

Services communautaires, emploi & immigration

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Community Services, Employment & Immigration



**Ometz Board of Directors Guide**

**2018-2019**

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# Welcome to the Ometz Board

Thank you for agreeing to serve on the board of Ometz.

We hope that your board experience is a fulfilling and rewarding one for you. This board guide will familiarize you with the agency and its background and with your roles and responsibilities as a board member.

Specifically this board guide addresses the following:

- About our board
  - Roles and responsibilities of board members
  - Committees
  - The bylaws governing our board
  - Additional policies governing our board—privacy, conflict of interest and whistle-blowing
- About our agency: The mission and core values of our agency
- What our agency does and how we do it
- How our agency is structured
  - Organizational chart
  - Professional leadership
- How our agency came to be and where we are going
  - Our history—the three agencies that merged to form Ometz
  - Our present—the founding of Ometz
  - Our future—our current strategic plan
  - Our strategic partners
- Other information you might find helpful in acclimating to the Board:
  - Our most recent annual report and financial statements are available on our website <http://www.Ometz.ca/about+us/annual+reports>
  - Our Board website <https://sites.google.com/site/agenceOmetz>

# About Our Board

## Ometz Board Roles and Responsibilities

Members of the Board of Directors comprise the key lay leadership of Ometz. The Board is responsible for the governance and financial oversight of the agency and its various programs. As fiduciaries, they are committed to maintaining the health and viability of Ometz now and for the future.

### Term:

A Board member may serve up to a maximum of three (3) terms of two (2) years each. Where the Director is an Officer, the term may be extended to permit the Director to complete his/her term.

### Overall role:

Ensuring the health of the organization today and ensuring its viability for the future. To do so, board members have specific roles in:

- the governance of the organization;
- supporting the agency financially;
- being actively involved in the agency.

### Governance

1. Determine mission and purpose of the organization and its overall strategies, policies and priorities.
2. Remain informed about the organization, the services it provides, and the impact of those services.
3. Ensure compliance with applicable laws and regulations and fulfillment of contractual obligations.
4. Ensure that the necessary resources are available for implementation of the mission of the agency.
5. Approve and oversee the agency budget and financial statements.
6. Hire and evaluate the Chief Executive Officer.
7. Recommend potential new Board members to the Nominating Committee
8. Act and make decisions that are in the best interests of the organization and disclose any conflicts of interest.
9. Follow conflict of interest and confidentiality policies.

### Financial Support

1. Approve fundraising strategies and monitor their effectiveness.
2. Make a gift annually to the agency, which is personally meaningful.
3. Make a financial gift to Federation CJA annual campaign.
4. Participate in one or more agency fundraising activities.
5. Support agency fundraising efforts by helping to cultivate new prospects and to solicit donors.

6. Serve as an Ometz ambassador to the community, sharing knowledge, enthusiasm and commitment.

### Involvement in the Board and Agency Functions

1. Regularly attend board meetings as scheduled. Board meetings fall on the second Tuesday of each month, 7:30 – 9:00 am.
2. Attend Board retreats and other Board development activities.
3. Participate in at least one board-level committee or work group, which involves attending meetings and, in some cases, between-meeting work assignments.
4. Be active as a board member:
  - a. Be well prepared for all Board events by reading all support material forwarded prior to the meeting.
  - b. Ask questions and request information as the need arises.
  - c. Participate in discussions and take responsibility for making decisions on issues, policies and other board matters.
5. Attend both the AGM and annual fundraising event.
6. Attend at least one other social function and/or special event, such as the Annual Hanukah party.
7. Contribute skills, knowledge and experience to other areas of agency operations when they are needed.

It is the responsibility of individual Board members to inform the Board President if they are unable to fulfill these duties and responsibilities.

### Directors Liability Coverage

Our Directors and Officers Liability coverage is for \$5 Million.

### Fundraising and Resource Development

All Board members are expected to actively campaign on behalf of **Combined Jewish Appeal** in its annual campaign. In addition, members help the Agency secure funds or in-kind contributions through **special drives** that may be held to provide program and/or capital support. In addition, the Jewish Community Foundation encourages support by members of the community of the Ometz programs and services through **endowment giving**.

### Frequency of Meetings

The Board of Directors meets a minimum of eight times per year.

### Attendance

Board members are expected to regularly attend Board and committee meetings. Board members' participation is reviewed annually as to which program committees they wish to serve on.

Please consult the Agency Ometz by-laws (appendix 1) for more detailed information.

## Committees as Mandated by the Bylaws

Please refer to the Ometz Bylaws (Appendix I) for more details about the following committees:

- Audit Committee
- Finance Committee
- Governance Committee
- Nominating Committee
- Personnel Committee

## Standing Committees

### Human Resources Committee

The Human Resources committee is responsible for the development, review and recommendation of human resource policies and procedures.

#### Responsibilities

- To participate in the development, review and application of human resource policies and procedures;
- To participate in the development of human resource strategies;
- To consider any special personnel related matters, within the framework set up in the Corporation's personnel manual.

### Exceptional Case Committee

The Exceptional Case Committee is the recommending body for decisions that are beyond the established norms of the agency, both financial and service. The goal of the ECC is to review cases and issues from various community perspectives in order to develop creative, effective and viable recommendations for case managers. The ECC is made up of agency leadership, both lay and professional, Federation representatives - both lay and professional, and community members who bring their professional and personal expertise. The ECC brings doctors, lawyers, rabbis, business trustees, social workers, professors, communication experts, members of the orthodox community and a host of other faces to the table, allowing for a unique and constructive dialogue and range of perspectives in dealing with often very difficult problems.

## Adhoc Committees

The agency from time to time will form adhoc committees composed of both lay and professionals to address a particular subject or concern. These adhoc committees are dissolved once their task is completed. Examples of such committees include:

- Fundraising Committee
- Services Committees

## Ometz Board of Directors (2018-2019)

NAME	TEL #		E-MAIL
	B	H	
<u>Officers</u>			
Saul Carliner (President)	(514) 848-2424 x2038 B (514) 793-6652 C	(514) 273-6652	<a href="mailto:saul.carliner@concordia.ca">saul.carliner@concordia.ca</a>
Michael Aronovici (Vice-President)	(514) 846-7900 x 231 B (514) 949-7900 C		<a href="mailto:maronovici@interactionrestaurants.com">maronovici@interactionrestaurants.com</a>
Ruth Bensimon- Choueke (Vice-President)	(514) 880-6186 C		<a href="mailto:ruthy@rubyint.com">ruthy@rubyint.com</a>
Bill Itovitch (Secretary- Treasurer)	(514) 985-3903 B (514) 297-7024 C	(514) 486-2269	<a href="mailto:bitovitch@quantum.ca">bitovitch@quantum.ca</a>
<u>Directors at large</u>			
Trish Bengualid	(514) 704-8502 C		<a href="mailto:trishb@microsoft.com">trishb@microsoft.com</a>
Yvonne Bensimon		514-697-8110	<a href="mailto:bensimonhy@gmail.com">bensimonhy@gmail.com</a>
Jeffrey Berkowitz	(514) 737-6727 x11	514-824-6727	<a href="mailto:jberkowitz@auroraconsultants.com">jberkowitz@auroraconsultants.com</a>
Igor Bernadski	514-928-4564 C		<a href="mailto:igor.bernadski@mail.mcgill.ca">igor.bernadski@mail.mcgill.ca</a>
Rob Fainer	(514) 966-3320 C		<a href="mailto:rfainer@gmail.com">rfainer@gmail.com</a>
Linda Schachter	(514) 939-2199	(514) 488-5406	<a href="mailto:ls@familylaw.ca">ls@familylaw.ca</a>
Joel Shalit	(514) 947-1454 C		<a href="mailto:joelshalit@gmail.com">joelshalit@gmail.com</a>
Cynthia Telio	(514) 909-8208 C	(514) 342-0771	<a href="mailto:cynthia@telio.ca">cynthia@telio.ca</a>
Marc Welikovitch (Immediate Past President)	514-985-4066	(514) 489-1564	<a href="mailto:marc.welikovitch@quantum.ca">marc.welikovitch@quantum.ca</a>
Alon Wexler	(514) 934-3531 B (514) 979-9500 C		<a href="mailto:awexler@richter.ca">awexler@richter.ca</a>

# About Our Agency

*Ometz = Courage*

## **Our Mission**

Ometz is a human services agency offering employment, immigration, school and social services to help people fulfill their potential and to secure the growth and vitality of the Montreal Jewish community.

