

THE MUSLIM SOCIETY OF GUELPH (MSOG)
BY-LAW DOCUMENT
(As approved in EC-MSOG meeting on November 23, 2022)

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A by-law relating generally to the conduct of the affairs of

THE MUSLIM SOCIETY OF GUELPH (MSOG)

(the “Corporation”)

BE IT ENACTED as a by-law of the Corporation as follows:

1. Definitions

- (1) 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

“articles” are the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation

“directors” are members of the Board of Directors of the Corporation and
“director” means a member of the board

“officers” are members of the Board of Directors who hold a position of either President, Vice President, Treasurer, or Secretary

“trustees” are the trustees of the Board of Trustees of the Corporation and
“trustee” is a member of this board

“by-law” means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect

“meeting of members” are all meetings except the Annual General Meeting (AGM)

“special meeting of members” includes a meeting of members, as well as a special general meeting of members

“membership and nomination committee” is a joint committee constituting equal representation of both the Board of Directors and the Board of Trustees

“ordinary resolution” is the requirement that a resolution be passed by a majority of not less than 50% plus 1 of the votes cast by members on that resolution

“proposal” means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Member Proposals) of the Act

“regulations” means the regulations made under the Act, as amended, restated or in effect on occasion

“special resolution” means a resolution that is:

- (a) submitted to a special meeting of the members duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
- (b) consented to by each member entitled to vote at a meeting of the members of the corporation or by the member’s attorney

2. Aims and Objectives

- (1) The Corporation shall be an Islamic, not-for-profit, religious and charitable corporation that is established to:
 - (a) Practice, promote, protect and propagate the religion of Sunni Islam.
 - (b) Maintain and conduct a masjid, and an Islamic school.
 - (c) Provide a learning environment for the purposes of an Islamic education, made available to adults and children, and employing instructors to this effect.
 - (d) Provide facilities for marriages in accordance with Islamic traditions.
 - (e) Acquire and maintain the cemetery, or part thereof, and to provide other facilities for the funeral customs and burial of Muslims.
 - (f) Provide Muslims the facilities for learning the teachings of Islam.
 - (g) Strengthen communal bonds and relations amongst Muslims through religious and educational activities.
 - (h) Co-operate and co-ordinate with other organizations that share similar objectives, in whole or in part, to the objectives of the Corporation.
 - (i) Conduct, in general, any and all activities, and to exercise any and all powers, which may now or hereafter be lawful for the Corporation to adopt and execute for accomplishing the aims and objectives of the Corporation.
 - (j) Conduct carried on without purpose of gain for its members, and that any profits or other accretions to the organization shall be used in promoting its objectives.
- (2) The objectives for which the Corporation is incorporated are:

Religious Organization

- To advance and teach the religious tenets, doctrines, observances and culture associated with the Islamic faith.

Foundation

- To receive and maintain a fund or funds and to apply all or part of the principal and income therefrom, from time to time, to charitable

organizations that are also registered charities under the Income Tax Act (Canada).

Services for Senior Citizens

Senior Citizens' Centre

- To relieve loneliness and isolation of the aged or to improve their mobility and fitness by establishing, operating and maintaining a senior citizens' centre to provide recreation, education, cultural activities and other programs for senior citizens.

Respite Services

- To provide respite to persons caring for aged persons by providing temporary care to aged persons and by providing such services as housekeeping, meal preparation, nursing and shopping assistance.

Home Care

- To provide support services for aged persons including personal care, housekeeping, meals, nursing and shopping assistance.

International Development

Relief of Poverty

- To relieve poverty in developing nations by providing food and other basic supplies to persons in need.

Health

- To develop or promote public health in developing nations by educating and instructing the public on prevention of, and curative measures for, health problems and by researching and documenting changes in the health of the community.

Drinking Water

- To improve the quality of drinking water in developing nations by constructing wells and water treatment, irrigation and sewage treatment systems.

Agriculture

- To improve skills in forestry, agriculture and horticulture and to assist in the preservation of the environment in developing nations.

Disaster Relief

- To provide necessities of life to victims of disasters.

Assistance for the Sexually/Physically Abused and Child Abuse

Education

- To educate the public and professionals about prevention of, and responses to, child sexual abuse by offering courses, seminars, conferences and meetings and by collecting and disseminating information on that topic.

Counselling

- To assist those affected by child sexual abuse through counselling and treatment programs.

Spousal Abuse

- To educate the public and professionals about prevention of, and responses to, spousal abuse by offering courses, seminars, conferences, and meetings and by collecting and disseminating information on that topic.

Counselling

- To assist those affected by spousal abuse through counselling and treatment programs.

Shelters

- To assist those affected by spousal abuse through counselling and treatment programs.

Relief of Poverty

- To relieve poverty by providing food and other basic supplies to persons of low income, by establishing, operating and maintaining shelters for the homeless, and by providing counselling and other similar programs to relieve poverty.

Programs for Physically or Mentally Disabled

Residence

- To provide residential housing and a stable living environment to persons with disabilities.

