

THE OTTAWA JEWISH COMMUNITY FOUNDATION
(the “Corporation”)

CONSOLIDATED BY-LAW AS OF JUNE 8th, 2016

ARTICLE I: CORPORATE SEAL

(a) Corporate Seal. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation.

ARTICLE II: MEMBERS

(a) Membership. Membership in the Corporation shall be available to the current directors of the Corporation, the past-chairs of the Corporation, and to:

- (i) a donor to the Corporation; or
- (ii) in lieu of a donor, an advisor designated in writing by a donor who has the authority to appoint an advisor pursuant to the deed of gift or other like instrument.

For the purposes of these By-laws, “donor” shall mean any person who has made a donation to establish a named fund, a gift in cash, a gift in kind, a pledge or a planned gift including a bequest, life insurance policy or charitable remainder trust. The term “donor” shall not include a person who has contributed to a named fund already established by a donor to the Corporation or a person who has made a contribution to the Corporation only as a result of the purchase of tribute cards.

New members of the Corporation shall be approved annually by resolution of the Board of Directors. The Board of Directors may also pass membership rules, providing, among other things, for the admission of members by the Secretary of the Corporation. Each member shall be promptly informed by the Secretary of their admission as a member.

(b) Membership Fees. There shall be no membership fees or dues.

(c) Resignation. Any of the members may withdraw from the Corporation by delivering a written resignation to the Corporation and depositing a copy of the same with the secretary of the Corporation.

(d) Removal. A director shall automatically cease to be a member when he or she ceases to be a director unless such person is otherwise qualified to be a member. A donor shall automatically cease to be a member if he or she no longer meets the definition of “donor” set forth in Article II (a) above.

Any member may be removed as a member by a vote of at least two-thirds (2/3) of the members present at a meeting of the members, provided that such member shall be granted an opportunity to be heard at such meeting.

(e) Membership Not Transferable. Subject to the right to designate an advisor, membership in the Corporation is not, directly or indirectly, transferable.

ARTICLE III: BOARD OF DIRECTORS

(a) Number and Qualification. The affairs of the Corporation shall be managed by a Board of Directors who may be known and referred to as directors, trustees or governors. The Board of Directors shall consist of thirteen (13) directors or such number of directors determined from time to time by special resolution as defined under the *Ontario Corporations Act* and shall include the Chair, Vice-Chair, Secretary, Treasurer and the immediate past-chair of the Corporation. Directors shall be individuals, at least eighteen (18) years of age and have power under law to contract.

(b) Term of Directors. Subject to the provisions of this By-law, the directors shall be elected by the members at the annual meeting of members from a slate prepared in accordance with the provisions of Article VIII (b)(i). The Board of Directors shall be elected and shall hold office in rotating terms of three (3) years such that at each annual meeting of members, a number of directors equal to the number retiring shall be elected by the members to serve terms of three (3) years, it being the intention that the number of directors elected and retiring in any one year shall be approximately one-third (1/3) of the total number of directors authorized to sit on the board.

(c) Re-Election of Directors. A director may be re-elected for up to three consecutive terms after which such person shall not be eligible for re-election as a director of the Corporation until one (1) year has lapsed from the date they last held office as a director of the Corporation. Notwithstanding the limitation of three (3) consecutive terms it is understood that as a past-chair, a director may be required to serve as a director beyond the end of the third consecutive term;

(d) The office of a director shall be automatically vacated:

- (i) if he/she resigns his/her office by delivering a written resignation to the secretary of the Corporation;
- (ii) if he/she is found by a court to be of unsound mind;
- (iii) if he/she becomes bankrupt or is unable to pay his/her debts as they become due;
- (iv) if at a special general meeting of the members, a resolution is passed by at least two-thirds (2/3) of the members present at such meeting that he/she be removed from office; or
- (v) on death;

provided that if any vacancy shall occur for any reason contained in this paragraph, the Chair may fill the vacancy, failing which the Board of Directors may fill the vacancy. If a meeting of the members fails to elect the number or minimum number of the directors required by the letters patent or by-laws of the Corporation or if a vacancy occurs as a

result of any of the foregoing reasons which is not filled, the directors remaining in office may exercise all the powers of the Board of Directors provided that a quorum of directors is elected or remains in office as the case may be.

