

JVS TORONTO

BY-LAW NO. 15

*Being the amended and restated by-law relating generally
to the affairs of JVS Toronto*

Ratified on October 5, 2021

TABLE OF CONTENTS

1.00	WITH RESPECT TO THE CORPORATION.....	3
1.01	Name of Head Office.....	3
1.02	Seal.....	3
1.03	Non-Profit Corporation.....	3
2.00	MEMBERS	3
2.01	General Qualifications	3
2.02	Classes of Members.....	3
2.03	Term of Membership.....	4
2.04	Rights and Privileges.....	4
2.05	Fee.....	4
2.06	Termination of Membership.....	4
2.07	Non-Transfer of Membership.....	5
2.08	Rules of Membership.....	5
3.00	BOARD OF DIRECTORS AND COMMITTEES OF THE CORPORATION.....	5
3.01	Composition.....	5
3.02	Qualifications.....	5
3.03	Election and Term.....	5
3.04	Removal of Directors.....	6
3.05	Vacation of Office.....	6
3.06	Vacancies.....	7
3.07	Powers of Directors.....	7
1.	General.....	7
2.	Borrowing.....	7
3.08	Duties of Directors.....	7
3.09	Committee Structure.....	8
3.10	Matters Pertaining to All Committees and Subcommittees.....	9
1.	Membership and Procedures Generally	9
2.	Quorum.....	9
3.	Voting.....	9
4.	Meetings.....	9
5.	Minutes.....	9
4.00	MEETINGS OF DIRECTORS.....	9
4.01	Attendance & Quorum.....	9
4.02	Place of Meetings.....	10
4.03	Calling of Meetings.....	10
1.	Meetings.....	10
2.	Notice.....	10
4.04	Errors in Notice.....	10
4.05	First Meeting of New Board of Directors.....	10
4.06	Votes to Govern.....	10
4.07	Chairperson.....	11
4.08	Declaration of Interest.....	11

5.00	OFFICERS OF THE CORPORATION.....	11
5.01	Officers.....	11
5.02	Qualifications.....	11
5.03	Election and Term of Certain Officers.....	11
5.04	Removal of Officers.....	11
5.05	Vacancy.....	11
5.06	Duties of the Chairperson.....	11
5.07	Duties of the President / Chief Executive Officer.....	12
5.08	Duties of the Vice-Chairperson (s)	12
5.09	Duties of the Treasurer.....	12
5.10	Duties of the Secretary.....	12
5.11	Reporting.....	12
6.00	REMUNERATION AND EXPENSES OF DIRECTORS AND COMMITTEE MEMBERS.....	13
7.00	PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS.....	13
7.01	Limitation and Liability of Directors and Officers.....	13
7.02	Indemnity of Directors and Officers.....	13
7.03	Insurance.....	13
8.00	MEETINGS OF MEMBERS.....	14
8.01	Annual Meeting.....	14
8.02	General Meeting.....	14
8.03	Notices.....	14
8.04	Errors in Notice.....	14
8.05	Quorum.....	14
8.06	Electronic Meetings	15
8.07	Votes to Govern.....	15
8.08	Chairperson of the Meeting.....	15
8.09	Proxy Vote.....	15
8.10	Casting Vote.....	15
8.11	Adjournment.....	16
9.00	MISCELLANEOUS	15
9.01	Rules and Regulations.....	15
9.02	Banking Arrangements.....	15
9.03	Negotiable Instruments.....	15
9.04	Deposits.....	16
9.05	Execution of Documents.....	16
9.06	Books and Records.....	16
9.07	Fiscal Year.....	16
9.08	Notices.....	16
9.09	Interpretation.....	16
9.10	Coming into Force.....	16
9.11	Repeal.....	17
9.12	Dissolution.....	17
10.00	GENERAL	17

BY-LAW NO. 15

being a By-Law relating generally to the affairs of

JVS TORONTO

BE IT ENACTED as a By-Law of Jewish Vocational Service of Metropolitan Toronto (hereinafter referred to as the “Corporation” as follows:)

1.00 WITH RESPECT TO THE CORPORATION

1.01 NAME OF HEAD OFFICE

The name of the Corporation shall be Jewish Vocational Service of Metropolitan Toronto, doing business as JVS Toronto. The Corporation may identify itself as JVS Toronto. The Head Office of the Corporation shall be located at such place in the Greater Toronto Area in the Province of Ontario as the Directors from time to time may determine.

