

HOLY BLOSSOM TEMPLE

BY-LAW NO. 1

This By-law provides rules and procedures to be followed by Holy Blossom Temple (the “**Temple**”). It replaces By-Law No. 1 enacted in 2007.

SECTION 1 GENERAL

1.1 Definitions.

In this By-law, unless the context otherwise requires:

- (a) “**Act**” means the *Corporations Act* (Ontario) and any statute which replaces it with respect to not for profit corporations and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**Board**” means the board of directors of the Temple;
- (c) “**Brotherhood**” means the auxiliary unit of the Temple comprised of the male Members of the Temple who choose to belong to the unit;
- (d) “**By-laws**” means this By-law (including the schedules to this By-law) and all other By-laws of the Temple as amended and which are, from time to time, in force;
- (e) “**Department**” means a body forming part of the administration and activity structure of the Temple;
- (f) “**director**” means an individual occupying the position of director of the Temple by whatever name he or she is called;
- (g) “**Member**” means a member of the Temple;
- (h) “**Members**” means the collective membership of the Temple;
- (i) “**Officer**” means an officer of the Temple;
- (j) “**Temple**” means Holy Blossom Temple;
- (k) “**Sisterhood**” means the auxiliary unit of the Temple comprised of the female Members of the Temple who choose to belong to the said unit; and
- (l) “**Warden**” means those appointed for life in recognition of long and devoted service for the Temple.

1.2 Interpretation.

Other than as specified in Section 1.1, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence.

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Head Office.

The head office of the Temple shall be in the City of Toronto in the Province of Ontario (subject to change by special resolution) and at such place as the board may fix from time to time within the municipality in Ontario where the head office is from time to time situate (and where Holy Blossom Temple is physically located from time to time).

1.5 Financial Year.

Until changed by the board, the financial year of the Temple shall end on the 30th day of June in each year.

1.6 Execution of Contracts.

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Temple may be signed by any two of its Officers. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Temple to be a true copy thereof.

1.7 Banking Arrangements.

The banking business of the Temple shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may prescribe or authorize from time to time.

SECTION 2 BOARD OF DIRECTORS

2.1 The Board of Directors.

The Board of directors is to be composed of 21 Members each of whom should have the right to vote. 19 are to be elected by the Congregation, while the immediate Past President and the Honorary President (if that office is occupied) shall be directors ex officio. When there is no Honorary President, the number of directors shall be reduced to 20.

One director shall be elected as President. Eight directors shall be elected individually as Vice Presidents; one at large and seven, respectively, of the Departments of Administration, Development, Education, Finance, Jewish Living, Membership and Worship. Ten directors shall be elected at large, subject to Schedule A (*Nominating Procedure*) attached hereto and forming part hereof.

The Senior Rabbi, the Executive Director and two individuals selected by the President's Council shall be non-voting Members of the Board, ex officio.

Additionally, senior staff and a youth representative selected annually by the Board shall be invited to Board Meetings.

The Board shall therefore be composed as set out below:

- (a) President
- (b) Vice Presidents: Administration (also Secretary/Treasurer)
Development
Education
Finance (also Financial Secretary)
Jewish Living
Membership
Worship
At Large
- (c) Ten Members at large as further specified in Schedule A
- (d) Immediate Past President (ex officio)
- (e) Honorary President (ex officio)
- (f) Senior Rabbi (ex officio non-voting)
- (g) Executive Director (ex-officio non-voting)
- (h) Two President's Council Nominees (ex-officio non-voting)
- (i) In addition, as invitees: Senior Staff
Youth Representative

2.2 Honorary President.

The Members of the Temple, on the unanimous recommendation of the Board may elect one Member who has rendered long and devoted service to the Temple as an Honorary President for life.

2.3 Qualifications of directors.

Every voting director shall:

- (a) be 18 or more years of age;
- (b) be a Member in good standing of the Temple; and
- (c) not be an undischarged bankrupt nor a mentally incompetent person.

2.4 Election and Term.

Directors shall be elected at the first Annual General Meeting following the effective date hereof pursuant to Section 2.1 shall be elected, hold office and retire in accordance with Schedule B (*Terms of Office*) attached hereto and forming part hereof. Following the initial constitution of the Board pursuant to this By-Law, at succeeding general meetings of members held for the purpose of electing directors, directors shall retire to effect the appropriate rotation set out in Schedule B and shall be elected to fill the positions of those directors whose term of office has expired.

Nominations for and election of directors shall take place as set forth in Schedule C (*Nominations and Elections*).

