

# **GENERAL BY-LAWS**

## **GARDEN OF HANNAH CAMP PARDAS CHANAH**

### **SECTION 1: GENERAL**

1. **Name.** The present corporation known under the names Garden of Hannah Camp (Pardas Chanah) and Camp Jardin d'Hannah (Pardas Chanah) (hereinafter the « Corporation ») and was constituted on April 19<sup>th</sup>, 1971 under Part III of the Quebec Companies Act.
2. **Head office.** The head office of the camp is established in Montreal, province of Quebec.
3. **Objects.** The object of the Corporation is to engage in religious education and to operate camps and schools for these purposes.

### **SECTION 2 – MEMBERS OF THE CORPORATION**

4. **Categories of Members.** The Corporation includes one (1) category of members, the active members. The active members of the Corporation are the Board of Directors.

Following its election on the Board of Directors, a Director automatically becomes an active member of the Corporation. At the end of its mandate as Director, notwithstanding the reason why the said Director's mandate came to an end, he will lose his active member status.

Active members have the right to receive the notices convening the general meetings, participate in the general meetings and vote at such meetings.

5. **Conditions of Admission.** Membership applications are given to the secretary of the Corporation who presents them to the Board of Directors for acceptance or refusal based on the criteria in section 4 above.
6. **Expulsion or suspension of a member.** The members of the Corporation can proceed to the expulsion or suspension of another member or impose any other disciplinary measures, at a general meeting, in the event the such Member violates the present By-laws or any other by-law or policies of the Corporation or acts in a manner that is harmful to the Corporation.

Before proceeding to the suspension or expulsion of the member or before imposing any other disciplinary measure, the Board of Directors must send the Member, a written notice of a minimum of ten (10) days of the date, time and location of the hearing of his case and state briefly the reasons that will be held against him, in order to give such Member, the right to be heard.

The decision is final and without the possibility of appeal.

### **SECTION 3: MEMBERS' GENERAL MEETINGS**

7. **Annual General Meeting.** The annual general meeting takes place within four (4) months of the end of the fiscal year.

7.1 Notice of convocation. The Board of Directors sets the date, time and place of the Meeting. The Secretary of the Corporation shall give written notice of the time, date and place of such meeting to all members by mail at the last know address of the member or by email. Such notice shall be sent at least ten (10) days before the annual general meeting. The notice must at least include the following elements:

- a) Agenda of the meeting;
- b) Minutes of the last annual general meeting;
- c) Minutes of the last members' special meeting, if applicable;
- d) Modifications to the general by-laws, if applicable;
- e) List of the Directors' positions that are up for election;
- f) Any other question the Board of Directors wishes to bring to the Member's attention;

7.2 Agenda of annual general meeting. The agenda of the annual general meeting must include the following elements:

- a) Reading of the notice of meeting and the agenda;
- b) Finding of the quorum;
- c) Adoption of the minutes of the previous members' annual meeting;
- d) Adoption of the minutes of the previous members' special meeting;
- e) Presentation of the annual report of activities;
- f) Presentation of the financial report of the previous fiscal year;
- g) Nomination of the auditor for the current fiscal year;
- h) Ratification of the new or modified by-laws that were adopted by the Board of Directors since the last members' annual assembly;
- i) Election of the Directors of the Corporation;
- j) Miscellaneous.

8. **Special General Meetings.** The Board of Directors or the President or Vice-President of the Corporation may, as needed, convene a special general meeting, at the places, dates and times they set. A special general meeting must be called upon receiving a written request to do so signed by at least ten percent (10%) of the voting members of the Corporation. If the meeting is not called within twenty-one days of the filing of the written request the signatories of the special meeting request that represent at least ten percent (10%) of the voting members of the Corporation may, themselves call the special meeting.

The notice calling a special meeting shall indicate the purpose of the meeting and contain the text of the resolutions that are to be adopted by the Members.

9. **Quorum.** The quorum for the members' general meetings consists four (4) members.

10. **Voting.** A majority of the votes cast by the Members present and carrying voting rights shall decide the resolutions in meetings.

Each voting Member present at a general meeting shall have the right to one vote. Each voting member must vote personally, as votes by procuration are not allowed by the Corporation. At members' general meetings, votes will be taken by show of hands, unless a ballot has been requested.