1.02 SEAL

The corporate seal of the Corporation shall be in the form impressed in the margin hereof.

1.03 NON-PROFIT CORPORATION

The Corporation shall be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting its objects.

2.00 MEMBERS

2.01 GENERAL QUALIFICATIONS

Each Member shall be an individual who:

- (a) is eighteen (18) or more years of age;
- (b) is a current Director of the Corporation or has been admitted as a Member by a resolution of the Directors passed by majority vote at a meeting of the Directors; and
- (c) has paid all applicable fees to the Corporation.

2.02 CLASS OF MEMBERS

There shall be one (1) class of members of the Corporation, comprised of:

- (a) each individual who is a current Director of the Corporation; and
- (b) such number of other individuals who, by virtue of their experience with and/or commitment to the Corporation, have, in the sole assessment of the Directors, the capabilities to serve the Corporation as Members, provided that in no event shall the number of such other individuals be more than one-half (1/2) of the number of Directors of the Corporation as of the date of admission of such other individuals. In

the event that the determination of the foregoing results in a fraction, the result shall be rounded down to the next whole number irrespective of magnitude.

2.03 TERM OF MEMBERSHIP

Each individual referred to in paragraph (b) of Section 2.02 shall be a Member until the meeting of the Directors, held in accordance with Section 4.05 but shall be eligible for readmission as a Member, from time to time, by the Directors of the Corporation.

2.04 RIGHTS AND PRIVILEGES

Each Member in good standing shall be entitled to:

- (a) attend at all meetings of the Members;
- (b) one vote at all meetings of the Members;
- (c) receive the annual report; and
- (d) receive all notices of meetings of Members.

2.05 FEE

The annual membership fee, if any, shall be determined by the Directors from time to time; provided that the Directors may waive payment of the annual membership fee by a Member in the event that such fee would cause hardship to the Member.

2.06 TERMINATION OF MEMBERSHIP

The interest of a Member in the Corporation is not transferable; and lapses and ceases to exist when:

- (a) a Member ceases to be a Director of the Corporation, if applicable; or
- (b) the Member's period of membership pursuant to Section 2.03 expires, if applicable; or
- (c) the Member resigns by notice in writing to the Secretary of the Corporation, which resignation shall take effect on the date of receipt of such notice by the Secretary; or
- (d) the Member dies; or
- (e) at a meeting of the Directors called for the purpose of considering the termination of the Member, with notice of such meeting to the Member in question, the Directors pass a resolution terminating the Member by resolution passed by two-thirds ($\frac{2}{3}$) of the votes cast; or
- (f) the Members pass a resolution by at least two-thirds ($\frac{2}{3}$) of the votes cast at a special meeting of the Members of which notice specifying the intention to pass such resolution has been given; or
- (g) the Member fails to pay the annual membership fee, if any, unless payment of the fee by the Member has been waived by the Directors in accordance with Section 2.05.

2.07 NON-TRANSFER OF MEMBERSHIP

A Membership in the Corporation is not transferable.

2.08 RULES OF MEMBERSHIP

The Directors may pass, from time to time, any rules relating to the admission of Members not inconsistent with the By-laws of the Corporation.

3.00 BOARD OF DIRECTORS AND COMMITTEES OF THE CORPORATION

3.01 COMPOSITION

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than ten (10) and not more than twenty-four (24) Directors, comprised of the following:

- (a) those individuals elected by the Members pursuant to paragraph (a) of Section 3.03 or, in the event of a vacancy having arisen, appointed or elected in accordance with Section 3.04 or 3.06;
- (b) the Immediate Past Chairperson of the Board of Directors, if he/she is willing and able to serve as a Director; and
- (c) For the purposes of this Section 3 and for the purposes of Sections 5.04 and 5.05, the term “the Originally Approved Number” means the number of Directors of the Corporation which comprised the Board of Directors immediately following the most recent Annual Meeting of the Members.”

3.02 QUALIFICATIONS

Each Director, at the time of his/her election and throughout his/her term of office shall be:

- (a) at least eighteen (18) years of age; and
- (b) a Member of the Corporation;
- (c) no Director, at the time of his/her election or at any other time during his/her term of office shall be an employee of the Corporation nor the spouse (as such term is defined under the Ontario Human Rights Code) of an employee of the Corporation.