## **Our Promise**

Ometz will deliver accessible, integrated, confidential, personalized, and culturally sensitive human services, founded on Jewish values. Our staff will be responsive, compassionate, engaged, innovative and inspiring.

## **Our Values**

Ometz is the Hebrew word for courage and it is a reflection of the courage of the individuals and families who seek our support in transforming their lives. To that end, our work is guided by the following core values:

- Promote self-sufficiency  
Engage our clients - whether individuals or families -- to actively participate in the choices that lead to a more productive, meaningful life.
- Foster inclusivity  
Welcome and embrace everyone, without regard to race, religion, language, sexual orientation, gender identity, disability and any other factor.
- Respect human dignity  
Appreciate the uniqueness of each individual and interact with sensitivity, empathy and non-judgment.
- Build caring communities  
Create social, emotional and cultural links, often with community partners, to engage those who might otherwise be isolated or feel disconnected.
- Ensure excellence  
Uphold the highest professional standards and commit to life-long learning, renewal and innovation.



## About Our Work

### What we do

Ometz identifies and provides the necessary supports to those individuals and families who may not have the capacity, tools or resources:

- to become or to remain strong, healthy and resilient; or
- to connect to and integrate into the Montreal Jewish community.

Many of our clients require several services from our agency. To streamline the experience for our clients and ensure that all of their needs are addressed, we offer an integrated service model. The different staff members who support the client share information and, when appropriate, collaborate to best support the client.

### How we do it

We offer a range of accessible and culturally sensitive services, founded on Jewish values. These include:

- preventive, therapeutic, educational and financial services and supports to assist the most vulnerable;
- employment development services to help clients become and remain economically self-reliant and productive;
- advisory services to facilitate the lawful entry of Jewish refugees and immigrants into Quebec and to advance their integration into the Jewish community and society-at-large.

Providing these services are a team of front-line professionals that includes:

- Clinical social workers
- Employment counsellors
- School counsellors
- Immigration counsellors
- Mental health professionals
- Occupational and speech therapists
- Psychologists

Ometz professionals are sensitive to the cultural and language needs of our community, and provide the highest quality of support with a focus on enhancing personal and family health and growth. More than 300 dedicated volunteers also reinforce the work of the agency's staff.

Behind the scenes, a finance team, information technology team, marketing and communications team, and human resources team ensures that front-line staff has the resources they need to perform their jobs.

## Programs offered by Ometz

Ometz offers a multitude of programs and activities that reach more than 13,000 people annually. Programs are offered in these service areas:

- Services for Youth and Young Adults offer support, guidance and learning so that our children and youth grow up healthy and safe—and prepared to transition into adulthood successfully and with confidence. We also provide a range of customized services for schools to help enrich a child’s experience in the classroom.
- The Ometz Counselling Centre helps families, couples, and individuals manage the stresses of unforeseen events and the challenges of everyday life. The Donald Berman Interactive play Therapy Program also offers a unique opportunity for the whole family – children, parents and siblings – to be part of a process that promotes safety, healing and growth.
- Employment Services provide job seekers with a range of services, from skills training to job search assistance.
- Services for Newcomers help new arrivals establish their lives in Montreal through a range of services, from integration activities to employment services. Newcomers also benefit from socialization and cultural activities, language courses, skill development workshops and job-readiness training.
- Community Services help with short-term crisis intervention and provide ongoing guidance and support to individuals and families looking to regain control of their lives.
- Training & Workshops provide skills development and employability training for job seekers, employers and professionals. Online resources, access to information, career development, industry trends, and computer and language training are just some of the training opportunities offered at Ometz.

Individual programs are designed to meet specific needs. Here are brief descriptions of a **small**, representative sampling of some of our programs.

- Initiative France is a program to assist people from France, Belgium and Switzerland who want to immigrate to Quebec. Specialists in employment and in settlement and integration work directly with French Jewish newcomers already in Montreal or considering immigrating to Montreal. Includes a combination of individual services and group events aimed at introducing these new Canadians to other members of their adopted community.
- Employment Internship program, assists people who have been out of the workplace for an extended period or have other barriers to employment in returning to the workplace by helping them gain recent work experience. Ometz places interns with local companies and

subsidizes part of the wage for a period of 13 weeks. To date 80% of interns placed have been hired by their internship hosts.

- Mentorship program connects children and youth with an adult who commits to spending one-on-one time with the child for at least two years. Ideally, the child comes to view the mentor as a role model and a part of their support system. Similar to Big Brothers/Big Sisters.
- After school programs offer elementary and high school students who are experiencing learning difficulties the opportunity to develop the necessary skills – both academic and social- to succeed in school. Each participant is paired with an academic mentor.
- Screening of children in pre-schools, kindergartens and grade one to detect motor difficulties and speech disorders and allow for early intervention. We screen more than 2,000 children on a yearly basis.

The Ometz website is your first source of information about our agency and its programs. Check us out at [www.Ometz.ca](http://www.Ometz.ca)

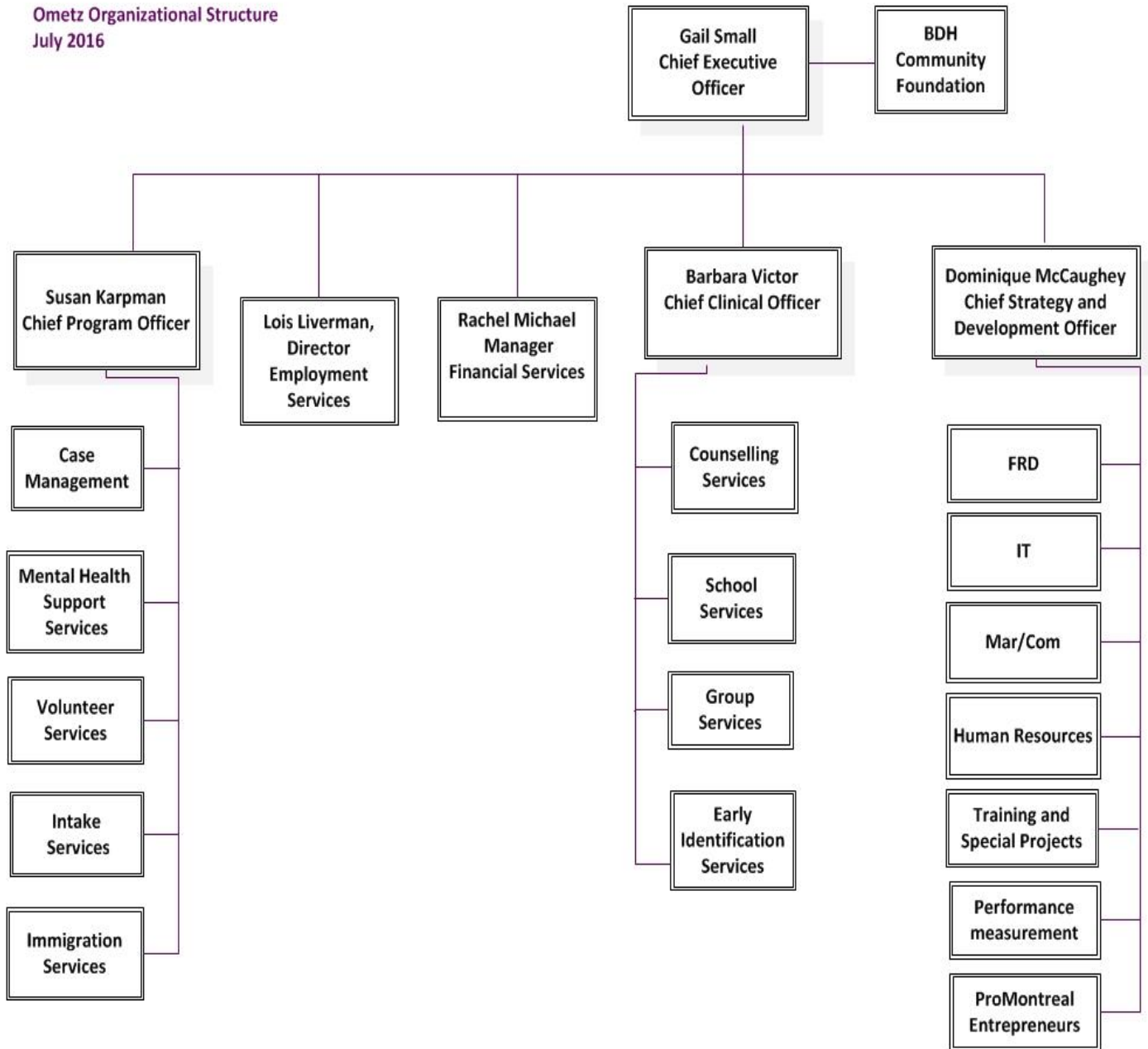
## Policies

The agency has a number of policies, with which the Board should be familiar, namely:

Privacy Policy	appendix II
Conflicts of Interest Policy	appendix III
Whistle Blowing Policy	appendix IV

# How Our Agency Is Structured

Ometz Organizational Structure  
July 2016



# Organizational Structures and Functions of Ometz

## 1. Related Corporate Entities

**BDH Community Foundation** (provides annual funding to Ometz)

## 2. Locations

Ometz is located in the Cummings Building of the Jewish Community Campus.

