



CONGREGATION DORSHEI EMET

**BY-LAWS OF CONGREGATION DORSHEI EMET -
THE RECONSTRUCTIONIST SYNAGOGUE OF MONTREAL**

Amended at the Annual General Meeting held on (1989-1991)
Amended at the Annual General Meeting held on June 2, 1994
Amended at the Annual General Meeting Held on June 16, 2003
Amended at the Annual General meeting Held on June 14, 2012
Amended at the Annual General meeting Held on June 11, 2013
Amended at the Annual General meeting Held on June 10, 2015
Amended at the Annual General meeting Held on June 15, 2016
Amended at the Annual General meeting Held on June 14, 2017
Amended at the Annual General meeting Held on June 13, 2018

ARTICLE 1

INTERPRETATION

In these By-laws, unless the context otherwise requires:

- a) "Board" means the Board of Directors constituted pursuant to Article 6; and
- b) "Congregation" means the membership of Congregation Dorshei Emet - The Reconstructionist Synagogue of Montreal.

ARTICLE 2

NAME

The name of the Congregation shall be "Congregation Dorshei Emet - The Reconstructionist Synagogue of Montreal". Alternatively, either element of that name may be used by the Congregation.

ARTICLE 3

OBJECTIVES

The objectives of the Congregation shall be:

- a) To maintain a house of worship;
- b) To foster and develop the spiritual, educational and social welfare of its members;
- c) To maintain a cemetery;
- d) To maintain membership in the Jewish Reconstructionist Federation or any successor thereto;
- e) To proclaim and uphold the principles of Reconstructionist Judaism.

ARTICLE 4

MEMBERSHIP

Section 1 - Eligibility

The Congregation shall consist of the persons who were members at the time at which these By-laws come into force and all others who become members as hereinafter provided and are in good standing.

Section 2 - Membership

- a) Subject to ARTICLE 4, Section 2 b), any person of the Jewish faith who undertakes to abide by the By-laws of the Congregation shall be eligible to become a regular member thereof. Application for membership shall be made in writing and be accompanied by payment of, or the arrangement for the payment of, membership dues for one year as well as any other assessments that have been adopted in accordance with these By-laws. A non-Jewish spouse of a member may be welcomed into the synagogue with the status of Ger Toshav (affiliated member within the family membership) and shall be entitled to affiliate membership in the Congregation even after the death of the Jewish spouse.
- b) No person shall be eligible for membership who refuses to grant his or her spouse a *get* (a Jewish divorce) or to remove all barriers within his or her control that would prevent a spouse's religious re-marriage.

Section 3 - Categories of Membership

- a) FAMILY MEMBERSHIP shall be available to families and shall include the parents, including the affiliate member, and all dependent children up to twenty-five years of age.
- b) SINGLE PARENT FAMILY MEMBERSHIP shall be available to single parents and their dependent children up to twenty-five years of age.
- c) JEWISH JOURNEY FAMILY MEMBERSHIP shall be available to families in the year of their child's B'nei Mitzvah.
- d) INDIVIDUAL MEMBERSHIP shall be available to an unmarried individual.
- e) YOUNG INDIVIDUAL MEMBERSHIP shall be available to unmarried individuals under thirty years of age.
- f) YOUNG FAMILY MEMBERSHIP shall be available to families no member of which is over thirty-five years of age and shall include the parents and all dependent children.
- g) ASSOCIATE MEMBERSHIP shall be available to individuals or families who reside outside the province of Quebec and who may participate in the religious and

educational activities of the Congregation, subject to the limitations set out in ARTICLE 4, Section 6.

- h) STUDENT MEMBERSHIP shall be available to full-time students.

Section 4 - Annual Dues and Other Assessments

- a) The annual membership dues, including affiliate membership dues, and any other assessments shall be established from time to time by the Board on the recommendation of the Board following recommendations from the Membership and Finance Committees and shall be subject to the approval of the membership at a General Meeting of the Congregation.
- b) Annual membership dues and any other assessments shall be payable for each fiscal year.