2.5 Vacancies.

The office of a director shall be vacated immediately:

- (a) if the director resigns office by written notice to the Secretary/Treasurer, which resignation shall be effective at the time it is received by the Secretary/Treasurer or at the time specified in the notice, whichever is later;
- (b) if the director dies or becomes bankrupt;
- (c) if the director is found to be incapable of managing property by a court or under Ontario law; or
- (d) if, at a meeting of the Members, a resolution is passed by at least a 2/3 of the votes cast by the Members removing the director before the expiration of the director's term of office.
- (e) if the director ceases to be a Member in good standing of the Temple or fails to become a Member in good standing within 10 days of election or appointment.

2.6 Filling Vacancies.

A vacancy on the Board shall be filled as follows:

- (a) a quorum of directors may by majority vote to fill a vacancy among the directors;
- (b) if there is not a quorum of directors, the directors in office shall, without delay, call a special general meeting of members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;

- (c) if the vacancy occurs as a result of the Members removing a director, the Members may fill the vacancy by a majority vote and any director elected to fill the vacancy shall hold office for the remainder of the removed director's term;
- (d) each incumbent officer who is a Director shall continue in office until her or his office as a Director shall be vacated in accordance with Section 2.5; and
- (e) if the office of the President or a Vice President shall become vacant, the directors shall elect from among themselves a person to fill such vacancy and in other cases, follow the procedure set out in Section 2.6.

2.7 Remuneration of directors.

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that:

- (a) directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
- (b) directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Temple in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act or any other requirements at law; and
- (c) Notwithstanding the foregoing, no director shall be entitled to any remuneration for services as a director or in other capacity, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

SECTION 3 MEETINGS OF DIRECTORS

3.1 Place of Meeting.

Meetings of the board may be held either at the head office of the Temple or at any other place within Ontario.

3.2 Notice.

A meeting of the board may be convened at any time by:

- (a) the President;
- (b) any Vice-President, in the absence of the President;
- (c) any three directors; or
- (d) any persons authorized by the Act.

The Secretary/Treasurer, when directed or authorized by any of such officers or directors, shall convene a meeting of directors. The notice of any meeting convened as aforesaid shall specify the purpose of or the business to be transacted at the meeting. Notice of any such meeting shall be served in the manner specified in Section 11.1 of this By-law not less than five days before the meeting is to take place. A director may in any manner and at any time (before or after the meeting to which such waiver relates) waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business. Meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called) or if all absent directors waive notice before or after the date of such meetings. If a quorum of directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual general meeting of the Temple

3.3 Means of Meetings.

If a majority of the directors present at or participating in the meeting consent, a meeting of directors or of a Committee of directors may be held by such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in the meeting by those means is deemed for the purposes of this By-law to be present at the meeting.

3.4 Written Resolutions.

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

3.5 Omission of Notice.

The accidental non-receipt of any notice by any person shall not invalidate any resolution passed or any proceedings taken at such meeting.

3.6 Adjournment.

Any meeting of directors may, with the consent of the meeting, be adjourned from time to time by the chair of the meeting, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

3.7 Regular Meetings.

The board may appoint a day or days in any month or months for regular meetings of the board at a place or hour to be named by the board and a copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed and at any time thereafter to newly appointed or elected directors, but no further notice shall be required for any such regular meetings. There shall be at least five meetings of the board in each year. Minutes of meetings of the board shall be made available to Members of the Temple subject to the discretion of the President with respect to matters relating to personnel, senior staff contracts and other matters deemed sensitive by the President.

3.8 Chair.

The chair of each meeting of the board shall be the President or such other director as the President may from time to time designate for that purpose or, failing such designation, as the board may select.

3.9 Voting.

Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the chair of the meeting, in addition to an original vote, shall not be entitled to a second or casting vote.

3.10 Quorum.

Nine directors or such greater number required by the Act shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies in the board, the remaining directors may exercise all the powers of the board as long as a quorum remains in office.

SECTION 4 PROTECTION OF DIRECTORS

4.1 Conflict of Interest.

A director who is in any way directly or indirectly interested in a contract or arrangement, or proposed contract or arrangement shall make the disclosure required by the Act. Except as provided by the Act, no such director shall be present for the discussion of, or vote on any resolution to approve any such contract or arrangement. In supplement of and not by way of limitation upon any rights conferred upon directors by the Act and subject to the Act, no director shall be disqualified from office, or vacate the office, by reason of holding any office or place of profit under the Temple or under any corporation in which the Temple shall be a shareholder or by reason of being otherwise in any way directly or indirectly interested or contracting with the Temple as vendor, purchaser or otherwise or being concerned in any contract or arrangement made or proposed to be entered into with the Temple in which the director is in any way directly or indirectly interested either as vendor, purchaser or otherwise, nor shall any director be liable to account to the Temple or any of its Members or creditors for any profit arising from any such office or place of profit. Subject to the provisions of the Act, no contract or arrangement entered into by or on behalf of the Temple in which any director shall be in any way directly or indirectly

interested shall be avoided or voidable and no director shall be liable to account to the Temple or any of its Members or creditors for any profit realized by or from any such contract or arrangement by reason of any fiduciary relationship.

