



**North American Muslim Foundation**

**BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of  
North American Muslim Foundation  
(the NAMF)

## 1. PREAMBLE

We, the members of the North American Muslim Foundation Inc. (hereinafter referred as NAMF, for the purpose of this constitution) accept ISLAM as a complete way of life and commit ourselves to strive and to make Islam a living reality in our individual and collective lives.

## 2. DEFINITIONS

*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* means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation; Board means the board of directors of the Corporation;

*By-laws* means this by-law and any other by-laws of the Corporation as amended and which are in force and effect;

*Da'wah* shall be deemed to refer as ones act of invitation to others to Islam. It also referred to as the act of preaching Islam to Muslims and non-Muslims alike;

*Director* means a member of the Board;

*Eid* shall deemed to refer as Eid al-Fitr which refers to the end of Ramadan and Eid al-Adha which refers to the 10th of Dhul Hijjah;

*Fitrah* shall deemed to refer as a religious obligation upon every Muslim payable before Eid al Fitr;

*Halal* shall be deemed to refer as the ideas and actions permissible according to the Qur'an, Sunnah and the Ijma of the Muslim Ummah;

*Haram* shall be deemed to refer as the ideas and actions unacceptable according to the Qur'an, Sunnah and the Ijma of the Muslim Ummah;

*Ijma* shall be deemed to refer as the general consensus of scholars, expressed or tacit, on matters of law and practice;

*Meeting of members* includes an annual meeting of members or a special meeting of members;

*Ordinary resolution* means a resolution passed by a majority of the votes cast on that resolution;

*Qur'an* shall be deemed to refer as the Holy Book of Islam, considered to be the final Word of God revealed to his last messenger, Prophet Mohammad (SAW);

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

**Rules and Procedures** means the documents published as approved by the Board from time to time, in accordance with the By-laws, governing internal matters of the Corporation pursuant to and subject to the provisions of the Act, the Articles and the By-laws;

**Special meeting** of members includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

**Special resolution** means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

**Sunnah** shall be deemed to refer as the words, actions and conditions of the Prophet Mohammed (SAW) considered being the guide for all personal and communal behavior of mankind for all times to come;

**Shari'ah** shall be deemed to refer as the religious & ethical code of laws and rules governing the life of Muslims (both individually and collectively);

**Ummah** shall be deemed to refer as the global community of Muslims;

**Zakat** shall be deemed to refer as a religious obligation of alms-giving on a Muslim to pay minimum of 2.5% of certain kinds of his wealth annually to one of the eight categories of recipients as defined in Chapter 9 verse 60;

### **3. INTERPRETATIONS**

- 3.1 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 includes an individual, body corporate, partnership, trust and unincorporated organization.
- 3.2 Other than as specified in Section 2 above, words and expressions defined in the Act have the same meanings when used in these By-laws.
- 3.3 Where reference is made in this By-law to any statute or section of a statute, such reference is deemed to extend and apply to any amendments to the statute or section of the statute or re-enactment of the statute or section of the statute, as the case may be.

### **4. DIRECTIVE PRINCIPLES**

- 4.1 As an Islamic Organization, the NAMF shall conduct its affairs according to the Shari'ah (the injunctions of the Qur'an and Sunnah).
- 4.2 No decision shall be made or action taken that is in violation of the teachings of Qur'an or Sunnah. The law of the land shall be upheld. In the event of difference of opinion on interpretation, the Board shall seek the necessary advice before taking a decision.
- 4.3 NAMF will conduct its affairs in accordance with the Shari'ah. Any interference on the pretext of "modernization" that stand to challenge its established understanding of Halal and Haram

will not be acceptable, as Islam is a complete way of life for all times and places and hence is not subject to being outdated or needing reform.