Section 5 - Membership Privileges

Members in good standing shall be entitled to the following rights and privileges:

- a) To attend all synagogue services and functions;
- b) To rent, when available, the facilities of the Congregation at the rates reserved for members. The rental shall be subject to the rules and regulations established from time to time by the Board upon the recommendation of the House and Maintenance Committee;
- c) To be affiliated with any constituent group of the Congregation upon payment of any fee that may be levied by such group; and
- d) To purchase rights to burial plots upon such terms and conditions as may be established from time to time by the Board upon the recommendation of the Cemetery Committee. The right to a burial plot shall be conditional upon membership in the Congregation. That right may not be transferred or assigned in whole or in part. Should a member leave the Congregation, the right shall revert to the Congregation and the member shall receive reimbursement, less reasonable administrative charges, of moneys paid in that regard. Permission for burial shall be granted only if all indebtedness of the deceased to the Congregation has been paid, subject, however, to special consideration by the President following consultation with the Chairs of the Cemetery and Membership Committees.

Section 5.1 - Affiliate Members

Affiliate members in good standing shall be entitled to the following rights and privileges:

- a) All rights and privileges set out in Subsections 5a), b) and c) above;
- b) Regular membership rates for all courses and synagogue sponsored events; and

- c) To serve on, but not chair, synagogue committees.

Section 6 - Associate Members

Associate members shall be entitled to attend all synagogue services and functions and may

- a) Purchase passes for the High Holy Day Services at the rates reserved for regular members;
- b) Rent, when available, the facilities of the Congregation at the rates reserved for members;
- c) Purchase the right to a burial plot at a surcharge determined by the Board upon the recommendation of the Cemetery Committee.

Section 7 - Suspensions

Any member who is more than twelve months in arrears in dues or in any other sums due to the Congregation, or whose actions or conduct constitute just cause in the opinion of the Board, may be suspended or expelled by the Board. Prior to any suspension or expulsion taking effect, the member shall be notified by registered letter to be present at a meeting of the Board and be given an opportunity to show cause why the member should not be suspended or expelled.

ARTICLE 5

FISCAL YEAR

The fiscal year of the Congregation shall commence on the first day of September in each year.

ARTICLE 6

BOARD OF DIRECTORS

The affairs of the Congregation shall be directed by a Board of Directors constituted in the manner and having the powers and functions set out in this Article.

Section 1 - Composition of the Board

The Board shall be comprised of not less than fourteen and no more than eighteen regular members elected from among the eligible members of the Congregation at the Annual General Meeting. The Immediate Past President and the immediate PAST executive vice-president shall be ex-officio members of the Board, and shall be entitled to vote. In addition, all other past presidents and honorary Officers appointed by the Board shall be ex-officio, non-voting members of the Board.

Section 2 - Eligibility

Any person who has been a member in good standing of the Congregation for at least one year shall be eligible for election to the Board.

Section 3 - Term of Office

Each Director shall be elected for a term of two years ending upon the election of the Director's successor. The terms of office of one-half of the elected members of the Board shall expire each year. A Director shall serve a maximum of three consecutive two year terms. Under exceptional circumstances, the Nominating Committee may recommend the re-election of a Director for an additional fixed period of time.

Section 4 - Powers of the Board

The Board shall

- a) Establish and carry out the policies and purposes of the Congregation;
- b) Administer the continuing activities of the Congregation in accordance with the policies and principles it establishes;
- c) Approve, reject or otherwise deal with reports and submissions of all committees, Officers and officials of the Congregation;
- d) Make such rules and regulations, consistent with the Congregation's Act of Incorporation and By-laws, as it may deem advisable for the furtherance of the objectives of the Congregation;
- e) Consider and, if thought fit, approve all applications for membership in the Congregation; and
- f) Establish the annual membership dues and any assessments of the Congregation, subject to ratification by the Congregation at a Special or Annual General Meeting.

Section 5 - Limitation on Financial Authority

The Board shall not, without the approval of the membership, obligate the Congregation financially to an extent beyond that provided for in an approved budget.

Section 6 - Meetings of the Board

- a) The Board shall meet at least six times a year. The Secretary shall send or cause to be sent a notice of meeting to each Director not less than seven days prior to each meeting.
- b) Special meetings of the Board may be called by the President at the President's discretion or upon written request of not fewer than four members of the Board, addressed to the Secretary of the Congregation. If the President fails to comply with such a request within ten days of its receipt, the Secretary shall convene the meeting. At least three days notice, setting out the purpose of the meeting, shall be given for all

special meetings.

- c) Any Director who fails to attend more than three consecutive meetings of the Board without reasonable cause may be removed from office by a resolution of the Board.

Section 7 - Voting

Each Director present shall have one vote at all meetings of the Board. A majority of votes cast thereon shall carry any resolution unless a special majority is provided for in these By-laws. In the event of a tie, the Chair of the meeting shall have a vote.

