

The Constitution and by-laws relating generally to
the conduct of the affairs of
THE COUNCIL OF ISLAMIC GUIDANCE, INC.

(the “**Council**” or “**The Council**”)

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CONSTITUTION AND BY-LAWS - NO. 2

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BE IT ENACTED as a constitution and by-laws of **The Council of Islamic Guidance Inc.**
(the “**Council**” or “**The Council**”) as follows:

ARTICLE 1
DEFINITIONS & INTERPRETATION

SECTION 1 In this Constitution and By laws the following expressions shall have the following meanings, unless the context specifies or requires otherwise:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario), S.O. 2010, c. 15, including Regulations made pursuant to the Act, and any amendments, statutes or Regulations that may be substituted from time to time;
- (b) “**Advisory Board of Governors**” hereinafter referred to as “**Board of Governors**” or “**BOG**”, means a committee as defined in Article 5.
- (c) “**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement, dissolution or revival of the Council or letters patent, supplementary letters patent or a special act issued to the Council;
- (d) “**Auditor**” or “**External Auditor**” means a person permitted to conduct an audit or review engagement of the Council under the Public Accounting Act, 2004, and who is independent of the Council, any of its affiliates, and the Directors and officers of the Council and its affiliates;
- (e) “**Constitution**” means this Constitution and By laws subject to any amendment made in accordance with provisions hereinafter contained.
- (f) “**Council**” or “**The Council**” means The Council of Islamic Guidance Inc.
- (g) “**Election Commissioner**” means a person as defined in Article 7.
- (h) “**Election Day**” means the day as determined by the Election Commissioner every alternate year for the purpose of holding elections.
- (i) “**Executive Committee**” or “**EC**” means the board of directors of the Council, as defined in Article 3.
- (j) “**Governor**” means an individual who is a member of the Board of Governors.
- (k) “**Internal Auditor**” means a person as defined in Article 11.
- (l) “**Meeting of Members**” means an annual meeting, a special meeting, or an annual and special meeting of Members.
- (m) “**Non-Arm’s Length**” means where persons do not act independently of each other, such as those with close business relationships, or who are directly

related by blood, marriage, common law partnership or adoption, such as parents, grandparents, spouses, siblings, children and grandchildren.

- (n) “**Officers**” means the President, Vice President, Chairlady, Ladies Operations Director, Program Director, Assistant Program Director (Gents), Assistant Program Director (Ladies), Secretary, Joint Secretary, Treasurer, Assistant Treasurer (Gents) and Assistant Treasurer (Ladies).
- (o) “**Ladies Committee**” means a committee comprised of the Chairlady, Assistant Program Director (Ladies), Ladies Operations Director and Assistant Treasurer (Ladies).
- (p) “**Member**” means an individual, or in case of family membership both husband and wife, who has/have been admitted to membership in the Council pursuant to Article 9 of this Constitution and whose membership has not been terminated in accordance with the Act and the Constitution.
- (q) “**Program**” means any religious congregations and/or any other educational, social and cultural activities, functions or gatherings.

SECTION 2 In this Constitution, words importing the singular number only shall include the plural and vice versa; importing the masculine gender shall include the feminine gender; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trust and any number or aggregate of persons.

SECTION 3 The headings used in this Constitution and By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2 ABOUT

SECTION 1 This organization will be known as The Council of Islamic Guidance Inc., hereinafter referred to as “**The Council**”.

SECTION 2 The Council is registered as a charitable organization with the Canada Revenue Agency and as a corporation without share capital under the *Not-for-Profit Corporations Act, 2010* (Ontario), SO 2010, c 15, as from time to time amended.

SECTION 3 The Registered Office of The Council shall be located in Ontario at the location specified in The Council’s Articles or the place listed in the records of the Ministry of Public and Business Service Delivery or any successor ministry.

SECTION 4 **Mission Statement:** The Council is a charitable organization that operates on a not-for-profit basis and its mission is to safeguard, promote and foster the understanding and observance of religion among its Members, their families and others.

SECTION 5 **Aims and Objectives:**

The Aims and objectives of The Council are:

- (a) to promote the teachings of Islam according to Shia Ithna-Asheri Jafri Faith and to provide facilities to its Members and their families;
- (b) to safeguard and develop the cultural, social, religious, and educational interests of it's Members and their families;
- (c) to accept donations, gifts, legacies and bequests for use in promoting the aims and objectives of The Council;
- (d) to create, receive, raise and invest funds and to buy, sell, build, own and let properties in furtherance of the aims and objectives of The Council;
- (e) to create, cultivate and maintain goodwill with other religious organizations;
- (f) to provide such means and facilities to youths to enable them to better understand Shia Ithna-Asheri Jafri faith and culture, and also to provide them with educational, recreational and financial assistance within the resources of The Council; and
- (g) to undertake other activities for the welfare and benefit of the followers of the Shia Ithna-Asheri Jafri faith.

ARTICLE 3 EXECUTIVE COMMITTEE & OFFICERS

SECTION 1 **Officers:** The Executive Committee is the board of directors of the Council, comprised of the following twelve (12) elected Officers and the Secretary of the Board of Governors as an ex-officio member:

- (a) the President;
- (b) the Vice-President;
- (c) the Secretary;
- (d) the Joint Secretary;
- (e) the Treasurer;
- (f) the Assistant Treasurer (Gents);
- (g) the Assistant Treasurer (Ladies);
- (h) the Program Director;
- (i) the Assistant Program Director (Gents);
- (j) the Assistant Program Director (Ladies);
- (k) the Chairlady; and
- (l) the Ladies Operations Director.

SECTION 2 **Powers of EC:** The Executive Committee shall have the following powers, authority and responsibilities:

- (a) organize and conduct religious, educational, cultural, social and other day to day programs of The Council;

- (b) administer the affairs of The Council in all things and make and cause to be made, for The Council and in its name, any kind of contract which The Council may lawfully enter into and, except as herein provided, generally exercise the powers and do all such other acts and things as The Council is lawfully entitled to do;
- (c) fill vacancies howsoever caused in the Executive Committee, for the duration of un-expired term only, so long as a quorum of Officers remains in office, from among Members in good standing of The Council;
- (d) convene the General Meetings; and
- (e) appoint sub-committees as may be deemed appropriate, from time to time.

SECTION 3 Ex-Officio Members & Guests:

- (a) The Secretary of the BOG shall be an Ex-Officio member of the EC with a right of voting and discussing all the issues in the meeting of the EC.
- (b) The Chairman of the BOG shall be a Guest at meetings of the EC and shall have the right to receive notice of, attend and participate at all meetings of the EC, but may not vote thereat.
- (c) The President and Secretary of the EC shall be Ex-Officio members of the BOG with a right of voting and discussing all the issues in the meeting of BOG.
- (d) The President and Secretary of the EC shall be Ex-Officio members of all the Sub-Committees including Mahdi Youth with a right of voting and discussing all the issues in the meeting of Sub-Committee (except for ladies committee). The Chair lady shall be the ex-officio member of the Ladies Committee.

SECTION 4 Officer Terms: The term of office of an Officer shall be two (2) years. No Officer shall hold more than one office and no Officer shall be eligible to serve in the same office for more than two (2) consecutive terms.

SECTION 5 Officer Eligibility:

- (a) To be eligible for the office of President, vice President and Secretary, the candidate must have served a minimum one full term as a member of the Executive Committee.
- (b) Any person being at non-arm's length and/or directly related to any Officer or Governor of The Council shall not be eligible to hold office simultaneously, with the exception of Chairlady. However, in such cases the Chairlady or the person at non arm's length relationship cannot have signing authority for documents or other materials signed under Article 12.
- (c) An Officer shall be a follower of the Shia Ithna-Asheri Jafri faith.

- (d) An Officer shall be a member of the Council.
- (e) Any Officer who was removed from office by an ordinary resolution of the Members in accordance with the Council's Constitution shall not be eligible to hold office thereafter.

SECTION 6 Election of Officers: The procedure for electing Officers shall be as provided in Article 10 and the Election By Laws.

