

**CONSTITUTION OF
CONGREGATION BETH HAMIDRASH**

- 1 The name of the Society is "CONGREGATION BETH HAMIDRASH". The Society is hereinafter referred to as the Congregation.
- 2 The purposes of the Congregation are:
 - (a) To establish and maintain a Synagogue and to conduct religious services in accordance with the liturgy, precepts and traditions of Orthodox Sephardic Judaism as expressed by Haham Yoseph Haim in the Ben Ish Hai, as well as other Orthodox Sephardic authorities;
 - (b) To assist, develop, and foster the organization of Sephardic Jewish educational and cultural groups amongst its members;
 - (c) To conduct schools for instruction in Hebrew and Jewish religion in all its facets; and to promote Sephardic tradition and learning;
 - (d) To receive, acquire, and hold gifts, donations, devices, and bequests;
 - (e) To purchase, hold, sell, and otherwise deal in real estate and personal property, for the purposes aforesaid and to do all such acts as may be necessary or requisite;
 - (f) To do all such things as are necessary in support of World Jewry.

**BY-LAWS OF
CONGREGATION BETH HAMIDRASH**

1 INTERPRETATION

- (a) In these by-laws 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;
- (b) When construing the by-laws, reference shall be had to the Society Act and words and expressions used in the by-laws shall, so far as the context does not otherwise require, have the same meaning as would be the case when used in that Act.

2 TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

- (a) The members of the Congregation are the subscribers of the constitution and by-laws, and every other person who is, according to Halaha, of the Jewish faith and who is accepted for membership by the board of directors and is in good standing with respect to the payment of membership fees;
- (b) All applications for membership shall be submitted to a member of the board of directors;
- (c) No person shall be member of the Congregation unless he is over the age of nineteen years;
- (d) A member shall be deemed to be in good standing when he or she has paid his or her current annual membership fee, or has made other satisfactory arrangements with the board of directors for such payment, but a member may not vote at a members' meeting unless he or she has paid any outstanding membership fee at least 14 days before the meeting;
- (e) A membership year shall run from June 1 to May 31, but if a new member joins part way through a membership year, his or her annual fee for the initial period will be prorated to May 31st
- (f) There will be at least two categories of membership: individual membership and family membership. The directors may propose additional categories of membership, and may propose fees or changes in fees for each category, but before coming into effect, all additional categories, and all fees, must first be approved by a majority of members at a meeting of members, whether general or special.

3 CONDITIONS UNDER WHICH MEMBERSHIP CEASES AND MANNER IN WHICH A MEMBER MAY BE EXPELLED

- (a) A member may withdraw from the Congregation by tendering his resignation in writing to the President;
- (b) The directors shall have the power, by a vote of three-fourths of the total number of votes cast, to expel or suspend any member whose conduct shall have been determined by

the directors to be improper, unbecoming, or likely to endanger the interest or reputation of the Congregation or who willfully commits a breach of the constitution or by-laws of the Congregation or who fails to pay annual membership fees, any subscription, or for indebtedness due to the Congregation. No member shall be expelled or suspended without - being notified of the charge or complaint against him or her or without having first been given an opportunity to be heard by the directors at a meeting called for that purpose. Always provided that such member may be readmitted to membership by the directors upon such evidence as they may consider satisfactory;

- (c) Any member who resigns, withdraws, or is expelled from the Congregation shall forthwith forfeit all right, claim, and interest arising from or associated with membership in the Congregation.

