**AMENDED AND RESTATED**
**BY-LAW NUMBER 1**

**A By-Law to regulate the business and affairs of**

**THE JEWISH COMMUNITY FOUNDATION OF CALGARY**

**Made with effect October 29th, 2025**

**THE JEWISH COMMUNITY FOUNDATION OF CALGARY**
**AMENDED AND RESTATED BY-LAW NUMBER 1**

**TABLE OF CONTENTS**


ARTICLE 1 INTERPRETATION ..... 1
ARTICLE 2 MEMBERS ..... 3
2.1 Members ..... 3
2.2 Transfer of Membership ..... 3
2.3 Annual and Special Meetings ..... 3
2.4 Place of Meetings ..... 3
2.5 Notices of Meetings ..... 3
2.6 Quorum ..... 4
2.7 Persons Entitled to Attend ..... 4
2.8 Chair, Secretary and Scrutineers ..... 4
2.9 Voting ..... 5
2.10 Proxy Voting ..... 5
2.11 Chair of the Board ..... 5
2.12 Auditor ..... 6
2.13 Resignation and Expulsion of Members ..... 6
ARTICLE 3 DIRECTORS ..... 6
3.1 Board of Directors ..... 6
3.2 Composition of Board of Directors ..... 6
3.3 Nominating Committee ..... 6
3.4 Term of Directors ..... 7
3.5 Calling and Notice of Meetings ..... 7
3.6 Transaction of Specific Business ..... 7
3.7 Regular Meetings of the Board ..... 8
3.8 Presiding Officer ..... 8
3.9 Quorum and Voting ..... 8
3.10 Participation by Telecommunication ..... 8
3.11 Director's Duties and Responsibilities ..... 8
ARTICLE 4 OFFICERS ..... 9
4.1 Appointment of Officers ..... 9
4.2 Powers and Duties of Officers ..... 10
4.3 Variation of Powers and Duties ..... 10
4.4 Vacancies ..... 10
4.5 Remuneration ..... 10
4.6 Removal ..... 10
4.7 Agents and Attorneys ..... 10
ARTICLE 5 PROTECTION OF DIRECTORS, OFFICERS AND OTHERS ..... 11
5.1 Limitation of Liability ..... 11
5.2 Indemnity ..... 11
5.3 Insurance ..... 12
ARTICLE 6 ADMINISTRATION ..... 12
6.1 Execution of Instruments ..... 12
6.2 Banking Arrangements ..... 12
6.3 Corporate Seal ..... **Error! Bookmark not defined.**

6.4 Head Office ..... 12
ARTICLE 7 BORROWING ..... 12
7.1 Loans and Guarantees ..... 12
7.2 Delegation ..... 13
ARTICLE 8 CONTRIBUTIONS ..... 13
8.1 Contributions ..... 13
ARTICLE 9 POWER AND DUTIES OF THE BOARD OF DIRECTORS ..... 13
9.1 Principles, Policies and Rules ..... 13
9.2 Acceptance of Contributions and Transfers ..... 14
9.3 Investment and Management ..... 15
9.4 Allocation and Distribution ..... 15
ARTICLE 10 MISCELLANEOUS ..... 16
10.1 Fiscal Year ..... 16
10.2 Terms of Existence ..... 16
10.3 Method of Giving Notices ..... 16
10.4 Computation of Time ..... 17
10.5 Omissions and Errors ..... 17
10.6 Waiver of Notice ..... 17
10.7 Method of Amending By-Laws ..... 17

**AMENDED AND RESTATED BY-LAW NUMBER 1**

A By-Law to regulate the business and affairs of
**THE JEWISH COMMUNITY FOUNDATION OF CALGARY**

## ARTICLE 1
## INTERPRETATION

In this By-Law and all other by-laws and resolutions of the Foundation, unless the context otherwise requires, the following terms shall have the meanings specified:

(i) "Act" means the *Societies Act*, RSA 2000, c S-14 of the Revised Statutes of Alberta, 2004, as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of the Foundation to provisions of the Act shall be read as references to the substituted provisions in the new statute or statutes;

(ii) "Auditor" means the auditor or firm of auditors authorized to carry on business in Alberta appointed by the Board from time to time;

(iii) "Bank" means a Canadian Schedule I bank authorized under the *Bank Act (Canada)*;

(iv) "Board" means the Board of Directors of the Foundation;

(v) "By-Law" means the by-laws, rules and regulations of the Foundation adopted pursuant to the Act, as same may be amended in accordance therewith;

(vi) "Chair" means a person appointed as chairperson of the Board and the Foundation appointed pursuant to section 2.11.