SECTION 7 Description of Officer Roles: Unless otherwise specified by the EC (which may, subject to the Act modify, restrict or supplement such duties and powers), the officers of the Council shall have the following duties and powers associated with their positions:

- (a) The President:
 - a. shall be responsible for the general management and supervision of the affairs and operation of The Council;
 - b. shall, when present, preside at all Executive Committee and General Meetings;
 - c. may appoint, in consultation with other officers, additional sub-committees on such terms of reference as deemed appropriate;
 - d. shall consult and follow the Resident Aalim on all matters of Shariah; and
 - e. shall be an Ex-Officio member of the Board of Governor and all Sub-Committees excluding Ladies Committee.
- (b) The Vice-President:
 - a. shall assist the President in all day to day affairs of The Council;
 - b. shall exercise the duties and powers of the President during the President's absence, inability or resignation; and during the absence or inability or resignation of both the President and the Vice-President, the duties and powers of the President shall be exercised by such other Officer as the Executive Committee may appoint.
- (c) The Secretary shall:
 - a. attend to and be responsible for ensuring procedural compliance in respect of giving all notices of the Executive Committee meetings and General Meetings;
 - b. attend all meetings of the Executive Committee, General Meetings and keep appropriate records of all facts and minutes of all proceedings;
 - c. ensure that the Constitution, By-laws and resolutions and amendments thereto passed at General Meeting are kept up-to-date and are available to Members;
 - d. be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to The Council, which he shall deliver up only when authorized by the Executive Committee to such person or persons as named;
 - e. be responsible for maintaining an up-to-date inventory of all Council property containing full description of all the articles owned by The Council, and shall include this inventory in any annual report to Members;

- f. be responsible for all day to day correspondence and mailings, as deemed necessary from time to time, under the direction of the Executive Committee;
 - g. provide the Election Commissioner with an up-to-date list of Members in good standing: and
 - h. be an Ex-Officio member of the Board of Governors and all Sub-Committees including MY, but not including the Ladies Committee.
- (d) The Joint Secretary:
- a. shall assist the Secretary in all day to day affairs of The Council;
 - b. shall exercise the duties and powers of the Secretary during the Secretary's absence, inability or resignation; and
 - c. during the absence of both the Secretary and the Joint Secretary, the duties and powers of the Secretary shall be exercised by such other Officer as the Executive Committee may appoint.
- (e) The Treasurer shall:
- a. keep full and accurate books of account in which shall be recorded all receipts, disbursements and other financial transactions of The Council;
 - b. control the deposit of moneys and safekeeping of securities and the disbursement of funds of The Council, under the direction of the Executive Committee;
 - c. render the Executive Committee at meeting thereof or whenever required, an account of all transactions and of the financial position of The Council;
 - d. prepare or cause to be prepared financial statements for the purpose of audit and shall present such audited financial statements at the General Meetings; and
 - e. present budget for the ensuing fiscal year at the Annual General Meeting.
 - f. during the absence of the Treasurer, the duties and powers of the Treasurer shall be exercised by the Assistant Treasurer or such other Officer(s) as the Executive Committee may appoint.
- (f) The Assistant Treasurer (Gents) shall:
- a. be a male person to assist the Treasurer to fulfill all responsibilities on gents' side as mentioned in Section 7(e) above; and
 - b. during the absence of the Assistant Treasurer (Gents), the duties and powers of the Assistant Treasurer (Gents) shall be exercised by such other Officer(s) as the Executive Committee may appoint.
- (g) The Assistant Treasurer (Ladies) shall:
- a. be a female person to assist the Treasurer to fulfill all responsibilities on ladies' side as mentioned in Section 7(e) above; and
 - b. during the absence of the Assistant Treasurer (Ladies), the duties and powers of the Assistant Treasurer (Ladies) shall be exercised by such other Officer(s) as the Executive Committee may appoint.
- (h) The Program Director shall:
- a. a male person to manage all programs as decided by The Council from time to time;
 - b. seek help and assistance, as may be needed, from the Executive Committee, Ladies Committee, Mahdi Youth Society or any other Member of The Council;

- c. make sure that proper notices and announcements for holding of such programs have been made; and
- d. during the absence of the Program Director, the duties and powers of the Program Director shall be exercised by The Assistant Program Director (Gents) or such other Officer(s) as the Executive Committee may appoint. (e)
- (i) The Assistant Program Director (Gents) shall:
 - a. be a male person to assist the Program Director to fulfill all responsibilities on gents' side as mentioned in Section 15 above; and
 - b. during the absence of the Assistant Program Director (Gents), the duties and powers of the Assistant Program Director (Gents) shall be exercised by such other Officer(s) as the Executive Committee may appoint.
- (j) The Assistant Program Director (Ladies) shall:
 - a. assist the Program Director to fulfill all responsibilities on ladies' side as mentioned in Section 15 above; and
 - b. during the absence of the Assistant Program Director (Ladies), the duties and powers of the Assistant Program Director (Ladies) shall be exercised by such other Officer(s) as the Executive Committee may appoint.
- (k) The Chairlady:
 - a. shall be a female person;
 - b. shall preside at all meetings of the Ladies Sub-Committee;
 - c. shall be responsible for the management and supervision of the affairs and operations of the ladies section;
 - d. shall keep the EC informed about the activities of the Ladies Sub-Committee; and
 - e. may appoint committee of volunteers in consultation with the Executive Committee as deemed appropriate;
 - f. during the absence, inability or resignation of the Chairlady, the duties and powers of the Chairlady shall be exercised by such other member of the CIG as the Executive Committee may appoint.
- (l) The Ladies Operations Director:
 - a. shall be a female person to coordinate with ladies' volunteers and sub-committees to ensure their tasks are completed satisfactorily that includes (but not limited to) tabarruk distribution, preparation and serving of nazar; Ashurkhana and Taboot ziarat, managing shoes and coat hanging area;
 - b. may appoint committee of volunteers in consultation with the Executive Committee as deemed appropriate; and
 - c. during the absence of the Ladies Operations Director, the duties and powers of this position shall be exercised by such other member of the CIG as the Executive Committee may appoint.

SECTION 8 Conflicts of Interest:

- (a) Every Officer shall disclose to the Council the nature and extent of any interest that the Officer has in a material contract or material transaction, whether made or proposed, with the Council, in accordance with the manner and timing provided in section 41 of the Act, and in accordance with any code, policy or by law of the Council then in effect.

- (b) Subject to and in accordance with the Act, an Officer who discloses a conflict of interest shall not be present at or participate in any discussions relating to the relevant contract or transaction, and shall not vote on any matters related to the relevant contract or transaction. If no quorum exists for the purpose of voting on a resolution to approve a contract or transaction only because an Officer is not permitted to be present at the meeting by reason of that Officer's conflict of interest, the remaining Officers are deemed to constitute a quorum for the purposes of voting on the resolution.
- (c) If an Officer does not declare a conflict of interest when there are reasonable grounds for the Executive Committee to conclude that such a conflict of interest exists or if the activities of a member of the Executive Committee/an Officer are found to be so objectionable as to be seriously detrimental, in the opinion of the Executive Committee, to the interests of The Council, then the matter shall be referred to the Board of Governors for a decision. The BOG's decision shall be concurred by at least 3 members of BOG and is concurred by at least two thirds of all Executive Committee, with the exception of the person(s) in question.

SECTION 9 **Vacating Office:**

An Officer shall vacate the office if he or she is:

- (a) ceases to be a member in good standing;
- (b) is adjudged an un-discharged bankrupt;
- (c) tenders a resignation in writing;
- (d) is certified or otherwise adjudged to be of an unsound mind or insane;
- (e) is removed by an ordinary resolution of Members present at a General or Special Meeting provided that the notice of such a General or Special Meeting specified therein the intention to pass a resolution removing such Officer provided that
 - a. for greater clarity, an ex-officio member of the EC may not be removed by the Members.
 - b. Officers who are removed by the ordinary resolution of members at a General or Special meeting may not be nominated or elected to an Officer role in future elections.
- (f) has a term of office that has expired and a successor has been duly elected;
- (g) ceases to be follower of the Shia Ithna-Asheri Jafri faith; and
- (h) fails to attend three consecutive Executive Committee meetings without good and sufficient cause as determined by the Executive Committee.

The Officers are entitled to give the Executive Committee a statement giving reasons, for resignation or for opposing his or her removal as an Officer if a meeting is called for the purpose of removing him or her.

SECTION 10 **Filling Vacancies in Office:** Should any of the Officers, through absence, resignation or illness, or from any other cause whatsoever, be unable or unwilling to discharge his or her duties, a quorum of the Executive Committee may appoint a Member of The Council to act in his or her place for the un-expired portion of his term or until his or her return to duty, whichever shall be sooner and while so acting, such Member shall

have all the powers of that Officer. In such cases, a partial term will not be considered as full term.

If there is not a quorum of the Executive Committee or if there has been a failure to elect the number of minimum number of directors provided for in the article, the Officers then in office shall without delay call a special meeting of the Members to fill the vacancy and, if they fail to call a meeting or if there are no Officers then in office, the meeting may be called by any member of the Council or Board of Governors.

SECTION 11 Records to be Provided: The newly elected Officers/Executive Committee shall be handed over entire books, records, and other related responsibilities within two (2) weeks of the Annual General Meeting held in the Election Year.

SECTION 12 Ineligible for Office: Notwithstanding any other provisions in the Constitution, By-Laws, or Election By-Laws of the Council, no person who has been removed from office as described in Article 3, Section 9(e) shall be elected or appointed as a member of the Executive Committee, the Board of Governors or any committee of the Council.

ARTICLE 4 EXECUTIVE COMMITTEE MEETINGS

SECTION 1 Calling Meetings:

- (a) The Executive Committee shall hold regular meetings, at least once every month.
- (b) Meetings of the Executive Committee may be formally called on the direction of the President or the Secretary. Any two EC members may also call the meeting with proper notice as per Article 13.
- (c) The Executive Committee may hold its meetings at such time and place as it may from time to time determine.

