

Constitution of The Peretz Centre for Secular Jewish Culture

1. The name of the Society is **The Peretz Centre for Secular Jewish Culture**.
2. The purposes of the Society are:
 - ◆ To establish and conduct a school to provide students of all ages with a progressive and modern Jewish cultural education.
 - ◆ To hold classes, lectures, exhibitions, concerts, holiday celebrations and similar gatherings in order to teach and advance the cause of progressive and modern Jewish learning, culture, and education and the Yiddish language.

Bylaws of The Peretz Centre for Secular Jewish Culture

Part 1 — Definitions and Interpretation

Definitions

1.1 In these Bylaws:

"Act" means the [Societies Act](#) (the Act) of British Columbia as amended from time to time;

"Board" means the directors of the Society;

"Bylaws" means these Bylaws as altered from time to time.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or Regulations

1.3 If there is a conflict between these Bylaws and the Act or the Regulations pursuant to the Act, as the case may be, prevail.

Part 2 — Members

Application for membership

2.1 A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

2.2 Persons applying for membership who are deemed by the Directors to have objectives contrary to the declared objectives of the Society may be denied membership in the Society if so voted by a majority of the Directors.

Duties of members

2.3 Every member must uphold the constitution of the Society and must comply with these Bylaws.

Amount of membership dues

2.4 The amount of the annual membership dues, if any, must be determined by the Board.

Member not in good standing

2.5 A member is not in good standing if the member fails to pay the member's annual membership dues, if any, and the member is not in good standing for so long as those dues remain unpaid.

Member not in good standing may not vote

2.6 A voting member who is not in good standing may not vote at a general meeting.

Ceasing to be a Member

2.7 A member of the Society shall cease to be a Member upon his/her/hers, death, his/her/ resignation or upon his/her being expelled, in accordance with the procedure set out in accordance with the provisions set out in section 70 of the *Societies Act*, by a special resolution of the membership at a duly called general meeting.

Member's Access to Records

- 2.8 The official records of the Society, as set out in Section 20(1) of the *Societies Act*, will be open for the inspection of the members. Directors of the Society will establish procedures for the inspection of any other record of the Society, including Directors' meeting and financial records, at the sole discretion of the Board and requires prior Board approval.

Part 3 — General Meetings of Members

Time and place of general meeting

- 3.1 The annual general meeting of the Society shall be held within three (3) months of the start of the fiscal year, which begins on 1 September of each year, at a time and place to be set by the Board of Directors.

Ordinary business at general meeting

- 3.2 At a general meeting, the following business is ordinary business:
- (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors or auditor;
 - (d) election or appointment of directors;
 - (e) appointment of an auditor, if any;
 - (f) business arising out of a report of the directors not requiring the passing of a special resolution.

Notice of special business

- 3.3 A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Special and Ordinary General Meetings

- 3.4 Special general meetings of the Society may be called by the Board of Directors whenever it deems such meetings to be advisable or necessary.
- 3.5 Notice of the time and place of the annual general meeting and of any special general meetings shall be sent in writing to each member of the Society by post or by digital transmission to the member's last known place of residence or computer address as they appear on the records of the Society. At least two weeks' clear notice shall be given to the Members of any meeting called by the Directors.

Quorum required

- 3.6 Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is present.

Quorum for general meetings

- 3.7 The quorum for the transaction of business at a general meeting is 10% of the voting members.

Lack of quorum at commencement of meeting

- 3.8 If, within 30 minutes from the time set for holding a general meeting, a quorum of voting members is not present,

(a) in the case of a meeting convened on the requisition of members, the meeting is terminated, and

(b) in any other case, the meeting stands adjourned to the same day in the next week, at the same time and place, and if, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

If quorum ceases to be present

- 3.9** If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

Adjournments by chair

- 3.10** The chair of a general meeting may, or, if so directed by the voting members at the meeting, must, adjourn the meeting from time to time and from place to place, but no business may be transacted at the continuation of the adjourned meeting other than business left unfinished at the adjourned meeting.

Notice of continuation of adjourned general meeting

- 3.11** It is not necessary to give notice of a continuation of an adjourned general meeting or of the business to be transacted at a continuation of an adjourned general meeting except that, when a general meeting is adjourned for 30 days or more, notice of the continuation of the adjourned meeting must be given.

Order of business at general meeting

- 3.12** The order of business at a general meeting is as follows:

- (a) elect an individual to chair the meeting, if necessary;
- (b) determine that there is a quorum;
- (c) approve the agenda;
- (d) approve the minutes from the last general meeting;
- (e) deal with unfinished business from the last general meeting;
- (f) if the meeting is an annual general meeting:
 - (i) receive the directors' report on the financial statements of the Society for the previous financial year, and the auditor's report, if any, on those statements,
 - (ii) receive any other reports of directors' activities and decisions since the previous annual general meeting,
 - (iii) elect or appoint directors, and appoint an auditor, if any;
- (g) deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- (h) terminate the meeting.

Methods of voting

- 3.13** At a general meeting, voting must be by a show of hands, an oral vote or another method that adequately discloses the intention of the voting members, except that if, before or after such a vote, 2 or more voting members request a secret ballot or a secret ballot is directed by the chair of the meeting, voting must be by a secret ballot.

