.

The Board shall appoint the chairs of the standing committees of the Corporation from among the Directors of the Corporation, except in the case of the immediate past-chair of the Corporation serving as chair of the Governance and Nominating Committee who need not be a Director in accordance with Section 7.10. The chair of each standing committee shall be responsible for recruiting members of the standing committee from among the Donors in Good Standing of the Corporation in consultation with the chair of the Board and the vice-chair of the Board provided that the slate of potential committee members shall be subject to the approval of the Board. The term of office of standing committee chairs shall be one (1) year, renewable for up to four (4) consecutive terms and the term of office of members of the committee shall be one (1) year, with no limitation on renewal. The provisions of this paragraph shall apply to all of the standing committees of the Corporation.

## **6.2 Transaction of Business**

Subject to the provisions of Section 6.1, the powers of a committee of the Board may be exercised at a meeting at which a quorum is present or by resolution in writing signed by all members of such committee who would have been entitled to vote on that resolution at a meeting of the committee. Meetings of such committee may be held at any place in or outside Canada.

## **6.3 Advisory Bodies**

The Board may from time to time appoint such advisory bodies (including but not limited to committees, work groups, and task forces) as it may deem advisable.

## **6.4 Procedure**

Unless otherwise determined by the Board, each committee and advisory body shall have the power to fix its quorum at not less than a majority of its members, to elect its chairperson and to formulate its own rules of procedure. To the extent that the Board or the committee does not establish rules to regulate the procedure of the committee, the provisions of these By-laws applicable to Board meetings shall apply with all necessary modifications.

## **SECTION 7– OFFICERS**

### **7.1 Appointment**

The Board shall designate the officers of the Corporation and shall appoint a chair of the Board, a vice-chair of the Board, a past-chair of the board, a chief executive officer, a president, a secretary, a treasurer and such other officers as the Board may determine, including one or more assistants to any of the officers so appointed. One person may hold more than one office. The Board may specify the duties of and, in accordance with these By-laws and, subject to the Act, delegate to such officers the power to manage the activities and affairs of the Corporation. Except for the chair of the Board, a vice-chair of the Board, a treasurer, or a secretary, an officer may, but need not be, a Director. A Director may be appointed to any office of the Corporation.

### **7.2 Chair of the Board**

The Board shall appoint a chair of the Board who shall be a Director. The chair of the Board shall have such other powers and duties as the Board may specify.

### **7.3 Vice-Chair of the Board**

If appointed, the vice-chair of the Board shall be a Director. If the chair of the Board is absent or unable or refuses to act, the vice-chair of the Board shall, when present, preside at all meetings of the Board and of the Members. The vice-chair shall have such other duties and powers as the Board may specify.

### **7.4 Past-Chair of the Board**

The past-chair of the Board shall generally be the immediate past chair of the Corporation unless such person is unable or unwilling to act, in which case the office may be filled by any past chair.7.5

#### **Chief Executive Officer**

If appointed, the chief executive officer, subject to the authority of the Board, shall be responsible for implementing the strategic plans and policies of the Corporation. The chief executive officer may be invited to attend or attend all meetings of the Board but without any voting privileges. The chief executive officer may also be the president of the Corporation.

### **7.6 President**

If appointed, the president shall, subject to the authority of the Board, have general supervision of the activities and affairs of the Corporation. The president shall have such other powers and duties as the Board may specify. The president may be invited to attend or attend all meetings of the Board but without any voting privileges. The president may also be the chief executive officer of the Corporation.

## **7.7 Secretary**

If appointed, the secretary of the Board shall be a Director.

Unless otherwise determined by the Board, the secretary shall attend and be the secretary of all meetings of the Board, Members, and committees of the Board that he or she attends. The secretary shall:

- (a) enter, or cause to be entered, in the Corporation's minute book minutes of all proceedings at meetings of the Board, Members, and committees of the Board, whether or not he or she attends such meetings. The actual taking of minutes of the proceedings of the Board, Members, and committees of the Board may be delegated by the secretary to a staff member and supervised by the secretary;
- (b) give or cause to be given, as and when instructed, all notices to Members, Directors, Officers, the public accountant, and members of committees of the Board;
- (c) be the custodian of the seal of the Corporation and of all books, papers, records, documents, and other instruments belonging to the Corporation, except when some other Officer or Agent has been appointed for that purpose; and
- (d) have such other powers and duties as otherwise may be specified.

