

BY-LAW NO.1, 2018

A By-Law relating generally to the conduct and transaction of the affairs of
Islamic Society of North America Canada (ISNA - Canada)
(hereinafter referred to as the "Corporation" or "ISNA - Canada")

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RECITALS

- A. The Corporation was incorporated as a corporation without share capital by Letters Patent dated September 13, 1982 and issued under the seal of office of the Minister of Consumer and Corporate Affairs on December 17, 1982.
- B. The Corporation has received Certificate of Continuance dated October, 16, 2014 under the *Canada Not-for-Profit Corporations Act, 2009*.
- C. The Corporation's Letters Patent and its Articles of Continuance as noted above are hereinafter collectively referred to as Articles.
- D. The Corporation wishes to repeal By-Law No.1 dated November 15, 2005 and all amendments to this November 15, 2005 By-Law No.1 and any and all previous by-laws of the Corporation.
- E. ISNA - Canada is committed to bringing a better understanding of Islam in Canada and providing services to Muslims and others in need, in accordance with the principles of the Qur'an and the Sunnah of Prophet Muhammad [*Peace be upon him*] and in accordance with the charitable purposes of the Corporation as set out in the Articles of Incorporation.

BE IT ENACTED as a By-Law of the Corporation as follows:

ARTICLE 1: GENERAL

1.1 Definition

In this By-Law and all other By-Laws of the Corporation, unless the context otherwise requires:

“**Act**” means the *Canada Not-For-Profit Corporations Act*, S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

“**Administration**” means the working team including the senior staff or employees as determined by the Board.

“**Articles**” means the original, amended or restated Letter Patent, Articles of incorporation or Articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

“**Auditor**” means the Auditor of the Corporation;

“**Board**” means the Board of Directors of the Corporation, which is also known as the Majlis;

“**Finance and Audit Committee**” means the Finance and Audit Committee appointed by the Board;

“**By-Law**” means this By-Law and any other By-Law of the Corporation as amended and which is, from time to time, in force and effect;

“**Chairperson**” means the Chair of the Board of Directors of the Corporation;

“**Chapter**” means a local branch of ISNA-Canada;

“**Corporation**” means the Islamic Society of North America – Canada (ISNA-Canada) a corporation which is continued under the Act by Articles of Continuance, and as may from time to time be amended and supplemented by amended Articles;

“**Committee**” means a Committee appointed by the Board;

“**Director**” means a Member of the Board;

“**Executive Director**” means the Executive Director (ED) of the Corporation who is an employee of the Corporation as described in Article 5.1;

“**ISNA - Canada Regions**” means the regions into which the Corporation is geographically divided as three regions: (1) **East**: New Brunswick, Newfoundland and Labrador, Nova Scotia, Prince Edward Island & Quebec (2) **Central**: Ontario, (3) **West**: Alberta, British Columbia, Manitoba, Saskatchewan, North West Territories, Nunavut & Yukon.

“**Majlis**” means the Majlis Ash-Shura, which is the Board of Directors of the Corporation;

“**Meeting of Members**” includes an annual meeting of Members, a general meeting of Members or a special meeting of Members;

“**Member**” means a Lifetime Member or a Regular Member of the Corporation as described in Article 2;

“**Elections Committee**” means the Elections Committee appointed by the Board;

“**Officer**” means an Officer of the Corporation;

“**Ordinary Resolution**” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution unless specified otherwise;

“**Person**” means an individual, body corporate, sole proprietorship, partnership, syndicate, an unincorporated association or organization, joint venture, trust, employee benefit plan, government or any agency or political subdivision thereof, and a natural person acting as trustee, executor, administrator or other legal representative;

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time;

“**Special Resolution**” means a resolution passed by a majority of not less than 66% plus 1 of the votes cast on that resolution;

“**Secretary**” means the Secretary of the Corporation;

“**Treasurer**” means the Treasurer of the Corporation;

“**Vice-Chairperson**” means the Vice-Chairperson of the Board of Directors of the Corporation; and,

“**Voting Members**” mean the Regular Members and the Life Members collectively.

Useful related items:

- **Canada Not For Profit (NFP) Act General Information**
<https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05014.html>
- **Canada Revenue Agency Glossary of Terms and Definitions**
<http://www.cra-arc.gc.ca/chrts-gvng/chrts/glssry-eng.html>

1.2 Interpretation

In the interpretation of this By-Law, words in the singular include the plural and vice-versa, words in one gender include both genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. The division of these By-Laws into sections and the insertion of headings are for convenience of reference only and shall not affect the construction or interpretation hereof.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.3 Rules and Regulations

The Board may establish rules and regulations not inconsistent with the By-Laws relating to the management and operation of the Corporation.

