

HAMILTON JEWISH FEDERATION BY-LAWS
APPROVED MAY 31, 2022 AT THE ANNUAL GENERAL MEETING

ARTICLE 1 – NAME AND MISSION

- 1.1 The name of the organization is Hamilton Jewish Federation. Hamilton Jewish Federation includes, as a division, Hamilton Jewish Communal Projects. For the purposes of this document the organization, including Hamilton Jewish Communal Projects, shall be known as “Federation”.
- 1.2 The Federation may receive, acquire and hold gifts, donations, legacies and devises in accordance with all applicable laws.
- 1.3 Federation is committed to providing a safe, engaged and inclusive Jewish community that cares for its members, the people of Israel and World Jewry, by:
 1. Protecting the vulnerable in Hamilton, Israel and around the world
 2. Educating, engaging and strengthening our Jewish Community
 3. Supporting and advocating for Jewish and Israel issues.
- 1.4 Federation seeks to provide the leadership and co-ordination of services to meet communal needs and operates the annual central fundraising campaign of the Greater Hamilton Jewish Community to assist in supporting approved local, national, overseas and endowment programmes.

- 1.5 All By-Laws will comply with the laws governing Not-for-Profit Organizations and their amendments.

ARTICLE 2 – DEFINITIONS

- 2.1 Unless the context otherwise requires, the following expressions shall have the following meanings:
 - a. “Annual Community Campaign” (Campaign) shall mean the annual fundraising campaign of Federation;
 - b. “Beneficiary Agency” shall mean and include any organization that meets Federation’s criteria as established by the Board of Directors;
 - c. “Board of Directors” (Board) shall mean and include the Board as constituted pursuant to Article 6 hereof and with the duties and powers set out herein;
 - d. “Campaign Cabinet” shall mean the members who chair the divisions of the Campaign;
 - e. “Chief Executive Officer” (CEO) shall be the person serving in that position as constituted pursuant to Article 10 hereof and with the duties and powers set out therein;
 - f. “Director” shall mean and include the current members of the Board;
 - g. “Executive Committee” shall mean and include the Executive Committee as constituted pursuant to Article 8 hereof and with the duties and powers set out therein;

- h. “General Meeting” means the Annual General Meeting of Federation or such other general meetings of the members as might, from time to time, be called by the Chair or called pursuant to petition.
- i. “Greater Hamilton Jewish Community” shall mean and include all those persons ordinarily resident in the Jewish Communities in Hamilton and the surrounding areas.
- j. “Hamilton Jewish Communal Projects” is the legal name of the entity formerly known as the Jewish Community Centre.
- k. “Member” shall mean any individual who fulfils the requirements of Article 4;
- l. “Nominating Committee” shall mean and include those persons shown in Article 16.1; and
- m. “Officer” shall mean and include each person who is serving as an officer of the organization pursuant to Article 8.

ARTICLE 3 - FISCAL YEAR

- 3.1 The fiscal year of Federation shall commence on the first day of July in any one year and end on the thirtieth day of June in the immediately following year (the “Fiscal Year”).

ARTICLE 4 - MEMBERSHIP AT LARGE

- 4.1 Any person resident in the Greater Hamilton Jewish Community, who made a minimum pledge of \$18.00 to the Annual Community Campaign’s current year campaign and is current on payments to the last year’s campaign, or

for whom formal arrangements are in place to clear up any outstanding pledges, is a Member.

- 4.2 A donation of at least \$360.00 made to the current Annual Community Campaign by a corporation made on behalf of individuals or a family or families shall entitle each individual to Federation membership.
- 4.3 Any Member wishing to withdraw from membership may do so upon notice in writing directed to the Federation to the attention of the Board but will not be entitled to a refund of their contribution.
- 4.4 A Member in good standing with the Federation is eligible to vote at any Annual General Meeting or Special General Meeting of the Federation, to serve on the Board, the Executive, a Committee, or in any other office, provided the Member pays the abovementioned contribution at least 14 days before any Annual General Meeting or Special General Meeting.