3.03 ELECTION AND TERM

- (a) *Elected Directors.* Directors referred to in Section 3.01(a) shall be elected by the Members at the Annual Meeting of Members and shall hold office until the next Annual Meeting. The Secretary of the Corporation shall cause to be circulated a list of all nominees to the Members at least (20) days prior to the Annual Meeting. This provision shall, with regards to the Chairperson, Vice-Chairpersons, Secretary and Treasurer, be subject to the provisions of Section 5.03, provided that their terms of office shall, nevertheless, be subject to the maximums hereinafter referred to in this Section 3.03.

Each such Director is eligible for re-election, except that no such Director shall be eligible for re-election after he/she has served more than eight (8) consecutive years as

a Director, but on the expiration of one (1) year after the last year he/she served as Director such person(s) shall again be eligible to stand for election as a Director.

Notwithstanding the above limit of eight (8) consecutive years, if permitted by the Board of Directors, any Director may stand for election for an additional two (2) years for the purpose of serving, during those two years, as an Officer of the Corporation who is required to be a Director under Section 5.02 but on the expiration of one (1) year after the last year he/she served as a Director, such person(s) shall again be eligible to stand for election as Director.

- (b) *A Past Chairperson.* Any Past Chairperson shall be entitled (at his/her option) to serve as a Director for a maximum of 2 years following his/her last year as the Chairperson provided that no such Past Chairperson shall be entitled to choose to serve as a Director after he/she has served ten (10) consecutive years as a Director, but on the expiration of one (1) year after the last year he/she served as a Director, such person(s) shall again be eligible to stand for election as Director.

Provided that regardless of the foregoing, in no circumstance shall an individual be permitted to serve for more than 10 consecutive years as a Director except that in exceptional circumstances, an individual may serve for such longer period as the Board of Directors may approve.

3.04 REMOVAL OF DIRECTORS

The Members of the Corporation may, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast at a general meeting of the Members called for that purpose, remove any Director elected under Section 3.01 before the expiration of his/her term of office, and may, by a majority of votes cast at that meeting elect any person in his/her stead for the remainder of his/her term.

Alternatively, the Directors of the Corporation may, by resolution passed by at least two-thirds ($\frac{2}{3}$) of the votes cast at a meeting of the Directors for that purpose, remove any Director described in Section 3.01 before the expiration of his/her term of office, and may, by a majority of votes cast at that meeting appoint any person in his/her stead for the remainder of his/her term.

3.05 VACATION OF OFFICE

The office of the Director shall automatically cease and be vacated:

- (a) if he/she becomes bankrupt or insolvent or makes a general assignment for the benefit of creditors, or admits in writing his/her inability to pay his/her debts generally as they become due, or takes any action in furtherance of the foregoing;
- (b) if he/she is found to be mentally incompetent within the terms of the *Mental Incompetency Act*, R.S.O. 1990, Chapter 9;
- (c) if by notice in writing to the Secretary of the Corporation he/she resigns his/her office;
- (d) if he/she ceases to be a Member of the Corporation; or
- (e) upon passage of a resolution under 3.04.

3.06 VACANCIES

- (a) Where a vacancy (or vacancies) on the Board of Directors occurs/occur and where the number of remaining Directors in office (after taking such vacancy/vacancies into account) is at least fifty one percent (51%) of the Originally Approved Number, until such vacancy (vacancies) is (are) filled, quorum for the transaction of business at meetings of the Board of Directors shall be determined in accordance with Section 4.01 using the number of remaining Directors in office (after taking such vacancy/vacancies into account).
- (b) Any vacancy arising on the Board of Directors as contemplated by paragraph (a) of this Section 3.06, however caused, may be filled as hereinafter provided in clauses (i) and (ii):
 - (i) by way of an interim appointment by the Board of Directors for the remainder of the unexpired term of the vacancy; or
 - (ii) by way of election at a meeting of the Members called by the Board of Directors to fill such a vacancy for the balance of the unexpired term of the vacancy.
- (c) Where a vacancy (or vacancies) on the Board of Directors occurs/occur and where the number of remaining Directors in office (after taking such vacancy/vacancies into account) is less than fifty one percent (51%) of the Originally Approved Number, the Directors then in office shall forthwith call a general meeting of the Members to fill the vacancy (or vacancies), it being understood that said Board of Directors shall not transact any other business unless and until said vacancy (or vacancies) is (are) filled.”