## **5. STATEMENT OF OBJECTIVES**

- 5.1 The ultimate aim and objective of a Muslim is to seek the pleasure of Allah by worshiping Him, serving fellow human beings and striving to make the word of Allah supreme. Thus NAMF shall strive to help Muslims achieve these goals through collective efforts. Towards this end NAMF shall:
- 5.2 Advance the cause of Islam by disseminating authentic knowledge of Islam to Muslims and non-Muslims through Da'wah work such as publications, distribution of literature, seminars, workshops and Inter-faith dialogue.
- 5.3 Build a strong and united Muslim community by providing social, economical and educational programs and services.
- 5.4 Establish mosques for five daily prayers, Eid Prayers and other Islamic festivals at appropriate times.
- 5.5 Collect and distribute Zakat, and Fitrah in accordance with the injunctions of the Shari'ah.
- 5.6 Establish educational Institutions that shall strive for academic excellence and offer Islamic and other academic courses conforming to the standards of the Ministry of Education.
- 5.7 Prepare a new generation of leadership equipped with Islamic knowledge, spirit and ideals with a strong commitment towards community awareness and service.
- 5.8 Supply and render services of a charitable nature to the poor and needy Muslims in particular and to fellow human beings in general in Canada and abroad.
- 5.9 Receive, acquire and hold gifts, trusts, donations and dues.
- 5.10 Acquire and maintain a cemetery and provide funeral services and facilities to the Muslims.
- 5.11 Form partnerships with other community-based organizations, locally and globally, with the aim to foster an environment that generates a just and visionary leadership.
- 5.12 Devote itself to sound management practices by fully deploying its resources towards its various programs and services and constantly seeking ways to improve the efficiency-level of its operations.

## **6. NAME**

The organization shall be called the North American Muslim Foundation (hereinafter, referred to as "NAMF")

## **7. PLACE**

- 7.1 The head office of the North American Muslim Foundation shall be located in the City of Toronto or anywhere in Canada.
- 7.2 The present address of the head office (also hereinafter referred to as the “Centre”) is:  
4140 Finch Avenue East  
Toronto, Ontario  
M1S 3T9, Canada  
Email: [namf@bellnet.ca](mailto:namf@bellnet.ca)  
Website: [www.namf.ca](http://www.namf.ca)

## **8. SEAL & EXECUTION OF INSTRUMENTS**

The seal, an impression thereof is stamped in the margin hereof, shall be the corporation seal of the Foundation.



## **9. BOOKS & RECORDS**

- 9.1 The books and records shall be retained in accordance with the Canada Not-for-profit Corporations Act S.C. 2009, c.23 at the NAMF Head Office for examination by personnel authorized by the Board of Directors and shall not to be taken out of the premises. Any registered member may make a written request to the Board of Directors and have access to the books and records of NAMF. The confidentiality of the personal information related to staff, clients' students and members in the records of NAMF shall be adhered at all times and will not be made available to anyone other than the Board of Directors of the Corporation.
- 9.2 The Board of Directors will create a policy on retention, disclosure and disposal of all records.

## **10. EXECUTION OF DOCUMENTS**

- 10.1 Deeds, transfers, licenses, contracts and engagements on behalf of NAMF shall be signed jointly by the President, Vice President, General Secretary and the Executive Director. The Executive Director shall affix the seal of NAMF to such instruments as required.
- 10.2 Contracts in ordinary course of NAMF operation may be entered into on behalf of NAMF by the Executive Director.
- 10.3 The President of the Board of Directors, and the General Secretary, or any person or persons from time to time designated by the Board of Directors may transfer any or all shares, bonds, or

other securities, and other documents from time to time standing in the name of NAMF in its individual or any other capacity or as trustees or otherwise and may accept in the name and on behalf of NAMF transfer of shares, bonds, other securities, and other documents from time to time transferred to NAMF, and may affix NAMF Seal to any such transfers or acceptances of trustees, and make, execute and deliver under NAMF Seal all instruments in writing necessary or proper for such purpose, including the appointment of any attorney or attorneys to make or accept transfers of shares, bonds, other securities, and other documents on the books of any company or corporation.

- 10.4 Notwithstanding any provisions to the contrary contained in the by-laws of NAMF, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instruments, contract, or obligations of NAMF may or shall be executed.

#### **11. FINANCIAL YEAR END**

The financial year end of NAMF shall be From January 1 to December 31 of the year.