Training, Education and Counselling

- To provide life management counselling and other support services to assist persons with disabilities to become more independent in the community.
- To provide training for, and to assist in, the placement of persons with disabilities in employment.

- To provide support and encouragement to persons with disabilities by offering programs in individual development and integration into the community.
- To provide relief to persons with disabilities by developing and implementing recreation, education and social integration programs for the disabled.

Community Education

- To educate the public on debilitating conditions and the needs of persons with disabilities by providing seminars and by collecting and disseminating information on that topic.

Promotion of Health

Respite Services

- To provide respite to persons caring for aged, ill or disabled persons by providing temporary care to aged, ill or disabled persons and by providing such services as housekeeping, meal preparation, nursing and shopping assistance.

Home Care

- To provide support services for aged, ill or disabled persons including personal care, housekeeping, meals, nursing and shopping assistance.

Health Care Centre

- To operate a community health care centre by providing medical, health and support services for the general public.

Health Care Co-ordination

- To coordinate health care and social services for people with debilitating diseases, illnesses and conditions.
- To provide social services to persons with debilitating diseases, illnesses and conditions.

Research

- To conduct research into the causes, controls and cure of debilitating diseases, illnesses and conditions.

Mutual Support

- To provide support for those affected by debilitating diseases, illnesses and conditions by offering education and counselling and by establishing mutual support groups.

Substance Abuse

- To educate the public about the causes and effects of, and treatments for, substance abuse by offering courses, seminars, conferences and meetings and by collecting and disseminating information on that topic.
- To conduct research for the benefit of the public into the causes of, and treatments for, substance abuse.
- To coordinate health care and social support services for persons affected by substance abuse.
- To assist persons in coping with the effects of substance abuse by offering education and counselling and by establishing mutual support groups.
- To provide a treatment and recovery facility for substance abuse clients and to provide medical and social support services at the facility.

Preservation of the Environment

- To organize or participate in environmental projects designed to: preserve and protect flora and fauna; preserve, protect and restore rivers; or improve the urban environment.
- To educate and increase the public's understanding of the environment and its importance by offering courses, seminars, conferences and meetings and by collecting and disseminating information on that topic.
- To develop and provide programs promoting the protection and preservation of the environment through re-use, reduction, recycling and recovery of waste and to educate institutions, industries, businesses and individuals about efficient waste management systems.
- To conduct research relating to the environment and to disseminate the results of such research.

The Arts

- To educate and increase the public's understanding and appreciation of the arts by providing performances of an artistic nature in public places, senior citizens' homes, churches, community centres and educational institutions and by providing seminars on topics relating to such performances.
- To provide instructional seminars on topics related to the performing and visual arts.
- To produce performing arts festivals for the purposes of educating and advancing the public's understanding and appreciation of performing arts and to educate artists through participation in such festivals and related workshops.

Community Centres, Immigrant Services, Literacy and Employment Training

- To establish and operate a community centre to be used for workshops, programs, athletics, drama, art, music, handicrafts, hobbies and recreation for the benefit of the general public.

Immigrant services

- To provide education, counselling and other support services for immigrants and refugees in need, including language instruction, employment training, job search programs, translation services and information programs on Canadian culture and life.

Employment preparation, training and counselling

- To establish, maintain and operate an employment training centre for needy unemployed and low skilled workers.
- To provide assistance to needy persons in drafting resumes, searching for employment and preparing for job interviews.
- To provide counselling to needy persons experiencing long-term unemployment.
- To develop employment training and education programs for needy persons.

Literacy

- To provide literacy programs and classes to members of the public.
- To develop and provide education and training programs to persons who will conduct literacy training.

Low Cost Housing

- To provide and operate non-profit residential accommodation and incidental facilities exclusively for: Persons of low income; Senior citizens primarily of low or modest income; or Disabled persons primarily of low or modest income.

3. Interpretation

- (1) In the interpretation of this by-law, words in the singular include the plural and, vice-versa, words in one gender include all genders, and “person” is intended to include any individual, body corporate, partnership, trust, and/or unincorporated organization.
- (2) Other than as specified above, words and expressions defined in the Act have the same meanings when used in this by-law.

4. Corporate Seal

- (1) The Corporation may have a corporate seal in the form approved, from time-to-time, by the Directors. If a corporate seal is approved by the Directors, the secretary of the Corporation shall be the custodian of the corporate seal.

5. Execution of Documents

- (1) Deeds, transfers, assignments, contracts, obligations, and other instruments-in-writing, requiring execution by the Corporation, may be signed by any two (2) of its officers. In addition, the Directors may, from time-to-time, direct the manner in which, and/or the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. 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.

6. Financial Year-End

- (1) The financial year-end of the Corporation shall be December 31 of each calendar year.

7. Banking Arrangements

- (1) The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the directors may designate, appoint, or authorize from time-to-time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the directors may by resolution from time-to-time designate, direct or authorize.

