

September 10, 2021

Re: 2021 Changes to By-Laws

Dear Member of the Corporation:

On August 17, 2021, the Board of Directors passed a resolution approving By-Law No. 15. By way of history, By-Law 15 is a consolidation of General By-Law 12 (2015), 13 (2017) and 14 (2019, as well as a further amendment. By-Law No. 15 is to be presented for ratification to the Members of JVS Toronto at the October 5, 2021 Annual General Meeting.

The full text of By-Law No. 15 is available on JVS Toronto's website using the following link: <http://www.jvstoronto.org/about-us/financials/>. The substantive components of these other changes and the background thereto, are summarized below:

1. **Section 4.06 Votes to Govern of By-Law 12** was changed to be consistent with ONCA (Ontario Not-for-Profit Corporations Act), that in a case of a tie vote at meetings of the Board of Directors, every question shall be decided by the affirmative majority vote (not 60%) of the Directors present.
2. **Section 8.03 Notice of Meeting of By-Law 12** was changed to be consistent with ONCA to provide 21 (not 20) days notice of annual meeting to the Members.
3. **New Section 8.06 – Electronic Meetings**. This clause has been added to permit Members to hold meetings by electronic means.
4. **Section 8.07 Votes to Govern (Previously Section 8.06 of By-Law 12)** was changed to be consistent with ONCA, that in a case of a tie vote at meetings of the Members every question shall be decided by the majority of the votes duly cast in person or by proxy.
5. **New Section 8.09 – Vote by Proxy**. This clause has been added to be consistent with ONCA to permit Members to vote by proxy.
6. **Section 8.10 Casting Vote (Previously Section 8.08 of By-Law 12)** was changed to be consistent with ONCA, that in the case of a tie vote at a meeting of the Members, the chairperson of the meeting shall not have an extra casting vote.
7. **New Section 9.12 – Dissolution Clause**. This clause has been added to comply with Canada Revenue Agency (CRA) and be consistent with the Income Tax Act (ITA) requirement that, on dissolution of the Agency, any property remaining after all debts and liabilities have been settled, any remaining property is to be distributed to qualified donees (as that term is defined by Section 149.1 of the ITA).

If you have any questions, please contact Silvana Saballos, Executive Assistant, by email at [ssaballos@jvstoronto.org](mailto:ssaballos@jvstoronto.org) or by phone at 416 649-1633.

We thank you for your continued support of the important work that we do at JVS Toronto. We look forward to seeing you at our virtual AGM on October 5, and working with each of you in the JVS Toronto community.

Sincerely,



Avi Pollock  
Chair, Board of Directors