4 MONTH FOR HOLDING ANNUAL GENERAL MEETING AND MODE OF AND NOTICE REQUIRED FOR CALLING GENERAL AND SPECIAL MEETINGS OF THE CONGREGATION AND NUMBER CONSTITUTING A QUORUM AT ANY SUCH MEETING. AND RIGHTS OF VOTING

- (a) The annual general meeting shall be held during the month of May in each year at a place within the Province and on a day to be fixed by the board of directors, and seven days' notice of such meeting shall be mailed or handed to all members by the secretary. Other meetings of the members, whether general or special, may be convened by order of the directors for any time and at any time and at any place in the Province of British Columbia;
- (b) Notice of the time and place of all meetings and the general nature of the business to be transacted shall be communicated to each member at least seven days before the holding of the meeting: always provided and subject to the provisions of the Society Act, meetings of members either general or special may be held at any time and place in the Province of British Columbia without such notice if each of the members either consents to the holding of the meeting or is present thereat, or is represented thereat by proxy duly appointed. Members may also by writing waive notice of general and special - meetings of members;
- (c) At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors, if -any, shall be presented, a board of directors shall be elected, and auditors (if any) shall be appointed for the ensuing year and the remuneration of the auditors shall be fixed. Except where the Society Act otherwise provides, the members may consider and transact any business either special or general without any notice thereof at any meeting of the members;
- (d) For the purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Congregation;
- (e) No error or omission in giving notice of any annual general meeting or other meetings shall invalidate such meeting or make void any proceedings taken thereat;
- (f) A quorum for the transaction of business at any meeting of members shall consist of not less than ten members present in person or represented by proxy; provided that in no

case can any meeting be held unless there are five members present in person. In the event that a quorum is not present within thirty minutes after the time called for the meeting, the meeting shall stand adjourned to a time and place determined by the president, and a quorum at any such adjourned meeting shall be those members who shall be present in person or by proxy at such adjourned meeting: provided that in no case can any meeting be held unless there are two members present in person;

- (g) Each individual member in good standing of the Congregation shall, at all meetings at which such member is present, be entitled to one vote. Each family membership in good standing entitles the family to two votes at all meetings at which at least one adult family member is present. Proxy voting is permitted only in the following cases:
- (i) where one adult family member present at a meeting is voting a second family membership vote on behalf of that family;
 - (ii) where a member whose principle residence is outside the Greater Vancouver Regional District, or;
 - (iii) where a member's age or physical disability makes it impractical for them to attend a meeting.

Where proxy voting occurs outside a family membership, only a member in good standing may act as a proxy for another member and any one member in good standing may present a maximum of three (3) proxies at any single meeting. Proxies will be limited where concerning a regular or special resolution and will be general where concerning an election or where concerning matters that may come up from the members and are unknown to the Board at the time of preparing the proxy. Members must assign his/her proxy in writing via a specific proxy form to be distributed with the notice of the meeting. The Board will have the discretion to set the procedures regarding how proxy votes are registered and recorded;

- (h) At all meetings of the Congregation every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the by-laws of the Congregation, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Congregation shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the chairman shall direct and the result of such poll shall be deemed the decision of the be entitled to a casting vote.

5 APPOINTMENT AND REMOVAL OF DIRECTORS AND OTHER OFFICERS AND THEIR DUTIES. POWERS AND REMUNERATION

The affairs of the Congregation shall be managed by a board of no fewer than 9 and no more than 14 directors consisting of:

- (i) The President of the Congregation. To be eligible for this office, a candidate must have been a member of the board of directors for at least two years. The President of the Congregation will be elected by the membership at an annual general meeting for a two year terms, and will hold office until the second annual meeting after he or she was first elected. Thereafter, the President of the Congregation may be reelected for one or more one year terms.
- (ii) The Vice President, the Secretary and the Treasurer. To be eligible for these offices, candidates must have been members of the board of directors for at least one year. These officers will be elected by the membership at each annual general meeting for a one year term, and will hold office until the next annual general meeting.
- (iii) The President of the Sisterhood, to be appointed to the board annually by the Sisterhood at least one week before each annual general meeting of the Congregation, to hold office for a one year term from the date of the annual general meeting before which she was appointed until the next annual general meeting.
- (iv) The Chairman of the Religious Affairs Committee, to be appointed to the Board annually by the Honourary Board of Past Presidents, at least one week before each annual general meeting, to hold office for a one year term from the date of the annual general meeting before which he or she was appointed until the next annual general meeting.
- (v) Four other directors, to be elected by the membership at alternate annual general meetings for two year terms.
- (vi) Up to four other directors, to be elected by the membership at each annual general meeting, for one year terms. The number of positions, if any, on the board for these one year terms will be proposed by the Nominations Committee and determined by an ordinary resolution of the membership at each annual general meeting.