1 Cummings Square, Montreal, Quebec, H3W 1M6

Telephone: (514) 342-0000

Fax: (514) 342-2371

E-mail: [info@Ometz.ca](mailto:info@Ometz.ca)

Website: [www.Ometz.ca](http://www.Ometz.ca)

**Other locations include:**

**Counselling services** are offered on the West Island at:

FEDERATION CJA West Island

96 Roger Pilon, Dollard-des-Ormeaux (corner Westpark), (514) 290-2122.

**Mental Health Support Services** has a Community Centre located at:

6100 Côte-des-Neiges, suite 201 (south of Van Horne), 514-731-7943

## 3. Ometz Affiliations

Ometz works in partnership with many other organizations and funders. A complete list can be found on our website [www.Ometz.ca](http://www.Ometz.ca)

## Agency Executive Team

**Gail Small** – Chief Executive Officer

514-734-1451

[gail.small@Ometz.ca](mailto:gail.small@Ometz.ca)

**Susan Karpman** – Chief Program Officer (CPO)

514-734-1469

[susan.karpman@Ometz.ca](mailto:susan.karpman@Ometz.ca)

The CPO has strategic and operational responsibility for a comprehensive array of services and programs. The CPO is responsible for daily operations, which includes the development, operation and improvement of efficient and effective programs and administrative systems.

**Dominique McCaughey** – Chief Strategy and Development Officer (CSDO)

514-345-2619

[dominique.mccaughey@Ometz.ca](mailto:dominique.mccaughey@Ometz.ca)

Focus is on organizational health and growth. The CSDO is responsible for the following functions and/or units: organizational development, risk management, information technology, marketing and communications, human resources, organizational performance and measurement.

**Barbara Victor** – Chief Clinical Officer (CCO)

514-734-1466

[barbara.victor@Ometz.ca](mailto:barbara.victor@Ometz.ca)

The CCO supports the agency's services to individuals, children and families by providing clinical leadership, strategic vision, and direction to a broad range of programs and services. The CCO collaborates with colleagues at all levels and across multiple services, ensuring best practices, and sound clinical management.

## History of Our Agency: The Three Agencies That Merged to Form Ometz

Ometz was founded in 2008 as the merger of these three agencies.

### Jewish Employment Montreal (JEM)

In the 1930s, the Federation of Jewish Philanthropies of Montreal, a forerunner of today's Federation CJA, undertook a study of the needs, arising from the Depression, for vocational guidance and job placement facilities for youth. *A Survey of Employment Opportunities for Jews in Montreal*, undertaken by Dr. Frances S. Alexander of McGill University, reported discrimination in the workplace against members of the Jewish faith, over-concentration of Jewish youth in already overcrowded clerical occupations, a lack of specialized vocational training facilities, dissatisfaction with current employment, and a general lack of any kind of organized realistic planning for the future on the part of Jewish young people. The report concluded with a recommendation to establish a Vocational Guidance and Employment Bureau for Jewish Youth.

Implementation of the service was delayed by the advent of World War II but finally became a reality known as Jewish Vocational Service (JVS), which was instituted in March 1945. The JVS Jewish Workshop was founded in 1950 as a sheltered work environment for workers with special challenges.

### Jewish Family Services (JFS)

In 1863, a group of Jewish men gathered in a room over a store on Great St. James Street in Montreal and established the Young Men's Hebrew Benevolent Society. This newly formed organization dedicated its mission to the social welfare of our community. Their action took incredible foresight. At the time, there were fewer than 1,000 Jews in Montreal and the community was not experiencing any unusual economic hardship. Little did our forefathers realize the key role their organization would play in shaping the Jewish community in the years to come.

A continuing tide of immigration meant that by 1890, barely 25 years later, the demand for services had exceeded the capacity of the small community. The Young Men's Hebrew Benevolent Society sought help from Jewry's greatest philanthropist of the nineteenth century—Austrian railway magnate, Baron Maurice de Hirsch. To acknowledge the Baron's gift of \$20,000, the Society renamed itself the Baron de Hirsch Institute.

At first, the Institute strove to meet the needs of Jewish immigrants and to subsidize the education of poor children. The Institute founded two orphanages and a Free School, and inaugurated the Child Welfare Bureau. As urban and community life became more complex, the Institute also gave birth to a number of sister agencies. In 1917, it initiated the formation of the Federation of Jewish Philanthropies of Montreal, the first such coordinating body in Canada. The creation of this

Federation (a precursor of Allied Jewish Community Services (AJCS), now Federation CJA) reflected the growth of the community in terms of both size and complexity.

In 1971, when the Quebec Government took over the delivery of social services, the network of Jewish Community Services was already well established. In 1974, the Baron de Hirsch Institute underwent a profound transformation, one that saw an incorporation of many of its programs and human resources into the new public organization, Jewish Family Services Social Service Centre (JFS-SSC). The corporation Jewish Family Services of Montreal maintained the JFS-SSC.

The law established a structure by which corporate owners were legally bound to the public establishments that were created. This is how the Institute appointed three members to the JFS-SSC Board of Directors and held its Charter of incorporation, through Jewish Family Services of Montreal. Baron de Hirsch Institute shaped the Social Service Centre and was organically linked with it until the latest Law Reform on Health and Social services in April 1993.

After April 1, 1993, Baron de Hirsch Institute operated again as an autonomous agency, servicing the social service needs of the Jewish community. As of that time, it adopted its formal name Jewish Family Services of the Baron de Hirsch Institute.

Both Jewish Employment Montreal and Jewish Family Services joined networks of similar agencies in North America, South America and Israel. Jewish Employment Montreal was affiliated with the International Association of Jewish Vocational Services and Jewish Family Services was affiliated with the Association of Jewish Family and Children's Services. As the vocational services in most communities had merged with Jewish Family Services, so their umbrella organizations merged in 2016 to become the Network of Jewish Human Service Agencies

## **Jewish Immigrant Aid Services (JIAS)**

JIAS was created in 1919 at the first plenary assembly of the newly established Canadian Jewish Congress in Montreal to cope with the increased demands of immigrant aid work posed by the massive immigration of the beleaguered Eastern European Jewry. JIAS was deeply involved in the admission and resettlement of a large number of Jewish Holocaust survivors, including the admission of Jewish war orphans to Canada in 1947.

Following the establishment of the State of Israel and the emigration of Jews living in Arab countries to Israel, a large number still came to Canada. Jews from Morocco, for the most part settled here as well as those from Iraq, Egypt, and Iran, and their traditions and cultures brought new vitality to the Jewish community.

Between 1960 and 1980, JIAS was involved in the admission and rescue of thousands of Jews from North Africa who are now an integral part of the Montreal Jewish community and represent 25% of its population. In the 1980's JIAS was involved in the rescue of Ethiopian Jews. At that time, Montreal was the only other community besides Israel that was settling Ethiopian Jews. At



the same time, there was also a slow trickle of Jews from Eastern Europe (former U.S.S.R., Poland, Romania, and Hungary) who came to Canada as refugees, sponsored by JIAS.

After 1989 and the collapse of the Soviet Union, the majority of JIAS clients were from the former Soviet Union. With travel restrictions lifted and entry to Canada fairly unrestricted, thousands have made their way to Montreal. Many came as refugee claimants fleeing anti-Semitism in Russia, in the Ukraine and other republics. Once here in Canada most were recognized as legitimate refugees and were permitted stay. Others came as independent immigrants qualifying as permanent residents based on educational and professional experiences, age and language ability. Some of those who arrived were part of special programs established in agreement with the Quebec Immigration Ministry, JIAS and Federation CJA.

