

**B'NAI BRITH OF CANADA LEAGUE
FOR HUMAN RIGHTS**

GENERAL OPERATING BY-LAW NO. 1

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A By-law relating generally to the conduct of the affairs of

B'NAI BRITH OF CANADA LEAGUE FOR HUMAN RIGHTS
(the “Corporation”)

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GENERAL OPERATING BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of

B'NAI BRITH OF CANADA LEAGUE FOR HUMAN RIGHTS (the "Corporation")

WHEREAS the Corporation was incorporated under the *Canada Not-for-Profit Corporations Act S.C. 2009, c.23* on the 18th day of February, 2015;

NOW THEREFORE BE IT ENACTED as a general operating By-law of the Corporation to take effect in accordance with section 10.01 as follows:

SECTION I INTERPRETATION

1.01 Definitions

In all By-laws and resolutions of the Corporation, unless the context otherwise requires:

- (a) "Act" means the *Canada Not-for-Profit Corporations Act*, S.C. 2009, c. 23, including any Regulations made pursuant to the Act and any statute or Regulations that may be substituted, as amended from time to time.
- (b) "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- (c) "Board" means the board of directors of the Corporation.
- (d) "By-laws" means this by-law and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
- (e) "Director" means a member of the Board.
- (f) "Member" means the sole member of the Corporation, being B'nai Brith of Canada Foundation.
- (g) "Officer" means an officer of the Corporation.
- (h) "Operating Policies" means the operating policies approved by the Board in accordance with section 2.06 of this by-law.
- (i) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.

- (j) “**Proposal**” means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act.
- (k) “**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time.
- (l) “**Special Resolution**” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this By-law, unless the context otherwise requires, the following rules shall apply:

- (a) except where specifically defined herein, all terms contained herein and which are defined in the Act shall have the meanings given to such terms in the Act;
- (b) words importing the singular number only will include the plural and *vice versa*;
- (c) the word “person” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person; and
- (d) if any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

SECTION II FINANCIAL AND OTHER MATTERS

2.01 Financial Year

Unless otherwise changed by resolution of the Board, the financial year end of the Corporation shall be the 31st day of December in each year.

2.02 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

2.03 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of the following Officers: the Chair of the Board, the Treasurer and the Chief Executive Officer. In

addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

2.04 Public Accountant and Audit

At each annual meeting, the Member shall appoint a public accountant to hold office until the next following annual meeting and to conduct an audit in accordance with the Act. The Directors may fill any casual vacancy in the office of the public accountant to hold office until the next following annual meeting. The remuneration of the public accountant shall be fixed by the Board.

2.05 Annual Financial Statements

The Corporation shall send copies of the annual financial statements, as approved by the Board, and any other documents required by the Act, to the Member between 21 to 60 days before the day on which an annual meeting of Members is held or before the day on which a written resolution in lieu of an annual meeting is signed, unless the Member declines to receive them.

2.06 Operating Policies

The Board may adopt, amend, or repeal by resolution such Operating Policies that are not inconsistent with the By-laws of the Corporation relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the By-laws as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

SECTION III **MEMBERS**

3.01 Classes and Conditions of Membership

- (a) Pursuant to the Articles, there shall be one (1) class of Members in the Corporation.
- (b) Membership in the Corporation shall be available only to the B'nai Brith of Canada Foundation (or a successor entity of the B'nai Brith of Canada Foundation), who shall be the sole Member.
- (c) The sole Member shall appoint one or more delegates to represent it in all matters relating to the Corporation and to vote on its behalf at meetings of the Member

and shall provide the name and contact particulars of its delegate(s) to the Board. The sole Member may, upon notice to the Board, change its delegate(s).

3.02 Transfer of Membership

The interest of the Member in the Corporation is not, directly or indirectly, transferable, except to a successor entity of the B'nai Brith of Canada Foundation.

3.03 Termination of Membership

Membership in the Corporation is terminated when:

- (a) the Member is liquidated or dissolved;
- (b) the Corporation is liquidated or dissolved under the Act.

Subject to the Articles, upon any termination of membership, the rights of the Member automatically cease to exist.

**SECTION IV
MEETINGS OF THE MEMBER**

4.01 Annual Meetings

An annual meeting of the Member shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Corporation's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Corporation required by the Act to be presented at the meeting, electing Directors, appointing the public accountant and transacting such other business as may properly be brought before the meeting or is required under the Act.

4.02 Special Meetings

The Board may at any time call a special meeting of the Member for the transaction of any business which may properly be brought before the Member. On written requisition by the Member, the Board shall call a special meeting of the Member, unless the exceptions in the Act are met. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, the Member may call the meeting.