(vii) "Custodial Fund" means a fund or funds managed by the Foundation pursuant to a custodial fund agreement wherein the Funds are not owned by the Foundation.

(viii) "Director" means a member of the Board;

(ix) "Donor" means any person who has made a donation to the Foundation to establish a named fund or who has otherwise made a gift in cash, a gift in kind, an irrevocable planned gift including a bequest, life insurance policy or charitable remainder trust. The term "Donor" shall not include a person who has contributed to a named fund already established by a Donor to the Foundation or a person who has made a contribution to the Foundation only as a result of the purchase of tribute cards. A minimum donation amount may be set by the Board from time to time;

(x) "Donor Representative" means an individual designated in writing to the Foundation to serve as the Member on behalf of a non-individual Donor;

(xi) “Foundation” means the Jewish Community Foundation of Calgary as constituted and incorporated pursuant to the Act (formerly called the Calgary Jewish Heritage Foundation);

(xii) “Fund” means a fund or funds owned and managed by the Foundation. For clarity a Fund does not include a Custodial Fund.

(xiii) “Meeting” or "Meeting of Members" means an annual meeting of Members of the Foundation, a special meeting of Members of the Foundation or both, as the context requires;

(xiv) ''Member" means a member of the Foundation as set out in Section 2.1;

(xv) "Officer" means an officer of the Foundation;

(xvi) “Ordinary Resolution” means a resolution duly passed by a majority of votes properly cast in respect thereof;

(xvii) "Recorded Address" means in the case of a Member their address as recorded in the register of the Foundation; and in the case of a Director, Officer or member of a committee of the Board or the Auditor from time to time of the Foundation, their latest address as recorded in the records of the Foundation;

(xviii) “Special Resolution” means:

(i) a resolution passed

(A) at a Meeting of Members of which not less than 21 days’ notice specifying the intention to propose the resolution has been duly given, and

(B) by the affirmative vote of not less than 75% of those Members who, are present in person or by proxy,

(ii) a resolution proposed and passed as a Special Resolution at a Meeting of which less than 21 days’ notice has been given, if all the Members entitled to attend and vote at the Meeting so agree, or

(iii) a resolution consented to in writing by all the Members who would have been entitled at a Meeting to vote on the resolution in person or, where proxies are permitted, by proxy;

(xix) "Trust Company" means an entity authorized under Canadian federal or provincial legislation to carry on business as a trust company.

In this By-Law, words importing gender shall include the masculine, feminine and neuter genders, and words importing the singular number shall include the plural number, and vice versa.

## ARTICLE 2
## MEMBERS

**2.1 Members**

The minimum number of Members of the Foundation at any time shall be five (5) persons. The Members of the Foundation at any time shall be:

(a) the Directors of the Foundation,

(b) the past-chairs of the Foundation, but excluding any past-chair who resigns as a Member in accordance herewith, and

(c) every Donor, provided, where the Donor is not an individual, the Donor shall designate in writing an individual to serve as Donor Representative.

When a Fund has been established by two or more persons of the same family, only one person shall be a Member for voting purposes.

Despite the foregoing, no person may be a Member if they are under the age of 18 years.

Further, notwithstanding the foregoing, any Donor may advise the Foundation in writing that they do not wish to be a Member; and upon receipt of such notice by the Foundation, that Donor shall not be a Member for any purpose, unless and until the Donor makes an application to be reinstated as a Member, which application the Board shall consider and accept absent a determination that the request is not reasonable.

**2.2 Transfer of Membership**

Membership in the Foundation is not, directly or indirectly, transferable.

**2.3 Annual and Special Meetings**

The Board shall call an annual Meeting of all Members not later than 15 months after the holding of the last preceding annual Meeting. The Board may at any time call a Special Meeting of Members

**2.4 Place of Meetings**

Each Meeting of Members of the Foundation shall be held in Calgary unless some other place in Alberta is specified by the Board.

**2.5 Notices of Meetings**

(a) The Foundation shall give Members notice of the date, time and place of a Meeting in one or more of the following manners:

i. by mail, courier or personal delivery to each Member at the Member's Recorded Address, given not less than twenty-one (21) days or more than thirty-five (35) calendar

days (exclusive of the day on which the Notice is delivered or sent but inclusive of the date for which the Notice is given) before the Meeting is to take place; or

ii. subject to subsection 2.5(b), by telephone, electronic or other communication facility to each Member, given not less than twenty one (21) days or more than thirty five (35) days (exclusive of the day on which the Notice is delivered or sent but inclusive of the date for which the Notice is given) before the Meeting is to take place; provided, the Foundation must have a reasonable belief that the method of communication utilized is of such a nature that the notice will be received by each Member.

