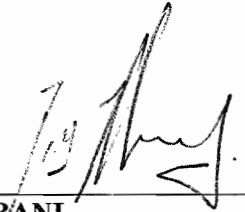


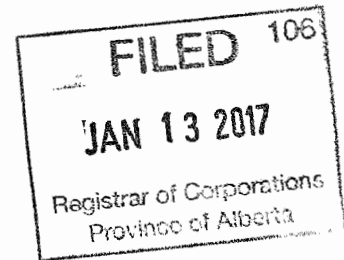
**CERTIFIED SPECIAL RESOLUTION OF THE
AL-HEDAYA ISLAMIC CENTRE OF NORTHEAST CALGARY**

I certify the By-law amendment special resolution was approved by a special resolution at a duly called meeting of the members of the Al-Hedaya Islamic Centre of Northeast Calgary on July 2, 2016.

The amended and restated By-laws are attached as Appendix "A" hereto.



Khalil KARBANI
Chairman





BYLAWS OF THE

AL-HEDAYA ISLAMIC CENTRE

OF NORTHEAST CALGARY

8415 – 52nd STREET NE

CALGARY, AB T3J 4H1

JULY 2, 2016

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A. Name and Interpretation

1. The name of the Society shall be Al-Hedaya Islamic Centre of Northeast Calgary, hereinafter referred to as "Al-Hedaya" or the "Society".
2. The Society shall carry out its Objects without the purpose of gain for its Members and any profits or other accretions to the Society shall be used for the purpose of furthering its Objects.
3. In these Bylaws the capitalized terms shall have the following meanings:
 - 3.1 "**Annual Budget**" means the authorized annual budget for the Society for a Fiscal Year approved or amended by the Members at a Meeting;
 - 3.2 "**Board**" means the Directors acting as a group as authorized by the Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society;
 - 3.3 "**Board Meeting**" means a duly called and constituted meeting of the Board according to the Bylaws;
 - 3.4 "**Business Day**" means a day other than a Saturday, Sunday or a statutory holiday in Alberta;
 - 3.5 "**Bylaws**" means the bylaws of the Society;
 - 3.6 "**CCMT**" means the Canadian Council of Muslim Theologians;
 - 3.7 "**Committee**" means a committee of the Society created and operating in accordance with the Bylaws;
 - 3.8 "**Directors**" means those persons who have been elected or appointed directors in accordance with the Bylaws and have not then ceased to be a director of the Society and shall be and have been a Member for a period of at least one (1) year prior to their nomination, and a "Director" means any one of them;
 - 3.9 "**Facilities**" means all buildings, facilities and lands owned or leased, by the Society to further its goals; and "Facility" means any one of them;
 - 3.10 "**Financial Year End**" means December 31;
 - 3.11 "**Fiscal Year**" means the period from January 1 to December 31;
 - 3.12 "**General Meeting**" means the annual general meeting of Members of the Society;
 - 3.13 "**Meeting**" means a General Meeting or Special Meeting;

- 3.14 **"Member"** means every person who becomes and remains a member of the Society in accordance with the Bylaws;
- 3.15 **"Membership Register"** means the register of Members;
- 3.16 **"Muslim"** means a person who declares that he believes in the "ONENESS" of Allah (The most glorified, the most high) and that Muhammad (Peace be upon him) is the final Prophet and Messenger and declares that he believes in the teachings of the holy Qur'an and the Sunnah;
- 3.17 **"Ordinary Resolution"** means a resolution passed at a Meeting of Members by a simple majority of the votes cast by Members present and voting on that resolution in person;
- 3.18 **"Quorum"** means a majority of the Directors or those Directors present at a meeting adjourned for lack of original quorum, in the case of the meetings of the Board, and 10% of Members in the case of Meetings of Members or those Members present at a Meeting adjourned for lack of original quorum;
- 3.19 **"Registrar"** means the registrar of the Corporate Registry of Government of Alberta as defined in the Societies Act;
- 3.20 **"Related Persons"** has the meaning ascribed to the phrase in the *Income Tax Act* (Canada);
- 3.21 **"Societies Act"** means the *Societies Act* RSA 1980 cS-18, as amended or substituted from time to time;
- 3.22 **"Special Meeting"** means a general meeting of the Members of the Society that is not the annual general meeting; and
- 3.23 **"Special Resolution"** means a resolution passed at a Meeting of Members by a majority of not less than three-quarters (3/4) of the votes cast by the Members present and voting on that resolution.
4. In these Bylaws, unless otherwise expressly stated or the context otherwise requires:
- 4.1 references to **"herein"**, **"hereby"**, **"hereunder"**, **"hereof"** and similar expressions are references to these Bylaws and not to any particular Article or Section of these Bylaws;
- 4.2 references to an **"Article"** or **"Section"** are references to an Article or Section of these Bylaws;
- 4.3 words importing the singular shall include the plural and vice versa, and words importing gender shall include the masculine, feminine and neuter genders;