ARTICLE 5 – BENEFICIARY AGENCIES

- 5.1 It is expected that any agency applying for Beneficiary Agency status submit the following information to the Federation Allocations Committee:
 - a. Proof of non-profit status
 - b. Proof of continuous operation for a minimum of two years prior to application, unless otherwise determined by the Board;
 - c. All further information requested by the Federation's Allocations Committee;

- d. A list of current Officers and Directors;
- e. A statement indicating that the agency Board of Directors has duly voted to apply for beneficiary status;
- f. The organization's current by-laws and mission statement;
- g. Audited statements for the previous two years and such other reporting required in order to comply with the Beneficiary Agency's regulatory and statutory requirements; and
- h. Be prepared to sign the Federation Beneficiary "Memorandum of Understanding".

Failure to submit the abovementioned information may result in rejection of the application for Beneficiary Agency status.

Beneficiary Agency status will be extended following review of the required materials and a majority vote of the Federation Board.

5.2 Beneficiary Agency status is subject to annual review by the Board.

ARTICLE 6 – BOARD OF DIRECTORS (BOARD)

6.1 The Board of Federation shall consist of a minimum of 9 and a maximum of 15 persons and shall consist of the Executive Committee and Directors at Large. The Chair, with Board approval, may appoint a maximum of three (3) Members for a two-year term but, in any event, the Board shall not then be more than 15 persons.

The number of directors of the corporation and number of directors to be elected at the Annual General Meeting shall be the number determined from time to time by special resolution.

- 6.2 A person eligible to be elected as a Director at the Annual General Meeting must be:
- a. An individual.
 - b. A person 18 years of age or older.
 - c. A person who has not been found incapable of managing property under the *Substitute Decisions Act, 1992* or *Mental Health Act*
 - d. A person who has not been found incapable by any court in Canada or elsewhere.
 - e. A person who does not have the status of a bankrupt pursuant to the *Bankruptcy and Insolvency Act*.
 - f. A member of the Greater Hamilton Jewish Community;
 - g. A member of the Federation in good standing;
 - h. Nominated by the Nominating Committee; and
 - i. Present at the Annual General Meeting to accept such nomination or have consented in writing to accept such nomination.
- 6.3 The term of office of a Director shall be two (2) years. At the first election of Directors following the approval of this By-Law, the Directors elected there shall hold office for the terms confirmed there. It is intended that Directors shall be elected and shall retire in rotation. Directors shall be eligible for re-election for a maximum of three (3) two-year terms unless appointed to the Executive Committee and approved by the Board.

6.4 A Director may be removed from office by ordinary resolution at a Special Meeting of the Members duly called for such purpose. Any 2 members of the Executive may call a Special Meeting of the Members.

ARTICLE 7 – POWERS AND DUTIES OF THE BOARD

7.1 The powers and duties of the Board shall be as follows:

- a. To manage and control the affairs and assets of Federation;
- b. To recommend to the membership such changes in the By-Laws as may be necessary or advisable in order to further carry out the objectives of Federation;
- c. To establish such additional committees and task forces as are necessary or advisable in order to achieve the mission and objectives of Federation;
- d. To elect chairpersons to the various committees of federation as may be recommended to the Board by the Executive from time to time;
- e. To engage a Chief Executive Officer and such other persons as may be deemed necessary upon such terms and conditions as the Board deems reasonable and appropriate in order to further the objectives and priorities of Federation;
- f. To make a report of motions made and carried available at the Annual General Meeting;
- g. To delegate such powers or duties to the Executive Committee, the Chief Executive Officer, and the various committees as may be necessary or desirable in order to further the objectives of Federation,

subject to such exclusions imposed by Ontario's, *Not-for-Profit Corporations Act* and subject to such limitations as the Board may, in its discretion, impose,

- h. To approve the allocation of various funds of Federation in order to further the objectives and priorities of Federation;
- i. To approve appointments to the Executive Committee;
- j. To comply with the principles of good governance, including the development of a succession plan;
- k. To comply with and execute the Confidentiality/Non-Disclosure Policy and any other documentation and/or agreements that a Board member is required from time to time to execute;
- l. To ensure all communications made in the Federation's name align with the mission statement and objectives and priorities of the Federation;
- m. To comply with the Federation's conflict of interest policy, and to disclose any interest in any person or corporation who is a party to a contract or transaction or proposed contract or transaction with the Federation, and to refrain from voting on any resolution to approve the same except as provided by the Act;
- n. To serve on the Board as a volunteer without any claim to or for remuneration.