SECTION 2 Notice of Meetings:

- (a) Notice of Executive Committee meetings shall be communicated to each Officer, not less than three working days before the meeting is to take place.
- (b) No notice of any meeting shall be necessary if all the Officers are present, or if those absent have signified their consent to the meeting being held in their absence.
- (c) The Executive Committee may predetermine the venue and time for regular meetings and of such regular meeting no notice shall be required.
- (d) For the first meeting of the Executive Committee to be held following the election of Officers at a Meeting of Members, no notice of such meeting need be given in order for the meeting to be duly constituted, provided a quorum of the Officers is present. If no quorum of the Officers is present, then no less than five days' notice of the first meeting of the Officers shall be given to each Officer, stating the time and, if applicable, the place of the meeting.

SECTION 3 **Quorum:** The quorum of the meeting of the Executive Committee shall be seven Officers. Despite any vacancy among the Officers, a quorum of Officers may exercise all the powers of the Officers.

SECTION 4 **In Person or Electronic Meetings:** The Chair of the Board, or the Officers who call a meeting of the Board, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the Regulations,

- (a) only in person;
- (b) entirely by telephonic or electronic means; or
- (c) by any combination of in-person attendance and one or more telephonic or electronic means

where such telephonic or electronic means permit all participants to communicate simultaneously and instantaneously with each other during the meeting.

Any person participating by telephonic or electronic means is deemed to be present in person at that meeting.

SECTION 5 **Written Resolution:** A resolution in writing, signed by all Officers is as valid as if it has been passed at a meeting of the Executive Committee.

SECTION 6 **Votes:**

- (a) Matters arising at any meeting of the Executive Committee shall be decided by a majority of votes. In case of equality of votes, the Chairperson, shall not have a second or casting vote.
- (b) All votes at any Executive Committee meeting shall be taken by a ballot if so demanded by any Officer present, but if no such demand is made, the vote shall be taken in the usual way by assent or dissent.
- (c) Only the Officers and Ex-Officio members of the Executive Committee shall be entitled to vote at the Executive Committee meetings.
- (d) All proceedings of the Executive Committee meetings, however held, shall be recorded in the form of minutes, including all the resolutions passed and to be read and confirmed in the next Executive Committee meeting.

ARTICLE 5 ADVISORY BOARD OF GOVERNORS

SECTION 1 **Duties:** The Advisory Board of Governors, hereinafter referred to as Board of Governors and/or BOG., shall, in its advisory/supervisory capacity, monitor the affairs and the activities of The Council, its various committees and sub-committees and shall take appropriate action at their own initiative to ensure that all activities and/or affairs are conducted according to the Shariah and within the framework of the Constitution of The Council, duly observing the larger interests of the community.

SECTION 2 **Powers, Authority and Responsibilities:** The Board of Governors shall have the following powers, authority and responsibilities:

- (a) oversee that the affairs of The Council are run according to the Shariah (and this shall take precedence over all other matters) and the Constitution of The Council;
- (b) act independently and without any prejudice or bias to any group based on gender, age, ethnic origin, color, language, family background or any other special preferences;
- (c) receive all complaints and grievances and mediate between the parties to resolve differences and disputes, promote communication, harmony, goodwill and understanding amongst Members and all administrative bodies of The Council;
- (d) receive Internal Auditor's reports on records, books, documents and compliance of policies and procedures of The Council;
- (e) guide all committees and sub-committees on matters of community interests and concerns;
- (f) assume ad-hoc responsibility of the Executive Committee in the event of dissolution until new Executive Committee takes office;
- (g) The Secretary of BOG shall be an Ex-Officio member of the EC of CIG with a right of voting and discussing all the issues in the meeting of EC;
- (h) The Chairman of BOG shall be a Guest of the EC of CIG with a right to receive notice of, attend, and participate at all meetings of EC, without a right to vote thereat;
- (i) be entitled to attend all meetings of the Executive Committee as an observer (other than Chairman and Secretary), but shall not enter into deliberations of any meetings, unless so invited; only one member of the BOG (other than Chairman and Secretary) shall attend as an observer at any given time unless additional members of the BOG are so invited by the Executive Committee;
- (j) liaise on all matters through the President or Vice President or any member of EC as appointed by the EC;
- (k) submit a report to Members at the General Meetings of The Council declaring that in their opinion:
 - a. the affairs of The Council were conducted through the year according to the Shariah and the Constitution of The Council;
 - b. the books and records of The Council were maintained properly; and
 - c. the financial and other resources and assets of The Council were effectively and efficiently managed;
- (l) Appoint internal auditor.

SECTION 3 Strategic Planning: The Board of Governors shall:

- (a) prepare strategic plans, from time to time, to attain the long term aims and objectives of The Council, keeping in view the present and future interest of the community;
- (b) recommend ways and means to implement the proposed plans; and
- (c) forward the proposed plan to the Executive Committee for review. Within ninety (90) days of receiving the proposed plan, the Executive Committee shall complete its review of the proposed plan. Should it be necessary to obtain any clarifications, elaboration, expressions or amendments to the proposed plan, the Executive Committee shall consult the BOG for their concurrence. However, the proposed plan shall be finalized by the BOG and the Executive Committee within thirty (30) days of its reference.

SECTION 4 Roles:

- (a) The BOG shall be comprised of 4 elected members (including one female elected member); the Resident Aalim; and the President and Secretary of the EC who shall both be Ex-Officio members of the BOG with a right of voting and discussing all the issues in the meeting of BOG.
- (b) The Resident Aalim will be the Chairman of the BOG.
 - a. The Resident Aalim may receive reasonable remuneration and payment for expenses for any services rendered to the Council.
- (c) The members of BOG will elect from amongst themselves a member as the Secretary of the BOG.

SECTION 5 Governor Eligibility: A Governor shall:

- (a) be a member in good standing of The Council for at least two (2) consecutive years preceding his/her nomination;
- (b) not hold or be involved in any active capacity as a member of Executive Committee of The Council, except that the Secretary may be an ex-officio member of the Executive Committee and a Governor may hold a position in the sub-committee of the Council.
- (c) be a person with academic and/or professional background, and follower of the Shia Ithna Asheri Jafri faith;
- (d) not be convicted of a crime and/or moral turpitude and shall not intentionally or openly violate Shariah;
- (e) not concurrently hold any other office in The Council except if the Governor is an ex-officio member of the Executive Committee; and
- (f) be at arm's length and/or not directly related to any other Governor or Officer of the Council, except that he or she may be at non-arm's length and/or related to the Chairlady, provided that one of them cannot have signing authority.

SECTION 6 Term: The elected Governors shall hold office for a period of four (4) years, with a maximum of two consecutive terms.**SECTION 7 Vacating Office:**

A Governor shall vacate the office if he or she:

- (a) ceases to be a Member of the Council in good standing;
- (b) is adjudged an un-discharged bankrupt;
- (c) tenders a resignation in writing;
- (d) is certified or otherwise adjudged to be of an unsound mind or insane;
- (e) is removed by an ordinary resolution of Members present at a General or Special Meeting provided that the notice of such a General or Special Meeting specified therein the intention to pass a resolution removing such Governor provided that:
 - a. for greater clarity, an ex-officio member of the BOG may not be removed by ordinary resolution of Members.
 - b. Governors who are removed by the ordinary resolution of members at a General or Special meeting may not be nominated or elected as a Governor in future elections.
- (f) has a term of office that has expired, and a successor has been duly elected;

- (g) ceases to be a follower of the Shia Ithna-Asheri Jafri faith; and
- (h) otherwise fails to meet the eligibility requirements for a Governor in Section 5.

SECTION 8 **Quorum:** The quorum of the meeting of the BOG shall be shall be a majority of the Governors then in office, provided that quorum shall never be set lower than two Governors.

SECTION 9 **Filling Vacancies in Office:** Vacancy of an elected Governor, howsoever caused, shall be filled by the Executive Committee appointing any Member of The Council in good standing to act in his/her place up to the following election date wherein a new Governor will be elected for the remaining term of the outgoing Governor.

ARTICLE 6 LADIES COMMITTEE

SECTION 1 **Chairlady:** The Ladies Committee as per Article 3 Section 7(k) shall be headed by the Chairlady or by Ladies Operations Director in the absence of Chairlady.

SECTION 2 **Responsibilities:** The Ladies Committee shall be responsible, in consultation with the Executive Committee to organize and administer all programs for ladies and shall have the power to appoint such subcommittees and other volunteers, from the female Members of The Council, as the Ladies Committee may deem appropriate.

SECTION 3 **Chair of Meetings:** All meetings of the Ladies Committee shall be chaired by the Chairlady or in her absence by Ladies Operations Director, and in her absence by any other Ladies Committee member designated by the Chairlady.

SECTION 4 **Minutes:** Proper minutes of all meetings shall be kept, a copy of which shall be provided on a regular basis to the Executive Committee.

SECTION 5 **Quorum:** The quorum for the Ladies Committee meeting shall be three (3).