To be eligible for any position on the board, a candidate must, at a minimum, be a member in good standing of the Congregation and must have been a member in good standing for at least one full year before being nominated. The election of directors at the annual general meeting may be by a show of hands unless a ballot is demanded by any member. The members of the Congregation may, by resolution passed by a least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of the current term of office, and may, by a majority of the votes cast at that meeting, elect any eligible person in his or her stead for the remainder of the current term.

- (b) The directors shall have and exercise all the powers of the Congregation as fully and completely as the Congregation could in general meeting, subject always, however, to the provisions of the Society Act, and provided that any contract concerning an interest in realty shall not be entered into by the directors without the sanction of a special resolution of the Congregation.
- (c) Vacancies on the board of directors, however caused, may so long as a quorum of directors remains in office, be filled by the directors from among the qualified members of the Congregation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If any member of the board of directors shall resign, or without reasonable excuse be absent from three or more directors' meetings, or be suspended or expelled from the Congregation, the directors shall declare the office vacated and may appoint a successor in his or her place to hold office until the next annual general meeting.
- (d) A quorum for the transaction of business at a meeting of directors is five; up to two Past Presidents present at a meeting of directors and who are members in good standing of the congregation may be counted in determining the quorum.
- (e) Directors' meetings maybe held at such times and at such places as the directors may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. A meeting of the directors may be formally called by the President, who shall be referred to as the Chairman of the Board, or by any two directors at any time. Unless otherwise stipulated by the board, notice of all meetings shall be delivered, telephoned or faxed to each director or shall be mailed to each director not less than four days before the meeting is to take place. The statement of the Secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.
- (f) The directors may consider or transact any business either special or general at any meeting of the board. Notice of any meeting or any irregularity in any meeting or notice thereof may be waived by any director. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes the chairman, in addition to his original vote, shall have a second or casting vote. All votes at any such meeting shall be taken by a ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the chairman that a resolution has been carried and an entry to that effect in the minutes shall be prima facie evidence of that fact. In the absence of the President, his duties may be performed by the Vice-President or by such other director as the board may from time to time appoint for the purpose;
- (g) A resolution in writing signed by all the directors personally shall be valid and effectual as if it had been passed at a meeting of directors duly called and constituted;
- (h) The members of the board of directors shall receive no remuneration for acting as such;

- (i) Every director of the Congregation shall be deemed to have assumed office on the express understanding and agreement- and condition that every director of the Congregation and his or her heirs, executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Congregation from and against all costs, charges and expenses whatsoever which such director sustains or incurs in or about any action, suit or proceedings which 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 or any other director or directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof except such costs,-charges or expenses as are occasioned by his or her own willful neglect or default;
- (j) The board of directors may from time to time appoint such officers and agents and authorize the employment of such other persons as they deem necessary to carry out the objects of the Congregation. The duties of all officers of the Congregation shall be such as the terms of their engagement call for or the board of directors requires of them;
- (k) The President shall, when present, preside at all meetings of the members of the Congregation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Congregation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all resolutions and membership certificates, if any;
- (l) The Vice-President shall assume the duties of the President in the absence of the latter;
- (m) The Secretary shall record all facts and minutes of all proceedings of meetings in the books of the Congregation kept for that purpose. He or she shall give all notices required to be given to members and to directors. He or she shall perform such other duties as may from time to time be determined by the board of directors;
- (n) The Treasurer, and, in his or her absence, the Sub-Treasurer, shall receive, deposit and make disbursements of all monies of the Congregation, shall keep full and accurate accounts of all receipts and disbursements of the Congregation in proper books of account, and shall disburse the funds of the Congregation under the direction of the board of directors, taking proper vouchers therefor and rendering to the board of directors at the regular meetings or whenever required an account of all transactions as Treasurer, and of the financial position of the Congregation
- (o) Deeds, transfers, licenses, contracts and engagements on behalf of the Congregation shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the Seal of the Congregation to such instruments as require the same. Contracts in the ordinary course of the Congregation's operations may be entered into on behalf of the Congregation by the President, Vice-President, Treasurer or by any person authorized by the board;