(b) If a Member requests that notice of a Meeting of Members not be given as permitted by subsection 2.5(a)(ii), the Corporation shall send the notice to that Member in the manner described in subsection 2.5(a)(i).

(c) The Foundation shall send the Auditor and the Directors notice of the date, time and place of any Meeting of Members not less than twenty one (21) days or more than thirty five (35) days (exclusive of the day on which the Notice is delivered or sent but inclusive of the date for which the Notice is given) before the Meeting is to take place in the manner contemplated in subsection 2.5(a).

(d) Notice of a Meeting of Members shall state the nature of such business in sufficient detail, as may be determined by the Board, to permit the Members to form a reasoned judgment thereon and shall state the text of any Special Resolution to be submitted to the Meeting. The text of a Special Resolution may be amended at a Meeting of Members if the amendments correct manifest errors or are not material or with the unanimous consent of the Members present or represented by proxy at the meeting.

(e) Meetings of Members may be held without formal notice to Members if all of the Members, Directors and the Auditor are present and none object to notice not having been given or if those absent waive notice in any manner before the meeting.

**2.6 Quorum**

At any Meeting of Members, a quorum for the transaction of business shall consist of at least five (5) Members present in person or represented by proxy.

If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the Meeting, even if a quorum is not present throughout the Meeting.

**2.7 Persons Entitled to Attend**

The only persons entitled to attend a Meeting of Members are the Members, the Directors and the Auditor. Any other person may be admitted only on the invitation of the chair of the Meeting or with the consent of the Meeting given by Ordinary Resolution.

**2.8 Chair, Secretary and Scrutineers**

The Chair of the Board shall act as chair at each meeting of Members, and in the absence of the Chair, the Chair in advance shall appoint one of the Directors to serve as chair of the Meeting; in

the absence of a Director, the Members shall appoint a Member to serve as chair of the Meeting. The Foundation Manager shall act as the secretary of the meeting or an alternate appointed by the Directors. If desired, one or more scrutineers, who need not be Members, may be appointed by the chair of the Meeting to assist in the counting of votes and for such other purposes as the chair of the Meeting may determine. The chair of any Meeting may, with the consent of the Meeting, adjourn the same from time to time and place to place.

**2.9 Voting**

Voting at any Meeting of Members shall be by a show of hands except where, either before or after a show of hands, a ballot is required by the chair of the Meeting or is requested by any person present and entitled to vote at the meeting. On a show of hands, each Member present in person or represented by proxy and entitled to vote thereat shall have one vote. On a ballot, each Member present in person or represented by proxy and entitled to vote thereat shall have one vote. Any ballot shall be taken in such manner as the chair of the Meeting directs. A declaration by the chair of the Meeting that a resolution has, either on a show of hands or on a ballot, been carried or carried by a particular majority or lost or not carried by a particular majority shall be conclusive evidence thereof, and proof of the number or proportion of the votes recorded in favour of or against such resolution shall not be necessary.

**2.10 Proxy Voting**

(a) Members not in attendance at a Meeting of Members and who are entitled to vote at that Meeting may vote by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be Members, to attend and act at the Meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.

(b) A proxy shall be in the form as presented in Schedule 'A':

(c) The chair of any Meeting of Members may, subject to any regulations established by the Board, in his discretion, accept any legible form of communication as to the authority of any person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy conferring such authority has been lodged with the Foundation, and any votes given in accordance with the communication accepted by the chair of the Meeting will be valid and will be counted.

**2.11 Chair of the Board**

The Board shall elect a Chair of the Board from among the Directors. Upon election, the Chair of the Board shall serve for a three-year term which term may be extended for a period of one to two years. The term of the Chair may not be renewed consecutively (following expiry of the prior term including any extension) except with the consent of at least 75% of the Directors then holding office.

**2.12 Auditor**

The Board annually shall elect an Auditor to audit the financial statements of the Foundation and to provide a report thereon to the Members. The Board shall determine the remuneration of the Auditor.

**2.13 Resignation and Expulsion of Members**

Any Member wishing to resign shall give written notice of resignation as a Member not less than seven days prior to the date upon which such resignation is stated to be effective, provided the Board may accept any lesser period of notice. A Member may be expelled from the Foundation by a vote of not less than two-thirds of all of the Directors, in each case by votes cast at a properly constituted meeting of the Board.

## ARTICLE 3
## DIRECTORS

**3.1 Board of Directors**

The activities and affairs of the Foundation shall be managed by the Board who shall seek to serve the objects of the Foundation. Every Director in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and shall comply with the Act and the regulations made under it, and the By-Laws.

**3.2 Composition of Board of Directors**

The Board shall be composed of a minimum of 5 and a maximum of 12 persons. The Members may, from time to time by Ordinary Resolution, fix the number of Directors of the Foundation and the number of Directors to be elected at annual meetings of the Members, or delegate those powers to the Board, but no decrease in the number of Directors will shorten the term of an incumbent Director.

The Directors shall have the power to fill any vacancies in the Board of Directors created by death or resignation of a Director not tendered with effect at a Meeting of Members.

No Director shall be elected who is under the age of 18 years.

**3.3 Nominating Committee**

A nominating committee composed of the Chair, and up to four (4) Directors may be appointed by the Chair of the Board not less than sixty (60) days before each annual Meeting of Members. Not less than forty (40) days before the annual Meeting of Members, the nominating committee shall present to the Chair and the Board its slate of candidates for election to the Board. The slate of candidates shall be included in the notice of the annual Meeting of Members.

Any Member may be nominated for election to the Board by a petition signed by ten (10) Members, provided the Chair of the Board is notified thereof in writing at least fifteen (15) days

prior to the annual Meeting of Members. There shall be no nominations permitted thereafter. In the event of a nominee advanced by petition as aforesaid, that nominee shall be identified to the Members at the Meeting by the Chair and shall not have the right to demand any prior notice to Members of their nomination.

**3.4 Term of Directors**

The Members shall, by Ordinary Resolution at each annual Meeting at which an election of Directors is required, elect Directors to hold office for a term of two years. Directors shall be eligible for re-election. A Director not elected for an expressly stated term ceases to hold office at the close of the first annual Meeting of Members following the Director's election but, if qualified, is eligible for re-election.

The office of a Director shall be automatically vacated:

(a) If the Director resigns his or her office by delivering a written resignation to the Foundation;

(b) If the Director is found by a court of competent jurisdiction to be of unsound mind;

(c) If the Director declares bankruptcy;

(d) If at a duly called meeting of Members, a resolution is passed by at least two-thirds (2/3) of the Members present in person or represented by proxy at such Meeting that the Director be removed from office;

(e) If a Director is absent from three consecutive Meetings of Directors without having delivered a reasonable explanation for each such absence to the Chair, and, in such case, the Board passes an Ordinary Resolution that the Director be removed from office; or

(f) On death.

**3.5 Calling and Notice of Board Meetings**

Meetings of the Board shall be held from time to time and at such place as the Chair of the Board, any two Directors, or the Executive Director on the direction of any of the foregoing, may determine. Notice of every Meeting so called shall be given to each Director not less than 24 hours before the time when the Meeting is to be held; provided that Meetings of the Board may be held without formal notice if all of the Directors are present and none object to notice not having been given or if those absent waive notice in any manner before the meeting. Provided a quorum of Directors pursuant to section 3.9 is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

Notice of a Meeting of the Board shall be given by any of mail, courier, personal delivery, or telephone, electronic or other communication facility determined in the discretion of the Chair.

**3.6 Transaction of Specific Board Business**

A notice of Meeting of the Board need not specify the purpose of routine business to be transacted at the Meeting. However, if an unusual or an extraordinary item is to be dealt with at

a Meeting, written notice shall, to the extent practicable, be given to the Directors in sufficient detail to permit the Directors to form a reasoned judgement thereon and shall state the text of any Special Resolution to be submitted to the meeting. Any application for funding to be considered by the Board at a Meeting shall be part of the written notice given to the Directors as referred to above.

**3.7 Regular Meetings of the Board**

The Board may by resolution appoint a day or days in any month or months for regular Meetings of the Board at a place and hour to be named. The Board shall meet on request of the Chair to address applications for funding. A copy of any resolution of the Board fixing the place and time of 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.

**3.8 Presiding Officer of Meetings of the Board**

The Chair of the Board or, if not present, a Director designated by the Chair shall act as chair at each Meeting of the Board. If a designate has not been appointed by the Chair a designate may be appointed by the Board.

**3.9 Quorum and Voting at Meeting of the Board**

At Meetings of the Board, a majority of the Directors then holding office shall form a quorum for the transaction of business. Every question shall be decided by a majority of the votes cast on the question and in the case of an equality of votes, the Chair of the meeting shall be entitled, in addition to a regular vote on the question, to a casting vote. Unless a ballot is demanded, an entry in the minutes of a Meeting to the effect that the Chair of the Meeting declared a resolution to be carried or defeated is, in the absence of evidence to the contrary, proof of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Meeting of the Board or a committee of the Board, is as valid as if it had been passed at a meeting of the Board or a committee of the Board.