4.03 Place of Meetings

Meetings of the Member may be held at any place within Canada as the Board may determine or outside Canada if the Member so agrees.

4.04 Special Business

All business transacted at a special meeting of the Member and all business transacted at an annual meeting of the Member is special business, except consideration of the financial statements, the public accountant's report, the election of Directors and re-appointment of the incumbent public accountant.

4.05 Notice of Meetings

- (a) In accordance with and subject to the Act, notice of the time and place of a meeting of the Member shall be given to the Member by telephonic, electronic or other communication facility, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Notice of a meeting of the Member shall also be given to each Director and to the public accountant of the Corporation during a period of 21 to 60 days before the day on which the meeting is to be held. Notice of any meeting of the Member at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or By-law to be submitted to the meeting.

4.06 Waiving Notice

The Member and any other person entitled to attend a meeting of the Member may in any manner and at any time waive notice of a meeting of the Member, and attendance of any such person at a meeting of the Member is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

4.07 Persons Entitled to be Present

The only persons entitled to be present at a meeting of the Member shall be the Member, the Directors, the Officers and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or at the request of the Member.

4.08 Chair of the Meeting

The chair of any meeting of the Member shall be the Chair of the Board or if the Chair of the Board is absent or unable to act, the Member shall choose a person to chair the meeting.

4.09 Quorum

Subject to the Act, the attendance in person of the delegate(s) of the sole Member at a meeting of the Member shall constitute a quorum at such meeting.

4.10 Votes to Govern

At any meeting of the Member, every question shall, unless otherwise provided by the Articles or By-laws or by the Act, be determined by Ordinary Resolution.

4.11 Resolution in Lieu of Meeting

A resolution in writing and signed by the Member entitled to vote on that resolution at a meeting of the Member is as valid as if it had been passed at a meeting of the Member, unless a written statement is submitted to the Corporation by a Director or by the public accountant in relation to their resignation, removal or replacement. A copy of every resolution of the Member shall be kept with the minutes of meetings of the Member.

SECTION V
DIRECTORS

5.01 Powers

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

5.02 Number of Directors

The Board shall consist of a number of Directors between the minimum and maximum number of Directors specified in the Articles. The precise number of Directors on the Board shall be determined from time to time by Ordinary Resolution of the Member, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board. At least two of the Directors shall not be Officers or employees of the Corporation or the Corporation’s affiliates.

5.03 Qualifications

Each Director shall be an individual who is not less than eighteen (18) years of age. No person who has been declared by a court in Canada or elsewhere to be incapable, who has the status of a bankrupt, or who is an “ineligible individual”, as defined in the *Income Tax Act*, shall be a Director.

5.04 Election of Directors and Term

- (a) Subject to the Articles, Directors shall be elected by Ordinary Resolution of the Member at an annual meeting of the Member at which an election of Directors is required.

- (b) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Member.
- (c) If Directors are not elected at a meeting of the Member, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election without limitation.
- (e) The Board may establish a nominating committee, the details of which shall be set forth in the Operating Policies. In that event, the nominating committee will present a report to the Member for the election of Directors and such report will be prepared in accordance with the requirements of this By-law and the Operating Policies.

5.05 Ceasing to Hold Office

A Director ceases to hold office when the Director dies, resigns, is removed from office by the Member in accordance with section 5.07, or no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.

5.06 Resignation

A resignation of a Director becomes effective at the time a written resignation is sent to the Corporation or at the time specified in the resignation, whichever is later.

5.07 Removal

The Member may, by Ordinary Resolution, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

5.08 Filling Vacancies

Any vacancy among the Directors shall be filled by Ordinary Resolution of the Member.

5.09 Delegation

Subject to the Act, the Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board, except those which may not be delegated by the Board pursuant to subsection 138(2) of the Act. Unless otherwise determined by the Board, such a committee shall have the power to fix

its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.10 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any committee member may be removed by the Board.

Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

5.11 Conflict of Interest

Every Director and Officer shall disclose to the Corporation the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Corporation, in accordance with the manner and timing provided in section 141 of the Act.

5.12 Confidentiality

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

5.13 Indemnification

The Corporation shall provide present or former Directors or Officers with the indemnification described in section 151 of the Act.

**SECTION VI
MEETINGS OF DIRECTORS**

6.01 Calling of Meetings

Meetings of the Board may be called by the Chair of the Board or any two (2) Directors at any time.

6.02 Place of Meetings

Meetings of the Board may be held at the registered office of the Corporation or at any other place within or outside of Canada, as the Board may determine.