- (p) All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Congregation, shall be signed by such officer or officers, agent or agents of the Congregation and in such manner as shall from time to time be determined by the board. The securities of the Congregation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Congregation signed by such officer or officers, and in such manner as shall from time to time be determined the board.
- (q) The board of directors may from time to time in its discretion create committees to make recommendations to the board and to take such actions as the board directs. These committees may be standing committees or ad hoc committees. They will be chaired by a member of the board of directors and will include such other members in good standing of the Congregation as the directors determine.

6 HONOURARY BOARD OF PAST PRESIDENTS

- (a) The board of directors shall be assisted and guided in the management of the affairs of the Congregation by an Honourary Board of Past Presidents. All former presidents of the Congregation who are not current board members and who are members in good standing of the Congregation shall have automatic membership on the honorary board. Members of the honorary board are entitled to attend all meetings of the board of directors, and may vote at these meetings on the following basis:
 - (i) each honorary board member present at a board meeting shall have one vote, up to a maximum of two votes for the whole of the honorary board;
 - (ii) if at any board meeting more than two honorary board members vote on a matter, each of their votes shall have a fractional value such that all their votes have equal value, and the total of all their votes equals two;
 - (iii) No honorary board member may vote by proxy.
- (b) The Honourary Board of Past Presidents shall each year appoint from the membership of the Congregation a Religious Affairs Committee, to consist of a Chairman and not less than two or more than six other members. The Chairman of the Religious Affairs Committee will automatically be a member of the board of directors of the Congregation.
- (c) The Rabbi together with the Religious Affairs Committee shall have the responsibility to ensure that the Congregation's religious objects, as set out in paragraph 2(a) of the Constitution, are being carried out, and as long as he is under contract with the Congregation, the Rabbi will be the authority for the Congregation on all matters of Halaha. No change shall be made to the conduct of religious services or to the prevailing customs until the proposed change has been approved by both the Rabbi (if any) and the Religious Affairs Committee.
- (d) During any period in which the position of the Rabbi is vacant, it will be the responsibility of the Religious Affairs Committee to ensure that the Congregation's religious objects as set out in paragraph 2(a) of the Constitution are being carried out.

7 SISTERHOOD

- (a) The Congregation shall have a Sisterhood, consisting of those female members in good standing of the Congregation who wish to join. The members of the Sisterhood will meet from time to time to conduct such activities within the objects of the Congregation as it determines from time to time;
- (b) The Sisterhood shall elect each year, from its members, an executive committee consisting of a President, Vice-President, Secretary-Treasurer and such other committee members as it determines. The President of the Sisterhood each year will automatically be a member of the board of directors of the Congregation.

8 EXERCISE OF BORROWING-POWERS

The board of directors may from time to time borrow money in any manner and without limit to amount on the credit of the Congregation and in such amounts as they may think proper and may, subject to the terms of by-law 5(b), cause to be executed mortgages and pledges of the real and personal property and rights of the Company and may cause to be signed bills, notes, contracts and other evidence of securities for money borrowed or to be borrowed, such moneys to be borrowed from any person, firm, or corporation, or bank, on such terms as the lender may be willing to advance the same; provided that debentures shall not be issued without the sanction of a special resolution of the Congregation.

9 AUDITS OF ACCOUNTS

- (a) The board of directors may from time to time appoint an auditor or auditors to hold office for such period as the directors may determine;
- (b) The auditors shall make a report to the members and directors on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Congregation at any annual meeting during their tenure of office, and the report shall state
 - (i) whether or not they have obtained all the information and explanations they have required, and
 - (ii) whether, in their opinion, the balance sheet referred to in the report is properly drawn up so as to exhibit a true and correct view of the state of the Congregation's affairs as at the date of the balance sheet and the result of its operations for the year ended on that date according to the best of their information and the explanations given to them, and as by the books of the Congregation;
- (c) The auditors of the Congregation are entitled to attend any meeting of member of the Congregation at which any accounts that have been examined or reported on by them are to be laid before the members for the purpose of making any statement or explanation they desire with respect to the accounts;

- (d) The rights and duties of an auditor of the Congregation shall extend back to the date of which the last audit of the Congregation's books, accounts and vouchers was made, or, where no audit has been made, to the date on which the Congregation was incorporated.

10 CUSTODY AND USE OF THE SEAL OF THE CONGREGATION

- (a) The common Seal of the Congregation shall be under the control of the; directors, and the responsibility for its custody and its use from time to time shall be determined by the directors.

11 ALTERATION OF BY-LAWS BY SPECIAL RESOLUTION, STATING ALTERATION MAJORITY

- (a) The by-laws of the Congregation shall not be altered or added to except by a special resolution of the Congregation. For all purposes of the Congregation, "special resolution" shall mean a resolution passed by a majority of such members entitled to vote as are present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as an extraordinary resolution has been duly given, such majority being three-fourths.

12 PREPARATION AND CUSTODY OF MINUTES OF PROCEEDINGS OF MEETINGS OF THE CONGREGATION AND OF THE DIRECTORS, AND OTHER BOOKS AND RECORDS OF THE CONGREGATION

- (a) The directors shall see that all necessary books and records of the Congregation required by the by-laws of the Congregation or by any applicable statute or law are regularly and properly kept;
- (b) The secretary shall maintain and have charge of the minute books of the Congregation and shall record or cause to be recorded therein minutes of proceedings of all meetings of members and directors;
- (c) The board of directors shall specially charge a person with the duty to keep a book or books wherein shall be kept properly recorded:
 - (i) A copy or the constitution of the Congregation and any special - resolutions altering or adding to the same, and a copy of the by-laws of the Congregation and any resolutions altering or adding thereto;
 - (ii) Copies or originals of all documents, registers and resolutions as required by law;
 - (iii) All sums of money received and expended by the Congregation and the matters in respect of which the receipt and expenditure takes place;
 - (iv) All revenues and purchases by the Congregation;
 - (v) The assets and liabilities of the Congregation;
 - (vi) All other transactions affecting the financial position of the Congregation;

- (d) The fiscal year of the Congregation shall terminate on a day in each year to be fixed by the board of directors and the financial statements of the Congregation's affairs for presentation to the members at the annual meeting shall be made up to that date.

13 TIME AND PLACE (IF ANY) AT WHICH THE BOOKS AND RECORDS OF THE CONGREGATION MAY BE INSPECTED BY MEMBERS

- (a) The directors shall from time to time determine whether and to what extent - and at what times and places and under what conditions or regulations the accounts and books of the Congregation or any of them shall be open to the inspection of members not being directors, and no member (not being a director) shall have any right of inspecting any account or book or document of the Congregation except as conferred by law or authorized by the Directors or by resolution of the members, whether previous notice thereof has been given or not.
- 14 The operations of the Congregation are to be chiefly carried on in the City of Vancouver, in the Province of British Columbia.
- 15 The Congregation shall be carried on without purpose of gain for its members and any profits or other accretions to the Congregation shall be used in promoting its objects. In the event of a winding up or dissolution of the Congregation, any funds remaining after the satisfaction of its debts and liabilities shall be given or transferred to Jewish charitable organizations registered under the provisions of The Income Tax Act of Canada from time to time in effect. **This provision was previously unalterable.**