- 11. Participating in Meetings through Technology.** If permitted to do so by the Corporation, any Member, or guest may participate in a meeting by telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other. A person participating in a meeting by such means is deemed for the purposes of the *Companies Act* and these by-laws to be present at the meeting.

The Corporation will confirm in the Notice convening a Members' general meeting whether it will be possible for Members to participate to the meeting through technology, but it has no obligation to make such means of technology available.

When a general meeting is held through telephonic or electronic means, votes may then be held entirely by any means of communication enabling votes to be cast in a way that allows them to be verified afterwards and protects the secrecy of the vote when a ballot has been requested.

- 12. Written resolutions.** In accordance with the *Companies Act*, a resolution in writing, signed by all the members entitled to vote on that resolution at a general meeting, is as valid as if it had been passed at a meeting.

A copy of every resolution shall be kept with the books and records of the Corporation.

#### **SECTION 4: THE BOARD OF DIRECTORS**

- 13. Composition of the Board.** The Board of Directors will be composed of seven (7) Directors, including at least one male and one female who provide their services without any remuneration.

The immediate past President of the Board of Directors does not have an ex-officio seat on the Board of Directors.

- 14. Eligibility.** All physical persons are eligible to be a Director of the Corporation. However, Directors cannot include:

- a) Persons who are minor of age, who are placed under protective supervision, who are bankrupt or to whom the Tribunal has forbidden the right to exercise this function;
- b) Owners or staff of private companies or staff of organizations linked to the Corporation by a goods or services agreement;
- c) The Executive Director of the Corporation;
- d) Those who have not submitted their annual declaration of interest.

- 15. Election.** Directors are elected at the Annual General Meeting. On even years four (4)

offices will be up for election and on odd years three (3) offices will be up for election.

Where the number of candidates nominated is inferior or equal to the number of offices to be filled, members will be elected by acclamation. Where the number of candidates nominated is greater than the number of offices to be filled; the election shall be by secret ballot.

**16. Term of office.** The term of the Directors of the Board of Directors is two years, but they can be re-elected at the end of their term.

**17. End of office.** The office of a director shall be automatically vacated in the following circumstances:

- a) A director ceases to be qualified under the provisions of the present By-laws and no longer meets the eligibility requirements;
- b) A director has resigned their office by delivering a written resignation to the Corporation;
- c) A director has missed three consecutive meetings of the Board of Directors;
- d) A director is removed from office in accordance with the present By-laws;
- e) Upon a Director's death.

**18. Removal from office.** Any director may be removed from office upon the vote of 75% of the members at a special meeting duly called for such purpose.

The decision is final and without the possibility of appeal subject to giving the Director an opportunity to present their case to the Members at the special meeting duly called for such purpose, upon written notice to the Director of at least five (5) days.

The director removed from office upon the special meeting duly called for such purposes may be replaced by the same special meeting which so removes them as Director. The new Director elected in accordance with the present section shall hold office only for the remainder of the term of office of the director they replace.

**19. Vacancies.** If any vacancy shall occur for any reason set out in the previous sections, the Board of Directors may, by majority vote, fill the vacancy with an eligible candidate. Until such vacancy is filled, the remaining directors may exercise all the powers of the Board, as long as quorum is maintained amongst the Board.

**20. Duties of the Board of Directors.** The Board of Directors shall administer all the affairs of the Corporation. In particular, but without limiting the generality of the foregoing, the Board of Directors may, from time to time, in its sole discretion:

- a) Exercise the powers and accomplish all other acts the By-laws and the Law allows;
- b) Adopt the financial statements of the Corporation;
- c) Make sure the objectives and service commitments set out in its strategic development plan, annual report or any other document are consistent, are in line with the objectives of the letters patent and respect the limits of the letters patent;

- d) Ensure, annually, the conservation of the books and records of the Corporation;
- e) Supervise the work of the services and committees created, if any;
- f) Employ and pay salaries to employees, and in particular, employ, upon such terms and conditions as are deemed advisable, an Executive Director;
- g) Define and adopt such policies as it may deem necessary for the proper carrying out of the Corporation's business and affairs;
- h) Revise, every second year, the letters patent and the general By-laws and updates them if need be;
- i) Make sure an onboarding process to welcome new Directors efficiently is in place;
- j) Devote time to the study of financial matters, human resources matter and the governance of the Corporation and adopts an annual work plan to address all issues related to such matters;

- 21. Creation of committees.** The Board of Director may, through resolutions, create any committee that may be standing, ad hoc or statutory that is deemed necessary for the good functioning of the Corporation, including the following committees: Admissions, Personnel, Information, Funding, Resources, Materials and Programming Committees.