1.4 Head Office

Until changed in accordance with the Articles, the head office of the Corporation shall be in the City of Mississauga, in the Province of Ontario.

1.5 Books and Records

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

1.6 Corporate Seal

The Corporation may, but need not, have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Executive Director of the Corporation shall be the custodian of the corporate seal and its use is subject to the Board policy.

1.7 Policy and Procedure

In consideration of the on-going need for the Corporation to provide policies, procedures, guidelines and directions to its Directors, Officers, Members, Committee members, employees and volunteers, the Corporation may adopt such policies and procedures on such matters as are deemed necessary and approved from time to time by the Board; and such approved and adopted policies and procedures shall form part of the governing documents duly maintained by the Corporation.

1.8 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing including, but not limited to, cheques, drafts, orders from the payment of money and all notes and acceptances

and bills of exchange (“Instrument” or “Instruments”) requiring execution by the Corporation may be signed as follows:

- (a) Matters or transactions which do not require the approval of the Board and do **not** exceed the maximum amount of \$5,000 per instrument, shall be signed by the Executive Director, Chairperson, Vice Chairperson or Treasurer together with any person designated in a Board approved policy.
- (b) The Board shall review and approve any matters or transactions which require approval or exceed the maximum threshold of \$5,000 per Instrument.

Any person authorized by the Board to sign any document may affix the corporate seal (if any) in accordance with the Board’s policy. Any signing officer may certify a copy of any instrument, resolution, By-Law or other document of the Corporation to be a true copy thereof.

1.9 Financial Year

Unless otherwise approved by the Board, the financial year of the Corporation shall end on the 31st day of December in each year.

1.10 Banking Arrangements

The banking business of the Corporation including, without limitation, the deposit of securities, the borrowing of money and the securities given therefore, shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by as follows:

- (a) The Executive Director, the Chairperson, Vice Chairperson, or Treasurer together with any Person designated in a Board approved policy.
- (b) The Board may from time to time by resolution designate, direct or authorize such other persons to transact such banking business as it deems appropriate and may direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

1.11 Borrowing Powers

The Directors of the Corporation may, by Special Resolution of the Board and from time to time on behalf of the Corporation, without authorization of the Members:

- a) borrow money on the credit of the Corporation provided that such money is borrowed without interest;

- b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation, whether secured or unsecured, provided that no interest shall be charged or paid by the Corporation;
- c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and
- d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligations of the Corporation, provided that such creation of a security interest does not involve the charging or the payment of interest by the Corporation.

1.12 Annual Financial Statements

Not less than twenty-one (21) clear days before each annual meeting of Members or before the signing of a resolution in lieu thereof, the Corporation shall make available to the Members:

- a) a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act; or
- b) a summary of the documents referred to in subsection 172(1) of the Act to each Member along with a notice informing the Member of the procedure for obtaining a copy of the documents themselves free of charge.

The Corporation is not required to send the documents or a summary of the documents to a Member who, in writing, declines to receive such documents or, who receives notice that such documents are available and accessible on the Corporation's website or designated web-storage within the prescribed period.

1.13 Appointment of Public Accountant or Auditor

The Board shall appoint a public accountant or Auditor who shall not be a Director, or an Officer or employee of the Corporation or a partner or employee of any such person and is to be duly licensed under the provisions of the applicable provincial legislature to hold office as a public accountant or Auditor. The membership at the AGM will ratify this appointment for the year. The remuneration of the public accountant or Auditor shall be fixed by the Board.

ARTICLE 2: MEMBERS

2.1 Membership Conditions

Membership is open individuals who are Muslims of 18 years of age or older. Members need to be either a Canadian citizen, a landed immigrant, or a legal resident;

2.2 Membership Class

2.2.1. Subject to the Articles, the Corporation shall have the following classes of Members in the Corporation:

- a) Regular Members: The term of membership of a Regular Member shall be 1, 2 or 3 years, subject to renewal in accordance with the By-Laws of the Corporation.
- b) Life Members: Life Members shall have lifetime membership in the Corporation, unless such membership is terminated. Lifetime membership shall only be open to existing Life Members of the Corporation who are entered in the books of the Corporation as a Member in good standing as at the effective date of the Certificate of Articles of Continuance. *For further clarity, only Regular membership is open to newly admitted Members of the Corporation.*

As set out in the Articles, each Life Member and each Regular Member is entitled to receive notice of, attend and vote at all meetings of Members and each such Life Member or Regular Member shall be entitled to one (1) vote on each question at all meetings of Members.