**3.10 Participation by Telecommunication**

A Director may participate in a Meeting of the Board or of a committee of the Board by means of telephone or other communications facilities which permit all persons participating in the meeting to hear each other, and a Director participating in such meeting by such means is deemed to be present at the meeting.

**3.11 Director's Duties and Responsibilities**

Each Director, by agreeing to serve as a Director, is deemed to consent and agree to the following:

*Duty of Good Faith*

A Director has a duty to pursue the best interests of the Foundation and should not profit from his or her dealings with the Foundation.

*Duty of Confidentiality*

A Director must keep all non-public information about the organization confidential and must caution those to whom they provide access to such non-public information to maintain the confidentiality of the information. A Director must not misuse non-public information such that it may cause detriment to the organization, or benefit or detriment to others.

*Duty of Loyalty and Conflict of Interest*

A Director must give undivided loyalty to the Foundation, which means that he or she agrees to subordinate their personal interests to those of the Foundation in the event of any conflict. Subject to the provisions of this By-Law, under no circumstances should a Director derive any personal advantage from the Foundation's actions or from the use of information he or she may obtain during Board activities.

*Duty of Skill and Prudence*

A Director is under no obligation to exercise skills that are beyond his or her level of competence, but he or she must act with practical judgment and caution, always careful to be prudent in conduct.

*Duty of Diligence*

A Director must be acquainted with all aspects of the Foundation and must stay informed of the Foundation's business. A part of this duty is to attend Board meetings regularly and to take actions that will preserve the integrity and reputation of the Foundation.

**3.12 Vacancies of the Directors**

**If the position of any Director shall be vacant by reason of death, resignation, removal, disqualification or otherwise, the Board by resolution may appoint a person to fill such vacancy until the next meeting of the Members.**

## ARTICLE 4
## OFFICERS

**4.1 Appointment of Officers**

The Board may appoint a President to serve as the chief operating officer and chief administrative officer for the Foundation. The President, if appointed, shall be directed and governed by the decisions, policies and practices approved or adopted by the Board. The President shall serve at the discretion of the Board and may be compensated in such manner and amount as may be determined by the Board.

The Board may, but is not required to, from time to time appoint Vice Chairs (to which title may be added words indicating seniority or function), a Vice-President, a Secretary, a Treasurer and such other Officers as the Board may determine, including one or more assistants to any of the officers so appointed. An, officer may but need not be a Director and one person may hold more than one office.

**4.2 Powers and Duties of Officers**

Every Officer of the Foundation shall:

(a) perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board;

(b) in exercising their powers and discharging their duties, act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and

(c) comply with the Act and the regulations made under it, and the By-Laws.

**4.3 Variation of Powers and Duties of Officers**

The Board may from time to time vary, add to or limit the powers and duties of any Officer.

**4.4 Vacancies of Officers**

If the office of any Officer shall be or become vacant by reason of death, resignation, removal, disqualification or otherwise, the Board by resolution may appoint a person to fill such vacancy.

**4.5 Remuneration of Officers**

Except as contemplated in section 4.1, no Officer shall receive or be entitled to receive any remuneration for acting as such.

**4.6 Removal of Officers**

All Officers shall be subject to removal by resolution of the Board at any time, with or without cause. An Officer ceases to hold office at the earliest of (i) that Officer's death, (ii) that Officer's removal from office by the Board in accordance with this section, (iii) that Officer ceasing to be a Director if being a director is a necessary qualification of that Officer's appointment, (iv) that Officer's resignation, which resignation is effective when that Officer's written resignation is sent to the Foundation or, if a later time is specified in that resignation, at the later time, (v) the appointment of that Officer's successor, or (vi) the Meeting at which the Board annually appoints the Officers of the Foundation.

**4.7 Board Appointed Agents and Attorneys**

The Board shall have power from time to time to appoint agents or attorneys for the Foundation in or outside Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit.