#### **12. BANKING ARRANGEMENTS**

The banking business of the NAMF shall be transacted at such bank, trust company, credit union 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 an officer or officers of the Corporation and/or other persons as the Board may be resolution from time to time designate, direct, or authorize.

#### **13 ANNUAL FINANCIAL STATEMENTS**

NAMF may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the head office of NAMF and any member may, on written request, obtain a copy free of charge at the registered office or by prepaid mail.

#### **14. FUNDING**

- 14.1 NAMF shall be financed by membership dues, tuition fees, contributions, and private donations primarily from the local community, government funding and any other sources consistent with the purposes of the Organization.
- 14.2 The Board of Directors with a 2/3 majority may from time to time:
- (a) Borrow money upon the credit of the company;
  - (b) Limit or increase the amount to be borrowed;
  - (c) Issue debentures or other securities of the company;
  - (d) Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; and

- (e) Secure any such debentures, or other securities, or any other present or future borrowing or liability of the company, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of the company, and the undertaking and rights of the company.

14.3 Any such by-law may provide for the delegation of such powers by the directors to such officers or directors of the NAMF to such extent and on such manner as may be set out in the by-law.

14.4 Nothing herein limits or restricts the borrowing of money by the NAMF on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the NAMF.

## **15. CONDITION OF MEMBERSHIP**

15.1 Any Muslim who believes in the aims and objectives of NAMF as defined under Section 5 and who meets the following criteria shall be a Registered Member:

- (a) Believes that the Qur'an is the final revealed word of Allah and that Muhammad (SAW) is the last and chosen messenger of Allah and believes in the veracity of the four rightly guided Caliphs i.e., Abu Bakr (R), Umar (R), Uthman (R) and Ali (R);

- (b) Resides anywhere in Canada;

- (c) Has attained the age of eighteen years or over;

- (d) Is not a member of any other organization with similar aims and objectives and similar Functions; and

- (e) Pays annual membership fee.

15.2 Any amount donated to NAMF (excluding Zakah, Fitra, tuition and other program fees for which member directly receive services) shall automatically be regarded as payment towards the membership fee. The donation receipt issued for the tax purpose(s) shall be considered as proof of payment.

15.3 An individual shall apply on the prescribed membership application form accompanied with the membership fee and two references of current voting members (Class A) of NAMF.

15.4 The application is approved by the 2/3 majority vote of the Board, which may reject an application if it has a reason to believe that the applicant does not meet the requirements of a Registered Member under Section 15.1 (a) through (e) and/or in their opinion the applicant poses a negative impact onto NAMF. The Board shall have the right to take as much time as it deems necessary for the acceptance of the membership application.

15.5 A person becomes a member on the date his or her membership application is approved by the Board of Directors.

## **16. CLASSES OF MEMBERSHIP**

### **16.1 *Class A Members***

- (a) Class A voting membership shall be available only to individuals who have been a Class B non-voting member in good standing in the NAMF for three consecutive years and have applied and been accepted by the Board as a Class A member.
- (b) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with Section 18 of this by-law.
- (c) Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.

### **16.2 *Class B Members***

- (a) Class B non-voting membership shall be available to any individual who fulfills the condition of membership as outlined in Section 15.1 of this by-law
- (b) The term of membership of a Class B non-voting member shall be annual, subject to renewal in accordance with Article 18 of this by-law.
- (c) Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the NAMF.
- (d) Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those
- (e) amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

## **17. MEMBERSHIP DUES**

Annual membership fees are to be determined by Ordinary resolution of the Board.

## **18. MEMBERSHIP RENEWAL**

- 18.1 The membership shall be annually renewed subject to Section 15.1 of this by-law
- 18.2 A Registered Member whose membership fee is overdue by more than two months shall be sent a written notice.
- 18.3 A Registered Member whose membership fee is overdue by more than six months shall be sent a final notice. If the fee is not received within one month of the date of the final notice, the membership shall be canceled and the person shall have to re-apply to become a member.
- 18.4 A notice sent by regular mail, to the last recorded address for any NAMF member shall be deemed to be a valid notice of membership renewal.