8. Borrowing Powers

- (1) The Directors and the Trustees of the Corporation jointly, without authorization of the members, may:
 - (a) borrow money on the credit of the corporation;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the corporation;
 - (c) give a guarantee on behalf of the corporation;
 - (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 debt obligation of the corporation.

9. Annual Financial Statements

- (1) The Corporation may, instead of sending copies of annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, will make them available at the registered office of the Corporation and any member may, on request, obtain a copy (without charge) at the registered office or by prepaid mail. Copies shall also be made available at the AGM.

10. Membership Conditions

- (1) The Corporation will have two types of members: (1) "Regular" members; and (2) "Champion" members.

Regular Member

- (2) Regular membership shall be open to all Muslims over 18 years of age.
- (3) Regular members must register with the Secretary or a designated "membership and nomination" committee through a using a recognized membership form.
- (4) All regular members are entitled, as may be permitted in Islam, to attend and participate in the services, gatherings, and various activities organized by the Corporation. This entitlement may be limited to any by-laws and/or restrictions placed by legal effect, that ensure public health and safety.
- (5) All regular members have a right to inspect the records of the Corporation. These records shall normally not be withheld.

Champion Member

- (6) A Regular member is eligible to become a "Champion" member under the following conditions:
 - (a) Has been a regular member in good standing for at least the past 5 consecutive years;
 - (b) Upon invitation from the "Membership and Nomination Committee"; and
 - (c) With the final approval at the joint meeting between the Directors and the Trustees.
- (7) A member in good standing is a member who, upon acceptance, has paid his/her initiation fees as appropriate, whose membership is current, and whose membership dues are fully paid to date. Furthermore, a member in good standing shall have no actions and/or outstanding motion of censure against him/her.
- (8) A champion member is entitled to nominate and vote for a candidate for Board of Directors.
- (9) The current list of champion members is in Appendix A.

11. Transferring Membership

- (1) A regular member may become a Champion member as per the requirements of article 10.

12. Notice of Annual General Meeting

- (1) Notice of the time and place of an Annual General Meeting 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 at least 21 days prior to the meeting; or
 - (b) by telephone, email, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days prior to the day on which the meeting is to be held.

13. Notice of Members Meeting

- (1) 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 at least 21 days prior to the meeting; or
 - (b) by telephone, email, or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days prior to the day on which the meeting is to be held.

14. Calling a Special Meeting of Members

- (1) The Directors or Trustees shall call a Special Meeting of Members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 10% of the voting rights, to discuss the following:
 - (a) The Directors fail to achieve or conduct the minimum requirement of six meetings per year.
 - (b) The Directors fail to conduct the business of the Corporation in the manner set forth in this by-law and continue to be delinquent for at least 30 days after the Trustees have issued a written communication to the President.

15. Absentee Voting at Meeting of Members

- (1) Pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a Meeting of Members may vote by mailed-in ballot or by means of a telephone, email, or other communication facility.
- (2) Any of the means of absentee voting will only be provided if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

16. Membership Dues

- (1) Fees for a Regular Member is set at a minimum annual amount of \$25 per person.
- (2) Annual membership fees correspond to specific calendar years (January to December) for which they were applied towards.
- (3) Membership fees must be paid within 30 days of annual renewal date.
- (4) Champion Members are required to make an additional financial contribution of \$365 per year, subject to the same conditions and regulations as the fees for Regular Members.
- (5) Confidential records of fees paid by Champion Members should be kept and retained by the EC committee or their nominated team, also helping ensure payment of fees are traceable.

17. Termination of Membership

- (1) Membership in the Corporation is terminated for at least one of the following:
 - (a) the member become deceased;
 - (b) a member fails to maintain any qualifications or conditions required for membership as described in this by-law;
 - (c) the member has moved out of the community and stopped the contribution.
 - (d) the member resigns by delivering a written resignation to the “Membership and Nomination Committee” of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
 - (e) the membership is revoked in accordance with article 18 or by-law;
 - (f) the member's term of membership expires.
- (2) Upon a written complaint brought against any member, and upon filing such a complaint with the Secretary, a hearing by the “Membership and Nomination committee” will be duly convened. As an outcome of this meeting, a person’s membership can be either suspended or revoked.
- (3) Any member whose membership is revoked for disciplinary reasons, and not reinstated, shall have the right to a hearing before the next AGM. This right is exercised upon submitting a written request to the President of the Corporation, for such a hearing. To reinstate membership, setting aside a suspension or revocation, an affirmative majority vote of the members meeting is required.

18. Effect of Termination or Suspension of Membership

- (1) The termination or suspension of membership has an immediate effect of the person being unable to vote at any meeting of members as well as his/her attendance not counting towards quorum.
- (2) A person, whose membership had been terminated or suspended, may re-apply for membership no sooner than two years after the termination or suspension having initially taken effect.