SECTION 6 **Voting:** Questions arising at any meeting of the Ladies Committee shall be decided by the majority of votes. In case of equality of votes, the Chairlady shall not have a second, casting vote and the vote shall fail.

ARTICLE 7 ELECTION COMMISSION

SECTION 1 **Function:** The Election Commissioner, Assistant Election Commissioner, Election Commission and Election Sub-Committee, shall function according to criteria laid down in Section-A and Section-B of the Election By Laws.

SECTION 2 **Election:** The Election Commissioner and Assistant Election Commissioner shall be elected at every alternate Annual General Meeting according to procedure laid down in Section-A of the Election By Laws.

ARTICLE 8
INDEMNIFICATION, REMUNERATION & INSURANCE

SECTION 1 Indemnity: Every Governor or Officer of The Council or other person who has acted as a director or officer of The Council, and their heirs, executors and administrators, and estate and effect, respectively, shall from time to time and at all times, be indemnified and saved harmless, by The Council, from and against all costs, charges and expenses whatsoever, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by them in respect of any civil, criminal, administrative, investigative or proceeding to which they are made a party by reason of being or having been a director or officer of the Council if

- (a) the individual acted honestly and in good faith with a view to the best interests of the Council; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that such conduct was lawful.

SECTION 2 Limitation of Liability: No Officer of The Council shall be liable for the acts, receipts, neglects or defaults of any other Officer or employee or for any loss, damage or expense happening to The Council through the insufficiency or deficiency of title to any property acquired by The Council or for or on behalf of The Council or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to The Council shall be placed out or invested for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to The Council or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default, provided that nothing herein shall relieve any Officer from the duty to act in accordance with the Act or from liability for any breach thereof.

SECTION 3 Remuneration: The Officers shall serve as such without remuneration and no Officer shall directly or indirectly receive any profit from their position as such, or in any other capacity; provided that Officers may be paid reasonable expenses incurred by them in the performance of their duties. If any Officer of The Council, or any person connected to an Officer, shall be employed by or shall perform services for The Council otherwise than as a member of the Executive Committee or shall be a member of a firm or shareholder, director or officer of a firm or company which is employed by or perform services for The Council, the fact of his or her being an office holder of The Council shall not disentitle such shareholder, director or officer of such firm or company, as the case may be, from receiving reasonable remuneration for such services, if The Council and the Executive Committee comply with Ontario Regulation 4/01 under the *Charities Accounting Act* (Ontario).

SECTION 4 Insurance: Subject to the limitations contained in the Act, the Council may purchase and maintain insurance for the benefit of an individual referred to in subsection 46(1) of the Act against any liability incurred by the individual in the individual's capacity as a director or officer of the Council.

Notwithstanding the foregoing, the Council may not purchase insurance described above unless:

- (a) the Council complies with the *Charities Accounting Act* or a regulation made under that Act that permits the purchase; or
- (b) the Council or a Director or Officer of the Council obtains an order of the court authorizing the purchase.

ARTICLE 9 MEMBERSHIP CONDITIONS

SECTION 1 One Class of Members: Subject to the Articles, there shall be one class of Members in The Council. Membership shall be open to all persons, interested in furthering The Council's purposes, aims and objectives who are eighteen years of age and over, followers of the Islamic Shia Ithna-Asheri Jafri faith, and who have applied for and been accepted into membership in The Council by resolution of the Executive Committee.

Notwithstanding any other provisions in the Constitution, By-Laws or Election By-Laws of the Council, the Executive Committee shall not be required to admit as a member of the Council, a person who has been removed from office as described in Article 3, Section 9, paragraph (e) or whose membership has been revoked pursuant to Article 9, Sections 5 and 6 and/or pursuant to the Act.

Each Member shall be entitled to receive notice of, attend and vote at all meetings of Members of the Council, subject to the following:

- (a) Any Member who applies for and is accepted into membership after December 31, 2024, will not have the right to vote until he or she becomes a Member in good standing for at least one year;
- (b) No more than two Members from the same family unit are entitled to vote; and
- (c) Each Member shall comply with the requirements in the attached Schedule and By-Laws.

SECTION 2 Term of Membership: Membership shall be effective from the date of admission until terminated in accordance with the Constitution and By Laws.

SECTION 3 Member Dues:

- (a) Such annual subscription and other dues as may be determined by Members from time to time by a resolution passed at the General Meeting shall be payable to The Council. The annual subscription shall be due on the first day of January of every calendar year.

- (b) Members shall be notified in writing of the membership dues and special assessments, if any, at any time payable by them, either through electronic communication or by a notification on the Council's notice board.
- (c) Any individual whose membership is terminated for failure to pay their membership subscription or other dues may be readmitted as a Member of the Council by resolution of the Executive Committee upon payment of all outstanding arrears.
- (d) The Executive Committee may in its discretion, waive payment of all or any portion of the arrears and dues from any Member reinstated in good standing.

SECTION 4 Termination of Membership: A membership in the Council is terminated when

- (a) a Member dies or resigns;
- (b) a Member is expelled or the membership is otherwise terminated in accordance with the Articles or the By-laws;
- (c) a Member's term of membership expires upon the failure to pay the annual subscription or other dues;
- (d) a Member ceases to be a follower of the Islamic Shia Ithna-Asheri Jafri faith;
- (e) a Member fails to respond to a request from the Council to confirm that they wish to remain a Member of the Council, provided that the Council must make such a request in writing, must send it to the Member's last known address or email address and must allow the Member 60 days to respond;
- (f) the Council is liquidated and dissolved under the Act.

Subject to the Act and the Articles, upon any termination of membership, all rights of the Member, including any rights in the property of the Council, automatically cease to exist.

SECTION 5 Discipline or Termination of a Member:

The Executive Committee shall have authority to discipline, suspend or terminate the membership of any Member for any one or more of the following grounds:

- (a) violating any provision of the Articles, or any Constitution, By-laws or written policies of the Council;
- (b) carrying out any conduct which may be detrimental to the Council as determined by the Executive Committee in its sole discretion; or
- (c) for any other reason that the Executive Committee in its sole discretion considers to be reasonable, having regard to the purposes of the Council.

Any discipline or termination of membership must comply with the Act and this Constitution and must be done in good faith and in a fair and reasonable manner.

SECTION 6 Procedure for Discipline, Suspension or Termination:

- (a) Upon 15 days' notice to a Member, the Executive Committee may pass a resolution authorizing disciplinary action, suspension or the termination of membership for any of the reasons set out in Section 5.
- (b) The notice shall set out the reasons for the proposed disciplinary action, suspension or termination of membership. The Member receiving the notice shall be entitled to give the Executive Committee a written submission

opposing the disciplinary action, suspension or termination not less than five days before the end of the 15-day period.

- (c) The Executive Committee shall consider the submissions of the Member, if any, in arriving at a final decision regarding disciplinary action, suspension or termination of membership. The Executive Committee shall notify the Member concerning such final decision within a further 10 days from the date of receipt of the submissions.
- (d) A Member may appeal a final decision regarding disciplinary action, suspension or termination of membership to the Board of Governors within 60 days of the Executive Committee's final decision coming into effect. The Board of Governors shall consider all materials and submissions relied upon by the Executive Committee and may uphold the Executive Committee's decision or may choose to override the decision and reinstate the Members' membership upon a resolution of the Board of Governors.
- (e) Subject to the Act, the Board of Governor's decision shall be final and binding on the Member, without any further right of appeal.

SECTION 7 Transfer of Membership: A membership may only be transferred to the Council and may not be transferred to any other corporation or individual.

ARTICLE 10 MEETING OF MEMBERS

SECTION 1 Annual Meeting of Members: The Council shall hold its Annual Meeting of Members within six (6) months of the end of its fiscal year to transact the following business:

- (a) Approve agenda and meeting procedures.
- (b) Confirm previous General Body meeting minutes.
- (c) Receive the Executive Committee's report.
- (d) Receive the audited financial statements of The Council for the preceding fiscal year.
- (e) Receive the Board of Governors report.
- (f) Approve the budget for the ensuing year.
- (g) Confirm the appointment of External Auditors.
- (h) Elect the Election Commissioner and Assistant Election Commissioner as hereinafter set out.
- (i) Elect the Officers of the Executive Committee.
- (j) Elect the Governors of the Board of Governors.
- (k) Any other business specified in the agenda for the meeting.

Notwithstanding the foregoing, if the financial statements are presented to the Members at an Annual Meeting of Members held no later than six months after the financial year end of the Council, the remainder of the Annual Meeting of Members may be adjourned to a future date, provided that sufficient notice of the adjourned meeting is provided in accordance with the Act and this Constitution.

SECTION 2 Proposals: A Member wishing to raise any matter at a Meeting of Members shall give notice thereof in writing to the Secretary not less than sixty (60) days before the date of

the meeting. In the absence of such notice, the Chairman may, in his sole discretion, permit a Member to raise a matter if he is of the opinion that the lack of notice will not prejudice the rights of Members not present at the meeting.