4.2 Protection of directors and Officers.

No director, Officer or Committee member of the Temple is be liable for the acts, neglects or defaults of any other director, Officer, Committee member or employee of the Temple or for joining in any receipt or for any loss, damage or expense happening to the Temple through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Temple or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Temple shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- (a) complied with the Act and the Temple's articles and By-laws; and
- (b) exercised their powers and discharged their duties in accordance with the Act.

SECTION 5 INDEMNITIES TO DIRECTORS AND OTHERS

5.1 Indemnities.

Every director and officer of the Temple and his or her executors and administrators, legal representatives, and estates and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Temple from and against:

- (a) all costs, charges and expenses whatsoever that he or she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and
- (b) subject to Section 2.7 all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Temple;

except such costs, charges and expenses as are occasioned by his or her own wilful neglect or default.

5.2 Insurance.

Subject to applicable law, the Temple may purchase and maintain insurance for a director or officer of the Temple against any liability incurred by the director or officer, in the capacity as a director or officer of the Temple, 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 Temple.

SECTION 6 OFFICERS

6.1 Appointment.

The Members shall elect the following officers at the annual general meeting of members or otherwise in accordance with this By-law and more particularly Section 2.1 hereof:

- (a) the President,
- (b) eight Vice Presidents as set out in Section 2.1, or such other number as the Board may from time to time determine,
- (c) the Financial Secretary who shall, while such office exists, be the Vice-President, Finance,
- (d) the Secretary/Treasurer, who shall, while such office exists, be the Vice-President, Administration.

6.2 Powers and Duties.

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the board.

6.3 Duties of Officers May be Delegated.

In case of the absence or inability to act of any officer of the Temple or for any other reason that the board may deem sufficient, the board may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

6.4 President.

The President shall:

- (a) preside at all meetings of the board and meetings of the Members;
- (b) supervise the agenda of the meetings of the board and place upon the agenda any matter that is considered appropriate;
- (c) supervise the agenda of the meetings of the Members and place upon the agenda:
 - (i) any matter that is considered appropriate; and
 - (ii) any matter specified in a written request by at least ten Members of the Temple received at the administrative office of the Temple at least thirty days before the meeting; and

- (d) deliver to the Temple at the annual general meeting a report on the state of affairs of the Temple.

6.5 Vice-Presidents.

Each Vice President shall:

- (a) assist the President and act at the direction of the President;
- (b) have responsibility for that Department for which she or he has been elected Vice President, as directed by the President; and
- (c) in the case of the Vice President at large, perform the Presidential functions in the absence of the President.

The Board may, at any time and from time to time, vary or modify the number of Vice-Presidents, their function or designation such that the functions of the Temple shall remain responsive to the needs of the Temple, as perceived by the Board. Any such variation or modification shall not vary the number of directors other than as provided in Section 2.1 and shall correspond to the variation or modification in Departmental structure permitted by Section 8.1.

6.6 Secretary/Treasurer.

The Secretary/Treasurer shall act as Vice President of the Department of Administration and shall give or cause to be given notices for all meetings of the board and of the Members when directed to do so and shall have charge of the minute books of the Temple and of the documents and registers referred to in the Act. The Secretary/Treasurer shall have the care and custody of all the funds and securities of the Temple. The Secretary/Treasurer shall keep or cause to be kept the books of account and accounting records referred to in the Act. The Secretary/Treasurer shall perform such related duties as may be assigned by the President.

6.7 Financial Secretary.

The Financial Secretary shall:

- (a) supervise the financial status of the Temple and shall perform the functions provided in Section 13.1;
- (b) be the Vice President of the Department of Finance; and
- (c) perform such other related duties as may be assigned by the President.

SECTION 7
PROFESSIONAL STAFF

7.1 Rabbis.

There shall be a senior rabbi of the Temple and such associate and assistant rabbis under the direction of the senior rabbi as the board may from time to time determine. The senior rabbi shall be the religious leader of the Temple and shall have such other responsibilities as may be assigned by the board.

7.2 Executive Director.

There shall be an executive director of the Temple who, under the direction of the President, shall be responsible for the administrative activities of the Temple.