19. Discipline of Members

- (1) Each member of the Corporation has the right to participate in all the activities and events held by the Corporation in a respectful manner adhering to the Corporation's by-law, rules and values.
- (2) Members who violate these rules are subject to disciplinary actions. The "Membership and Nomination Committee" shall decide whether or not a member has violated the rules and take the appropriate disciplinary actions.
- (3) Disciplinary measures vary from providing written notices to revoking membership from the Corporation as per section 17.

20. Proposals Nominating Directors at Meeting of Members

- (1) Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is supported by not-less-than three (3) champion members entitled to vote at the meeting at which the proposal is to be presented.

21. Persons Entitled to be Present at Meeting of Members

- (1) All members of the Corporation are entitled to be present at any meeting of members.

22. Chair of Meeting of Members

- (1) The President of the Directors, or a member he/she designated, will be the chair of the meeting of members.
- (2) In the absence of President, the Vice-President of the Directors, or a member he/she designated, will be the chair of the meeting of members.
- (3) In the absence of President and Vice-President, members who are present and entitled to vote at the meeting shall choose one from amongst them to chair the meeting.

23. Quorum at Meeting of Members

- (1) Quorum, at any meeting of the member (unless stated specifically for certain meetings under this by-law) shall be fifty percent plus one (50% +1) of the current members entitled to vote at the meeting.
- (2) If quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting, even if quorum is not present throughout the meeting.
- (3) If quorum is not reached, Robert's Rules of Order will apply.
- (4) Quorum, for the following common meetings for the Corporation, are established as follows:
 - (a) Annual General Meetings: All members have the right to vote at the AGM; subject to a quorum of 30% of all members.
 - (b) Election Meetings: Champion members have the right to vote in electing Board of Directors; subject to a quorum of 75% of Champion members.
 - (c) By-laws amendment meetings: Champion members have the right to vote for by-laws amendments, subject to a quorum of 75% of Champion members.
 - (d) Special meeting to review, discuss a petition signed by more than 30% of the regular members. This meeting requires a quorum of 30% of the total number of its regular members.

24. Voting at Meeting of Members

- (1) At any meeting of members, every proposal shall, unless otherwise provided by the articles or by-law or by the Act, be determined by a majority of the votes cast on the proposal.
- (2) In case of an equality of votes, by way of a show of hands, through a ballot, and/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.

25. Meetings of Members Held by Electronic Mediums

- (1) Meetings of members may be held by telephonic, an electronic, or other communication facility in the case of public health crisis and/or natural disaster.

26. Number of Directors on the Board

- (1) The Board of Directors will be comprised of minimum 11 directors.

27. Term of Office of Directors

- (1) Only champion members of good-standing, fluent in written and spoken English, and a Canadian citizen shall be eligible to be elected and hold office in the Board of Directors of the Corporation.
- (2) Only champion members with experience of a previous term on the board of directors shall be eligible to seek election to hold office of either Vice President, Secretary, or Treasurer.
- (3) Only champion members with experience of a previous term on the board of directors as an officer shall be eligible to seek election to hold office of President.
- (4) Finance and accounting skills will be considered an asset for the Treasurer officer.
- (5) Directors and officers shall be elected for a four-year term through an election meeting.
- (6) The terms of Executive committee are staggered: approximately one-fifth of the membership is elected every two years.
- (7) The Board of Directors may expel any director upon absence from three (3) consecutive board meetings without just-cause acceptable to the Board, which shall be decided by a majority vote cast in a Meeting of the Directors.
- (8) The Directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit or remuneration in any capacity from his position in the Board.

28. Calling of Board of Directors Meeting

- (1) Calling for a meeting of the Board of Directors shall be done by the President, Secretary, or at the direction of the Directors at least 14 days prior to the meeting.
- (2) Regular meetings of the Board of Directors may be scheduled in advanced, throughout the year.

29. Notice of Meeting of Board of Directors

- (1) Notice of the time and place of a meeting of the Board of Directors shall be given to each Director by telephonic, electronic or other communication facility with a minimum of 7 days prior to the day on which the meeting is to be held.

30. Frequency of Meetings

- (1) The Board of Directors shall meet at least six (6) times per calendar year.

- (2) Regular meetings of the Board of Directors may be scheduled in advance, throughout the year. Two third of the members of the Board of Directors shall form quorum

31. Voting at Meetings of the Board of Directors

- (1) At all meetings of the Board of Directors, every resolution shall be decided by a majority of the votes, cast on the resolution. 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.

32. Committees of the Board of Directors

- (1) The Directors may, from time-to-time, establish any committee or other advisory body, as it deems necessary or appropriate for such purposes, and subject to the Act, with such powers as the Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Directors may decide.
- (2) Any member of the committee may be removed by resolution of the board of directors.
- (3) Committees must be chaired by a member of the Directors or the trustees.
- (4) In the event the committee chair recommends a non-member or non-champion member, such a recommendation must be approved by the Directors.
- (5) Each committee shall be provided with a mandate, a budget for its operation (if any), and secure approval from the Directors or Trustees prior to incurring actual expense.
- (6) Committee chairs must provide formal performance and financial reports for their respective committees at meeting of Directors or Trustees whenever requested and ensure that expenditures of the committee are compliant with pre-approved budgets.