2.2.2 Subject to the Articles, the Corporation may have the following additional class of Members in the Corporation: Chapter and/or Division Members.

- a) From time to time, the Board may approve the establishment of one (1) or more Chapter members which may be formed anywhere in Canada. The minimum number of persons required to form a Chapter is (10) Voting Members. Chapters are required to fulfill the obligations as determined by the Board and as outlined in the By-Laws Articles, and any other governing document of the Corporation. If the number of individuals in a Chapter falls below the prescribed minimum number, or if the Chapter fails to fulfill its obligations as Members of the Corporation, the Chapter membership shall lapse and such membership interests shall be transferred to the Corporation.

2.3 Membership Fees

The membership fees payable by the Members of the Corporation shall be paid every 1, 2 or 3 years and shall be fixed by Ordinary Resolution of the Board unless otherwise determined by the Board. Regular membership is renewable

2.4 Membership Rights and Restrictions

2.4.1 Fundamental Changes

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendments to Article 2 of this By-Law if those amendments

affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), or (l) of the Act.

2.4.2 Resignation of Membership

Members may resign at any time by resignation in writing which shall be effective on any date or time on or after execution of the instrument of resignation. A Member shall remain liable for payment of any assessment or other sum levied or which became payable by the Member to the Corporation prior to acceptance of such resignation.

2.4.3 Member Discipline

The Board shall have authority to suspend or expel any Member from the Corporation for any one or more of the following grounds:

- a) violating any provision of the Articles, By-Laws, or written policies of the Corporation;
- b) carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion; or
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the charitable purposes of the Corporation.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Corporation, the Chairperson, or such other Officer as may be designated by the Board, shall provide twenty (20) days' notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chairperson, or such other Officer as may be designated by the Board, or may appeal to the notice received within such twenty (20) day period.

In the event that no written submissions or request for a hearing are received, the Chairperson, or such other Officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Corporation.

If written submissions or a request for a hearing are received in accordance with this section, the Board will consider such written or oral submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.5 Transferability and Termination of Membership

Membership in the Corporation, whether individual, shall not be transferable and shall lapse and terminate upon the occurrence of any one of the following events:

- a) A member fails to maintain any qualifications for membership in accordance with the Articles or By-Laws;
- b) membership fees are in arrears and such arrears of fees are not paid within the time designated;
- c) the Member dies or resigns;
- d) in the case of a Member that is a corporation, partnership or other legal entity, the corporation, partnership or other legal entity is dissolved or fails to be validly constituted;
- e) the Member is expelled or the membership is otherwise terminated in accordance with the Articles or By-Laws;
- f) the Member's term of membership expires and is not renewed; or
- g) the Corporation is liquidated and dissolved under the Act.

2.5.1 Effect of Termination of Membership

Subject to the Articles, upon any termination of membership, the rights of the Member, including any rights in the property of the Corporation, automatically cease to exist. However, the Member may re-apply for membership but may only be re-admitted upon the approval of the Board by resolution. Save and except for members whose membership ceased as a result of 2.5(f) in which case the member may be re-admitted upon completing the re-application process only

2.6 Meeting of Members

2.6.1 Place of Meetings

Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the Members may be held anywhere as determined by the Board.

2.6.2 Annual Meetings

Annual meetings of Members shall be held no later than 15 months after the holding of the last preceding annual meeting of Members but no later than six (6) months after the end of the Corporation's preceding financial year end. An annual meeting shall be held for the purpose of considering financial statements of the Corporation and/or the report of the Auditor, the report of the Board, and for the transaction of such other business as may be properly brought before the meeting.

2.6.3 General Meetings

Notice of a general meeting which is not considered an annual meeting and which is called for any purpose other than consideration of the financial statements and/or Auditor's report and Board report, election of Officers and appointment of the public accountant or Auditor, shall state the general nature of the business to be transacted at it in sufficient detail to permit the Members to form a reasoned judgment thereon.

2.6.4 Members Calling a Special Members' Meeting

The Board of Directors shall call a special meeting of Members on written requisition of Members carrying not less than 10% of the voting rights. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

2.6.5 Notice of Meetings

Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.

2.6.6 Waiver of Notice of Meeting

Notwithstanding the immediately preceding subsection 2.6.5 (a) and subsection 2.6.5 (b), a meeting of Members may be held at any time and place without notice if all the Members entitled to vote are present or if not present, before the meeting, waive notice or otherwise consent to such meeting being held, and at any such meeting any business may be transacted which the Corporation, at a meeting of Members, may transact.