3.06 POWERS OF DIRECTORS

1. General

The Board of Directors may make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and may exercise all such powers and do all such other acts and things as the Corporation is by its charter, or otherwise authorized, to exercise and do.

2. Borrowing

The Board of Directors may from time to time, generally manage, transact and settle the borrowing of money by the Corporation including:

- (i) borrow money on the credit of the Corporation;
- (ii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers and undertakings to secure any money borrowed or other debt, obligation or liability of the Corporation with specific written prior approval; or
- (iii) from time to time, the Directors may authorize in writing any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the monies borrowed or to be borrowed and to the terms and conditions

of the loan and to the security to be given in respect thereof. In addition, the Board of Directors may vary or modify such arrangements, terms and conditions and give such additional security for any monies borrowed or remaining due to by the Corporation.

3.07 DUTIES OF DIRECTORS

The duties of the Board of Directors shall include the following:

- (a) the appointment of the chairpersons of Board committees not otherwise indicated in the By-Laws of the Corporation.
- (b) approve the audited financial statements.
- (c) review and approve, in each year, the specific objectives of each of the committees of the Board of Directors for such year and to review and consider such reports and recommendations as may be submitted by such committees and provide such committees with such directives, advice and guidance as may be required;
- (d) review and amend the By-Laws of the Corporations at least once every 5 years.
- (e) set the Corporation's vision and state the Corporation's mission, goals and priorities.
- (f) review the Corporation's mission and management philosophy.
- (g) to formulate and approve the strategic plan of the organization as required from time to time by the Board of Directors.
- (h) approve the borrowing of funds.
- (i) approve the annual budget.
- (j) approve the buying and selling of land, buildings, and other property.
- (k) approve the appointment of the President/Chief Executive Officer.
- (l) review and provide final approval of all of the Corporation's compensation (after review of the recommendations provided by the Executive Committee should such a committee be constituted).
- (m) review the performance of the President/Chief Executive Officer at least once each year.

3.08 COMMITTEE STRUCTURE

The following shall be standing committees of the Corporation, reporting to the Board of Directors:

- (a) Finance & Administration Committee;
- (b) Governance Committee; and
- (c) Nominating Committee.

The Board of Directors may, at any time, constitute and establish an Executive Committee as a standing committee or such other standing or ad-hoc committees or subcommittees as it deems necessary to assist the Board of Directors in carrying out any of its duties and responsibilities and to advise and make recommendations to the Board of Directors thereon. The Board of Directors may, at any time, disband any such committee or subcommittee.

Each such committee or subcommittee shall have the duties and responsibilities as are set out in its Terms of Reference that have been approved by the Board of Directors. The composition, reporting/accountability and procedures of each such committee or subcommittee shall also be set out in its Terms of Reference approved by the Board of Directors. No Terms of Reference of any committee or subcommittee shall be inconsistent with these By-Laws. The Board of Directors may approve or require amendments to such Terms of Reference from time to time.

3.09 MATTERS PERTAINING TO ALL COMMITTEES AND SUBCOMMITTEES

Unless otherwise provided in its Terms of Reference approved by the Board of Directors, the provisions of this Section shall apply to every committee or subcommittee:

1. Membership and Procedures Generally

The chairperson of each committee or subcommittee shall determine its minimum and maximum membership, the manner in which its membership will be selected and shall guide the committee or subcommittee to establish its own procedures for the conduct of its meetings and any other matters pertaining to the conduct of its business so long as, in each case, the same is not inconsistent with this By-Law and any directives of the Board of Directors. All such procedures or other matters established by a committee or subcommittee from time to time shall be provided to the Board of Directors and shall be communicated to all members of such committee or subcommittee.

2. Quorum

A quorum for any meeting of a committee or subcommittee shall be a majority of its members, or such greater majority as may be determined by such committee or subcommittee.

3. Voting

Every member of a committee or subcommittee shall have one vote. Every question to be decided at a meeting of a committee or subcommittee shall be decided by the affirmative vote of a majority of its members present at such meeting, or such greater majority as may be determined by such committee or subcommittee.

4. Meetings

Meetings of each committee or subcommittee shall be held from time to time at such place and at such time and on such day as the chairperson of that committee or subcommittee may determine. Notice of every meeting so called shall be given to each member of such committee or subcommittee in such manner as the committee or subcommittee shall decide.