ARTICLE 8 – EXECUTIVE

- 8.1 The Executive of Federation shall consist of a Chair, Immediate Past Chair, Chair Elect, Treasurer, and other positions and responsibilities as the Chair, with Board approval, may determine.
- 8.2 The Chair and the Executive Committee shall be elected, where necessary, from the Board at a meeting of the Board immediately following the Annual General Meeting.
- 8.3 The Chair, with Board approval, may appoint additional members to the Executive but, in any event, the Executive shall not then be fewer than four (4) persons or more than seven (7) persons.
- 8.4 The Chair Elect: In case of the absence of the Chair, the Chair Elect shall preside at any and all of the meetings of the Board and of the Executive Committee. In the event the Chair's office is vacated, the Chair Elect shall perform all of the duties of the Chair.
- 8.5 Members of the Executive shall hold office until the last meeting before the Annual General Meeting two (2) years from the date of appointment.
- 8.6 Votes by the Executive shall be carried by a decision of the majority of those in attendance at the applicable Executive meeting.
- 8.7 Decisions made by the Executive shall be conveyed to the Board.

ARTICLE 9 – RESPONSIBILITY OF THE EXECUTIVE

- 9.1 The Chair shall preside at all meetings of Federation, act as Chair of all meetings of the Executive or Board and shall be an ex-officio member of all Committees.
- 9.2 The Executive may recommend to the Board such Committees as may be necessary or advisable in order to further the objects of Federation and shall appoint the chairperson thereof, subject to the approval of the Board.
- 9.3 The Chair shall make a report to the Annual General Meeting.
- 9.4 The other officers shall assist the Chair and may perform the duties of the Chair in the event of absence or inability to act for such time as required up to a maximum of 180 days. If the Chair is absent or unable to act for more than 180 days, then the following is the line of succession:
- Chair-Elect or Immediate Past Chair
 - Treasurer
 - Secretary
- 9.5 The Executive may perform such additional duties as may be required by the Chair or the Board from time to time subject to such exclusions imposed by Ontario's *Not-for-Profit Corporations Act*.
- 9.6 The Executive shall meet at least four (4) times yearly.

- 9.7 The Executive is empowered to act on behalf of the Board when the Board is not sitting, subject to such exclusions imposed by Ontario's *Not-for-Profit Corporations Act*.
- 9.8 All decisions of the Executive shall require ratification by a simple majority of the Board. The Board may be polled by any means to ratify an executive decision.

ARTICLE 10 – CHIEF EXECUTIVE OFFICER (CEO)

- 10.1 The day-to-day administration of Federation shall be the responsibility of the CEO, carrying out the duties delegated by the Board. The CEO shall be responsible for implementing the strategic plans and policies of the Federation.
- 10.2 The CEO will co-ordinate the Campaign with the assistance of the Campaign Cabinet.
- 10.3 The CEO shall be responsible to the Board and shall report to the Chair.
- 10.4 The CEO shall attend regular meetings of Federation, the Board and the Executive and any committee meetings as a non-voting member.
- 10.5 The employment of the CEO shall be subject to such terms and conditions as may be agreed upon between the Chair and the prospective candidate subject to the approval of the Executive. It is understood and agreed that

the Executive shall receive general parameters of said terms and conditions from the Board.

10.6 The CEO, in co-ordination with the Treasurer and the Finance Committee, shall be responsible to obtain and review budget requests from all committees and shall prepare and recommend an annual operating budget to the Executive for review and approval and ratification by the Board.

ARTICLE 11 – MEETINGS OF THE FEDERATION

11.1 The Annual General Meeting shall be held before the start of the following fiscal year for the purposes of:

- a. considering the minutes of an earlier meeting,
- b. considering the financial statements and reports required by the Act to be placed before the annual meeting,
- c. electing directors,
- d. appointing or waiving the appointment of a public accountant,
- e. fixing or authorizing the directors to fix the remuneration payable to any such public accountant, and
- f. for the transaction of such other business as may properly be brought before the meeting.

There shall be not less than ten (10) days and not more than fifty (50) days notice of such meetings.