In the rush to leave the Soviet Union, many Jews went to Israel. At that time, (1989-1990), it was the only country in the free world prepared to accept such large numbers so quickly. Although a certain number may have preferred to go to the United States or Canada, it was difficult due to bureaucratic reasons. Since then some have determined that Israel is not the place for them and have moved to Canada as legitimate independent immigrants, having qualified according to immigration criteria, as any other immigrant.

Although the majority of immigrants before the merger were originally from the former Soviet Union, JIAS also served immigrants from other countries, including Argentina, Brazil, North Africa, France and other European countries.

## **Our Present: The Founding of Ometz**

Ometz was formed in 2008. The primary goal of the merger was to create one agency – one central address- that would provide a range of integrated services in response to diverse needs. In doing so, we wanted to achieve the following:

- Offer a more comprehensive continuum of services; i.e. a one-stop shop that would allow clients a seamless access to a wide range of services.
- Enhance organizational capacity building by leveraging and pooling the strengths of each organization.
- Achieve greater financial stability by creating operational efficiencies/economies of scale, by expanding and diversifying fundraising and by reducing competitive fundraising.
- Achieve stronger strategic positioning through increased market share and pooled leadership

Another goal of the merger was to operate under the best principles of nonprofit governance. That meant a small board whose members are all actively engaged in their board service. A characteristic of this approach is that the Board makes all decisions rather than approving decisions previously made by an Executive Committee.

# Our Future: Our Current Strategic Direction (2016-2019)

Four strategic pillars focusing on financial sustainability:

## 1. Strive for maximum efficiencies

**Outcome:** Operate as efficiently and leanly as possible without compromising quality of service & responsiveness.

- Consolidate services
- Multi-disciplinary teams
- Supervision model
- Staff productivity
- Performance measurement
- Inter-org. shared service
- IT & service delivery

## 2. Increase fee for service

**Outcome:** Leverage and build on our expertise to sell service in order to generate profits.

- Child centre
- Other fee for service opportunities

## 3. Expand funding sources

**Outcome:** Expand, diversify and strengthen funding sources (FCJA, gov't., corporations, foundations & donors).

- Engagement with current donors
- Collaborative approach with FCJA
- New donors
- Development plan

## 4. Build the Ometz brand

**Outcome:** Raise the stature and profile of Ometz within the Jewish community & the Montreal community at large.

- Implement 6 mth. plan
- Develop & implement new 12 mth. plan

# Our Strategic Partner: Federation CJA

## Brief History of Federation CJA (FCJA)

The incorporation on January 1st, 1917, of the "Federation of Jewish Philanthropies," was an historic achievement for Montreal Jewry and, indeed, for the entire Jewish Community of Canada. Development of this Federation - Canada's first - reflected the growth of the community in terms of both size and complexity.

Early waves of immigration to Quebec resulted in an explosive but uncoordinated growth of organizations mandated to cope with the varied requirements of recent Jewish arrivals.

The Federation was founded to bring a sense of order into this increasingly complex scene, to combine and rationalize fundraising efforts, to "co-ordinate the various charitable bodies, with a view to obtaining the greatest efficiency with the least possible expense and labour."

With increasing immigration during the 1900s, Montreal's Jewish Community remained sensitive to the need for change. The development of the "Federation of Jewish Community Services in 1951, in effect reflected a new understanding of society... welfare was a matter of right... the community had to respond to the needs of all of its members."

Fourteen years later, at the 1965 Annual Meeting, the Federation entered its third phase— becoming "Allied Jewish Community Services (AJCS)," a change in title which underscored the greater emphasis placed on planning and coordination of services. The organization has continued to evolve and develop to contend with rapidly-changing circumstances in modern society.

In 1992, AJCS once again changed its name, becoming Federation CJA. This change was made to reflect the new reality of a bilingual corporate identity, while strengthening the link between Combined Jewish Appeal, the Federation of Jewish Community Services, and the network of agencies under its umbrella.

## Federation CJA Today

Federation CJA (FCJA) and its family of agencies is the cornerstone of Montreal's 90,000 member Jewish Community.

Combined Jewish Appeal (CJA), the fundraising arm of Federation CJA, conducts an annual fundraising campaign in support of the social, health, welfare, educational, and cultural needs in Montreal, Israel, nationally and worldwide and in response to special needs which may periodically arise. Community services function as one system, each agency complementing the other, in order to guarantee all members of our communal family a high quality of life regardless of age, origin or financial means.

The composition of the Jewish Community reflects the diversity of the Jewish people. A majority of the community is Ashkenazi, with origins mainly in Eastern and central Europe and a significant portion (approx. 25%) constitutes the French-speaking Sephardi community, mostly of North African origin. Other major components of the communal mosaic include immigrants from the former Soviet Union, the Middle East and South America.

## **Organizations Associated with FCJA**

For a list of organizations serving the Montreal Jewish Community associated with FCJA click on the following link: <https://www.federationcja.org/en/who/agencies/>

# Appendix I By-Laws of Agence Ometz 2017

## ARTICLE 1 DEFINITIONS

1.1 For the purposes hereof:

- 1.1.1 “Agence Ometz” means a legal person constituted by letters patent granted by the Inspecteur général des institutions financières under Part III of the Companies Act (Québec).
- 1.1.2 “AGM” means an annual general meeting of the Members of Agence Ometz.
- 1.1.3 “Board of Directors” or the “Board” means the Board of Directors of Agence Ometz elected in accordance with Article 6.
- 1.1.4 “CEO” means the Chief Executive Officer of Agence Ometz as appointed pursuant to Article 9.
- 1.1.5 “Chair” means, as the case may be, the person who presides over a meeting of the Board or a Standing Committee.
- 1.1.6 “Directors” means those persons elected or appointed to the Board of Directors, and a “Director” means any one of them.
- 1.1.7 “Immediate Past President” means, at any given time, the person who held the office of President of Agence Ometz immediately prior to the current President.
- 1.1.8 “Member” means any person who has contributed \$108 to Ometz within one (1) year prior to the applicable record date. “Record date” means a date to be established by the Secretary/Treasurer prior to each meeting of Members for purposes of determining membership eligibility.
- 1.1.9 “Officers” means those persons who have been elected to a defined office of Agence Ometz pursuant to Article 7 and “Officer” means any one of them.
- 1.1.10 “President” means the President of Agence Ometz as appointed pursuant to Article 7.
- 1.1.11 “Secretary/Treasurer” means the Secretary/Treasurer of Agence Ometz as appointed pursuant to Article 7.

**1.1.12** “Standing Committees” means the Audit Committee, the Finance Committee, the Governance Committee, the Nominating Committee and the Personnel Committee as contemplated in Article 8 hereof and “Standing Committee” means any one of them.

**1.1.13** “Vice President” means one of the two (2) Vice Presidents of Agence Ometz as appointed pursuant to Article 7.

## **ARTICLE 2** PURPOSES

**2.1** Operated solely for public benefit and without pecuniary gain for the Members, the Purposes of Agence Ometz are as follows:

Agence Ometz is a human service organization offering community, employment and immigration services to a) help individuals fulfill their potential; and, b) support and develop the growth and vitality of the Montreal Jewish community and the community at large.

## **ARTICLE 3** Corporate matters

**3.1** Head office. The head office of Agence Ometz shall be situated at Edifice Cummings House, 5151 Côte Ste-Catherine Road, in the City of Montréal, Province of Quebec or at such other place as the Board of Directors may from time to time determine.

**3.2** Corporate Seal. The seal of Agence Ometz, if any, shall be determined by the Board from time to time. The absence of a seal on any document signed in the name of Agence Ometz shall not render such document invalid or void.

**3.3** Fiscal Year. The fiscal year-end of Agence Ometz in each year shall be March 31st or such other date as the Board of Directors may determine from time to time.

## **ARTICLE 4** MEMBERSHIP

**4.1** Every Member shall be entitled to attend and vote at the Annual General Meeting or at any Special Meeting of Agence Ometz and to such other rights and privileges as set forth by the Board of Directors, this by-law and as circumscribed by applicable law.

**4.2** Any Member may resign from Agence Ometz by delivering to the Secretary/Treasurer a written notice of resignation, which shall take effect upon receipt by the Secretary/Treasurer.

**4.3** The Board shall have the power to refuse membership to any applicant and to cancel or suspend the membership of any Member upon reasonable grounds as determined by the Board acting in good faith.

