

BETH AVRAHAM YOSEPH OF TORONTO CONGREGATION

CONSTITUTION

(This is the consolidation of the Constitution which the Board was authorized to produce at the Special Meeting on April 1, 2009. It incorporates the original Constitution with all amendments as of April 2009. It was produced for purposes of convenience only, and for accurate reference recourse should be had to the original Constitution and the motions amending it.)

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Article I. NAME AND HEAD OFFICE

- 1.01 This Organization shall be known as Beth Avraham Yoseph Congregation of Toronto (“The Congregation”), a non-profit corporation without share capital, incorporated under the laws of the Province of Ontario, and having its head office in the City of Vaughan in the Regional Municipality of York Region.
- 1.02 The Congregation shall not be dissolved as long as 10 members in good standing are willing to continue it.

Article II. COMMITMENT TO ORTHODOXY

- 2.01 It is recognized that the Congregation was established for the purpose of providing an Orthodox Jewish House of Worship for Jewish residents of the district in which it is situated.
- 2.02 It is further recognized that Jewish Orthodoxy is founded upon the Torah and the Oral Law (Talmud) as codified in the Shulchan Aruch.
- 2.03 It is central to Jewish Orthodoxy that its laws are of Divine origin, and not subject to change.
- 2.04 The membership of the Congregation, by virtue of its adoption of this Constitution, accepts these principles and pledges that the Congregation shall remain forever an Orthodox Jewish Institution and shall not adopt any mode of worship or other practice inconsistent with Jewish Orthodoxy.

Article III. AIMS AND PURPOSES OF THE CONGREGATION

- 3.01 To provide a House of Worship of the type set forth in Article II.
- 3.02 To provide a House of Study in which the Congregation’s members, their families and, where practicable, the Jewish community at large, are able to acquire and cultivate Jewish learning, wisdom, thought and culture.
- 3.03 To provide a social centre for the Congregation’s members, their families and, where practicable, the Jewish community at large, in which social activities, communal assemblies, celebrations and recreational activities take place.

Article IV. RELIGIOUS SERVICES

- 4.01 All services shall be conducted in accordance with traditional Orthodox practice. Without limiting the generality of the foregoing the Congregation will have separate seating for men and women, with a balcony or other halachically proper mechitza during religious services conducted under its auspices. With the consent of the Rabbi, mixed seating will be permitted during wedding ceremonies, funeral services and events which are not services of worship.
- 4.02 The Congregation’s services shall be conducted in accordance with Minhag Ashkenaz.

Article V. ELIGIBILITY OF MEMBERSHIP

- 5.01 Membership in the Congregation shall be by means of family unit.
The term “family unit” shall mean:
 - (a) A husband and wife; or
 - (b) A widow or widower; or
 - (c) A divorced or separated person; or
 - (d) An unmarried person at least eighteen years of age;and shall include all dependent children of the family unit.

- 5.02 A dependent child shall be defined as a child of a member of a family unit who:
- (a) is unmarried and under the age of 25; or
 - (b) is unmarried and through illness or infirmity is unable to support himself; or
 - (c) is not a separate family unit by virtue of Paragraph 5.01.
- (as amended in November, 2000)*
- 5.03 All family units of which a person belonging thereto was a member of the Congregation immediately prior to the passage of this Constitution shall be Charter members of the Congregation upon the passage of this Constitution, provided that all the members of the family unit are halachically Jewish. If any member of the family unit is not halachically Jewish then, for the purpose of membership in the Congregation, he or she shall be deemed not to be a member of the family unit.
- 5.04 A family unit shall be entitled to apply for membership in the Congregation if all members of the family unit are halachically Jewish, and, if married, are married in accordance with Judaic Torah law.
- 5.05 If any member of a family unit which is a member of the Congregation marries outside Judaic Torah law, he or she shall, for the purpose of membership in the Congregation, be deemed not to be a member of a family unit.
- 5.06 All questions of eligibility for membership in which it is necessary to resolve the question of whether or not an individual is halachically Jewish or has been married outside Judaic Torah law shall be determined by the Rabbi.
- 5.07 Application for membership shall be in writing in such form as is prescribed from time to time by the Board of Governors. Such application shall be submitted to the Membership Committee, which shall give its recommendation to the Board of Governors for its acceptance or rejection.
- 5.08 Upon application, a prospective member shall submit annual members' contributions by the means prescribed by the Board of Governors. Special financial circumstances may be referred to the Obligations Committee. The prospective member shall have all the rights and privileges of membership immediately upon tendering the application and members' contributions, save the right to vote. If the prospective member's application for membership is ultimately rejected, any monies tendered by him or her shall be returned.
- (as amended in April, 2009)*