Section 8 - Quorum

A majority of the number of elected members of the Board shall constitute a quorum for the transaction of business at a Board meeting.

Section 9 - Vacancies

In the event of a vacancy on the Board, however caused, the President may appoint one of the eligible members of the Congregation to fill the vacancy for the balance of the unexpired term.

ARTICLE 7

OFFICERS

The following Officers shall be elected from among the Directors at the Annual General Meeting:

- a) the President
- b) the Executive Vice-President
- c) the First Vice-President
- d) the Second Vice-President
- e) the Treasurer
- f) the Secretary and
- g) the Parnass.

The seniority of the Officers shall be as indicated above.

Section 1 - Eligibility

Any member who has served as a Director for at least one full year shall be eligible for election as an Officer of the Congregation. This requirement shall not apply to the Parnass who can be elected to the position without having ever served as a Director.

Section 2 - Term of Office

Upon election as an Officer, the provisions of ARTICLE 6, section 3 no longer apply to a Director. The term of an Officer shall be two years. No Officer shall be eligible for election to the same office for more than two consecutive terms.

Section 3 - Powers and Duties of Officers

- a) The PRESIDENT shall be the Chair of the Board, shall preside at all general and special meetings of the Congregation and shall be a member ex-officio of all committees. In his or her absence, the senior officer present shall preside. In default of any officer being present, a Chair shall be elected from among the members present. The President appoints the chairs of committees, ensures that the officers perform their roles, and acts as the public face of the Congregation.
- b) The EXECUTIVE VICE-PRESIDENT shall carry particular responsibility for matters relating to budget, finance, and administration. Together with the President, Rabbi, and Executive Director, s/he shall set the agenda for meetings of the Board of Directors and Annual meeting of the members. The Executive Vice President is an ex officio member of the Finance and Fundraising and Resource Development Committees.
- c) The VICE-PRESIDENTS shall assist the President in the discharge of his or her duties and shall assume such duties as may be assigned by the President. In the event of the absence, resignation, death or incapacity of the President, the First Vice-President shall replace the President.
- d) The SECRETARY shall be responsible for recording the minutes of the proceedings of the Board, the Executive Committee and Special and Annual General Meetings. The Secretary, shall be responsible for the maintenance of the seal of the Congregation and shall sign on behalf of the Congregation all letters, instruments and other documents as may be necessary.
- e) The TREASURER shall
 - i) Have charge of all funds and negotiable instruments of the Congregation;
 - ii) Following consultation with the Finance Committee, propose an Investment Policy to the Board;
 - iii) Supervise the collection of all moneys due to the Congregation;
 - iv) Arrange for the funds of the Congregation to be deposited in a chartered bank, trust company or other institution or entity approved by Board in the name of the Congregation;
 - v) Following consultation with the Finance Committee and approval by the Board, negotiate and oversee all loans and negotiable instruments as well as their repayment;
 - vi) Make all authorized expenditures;
 - vii) Present to the Board a summary financial statement every six months, a year-

end forecast for each fiscal year between six and nine months into the fiscal year and present an annual financial report, reviewed by a chartered accountant, to the membership at the Annual General Meeting;

- viii) Ensure that adequate insurance coverage, is placed for the Congregation against loss or damage by fire, theft, casualty and civil liability as well as directors and officers liability insurance;
 - ix) Keep or cause to be kept records of all moneys or endowments and legacies for designated purposes as may from time to time be established or approved by the Board;
 - x) Supervise and cause to be kept all books, documents and financial records of the transactions of the Congregation; and
 - xi) Cause to be maintained books of accounting, which books shall be reviewed by a chartered accountant.
- e) The PARNASS shall perform the customary duties of that office, distribute the Honours and be in charge of the Sifrei Torah, Tallitot, Prayer Books and other religious articles. The Parnass shall cause to be kept a B'nei Mitzvah Register that records the date of the celebration and the haftorah performed as well as records of the Yahrzeit date of the deceased members and of relatives of members and shall notify those members concerned prior to the respective Yahrzeit dates. The PARNASS shall, in the absence of the Rabbi, supervise all religious services of the Congregation

Section 4 - Vacancies

The Board may fill a vacancy among the Officers for the unexpired balance of the vacating Officer's term from among those members eligible to be elected to that office.

ARTICLE 8

RELIGIOUS OFFICIALS AND THEIR DUTIES

Section 1 - Rabbi and Other Religious Officials

A Rabbi or Rabbis shall be the principal religious officials of the Congregation. Other religious officials may be engaged as required, subject to the approval of the Board.

