

BY-LAW
BAITUL AMAN ISLAMIC SOCIETY
EDMONTON, ALBERTA, CANADA

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ARTICLE 1: DEFINITIONS, PURPOSE, MEANS AND ELIGIBLE BENEFICIARY GROUP

1.1 DEFINITIONS

(a) In this By-Law and all other By-laws and Resolutions of the SOCIETY (as defined below) unless the context otherwise requires, the following definitions shall apply:

(i) "Agent" means any Person who performs services on behalf of the Society and receives remuneration for such services;

(ii) "Article" means an Article of this By-law;

(iii) "By-law" or "By-laws" means any By-law of the Society from time to time in force and effect

(iv) "Chair" or "Chair of the Shura" means the Chairperson of the Shura OR the Board of Directors (BOARD)

(v) "Shura" or "Shura Members" or BOARD members mean the appointed members of the Shura or BOARD of the Society

(vi) "Committee" means a Committee of the Society as established in accordance with this By-law;

(vii) "Committee Member" means a member of a Committee or sub-committee of the Society;

- (viii) "Documents" includes deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfer and assignments of shares, bonds, debentures or other securities and all paper writing;
- (ix) "Employees" or "Employees of the Society" means all full-time and part-time Employees of the Society and all contract for service providers who are deemed to be employees for purposes of the Income Tax Act, where applicable;
- (x) "Fiscal Year" means the Fiscal Year for the Mosque as provided for in this By-law
- (xi) "Imam" means the Imam of the Society hired by the Society as a volunteer or an employee to provide religious services either on a full time or part time basis;
- (xii) "Society" means the legal entity registered under the name of "Baitul Aman Islamic Society";
- (xiii) "Objects" means the charitable Objects of the Society;
- (xiv) "Majority Resolution" means a resolution passed by a simple majority of the votes cast on that resolution;
- (xv) "Person" means an individual person, but does not include corporations, partnerships, trusts, or unincorporated organizations;
- (xvi) "Policy Statements" means any Policy Statements adopted pursuant to this By-law from time to time in pursuance of the Objects of the Society;
- (xvii) "Resolution" means a motion or resolution passed by either the Shura, BOARD, a committee or the Members, by a majority vote of those Shura members, Committee Members, or Members who are present, unless the By-law otherwise require;
- (xviii) "Rules", "Regulations" or "Guidelines" means any Rule, Regulation or Guideline adopted pursuant to this By-law from time to time concerning the management and operations of the Society;
- (xix) "Two-Third Majority Resolution" means a resolution passed by at least two thirds of the votes cast on that resolution;
- (xx) "Volunteer" means any Person who performs services on behalf of the Society without receiving remuneration, other than repayment of out-of-pocket expenses.

1.2 STATEMENT OF FAITH

Statement of Faith to which all SHURA, Board of Directors (Board) or any other Committee Members covenant:

(a) We believe that there is no Deity but Allah and that Mohammad (PBUH) is His Final Prophet and Messenger.

(b) The understanding of Islam espoused by the Mosque conforms to the following beliefs:

(i) Islam is a way of life that best guides Muslims/Humanity in all aspects.

(ii) We understand Islam in the manner understood and taught by the Prophet (PBUH), his companions and the scholars of Islam. Our references for this understanding are the Qur'an and the Sunnah of the Prophet (PBUH) as understood and taught in line with our righteous predecessors starting with the companions, the two generations that followed them.

(iii) Disagreement among the congregants in issues of Islamic law or theology shall be resolved through consultation with recognized Sunni Scholars of Islam in Canada.

The appropriate authority to be consulted for a specific issue shall be determined jointly by the Shura and the Imam.

1.3 BAITUL AMAN ISLAMIC SOCIETY'S (BAIS's) OBJECTIVES

The BAIS shall strive to meet the following objectives and functions:

(a) To maintain and conduct the religious, educational and benevolent affairs of the Mosque;

(b) To teach the spirit, culture, philosophy, ethics and fundamentals of Islam, with a view to improving the moral, intellectual and social condition of Muslims in Edmonton;

(c) To expand the knowledge of Islam through discussions and Islamic literature by means of publishing and distributing such literature, and provide an Islamic resource facility for the community at large;

(d) To conduct congregations and meetings of a religious and cultural nature under the guidance of the Imam and the Shura, respectively;

(e) To aid in establishing Muslims in Canada and encourage them to use the Mosque facilities; and to provide formal and comprehensive Islamic education; through various educational programs and events.

(f) Besides the Greater Muslim Community in Edmonton, BAIS will also focus to facilitate the religious need of Bangladeshi Muslim Community of Edmonton and encourage the community members to use the facilities with a view to improve the moral, intellectual and social condition of Bangladeshi Muslims in Edmonton.

1.4 THE ELIGIBLE BENEFICIARY GROUP

The eligible beneficiary group will be the Sunni Muslim community in Edmonton.

ARTICLE 2: MEMBERSHIP

2.1 CLASSES OF MEMBERSHIP

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

2.2 QUALIFICATION REQUIREMENTS

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

2.2.1 Is at least 18 years of age;

2.2.2 Is in full agreement with the Society's by-laws;

2.2.3 Commits to furthering the Objectives of the Society;

2.2.4 Does not have any criminal records of any kind at the time of the membership application and during the term of membership;

2.2.5 Has not, in the sole discretion of the Board, at the time of the membership application and at any time during the term of membership, been a member of, involved with in any way, supported or facilitated, either directly or indirectly, any organization or group which has been designated as a listed entity by the government of Canada pursuant to Canada's anti-terrorism legislation that may be in place.

2.3 APPLICATION FOR MEMBERSHIP

2.3.1 Applicants for Membership shall submit a written application on the form approved by the Board of Directors (BOARD);

2.3.2 No Person shall be accepted for Membership until he/she has accepted to abide by this by-law;

2.3.3 Membership shall commence when the applicants have been accepted by the BOARD and have paid, or made acceptable arrangements to pay, the annual fees;

2.3.4 The BOARD may grant partial or complete exemption to Persons who are unable to pay the full annual fees;

2.3.5 Membership fees shall be regarded as donations (where permitted by the Income Tax Act and Canada Revenue Agency's policies) and shall be paid annually for the Member to continue to be in good standing; and

2.3.6 The BOARD may give written or other reasons for the refusal of an application for Membership.

2.4 ADMISSION TO MEMBERSHIP

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

2.4.1 Application for Membership in the Society may be initiated by either oral or written request to the office of the Society or any member of the BOARD.