(e) Resignation. A retiring director whose resignation stipulates that it is not to be effective until a certain meeting of the Board of Directors or the members shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is to be effective.

(f) Remuneration. The directors shall serve without remuneration in their capacity as a director and no director shall directly or indirectly receive any profit from his/her position as such, provided that a director may be paid reasonable expenses incurred by him/her in the performance of his/her duties. The remuneration of all other officers, agents and employees shall be fixed by the Board of Directors.

(g) Board of Advisors. The Board of Advisors shall consist of the Past-Chairs of the Corporation. The Board of Advisors shall provide advice and assistance to the Chair and the Board of Directors from time to time as needed. Meetings of the Board of Advisors shall be called by the Chair. The members of the Board of Advisors shall be invited to attend meetings of the Board of Directors.

ARTICLE IV: POWERS OF BOARD OF DIRECTORS

(a) Management. The Board of Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, except as otherwise specifically provided herein, shall exercise all such other powers and do all such other acts and things as the Corporation is by its letters patent or otherwise authorized to exercise and do. Without restricting the generality of the foregoing, the Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time.

(b) Finances. The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments, payments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation. The Board of Directors shall have the power to enter into trust arrangements with a trust company, or such other entity having the capacity to enter into trust arrangements, for the purpose of creating a trust fund held by the trust company or other entity in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may determine.

(c) Borrowing. The Board of Directors may from time to time:

- (i) borrow money upon the credit of the Corporation;
- (ii) limit or increase the amount to be borrowed;
- (iii) issue debentures or other securities of the Corporation;

- (iv) pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and
- (v) secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the Corporation, and the undertaking and rights of the Corporation.

The Board of Directors may delegate such powers to the officers or the directors to such extent and in such manner as the Board of Directors may, by resolution, determine. Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted, or endorsed by or on behalf of the Corporation.

ARTICLE V: MEETINGS OF THE BOARD OF DIRECTORS

(a) Meetings: Meetings of the Board of Directors may be held at any time and place to be determined by the Chair or the President, provided that, forty-eight (48) hours written notice of such meeting shall be given, other than by mail, to each director of the Corporation and each member of the Board of Advisors. Provided further that, if notice is given by mail, such notice shall be mailed at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board of Directors shall be required if all directors are present and waive notice, or if those absent have signified their consent to the meeting being held in their absence. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the Chair or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice. Meetings of the Board of Directors may be called by the Chair. Upon written requisition of not less than a majority of the directors the Secretary shall call a meeting of the directors. There shall be at least two (2) meetings per year of the Board of Directors.

(b) Minutes. A summary of the minutes of meetings of the Board of Directors shall be available to the members of the Corporation.

(c) Quorum. A majority of the directors then in office shall constitute a quorum at any meeting of the Board of Directors.

(d) Consensus Procedures Governing Voting. Each director of the Corporation shall be entitled to exercise one (1) vote at each meeting of the Board of Directors. Except as expressly provided herein and unless otherwise expressly provided by the *Corporations Act*, at all meetings of the Board of Directors, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor of or against such resolution.

(e) Teleconference Calls. If all the directors of the Corporation present at or participating at a meeting consent, a director or a member of the Board of Advisors may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director or a member of the Board of Advisors participating in such a meeting by such means is deemed to be present at the meeting. The Secretary shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted by the Secretary at the beginning of each particular meeting. Each vote cast by a director participating by teleconference call shall be recorded in the minutes by the Secretary.