At no point may the Board of Directors create or use an executive committee.

- 22. Directors' Responsibility.** All Directors have the same rights, duties, and responsibilities. They all share, with their co-directors, the responsibility of the decisions taken by the Board, unless the Director has consigned his dissidence on a specific resolution in the minutes of the meeting.

However, a director who is absent from a meeting is deemed not to have approved of the decisions reached at the said meeting.

- 23. Indemnification of Directors.** The Corporation shall purchase and/or maintain appropriate liability insurance for the benefit of the Corporation and each individual acting or having previously acted in the capacity of Director or officer or any other capacity at the request of or on behalf of the Corporation, which insurance may include:

- a) Property and liability insurance;
- b) Directors' and Officers' insurance; and
- c) Such other insurance as the BOARD sees fit from time to time;

No coverage shall be provided for any liability relating to a failure to act honestly and in good faith with a view to the best interests of the Corporation.

It shall be the obligation of any person seeking insurance coverage or indemnity from the Corporation to co-operate fully with the Corporation in the defense of any demand, claim

or suit made against such person, and to make no admission of responsibility or liability to any third party without the prior agreement of the Corporation.

- 24. Meetings of the Board of Directors.** The Board of Directors must meet at least four (4) times a year and more often if a pressing matter renders such additional meeting necessary.

24.1 Calling of meetings. The meetings will be called by the President or the Secretary of the Corporation or at the request of the majority of the directors by way of a written notice transmitted by mail or email to each Director indicating the date, time and place of the meeting to be held. The written notice must be given to all Directors at least forty-eight hours (48h) before the meeting. In the event an emergency meeting must be held, the notice may be reduced to twenty-four hours (24h).

24.2 Quorum. There is a quorum if 4 directors are present. The quorum must be maintained for the entirety of the meeting.

24.3 Voting. All questions at meetings of the Board of Directors shall be decided by a majority vote and each director shall be entitled to one (1) vote. Proxy voting is prohibited.

In the case of a tie vote, the President of the meeting does not have a casting vote.

24.4 Minutes of Meetings. The minutes of the meetings include the information pertaining to the meetings such as the date, the time of beginning and time of end, the place, the name of the Directors present and the presence of any observer. The minutes are written in an impersonal manner, summarize the discussions that have been held and present the resolutions that have been adopted.

24.5 Participating in meetings through technology. Any director may participate in a director's meeting by telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other. A person participating in a meeting by such means is deemed for the purposes of the Act and these by-laws to be present at the meeting. The President will confirm in the Notice convening a meeting of the Board of Directors whether it will be possible for Directors to participate to the meeting through technology.

24.6 Written Resolutions. A resolution signed or an email acknowledgement by all the Directors entitled to vote on that resolution at a meeting of Directors or of a committee of Directors is as valid as if it had been passed at a meeting.

## **SECTION 5. OFFICERS OF THE CORPORATION**

- 25. Officers.** The Officers of the Corporation shall be a President, two Vice-Presidents, a Secretary and a Treasurer and any such other officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person but under no circumstances may the offices of Secretary and Treasurer be combined with that of President of the Board.

The Executive Director is also an Officer of the Corporation, but he is hired by the

Corporation through an employment contract, which sets out the terms and conditions of employment. Considering the relationship between the Board of Directors and the Executive Director, this position cannot be held by any member of the Board of Directors.

**26. Election.** The officers shall be elected immediately following the annual meeting of members at the first meeting of the Directors amongst the members of the Board of Directors.

**27. Term of office.** The officers of the Corporation shall hold office for two (2) years from the date of election.

**28. Removal of officers and resignation.** All Officers shall be subject to removal by resolution of the Board of Directors at any time.

Any of the Officers of the Corporation, may resign at any time by giving a written notice of resignation to the President or the Secretary of the Corporation.

**29. Vacancies.** Any vacancy from time to time occurring among the Officers of the Corporation shall be filled by the Board of Directors for the unexpired portion of the term of the vacating Officer.

**30. Duties of the President.** The President shall:

- a) Chair all meetings of the Board of Directors and annual meetings and is an ex-officio member of all committees and departments of the Corporation;
- b) Oversee the execution of the decisions taken by the Board of Directors;
- c) Publish every year, in collaboration with the Executive director, the information concerning the governance of the Corporation and the carrying out of its activities on the website of the Corporation;
- d) Ensure that the actions of the Board are in accordance with the Corporation's goals and priorities and the Board's own goals;
- e) Ensure the tasks and functions assigned to the Directors, Officers and employees are properly performed by all;
- f) Report regularly and promptly to the Board on issues that are relevant to its governance responsibilities;
- g) See that all orders and resolutions of the Board of Directors are carried into effect;
- h) Ensure each Director receives a copy of the letters patent, of the By-laws and of the policies of the Corporation;
- i) Perform such other duties as may from time to time be determined by the Board;

- 31. Duties of the first Vice-President.** The first Vice-President replaces the President in his absence and he then exercises all the prerogatives of the President. In addition, he has all the powers and functions assigned to him by the Board of Directors.
- 32. Duties of the second Vice-President.** The second Vice-President is in charge of programming the sports and educational activities of the Camp, as well as other areas centered on the needs and development of children. In addition, he has all the powers and functions assigned to him by the Board of Directors.
- 33. Duties of the Secretary.** The Secretary shall:
- a) Attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose;
  - b) Give notice of all meetings of the members and of the Board of Directors;
  - c) Ensure the follow-ups required with the correspondence of the Corporation;
  - d) Oversee the secretariat and the bookkeeping of the Corporation;
  - e) Assist the President with the preparation and distribution of the notices for the meetings of the Corporation;
  - f) Prepare the minutes of the meetings of the Corporation;
  - g) Receive and keep the annual declarations of interest of the Directors;
  - h) Share, annually, at a meeting of the Board of Directors, a report confirming they have received every Director's annual declaration of interests;
  - i) Ensure the annual declaration is filled at the *Registraire des entreprises du Québec*; and
  - j) In addition, he has all the powers and functions assigned to him by the Board of Directors.
- 34. Duties of the Treasurer.** The Treasurer shall:
- a) Be responsible for all funds and securities of the Corporation, which he must deposit in the name of the Corporation in the bank or banks or trust companies or in such other depository as the Board of Directors may determine;
  - b) Receive the money due or payable to the Corporation and give a receipt;
  - c) At a meeting of the Board of Directors preceding the annual general meeting, submit a report certified by an auditor of the financial statements of the Corporation;
  - d) In addition, he has all the powers and functions assigned to him by the Board of Directors.



- 35. Duties of the Executive Director.** The Executive Director shall exercise administrative and other operational supervision over the affairs of the Corporation subject to the direction of the Board of Directors and shall perform such other duties as they may from time to time be directed to perform by resolution of the Board of Directors. The Executive Director is the only person who reports to the Board of Directors. Other paid staff or volunteers of the Corporation report to the Executive Director.

The Executive Director sits on the Board of Directors as an observer and resource person. He does not have a right to vote.

## **SECTION 6: FINAL PROVISIONS**

- 36. Execution of documents.** All cheques, bills, bills of exchange and other commercial instruments, contracts or agreements binding the Corporation must be signed by the President and the Treasurer.

The Board of Directors may designate any other member of the Board to exercise this function.

- 37. Banking matters.** The Board of Directors will determine the bank(s) or credit union(s) or trust(s) where the banking business of the Corporation will be transacted.

- 38. The fiscal year.** The financial year ends on September 30 of each year.

- 39. Verification.** The financial statements will be audited each year by the auditor appointed for this purpose at the annual general meeting.

ENACTED by the DIRECTORS as a BY-LAW of the Corporation, this 14<sup>th</sup> day of February, 2023

We, the undersigned, hereby certify that the By-laws attached hereto are the general By-laws of the Corporation.