2.6.7 Fundamental Changes, Notice

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a Special Resolution of the Members is required to make any amendment to the By-Laws of the Corporation to change the manner of giving notice to Members entitled to vote at a meeting of Members.

2.6.8 Cost of Publishing Proposals for Annual Members' Meetings

The Member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the Members present at the meeting.

2.6.9 Meeting by Electronic Means

The Members may meet by any other electronic means that permits each Member to communicate adequately with each other, provided that the Board has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes. Each Member must have equal access to the specific means of communication to be used. A Member participating in such a meeting by such means is deemed to be present at that meeting.

2.6.10 Written Resolutions

A resolution in writing signed by all the Members entitled to vote on that resolution at a meeting of Members is valid as if it had been passed at a meeting of Members, unless a written statement with respect to the subject matter of the resolution is submitted by a Director or the public accountant in accordance with subsection 131(1) and subsection 187(4) of the Act, respectively.

2.6.11 Persons Entitled to be Present at Members' Meetings

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the public accountant or Auditor of the Corporation and such other persons who are entitled or required under any provision of the Act, Articles or By-Laws of the Corporation to be present at the meeting. Any other person may be admitted to the meeting only on the invitation of the chair of the meeting or by resolution of the Members.

2.6.12 Chair of Members' Meetings

In the event that the Chairperson and the Vice-Chairperson or other Board members (in that order) of the Corporation are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

2.6.13 Quorum at Members' Meetings

A quorum at any meeting of the Members (unless a greater number of Members are required to be present by the Act) shall be the lesser of ten per cent (10%) of the total membership or 70 Members entitled to vote and present in person. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

2.6.14 Right to Vote

Subject to the Articles and the Act, at any meeting of Members every person shall be entitled to vote who is, at the time of the meeting, entered in the books of the Corporation as a Member in good standing.

2.6.15 Votes to Govern at Members' Meetings

At any meeting of Members every resolution shall, unless otherwise provided by the Articles or By-Laws or by the Act, be determined by a majority of the votes cast on the question. Upon a show of hands every person who is present and entitled to vote shall have one vote.

In the case of:

- a) a ballot required by the chair of the meeting or demanded by a Member, the vote by ballot shall be taken in such manner as the chair of the meeting shall direct and each Member present in person or who has delivered a mail in ballot on the question and entitled to vote, shall have one vote; or
- b) an equality of votes, either on a show of hands, on a ballot if required or demanded, or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

2.6.16 Adjournment of Meeting

The chair of the meeting at a meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

2.6.17 Absentee Voting at Members' Meeting

Pursuant to section 171(1) (Absentee Voting) of the Act, a Member entitled to vote at a meeting of Members may vote by means of a telephonic, electronic or other communication facility that enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted, in accordance with the policies and procedures of the Corporation.

2.6.18 Amendment, Absentee Voting Method

Pursuant to section 197(1) (Fundamental Changes) of the Act, a Special Resolution of the Members (and if section 199 (Class Vote) of the Act applies, a Special Resolution of each class of Members) is required to make any amendment to the Articles or By-Laws of the Corporation to change this method of voting absentee voting by Members.

ARTICLE 3: BOARD OF DIRECTORS (MAJLIS ASH-SHURA)

3.1 Powers

The affairs, business and property of the Corporation shall be managed by the Board (also known as the Majlis) and, shall include but shall not be limited to the following powers and responsibilities:

- a) developing the policies and procedures of the Corporation;
- b) approving the budget and annual financial statements of the Corporation;
- c) directing the fundraising activities of the Corporation;
- d) selecting, supporting and evaluating the Executive Director;
- e) appointing and determining the duties of the Elections Committee and Finance & Audit Committee pursuant to Article 6 of this By-Law;
- f) appointing and determining the duties of any other committees which may include approving and/or supervising the implementation of the decisions of the Committees with respect to strategic, financial, policy matters, etc.;

3.2 Number of Directors

Until changed in accordance with the Act, the Board shall consist of the number of Directors specified in the Articles. If the Articles provide for a minimum and maximum number of Directors, the Board shall be comprised of such minimum and maximum range.

3.3 Election and Composition of the Board

3.3.1. Nomination for Election

Pursuant to Article 6.2.1 of this By-Law, the Elections Committee shall from time to time identify and recommend to the Members of the Corporation a slate of eligible candidates for election of Directors.