The secretary may also be the treasurer of the Corporation.

## **7.8 Treasurer**

If appointed, the treasurer of the Board shall be a Director.

The treasurer shall:

- (a) oversee the financial operations of Corporation;
- (b) ensure that the financial summaries are regularly presented to the Board and in any event no less than two times per fiscal year, as well as financial statements at the annual general Meeting of Members;
- (c) approve methods of accounting used by the Corporation;
- (d) ensure that an annual audit is conducted for the Corporation; and
- (e) have such other powers and duties as the board may specify.

The treasurer may delegate certain duties of the treasurer to a staff member, provided they are supervised by the treasurer. The treasurer may also be the secretary of the Corporation.

## **7.9 Powers and Duties of Officers**

The powers and duties of all Officers shall be such as the terms of their engagement call for or as the Board or (except for those whose powers and duties are to be specified only by the Board) the chair may specify. The Board and (except as aforesaid) the chair may, from time to time and subject to the provisions of the Act, vary, add to or limit the powers and duties of any Officer. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the chair otherwise directs.

## **7.10 Term of Office**

(1) The chair of the Board and the vice-chair of the Board, if appointed, shall hold office for a term of two (2) years, unless otherwise provided by the Board. All other Officers shall hold office for a one year period or on terms to be determined annually by the Board.

(2) In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of appointment); or
- (d) such Officer's death.

(3) If the office of any Officer of the Corporation shall be or become vacant, the Board may, by resolution, appoint an individual to fill such vacancy.

## **7.11 Conflict of Interest**

An officer shall disclose his or her interest in any material contract or transaction or proposed material contract or transaction with the Corporation in accordance with Section 4.8.

## **SECTION 8 – PROTECTION OF DIRECTORS, OFFICERS AND OTHERS**

### **8.1 Limitation of Liability**

Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the Corporation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no director or officer shall be liable for the acts, omissions, failures, neglects or defaults of any other director,

officer or employee, or for joining in any act for conformity, or for any loss, damage or expense suffered or incurred by the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys 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 moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his or her office or in relation thereto. Nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

## **8.2 Indemnity**

(1) The Corporation shall indemnify a director or officer of the Corporation, a former director or officer of the Corporation and their heirs, executors and administrators, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.

(2) The Corporation shall advance monies to a director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 8.2(1). The individual shall repay the monies if he or she does not fulfil the conditions of Section 8.2(3).

(3) The Corporation shall not indemnify an individual under Section 8.2(1) unless he or she:

- (a) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.

(4) The Corporation shall also indemnify the individual referred to in Section 8.2(1) in such other circumstances as the Act or law permits or requires. Nothing in these By-laws shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of these By-laws.

### **8.3 Insurance**

Subject to the Act, the Corporation may purchase and maintain such insurance for the benefit of any individual referred to in Section 8.2(1) as the board may from time to time determine.

## **SECTION 9 – MEMBERS**

### **9.1 Membership Conditions**

Subject to the Articles, there shall be one class of member in the Corporation. Membership in the Corporation shall be available to persons interested in furthering the Corporation's purposes and who have applied for and been accepted into membership in the Corporation by resolution of the Board or in such other manner as may be determined by the Board. Each Member shall be entitled to receive notice of, attend and vote at all Meetings of the Members of the Corporation.

All Members must meet the following qualifications:

- (a) be part of the Ottawa Jewish Community;
- (b) be at least eighteen years of age; and
- (c) be a Donor in good standing.

The following persons may be Members of the Corporation:

- (a) each incumbent member of the Board of Directors;
- (b) a maximum of eighteen (18) members-at-large appointed by the Board of Directors to serve as Members;
- (c) one representative from each Funded Agency;
- (d) a representative of each Community Synagogue, which may but not need be the pulpit Rabbi;
- (e) the chair of the Ottawa Jewish Community Foundation; and
- (f) each past-Chair of the Corporation.

The Board of Directors of the Corporation shall, by Resolution, approve the admission of the Members of the Corporation and may also establish membership rules providing for the admission of Members by the Secretary of the Corporation.

Each Funded Agency and Community Synagogue shall notify the Secretary of the Corporation at least forty-five (45) days before the Annual General Meeting in each year regarding the name and contact particulars of its representative who shall fulfill the position of Member for the ensuing year. Such organizations may also be responsible for notifying the Secretary of the Corporation of any change in their respective representatives within fifteen (15) days of such change being effective.