5. Minutes

Each committee or subcommittee shall duly record, maintain and circulate accurate minutes of its meetings to all members of such committee or subcommittee, and such minutes shall be presented to the Board of Directors at its next meeting.

4.00 MEETINGS OF DIRECTORS

4.01 ATTENDANCE & QUORUM

Any Director entitled to attend a meeting of the Board of Directors may participate in the meeting by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in a meeting by such means is deemed for the purposes of this By-Law to be present at the meeting. Except as otherwise provided in the By-Laws or the Act, a majority of the Directors shall form a quorum for the transaction of the business.

4.02 PLACE OF MEETINGS

The Board of Directors shall hold its meetings at any Office of the Corporation or any other place in the Province of Ontario as resolved by the majority of the Directors.

4.03 CALLING OF MEETINGS

1. Meetings

Meetings of the Board of Directors may be formally called by the Chairperson or by the Secretary or Treasurer on direction in writing by two Directors.

2. Notice

Notice of such meetings shall be e-mailed, delivered, telephoned or telefaxed to each Director not less than seventy-two (72) hours before the meeting is to take place or shall be mailed to each Director not less than five (5) business days before the meeting is to take place (in both cases excluding any part of a Sunday and of a holiday as defined by the Interpretation Act (Ontario) for the time being in force). No formal notice of a meeting of the Board of Directors shall be necessary if all Directors are present, or if those absent have signified their consent to the meeting being held in their absence.

The statutory declaration of the Secretary or Chairperson that notice has been given pursuant to the By-Laws shall be sufficient and conclusive evidence of the giving of such notice. No formal notice shall be necessary where the Board of Directors has appointed a day and time for regular meetings.

4.04 ERRORS IN NOTICE

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting provided that a majority of the Directors either waive such error or omission in notice or ratify any or all proceedings taken or made at such meeting.

4.05 FIRST MEETING OF NEW BOARD OF DIRECTORS

Each newly-elected Board of Directors may without notice hold its first meeting immediately following the meeting of Members at which such Board of Directors was elected (provided a quorum of Directors is present), for the purpose of:

- (a) organization and the election and appointment of Officers; and
- (b) the admission of the Members referred to in paragraph (b) of Section 2.02.

4.06 VOTES TO GOVERN

Except as otherwise provided in the By-Laws or in the governing legislation, at each meetings of the Board of Directors, every question shall be decided by the affirmative vote of the majority of the Board Members present at such meeting. The Chairperson is not entitled to an extra or casting vote in the event of tie vote.

4.07 CHAIRPERSON

The Chairperson of each meeting of the Board of Directors shall be the Chairperson or any Vice-Chairperson or such other Director as the Chairperson may designate for that purpose. Failing such designation, the Board of Directors shall elect a Chairperson by a majority of the votes cast by Directors present at the meeting in question.

4.08 DECLARATION OF INTEREST

It shall be the duty of every Director who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation, to declare such interest to the extent, in the manner and at the time required by the Act and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement if and when prohibited by the Act.

5.00 OFFICERS OF THE CORPORATION

5.01 OFFICERS

There shall be a Chairperson, a President and Chief Executive Officer, one or more Vice-Chairpersons, a Secretary, a Treasurer and such other Officers as the Board of Directors may determine from time to time.

5.02 QUALIFICATIONS

The Chairpersons, Vice-Chairpersons, Secretary, and Treasurer must be members of the Board of Directors and Members of the Corporation.

5.03 ELECTION AND TERM OF CERTAIN OFFICERS

The Chairperson, Vice-Chairpersons, Secretary, and Treasurer shall be elected for a minimum term of two (2) years by the Board of Directors from among their number at the first meeting of the Board of Directors pursuant to Section 4.05. In default of such election the then incumbents, so long as they are members of the Board of Directors, shall maintain their offices until their successors are elected.

5.04 REMOVAL OF OFFICERS

All Officers shall be subject to removal by resolution of the Board of Directors at any time with or without cause, provided that the number of remaining Directors in office (after taking the vacancy/vacancies arising by virtue of the removal from office into account) is at least fifty one percent (51%) of the Originally Approved Number.”

5.04 VACANCY

If a vacancy shall occur in any office the Directors may by resolution and subject to the qualifications set out above, elect or appoint to fill such vacancy.