- 3.14** At any meeting of the Society, whether general or special, the presiding officer shall not be entitled to cast a vote on any question requiring a vote unless there is a tie vote among the members present and voting in which case, the presiding officer shall have the deciding vote.
- 3.15** In case of any dispute as to the admission or rejection of a vote, the presiding officer of the meeting shall make a ruling, which shall be subject to appeal and ratification by a majority vote of the meeting.

Announcement of result

- 3.16** The chair of a general meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

Proxy voting not permitted

- 3.17** Voting by proxy is not permitted.

Matters decided at general meeting by ordinary resolution

- 3.18** A matter to be decided at a general meeting must be decided by ordinary resolution unless the matter is required by the *Act* or these Bylaws to be decided by special resolution or by another resolution having a higher voting threshold than the threshold for an ordinary resolution.

Part 4 — Directors

Number of directors on Board

- 4.1** The Society must have a minimum of six directors.

Election or appointment of directors

- 4.2** At each annual general meeting, the voting members entitled to vote for the election or appointment of directors must elect or appoint the Board.

Directors may fill casual vacancy on Board

- 4.3** The Board may, at any time, appoint a member as a director to fill a vacancy that arises on the Board as a result of the resignation, death or incapacity of a director during the director's term of office.

Term of appointment of Director filling casual vacancy

- 4.4** A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.

Director Not Entitled to Remuneration

- 4.5** No Director of the Society shall be entitled to any remuneration while serving as a Director of the Society, either for service as a Director or for any other service rendered to the Society in any other capacity.

Part 5 — Directors' Meetings

Calling Directors' meeting

- 5.1** A directors' meeting may be called by the president or by any 2 other directors.

Notice of Directors' meeting

- 5.2 At least 2 days' notice of a directors' meeting must be given unless all the directors agree to a shorter notice period.

Proceedings valid despite omission to give notice

- 5.3 The accidental omission to give notice of a directors' meeting to a director, or the non-receipt of a notice by a director, does not invalidate proceedings at the meeting.

Conduct of directors' meetings

- 5.4 The directors may regulate their meetings and proceedings as they think fit.

Quorum of Directors

- 5.5 The quorum for the transaction of business at a directors' meeting is a majority of the directors.

Part 6 — Board Positions

Election or appointment to Board positions

- 6.1 Directors must be elected or appointed to the following Board positions:

- (a) president;
- (b) vice-president;
- (c) secretary;
- (d) treasurer.

Directors at large

- 6.2 Directors who are elected or appointed to positions on the Board in addition to the positions described in these Bylaws are elected or appointed as directors at large.

Role of president

- 6.3 The president is the chair of the Board and is responsible for carrying out the objectives of the Society and supervising the other directors in the execution of their duties.

Role of vice-president

- 6.4 The vice-president is the vice-chair of the Board and is responsible for assisting the president in carrying out the objectives of the president and for carrying out the duties of the president if the president is unable to act.

Role of secretary

- 6.5 The secretary is responsible for doing, or making the necessary arrangements, for the following:

- (a) issuing notices of general meetings and directors' meetings;
- (b) taking minutes of general meetings and directors' meetings;
- (c) keeping the records of the Society in accordance with the *Act*;
- (d) conducting the correspondence of the Board;
- (e) filing the annual report of the Society and making any other filings with the registrar under the *Act*.

Absence of secretary from meeting

- 6.6 In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

Role of treasurer

- 6.7 The treasurer is responsible for doing, or making the necessary arrangements for, the following:
- (a) receiving and banking monies collected from the members or other sources;
 - (b) keeping strict and accurate accounting records in respect of the Society's financial transactions;
 - (c) overseeing the preparation of the Society's financial statements;
 - (d) overseeing the Society's filings respecting taxes.

Part 7 — General

Unforeseen Circumstance

- 7.1 If a situation arises which, in the opinion of the Directors, are not adequately provided for by these Bylaws, the *Societies Act* or the Regulations pursuant to that *Act*, the Directors shall determine the procedure to be followed, subject always to ratification of such procedure by a majority vote at a duly called general meeting of the membership of the Society.

Borrowing

- 7.2 Subject to the *Societies Act*, the Board may borrow or raise or secure the repayment of such sums in such a manner and upon such terms and conditions as it sees fit.

Signing authority

- 7.3 A contract or other record to be signed by the Society must be signed on behalf of the Society:
- (a) by the president, together with one other director,
 - (b) if the president is unable to provide a signature, by the vice-president together with one other director,
 - (c) if the president and vice-president are both unable to provide signatures, by any 2 other directors, or
 - (d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Society, of the eligible party being or having been a director

7.4 **Disposition of Assets Upon Dissolution**

Upon the winding up or dissolution of the Society, any monies or assets held by the Society after satisfaction of its legal liabilities and debts shall be given or transferred to the non-profit society, Jewish Family Services Agency of Vancouver, Charitable Registration #: **107534794RR000**.

Insurance

- 7.5 The society will purchase and maintain insurance for the benefits of any party eligible under the *Act* against any liability that may be incurred by reason of that eligible party being or having been a director or senior manager of the Society.