- 11.2 Special general meetings may be held at any time on the call of the Chair and must be called by the Chair on receipt of a petition signed by at least twenty (20) Members setting out in detail the purpose for which the meeting is to be called and the resolutions to be put before it. No other business shall be transacted other than those purposes and resolutions referred to above.
- 11.3 Notice shall be given to the Members not less than ten (10) days and not more than fifty (50) days prior to any general meeting. Any notice to be sent or delivered in accordance with this By-Law shall be delivered personally or sent by prepaid mail or by email to the addressee at the latest address known to the Federation. A notice shall be deemed to be received when it is delivered personally, emailed, or mailed by ordinary mail, on the earlier of the day the intended recipient actually receives the notice, or the fifth business day after the day the notice or transmission thereof is sent.
- 11.4 Twenty (20) Members present shall constitute a quorum at any General Meeting of Federation.
- 11.5 All meetings of the Federation, the Board, or its Committees, shall be conducted in accordance with the most recent edition of Wainberg's Society Meetings including Rules of Order, except that where such Rules conflict with these By-Laws, the By-Laws shall prevail. Where any Rules or By-Laws conflict with any statutory provisions in force from time to time in the Province of Ontario, such statutory provisions shall then prevail.

- 11.6 Any resolution placed before any meeting of Federation, its Executive, Board, or any of its committees, shall pass upon a majority vote of the Members present, save and except for those resolutions requiring a larger majority as specified in these By-Laws.
- 11.7 All votes at any meeting of Federation, its Executive, Board or committees, shall be conducted by a show of hands of the members present and entitled to vote at such meetings unless a majority of members decide that such vote shall be conducted by secret ballot, in which case the vote shall be conducted by secret ballot.
- 11.8 Approved Agendas and approved Minutes of all meetings of the Federation Board Meetings may be inspected by any Member during office hours and upon reasonable notice.

ARTICLE 12 – MEETINGS OF THE BOARD OF DIRECTORS

- 12.1 The Board shall meet at least six (6) times per year in such manner and at such time and place as may be designated by the Chair or the Chair's designate.
- 12.2 Notice of the manner, time and place of each meeting shall be given to each Director not less than ten (10) days and not more than fifty (50) days before the day set for the meeting.

- 12.3 A simple majority of the Directors shall constitute a quorum at all meetings of the Board.
- 12.4 A Director may waive entitlement to notice or may consent to abridge the time for the giving of such notice at any time either in writing or by email. Attendance of a Director at a board meeting shall constitute 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.
- 12.5 Special Meetings of the Board may be requested by members of the Board. Requests must be directed to the Chair and signed by a simple majority of the Board. Notice of a Special Meeting of the Board shall be a minimum of seven (7) days and shall contain the date, time, manner, place and agenda of the meeting. No business other than that for which the meeting was called shall be transacted at a Special Meeting. The notice period can be waived or reduced if the Executive deems the Special Meeting to be urgent.
- 12.6 The office of a Director shall be automatically vacated if:
- a. The Director ceases to be a Member of Federation;
 - b. The Director becomes bankrupt;
 - c. The Director is found to be mentally incompetent or becomes of unsound mind as designated by a physician or other authorized person designated by statute to do so;

- d. The Director by notice in writing to the Chair resigns the office of Director, which resignation shall be effective at the time it is received by the Chair or at the time specified in the notice, whichever is later;
- e. The Director is convicted of an indictable offence under the *Criminal Code*.
- f. The Director dies; or
- g. The Director is absent without notice from three (3) consecutive Board Meetings within a one year period provided that the Board may, by resolution, waive this requirement.

12.7 Minutes of Board Meetings shall be prepared and kept by the Secretary or such other person as the Board authorizes and shall be made available to Members upon written request. Minutes of any Special Board Meeting shall be made available only to members of the Board.

ARTICLE 13 – COMMITTEES

13.1 The Board shall be entitled to add or delete Committees from time to time, including Standing Committees, and to set each Committee's goals and objectives. If required, the Executive may authorize the formation of any ad hoc Committee deemed necessary. The formation of such ad hoc committees must be ratified at the next Board Meeting.

13.2 A Committee may meet upon the call of that Committee's Chairperson.

13.3 A majority of the members of a Committee shall constitute a quorum.

- 13.4 Each Committee shall be accountable to the Chair, through its Chairperson.
- 13.5 Committee Chairs and members must be Federation members in good standing. Ad hoc Committee Chairs need not be Board Members. Standing Committee Chairs shall be Board Members unless, in the discretion of the Executive, appointment of a non-Board Member Chair is appropriate.
- 13.6 The Board shall approve all appointments of Committee Chairs.
- 13.7 Standing Committees of the Federation may include the following:
- a. Administration and Human Resources Committee
 - b. Advocacy and Community Relations Committee
 - c. Allocations Committee
 - d. Finance Committee
 - e. Holocaust Education Committee
 - f. JCC/Programming Committee
 - g. Jewish Education Committee
 - h. Nominating Committee
- 13.8 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.
- 13.9 The term of a committee Chair shall be one year, with renewal approved annually by the Board.

ARTICLE 14 – ADMINISTRATION AND HUMAN RESOURCES COMMITTEE

14.1 The Administration and Human Resources Committee shall provide policy recommendations to the Board and operational direction to the CEO in all matters pertaining to personnel, bylaws, insurance and legal matters. Where possible, the Chair of the Committee should have Human Resources, legal or other administrative experience.

ARTICLE 15 – ADVOCACY AND COMMUNITY RELATIONS COMMITTEE

15.1 The Advocacy and Community Relations Committee shall provide policy recommendations to the Board in matters pertaining to:

- a. Enhancing the quality of life for vulnerable Jews in the Greater Hamilton Jewish Community;
- b. Advancing the relationship between Canada and Israel;
- c. Reducing anti-Israel activity on University and College campuses in Hamilton and surrounding areas;
- d. Educating the community on issues of vital Jewish interest, such as reduction or elimination of anti-Semitism;
- e. Working in conjunction with regional and national Jewish organizations to achieve these goals.

15.2 The Advocacy and Community Relations Committee will partner with local community members to promote public policy initiatives in the general community that achieve the above goals.

15.3 The Advocacy and Community Relations Committee will consult with the CEO regularly to ensure that messaging from the Committee conforms to the broader messaging disseminated by regional and national Jewish organizations.

ARTICLE 16 – ALLOCATIONS COMMITTEE

16.1 The Allocations Committee shall include the Treasurer and at least one member of the Campaign Cabinet, in addition to such other members as from time to time might be necessary or desirable. Committee membership should reflect the diverse nature of the Greater Hamilton Jewish Community.

16.2 The Committee shall consider and make recommendations to the Board with respect to all matters pertaining to allocations to be made out of Federation funds.

16.3 The Board shall consider all recommendations to it by the Committee and shall then be responsible for final approval of allocation of funds.

16.4 The responsibilities of the Committee shall include information gathering, review and recommendations as well as to liaise with Beneficiary agencies and grant recipients throughout the year. The Committee will conduct periodic reviews of funded programs to ensure that agency and community needs are met.

ARTICLE 17 – FINANCE COMMITTEE

- 17.1 The Treasurer is the Chair of the Finance Committee. Where possible, the Treasurer should have experience in the financial services sector.
- 17.2 The Treasurer, in conjunction with the Committee, shall prepare the annual budgets for the Federation, and in addition:
- a. Oversee the financial operation of the Corporation,
 - b. Ensure that the financial summaries are presented to the Board at each regular meeting of the Board as well as financial statement at the Annual General Meeting,
 - c. Approve methods of accounting used by the Federation,
 - d. Ensure that an annual audit is conducted for the Corporation,
 - e. Monitor the Federation's investments to ensure a prudent return, and
 - e. Have such other powers and duties as the Board might specify.

ARTICLE 18 – HOLOCAUST EDUCATION COMMITTEE

- 18.1 The Holocaust Education Committee presents an annual set of programmes commemorating the Holocaust. It works in partnership with the professional staff of the Federation. Its duties include:
- a. Recruiting members and recommending the Chair of the Committee to the Board for approval;
 - b. Meeting at least four (4) times a year;

- c. Fundraising, developing and implementing all events for Holocaust Education in the Greater Hamilton Jewish Community to preserve memories and legacies of the past so that the lessons of the Holocaust will never be forgotten or repeated;
- d. Sponsoring other events focusing on the Holocaust as a platform for tolerance, to foster respect and social harmony in an effort to build a more peaceful world;
- e. Establishing sub-committees as required, to meet as required, to carry out its mandate.

ARTICLE 19 – JCC/PROGRAMMING COMMITTEE

19.1 The JCC/Programming Committee is the programming arm of the Federation including, but not limited to, day camps, children and family programmes, along with social and cultural initiatives.

ARTICLE 20 – JEWISH EDUCATION COMMITTEE

20.1 Where possible, the Chair of the Jewish Education Committee should have a background in education.

20.2 The Jewish Education Committee will promote excellence in Jewish education, by facilitating ongoing programming and professional development for Jewish educational institutions in the Greater Hamilton Jewish Community.

ARTICLE 21 – NOMINATING COMMITTEE

21.1 The Nominating Committee shall be chaired by the Immediate Past Chair of the Federation and, failing that person, such person or persons as the Executive may appoint. Members of the Nominating Committee are at the discretion of the Chair.

21.2 The duty of the Nominating Committee is to recruit eligible candidates to fill any vacancies on the Board and present their names to the incumbent Board in writing at least 21 days before the Annual General Meeting.

ARTICLE 22 – FINANCIAL RECORDS

22.1 The CEO, in conjunction with the Treasurer, or such other person as the Board may appoint, shall be responsible to prepare and maintain a proper set of books and records. All monies or securities received by the Federation shall be deposited in the name of Federation in an approved financial institution to be designated by the Board. Audited financial statements shall be available for inspection by any Member upon request and by appointment.

22.2 Any payments on behalf of Federation or its committees must be made by cheque issued against the Federation bank account or by electronic transfer upon staff request, duly signed by any two (2) individuals with signing authority, or by authorized credit card.

22.3 The Board shall have the power and authority to invest and reinvest the monies of Federation in a manner consistent with the Federation's mission and the strategic priorities and upon such terms and conditions as the Board may determine.

22.4 At the end of each fiscal year an audit of the books of Federation shall be performed by a chartered accountant appointed by the Board and copies of the financial statements prepared by such accountant shall be available to the membership on or before the Annual General Meeting and thereafter to any Member upon request and by appointment.

ARTICLE 23 – SEAL

23.1 The Board may adopt a seal to be used for all purposes of the Federation and such seal may be affixed to any document by such persons as may be authorized from time to time by the Board.

23.2 The seal shall be kept in the custody of the CEO.

ARTICLE 24 – INTERPRETATION AND AMENDMENT

24.1 Any ambiguity in these By-Laws may be resolved upon a majority vote of the Board.

24.2 Subject to Ontario's *Not-for-Profit Corporations Act*, these By-Laws may be rescinded or amended only upon a Special Meeting of Federation Members.

ARTICLE 25 – DISSOLUTION

25.1 In the event of Federation's dissolution and after payment of its just debts and liabilities, any remaining assets may be distributed to such charitable organizations as the Board may select.

ARTICLE 26 – LIMITATION OF LIABILITY FOR THE PROTECTION OF DIRECTORS & OFFICERS

26.1 **Limitation of Liability** – Except as otherwise provided in the Act, no Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, employee or agent or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency of deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any loss, damage or misfortune occasioned by any error of judgment or oversight on such person's part or otherwise in the execution of the duties of the Director's or Officer's

respective office of trust or in relation thereto unless the same shall happen by or through the Director's or Officer's own wilful act or wilful neglect or wilful default.

26.2 Indemnity – Every Director and Officer of the Corporation and his or her heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation from and against:

- a. all costs, charges and expenses whatsoever which said Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against such Director or Officer in respect of any act, deed, matter or thing whatsoever made, done or permitted by such Director or Officers in or about the execution of the duty of such Director's or Officer's office; and
- b. all other costs, charges and expenses which such Director or Officer sustains or incurs in or about or in relation to the affairs thereof except such costs, charges or expenses as are occasioned by such Director's or Officer's wilful act, neglect, default, dishonesty or otherwise acting in bad faith.

26.3 Insurance – Subject to the Act and all other relevant legislation, the Corporation may purchase and maintain insurance for the Directors and Officers of the Corporation against any liability incurred by any Director or Officer, in the capacity as a Director or Officer of the Corporation, except where the liability relates to the person's failure to act honestly and in good faith with a view to the best interests of

the Corporation. The cost of such insurance shall be paid for out of the funds of the Corporation.

26.4 Expenses paid in Advance – Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Corporation.

26.5 Other Remedies Available – The indemnification herein provided shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Letters Patent or the By-Laws or any agreement, vote of the members or disinterested Directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding any office with the Corporation and shall continue as to an individual who has ceased to be a Director, Officer, employee or agent and shall inure to the benefits of the heirs, executors and administrators of such a person.

DATED: MAY 31, 2022, approved at the Annual General Meeting of the Hamilton Jewish Federation.