The term of each Member who is not a Director shall commence on the date that such membership is approved by the Board of Directors of the Corporation and shall continue in effect until the close of the Annual General Meeting in the year following unless the term is extended or renewed by the Board prior to such Annual General Meeting. The term of a Member who is also a Director of the Corporation shall commence automatically upon election as a Director and shall continue until the close of the Annual Meeting at which the Members elect a replacement for that Director. At the close of such meeting, each Member who has not been re-elected as a Director shall cease to be a Member of the Corporation. Members-at-Large are appointed by the Board to serve for a two-year term, for a maximum of three terms. Each Member is entitled to receive notice of, attend, and vote at all Meetings of Members and each Member shall be entitled to one (1) vote at Meetings of Members.

## **9.2 Membership Transferability**

A membership may only be transferred to the Corporation.

## **SECTION 10 - MEMBERSHIP DUES, TERMINATION, AND DISCIPLINE**

### **10.1 Membership Dues**

There shall be no membership dues.

### **10.2 Termination of Membership**

A membership in the Corporation is terminated when:

- (a) the member dies;;
- (b) the Member fails to maintain any qualifications for membership described in Section 9.1;
- (c) the Member resigns by delivering a written resignation to the Secretary, in which case such resignation shall be effective on the date specified in the resignation;
- (d) the Member is expelled in accordance with Section 10.4 or is otherwise terminated in accordance with the Articles or By-laws; or
- (e) the Member's term of membership expires.

### **10.3 Effect of Termination of Membership**

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

### **10.4 Discipline of Members**

(1) The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- (a) violating any provision of the Articles, By-laws or written policies of the Corporation;
- (b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole and absolute discretion; or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

(2) If the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Secretary, or such other Officer as may be designated by the Board, shall provide 20 days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make a written submission to the Secretary, or such other Officer as may be designated by the Board, in response to the notice received, within such 20-day period. If no written submission is received by the Secretary, the Secretary, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation. If a written submission is received in accordance with this Section 10.4(2), the Board shall consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further 20 days from the date of receipt of the submission. The Board's decision shall be final and binding on the Member, without any further right of appeal.

## **SECTION 11 – MEETINGS OF MEMBERS**

### **11.1 Annual Meetings**

The annual Meeting of Members shall be held at such time in each year and, subject to Section 11.5, at such place as the Board may determine, for the purpose of considering the minutes of an earlier meeting, considering the financial statements and reports required by the Act to be placed before the Annual Meeting, electing Directors, appointing or waiving the appointment of a public accountant, fixing or authorizing the Directors to fix the remuneration payable to any such public accountant, and for the transaction of such other business as may properly be brought before the meeting.

## **11.2 Special Meetings**

The Board shall have power to call a special Meeting of Members at any time.

## **11.3 Members Calling a Members' Meeting**

The Board shall call a special Meeting of Members in accordance with subsection 167(3) (Directors Calling Requisitioned Meeting) of the Act, on written requisition of Members carrying not less than 5% of the voting rights. If the Board does not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

## **11.4 Meeting Held by Electronic Means**

(1) The Corporation may, at its sole discretion, make available a telephonic, electronic, or other communication facility for Meetings of Members. Where such a facility is made available, any person entitled to attend a Meeting of Members may vote and otherwise participate in the meeting by means of that facility, provided it permits all participants to communicate adequately with each other during the meeting. A person participating in a Meeting of Members by such means is deemed to be present at the Meeting. The Corporation is not obligated to make any electronic, telephonic, or other communication facility available for any Meeting of Members, including the Annual General Meeting. The provision of such a facility, if any, shall be at the sole discretion of the Corporation on a meeting-by-meeting basis. The Corporation reserves the right to select the means for holding meetings and receiving votes.

(2) Directors who call (but not Members who requisition) a Meeting of Members may determine that:

- (a) the meeting shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during the meeting; and
- (b) any vote shall be held, in accordance with the Regulations, entirely by means of a telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

(3) Any vote at a Meeting of Members may be carried out by means of a telephonic, electronic, or other communication facility, if the facility:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member or group of Members voted.