SECTION 3 Requisitioning a Meeting: A Meeting of the Members may be called at any time by the Executive Committee. It may also be called upon requisition in writing signed by at least ten percent (10%) of Members in good standing. Every requisition shall state the purpose for which the meeting is required, and the meeting shall be called within 21 days of receipt of the requisition, failing which, the requisitioners themselves may call such a meeting upon giving the prescribed notice to Members stating the agenda for the meeting.

SECTION 4 Notice: Not less than ten (10) days and not more than fifty (50) days notice of a Meeting of Members shall be given to Members. Notice should state the nature of the business to be conducted in sufficient detail to permit a Member to form a reasoned judgment on the business and should state the text of any special resolution to be submitted to the meeting.

SECTION 5 Quorum: Ten percent (10%) of Members in good standing shall constitute a quorum at Meetings of Members. In the event of a lack of quorum within one hour of the scheduled time of the commencement of such meeting, those Members present shall adjourn the meeting to such time and place, not being the same day, as they may determine. Those Members present at an adjourned meeting shall constitute a quorum.

SECTION 6 Adjournment of Meetings: Notice of an adjourned meeting is required to be given in accordance with this By-law for any meeting that is adjourned by more than 30 days.

If a Meeting of Members is adjourned by one or more adjournments for an aggregate of less than 30 days, notice of the meeting that continues the adjourned meeting is not necessary, other than by announcement of all of the following at the time of an adjournment:

- (a) The time of the continued meeting.
- (b) If applicable, the place of the continued meeting.
- (c) If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

SECTION 7 Election of Governors and Officers:

- (a) Election of Governors shall take place every fourth year or as required according to the criteria and procedure outlined in this Constitution and Election By Laws.
- (b) Election of Officers shall take place every alternate year (Election Year) according to the criteria and procedure outlined in this Constitution and Election By Laws.
- (c) The Officers/ Executive Committee members elected under the By laws enforced prior to the adoption of these Constitutional amendments, shall complete the remaining term of their office.

- SECTION 8 **Election Process:** The Elections will be conducted by the Election Commissioner according to process laid down in the Election By Laws.
- SECTION 9 **Votes to Govern:** At any Meeting of Members every matter shall, unless otherwise required by the Articles, Constitution, any By-law or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes, either by poll vote or by ballot, the chair of the meeting in addition to an original vote shall not have a second or casting vote, and the question shall fail.
- SECTION 10 **Meetings Held by Telephonic or Electronic Means:** If the Council chooses to allow telephonic or electronic meetings, any Officers or Members of the Council who call a Meeting of Members pursuant to the Act may determine that the meeting shall be held, in accordance with the Act and the Regulations, by any combination of in-person attendance and/or one or more telephonic or electronic means, provided that all participants attending the meeting are able to reasonably participate. A meeting held entirely by telephonic or electronic means is deemed to be held at the registered office of the Council. Any person participating in a meeting by telephonic or electronic means is deemed to be present in person at the meeting.
- Any person participating in a Meeting of Members pursuant to this section who is entitled to vote at that meeting may vote by any telephonic or electronic means that the Council has made available for that purpose.
- SECTION 11 **Voting by Members not in Attendance at a Meeting of Members:** A Member entitled to vote at a Meeting of Members, but who will not be present in person, may vote if the Council chooses to make available to its Members absentee voting methods for that meeting. These methods of absentee voting may include mailed-in ballots, telephonic or electronic voting, and/or proxy voting.
- SECTION 12 **Voting by Proxy:** Pursuant to subsection 64(1) of the Act, a Member entitled to vote at a Meeting of Members may vote by proxy if the Council permits proxies for that particular meeting by appointing in writing a proxyholder, and one or more alternate proxyholders, who shall be Members of the Council to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:
- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
 - (b) a proxyholder may only hold one proxy, except for the Secretary of the Council who may hold an unlimited number of proxies;
 - (c) a Member may revoke a proxy by depositing an instrument in writing executed by the Member in accordance with the Act;
 - (d) a proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a Meeting of Members in respect of any matter, to vote by way of ballot at the meeting and, except where a proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;
 - (e) a proxy shall be in writing and shall be executed by the Member and delivered to the Secretary prior to the call to order of the Meeting of Members;
 - (f) any form of proxy shall conform to the requirements set out in the Regulations; and

- (g) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

SECTION 13 **Procedure:** Each meeting of Members shall be governed by Schedule “A” Rules of Order attached hereto. Procedures at all meetings of the Members shall be determined by the Executive Committee. In determining meeting procedure, the Executive Committee may rely on a procedural or meeting reference book.

ARTICLE 11 AUDITORS

SECTION 1 External Auditor:

- (a) At the end of each fiscal year, the books and accounts of The Council shall be audited by an External Auditor. The External Auditor to be appointed by the Executive Committee with the approval of Members.
- (b) The Executive Committee may also call for the books and accounts of The Council to be audited whenever it is deemed necessary.

SECTION 2 Internal Auditor:

- (a) The Internal Auditor shall have sufficient accounting, finance and auditing background.
- (b) The Internal Auditor shall examine all records, books and accounts of The Council to determine compliance of the policies, procedures, rules, regulations and By laws of The Council, and shall report directly to the Board of Governors.
- (c) The Internal Auditor shall carry out any other special audit as and when assigned by the Board of Governors.
- (d) The Internal Auditor shall not be considered an “auditor” for the purposes of the Act and does not need to meet the requirements for auditors set out in the Act.

ARTICLE 12 BANKING ARRANGEMENTS, CONTRACTS, ETC.

SECTION 1 **Execution of Documents:**

- (a) Any contracts, documents or instruments in writing shall be signed jointly by the President and the Secretary or as appointed by the EC. The seal of The Council shall, when required, be affixed to the aforesaid contracts, documents etc.
- (b) The term contracts, documents or instruments in writing as used herein above shall include deeds, mortgages, hypothec, charges, conveyances, transfers and assignments of property and construction/renovation contracts, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances,

transfers and assignments of shares, bonds, debentures or other securities and all paper writings.

- (c) Where, at the foot of any deed or other document, it is certified by three persons appearing to be the Secretary and two other Officers for the time being of The Council that the document has been executed in accordance with the direction of the Executive Committee or resolution of The Council, such certificate shall in favor of any person acquiring any interest in property for valuable consideration in money or money's worth, and subject only to express notice to the contrary, be conclusive evidence that the document is binding to The Council and every Member thereof.
- (d) A copy of a resolution purporting to be signed by the Secretary and two other Officers of The Council or any Officer appointed by the EC shall be sufficient evidence thereof and of the fact that such resolution was duly passed.

SECTION 2 **Cheques and Other Orders of Payment:**

- (a) All cheques, bills of exchange or other orders of the payment of money, notes or other evidence of indebtedness issued in the name of The Council, shall be signed by such Officer or Officers and in such manner as shall from time to time be determined by resolution of the Executive Committee and any one of such Officers may alone endorse note and drafts for collection on account of The Council through its bankers, and endorse notes and cheques for deposit with The Council's bankers for the credit of The Council, or the same may be endorsed for collection or for deposit with the bankers of The Council.
- (b) Any one of such Officers appointed pursuant to Section "1" of this Article may arrange, settle, balance and certify all books and accounts between The Council and The Council's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balance and release or verification slips.

ARTICLE 13 NOTICES

SECTION 1 **Giving Notice:** All notices required or permitted to be given under this Constitution shall be deemed to be sufficiently given if mailed by ordinary post-paid envelope or by email or via other means of electronic communication. Any notice given by mailing as aforesaid shall be deemed to be given on the second business day following the date of mailing.

The statutory declaration of the President or the Secretary that notice of meeting has been given pursuant to this Constitution shall be sufficient and conclusive evidence of the giving of such notice.

The Secretary may change or cause to be changed the recorded address of any Member, Officer, Governor, External Auditor, Internal Auditor, member of a committee of the Board, or other person entitled to receive notice in accordance with any information believed by the Secretary to be reliable.

SECTION 2 **Errors and Omissions:** If there is an error in providing notice or notice is accidentally not provided, a meeting may still be considered to be properly held. Any person entitled to attend any meeting may waive their right to notice and may agree with and approve all of the proceedings that occurred at that meeting.

SECTION 3 **Undelivered Notices:** During any postal strike, such notices shall be deemed to be sufficiently given if announced in The Council's answering machine, notice board, email notification and website throughout the prescribed period.

If a notice or other communication sent to a Member is returned on two consecutive occasions because such Member cannot be found or the notice or communication cannot otherwise be delivered, the Council shall not be required to give any further notices or communications to that Member unless the Member informs the Council in writing of a new address.

SECTION 4 **Computation of Time:** Where a given number of days notice or notice extending over any period is required to be given, the day of service or mailing of the notice shall not be counted in such number of days or other period but the day for which the notice is given shall be so counted.

SECTION 5 **Waiver of Notice:** Any person entitled to receive notice under the Act, the Articles, this Constitution or the By-Laws of the Council may waive any notice, whether given before or after the meeting or other event of which notice is required to be given, and shall cure any default in the giving of such notice.