## ARTICLE 5
## PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

### 5.1 Limitation of Liability

Every Director and Officer of the Foundation in exercising their powers and discharging their duties shall act honestly and in good faith with a view to the best interests of the Foundation and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Director or Officer shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer or employee or for joining in any receipt or other act for conformity, or for loss, damage or expense happening to the Foundation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Foundation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Foundation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the monies, securities or effects of the Foundation shall be deposited, or for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune which shall happen in the good faith execution of the duties of their office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with these By-Laws or from liability for any breach thereof. If any Director or Officer of the Foundation shall be employed by, or shall perform services for, the Foundation otherwise than as a Director or Officer or shall be a member of a firm or a shareholder, director or officer of a corporation which is employed by, or performs services for, the Foundation, the fact of their being a Director or Officer of the Foundation shall not disentitle such Director or Officer or such firm or corporation as the case may be, from receiving proper remuneration for such services, provided such Director or Officer shall have made full disclosure to the Board of such fact as soon as practicable in the circumstances.

### 5.2 Indemnity

Without limit to the right of the Foundation to indemnify any person, the Foundation shall indemnify a Director or Officer, a former Director or Officer and each person who acts or acted at the Foundation's request as a director or officer of a body corporate of which the Foundation is or was a shareholder or creditor, and their respective heirs and legal representatives, against all costs, charges and expenses, including any amount paid to settle an action or satisfy a judgment and including legal fees and disbursements, reasonably incurred by them in connection with any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a Director or Officer or a director or officer of such body corporate, if:

(a) he or she acted honestly and in good faith with a view to the best interests of the Foundation; and

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.

Nothing in this By-Law shall limit the right of any person entitled to be indemnified from claiming indemnity apart from the provisions of this By-Law.

**5.3 Insurance**

The Foundation shall purchase and maintain for the benefit of Directors and Officers such insurance as the Board may from time to time determine.

## ARTICLE 6
## ADMINISTRATION

**6.1 Execution of Instruments**

Instruments in writing may be signed for and on behalf of the Foundation by any two of the following: a Director(s), an Officer(s) or the President. Instruments in writing so signed shall be binding upon the Foundation without any further authorization or formality. The Board shall have power by resolution to appoint any person or persons for and on behalf of the Foundation to sign instruments in writing generally or specifically. When required the seal of the Foundation may be affixed to instruments in writing signed as aforesaid. The term "instruments in writing" as used in this Section 6.1 includes, without limitation, contracts, share certificates, deeds, mortgages, hypothecs, charges, bonds, debentures, or other securities, bills of exchange, conveyances, transfers, assignments, releases, receipts, discharges, proxies and powers of attorney and other paper writings.

**6.2 Banking Arrangements**

The banking business of the Foundation including, without limitation, the borrowing of money and the giving of security therefor, shall be transacted with such Banks or Trust Companies as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

**6.3 Head Office**

The head office of the Foundation shall be at such place within the city of Calgary as the Board shall determine from time to time.

## ARTICLE 7
## BORROWING

**7.1 Loans and Guarantees**

The Board may from time to time on behalf of the Foundation:

(a) borrow money upon the credit of the Foundation;

(b) mortgage, hypothecate, pledge or otherwise create a security interest in or charge upon all or any property (including the undertaking and rights) of the Foundation owned or subsequently acquired, to secure any obligation of the Foundation; and

(c) sell, transfer or convey any interest of the Foundation in any real property.

**7.2 Delegation**

The Board may from time to time delegate all or any of the powers conferred on the Board by subsection 7.1 to such extent and in such manner as the Board shall determine at the time of each such delegation by designating two or more Directors or Officers of the Foundation to do so.

## ARTICLE 8
## CONTRIBUTIONS

**8.1 Contributions**

The Foundation is hereby empowered, subject to the provisions hereinafter set forth, to receive and accept donations, contributions, gifts, bequests, and devises of monies and properties (hereinafter called "**Contributions**"), and transfers of endowment and other funds, properties, and assets of charitable, scientific, educational and religious agencies, and of private foundations (hereinafter called "**Transfers**").

## ARTICLE 9
## POWER AND DUTIES OF THE BOARD OF DIRECTORS

**9.1 Principles, Policies and Rules**

(a) Principles, Policies and Rules: The Board shall have the power and shall be under a duty to:

(i) establish basic principles and policies including the determination of standards and guidelines, for the acceptance of Contributions and Transfers, for the investment and management of all monies, properties and assets held by the Foundation, and for allocations and distributions therefrom; and

(ii) adopt such further policies, procedures and rules for the functioning of the Board of Directors, the conduct of its affairs, and the discharge of its responsibilities as in its discretion may be necessary and desirable.

(b) Committees: The Board may, in its discretion, establish all or any of the following committees:

(i) Development Committee;

(ii) Audit, Legal and Tax Committee;

(iii) Investment Committee; and

(iv) Grants and Allocations Committee;

and such other additional committees as it may determine to be necessary or desirable for its proper functioning; and delegate to any particular committee the establishment, subject to the approval of the Board, of procedures, rules and authority for carrying out the principles and policies adopted by the Board, which come within the scope of the responsibility of such committee. Each committee shall consist of not less than three

individuals, to be appointed by the Board. Only the Chair of a committee need be a member of the Board.