### **11.5 Place of Meetings**

(1) Meetings of Members shall be held at such place in Canada as the Directors determine or, in the absence of such a determination, at the place where the registered office of the Corporation is located. If all the Members entitled to vote at that meeting so agree or the Articles specify a place outside Canada where a Meeting of Members may be held, a Meeting of Members of the Corporation may be held outside Canada. A meeting held under Section 11.4 shall be deemed to be held at the place where the registered office of the Corporation is located.

(2) A Member who attends a Meeting of Members held outside Canada is deemed to have agreed to it being held outside Canada except when the Member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully held.

### **11.6 Notice of Meeting of Members**

(1) Notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- (a) by mail, courier, or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held;
- (b) by telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
- (c) either 11.6 (1)(a) or (b) above and in a Jewish newspaper or bulletin or the Corporation's website.

(2) Notice of the time and place of each Meeting of Members shall also be given in the manner provided in Section 12.1 not less than 21 days before the date of the meeting to each Director and to any public accountant.

(3) Notice of a Meeting of Members called for any purpose other than consideration of the minutes of an earlier meeting, financial statements and public accountant's report, election of Directors, reappointment of the incumbent public accountant, or fixing or authorizing the Directors to fix the remuneration payable to such public accountant shall state or be accompanied by a statement of:

- (a) the nature of the business in sufficient detail to permit the Members to form a reasoned judgment on it; and
- (b) the text of any special resolution to be submitted to the meeting.

### **11.7 List of Members Entitled to Notice**

For every Meeting of Members, the Corporation shall prepare a list of Members entitled to receive notice of the meeting, arranged in alphabetical order. If a record date for the meeting is fixed pursuant to Section 11.8, the Members listed shall be those registered at the close of business on that record date. If no record date is fixed, the Members listed shall be those registered at the close of business on the day immediately preceding the day on which notice of the meeting is given or, where no such notice is given, on the day on which the meeting is held. The list shall be available for examination by any Member during usual business hours at the registered office of the Corporation or at the place where the register of Members is maintained and at the meeting for which the list was prepared. Where a separate list of Members has not been prepared, the names of persons appearing in the register of Members at the requisite time as a Member carrying the right to vote at such a meeting shall be deemed to be a list of Members.

### **11.8 Record Date for Notice**

The Board may fix in advance a date, preceding the date of any Meeting of Members by not more than 60 days and not less than 21 days, as a record date for the determination of the Members entitled to notice of the meeting, and notice of any such record date shall be given not less than 7 days before the record date, by advertisement in a local newspaper or Jewish newspaper published or distributed in the place where the Corporation has its registered office, or bulletin unless notice of the record date is waived in writing by every Member of the class or group affected whose name is set out in the register of Members of the Corporation at the close of business on the day the Directors fix the record date. If no such record date is so fixed, the record date for the determination of the Members entitled to receive notice of the meeting shall be at the close of business on the day preceding the day on which the notice is given or, if no notice is given, shall be the day on which the meeting is held.

### **11.9 Waiver of Notice**

(1) A Meeting of Members may be held without notice at any time and place permitted by the Act if:

- (a) all the Members entitled to vote at the meeting are present in person or duly represented or if those not present or represented waive notice of or otherwise consent to the meeting being held; and
- (b) the public accountant and the Directors are present or waive notice of or otherwise consent to the meeting being held,

so long as the Members, public accountant, or Directors present are not attending for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

(2) At a meeting held under Section 11.9(1), any business may be transacted which the Corporation may transact at a Meeting of Members.

#### **11.10 Chair, Secretary, and Scrutineers**

The Chair of any Meeting of Members shall be the first mentioned of such of the following Officers as have been appointed and who is present at the meeting: Chair of the Board; Vice-chair of the Board, Secretary, Treasurer, or President and/or Chief Executive Officer of the Corporation. If no such Officer is present within 15 minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to chair the meeting. If the Secretary of the Corporation is absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chair with the consent of the meeting.

#### **11.11 Persons Entitled to be Present**

The only persons entitled to be present at a Meeting of the Members shall be those entitled to attend or vote at the meeting, the Directors, public accountant, legal counsel of the Corporation and others who, although not entitled to attend or vote, are entitled or required under any provision of the Act, the Articles or the By-laws to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by resolution of the Members.