Section 2 - Duties in Congregation

No religious official engaged by the Congregation shall perform any of the functions of his or her office outside the Congregation without the consent of the President.

Section 3 - Contracts

The Board may conclude contracts with the religious officials upon such terms and conditions as shall be agreed upon. The President, with the assistance of the Executive Vice-President shall negotiate and conclude the salary and benefits to be provided to the Rabbi or Rabbis, which shall be in reasonable conformity with the most recent publication or guidelines of the Reconstructionist movement.

Section 4 - Duties of the Rabbi

The Rabbi, as the spiritual head of the Congregation, shall perform, or in his or her absence, ensure that all religious services and duties associated with that office are performed, together with any other duties that may be required by law.

ARTICLE 9

EXECUTIVE DIRECTOR AND OTHER EMPLOYEES

Section 1 - The Executive Director

The Board may appoint an Executive Director, who shall be responsible for the administration of the office of the Congregation and shall attend meetings of the Board, prepare the agenda and reports, and execute the decisions of the Board. The Executive Director shall arrange for weddings, B'nei Mitzvah celebrations and other functions and shall advise and be of assistance to all Officers and affiliated groups, and perform such other duties as may be necessary for the welfare of the Congregation, the whole subject to the approval of the Board.

Section 2 - Other Employees

The Congregation may employ other persons, whose titles, duties and remuneration shall be fixed by the Executive Director in consultation with the President and the Executive Vice President.

ARTICLE 10

STANDING COMMITTEES

Section 1 - Chairs

The President shall, with the approval of the Board, appoint the Chairs of all standing committees, with the exception of those standing committees for which these By-laws specify the Chair.

Section 2 - Composition

The Chair of each standing committee shall appoint the members thereof. The Rabbi or Rabbis shall be a member ex-officio of all standing committees and sub-committees.

Section 3 - Term of Office

Each standing committee shall exercise its functions for a period of one year or until a new committee is constituted.

Section 4 - Duties and Functions

The activities of each standing committee are subject to the direction of the Board. Each standing committee Chair shall report to the Board and shall submit a report at the Annual General Meeting. All books, records, vouchers and other documents of each standing committee shall be kept in the office of the Congregation. No standing committee shall incur expenditures exceeding its budget unless authorized by the Executive Vice-President or the President.

Section 5 – Sub-Committees

The Chair of each standing committee may create such sub-committees as he or she sees fit and shall appoint the Chair, from among the members of the Congregation, of such sub-committees. The Chair of the sub-committee shall appoint the members thereof.

Section 6 - Standing Committees

In addition to any other committees that the Board may establish from time to time, there shall be the following standing committees:

a) Finance Committee

The Finance Committee shall be chaired by the Treasurer shall be responsible for and direct the financial and fiscal affairs of the Congregation. It shall make periodic reviews of the financial operations of the Congregation and report its findings from time to time to the Board, but no less frequently than annually. The committee shall prepare an annual budget of proposed expenditures of the Congregation, in co-operation with the chairs of the standing committees, and shall annually present a proposed budget for approval to the Board and to a general meeting of the Congregation. It shall review annually the fee structure of the Congregation and shall recommend any changes therein to the Board. The Executive Vice-President shall be a member of the Finance committee.

b) The Fundraising and Resource Development Committee

The Fundraising and Resource Development Committee shall be responsible for conducting the annual campaign, and shall coordinate the Congregation's overall fundraising efforts. It shall be responsible for the fundraising done by the Board, including contributing financial support and encouraging others to do so and encouraging the involvement of all Board members in fundraising. As well, the Committee shall identify and solicit funds from external sources of support.

c) Membership Committee

The Membership Committee shall be composed of the following sub-committees:

i. Kehilla (Inreach) Sub-Committee

The Kehilla Sub-Committee shall endeavor to maintain membership by engaging the members in the life of the Congregation and fostering a sense of community. In particular, the Kehilla Sub-Committee shall recommend policies to the Board that encourage the building of community, develop and implement a consistent, concerted approach to matching members' skills and interests with appropriate volunteer opportunities, coordinate acts of Gemilut Hasadim, and promote contact among members.