(c) Books and Records: The Board shall keep books and records relating to the monies, properties, and other assets held by the Foundation and its operations, and make annual reports setting forth statements of all monies, property and other assets received, held and distributed within one hundred and twenty days after the end of each fiscal year. The Board shall designate a person or persons who shall be responsible for the preparation and custody of minutes of proceedings of the Board and of the Members. Members shall only be entitled to review such books and records of the Foundation as are permitted by the Act or as the Board may permit in its sole discretion.

(d) Other Action: The Board shall exercise such rights, take such steps and perform such acts, including entering into contracts and arrangements, and executing and delivering instruments and documents, as may be necessary, appropriate, or desirable, in the performance of the functions and the discharge of the responsibilities of the Board.

(e) Limitations on Powers: Notwithstanding the foregoing enumeration of powers and duties, neither the Board nor any of its committees may exercise any right or take any action in violation of any provision of any federal, provincial or municipal law, or in conflict with the Articles and By-laws of the Foundation, its purposes as set forth therein and the principles, policies and procedures adopted and promulgated by the Foundation pursuant thereto, or which shall or may have the effect of adversely affecting or prejudicing the tax status of the Foundation or the tax deductibility of any Contribution and Transfer of funds to the Foundation.

**9.2 Acceptance of Contributions and Transfers**

(a) Power to Accept or Reject: The Board shall have the power and authority to accept or reject any Contribution or Transfer of funds in accordance with the principles and policies hereinafter set forth. The failure to accept any Contribution or Transfer of funds shall constitute a rejection thereof, whether or not expressly rejected.

(b) Assumption of Liabilities: No Contribution or Transfer of monies, properties or assets may be accepted (a) which is subject to a liability, other than a liability in money in an amount less than the amount of the value of the property or assets to be received by the Foundation; or (b) which will result in the Foundation agreeing to assume burdens, commitments or obligations other than a money obligation of the contributor or transferor.

(c) Conditions, Limitations or Restrictions: Any Contribution or Transfer may be accepted subject to express conditions, limitations or restrictions, so long as such conditions, limitations or restrictions are not in conflict with the purposes and objects of the Foundation.

(i) Such accepted conditions, limitations or restrictions shall be complied with; provided, however, if such conditions, limitations or restrictions, or any of them, become impossible to fulfil or impracticable, or if the purpose for which the Contribution or Transfer is made can no longer be met. The funds shall be applied for such similar purpose as in the opinion of the Board will most nearly fulfil the objectives set out in the Fund contract, and if there

be none, the Fund shall become a part of the Foundation's funds free of any conditions, limitations or restrictions upon its use.

(ii) Where a Donor has requested the right to submit names of organizations or agencies to which they could recommend distributions of income, but have not made the right to make recommendations or the acceptance of the recommendations an express condition of the Contribution or Transfer, such recommendations are advisory only, and the Grants and Allocations Committee or Board of Directors may accept or reject such recommendations.

**9.3 Investment and Management**

(a) Investment of Funds: Custodial Funds and Funds may be commingled with other monies, properties and assets, and may constitute and may be held and administered as a single fund for investment purposes; provided, however, that the Board shall establish procedures for determining the value, amount and income of separately identified funds, which shall be appropriately accounted for on the books and records of the Foundation.

(b) Investment Authority: Subject to the terms of any Fund, the Board of Directors shall have the absolute right, power and authority and discretion to invest and reinvest, and in connection with such investment powers, it shall have the authority to sell or otherwise dispose of all monies, property and assets held by the Foundation and the income therefrom, including any property or asset received in connection with any Contribution or Transfer, provided that proper credit be given to the Foundation or any particular identified fund for the proceeds of any property or asset sold or otherwise disposed of.

Subject to Section 9.3(c), the Board of Directors may delegate, to the extent permitted by law, to one or more duly registered portfolio managers or advisors the power to make investments, subject to such procedures and policies as the Board of Directors may establish.

(c) Investment Committee: The Investment Committee shall on request of the Board, or may in its discretion, recommend to the Board such duly registered portfolio managers or advisors to be retained to manage all or any parts of the funds held by the Foundation.

In the event that duly registered portfolio managers or advisors are retained as provided herein, the Investment Committee, or in the absence of an Investment Committee the Board, shall be responsible for monitoring the performance of same.