- 4.4 the use of headings is for convenience of reference only and shall not affect the construction or interpretation hereof;
 - 4.5 the words "**includes**" and "**including**", when following any general term or statement, are not to be construed as limiting the general term or statement to the specific items or matters set forth or to similar items or matters, but rather as referring to all other items or matters that could reasonably fall within the broadest possible scope of the general term or statement; and
 - 4.6 in the event that any day on which any amount is to be determined or any action is required to be taken hereunder is not a Business Day, then such amount shall be determined or such action shall be required to be taken at or before the requisite time on the next succeeding day that is a Business Day unless otherwise expressly determined in these Bylaws.
5. The business of the Society will be conducted in English.
 6. All meetings of the Society shall take place in the City of Calgary at a place designated by the Board.

B. Enduring Founding Principles

1. The following Founding Principles are absolute, permanent, shall endure forever as a fundamental part of the Bylaws and may never be altered, amended, superseded or rescinded:
 - 1.1 The Society shall in all of its affairs and activities adhere to the tenets of Sunni Islam;
 - 1.2 The Society, the Board, acting on behalf of the Society, or any Member, shall not engage in, participate in, sponsor, co-sponsor or permit the use of its Facilities for any activities that:
 - 1.2.1 are inconsistent with the teachings of Islam; or
 - 1.2.2 are prohibited by law; or
 - 1.2.3 are prohibited by the Bylaws.
2. In the event of conflict with any other Section of these Bylaws, the Founding Principles under Section B shall prevail.

C. Board of Directors and Officers of Society

(a) Composition and Appointment

1. The Board consists of a minimum of nine (9) and a maximum of fifteen (15) Directors, as determined by resolution of the Board prior to a Meeting at which Directors are to be elected, and failing any such determination shall be the number of Directors last established by the Board.
2. No more than two (2) Directors shall be Related Persons at the time of election or appointment.
3. The Board shall be elected by secret ballot by the Members at a General Meeting. Each Member shall be entitled to one vote for each Director position being contested.
4. A Director shall hold office for a term of two (2) years or until their successors are elected or appointed. No Director's term in the office shall exceed four (4) consecutive years for the period following the 2016 election of Directors. Terms shall not be deemed consecutive if there is a period of at least one (1) year between terms, where the Member was not a Director.
5. A vacancy in a Director's position, however caused, may be filled by the Board, from among the Members for the remainder of the term that the said Director had been elected or appointed as a replacement. If a vacancy is not filled by the Board, it shall be filled by election at the following Meeting for any outstanding period of the vacated term to be completed.
6. When an Officer or a Director ceases to be a Member of the Society for any reason whatsoever, resigns from the Board or does not attend three (3) consecutive Board meetings thereof without a reasonable written excuse in advance, his or her office or directorship may be declared vacant by the Board.
7. Directors must give their undivided loyalty to the organization and must not let matters of personal interest or profit come into conflict with the interests of the organization. A Director or officer shall disclose to the Board his interest in any material contract or material transaction or proposed material contract or proposed material transaction with the Society.
8. The Members may remove a Director before the expiration of his or her term of the office by Special Resolution at a Meeting called for such purpose. However, subject to the Board's right to conduct the Society's meetings, said Director shall be provided reasonable opportunity by the Board to address the Members' concerns prior to a vote on the Special Resolution at the Meeting.