3.3.2 Election of all Directors

The election of all Directors shall be by such means as the Elections Committee decides provided such means is accessible to all members of Corporation. The Members shall elect the Board of Directors from the slate of candidates as submitted by the Elections Committee. In the event that an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

3.3.3 Regional Representation and Composition

The elected Board shall be composed of individuals who represent collectively, to the greatest extent possible, the following regions (ISNA-Canada Regions, as defined in Article 1.1) across Canada and in the following composition and in accordance with the following terms:

- a) Three Directors from the **East Region** (Quebec and Maritimes);
- b) Five Directors from the **Central Region** (Ontario);
- c) Three Directors from the **West Region** (British Columbia and Alberta, Manitoba, Saskatchewan, NW Territories, Nunavut, and Yukon)

OR

- a) Two Directors from the **East Region** (Nova Scotia, New Brunswick, Prince Edward Island, Newfoundland and Labrador & Quebec);
- b) Two Directors from the **Central Region** (Ontario);
- c) Two Directors from the **West Region** (Alberta, British Columbia, Manitoba, Saskatchewan, North West Territories, Nunavut & Yukon)

The remaining Board members will be elected based on the number of votes cast in the election.

3.3.4 Transition and Continuity of Board

ISNA Canada will follow staggered elections such that the Board is always comprised of directors serving an overlap of terms. The process of term overlap will be set out in Elections Committee's mandate

3.4 Qualification of Directors

A member shall be qualified for election as Chairperson, Vice-Chairperson, or as other Director, and shall on a continuous basis thereafter continue to be qualified as a Director during his or her term in office, if such individual:

- (a) has demonstrated and upholds Islamic faith, morals and manners in his or her interactions in the Muslim community in Canada;
- (b) is involved in Islamic works in Canada;
- (c) has worked with the Corporation or a similar organization as an officer, employee or volunteer for a minimum of two (2) consecutive calendar years prior to such election;

- (d) is a current Member of the Corporation and has maintained such membership in good standing and for a minimum of two (2) full consecutive and continuous calendar years prior to such election;
- (e) must have knowledge and experience in the public and/or private sectors in professional and / or management capacity and / or demonstrable life experience;
- (f) must not be a director, officer, or employee of another organization with similar objects or purposes for which such organization is deemed by the Board in its discretion to be in conflict with the purposes, mission or vision of ISNA-Canada; and
- (g) must not be a director, officer, or employee of another organization that is in a financial relationship with ISNA-Canada where there is conflict of interest.

3.5 Term of Office of Directors

The Directors shall be elected to hold office for a term of three years expiring at the closing of the term of office at which time each such Director shall retire as a Director, but, if qualified, shall be eligible for re-election for up to one (1) additional, consecutive term of office.

3.6 Resignation and Removal of Directors

The office of Director shall be automatically vacated if:

- (a) at a special meeting of Members, a resolution is passed by 75% of the Members present at the meeting that such Director be removed from office;
- (b) a Director resigns from his or her office by delivering a written resignation to the Chairperson of the Board of Directors of the Corporation;
- (c) a Director is no longer qualified to hold office pursuant to relevant sections of Article 3.4 herein; or
- (d) a Director dies.

3.7 Vacancy in Office

Subject to the Act, where there is a vacancy (or where there are vacancies) on the Board, the remaining Directors may exercise all the powers of the Board as long as a quorum of the Board remains in office. Subject to the Articles, any vacancy in the Board may be filled for the remainder of the unexpired term by the remaining Directors, provided such exercise of filling vacancies is only done a maximum of three times in any one term (of 3 years), unless:

- (a) there is no quorum;

- (b) the vacancy results from failure to elect the number of Directors required to be elected at any meeting of the Members;
- (c) the vacancy results from an increase in the number or maximum number of Directors as specified in the Articles; or
- (d) the Directors have been empowered by Special Resolution of the Members to determine the number of Directors within the range provided for in the Articles and the number of Directors in office after the filling of the vacancy would be greater than the number of Directors required to have been elected at the last preceding annual meeting of Members;

in any of which events the Directors then in office shall forthwith call a special meeting of the Members to fill the vacancy, and if they fail to call the meeting or if there are no Directors then in office, the meeting may be called by the Members.

3.8 Meeting of Directors

3.8.1. Place of Meetings

Meetings of the Board may be held anywhere.

3.8.2. Calling of Meetings of Directors

Meetings of the Board may be called by the Chairperson, the Vice-Chairperson or any two (2) Directors at any time.

3.8.3 Notice of Meeting of Directors

Notice of meetings of the Directors of the Corporation shall be conducted in the following manner:

- a) Notice of the time and place for the holding of a meeting of the Directors shall be given in the manner provided in Article 8 of this By-Law to every Director of the Corporation not less than seven (7) days before the time when the meeting is to be held if delivered by pre-paid mail, or not less than 48 hours before the time when the meeting is to be held if the notice is given personally or is delivered by any electronic means;
- b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting;
- c) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting;

- d) Unless the By-Law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

3.8.4 Regular Meetings of the Board

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

3.8.5 Chair of the Meeting

The Chairperson or, in his or her absence, the Vice-Chairperson, shall be the chair of the meeting of any meeting of Directors. If no such Officer is present, the Directors present shall choose one of their number to be the chair of the meeting in respect of the meeting in question.

3.8.6 Quorum

The quorum for the transaction of business at any meeting of the Board shall consist of a majority of the Directors or such greater number as the Board may from time to time determine.

3.8.7 Votes to Govern at Meetings of the Board

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. Upon a show of hands every person who is present and entitled to vote shall have one vote. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. In no other circumstance than in the case of a tie vote shall the chair of the meeting, the Chairperson, Vice-Chairperson or any other appointed chair of the meeting have a second or casting vote.

3.9 Conflict of Interest

A Director of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act and any policy of the Corporation, any interest that such Director has in a material contract or transaction, whether made or proposed, with the Corporation, if such Director is (a) a party to the contract or transaction; (b) a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or (c) has a material interest in a party to the contract or transaction. Such Director shall not vote on any resolution to approve the same except as provided by the Act.

3.10 Remuneration and Expenses

In accordance with the Articles of the Corporation, the Board members shall serve as such without remuneration and no Board members shall directly or indirectly receive any profit from such position. However, Board members shall be entitled to be reimbursed for travelling and related expenses properly incurred by them in attending meetings of the Board or any Committee thereof. Subject to charities law and regulations, a Board Member shall be prohibited from receiving compensation for services provided to the Corporation in another capacity.

ARTICLE 4: OFFICERS

4.1 Election of Officers

The Board shall designate other offices of the Corporation (save for Chairperson and Vice-Chairperson which shall be appointed in accordance with 4.2.1 and 4.2.2), and shall elect those Officers for the term of office, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Corporation. The Board shall elect a Secretary and a Treasurer and may from time to time elect such other Officers as they may determine. A Director may be appointed to any office of the Corporation. An Officer may be a Director unless these By-Laws otherwise provide; however, subject to Article 3.2, at least two (2) Directors of the Corporation shall not also concurrently hold an Officer position. An Officer must be a Member of the Corporation. No more than two (2) offices may be held by the same individual and that individual does not act as a signatory in more than one capacity.

4.2 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if Officers are elected, shall have the following duties and powers associated with their positions.

The Officers shall have such other duties and powers as the Board may specify and serves at the pleasure of the Board.

4.2.1 Chairperson

The Chairperson shall be a Director of the Corporation and shall, as a condition of eligibility,

- a) served as a member of the Board for at least one (1) term prior to his or her election to this position and
- b) have received the highest number of votes (if the highest does not accept the role, the next person would be considered).

If no one fits the 1 term criteria, the elected directors shall choose the Chairperson among themselves. Subject to the authority of the Board, the Chairperson shall provide leadership to the

board of directors to fulfill its duty, make sure the board adheres to its bylaws and articles, chair the board meetings and annual general meeting, keep the board activities focus on the organization's mission, make sure there is a process to evaluate the effectiveness of the board

4.2.2 Vice-Chairperson

The Vice-Chairperson shall be a Director of the Corporation and shall, as a condition of eligibility,

- a) served as a member of the Board for at least one (1) term prior to his or her election to this position and
- b) have received the second highest number of votes (if the second highest does not accept the role, the next person would be considered).

If no one fits the 1 term criteria, the elected directors shall choose the Vice-Chairperson among themselves. If the Chairperson is absent or is unable or refuses to act, the Vice-Chairperson shall preside as chair at all meetings of the Board and of the Members, and he may also have the powers and duties of the office of Chairperson.

4.2.3 Secretary

The Secretary shall be a Director of the Corporation and, as a condition of eligibility, shall demonstrate competency in carrying out the duties required of this position. The Secretary shall attend and be the Secretary of all meetings of the Board,. The Secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; committee meetings or members meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.

4.2.4 Treasurer

The Treasurer shall be a Director of the Corporation and, as a condition of eligibility, shall demonstrate competency in carrying out the duties required of this position. The Treasurer shall have such powers and duties as the Board may specify and, in particular, shall have oversight of the Corporation's books of account and the deposit of all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall render to the Board of Directors at regular meetings thereof or whenever required an account of all his or her transactions as Treasurer and of the financial position of the Corporation.

4.2.5 Disposition of Property

Notwithstanding any provision to the contrary herein or in any of the Organization's constating documents, all sale, transfer, or other disposition of any interest in real property (that are centres of worship or prayer areas) owned by ISNA as a beneficiary must firstly be voted to proceed by a Special Resolution of the Board and, thereafter, secondly voted to proceed by an Ordinary Resolution of the Members before such sale, transfer, or other disposition will proceed."

4.2.6 Powers and Duties of Other Officers

The powers and duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or the Board or Chairperson requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

4.2.6.1 Appointing Officers

Officers are appointed by the directors to assist the directors and to carry out certain specified functions. Officers can occupy any position that the Board wants them to fill (for example Secretary or any other position). As provided by the Act, Officers may include any individual, except the Chairperson and Vice-Chairperson, so appointed by the Board as well as the following persons: the Secretary, the Treasurer, the comptroller, the general counsel, the general manager; or any other individual who performs functions for a corporation similar to those normally performed by an individual occupying any of those offices (refer to subsection 2(1) of the Act).

Not only can the Board appoint any director or member to be an officer, but the Board can also appoint a person who is not a member or director of the corporation to be an officer. Two or more offices can be held by the same person.

4.3 Vacancy in Office

An Officer shall hold office until the earlier of:

- a) the Officer's successor being appointed;
- b) the Officer's resignation;
- c) such Officer ceasing to be a Director; or
- d) such Officer's death.

Save and except the office of Chairperson and Vice-Chairperson, if the office of any Officer of the Corporation shall be or become vacant, the Directors may, by resolution, elect a person to fill such vacancy. Office of Chairperson and Vice-Chairperson can only be vacated in accordance with 3.6

4.4 Conflict of Interest

An Officer of the Corporation shall disclose to the Corporation, in the manner and to the extent provided by the Act and any policy of the Corporation, any interest that such Officer has in a material contract or transaction, whether made or proposed, with the Corporation, if such Officer is (a) a party to the contract or transaction; (b) a Director or an Officer, or an individual acting in a similar capacity, of a party to the contract or transaction; or (c) has a material interest in a party to the contract or transaction. Such Officer shall not vote on any resolution to approve the same except as provided by the Act.

4.5 Removal of Officer

The Board may remove, except the Chairperson and Vice Chairperson, any Officer of the Corporation from their office, including the Secretary and the Treasurer by a Special Resolution passed at a special meeting of the Board, called for such purpose.

ARTICLE 5: EMPLOYEES AND AGENTS

The Board may establish new staff positions and approve corresponding job descriptions, as appropriate for carrying out duties of the corporation, including but not limited to the positions described in this article. Appointment of Director level positions would be done by the Personnel Committee appointed by the Board.

5.1 Executive Director

The Board may hire an Executive Director who shall carry out the duties of the Corporation as outlined in Executive Director's job description approved by the Board, from time to time, and under the leadership of the Chairperson, and as directed from time to time by the Board. The Executive Director shall be invited to attend Board meetings but , does not vote at any of these meetings.

5.2 Agents and Attorney

The Corporation, by or under the authority of the Board, shall have power from time to time to appoint agents or attorneys for the Corporation in or outside of Canada with such powers (including the power to sub-delegate) of management, administration or otherwise as may be thought fit. The reasonable remuneration of any agents shall be such as the terms of their engagement call for or as the Board of Directors may specify.

ARTICLE 6: COMMITTEES

6.1.1 Elections Committee

The Elections Committee shall issue a call for nominations, conduct elections according to specified policies and procedures approved by the Board for election of Directors of the Corporation. Further, the Elections Committee shall establish qualification criteria for all nominations according to the policies and procedures of the Board. The Board shall appoint a Nomination and Election Committee consisting of the following committee members: a minimum of three (3) Committee members at-large (e.g. those who are not Directors or Officers of the Corporation) appointed by the Board who:

- 1) May, but is not required to be, a Member of the Corporation;
- 2) should not be candidates in the election;
- 3) should not be a Related Persons of any candidate as defined under Section 251 of the Income Tax Act Canada; and
- 4) shall otherwise be required to meet the qualifications of Committee membership established by Board and as set out in the Corporation's policies and procedures from time to time.
- 5) are not Employees of the Corporation.

One (1) Committee member shall be designated as chair of the Committee and such designation shall be by appointment of the Board. The Board may by resolution remove any member of the Elections Committee and may fill the vacancy created by such removal.

6.1.2 Finance and Audit Committee

The Finance and Audit Committee shall be chaired by the Treasurer of the corporation. The Finance and Audit Committee shall provide financial recommendations to the Board in the areas of budgeting, financial planning, financial reporting, external audit review, and the creation and monitoring of internal controls and accountability policies

6.1.3 Remuneration

Members of all the Committees shall serve as such without remuneration. However, Committee members shall be entitled to be reimbursed for travelling and other expenses properly incurred by them in attending meetings of Committees.

6.1.4 Committee Chairs

The chair of each Committee shall be appointed by the Board.

ARTICLE 7: PROTECTION OF DIRECTORS AND OFFICERS

7.1 Limitation of Liability

No Director or Officer of the Corporation shall be liable for the acts, neglects or defaults of any other Director or Officer, or for any loss or damage whatever which may happen in the execution of the duties of such office or position or in relation thereto unless the same are occasioned by such Director or Officer's own willful neglect or default.

7.2 Other Remedies Available

The indemnification provided in this By-Law shall not be deemed exclusive of any other rights to which a person seeking indemnification may be entitled under the Articles, By-Laws or any other agreement, both as to action in the official capacity while holding any office with the Corporation, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE 8: NOTICES

8.1 Method of Giving Any Notice

8.1.1. Any notice (which term includes any communication or document), other than notice of a meeting of Members or a meeting of the Board, to be given (which term includes sent, delivered or served) pursuant to the Act, the Articles, the By-Laws or otherwise to a Member, Director, Officer or member of a Committee of the Board or to the public accountant shall be sufficiently given:

- a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Corporation;
- b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c) if sent to such person by electronic or other communication facility at such person's recorded address for that purpose; or
- d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

8.1.2 A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given

when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Executive Director may change or cause to be changed the recorded address of any Member, Director, Officer, public accountant or member of a Committee of the Board in accordance with any information believed by the Executive Director to be reliable. The declaration by the Executive Director that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written, printed or electronic form.

8.2 Invalidity of any Provisions of this By-Law

The invalidity or unenforceability of any provision of this By-Law shall not affect the validity or enforceability of the remaining provisions of this By-Law.

8.3 Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a Committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-Laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

ARTICLE 9: DISPUTE RESOLUTION

9.1 Mediation and Arbitration

Disputes or controversies among Members, Directors, Officers, Committee members, employees and/or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this By-Law.

9.2 Dispute Resolution Mechanism

In the event that a dispute or controversy among Members, Directors, Officers, Committee members and/or volunteers of the Corporation arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, Directors, Officers, committee Members, employees or volunteers of the Corporation as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties;
- b) The number of mediators may be reduced from three to one or two upon agreement of the parties;
- c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law;
- d) All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

ARTICLE 10: BY-LAWS AND EFFECTIVE DATE

10.1 By-Laws and Effective Date

10.1.1 Subject to the Articles, the Board may, by resolution, make, amend or repeal any By-Laws that regulate the activities or affairs of the Corporation. Any such By-Law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by the Members by ordinary resolution. If the By-Law, amendment or repeal is confirmed or confirmed as amended by the Members it remains effective in the form in which it was confirmed. The By-Law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

10.1.2 This section does not apply to a by-law that requires a Special Resolution of the Members according to sections 154 -157 (Article 2 of the By-Laws, membership conditions etc.), section 162 (Articles 2 of the By-Laws, notice of member meetings), section 171 (Article 2 of the By-Laws, absentee voting) and subsection 197(1) (fundamental change) of the Act, respectively, because

such by-law amendments or repeals are only effective when confirmed by Members.

CERTIFIED to be By-Law No. 1, 2017-1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 25th day of September, 2017.

CERTIFIED to be By-Law No. 1, 2017-1 of the Corporation as confirmed by the Members of the Corporation by Special Resolution on the 21st day of May, 2017 and by Special Resolution in respect of sections 154 -157 (Article 2 of the By-Laws, membership conditions etc.), section 162 (Article 2 of the By-Laws, notice of member meetings), section 171 (Article 2 of the By-Laws, absentee voting) and subsection 197(1) (fundamental change), respectively, of the *Canada Not-for-Profit Corporations Act*.

DATED as of the 16th day of November, 2017.

, **Dr. Katherine Bullock** (Chairperson)

, **Taha Ghayyur** (Executive Director)