

CONSTITUTION and BYLAWS (Consolidated as of October 28, 2006)

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

BY-LAWS

Here set forth, in numbered clauses, are the By-laws providing for the matters referred to in Section 6(1) of the Society Act and any other By-laws.

Part 1 – Interpretation

1. (1) In these By-laws, unless the context otherwise requires,
 - a) "Directors" means the Directors of the Society for the time being;
 - b) " Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it;
 - c) "registered address" of a member means his address as recorded in the register of members;
 - d) "term" means the time between the annual general meeting and the immediate next annual general meeting;
 - e) "officer term" has the same meaning as a term. (f)
- “President” means President or Co-President.

(2) The definitions in the Society Act on the date these By-laws become effective apply to these By-laws.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The members of the Society are the applicants for incorporation of the Society, and those persons who subsequently have become members, in accordance with these By-laws and, in either case, have not ceased to be members.

4. Any person 19 years of age or older who agrees to the purposes of the society may apply to the directors or their designates and this person becomes a member upon acceptance by either the directors or their designates.

5. Every member shall uphold the constitution and comply with these By-laws.

6. The Directors may determine the membership dues, if any.

7. A person shall cease to be a member of the Society

- a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
- b) on his death or in the case of a corporation on dissolution, or
- c) on being expelled, or
- d) on not having paid their dues for the current fiscal year by June 30 without an arrangement having been made with the treasurer or designate.

8. (1) A member may be expelled by a resolution of the Board.

(2) The notice of resolution accompanied by a brief statement of the reason or reasons for the proposed expulsion shall be mailed to the member no later than 14 days before the time appointed for the board meeting.

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

9. A member in good standing is a member who has been a member in the previous fiscal year and has met or made arrangements for the dues and other financial obligations for that year and the current fiscal year.

Part 3 -- Meetings of Members

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

11. Every general meeting, other than an annual general meeting is an extraordinary general meeting.

12. The Directors may, whenever they think fit, convene an extraordinary general meeting.

13. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

14. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at once every calendar year and not more than 15 months after holding the last annual general meeting.

Part 4 -- Proceedings at General Meetings

15. Special business is

(1) all business at an extraordinary general meeting except the adoption of rules of order, and

(2) all business that is transacted at an annual general meeting, except,

(a) the adoption of rules of order,

(b) the consideration of the financial statements,

(c) the report of the Directors,

(d) the report of the auditor, if any,

(e) the election of Directors,

(f) the appointment of the auditor, if required, and

(g) such other business as, under these by-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.

16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

(2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated. (3) A quorum is 18 members present or such greater number as the members may determine at a general meeting.

17. If within 30 minutes for the time appointed for a members' meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum, provided there is at least 18 members present.

18. Subject to By-law 19, the president of the Society, the vice-president, or in the absence of both, one of the other Directors present shall preside as chairman of a general meeting.

19. If at a general meeting

(1) there is no president, vice-president, or other Director present within 15 minutes after the time appointed for holding the meeting, or

(2) the president and all the other Directors present are unwilling to act as chairman, the members present shall choose one of their number to be chairman.

20. (1) A general meeting may be adjourned from time to time and from place to place. but no business

shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.

(3) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.

(2) In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.

22. (1) A member in good standing present at a meeting of members is entitled to one vote.

(2) Voting is by show of hands, unless the members otherwise decide.

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

Part 5 -- Directors and Officers

24. (1) The Directors may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-Laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of

a) all laws affecting the Society

b) these by-Laws, and

c) rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meetings

(2) No rule, made by the Society in general meeting, invalidates a prior act of the Directors that would have been valid if that rule had not been made.

25. (1) Two Co-chairs, Treasurer, Recording Secretary and Communications Secretary shall be officers of the society. (2)

An officer must be a Director and ceases to be an officer when he ceased to be a Director.

(3) There shall be 5 Directors or such other number as determined by the members or appointed upon incorporation.

26. (1) The first Directors shall retire at the annual meeting.

(2) The Directors shall retire at the expiration of their term, when their successors will be elected.

(3) A Director shall be elected at the annual general meeting for two years.

(4) Officers shall be elected by the Board of Directors.

(5) Election procedures at the annual general meeting shall be determined by the members present.

27. (1) The Directors may at any time appoint a member as a Director to fill a vacancy in the Directors.

- (2) The Directors may at any time appoint a Director to fill any officer vacancy.
- (3) A Director so appointed holds office until the next annual general meeting.
- (4) Any officer appointed by By-laws 27(2) shall serve the un-expired officer term of the officer he is replacing.