ARTICLE VI: OFFICERS

(a) Officers. The officers of the Corporation shall be the immediate past-chair (hereinafter referred to as the “Past-Chair”), a chair (hereinafter referred to as the “Chair”), a vice-chair (hereinafter referred to as the “Vice-Chair”), the president (hereinafter referred to as the “President”) a secretary (hereinafter referred to as the “Secretary”), a treasurer (hereinafter referred to as the “Treasurer”) and the Chief Financial Officer (hereinafter referred to as the “Chief Financial Officer (CFO)”) and any such other officers as the Board of Directors may by resolution determine (herein referred to, individually, as an “officer” and, collectively, as the “officers”). Any two or more offices may be held by the same person.

(b) Election and Appointment. The Chair shall be elected by the members at the annual meeting. The remaining officers (other than the President, the Chief Financial Officer (CFO) and the immediate Past-Chair) shall be appointed by the Board of Directors from among those directors elected by the members at the annual meeting.

(c) Term. The Chair shall hold office for a term of two (2) years from the date of appointment or until a successor is appointed. The other officers shall hold office for a term of one (1) year or until their successors are appointed. An officer may be re-elected for an unlimited number of terms. The officers may be removed by resolution of the Board of Directors at any time. Only persons who have been on the Board of Directors for a period of not less than two (2) years at any time within the previous five (5) years shall be eligible to be elected as an officer of the Corporation, save and except the President and Chief Financial Officer. The Past-Chair shall continue as an officer for a term of two (2) years after ceasing to be the Chair.

ARTICLE VII: DUTIES OF OFFICERS

(a) Past-Chair. The Past-Chair shall be the immediate past chair and shall advise the Board of Directors from time to time on such matters as shall be requested by the Board of Directors and shall perform such other duties as may be determined by the Board of Directors from time to time.

(b) Chair. The Chair shall be the chief executive officer of the Corporation and shall perform all such duties as are customary for a chief executive officer of a corporation similar in size and operation to the Corporation. He/she shall have the general and active

management of the affairs of the Corporation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and shall perform such other duties as may be determined by the Board of Directors from time to time.

(c) Vice-Chair. The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be determined by the Board of Directors from time to time.

(d) Treasurer. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities, as may be determined by the Board of Directors from time to time. He/she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Board of Directors at regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation.

(e) Secretary. The Secretary shall carry on the affairs of the Corporation generally under the supervision of the officers and shall attend all meetings of the Board of Directors and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be specified by the Board of Directors or Chair, under whose joint supervision he/she shall be. He/she shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in such resolution. He/she shall also perform such other duties as may be determined by the Board of Directors from time to time.

(f) President. The President shall be hired by, and shall perform such functions as are determined from time to time by, the Board of Directors.

(g) Chief Financial Officer (CFO): The Chief Financial Officer (CFO) shall be hired by, and shall perform such functions as are determined from time to time by, the Board of Directors.

(h) Other Officers. The duties of all other officers shall be such as the terms of their appointment require or as may be determined by the Board of Directors from time to time.

ARTICLE VIII: COMMITTEES

(a) Committees. In addition to the committees described below, the Board of Directors may establish, by resolution, committees on such terms and conditions as the Board of Directors deems appropriate, whose members will hold their offices at the discretion of the Board of Directors or as otherwise determined by the Board of Directors.

(b) Board Development Committee. The Past-Chair shall be the chair of the Board Development Committee. The chair of the Board Development Committee shall make recommendations to the Board of Directors concerning membership on the Board Development Committee and the members of the committee shall be approved by resolution of the Board of Directors. Committee membership (including the position of chair of the committee) will be for a term of one (1) year, renewable for a maximum of five (5) additional years. The Board Development Committee shall carry out such duties as may be prescribed by the Board of Directors and shall:

- (i) solicit names of prospective nominees from the members and directors of the Corporation and prepare a slate of candidates for the director's positions which will be vacant and for which an election is to be held at the annual meeting provided that in preparing the slate of candidates, the Board Development Committee shall consider the need for diversity in desired skill sets such as law, accounting, fundraising, marketing and/or public relations and any other factors determined from time to time by the Board of Directors. Any two members of the Corporation may nominate additional directors at any time up to seven (7) days prior to the meeting at which the directors are to be elected so long as such nominations are made in writing and deposited with the Secretary of the Corporation;
- (ii) make recommendations to the Board of Directors regarding nominees for the appointment of officers on an annual basis; and
- (iii) make recommendations to the Board of Directors of names of persons to fill vacancies on the board, in officer's positions or on committees that occur throughout the year.

