

GENERAL OPERATING

BY-LAW NUMBER 3

A By-law relating generally to the transaction of the affairs of

**LONDON MUSLIM MOSQUE
(AN ONTARIO CORPORATION)**

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GENERAL OPERATING

BY-LAW NUMBER 3

A By-law relating generally to the transaction of the affairs of

LONDON MUSLIM MOSQUE (AN ONTARIO CORPORATION)

WHEREAS the corporation was incorporated by Letters Patent granted by the Ontario Government on the *15th* day of *February, 2002*, under the name *London Muslim Mosque*;

AND WHEREAS the corporation adopted General Operating By-law No. 1 and Procedural By-law No. 2 on the 16th day of October, 2011;

AND WHEREAS certain provisions of By-law No. 1 were amended by the Members on June 1, 2014, and December 28, 2014;

AND WHEREAS it is determined necessary to replace General Operating By-law No. 1 and Procedural By-law No. 2 with General Operating By-law No. 3 herein;

NOW THEREFORE BE IT ENACTED that the following By-law be adopted as the General Operating By-law No. 3 of London Muslim Mosque (the "**Mosque**") as follows:

ARTICLE 1

DEFINITIONS, FUNDAMENTAL TERMS AND INTERPRETATIONS

1.1 DEFINITIONS

- (a) In this By-Law and all other By-laws and Resolutions of the Mosque (as defined below) unless the context otherwise requires, the following definitions shall apply:
- (i) "**Act**" means the *Corporations Act* of Ontario as amended from time to time and any statute enacted in substitution thereof, and in the case of such substitution, any references in the By-law of the Mosque to provisions of the Act shall be read as references to the substituted provisions thereof in the new statute or statutes;
 - (ii) "**Agent**" means any Person who performs services on behalf of the Mosque and receives remuneration for such services;
 - (iii) "**Article**" means an Article of this General Operating By-law;
 - (iv) "**Auditor**" means the Person, corporations, partnerships, joint ventures, unincorporated associations, or other form of business

organization appointed by the Membership to audit the financial statements of the Mosque in accordance with the Act and this General Operating By-law;

- (v) **“By-law” or “By-laws”** means any By-law of the Mosque from time to time in force and effect, including the General Operating By-law herein;
- (vi) **“Chair” or “Chair of the Board”** means the Chairperson of the Board of Directors, who shall be the President of the Mosque for purposes of the Act;
- (vii) **“Board” or “Board of Directors”** means the elected directors of the Mosque consisting of the Directors;
- (viii) **“Committee”** means a Committee of the Mosque as established in accordance with this General Operating By-law;
- (ix) **“Committee Member”** means a member of a Committee of the Mosque;
- (x) **“Constitution”** means the Letters Patent including any Objects, General Operating By-law, other by-laws as may be adopted from time to time and any Policy Statements, Rules, Regulation or Guidelines adopted by the Mosque from time to time;
- (xi) **“Director”** means a member of the Board of Directors of the Mosque who shall be deemed to be a Director pursuant to the Act;
- (xii) **“Documents”** includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (xiii) **“Employees” or “Employees of the Mosque”** means all full-time and part-time Employees of the Mosque and all contract for service providers who are deemed to be employees for purposes of the *Income Tax Act*, where applicable;
- (xiv) **“Fiscal Year”** means the Fiscal Year for the Mosque as provided for in this By-law;
- (xv) **“General Operating By-law”** means this General Operating By-law, any amendments thereto, and any other By-laws of the Mosque intended to amend or replace the General Operating By-law herein;

- (xvi) **“Imam”** means the Imam of the mosque hired by the Mosque as an employee to provide Imam services either on a full time or part time basis;
- (xvii) **“Letters Patent”** means the Letters Patent incorporating the Mosque under the name of “London Muslim Mosque”, as from time to time amended or supplemented by Supplementary Letters Patent;
- (xviii) **“Meeting of Members”, “Membership Meeting” or “Members Meeting”** means any annual, regular or special Meeting of Members or;
- (xix) **“Member”** means a Member of the Mosque who has fulfilled the requirements of membership as set out in this By-Law;
- (xx) **“Members” or “Membership”** means the collective Membership of the Mosque;
- (xxi) **“Moderator”** means the Chair of the Meeting of Members;
- (xxii) **“Mosque”** means the legal entity incorporated as a corporation without share capital under the Act by Letters Patent dated the 15th day of February, 2002 under the name of “London Muslim Mosque”;
- (xxiii) **“Nominating Committee”** means the committee established by these By-laws to prepare and submit a slate of nominations for Directors and Officers who meet the applicable qualification requirements set out in the By-laws and Policy Statements of the Mosque that are in place from time to time, for election at annual meetings of the membership;
- (xxiv) **“Objects”** means the charitable Objects of the Mosque as contained in the Letters Patent;
- (xxv) **“Officer”** means an Officer of the Mosque as described in this General Operating By-law;
- (xxvi) **“Majority Resolution”** means a resolution passed by a simple majority of the votes cast on that resolution;
- (xxvii) **“Person”** means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (xxviii) **“Policy Statements”** means any Policy Statements adopted pursuant to this General Operating By-law from time to time in pursuance of the Objects of the Mosque;

- (xxix) “**Related Persons**” means Related Persons as defined under the *Income Tax Act* of Canada, and shall include Persons connected by blood relation, marriage or adoption;
- (xxx) “**Resolution**” means a motion or resolution passed by either the Board of Directors, a Committee or the Members, by a majority vote of those Directors, Committee Members, or Members who are present, unless the Act or this General Operating By-law otherwise require;
- (xxxix) “**Rules**”, “**Regulations**” or “**Guidelines**” means any Rule, Regulation or Guideline adopted pursuant to this General Operating By-law from time to time concerning the management and operations of the Mosque;
- (xxxii) “**Two-Third Majority Resolution**” means a resolution passed by at least two thirds of the votes cast on that resolution;
- (xxxiii) “**Vice-Chair**” means any Vice-Chair of the Board of Directors, who shall be the Vice-President of the Mosque, and Vice-Chair of the Board of Directors or as otherwise provided for in this General Operating By-Law; and
- (xxxiv) “**Volunteer**” means any Person who performs services on behalf of the Mosque without receiving remuneration, other than repayment of out of pocket expenses.

1.2 FUNDAMENTAL TERMS AND INTERPRETATION

- (a) Objects - This General Operating By-law and any other By-laws of the Mosque shall be strictly interpreted at all times in accordance with and subject to the Objects contained in the Letters Patent of the Mosque, which for purposes of this General Operating By-law are incorporated by reference and made a part hereof. If any of the provisions contained in this General Operating By-law are inconsistent with those contained in the Letters Patent or the Act, the provisions contained in the Letters Patent or the Act, as the case may be, shall prevail.
- (b) Interpretation - In this General Operating By-law and all other By-laws and Resolutions of the Mosque, unless the context otherwise requires, the following interpretations shall apply:
 - (i) words importing the singular number include the plural and vice versa;
 - (ii) words importing the masculine gender include the feminine and neutered genders unless this By-law otherwise specifically provides; and

- (iii) words importing or referring to Person or Persons shall include individual persons only and shall specifically exclude corporations, partnerships, trusts and unincorporated organizations.
- (c) Headings - Headings used in this General Operating By-law are for convenience of reference only and shall not affect the construction or interpretation thereof.

1.3 STATEMENT OF FAITH

Statement of Faith to which all Members and the Directors covenant:

- (a) We believe that there is no Deity but Allah and that Mohammad is his Final Prophet and Messenger.
- (b) The understanding of Islam espoused by the Mosque conforms to the following beliefs:
 - (i) Islam is a way of life that best guides Muslims in all aspects.
 - (ii) We understand Islam in the manner understood and taught by the Prophet pbuh, his companions and the scholars of Islam. Our references for this understanding are the Qur'an and the Sunnah of the Prophet as understood and taught in line with our righteous predecessors starting with the companions, the two generations that followed them.
 - (iii) Disagreement among the congregants in issues of Islamic law or theology shall be resolved through consultation with recognized Sunni Scholars of Islam in Canada and in seats of Islamic learning including, but not necessarily restricted to institutions such as Al-Azhar University and Majma' Al-Fiqh Al-Islami, as well as Assembly of Muslim Jurists of America. The appropriate authority to be consulted for a specific issue shall be determined jointly by the Board and the Imam.

1.4 MOSQUE'S CORPORATE OBJECTS

The Mosque shall strive to meet the following objectives and functions as set out in the Mosque's Letters Patent as amended by Supplementary Letters Patent:

- (a) To maintain and conduct the religious, educational and benevolent affairs of the Mosque;
- (b) To teach the spirit, culture, philosophy, ethics and fundamentals of Islam, with a view to improving the moral, intellectual and social condition of Muslims in this community;

- (c) To expand the knowledge of Islam through discussions and Islamic literature by means of publishing and distributing such literature, and provide an Islamic resource facility for the community at large;
 - (d) To conduct congregations and meetings of a religious and cultural nature under the guidance of the Imam and Board of Directors, respectively;
 - (e) To aid in establishing Muslim immigrants in Canada and encourage them to use the Mosque facilities; and
- To provide formal and comprehensive Islamic education; through a full-time school.

ARTICLE 2

DISTRIBUTION OF PROPERTY ON DISSOLUTION

2.1 DISPOSITION OF PROPERTY ON DISBANDING

- (a) As set out in the Mosque's Letters Patent, upon dissolution of the Mosque and after payment of all debts and liabilities, its remaining property shall be distributed to Islamic charities in Canada which are registered under the Income Tax Act (Canada).
- (b) The manner of disposition shall be subject to the approval of the Board of Directors, and confirmed by a Majority Resolution of the Members. In choosing the recipient charities, only those with objects similar to this Mosque may be chosen.

ARTICLE 3

MEMBERSHIP

3.1 CLASSES OF MEMBERSHIP

There shall be one (1) class of Members in the Mosque. Membership in the Mosque shall be available only to persons who meet the qualification requirements set out in this By-law as determined in the sole and unfettered discretion of the Board, which is not subject to review or appeal, and have been accepted into Membership by the Board.

3.2 QUALIFICATION REQUIREMENTS

Each individual who becomes a Member of the Mosque is answerable, first and foremost, to Allah. Each Member must meet the following qualification requirements:

- (a) Is at least 18 years of age;

- (b) Is in full agreement with the Mosque Constitution;
- (c) Commits to furthering the Objects of the Mosque;
- (d) Agrees with provisions in the Letters Patent, By-laws and policies of the Mosque.
- (e) Resides in London for a minimum of 6 months at the time of the membership application and during the term of membership;
- (f) Accepts the Statement of the Faith adopted by the Mosque from time to time;
- (g) Agrees to abide by the Qur'anic, moral, spiritual, and doctrinal standards of Islam, and recognizes the leadership of the Imam in religious matters;
- (h) Does not have any criminal records of any kind at the time of the membership application and during the term of membership;
- (i) Has not, in the sole discretion of the Board, at the time of the membership application and at any time during the term of membership, been a member of, involved with in any way, supported or facilitated, either directly or indirectly, any organization or group which has been designated as a listed entity by the government of Canada pursuant to Canada's anti-terrorism legislation that may be in place; and
- (j) Provides reference at the time of the membership application by two Members who are currently in good standing with the Mosque.

3.3 APPLICATION FOR MEMBERSHIP

- (a) Applicants for Membership shall submit a written application on the form approved by the Board of Directors;
- (b) No Person shall be accepted for Membership until he/she has accepted to abide by this constitution;
- (c) Membership shall commence when the applicants have been accepted by the Board of Directors and have paid, or made acceptable arrangements to pay, the annual fees;
- (d) The Board may grant partial or complete exemption to Persons who are unable to pay the full annual fees;
- (e) Membership fees shall be regarded as donations (where permitted by the Income Tax Act and Canada Revenue Agency's policies) and shall be paid annually in order for the Member to continue to be in good standing; and

- (f) The Board may give written or other reasons for the refusal of an application for Membership.

3.4 ADMISSION TO MEMBERSHIP

The following procedures shall be followed when a Person seeks application to become a Member of the Mosque:

- (a) Application for Membership in the Mosque may be initiated by either oral or written request to the office of the Mosque or any member of the Board of Directors.
- (b) Upon application, the applicant shall be given the opportunity to review a complete copy of the Constitution.
- (c) If the applicant understands and agrees with the Constitution and understands the fundamental tenets of the Islamic faith, the applicant shall be required to fill a written application and to pay Membership fees as determined from time to time by the Board of Directors. Payment of the Membership fees shall be an annual obligation of each Member, provided that if any Member fails to pay his/her membership fees in any given year, such Membership shall be suspended.

Membership shall be reinstated upon payment of fees for the current Fiscal Year only.

- (d) The Board of Directors shall review Membership applications and has the authority to accept persons who qualify for Membership.
- (e) Applicants shall promptly be informed of the Board Decision.

3.5 PRIVILEGES AND RIGHTS OF MEMBERS

- (a) Mosque Membership shall carry the following privileges and rights:
 - (i) The right to enjoy all the privileges of a Member of the Mosque;
 - (ii) The right to attend, speak and participate at all Meetings of Members;
 - (iii) The right to a single vote either in person or by proxy at all Meetings of Members;
 - (iv) The right to be promptly informed by the Secretary of his or her admission as a Member; and
 - (v) The privilege to submit names to the Board of Directors for placement on the slate of nominees for the election of Board.

- (b) Membership is not transferable.

3.6 MEMBERSHIP TERMINATION

- (a) Membership in the Mosque is terminated when:
 - (i) the Member dies;
 - (ii) the Member fails to maintain all of the qualifications for membership set out in Article 3.2;
 - (iii) the Member fails to pay Membership dues
 - (iv) if the Member is not under Discipline of the Mosque, the Member withdraws by delivering a written request to withdraw to the Board accompanied by an explanation of the reasons for the request for withdrawal;
 - (v) the Member is removed as a Member of the Mosque in accordance with Article 3.9;
 - (vi) the Mosque is liquidated or dissolved under the Act.
- (b) Subject to the Letters Patent, upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer (if it is a requirement to be a Director to hold that particular Officer position) and/or a committee member, as applicable.

3.7 MEMBERSHIP RECORD

A record of active Members shall be kept by the Secretary.

3.8 MOSQUE DISCIPLINE

- (a) Circumstances Giving Cause for Discipline

A Member shall be deemed to be under the Discipline of the Mosque and thereby suspend or remove any Member from the Mosque if the Board in its sole discretion in accordance with the Mosque's Disciplinary procedure determines that any of the following circumstances have occurred:

- (i) a Member has evidenced unethical or immoral conduct or behaviour that is unbecoming of a Muslim contrary to Qur'anic principles, and the individual has not appropriately repented of such conduct or behaviour;

- (ii) a Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the scriptural authority and procedures of the Mosque;
 - (iii) a Member has propagated doctrines and practices contrary to those set forth in the Statement of Faith or the general teachings of the Mosque and the Member has not appropriately repented of such doctrines and practices; or
 - (iv) a Member's act, conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the Board serious disunity, discord or dissension in the Mosque, or hindrance to the influence of the Mosque in the community.
- (b) Restoration Through Discipline

The primary aim of Discipline shall be the restoration of the offender. The Mosque has not only the right but the duty to practice such Discipline. In administering Discipline, care shall be taken that the Members of the Mosque carry a worthy witness of their faith before the world both for the sake of the spiritual life of each Member and for the testimony of the Mosque.

- (c) Procedure for Discipline
- (i) The Disciplinary procedure of the Mosque shall be set out in a policy of the Mosque.
 - (ii) In the event that the Board proposes that a Member should be removed or suspended from Membership in the Mosque, no allegation giving rise to disciplinary action against a Member, shall be considered by the Mosque unless the procedure for Discipline, established by a policy of the Mosque, is followed.
 - (iii) The decision of the Board on the type of Discipline to be administered shall be final and binding. In the event that the decision of the Board is to terminate the Member's Membership in the Mosque, then the Member shall automatically cease to be a Member of the Mosque upon the date that the decision by the Board is made.

ARTICLE 4 **MEMBERS MEETINGS**

4.1 ANNUAL MEETING

- (a) There shall be an annual Meeting of the Membership not later than within fifteen (15) months from the holding of the last annual meeting of

Members, provided that where possible, the annual meeting shall be held no later than four months after the end of the preceding Fiscal Year of the Mosque. The purpose of the annual Meeting of Members will be to do the following:

- (i) To hear the necessary reports from the Directors, Officers, and Imam;
- (ii) To review and approve the financial statements for the immediately preceding year, including the Auditor's report therein;
- (iii) To appoint the Auditors for the upcoming year;
- (iv) To elect Members to the Board of Directors (if necessary);
- (v) To elect Members to other Mosque positions as the Board of Directors determines are needed from time to time;
- (vi) To transact other business as is necessary.

4.2 REGULAR GENERAL MEETINGS

- (a) Regular general meetings of the Members shall be called by the Board at least once a year.
- (b) The annual Meeting and the regular Meetings shall be spaced conveniently through the year.
- (c) The agenda for each regular Meeting shall include the receiving of reports from the Board, Committees, and staff, and any other matters relevant to the affairs and business of the Mosque, such as annual budgets.
- (d) Any Member of the Mosque with a concern or an item of business they wish to have placed on the agenda of a meeting shall do so by forwarding their request in writing to the Chair of the Board of Directors.

4.3 SPECIAL MEETINGS

- (a) Special Meetings of Members may be called by the Board at any time.

4.4 REQUISITION FOR GENERAL MEETING

Ten percent of the Members of the Mosque may requisition the Board to call a Meeting of the Members for such purposes and in such manners required by the Act.

4.5 NOTICE OF MEETINGS

- (a) Notice of each annual or other general Meeting of Members shall be given to the Members in writing not less than ten (10) days prior to the date of the Meeting. The Board may also use other additional means for notification such as the Mosque publications and giving verbal notices for two consecutive Fridays directly prior to the Meeting.
- (b) The notice for all Membership Meetings shall include the date, time, place, and purpose of the Meeting and shall contain sufficient information to permit the Members to form a reasoned judgement on the matter requiring congregational action.
- (c) The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such Meeting or the non-receipt of any notice by any Member or by the Auditor of the Mosque or any error in the Record of Members shall not invalidate any motions or Resolution passed or any proceedings taken at any Meeting of Members. A Member may waive notice of a Meeting of Members, and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.
- (d) No business may be transacted, and no Resolution or By-law may be adopted or confirmed by the Members, unless the general nature of that item of business, or the full wording of the proposed By-law, was set out in or with the notices mentioned above. Notwithstanding any lack of notice, any matter may be discussed by the Members present, so long as no final decision is made with respect thereto.
- (e) Notices shall be given to all Persons, who are shown on the record of Members as Members of the Mosque, by first class mail at least 3 (three) days before the last day for giving notice under subsection (a), and notices shall be mailed to them to their addresses as shown on the record of Members. In which event notice shall be deemed to have been given on the third day after mailing, unless there is an interruption of mail services by reason of strike or otherwise, in which event notice shall not be deemed to have been given until actually received. It shall be sufficient if only one copy of the notice is mailed to all Members residing at the same address. Alternatively, notices may be mailed by electronic mail to Members who marked that option on their Membership application, in which event notice shall be deemed to have been given on the first day after mailing.

4.6 QUORUM

Except as otherwise provided in this Constitution, a quorum for an annual, or other special Meetings of Members shall be constituted by the presence of

twenty percent (20%) of the total Membership of the Mosque immediately prior to the time of the Meeting in question. If a quorum is not present at the time appointed for a Meeting of Members or within twenty minutes thereafter, then the Members present shall adjourn the meeting to a fixed time and place but may not transact any other business and the provisions of Article 4.5 with regard to notice shall apply to such adjournment. At the adjourned meeting, ten percent (10%) of the Members entitled to vote at the meeting shall constitute quorum.

4.7 VOTING RIGHTS AND PROCESS

Except as otherwise provided in this Constitution, votes at Meetings of Members may be given either personally or by proxy. At every meeting at which a Member is entitled to vote, every Member and/or Person present and appointed by proxy to represent one Member shall have one vote for each Member present or represented by proxy. For greater certainty, no person may hold proxies for more than one (1) Member. A proxy shall be executed by the Member or the Member's attorney authorized in writing. A proxy may be in the following form or some similar form:

The undersigned Member of London Muslim Mosque hereby appoints _____, or failing the Person appointed above, _____ as the proxy of the undersigned to attend and act at the Meeting of Members of the said Mosque to be held on the _____ day of _____ [year], 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 adjournments thereof.

DATED the _____ day of _____, [year]

Signature of Member

The Board of Directors may from time to time make rules regarding the lodging of proxies at some place or places other than the place at which a meeting or adjourned meeting of Members is to be held and to determine particulars of such proxies being cabled, telegraphed or sent by facsimile, e-mail or other electronic means, or in writing before the Meeting or adjourned Meeting to the Mosque. The Chair may, subject to any rules made as aforesaid in the Chair's discretion, accept telegraphic or cable or facsimile, e-mail or other electronic means, or any other written or electronic communication as to the authority of any Person claiming to vote on behalf of and to represent a Member notwithstanding that no proxy form as stated above conferring such authority has been lodged with the Mosque, and any votes given in accordance with such communications accepted by the Chair shall be valid and shall be counted.

4.8 CHAIRPERSON AT MEETINGS

The Chair of the Board, or in the Chair's absence, the 1st Vice Chair or 2nd Vice Chair, shall preside as Chairperson at Meetings of Members, unless the Members at the Meeting choose a different Person to be Chairperson. If the Chairperson wishes to make a motion or participate in discussion of a matter before the Meeting, the Chairperson shall leave the chair until the voting on such motion is over, or discussion of such matter has been completed. During the Chairperson's absence from the chair, one of the Vice-Chairs or some other Person approved by the Members, shall act as Chairperson. The Person acting as Chairperson at the time of a vote should not vote, unless the vote is by ballot, or unless the Chairperson's vote would break a tie. In no event shall the Chairperson have a second or casting vote.

4.9 VOTING PROCEDURE

- (a) At all Meetings of Members, every question shall be determined by Majority Resolution unless specified to be by Two-Third Majority Resolution as required by the Act or this By-law.
- (b) Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below.
- (c) After each vote, the Chairperson shall declare that the motion has been carried or lost or not carried by the necessary resolution.
- (d) A secret ballot may be held either upon the decision of the Chairperson or upon a Majority Resolution of the Membership present and shall be taken in such a manner as the Chairperson directs. A designate (appointed by Members by Resolution) shall be responsible for the collection and counting of a secret ballot. The result of a secret ballot shall be deemed to be the decision of the Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

ARTICLE 5 **BOARD OF DIRECTORS**

5.1 DEFINITION OF BOARD OF DIRECTORS

- (a) The administrative affairs of the Mosque shall be the responsibility of the Board of Directors. Until amended by by-law, the number of Directors shall be 11 (eleven) of whom 6 (six) shall constitute a quorum for the transaction of business.

5.2 QUALIFICATIONS FOR DIRECTORS

A Person may be considered for election to the Board of Directors if he or she fulfills all of the following qualifications

- (a) is a Member in good standing for minimum 2 years;
- (b) is at least 21 (twenty-one) years of age;
- (c) is a Canadian citizen or a permanent resident;
- (d) has the power under law to contract, has not been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of a bankrupt;
- (e) has an active involvement within the Mosque;
- (f) has not been convicted or pardoned of a crime anywhere in the world (including crimes involving the abuse of children or the assault of an adult) and has provided a clear police records check called the “vulnerable sector check” for organizations working with “vulnerable persons” as defined in *the Police Record Checks Reform Act, 2015*, (Ontario) (as amended from time to time and any statute enacted in substitution thereof) that is acceptable to the Board, as determined in the Board’s sole discretion;
- (g) is not an ineligible individual as defined in the *Income Tax Act* (Canada);
- (h) recognizes that election as a Director is a commitment to service, not a position of honour or status, or a reward for past service; and
- (i) is not a director on the board of directors and is not a trustee of any other organizations except professional organizations of which the person is a member or the person’s private family foundations.