ARTICLE 14 CONSTITUTION & BY-LAW AMENDMENTS

SECTION 1 **Constitution / By-laws Amendment by Executive Committee:** Unless the Act, the Articles or any Constitution or By-law otherwise provide, the Executive Committee may, by resolution, make, amend, or repeal any Constitution or By-law (inclusive of Election By-Laws and Schedules to the Constitution) and any such Constitution or By-law or amendment or repeal shall be effective when approved by the Executive Committee, with the exception of matters referred to in subsections 103(1)(g), (k) and (l) of the Act, namely:

- (a) the addition, change or removal of a provision respecting the transfer of a membership;
- (b) a change in the manner of giving notice to members entitled to vote at a meeting of members; and
- (c) a change in the method of voting by members not in attendance at a meeting of the members.

The amendment or repeal of any provision in this Constitution or By-law that is a matter referred to in subsections 103(1)(g), (k) and (l) of the Act will not be effective until after the Members have approved in accordance with Section 2 below.

SECTION 2 The Executive Committee shall submit such Constitution or By-Laws to the Members at the next meeting of the Member. The Members may approve amendment, repeal, or

re-enactment of the Constitution or By-Laws by confirming the duly passed resolution of the Executive Committee for this purpose, by a majority of the votes cast at a Meeting of Members subject to due notice having been given as hereinafter set forth.

If the Constitution or By-law amendment or repeal is so confirmed, or confirmed as amended, by the Members entitled to vote thereon, it remains effective in the form in which it was confirmed.

SECTION 3 **Ceasing to Have Effect:** The By-law amendment or repeal ceases to have effect if it is not submitted by the Executive Committee to the Members at or before the next annual Meeting of Members or if it is so presented but rejected by the Members entitled to vote thereon. If a By-law, amendment, or repeal ceases to have effect, a subsequent resolution of the Executive Committee that has substantially the same purpose or effect is not effective until it is confirmed, or confirmed as amended, by the Members entitled to vote thereon.

SECTION 4 **Notice:** Notice of any proposed change or amendment provided for in Sections 1 and 2 of this Article shall be given to Members before the Meeting of Members at which such change is to be voted upon in accordance with the notice provisions in this Constitution and By-Laws and the Secretary shall include such notice in the notices calling the said meeting.

ARTICLE 15 GENERAL

SECTION 1 **Fiscal Year:** Unless otherwise resolved at a General Meeting, the fiscal year of The Council shall terminate on the thirty-first day of December of every calendar year.

SECTION 2 **By Laws:** The Executive Committee shall frame By-Laws not inconsistent with the provisions hereof which shall come into force after they are approved by the Members.

Without prejudice to the generality of the powers contained herein, such By-Laws may provide for all or any of the following:

- (a) The use of the CIG's movable properties by the Members and the charges, terms and conditions thereof.
- (b) The engagement of staff including the staff engaged for performance of religious service like call for prayers or conduct of prayers at the Centres, their terms of service and conduct.
- (c) The Sub-Committee(s) to be appointed for various purposes.

SECTION 3 **Rules of Order of Meetings:** The rules of procedure set forth in Schedule A hereto shall regulate the conduct of all proceedings.

SECTION 4 **Seal of the Council:** The seal, an impression whereof is stamped in the margin hereof, shall be the seal of The Council.

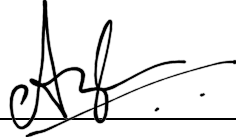
All former Constitutions and By-Laws and schedules passed thereunder are repealed. This Constitution is designated as the Constitution and By-Laws - No. 2 of the Council.

ENACTED BY THE OFFICERS on the _____ day of _____, 2024.

CONFIRMED BY THE MEMBERS WITHOUT VARIATION on the _____ day of _____, 2024.



President and Chair of the Board



Secretary

SCHEDULE "A"
RULES OF ORDER

- 1) At all meetings, the Chairman shall preserve order and decorum, and decide questions of order and practice, stating the rule applicable.
- 2) The Chairman shall not have the casting vote to break the tie.
- 3) Every Member shall, previous to speaking, rise and address the Chairman. When two or more Members rise at the same time, the Chairman shall decide who is to speak first.
- 4) When the Chairman is putting a question, no Member shall speak or move about the meeting room.
- 5) No Member, while speaking, shall be interrupted, except upon a point of order.
- 6) When a Member is called to order, he shall resume his seat until the question of order is decided; he may, however, be permitted to explain but in no case to introduce new matter.
- 7) No Member shall use improper language, nor speak on any matter other than what is being debated.
- 8) No Member shall speak more than once on the same question, nor longer than five minutes, without the permission of the Chairman, except the mover, who shall have the right to reply, after which the debate shall close.
- 9) A motion to adjourn shall only be made after the completion of business on hand and always be in order, except when it was the next preceding motion.
- 10) A Member may require the motion under discussion to be read for his information at any time during the debate, except when another Member is speaking.
- 11) A motion may be withdrawn at any time before decision by permission of the Chairman.
- 12) When a question is being debated, no motion shall be received, except to amend, to postpone, to lay on the table the previous question or to adjourn.
- 13) On the call of three (3) Members the previous question shall be put and, until decided, shall preclude all amendments or debate, and shall be submitted in the following words: Shall the vote on the main question be now taken?
- 14) All motions, before being debated, shall be read by the Secretary.
- 15) No motion to amend an amendment shall be received.
- 16) Any Member refusing to take his seat when ordered by the Chairman may be suspended by the Chairman for rest of the meeting.
- 17) The Chairman shall, at his discretion, decide when to end the debate after a reasonable discussion and his decision shall be final but shall be subject to an appeal to the meeting, and generally the rules, procedures and customs of parliamentary debate shall be followed.

SCHEDULE "B"
RULES FOR MEMBERSHIP

- 1) An application for Membership shall be presented in writing to the Secretary of CIG.
- 2) The decision of the Executive Committee shall be delivered within four (4) weeks of receiving the application. However, should the Executive Committee require more time to make inquiries, then the applicant will be informed of the same and a decision shall be rendered within six (6) weeks of the commencement of the inquiry. Depositing of money received with the application shall not be construed as acceptance of the application by The Council.
- 3) All adult single male and female of 18 years age and over will have to be individual member of The Council and will not be covered under family membership.
- 4) All individuals under the age of 18 years shall be covered under the membership of their parents with no right of voting.
- 5) It is mandatory for all families and individuals who wish to participate in the Muslim Burial Plan (MBP) to be the member of The Council in good standing.

BYE-LAWS

- A. THE COUNCIL shall at no time endorse or undertake any activity contrary to the Shia Isna Ashari faith of Islam and Shariah.
- B. The following Sub-Committees shall be appointed by the Executive Committee except for the Mahdi Youth Society (MY):

- Membership Sub-Committee
- Projects Committee
- Celebrations Sub-Committee
- Moharrum Sub-Committee
- Funeral and Burial Sub-Committee
- Library Sub-Committee
- Madressah Sub-Committee
- Al Mahdi Sports and Recreational (ASR) Activities Sub-Committee
- One or more Adhoc Committee or Committees
- Any Other Sub-Committee or Special Committee as deemed necessary by the EC

The office bearers of MY shall be elected according to the MY Charter attached as Annexure-A to this Constitution and Bye Laws.

All other Sub-Committees shall consist of a Convenor and as many members as shall be considered necessary by the Executive Committee.

- C. The tenure of every Sub-Committee unless otherwise specified shall be one year and/or until their successors have been appointed.
- D. The MY through its President and other Sub-Committees through its Convenor shall report in writing once at least in every three months to the Executive Committee.
- E. All problems pertaining either to administrative or activity matters shall be referred to the corresponding Sub Committees by the Executive Committee.
- F. The Sub-Committees and their duties are as follows:

1. Mahdi Youth Society (MY)

The MY shall function as per the MY Charter attached in Annexure-A of these Bye Laws

2. Membership Sub-Committee

The Membership Sub-Committee shall:

- i. Select with the approval of the Executive Committee a membership development program.
- ii. Maintain an up-to-date list of Prospective Members and may extend invitation to prospective Members to join The Council.

- iii. Report to the Executive Committee on the progress of the program and other matters pertaining to membership development and obtain co-operation of all members.
- iv. Take an active interest in new members and see that they are properly assimilated into the Council.

3. Project Committee

The Project Committee shall:

- i. See that right men are placed in the various projects of the Council,
- ii. Maintain close contact with other Community Centres with the view to formulating community betterment program, education, health and welfare project and generally to see how the aims and objects of the Council could be better fulfilled and
- iii. Formulate and perform such functions as may be conducive to the well being of members and their dependents.

4. Celebrations Sub-Committee

This Sub-Committee shall be incharge of the celebrations of one or more occasion or occasions such as the Birth anniversary of the Holy Prophet (SAWW) and other Masoomeen (AS) in a befitting manner from time to time as the funds of the Council shall permit. They shall if deem fit publish such literature on the life of the Holy Prophet (SAWW) and other Masoomeens (AS).

