



**JEWISH FAMILY AND CHILD  
SERVICE OF GREATER TORONTO**

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Date: September 24, 2020

To: Membership of Jewish Family and Child Service of Greater Toronto

From: Sharon List, President

Re: Transitional Bylaw for the Re-election of Directors in Light of COVID-19

In light of current circumstances with the COVID-19 Pandemic, the Board of Directors of JF&CS recognizes the importance of maintaining stability and continuity in the governance of the Agency during the coming year. To this end, discussions occurred at the Board Executive, Governance and Board of Directors' levels. Under normal circumstances, two Board members – both experienced members of the Board Finance Committee – would be stepping down in September. The Board examined what could be done to keep them on for an additional year. After seeking legal advice, a Transitional Bylaw was drafted to allow this to occur. The Transitional Bylaw is being presented at the AGM for approval.

Again, the underlying principal of the Transitional Bylaw is that with unprecedented instability around us, it's imperative that our board remains stable and that all Board Members have a solid understanding of the Agency, particularly when it comes to the Agency's services, programs and finances, to help guide us during the coming year. The Board of Directors, during its June 2020 meeting, supported the presentation of the Bylaw at our upcoming AGM for approval.

The Bylaw itself is attached to this memorandum. It includes three important provisions. 1. That a Director whose term is expiring at the AGM in September 2020 may be re-elected for as a Director for one additional year; 2. That an Officer may be reappointed to the same position at the meeting of the Directors, which, similar to previous years, will be held immediately following the AGM; and 3. That the terms of all Directors unaffected by the Transitional Bylaw will remain the same.

Thank you for your consideration and support.



CRA Registered Charity  
118974229RR0001

**TRANSITIONAL BY-LAW**  
**FOR**  
**JEWISH FAMILY AND CHILD SERVICE**  
**OF GREATER TORONTO**  
**(the “Corporation”)**

**ELECTION OF DIRECTORS IN LIGHT OF COVID-19**

**WHEREAS**, in light of the COVID-19 Pandemic, the directors of the Corporation (the “**Directors**”) believe that for purposes of stability it would be in the best interests of the Corporation for the current directors to remain on the board of directors of the Corporation (the “**Board**”);

**AND WHEREAS** section 3.02 of the By-laws of the Corporation amended as of September 27, 2018 (the “**By-laws**”) provides that a Director is eligible to serve two consecutive full terms, after which one year must elapse before the Director may become eligible for re-election, except that:

- a) a Director who is on the Executive Committee of the Corporation in the last year of the Director’s full second consecutive term on the Board shall be eligible for re-election as a Director for one further full term;
- b) a Director who is the President or the Vice-President of the Corporation in the last year of the Director’s full third consecutive term shall be eligible for re-election as a Director for one further full term; and
- c) a Director who is the President of the Corporation in the last year of the Director’s fourth full consecutive term shall be eligible for re-election as a Director for one further full term;

**AND WHEREAS** section 6.01 of the By-laws provides that the Executive Committee shall consist of, amongst others, the officers of the Corporation, which, pursuant to section 4.01 of the By-laws, include the President, Four Vice-Presidents, the Treasurer and the Secretary (“**Officers**”);

**AND WHEREAS** certain Directors and Officers have completed all terms on the Board for which they are eligible.

**NOW THEREFORE** be it enacted as a By-law of the Corporation as follows:

Notwithstanding any provision of the By-laws or any policy of the Corporation:

Any Director whose term is expiring at the next annual general meeting of the members of the Corporation (“**AGM**”), and who is not eligible to be re-elected pursuant to

the By-laws may be re-elected as a Director for one additional year, provided that he or she meets the qualifications for being a Director pursuant to the By-laws, including, without limitation, paragraphs a) and b) of section 3.03 of the By-laws, the *Corporations Act* (Ontario), the corporate legislation which governs the Corporation, and any other applicable legislation; and

Any Officer may be re-appointed to the same position at the meeting of the Directors held after the next AGM at which Officers are appointed.

The term of all Directors elected or appointed prior to the coming into force of this Transitional By-law shall remain the same and be unaffected except as specifically provided in this Transitional By-law.