6.03 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this By-law to every Director of the Corporation not less than 48 hours before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the By-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) of the Act that is to be dealt with at the meeting.

6.04 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if notice is required to be given because a matter referred to in subsection 138(2) of the Act, is to be dealt with at the meetings.

6.05 Participation at Meeting by Telephone or Electronic Means

If all of the Directors consent, a Director may, in accordance with the Regulations, participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

6.06 Quorum

A majority of the number of Directors determined in accordance with section 5.02 constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this By-law, by teleconference and/or by other electronic means.

6.07 Votes to Govern

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

6.08 Dissent at Meeting

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or
- (c) the Director sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

6.09 Dissent of Absent Director

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Corporation.

6.10 Resolutions in Writing

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

SECTION VII OFFICERS

7.01 Appointment

The Board may designate the offices of the Corporation, appoint Officers, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. A Director may be appointed to any office of the Corporation. An Officer may, but need not be, a Director unless this By-law otherwise provides. Two or more offices may be held by the same person.

7.02 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act, modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Member.
- (b) **Secretary** - If appointed, the Secretary shall attend and be the Secretary of all meetings of the Board, the Member and committees of the Board. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to the Member, Directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- (c) **Treasurer** – If appointed, the Treasurer shall be responsible for the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Corporation; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Corporation.
- (d) **Chief Executive Officer** - The Chief Executive Officer shall supervise the day to day operations and administration of the Corporation. The Board may delegate to the Chief Executive Officer the power to manage and direct the business and affairs of the Corporation and to employ and discharge agents and employees of the Corporation. The Chief Executive Officer shall conform to all lawful orders given by the Board and shall at all reasonable times give to the Board all information it may require regarding the affairs of the Corporation.

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

7.03 Term of Office

Officers, other than the Chief Executive Officer, shall hold their position for a period of one (1) year, or, in those cases where an Officer is appointed by the Board to fill a vacancy during the year, until the first meeting of the Board immediately following the annual general meeting.

7.04 Vacancy in Office

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Corporation. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Corporation shall be or become vacant, the Board may appoint a person to fill such vacancy.

SECTION VIII NOTICES

8.01 Method of Giving Notices

Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-laws or otherwise to the Corporation, a Member, Director, Officer, member of a committee of the Board, or the public accountant shall be sufficiently given:

- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Corporation in accordance with the Act and received by Corporations Canada; or
- (b) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
- (c) if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant, or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be

written, stamped, type-written or printed or partly written, stamped, type-written or printed.

8.02 Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

8.03 Undelivered Notices

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Corporation shall not be required to give any further notices to such Member until such Member informs the Corporation in writing of his or her new address.

8.04 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-law or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

8.05 Waiver of Notice

Any Member, proxyholder, Director, Officer, member of a committee of the Board or public accountant may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of the Member or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION IX
ARTICLES AND BY-LAWS**

9.01 Amendment of Articles

The Articles of the Corporation may only be amended if the amendment is confirmed by a Special Resolution of the Member. Any amendment to the Articles is effective on the date shown in the certificate of amendment.

9.02 By-law Confirmation

In accordance with the Articles and subject to the Act, any By-law, amendment or repeal

of a By-law shall require confirmation by Special Resolution of the Member.

9.03 Effective Date of Board Initiated By-law, Amendment or Repeal

Subject to the Act, the Board may by resolution, make, amend or repeal any By-laws that regulate the activities or affairs of the Corporation. Any such By-law, amendment or repeal shall be effective from the date of the Special Resolution of the Member confirming such By-law, amendment or repeal. A Board resolution is not required to make, amend or repeal any By-law which is made pursuant to subsection 197 (1) of the Act.

9.04 Effective Date of By-law, Amendment or Repeal under Subsection 197(1)

A Special Resolution of the Member is required to make any amendment to the Articles or the By-laws of the Corporation with respect to the matters listed in Subsection 197(1) of the Act. A By-law made, amended or repealed under Subsection 197(1) is effective from the date of the Special Resolution of the Member confirming such By-law, amendment or repeal and need not be submitted to the Board for approval.

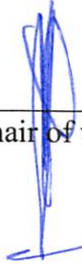
SECTION X
EFFECTIVE DATE

10.01 Effective Date


This By-law is effective upon approval of the By-law by Special Resolution of the Member.

ENACTED by the Directors of the Corporation this 26th day of January 2017.

APPROVED by the sole Member of the Corporation this 26th day of January 2017.



Chair of the Board



Michael Mustyn
CEO
(on behalf of sole member)