## **19. TRANSFER OF MEMBERSHIP**

- 19.1 Membership in the NAMF may be transferred only to a similar Corporation as defined in Section 5 of this by-law
- 19.2 Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

## **20. TERMINATION OF MEMBERSHIP**

- 20.1 A membership in the NAMF is non-transferable and is terminated and automatically lapses when any one of the following events occurs:
- (a) A member dies, or, in the case of a member that is a corporation, the corporation is dissolved;
  - (b) A member fails to maintain any qualifications for membership described in Article 15.1 of this by-laws;
  - (c) A member resigns by delivering a written resignation to the head office of the NAMF in which case such resignation shall be effective on the date specified in the resignation, or if no date is specified, on the date it is received;
  - (d) A member is expelled or the members' membership is otherwise terminated in accordance with the Articles or By-laws;
  - (e) The member's term of membership expires; or
  - (f) The NAMF is liquidated or dissolved under the Act.
  - (g) Subject to the Articles, upon any termination of membership, the rights of the member, including any rights in the property of the NAMF, automatically cease to exist.

## **21. DISCIPLINE OF MEMBERS**

- 21.1 The Board shall have authority to discipline, suspend or expel any member from the NAMF for any one or more of the following grounds:
- (a) Violating any provision of the Articles, By-laws, or written policies of the NAMF; carrying out any conduct which may be detrimental to the NAMF as determined by the Board in its sole discretion;
  - (b) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the NAMF.
- 21.2 In the event that the Board determines that a member should be disciplined, expelled or suspended from membership in the NAMF, the president, or such other officer as may be designated by the Board, shall provide 20 days' notice of the proposed discipline, suspension or

expulsion to the member and shall provide reasons for the proposed discipline, suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such 20 day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is disciplined, suspended or expelled from membership in the NAMF. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further 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.

## **22. MEMBERSHIP LIST**

The Board of Directors shall maintain an updated list of Registered Members (Class A and B) and make it available in the office for review by Registered Members subject the requirements of the Act.

## **23. NOTICE OF MEETING OF MEMBERS**

23.1 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 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.

23.2 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 NAMF to change the manner of giving notice to members entitled to vote at a meeting of members.

## **24. ABSENTEE VOTING BY MAIL-IN-BALLOT OR ELECTRONIC BALLOT**

24.1 Pursuant to section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the NAMF has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the NAMF without it being possible for the Corporation to identify how each member voted.
- (b) 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 NAMF to change this method of voting by members not in attendance at a meeting of members.

## **25. ABSENTEE VOTING BY PROXY**

- 25.1 Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it.
- 25.2 Any notice to members of the time and place of a meeting of members may either enclose a form of proxy or contain a reminder of the right to appoint a proxy holder.
- 25.3 The directors may from time to time make Rules and Procedures not inconsistent with the Act regarding proxies, including, but not limited to, fixing the time prior to any meeting or adjourned meeting of members before which time proxies must be deposited with the NAMF.
- 25.4 Pursuant to Section 197(1) of the Act, a special resolution of the members is required to make any amendment to the articles or By-laws of the NAMF to change this method of voting by members not in attendance at a meeting of members.

## **26. MEETING OF MEMBERS**

### **26.1 *Place of Members' Meetings***

Subject to compliance with section 159 of the Act, meetings of the members may be held at any place within Canada determined by the Board or, if all of the members entitled to vote at such meeting so agree, outside Canada. The Board or the president or vice-president shall have power to call, at any time, a general meeting of the members of the NAMF.

### **26.2 *Persons Entitled to be Present***

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

### **26.3 *Waiving Notice***

A member and any other person entitled to attend a meeting of members may in any manner and at any time, whether before or after the meeting, waive notice of the meeting. The member's or other person's attendance at the meeting is a waiver of notice of the meeting, unless the member or such other person, as the case may be, attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **26.4 *Chair of the Meeting***

The president will chair a meeting of the members. If the president and the vice-president are absent, then the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

26.5 ***Quorum***

A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall not be less than ten percent of the members entitled to vote at the meeting. 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. If the NAMF has only one member, the member present in person or by proxy constitutes a meeting. For the purpose of determining quorum, a member may be present in person, or, if authorized under Section 26.10 of this By-law, by telephone or by other electronic means.

26.6 ***Votes to Govern***

At any meeting of members every question 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. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall not have a second or casting vote.

26.7 ***Show of Hands***

Subject to the Act and this By-law, except where a ballot is demanded, voting on any question proposed for consideration at a meeting of members shall be by show of hands, and a declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favor of or against the motion.

26.8 ***Ballots***

For any question proposed for consideration at a meeting of members, either before or after a vote by show of hands has been taken, the chair of the meeting, or any member or proxy holder may demand a ballot, in which case the ballot shall be taken in such manner as the chair directs and the decision of the members on the question shall be determined by the result of such ballot.

26.9 ***Resolution in Lieu of Meeting***

Except where the Act requires a meeting of members with respect to the matter to be voted on by the members, a resolution in writing, signed by all members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members. A copy of every resolution referred to above shall be kept with the minutes of meetings of members.

26.10 ***Participation by Electronic Means at Meetings of Members***

If the NAMF chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this By-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the NAMF has made available for that purpose.

26.11 ***Meeting of Members Held Entirely by Electronic Means***

If the Board or the members of the NAMF who are entitled to vote call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

**27. DIRECTORS**

27.1 ***Election and Term***

- (a) The members from Class A will elect seven directors at the each annual meeting.
- (b) The term of the Directors shall begin on April 1st and end on March 31st.
- (c) The Board will appoint the Executive Director to the Board of Directors at the first meeting of the Board held after the annual meeting of the members.

27.2 ***Qualifications***

- (a) Only Class A members with a minimum standing of 5 years of membership in the NAMF shall be eligible for election as a director.
- (b) A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his/her successor is elected.
- (c) A member running for office must not hold a position in other Organizations with similar aims and objectives that could result in conflict of interest.

27.3 ***Nomination***

- (a) The Executive Director shall prepare a list of candidates for the positions to be filled on the Board of Directors.
- (b) The list shall be presented to the Board of Directors for approval prior to the presentation of the list to the annual meeting of the membership for elections.
- (c) Any five Voting Members (Class A) may nominate a candidate for the Board.
- (d) All nominations shall be received by the Executive Director at least two weeks prior to the election.
- (e) The Executive Director shall record the names of the candidates who consent and qualify for the election on the official notice board, one week prior to the election.
- (f) No nomination shall be accepted thereafter.
- (g) The Executive Director shall present the list of nominations to the Voting members at the annual membership meeting for election and conduct the election process.

27.4 ***Number of Directors***

The Board shall consist of minimum of three and maximum of eight directors.

*(Amended – August 6, 2017)*

27.5 ***Vacancy in Office***

A person shall cease to be a director and the office of director occupied by the person shall be automatically vacated:

- (a) if the director shall resign his/her office by delivering a written resignation to the General Secretary of the NAMF;
- (b) if the director is found by a court to be of unsound mind;
- (c) if the director has the status of bankrupt;
- (d) on death; or
- (e) if a director is absent from 3 consecutive Board meetings without leave of the Board.

If any vacancy shall occur, the Board by a majority vote may, by appointment, fill the vacancy for the balance of the former director's term.

27.6 ***Non-Partisan Nature***

The Board shall in no way involve the NAMF in partisan political activity.

27.7 ***Indemnity***

- (a) Subject to the limitations contained in the Act, but without limiting the right of the NAMF to indemnify any individual to the fullest extent permitted by law, every present and former director and officer of the NAMF, and every other individual who acts or acted at the NAMF's request as a director or an officer or in a similar capacity of another entity, respectively, shall from time to time and at all times, be indemnified by the NAMF from and against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the NAMF or other entity provided the individual to be, indemnified: acted honestly and in good faith with a view to the best interests of the NAMF or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the NAMF's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that their conduct was lawful.

27.8 ***Advance of Costs***

The NAMF may advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 27.7 The individual shall repay the money if the individual does not fulfill the conditions of Section 27.7.

27.9 ***Insurance***

The NAMF may purchase and maintain insurance for the benefit of an individual referred to in Section 0 against any liability incurred by the individual

- (a) in the individual's capacity as a director or an officer of the NAMF; or
- (b) in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the Corporation's request.

27.10 ***Calling of Meetings***

Meetings of the Board may be called by the president of the Corporation or any two directors at any time. If the NAMF has only one director, that director may call and constitute a meeting.

27.11 ***Notice of Meeting***

- (a) Notice of a meeting of the Board shall be served in the manner specified in Section 0 of this By-law to every director of the NAMF. Unless sent by regular mail, 48 hours notice of a meeting of the Board shall be given to each director.
- (b) Notice of any such meeting that is sent by regular mail shall be served to every director of the NAMF not less than 7 days before the time when the meeting is to be held.
- (c) 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, whether such waiver or consent is given before or after the meeting.
- (d) Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.
- (e) 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) of the Act that is to be dealt with at the meeting.

27.12 ***First Meeting of New Board***

Provided that a quorum of directors is present, a newly elected Board may, without notice, hold its first meeting immediately following the meeting of members at which such Board is elected.

27.13 ***Regular Meetings***

- (a) 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.
- (b) 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) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

27.14 ***Chair of Meeting***

In the event that the president of the NAMF and the vice-president of the NAMF are absent, the directors who are present shall choose one of their members to chair the meeting.

27.15 ***Votes to Govern***

- (a) Issues of differences arising at any Board meeting shall be decided by the 2/3 majority votes.
- (b) In case of an equality of votes on either side, the President, in addition to his/her original vote shall have the right to cast a decisive vote.
- (c) All votes at any such meeting shall be taken by a ballot if so demanded by any Director present, but if no demand is made, the vote shall be taken in the usual way by assent or dissent.
- (d) A declaration by the President that a resolution has been carried and an entry to that effect in the minutes shall be admissible as prima facie proof of the fact without proof of the number or proportion of the vote recorded in favor of or against such resolution.
- (e) In the absence of the President, his/her duties may be performed by the Vice President or any other Director whom the Board may appoint for the purpose.

27.16 ***Quorum***

Four (4) Directors shall constitute a quorum for the transaction of business. Except as otherwise required by law.

27.17 ***Committees***

- (a) The Board may from time to time appoint 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 Board shall see fit.
- (b) Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make.
- (c) Any committee member may be removed by Ordinary resolution of the Board.

27.18 ***Participating in Directors Meetings by Electronic Means***

A director may, in accordance with the Regulations, if any, and if all the directors of the NAMF consent, participate in a meeting of directors or of a committee of directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A director so participating in a meeting is deemed for the purposes of this Act to be present at that meeting.

27.19 ***Powers of the Board***

- (a) The Board of Directors of NAMF shall administer the affairs of all things and make or cause to be made for NAMF in its name, any kind of contract with NAMF may lawfully enter into and, save as hereinafter provided, generally, exercise all such other powers,



and to do all other acts and things as the NAMF is by its charter or otherwise authorized to exercise and do.

- (b) Without in any way derogating from the foregoing, the Board of Directors are expressly empowered from time to time to purchase, lease or otherwise acquire, alienate, sell exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, and buildings and other properties, movable or immovable, real or personal, or any right or interest therein owned by NAMF, for such consideration and upon such terms and conditions as they may deem advisable.
- (c) Expenditures more than \$50,000 must be approved by the Board of Directors. Expenditures below that amount may be approved by the Executive Director for routine purposes. However, under special circumstances an approval of expenditures over \$50,000 may be obtained from the President, Vice President, General Secretary and or any two directors.

#### **27.20 *Roles and Responsibilities of the Board***

NAMF Board of Directors shall be the governing body of NAMF. It shall collectively provide leadership and run the affairs of the organization to achieve its aims and objectives. The Board shall:

- (a) Implement the Constitution and By-laws of NAMF.
- (b) Be responsible for the direction, adoption of policies and formulation of plans.
- (c) Enter into legal contracts and execution of related documents.
- (d) Raise funds for the operation, activities and programs of the Foundation.
- (e) Approve annual budget and prepare long term strategies.
- (f) Appoint the Executive Director to act as the chief operating officer of NAMF.

#### **27.21 *Appointment of the Auditors***

The Auditor shall be appointed by ordinary resolution of the members and, if an appointment is not made, the auditor or auditors in office shall continue in office until a successor is appointed.

### **28 OFFICERS**

Unless otherwise specified by the Board, which may, subject to the Act, modify, restrict or supplement such duties and powers, of the officers of the NAMF, if designated and if appointed, shall be as follows and have the following duties and powers associated with their positions, provided that the Board may by resolution designate other officers of the NAMF:

#### **28.1 *President***

As a Chief Executive of NAMF, the President shall:

- (a) Shoulder the overall responsibility for the direction of the business and affairs of NAMF.

- (b) Preside over Board and annual meeting of Members.
- (c) Co-sign with Executive Director all transaction, contracts and agreements committing NAMF to give, grant or refrain from doing an act or deed.
- (d) Be the official spokesperson for NAMF.
- (e) Present an annual report to the Board and annual meeting of Members.

28.2 ***Vice President***

- (a) Assist the President and perform all the duties in the absence of the President.
- (b) Preside over Board and annual meeting of Members in the absence of the President.
- (c) Co-sign with Executive Director all transaction, contracts and agreements committing NAMF to give, grant or refrain from doing an act or deed.
- (d) Assist the President in presenting an annual report to the Board and annual meeting of Members.

28.3 ***General Secretary***

- (a) The general secretary, when in attendance, shall be the secretary of all meetings of the Board, members and committees of the Board.
- (b) The general secretary shall enter or cause to be entered in the NAMF's minute book, minutes of all proceedings at such meetings; the general secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees;
- (c) The general secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the NAMF.
- (d) The general secretary shall be responsible for ensuring the custody of the funds and securities of the NAMF, the keeping of full and accurate accounts of all assets, liabilities receipts and disbursements of the NAMF in the books belonging to the NAMF and the deposit of all monies, securities and other valuable effects in the name and to the credit of the NAMF in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time.
- (f) He/she shall be responsible for the disbursement of the funds of the NAMF as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the directors at the regular meeting of the Board, or whenever the Board may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.
- (g) He/she shall also perform such other duties as may from time to time be directed by the Board.

28.4 ***Executive Director***

- (a) The Executive Director shall be responsible for the general management of the NAMF day-to-day affairs subject to the direction of the Board of Directors, and may receive remuneration as an officer of the corporation.
- (b) The Executive Director shall work with the President, subject to the direction of the Board.
- (c) The Executive Director shall report to the Board, through the President.
- (d) Full-time and part-time staff and volunteers of NAMF shall report to the Executive Director on a daily basis.

28.5 ***Appointment***

Officers of the NAMF shall be appointed by Special resolution of the Board at the first meeting of the Board following an annual meeting of members and need not be directors.

28.6 ***Holding Multiple Offices***

Except for the offices of president and the vice-president, any two offices may be held by the same person.

28.7 ***Remuneration***

Officers, other than the Executive Director, shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.

28.8 ***Term and Removal***

The officers of the NAMF, other than the Executive Director, shall hold office for one year from the date of appointment or election or until the earlier of their successors are elected or appointed in their stead, their resignation, their ceasing to be a director (if a necessary qualification of appointment) or their death. Any officer shall be subject to removal by Ordinary resolution of the Board at any time.

28.9 ***Vacancy in Office***

If the office of any officer of the NAMF shall be or become vacant, the directors may, by Ordinary resolution, appoint a person to fill such vacancy.

28.10 ***Powers of other Officers***

The powers and duties of all other officers of the NAMF shall be such as the terms of their engagement call for or the Board or president 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 officers.

**29. OFFICE HAND OVER**

- 29.1 The outgoing office bearers shall hand over all files, documents, any property of NAMF at their disposal to the incoming office bearer within seven (7) days of relinquishing office. A list of all the items handed over shall be prepared and signed off by both the outgoing and incoming bearers.

29.2 A list containing unfinished business, outstanding accounts and other pertinent matters shall be handed over to the new Board.

### **30 NOTICE**

#### **30.1 *Method of Giving Notices***

Any notice (which term includes any communication or document) 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 NAMF or in the case of notice to a director to the latest address as shown in the last notice that was sent by the NAMF in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors); or
- (b) if mailed to such person at such person's address as shown in the records of the NAMF by prepaid Ordinary or air mail; or
- (c) if sent by courier to such person at such person's address as shown in the records of the NAMF; or
- (d) if sent to such person by telephonic, electronic or other communication facility at such person's address for that purpose as shown in the records of the NAMF; or
- (e) if provided in the form of an electronic document in accordance with Part 17 of the Act.
- (f) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid;
- (g) A notice so mailed shall be deemed to have been given when deposited in a post office or public letter box;
- (h) A notice so sent by means of courier shall be deemed to have been given on the second day that is not a holiday that follows the day that the courier was given the notice;
- (i) 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.
- (j) The general 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 general secretary to be reliable.
- (k) The declaration by the general secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.

- (l) The signature of any director or officer of the NAMF to any notice or other document to be given by the NAMF may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### 30.2 ***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.

### 30.3 ***Omissions and Errors***

The accidental omission to give any notice to any members, 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 NAMF 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.

## 31. **RULES AND PROCEUDRES**

The Board may prescribe such Rules and Procedures not inconsistent with the By-laws relating to the management and operation of the NAMF, including the affairs of the NAMF, and other matters provided for in this By-law, as the Board may deem expedient.

## 32. **AMENDMENT TO THE CONSTITUTION**

- (a) Subject to the *Act* and the Articles, the Board may, by ordinary resolution, make, amend or repeal the Constitution. Any such 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 ordinary resolution of the Voting Members (Class A). If the amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The 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.
- (b) A Notice of Constitution Amendment with the proposed wordings and the reason for amendment shall be mailed by the Board to all Voting Members (Class A) at least three weeks prior to the annual meeting. Only amendments mentioned in the Notice shall be voted at the meeting.
- (c) 10% of the Voting Members (Class A) may submit to the Board a proposal for amendment to the constitution. The proposal shall be received by the Board 90 to 150 days before the anniversary of the previous annual meeting of members.. The Board shall circulate the proposal to the Voting Members (Class A) along with their comments if any, in accordance with the preceding paragraph.
- (d) In the event of conflict between the provisions of this clause and the provisions of the *Canada Not for Profit Act*, the provisions of the *Canada Not for Profit Act* shall prevail.

This section does not apply to a By-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the *Act*.

**33. REPEAL OF PRIOR BY-LAWS**

All prior By-laws of the Corporation shall be repealed in their entirety upon the coming into force of this By-law, without prejudice to any actions taken by or on behalf of the Corporation under or by the authority of such prior By-laws. Neither the enactment of this By-law nor the repeal of the prior By-laws of the Corporation shall invalidate any past act of any director, officer, member or other person, including, without limitation, resolutions of the Board or of the members enacted or passed pursuant to any prior By-law, it being the intention that this By-law shall speak only from the date it comes into force and effect, without in any way affecting any resolution duly passed or any act done, or any right existing, acquired, established, accruing or accrued, under any prior By-law of the Corporation.

**34 EFFECTIVE DATE**

This By-law shall come into force and effect on the date that the NAMF is continued under the *Act*.

We hereby certify that this is a true copy of the by-law No 1 of the North American Muslim Foundation as adopted on April 27, 2014 by the membership of the corporation.

Name: Suleman Ansari  
Position: President  
Date: June 1, 2014

Name: Abdul Aleem Darr  
Position: Vice President  
Date: June 1, 2014