KEHILLAT BETH ISRAEL

ANNUAL GENERAL MEETING OF MEMBERS
November 18, 2026 / 8 Kislev 5787

SPECIAL RESOLUTION NO. 1

Commencement and Terms of Directors and Officers

WHEREAS the Board has approved amendments to General Operating By-law No. 1 under which Directors and Officers will continue to be elected by the Members at the Annual General Meeting, but those elected will take office at the first meeting of the Board following the end of Pesach in the subsequent calendar year;

AND WHEREAS the amendments provide for incumbent Directors and Officers to continue in office during the transition period until their successors take office;

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS THAT the following amendments to General Operating By-law No. 1, as adopted by the Board, are hereby confirmed:

Section 6.05(a) is deleted and replaced with the following:

6.05(a) Subject to the Articles, Directors, except the Past-President, shall be elected by the Members by Ordinary Resolution at an Annual General Meeting of Members at which an election of Directors is required. Directors so elected shall take office at the first meeting of the Board following the end of Pesach in the subsequent calendar year. Every election of Directors shall be carried out with reference to the report of the Nominating Committee and shall be in conformity with the requirements as to Board composition set forth in this By-law.

Section 6.05(e) is deleted and replaced with the following:

6.05(e) Incumbent Directors shall continue in office until their successors take office. If successors are not elected at an Annual General Meeting of Members, the incumbent Directors shall continue in office until their successors are elected and take office.

Section 6.05 is further amended by adding the following:

6.05(g) For greater certainty, the term of office of a Director elected at an Annual General Meeting of Members begins on the date on which the Director takes office and shall be calculated from that date.

Section 7.01 is amended by adding the following at the end of the section:

The President, Vice-President, Secretary and Treasurer elected by the Members at an Annual General Meeting shall take office on the same date as the Directors elected at that Annual General Meeting. The terms of office of such Officers shall commence on the date on which they take office.

The following transitional provision is adopted in connection with these amendments:

Transitional Provision: Notwithstanding any other provision of this By-law, the Directors and Officers serving on the date these amendments are confirmed by the Members shall continue in their respective offices until their successors take office at the first meeting of the Board following the end of Pesach in 2027. This transitional provision shall cease to have effect once those Directors and Officers have taken office.

BE IT FURTHER RESOLVED THAT these amendments shall take effect upon confirmation of this Special Resolution, in accordance with section 13.04 of General Operating By-law No. 1.

SPECIAL RESOLUTION NO. 2

Chair of the Governance Committee

WHEREAS the Board has approved an amendment to General Operating By-law No. 1 to provide greater flexibility in the selection of the Chair of the Governance Committee by removing the requirement that the Chair not be a Director;

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS THAT section 9.06 of General Operating By-law No. 1 is amended by deleting the following sentence:

"The Board shall appoint a member who is not a Director as the Chair of the Governance Committee."

The remainder of section 9.06 shall remain unchanged.

BE IT FURTHER RESOLVED THAT this amendment shall take effect upon confirmation of this Special Resolution, in accordance with section 13.04 of General Operating By-law No. 1.

SPECIAL RESOLUTION NO. 3

Term of the Past-President

WHEREAS the Board has approved an amendment to General Operating By-law No. 1 to provide that the Past-President shall hold office for a term of two years, consistent with the terms of the other elected Officers;

BE IT RESOLVED AS A SPECIAL RESOLUTION OF THE MEMBERS THAT section 6.06 of General Operating By-law No. 1 is amended by deleting the words:

“expiring not later than the close of the next Annual General Meeting of Members”

and replacing them with:

“of two (2) years”.

BE IT FURTHER RESOLVED THAT this amendment shall take effect upon confirmation of this Special Resolution, in accordance with section 13.04 of General Operating By-law No. 1.