5. Moharrum Sub-Committee

The Moharrum Sub-Committee shall organize Majalis and other related programs, Niaz and other ceremonies to commemorate Moharrum and Chehlum in a befitting manner.

6. Funeral and Burial Sub-Committee

The Funeral and Burial Sub-Committee shall manage the cemetery and shall arrange for funeral and burial.

7. Library Sub-Committee

The Library Sub-Committee shall manage all the affairs of the Library.

8. Madressah Sub-Committee

The Madressah Sub-Committee shall manage all affairs of Al Mahdi Madressah including Darul Quran.

9. Al Mahdi Sports and Recreational (ASR) Activities Sub-Committee

Al Mahdi Sports and Recreational Activities Sub-Committee shall manage all affairs of sports and recreational activities.

10. One or More Adhoc Committee or Committees

The Executive Committee may appoint one or more Adhoc Committee or Committees for one or more specific object or objects and may delegate to them such powers and functions as it deems fit.

G. Membership Application/Profile Update

1. The person desiring to be enrolled as member of the Council shall send his application in Form 'A' appended to this Constitution and Bye Laws.
2. All existing members desiring to update their membership profile shall send their updated profile in Form 'B' appended to this Constitution and Bye Laws.

H. Muslim Burial Plan Application

The person desiring to participate in the Muslim Burial Plan of the Council shall send his application in Form 'C' appended to this Constitution and Bye Laws.

I. Staff

The Executive Committee shall be entitled to fix the remuneration and allowances of the staff and to frame such rules as they may deem fit for the conduct of the members of the staff.

These By-Laws may be altered or amended in the manner laid down in Article 14 of the Constitution of the Council.

ELECTION BY-LAWS

I. PREAMBLE

Whereas the need for free and fair elections in a democratic organization cannot be over-emphasized, it is imperative that any such organization must have foolproof and detailed system to ensure fair and free election.

Keeping in view the foregoing requirements, the constituents of the CIG deems it expedient that proper ELECTION BYE LAWS are framed.

Exercising the powers vested by the Executive Committee (EC) of the CIG, its Elections Bye Laws SubCommittee framed the ELECTION BYE LAWS for conducting and regulating elections of the following bodies of the CIG:

1. Board of Governors (BOG)
2. Executive Committee (EC)

II. TITLE

The Bye Laws shall be called the ELECTION BYE LAWS of The Council of Islamic Guidance Inc. (CIG).

III. EFFECTIVE DATE OF APPLICABILITY

These Election Bye Laws shall come into force from the date they are approved and adopted by the General Body of CIG, at its duly convened meeting.

IV. DEFINITIONS AND MEANINGS

Unless otherwise described specifically assigned different meanings in these Bye Laws, the following shall be deemed to mean:

1. Bye Laws means the ELECTION BYE LAWS.
2. VARIOUS BODIES OF CIG mean the following bodies of CIG:
 - i Board of Governors(BOG)
 - ii Executive Committee (EC)
3. ELECTION COMMISSIONER (ECR) AND ASSISTANT ELECTION COMMISSIONER (AEC) means the officials appointed under these Bye Laws to conduct elections of various bodies of CIG.
4. ELECTION COMMISSION (ECM) means the ECR or any member(s) of the Election Sub-Committee (ESC) authorized by the ECR to act on his behalf.
5. CIG or The Council means The Council of Islamic Guidance Inc.

6. BOG means the Board of Governors of the CIG.
7. EC means the Executive Committee of the CIG.
8. LC means the Ladies Committee of the CIG.
9. Member means the member of CIG.
10. CO-ORDINATION COMMITTEE means a committee comprising of the President, Secretary and 2 EC members nominated by the EC to coordinate and provide logistic support to the Election SubCommittee (ESC) in its work.
11. CONSTITUTION means the Constitution of the CIG, Bye Laws and Election Bye Laws.
12. ELECTION means election of all or any of the bodies of CIG mentioned in No. 2 above held under these Bye Laws pursuant to the Constitution.
13. ELECTION DIVISION means an administrative unit comprising of specified areas / localities, where at least one polling station will be set up by the ECM.
14. ELECTION SUB-COMMITTEE (ESC) means the Sub-Committee constituted by the ECR to assist conducting the total process of election and comprising of the ECR, AEC and eight members of the CIG in good standing.
15. The Office Bearers of various bodies of CIG are mentioned by the same designations as in the Constitution.
16. POLLING OFFICER means a member appointed by the ECR under these Bye Laws.
17. Prescribed means prescribed under these Bye Laws.
18. The masculine gender includes the feminine gender and vice versa. Plural includes singular and vice versa.

SECTION A: ELECTION COMMISSIONER, ASSISTANT ELECTION COMMISSIONER, ELECTION COMMISSION AND ELECTION SUB-COMMITTEE

- 1.00 Immediately after the General Body of CIG adopts these Election Bye Laws:
 - 1.01 The existing ECR of CIG will continue to hold this position until the new ECR is elected by the General Body Meeting of 2008.
 - 1.02 The ECR of CIG shall call the nominations for the election of the AEC from the floor. The election shall be held by show of hands
 - 1.03 Thereafter the ECR and AEC shall be elected at every alternate Annual General Meeting.

- 2.00 The Election Commissioner and AEC shall not be eligible for election for more than two (2) consecutive terms.
- 3.00 In the event the ECR tenders his resignation for any reason, the EC of CIG will be eligible to accept his/her resignation.
- 4.00 In the event the seat of the ECR falls vacant for any reason, the ACR would become the ECR and would appoint new ACR from amongst the members of CIG in good standing.
- 5.00 In the event the ACR tenders his resignation for any reason, the ECR would be eligible to accept his/her resignation.
- 6.00 In the event the seat of the ACR falls vacant for any reason, the ECR would appoint new ACR from amongst the members of CIG in good standing.
- 7.00 The ESC shall comprise of eight (8) members (including minimum 2 female members) and other additional workers, (Polling Officers, Supervisors, and Scrutinizers etc.) The members of ESC shall be appointed by the ECR in consultation with the AEC from amongst the members of CIG in good standing upon the announcement of elections by the EC.
- 8.00 The ECR, AEC and ESC will be called Election Commission (ECM).

SECTION B: DUTIES AND RESPONSIBILITIES OF ELECTION COMMISSION (ECM) AND ELECTION SUB-COMMITTEE (ESC)

- 1.00 All the members of ESC shall act independently and without any prejudice or bias to any group based on gender, age, ethnic origin, color, language, family background or any other special preference.
- 2.00 The ECR shall preside over all meetings pertaining to Elections.
- 3.00 Election Divisions will be determined by the ECM.
- 4.00 ECM shall fix the number of and select the sites of polling stations depending on the size of population of members.
- 5.00 The ECM according to the procedure hereafter provided shall conduct the elections of various bodies of CIG, count the votes and announce the list of successful candidates.
- 6.00 The printing of Ballot Papers shall be the sole responsibility of the ECR.

SECTION C: BASIC PRINCIPLES

- 1.00 As provided in Article 3 and Article 10 of the Constitution of CIG, the Members of the CIG entitled to vote at a Meeting of Members shall elect twelve (12) Officers of the EC for a of 2 years term.

- 2.00 As provided in Article 5 and Article 10 of the Constitution of CIG, the Members of the CIG entitled to vote at a Meeting of Members shall elect for 4 Governors (including 1 female Governor) for a 4 years term.
- 3.00 Subject to the provision of the Constitution and the By Laws hereunder the office bearers of the BOG and EC shall be elected by direct secret ballot to be casted by Members of the CIG in the manner hereafter provided.
- 4.00 A Member can contest for only one position of the BOG or EC. Candidature of a contesting Member shall stand cancelled for all positions, if he/she fails to withdraw all nomination papers filed except one, before the date of withdrawal.
- 5.00 The office bearers of BOG and EC shall be elected by simple majority of votes cast.
- 6.00 The voters shall be permitted to cast his/her vote only on production of any valid photo identity acceptable in Ontario.
- 7.00 The only Members eligible to vote shall be those who meet the requirements of Article 9, Section 1 of the Constitution and who otherwise are in compliance with the requirements for Members set out in the Act, the Constitution, and the By-Laws of the Council.
- 9.00 All eligible voters shall cast their votes in person or by such electronic means as may be made available by the Executive Committee from time to time.
- 9.00 All decision made by the ECM during the entire election process shall be final and binding on all concerned.

SECTION D: ANNOUNCEMENT OF ELECTIONS

- 1.00 Within 21 months from the last Bi-annual General Election, the incumbent EC of CIG shall announce the date for holding the General Elections, which date shall not be later than 27 months from the last Bi-annual General Election.
- 2.00 No bye-election shall, however, be held after the EC has decided to hold the general election under these Bye Laws and in case the process of any bye-election has started but has not been finalized at the time of decision of General Election, such bye-election shall stand cancelled automatically.
- 3.00 Form 'D' and Form 'E' pertaining to election process are appended to this Constitution and Bye Laws.