(c) Finance and Audit Committee. The Treasurer shall be the chair of the Finance and Audit Committee. The chair of the Finance and Audit Committee shall make recommendations to the Board of Directors concerning membership on the Finance and Audit Committee and the members of the committee shall be approved by resolution of the Board of Directors. Committee membership (including the position of chair of the committee) will be for a term of one (1) year, renewable up to five (5) additional years. The duties of the Finance and Audit committee shall be prescribed by the Board of Directors and shall include the following:

- (i) advising the board on financial matters;
- (ii) ensure that the Corporation's annual budget is prepared in a timely fashion for presentation to the board;
- (iii) reviewing the budget of the Corporation periodically and making recommendations for any adjustments; and
- (iv) reviewing the financial statements of the Corporation in consultation with the Corporation's auditor.

(d) Investment Committee. The Chair shall appoint the chair of the Investment Committee. The chair of the Investment Committee shall make recommendations to the Board of Directors concerning membership on the Investment Committee and the members of the committee shall be approved by resolution of the Board of Directors. Committee membership (including the position of chair of the committee) will be for a term of up to six (6) years with the exception that the person in the Chair position may serve a maximum term of eight (8) years on the committee. The Investment Committee shall be an advisory body to the Board of Directors. The duties of the Investment Committee shall be prescribed by the Board of Directors and shall include the following:

- (i) annually reviewing the Corporation's Investment Policy for report to the Board of Directors;
- (ii) recommending periodic amendments to the Investment Policy to the Board of Directors;
- (iii) making recommendations to the Board of Directors regarding an investment counselor;
- (iv) negotiating the agreement with the investment counselor, subject to the board's approval;
- (v) in consultation with the investment counselor, managing the Foundation's investments in accordance with the current Investment Policy;
- (vi) reviewing the investment performance quarterly and providing a report to the board;
- (vii) reviewing the investment counselor's performance and providing a report to the board;
- (viii) reporting to the board quarterly, and on an "as needed" or requested basis;
- (ix) seeking the board's advice and direction regarding any matter not specifically referred to and covered in the Investment Policy."

ARTICLE IX: MEETINGS OF THE MEMBERS

(a) Meetings. Meetings of the members shall be either an annual meeting or a special meeting. The annual or any special meeting of members shall be held at the head office of the Corporation or at any place in Canada and on such date as the Board of Directors may determine. The members may resolve that a particular meeting of members be held outside Canada.

(b) Quorum. Eighteen (18) members, present in person or by proxy at any meeting of the members, shall constitute a quorum at any such meeting.

(c) Business at Annual Meeting. At every annual meeting of the members, in addition to any other business that may be transacted, the report of the Board of Directors, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business which the members under applicable law are so authorized to transact, at any meeting of the members.

(d) Special Meeting. The Board of Directors shall have power to call, at any time, a special meeting of the members. The Board of Directors shall be required to call a special meeting of the members on written requisition of at least twenty-five (25) members.

(e) Notice. Fourteen (14) days written notice by mail shall be given to the members of any annual or special meeting of the members. Notice of any meeting shall contain sufficient information to permit the members to form a reasoned judgment on any matter to be considered at such meeting. Notice of each meeting must remind the member that the member has the right to vote by proxy. No error or omission in giving notice of any annual or special meeting or any adjourned meeting, whether annual or general, shall invalidate such meeting or make void any proceedings taken thereat and the members may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The statutory declaration of the Chair or the Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.