2.4.2 Upon application, the applicant shall be given the opportunity to review a complete copy of the by-law.

2.4.3 If the applicant understands and agrees with the by-law and understands the fundamental tenets of the Islamic faith, the applicant shall be required to fill a written application and to pay Membership fees as determined from time to time by the BOARD. Payment of the Membership fees shall be an annual obligation of each member and paid by June 30 the of the year, provided that if any Member fails to pay his/her membership fees in any given year, such Membership shall be suspended.

Membership shall be reinstated upon payment of fees for the current Fiscal Year only. Fiscal year is defined as January to December of every year.

2.4.4 The BOARD shall review Membership applications and has the authority to accept persons who qualify for Membership.

2.4.5 Applicants shall promptly be informed of the BOARD's Decision.

2.5 PRIVILEGES AND RIGHTS OF MEMBERS

- 2.5.1 Society Membership shall carry the following privileges and rights:
 - 2.5.1.1 The right to enjoy all the privileges of a Member of the Society;
 - 2.5.1.2 The right to attend, speak and participate at all Meetings of Members;
 - 2.5.1.3 The right to a single vote either in person or by proxy or if needed electronically at all Meetings of Members;
 - 2.5.1.4 The right to be promptly informed by the Secretary of his or her admission as a Member; and
 - 2.5.1.5 The privilege to be eligible to be included in the BOARD and/or it's sub-committees.
- 2.5.2 Membership is not transferable.

2.6 MEMBERSHIP TERMINATION

- 2.6.1 Membership in the Society is terminated when:
 - 2.6.1.1 the Member dies;
 - 2.6.1.2 the Member fails to maintain all the qualifications for membership set out in Article 3.2;
 - 2.6.1.3 the Member fails to pay Membership dues
 - 2.6.1.4 the Member may withdraw by delivering a written request to withdraw to the BOARD accompanied by an explanation of the reasons for the request for withdrawal
 - 2.6.1.5 the Member is removed as a Member of the Society in accordance with Article 2.8;
 - 2.6.1.6 the Mosque is liquidated or dissolved under the Act.
- 2.6.2 Upon any termination of membership, all rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a BOARD Members, and/or a committee member, as applicable.

2.7 MEMBERSHIP RECORD

A record of active Members shall be kept by the Assigned Record Keeper of the BOARD.

2.8 SOCIETY DISCIPLINE

2.8.1 Circumstances Giving Cause for Discipline

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

2.8.1.1 a Member has evidenced unethical or immoral conduct or behaviour;

2.8.1.2 a Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the authority and procedures of the Society;

2.8.1.3 a Member's act conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the BOARD serious disunity, discord or dissension in the Society, or hindrance to the influence of the Society in the community.

2.8.2 Restoration Through Discipline

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

2.8.3 The decision of the BOARD on the type of Discipline to be administered shall be final and binding. If the decision of the BOARD is to terminate the Member's Membership in the Society, then the Member shall automatically cease to be a Member of the Society upon the date that the decision by the Board is made.

ARTICLE 3: MEMBERS MEETINGS

3.1 ANNUAL MEETING

(a) There shall be an annual Meeting of the Membership not later than within fourteen (14) months from the holding of the last annual meeting of Members. The meeting minutes of the AM will be recorded and prepared by the assigned BOARD member. The assigned BOARD member will be in custody of the meeting minutes. The purpose of the annual Meeting of Members will be to do the following:

- (i) To hear the necessary reports from the SHURA, BOARD, Officers, and Imam;
- (ii) To review and approve the financial statements for the immediately preceding year, including the Auditor's report therein;
- (iii) To appoint the Auditors for the upcoming year;

- (iv) To transact other business as is necessary.

3.2 REGULAR GENERAL MEETINGS (RGM)

- 3.2.1 Regular general meetings of the Members shall be called by the BOARD whenever deemed necessary by the BOARD. The meeting minutes of the RGM will be recorded and prepared by the assigned BOARD member. The assigned BOARD member will be in custody of the meeting minutes.
- 3.2.2 The annual Meeting and the regular Meetings shall be spaced conveniently through the year.
- 3.2.3 The agenda for a regular Meeting shall include the receiving of reports from the BOARD, Committees, and staff, and any other matters relevant to the affairs and business of the Society, such as annual budgets.
- 3.2.4 Any Member of the Society with a concern or an item of business they wish to have placed on the agenda of a meeting shall do so by forwarding their request in writing to the Chair of the BOARD at least four weeks before the meeting.

3.3 SPECIAL MEETINGS (SM)

- 3.3.1 Special Meetings of Members may be called by majority of the BOARD members at any time. The meeting minutes of the SM will be recorded and prepared by the assigned BOARD member. The assigned BOARD member will be in custody of the meeting minutes.

3.4 REQUISITION FOR GENERAL MEETING

Ten percent of the Members of the Society may requisition the BOARD to call a Meeting of the Members for such purposes and in such manners required by the by-law.

3.5 NOTICE OF MEETINGS

- 3.5.1 Notice of each annual or other general Meeting of Members shall be given to the Members in e- mail not less than ten (10) days prior to the date of the Meeting.
- 3.5.2 The notice for all Membership Meetings shall include the date, time, place, and purpose of the Meeting and shall contain enough information to permit the Members to form a reasoned judgement on the matter requiring congregational action.

3.5.3 The accidental omission to give notice of any Meeting of Members or any irregularity in the notice of any such Meeting or the non-receipt of any notice by any Member or by the Auditor of the Society or any error in the Record of Members shall not invalidate any motions or Resolution passed or any proceedings taken at any Meeting of Members. A Member may waive notice of a Meeting of Members, and attendance of any such Person at a Meeting of Members shall constitute a waiver of notice of the Meeting, except where such Person attends a Meeting for the express purposes of objecting to the transaction of any business on the grounds that the Meeting of Members is not lawfully called.

3.5.4 Notices will be mailed by electronic mail to Members.

3.6 **QUORUM**

Except as otherwise provided in this by-law, a quorum for an annual, or other special Meetings of Members shall be constituted by the presence of twenty percent (20%) of the total Membership of the Society immediately prior to the time of the Meeting in question. If a quorum is not present at the time appointed for a Meeting, the meeting will be adjourned for 30 minutes. After 30 minutes of waiting, quorum will be 10% of the total membership. If the Quorum is still not met, then the Members present shall adjourn the meeting to a fixed time and place but may not transact any other business and the new date will be electronically communicated to the membership. At the new meeting date, if Quorum is not met, the members present will constitute the quorum and run all businesses of the meeting.

3.7 **VOTING RIGHTS AND PROCESS**

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

A proxy may be in the following form or some similar form:

The undersigned Member of Baitul Aman Islamic Society hereby appoints , or failing the Person appointed above, as the proxy of the undersigned to attend and act at the Meeting of Members of the said Mosque to be held on the day of [year], and at any adjournment or adjournments thereof in the same manner, to the same extent, and with the same power as if the undersigned were present at the said meeting or such adjournment or adjournments thereof.

DATED the day of, [year]

Signature of Member

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

3.8 CHAIRPERSON AT MEETINGS

The Chair of the BOARD, or in the Chair's absence, another assigned BOARD member, shall preside as Chairperson at Meetings of Members, unless the Members at the Meeting choose a different Person to be Chairperson.

3.9 VOTING PROCEDURE

3.9.1 At all Meetings of Members, every question shall be determined by Majority Resolution unless specified to be by Two-Third Majority Resolution as required by this By-law.

3.9.2 Every question submitted to any Meeting of Members shall be decided by a show of hands, except where a secret ballot is provided for or requested as stated below.

3.9.3 After each vote, the Chairperson shall declare that the motion has been carried or lost or not carried by the necessary resolution.

3.9.4 A secret ballot may be held either upon the decision of the Chairperson or upon a Majority Resolution of the Membership present and shall be taken in such a manner as the Chairperson directs. A designate (appointed by Members by Resolution) shall be responsible for the collection and counting of a secret ballot. The result of a secret ballot shall be deemed to be

the decision of the Meeting at which the secret ballot was held. A request for a secret ballot may be withdrawn.

ARTICLE 4: FOUNDING MEMBERS, SHURA AND THE BOARD OF DIRECTORS (BOARD)

4.1 DEFINITION OF FOUNDING MEMBERS AND SHURA MEMBERS

The founding members of the society are the people who have established and actively worked in the first two years of operation of the organization. The list of **founding members** is provided in APPENDIX –A. The SHURA of BAIS will be formed by the founding members and anyone appointed by the founding members in the SHURA. If any vacancy is created in the SHURA, the existing founding members may fill in the vacancy through appointment.

a) The SHURA of the society will have the ability to dissolve the BOARD and appoint a new BOARD if the BOARD fails to administer the affairs of the society in accordance with the by-law and the majority of the SHURA members support this dissolution and appointment. However, SHURA members of the society will not be responsible for the administrative affairs of the society unless the members are also the elected/appointed members of the BOARD. Upon any dissolution of the BOARD by the SHURA, administrative affairs will be immediately handed over to the SHURA. All the financial matters will be dealt with by the SHURA members who are designated as owners of the BAIS bank accounts. The SHURA members will form an interim BOARD till a new BOARD is appointed/selected.

b) The administrative affairs of the Society shall be the responsibility of the BOARD. Until amended by by-law, the number of BOARD members shall be a **maximum of 15 (fifteen)**.

4.2 DEFINITION, SIZE AND APPOINTMENT OF THE BOARD

The BOARD of the society will be in charge of the regular day to day management and operations of the society. The BOARD will be composed of a maximum of 15 members. **The BOARD members will be appointed by the Shura according to their agreed criteria and process.**

4.3 QUALIFICATIONS FOR SHURA AND BOARD MEMBERS

A Person may be considered for appointment to SHURA or the BOARD if he or she fulfills all of the following qualifications

4.3.1 Is at least 21 (twenty-one) years of age;

- 4.3.2 Is a Canadian citizen or a permanent resident;
- 4.3.3 Has the power under law to contract, has not been found by a court in Canada or elsewhere to be mentally incompetent or who has the status of bankruptcy or convicted for a crime;
- 4.3.4 Will be involved in the Baitul Aman Islamic Society;
- 4.3.5 Is not an ineligible individual defined in the Income Tax Act (Canada);
- 4.3.6 Recognizes that appointment as an BOARD member is a commitment to service, not a position of honour or status, or a reward for past service; and
- 4.3.7 He (only males) attends the Friday Prayer on a regular basis except for a reason described by Sunnah;
- 4.3.8 Does not show any hostility in any sense towards the Principles of Islam;
- 4.3.9 Behaves and acts according to the Principles of Islam;
- 4.3.10 Should not be at a formal organizing role with any group or organization whose objectives are contrary to the Principles of Islam;
- 4.3.11 Believes in the absolute and unqualified finality of the Prophet hood of Muhammad (PBUH), the last of the prophets;
- 4.3.12 Does not recognize any person who claims to be a prophet in any sense of the word or of any description whatsoever after Muhammad (PBUH) or recognize such a claimant as a prophet.
- 4.3.13 Has the intension to serve or work for the house of Allah completely as a volunteer.

4.4 GENERAL AUTHORITIES AND DUTIES OF THE BOARD AND THE SHURA MEMBERS

- 4.4.1 The SHURA and BOARD may act only by the decision of a duly constituted SHURA/BOARD meeting or by written resolution of all the SHURA/BOARD members entitled to vote on that resolution.
- 4.4.2 General Authority - The BOARD's responsibilities shall include the following:
 - 4.4.2.1 To conduct the general overall administrative and temporal affairs of the Society;
 - 4.4.2.2 To ensure that objectives, goals and policies for the Society are established and regularly reviewed;
 - 4.4.2.3 To ensure that an efficient organizational structure is established and that division of responsibility within the structure is clearly defined;

- 4.4.2.4 To ensure that all legal obligations and agreements of the Society are fulfilled;
- 4.4.2.5 To ensure that the Society property is adequately maintained;
- 4.4.2.6 To supervise and monitor the financial affairs of the Society and make prudent financial decisions in the interests of Members;
- 4.4.2.7 To maintain an adequate level of insurance coverage;
- 4.4.2.8 To review the reports and activities of all Committees;
- 4.4.2.9 To report on its activities to the SHURA on a regular basis and at least once a year to the mosque community and donors;
- 4.4.2.10 To ensure that the religious, social and community needs of the Members are addressed;
- 4.4.2.11 To ensure the participation of the Society in the broader community.
- 4.4.2.12 BOARD can create ad-hoc committees, advisory committee, sub-committees with terms of references as deemed necessary.
- 4.4.2.13 Any other responsibilities bestowed upon them by the SHURA time to time.
- 4.4.2.14 To liaison with the external community, organizations, institutions.

4.4.3 **Specific Authority** of BOARD Members

Without limiting the generality of the foregoing, the BOARD shall be authorized to perform the following duties and responsibilities:

- 4.4.3.1 to exercise all executive powers for management and proper functioning of the Society in the spirit of the objectives in this by-law;
- 4.4.3.2 to oversee the day-to-day administration and operations of the Society and to oversee the expenditure of Society funds in general accordance with the approved annual budget;
- 4.4.3.3 to formulate and recommend Policy Statements and to implement those Policy Statements;
- 4.4.3.4 To take such steps as are necessary to enable the Mosque to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the Objectives of the Mosque;
- 4.4.3.4 on behalf of the society - to retain or employ consultants, project managers, accountants, lawyers, Employees and other persons on such terms as they may deem fit;
- 4.4.3.6 to buy, sell, or mortgage property belonging to the Society. Prior to consummating any such transaction, SHURA approval of such transaction must be received;

4.4.3.7 to enter into any contracts on behalf of the Society upon approval of the SHURA - relating to the construction or improvement of the Society buildings;

4.4.3.8 to prescribe such Rules and Regulations not inconsistent with this By-law relating to the management and operations of the Society as the BOARD determines appropriate; the BOARD may do all acts and things, execute all documents and make all commitments necessary or appropriate for the purpose of any of the foregoing.

4.4.3.9 Renumeration of Employees - The reasonable remuneration for all Employees and Agents of the Mosque as determined appropriate by the BOARD shall be fixed by the BOARD by Resolution. Such Resolution shall have force and effect provided that such remuneration does not exceed the last approved budget of the BOARD, otherwise such Resolution shall require the approval of the SHURA before coming into force and effect.

4.4.3.10 BOARD Report- The BOARD shall present an annual written report to the annual meeting of the society. At the said Meeting, the Chair of the BOARD shall be available to answer any questions by Members and to entertain any feedback arising from the floor concerning the proceedings of the BOARD. In addition, the BOARD shall report to the SHURA on a regular basis throughout the year.

4.4.3.11 No Remuneration of BOARD members or SHURA members - The members of the SHURA/BOARD shall serve as such without remuneration and no member of the SHURA/BOARD shall directly or indirectly receive any monetary profit from her/his position as such, nor shall any member of the SHURA/BOARD receive any direct or indirect remuneration from the Society, save and except where specifically permitted by law, provided that the member of the SHURA/BOARD may be paid for reasonable expenses incurred by him/her in the performance of his/her duties subject to a formal expense report.

4.4.4 SHURA composition, scope and specific authorities

4.4.4.1 The SHURA will be comprised of the existing founding members and anyone appointed by the SHURA. A founding member may discontinue as a SHURA member for his own choices or by a majority decision of the SHURA.

4.4.4.2 The SHURA is the over-arching supervisory and advisory body of Baitul Aman Islamic Society.

4.4.4.3 Normally, the SHURA will discuss and make decision about capital project matters, by-laws, Imam or Maktab Principal appointment, future direction of the society, discipline issues of the BOARD, any matters deemed necessary by the Shura, any matters sent to the SHURA from the BOARD or stated in the by-laws.

4.4.4.4 The SHURA will meet at least twice a year. The SHURA will be present at the annual meeting of the society. It will review and monitor the activities of the BOARD regularly and as needed.

4.4.4.5 The SHURA will have the final authority on disputed matters related to the society and will have the authority to intervene into the BOARD activities or affairs as needed or if decided by the SHURA.

4.4.4.6 The responsibilities and scope of the SHURA stated in the by-laws are not an exhaustive list. The SHURA may define new scope or responsibilities from time to time.

4.5 CONFLICT OF INTEREST

4.5.1 Save and except where specifically permitted by law and as approved by the BOARD/SHURA, an BOARD member or SHURA member and his or her family members shall not enter into a contract, business transaction, financial arrangement or other matter with the Society in which the member or any of his or her family members has any direct or indirect pecuniary or personal interest, gain or benefit. In this Article, "family members" means a person's spouse, children, parents, siblings, or the spouses of such children, parents or siblings, or the children or parents of such person's spouse(s), who are living with and/or financially supporting or supported by the person.

4.5.2 Any BOARD/SHURA member who has any direct or indirect pecuniary or personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Society as described in (i) above, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the BOARD/SHURA.

4.5.1.3 The chair of the meetings shall request any Member who has declared a direct or indirect (i.e. through his or her family members) pecuniary or personal interest, gain or benefit in any proposed contract, business transaction, financial arrangement or other matter with the Mosque, to absent himself during the discussion of and vote upon the matter, with such action being recorded in the minutes.

4.5.1.4 In the event that the BOARD/SHURA proceeds with a contract business transaction, financial arrangement or other matter, in which a Member has a direct or indirect pecuniary or personal interest, gain or benefit in contravention of this Article herein, save and except where permitted by law and approved by a resolution of a majority of the votes cast at a meeting, such member shall be required to immediately resign from the SHURA/BOARD, failing which he shall be deemed to have resigned from the BOARD/SHURA upon the passing of a BOARD/SHURA resolution to that effect.

4.5.2 An act done by a SHURA/BOARD member or by an Officer is not invalid by reason only of any defect that thereafter discovered in his appointment, election or qualification.

4.5.3 If any SHURA/BOARD Member wants to run as a candidate in municipal or provincial or federal election, he/she must take a leave of absence commencing on the day after election is called or on the day the Member's candidacy is publicly announced, whichever is earlier.

4.5.4 The SHURA/BOARD members are free to participate in political activities as long as those activities are not conducted in BAIS facilities.

4.5.5 The SHURA/BOARD member who seek election in municipal or provincial or federal government and are not elected are entitled to the same or similar role in BAIS, effective on the day after election.

4.5.6 A SHURA/BOARD Member will not hold leadership position in any entity that acts in contrary to Islamic values and guidelines. The Member will be removed from the SHURA/BOARD if such scenario arises.

4.6 RESPONSIBILITIES OF INDIVIDUAL SHURA/BOARD MEMBERS

The responsibilities of SHURA/BOARD Member shall include (in addition to any responsibilities any Member may have as an Officer), the following:

4.6.1 To exercise the powers and discharge the duties of his/her office honestly, loyally in good faith, be diligent, with prudence, without conflicts of interest and personal profit, and in the best interests of the Mosque;

4.6.2 To attend all meetings of the SHURA/BOARD, unless excused by the SHURA/BOARD;

4.6.3 To be prepared for all meetings by reading the relevant reports, documents;

4.6.4 To be aware of the needs and concerns of the congregation and community members;

4.6.5 To have regard for the welfare of the Society at all times.

4.7 TERMS OF OFFICE FOR BOARD MEMBERS

4.7.1 Each appointed member of the BOARD shall serve for a term of 2 (two) years after the official start of the BOARD. The first BOARD will start its office from January 1, 2023.

4.7.2 The term of office of a BOARD Member shall end at the beginning of the BOARD meeting immediately following the appointment of his/her successor (unless the Member has resigned or been dismissed).

4.7.3 The maximum number of terms for each appointed BOARD Member is three (3) consecutive full terms. A BOARD Member will be eligible for re-appointment to the BOARD at the end of his or her term up to the maximum number of terms provided that such Member continues to meet the qualification requirements to be a member. Upon the completion of the maximum term on the BOARD, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the BOARD is restored.

4.8 QUORUM FOR SHURA/BOARD MEETINGS

A quorum for a meeting of the SHURA/BOARD shall be a minimum of 50%+1 holding such position, present in person or in other accepted methods such as phone call, online meeting tools etc. **If the Quorum is not met at the start time, the meeting will be postponed for 10 minutes. After that whoever is present for the meeting will consist of the quorum.** Unless otherwise specified, all decisions shall be by Majority Resolution.

4.9 RESIGNATION OF SHURA OR BOARD MEMBERS

4.9.1 If the personal circumstances of any Members make it difficult for that Member to devote the necessary time or energy to the work of the SHURA/BOARD, then that Member shall be free to resign from the SHURA/BOARD without embarrassment or stigma regardless of the remainder of the term of that member.

4.9.2 If for any reason a Member chooses to resign, then that Member shall give 30 (thirty) days written notice, if possible, to the Chair of the SHURA/BOARD. Such letter of resignation should set out the reasons for departure of the Member from the SHURA/BOARD. The Chair in turn shall call it to the attention of the SHURA/BOARD, which shall accept such resignation at the meeting following its receipt, unless the resignation is withdrawn before acceptance.

4.10 VACANCY ON SHURA OR BOARD

4.10.1 The position of a Member shall be automatically vacated if any of the following situations occur:

4.10.1.1 Such Member resigns his/her position as a member by delivery of the written resignation to the Chair;

4.10.1.2 Such Member no longer fulfils all the qualifications or obligations of a member as decided by the SHURA;

- 4.10.1.3 Such Member is found to be mentally incompetent or of unsound mind;
- 4.10.1.4 Such Member is found to have breached confidentiality as set out in this By-law;
- 4.10.1.5 Such Member, without justifiable cause (which justification shall be adjudged by all the other Members, acting unanimously, by secret vote), is absent from at least 4 (four) meetings in one calendar year; the SHURA/BOARD may allow exception to this rule.
- 4.10.1.6 Such Member becomes bankrupt;
- 4.10.1.7 Such Member is determined by a two-third majority Resolution at a Meeting of the SHURA/BOARD to be unfit to hold office as a member of the SHURA/BOARD for any reason; or such Member dies.
- 4.10.1.8 The SHURA May decide, by a two-third majority vote, to initiate proceedings for removing a SHURA/BOARD Member on certain grounds. Following such vote, a written notice stating the grounds for removal must be sent to the Member at least 7 (seven) days in advance of the meeting where the removal will be discussed. The Member shall be given an opportunity to appear and be heard at such meeting. Final consideration of the removal and voting thereon shall take place without the Member in question being present. The Resolution shall be effective only if passed by the two-third majority vote.
- 4.10.1.9 Such member is found convicted by court in any criminal offence in Canada or anywhere else.
- 4.10.2 The Member who was removed shall have the right to appeal the matter to the SHURA at the next Meeting of SHURA Members. If the SHURA Members allow the Members appeal, he/she shall thereupon immediately be reinstated as a Member for the remainder of his/her term.
- 4.10.3 Where a vacancy occurs on BOARD and a quorum of BOARD Members remains, the BOARD members remaining in office may appoint a qualified person to fill the vacancy until the next appointment cycle. If no quorum of BOARD Members remains in office, then the SHURA may appoint new BOARD members.
- 4.10.4 Such Member no longer live in Canada permanently or dies.

4.11 SHURA/BOARD MEETINGS

- 4.11.1 Regular Meetings - Regular meetings of the BOARD shall be held **at least once per month** at such time and place as shall be determined by the Chair of the BOARD. Should the Chair fail to call a regular meeting of the BOARD, any three BOARD MEMBERS may call upon a meeting. The Secretary shall provide one (1) weeks' notice of the regular meeting to each member verbally, by telephone, E-mail or SMS of the time and place of the regular meeting

4.11.2 Special Meetings - Special meetings of the BOARD may be called by the Chair of the BOARD upon written notice or upon written request of any 3 (three) members of the BOARD to the Chair who shall then give notice of a special meeting of the BOARD as soon as possible thereafter.

4.11.3 Chair - The Chair or, in his/her absence or inability to act, other Member as may be determined by the Chair or the BOARD in case of Chair's inability shall serve as acting chair.

4.11.4 Shura and BOARD meeting decisions will be made by majority voting. The Chair can express his opinion but will only vote in case of breaking a tie. Meetings will follow 'Roberts Rule of Order' as much as possible.

4.11.4 Minutes - The SHURA/BOARD shall keep written minutes of each meeting. The Secretary, or whichever Member is assigned in his/her absence, shall record and maintain such minutes. The minutes shall not include details of confidential matters but may indicate that confidential matters were considered.

4.11.5 Meetings by Telephone or Electronic Means - If majority of the Members consent, a meeting may be held by telephone conference call or by other electronic means that permits each Member to communicate adequately with each other.

4.11.6 Confidentiality - Every Member, as well as every Officer and Committee Member, staff or Volunteer shall keep confidential all matters brought before the SHURA/BOARD or before any Committee of the BOARD/SHURA, or any matter dealt with in the course of employment or involvement of such Person in the activities of the Society or coming to their notice or attention which are of confidential or private nature.

4.12 THE BOARD OF DIRECTORS (BOARD) OF THE SOCIETY

The Board of Directors of the Society will compose of the following positions:

- (i) Chair of the Board of Directors
- (ii) First Vice Chair
- (iii) Second Vice Chair
- (iv) General Secretary
- (v) Treasurer
- (vi) Director, Educational Programs
- (vii) Director, Maintenance and Operations

- (viii) Director, Fund raising
- (ix) Director, Spiritual Activities
- (x) Director, community activities
- (xi) Director, communication, social media and IT
- (xii) Associate Treasurer
- (xiii) Director at Large 1
- (xiv) Director at Large 2
- (xv) Director at Large 3

Other than the above directors, the board of directors can appoint non-voting associate directors for operating the Society. The number of the associate directors will be decided by the board time to time.

The board can also create an advisory council to advise the board.

At the initial operating years of the Society, if all the board of director positions cannot be fulfilled, it will at least be run by an odd number of directors.

Besides the responsibilities described below, the board can empower any board members to conduct different tasks, activities or responsibilities. The board can also create a smaller executive committee and empower the committee to run the day to day business of the society. The executive committee will be accountable to the board of directors.

For the first five years of operation, any provisions of the by-law can be corrected by a majority vote of the board - but will inform the members at the next AM.

4.13 CHAIR OF THE BOARD OF DIRECTORS

4.13.1 The duties of the Chair of the Board of Directors shall be:

4.13.2 For purposes of the by-law, to act as the President of the Society for corporate purposes;

4.13.3 To maintain efficient administration of the affairs of the Society including supervision of other Officers in discharging their duties;

4.13.4 To call all meetings of the Board of Directors;

4.13.5 To preside at all such meetings as the Chairperson (except when a censure motion is being considered against the Chair in which case the 1st Vice-Chair shall preside);

- 4.13.6 To prepare the agenda for all meetings of the Board of Directors;
- 4.13.6 To call all Meetings of the Members;
- 4.13.7 To preside over and chair all Membership Meetings (except when a censure motion is being considered against the Chair in which case the 1st Vice-Chair shall preside);
- 4.13.8 To ensure fairness, objectivity, and completeness occurs at such meetings;
- 4.13.9 To be permitted to express an opinion on any matter discussed at Board of Directors meetings;
- 4.13.10 To vote only when a deciding vote is necessary at any meeting of the Board of Directors;
- 4.13.11 To ensure all directives and Resolutions of the Board of Directors are put into effect;
- 4.13.12 To carry out such other duties as are directed from time to time by the Board of Directors; and
- 4.13.13 To ensure all pertinent information is disseminated to all the Directors and all pertinent information is communicated to the Membership.

4.14 VICE-CHAIRS

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

4.15 GENERAL SECRETARY

- 4.15.1 The duties of the General Secretary shall be:

4.15.1 To faithfully note and record all of the business of the Membership Meetings and meetings of the Board of Directors and to present the minutes of previous meetings when called upon to do so;

4.15.2 To conduct all correspondence on behalf of the Mosque arising out of the Membership and Board Meetings;

4.15.3 To communicate the time and place of all Membership Meetings with due notice;

4.15.4 To ensure all papers and Documents of the Society are safely kept, and to cause the safe keep of records of Society Membership, including admissions, resignations, removals, deaths, and deletions there from;

4.15.5 To give an annual written summary of the records of Society Membership and changes thereto for inclusion in the minutes of the annual meeting; and

4.15.6 To carry out such duties as directed from time to time by the Board of Directors or by the Membership.

4.15.7 In his/her absence, a Person appointed by a Resolution of the Directors shall perform the duties of the General Secretary.

4.16 TREASURER

4.16.1 The duties of the Treasurer shall be:

4.16.2 To oversee disbursement of monies on behalf of the Society as approved by the Board of Directors;

4.16.3 To keep an accurate cheque register;

4.16.4 To issue and jointly sign cheques, with the Chair or another signing Officer, on behalf of the Society and shall assure himself/herself that the expense has been duly authorized;

4.16.5 To maintain payroll records;

4.16.6 To maintain accounts payable records;

4.16.7 To ensure the payment of all accounts and authorized expenses by cheque or e-transfer whenever practical and possible;

4.16.8 To invest funds belonging to the Society as directed by the Board of Directors;

4.16.9 To oversee collection of monies by the Society;

4.16.10 To cause the monies received by the Society to be deposited into the proper bank accounts previously approved by the Board of Directors;

- 4.16.11 To ensure that accurate records of all income, assets, liabilities, receipts, and disbursements of the Society are maintained.
- 4.16.12 To ensure preparation of monthly bank reconciliations and monthly financial statements.
- 4.16.13 To ensure prompt and proper Tax filing at the end of every Fiscal Year;
- 4.16.14 To ensure that no Director receives remuneration from the Society unless such monies are for the purposes of reimbursing such Person for legitimate expenses incurred on behalf of the Society; and
- 4.16.15 To carry out other such duties as directed from time to time by the Directors or Membership.
- 4.16.16 In his or her absence, a Person appointed by a Resolution of the Directors shall perform the duties of the Treasurer.

4.17 GENERAL DUTIES OF ALL OTHER DIRECTORS

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

4.18 REMOVAL OF BOARD MEMBERS

4.18.1 Circumstances Giving Cause for Removal

A BOARD Member shall be deemed to be under the Discipline of the Society and thereby removed if the SHURA in its sole discretion in accordance with the Society's Disciplinary procedure determines that any of the following circumstances have occurred:

- 4.18.1.1 a BOARD Member has evidenced unethical or immoral conduct or behaviour;
- 4.18.1.2 a BOARD Member's conduct evidences an unwillingness to either comply with, adhere to or submit to the authority and procedures of the Society;
- 4.18.1.3 a BOARD Member's act conduct or behaviour, whether with or without malicious intent, has caused or is likely to cause in the opinion of the SHURA serious disunity, discord or dissension in the Society, or hindrance to the influence of the Society in the community.

4.18.2 Restoration Through Discipline

Whenever possible, the aim of the removal of a BOARD member shall be the restoration of the BOARD member. In administering any removal process, care shall be taken

4.18.3 The decision of the SHURA shall be final and binding. If the decision of the Board is to terminate the Board Member's Board appointment, then the BOARD Member shall automatically cease to be a Member of the BOARD upon the date that the decision by the SHURA is made.

ARTICLE 5: PROTECTION AND INDEMNITY

5.1 Except as otherwise provided in the by-law, no SHURA/BOARD member, Committee member, Imam or Officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other SHURA/BOARD member, Committee member, Imam, Officer, Volunteers or Employee or for any loss, damage or expense incurred to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any Person including any Person with whom or which any monies, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any monies, securities or other assets belonging to the Society or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the SHURA/BOARD member, Committee member, Directors, Imam, Officer's or Volunteers of respective office or trust or in relation thereto unless the same shall happen by or through such Person's willful neglect or default. The Directors, Imams, Volunteers and Officers of the Society shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society except such as shall have been submitted to and authorized or approved by the SHURA OR BOARD.

5.2 Subject to the Act, the Society shall indemnify and saved harmless every **SHURA AND BOARD MEMBERS, COMMITTEE MEMBERS, IMAMS, TEACHERS, OFFICERS AND OTHER VOLUNTEERS** of the Society, and his or her heirs, executors and administrators, and estate and effects, respectively, out of the funds of the Society, from and against:

(i) all costs, charges and expenses whatsoever that he/she sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of him/her office; and

(ii) all other costs, charges and expenses that him/her sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by him/her own willful neglect or default.

Indemnity to Others - The Society may also indemnify any such Persons as described above in such other circumstances as the Act or law permits or requires. Nothing in this By-law shall limit the right of any Person entitled to indemnity to choose indemnity apart from the provision of this By-law to the extent permitted by the Act or law.

ARTICLE 6: COMMITTEES

6.1 DEFINITION

The SHURA or BOARD may appoint Committees whenever deems necessary. When determining to establish a Committee - it will prescribe the duties, composition, terms of reference and such other matters as may be appropriate. Unless the contrary is expressed in the Resolution of the SHURA or BOARD:

- (a) The members of Committees do not need to be SHURA/BOARD Members.
- (b) The SHURA or BOARD may from time to time change the number, mandate, and responsibilities of Committees created by them based on the needs of the Society.
- (c) The SHURA or BOARD, if deemed necessary, dissolve any Committee created by them.
- (d) If a Committee's mandate is related to the responsibility of the Imam, the SHURA or BOARD shall in consultation with the Imam determine the Imam's involvement with the Committee.
- (e) Each Committee shall select a chairperson and a recording secretary.
- (f) Each Committee shall report in writing to the creating authority (SHURA or BOARD) from time to time as requested and may appear at the meetings.
- (g) Members on each Committee shall serve without remuneration provided that a Committee Member may be paid reasonable expenses incurred by him/her in the performance of his/her duties.
- (h) No Committee may spend any money, authorize any expenditure, or enter into any contract without the authority of the BOARD or SHURA.
- (i) Any group of Members may form a working Committee subject to the approval of the respective creating authority (SHURA or BOARD).

(j) Normally, Shura will be in charge of committees created by them and BOARD will be in charge of committees created by them unless the SHURA intervenes into an BOARD Committee.

6.2 MEETINGS OF COMMITTEES

All Committees shall meet as and when needed, as determined by the chairperson of the relevant Committee, and shall present written reports to the creating authority (SHURA or BOARD) as determined by the creating authority.

6.3 TERMS OF REFERENCE

Unless the contrary is expressed in the Resolution of the creating authority, following will be applicable to the committee:

6.3.1 Structure - Every Committee shall consist of Volunteers, with a chairperson, a secretary and ratified by the creating authority. The creating authority shall also verify if the Committee members are in good standing.

6.3.2 Term - The Committee chairperson and secretary shall be in for the term of 2 (two) years. There is no limit to the number of terms served.

6.3.3 Programs - The Committees shall prepare an annual plan of action and budget if needed;

6.3.4 Meetings - The Committees must hold a minimum of 3 meetings annually and hold meetings as often as needed.

6.3.5 Funds - The Committee shall:

6.3.5.1 Through the chairperson, be accountable for all funds of the Committee.

6.3.5.2 The chairperson shall receive and handover all funds to the Treasurer of the BOARD within 14 (fourteen) days of any event the Committee organizes.

6.3.5.3 Committees shall have no powers to open or operate independent bank accounts.

6.3.5.4 Bank Account - The BOARD upon approval of the SHURA can open and operate a bank account on behalf of a Committee created by them, if it sees fit.

6.3.6 Reporting - The Committee chairperson shall regularly submit reports on programs and activities of their Committee to the creating authority.

6.4 ANNUAL RATIFICATION OF COMMITTEES

All Committees must be ratified annually by the creating authority. For a committee to be ratified - it must fulfil all of the following conditions:

- 6.4.1 Have a minimum of two (2) permanent members;
- 6.4.2 Have a designated chair and secretary (elected by its members annually);
- 6.4.3 Submit an annual plan and budget if required by the creating authority;
- 6.4.4 Submit an annual report by the date specified by the creating authority; and
- 6.4.5 Maintain proper meeting minutes and documents for all activities and programs.

6.5 DE-RATIFICATION OF A COMMITTEE

The creating authority can immediately terminate or dissolve any Committee created by them by a Majority Resolution in the following conditions:

- 6.5.1 The Committee clearly violates the by-law, policies and procedures of the Society;
- 6.5.2 Acts in clear contradiction of the mandate of the Committee;
- 6.5.3 Fails to meet all the ratification requirements in Article 4.4 above.
- 6.5.4 The SHURA may decide to intervene if it deems fit in the de-ratification of any BOARD committees.

6.6 COMMITTEE PERMANENT MEMBER

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

- 6.6.1 Shall demonstrate the ability to work in harmony with other Committee members;
- 6.6.2 Attend a minimum 60% (sixty percent) of Committee meeting;
- 6.6.3 Participate in at least 50% (fifty percent) of the Committee activities.

6.7 REMOVAL OF MEMBERS FROM COMMITTEES

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

ARTICLE 7: RULES, REGULATIONS OR GUIDELINES

7.1 The SHURA may adopt, amend, or repeal by Resolution, such Rules, Regulations or Guidelines not consistent with this By-law relating to the management and operation of the Society.

7.2 Any Rule or Regulation adopted by the BOARD shall continue to have force and effect until amended, repealed, or replaced by a subsequent Resolution of the BOARD or by the SHURA.

7.3 In the event of a discrepancy between any Rule, Regulations or Guideline adopted by the BOARD and those adopted by the SHURA, those adopted by the SHURA shall prevail.

ARTICLE 8: FINANCIAL MATTERS AND AUDITORS

8.1 FISCAL YEAR

Unless otherwise decided by the SHURA, the fiscal year of the Mosque shall commence on the first day of January each year and end on the 31st day of December in the same year.

8.2 FINANCIAL STATEMENTS AND ANNUAL BUDGETS

8.2.1 The BOARD or its designated committee shall prepare a financial statement and a general operating budget each year, prior to the annual meeting (AM) of the society. These two reports should be approved by the BOARD and the SHURA and presented to the AM.

8.2.2 The general operating budget and interim financial statement shall be presented at the AM for information.

8.2.3 The designated BOARD committee shall update at least twice in a year about the financial state of the society to the BOARD.

8.3 GENERAL OPERATING BUDGET

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

8.4 CAPITAL BUDGET

8.4.1 The capital budget shall include proposed expenditures for capital projects such as the alteration, expansion, or major repair of existing facilities, or the purchase of additional facilities or lands. Contributions can be accepted for any approved capital project throughout the year. Capital budget must be approved by the SHURA.

8.5 AUDITORS

The SHURA at the beginning of the fiscal year of the society shall appoint an Auditor, who is familiar with accounting for non-profit charitable organizations. The appointment will be approved by the general members at the AM. The Auditor will hold office until a successor is appointed. The Auditor shall have access to the books, accounts and vouchers of the Society and the designated committee of the BOARD of the Society shall provide him/her with such information and explanations as may be necessary for the performance his/her duties. The Auditor shall do the following:

8.5.1 Audit the financial statements, accounts, general funds of the Society and other general funds which may be in existence from time to time and to submit the results of such audits to the SHURA; the audit timing will be decided by the Shura;

8.5.2 Report to the SHURA on the fairness of the financial statements;

8.5.3 Carry out such other duties as are directed from time to time by the BOARD or the SHURA.

8.6 BANK ACCOUNTS

8.6.1 All transactions of the Society shall be managed through non-interest bearing, current bank accounts. Records of all such accounts shall be maintained separately, including:

- i. BAIS General Account/Accounts
- ii. BAIS Zakat /Sadaqatul Fitr Account
- iii. BAIS Reserve Fund Account
- iv. Any additional restricted fund accounts that may be required, as approved by the SHURA.

8.6.2 The Chair of the Finance Committee or the designate shall be a co-signee on all cheques, except in situations when the Finance Committee Chair is not available on account of a vacancy or extended absence, or in an emergency situation when the funds are required to be disbursed urgently and the Finance Committee Chair cannot be easily reached.

8.7 Exercise of Borrowing Power

The BOARD can exercise borrowing activities at the approval of the SHURA.

ARTICLE 9: GENERAL PROVISIONS

9.1 EXECUTION OF CHEQUES, FINANCIAL TRANSACTIONS AND DOCUMENTS

9.1.1 All cheques and other financial transactions (including online transaction) shall be signed or approved by any two signing Officers of whom at least one shall be the Chair of the Finance Committee or the Designate. The BOARD shall, by Resolution, determine who the signing Officers shall be.

9.1.2 All other formal documents or writings requiring the signature of the Society shall be signed by any two BOARD or SHURSA Members as appropriate of whom at least one shall be the Chair.

9.1.3 Two founding members will always remain as signatories of all the bank accounts. The annual financial statement of BAIS will always be shared with these two founding members. But they will not be involved in the day-to-day financial affairs of the society unless they are serving in the BOARD at that capacity. In case of dissolution of the BOARD, the two signatory founding members will take over the charge of the bank accounts and the financial matters of the society.

9.1.4 The BOARD and the SHURA shall have power from time to time by resolution to appoint any Officer, SHURA or BOARD Members or other Person, or more than one of them, to sign contracts, documents and instruments in writing generally, or to sign specific contracts, documents or instruments in writing on behalf of the Society, instead of, or in addition to, those provided in subsection 7.1.2.

9.1.5 Any person signing any document referred to in subsections 7.1.2 or 7.1.4 shall satisfy himself/herself that the document is in accordance with the general intent of the Resolution or other authority authorizing the execution of such document and shall have the power to approve minor changes not affecting the substance thereof.

9.2 BOOKS AND RECORDS

The BOARD shall see that all necessary books and records of the Society required by the By-laws of the Society or by any applicable statute or law are regularly and properly kept. All books and records of the society should be kept in a secure and confidential manner for at least 6 years

from the date of annual return filed. Upon a written request from a member, the books and records can be visited by a member.

9.2.1 The SHURA Chair will be in custody of the seal of the society (if any). It will assign the authority of use of the seal as deemed necessary.

ARICLE 10: AMENDMENTS TO BY-LAW

The By-laws of the Society may be repealed, changed or amended through a special resolution at a meeting of the SHURA. A special resolution can only be approved at a SHURA meeting with a meeting notice of at least 15 days. A minimum of 75% of the votes cast by the SHURA Members at a SHURA Meeting duly called for the purpose of considering the said By-law is needed.

Date: _____.

Signature: _____ Print Name: _____	Address <i>City/Town</i> <i>Province</i> <i>Apartment</i> <i>Postal Code</i> _____
Signature: _____ Print Name: _____	Address <i>City/Town</i> <i>Province</i> <i>Apartment</i> <i>Postal Code</i> _____
Signature: _____ Print Name: _____	Address <i>City/Town</i> <i>Province</i> <i>Apartment</i> <i>Postal Code</i> _____
Signature: _____ Print Name: _____	Address <i>City/Town</i> <i>Province</i> <i>Apartment</i> <i>Postal Code</i> _____
Signature: _____ Print Name: _____	Address <i>City/Town</i> <i>Province</i> <i>Apartment</i> <i>Postal Code</i> _____
WITNESS Signature: _____ Print Name: _____	Address <i>City/Town</i> <i>Province</i> <i>Apartment</i> <i>Postal Code</i> _____

APPENDIX –A

NAMES OF FOUNDING BOARD MEMBERS:

- 1. Rafat Alam**
- 2. Sadiq Huda**
- 3. Md. Mizanul Huq Chowdhury**
- 4. Din Islam**
- 5. Khaled Ashrafi**
- 6. Rafiqul Hasan**
- 7. Khairul Robin**
- 8. Md. Sabbir Khan**
- 9. Md. Jubayer Hoque**
- 10. Md. Rokibul Hossain Khan**
- 11. Joynal Abedin**
- 12. Mahbubur Rahman**