7.3 Director of Education.

There shall be a director of education of the Temple who, under the direction of the senior rabbi, shall have the duties and responsibilities as may be assigned by the board.

7.4 Cantor.

There shall be a cantor of the Temple who shall be the director of liturgical music and shall, in consultation with the senior rabbi, be responsible for the music provided at all worship services, and shall have such other responsibilities as may be assigned by the board.

7.5 Other Staff Members.

There shall be such other members of the professional staff having such duties and responsibilities as the board may from time to time determine.

7.6 Power of the Board.

The board shall have the sole power to appoint the senior rabbi, the executive director, the director of education, the cantor, any associate rabbi, any assistant rabbi and any assistant cantor, and may give such directions, if any, as to the terms of any contract with any such appointee as it sees fit.

7.7 Search Committees.

When a vacancy occurs in any of the positions referred to in Section 7.6, the board shall designate an existing Committee or appoint a search Committee for the purpose of recommending one or more candidates to fill such vacancy.

7.8 Directions by Board.

The board may give any Committee designated or appointed pursuant to Section 7.7 such directions with respect to its activities as the board may consider desirable and the Committee

shall conduct its investigations in accordance with any such directions and report its recommendation as to one or more candidates to the board.

7.9 Contract Provisions.

The provisions of any contract with respect to any of the positions referred to in Section 7.6 shall be subject to the approval of the Board or any Committee thereof charged with such responsibility.

7.10 Approval of the Board

The employment of any person holding any of the positions referred to in Section 7.6 shall not be terminated without the prior approval of the board, which may, in authorizing such termination, give to any Committee or individual charged with responsibility such directions, if any, as to termination arrangements as it sees fit.

7.11 Termination Arrangements.

Subject to Section 7.10, any Committee charged with responsibility may be given the power to make any termination arrangements that it considers desirable with any person holding any of the positions referred to in Section 7.6.

SECTION 8 DEPARTMENTS, COMMITTEES, AUXILIARY UNITS AND PRESIDENT'S COUNCIL

8.1 Departments.

The functions of the Temple shall be organized and performed through such Departments as may from time to time be constituted by the Board and which shall operate pursuant to mandates which are from time to time approved by the Board. The Board may, at any time and from time to time vary or modify the number of Departments, their function or designation and discontinue or create any Department, such that the functions of the Temple shall remain responsive to the needs of the Temple, as perceived by the Board. At the date of this By-Law, the Departments, as referred to in Section 2.1 are:

- Administration
- Development
- Education
- Finance
- Jewish Living
- Membership
- Worship

8.2 Committee of Department Chairs

There shall be constituted a Committee of Department Chairs comprised of the President and eight Vice Presidents or so many Vice-Presidents as may then hold office. The Committee shall oversee day to day management of the Temple, in accordance with its mandate adopted by the

board from time to time. Responsibilities of the Committee shall include response to emergencies, assistance in settling Board agendas and ensuring coordination among the various Departments and organizations of the Temple. The Committee shall act as a Committee of the Board exclusively to support, but not supersede the activities and responsibilities of the board which alone must set strategic direction for the Temple.

The Committee shall report to each Board Meeting those actions and decisions taken by the Committee since the immediately preceding Board meeting and shall at all times recognise the authority and responsibilities of the Board.

The composition and mandate of the Committee may at any time and from time to time be modified by the Board to accommodate any variation or modification in Vice-Presidential designation or Departmental composition effected under Sections 6.5 and 8.1.

8.3 Board Committees

There shall further be constituted the following Committees, answerable to the Board and designated “Board Committees”. All members of all Board Committees, who need not be Board members, shall be appointed by and be responsible to the Board. Board Committees are:

- Audit Committee
- Governance Committee
- Nominating Committee
- Pulpit Committee

The Governance, Nominating and Pulpit Committees shall not have Board members as chairs.

Each Board Committee will act in accordance with the mandate for that Board Committee adopted by the Board from time to time.

8.4 Departmental Committees

There shall be constituted such Committees designated as “Departmental Committees” responsible for specific functions and answerable to Vice Presidents of specific Departments as the Board may from time to time determine. The Chair of each Departmental Committee shall be appointed by the Board, and other members of each Departmental Committee shall be selected by the Chair of that Departmental Committee and approved by the appropriate Vice President. The Chair and members of Departmental Committees shall serve for terms not to exceed five years, except with the consent of the President.

Each Departmental Committee will act in accordance with the mandate for that Departmental Committee adopted by that Departmental Committee and approved by the Board.