In order to remove a Member from Membership, the Board must send a written notice to the Member advising such Member that removal is being contemplated and providing the Member with ten (10) business days in which to submit, in writing, reasons in support of his/her view that the Board's decision is unfounded or unjust. The Board shall render its final decision within twenty (20) business days following its receipt of the Member's written response as described above.

## **ARTICLE 5** Meetings of the Members

**5.1** Meetings. Any meeting of the Members shall be held at the head office of Agence Ometz or at any place in Quebec and on such date as the President of the Board may determine from time to time.

**5.2** Quorum. The presence of a no fewer than twenty (20) Members in attendance and in good standing shall constitute a quorum for the transaction of business at all Annual and Special meetings of Agence Ometz.

**5.3** Annual General Meeting. An Annual General Meeting of Agence Ometz shall be held each year as soon as practicable after the close of the fiscal year. The following business shall be transacted at the Annual General Meeting:

- (a) Presentation of the annual report and financial statements of Agence Ometz;
- (b) Election of the Directors;
- (c) Appointment of the auditors; and
- (d) Any other business as may properly come before it.

**5.4** Special Meetings. The Board shall have the power to call, at any time, a special meeting of the Members.

**5.5** Notice. Notice of the AGM or any special meeting of the Members may be given by ordinary or electronic mail, or by any other generally-accepted electronic or telecommunication means, to each Member at the last known address as appears in the records of Agence Ometz or by public notice or advertisement in at least one (1) publication generally available in the judicial district of Montreal.

Notice of a meeting shall be given at least twenty-one (21) days prior, in the case of the AGM, and at least seven (7) days prior, in the case of any special meeting

indicating the time, place and objects thereof. Any irregularity in the notice shall not invalidate the meeting, nor any action taken or resolution adopted thereat.

**5.6** Chair. The President, and in the absence of the President, a Vice President, and in the absence of both of them, the Secretary/Treasurer shall be the Chair of all meetings of the members.

**5.7** Voting. Each Member shall be entitled to one (1) vote. Voting shall be in person and not by proxy, and shall be conducted by a show of hands unless it is the will of the meeting that voting on any question be conducted by ballot.

A simple majority of votes shall carry any resolution unless a special majority is required under this by-law or otherwise by law. In the case of a tie vote, the Chair of the meeting shall be entitled to cast the deciding vote.

## **ARTICLE 6** Board of Directors

### **6.1** Composition.

**6.1.1** The affairs of Agence Ometz shall be managed by a Board of Directors comprised of between twelve (12) and fifteen (15) persons, elected by the Members, at the Annual General Meeting.

**6.1.2** The Immediate Past President, in the two (2) years immediately following his/her term as President, will remain on the Board occupying one of the twelve (12) to fifteen (15) Board positions.

**6.1.3** The Officers may, by resolution, appoint a Member to fill a vacancy on the Board of Directors, in which case the person appointed to fill a vacancy shall serve for the unexpired term of the Director. Any Director so appointed shall be eligible for re-election.

**6.1.4** The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his/her position as a Director, provided that a Director may be reimbursed for reasonable expenses incurred in the performance of his/her duties.

### **6.2** Eligibility.

**6.2.1** In order to be qualified to be Director, a person shall be a Member in good standing in accordance with section 1.1.8 above and be willing to devote time and attention to advance the mission and achieve the objectives of Agence Ometz.

**6.2.2** No person shall be qualified to be a Director if he/she is less than eighteen (18) years of age; is of unsound mind and has been so found



by a court in Canada or elsewhere; or has the status of an undischarged bankrupt.

- 6.2.3** Any person who refuses to remove all barriers within his control that would prevent the remarriage of his spouse in accordance with Jewish law is ineligible to be nominated, appointed, elected, or to serve as a Director.

### **6.3** Election Process.

- 6.3.1** The Nominating Committee shall submit to the Board, for the Board's approval its recommended slate for Directors. Such slate shall be submitted to the Board for its approval no later than twenty-one (21) days prior to the time at which notice of said AGM is sent to the Members in accordance with section 5.5 hereof.
- 6.3.2** At each AGM, the slate of Directors proposed by the Nominating Committee shall be proposed for election by the Members.
- 6.3.3** The Members shall be entitled to make nominations to the Board. Such nominations shall require a written nomination signed by at least twenty (20) Members, and shall be delivered to the Secretary/Treasurer at least thirty (30) days prior to the AGM.

### **6.4** Terms.

- 6.4.1** Directors shall be elected for a term of two (2) years, and may serve a maximum of three (3) consecutive two (2) year terms. Where the Director is an Officer, the term may be extended to permit the Director to complete his/her term.
- 6.4.2** No Member may serve as a Director for a period longer than six (6) years; provided, however, a member may continue to serve as a Director for longer than 6 years if the Member is appointed an Officer; provided further, however, that no Member may serve more than 14 years in the aggregate. Should the Officers determine that there is an exceptional reason to extend the term of a Director beyond the term limits described above, then, upon recommendation by the Officers, the Board of Directors can approve a one-time one (1) year extension for such Director.

### **6.5** Powers.

- 6.5.1** The Board of Directors shall have all powers requisite to manage the affairs of Agence Ometz, including, without limitation, the power to:

- (a) Establish and carry out policies in furtherance of the Purposes.
- (b) Employ, terminate, evaluate and determine the compensation of the CEO.
- (c) Approve, reject, or otherwise deal with reports and submissions of all Committees, Officers and Staff of Agence Ometz.
- (d) Form or cause to be formed any additional committees not otherwise provided for in these by-laws that it may deem necessary for the furtherance of the Purposes.
- (e) Approve the annual operating budget, as recommended by the Finance Committee and CEO.

Exercise all other powers incidental to the proper carrying out of functions, policies and purposes of Agence Ometz.

**6.6** Meetings.

- 6.6.1** The Board of Directors shall hold regular meetings not less than eight (8) times per year at its head office or at such other place as may be designated by the President.
- 6.6.2** The Secretary/Treasurer shall ensure that at least seven (7) days' notice of all meetings of the Board of Directors is given. Whenever possible, the minutes of the previous meeting and the agenda for the forthcoming meeting shall be provided with the notice of the meeting.
- 6.6.3** A quorum of the Board of Directors shall consist of the presence of a majority of the Directors.
- 6.6.4** Each Director shall be entitled to cast one (1) vote on any question arising at all meetings, with the exception of the Chair of the meeting who shall, in the case of a tie vote, be entitled to cast the deciding vote. A simple majority of votes cast shall carry any resolution of the Board of Directors unless otherwise provided for in this by-law or otherwise specifically required by law;
- 6.6.5** Directors may participate in and vote at a meeting of the Board of Directors, by means of telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate in real time with each other. Directors so participating shall be deemed to be present at the meeting.

**6.7** Vacancies. A Director's office shall be vacated:

- (a) if the Director resigns his or her office by delivering a written notice of resignation to the Secretary/Treasurer;
- (b) if the Director is found by a Court to be of unsound mind;
- (c) if the Director fails to attend any three (3) meetings of the Board of Directors in any period of twelve (12) consecutive months and such removal is approved by the Board of Directors; or
- (d) on the Director's death

**6.8** Removal. A Director may be removed for cause at any meeting of the Board by majority vote of all Directors then serving or by resolution signed by all of the Directors then serving. In the case of a resolution to remove the President, a two-thirds (2/3) majority vote of all Directors then serving or a resolution signed by all of the Directors then serving shall be required. A thirty (30) day written notice from the President (or from the Secretary/Treasurer in the case that the removal being contemplated is the President) shall be given to any Director whose removal from office is being considered. The Director shall be given an opportunity to present his/her case to the Board. If the Director is an Officer, the removal shall apply to his/her role as Officer as well.

## **ARTICLE 7** Officers

**7.1** Officers. The Officers of Agence Ometz shall consist of a CEO, a President, two (2) Vice Presidents, and the Secretary/Treasurer. No two (2) Offices may be held by the same person at the same time.

**7.2** Appointment. Other than the CEO, the Officers shall be Directors and shall be appointed by the Board at the first meeting of the Board of Directors immediately following the Annual General meeting.

In order to be appointed as an officer, a member must have served for at least one (1) year as Director.

**7.3** Term. Other than the CEO, Officers shall hold office for a term of two (2) years from the date of their appointment, or until their successors are appointed. A Director may serve a maximum of three (3) consecutive terms as an Officer but may not serve more than two (2) consecutive terms in the same Office. Notwithstanding the foregoing, the time during which an Officer holds an Office as a replacement for an Officer who has resigned, shall not be counted towards the term of such Officer.