ii. Outreach Sub-Committee

The Outreach Sub-Committee shall endeavour to attract new membership to the Congregation as the Board may from time to time determine, and shall submit applications for membership to the Board as well as inform it of resignations. It shall oversee the intake and orientation of new members and promote contact with members to encourage a sense of community and cohesiveness. It shall recommend to the Board policies and procedures for dealing with requests for differential fees and other financial matters related to membership. It shall recommend to the Board any suspension of members for just cause.

d) House and Maintenance Committee

The House and Maintenance Committee shall be in charge of the care, maintenance and security of the Congregation's building or buildings. It shall keep the Executive Director informed of necessary repairs and supplies required. The committee shall recommend rates and regulations for weddings, B'nei Mitzvah celebrations, and other functions held on the Congregation's premises.

e) Cemetery Committee

The Cemetery Committee shall be responsible for all matters pertaining to the cemetery and for recommending to the Board procedures and regulations concerning the operation of the cemetery. It shall keep at the office of the Congregation registers and plans of all burial plots and graves and shall recommend to the Board the rates to be charged for burial rights.

f) Program Committee

The Program Committee shall be responsible for all programming at the Congregation. The Chair may create such sub-committees as he or she sees fit such as a Children's Program Sub-Committee, a Youth Sub-Committee, an Adult Programming Sub-Committee, an Adult Education Sub-Committee and a Festivals Sub-Committee.

g) Ritual Practices (Minhag) Committee

The Ritual Practices Committee shall be chaired by the Parnass or his/her designate, and shall be responsible for the review and recommendation of ritual practices in the Synagogue, for the consideration of the Board.

h) Tikun Olam Committee

The Tikun Olam Committee shall be responsible for the various Congregation activities related to social justice and like activities.

i) Communications Committee

The Communications Committee shall be responsible for creating and implementing effective strategies to enhance the image of the Congregation as well as for effective means of communication amongst members of the Congregation.

ARTICLE 11

NOMINATIONS

Section 1 - Nominating Committee

The Immediate Past President shall chair the Nominating Committee and, in consultation with the Board, shall appoint a Nominating Committee consisting of at least four members of the Congregation, the majority of whom shall not be Officers.

- a) The Nominating Committee shall advise the membership by written notice given at least fifteen days prior to its meeting that it will receive recommendations for nominations to any position open for election.
- b) No member of the Nominating Committee shall be nominated by the Committee for election as an Officer.

Section 2 - Quorum

Four members of the Nominating Committee shall constitute a quorum thereof.

Section 3 - Slate

The Nominating Committee shall nominate members for election to the Board and shall recommend a slate of Officers to the Congregation. It shall file its report with the Secretary, who shall then cause the report to be published at least thirty days prior to the Annual General Meeting, together with the notice of that meeting.

Section 4 - Nominations

- a) Any eligible member may be nominated for election to the Board or as an Officer by submitting his or her name in writing to the Chair of the Nominating Committee, not less than fifteen days prior to the date of the Annual General Meeting. Nominations must be signed by at least fifteen members in good standing and be accepted by the nominee.
- b) If there is more than one candidate for any position, the Secretary shall send a list of all the candidates to the members at least ten days prior to the Annual General Meeting,

together with advice as to the election procedures.

Section 5 - Prohibition on Nominations

No nominations may be accepted at the Annual General Meeting.

ARTICLE 12

ANNUAL GENERAL MEETINGS

Section 1 - Date

The Annual General Meeting of the Congregation shall be held no later than the fifteenth day of November in each year.

Section 2 - Notice

At least thirty days notice in writing of the Annual General Meeting shall be sent, together with the Agenda of the meeting, to each member of the Congregation.

Section 3 - Quorum

Forty members of the Congregation shall constitute a quorum for the transaction of business at the Annual General Meeting.

Section 4 - Voting

Each member in good standing present at the meeting shall have one vote at the Annual General Meeting. In the instance of family membership, each spouse in the family present at the meeting shall have one vote. Unless otherwise expressly provided, a majority of the votes cast on any matter shall carry that matter.

Section 5 - Order of Business

The order of business at an Annual General Meeting shall be as follows:

- a) Reading of minutes;
- b) Presentation of all annual reports and financial statements;
- c) Election of Officers and Directors;
- d) Appointment of auditors;
- e) Presentation of reports and financial statements from groups within the Congregation;
and
- f) Such other business as may properly come before the meeting.

ARTICLE 13

SPECIAL GENERAL MEETINGS

Section 1 - President May Call

The President may call a Special General Meeting of the Congregation to deal with matters which the President deems of major and pressing concern.