#### **11.12 Quorum**

A quorum at any Meeting of the Members shall be eighteen (18) Members present in person. A quorum need not be present throughout the meeting provided that a quorum is present at the opening of the meeting. If a quorum is not present at the time appointed for the meeting or within a reasonable time after that the Members may determine, the Members present or represented may adjourn the meeting to a fixed time and place but may not transact any other business.

#### **11.13 Right to Vote**

Every person named in the list referred to in Section 11.7 shall be entitled to vote at the meeting to which the list relates.

#### **11.14 Absentee Voting at Members' Meetings**

**11.15** Subject to the Act and the Regulations, the Corporation may authorize Members entitled to vote at a Meeting of Members to do so by proxy or by such other prescribed method of absentee voting as the Corporation may determine. If the Corporation so authorizes, the procedures for proxy voting and any other method of absentee voting shall comply with the requirements set out in the Act and the Regulations.      Time for Deposit of Proxies

**11.16** If proxy voting has been authorized, the Corporation may fix a time, not exceeding 48 hours (excluding non-business days) before a Meeting or adjourned Meeting of Members, by which proxies must be deposited with the Corporation. Any such deadline shall be specified in the notice of Meeting.

#### **11.17 Votes to Govern**

At any Meeting of Members, every question shall, unless otherwise required by the Articles, By-laws or the Act, be determined by a majority of the votes cast on the question, where a question refers to anything that requires a vote.

#### **11.18 Casting Vote**

In case of an equality of votes at any meeting of members on a show of hands, on a poll or on the results of an electronic ballot, the chair of the meeting shall be entitled to a second or casting vote.

#### **11.19 Show of Hands**

Subject to the Act, any question at a Meeting of Members shall be decided by a show of hands, unless a ballot is required or demanded as provided. On a show of hands, every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands has been taken on a question, unless a ballot is demanded, an entry in the minutes of a Meeting of Members to the effect that the chair declared a resolution to be carried or defeated is, in the absence of proof to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

#### **11.20 Ballots**

On any question proposed for consideration at a Meeting of Members, and whether or not a show of hands has been taken on it, the chair may require a ballot or any person who is present and entitled to vote on the question at the meeting may demand a ballot. A ballot so required or demanded shall be taken in such manner as the chair shall direct. A requirement or demand for a ballot may be withdrawn at any time before the ballot is taken.

### **11.21 Adjournment**

The chair at a Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. If a Meeting of Members is adjourned for less than 30 days, it will not be necessary to give notice of the adjourned meeting, other than by announcement at the original meeting that is adjourned. Subject to the Act, if a meeting of members is adjourned by one or more adjournments for an aggregate of 30 days or more, notice of the adjourned meeting shall be given as for an original meeting.

### **11.22 Resolution in Lieu of Meeting**

A resolution in writing signed by all the Members entitled to vote on that resolution at a Meeting of Members is as valid as if it had been passed at a Meeting of the Members unless, in accordance with the Act:

- (a) in the case of the resignation or removal of a Director, or the appointment or election of another person to fill the place of that Director, a written statement is submitted to the Corporation by the Director giving the reasons for his or her resignation or the reasons why he or she opposes any proposed action or resolution for the purpose of removing him or her from office or the election of another person to fill the office of that Director; or
- (b) in the case of the removal or resignation of a public accountant, or the appointment or election of another person to fill the office of public accountant, representations in writing are made to the Corporation by that public accountant concerning its proposed removal, the appointment or election of another person to fill the office of public accountant or its resignation.

### **11.23 Proposals Nominating Directors at Annual Meetings of Members**

Subject to the Regulations, at least twenty-two (22) days before the annual Meeting of Members, the Nominating Committee, if established by the Board, will provide a report to the Board of Directors which will include a slate of candidates for each office of Director which is or which will become vacant and for which the Members will be electing a replacement and for the office of Chair of the Board and Vice-chair of the Board (if such Officers' terms are expiring); provided that such slate of nominees will not exceed the number of vacancies on the Board.

At least twenty-one (21) days before the Annual General Meeting, the Board of Directors shall send the Nominating Committee's report to each Member and invite each Member to provide to the President and Chief Executive Officer, at least fourteen (14) days before the annual Meeting, the name of any additional candidate which he/she wishes to nominate, together with a letter of support from five (5) other Members of the Corporation and a statement by the candidate of interest and qualifications.