8.5 Auxiliary Units

- (a) There shall be such auxiliary units of the Temple as the Board may from time to time determine.
- (b) Sisterhood and Brotherhood, as existing auxiliary units, are continued.

8.6 President's Council

A President's Council shall be formed composed of Past Presidents and Wardens and such other members as the Board may designate. The President's Council shall meet as it might determine and at least twice in each year, and more frequently as it, or the President might determine with the President and the Board to advise the Board on matters of current or future importance. The President's Council shall select two representatives to attend Board meetings without the right to vote thereat.

SECTION 9 MEMBERS

9.1 Entitlement.

The Members of the Temple shall be those persons as may from time to time be admitted to and continue in membership in accordance with rules for membership in the Temple which have been approved by resolution of the directors and those persons as may from time to time be admitted to membership in the Temple by resolution of the Members. Each Member who after admission remains in good standing shall be entitled to vote at all meetings of Members and to be nominated for election as a director or officer of the Temple.

9.2 Resignation.

Members may resign by resignation in writing which shall be effective from acceptance thereof by the board. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Temple prior to acceptance of resignation by the Temple.

9.3 Termination of Membership.

The interest of a Member in the Temple is not transferable and lapses and ceases to exist upon death or dissolution or when the person's period of membership expires (if any) or when the person ceases to be a Member by resignation or otherwise in accordance with Section 9.1.

9.4 Contribution and Assessment.

The Membership contribution and assessments payable by a Member shall be paid by the Member at such times and on such terms as may be determined by the board. The Executive Director shall notify any Member of such amounts at any time payable by such Member and, if any are not paid within 30 days of the date of such notice, the Members in default shall thereupon cease to be a Member of the Temple, but such defaulting Member may on payment of all such amounts be reinstated as determined by the Board from time to time.

SECTION 10 MEMBERS' MEETINGS

10.1 Annual General Meeting.

Subject to compliance with the Act, the annual general meeting of the Members shall be held on such day in November in each year and at such time as the directors may by resolution determine at any place within the City of Toronto or, in the absence of such determination, at the place where the head office of the Temple is located.

Any Member, upon request, shall be provided, not less than 21 days before the annual general meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual general meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special general meetings;
- (c) consideration of the financial statements;
- (d) report of the auditor or person who has been appointed to conduct a review engagement;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement and the remuneration thereof to be fixed by the Board for the coming year;
- (f) election of directors and officers; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual general meeting unless a Member's proposal has been given to the Secretary/Treasurer prior to the giving of notice of the annual general meeting in accordance with the Act, so that such item of new business can be included in the notice of annual general meeting.

10.2 Special General Meetings.

- (a) Special General Meetings of the Members may be convened by the President at any date and time determined by the President and at any place within the City of Toronto or, in the absence of such determination, at the place where the head office of the Temple is located.
- (b) Upon being advised in writing that:

- (i) the board has passed a resolution requesting a special general meeting of the Temple for a particular purpose; or
- (ii) at least fifty Members of the Temple have signed and delivered to the administrative office of the Temple a notice requesting a special general meeting of the Temple for a particular purpose;

the President shall call a special general meeting of the Temple for such purpose.

- (c) If the President does not call a special general meeting of the Temple within thirty days of being advised in writing pursuant to subsection 10.2(b), the group requesting the special general meeting may themselves call and convene such meeting in accordance with the By-laws and at the expense of the Temple.

10.3 Notice.

A printed, written or electronic notice stating the day, hour and place of meeting and the general nature of the business to be transacted at any annual general meeting or special general meeting shall be given by serving such notice on each Member entitled to notice of such meeting in the manner specified in Section 11.1 of this By-law not less than 21 days before the date of the meeting. Notice of each meeting must remind each Member of the right to vote by proxy. In the case of the annual general meeting of the Temple, notice shall also be given to the auditor of the Temple and the form of notice shall contain:

- (a) a list of the candidates proposed by the nominating Committee or pursuant to Schedule C (*Nominations and Elections*) for election to the positions of officers and directors; and
- (b) a statement concerning the procedures followed for nominating additional candidates (if any).

Only those matters set out in the said notice shall be considered at the meeting.

Such notice may be contained in any publication of the Temple, printed or electronic, distributed to Members, and, if so contained, the mailing or transmission of that issue of the Bulletin to a particular physical or electronic address shall be deemed to be mailing of the notice to every Member of the Temple resident at that address.

10.4 Waiver of Notice.

A Member and any other person entitled to attend any meeting of members may in any manner waive notice of a meeting of members and the attendance of any such person at a meeting of members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purposes of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

10.5 Persons Entitled to Attend.

The only persons entitled to attend a meeting of the Members shall be those entitled to vote thereat, the auditors of the Temple and others who, although not entitled to vote, are entitled or required under any provision of the Act or 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 with the consent of the meeting.