Section 2 - Notice

At least seven days written notice of a Special General Meeting shall be given by the President or the Secretary, setting forth the purpose of the meeting. No business other than that for which the meeting was called shall be transacted at a Special General Meeting.

Section 3 - Duty to Call

The President shall call a Special General Meeting of the Congregation upon the request of any thirty members in good standing addressed to the Secretary of the Congregation. If the President fails to comply with such a request within seven days of receipt thereof, the Secretary shall convene the meeting.

Section 4 - Quorum

Forty members of the Congregation shall constitute a quorum for the transaction of business at a Special General Meeting.

Section 5 - Voting

Each member in good standing present at the meeting shall have one vote at a Special General Meeting. In the instance of family membership, each spouse in the family present at the meeting shall have one vote. Unless otherwise expressly provided, a majority of the votes cast on any matter shall carry that matter.

ARTICLE 14

BANKING

Section 1 - Signing Powers – Financial

The following people shall be signing officers for the Congregation subject to the provisions below: the President, the Executive Vice-President, the Vice-Presidents, the Treasurer, the Secretary, and the Executive Director.

All cheques, drafts, promissory notes and other negotiable instruments shall be signed by at least

two signing officers, one of whom must be either the President, the Executive Vice-President, or the Treasurer.

- a) In the case of cheques, drafts, promissory notes, and other negotiable instruments in an amount greater than two thousand dollars, such instruments may not be signed by the Executive Director.
- b) In the case of cheques, drafts, promissory notes and other negotiable instruments in the amount of ten thousand dollars or more, such instruments must be signed by both the President and the Treasurer;
- c) In the case of the temporary absence of either the President or the Treasurer, and the circumstances necessitate that an instrument of ten thousand dollars or more be signed, the Executive Vice-President may sign instead of the President or the Treasurer, as the case may be.

Section 2 - Signing Powers - Other Instruments

All contracts, documents and other written instruments may be signed on behalf of the Congregation by the President and the Secretary upon the approval of the Board. The Board may, in the absence of one or both of the signing Officers and then only in an emergency, appoint no more than two other Officers to sign written instruments on behalf of the Congregation.

ARTICLE 15

AMENDMENTS

These By-laws may be enacted, amended or repealed in the following manner:

- a) A resolution approved by at least two-thirds of the members of the Board present at the meeting shall be submitted by the Board to the Congregation for approval at a Special General Meeting or at the Annual General Meeting; or
- b) A proposal signed by at least thirty members in good standing may be submitted to the President for consideration by the Board at its next meeting following receipt of the proposal. If the Board does not approve the proposed change, a Special General Meeting may be called at the written request of at least thirty members to consider the proposal.
- c) Notice of a proposed change in the By-laws, including a copy of the proposed change, shall be sent to the members at least thirty days prior to a Special or Annual General Meeting.
- d) No change in the By-laws shall be effected unless approved by at least two-thirds of the votes cast thereon at an Annual General Meeting or a Special General Meeting.

ARTICLE 16

RULES OF ORDER

All rules of order not otherwise determined by these By-laws shall be decided in accordance with Roberts' Rules of Order.

ARTICLE 17

AFFILIATION

The Congregation may associate itself with other organizations having similar aims and objectives. It may also aid, subvent or co-operate in any cause which has for its purpose the promotion or protection of the interests of Reconstructionist Judaism and the Jewish people.

ARTICLE 18

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Any Officer or Director acting within the powers and duties of his or her office shall be saved harmless and indemnified from any and all claims and actions taken against him or her for any such act, provided that such Officer or Director shall have notified the Congregation in writing, without delay of claims or potential claims or actions instituted or which may be instituted against him or her by sending to the Congregation copies of any demands, notices, summonses or legal papers received in connection with the claim or action. The Officer or Director shall not, except at his or her own cost, incur any expense in connection with the claim, potential claim or action without the consent of the Congregation. If the Officer or Director had acted within his or her powers and duties and shall have so notified the Congregation of such claims or proceedings, the Congregation shall assume responsibility for any such claims or proceedings and take up the defence and "faits et causes" of the Officer or Director.

ARTICLE 19

DISSOLUTION

The Congregation shall be operated without pecuniary gain to its members and any accretions to the Congregation are to be used in promoting its objectives. Upon the dissolution or winding-up of the Congregation, any decision as to the disposition or distribution of the assets of the Congregation shall be made by a vote of two-thirds of the members of the Congregation present at a Special General Meeting of the Congregation called for that purpose, the whole subject to and in accordance with the law.