SECTION E: THE ELECTORAL ROLL AND ELECTION SCHEDULE

- 1.00 The ECM with the co-operation of the CIG's Secretariat shall cause to prepare a provisional ELECTORAL ROLL of the CIG members before 45 days of the election date. The ECM will also cause to publish a notice to this effect within three days from the finalization of the said roll. The notice shall be displayed on the Notice Boards of all the Centres operating under the banner of CIG. Email notification will be sent to the

CIG members through community email service and will be published on the official website of CIG. The notice will cover the following:

- a) The provisional electoral roll is ready for inspection at CIG office.
- b) Objections, if any, to be filed with the ECR within 14 days of publication of notice.
- c) The final electoral roll shall be finalized ten days before the polling day. The names of only those members of CIG who are in good standing shall appear on the electoral roll.
- d) All contesting candidates (as included in the final list of candidates) shall be eligible to procure the final electoral roll from ECM upon payment of fee determined by the ECM.
- e) Date of election and Election Divisions.
- f) Election schedule has been displayed on Notice Boards of all the Centres operating under the banner of CIG.

2.00

The ECM shall cause to prepare an ELECTION SCHEDULE which shall be displayed on the Notice Boards of all the Centres operating under the banner of CIG. Following schedule is given as guideline only which may be altered by the ECR at his discretion:

- a) D means: Polling Day
- b) D minus 45: Publication of election schedule giving firm dates.
- c) D minus 44: Issue of nomination papers.
- d) D minus 35: Last date for filing of nomination papers.
- e) D minus 34: Day for scrutiny of nomination papers. List of eligible candidates contesting the election shall be displayed on Notice Boards of all the Centres operating under the banner of CIG.
- f) D minus 33: Filing objections against scrutiny results of nomination papers.
- g) D minus 27: Disposal of objections filed.
- h) D minus 25: Last day for withdrawal of nomination by the candidates.
- i) D minus 23: Revised list of contesting candidates shall be displayed on Notice Boards of all the Centres operating under the banner of CIG.
- j) D minus 18: Last date for retirement of the candidates.
- k) D minus 16: Official final list of contesting candidates will be displayed on Notice Boards of all the Centres operating under the banner of CIG.

- l) D minus 4: The contesting candidates may intimate the names of Polling Agents not more than one for each polling supervisors (scrutiny and identity point). The panels/ groups will be considered as single entity for nominating the polling agents. One person can act as Polling Agent for number of candidates/groups.
- m) D day: Polling day.
- n) D day and D plus 1: Counting of votes to commence after polling is closed; nevertheless the ECM shall have discretion to defer the counting for next day. Counting of votes shall be conducted at various polling Centres and/or any other place(s) decided by the ECM. Only candidates or their authorized representatives may be allowed to be present at the time of counting of votes. However, the ECM at its discretion may restrict the number of persons to be present to witness the counting of votes.
- o) D plus 2 to 5 If any affected candidate files a written request for recounting of votes, the ECM at its discretion may entertain or reject the request.
- p) D plus 6 Last date for filing election petitions/complaints. Such petitions/ complaints shall be filed in person, by the petitioner/complainant himself with the ECR.
- q) D plus 7 It shall be obligatory for the petitioner/complainant to be present in person, before the ECR on this day, to know the fate of his petition/complaint. The ECR may dispose off the petitions/complaints summarily or admit the same for regular hearing. Failure to appear upon his name being called shall be construed as petitioner/complainant no more desires to pursue his complaint/petition.
- r) D plus 8 and 9 Hearing of petitions/complaints and decision on them by ECR.
- s) D plus 10 Final official list of successful candidates shall be announced by the ECM and displayed on Notice Boards of all the Centres operating under the banner of CIG. Certified copy of the results will be issued by the ECR upon payment of fee to be determined by the ECM.

- 3.00 In case of a tie vote the Election Commissioner shall hold re-elections in the General Meeting immediately following the Election Day.

SECTION F: ELIGIBILITY AND QUALIFICATIONS

- 1.00 Only members of CIG in good standing having more than two years standing, not having incurred any disqualification under the Constitution or these Bye-Laws, shall be eligible to contest the election as a member of BOG of CIG.
- 2.00 Only members of CIG in good standing having more than two years standing, not having incurred any disqualification under the Constitution or these Bye-Laws, shall be eligible to contest the election as a candidate for President and Vice President of the EC.
- 3.00 Only members of CIG in good standing having more than 90 days standing, not having incurred any disqualification under the Constitution or these Bye-Laws, shall be eligible to contest the election as a candidate for member of LC and any office of EC except for President and Vice President.
- 4.00 Only members of CIG in good standing having more than two years standing not having incurred any disqualification under the Constitution or these Bye Laws, not being a candidate for the impending election, shall be eligible for ECR or AEC positions.
- 5.00 Every member of CIG contesting any election under these Bye Laws shall file a nomination form as herein prescribed (Form 'C'), duly proposed by a member and seconded by another member, both of whom must be eligible to vote. Provided that where a member has proposed or seconded more than one candidate for the same post, the nomination papers of all such candidates shall be considered invalid.
- 6.00 Following shall be deemed to be inherent disqualification of any candidate contesting election for any office of various bodies of CIG:
- a) Certified or otherwise adjudged to be of unsound mind.
 - b) Convicted of an offence involving moral turpitude.
 - c) Adjudged bankrupt.
 - d) Not the follower of Shia Ithna Asheri faith of Islam.
 - e) The ECR, AEC, the eight (8) members of the ESC and other workers appointed by the ECR, i.e. Polling Officers, Supervisors, and Scrutinizers etc. shall not be eligible to contest the elections.

SECTION G: ELECTION PROCEDURE

The following election procedure is given as guideline only which may be altered by the ECM at its discretion:

- 1.00 **Nomination Papers**
- 1.01 The ECM would place a sealed box at a designated place/location within the jurisdiction of CIG to receive all nomination papers for the election. The potential candidates or their representatives shall drop their nomination papers in the sealed box

during designated hours by the ECM from the start date to the last date for receiving the nomination papers.

- 1.02 The ECM will open the box containing nomination papers on the day of scrutiny in the presence of the ESC and prepare a list of all the members who filed the nomination papers prior to the scrutiny. The Election Commissioner shall determine that the nominated candidates meet all the eligibility criteria as set out in this Constitution.
- 1.03 In the event that the ECM does not have a duly nominated candidate for a vacancy to be filled on the Election Day, then the ECM shall solicit nominations and secondments from the floor at the Annual General Meeting immediately following the Election Day, and proceed with the election in accordance with the election procedures as set out in this Constitution/Bye-laws.

2.00 **Prior to Polling Day**

- 2.01 The ECM may allow electronic voting (e-voting) prior to the Polling Day if it feels so necessary. In such a situation the ECM shall devise appropriate procedure for e-voting in the light of suggestions received from the contesting candidates.
- 2.02 On the night prior to the polling day the ECM will set up areas for the verification of the voters, representatives of the candidates, issuance of ballot papers and polling booths at various polling stations. The ECM will also put on display the instructions to the voters.
- 2.03 The ECM will brief all the candidates and their agents by the polling day process and polling timings on the night prior to the polling day.

3.00 **Polling Day**

- 3.01 Polling will be held during the timings announced by the ECM at all the designated polling stations.
- 3.02 The ECM will show empty ballot box(es) to the candidates and/or their representatives, and then lock and seal the box in their presence and place it in the designated area wherein the voters will drop their ballot paper after casting their votes.
- 3.03 Upon arriving at polling station the voter will first proceed to the representatives of the candidates to ascertain that they have no objection towards this voter.
- 3.04 The voter will then proceed to the Polling Officer and show him his photo identity. The polling officer will verify his/her name and identity. The Polling Officer after verifying the name of voter and his identity (either through a photo ID or through 2 members of CIG in good standing), will issue him/her the ballot paper and get his/her signature on the counterfoil of the ballot paper.
- 3.05 The voter will then proceed to the polling both to cast his/her vote, fold the ballot paper and drop it into the sealed ballot box.
- 3.06 The voter will leave the polling area after casting his/her vote.

3.07 Voting by proxy shall not be permitted.

4.00 **Counting of Votes and Results**

4.01 The counting of votes will take place after the closing of polling according to Section-B, Clause 2.00 (n) of these Bye Laws.

4.02 The ECM will provide the list of voters who casted their votes electronically to the candidates and/or their representatives of the candidates to confirm and sign the list that all the e-voters are enrolled in the voters list.

4.03 The ECM will count the E-votes in the presence of candidates and/or their representatives.

4.04 The ECM will unlock the ballot box(es) in the presence of the candidates and/or their representatives and count the votes received by each candidate.

4.05 At the conclusion of counting (including e-votes) the ECM will prepare a summary of votes casted, votes rejected and votes received by each candidate and get it signed by the candidates and/or their representatives and then announce the unofficial results.

4.06 Final official list of successful candidates shall be announced by the ECM and displayed on Notice Boards of all the Centres operating under the banner of CIG within 10 days of polling day as per Section-E, Clause 2.00 (s) of these Bye Laws.