5.3 AUTHORITY AND DUTIES OF THE BOARD OF DIRECTORS

- (a) The Board may act only by the decision of a duly constituted Board meeting or by written resolution of the all the Directors entitled to vote on that resolution.
- (b) General Authority – The board’s responsibilities shall include the following:
 - (i) To have general overall spiritual, administrative and temporal affairs of the Mosque as the controlling Board of the Mosque;
 - (ii) To ensure that objectives, goals and policies for the Mosque are established and regularly reviewed;

- (iii) To ensure that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined;
 - (iv) To ensure that all legal obligations and agreements of the Mosque are fulfilled;
 - (v) To ensure that the Mosque property is adequately maintained;
 - (vi) To supervise and monitor the financial affairs of the Mosque and make prudent financial decisions in the interests of Members;
 - (vii) To maintain an adequate level of insurance coverage provided that due consideration is first given to the requirements under the *Charities Accounting Act* (Ontario) for the purchase of directors and officers liability insurance;
 - (viii) To approve applications for Membership;
 - (ix) To review the reports and activities of all Committees;
 - (x) To determine the agenda for all Meetings of Members;
 - (xi) To report on its activities to each Meeting of the Members;
 - (xii) To be responsible for the hiring, dismissing and directing of Employees and fixing their remuneration;
 - (xiii) To ensure that the religious, social and community needs of the Members are addressed; and
 - (xiv) To ensure the participation of the Mosque in the broader community.
- (c) Specific Authority - Without limiting the generality of the foregoing, the Board of Directors shall be authorized to carry out the following duties and responsibilities:
- (i) to exercise all executive powers for management and proper functioning of the Mosque in the spirit of the objectives in this Constitution;
 - (ii) to oversee the day-to-day administration and operations of the Mosque and to oversee the expenditure of Mosque funds in general accordance with the approved annual budget;
 - (iii) to formulate and recommend Policy Statements to the Membership in conjunction with the Imam and to implement those Policy Statements approved by the Membership;

- (iv) to co-operate with the Imam in implementing such programs as are determined appropriate in support of spiritual leadership;
 - (v) to discipline any Member who, in the opinion of the Board of Directors has violated the provisions of this Constitution and/or disregards the decisions of the Board of Directors, or acts in flagrant transgression of the tenets and principles of Islam;
 - (vi) to oversee the discipline of Members in accordance with the direction of the Imam pursuant to the procedures set out in the General Operating By-law;
 - (vii) to take such steps as are necessary to enable the Mosque to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objectives of the Mosque;
 - (viii) to retain or employ on behalf of the Mosque consultants, project managers, accountants, lawyers, Employees and other persons on such terms as they may deem fit;
 - (ix) to buy, sell, or mortgage property belonging to the Mosque. Prior to consummating any such transaction, Membership approval of such transaction must be received;
 - (x) to enter into any contracts on behalf of the Mosque relating to the construction or improvement of the Mosque buildings;
 - (xi) to prescribe such Rules and Regulations not inconsistent with this General Operating By-law relating to the management and operations of the Mosque as the Board determines appropriate; and
 - (xii) to generally exercise such power and to do such other acts and things as the Mosque is by its Letters Patent, the Act, By-laws, or otherwise authorized to exercise and do by law; and
 - (xiii) the Board may do all acts and things, execute all documents and make all commitments necessary or appropriate for the purpose of any of the foregoing.
- (d) Remuneration of Employees - The reasonable remuneration for all Employees and Agents of the Mosque as determined appropriate by the Board of Directors shall be fixed by the Board of Directors by Resolution. Such Resolution shall have force and effect provided that such remuneration does not exceed the last approved budget of the Directors, otherwise such Resolution shall require the approval of the Membership before coming into force and effect.

- (e) Board Report - The Board of Directors shall present a written report to the Membership at the annual Membership Meeting. At the said Meeting, the Chair of the Board of Directors shall be available to answer any questions by Members and to entertain any motion arising from the floor concerning the proceedings of the Board of Directors. In addition, the Board of Directors shall report to the congregation on a regular basis throughout the year.
- (f) No Remuneration of Directors - The members of the Board of Directors shall serve as such without remuneration and no member of the Board of Directors shall directly or indirectly receive any profit from her/his position as such, nor shall any member of the Board of Directors receive any direct or indirect remuneration from the Mosque, save and except where specifically permitted by law, provided that the member of the Board of Directors may be paid for reasonable expenses incurred by him/her in the performance of his/her duties subject to a formal expense report.
- (g) Conflict of Interest
- (i) Save and except where specifically permitted by law and as approved by the Board, a Director and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Mosque in which the Director or any of his or her family members has any direct or indirect pecuniary or personal interest, gain or benefit. In this Article, "family members" means a person's spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person's spouse(s), who are living with and/or financially supporting or supported by the person.
- (ii) Any Director who has any direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Mosque as described in (i) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board.
- (iii) Notwithstanding the provisions in this Article herein, no disclosure or prohibition of involvement is required in relation to any actual or proposed contract, business transaction, financial arrangement, or other matter with the Mosque unless the direct or indirect pecuniary or personal interest, gain or benefit of the Director in such contract, business transaction, financial arrangement or other matter is of a material nature. The phrase "material nature" shall mean that the Director in question, directly or indirectly, is personally receiving a material benefit or gain of some kind, either financially or otherwise, with the determination of "material nature" in such circumstances to be determined by the Board from time to time, subject to the overriding compliance with the common law

concerning conflict of interest of Directors as fiduciaries and the provisions of the Act.

- (iv) The chair of Board meetings shall request any Director who has declared a direct or indirect (i.e. through his or her family members) pecuniary or personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement, or other matter with the Mosque, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.
- (v) In the event that the Board proceeds with a contract, business transaction, financial arrangement, or other matter, in which a Director has a direct or indirect pecuniary or personal interest, gain or benefit in contravention of this Article herein, save and except where permitted by law and approved by a resolution of a majority of the votes cast at a Board meeting, such Director shall be required to immediately resign from the Board, failing which he shall be deemed to have resigned from the Board upon the passing of a Board resolution to that effect.
- (h) An act done by a Director or by an Officer is not invalid by reason only of any defect that is thereafter discovered in his appointment, election or qualification.

5.4 RESPONSIBILITIES OF INDIVIDUAL DIRECTORS

The responsibilities of Directors shall include (in addition to any responsibilities any Director may have as an Officer), the following:

- (a) To exercise the powers and discharge the duties of his/her office honestly, loyally in good faith, be diligent, with prudence, without conflicts of interest and personal profit, and in the best interests of the Mosque;
- (b) To attend all meetings of the Board and/or Members, unless excused by the Board;
- (c) To be prepared for all meetings by reading the relevant reports;
- (d) To be aware of the needs and concerns of Members;
- (e) To have regard for the welfare of the Mosque at all times.

5.5 TERM OF OFFICE

- (a) Each elected Director shall serve for a term of 2 (two) years. Each Director shall serve until the first Board meeting following the election of his/her successor. Each Director shall be eligible to run as a candidate for the Board of Directors again at the end of his/her term.

- (b) The term of office of a Director shall end at the beginning of the Board meeting immediately following the election of his/her successor (unless the Director has resigned or been dismissed).
- (c) The maximum number of terms for each Director is three (3) consecutive full terms. A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board is restored.

5.6 THE ELECTION OF DIRECTORS

- (a) Directors shall be elected by the Members at the annual general Meeting of Members.
- (b) Three (3) months before the annual general Meeting of Members, the Directors shall then initiate the following Directors selection process.
 - (i) The existing Directors shall appoint a Nominating Committee consisting of a minimum of 3 (three) Members, at least one of whom should be a Director not running for election. The function of the Committee is to solicit nominations for the upcoming vacancies and to ensure that the election is conducted in accordance with the By-laws. For the purpose of order, the Nominating Committee shall choose one member of the Nominating Committee to be the chairperson of the Nominating Committee.
 - (ii) The Board shall provide the Nominating Committee a list of qualities and skill they need for the upcoming election.
 - (iii) The Nominating Committee shall immediately publicize the upcoming election and shall endeavour to ensure that there are at least as many candidates as the number of Directors to be elected.
 - (iv) The Nominating Committee shall accept nominations from Members who wish to nominate themselves or another Member to be candidates for the Board of Directors and all nominations must be seconded. The Membership will be given at least 30 (thirty) days to submit the names of Members for candidates as Director. At the annual Meeting of Members any member may nominate additional candidates who qualify under the By-laws. Nomination will be closed three (3) weeks before the annual Meeting and the Committee shall contact all nominees to get their acceptance and ask them to submit more information about themselves to be presented to the Members for election purposes. This information

may include their qualifications, expertise and personal achievements. The Committee shall display all the candidates' names and their submitted information at the Mosque in prominent visible locations not less than 1 (one) week prior to the date that the Directors will be elected.

- (v) At the annual Meeting of the Members, nominations of qualified persons may also be made from the floor.
 - (vi) Nominees may be given an opportunity at the annual Meeting of Members to discuss any election platforms they might have and to answer any questions or concerns the Member may have.
 - (vii) A Member nominated to be a candidate for the Board of directors need not be present at the Meeting of Members in order to be nominated.
- (c) The election of Directors shall be held by secret ballot. Only Members eligible to vote shall be allowed to vote. Eligible Members who are present at the election of Directors shall be allowed only one vote. Proxy voting shall be allowed.
 - (d) Each Member shall on his/her ballot cast a number of votes equal to the number of Directors to be elected. Any ballot that does not cast such number of votes shall be voided. No candidate shall receive more than one vote from any Member
 - (e) The Nominating Committee will count and record the number of votes each candidate receives, and announce the results. The cast ballots will be returned to the ballot box, which shall be sealed and kept in the Imam's office for 7 (seven) days after which the ballots shall be destroyed. During this period any candidate may request a recount which shall be done immediately. Notwithstanding any such recount, the decision, as announced after the election, shall continue in effect pending any further recount. In the case of tie vote for the final position on the Board of Directors, a run-off shall be held between the candidates who are tied.
 - (f) Elections will be held on a staggered basis such that:
 - (i) 6 (Six) directors shall be elected during one year; and
 - (ii) 5 (Five) directors shall be elected during the following year.
 - (g) In the event that the whole Board of Directors resigns or is removed, the first full election for all positions on the Board, six (6) of the Directors shall be elected for a two year term and five (5) for a one year term.

5.7 QUORUM FOR BOARD OF DIRECTORS MEETINGS

A quorum for a meeting of the Board of Directors shall be a minimum of 6 (six) Directors holding such position, present in person. Unless otherwise specified, all decisions of the Board of Directors shall be by Majority Resolution or by resolutions in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board.

5.8 RESIGNATION OF DIRECTORS

- (a) If the personal circumstances of any Director make it difficult for that Director to devote the necessary time or energy to the work of the Board of Directors, then that Director shall be free to resign from the Board of Directors without embarrassment or stigma regardless of the remainder of the term of that member.
- (b) If for any reason a Director chooses to resign, then that Director shall give 30 (thirty) days written notice, if possible, to the Chair of the Board of Directors. Such letter of resignation should set out the reasons for departure of the Director from the Board of Directors. The Chair in turn shall call it to the attention of the Board of Directors, which shall accept such resignation at the meeting following its receipt, unless the resignation is withdrawn before acceptance.

5.9 VACANCY ON BOARD OF DIRECTORS

- (a) The position of a Director shall be automatically vacated if any of the following situations occur:
 - (i) Such Director resigns his/her position as a member on the Board of Directors by delivery of the written resignation to the Chair of the Board;
 - (ii) Such Director no longer fulfils all the qualifications or obligations of a Director as decided by the Board or the Members;
 - (iii) Such Director is found to be mentally incompetent or of unsound mind;
 - (iv) Such Director is found to have breached confidentiality as set out in this By-law;
 - (v) Such Director, without justifiable cause (which justification shall be adjudged by all the other Directors, acting unanimously, by secret vote), is absent from at least 3 (three) Board of Director meetings in one calendar year;
 - (vi) Such Director becomes bankrupt;

- (vii) Such Director ceases to be a Member of the Mosque;
 - (viii) Such Director is determined by a Majority Resolution at a Meeting of Members duly called for that purpose to be unfit to hold office as a member of the Board of Directors for any reason; or
 - (ix) Such Director dies.
- (b) The Board May decide, by a majority vote, to initiate proceedings for removing a Director from the Board on certain grounds. Following such vote, a written notice stating the grounds for removal must be sent to the Director at least 7 (seven) days in advance of the Board meeting where the removal will be discussed. The Director shall be given an opportunity to appear and be heard at such meeting. Final consideration of the removal and voting thereon shall take place without the Director in question being present. The Resolution shall be effective only if passed by the required majority vote.
- (c) Where a Director is removed from office under subsection (b), no new director shall be appointed by the Board until after the next Meeting of Members. The Director who was removed shall have the right to appeal the matter to the Members at the next Meeting of Members, in which event he/she shall deliver notice thereof to any Officer, who shall cause notice of the appeal to be included with the notice of the next Meeting of Members. If the Members allow the director's appeal, he/she shall thereupon immediately be reinstated as a Director for the remainder of his/her term.
- (d) Where a vacancy occurs on the Board and a quorum of Directors remains, the Directors remaining in office may appoint a qualified Member to fill the vacancy until the next annual Meeting of Members. If no quorum of Directors remains in office, then the remaining Directors shall call a special Meeting of Members at which sufficient Directors shall be elected to fill any vacancies for the balance of the original terms. Notwithstanding the above the Board may not appoint someone who ran unsuccessfully for Directorship within the same election year.

5.10 BOARD OF DIRECTORS MEETINGS

- (a) Regular Meetings - Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Chair of the Board of Directors.
- (b) Special Meetings - Special meetings of the Board of Directors may be called by the Chair of the Board of Directors upon written notice or upon written request of any 3 (three) members of the Board of Directors to the Chair who shall then give notice of a special meeting of the Board of Directors as soon as possible thereafter.

- (c) Chair - The Chair or, in his/her absence or inability to act, the 1st Vice-Chair or the 2nd Vice-Chair or such other Director as may be determined by the Board shall serve as chairperson of the Board.
- (d) Notice of Meeting - All regular and special meetings of the Board of Directors shall be held on 14 (fourteen) days' notice either addressed and mailed or delivered to each member of the Board of Directors or published in the Mosque Proclamation on 2 (two) consecutive Friday mornings prior to such meeting or at the call of the Chair of the Board of Directors upon 24 hours' telephone notice in the event of an emergency.
- (e) Omission of Notice - The accidental omission to give notice of any meeting of the Board of Directors to, or any irregularity in the notice of any such meetings, or the non-receipt of any notice by, any Director shall not invalidate any Resolution passed, or any proceeding taken at such meeting, provided that no Director objects to such omission or irregularity. A Director may waive notice of a meeting of the Board of Directors and attendance of any Director at such meeting shall constitute a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
- (f) Voting Rights - With the exception of the Chair, who shall only vote in the event of an equality of votes, all members of the Board of Directors shall each have one vote.
- (g) Voting Procedures - At all meetings of the Board of Directors, every question shall be decided by a show of hands on the question as required by the Chair of the Board or requested by any Director. When a recorded vote on the question is required by the Chair of the Board of Directors or requested by any Director, the Secretary shall record the number of the Directors who voted in support or opposition. A declaration by the Chair of the Board of Directors that a Resolution has been carried and an entry to that effect in the minutes of the Board is conclusive evidence of the fact without proof of the number or proportionate votes recorded in favour or against the Resolution. All Resolutions of the Board or decisions made by the Board shall be by a majority of votes cast, unless otherwise provided in this By-law.
- (h) Minutes - The Board of Directors shall keep written minutes of each meeting. The Secretary, or whichever Director the Board of Directors designates in his/her absence, shall record and maintain such minutes. The minutes of Board meetings shall not include details of confidential matters, but may indicate that confidential matters were considered. The Board may require records to be kept in such a manner as it deems appropriate of confidential matters considered by the Board.
- (i) Written Resolutions - A Resolution in writing, signed by all of the members of the Board of Directors entitled to vote on the Resolution at a

meeting of the Board of Directors, is as valid as if it had been passed at a meeting of the Board of Directors.

- (j) Meetings by Telephone or Electronic Means - If all Directors consent, a meeting of the Board of Directors may be held by telephone conference call or by other electronic means that permits each Director to communicate adequately with each other, provided that:
 - (i) the Board of Directors has passed a Resolution addressing the mechanics of holding such Board meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes; and
 - (ii) each Director has equal access to the specific means of communication to be used.
- (k) Confidentiality - Every Director, as well as every Officer and Committee Member, staff or Volunteer shall keep confidential all matters brought before the Board or before any Committee of the Board, or any matter dealt with in the course of employment or involvement of such Person in the activities of the Mosque, or coming to their notice or attention which are of confidential or private nature.
- (l) Members' participation - Subject to permission being granted by the Board, Members may be granted the opportunity to address the Board of Directors. No Members shall be allowed to participate in the voting of the Board of Directors. Members shall be asked to leave the meeting before confidential matters are discussed.

ARTICLE 6 **IMAM AND EMPLOYEES**

6.1 QUALIFICATIONS, RESPONSIBILITIES AND TERMINATION OF THE IMAM

(a) QUALIFICATIONS

The Imam is the religious leader of the Mosque and his views of the religion should go along with the statement of faith. In addition to his reputation and good character, he should possess the necessary certified Islamic education. The search for an Imam will primarily be the responsibility of the Directors, who may wish to involve others in the search process. The Board shall decide on a process to pick the most qualified person from among the candidates and the successful candidate shall require a Two-Third Majority Resolution of the Board of Directors to be appointed as Imam.

(b) DESIGNATIONS AND TITLES

The Board of Directors is authorized to assign the title and designation of an Imam and to prescribe his duties and responsibilities to the Mosque, including weddings, funerals and worship services.

(c) DUTIES AND RESPONSIBILITIES

By virtue of his knowledge of Islam, the Imam shall be responsible for the religious life and activities of the Islamic community. The Imam shall represent the Islamic community at religious events and conferences. He shall conduct the affairs of the Mosque as outlined in a job description provided upon commencement of his position with the Mosque. The Imam shall be responsible to the Board of Directors for the conduct of such affairs. The Imam shall advise the Board of Directors on religious matters and attend the Board meetings when requested to provide consultation. The Imam shall perform such duties without fear or favour as are enunciated in Qur'an and Sunnah, or falling on his shoulders by virtue of his office. He shall be the leader of the community and shall impart religious instructions to Muslim adults and children. All religious activities conducted at the Mosque should be coordinated through the Imam's office.

(d) TERMINATION

The Imam may resign at any time, or may be dismissed by Two-Third Majority Resolution of the Board of Directors.

6.2 SUPERVISION OF EMPLOYEES

It is the Board's responsibility to supervise and direct the Mosque's Employees. The Board shall ensure that job descriptions for all positions are clearly defined and that proper procedures for reporting, and authorized areas of decision-making are established and followed. The Chair, or other directors appointed by the Board, shall be responsible for liaison with Employees. Contracts will be drawn up and signed between the Mosque and all Employees outlining the salary, the number of hours to be worked, the job description of the Employee and any other provisions agreed to by the Board and the Employee.

ARTICLE 7
OFFICERS

7.1 OFFICERS OF THE MOSQUE

The Officers of the Mosque shall be:

- (a) Chair of the Board of Directors, who shall also be the President of the Mosque;

- (b) First Vice Chair
- (c) Second Vice Chair
- (d) Secretary, who shall also act as Secretary of the Mosque; and
- (e) Treasurer, who shall also be the Treasurer of the Mosque;

7.2 CHAIR OF THE BOARD OF DIRECTORS

- (a) The duties of the Chair of the Board of Directors shall be:
 - (i) For purposes of the Act, to act as the President of the Mosque for corporate purposes;
 - (ii) To maintain efficient administration of the affairs of the Mosque including supervision of other Officers in discharging their duties;
 - (iii) To call all meetings of the Board of Directors;
 - (iv) To preside at all such meetings as the Chairperson (except when a censure motion is being considered against the Chair in which case the 1st Vice-Chair shall preside);
 - (v) To prepare the agenda for all meetings of the Board of Directors;
 - (vi) To call all Meetings of the Members;
 - (vii) To preside over and chair all Membership Meetings (except when a censure motion is being considered against the Chair in which case the 1st Vice-Chair shall preside);
 - (viii) To ensure fairness, objectivity, and completeness occurs at such meetings;
 - (ix) To be permitted to express an opinion on any matter discussed at Board of Directors meetings;
 - (x) To vote only when a deciding vote is necessary at any meeting of the Board of Directors;
 - (xi) To ensure all directives and Resolutions of the Board of Directors are put into effect;
 - (xii) To carry out such other duties as are directed from time to time by the Board of Directors; and

- (xiii) To ensure all pertinent information is disseminated to all the Directors and all pertinent information is communicated to the Membership.

7.3 VICE-CHAIRS

- (a) The 1st Vice-Chair shall perform such duties as are delegated to him/her by the Chair and shall act as Chair in the absence of the Chair. In the absence of the Chair, the Vice-Chair shall exercise such powers and authority as vested in the office of the Chair under this Constitution.
- (b) The 2nd Vice-Chair shall perform such duties as are delegated to him/her by the Chair and shall act as Chair in the absence of the Chair and the 1st Vice-Chair.

7.4 SECRETARY

- (a) The duties of the Secretary shall be:
 - (i) To faithfully note and record all of the business of the Membership Meetings and meetings of the Board of Directors and to present the minutes of previous meetings when called upon to do so;
 - (ii) To conduct all correspondence on behalf of the Mosque arising out of the Membership and Board Meetings;
 - (iii) To publish the time and place of all Membership Meetings with due notice;
 - (iv) He or she shall deliver the seal of the Mosque only when authorized by Resolution of the Board of Directors to do so and to such Person or Persons as may be named in said Resolution;
 - (v) To ensure all papers and Documents of the Mosque are safely kept, and to cause the safe keeping of records of Mosque Membership, including admissions, resignations, removals, deaths, and deletions therefrom;
 - (vi) To give an annual written summary of the records of Mosque Membership and changes thereto for inclusion in the minutes of the annual meeting; and
 - (vii) To carry out such duties as directed from time to time by the Board of Directors or by the Membership.
- (b) In his/her absence, a Person appointed by a Resolution of the Directors shall perform the duties of the Secretary.

7.5 TREASURER

- (a) The duties of the Treasurer shall be:
- (i) To oversee disbursement of monies on behalf of the Mosque as approved by the Board of Directors;
 - (ii) To keep an accurate cheque register;
 - (iii) To issue and jointly sign cheques, with the Chair or another signing Officer, on behalf of the Mosque and shall assure himself/herself that the expense has been duly authorized;
 - (iv) To maintain payroll records;
 - (v) To maintain accounts payable records;
 - (vi) To ensure the payment of all accounts and authorized expenses by cheque whenever practical and possible;
 - (vii) To invest funds belonging to the Mosque as directed by the Board of Directors;
 - (viii) To oversee collection of monies by the Mosque;
 - (ix) To cause the monies received by the Mosque to be deposited into the proper bank accounts previously approved by the Board of Directors;
 - (x) To ensure that accurate records of all income, assets, liabilities, receipts, and disbursements of the Mosque are maintained.
 - (xi) To ensure preparation of monthly bank reconciliations and monthly financial statements
 - (xii) To ensure prompt and proper Tax filing at the end of every Fiscal Year;
 - (xiii) To ensure that no Director receives remuneration from the Mosque unless such monies are for the purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Mosque; and
 - (xiv) To carry out other such duties as directed from time to time by the Directors or Membership.
- (b) In his or her absence, a Person appointed by a Resolution of the Directors shall perform the duties of the Treasurer.

7.6 GENERAL DUTIES OF OFFICERS

The Officers shall perform their respective duties in accordance with all Resolutions passed by or directions given by the members of the Board. The Officers shall perform such additional duties as may be assigned to them by the members of the Board and shall serve as signing Officers where approved by Resolution of the Board.

7.7 QUALIFICATION FOR OFFICERS

- (a) A Person may be considered for election as an Officer of the Mosque if he or she fulfils all of the following qualifications.
 - (i) Is a Director of the Mosque;
 - (ii) Recognizes that appointment (or election), as an Officer is a commitment to service, not a position of honour or status, or a reward for past service.

7.8 THE ELECTION OF OFFICERS

- (a) The Board shall annually, or as may be required, elect a Chair, 1st Vice-Chair, 2nd Vice-Chair, Secretary, and Treasurer.
- (b) The Officers shall be appointed by Resolution of the members of the Board of Directors from its members at the first Directors' meeting following the elections each Fiscal year. The Officers shall serve for a 1 (one) year term.

7.9 RESIGNATION OF OFFICERS

If for any reason any Officer chooses to resign his/her position, a letter of resignation together with an explanation shall be directed to the Directors a minimum of 30 (thirty) days prior to the effective date of such resignation.

7.10 THE REMOVAL OF OFFICERS

- (a) The Board may by Resolution remove any Officer from office, where notice of the intention to propose the Resolution was included with notice of the meeting and where such notice was given to the Officer concerned at the same time as notice of the meeting was given to the Directors. Such Officer shall be entitled to attend the meeting of the Board and to make representations. The Directors may immediately fill any office rendered vacant under this section.
- (b) Removing an Officer from office does not affect his/her position as a Director.

7.11 VACANCY

- (a) The position of an Officer shall be automatically vacated if any of the following situations occur.
- (i) The Person resigns his/her office by delivery of a written resignation to the Directors.
 - (ii) The Person is no longer a Director.
 - (iii) The Person is removed as an Officer.
 - (iv) The Person is determined by Majority Resolution of the Membership, to be unfit to hold office as an Officer of the Mosque for any reason.
 - (v) The Person dies.
- (b) If any such vacancies occur for any reason as set out above, the Directors can elect another Director, who is not an Officer, to fill the vacancy for the duration of the remaining term until the next annual Meeting of Members.

ARTICLE 8 **PROTECTION AND INDEMNITY**

8.1 PROTECTION AND INDEMNITY TO DIRECTORS, IMAMS OFFICERS AND OTHERS:

- (a) Protection of Directors, Imams, Officers, and Others - Except as otherwise provided in the Act, no Director, Imam or Officer of the Mosque shall be liable for the acts, receipts, neglects or defaults of any other Director, Imam, Officer or Employee or for any loss, damage or expense incurred to the Mosque through the insufficiency or deficiency of title to any property acquired by the Mosque or for or on behalf of the Mosque or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Mosque shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Mosque or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the Directors, Imam or Officer's respective office or trust or in relation thereto unless the same shall happen by or through such Person's wilful neglect or default. The Directors, Imams and Officers of the Mosque shall not be under any duty or responsibility in respect of any contract, act or transaction whether or

not made, done or entered into in the name or on behalf of the Mosque, except such as shall have been submitted to and authorized or approved by the Board of Directors.

- (b) Indemnity to Directors and Officers - Subject to the Act, the Mosque shall indemnify and saved harmless every Director and Officer of the Mosque, and his or her heirs, executors and administrators, and estate and effects, respectively, out of the funds of the Mosque, from and against:
- (i) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of him/her office; and
 - (ii) all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.
- (c) Indemnity to Others - The Mosque may also indemnify any such Persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

ARTICLE 9 COMMITTEES

9.1 DEFINITION

The Members or the Board may appoint such Committees as either deems necessary and when determining to establish a Committee shall prescribe the duties, its composition, terms of reference and such other matters as may be appropriate. Unless the contrary is expressed in the Resolution of the Board or the Members creating a Committee:

- (a) The members of Committees need not be Directors.
- (b) The Board of Directors may from time to time change the number, mandate, and responsibilities of such Committees based on the needs of the Mosque.
- (c) The Board of Directors may, if deemed necessary, dissolve any Committee.

- (d) If a Committee's mandate is related to the responsibility of the Imam, the Board of Directors shall in consultation with the Imam determine the Imam's involvement with the Committee.
- (e) Each Committee shall select a chairperson and a recording secretary.
- (f) Each Committee shall report in writing to the Board from time to time as requested and may appear at meetings of the Board and Membership.
- (g) Members on each Committee shall serve without remuneration provided that a Committee Member may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
- (h) No Committee may spend any money, authorize any expenditure, or enter into any contract without the authority of the Board.
- (i) Any group of Members may form a working Committee subject to the approval of the Board and all the foregoing.

9.2 MEETINGS OF COMMITTEES

- (a) All Committees shall meet as and when needed, as determined by the chairperson of the relevant Committee, and shall present written reports to the Board of Directors before the next annual Meeting of Members.

9.3 TERMS OF REFERENCE

Unless the contrary is expressed in the Resolution of the Board or the Members creating a Committee:

- (a) Structure – Every Committee shall consist of Volunteers, with a chairperson, a secretary and ratified by the Board of Directors. The Board shall also verify if the Committee members are in good standing.
- (b) Term – The Committee chairperson and secretary shall be in office for the term of 1 (one) year. There is no limit to the number of terms served.
- (c) Programs – The Committees shall prepare an annual plan of action and budget using a template approved by the Board;
- (d) Meetings – The Committees must hold a minimum of 3 meetings annually and hold meetings as often as needed.
- (e) Funds – The Committee shall:
 - (i) Through the chairperson, be accountable for all funds of the committee.

- (ii) The chairperson shall receive and handover all funds to the Treasurer of the Board within 14 (fourteen) days of any event the Committee organizes.
- (iii) Committees shall have no powers to open or operate independent bank accounts.
- (iv) Bank Account - The Board can open and operate a bank account on behalf of a Committee, if it sees fit, by a Two-Third Majority Resolution.
- (f) Reporting – The Committee chairperson shall regularly submit written reports on programs and activities of their Committee to the Board of Directors.

9.4 ANNUAL RATIFICATION OF COMMITTEES

All Committees must be ratified annually by the Board of Directors. For a Committee to be ratified by the Board it must fulfil all of the following conditions:

- (a) Have a minimum of two (2) permanent members;
- (b) Have a designated chair and secretary (elected by its members annually);
- (c) Submit an annual plan and budget by the date specified by the Board;
- (d) Submit an annual report by the date specified by the Board; and
- (e) Maintain proper meeting minutes and documents for all activities and programs.

9.5 DE-RATIFICATION OF A COMMITTEE

The Board of Directors can immediately terminate or dissolve any Committee by a Two-Third Majority Resolution in the following conditions:

- (a) The Committee clearly violates the Constitution, policies and procedures of the Mosque;
- (b) Acts in clear contradiction of the mandate of the Committee;
- (c) Fails to meet all the ratification requirements in Article 9.4 above.

9.6 COMMITTEE PERMANENT MEMBER

A Committee permanent member is a member with the right to elect a committee chair and secretary. For a Volunteer to be considered a permanent member of a Committee he/she must fulfil the following:

- (a) Be a Member of the Mosque in good standing;
- (b) Shall demonstrate the ability to work in harmony with other Committee members;
- (c) Attend a minimum 60% (sixty percent) of Committee meeting;
- (d) Participate in at least 50% (fifty percent) of the Committee activities.

9.7 REMOVAL OF MEMBERS FROM COMMITTEES

Permanent Members of committees may remove any of its members for any reason upon a majority vote of the members of the Committee

9.8 EXECUTIVE COMMITTEE

The Board of Directors can create a special Executive Committee by passing a Two-Third Majority Resolution stating:

- (a) The exact mandate of the Committee;
- (b) The executive powers granted to the Committee;
- (c) The specific Officers on the Committee and their roles;
- (d) Any special ratification requirements.

ARTICLE 10 **ASSOCIATION**

10.1 MOSQUE ASSOCIATION

- (a) The Mosque may associate with such organizations and associations as the Board may determine from time to time by a Two-Third Majority Resolution, provided that such organizations or associations shall not be entitled to any control, monetary or otherwise, of the assets of the Mosque.

ARTICLE 11 **POLICY STATEMENTS**

11.1 POLICY STATEMENTS FOR THE MOSQUE

- (a) In consideration of the ongoing need for the Mosque to provide policies, guidelines, and directions to its Members on practical applications of Qur'anic principles, teachings, doctrinal considerations and Islamic conduct, the Mosque may adopt Policy Statements on such matters as

are deemed necessary from time to time by the Board and such Policy Statements upon adoption as set out below shall be deemed to be a part of this General Operating By-law and the Constitution.

- (b) A Policy Statement may be proposed or amended by the Board of Directors, but shall not become operative until first approved by the Board of Directors voting and ratified by a Two-Third Majority Resolution of the Members.

ARTICLE 12 **RULES, REGULATIONS OR GUIDELINES**

12.1 RULES AND REGULATIONS

- (a) The Board of Directors, or alternatively the Membership, may adopt, amend, or repeal by Resolution, such Rules, Regulations or Guidelines not inconsistent with this General Operating By-law or the Constitution relating to the management and operation of the Mosque as the Board of Directors may deem appropriate from time to time.
- (b) Any Rule or Regulation adopted by the Board of Directors shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution of the Board of Directors or by the Membership.
- (c) In the event of a discrepancy between any Rule, Regulations or Guideline adopted by the Board of Directors and those adopted by the Membership, those adopted by the Membership shall prevail.

ARTICLE 13 **FINANCIAL MATTERS AND AUDITORS**

13.1 FISCAL YEAR

Unless otherwise decided by the Board of Directors, the fiscal year of the Mosque shall commence on the first day of July of each year and end on the 30th day of June in the next year.

13.2 FINANCIAL STATEMENTS AND ANNUAL BUDGETS

- (a) The Directors shall prepare each year, with the assistance of the Mosque staff, prior to a Members' Meeting to be held prior to the beginning of the fiscal year on July 1st, a capital and general operating budget for the upcoming year.
- (b) The capital and general operating budget and an interim financial statement shall be made available to the Membership for review prior to presentation of the annual budgets at the Meeting of Members.

- (c) The capital and general operating budget and interim financial statement shall be presented at the May meeting of the Membership for approval by the Membership.
- (d) The Directors shall prepare each year, with the assistance of the Mosque staff, the final financial statements of the Mosque for the preceding year. The financial statements shall be prepared in accordance with the current financial reporting standards of the Canadian Institute of Chartered Accountants for Charitable and Non-Profit Organizations.
- (e) The final financial statements for the preceding year shall be presented at the annual Meeting of Members for approval by the Members by Resolution.
- (f) Upon reasonable notice being provided by a Member to the Board of Directors and the Treasurer, the financial records of the Mosque shall be open to inspection by any Member during normal Mosque office hours.

13.3 GENERAL OPERATING BUDGET

- (a) The general operating budget shall include proposed expenditures for programs and projects approved to support the Mosque for the upcoming year. Contributions can be accepted for any approved program or project throughout the year.

13.4 CAPITAL BUDGET

- (a) The capital budget shall include proposed expenditures for capital projects such as the alteration, expansion, or major repair of existing facilities, or the purchase of additional facilities or lands. Contributions can be accepted for any approved capital project throughout the year.

13.5 BORROWING

- (a) Subject to the limitations set out in the Act, the Letters Patent of the Mosque and this By-Law, the Board may, with the approval of Members:
 - (i) borrow money on the credit of the Mosque;
 - (ii) issue, sell or pledge securities of the Mosque; or
 - (iii) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Mosque including book debts and unpaid calls, rights, powers, franchises and undertakings, to secure any securities or any money borrowed or other debt or any other obligation or liability of the Mosque.
- (b) From time to time, the Board may authorize any Director or Officer of the Mosque to make arrangements with reference to money borrowed or to

be borrowed as to the terms and conditions of the loan thereof, and as to the security to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Mosque.

13.6 AUDITORS

The Members at each annual Meeting of Members shall appoint an Auditor, who is a chartered accountant or chartered accountant firm or corporation familiar with accounting for religious charitable corporations. The Auditor will hold office until a successor is appointed. Remuneration of the Auditor shall be fixed by the Members. The Auditor shall be entitled to notice of any Meeting of Members at which it is proposed to appoint some other Person as Auditor. The Auditor shall have access to the books, accounts and vouchers of the Mosque and the Directors and Officers of the Mosque shall provide him/her with such information and explanations as maybe necessary for the performance his/her duties. The Auditor shall do the following:

- (a) Audit the financial statements, accounts, general funds of the Mosque and other general funds which may be in existence from time to time and to submit the results of such audits to the Membership at the next annual Meeting of Members;
- (b) Report to the Members on the fairness of the financial statements presented by the Board of Directors at the annual Meeting of Members;
- (c) Carry out such other duties as are directed from time to time by the Board of Directors or by the Membership.

ARTICLE 14 GENERAL PROVISIONS

14.1 CORPORATE SEAL

The seal, an impression thereof is stamped in the margin hereof or as changed by Resolution of the Board of Directors from time to time, shall be the seal of the Mosque.

14.2 EXECUTION OF CHEQUES AND DOCUMENTS

- (a) All cheques shall be signed by any two Officers or Directors of whom at least one shall be the Chair or Treasurer. The Board shall, by Resolution, determine who the signing Officers shall be.
- (b) All other formal documents or writings requiring the signature of the Mosque shall be signed by any two Directors of whom at least one shall

be the Chair or Vice-Chair, who may affix the corporate seal of the Mosque to any document requiring it.

- (c) The Board shall have power from time to time by resolution to appoint any Officer, Director or other Person, or more than one of them, to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents or instruments in writing on behalf of the Mosque, instead of, or in addition to, those provided in subsection (b).
- (d) Any person signing any document referred to in subsection (b) and (c) shall satisfy himself/herself that the document is in accordance with the general intent of the Resolution or other authority authorizing the execution of such document and shall have the power to approve minor changes not affecting the substance thereof.

14.3 HEAD OFFICE

The head office of the Mosque shall be in the City of London, in the County of Middlesex and in the Province of Ontario.

14.4 BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Mosque required by the By-laws of the Mosque or by any applicable statute or law are regularly and properly kept.

ARTICLE 15 **AMENDMENTS**

15.1 AMENDMENTS TO THE LETTERS PATENT

Notwithstanding the Act, the Letters Patent of the Mosque may only be amended by an affirmative vote of at least two-third of the votes cast by the Directors voting at a Board meeting duly called for that purpose and sanctioned by an affirmative vote of at least two-thirds of the votes cast by the Members voting who are present in person or represented by proxy at a Membership Meeting duly called for the purpose of considering the said amendment, provided that ten (10) days' notice of such Members Meeting shall be given and provided further that the notice shall state the proposed amendment and the purpose thereof.

15.2 AMENDMENTS TO BY-LAW

The By-laws of the Mosque not embodied in the Letters Patent may be repealed or amended by By-law and enacted by at least two-third of the votes cast by the Directors voting at a Board meeting duly called for that purpose and sanctioned by at least two-third of the votes cast by the Members at a Membership Meeting duly called for the purpose of considering the said By-law, provided that ten (10)

days' notice of such Members Meeting shall be given and provided further that the notice shall state the proposed amendment and the purpose thereof.

ARTICLE 16
TRANSITION PROVISIONS

16.1 Effective Date of General Operating By-law No. 3

This By-law, after enactment by the Board and confirmation by the Members, shall take effect immediately upon the approval by the Members of the Mosque.

16.2 Members

Upon this By-law coming into effect, all Members of the Mosque immediately prior to the time this By-law comes into effect shall be deemed to have met the conditions of membership set out in Article 3.2 of this By-law and continue to be Members of the Mosque.

16.3 Directors and Officers

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

Notwithstanding Article 5.6(a), after the adoption of this By-law, a special Members Meeting shall be held as soon as practically possible in order to elect Directors who meet the qualification requirements set out in this By-law.

ARTICLE 17
IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

17.1 Repeal of Former General Operating By-law

(a) All by-laws of the Mosque (as amended) are hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Mosque.

(b) The said repeal of by-laws (as amended) shall not affect the previous operations of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-laws prior to its repeal. All Officers and persons acting under such by-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed by-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

ENACTED by the Directors of the Mosque this 12th day of December 2018

Chair of the Board/President

Secretary

CONFIRMED by the Members of the Mosque this 17th day of February, 2019

Secretary