

September 14, 2026

Re: 2026 Changes to By-Laws

Dear Member of the Corporation:

On June 24, 2026, the Board of Directors passed a resolution approving By-Law No. 17 to amend By-Law No. 16, which was effective October 16, 2024 (By-Law No. 16). For context, By-Law No. 16 was approved by the Directors on May 15, 2024, and confirmed by the Members on September 25, 2024, and once it came into effect on October 16, 2024, it replaced all previous By-Laws of JVS Toronto. By-Law No. 17 is to be presented for ratification to the Members of JVS Toronto at the October 6, 2026 Annual General Meeting.

Attached are: the full text of By-Law No. 17 and the Special Resolution of Members approving the By-Laws. A blackline showing the differences between By-Law No. 16 and By-Law No. 17 is available upon request.

The substantive components of these amendments are as follows:

1. **Section 5.6 – Election and Term**

As an organization that is accredited by Imagine Canada, JVS Toronto is required to mandate term limits for its Directors with the effect that no more than 1/3 of the Directors at any given time shall have served more than 9 consecutive years on the Board. The amendments to section 5.6 were made in part to satisfy this requirement.

- a. **Sections 5.6 (a) and (b)** were amended so that Directors will be elected for 3-year terms as opposed to 1-year terms. This change was made to give new Directors an appropriate amount of time in their role. Notwithstanding the 3-year term, a Director can still resign at any time during their term and Directors can still be removed by the Members.
 - b. **Section 5.6 (c)** was amended to change the term limits for Directors reflecting the change to Directors' terms of office described immediately above. Going forward, subject to the exceptions in **sections 5.6 (d) and (e)**, Directors can be elected for 2 consecutive 3-year terms before they need to take at least 1 year off before being re-eligible for election.
 - c. **Section 5.6 (d)** was amended to allow the Nominations Committee (as opposed to the Board) to permit a Director to stand for election for an additional term of 3 years beyond the term limit at section 5.6 (c), for a total of 9 consecutive years in office. The Nominations Committee will be responsible for ensuring effective Board composition, including to comply with the Imagine Canada requirements described above.
 - d. **Section 5.6 (e)** was only amended for clarity and to match the language in section 5.6 (d). No substantive changes were made to this provision.
2. **Section 12.2 – Repeal of By-Laws** – This section was deleted because By-law No. 16 is being amended rather than being repealed and replaced.
3. **Section 12.3 – Effective Date of these By-Laws** – This section was amended to reflect when Amended and Consolidated By-Law No. 16 came into effect.

If you have any questions, please contact Silvana Saballos, Executive Assistant, by email at 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 AGM on October 6, and working with each of you in the JVS Toronto community.

Sincerely,



Ariella Fuhrmann
Chair, Board of Directors
JVS Toronto