**7.4** Signing authority. Unless a specific form of execution is expressly required under any resolution adopted by the Board of Directors or under any by-law of Agence Ometz,

any two (2) Officers shall be authorized to sign all documents and instruments requiring execution by Agence Ometz.

**7.5** Officer Powers. The Officers shall:

- (a) Plan and set the agenda for Board meetings
- (b) Frame issues for discussion by the Board.
- (c) Monitor the implementation of Board decisions, and report to the Board.
- (d) Exercise such other authority as may be conferred upon them by the Board of Directors.

**7.6** President. The President, and in the absence of the President, a Vice President, and in the absence of both of them, the Secretary/Treasurer, shall be the Chair of the Board of Directors, and shall exercise a general supervision over the affairs of Agence Ometz.

**7.7** Vice Presidents. The First and Second Vice Presidents shall assist the President in the performance of his or her duties. The First Vice President shall succeed the President. The Second Vice President shall succeed the First Vice President. In the absence of the President, the First Vice President shall perform the duties and exercise the powers of the President.

**7.8** Secretary/Treasurer. The Secretary/Treasurer shall:

**7.8.1** Ensure that all votes and the minutes for all meetings of the Members and the Board of Directors of Agence Ometz are recorded. He/she shall give or cause to be given notice of all meetings of the Members and of the Board and shall perform such other duties as may be required by the Board.

**7.8.2** Oversee the finances of Agence Ometz. He/she shall ensure that all monies and other funds of Agence Ometz are deposited in the name of Agence Ometz in such bank or other financial institutions as may be designated by the Board of Directors. The Secretary/Treasurer shall submit financial reports to the Board of Directors from time to time, and shall ensure that the auditors' report is submitted to the Board of Directors at the regular meeting which precedes the Annual General Meeting of the Members or at a Special Meeting of the Board of Directors called for that purpose. The Secretary/Treasurer shall be the Chair of the Finance Committee.

## **ARTICLE 8** Committees

**8.1** Committees. The Board shall have the Standing Committees described below in this Article 8. The Board shall from time to time determine the mandate of each Standing Committee, including the number of members, duties, terms and conditions of each Standing Committee. In addition, the Board may establish other ad hoc operational committees, on such terms and conditions as the Board deems appropriate

**8.2** Standing Committees. Agence Ometz shall have the following Standing Committees., each of whose members shall be elected by the Board:

**8.2.1** Audit Committee

**8.2.2** Finance Committee

**8.2.3** Governance Committee

**8.2.4** Nominating Committee

**8.2.5** Personnel Committee

**8.3** Rules Applicable to All Standing Committees.

**8.3.1** Unless otherwise specified by these by-laws, the President shall appoint the Chair of all committees.

**8.3.2** The Chair of each Standing Committee, other than the Audit Committee, shall be a Director.

**8.3.3** The Chair of each Standing Committee shall nominate the other members of such Standing Committee to the Board for its approval.

**8.3.4** The CEO shall be an ex-officio non-voting member of each Standing Committee.

**8.3.5** Each committee shall meet at the call of its Chair, and at such place in the Province of Quebec as may be designated by the Chair. Each member of a committee shall be entitled to cast one (1) vote on any question, with the exception of the Chair of the meeting who shall, in the case of a tie vote, be entitled to cast the deciding vote. A simple majority of votes shall carry any resolution.

**8.3.6** Committee members may participate in and vote at a Committee meeting by means of telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate in real time with each other. Committee members so participating shall be deemed to be present at the meeting.

**8.3.7** Each committee shall function within the terms of its mandate as conferred by the Board of Directors or the Officers, as the case may be.

## **8.4** Responsibilities of the Standing Committees

### **8.4.1** Audit Committee.

- (a)** The Audit Committee shall (i) review and recommend to the Board for approval the annual financial statements of Agence Ometz; (ii) recommend to the Board, annually, the auditors of Agence Ometz for the following year; (iii) oversee the independent audit of the books and records of Agence Ometz by its auditors; (iv) Oversee the accounting systems and internal controls of Agence Ometz; and, (v) Ensure the performance of all relevant statutory financial reporting obligations.
- (b)** The Audit Committee shall be chaired by an individual who is not a Director, appointed by the President and approved by the Board.
- (c)** The Audit Committee shall be composed of at least two (2) members of the community and shall include the Secretary/Treasurer who shall be an ex-officio member of the Committee.

### **8.4.2** Finance Committee.

- (a)** The Finance Committee shall be the general financial supervisory arm of the Board of Directors controlling the overall aspects of the finances of Agence Ometz, subject to the supervision of the Board of Directors.
- (b)** The Secretary/Treasurer shall be the Chair of the Finance Committee.
- (c)** The Finance Committee shall be composed of at least two (2) Directors.

### **8.4.3** Governance Committee.

- (a)** The Governance Committee shall assist the Board in fulfilling its legal, ethical and functional responsibilities through adequate governance and policy development, recruitment strategies, training programs, monitoring of Board processes and evaluation of Board members' performance.
- (b)** A Vice President shall be the Chair of the Governance Committee.

- (c) The Governance Committee shall be composed of at least two (2) Directors.

#### **8.4.4** Nominating Committee

- (a) The Nominating Committee shall recruit and nominate Directors and submit to the Board, for approval its nominating report for the Directors to be elected by the Members at the next AGM.
- (b) The Immediate Past President shall be the Chair of the Nominating Committee.
- (c) The Board of Directors shall, upon recommendation of the Chair of the Nominating Committee, no later than Feb. 1st of each year, appoint no fewer than three (3) and no more than five (5) members of the Nominating Committee.

#### **8.4.5** Personnel Committee

- (a) The Personnel Committee shall (i) oversee the ongoing performance and annual compensation review of the CEO and make recommendations to the Board with respect thereto; (ii) as and when required, oversee the process of identifying a new CEO and make recommendations to the Board with respect thereto; (iii) negotiate the contract of the CEO subject to Board approval.
- (b) The President shall be the Chair of the Personnel Committee.
- (c) The Personnel Committee shall be composed of the First Vice President and the Immediate Past President.

### **ARTICLE 9** The Chief Executive Officer (CEO)

**9.1** Hiring. The CEO of Agence Ometz shall be hired by the Board of Directors upon recommendation of the Personnel Committee.

**9.2** Contract. The contract of the CEO shall be prepared and negotiated by the Personnel Committee. The contract shall be approved by the Board.

**9.3** Functions. The CEO shall be responsible for the general and active management of the affairs of Agence Ometz; shall ensure that all orders and resolutions of the Board are implemented; and shall perform such other duties as may be determined by the Board from time to time. The CEO shall have the power to engage and discharge all employees of Agence Ometz.

The CEO shall report to and be responsible to the Board of Directors. The Personnel Committee shall ensure that an annual performance review is conducted and shall review it.

The CEO shall be an ex-officio participant at the Board meetings.

## **ARTICLE 10** Banking

- 10.1** All monies, cheques and other negotiable instruments and funds received on behalf of Agence Ometz shall be deposited in an account or accounts in the name of Agence Ometz in a bank or banks approved by the Board of Directors, and the same shall be paid out only by way of cheques signed by such Officers, Directors or employees of Agence Ometz as the Board of Directors may expressly authorize for that purpose.
- 10.2** Cheques or other negotiable instruments made to the order of Agence Ometz shall be endorsed by an Officer or other person authorized by the Board of Directors for deposit to the credit of Agence Ometz.
- 10.3** All deeds, documents, promissory notes, bonds, or debentures requiring the signature or endorsement of Agence Ometz shall be signed or endorsed, as the case may be, by any two (2) Officers or by such other persons as the Board of Directors may appoint.

## **ARTICLE 11** Borrowing

- 11.1** Without limitation of any powers conferred upon the Board of Directors by statute, by the letters patent of Agence Ometz, by this by-law, or otherwise, it is hereby expressly provided that the Board of Directors shall have the following powers:
- 11.1.1** To purchase or otherwise acquire for Agence Ometz any property, rights, privileges, stocks, bonds, debentures, or other securities which Agence Ometz is authorized to acquire, at such price or consideration and generally on such general terms and conditions as the Board of Directors may deem fit;
  - 11.1.2** To borrow money upon the credit of Agence Ometz by means of hypothec, mortgage or pledge, whether on the immovable or moveable property of Agence Ometz, or to give all such guarantees, to secure the payment of loans made otherwise than by the issue of bonds, debentures or hypothecs, as well as the payment or performance of any other debt, contract or obligation of Agence Ometz;
  - 11.1.3** At its discretion, to pay for any property rights, privileges, stock, bonds, debentures, or other securities acquired by Agence Ometz, in whole or



in part with money, stocks, bonds, debentures, or other securities belonging to Agence Ometz;

- 11.1.4** To sell, lease or otherwise dispose of any property, immoveable or moveable, assets, interest or effects of Agence Ometz for such price or consideration and on such general terms and conditions as the Board of Directors may deem fit; and
- 11.1.5** To appoint any person or corporation to accept and hold in trust for Agence Ometz any property belonging to Agence Ometz or in which it has an interest or for any other purpose and to execute and do all such deeds and things as may be requisite in relation to any such trust.