Article VI. RENEWAL OF MEMBERSHIP AND SUSPENSION FOR NON PAYMENT OF DUES

- 6.01 Membership must be renewed prior to September 1 of each year. Such renewal shall be effected by the member tendering annual members' contributions together with any other monies owed by the member to the Congregation, in full or in the manner prescribed by the Board of Governors, failing which, the membership and all rights and privileges attendant thereto other than cemetery rights, shall be placed in suspension until the members' contributions and other monies owed are tendered in full or in the manner prescribed.
- (as amended in April, 2009)*
- 6.02 A membership placed in suspension in accordance with the foregoing shall automatically terminate on the first day of December immediately following the date on which renewal should have occurred, unless in the interim, the member tenders payment of members' contributions and other monies owed in full or in the manner prescribed.
- (as amended in April, 2009)*

Article VII. EXPULSION FROM MEMBERSHIP

- 7.01 When the Rabbi advises the Board of Governors in writing that a member of a family unit is not halachically Jewish or has not been married in accordance with Judaic Torah law, such person shall cease to be a member of such family unit for the purpose of membership in the Congregation.
- 7.02 The Board of Governors may, at a special meeting called for the purpose, by a vote of 75% of all of its members, expel any family unit member from membership in the Congregation who is guilty of conduct unbecoming membership in the Congregation or contrary to the standard of good citizenship in the Jewish community or the community at large, provided that written notice of the time and place of such meeting and the entitlement of the family unit member to be present and heard thereat is posted by registered mail to such member at least 7 days prior to the date such meeting is to be held.

Article VIII. PRIVILEGES OF MEMBERSHIP

- 8.01 Family unit members shall be entitled to cemetery privileges in accordance with Article IX of this Constitution.
- 8.02 Family unit members shall be entitled to seats at all religious services without charge, provided that the Board of Governors shall, from time to time, determine the minimum age or school year at which dependent children shall be entitled to seats at High Holiday services.
- 8.03
 - (a) For the purpose of this paragraph, an adult member shall be defined as a member of a family unit who is not a dependent child.
 - (b) Each family unit is entitled to one vote at general meetings of the Congregation and at all duly authorized elections or plebiscites at which the entire membership of the Congregation is entitled to vote. The vote on behalf of the family unit shall be cast by an adult member.
 - (c) Unless, prior to the casting of a vote, the President or First Vice-President receives notice in writing from an adult member of a family unit that there is a disagreement among adult members of such family unit as to its voting decision, it shall be assumed that the individual who first attends and casts a vote at the election or plebiscite is authorized to do so on behalf of the family unit. If more than one adult member of the family unit attends at the voting site prior to the family unit's vote having been cast and verbally indicates a disagreement, the family unit will not be permitted to vote in the election or plebiscite. If written notice of disagreement is received by the President or First Vice-President, in accordance with this paragraph, such family unit will not be permitted to vote in the election or plebiscite.

Article IX. BURIAL RIGHTS

- 9.01 Every individual who, at the time of death, is part of a family unit which is a member of the Congregation and at the time of death has paid members' contributions for at least three (3) consecutive years (including either the year of death or the year preceding the year of death, or both), is entitled to a burial plot to be provided by the Congregation free of charge.
(as amended in November, 2000 and April, 2009)
- 9.02 All costs relating to the funeral and burial, except as provided in Paragraph 9.01, shall be payable by the family or personal representative of the deceased.
- 9.03 All burials, and religious services in connection therewith, shall be in accordance with Articles II and IV of this Constitution.

- 9.04 The Congregation will provide clergy, free of charge, to officiate at the funeral for any member of a family unit provided the funeral takes place in the Greater Toronto Area.
(as amended in November, 2000)