33. Appointment of Officers

- (1) Only champion members with experience of a previous term on the Board of Directors shall be eligible to seek election to hold office of Vice President, or Secretary.
- (2) The election of Treasurer is exempt from the previous-term requirement with the intent to ensure candidates have the necessary skills for the position.
- (3) The election of officers shall be conducted at an election meeting of champion members.

34. Officers of the Corporation

- (1) The Corporation has four (4) officers: President; Vice-President; Secretary; and Treasurer.
- (2) The four officers have authority to bind the Corporation.

35. Vacancies on the Board of Directors

- (1) Vacancies on the Board of Directors, however caused, shall be filled within three months through a call of an election meeting.

36. Duties of Officers and Directors

- (1) The Directors shall run the day-to-day affairs of the Corporation, supported by the Trustees, standing and ad hoc committees comprising of members, congregates, and employees.

President

- (a) The President shall direct, coordinate and preside over all the meetings of the Board of Directors and be charged with the general management and supervision of the affairs and operations of the Corporation, subject to the aims and objectives of the Corporation.
- (b) The President shall be the official spokesperson of the Corporation for intra- and inter-community issues and external affairs.
- (c) The President shall report to the Directors regularly upon all phases of the Corporation management, operations, ongoing projects, and other matters, and shall be an ex-officio member of all committees.
- (d) The President, along with the Secretary (or other Officer appointed by the Directors, shall sign documents as may require his/her signature in accordance with the Corporation by-law.
- (e) The President shall be the liaison between the Directors and the Trustees.
- (f) The President, or a delegate appointed by the President, shall present an annual report at the Annual General Meeting.

Vice-President

- (g) The Vice President shall assist the President in the performance of his/her duties in accomplishing the aims and objectives of the Corporation.
- (h) The Vice-President shall assume the function of the President, temporarily, when so requested by the President, if the President has been incapacitated, or if the President's position has become vacated.
- (i) The Vice-President may be assigned other duties and/or powers upon a majority vote by the Directors, following the President's recommendation.

Secretary

- (j) The Secretary shall be responsible for all correspondence of the Corporation and for the safe keeping of all records and other information possessed by the Corporation except where the authority has been delegated to other Directors.
- (k) The Secretary shall report on correspondence of the meetings and keep the minutes of the Meeting of Directors.
- (l) The Secretary shall notify members of the Annual General Meeting as well as of any special meetings.
- (m) The Secretary shall call the meetings of the Directors, after the President's approval, and shall ensure correspondences is in compliance with the by-law.
- (n) The Secretary or his/her nominee shall chair the Membership and Nomination Committee.
- (o) The Secretary shall be the custodian of the seal of The Corporation and all books, papers, records, the Corporation's official membership list, correspondence, contracts, and other documents, which he/she shall deliver to the Directors and to such person or persons as may, from time-to-time, be determined by the Directors.

Treasurer

- (p) The Treasurer shall ensure that full and accurate accounts of all receipts and disbursements of the Corporation are kept in proper books of account and that all monies or other valuable effects are deposited 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 Directors.
- (q) The Treasurer shall develop the annual Corporation budget for the Board of Trustees and Board of Directors for approval and track expenditures against the budget. He/she shall ensure compliance to all CRA requirements.
- (r) The Treasurer shall disburse the funds of the Corporation under the direction of the Directors, taking proper vouchers thereof and shall render to the Directors at the regular meetings thereof or whenever required, an account of all transactions.
- (s) The Treasurer shall provide financial reports at meetings of the Board of Directors for review and approval, at a minimum, on a quarterly basis.
- (t) The Treasurer shall maintain records of all financial contracts and any liabilities associated with the Corporation operations.
- (u) The Treasurer shall be responsible for issuance of receipts to donors and shall perform other duties as may be determined by the Directors.

37. Board of Trustees

- (1) Initially, members of the current Advisory Council will serve as Board of Trustees. Onward, 50% of the Board of Trustees will be appointed through a joint meeting of Board of Directors/Trustees after every two years for a term of four years.
- (2) The Board of Trustees will comprise of seven champion members, one of whom shall be designated as the Chairperson.
- (3) A Trustee shall be eligible to serve a maximum of two consecutive terms. Exception to this rule may be granted by a two-third majority vote during a special meeting of Champion members.
- (4) The Trustees shall meet at least four times per year (or more-often as it may be deemed necessary at the call of either the President or the chair of the Trustees).
- (5) Two-thirds of the members of the Board of Trustees shall form quorum.
- (6) Vacancies on the Board of Trustees, however caused, may be filled within three months through a joint meeting of the Board of Directors and the Board of Trustees.
- (7) Trustees shall serve as such, without remuneration, and no Trustee shall directly or indirectly receive any profit or remuneration in any capacity from his/her position as a Trustee.

38. Duties of Board of Trustees

- (1) Trustees shall provide strategic directions to help the Corporation develop, implement, and monitor progress of the strategic plans of the Corporation.
- (2) Trustees shall hold and manage the elections to the Directors pursuant to be held in accordance with the by-law and that the elections are conducted in an orderly, fair, and amicable manner.
- (3) Trustees shall support the Corporation to ensure availability of the necessary funds for continued operations.
- (4) Trustees may requisition a “special meeting” of the champion members to dissolve the Board of Directors, in part or whole, on the following ground:
 - The Directors fail to resolve problems, disagreements, or deadlocks of the Board (despite the intervention of the Trustees) to the point that the Directors can no longer effectively conduct the business of the Corporation.

39. Method of Giving Notice

- (1) Any notice (which includes any communication or document), other than notice of a meeting of members or a meeting of the directors, to be given (which includes sent, delivered or served) pursuant to the Act, the articles, the by-law, or

otherwise to a member, director, officer or member of a committee of the board or to the public accountant, shall be sufficiently given if:

- (a) 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) mailed to such person, at such person's recorded address, by pre-paid, ordinary, or air mail;
 - (c) sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (d) provided in the form of an electronic document in accordance with Part 17 of the Act.
- (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.
 - (3) The Secretary 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 secretary to be reliable.
 - (4) The declaration by the Secretary, along with a copy of the notice that has been issued pursuant to this by-law shall be sufficient and conclusive evidence of the issuance of such notice.
 - (5) The signature of any director or officer of the Corporation, to any notice or other document to be issued by the Corporation may, in whole or in part, be written, stamped, type-written, and/or printed.

40. Finances of the Corporation

- (1) The financial source of the Corporations shall be the monthly fees and voluntary contributions of its members, in addition to any other contributions which the Corporation deems appropriate to accept.
- (2) The Corporation may also receive financial income under the following provisions:
 - (a) Income from rental or investments of the funds of the Corporation.
 - (b) All investments shall be obtained and held in accordance with Islamic teachings and principles.
 - (c) The funds of the Corporation shall be spent for the objectives of the Corporation.

- (d) The investment of funds of the Corporation shall be handled with the approval of the Directors and the Trustees.
- (e) No debt shall be incurred in which the payment of interest is required.
- (f) The Corporation shall never use any of its owned property as collateral to secure a loan.
- (g) All the money of the Corporation must be deposited in a bank account for safe keeping. The signatures of the President and the Treasurer shall be required to withdraw any such amount.
- (h) The operating budget will be approved annually, at the joint meeting of the Directors and the Trustees, at least 30 days prior to the start of the fiscal year.
- (i) A quarterly financial review, to discuss budget and actual expenditure, shall be shared with the Directors and Trustees.
- (j) Formal annual financial statements must be made available within 90 days of the fiscal year-end.

41. Invalidity of Provisions of this By-law

- (1) The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions.

42. Omissions and Errors

- (1) The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-law, 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.

43. Dispute Resolution through Mediation and Arbitration

- (1) Disputes or controversies amongst members, directors, officers, committee members, 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.
- (2) A neutral third party (internal or external) shall be employed to act as a mediator or arbitrator to assist disputing parties establish common grounds and negotiate a resolution to their dispute.

44. By-Laws Amendments and Effective Date

- (1) Any proposed amendment(s) must be presented, in writing, to the Secretary of the Corporation ten days prior to the general or special meeting. The notice in

writing, of the proposed amendment(s) shall be sent by the Secretary to all champion members seven days before the meeting.

- (2) An affirmative vote by three-fourths of the members present shall be necessary for the adoption of amendment(s), subject to a quorum of 75% of total membership.

45. Rules of Order

- (1) Unless otherwise specified, Robert's Rules of Order shall be followed.

Appendix A

This page kept blank intentionally. See the following pages for the core members list

| No. | List of Core Members | Since | Comments |
|-----|-------------------------------|-------|---------------------|
| 1 | A N K Zaman | 2021 | Suggested by the WG |
| 2 | Abdul Basit Mao | 2021 | Suggested by the WG |
| 3 | Abdullah Abdullah | 2021 | Suggested by the WG |
| 4 | ABDULLAH HUSSEIN ALI | 2021 | Suggested by the WG |
| 5 | Adil Ashfaq | 2014 | |
| 6 | Ahad Manzoor | 2021 | Suggested by the WG |
| 7 | Ahmed El Shamli | 2021 | Suggested by the WG |
| 8 | Ahmed Mahmoud | 2021 | Suggested by the WG |
| 9 | Ahmed Peter Manzies | | Original Members |
| 10 | Ali Murad Khan | | Original Members |
| 11 | Amin Khan | 2021 | Suggested by the WG |
| 12 | Amir Riaz | | Original Members |
| 13 | Ammar Syed | | Original Members |
| 14 | Anees Munshi | 2021 | Suggested by the WG |
| 15 | Arif Kidwai | 2014 | |
| 16 | Baha El Sharnoubi | 2021 | Suggested by the WG |
| 17 | Dr. Hamid Gilani | | Original Members |
| 18 | Ehsan Tipu | | Original Members |
| 19 | Ejaz Hussain | | Original Members |
| 20 | Elsayed Abdelaal | 2016 | |
| 21 | El-Sayed Mahmoud | 2021 | Suggested by the WG |
| 22 | Faez Ghandour | | Original Members |
| 23 | Farooq Ahmad | | Original Members |
| 24 | Farooq Jamil | | Original Members |
| 25 | Feroz Ahmed | | Original Members |
| 26 | Firoz Patel | 2021 | Suggested by the WG |
| 27 | Gohar Nawaz | | Original Members |
| 28 | Golam Moula | | Original Members |
| 29 | Hammad A. Syed | | Original Members |
| 30 | Hany Anany | 2015 | |
| 31 | Hassan Chaudhry | 2021 | Suggested by the WG |
| 32 | Hesham Elfekky | 2015 | |
| 33 | Hukun Abdi Rizaq | 2021 | Suggested by the WG |
| 34 | Ibrahim Deiab | 2021 | Suggested by the WG |
| 35 | Iftekhar Sheikh | | Original Members |
| 36 | Imad Ali Syed | | Original Members |
| 37 | Imtiaz Sheikh | 2015 | |
| 38 | Isa M. Ali | 2015 | |
| 39 | Jamal Abdul Nasir | | Original Members |
| 40 | Jibran Khokhar | 2021 | Suggested by the WG |
| 41 | Kazi Shafayetul Haque | 2016 | |
| 42 | Kazi Shamiar Hossain (Farid) | 2015 | |
| 43 | Khalid Iqbal | 2015 | |
| 44 | Khalid Khokhar | | Original Members |

| | | | |
|----|-----------------------|------|---------------------|
| 45 | Khalid Shehtwala | 2015 | |
| 46 | Koasar Hosain | 2016 | |
| 47 | M. M. Hamiduzzaman | 2015 | |
| 48 | Mahfuzur Rahman | 2016 | |
| 49 | Mamon Hussain | 2016 | |
| 50 | Mashir ur Rahman | 2016 | |
| 51 | Medhat Moussa | 2021 | Suggested by the WG |
| 52 | Mehboob Karim | 2016 | |
| 53 | Midrarullah Khan | | Original Members |
| 54 | Mir Misbah Hussain | 2016 | |
| 55 | Mir Nasir Hussain | | Original Members |
| 56 | Muhammad Akram | | Original Members |
| 57 | Muhammad Ashfaq | 2016 | |
| 58 | Muhammed Ali | 2016 | |
| 59 | Muhammed Sayyed | | Original Members |
| 60 | Naaman El-Haj | 2021 | Suggested by the WG |
| 61 | Nabil Allataifeh | 2021 | Suggested by the WG |
| 62 | Naeem Ebad | 2017 | |
| 63 | Nasir Masood Ali Khan | | Original Members |
| 64 | Nyazuddin Ahmed | | Original Members |
| 65 | Omar Abdool | 2015 | |
| 66 | Omar Chaudry | 2014 | |
| 67 | Omar F Ahmed | 2021 | Suggested by the WG |
| 68 | Ovais H. Syed | | Original Members |
| 69 | Rashid Khan | 2021 | Suggested by the WG |
| 70 | Rehmatullah Rahimi | 2016 | |
| 71 | Rizwan Waqar | 2017 | |
| 72 | Saad Salama Enouri | | Original Members |
| 73 | Saeed Ahmed Baloch | 2017 | |
| 74 | Salahuddin Junaidi | 2017 | |
| 75 | Salman Shafique | 2015 | |
| 76 | Sameer Cheema | 2015 | |
| 77 | Shah Waliullah | | Original Members |
| 78 | Shameem Riaz | | Original Members |
| 79 | Shehzad Inayat | 2015 | |
| 80 | Sohail Anwar | 2014 | |
| 81 | Sohail Khan | | Original Members |
| 82 | Speengul Safi | 2021 | Suggested by the WG |
| 83 | Syed Ali Ahmd | 2016 | |
| 84 | Syed Asif Kamal | 2021 | Suggested by the WG |
| 85 | Syed Shahid Hasan | 2016 | |
| 86 | Taha Zafar | 2015 | |
| 87 | Tahir M. Chaudry | | Original Members |
| 88 | Tahir Manzoor | | Original Members |
| 89 | Tamer Gamel | 2014 | |

| | | | |
|-----|-----------------|------|---------------------|
| 90 | Tarek Saleh | 2021 | Suggested by the WG |
| 91 | Tariq Al Salti | 2015 | |
| 92 | Tariq Cheema | | Original Members |
| 93 | Wael Ahmed | 2021 | Suggested by the WG |
| 94 | Wasim Iqbal | | Original Members |
| 95 | Yahya Naeem Mir | 2015 | |
| 96 | Yusuf Hasan | 2015 | |
| 97 | Zafir Ali Syed | 2015 | |
| 98 | Zai ul Haq | 2015 | |
| 99 | Zainul Abedeen | 2015 | |
| 100 | Zakir Akram | | Original Members |

Minute for MSOG Executive Committee Meeting on November 23, 2022

The President of MSOG, Muhammed Sayyed called the monthly Board of Directors meeting to order at 7:30 PM at the Board Room of Muslim Society of Guelph in Guelph, Ontario. Those in attendance (11 out of 11) and constituting a quorum were:

Attendees: Arif Kidwai, Farooq Ahmed, MM Hamiduzzan, Midrarullah Khan (Virtual), Muhammed Sayyed, Nyazuddin Ahmed, Saad Enouri, Sohail Khan, Taha Zafar, Tamer Gamel, Wasim Iqbal,

Regrets:

Absentees:

Agenda:

- 1) Approval of by laws to align with ONCA
- 2) Agenda for two special meetings of the Champion Members

MOTION by Wasim Iqbal

Move to approve the minutes of the November 1, 2022, meeting.

Seconded and carried without dissent.

MOTION by Wasim Iqbal

Move to approve the agenda of the meeting.

Seconded and carried without dissent.

Amendment & Approval of by laws to align with ONCA

EC-MSOG discussed to update the bylaw documents before presenting it to the champion (voting) members for the approval at AGM. EC-MSOG has reviewed both ONCA and CRA bylaw templates available and found those to support staggered term for the Directors and there is no limit on a director to run. **(The maximum amount of time, or term, a director can serve for is 4 years, but there is no limit on how many times a director can be re-elected. The length of your directors' terms can be different. If you want to have a "rolling board". [See Rules for not for profit law in Ontario](#) .**

Other minor changes were discussed and updated as outlined in the new by law document.

MOTION by Taha Zafar:

Move to approve and implement the updated bylaw document by adding changes discussed.

Seconded by Farooq Ahmed passed by Arif Kidwai, MM Hamiduzzan, Midrarullah Khan (Virtual), Muhammed Sayyed, Nyazuddin Ahmed, Saad Enouri, Sohail Khan, Taha Zafar (Virtual), Wasim Iqbal (ten votes in favour).

Tamer Gamel dissent. (One vote against it).

ACTION ITEM: Publish the approved bylaw documents on the website and present it in next AGM scheduled on December 1, 2022, for the approval.

Agenda for two special meetings of the Champion Members

Taha Zafar has shared the agenda for the two special meetings of champion members being held on December 1, 2022 (see attached)

MOTION by Wasim Iqbal:

Move to approve and distribute the agenda for special meetings.

Seconded and passed without dissent.

ACTION ITEM: Send the invites out to all the champion members for two special meetings being called on December 1, 2022.

Next EC Meeting

TBD

Meeting adjourned at 8:00 p.m.

Minutes submitted by Wasim Iqbal.

Minute for MSOG Executive Committee Meeting on Tuesday, November 1, 2022

The President of MSOG, Muhammed Sayyed called the monthly Board of Directors meeting to order at 8:45 PM at the Board Room of Muslim Society of Guelph in Guelph, Ontario. Those in attendance (10 out of 11) and constituting a quorum were:

Attendees: Arif Kidwai (virtually), Midrarullah Khan, MM Hamiduzzaman, Muhammed Sayyed, Nyazuddin Ahmed, Sohail Khan, Saad Enouri, Taha Zafar, Tamer Gamel, Wasim Iqbal

Regrets: Farooq Ahmed

Br. Muhammad Sayyed called the meeting of Board of Directors to order at 8:45pm and welcome all members.

Br. Wasim Iqbal confirmed attendance and declared quorum.

Approval of Agenda: Agenda was approved as noted. Motion by Wasim Iqbal. Seconded and carried without dissent.

Agenda:

1. Discussion on the published construction update for AGM
2. Date and time for AGM 2022
3. Special meeting for extension

Approval of Minutes: Minutes of Oct 18, 2022, were approved as noted. Motion by Wasim Iqbal. Seconded and carried without dissent.

Discussion on the published construction update for AGM

Br. Muhammad Sayyed reviewed the construction update with everyone. Question was asked about whether this should be circulated at AGM only or Friday prayers. Motion by Taha to publish construction update at AGM and Friday prayers. Seconded and carried without dissent.

Date and time for AGM 2022

Based on availability of EC members it was decided to hold the AGM on December 1, 2022. Main items on agenda will be approving financial statements and construction update. Motion by Wasim Iqbal. Seconded and carried without dissent.

Special meeting for approval of 2-years extension of EC MSOG and by law of MSOG

It was discussed to hold a special meeting to approve the extension of Directors and Officers for 2 years on December 1, 2022. The meeting will be held following the conclusion of the AGM on the same date. Motion by Saad Enouri. Seconded and carried without dissent.

Next EC Meeting on November 23, 2022.

Meeting adjourned 9:45pm.