10.6 Omission of Notice.

The accidental omission to give notice of any meeting or any irregularity in the notice of any meeting or the non-receipt of any notice by any Member or Members or by the auditor of the Temple shall not invalidate any resolutions passed or any proceedings taken at any meeting of members.

10.7 Votes.

Every question submitted to any meeting of members shall be decided in the first instance by a show of hands (or by some other indication of voting determined by the chair of the meeting).

No Member shall be entitled either in person or by proxy to vote at any meeting of members of the Temple unless the person has paid all contributions and assessments, if any, then payable by the person.

At any meeting of members unless a poll is demanded, a declaration by the chair of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands (or similar voting method) by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chair or on the question of adjournment, it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chair of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

10.8 Chair of the Meeting.

The chair shall be the President, but in the President's absence, another Vice President present shall be the Chair. In the absence of any of them, then the persons who are present and entitled to vote shall choose another director as chair of the meeting. If no director is present or if all the directors present decline to take the chair, then the persons who are present and entitled to vote shall choose one of such persons to be chair.

10.9 Proxies.

Votes at meetings of the Members may be given either personally or by proxy. At every meeting at which the Member is entitled to vote, every Member and person appointed by proxy to

represent one or more Members and any individual shall have one vote on a show of hands. Upon a poll every Member who is entitled to vote at the meeting and is present in person or represented by an individual so authorized shall have one vote and every person appointed by proxy shall have one vote for each Member who is entitled to vote at the meeting and is represented by such proxyholder.

A proxy shall be executed by the Member or the Member's attorney authorized in writing.

A person appointed as proxy need not be a Member.

Subject to the provisions of the Act, a proxy may be in the following form:

The undersigned member of Holy Blossom Temple hereby appoints [] or failing him or her, [*] as the proxy of the undersigned to attend, act and vote on behalf of the undersigned at the [*] meeting of the members of the said Holy Blossom Temple to be held on the [*] day of [*], and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournment thereof*

DATED the [*] day of [*]

Signature of member

The directors may from time to time make regulations regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of members is to be held and for particulars of such proxies to be sent by facsimile or electronic transmission before the meeting or adjourned meeting of the Temple and providing that proxies so lodged or sent may be voted upon as though the proxies themselves were produced at the meeting or adjourned meeting and votes given in accordance with such regulations shall be valid and shall be counted. The chair of any meeting of members may, subject to any regulations made as aforesaid, in the chair's discretion accept a facsimile or electronic transmission as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Temple, and any votes given in accordance with such a facsimile or electronic transmission accepted by the chair of the meeting shall be valid and shall be counted.

10.10 Adjournment.

The Chair of any meeting of members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

10.11 Quorum.

A quorum at any meeting of the Members (unless a greater number of Members and/or proxies are required to be present by the Act or any other By-law) shall be Members and proxyholders present being not less than 50 in number who are eligible to vote. No business shall be transacted at any meeting unless the requisite quorum is present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Section 10.3 with regard to notice shall apply to such adjournment.

SECTION 11 NOTICES

11.1 Method of Giving Notices.

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, auditor or member of a Committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his or her last recorded physical or electronic address or if mailed to the person at the person's last recorded address by prepaid mail, or if sent to the person at the person's last recorded physical or electronic address by any means of prepaid transmitted, recorded or electronic communication. 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 received by the addressee on the fifth day after mailing; 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 recording Secretary/Treasurer may change or cause to be changed the recorded address of any Member, director, officer, auditor or member of a Committee of the board in accordance with any information believed by the Secretary/Treasurer to be reliable.

11.2 Computation of Time.

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

11.3 Omissions and Errors.

The accidental omission to give any notice to any Member, director, officer or auditor or the non-receipt of any notice by any Member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice if otherwise founded thereon.

11.4 Waiver of Notice.

Any Member or Member's duly appointed proxy, any director, officer or auditor may waive any notice required to be given and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

SECTION 12 BUDGETS

12.1 Approval by Board.

The budget prepared shall be presented to the board for approval not later than one month before the end of the financial year by the Financial Secretary.

SECTION 13 FINANCIAL STATEMENTS

13.1 Preparation of Statements.

The Financial Secretary shall cause to be prepared financial statements for each financial year of the Temple, or other financial period if the financial year has been changed during the year pursuant to Section 1.5, which statements shall be audited by the auditor of the Temple and presented to the board, together with the auditor's report thereon, for approval prior to presentation to the annual general meeting of the Temple.