5.05 DUTIES OF THE CHAIRPERSON

The Chairperson shall be the Chairperson of the Board of Directors of the Corporation and, under the direction of the Board of Directors. She/he shall preside at all meetings of the Board of Directors and also all meetings of Members. She/he shall perform all duties incidental to his/her office and shall have such other powers and duties as may from time to time be assigned by him/her by the Board of Directors. The Chairperson shall sign all By-Laws together with the Secretary or any Vice-Chairperson or other officer appointed by the Board of Directors for that purpose.

5.06 DUTIES OF THE PRESIDENT / CHIEF EXECUTIVE OFFICER

The President/Chief Executive Officer shall be responsible for the general management and conduct of the day-to-day business and affairs of the Corporation pursuant to guidelines and policies established by the Board and carry out the Corporation’s objects. She/he shall not be a member of the Board. The President/Chief Executive Officer shall receive notice of and have the right to attend all meetings of the Board, save and except for any portion thereof that is in-camera or any meeting of the Board which is intended to be an in-camera meeting in its entirety.

The President/Chief Executive Officer shall have full authority, subject to the guidelines and policies established by the Board, for all directions provided to, and authority over the employees of the Corporation.

The President/Chief Executive Officer shall be compensated for her/his services in such manner and amount as the Board of Directors or their delegates shall determine.

5.07 DUTIES OF THE VICE-CHAIRPERSONS

Each Vice-Chairperson shall have powers and duties as may from time to time be assigned to him/her by the Board of Directors.

5.08 DUTIES OF THE TREASURER

The Treasurer shall keep, or cause to be kept, full and accurate records of all receipts, including membership fees, and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the bank or banks from time to time to be designated by the Board. She/he shall disburse the funds of the Corporation under the direction of the Board of Directors, take proper vouchers therefore and shall render to the Board of Directors, whenever required of

him/her, an account of all his/her transactions as Treasurer and of the financial position of the Corporation. She/he shall be the chairperson of any committee relating to the financial or administrative matters of the Corporation and shall cooperate with the Audit Committee (if any) and the auditors of the Corporation during any audit of the accounts of the Corporation.

5.09 DUTIES OF THE SECRETARY

The Secretary shall be clerk of the Board of Directors and shall attend all meetings of the Members and of the Board of Directors to record all facts and minutes of those proceedings in the books kept for that purpose. She/he shall give all notices required to be given to Members and to Directors. She/he shall be custodian of the corporate seal of the Corporation and of all books, papers, records, correspondence and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board of Directors or incidental to his/her office.

5.10 REPORTING

The officers of the Corporation shall report to and shall be subject to the direction of the Board of Directors.

6.00 REMUNERATION AND EXPENSES OF DIRECTORS AND COMMITTEE MEMBERS

No Director or any member of a committee of the Board of Directors shall receive any remuneration for acting as such. In exceptional circumstances, the Board of Directors may authorize the reimbursement of any out-of-pocket expenses of a Director or committee member for carrying out specific duties designated by the Board of Directors or a committee.

7.00 PROTECTION AND INDEMNITY OF DIRECTORS AND OFFICERS

7.01 LIMITATION OF LIABILITY OF DIRECTORS AND OFFICERS

No Director or Officer of the Corporation is liable for the acts, receipts, neglect, omission, or defaults of any other Director or Officer, or for any loss or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board of Directors on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any monies of the Corporation shall be placed out or invested or for any loss or damage rising from the bankruptcy, insolvency or tortious acts of any persons, firm or corporation with whom any of the monies, securities or effects of the Corporation shall be lodged or deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatever which happens in the execution of the duties of his/her Office or in relation thereto, unless the same happens through his/her own failure to act honestly and in good faith in performing his/her duties as a Director or Officer.

7.02 INDEMNITY OF DIRECTORS AND OFFICERS

Every Director or Officer or Past-Director of the Corporation and his/her heirs, executors, administrators and assigns, and estates and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her in respect of any act, deed, matter or thing whatsoever, made, done, omitted to be done or permitted by him/her, in or about the execution of the duties of his /her office, save for liability that relates to his/her failure to act honestly and in good faith in performing his/her duties of his/her office; and
- (b) all other costs, charges and expenses that she/he sustains or incurs or about or in relation to the affairs of the Corporation except such costs, changes or expenses that arise from his/her failure to act honestly and in good faith in performing his/her duties of his/her office.

