

September 4, 2024

Re: Articles of Amendment and New General Operating By-Law No. 16

Dear Member of the Corporation:

Jewish Vocational Service of Metropolitan Toronto (doing business as “**JVS Toronto**”) was incorporated as a corporation without share capital under the *Corporations Act* (Ontario) (the “**OCA**”) by Letters Patent dated May 11, 1967 (the “**Letters Patent**”). JVS Toronto is also currently governed by By-law No. 15, ratified on October 5, 2021.

Effective October 19, 2021 (the “**Proclamation Date**”), the Ontario *Not-for-Profit Corporations Act, 2010* (the “**ONCA**”) was proclaimed into force and replaced the OCA. The ONCA applied automatically to all Ontario non-share capital corporations (which are now called not-for-profit corporations), including JVS Toronto, as of the Proclamation Date.

JVS Toronto has three (3) years from the Proclamation Date to transition under the ONCA (the “**Transition Period**”). During the Transition Period, any provisions in JVS Toronto’s governing documents that are not compliant with the ONCA will remain in effect. After the Transition Period has expired, all non-conforming provisions in JVS Toronto’s governing documents will be deemed to be amended to conform with the ONCA, subject to limited exceptions. Although there is no requirement for JVS Toronto to file articles of amendment under the ONCA or to amend its current By-Law to comply with the ONCA, if JVS Toronto does not do so, its governing documents may not reflect the rules of governance that apply to it.

As a result, JVS Toronto has been working with lawyers at Torkin Manes who specialize in not-for-profit and charity law to prepare new drafts of our governing documents that comply with the ONCA. Please find attached:

1. Articles of Amendment;
2. New general operating By-Law No. 16;
3. Special resolutions of the Members approving the Articles and By-laws.

We encourage Members to review the documents in advance of the Annual General Meeting. Should you have any questions about the documents, please contact Silvana Saballos, Executive Assistant, by phone at 416 649-1633 or by email at ssaballos@jvstoronto.org.

These documents are available at <https://www.jvstoronto.org/2024-agm/> As well, the full text of By-Law No. 16 will be available following ratification on JVS Toronto’s website using the following link: <https://www.jvstoronto.org/annual-reports/>.

We thank you for your continued support of the important work which we do at JVS Toronto. We look forward to seeing you at the Annual Meeting on September 25, 2024, and working with each of you in the JVS Toronto community.

Sincerely,



Ariella Fuhrmann
Chair of the Board
JVS Toronto