13.2 Contents of Statements.

- (a) The financial statements shall be prepared and presented in accordance with generally accepted accounting principles for not-for-profit corporations.
- (b) The statements referred to above shall be in such detail as may be required to present fairly the financial activities of the Temple during the financial period and the financial position of the Temple at the date of the end of that period.

SECTION 14 AUDITOR

14.1 Auditor.

Unless the Temple qualifies under an exemption in the Act, the Members shall at each annual general meeting appoint an auditor to audit the accounts of the Temple for report to the Members at the next annual general meeting. The auditor shall hold office until the next annual general meeting, provided that the directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the board. The auditor shall not be a Member of the board or an officer or employee of the Temple or a partner or employee of any such person.

**SECTION 15
BOOKS AND RECORDS**

15.1 Records.

The directors shall see that all necessary books and records of the Temple required by the By-laws of the Temple or by any applicable law are regularly and properly kept.

**SECTION 16
BORROWING**

16.1 General Borrowing.

The board may from time to time pass resolutions authorizing the Temple to borrow monies in such amounts, from such banks or other persons, on such terms and with such security, if any, as shall be specified in or authorized by such resolutions, and to do such acts and things as may be considered necessary or desirable for such purpose.

16.2 State of Israel Securities.

The Temple may from time to time, if authorized so to do by a resolution passed by at least two-thirds of those present and voting at a meeting of the board, purchase securities issued by the State of Israel and may borrow monies for such purpose on such terms and with such security, if any, as shall be specified in or authorized by any such resolution.

**SECTION 17
RULES OF THE TEMPLE**

17.1 Rules of the Temple.

The board may prescribe such rules and regulations, not inconsistent with the By-laws, relating to the management and operation of the Temple as it deems expedient, provided that such rules and regulations shall have force and effect only until the anniversary of their prescription when they shall be confirmed by the Board and, failing such confirmation, such rules and regulations shall at and from that time cease to have any force and effect.

17.2 Cemetery Regulations.

The board may from time to time pass, amend or repeal regulations respecting the use, operation and maintenance of any cemetery owned or leased by the Temple, without limitation.

**SECTION 18
ADOPTION AND AMENDMENT OF BY-LAWS**

18.1 Amendments to By-laws.

The Board may from time to time in accordance with the Act pass or amend this By-law.

Enacted ●, 2015.

To become effective ●.

6358804.3

SCHEDULE A

CERTAIN NOMINATING PROCEDURES

By-Law Section 2.1

With respect to those directors elected at large, each of Sisterhood and Brotherhood shall have the right to suggest a nominee, from among their respective Members, to the Nominating Committee. In the event that the Nominating Committee accepts such nominees, their name shall be placed on the slate for election of directors. In the event that the Nominating Committee does not accept the nominee, Brotherhood or Sisterhood, as appropriate shall be asked to submit another nominee for consideration by the Nominating Committee for inclusion on the slate. This process shall continue until a suitable candidate from each of Sisterhood and Brotherhood (the “**Sisterhood Nominee**” and the “**Brotherhood Nominee**”) is selected. This nomination process shall take place only in those years where the Brotherhood and/or Sisterhood Member(s) previously elected through this process retires from the Board or the position is otherwise vacant.

Any Member in good standing of Sisterhood shall be entitled to run against the Sisterhood Nominee and any Member in good standing of Brotherhood should be entitled to run against the Brotherhood Nominee, in accordance with the normal nomination protocols as set out in Schedule C. In any such contested election, all Temple Members otherwise eligible to vote shall be entitled to vote, regardless of whether they are Members in good standing of Sisterhood or Brotherhood. For greater certainty, any Members of Sisterhood or Brotherhood may choose instead to run against the slate of nominees selected by the Nominating Committee for the other at large positions, but must make his or her choice as to which position he or she intends to contest in accordance with the normal nomination protocols. Any contested election against either the Sisterhood Nominee or the Brotherhood Nominee should be tallied separately and distinctly from any contested election for the other Members at large.

SCHEDULE B

TERMS OF OFFICE

By-Law Section 2.4

- (a) For the President, the term should be two years, which may be extended by a majority vote of Members to 3 years;
- (b) For each director at large, the term should be 3 years, which may upon re-election be extended for a further term of 3 years;
- (c) directors at large should be elected on a staggered basis, e.g. 3 in year 1, 3 in year 2, 4 in year 3;
- (d) For each Vice-President, the term should be 2 years, which may upon re-election be extended to 4 consecutive years;
- (e) A Vice-President or an Officer may change office, in which case the term limits for the new office will be the same: election for 2 years, which may upon re-election be extended to 4 consecutive years;
- (f) A director at large may upon re-election become a Vice-President and any director may upon re-election become President;
- (g) In all cases, the maximum time which may be served on the Board will be 10 consecutive years; and
- (h) That maximum time may be extended for Presidents and Immediate Past Presidents whose position as President or ex officio position on the Board extends beyond the time limit, while the maximum time does not apply to Honorary Presidents.