7.03 INSURANCE

Subject to applicable law, the Corporation may purchase and maintain such insurance for the benefit of its Directors and Officers as the Board of Directors may determine.

8.00 MEETINGS OF MEMBERS

8.01 ANNUAL MEETING

The Annual Meeting of the Members shall, within six (6) months of the close of the Corporation's fiscal year, be held at a place within the Greater Toronto Area, at such time and on such a day, as may be designated by the Board of Directors for the purpose of hearing and receiving the reports and statements required to be read and presented to the Members pursuant to the Act, electing Directors, appointing the Auditor and fixing or authorizing the Board of Directors to fix the Auditor's remuneration and for hearing and receiving the reports of the committees required by the By-Laws of the Corporation and for the transaction of such other business as may be properly brought before the meeting. Members may consider and transact any business, either special or general, without any notice thereof, at such annual meeting save for removal of a Member or Director, which shall require the same notice as is required under Section 8.03.

8.02 GENERAL MEETING

The Board of Directors may at any time call a general meeting of the Members of the Corporation for the transaction of any business of the Corporation, the nature of which shall be specified in the notice calling the meeting, to be held at such time and at such place within the Greater Toronto Area as may be designated by the Board of Directors and set forth in such notice.

8.03 NOTICES

A notice of the time and place of the meeting of Members shall be given to each Member by sending the notice in accordance with Section 9.08 not less than twenty-one (21) days before the time fixed for the holding of such meeting. No public notice or advertisement of any annual or general meeting need be given. A notice of the time and place of each annual or general meeting shall be given to the Auditor of the Corporation. The notice shall, in addition to stating the general nature of the business to be transacted at the meeting, specify the terms of any resolution or By-Law changes to be proposed either by the Board of Directors or by any Member of the Corporation who has given notice in writing thereof to the Board of Directors prior to the mailing of the notice of the meeting.

8.04 ERRORS IN NOTICE

No error or omission in giving notice of any annual or general meeting of the Members of the Corporation shall invalidate such meeting or any resolution passed or make void any proceedings taken thereat provided that all Members waive notice of any such meeting and subsequently ratify, and confirm any or all proceedings taken or had thereat.

8.05 QUORUM

A quorum for the transaction of business at any meeting of Members shall be one-third (1/3) plus one (1) of the total number of Members of the Corporation as at the date of the meeting of Members, present in person, and must include the Chairperson of the Corporation (or, in the absence of the Chairperson, any Vice-Chairperson) plus such number of Directors of the Corporation as equals one-half (1/2) of the number of Directors of the Corporation as at the date of the meeting of Members. In the event that the determination of the foregoing results in a fraction, the result shall be rounded up to the next whole number irrespective of magnitude. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

8.06 ELECTRONIC MEETINGS

Meetings of the Members may be conducted in person or by telephone conference, videoconference or other electronic communication facilities approved by the Directors. A Director participating in a meeting by such means is deemed for the purposes of this By-Law to be present at the meeting.

8.07 VOTES TO GOVERN

At all meetings of Members every question shall, unless otherwise required by the Letters Patent or the By-Laws or applicable law, be decided by the majority of the votes duly cast in person or by proxy on the question.

8.08 CHAIRPERSON OF THE MEETING

The Chairperson of the Corporation, or any Vice-Chairperson or any Director of the Corporation may act as chairperson of a meeting of Members or, if no Director is present within fifteen minutes after the time appointed for the holding of a meeting, the Members present shall choose a person from the Members to be the chairperson.

8.09 PROXY VOTE

Each Member entitled to vote at a meeting of Members may authorize another person to act for such Member by proxy. Such a proxy may be prepared, transmitted and delivered in any manner permitted by applicable law.

8.10 CASTING VOTE

In case of an equality of votes at any meeting of the Members, either upon a show of hands or upon a poll, the chairperson of the meeting shall not have an extra casting vote.

8.11 ADJOURNMENT

The Chairperson may, with the consent of any meeting, adjourn the same from time to time. On notice duly given, any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting.

9.00 MISCELLANEOUS

9.01 RULES AND REGULATIONS

The Directors may make the rules and regulations with respect to the carrying out of the provisions of this By-Law, the management or affairs of the Corporation.