## **ARTICLE 12** Amendments

- 12.1** Any enactment, amendment, or repeal of a by-law of Agence Ometz shall be
  - 12.1.1** proposed by the Governance Committee and adopted by resolution of the Board of Directors by a special majority of at least two-thirds (2/3) of the number of Directors present and voting at a Special meeting of the Board of Directors called for that purpose; and
  - 12.1.2** adopted by special resolution of the Members by special majority of at least two-thirds (2/3) of the Members present and voting, following a notice given to all Members in accordance with Article 5, which notice shall include the text of the resolution proposed to enact, amend or repeal the by-law.

## **ARTICLE 13** Indemnification of directors and officers

- 13.1** No Director, Officer, or member of any committee of Agence Ometz shall be liable for the acts or omissions of any other Director, Officer, or member of any committee of Agence Ometz or of any employee of Agence Ometz.
- 13.2** No Director, Officer, or member of any committee of Agence Ometz shall be liable for any liability or expense sustained or incurred by Agence Ometz as a result of the execution by such person of the duties of that person's office or position unless such liability or expense was sustained or incurred because of that person's willful neglect, dishonesty or bad faith.
- 13.3** Every Director, Officer, or member of any committee of Agence Ometz and their heirs, executors and administrators and their estates and effects, respectively, shall be indemnified and saved harmless by, or out of the funds of, Agence Ometz, from time

to time and at all times, from and against: all costs, charges and expenses whatsoever that such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against any such person for or in respect of any act, deed, matter or thing whatsoever, heretofore or hereafter made, done or permitted by such person in or about the execution of the normal course of such person's functions and duties; and all other costs, charges and expenses that such person sustains or incurs in and about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the wilful neglect, dishonesty, bad faith, or default of such person.

- 13.4** Liability insurance shall be purchased and maintained by Agence Ometz in favour of the persons mentioned in this section.

#### **ARTICLE 14** Dissolution

- 14.1** In the event of the dissolution or winding up of Agence Ometz, all remaining assets shall be distributed to one or more qualified donees within the meaning of the Income Tax Act (Canada), as designated by resolution of the Board, upon a two-thirds (2/3) majority vote with at least two-thirds (2/3) of Directors in office present at such Meeting.

#### **ARTICLE 15** Conflict of Interest

- 15.1** Any member serving on the Board of Directors, or any duly constituted committee shall, in the case of a conflict of interest, refrain from voting on any matters affected directly or indirectly in this regard. A member, having such a conflict of interest shall so inform either the President, or a Vice President or, in the event that be impractical, the Chair of any committee liable to be affected. He or she shall leave the room during any meeting when matters relative to such conflict of interest may be discussed and shall further refrain from participating in any discussion in this regard with other members. By way of example and without limiting the generality of the foregoing, a conflict shall be deemed to exist under the following circumstances, if a member:

- 15.1.1** has a direct or indirect pecuniary interest in a matter under consideration;
- 15.1.2** is employed by, or otherwise participates in an organization or agency, other than Federation CJA or its constituent agencies the decisions of which may impact on Agence Ometz;
- 15.1.3** is directly or indirectly monetarily involved in the leasing of property to Agence Ometz;

**15.1.4** could reasonably expect to be remunerated with respect to the issue(s) under discussion.

**ARTICLE 16** Interpretation

**16.1** Interpretation. This By-Law comes into force and effect following ratification by the Members of Agence Ometz and replace and supercedes all prior versions of the general by-laws of Agence Ometz and, in particular, those approved by the Members on June 28, 2011.

Enacted by the Board of Directors, this 10th day of October, 2017.

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President

Confirmed by the Members at a Special Members Meeting, this 10th day of October, 2017.

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Secretary/Treasurer

# Appendix II Ometz Privacy Policy

## Statement and Purpose

Agence Ometz (“**Ometz**”) respects and upholds an individual’s right to privacy and to the protection of his/her personal information. OMETZ is committed to ensuring compliance with applicable privacy legislation.

## Implementation

### Accountability

Ometz is accountable for the personal donor, client, volunteer and employee information under its control. Ometz has appointed a privacy officer (the “**Privacy Officer**”) to be responsible for the organization’s compliance with this Policy.

### Purposes for Collection, Use and Disclosure

- a) Ometz collects and uses personal information about **DONORS** for the following purposes:
  - 1. Issuing tax receipts;
  - 2. Thanking donors for their contribution and support;
  - 3. Inviting donors to continue to support the organization;
  - 4. Identifying donor preferences; and
  - 5. Communicating information about our programs and services.
- b) Ometz collects and uses personal information about **CLIENTS** for the following purposes:
  - 1. Assessing client needs and providing for these needs;
  - 2. Determining service eligibility; and
  - 3. Communicating information about our programs and services.
- c) Ometz collects and uses personal information about **VOLUNTEERS** for the following purposes:
  - 1. Thanking volunteers for their dedication and support;
  - 2. Inviting volunteers to continue supporting the organization;
  - 3. Identifying volunteer preferences;
  - 4. Dealing with medical/emergency situations when necessary; and
  - 5. Communicating information about our programs and services.
- d) Ometz collects and uses personal information about employees for the following purposes:

1. Issuing pay cheques;
2. Providing benefits to employees; and
3. Dealing with medical/emergency situations when necessary.

Ometz identifies the reasons for collecting personal information before or at the time of collection. If any new purpose develops, Ometz will obtain individual consent before using the personal information for this new purpose. Purposes are limited to what a reasonable person would expect under the circumstances.

### **Disclosure of Information to Third Parties**

The only circumstance under which personal information may be disclosed to third parties is for the fulfillment of any purposes identified above, or as required by law. If personal information is disclosed for the fulfillment of any purposes identified above, Ometz will ensure that appropriate security undertakings, such as confidentiality clauses in contractual agreements, are employed to protect the transfer and use of personal information. Ometz does not sell, trade, or rent information to third parties.

### **Consent to Collection, Use, and Disclosure for Clients**

In certain circumstances (i.e. request for service) Ometz will assume consent to the collection and use of personal information. Ometz will always seek consent when disclosing personal information to a third party, unless required by law. Consent may be withdrawn at any time, subject to contractual or legal restrictions and reasonable notice.

### **Consent to Collection, Use and Disclosure for Donors, Clients, Volunteers and Employees**

In certain circumstances (i.e., making a donation, agreeing to the terms of employment or volunteering) Ometz will assume that consent to the collection, use, and disclosure of personal information is implied unless notified otherwise. Consent can be withdrawn at any time, subject to contractual or legal restrictions and reasonable notice.

### **Limiting Collection**

Ometz collects donor, client, volunteer and employee personal information only for the purposes identified above.

### **Limiting Use, Disclosure, and Retention**

OMETZ does not use or disclose personal information for any purpose other than those for which it was collected, except with consent or as required by law.

Personal information is retained only as long as is necessary for the fulfillment of the purposes for which it was collected, or as required by law or best clinical practice. Guidelines are in place for retaining and destroying personal information.

### **Accuracy**

OMETZ will make all reasonable efforts to ensure that personal information is as accurate, complete, and current as required for the purposes for which it was collected. OMETZ will correct any personal information if its accuracy and completeness is challenged and found to be deficient.

### **Openness**

OMETZ regularly reviews its privacy practices and may amend the policy from time to time. If substantial changes are made in the way OMETZ uses personal information, a notification will be placed on the website – [www.Ometz.ca](http://www.Ometz.ca)

### **Safeguards**

OMETZ protects personal information against loss or theft with appropriate security safeguards. Safeguards include physical, administrative, and electronic security measures. Information is safeguarded from unauthorized access, disclosure, copying, use or modification.

### **Individual Access**

Donors, clients, volunteers and employees have the right to access their personal information under the control of OMETZ. The Privacy Officer will assist with any access request. In certain exceptional situations, OMETZ may not be able to provide access to certain personal information that it holds about an individual. If access cannot be provided, OMETZ will provide notification, in writing, of the reasons for the refusal.

### **Concerns or Questions Regarding OMETZ Compliance**

Questions or concerns regarding Ometz compliance with this Policy should be directed to: [info@Ometz.ca](mailto:info@Ometz.ca)

OMETZ will inform complainants of avenues of recourse. These include Ometz internal complaint procedure, regulating bodies, and the Privacy Commissioner of Quebec. OMETZ will investigate all complaints received in writing.

# Appendix III Conflicts of Interest Policy for Directors of Agence Ometz

## Introduction

The purpose of the present document is to set forth a policy dealing with conflicts of interest applicable to Directors of Agence Ometz (collectively, the “Directors” and, individually, the “Director”).

In this document, the expression “Ometz” will be employed to refer to Agence Ometz.

In addition to the foregoing legislation, the Directors’ powers and duties are set forth in the *Civil Code of Quebec* (“CCQ”) and the By-Laws of Agence Ometz (the “By-Laws”).

### 1. Legal Background

Pursuant to Article 322 CCQ, each Director must act with prudence, diligence, honesty and loyalty in the best interests of Ometz.

These general duties are sometimes summarized as the “duty of care” and the “duty of loyalty.”

The duty of loyalty (which is sometimes referred to as the “fiduciary duty”) requires that a Director always act in good faith and honestly in the best interest of Ometz.

The notion of “best interest” means that a Director must put the interests of Ometz as a distinct organization ahead of any personal interests or those of any third party. For example, section 8.2.4 of the By-Laws requires the composition of the Board reflect the diversity of the community. To the extent that a Director is nominated to achieve this principle (eg. Ashkenazi/Sephardi balance, gender balance, etc.), the Director, once elected or appointed, owes no duty to act in the interest of the segment of the community from which the Director comes. On the contrary, all Directors, when acting as such, owe their duties solely to Ometz, independent of any other constituency.

The duty of loyalty also encompasses two important obligations: the avoidance of conflicts of interest, and confidentiality.

### 2. Conflict of Interest

In general, a Director must avoid situations where the Director’s personal interest would be in conflict with the performance of his/her obligations as Director of Ometz (Art. 324 CCQ).

“Personal interest” refers to a pecuniary (i.e. monetary or financial) interest.

## Examples of Conflicts of Interest

The following is a non-exhaustive list of situations in which a Director would be in a conflict of interest *vis-à-vis* Ometz, namely:

- a) a Director, directly or indirectly, has a personal interest in the outcome of deliberations of the Board;
- b) a Director, directly or indirectly, has a personal interest in a contract or a proposed contract to be entered into by Ometz;
- c) a Director, directly or indirectly, obtains, or is likely to obtain, a personal advantage as a result of a discretionary decision made by Ometz;
- d) a Director accepts gifts, gratuities, favours or any other remuneration from a firm or corporation engaged in or wishing to engage in transactions with Ometz, in consideration for or in connection with such transactions, except in the case of customary gifts of a purely nominal value;
- e) a Director uses an asset of Ometz for personal benefit or gain or for the benefit or gain of his/her family or friends.

## 2.2 Procedures in Conflicts of Interest Situations

Conflicts of Interest are not prohibited *per se*. In fact the CCQ (Art. 325) expressly permits directors to acquire property from the legal person or enter contracts with the legal person provided that the following safeguard procedures are met:

### 2.2.1 Disclosure

Any Director having a conflict of interest must disclose this situation to the Board at the earliest possible occasion. Such disclosure is recorded in the Minutes of the meeting.

### 2.2.2 Abstain From Discussion and Vote

Any Director having a conflict of interest with respect to an issue under discussion by the Board shall not participate in the discussion (unless the Director's participation is requested by the Board in order to answer questions) and shall abstain from voting thereon.

If appropriate, the Director may be asked to leave the meeting while the matter is discussed and voted upon.



### **3. Confidentiality**

During their tenure as Directors and even after leaving office, Directors are bound to respect the confidentiality of information received in the performance of their duties, including any confidential or privileged information concerning Ometz activities, its administrative operations and any information regarding any client of Ometz (“Confidential Information”).

In addition, no Director may make use of any Confidential Information obtained in his or her capacity as a Director, in order to derive a personal benefit therefrom.

Confidential Information does not include any information that is available to the public.

Authorized by:        Agence Ometz Board

Date:                    June 5, 2008

## Appendix IV Financial Affairs Whistle-blowing Policy

### Purpose and Application

Creating awareness and promoting a culture of integrity and compliance is critical to the success of this Policy.

The Policy is designed to enable Directors, Officers and Employees of OMETZ to disclose and raise complaints about any issues or concerns, which a complainant may have regarding unlawful or unethical behaviour in connection with the financial affairs of OMETZ.

Unlawful or unethical behaviour in connection with the financial affairs of OMETZ by an employee of OMETZ will be grounds for appropriate discipline and recourse up to and including dismissal and court action.

### Policy Statement

This Policy provides a means whereby a complainant may, in good faith, report issues and/or concerns relating to the accounting, internal accounting, financial reporting, financial controls, financial activities or the audit of OMETZ.

In responding to a complaint, OMETZ will act fairly with respect to any individual named in the complaint and the individual making the complaint, taking into account the seriousness of the issue(s) raised; the credibility of the information or allegations in the complaint; and the prospects of an effective investigation.

OMETZ will not threaten to retaliate or discriminate, and will not permit any threat of retaliation or discrimination against any complainant for reporting, in good faith, serious matters involving the financial affairs of OMETZ. The protection of this Policy is also extended to anyone providing information in connection with an investigation, including an internal investigation.

### Confidentiality

OMETZ and its Audit Committee will treat all complaints as confidential to the fullest extent permitted by law. A complainant is encouraged to make a complaint in writing, but such complaint may also be made verbally. The name of the complainant will not be disclosed unless the complainant consents or unless the law requires such disclosure. The only exception to this principle of confidentiality will be in the event that a complaint is made maliciously, recklessly or in manner to constitute self-serving behaviour.

## Procedure

1. The Audit Committee of OMETZ (the “Audit Committee”) is responsible for the oversight of this Policy.
2. Any Director, Officer or Employee of OMETZ who becomes aware of any apparent unlawful or unethical behavior in connection with the financial affairs of OMETZ on the part of any OMETZ employee may report the matter to the Chief Executive Officer (CEO) or directly to the Chair of the Federation CJA Audit Committee. Any complaint against the CEO shall be made directly to the Chair of the Federation CJA Audit Committee.
3. The complaint should be as detailed as possible and include a description of the conduct, dates, places, persons involved/ witnesses, numbers, other individuals who have knowledge of the behaviour, relevant documentation, etc. so that a reasonable investigation can be conducted.
4. If the complainant is not satisfied with the response of the CEO or for any reason whatsoever is not comfortable in approaching the CEO, he or she may contact the Chair of the Federation CJA Audit Committee anonymously and directly by telephone (514 343-8700).

## Investigation

5. An investigation will be conducted by either the CEO or the Chair of the Audit Committee or a designated person or entity as the case may be.
6. In conducting the investigation, such person(s) as may be appropriate (those with particular expertise) may be engaged to assist in the investigation. The investigator shall have full access to all books and records of OMETZ and will expect and be entitled to receive and rely on the full cooperation of all directors, officers, employees, consultants, service providers and suppliers to OMETZ in the investigation.
7. The investigation will be conducted with due regard to the sensitivity of the complaint and the investigator shall use reasonable efforts to protect the privacy of the complainant and the confidentiality of the investigation, to the extent consistent with a fair investigation. The investigation shall be completed within a reasonable amount of time, taking into account the circumstances and content of the complaint.

## Reporting to Audit Committee

8. All complaints, after they have been investigated, shall be reported to the Audit Committee at one of its regular meetings. The Audit Committee will review the conclusions of the investigator’s report and, in the case of an investigation mandated by the Audit Committee directly, it shall recommend such corrective, disciplinary or other

measures or actions as the Audit Committee deems appropriate. OMETZ shall implement such recommendations.

9. A written record of all complaints and investigation reports shall be maintained. Any acts undertaken by OMETZ to implement the report of the investigation shall be communicated to the complainant.
10. Copies of the complaint, the investigative report and the recommendation of the Audit Committee, if applicable, will be retained outside the possession of OMETZ for a period of three (3) years from the date of the report.