Article X. OFFICERS AND GOVERNING BODY

- 10.01 Joseph Tanenbaum shall be an Executive Officer of the Congregation continually during his lifetime and shall hold the position of President.
- 10.02 Mr. Joseph Tanenbaum, Z"L, is hereby designated "Founding President" of the Congregation. He shall be so identified in all listings of the Officers of the Congregation.
(as amended in November, 2000)
- 10.03 The immediate Past President shall be an Executive Officer of the Congregation.
- 10.04 The elected Executive Officers of the Congregation shall be as follows:
(a) President
(b) First Vice-President
(c) Second Vice-President
(d) Third Vice-President
(e) Secretary
(f) Treasurer
(g) Parnas
(h) Gabbai
(as amended in November, 2000)
- 10.05 No Executive Officer shall hold more than one elected office at any one time.
- 10.06 The Board of Governors shall consist of:
(a) All elected Executive Officers;
(b) Immediate Past President;
(c) Elected Board Members, one for every fifteen (15) members of the first one hundred and twenty (120) members of the congregation and one for every fifty (50) members thereafter;
(d) One (1) representative from the Sisterhood; and
(e) One (1) representative from the Brotherhood.
(as amended in October, 1995, and November, 2000)
- 10.07 A minimum of 50% of the members of the Board of Governors shall be required to constitute a quorum for the transaction of business.
- 10.08 Any vacancy in the office of elected Executive Officers or elected Board Members shall be filled by an appointee of the Board of Governors as soon as practicable after the vacancy occurs at a regular meeting of the Board of Governors or at a special meeting of the Board of Governors called for the purpose of filling such vacancy.
- 10.09 All elected Executive Officers and all elected Board Members shall be elected at the Annual Meeting of the Congregation held in June of each year,
(as amended in April, 2009)
- 10.10 No elected Executive Officer shall hold a specific office for more than two (2) consecutive terms of office.
- 10.11 The Board of Governors shall hold a minimum of six (6) meetings per year, provided that no more than seventy (70) days shall elapse between two (2) consecutive Board meetings during the period September 15 to June 15.
(as amended in April, 2009)

- 10.12 Notice of every meeting shall be given to each Board Member not less than forty-eight (48) hours before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all Board Members are present or if those absent have waived notice of or otherwise signified their consent to the holding of such meeting. Meetings of the Board of Governors may be held at the head office of the Congregation or any other place within the Regional Municipality of York Region or the Municipality of Metropolitan Toronto. Save as is otherwise provided in this Constitution, at all meetings of the Board of Governors, every question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes the Chairman of the meeting shall be entitled to a casting vote but shall otherwise not be entitled to a vote.
- 10.13 An elected member of the Board of Governors absent without reasonable cause for three (3) consecutive Board Meetings may be dismissed from the Board of Governors for the balance of his elected term by majority vote of the Board of Governors.
- 10.14 Special meetings of the Board of Governors may be called by the President, or in absence of the President, by the First Vice-President at his own discretion.
- 10.15 The President or in his absence, the First Vice-President, shall call a special meeting of the Board of Governors when requested to do so in writing by a minimum of one third of the members of the Board. Such written request shall state the intended purpose of the meeting. The special meeting shall be called for no later than twenty (20) days after receipt of the request.
- 10.16 At least seven (7) days written notice of the time, place and purpose of a special meeting of the Board of Governors shall be given to each Board member by personal delivery or prepaid post.
- 10.17 No person shall be a member of the Board of Governors unless such person is at least 18 years of age and is a member of a family unit which is a member of the Congregation.
- 10.18 Meetings of the Board of Governors and of the Executive Committee shall be governed by Robert's Rules of Order.

Article XI. QUALIFICATIONS AND DUTIES OF EXECUTIVE OFFICERS AND BOARD OF GOVERNORS

- 11.01 **The President**
- (a) Shall carry out all functions specifically assigned to him in this Constitution;
 - (b) shall during the currency of his office be an observer of Sabbath and Kashruth in public;
 - (c) shall preside as Chairman at all meetings of the general membership and Executive Committee;
(as amended in November, 2000)
 - (d) shall see that the by-laws, rules and usages of the Congregation are observed and that the officers and employees of the Congregation discharge their duties faithfully;
 - (e) shall preserve order at meetings and put to a vote all proper motions; shall neither make nor second any motion while in the Chair; shall cast the deciding vote in the case of a tie, but otherwise shall not vote while in the Chair;
 - (f) may authorize extraordinary expenditures not exceeding a total of \$1,000.00 between meetings of the Board of Governors;
(as amended in November, 2000)
 - (g) shall prepare an Annual Report on the condition of the Congregation and shall present it to the Annual Meeting;

- (h) shall appoint a returning officer and one or more assistants to prepare, collect and count ballots at elections and plebiscites;
- (i) shall be an ex-officio member of all committees.

(as amended in November, 2000)

11.02 **The First Vice-President**

- (a) shall carry out all functions specifically assigned to him in this Constitution;
- (b) shall be present at all meetings which the President is required to attend and shall assist the President in the discharge of his duties;
- (c) shall assume the power and authority of the President in the absence of the President;
- (d) shall assume the office of President for the balance of the President's elected term in the event that the President resigns, is dismissed or is permanently unable or unwilling to continue the performance of his duties;
- (e) shall be Chairman of the Membership Committee;
- (f) shall preside as Chairman at all meetings of the Board of Governors.

(as amended in November, 2000)

11.03 **The Second Vice-President**

- (a) shall carry out all functions specifically assigned to him in this Constitution;
- (b) shall, in the absence of the First Vice-President, assume the power and authority of the First Vice-President;
- (c) shall be Chairman of the High Holidays Committee.

11.04 **The Third Vice-President**

shall carry out such functions as are assigned to him by the President.

(as amended in November, 2000)

11.05 **The Secretary**

- (a) shall carry out all functions specifically assigned to him in this Constitution;
- (b) shall cause to be issued notices of all meetings of the Board of Governors and the General Membership;
- (c) shall keep or supervise the keeping of minutes of meetings of the Board of Governors, Executive Committee and general membership;
- (d) shall keep or supervise the keeping of an accurate record of the business of the Congregation, save and except those records which are to be kept by the Treasurer;
- (e) shall, when so instructed by the President, prepare and sign correspondence in the name of the Congregation;
- (f) shall be responsible for the keeping of the corporate seal of the Congregation;
- (g) shall make available to members, upon request, minutes of meetings of the Board of Governors;
- (h) shall forthwith deliver to his successor all seals, minutes, and other corporate documentation, correspondence and all other records and documents of the Congregation.

11.06 **The Treasurer**

- (a) shall carry out all functions specifically assigned to him in this Constitution;
- (b) shall be Chairman of the Budget and Finance Committee;
- (c) shall ensure that all monies received by the Congregation are deposited into the Congregation's bank account within seven (7) banking days of their receipt;
- (d) shall pay only those accounts authorized by the Board of Governors or as authorized under subparagraph 11.01 (f) of this Article;

- (e) shall cause to be prepared and shall present the correct financial statement of the Congregation at the Annual Meeting;
- (f) shall keep or cause to be kept proper financial records and books of account showing all such matters, transactions and items as are usually written and entered in books of account;
- (g) shall forthwith deliver over to his successor all monies, books, papers and records of the Congregation.

11.07 **The Parnas**

- (a) shall carry out all functions assigned to him in this Constitution;
- (b) shall be an observer of Sabbath and Kashruth;
- (c) shall have the right to designate Baalei Tefillah and designate and distribute synagogue honours except during the High Holidays;
- (d) shall not knowingly designate as Baal Tefillah on Sabbath or Yom Tov a person who is not an observer of the Sabbath and Kashruth;
- (e) shall be present at all services, morning and evening, to fulfill his function or shall arrange for adequate representation of his office at such services. These duties shall not be delegated on a regular basis to any employee of the Congregation.

11.08 **The Gabbai**

- (a) shall carry out all functions specifically assigned to him in this Constitution;
- (b) shall be an observer of Sabbath and Kashruth;
- (c) shall act as deputy to the Parnas and shall assist him in all his duties and, in the absence of the Parnas, shall act in his stead.

11.09 **The Board of Governors**

- (a) has residual authority in respect of the administration of the affairs and assets of the Congregation;
- (b) may dismiss any of its members for the balance of his term at a Special Meeting called for the purpose on the vote of 75% of all of the members of the Board of Governors;
- (c) may dismiss the Rabbi or Cantor for cause prior to the expiration of his contract, at a Special Meeting called for that purpose on the vote of 75% of all of the members of the Board of Governors. The vote shall be by secret ballot;
- (d) either the Board of Governors, nor anyone else acting on behalf of the Congregation shall enter into a contract which has a duration of more than three (3) years except:
 - i) a Catering contract;
 - ii) one or more contracts for the purpose of transferring lands to the Congregation, or the construction of a new Synagogue facility, or the expansion or renovation of the Congregation's facilities;
 - iii) a mortgage or other long term debt obligation of the Congregation.
- (e) the hiring of a new Rabbi and a new Cantor may only be approved at a Special Meeting of the Board called for that purpose and shall require a 2/3 vote of all the members of the Board. The vote shall be by secret ballot;
- (f) the renewal of the contract of the Rabbi and Cantor shall require a simple majority vote of the Board of Governors. The vote shall be by secret ballot.

Article XII. EXECUTION OF DOCUMENTS

12.01 The President together with either the First Vice-President, the Second Vice-President, the Secretary or the Treasurer shall execute all documents, contracts and negotiable instruments of the Congregation, other than cheques.

12.02 The President together with the Treasurer, or one of the President or the Treasurer together with one of the First Vice-President or Secretary, shall sign all cheques of the Congregation.

(as amended in October, 1989)

Article XIII. STANDING COMMITTEES

13.01 The following Committees shall be Standing Committees of the Congregation:

- A. **Adult Education Committee**
- B. **Budget and Finance Committee**
- C. **Bulletin and Publications Committee**
(as amended in November, 2000)
- D. **Catering Committee**
- E. **Cemetery Committee**
- F. **Charity Committee**
- G. **Chevra Kadisha Committee**
- H. **Constitution and By-law Committee**
- I. **Executive Committee**
- J. **Fund Raising Committee**
- K. **High Holiday Committee**
- L. **House and Maintenance Committee**
- M. **Israel Action Committee**
- N. **Library Committee**
- O. **Membership Committee**
- P. **Obligations Committee**
- Q. **Religious Committee**
- R. **Youth and Youth Education Committee**

13.02 At least one member of each Standing Committee shall be a member of the Board of Governors.

13.03 The size and composition of each Standing Committee shall be determined by its Chairman, subject to ratification by the Board of Governors.

13.04 At the first meeting of the Board of Governors, following the Annual Meeting, the President shall submit to the Board of Governors his proposed appointments for Chairmen of the various Standing Committees. The Board of Governors shall at the meeting or so soon as practical thereafter either confirm such appointments or appoint such other Chairmen as the Board of Governors determines.

13.05 The Board of Governors may create such ad hoc committees, as it deems necessary from time to time. The Board of Governors shall define the functions and duration of such committees.

13.06 The duties of the Standing Committees shall be as follows:

A. Adult Education Committee

- i) It shall arrange the cultural events of the Congregation;
- ii) It shall be responsible for arranging and implementing classes and other educational activities both religious and secular for the adult membership.

B. Budget and Finance Committee

- i) It shall furnish to the Board of Governors financial statements for the operation of the Congregation within 120 days of the end of each fiscal year;
- ii) It shall obtain from all committees their financial requirements for the ensuing year prior to November 1 of each year and after reviewing same with them, arrive at their budgetary requirements for presentation to the Board in accordance with subparagraph (iii) herein;

- iii) It shall prepare and recommend an Annual Budget covering the entire administration of the Congregation, such budget to be presented to the Board of Governors for ratification at a Board meeting held no later than August 31 of each year;
- iv) It shall ensure that invoices are issued by the Congregation for all annual membership dues and all other charges by the Congregation, and shall attend to the collection of same;
- v) It shall ensure that tax receipts are issued by the Congregation when appropriate.

C. Bulletin and Publications Committee

- i) It shall publish a Synagogue Bulletin at least three (3) times a year;
- ii) It shall publicize the Congregation, its facilities and activities.
(as amended in November, 2000)

D. Catering Committee

- i) It shall be responsible for supervising catering and all other food dispensing activities in the Synagogue;
- ii) It shall be responsible for the assignment of short term rentals of the Congregation's halls and rooms.

E. Cemetery Committee

- i) It shall investigate the obtaining of lands and services required to ensure the availability of a satisfactory number of burial plots for members of the Congregation and to make recommendations regarding same to the Board of Governors;
- ii) It shall determine the allocation of cemetery plots among persons entitled thereto in accordance with Article IX hereof.

F. Charity Committee

- i) It shall implement the directions of the Board of Governors in respect of the raising and allocating of charitable funds;
- ii) It shall undertake such charitable projects as the Board of Governors directs;
- iii) It shall arrange for the visiting of members who are confined due to illness or who are in mourning.

G. Chevra Kadisha (male)

- i) It shall perform all functions traditionally associated with a Jewish Burial Society;
- ii) Its practices, procedures and membership shall be in accordance with the Shulchan Aruch;
- iii) The Rabbi shall appoint the Chairman of the Chevra Kadisha.

H. Constitution and By-Law Committee

- i) It shall continually review the incorporating documentation of the Congregation and the by-laws and resolutions thereof, and shall make recommendations to the Board of Governors in connection therewith and shall ensure that such documents comply with all applicable legislation;
- ii) It shall ensure that all decisions, by-laws and resolutions passed or consented to by the Board of Governors and the Congregation comply with the incorporating documentation of the Congregation, this Constitution and all applicable legislation.

I. Executive Committee

- i) It shall oversee the day to day operation of the Congregation and perform all other functions as directed or delegated by the Board of Governors;
- ii) All decisions of the Executive Committee shall be subject to the ratification of the Board of Governors;
- iii) All elected Executive Officers and the Immediate Past President shall be members of the Executive Committee;
- iv) A representative of the Sisterhood who is a member of the Board of Governors may, at the Sisterhood's option, be a member of the Executive Committee;

- v) Membership in the Executive Committee shall be confined to those persons set forth in subparagraph (iii) and (iv) herein.

J. Fund Raising Committee

It shall be responsible for developing and implementing fund raising activities on behalf of the Congregation in accordance with the directions of the Board of Governors.

K. High Holiday Committee

- i) It shall be responsible for allocation and distribution of all seats for the High Holidays;
- ii) It shall make recommendations to the Board of Governors for the hiring of Klei Kodesh for the High Holidays as necessary;
- iii) It shall in conjunction with the Religious Committee, designate Synagogue honours on the High Holidays;
- iv) The Parnas and Gabbai shall be members of this Committee.

L. House and Maintenance Committee

It shall be responsible for the care, maintenance and supervision of the lands, premises, buildings and equipment owned, rented or utilized by the Congregation.

(as amended in November, 2000)

M. Israel Action Committee

It shall promote the Congregation's support of the State of Israel in matters which arise from time to time.

N. Library Committee

It shall be responsible for the development and maintenance of the Congregation's Library.

O. Membership Committee

- i) It shall promote the obtaining of new members for the Congregation;
- ii) It shall be responsible for receiving all applications for membership in the Congregation and shall review same and thereafter shall communicate with the Board of Governors in accordance with Paragraph 5.07.

P. Obligations Committee

- i) It shall, upon the request of an applicant for membership or renewal thereof who wishes a reduction in membership dues, meet with the applicant and determine the amount of dues to be paid by the applicant. The amount determined shall not be noted on the applicant's membership application but shall be communicated to the Treasurer;
- ii) Any decision of the Committee may be appealed by the applicant to the Board of Governors.

Q. Religious Committee

- i) All members of the Religious Committee shall be observers of Sabbath and Kashruth in public;
- ii) The functions of the Religious Committee shall be as follows:
 - a. It shall be responsible for promulgating regulations for the proper conduct of all ritual and religious services in the Synagogue and shall make recommendations to the Board of Governors with respect to such services. It shall be the liaison between all persons charged with religious functions in the Congregation;
 - b. It shall be responsible to ensure the care, safety and repair of the Sifrei Torah, religious articles and books of the Congregation other than library books, and shall ensure that an up-to-date inventory of same, including such objects on loan to or from the Congregation, is maintained;
 - c. It shall ensure that all necessary steps are taken to comply with Kashruth in the Synagogue. It shall ensure that a strict procedure is developed and implemented so that no food of any kind is brought into the Synagogue building except under the

supervision of the Religious Committee, Masgiach or Rabbi. It shall maintain a close liaison with the House and Maintenance Committee to ensure that all requirements relating to Kashruth, Sabbath and Holy Days observance are strictly enforced;

- d. It shall, in conjunction with the High Holiday Committee, designate synagogue honours on the High Holidays.
- iii) The Parnas and Gabbai shall be members of the Religious Committee and one of them shall be its Chairman;
- iv) The Rabbi and Cantor shall be members of this Committee.

R. Youth and Youth Education Committee

It shall arrange, implement and supervise all youth activities in the Congregation including junior services.

Article XIV. MEETINGS OF THE MEMBERSHIP OF THE CONGREGATION

- 14.01 The Annual Meeting of the members of the Congregation shall take place annually on a date between the 1st and 15th day of June that is neither the Jewish Sabbath or a Jewish Holiday, to be chosen by the President, for the purpose of receiving reports and statements required to be laid before the annual meeting, electing the Board of Governors and Executive Officers of the Congregation, appointing auditors and fixing or authorizing the Board of Governors to fix their remuneration, and for the transaction of such other business as may properly be brought before the meeting.
(as amended in October, 1989 and April, 2009)
- 14.02 The Board of Governors may at any time call a special meeting of the members of the Congregation for the transaction of any business which may properly be brought before such meeting.
- 14.03 The President, or in his absence the First Vice-President, shall call a special meeting of the members of the Congregation when requested in writing to do so for a specific purpose by at least five (5) members of the Board of Governors or by the lesser of fifty (50) members or 15% of the membership of the Congregation. Such request must state the purpose of the proposed special meeting. The special meeting so requested shall be held within thirty (30) days of the request being received. A special meeting to amend this Constitution or any of the constating documentation of the Congregation may not be called pursuant to this paragraph.
- 14.04 Meetings of the membership of the Congregation shall be held at the head office of the Congregation, or at such other place within the Municipality of Metropolitan Toronto or York Region as the Board of Governors from time to time determines.
- 14.05 Notice of the time and place of each meeting of the membership of the Congregation shall be given by regular mail or by personal delivery not less than fourteen (14) days and not more than thirty (30) days before the date of the meeting to the auditor of the Congregation and to each member of the Congregation. Notice of a special meeting shall state the purpose and nature of the business to be transacted in sufficient detail to permit members to form a reasoned judgment thereon, and any business not so stated shall not be transacted at such special meeting.
- 14.06 A quorum for the transaction of business at meetings of the membership of the Congregation shall require the presence in person or proxy of members each entitled to vote being the lesser of thirty (30) members or 50% of the membership of the Congregation for an annual meeting and the lesser of forty (40) members or 50% of the membership of the Congregation for a special meeting.

- 14.07 Other than as provided in this Constitution or applicable legislation, all questions proposed for the consideration of the members of the Congregation shall be decided by a majority of the votes cast thereon.
- 14.08 A member may exercise one (1) proxy only at elections and general membership meetings.
(as amended in February, 1988)
- 14.09 All meetings of the members of the Congregation shall be governed by Robert's Rules of Order.

Article XV. ELECTION PROCEDURES

- 15.01 A Nominating Committee shall be comprised of the Immediate Past President, who shall be Chairman of the committee, the current President and three (3) other persons chosen by the Chairman of the Nominating Committee and approved by the Board of Governors, provided that no member of the committee (except the President) shall accept nomination for elected executive office.
(as amended in November, 2000)
- 15.02 The Nominating Committee shall at least five (5) weeks prior to the annual meeting of the members of the Congregation prepare and provide the Secretary of the Congregation a slate of candidates which it nominates to stand for election as the respective elected executive officers and elected members of the Board of Governors for the following year, and which candidates have accepted such nominations in writing. The Secretary shall cause a copy of such slate to be posted conspicuously outside the offices of the Congregation and shall arrange for a copy of such slate to be mailed to all members of the Congregation at least four (4) weeks prior to the annual meeting of the members of the Congregation.
- 15.03 In addition to the slate of candidates nominated pursuant to Paragraph 15.02, other candidates may be nominated by filing a nomination signed by such person and at least ten members of different family units in good standing, either with the Secretary of the Congregation, or at the Congregation's offices, prior to 11:59 a.m. of the day being fourteen (14) days prior to the Annual Meeting (the "Nomination Period"). Upon a nomination being so filed it shall be posted conspicuously outside the offices of the Congregation.
- 15.04 Notwithstanding anything in this Article, no person may be a candidate for any elected office of the Congregation if such person does not satisfy the criteria or restrictions if any, pertaining to such office.
- 15.05 In the event only one candidate is nominated for an elected office of the Congregation by the end of the Nomination Period, such person shall be acclaimed to such office effective at the Annual Meeting.
- 15.06 In the event the number of candidates nominated for election to the Board of Governors of the Congregation is not greater than the number of elected positions available, such candidates shall be acclaimed as members of the Board of Governors effective at the Annual Meeting.
- 15.07 The candidates nominated in accordance with this Article who are not acclaimed shall be listed on the ballot for the election to take place at the Annual Meeting, and such election shall be by way of secret ballot. Each candidate shall be entitled to select a scrutineer provided each such scrutineer must be a member of a family unit in good standing.
- 15.08 In the event of a tie vote for any elected office, a run-off election shall be held on the first Sunday following the Annual Meeting which is not Yom Tov.
- 15.09 Subject to earlier termination as provided in this Constitution or by the membership at a special meeting called for such purpose, every person elected or acclaimed to an office of elected Executive Officer shall hold such office or position until the next Annual Meeting of the membership of the Congregation and until a successor is duly elected or acclaimed.
(as amended in November, 2000)

15.10 Subject to earlier termination as provided in this Constitution or by the membership at a special meeting called for such purpose and subject to Paragraph 15.11, every person elected or acclaimed to a position of elected Board Member (save and except elected Executive Officers) shall hold such position until the second Annual Meeting of the membership of the Congregation following his election or acclamation and until a successor is duly elected or acclaimed.

(as amended in November, 2000)

15.11 In respect of the Annual Meeting to be held in 2001 C.E., the members shall elect two (2) classes of elected Board members (save and except elected Executive Officers), each class to be composed of approximately fifty per cent. (50%) of such elected Board Members. The term of one class shall expire in 2002 C.E. and the term of the second class shall expire in 2003 C.E.

(as amended in November, 2000)

15.12 No member of the Board of Governors (save and except elected Executive Officers) shall be eligible for re-election to the Board if he is serving a third consecutive term, since 2001 C.E., as a member of the Board.

(as amended in November, 2000)

15.13 Elected members of the Board of Governors and Executive Officers shall assume their respective offices *immediately following the Annual General Meeting.*

(as amended in October, 1989 and April, 2009)

15.14 Notwithstanding any other provision in this Constitution, any Board of Governors member elected at the Annual General Meeting held in February 2009 shall hold such position until the Annual General Meeting to be held in June 2011 and any Executive Committee Member (Executive Officers) shall hold office until the Annual General Meeting to be held in June 2010. The term of office for any Board of Governors member elected at the Annual General Meeting held in February 2008 shall be extended until the Annual General Meeting to be held in June 2010. Any elected or appointed members who are filling vacancies which should arise due to the resignation or termination of any Board member or Executive Officer elected at either of the aforementioned Annual General Meetings shall serve in accordance with the terms outlined above as if the member had been elected at either the February 2008 or February 2009 Annual General Meeting.

(as amended in April, 2009)

Article XVI. THE RABBI

16.01 No person may hold or administer the office of Rabbi unless he has Rabbinical ordination (S'micha) from a recognized Yeshiva or authority such that his qualifications would be approved by the S'micha Standards Committee of the Rabbinical Council of America and such that he would be eligible for membership in the Rabbinical Council of America.

16.02 The Rabbi shall have a sound knowledge of Jewish Law and Scholarship. He must be proficient in Shass and Poskim and accept their contents as the inviolable principles of his private life.

16.03 The Rabbi's duties shall include all functions traditionally allocated to the Rabbi of an orthodox synagogue.

16.04 When the position of Rabbi is vacant, halachic questions shall be referred to the Vaad Harabonim of Toronto or its successor organization.

Article XVII. AMENDMENTS

- 17.01 The Board may, by a 2/3 vote, prepare a proposed amendment to this Constitution and call a special meeting of the membership for the purpose of debating and voting on the proposed amendment. The Secretary shall give at least thirty (30) days written notice of the meeting to the entire membership and shall include the wording of the proposed amendment in the notice.
- 17.02 A special meeting of the type referred to in Paragraph 17.01 herein shall be called by the President, or in his absence the First Vice-President, when requested to do so in writing by 10% of the membership of the Congregation. The written request shall contain the proposed amendment. The special meeting shall be held within Sixty (60) days of the written request. The notice provisions of Paragraph 17.01 herein apply to a meeting pursuant to this Paragraph 17.02.
- 17.03 It shall require a 2/3 majority vote to pass an amendment to this Constitution, provided that the 2/3 majority shall equal a minimum of 50% of the entire membership of the Congregation.
- 17.04 Notwithstanding the provisions of Paragraph 17.03, amendment of Articles II, IV, XVI and Paragraphs 5.03, 5.04, 5.05, 5.06, 9.03, 10.01 and 17.04 shall require a 95% majority vote of the entire membership of the Congregation.

Article XVIII. GENERAL

- 18.01 This Constitution shall be read with all changes of number and gender as the context requires.
- 18.02 In the event of any dispute between this Constitution and the Letters Patent or by-laws of the Congregation, such dispute shall be resolved by appropriate amendment to the Letters Patent or by-laws, as the case may be.
- 18.03 Save as is otherwise provided in this Constitution, any notice, communication or other document to be given to any member of the Congregation, officer or member of the Board of Governors shall be sufficiently given if delivered to or mailed by prepaid ordinary post to him at his recorded address. A notice, communication or other document so given shall be deemed to have been received when delivered to the recorded address as aforesaid, or in the event given by prepaid ordinary post shall be deemed to have been received on the fourth day after deposit in a post office or public letter box in the Municipality of Metropolitan Toronto or York Region, provided that the time limit shall neither run during any disruption of normal postal service nor for five (5) days thereafter. The recorded address of any member of the Congregation shall be the last known address of such member.
- 18.04 Any member of the Congregation or his duly appointed proxy, or member of the Board of Governors may waive any notice required to be given of any meeting and any such waiver, whether given before or after the meeting, shall cure any default in the giving of such notice.
- 18.05 This Constitution shall come into effect on the day after the first Annual Meeting held subsequent to its adoption.