## **SECTION 12– NOTICES**

### **12.1 Method of Giving Notices**

(1) Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to a Member, Director, Officer, member of a committee of the Board, or to the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or, in the case of notice to a Director, to the latest address as shown in the last notice that was sent by the Corporation in accordance with subsections 128(1) (Notice of Directors) or 134(1) (Notice of Change of Directors) of the Act and received by the Director;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- (c) if sent to such person by telephonic, electronic, or other communication facility at such person's recorded address for that purpose; or
- (d) if provided in the form of an electronic document in accordance with Part 17 (Documents in Electronic or Other Form) of the Act.

(2) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid. A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box, and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written, or printed or partly written, stamped, type-written, or printed.

### **12.2 Computation of Time**

In computing the period of days when notice must be given under any provision requiring a specified number of days notice of any meeting or other event, the period shall be deemed to begin on the day following the event that began the period and shall be deemed to end at midnight of the last day of the period, except that, if the last day of the period falls on a

non-business day, the period shall end at midnight on the day next following that is not a non-business day.

### **12.3 Undelivered Notices**

If any notice given to a member pursuant to Section 12.1 is returned on two consecutive occasions because such member cannot be found, the Corporation shall not be required to give any further notices to that member until he or she informs the Corporation in writing of his or her new address.

### **12.4 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer, public accountant or Member of a committee of the board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance of the notice shall not invalidate any action taken at any meeting held pursuant to the notice or otherwise founded on such notice.

### **12.5 Waiver of Notice**

Any Member, proxyholder, or other person entitled to notice of or attend a Meeting of Members, Director, Officer, public accountant, or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given to him or her under the Act, the Articles, the By-laws, or otherwise, and that waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in the giving or in the time of the notice, as the case may be. Any such waiver or abridgement shall be in writing, except a waiver of notice of a Meeting of Members or of the Board or a committee of the board, which may be given in any manner.

## **SECTION 13 – DISPUTE RESOLUTION**

### **13.1 Dispute Resolution Mechanism**

If a dispute or controversy among Members, Directors, Officers, or committee members of the Corporation arising out of or related to the Articles or By-laws, or out of any aspect of the activities or affairs of the Corporation is not resolved in private meetings between the parties, including consideration for the process of mediation, then such dispute or controversy shall be settled by a process of dispute resolution as follows to the exclusion of such persons instituting a law suit or legal action:

- (a) the dispute shall be settled by arbitration before a single arbitrator, in accordance with the *Arbitration Act, 1991* (Ontario) or as otherwise agreed upon by the parties to the dispute. All proceedings relating to arbitration shall be kept confidential, and there shall be no disclosure of any kind. The decision of the

arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law, or mixed fact and law; and

- (b) all costs of the arbitrator shall be borne by such parties as may be determined by the arbitrator.

## **SECTION 14 – AMENDMENT AND REPEAL**

### **14.1 Amendment**

(1) Subject to the Articles, the Board may, by resolution, make, amend, or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment, or repeal shall be effective from the date of the resolution of the Board until the next Meeting of Members where it may be confirmed, rejected, or amended by the Members by ordinary resolution. If the By-law, amendment, or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Such By-law, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next Meeting of Members or if it is rejected by the Members at the meeting.

(2) Section 14.1(1) does not apply to a By-law that requires a special resolution of the Members according to subsection 197(1) (Amendment of Articles or By-laws) of the Act. Pursuant to subsection 197(1) of the Act, a special resolution of the members is required to make any amendments to Sections 9.1, 9.2, 11.4(1), 11.6(1), 11.6(3), 11.14, 11.15, 12.1 and this 14.1(2) if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

### **14.2 Repeal**

All previous By-laws of the Corporation are repealed as of the coming into force of these By-laws. The 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, or the validity of any Articles or predecessor charter documents of the Corporation obtained pursuant to, any such By-laws before its repeal. All Officers and persons acting under any By-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed By-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

The undersigned Directors of the Jewish Federation of Ottawa (the "Corporation") hereby certify this to be a true copy of By-Law No. 1 of the Corporation, authorized by a special resolution of the Members on June 24, 2026 and effective as of date upon which the Corporation is continued in the *Canada Not-for-profit Corporations Act*, which By-Law No. 1 is in full force and effect unamended at the date hereof.

DATED:

June 24, 2026

\_\_\_\_\_  
Director Signature

Director Name:

\_\_\_\_\_  
Director Signature

Director Name: