



**THE WINDSOR ISLAMIC ASSOCIATION  
(W.I.A.)**

**CONSTITUTION AND BY-LAW**

**Revised**

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## I. ISLAMIC CONSTITUTIONAL PRINCIPLES

### 1. An Islamic Constitution

The principal sources of an Islamic Constitution are the **Qur'an** -- the book of guidance to mankind revealed by *Allah* (God), Almighty, to Prophet Muhammed (pbuh) -- and practices (*sunnah*) of the Prophet Muhammed (pbuh) -- the best exemplar of **Qur'anic** guidance. Together these two sources provide a comprehensive code of conduct, called **Islam**, for humanity.

According to Islam, the Creator of Heaven and Earth and the Creator and Sustainer of all forms of life is the ONE true God (Allah). In order to awaken the humanity of mankind, Allah (God) provided guidance in the form of revelations starting with Adam down to other well known messengers such as Abraham, Moses, Jesus and Muhammed (may Allah's (God's) peace be upon them all).

In Islam, the belief in Allah (God) requires the shaping of human conduct based on this belief. Allah (God) does not accept belief if it is not expressed in deed, and does not accept deed if it does not conform to belief. Human conduct is shaped through acquiring knowledge and reasoning. Allah (God) says in the **Qur'an**, *"Are those who know equal with those who know not? But it is only those with understanding who pay heed."* **39:9** Also, *"Acquire knowledge,"* said the Prophet Muhammed (pbuh). *"It enables the possessor to distinguish right from wrong: it lights the way to heaven; it sustains us in adversity; it is a weapon against enemies and an ornament among friends. By virtue of it, Allah (God) exalts nations, and makes them guides in good pursuits, and gives them leadership: so much so that their footsteps are followed, their deeds are imitated, and their opinions are accepted and held in respect."*

Knowledge and quest for a path to individual and collective excellence are the hallmarks of Islam.

### 2. Constitutional Principles

- (a) **Sovereignty of Allah (God).** Obedience to Allah (God) takes precedence over obedience to mankind in all actions. Actions, which are in line with Allah's (God's) guidance, are also those that assure human excellence. Actions, which are contrary to this guidance, only degrade humanity. The words of guidance in the Qur'an are comprehensive; they cover all aspects of human endeavor from moral to social and political.
- (b) **The Prophet of Allah (God) as a model of human conduct.** All Prophets of Allah (God) from Adam to Abraham, Moses, Jesus and Muhammed (peace be upon them) conducted themselves according to guidance from Allah (God). The guidance that Prophet Muhammed (pbuh) received was most comprehensive. In addition to being the Messenger for this guidance, Prophet Muhammed (pbuh) lived this guidance in all its details from being flawless in his morals to being an excellent family man, benefactor, legislator, statesman and strategist. Allah (God) sent Muhammed (pbuh) as a mercy to all Mankind and blessed him with a beautiful pattern of conduct. Following the example of the Prophet is an act of obedience to Allah (God).
- (c) **Vicegerency.** The entire progeny of Adam is entrusted with vicegerency to Allah (God). Particular recognition of this responsibility is given to those who believe in Allah (God) and act according to His guidance. The vicegerency manifests itself in terms of responsibility and accountability for an individual as well as for the community -- be it an Islamic organization or an Islamic state. Actions affecting a group require consultations within the group. Arbitrary and unilateral actions by a person or authority are ruled out.

### 3. Character of Islamic Organizations and its workers

The purpose of an Islamic organization is to bring the collective potential of the community to bear for the good of mankind with due respect and regard to all forms of life and nature. Every act that brings goodness is also an act of obedience to Allah (God) and every act of obedience to Allah (God) always brings out goodness. In order to achieve these goals, the following are among the essential characters of individuals and organizations:

- **Kindness (ehsan):** "Those who act kindly receive kindness and more. Neither dust nor disgrace comes near their faces. They will be inhabitants of paradise; they will live there forever." **Qur'an: 10:26**
- **Goodness (hasanat):** "Indeed, good deeds cancel bad deeds. This is a reminder for the mindful." **Qur'an: 11:114**
- **Patience and Perseverance (sabr):** "O you who believe, be patient and persevering, persistent; strengthen each other. Observe your duty to Allah (God) in order that you may prosper." **Qur'an 3:200**
- **Forgiveness (af'u):** "Practice forgiveness, promotes decency, and avoids ignorant people." **Qur'an 7:199**
- **Tolerance (samaha):** "Let there be no compulsion in religion. The right way has been to distinguish from error; and he who rejects false deities and believes in Allah (God) has grasped a firm handhold which will never break. Allah (God) is Hearer, Knower." **Qur'an 2:256**
- **Humility (karam al-ikhlaq):** "The obedient to the Beneficent are they who walk on earth modestly, and when the ignorant address them, they say: "Peace!" **Qur'an 25:63**
- **Equity and Justice (Qist and A'adl):** "O you who believe! Be steadfast witness for Allah (God) in equity, and let not the hatred of any people seduce you to deal unjustly. Do justice; that is nearer to your duty. Observe your duty to Allah (God). Indeed, Allah (God) is informed of what you do." **Qur'an 5:9**
- **Equality of Mankind (musaw'at):** "O people! We have created you from a male and a female, and have made you into nations and tribes so that you may know one another. The noblest of you before Allah (God) is the most Allah (God)-conscious. Allah (God) is the Knower." **(Qur'an 59:13)**

The Prophet Muhammed (pbuh) stood among the Muslims and said: "Allah (God) has relieved you of the fanaticism of *Jahiliyah* (barbarism) and of its pride in your ancestors. Whether you are a pious *Mu'min* (Believer in God) or a miserable *debauchee*, you are the sons and daughters of Adam and Adam is from dust."

During his farewell address, in which he spoke to the Muslims or rather to entire Mankind, the Prophet said: "O people, indeed, your Lord, May He be praised and exalted, is one, and, indeed, your father (Adam) is one. Indeed, there is no superiority for a red man over a black man except through *taqwa* (God-consciousness). Have I, indeed, conveyed to you the Message?" They said: "Yes". He said, "Let those who are present convey it to those who are absent."

- **Trusts and Promises (amanah and 'ahd):** "And those who preserve their trusts and their pledges and who attend to their prayers are the heirs who will inherit paradise, there they will live forever." **Qur'an 23: 8-10**
- **Truthfulness (sidq ul-kalam):** "Tell the truth when you speak. It is one of the worst betrayals to tell your brother/sister something he/she thinks you are being honest about when the matter is otherwise." Prophet Muhammed (pbuh)

## II. THE WINDSOR ISLAMIC ASSOCIATION (W.I.A.) BY-LAW

By-law to amend, consolidate and restate the provisions of all previous By-laws

### PREAMBLE

#### In the Name of God, the Most Beneficent, the Most Merciful

The **Qur'an** is the complete and final divinely revealed Guidance for Mankind. It is also the Book of the Islamic way of life and the Source of the Divine Laws for all Muslims.

The **Windsor Islamic Association (W.I.A.)** unequivocally affirms the **Qur'an** and **Sunnah** of Prophet Muhammed (pbuh) as the sources of Islamic **Shari'ah**, and its real and ultimate Constitution.

The Letters Patent along with the By-law that follow represent the laws and regulations for the governance framework for the affairs of the Windsor Islamic Association (W.I.A.) in accordance with the teachings of the **Qur'an** and **Sunnah** of Prophet Muhammed (pbuh) and also in keeping with the requirements of the laws of Canada and the Province of Ontario.

The Windsor Islamic Association (W.I.A.) pledges to abide by the Islamic **Shari'ah** in administering all its assets and in planning and conducting all its activities.

IT IS HEREBY ENACTED as By-law of the Windsor Islamic Association (W.I.A.) as follows:

### INTERPRETATION

1. **Definitions.** In this By-law, unless the context otherwise requires:

- (a) **"Association"** means, The Windsor Islamic Association (W.I.A.), an Ontario, non-share capital corporation subject to the Corporations Act (Ontario) and having Ontario corporation number 107251.<sup>1</sup>
- (b) **"Board"** means the board of directors of the Association.
- (c) **"By-law"** means this Constitution and By-law.
- (d) **"Contracts, Documents and Instruments in Writing"** includes cheques, drafts, orders for payment, deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities and all paper and electronic writings.
- (e) **"Director"** means a director of the Association.
- (f) **"Letters Patent"** means the letters patent of the Association as amended by any supplementary letters patent.<sup>2</sup>

<sup>1</sup> The Association has charitable objects and as such is a charitable corporation. It also has registered charity status under the *Income Tax Act* (Canada), having registration number 119299949 RR0001.

<sup>2</sup> The Letters Patent is the charter or constitution for the Association – the document that brought the Association into existence. The

- (g) **“Member”** means a member of the Association.
  - (h) **“Membership”** means the membership of the Association.
  - (i) **“Past President”** means the immediate past president of the Association.
  - (j) **“President”** means the president of the Association.
  - (k) **“Resident Imaam”** means the resident Imaam of the Association.
  - (l) **“Secretary”** means the secretary of the Association.
  - (m) **“Treasurer”** means the treasurer of the Association.
  - (n) **“Vice President”** means the vice president of the Association.
  - (o) **“Windsor Mosque”** means the mosque at 1320 Northwood Street, Windsor, Ontario.
2. **Plural.** Words that are in the singular form are deemed to include the plural form and vice versa.
  3. **Include, Etc.** Whenever the words “include,” “includes” or “including” (or similar terms) are used they are deemed to be followed by the words “without limitation.”
  4. **References to Legislation.** Any reference in this By-law to any legislation or any section thereof shall, unless otherwise expressly stated, be deemed to be a reference to such legislation or section as amended, restated, or re-enacted from time to time.
  5. **Severability.** 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.
  6. **Footnotes.** The footnotes in this By-law are inserted for non-binding explanatory purposes only. They are not to be considered or taken into account for the purposes of construing or interpreting the provisions of this By-law nor shall they be used in any way to clarify, modify or explain the effect of any such provisions.
  7. **Interpretation Consistent with Islamic Constitutional Principles and Preamble.** This By-law shall be interpreted having regard to and consistent with the spirit and intent of the Islamic Constitutional Principles and Preamble.

## LEGAL FRAMEWORK

8. **Hierarchy.** In order of hierarchy, the legal framework for the Association is as follows:
  - (a) Law of the land including the Income Tax Act (Canada) and the Corporations Act (Ontario).
  - (b) Letters Patent.
  - (c) By-law.
  - (d) Board Policy.
  - (e) Operational Policy.

In the event of a conflict, the policies at the higher level in the legal framework shall prevail.<sup>3</sup>

9. **Objects as per Letters Patent.** The objects of the Association are as set out in the Letters Patent.<sup>4</sup>

Association's Letters Patent are dated June 15, 1960. There are no supplementary letters patent.

<sup>3</sup> The hierarchy is set by law and therefore it is not possible to change the hierarchy by amending this provision.

<sup>4</sup> The objects as set out in the Letters Patent are:

## HEAD OFFICE

**10. Head Office.** The head office of the Association shall be in the location required by the Letters Patent and at such place there in as the Board may from time to time determine by a majority resolution passed at a meeting of the Board.<sup>5</sup>

## MEMBERSHIP

**11. Membership.** The Association shall have three (3) categories of Membership:

1. General Membership
2. Regular Membership
3. Honorary Membership

**11.1. Eligibility for General Membership.** In order to be eligible to be considered for General Membership, each individual shall:

- (a) be a Sunni Muslim;
- (b) affirm that the Qur'an and the Sunnah of Prophet Mohammed are the sources of Islamic *Shari'ah* and its real and ultimate constitution;
- (c) be a Canadian citizen or landed immigrant of Canada;
- (d) be a resident of Windsor or Essex County, with residency determined in the same way as under the Income Tax Act (Canada), except this requirement shall not apply to applicants who are attending school or university outside the area if one (1) parent is a Member;
- (e) be at least sixteen (16) years of age;
- (f) provide his/her legal name, address, contact number, age, and an active e-mail address;
- (g) participate in the Association activities; and
- (h) subscribe to further the goals of the Association.

**11.2. Eligibility for Regular Membership.** In order to be eligible to be considered for Regular Membership, each applicant shall:

- (a) be a Sunni Muslim;
- (b) affirm that the Qur'an and the Sunnah of Prophet Mohammed are the sources of Islamic *Shari'ah* and its real and ultimate constitution;
- (c) be a Canadian citizen or landed immigrant of Canada;
- (d) be a resident of Windsor or Essex County, with residency determined in the same way as under the Income Tax Act (Canada), except this requirement shall not apply to applicants who are attending school or university outside the area if one (1) parent is a Member;
- (e) be at least sixteen (16) years of age;
- (f) agree to further the goals of the Association;

*(a) To endeavor to develop and strengthen the spirit of the Islamic faith;*

*(b) To emphasize a feeling of attachment to Islam;*

*(c) To obtain a better understanding and reinforcement of all human relations, character building and fortifying faith for the sake of peace with the peoples of Islam and their spirit of loyalty to Canada and its people; and;*

*(d) To cultivate the spirit of belonging to the faith of Islam.*

<sup>5</sup> The Letters Patent provide that the head office shall be in the City of Windsor. See *Corporations Act* (Ontario) section 277 for further detail with respect to changing head office location.

- (g) be sponsored by at least two (2) Regular Members in good standing; and
- (h) submit a completed application form for Regular Membership with the required annual Membership dues, to the Secretary through the Treasurer's office or online, as established in accordance with this By-law.

**11.3. Eligibility for Honorary Membership.** In order to be eligible to be considered for Honorary Membership, each applicant shall:

- (a) be a Sunni Muslim;
- (b) affirm that the Qur'an and the Sunnah of Prophet Mohammed are the sources of Islamic *Shari'ah* and its real and ultimate constitution;
- (c) be a Canadian citizen or landed immigrant of Canada;
- (d) be a resident of Windsor or Essex County, with residency determined in the same way as under the Income Tax Act (Canada), except this requirement shall not apply to applicants who are attending school or university outside the area if one (1) parent is a Member;
- (e) not be a member of any other Mosque, Center, or parallel organization to the Association;
- (f) have been a Regular Member of the Association for over twenty (20) years;
- (g) have been active in the community and contributed significantly to the growth and the development of the Association;
- (h) agree to further the goals of the Association;
- (i) be sponsored by at least two (2) Regular Members in good standing; and
- (j) have a completed nomination form for Honorary Membership submitted to the Secretary through the Treasurer's office.

**12. Admission to Membership.** Admission to Membership shall be subject to and in accordance with the following:

- (a) Individuals satisfying the eligibility requirements for General Membership shall be automatically admitted to the Membership, as a General Member.
- (b) Any Regular Membership application shall be first reviewed by the Secretary for eligibility requirements then submitted to the Membership Review Committee (MRC) for further consideration. The MRC shall forthwith submit its recommendation (approve or deny the application) to the Board, within four (4) months of the application date. Membership dues shall be reimbursed if the application is denied.

For greater clarity, neither the MRC nor the Board is required to recommend or admit any applicant simply because he/she satisfies all eligibility requirements but rather has discretion in that regard, so long as such discretion is not based on any unlawful discrimination.

**13. Membership Card.** Regular/Honorary Members shall receive a Membership card for the year, bearing the signature of the Treasurer.

**14. Membership Privileges.** Regular Members in good standing shall have rights and privileges as follow:

- (a) receive notice of all meetings of Members;
- (b) attend all meetings of Members;



- (c) participate at meetings of Members by being heard (verbally or in writing), debating and voting, with each Regular/Honorary Member entitled to one (1) vote on each motion arising;
- (d) participate on a non-exclusive basis in the programs and services and have use of the facilities as from time to time offered by the Association, subject to such requirements as from time to time set by the Board;

For greater clarity, programs, services and facilities of the Association may from time to time be made available to persons who are not Members on such terms and subject to such requirements as may from time to time be set by the Board; and

- (e) enjoy discounts for programs, services, and facilities of the Association in such amounts or percentages as are determined from time to time by the Board.

For greater clarity, Honorary Members are entitled to all Membership privileges as Regular Members do.

**15. Conditions of Membership.** Members shall:

- (a) **Faith.** follow the Islamic faith and be Sunnis.
- (b) **Compliance.** comply with this By-law and rules as from time to time established by the Board with respect to participation in the programs and services of the Association and use of its facilities;
- (c) **Co-operation.** co-operate as reasonably requested by the Board in any conflict management efforts;  
**Meetings.** attend at least one (1) quarterly meeting of the Members in every twelve (12) month period with the exception of General Members who are not entitled to attend meetings of the Members;
- (d) **Annual Dues and Other Amounts.** pay to the Association annual dues as are from time to time established within the time period required (see *section 31(a)* of this By-law). Further pay to the Association such other amounts as may from time to time be owing by the Member within such time frames as from time to time is required.
  - (i) General Members shall be exempt from any Membership dues
  - (ii) Honorary Members shall be exempt from any Membership dues if approved by the Membership Review Committee (MRC).

**16. Consequences of Breach and Discipline.** Subject to *section 17* of this By-law, a Member who breach any of the Membership conditions, as outlined in *section 15* of this By-law, shall:

- (a) **Non-Payment of Membership Dues or other Amounts Owning.** be automatically deemed not to be in good standing, if the breach relates to default on the payment of any Membership dues (for Regular Members), or other amounts owing to the Association. However, the good standing status of the Member shall automatically be re-instated upon payment of all unpaid dues or other amounts owing, provided that the Membership has not been terminated in the interim, such as would happen, for example, if the Member had not paid by March 31<sup>st</sup> final due date. In such a case, the Member would be required to apply for Membership anew in accordance with this By-law.

For greater clarity, any re-instatement of Membership pursuant to this provision shall not operate retro-actively and thus for any period of time during which Membership dues or other amounts remained outstanding, the Membership shall be deemed not to have been in good standing.

- (b) **Reprimand.** be subject to a reprimand if so decided by at least a two-thirds ( $\frac{2}{3}$ )

resolution passed by the Board, at a meeting of the Board.

- (c) **Fine.** be required to pay a fine in situations involving damage to property or other losses related in whole or in part to the breach. The imposition amount of the fine and time frame within which to pay to be decided by at least a two-thirds ( $\frac{2}{3}$ ) resolution of the Board passed, at a meeting of the Board, provided that any amount shall not be more than the value of the damage or the sustained losses.
- (d) **Order to Obtain Education or Training.** be subject to an order to obtain such education or training as the Board determines by at least a two-thirds ( $\frac{2}{3}$ ) resolution passed by the Board, at a meeting of the Board. Such education or training shall be at the Member's own expense.
- (e) **Suspension.** be subject to suspension from Membership and/or suspension of the privileges to participate in one or more programs or services of the Association or have use of its facilities as decided by a majority resolution passed by the Board at a meeting of the Board, and for such a period of time decided by at least a two-thirds ( $\frac{2}{3}$ ) resolution passed by the Board, at a meeting of the Board.

For greater clarity, the suspended Member shall not be considered a Member in good standing during the suspension period.

- (f) **Expulsion.** be subject to expulsion from Membership as decided by at least two-thirds ( $\frac{2}{3}$ ) resolution passed by the Board, at a meeting of the Board.

**17. Discipline Process.** If an alleged breach of the Membership conditions is to be considered beyond the automatic not-in-good standing status brought about by any infraction, the Board shall:

- (a) **Notice.** give at least seven (7)-day written notice to the subject Member. The notice shall specify the nature of the alleged breach and details with respect to any evidence the Board intends to consider.
- (b) **Hearing.** give the subject Member an opportunity to respond to the alleged breach and be heard. The subject Member shall be entitled to be represented by counsel or an agent. Further, if the alleged breach relates to a failure to follow the faith as per By-law *section 15(a)* of this By-law, then the Board shall seek and consider input from the Resident Imaam.
- (c) **Authority.** have authority to impose one or more of the disciplinary measures from among the options listed in *section 16* of this By-law, as the Board considers appropriate, following consideration of the alleged breach and any submissions.

For greater clarity the disciplinary options outlined in *section 16* of this By-law are not mutually exclusive and more than one disciplinary measure may be imposed at the same time.

- (d) **Decision.** issue to the subject Member, as the case may be, the Board's decision in writing stating brief reasons for the decision.
- (e) **Publication.** disclose any discipline decision to the Membership if so decided by a majority resolution passed by the Board, at a meeting of the Board.

**18. Appeal.** A Member may appeal the discipline decision of the Board to the Membership by filing an appeal request through the Secretary within thirty (30) days of the Board's discipline decision. In such case, a special meeting of the Membership shall be called by the President, to be held within sixty (60) days of the appeal request.

19. **Term.** Admission to Membership shall be effective upon admission of the Member as per *section 12* of this By-law and the term of Membership shall continue until terminated in accordance with *section 20* of this By-law.
20. **Termination of Membership.** Membership is not transferable and may be terminated as follows:
- (a) **Non-payment of Membership dues by March 31<sup>st</sup>.** If the Regular Member has not paid the applicable Membership dues by March 31<sup>st</sup>. In such a case, the Regular Member may be considered for General Membership.
  - (b) **Written Resignation.** If a signed notice in writing is given to the Secretary that the Member resigns his or her Membership, in which case the Membership shall be terminated at the time specified in the notice or at the first meeting of the Board following receipt of the notice by the Secretary, whichever is later.
  - (c) **Expulsion by Board Discipline.** upon decision to expel a Member as a disciplinary measure in accordance with *section 16* of this By-law.
  - (d) **Expulsion by Membership.** upon decision to expel a Member by at least two-thirds ( $\frac{2}{3}$ ) resolution passed by the Membership, at a meeting of the Members, for which notice specifying the intention to pass such resolution has been given
  - (e) **Death.** Membership lapses upon Member's death.

## MEETINGS OF THE MEMBERS

### 21. Calling of Meetings of Members.

- (a) **Regular General Meetings.** The Board shall call for meetings of the Members at least three (3) times in each calendar year.
- (b) **Special Meetings.** The Board shall call for meetings of the Members whenever emergency or extraordinary conditions, with real possibility of materially impacting the Association, exist.
- (c) **Other Meetings.** Meetings of the Members may otherwise be called by the Board or through requisition by the Regular Members in accordance with the Corporations Act (Ontario).<sup>6</sup>
- (d) **Adjourned/Reconvened Meetings.** The President or Board may call certain meetings as per *section 26(a)(ii)* of this By-law.

### 22. Notice.

Notice of meetings of Members shall be subject to and in accordance with the following:

- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.
- (b) **Amount of Notice.** Subject to *section 22(e)(f)* of this By-law, at least a thirty (30)-day notice (exclusive of the day on which the notice is sent or delivered but inclusive of the day for which notice is given) shall be given if the meeting is to consider any amendments to the Letters Patent or By-law, otherwise, a ten (10)-day notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) shall be sufficient.<sup>7</sup>
- (c) **To Whom Given and Manner.** Notice shall be:

<sup>6</sup> See *Corporations Act* (Ontario) section 295 which addresses the ability of the membership to requisition a meeting.

<sup>7</sup> *Corporations Act* (Ontario) section 93 made operative by subsection 133(1) details notice requirements.

- (iii) given to each Regular Member;<sup>8</sup>
  - (iv) given to the auditor, if one has been appointed,<sup>9</sup> in the manner specified in *section 81* of this By-law;
  - (v) posted conspicuously at the Windsor Mosque and on the Association's website; and
  - (vi) announced at the *Jumma* prayer;
- (d) **Content.** Notice shall include the date, time, and place, as well as an agenda describing the nature of the business to be transacted in sufficient details to allow a Member to make an informed decision of whether or not to attend.
- (e) **Adjournments.** No notice shall be required of any adjourned meeting such as the case of meetings described in *section 26(a)(ii)* of this By-law.
- (f) **Waiver.** Meetings of Members may be held without notice if all the Members entitled to notice and the auditor, if an auditor has been appointed, have waived in writing the notice, provided that attendance of any such individual at a meeting of the Members shall constitute a waiver of notice of the meeting except where such person attends for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called or held.
- (g) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
- 23. Place of Meetings.** Meetings of Members shall be held at the head office of the Association or elsewhere in Ontario, as the Board may from time to time determine by a majority resolution passed at a meeting of the Board.<sup>10</sup>
- 24. Chair.** The President shall chair meetings of Members or if absent, unable or unwilling, the Vice-President and in the absence, inability or unwillingness of both the President and Vice-President, the Regular Members present shall by a majority resolution choose another Director to act as chair.<sup>11</sup> The chair shall:
- (a) establish and maintain order and decorum (civility and mutual respect) at the meeting;
  - (b) ensure the protocols with respect to meetings of the Members, as outlined in this By-law, are followed;
  - (c) ensure clarity at the meeting through appropriate commentary and questions; and
  - (d) maintain balance and ensure that:
    - issues are explored fully;
    - every Regular Member have an opportunity to contribute to the discussion; and
    - time is managed appropriately and the meeting proceeds within the scheduled time frames.
- 25. Attendance and Participation.** The below individuals shall be entitled to attend meetings of Members and to the extent indicated below participate thereat as follows:
- (a) **Members.** Regular/Honorary Members shall be entitled to attend all meetings of

<sup>8</sup> See *Corporations Act* (Ontario) paragraph 93(1)(a) made operative by subsection 133(1).

<sup>9</sup> See *Corporations Act* (Ontario) subsection 96(6) made operative by subsection 133(1).

<sup>10</sup> The head office is at 1320 Northwood Street, Windsor, Ontario. See *Corporations Act* (Ontario) section 82 made operative by subsection 133(1) for further detail with respect to place of meetings.

<sup>11</sup> See *Corporations Act* (Ontario) clause 93(1)(e) made operative by subsection 133(1).

Members and participate by being heard, debating, and voting.

- (b) **Auditor.** The auditor, if one has been appointed, shall be entitled to attend all meetings of Members and shall be entitled to participate by being heard (verbally or in writing) on any matter that concerns the auditor as auditor.<sup>12</sup>
- (c) **Invited Guests.** Guests invited by the Board or Membership to a meeting of the Members shall be allowed to attend the meeting. Invited guests shall not be entitled to participate at meetings of Members by debating or voting but shall be entitled to participate by being heard (verbally or in writing), if so recognized by the chair.

**26. Transaction of Business.** Transaction of business at meetings of the Members shall be subject to and in accordance with the following:

- (a) **Quorum.**<sup>13</sup> No business shall be transacted in the absence of quorum. Quorum shall be subject to and in accordance with the following:
  - (i) **Enhanced Quorum.** Quorum shall be half plus one ( $\frac{1}{2} + 1$ ) of Regular Members in good standing present for matters involving any of the following:
    1. Purchase, sale, transfer, conveyance, assignment or other acquisition or disposition of property outside the ordinary course of business and representing ten per cent (10%) or more change to the Association's total assets.
    2. Amendments to the Letters Patent or By-law.
    3. A motion of confidence in the Board
  - (ii) **General Quorum.** Quorum otherwise shall be one-third plus one ( $\frac{1}{3} + 1$ ) of the Regular Members in good standing present

If there is a lack of quorum, the President or the Board may adjourn and reconvene the meeting at a later time named, on the same day, with the same agenda and for such reconvened meeting of the Members there shall be no quorum requirement.

- (b) **Order of Business.** The order of business at meetings of Members shall be in accordance with the following:

Meetings of Members	
1	Call to order
2	Formalities
	Notice check (see <i>section 22</i> of this By-law for notice requirements)
	Attendance check including determination with respect to which Members are or are not in goodstanding
	Quorum check (see <i>section 26(a)</i> of this By-law for quorum requirement)
3	Approval of agenda
4	Approval of invited guests if approval required (see <i>section 25(d)</i> of this By-law)
5	Minutes of the previous meeting of the Members shall be discussed and if satisfactory, adopted
6	Business arising from the minutes of the previous meeting of the Members

<sup>12</sup> See *Corporations Act* (Ontario) clause 96(6) made operative by subsection 133(1).

<sup>13</sup> Note there is no statutory requirement for quorum for Members' meetings. In the absence of any quorum provision in the by- laws at common law, it is a majority.

7	New business
8	Agenda building – input from the meeting with respect to ideas for the agenda for the next meeting of the Members

(c) **Debate and Decorum**

- (i) No Member shall speak:
  - 1. unless recognized by the chair.
  - 2. for longer than three (3) minutes at any one time.
  - 3. to interrupt an individual who is speaking except to raise a question of privilege or point of order.
- (ii) Members shall conduct themselves with decorum and follow the direction of the chair.

(d) **Voting**

- (i) Regular Members in good standing shall have one (1) vote.  
For greater clarity, the chair in his/her capacity as a Regular Member shall similarly have one (1) vote.
- (ii) In the event of a tie, the chair shall have a second or casting vote.<sup>14</sup>
- (iii) Unless otherwise required, every question agenda item shall be decided on by a majority of the votes of the Regular Members present.<sup>15</sup>
- (iv) Unless otherwise specified, every question shall be decided in the first instance by a show of hands unless a poll by secret ballots is demanded by a Regular Member. If a poll is demanded and not withdrawn, the poll shall be taken in such manner as the chair shall direct.
- (v) A declaration by the chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.
- (vi) To be eligible to vote in the election of the Board, a Regular Member must have paid the membership dues by March 31<sup>st</sup>, the year before. (e.g., If elections are to be held in March 2022, then the Member must have been a Regular Member of the Association in 2021, i.e., by paying the Membership dues by March 31<sup>st</sup>, 2021).
- (e) **Rules of Order.** In connection with any matter that is not addressed by this section, Robert's Rules of Order Newly Revised (11<sup>th</sup> edition) shall apply.

**27. Minutes.** The Secretary shall keep or cause to be kept minutes of all meetings of the Members, which shall include the following:

- (a) name of the Association;
- (b) date, time and place of meeting;
- (c) attendance at the meeting;
- (d) precise wording of all motions, including the mover and the seconder;
- (e) whether the motion is carried, but not the specifics of vote count and how each Regular Member voted; and
- (f) any objections or dissent to the motion shall be put on record, but otherwise shall not

<sup>14</sup> See Corporations Act (Ontario) paragraph 93(1)(c) made operative by subsection 133(1).

<sup>15</sup> Certain decisions are required by the Corporations Act (Ontario) to be passed by a 2/3rds vote, such as, for example, the decision to remove a director as per Corporations Act (Ontario) subsection 67(1) made operative by subsection 133(1).

attribute specific comments to specific individuals.

28. **Adjournment.** The chair presiding at a meeting of the Members, with the motion to adjourn by Regular Members and subject to such conditions as the meeting decides, shall adjourn the meeting from time to time and from place to place.<sup>16</sup>
29. **Conduct.** All individuals present at a meeting of the Members shall conduct themselves with decorum and shall refrain from disturbing the proper conduct of the proceedings or otherwise conducting themselves in a disorderly or unseemly manner, failing which such individual may be ordered by the chair to leave the meeting and if such individual refuses to do so, the chair may seek the assistance of the police.

## MEMBERSHIP DUES

30. **Membership Dues:** The Board shall make recommendations at a meeting of the Members with respect to the amount of Membership dues for the ensuing year and the Regular Members present shall approve the recommendation with or without variation, by a majority resolution.
31. **Payment of Membership Dues:** The Treasurer shall send Membership-due reminders by email, at least one (1) month before the Membership expires.
- (a) Membership dues shall be paid in one lump sum, along with the application form for new Regular Membership. Thereafter, Membership dues shall become payable by March 31<sup>st</sup>, each year. If Membership dues are not paid by March 31<sup>st</sup>, then the Membership shall be terminated in accordance with *section 20(a)* of this By-law.
  - (b) Regular Members with automatic monthly donations to the Association may submit a request in writing (by March 31<sup>st</sup>) to have a portion of their monthly donations used towards the Membership dues.
  - (c) Regular Members who have made donations to the Association may request in writing (by March 31<sup>st</sup>) to have a portion of their donation used towards the Membership dues.
  - (d) Membership dues are not tax deductible
32. **Waiver of Membership Dues:** Membership dues may be waived by the Board in specific cases of extenuating circumstances, not exceeding one (1) year at a time, provided that a written request is made to the Board.

## BOARD

33. **Governance:** The Board shall administer the affairs of the Association in all matters, following the Islamic *Shari'ah* derived from the Qur'an and the Sunnah of the Prophet Muhammed (pbuh), any applicable laws, the Letters Patent and this By-law.<sup>17</sup>
34. **Qualifications.** Each Regular Member nominated for a position on the Board shall, at the time of election and throughout his/her term in office:
- (a) be a Regular Member and has been so for at least two (2) consecutive years prior to the election date<sup>18</sup> (e.g., If elections are to be held in March 2022, the nominated individual must have been a Regular Member since March 31<sup>st</sup>, 2020);

<sup>16</sup> See Corporations Act (Ontario) clause 93(1)(d) made operative by subsection 133(1).

<sup>17</sup> See Corporations Act (Ontario) subsection 283(1).

<sup>18</sup> *Corporations Act* (Ontario) subsection 286(1).

- (b) be at least eighteen (18) years of age;<sup>19</sup>
- (c) not be an employee of the Association or under contract with the Association;<sup>20</sup>
- (d) not be a parent, a sibling, a child, a spouse, or an individual with a formal relationship (e.g. business relationship) of any other Board member (unless this Board-member's term is coming to an end), any employee of the Association, or any person under contract with the Association;
- (e) not be a member of the Election Committee;
- (f) not be a member of any other mosque, center, or parallel Islamic organization to the Association;
- (g) not be an undischarged bankrupt;<sup>21</sup>
- (h) not be a person who has been found under the Substitute Decisions Act, 1992 (Ontario) or under the Mental Health Act (Ontario) to be incapable of managing property;<sup>22</sup>
- (i) not be a person who has been found to be incapable by any court in Canada or elsewhere;<sup>23</sup>
- (j) not have been convicted of a Criminal Code (Canada) offence for which a pardon has not been granted; and
- (k) not be an "ineligible individual"<sup>24</sup> within the meaning of the Income Tax Act (Canada).

<sup>19</sup> See *Corporations Act* (Ontario) subsection 286(4). Note paragraph 23(1)2 of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 which is anticipated to come into force at the earliest in June, 2014 sets out the same requirement.

<sup>20</sup> In the absence of a court order, directors of charities cannot personally benefit from the charity. This extends to being paid as an employee or in any other capacity or having an interest in a contract. See "Current Charity Issues Involving the PGT" by Dana F. De Sante published in Ontario Bar Corporation Continuing Legal Education "A Danger to Dabble – Charity Law Hot Spots" (Oct 24, 2005).

<sup>21</sup> See *Corporations Act* (Ontario) subsection 286(5). Note paragraph 23(1)5 of the *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 which is anticipated to come into force at the earliest in June, 2014 sets out the same requirement.

<sup>22</sup> This qualification is as per *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)3 which is anticipated to come into force at the earliest in June, 2014.

<sup>23</sup> This qualification is as per *Not-for-Profit Corporations Act, 2010*, S.O. 2010, c. 15 clause 23(1)4 which is anticipated to come into force at the earliest in June, 2014.

<sup>24</sup> Relevant excerpts from the *Income Tax Act* (Canada) subsection 149.1(1) are as follows:

"ineligible individual", at any time, means an individual who has been

- (a) convicted of a relevant criminal offence unless it is a conviction for which
  - (i) a pardon has been granted and the pardon has not been revoked or ceased to have effect, or
  - (ii) a record suspension has been ordered under the *Criminal Records Act* and the record suspension has not been revoked or ceased to have effect,
- (b) convicted of a relevant offence in the five-year period preceding that time,
- (c) a director, trustee, officer or like official of a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which the registration of the charity or association was revoked in the five-year period preceding that time,
- (d) an individual who controlled or managed, directly or indirectly, in any manner whatever, a registered charity or a registered Canadian amateur athletic association during a period in which the charity or association engaged in conduct that can reasonably be considered to have constituted a serious breach of the requirements for registration under this Act and for which its registration was revoked in the five-year period preceding that time, or
- (e) a promoter in respect of a tax shelter that involved a registered charity or a registered Canadian amateur athletic association, the registration of which was revoked in the five-year period preceding that time for reasons that included or were related to participation in the tax shelter; ...

"relevant criminal offence" means a criminal offence under the laws of Canada, and an offence that would be a criminal offence if it were committed in Canada, that

- (a) relates to financial dishonesty, including tax evasion, theft and fraud, or
- (b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association;

"relevant offence" means an offence, other than a relevant criminal offence, under the laws of Canada or a province, and an offence



**35. Board Composition<sup>25</sup>.** The Board shall be comprised of thirteen (13) members as follows:

(a) **Executive Members:**

1. The President
2. Vice-President
3. Past President, as *ex-officio*<sup>26</sup>
4. Secretary
5. Treasurer

(b) **Directors:**

6. Maintenance and Security
7. Islamic Social Welfare Association (ISWA)
8. Social Affairs
9. Youth Affairs - Male
10. Youth Affairs - Female
11. Media and Public Relations
12. Da'wa and Education
13. Funeral Services

All Board members shall be elected by the Membership except for the Past President who shall be the immediate Past President (as *ex-officio*), unless such individual is unable or unwilling, in which case the Board shall appoint a former President who is able and willing to take the position.

Board members shall be expected to hold office for a term of two (2) years from their election or until their successors are elected. No one (1) Board member shall hold more than one (1) office.

**36. Nominations.** Regular Members may submit completed Nomination Form (see *Attachment 18* of this By-law) for the election of Board members to the Election Committee, along with such supporting documentation, as may from time to time be required by the Board.

**37. Method of Election.** Election of Board members shall be from among the qualified candidates certified by the Elections Committee nominated in accordance with *section 36* of this By-law and shall take place on the date and time, as set by the Election Committee. Regular/Honorary Members shall be given the opportunity to vote for the candidate of their choice.

**38. Limit of Terms.** Board members, if still qualified, are eligible for re-election at the end of their terms, except for the President who shall be limited to serving two (2) consecutive terms only, provided that the President shall be eligible to serve again after taking at least one (1) term off as a President.

**39. Role of Board Members.** The role of each Board member is to contribute to the collective decision-making process of the Board as a whole thereby yielding governance. Board members shall carry out this role in compliance with applicable duties and shall have no other role unless in another capacity<sup>27</sup> or unless otherwise specifically assigned by the Board.

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that would be such an offence if it took place in Canada, that

(a) relates to financial dishonesty, including an offence under charitable fundraising legislation, consumer protection legislation and securities legislation, or

(b) in respect of a charity or Canadian amateur athletic association, is relevant to the operation of the charity or association.

<sup>25</sup> *Corporations Act* (Ontario) subsection 283(2) requires a fixed number of directors not fewer than three (3).

<sup>26</sup> See *Corporations Act* (Ontario) section 127.

<sup>27</sup> Such as an officer's capacity, e.g. President.

**40. Duties of Board Members.** Recognizing that the common law imposes duties on each Board member, which duties are designed to support the individual Board member in their role to contribute to the collective decision-making process of the Board as a whole:<sup>28</sup>

(a) **Duty of Diligence.** Each Board member shall:

- (i) ensure that he/she is familiar with the Association including its programs, services, the congregation, and the environment within which it operates;
- (ii) prepare for meetings in advance by reviewing the agenda, any supporting materials and taking such other steps as may be appropriate to ensure that he/she will be able to participate effectively in the collective decision making of the Board; and
- (iii) attend meetings prepared to participate in the proceedings and when unable to attend review the minutes of missed meetings and take such other follow-up steps, as may be appropriate.

(b) **Duty of Loyalty (Fiduciary Duty).** Each Board member shall:

- (i) act honestly, in good faith and in the best interests of the Association;
- (ii) use only information acquired as a Board member for the purposes of fulfilling his/her duties as a Board member;
- (iii) maintain confidentiality of any confidential matter of the Association;
- (iv) not make any improper use of his/her position as a Board member;
- (v) preserve his/her ability to exercise independent judgment; and
- (vi) avoid conflicts of interest.

in the event that a situation of conflict of interest arises and/or when unable to exercise independent judgment in the context of a particular matter, a Board member shall:

- (vii) declare a conflict of interest and/or inability to exercise independent judgment;
- (viii) absent him/herself from the relevant meeting or portion thereof; and
- (ix) avoid influencing decision making in any way.<sup>29</sup>

(c) **Participation.** Each Board member shall:

- (i) actively participate in meeting debate unless required to abstain due to conflict of interest or inability to exercise independent judgment; and
- (ii) vote on motions unless required to abstain due to conflict of interest or inability to exercise independent judgment.

(d) **Duty of Obedience.** Each Board member shall:

- (i) comply with the letter and spirit of all applicable laws; and
- (ii) support the implementation of the Board's decisions and not hinder or undermine such implementation, in any way.

**41. Vacated Office.** The office of Board member shall be deemed vacated:

(a) **Removal by the Membership.** upon decision to remove a Board member by at least two-thirds ( $\frac{2}{3}$ ) resolution passed by the Membership, at a meeting of the Members, for which notice specifying the intention to pass such resolution has been given to the

<sup>28</sup> The outlined duties are intended as simplified statements of the common law which were largely informed by Jane Burke- Robertson, "20 Questions Directors of Not-for-profit Organizations Should Ask about Fiduciary Duty;" Chartered Accountants of Canada (2009), <http://www.cica.ca/focus-on-practice-areas/governance-strategy-and-risk/not-for-profit-director-series/20-questions-series/item12325.pdf>.

<sup>29</sup> Even if a conflict is declared a Director cannot contract with the Association in the absence of a court order. See footnote 47 for further detail in this regard.

Membership.<sup>30</sup>

- (b) **Written Resignation.** by the Board member delivering notice of resignation in writing to the Secretary in which case, such resignation shall be effective at the time specified in the notice or at the Board meeting following receipt of the notice by the Secretary, whichever is later.
- (c) **Poor Attendance.** if a Board member fails to attend three (3) consecutive meetings of the Board and fails to answer to the Board inquiry about the absence. In such case the vacancy will be deemed to have become effective at the end of thirty (30) days following the Board inquiry;  
For greater clarity, the Board shall have the discretion to the method of inquiry, in writing or otherwise.
- (d) **No Longer Qualified.** upon a Board member ceasing to be qualified pursuant to *section 34* of this By-law. In such case, the vacancy will be deemed to have become effective on the date that the Board member ceased to be qualified.
- (e) **Death.** upon the death of the Board member.

**42. Filling Vacancies.** Board vacancies shall be filled as follows:

- (a) **If Removed by the Membership.** In the event a vacancy is created by the removal of a Board member in accordance with *section 41(a)* of this By-law, then the Regular Members present may by a majority resolution at a meeting of the Members elect a Regular Member for the vacant position, for the remainder of the term.<sup>31</sup>
- (b) **Otherwise.** Vacancies may otherwise be filled as follows:
  - (i) **If Quorum.** So long as a quorum of Board members remains in office, vacancies may be filled by a majority resolution of the Board passed at a meeting of the Board, if the Board shall see it fit to do so. If the Board does not see fit to do so, such vacancies shall be filled at the next Board election.<sup>32</sup>
  - (ii) **If No Quorum.** If a quorum of Board members does not remain, the remaining Board members shall forthwith call a meeting of the Members to fill the vacancy.<sup>33</sup>

**43. No Remuneration.** Board members shall not receive remuneration in any capacity or any direct or indirect profit from their positions, provided that Board members may be reimbursed for reasonable expenses incurred by them in the performance of their duties as long as they have complied with expense reimbursement policies from time to time in place.<sup>34</sup>

## MEETINGS OF THE BOARD

- 44. Number of Board Meetings.** The Board shall meet as necessary to fulfil the Board's duties, but in any event not less than ten (10) times per year.
- 45. Calling of Meetings.** Meetings of the Board may be called by the President or by any three (3) Board members.

<sup>30</sup> See *Corporations Act* (Ontario) subsections 67(1) made operative by subsection 133(1).

<sup>31</sup> See *Corporations Act* (Ontario) section 67 made operative by subsection 133(1).

<sup>32</sup> See *Corporations Act* (Ontario) subsection 288(2).

<sup>33</sup> See *Corporations Act* (Ontario) subsection 288(3).

<sup>34</sup> Directors of charities cannot personally benefit from the charity. This extends to being paid as an employee or in any other capacity or having an interest in a contract. See "Current Charity Issues Involving the PGT" by Dana F. De Sante published in Ontario Bar Corporation Continuing Legal Education "A Danger to Dabble – Charity Law Hot Spots" (Oct 24,2005).

- 46. Place of Meetings.** Meetings of the Board shall be held at the head office of the Association or at such other place, as the Board may from time to time determine.<sup>35</sup>
- 47. Notice.** Notice of meetings of the Board shall be subject to and in accordance with the following:
- (a) **Responsibility.** The Secretary shall give or cause to be given the required notice.
  - (b) **Amount of Notice.** Subject to *section 47(e)(f)(g)* of this By-law, at least five (5)-day notice (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which notice is given) shall be given.<sup>36</sup>
  - (c) **Content.** Include the date, time, and place, as well as a description of the nature of the business to be transacted.
  - (d) **To Whom Given and Manner.** Given to each Board member, in the manner specified in *section 81* of this By-law.<sup>37</sup>
  - (e) **Regular Meetings.** The Board may by a majority resolution passed by the Board at a meeting of the Board appoint a day or days in any month or months for regular meetings of the Board at an hour to be named and in respect of such regular meetings no notice need be sent.
  - (f) **Following Meetings of the Members.** A meeting of the Board may be held, without notice, immediately following a Meeting of the Members.
  - (g) **Adjournments.** No notice shall be required of any adjourned meeting.
  - (h) **Waiver.** No formal notice of a meeting of the Board is necessary if all Board members are present or if those absent have indicated their consent to the meeting being held without notice and in their absence. Further, any Board member may at any time waive notice of a Board meeting.
  - (i) **Evidence of Notice.** The statutory declaration of the Secretary that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice.
  - (j) **Errors or Omission.** No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting.
- 48. Attendance and Participation.** The below listed individuals shall be entitled to attend meetings of the Board and to the extent indicated below and participate thereat as follows:
- (a) **Board Members.** Board members shall be entitled to attend meetings of the Board and shall be entitled to participate thereat by being heard (verbally or in writing), debating and voting in accordance with this By-law, except in the event of a conflict of interest or inability to exercise independent judgment, in which case the subject Board member shall recuse himself/herself from participation, shall depart the meeting and not influence the decision in any way.
  - (b) **Invited Guests.** Guests invited by the Board to a meeting of the Board shall be allowed to attend the meeting. Invited guests shall not be entitled to participate at meetings of the Board by debating or voting but shall be entitled to participate by being heard (verbally or in writing), if so recognized by the chair.

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<sup>35</sup> See *Corporations Act* (Ontario) section 82 made operative by subsection 133(1).

<sup>36</sup> *Corporations Act* (Ontario) section 93 made operative by subsection 133(1) details notice requirements.

<sup>37</sup> *Corporations Act* (Ontario) section 93 made operative by subsection 133(1) details notice requirements.

**49. Chair.** The President shall chair meetings of the Board or if absent, unable or unwilling, the Vice-President and in the absence, inability or unwillingness of both the President and Vice-President, the Board members present shall by a majority resolution choose a Board member to act as chair. The chair shall:

- (c) establish and maintain order and decorum (civility and mutual respect) at the meeting;
- (d) ensure the protocols with respect to meetings of the Board, as outlined in this By-law, are followed;
- (e) ensure clarity at the meeting through appropriate commentary and questions; and
- (f) maintain balance and ensure that:
  - issues are explored fully;
  - every Board member has an opportunity to contribute to the discussion; and
  - time is managed appropriately and the meeting proceeds within the scheduled time frames.

**50. Transaction of Business.**

- (a) **Quorum.** A majority of the Board shall form a quorum for the transaction of business by the Board.<sup>38</sup>
- (b) **Means of Meetings.** If all Board members present at or participating in the meeting consent, a meeting of the Board may be held by such telephone, electronic or other communication methods to permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Board member participating in the meeting by those means is deemed to be present at the meeting.<sup>39</sup>
- (c) **Debate and Decorum.**
  - (i) No Board member shall speak:
    - 1. Unless recognized by the chair.
    - 2. to a question at any one time for longer than three (3) minutes
    - 3. If to do so would interrupt a Board member who is speaking except to raise a question of privilege or point of order.
  - (ii) Board members shall conduct themselves with decorum and follow the direction of the chair.
- (d) **Voting.** Each Board member shall be entitled to one (1) vote, except that the chair shall have a second or casting vote in the event of a tie.<sup>40</sup> Unless otherwise provided in this By-law, questions arising at any meeting of the Board shall be decided by a majority of votes.<sup>41</sup>
- (e) **Rules of Order.** In connection with any matter that is not addressed by this section, Robert's Rules of Order Newly Revised (11<sup>th</sup> edition) shall apply.

**51. Minutes.** The Secretary shall keep or cause to be kept minutes of all meetings of the Board which shall include the following:

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<sup>38</sup> *Corporations Act* (Ontario) subsection 288(1) provides for a minimum allowable quorum of not less than two-fifths of the Board. Note quorum is calculated on the number of directors a corporation should have – not on the number it actually has.

<sup>39</sup> This provision tracks the language of *Corporations Act* (Ontario) subsection 283(3.1).

<sup>40</sup> Contrary to popular belief the chair has a vote like any other director. See "The Guide to Better Meetings for Directors of Non-Profit Organizations" published by the Canadian Society of Corporation Executives (2000).

<sup>41</sup> Note that Directors cannot participate or vote at Directors' meetings by way of proxy.

- (a) name of the Association;
- (b) date, time, and place of meeting;
- (c) attendance at the meeting;
- (d) declarations of conflict of interest or inability to exercise independent judgment;
- (e) succinctly, accurately, and clearly the material aspects of the Board's deliberations relative to the subject matter in sufficient details as to establish that the Board has met all applicable duties;
- (f) precise wording of all motions, including the mover and the seconder;
- (g) whether the motion carried, but not the number of votes for and against or how each Board member voted; and
- (h) any objections or dissent to the motion shall be put on record, but otherwise shall not attribute specific comments to specific individuals.

**52. Adjournment.** Meetings of the Board may be adjourned to anytime and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Such adjournment may be made notwithstanding that no quorum is present.

#### **EXECUTIVE COMMITTEE OF THE BOARD**

**53. Composition.** There shall be an Executive Committee comprised of the following:<sup>42</sup>

- (a) President;<sup>43</sup>
- (b) Vice-President;
- (c) Past President;
- (d) Secretary;<sup>44</sup> and
- (e) Treasurer.

During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to the Terms of Reference in *section 54* of this By-law) all the powers of the Board in the management of the affairs of the Association.<sup>45</sup>

**54. Terms of Reference.** The Board shall by a majority resolution passed at a meeting of the Board establish and amend from time to time as appropriate Terms of Reference for the Executive Committee, with such Terms of Reference to be attached to this By-law (see *Attachment 6* of this By-law).

**55. Job Descriptions.** Job descriptions for the Executive Committee members shall be prepared and amended by a majority resolution of the Board at a meeting of the Board and confirmed by a majority resolution passed by the Regular Members present at a meeting of the Members, with such job descriptions to be attached to this By-law (see *Attachments 1 - 5* of this By-law).

<sup>42</sup> *Corporations Act* (Ontario) section 289 requires appointment of a President who need be a Director and a Secretary who need not be a Director.

<sup>43</sup> *Corporations Act* (Ontario) section 289 requires appointment of a President who need be a Director.

<sup>44</sup> *Corporations Act* (Ontario) section 289 requires appointment of a Secretary who need not be a Director.

<sup>45</sup> Directors have a duty not to fetter their discretion or delegate decision making. Executive committees are a statutory exception, hence the reason for its differentiation in the By-laws. See *Corporations Act* (Ontario) section 70 made operative by subsection 133(1) for further detail with respect to establishing an executive committee.

## OTHER COMMITTEES

- 56. Committees of the Board.** Committees of the Board shall be established to make recommendations to the Board and engage in activities within the scope outlined in Terms of Reference.
- (a) **Establishment.** Committees of the Board shall include the following Committees:
    1. Maintenance and Security Committee
    2. Islamic Social Welfare Association (ISWA) Committee
    3. Social Affairs Committee
    4. Youth Affairs Committees
    5. Media and Public Relations Committee
    6. Da'wa and Education Committee
    7. Funeral Services Committee
  - (b) **Power.** Committees of the Board shall not have the power to act for or on behalf of the Association or otherwise commit or bind the Association to any course of action. A committee of the Board shall only have the power to make recommendations to the Board, unless specific powers have been delegated and the Board has provided specific authority in that regard, in which case such committee may only act for or on behalf of the Association or otherwise commit or bind the Association within the parameters outlined by the Board and the committee's Terms of Reference.
  - (c) **Terms of Reference.** The Board shall by majority resolution passed at a meeting of the Board establish and amend from time to time as appropriate Terms of Reference for all committees of the Board, which shall be attached to this By-law (see *Attachments 7 - 14* of this By-law).
- 57. Committees of the Membership.** Committees of the Membership shall be constituted in accordance with and subject to the following:
- (a) **Establishment.** Committees of the Membership shall be established to carry out work and make recommendations as outlined in the Terms of Reference and shall include:
    - (i) Membership Review Committee (*MRC*);
    - (ii) Arbitration and Conflict Resolution Committee (*ACRC*);
    - (iii) Election Committee; and
    - (iv) Such other committees from time to time determined by two-thirds ( $\frac{2}{3}$ ) resolution passed by the Regular Members present at a meeting of the Members.
  - (b) **Work Within Parameters.** Committees of the Membership shall have the power to act for or on behalf of the Association or otherwise commit or bind the Association but only within the parameters outlined by the Membership and the Terms of References.
  - (c) **Terms of Reference.** By two-thirds ( $\frac{2}{3}$ ) resolution passed at a meeting of the Members, the Membership shall establish or amend from time to time as appropriate Terms of Reference for all Committees of the Membership and which shall be attached to this By-law (see *Attachments 15 - 17* of this By-law).

## AD-HOC COMMITTEES

- 58.** The Board and the Membership may each from time to time appoint ad-hoc committees on special matters and issues to advise and help the Board or the Membership, as the case may be, carry out special tasks including the following:

- (a) Imam-Search Committee;
  - (b) Planning Committee;
  - (c) Political-Action Committee;
  - (d) Constitution and By-law Amendment Committee
  - (e) Scholarship Committee;
  - (f) Carousel of the Nations Committee;
  - (g) Catering Committee, etc.
59. The chair of an ad-hoc committee shall be appointed by the body that established the committee - the Board or the Membership, as the case may be.
60. The chair of an ad-hoc committee shall at the conclusion of its mandate submit a written report to the body that established the committee - the Board or the Membership, as the case may be.
61. An ad-hoc committee may be terminated at any time by a decision of the body that established the committee - the Board or the Membership, as the case may be.

## **RESIDENT IMAAM**

62. **Initial Appointment.** The initial appointment of the Resident Imaam shall be recommended by the Board and approved by the Membership for a period not to exceed one (1) year.
63. **Extension or Renewal.** Any extension or renewal of the Resident Imaam's initial or subsequent appointments:
- (a) shall be recommended by the Board and approved by the Membership
  - (b) shall be based on a job performance evaluation review.
  - (c) shall be for no more than a two (2) year period.
64. **Performance Evaluation.** The performance evaluation shall be conducted by the Board every year and before contract renewal:
- (a) The evaluation shall be open to all Members.
  - (b) A summary report of the evaluation results shall be generated to highlight areas of excellence, areas of improvements over the previous evaluation, and areas for improvement.
  - (c) A copy of the report shall be forwarded to the Resident Imaam.
  - (d) The Resident Imaam's response, if any, shall be amended to the report.
  - (e) A private meeting with the Resident Imaam shall be held to discuss the report results and decide on the course forward.
65. **Performance Evaluation Criteria:**
- Adherence to the qur aan and the sunnah;
  - Islamic knowledge: aqeedah, fiqh, quraan, hadith, quraanic recitation (tajweed);
  - Daily prayer services;
  - Friday prayer services;
  - Communication abilities: english, arabic, other;



- Teaching abilities;
- Guidance and counseling abilities;
- Community relations;
- Behavior;
- Ability to address sensitive issues;
- Ability to carry himself;
- Attitude and general treatment of people;
- Availability;
- Promptness;
- Da'wah to muslims and non-muslims; and
- Other commitments specified by the Board.

## PROTECTION OF BOARD MEMBERS

- 66. Indemnification by the Association.**<sup>46</sup> Every Board member, and other person who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Association, from and against:
- (a) all costs, charges and expenses whatsoever which such Board member or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liabilities; and
  - (b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default or that relate to his or her failure to act honestly and in good faith in performing his or her duties.<sup>47</sup>
- 67. No Liability.** No Board member for the time being of the Association shall be liable for the acts, receipts, neglects or defaults of any other Board member or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortious act of any person, firm or Association with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his or her respective office or trust or in relation thereto, unless the same shall happen by or through his

<sup>46</sup> *Corporations Act* (Ontario) section 80 made operative by section 133(1) and subsection 283(5) set out requirements with respect to indemnification. Further *Charities Accounting Act* (Ontario) Regulation 4/01 section 2 set out additional requirements with respect to indemnification and purchase of directors and officers insurance.

<sup>47</sup> *Charities Accounting Act* (Ontario) Regulation 4/01 section 2 prohibits indemnification for liability that relates to a failure to act honestly or in good faith in the performance of duties.

or her own willful act or his or her own willful default or that relate to his or her failure to act honestly and in good faith in performing his or her duties.<sup>48</sup>

## FINANCIAL YEAR

**68. Year End.** The fiscal year of the Association shall end December 31<sup>st</sup> each year.<sup>49</sup>

## EXPENDITURES

- 69. \$1,000 or More, Up to \$10,000.** Expenditures by the Association of \$1,000 or more but less than \$10,000 for out of the ordinary course of business expenditures shall be approved by the Executive Committee.
- 70. \$10,000 or More.** Expenditures of \$10,000 or more by the Association shall be approved by the Board and the Membership.
- 71. Scholarships.** Expenses of the Association for welfare (*Zakah*) and/or scholarships shall not exceed the amount raised by the Association for these purposes.

## BORROWING

- 72. Borrowing.**<sup>50</sup> The Association may from time to time:
- (a) borrow money on the credit of the Association;
  - (b) issue, sell or pledge securities of the Association; and
  - (c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, rights, powers, franchises and undertakings, to secure any money borrowed, debt, or any other obligation or liability of the Association, provided that, except where the Association borrows on the security of its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

## EXECUTION OF INSTRUMENTS

- 73. Execution of Instruments.** Contracts, Documents, Instruments in Writing requiring the signature of the Association may be signed by any two (2) of the President, Vice-President and Treasurer and all Contracts, Documents, Instruments in Writing and other documents so signed shall be binding upon the Association without any further authorization or formality.
- 74. Other Authorization.** Notwithstanding any provisions to the contrary contained in this By-law of the Association, the Board may at any time by resolution direct the manner in which and the person or persons by whom any particular instrument, contract or obligation of the Association may or shall be executed.

## NOTICE

- 75. Notice.** Unless otherwise required, any notice required to be given under the *Corporations Act* (Ontario), the Letters Patent, the By-law or otherwise by an individual person holding

<sup>48</sup> *Charities Accounting Act* (Ontario) Regulation 4/01 section 2 prohibits indemnification for liability that relates to a failure to act honestly or in good faith in the performance of duties.

<sup>49</sup> Note, before year end can be changed Canada Revenue Agency approval is required. Details with respect to changing year end are available on Canada Revenue Agency's website under the heading, "Asking for a fiscal period end change," <http://www.cra-arc.gc.ca/chrts-gvng/chrts/prtng/rqsts/fp-eng.html>.

<sup>50</sup> *Corporations Act* (Ontario) section 59 made operative by section 133(1) addresses the passing of borrowing By-laws requiring a 2/3rds confirmation vote of the Members. Note the Ontario Public Guardian and Trustee currently requires inclusion of a special provision in the letters patent restricting borrowing to current operating expenses subject to certain exceptions.

Regular Membership, Board member, or auditor shall be in writing and shall be delivered by email and by posting the notice conspicuously on the Mosque's main notice boards and on the Association's website. It is however, the responsibility of the individual Members to make sure that the Association has their current email address for sending such notifications from time to time. The Board shall not be responsible for emails that were not received by any Member if the Member has not updated his/her email contact information with the Association's records.

## DISSOLUTION

76. Upon dissolution of the Association and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charities registered under the *Income Tax Act* (Canada) having objects of which are related to the promotion of Islam, the specific charities to be approved by both the Board and the Membership.

## AMENDMENTS

77. **By-law.** Amendments to this By-law shall require the approval of two thirds ( $\frac{2}{3}$ ) of the Regular Members present at a meeting of the Members.

## REPEAL OF PRIOR BY-LAWS

78. **Repeal.** Subject to *section 79* of this By-law, all prior By-laws of the Association are repealed.
79. **Proviso.** The repeal of prior By-laws shall not impair, in any way, the validity of any act.

Passed by the Board on December 08, 2021.



M. Khalid Raana (President)

.....  
(Signature)

Approved, ratified, sanctioned, WIA, GBM on Dec.19,2021 and confirmed by the Members of the Association on December 26, 2021.



Radwan Tamr (Secretary)

.....  
(Signature)

**ATTACHMENTS**

## ATTACHMENT 1: PRESIDENT JOB DESCRIPTION

The duties and responsibilities of the President shall, in addition to those as set out in the By-laws and other Board policies, be as noted below. For greater clarity, the President shall have no independent power or authority.

The role of the President is principally one of coordination. The President facilitates the work of the Board:

- **Before Meetings:** The President is responsible for:
  - Planning the agenda with any input offered by different persons as appropriate, including Board members, Resident Imaam, and other Members.
  - Ensuring that meeting agendas and supporting materials necessary to make informative decisions are made available to Board members well beforehand.
- **During Meetings:** The President is responsible for chairing the meeting and in connection therewith:
  - Fairness:** Ensuring every Member has an opportunity to contribute to the discussion
  - Issues:** Ensuring issues are explored fully
  - Time:** Ensuring time is managed appropriately and the meeting proceeds within the scheduled time frame.
  - Decorum:** Establishing and maintaining civility and mutual respect.
  - Clarity:** Ensuring clarity through appropriate commentary and questions.
- **After Meetings:** The President is responsible for:
  - Establishing and continually updating an annual agenda.
  - Encouraging Board members to bring forward agenda items and liaise with them about where on the annual agenda those items might best be addressed.
  - Continually reviewing and considering how meetings can be improved.
  - Liaising with the Vice-President to ensure that the Vice-President is prepared in the event he/she is required to act for the President.
- **Procedural Compliance Monitoring.** The President is responsible to monitor or cause the monitoring of the conduct of the Board as a whole to ensure that it is consistent with the By-law and applicable Board policies and to bring to the Board's attention any non-compliance. Further the President is responsible to monitor or cause the monitoring of individual Board member compliance with the By-law and any other applicable procedural requirements and is responsible for addressing non-compliance (e.g., repeated absences) by following up with individual Board member to ascertain reasons for the same with a view to providing supports/remediation, failing which bringing the matter to the Board's attention.
- **Liaison of the Board vis-a-vis the Resident Imaam.** The President is the agent of the Board in its relationship with the Resident Imam. For greater clarity the President acts on behalf of the Board and has no individual authority to make decisions or supervise or direct employees or other representatives of the Association.
- **Representation.** The President has the role of communicating the Association's position to the community and outside parties, in the absence contrary direction or the Board having delegated that role to others.

**ATTACHMENT 2: VICE-PRESIDENT JOB DESCRIPTION**

The duties and responsibilities of the Vice-President shall in addition to those as set out in the By-law and other Board policies, be as noted below. For greater clarity, the Vice- President shall have no independent power or authority.

1. Liaising with the President to ensure that the Vice-President is prepared in the event he/she is required to act for the President.
2. Act for the President if the President is unable or unwilling to act as such.
3. Prepare him/herself to succeed into the position of President by taking full advantage of learning opportunities.

**ATTACHMENT 3: PAST PRESIDENT JOB DESCRIPTION**

The duties and responsibilities of the Past President shall in addition to those as set out in the By-law and other Board policies, be as noted below. For greater clarity, the Past President shall have no independent power or authority.

1. Provide a consultative role to the President, Vice-President and to the Board
2. Ensure continuity of knowledge.
3. Ensure smooth Board transition.

**ATTACHMENT 4: SECRETARY JOB DESCRIPTION**

The duties and responsibilities of the Secretary shall in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Secretary shall have no independent power or authority.

1. Ensuring appropriate documenting of the business of the Board sufficient to meet its legal, contractual, and other requirements.
2. Ensuring that the corporate records of Association are maintained as required by law, contract or other authority and made available to authorized persons when required.
3. Ensuring that an annual Membership drive is undertaken in accordance with any direction of the Board.



**ATTACHMENT 5: TREASURER JOB DESCRIPTION**

The duties and responsibilities of the Treasurer shall in addition to those as set out in this By-law and other Board policies, be as noted below. For greater clarity, the Treasurer shall have no independent power or authority. The Treasurer shall:

1. Advise and assist the Board with understanding Association's finances.
2. Suggest appropriate Board financial policies and procedures for monitoring the Association's finances.
3. Ensure at least the quarterly preparation of financial statements for the Association and present the same to the Board.
4. Work collaboratively with Association's auditor to ensure that an annual audit is completed.
5. Manage the Association's property including:
  - (a) Collecting and depositing funds into the Association's bank accounts.
  - (b) Making payments, as directed by the Board.
6. Maintains treasury books and records.
7. Ensure timely filing of annual tax returns of the Association.
8. Makes treasury books and records available to authorized persons when required.
9. Act for the Secretary if the Secretary is unable or unwilling to act as such.

**ATTACHMENT 6: TERMS OF REFERENCE OF THE EXECUTIVE COMMITTEE**

## NAME

1. The name of the committee shall be the “Executive Committee” (the “Committee”).

## MANDATE

2. The Committee shall:
  - (a) promote the aims and objectives of the Association;
  - (b) execute and implement the decisions and policies of the Board and/or Membership; and
  - (c) approve and control the routine current expenditures of the Association as defined in the By-law.

## COMPOSITION AND REMOVAL

3. The Committee shall be comprised of the following:
  - (1) President;
  - (2) Vice-President;
  - (3) Past President;
  - (4) Secretary; and
  - (5) Treasurer.

Committee members shall be required to commit to at least one (1) year term at the time of their appointment.

## MEETINGS

4. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

## RESOURCES

5. All requests from time to time for financial or administrative support of the Committee shall be made in advance by the Committee to the Board.

## RECORD KEEPING

6. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

## ACCOUNTABILITY

7. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

**ATTACHMENT 7: TERMS OF REFERENCE OF THE MAINTENANCE AND SECURITY COMMITTEE****NAME**

1. The name of the committee shall be the "Maintenance and Security Committee" (the "Committee").

**MANDATE**

2. The Committee shall be responsible for the security and maintenance of the physical facilities of the Association i.e., the Windsor Mosque and other properties owned by the Association.

**COMPOSITION AND REMOVAL**

3. The Committee shall be comprised of a minimum of five (5) Members appointed by the Board.
4. The Maintenance and Security Director shall be the chair of the Committee.
5. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
6. Any Committee members other than the Director shall be subject to removal by the Board at any time.

**MEETINGS**

7. The Committee shall meet as often as is required in order to fulfill its role and responsibilities.

**RESOURCES**

8. All requests from time to time for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

**RECORD KEEPING**

9. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

**ACCOUNTABILITY**

10. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

## **ATTACHMENT 8: TERMS OF REFERENCE OF THE ISLAMIC SOCIAL WELFARE ASSOCIATION (ISWA) COMMITTEE**

### NAME

1. The name of the committee shall be the “Islamic Social Welfare Association (ISWA) Committee” (the “Committee”).

### MANDATE

2. The Committee shall be responsible for the design and implementation of social policies and programs for the community

### COMPOSITION AND REMOVAL

3. The Committee shall be comprised of a minimum of five (5) members appointed by the Board.
4. The ISWA Director shall be the chair of the Committee.
5. The Committee members shall all be Members of the Association, preferably professionals conversant with social work such as counseling and welfare assistance.
6. The Committee may request assistance from the Resident Imaam in the various activities.
7. The Resident Imaam may be appointed by the Board to the Committee, as a non-voting member.
8. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
9. Any Committee members other than the Director shall be subject to removal by the Board at any time.

### MEETINGS

10. The Committee shall meet as often as is required in order to fulfill its role and responsibilities.

### RESOURCES

11. All requests from time to time for financial or administrative support of the Committee shall made in advance by the Committee chair to the Board.

### RECORD KEEPING

12. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.
13. The Chair of the Committee shall present a written annual report on the activities of ISWA to the Board and/or the Association in the fall.

### ACCOUNTABILITY

14. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

**ATTACHMENT 9: TERMS OF REFERENCE OF THE SOCIAL AFFAIRS COMMITTEE**

## NAME

1. The name of the committee shall be the "Social Affairs Committee" (the "Committee").

## MANDATE

2. The Committee shall be responsible for organizing the social and cultural affairs of the Association.

## COMPOSITION AND REMOVAL

3. The Committee shall be comprised of a minimum of five (5) Members appointed by the Board.
4. The Committee shall have representatives from all special interest groups.
5. The Social Affairs Director shall be the chair of the Committee.
6. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
7. Any Committee members other than the Director shall be subject to removal by the Board at any time.

## MEETINGS

8. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

## RESOURCES

9. All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

## RECORD KEEPING

10. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

## ACCOUNTABILITY

11. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

**ATTACHMENT 10: TERMS OF REFERENCE OF THE YOUTH AFFAIRS COMMITTEE**

## NAME

1. The name of the committee shall be the "Youth Affairs Committee" (the "Committee").

## MANDATE

2. The Committee shall be responsible for organizing the affairs of the youth of the Association.

## COMPOSITION AND REMOVAL

3. The Committee shall be comprised of two (2) sub-committees, one all-male and one all-female. Each sub-committee shall be made of a minimum of five (5) youth Members appointed by the Board.
4. The Youth Affairs' Directors shall co-chair the Committee.
5. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
6. Any Committee members other than the Directors shall be subject to removal by the Board at any time.

## MEETINGS

7. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

## RESOURCES

8. All requests from time to time for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

## RECORD KEEPING

9. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

## ACCOUNTABILITY

10. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

## ATTACHMENT 11: TERMS OF REFERENCE OF THE MEDIA AND PUBLIC RELATIONS COMMITTEE

### NAME

1. The name of the committee shall be the “Media and Public Relations Committee” (the “Committee”).

### MANDATE

2. The Committee shall be responsible for:
  - (a) raising awareness of the Association's cultural, religious, and social activities.
  - (b) the newsletter of the Association, updates and maintenance of the Association's website, social media, mass emails, posters, and other printed materials, make announcements, as directed by the Board.

### COMPOSITION AND REMOVAL

3. The Committee shall be comprised of a minimum of five (5) Members appointed by the Board.
4. The Media and Public Relations Director shall be the chair of the Committee.
5. The Committee chair shall be the liaison with the media and the Members, on behalf of the Board.
6. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
7. Any Committee members other than the Director shall be subject to removal by the Board at any time.

### MEETINGS

8. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

### RESOURCES

9. All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

### RECORD KEEPING

10. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

### ACCOUNTABILITY

11. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

## **ATTACHMENT 12: TERMS OF REFERENCE OF THE DA'WAH AND EDUCATION COMMITTEE**

### NAME

1. The name of the committee shall be the "Da'wah and Education Committee" (the "Committee").

### MANDATE

2. The Committee shall:
  - (a) plan and co-ordinate the Da'wah activities of the Association; and
  - (b) be responsible for all religious educational activities of the association.

### COMPOSITION AND REMOVAL

3. The Committee shall be comprised of a minimum of five (5) members appointed by the Board.
4. The Da'wah and Education Director shall be the chair of the Committee.
5. The Resident Imaam may be appointed by the Board to the Committee, as a non-voting member.
6. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
7. Any Committee members other than the Director shall be subject to removal by the Board at any time.

### MEETINGS

8. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

### RESOURCES

9. All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

### RECORD KEEPING

10. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

### ACCOUNTABILITY

11. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.



**ATTACHMENT 13: TERMS OF REFERENCE OF THE FINANCE COMMITTEE**

## NAME

1. The name of the committee shall be the "Finance Committee" (the "Committee").

## MANDATE

2. The Committee shall conduct fundraising activities and the Membership drive of the Association, and other tasks as directed by the Board.

## COMPOSITION AND REMOVAL

3. The Committee shall be comprised of a minimum of five (5) members appointed by the Board or the Membership.
4. The Treasurer shall be the chair of the Committee.
5. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
6. Any Committee members other than the Director shall be subject to removal by the Board at any time.

## MEETINGS

7. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

## RESOURCES

8. All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

## RECORD KEEPING

9. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

## ACCOUNTABILITY

10. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

## **ATTACHMENT 14: TERMS OF REFERENCE OF THE FUNERAL SERVICES COMMITTEE**

### NAME

1. The name of the committee shall be the "Funeral Services Committee" (the "Committee").

### MANDATE

2. The Committee shall manage all aspects of the funeral services offered by the Association which include, but are not limited to:
  - (a) Transportation Services
  - (b) Washing Services
  - (c) Burial Services
  - (d) Training and Coordination of personnel involved in these services

### COMPOSITION AND REMOVAL

3. The Committee shall be comprised of a minimum of five (5) members appointed by the Board or the Membership.
4. A representative from other local parallel organization, as deemed appropriate
5. The Funeral Services Director shall be the chair of the Committee.
6. The Committee may request assistance from the Resident Imaam in the various activities.
7. The Resident Imaam may be appointed by the Board to the Committee, as a non-voting member.
8. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
9. Any Committee members other than the Director shall be subject to removal by the Board at any time.

### MEETINGS

10. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

### RESOURCES

11. All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

### RECORD KEEPING

12. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

### ACCOUNTABILITY

13. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

**ATTACHMENT 15: TERMS OF REFERENCE OF THE MEMBERSHIP REVIEW COMMITTEE  
(MRC)****NAME**

1. The name of the Committee shall be the "Membership Review Committee (MRC)" (the "Committee").

**MANDATE**

2. The Committee shall review Board-preliminary-approved applications for Membership in the Association and submit its recommendations, whether to accept or deny Membership, to the Board within a period of four (4) months from the date the applications are received.

**COMPOSITION AND REMOVAL**

3. The Committee shall be comprised of seven (7) Members including the President, the Vice President, the Treasurer, the Past President, and three (3) Members, selected by the Membership at a meeting of Members, who have been either Past Presidents or have previously held executive positions on the Board and know the community well.
4. The President shall be the chair of the Committee.
5. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
6. Any Committee members other than the Director shall be subject to removal by the Board at any time.

**MEETINGS**

7. The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

**RESOURCES**

8. All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

**RECORD KEEPING**

9. Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

**ACCOUNTABILITY**

10. The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

## ATTACHMENT 16: TERMS OF REFERENCE OF THE ELECTION COMMITTEE

### NAME

1. The name of the committee shall be the "Election Committee" (the "Committee") and shall be an Ad-Hoc Committee.

### MANDATE

2. The main purpose of the Election Committee is to plan and conduct the election of new Members of the Board. The election process shall be completed by the end of March of the election year.

### COMPOSITION

3. The Committee shall be appointed by the Board with the approval of the Membership ninety (90) days prior to the elections.
4. The Committee shall consist of no more than seven (7) Members, nominated by the Board and approved by the Membership.
5. The Committee shall elect its own chair, who will preside over the elections.
6. The Committee's chair email shall be: *WIA.election.committee@windsormosque.ca*
7. The Committee shall function as an autonomous body throughout the elections.
8. The Committee members shall be requested to commit to the ninety (90)-day period for the election at the time of their appointment.
9. Any Committee members shall be subject to removal by the Membership at any time.
10. The Committee shall be dissolved after the successful completion of the elections of the new Board.

### PROCEDURE

#### 11. **The Committee:**

- (a) shall only follow and not challenge the By-law of the Association.
- (b) may enlist helpers for assistance in the conduct of the elections.
- (c) members shall not be eligible to run for office in the elections.
- (d) members may exercise their right to vote in the elections.

#### 12. **Nominations.** The Committee shall:

- (a) utilize the "Nomination Form" included in the By-law;
- (b) invite and receive nominations, from the Membership, of qualified candidates for the various positions on the Board;
- (c) encourage Members to participate in the election process;
- (d) in the event no nomination is received for a Board position, propose a minimum of one (1) nominee for the vacant position for approval by the current Board;
- (e) verify and only accept nominations that qualify per *section 38* of this By-law;
- (f) close nominations four (4) weeks before election day;
- (g) post the list of all qualified candidates conspicuously on the Windsor Mosque bulletin boards at least three (3) weeks prior to election day;

- 13. Voting.** The Committee shall draw up the ballots for the election and set the rules and guidelines for a smooth and orderly conduct of the elections:
- (a) Secrecy of the ballot throughout the entire voting process shall be maintained.
  - (b) Regular Members shall be able to vote in person.
  - (c) Advance polling shall be set on the 2<sup>nd</sup> and 3<sup>rd</sup> weekends of March of the election year.
  - (d) Polling day shall be scheduled between 11:00 a.m. and 6:00 p.m. on the last Sunday of March of the election year.
- 14. Election Results.**
- (a) Counting of all ballots, including advanced ballots, shall be done on polling day following the closing of the election.
  - (b) The candidates with the largest number of votes shall be declared elected. In the event of a tie-vote, the elected candidate shall be decided by a draw.
  - (c) Election results shall be announced immediately following *Isha* prayer on polling day.
  - (d) The announcement shall only include the names of the elected Members.
  - (e) Names of the elected Members shall be posted on the Bulletin Board at the Windsor Mosque.
  - (f) Vote-count tally shall not be revealed. A candidate must submit a written request to the Committee to view his/her vote-count tally.
  - (g) Any objection to the results of the election must be filed with the Committee within five (5) days after polling day.
    - The Committee shall address the complaint and make recommendations to the outgoing Board.
    - The outgoing Board shall take the proper action to resolve the complaint.
    - Unresolved complaints shall be forwarded to the Arbitration and Conflict Resolution Committee (ACRC). The ACRC ruling on any complaint matter shall be final and binding
  - (h) The Committee chair shall submit all documentation, including ballots, to the outgoing Board.

#### MEETINGS

- 15.** The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

#### RESOURCES

- 16.** All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

#### RECORD KEEPING

- 17.** Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

#### ACCOUNTABILITY

- 18.** The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

## ATTACHMENT 17: TERMS OF REFERENCE OF THE ARBITRATION AND CONFLICT RESOLUTION (ACRC) COMMITTEE

### NAME

1. The name of the committee shall be the “Arbitration & Conflict Resolution Committee (ACRC)” (the “Committee”) and shall be a permanent Committee.

### MANDATE

2. The main purpose of the Committee is to deliberate and decide on matters of conflicts within the Association.

### COMPOSITION

3. The Committee shall consist of seven (7) Members who are knowledgeable, wise, trustworthy, pious, and fair, appointed by the Board and approved by the Membership:
  - (a) Four (4) Past Presidents of the Association
  - (b) The President of the Foundation
  - (c) Two (2) long-standing Members of the Association knowledgeable in the By-law of the Association and Shari'ah Law
4. The Chair of the Committee shall be selected by the majority Members of the Committee, after each Board election.
5. Committee members shall be required to commit to at least one (1) year term at the time of their appointment.
6. Any Committee member shall be subject to removal by the Membership at any time.

### PROCEDURE

7. The deliberation and decision of the Committee shall be in-line with the By-law of the Association and the laws of the land.
8. The Committee shall only deliberate and decide on matters of conflict not resolved at the Board level. The Board shall forward to the Committee all documentation related to the conflict case.
9. The deliberation and decision of the Committee shall be conducted in a timely manner.
10. The Committee shall meet to analyze the case forwarded by the Board and decide on a plan of action:
  - (a) Any Committee member with conflict-of-interest in the case shall not take part in the deliberation and decision.
  - (b) The Committee shall inform all parties involved in the conflict case about the process.
  - (c) All proceedings of the Committee shall be conducted in confidence and all records of its activities must be protected.
  - (d) The decision of the Committee shall be taken with a simple majority of votes with a quorum of five (5) Members.
  - (e) The decision of the Committee shall be forwarded, in writing, to all parties involved in the conflict case and the Board. The Board shall maintain confidentiality and securely file all documentations related to the case in the head office of the Association.
  - (f) The decision of the Committee shall be final and binding.

**MEETINGS**

- 11.** The Committee shall meet as often as is required in order to fulfil its role and responsibilities.

**RESOURCES**

- 12.** All requests, from time to time, for financial or administrative support of the Committee shall be made in advance by the Committee chair to the Board.

**RECORD KEEPING**

- 13.** Committee notice of meetings; meeting agendas and minutes shall be kept in hard/soft copy at the head office of the Association.

**ACCOUNTABILITY**

- 14.** The Committee shall at all times be accountable to and subject to direction from the Board and the Membership.

**ATTACHMENT 18: FORMS**





**WINDSOR ISLAMIC ASSOCIATION (W.I.A)**  
1320 Northwood Street – Windsor, ON N9E 1A4 Ph: (519)966-2355

### REGULAR MEMBERSHIP APPLICATION FORM

**APPLICANT**

Name: .....  
(First) (Middle) (Last)

Address: ..... Apt./Unit: .....  
(Street)  
..... Ontario .....  
(City) (Postal Code)

Home Phone: (.....) ..... Cell Phone: (.....) .....

E-mail Address: .....

Marital Status:  Single  Married

Citizenship Status:  Canadian Citizen  Permanent Resident  Living in Windsor/Essex County for over 1 year

**SPONSORS**

1. Full Name: .....  
Phone # (.....) .....  
..... (signature)

2. Full Name: .....  
Phone # (.....) .....  
..... (signature)

**DECLARATION**

I certify that the information provided on this form is accurate and that I satisfy all W.I.A. requirements for Membership.

.....  
(Applicant's Signature) (Date)

For Office Use Only			
Date: .....	Received	Dues Received: \$ .....	
Date: .....	Reviewed by the Membership Committee	<input type="checkbox"/> Cash	<input type="checkbox"/> Cheque <input type="checkbox"/> Credit Card
	<input type="checkbox"/> Approved <input type="checkbox"/> Not Approved		
Date: .....	Reviewed by the Board		
	<input type="checkbox"/> Approved <input type="checkbox"/> Not Approved		

## REGULAR MEMBERSHIP REQUIREMENTS

The person applying for membership shall:

- be a Sunni Muslim;
- affirm that the Qur'an and the Sunnah of Prophet Mohammed are the sources of Islamic *Shari'ah* and its real and ultimate constitution;
- be a Canadian citizen or landed immigrant of Canada;
- be a resident of Windsor or Essex County, with residency determined in the same way as under the Income Tax Act (Canada), except this requirement shall not apply to applicants who are attending school or university outside the area if one (1) parent is a Member;
- be at least sixteen (16) years of age;
- agree to further the goals of the Association;
- be sponsored by at least two (2) Regular Members in good standing; and
- submit a completed application form for Regular Membership with the required annual Membership dues, to the Secretary through the Treasurer's office or online, as established in accordance with the By-law of W.I.A.



**WINDSOR ISLAMIC ASSOCIATION (W.I.A)**  
 1320 Northwood Street – Windsor, ON N9E 1A4 Ph: (519)966-2355

**NOMINATION FORM – BOARD MEMBER**

*Please print all names clearly and in capital letters*

**Nominations Deadline:** *Isha* prayer on .....

This Election Nomination Form is to be completed and submitted to one of the Election Committee members between *Maghrib* and *Isha* prayers at the *Windsor Mosque's* in the Boardroom.

**1. Candidate (Full Name):** .....

Board Positions for 20..... – 20 ..... term	Mark ONE <sup>1</sup> position only: <input checked="" type="checkbox"/> or <input checked="" type="checkbox"/>
President	<input type="checkbox"/>
Vice President	<input type="checkbox"/>
Secretary	<input type="checkbox"/>
Treasurer	<input type="checkbox"/>
Director -- Maintenance and Security	<input type="checkbox"/>
Director -- ISWA	<input type="checkbox"/>
Director -- Social Affairs	<input type="checkbox"/>
Director -- Youth Affairs - Male	<input type="checkbox"/>
Director -- Youth Affairs - Female	<input type="checkbox"/>
Director -- Media and Public Relations	<input type="checkbox"/>
Director -- Da'wa and Education	<input type="checkbox"/>
Director -- Funeral Services	<input type="checkbox"/>

<sup>1</sup>This nomination will be rejected if more than one position is selected

By accepting this nomination, I ..... hereby confirm that I meet all eligibility requirement listed in **Section 34** of the Constitution and By-laws of Windsor Islamic Association (W.I.A).

Signature:\* ..... Date:.....

**2. Nominated by (Full Name):** .....

Signature:\* ..... Date:.....

**3. Seconded by (Full Name):** .....

Signature:\* ..... Date:.....

\* Actual signatures are required by the individuals listed under items **1.**, **2.** and **3.**. The nomination will be rejected if signed by other than the listed individuals.

**Section 34** of the Constitution and By-law of the Windsor Islamic Association (W.I.A.) requires that a Board member, at the time of election and throughout his/her term in office, shall:

- (a) be a Regular Member and has been so for at least two (2) consecutive years prior to the election date (e.g., If elections are to be held in March 2022, the nominated individual must have been a Regular Member since March 31<sup>st</sup>, 2020);
- (b) be at least eighteen (18) years of age;
- (c) not be an employee of the Association or under contract with the Association;
- (d) not be a parent, a sibling, a child, a spouse, or an individual with a formal relationship (e.g. business relationship) of any other Board member (unless this Board-member's term is coming to an end), any employee of the Association, or any person under contract with the Association;
- (e) not be a member of the Election Committee;
- (f) not be a member of any other mosque, center, or parallel Islamic organization to the Association;
- (g) not be an undischarged bankrupt;
- (h) not be a person who has been found under the Substitute Decisions Act, 1992(Ontario) or under the Mental Health Act (Ontario) to be incapable of managing property;
- (i) not be a person who has been found to be incapable by any court in Canada or elsewhere;
- (j) not have been convicted of a Criminal Code (Canada) offence for which a pardon hasnot been granted; and
- (k) not be an "ineligible individual" within the meaning of the *Income Tax Act (Canada)*

#### **CODE OF CONDUCT**

Participating in the election process is a right and an *Amana* (Trust) that each Member has an obligation to fulfill. The Election Committee expects the candidates to act in accordance with the following general guidelines:

- In all written and oral communications, candidates present their individual positions and views on issues and avoid negative references to staff and other Members.
- Candidates are encouraged to focus discussions on the "big picture" – i.e., strategic issues for the Association and its relevance to the specific position they are being nominated for.
- Members are free to endorse or voice support for the individual candidates in a manner that demonstrates the utmost respect to all.
- Written endorsements of any form are not permitted on the premises of the Association.
- No active campaigning of any kind or form is permitted on the premises of the Association.
- The *Masjid* shall remain an open and welcoming environment for all. The spirit of working together for the greater good of all Members is not compromised during this process.
- True measure of leadership is demonstrated on the day after the election when all those who participated embrace and work with one another for the service of the community.



**WINDSOR ISLAMIC ASSOCIATION (W.I.A)**  
 1320 Northwood Street – Windsor, ON N9E 1A4 Ph: (519)966-2355

**DECLARATION, CONSENT AND UNDERTAKING**

**TO:** THE WINDSOR ISLAMIC ASSOCIATION (the “Association”)

**WHEREAS:**

Section 34 of the Constitution and By-law of the Association requires that a Board member, at the time of election and throughout his/her term in office, shall:

- (a) be a Regular Member and has been so for at least two (2) consecutive years prior to the election date (e.g., If elections are to be held in March 2022, the nominated individual must have been a Regular Member since March 31<sup>st</sup>, 2020);
- (b) be at least eighteen (18) years of age;
- (c) not be an employee of the Association or under contract with the Association;
- (d) not be a parent, a sibling, a child, a spouse, or an individual with a formal relationship (e.g. business relationship) of any other Board member (unless this Board-member’s term is coming to an end), any employee of the Association, or any person under contract with the Association;
- (e) not be a member of the Election Committee;
- (f) not be a member of any other mosque, center, or parallel Islamic organization to the Association;
- (g) not be an undischarged bankrupt;
- (h) not be a person who has been found under the Substitute Decisions Act, 1992(Ontario) or under the Mental Health Act (Ontario) to be incapable of managing property;
- (i) not be a person who has been found to be incapable by any court in Canada or elsewhere;
- (j) not have been convicted of a Criminal Code (Canada) offence for which a pardon hasnot been granted; and
- (k) not be an “ineligible individual” within the meaning of the *Income Tax Act (Canada)*

**NOW THEREFORE:**

I, the undersigned declare that I meet the eligibility requirement as set forth in *section 34* of the Constitution and By-law of the Association.

**Full Legal Name:** ..... **Date of Birth:**.....

**Home Address:**....., Ontario .....  
 (City) (Postal Code)

**CONSENT:**

To act as a Board member on the Board of directors of the Association. I the undersigned understand that this consent shall continue in effect from year to year as long as I am re-elected to the Board. This consent shall cease to have effect from the effective date of revocation or resignation.

**UNDERTAKING:**

I the undersigned undertakes to advise the Association, in writing, forthwith upon any changes to the items declared herein.

**Signature:** ..... **Date:** ..... , 20.....