SCHEDULE C

NOMINATIONS AND ELECTIONS

By-Law Section 2.4

1. **Nominating Committee.** The Nominating Committee shall select a slate for election of directors, the President and Vice Presidents. In so doing it should seek out those who can provide leadership for the Congregation. It shall also provide to the Board nominees to fill any vacancies that may occur in Board composition and, when requested, assist the Board in appointments to both Board and Departmental Committees.
2. **Composition of Committee.** The Nominating Committee shall consist of at least six members of the Temple, none of whom shall be a director or, if a director, eligible for re-election.
3. **Quorum.** A quorum for meetings of the Nominating Committee shall be four members.
4. **Duties of Committee.** The Nominating Committee shall prepare a slate consisting of the names of one person to fill each office and each further Board position. A completed slate shall be established by August 31 in each year, with notice thereof to be disseminated to members by the Temple by September 15. Such notice shall also set out the procedure for additional nominations, as provided in Section 5 below.
5. **Additional Nominations.** Members of the Temple may nominate for election any member or members not included in the slate submitted by the Nominating Committee for any position as officer or director for which election is to take place at the next annual general meeting. Such nomination shall be submitted to the Board not later than October 15, signed by at least ten (10) members of the Temple and by each member so nominated. Subject to Schedule A, any person nominated to run against either of the Sisterhood Nominee or the Brotherhood Nominee must be a member in good standing of Sisterhood or Brotherhood, as the case may be.
6. **Publication of Lists of Nominees.** If additional nominations are submitted in accordance with Section 5 above, a list of all nominees shall be disseminated to the Members of the Temple in the notice for the annual general meeting, setting out the names of the nominees for the Board in alphabetical order and by position, indicating which have been put forward by the Nominating Committee and which in accordance with Section 5 above.
7. **Elections Held at Annual general meeting.** The election of officers and members of the Board shall take place at each annual general meeting of the Temple.
8. **Names of Nominees to be Read.** The chair of the nominating Committee, or such other person as may be designated by the chair of the annual general meeting, shall read out the names of all persons nominated for election as officers by position and as members of the Board in alphabetical order.
9. **Election of Nominating Committee Slate.** If no nominations have been submitted pursuant to Section 5 above for a particular office or for the Board, a single ballot shall be

cast by the person referred to in Section 8 above for the persons nominated by the Nominating Committee for such office of the Board.

10. **Additional Nominations for Officers.** If any nomination has been submitted pursuant to Section 5 above for any of the positions of officers, an election shall be held for such position or positions in accordance with Sections 13 to 17 below.
11. **Secret Ballot.** Elections shall be conducted by secret ballot.
12. **Ballot Papers.** If an election is required, the Executive Director shall cause ballot papers to be prepared before the annual general meeting, setting out the names of all persons nominated for each position as an officer or director for which an election is to be held, in alphabetical order by position indicating which have been put forward by the Nominating Committee and which in accordance with Section 5 above, and one ballot paper shall be distributed to each member of the Temple attending the annual general meeting and eligible to vote.
13. **Voting.**
 - (a) In voting for candidates for membership of the Board, members shall record their votes for any of the positions to be filled, but not fewer than four (4).
 - (b) Any ballot paper marked otherwise than in accordance with subsection 13(a) above shall be a spoiled ballot and shall not be included in the count of votes cast.
14. **Plurality to Determine Election.**
 - (a) The person receiving a plurality of the votes cast for any position of director who is also an officer shall be declared elected to that position.
 - (b) The persons receiving the greatest numbers of the votes cast for the open positions of members of the Board who are not officers shall be declared elected.
15. **Tie Votes.** In the event of a tie vote between two or more candidates for any office or position of director, the remaining newly elected Board shall, at its first meeting, fill such position from among such candidates.
16. **Appointment of Scrutineers.** If an election is required, the chair of the annual general meeting shall appoint at least three members of the Temple, none of whom shall be a candidate for election, to act as scrutineers for the purpose of counting and tabulating the votes, and shall designate one of them as chief scrutineer.
17. **Announcement of Results.** When all votes have been counted and tabulated, the chief scrutineer shall report the results to the chair of the annual general meeting who shall announce the names of the persons elected for each position.