9.02 BANKING ARRANGEMENTS

The Corporation's bank account shall be kept at such chartered banks, trust companies or other financial institution as the Board of Directors may by resolution from time to time determine.

9.03 NEGOTIABLE INSTRUMENTS

Notwithstanding Section 9.05 hereunder, cheques on the Corporation's bank accounts, drafts and bills of exchange drawn or accepted by the Corporation, promissory notes made by it and all orders for payment of money on behalf of the Corporation, may be signed, drawn, accepted or made as the case may be, by such person or persons as the Board of Directors may by resolution from time to time name or prescribe for the purpose and in default of passing such resolution by any two (2) of the following: Chairperson, any Vice-Chairperson, Secretary, Treasurer and President/Chief Executive Officer.

9.04 DEPOSITS

Bills of exchange, promissory notes, cheques or money orders may be endorsed for deposit to the credit of the Corporation's bank account by such persons or in such other manner as the Board of Directors may by resolution from time to time name or prescribe.

9.05 EXECUTION OF DOCUMENTS

Deeds, contracts, documents or any instruments in writing requiring the signature of the Corporation, outside the ordinary course of the Corporation's business, shall be signed by: i) any of the Chairperson, a Vice-Chairperson, Secretary, Treasurer and ii) the President/Chief Executive Officer. For greater certainty, any deeds, contracts, documents or any instruments in writing involving an amount in excess of an amount to be fixed by the Board of Directors from time to time shall be deemed to be outside the ordinary course of the Corporation's business and any deeds, contracts, documents or other instruments involving any amount under such fixed amount shall be deemed to be in the ordinary course of the Corporation's business and may be signed solely by the President/Chief Executive Officer.

9.06 BOOKS AND RECORDS

The Directors shall see that all necessary books and records of the Corporation required by the By-Laws or by any applicable statute or law are regularly and properly kept.

9.07 FISCAL YEAR

The financial year end of the Corporation shall be March 31, unless otherwise determined by the Board of Directors at their discretion from time to time.

9.08 NOTICES

Any notice (which terms includes any communication or document) to be e-mailed, given, sent, delivered or served pursuant to the Act, the Letters Patent, the By-Laws or otherwise to a Member, Director, Officer or Auditor shall be sufficiently given if e-mailed, given, sent, delivered or served (as the case may be) to his /her last address as recorded in the books and records of the Corporation or if mailed by prepaid ordinary mail or airmail addressed to him/her at such address or if sent to him/her at such address by any means of transmitted or electronic communication, including electronic mail. The Secretary may change the address on the Corporation's books and records of any Member, Director, Officer or Auditor in accordance with any information believed by him/her to be reliable. A notice so e-mailed, given, sent, delivered or served (as the case may be) shall be deemed to have been received on the second business day after such notice is deposited in a post office or public letter box; and a notice sent by any means of transmitted or electronic communication shall be deemed to have been received on the day of transmission.

9.09 INTERPRETATION

In this By-Law, unless the context otherwise requires, "Act" shall mean the Corporations Act, R.S.O. 1990, c. 38, as amended.

9.10 COMING INTO FORCE

This By-Law shall come into force on the day on which it is confirmed with or without variation at an annual or general meeting of the Members duly called for the purpose.

9.11 REPEAL

All prior By-Laws relating generally to the affairs of JVS Toronto are hereby repealed. Any prior resolution of the Directors or Members consistent with those prior By-Laws but inconsistent with this By-Law are hereby ratified and confirmed.

9.12 DISSOLUTION – (REVISED)

Upon the dissolution of JVS Toronto, any property remaining after all its debts and liabilities have been paid shall be distributed or disposed to qualified donees, as described in section 149.1 of the Income Tax Act (Canada) or may be distributed in such other manner as may be permitted as at the date of dissolution by the Income Tax Act (Canada).

10.00 GENERAL

In this By-Law and in all other By-Laws or resolutions of the Corporation, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include an individual, partnership, association and body corporals.

The division of this By-Law into Articles and Sections and the insertion of headings are for the convenience of reference only and shall not affect the construction or interpretation hereof.

All meetings of the Members and the Board of Directors shall be governed by Roberts Rules of Order.

THE FOREGOING AMENDS, RESTATES AND SUPERSEDES ALL PRIOR BY-LAWS RELATING GENERALLY TO THE AFFAIRS OF JVS TORONTO.