**9.4 Allocation and Distribution**

(a) Approval: Allocations, distributions and loans shall be made on the basis of decisions approved by a majority of the Board at a Meeting in respect thereof or otherwise as may be permitted by policies established by the Board from time to time.

(b) Prohibited Allocations: No allocation or distribution shall be made for any purpose:

(i) which is in conflict with the purposes of the Foundation and the principles and policies established by it in furtherance thereof;

(ii) which, if made out of any identified fund, is in conflict or fails to comply with the express conditions, limitations or restrictions to which the subject Contribution or Transfer was made, received and accepted, subject always to the provisions of section 9.2(c); or

(iii) which will or may have the effect of adversely affecting or prejudicing the tax status of the Foundation or the tax deductibility of any Contribution or Transfer to the Foundation.

(c) Purposes and Objects: Subject to the foregoing, allocations or distributions may be made for any of the purposes and objects authorized by the application for Incorporation of the Foundation.

(d) Loans: In addition to allocations and distributions as provided for in the preceding paragraphs of this Article, loans may be made, from undesignated funds, to any Jewish agency or constituted group in the community on an emergency basis upon the approval of the Board of Directors.

## ARTICLE 10
## MISCELLANEOUS

### 10.1 Fiscal Year

The fiscal year of the Endowment Fund shall be the fiscal year of the Foundation.

### 10.2 Terms of Existence

The Foundation shall continue in existence in perpetuity unless terminated by a vote of 90% of the Members present and voting at a meeting thereof called to consider such termination. If for any reason the Foundation is dissolved and terminated, all of its assets, shall be distributed to such organizations which are then qualified as a charity as described in Section 149.1 of the Income Tax Act (Canada) as determined by the vote of two-thirds of the Members in attendance and voting at a duly constituted meeting. No vote of Members shall be required or permitted if the terms of such fund direct or inform the Foundation as to how such fund should be treated in the event of the termination of the Foundation. The Foundation shall advise the Members prior to any vote as to the charitable objectives of each fund.

### 10.3 Method of Giving Notices

Any notices (which term includes any communication or document) to be given (which term includes sent, delivered or served) pursuant to the Act, the By-laws or otherwise to a Member, Director, Officer, Auditor or member of a committee of the Board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to a Recorded Address or if mailed to a Recorded Address by prepaid ordinary or air mail or if sent to a Recorded Address by any means of prepaid transmitted or recorded communication, or by other electronic means as permitted in these By-Laws. A notice so delivered shall be deemed to have been given when it is delivered personally or to the Recorded Address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its

representative for dispatch, and in the case of electronic communication, shall be deemed delivered if sent to a correct email address as reflected in the books and records of the Foundation. The Board shall change or cause to be changed the Recorded Address of any Member, Director, Officer, Auditor or member of a committee of the Board in accordance with any information believed to be reliable. Any notice shall be validly given if contained in or as a part of any other written material which material is distributed in accordance with this Section 10.3.

**10.4 Computation of Time**

In computing the date when notice must be given under any provisions requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

**10.5 Omissions and Errors**

The accidental omission to give notice to any Member, Director, Officer, Auditor or member of a committee of the Board or the non-receipt of any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

**10.6 Waiver of Notice**

Any Member, Director, Officer, Auditor or member of a committee of the Board may at any time waive any notice, or waive or abridge the time for any notice, required to be given under the Act, the regulations thereunder, the By-laws or otherwise 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 may be given in any manner.

**10.7 Method of Amending By-Laws**

These By-Laws shall only be amended, rescinded or altered pursuant to the following procedure:

(a) the proposed amendments, rescission or alteration shall first be recommended by a resolution of the Board of Directors of the Foundation;

(b) the proposed amendments, rescission or alteration shall then be passed by Special Resolution of the Members; and

(c) the amendment, rescission or alteration shall then be duly filed with the Registrar pursuant to the Act and unless and until such amendment, rescission or alteration has been registered by the Registrar under the Act, it shall have no force or effect.

**APPROVAL**

These By-Laws have been approved by the Board of Directors on September 30, 2025 and by the Members on October 29, 2025.



Chair

# Schedule ‘A’

## Proxy

The undersigned Member of the Jewish Community Foundation of Calgary (the “Foundation”) hereby appoints _____

of _____or failing him/her,

_____

of _____

as the proxy of the undersigned to attend and act at the Meeting of the Members of the Foundation to be held on the _____ day _____, _____, and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same power as if the undersigned were present at the said Meeting or such adjournment or adjournment thereof.

DATED the _____ day of _____, _____.

_____

Signature of Member

Printed Name of Member: