

BY-LAWS - ORGANIZATION OF CAMP JARDIN (GAN) D' ISRAEL -
A charitable, Non-profit organization

I. - PURPOSE:

The purposes for which the corporation is constituted are the following:

To organize a camp in order to offer vacations to young Jews, coming from disadvantaged families, who otherwise would not be able to have this experience.

To organize on the premises of the camp, a synagogue, religious programs, educational classes and recreative activities oriented towards the youth.

c) To help the youth financially to permit them to continue their studies by granting them bursaries.

II. FINANCE:

To carry on with our activities, fund-raising meetings shall be organized, and individuals will be appointed for the collection of funds.

These funds will be used to finance the activities of the corporation. As the funds of the corporation will permit, they may also be used to assist occasionally needy and associated organizations which are registered charities.

Should the organization dissolve or cease to exist, all remaining funds and assets shall be distributed to properly recognized charitable organizations.

III. HIRING OF WORKERS:

The original Camp Gan Israel Organization consists of volunteer devoted members. Nevertheless, as the work demands people devoted to the cause shall be hired for an approved salary.

Those people are to be hired with the approval of the directors through contracts.

These contracts are not renewable annually. Each year demands a new contract.

IV. MEMBERSHIP:

Any person of the Jewish faith who undertakes to abide by the By-Laws and regulations of the Corporation, may become a member of the Corporation by applying in writing to the Board. The Board of Directors shall select a Committee on Membership which shall pass upon the eligibility and qualifications of any applicant by a majority vote. Those applicants, approved by the Membership Committee, as aforementioned, shall become members upon the approval by a vote of the Board of Directors.

V. ANNUAL AND SPECIAL GENERAL MEETINGS

1) The Annual General Meeting of the members shall be held at the head office of the corporation, or another location in the City of Montreal on a date to be fixed by the Board, not later than 12 months from the end of the fiscal year.

2) Special General Meetings of the corporation may be called by the President and must be called by him at the request of the Board, or at the request in writing of five members in good standing; the object of such meetings to be set out in the notice calling it.

3) The order of the business at the Annual General Meeting shall be as follows:

- a) Reading of minutes
- b) That which arises out of reading of the minutes
- c) Presentation of Reports
- d) Reading of communications
- e) Elections of Officers and Accountants
- f) Discussion of matters affecting the welfare of the corporation.

4) Notice of such meeting shall be given in writing to each member, addressed to the members by the Secretary to their last known address as recorded in the books of the Corporation.

5) The notice required for all general meetings shall be five days.

6) Resolutions of members passed by a clear majority present at a meeting at which the necessary quorum is present shall be binding except in the cases where otherwise specially provided by law.

7) The Meetings of Members, both Annual and Special, may be held without previous notice, if all the Members are present, or if all Members sign a written Waiver of Notice of the Time, place, and purpose of such Meetings.

BOARD OF DIRECTORS, ADVISORY BOARD

The management of the Corporation shall be vested in a Board, not exceeding ten Members composed as follows:

1) A President, a Vice-President if so desired by the Board, a Secretary, a Treasurer, and, if needed, an Advisory Board of five members. The Officers and Advisory Board shall meet as often as requested by the President, to approve of all expenditures and to deal with any other matters which cannot wait for a meeting of the full board.

2) The above-mentioned officers shall be elected at the Annual General Meeting for a term of one year.

3) All Officers shall retain office until their successors are appointed.

4) The Board of Directors shall select a Nominating Committee which shall nominate members to the new Board of Directors. The list of nominees shall be sent to all members at least one week before the Annual General Meeting of the members.

5) The Board of Directors may appoint any other committees which it may deem necessary to assist the Officers and Board of Directors in transacting the business of the Corporation.

6) Any Officer, or Board Member who absents himself for more than four consecutive meetings, without reasonable cause, may be removed by a Resolution of the Board.

7) All such vacancies, as well as any others caused by death, resignation or otherwise, shall be filled by the Board at a regular meeting from qualified members of the Corporation, for the balance of the unexpired term.

8) The Board, at any regular or special meeting may, by a two-third vote, suspend or expel any member who, in its opinion, is undesirable. The members concerned shall be given five days' notice of the meeting and shall be entitled to be heard thereat.

9) The Board shall meet at least four times a year, at the head office of the Corporation, or at such other place as the Board may decide, and five days' notice in writing shall be given for the holding of a Board Meeting. Four members of the Board present shall constitute a quorum thereof.

10) The Board shall, in addition to any other powers specially provided for, generally manage and control the affairs and business of the corporation; it shall have the right to engage and remove officials and such other persons as may be required in the service of the Corporation and shall outline and direct their respective duties from time to time.

VII. SIGNING DOCUMENTS:

To sign all documents and other financial instruments requiring their execution by the Board, unless otherwise ordered by Resolution of the Board of Directors.

VIII. ADJOURNMENT: If less than a quorum be in attendance at the time for which any meeting of members or Directors shall have been called, the meeting may, after the lapse of fifteen minutes from the time appointed for holding the meeting, be adjourned from time to time by members present or represented, or by the Directors present, as the case may be, for a period not exceeding one month at any one time, without any notice other than by announcement at the meeting, until a quorum shall attend. Any meeting at which quorum is present may also be adjourned in like manner for such time as may be determined by vote.

IX. ACCOUNTANT

At the Annual Meeting of Members an Accountant shall be appointed for the purpose of verifying the accounts of the Corporation. The accountant shall not be a Director or Officer of the Corporation and will continue in their position unless they are removed by a majority vote of the Board of Directors.

X Board of Directors.

1.1 The Board of Directors shall ensure that 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.

1.2 The Board of Directors shall ensure that the annual declaration to the REQ is filed within the prescribed deadlines.

1.3 The Board of Directors shall ensure that the books and records are preserved each year.

2.1 The Board of Directors shall convene a general meeting in the forms and within the time limits prescribed in its constituting act and its general by-laws.

2.2 The notice of the AGM shall be accompanied by the full agenda for the meeting and the topics of the main resolutions to be adopted.

3.1 The general by-laws shall describe the various categories of membership and specify who is a voting member at the AGM. As per the section IV-Membership, Members means all members, without exception as there are no separate categories of members.

3.2 The general by-laws shall stipulate that all directors are elected by the members

4.1 The Board of Directors shall ensure that the general by-laws remain up to date. The organization has recently, at end of calendar 2023 updated all its by-laws to be in compliance with the PAFACV status. As is often the case new regulatory requirements come into being, the board will assess if they are relevant to the good governance of the organization and deal with them accordingly.

4.2 The general by-laws shall indicate the date on which they were ratified by the AGM or, if applicable, the date of adoption of amendments by the Board of Directors.

4.3 The Chair of the Board of Directors shall ensure that, on taking office, each new director receives a copy of the letters patent, the general by-laws, and the policies.

5.3 Every director shall file an annual declaration of interest with the Secretary of the Board of Directors.

5.4 At a specified meeting of the Board of Directors, the Secretary of the Board of Directors shall file a report confirming the receipt of attestations and annual declarations of interest from all Board members.

6.1 The general by-laws shall describe the process for electing directors and the eligibility and nomination requirements. Section VI of the bylaws, page 2 of this document- point #2 through #4, lay out the procedures to select and elect administrators. After their selection they are subject to the vote of its members as to their agreement whether said individuals are acceptable or not.

6.7 The general by-laws shall stipulate that the Board of Directors cannot include owners or staff of private companies or staff of organizations linked to the organization by a goods or services agreement.

6.9 The general by-laws shall stipulate that all directors have the same rights, duties, and responsibilities.

6.10 The general by-laws shall stipulate that the Chair of the Board of Directors does not have a deciding vote at a meeting of the Board of Directors.

6.11 The general by-laws shall stipulate that the Past Chair does not have an ex-officio seat on the Board of Directors.

6.12 The general by-laws shall set out the circumstances and way the Board of Directors may fill a vacancy on the Board when a seat becomes vacant during the fiscal year. All vacancies, by death, resignation, or any reason, will be filled by the board at a regular Board meeting from any qualified member of the corporation for the balance of the unexpired term.

7.2 The general by-laws shall specify that the size of the Board of Directors is a fixed number of directors ranging from five to ten.

7.3 The general by-laws shall specify that the NPO must have at least one man and one woman on its Board of Directors and make efforts to seek parity and diversity in the appointment of other members.

7.5 The Board of Directors shall ensure that there is an open and robust process for vetting potential new directors.

7.7 The Board of Directors shall ensure that directors' liability insurance is in force every year.

8.1 The general by-laws shall stipulate a quorum for the Board of Directors.

8.2 The general by-laws shall succinctly describe the responsibilities of the Board of Directors. The Board members shall meet, as often as needed, to approve all expenditures and to deal with any pressing matters at that time. The Board will manage and control the affairs and business of the corporation, hire and remove any persons as may be required in the service of the corporation. Each and every Board member will be jointly responsible for the proper legal, fiscal and administrative running of the corporation.

8.3 The Board of Directors shall elect its officers from among its members.

8.4 The general by-laws shall specify the term of office of the officers, when and if they consider it prudent and in the best practice of the Corporation to do so.

8.5 The general by-laws shall succinctly describe the powers and duties of the officers. The officers of the corporation shall be as follows: an Administrator who will deal with all the day to day running of the administrative and clerical matters involved in the running of the corporation. The Administrator, along with the Secretary of the corporation, will be responsible to see that all fiscal and legal documents are compiled and dealt with in a proper and judicious manner. The Treasurer, together with all Board members will be responsible for a complete financial overview of the corporation.

8.6 The general by-laws shall ensure that the functions of the Chair and the Executive Director (or in this corporation's case the President) are clearly different and stipulate that they cannot be fulfilled by the same person.

8.7 The Board of Directors shall hold a minimum of four meetings in a year.

The Board routinely holds meetings through the year of review finances, ongoing camp staff actions and overall camp performance capacity with previous years. These reviews trigger practical suggestions where necessary to constantly ameliorate the camping experience of its clients and proper and legal administration of the corporation. The meetings shall be held a minimum of (4) four times a year.

8.11 The general by-laws shall include specific provisions concerning remote participation by electronic means and the adoption of signed resolutions. Should any Board member be unable to attend a meeting in person but wishes to

participate remotely, an election link (Zoom, Skype, Etc.) shall be made available. Upon the conclusion of the meeting the Secretary of the meeting shall record the member's vote, done electronically, as if he or she had participated in person at said meeting.

8.12 The minutes shall include information concerning meetings of the Board of Directors (date, place, start and end time, presence and absence of directors, presence of any observers), be written in an impersonal tone, summarize the discussions and present the resolutions adopted.

9.1 The general by-laws shall specify the Executive Director's relationship with the Board of Directors and their hierarchical authority. The term Executive director in the case of the Corporation means the "President". The corporation does not have an Executive Director only a President who runs all meetings and establishes specific rules, where warranted by circumstances. Otherwise, all Board member share jointly in the running of the corporation.

9.2 The general by-laws state that a director may not hold the position of Executive Director.

9.3 The Board of Directors shall hire the Administrator and determine their compensation and working conditions.

10.1 The NPO shall not have an executive committee.

10.2 The general by-laws shall provide for the creation of three main types of committees (standing, ad hoc and statutory), if and when warranted and needed.

11.10 The Board of Directors shall ensure that at least one review engagement or audit is conducted annually by a professional accounting firm.

14.3 The Board of Directors shall ensure that information concerning its governance, financial position, and the conduct of its activities is available on its website. The Administrator shall be tasked with this responsibility and shall carry it out as soon as is practicable and feasible.

X. MAKING OR ANMEMDING BY-LAWS:

In addition to the present by-laws the Board of Directors may, from time to time, make further by-laws for the regulation and management of the business and affairs of the Corporation and may likewise from time to time repeal or amend the present by-laws, but every such by-law and every repeal or amendment, unless in the meantime confirmed at a general meeting of the corporation duly called for that purpose, shall only have force until the next annual meeting of the corporation and in default of confirmation thereat, shall at and from that time, cease to have force or effect.

However, such by-law and every repeal or amendment shall come into force only from the date of the acceptance by the Board of Directors and a majority of the Special General Meeting of its members, pursuant to the provisions of Section 225 of the Quebec Companies Act.

Signed on November 30, 2023

Berech Mockin, President

Mendy Marlow, Secretary

/S/ Berech Mockin

/S/ Mendy Marlow