

**ARTICLES OF ASSOCIATION  
OF  
SHAAR SHALOM CONGREGATION**

**Interpretation**

1. (1) In these articles, unless there is something in the subject or context inconsistent therewith:
  - (a) “Company” means the company regulated by these articles of association;
  - (b) “Congregation” means the members of the Shaar Shalom Congregation Limited;
  - (c) “the Board” means the Board of Directors of the Company.
  - (d) “Director” means a director of the Company, and includes any person occupying the position of director, by whatever named called.
- (2) References to articles are to the paragraphs of these articles of association.
- (3) References to the singular include references to the plural and vice versa.
- (4) Use of the masculine gender includes the feminine and vice versa.
- (5) Words importing persons include corporations.
- (6) These articles and all policies and regulations established by any committee and approved by the Board of Directors shall be binding upon all members of the Congregation.
- (7) These articles shall not be amended, revoked or added to except by a special resolution in accordance with the provisions of the *Companies Act* of Nova Scotia.
- (8) No amendment embodying an alteration, revocation or addition to these articles shall be considered at any meeting unless the same had been previously submitted to a duly composed *ad hoc* Constitution Committee and approved by the Board of Directors.

**Affiliations**

2. (1) This Congregation may be affiliated with the United Synagogue of Conservative Judaism.

**Membership and votes of members**

3. (1) Any Jewish person may apply for membership in the Congregation.

(2) Shaar Shalom is an affirming community that values each of its members. We welcome and recognize as members Jewish individuals, couples and families comprised of diverse backgrounds and orientations including, without limitation, age, sex, gender identity, sexual orientation and ethnic identity.

(3) An application for membership will be made in writing to the Board or its delegate.

(4) The Board will consider the application at a board meeting at the earliest opportunity following the receipt of the application.

(5) There will be the following classes of membership:

- (a) Family;
- (b) Single;
- (c) Such other classes as may be designated by the Board from time to time.

(6) Single Membership is defined as a Jewish person over the age of eighteen (18) years who is not otherwise included in a Family Membership as defined below.

(7) Family Membership is defined as:

- (a) A Single Jewish adult with one or more dependent Jewish children; or
- (b) Cohabiting Jewish adults, with or without dependent Jewish children; or
- (c) Such other definition as designated by the Board.

(8) Every member over the age of eighteen (18) is eligible to vote.

(9) Every member shall have one vote and no more.

(10) A member may vote in person or by proxy vote in accordance with the *Companies Act* of Nova Scotia.

(11) Every member shall have equal access to the facilities and services of the Congregation, on terms and conditions as determined by the Board.

### **Dues and Other Charges**

4. (1) The Board shall establish membership dues; and may from time to time establish fees, assessments and other charges, as it deems necessary.

(2) A member who is unable to pay the prescribed dues, assessment or other charges as established by the Board may appeal the decision of the Board to an ombudsperson appointed by the Board, whose decision shall be final.

### **Termination of Membership**

5. (1) The Board may terminate the membership of a member who is in arrears of dues or any other indebtedness to the Congregation and who has not made acceptable arrangements with the Board or its delegate.  
  
(2) The Board shall give the affected member(s) a minimum of three (3) months notice in writing of its intention to terminate membership.  
  
(3) A decision of the Board to terminate a membership in accordance with subsection 1 is not subject to appeal or review by any body.  
  
(4) A member whose membership has been terminated by the Board may re-apply for membership at any time. Upon reapplication for membership the Board may oblige the applicant to pay some or all arrears of dues, fee, assessments or other charges which were owing at the time the member's membership was originally terminated.

### **Composition of Board and Executive**

6. (1) The Board of Directors shall manage the business of the company.  
  
(2) The Board shall consist of a minimum of twelve (12) and no more than eighteen (18) Directors.  
  
(3) Directors shall be members in good standing of the Congregation, elected annually as set out in these Articles.  
  
(4) Each Director shall have one (1) vote at all Board meetings.  
  
(5) An Executive Committee shall administer the day to day affairs of the Congregation.  
  
(6) The Executive Committee shall consist of a minimum of three (3) members, all of whom must be elected members of the Board.  
  
(7) The Board shall appoint the members of the Executive Committee at the first Board meeting following the Annual General Meeting.  
  
(8) The Board shall notify the Congregation in writing of its appointment of the Executive Committee and of the names of the appointed members.  
  
(9) Until such time as the Board appoints the members of the Executive Committee under subsection (7), the members of the previous Executive Committee shall continue to hold office and act in their capacity to administer the day to day affairs of the Congregation.

### **Meetings**

7. (1) The Board will hold regular meetings every month on a date decided by the Board, or otherwise as required, and will be open to attendance by any member in good standing as an observer, unless the Board orders the meeting, or part thereof, closed to such observers.  
  
(2) The quorum for Board meetings must never been less than 50% plus one (1) of the elected Directors for the year.  
  
(3) A quorum must be present at the time a motion is presented to the Board for approval.

### **Removal of Director**

8. Any member of the Board who is absent for more than three consecutive meetings may, after ten (10) days notice in writing, be removed from the office by resolution of the Board.