28. (1) If a Director or officer ceases to hold office, the remaining Directors shall appoint a replacement in accordance with these By-laws.

(2) No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

29. The members may by special resolution remove a Director before the expiration of his office, and may elect a successor to serve to the next annual meeting.

30. In accordance with Paragraph 5 of the Constitution, no Director or officer shall be remunerated for being or acting as a Director or officer but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 -- Proceedings of Directors

31. (1) The Directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.

(2) The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.

(3) The president shall be chairman of all meetings of the Directors, unless the Directors otherwise decide. (4) A Director may at any time, and the secretary, on the request of a Director, shall convene a meeting of the Directors.

32. (1) The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.

(2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the Directors.

33. Subject to directions of the Directors, the committee shall determine its own procedure.

34. The members of a committee may meet and adjourn as they think proper.

35. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, telegram, telex, or cable, of any meeting of the Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn,

- a) no notice of meetings of Directors shall be sent to that Director, and
- b) any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of the Directors is present, be valid and effective.

36. (1) Questions arising at any meeting of the Directors and committee of Directors shall be decided by a majority of votes.

(2) In case of an equality of votes the chairman does not have a second or casting vote.

37. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.

38. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 -- Duties of Offices

39. (1) The president shall preside at all meetings of the Society and of the Directors, unless the members or Directors otherwise decide.

(2) The president is the chief executive officer of the Society.

40. The vice-president shall carry out the duties of the president during his absence.

41. The secretary shall

- a) conduct the correspondence of the Society,
- b) issue notice of meetings of the Society and Directors,
- c) keep minutes of all meetings of the Society and Directors,
- d) have custody of all records and documents of the Society except those required to be kept by the treasurer,
- e) have custody of the common seal of the Society, and
- f) maintain the register of members.

42. The treasurer shall

- a) keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- b) render financial statements to the Directors, members and others when required.

43. (1) The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

(2) Other officers, if any, shall perform such duties as the members decide.

(3) The Directors or members may add additional duties to any Director or officer or transfer duties among Directors or officers.

44. In the absence of the secretary from a meeting, the Directors shall appoint another person to act as secretary at the meeting.

45. A member of the Directors shall:

- a) act honestly and in good faith and in the best interests of the Society;
- b) exercise due care, diligence and skill of a reasonable and prudent person, in exercising power and performing functions as a member of the Directors.

46. A member of the Directors who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each member of the Directors and otherwise comply with the requirements of the Society Act.

47. The Directors shall enter in the register the names of Applicants for incorporation and the name of

every other person admitted as a member of the Society together with the following particulars of each:

- a) the full name and residence address;
- b) the date on which a person is admitted as a member;
- c) the date on which a person ceases to be a member.

48. The Directors shall prepare all reports including financial reports required by law to be prepared by the Society for the Annual Meeting.

49. The Directors shall on behalf of the Society file all financial and other reports that have to be filed after the Annual Meeting as required by the Society Act and Income Tax Act or other law.

50. The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.

51. The Directors shall ensure the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of

- a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
- b) every asset and liability of the Society;
- c) every other transaction affecting the financial position of the Society.

Part 8 — The Seal

52. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.

53. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the president and secretary or president and secretary - treasurer.

Part 9 -- Borrowing

54. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

55. No debenture shall be issued without the sanction of a special resolution.

56. The members may by special resolution restrict the borrowing powers of the Directors but a restriction so imposed expires at the next annual general meeting.

Part 10 — Auditor

57. This part applies only where the Society is required or has resolved to have an auditor.

58. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.

59. At each annual general meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
60. An auditor may be removed by ordinary resolution.
61. An auditor shall be informed forthwith in writing of appointment or removal.
62. No Director and no employee of the Society shall be auditor.
63. The auditor may attend general meetings.

Part 11 -- Notices to Members

64. A notice may be given to a member either personally or by mail to him at his registered address.
65. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
66. (1) Notice of a general meeting shall be given to
- a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if Part 10 applies.
- (2) No other person is entitled to receive a notice of general meeting.

Part 12 -- By-laws

67. After being admitted a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$1.00.
68. These By-laws shall not be altered or added to except by special resolution.

PART 13 -- RABBI SELECTION

In the event that the Society is without a Rabbi, the directors may present a candidate to the members at an extraordinary general meeting held for the purposes of ratifying the board's candidate and at which a quorum of 25% of the members in good standing are present. The resolution to accept the board's candidate shall be decided by 60% of the votes. In the event that a quorum is not present at the extraordinary general meeting, no vote will be taken and the candidate proposed by the board will be ratified.