Annual General Meeting

18 November 2026 / 8 Kislev 5787

Memo to the Members of Kehillat Beth Israel from the Board

Proposed Revisions to KBI's General Operating By-law No. 1

On the recommendation of the Governance Committee, the Board is proposing three amendments to KBI's General Operating By-law No. 1. All members present at the AGM will be asked to approve these amendments.

1. Change when the terms of Directors and Officers begin

Directors and Officers (President, Vice-President, Secretary, and Treasurer) would continue to be elected by members at the Annual General Meeting (AGM) in the fall. However, instead of taking office immediately, they would take office at the first Board meeting following Pesach in the spring.

This change would better align the Board's term with KBI's annual planning and budgeting cycle. The incoming Board would be in place in time to participate fully in setting the budget, membership dues and other priorities for the fiscal year beginning July 1.

The period between the AGM and the spring transition would also provide time for orientation, onboarding and transition of incoming Directors and Officers.

What does this mean practically speaking?

- Members would continue to elect Directors and Officers at the fall AGM.
- Board Directors and Officers whose terms have not yet expired would remain in office, retaining full responsibility for KBI's governance until the new Board takes office in the spring.
- The period between the AGM and the spring transition would be used for orientation, onboarding and transition of the newly elected Directors and Officers.
- The regular term lengths (two years for Officers and 3 years for Directors) of Board members would not change. Their terms would simply begin and end in the spring rather than in the fall.
- As a one-time transitional measure, the terms of the current Directors and Officers would be extended until the new Board takes office following Pesach in 2027.

2. Change the requirement for the Chair of the Governance Committee

The current By-law requires the Chair of the Governance Committee to be someone who is **not** a Director.

The proposed amendment would remove that restriction. The Board could appoint either a Director or a non-Director as Chair of the Governance Committee.

This would give the Board greater flexibility to appoint the person best suited to chair the Committee. It would not change the requirement that at least one member of the Governance Committee be a Director.

3. Clarify the term of the Past-President

The current By-law requires the Board to appoint the Past-President each year following the AGM, with the appointment ending no later than the following AGM.

The proposed amendment would provide instead that the Past-President is appointed for a two-year term. This reflects KBI's existing practice and aligns the Past-President's term with the two-year term of the President.

How were these proposals developed?

The Governance Committee developed these amendments as part of its ongoing review of KBI's governance framework. Following discussion by the Committee and consultation with legal counsel, the proposals were brought to the Board for consideration. The Board approved the proposed changes and authorized the Governance Committee to prepare the necessary amendments to the By-law for approval by KBI members at the AGM.

What is not changing?

Members will continue to elect KBI's Directors and Officers at the AGM. The length of the regular terms of Directors and Officers will not change. The AGM will continue to be held in the fall.

What are members being asked to approve?

At the AGM on November 19, 2026, members will be asked to vote on three separate Special Resolutions, one for each of the proposed amendments described above.

Each amendment will be voted on separately. Members may therefore vote in favour of or against each amendment independently. Under KBI's current By-law, each Special

Resolution requires the approval of at least two-thirds of the votes cast in order to be confirmed.

The full text of the proposed amendments is included with the AGM materials.