### **Vacancy on Board**

9. In the event of any vacancy occurring on Board, the Directors shall have the power to fill the vacancy and the person appointed will remain in office until the next Annual General Meeting.

### **Board Committees**

10. (1) The following standing committees shall be appointed by the Board:
  - (a) The Budget and Finance Committee
  - (b) The Education Committee
  - (c) The Membership Committee
  - (d) The House Committee
  - (e) The Ritual Committee
  - (f) The Nomination Committee
  - (g) The Executive Committee
  - (h) The Kitchen Committee
  - (i) The Ombudsperson Committee  
(2) The Board may delegate any of the powers conferred on it under the articles or otherwise to such persons or *ad hoc* committees on such terms and conditions as it deems fit.  
  
(3) The Board may revoke any delegation in whole or in part, or alter its terms and conditions.

### **Meetings and Elections**

11. (1) The Company's fiscal end shall be the 31<sup>st</sup> day of August of each year.  
  
(2) The Annual General Meeting shall take place no sooner than two months and no later than four months from the end of the fiscal year.

- (3) The Executive Committee shall call the Annual General Meeting, upon the request of the Board.
- (4) The Executive Committee may call a Special General Meeting upon the request of the Board, or shall call a Special General Meeting upon the request of twenty (20) or more voting members.
- (5) The quorum for any Special or Annual General Meeting of the members of the Congregation shall be thirty five (35) voting members of the Congregation.
- (6) Notice of any Special or Annual General Meetings shall be in writing and mailed by post or electronic mail to each member to their last known address at least ten (10) days before such meetings, provided that where more than one member resides at the same mailing address only one notice will be required.
- (7) The Nomination Committee shall mail its report by post or electronic mail to each member to their last known address at least ten (10) days before the date of the Annual General Meeting.
- (8) Nominations for Directors in addition to those made by the Nomination Committee shall be in writing, signed by ten voting members of the Congregation and delivered to a member of the Executive Committee at least five clear days before the date of the Annual General Meeting.
- (9) Upon receipt of a nomination accepted by the nominee such name shall be placed upon the ballot for voting at the Annual General Meeting.
- (10) The members of the Congregation shall elect the Board of Directors at the Annual General Meeting.
- (11) The ordinary term of office for the Directors shall be one (1) year.
- (12) Any Director shall be eligible for re-election to the Board of Directors for the ensuing annual election.
- (13) The following shall be the order of business at the Annual General Meeting:
  - (a) Opening of the meeting by a member of the Executive Committee
  - (b) Reading of the Minutes of the last Annual General or Special Meeting
  - (c) Committee Reports
  - (d) Other Communications
  - (e) Election of the Board of Directors
  - (f) New Business and Good and Welfare
- (14) At the Annual General Meeting, the members may elect from among the Congregation's former Presidents and Executive Committee members a Honorary President for Life.

## **Duties of Committees**

- 12.** (1) The Budget and Finance Committee shall:
- (a) establish the budget for the Synagogue; and
  - (b) report periodically to the Board on the state of the Congregation's finances, and make recommendations thereon.
- (2) The Education Committee shall establish, supervise, and administer the educational system operated by the Congregation, subject to the approval of the Board.
- (3) The Membership Committee shall examine all applications for membership and report their findings to the Board.
- (4) The House Committee shall maintain the Synagogue, Congregational property and its contents.
- (5) The Ritual Committee shall:
- (a) examine the religious services and practices of the Congregation and from time to time recommend to the Board any changes therein which they may deem advisable; and
  - (b) after ratification by the Board, shall make the necessary arrangements for and supervision of the conduct of services and practices at all times.
- (6) The Kitchen Committee shall oversee adherence to kashrut and supervise all events involving food that are held on the Company's premises.
- (7) The Nomination Committee shall propose a list of candidates for the Board of Directors and identify at last three (3) candidates who agree to be considered for appointment to the Executive Committee.
- (8) The Executive Committee shall meet as required and will be empowered to make decisions required to carry out the administration of the Congregation during the time between full meetings of the Board of Directors.
- (9) The Ombudsperson Committee shall meet as required for the purpose of reviewing and responding to requests from members for adjustments to their dues.

## **The Rabbi, Cantor and other Spiritual Leaders**

- 13.** (1) The Board of Directors shall appoint the Rabbi, Cantor and other Spiritual Leaders upon terms and conditions as the Board may deem proper from time to time. The Board of Directors shall determine the terms of employment of all officials.
- (2) Final approval of the selection and terms of employment of the Rabbi, Cantor, and Spiritual Leaders is the responsibility of the membership at a Special or Annual General Meeting.

- (3) The Rabbi of the Congregation shall:
- (a) be duly ordained;
  - (b) profess and observe the tenets of Conservative Judaism;
  - (c) adhere to the rules of the Committee of Jewish Laws and Standards of the Rabbinical Assembly; and
  - (d) be responsible for the provision of egalitarian religious services and educational and cultural programs to the Congregation.
- (4) The Cantor or spiritual leader of the Congregation shall:
- (a) profess and observe the tenets of Conservative Judaism;
  - (b) adhere to the rules of the Committee of Jewish Laws and Standards of the Rabbinical Assembly;
  - (c) have a thorough knowledge of the Hebrew language;
  - (d) attend and conduct religious services.