(f) Proxies. The members shall have the right to exercise one (1) vote each at each meeting of the members. Any member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of the members in the manner and to the extent authorized by the proxy. A proxy holder need not be a member.

(g) Voting. Except as expressly provided herein and unless otherwise expressly provided by the *Corporations Act*, at all meetings of the members, every question shall be determined by a majority of votes cast at the meeting. A declaration by the chairman of the meeting that a resolution has been carried and an entry to that effect in the minutes shall be prima facie proof of the fact without proof of the number or proportion of the votes recorded in favor or against such resolution.

ARTICLE X: NOTICE

(a) Address for Notice. For the purpose of sending notice to the members, a director or an officer for any meeting or otherwise, the address of the members, director or officer shall be his/her last address recorded on the books of the Corporation.

ARTICLE XII: INDEMNITY AND INSURANCE

(a) Indemnity. The Corporation shall indemnify and save harmless the directors and officers of the Corporation and their heirs, executors and administrators from and against all costs, charges and expenses including any amount paid to settle an action or to satisfy a judgment, reasonably incurred by directors or officers in respect of:

- (i) any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director or officer of the Corporation;
- (ii) any action by or on behalf of the Corporation to procure a judgment in its favor to which the director or officer is made a party by reason of being or having been a director or officer of the Corporation, if the Corporation obtains any approval required under the *Corporations Act* in respect of such indemnification; and

- (iii) the defence of any civil, criminal or administrative action or proceeding to which the director or officer is made a party by reason of being or having been a director or officer of the Corporation if the director or officer was substantially successful on the merits in his/her defence of the action or proceeding,

if the director or officer has acted honestly and in good faith with a view to the best interests of the Corporation and in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the director or officer had reasonable grounds for believing that his/her conduct was lawful.

(b) Directors' and Officers' Liability Insurance. The Corporation shall, at all times, maintain in force such directors and officers liability insurance as may be approved by the Board of Directors.

ARTICLE XI: EXECUTION OF DOCUMENTS

(a) Execution of Contracts. Contracts, documents or any other instrument in writing requiring the signature of the Corporation, shall be signed by any two (2) of the officers and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint any individual who shall be empowered on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Board of Directors may give the Corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any securities owned by the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

ARTICLE XII: HEAD OFFICE

(a) Head Office. The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario.

ARTICLE XIII: FINANCIAL YEAR

(a) Financial Year. Unless otherwise determined by the Board of Directors, the fiscal year-end of the Corporation shall be December 31.

ARTICLE XIV: AMENDMENT OF BY-LAWS

(a) Amendment of By-laws. The by-laws of the Corporation not embodied in the letters patent of the Corporation may be repealed or amended by by-law enacted by the Board of Directors and sanctioned by an affirmative vote of two-thirds (2/3) of the members present at a meeting duly called for the purpose of considering the said by-law.

ARTICLE XV: AUDITORS

(a) Auditors. The members shall at each annual meeting appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Board of Directors may fill any vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

ARTICLE XVI: BOOKS AND RECORDS

(a) Books and Records. The Board of Directors shall ensure that all necessary books and records of the Corporation required by the by-laws of the Corporation or by applicable law, are regularly and properly kept.

ARTICLE XVII: RULES AND REGULATIONS

(a) Rules and Regulations. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Corporation they deem appropriate, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such annual meeting of the members, shall cease to have any force and effect.

ARTICLE XVIII: INTERPRETATION

(a) Interpretation. In these by-laws and in all other by-laws of the Corporation hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE XIX: REPEAL OF BY-LAWS

(a) Repeal Of By-Laws. All By-Laws of the Corporation are repealed as of the coming into force of this By-Law. Such repeal shall not affect the previous operation of the By-Laws or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred prior to their repeal.

ENACTED the 8th day of June, 2016.

WITNESS the seal of the Corporation.

Michael Landau, Chair

Adina Libin, Secretary & Treasurer