9. The Board shall appoint a President, Secretary, Treasurer and such other officers as the Board may designate from among the Directors who shall serve at the pleasure of the Board.
10. The President shall be the lead representative of the Society and shall be the chairman at all meetings of Society. Subject to the authority of the Board, the President shall have general supervision of the business and affairs of the Society and he shall, subject to the provisions of the Societies Act and the By-laws, have such other powers and duties as the Board may specify. The President shall represent Society in all its dealings with other organizations, with the public or with media, except as otherwise provided by the Board of Directors or this Constitution and ByLaw. In the President's absence, the Secretary, firstly, and in the Secretary's absence, the Treasurer, shall act and assume the powers of the President. If all three are unable to fulfill such duties and powers, then the Board may appoint another Director to fulfill such duties and powers during the absence or inability of the President, Secretary and Treasurer.
11. The Secretary shall attend and be the secretary of all meetings of the Board and Members and shall enter or cause to be entered in records kept for that purpose minutes of all proceedings thereat; shall give or cause to be given, as and when instructed, all notices to Members, Directors, officers, auditors and members of committees of the Board. The Secretary shall be the custodian of all books, papers, records, documents and instruments belonging to the Society, except when some other officer or agent has been appointed for that purpose; and the Secretary shall have such other powers and duties as the Board may specify.
12. The Treasurer shall keep or cause to be kept proper accounting records in compliance with the Societies Act and shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Society. The Treasurer shall render or cause to be rendered to the Board whenever required an account of all transactions and shall have such other powers and duties as the Board may specify.
13. The powers and duties of all other officers appointed by the Board shall be such as the terms of their engagement call for or as the Board, may specify.
14. The Board may from time to time and subject to the provisions of the Societies Act and these Bylaws, vary, add to or limit the powers and duties of any officer.

(b) Election Committee

1. The Board shall appoint an Election Committee comprising a minimum of three (3) and maximum of five (5) Members to oversee all matters relating to the election of Directors in a fair manner and in compliance with the Bylaws. No member of the Election Committee shall be:

- 1.1 a Director; or
- 1.2 a nominee for a Director's position.
2. The Board shall provide or cause to be provided to the Election Committee a copy of the Membership Register at least fourteen (14) days prior to the General Meeting.
3. Once appointed, the Election Committee shall have an independent existence for the conduct of the next election of the Board of Directors. The Board of Directors will not interfere in the operation of Election Committee or its membership, unless to fill vacancies created by the resignation, death or other incapacity of a member to serve on the committee.
4. The Election Committee shall:
 - 4.1 decide, announce and post on a location clearly visible to Members in the Facilities in use by Society until the results of the election have been announced, a list of nominees and the period of time during which voting for Directors shall be conducted. Such period shall include the time during the Meeting at which the election is designated to take place and shall operate for a duration determined by the Election Committee to be sufficient for Members to cast their vote on that day; and
 - 4.2 use the Membership Register provided in Section C(2)(2), above, to determine the eligibility of Members to vote; and
 - 4.3 execute elections on the day approved by the existing Board; and
 - 4.4 announce and post on a location clearly visible to Members frequenting the Facilities, the results of the election of Directors; and
 - 4.5 make all decisions, retain consultants and advisors, and incur expenditures in the name of the Society for the purpose of carrying out an election of Directors and giving effect to the results thereof; and
 - 4.6 carry out all such other acts and execute and deliver all documents as described in the mandate set by the Board and in the opinion of the Election Committee necessary to conduct the election and give effect to the results thereof.
5. Valid nominations for available Director positions shall have been received by the Election Committee no later than ten (10) days prior to the date set for the Meeting at which the election is to occur. Only a Member of the Society who has volunteered during the preceding six (6) months with the Society shall qualify for nomination as a Director.

6. If nominations for less than 75% of the positions set by the Board for election are received by the applicable deadline, no additional nominations shall be taken and the Board shall set a new election date at least 21 days and no more than 35 days following the deferred election date and shall review and address the number of Directors to be elected on the re-scheduled election date.

(c) Board Meetings

1. Meeting of the Board of Directors will be held at least once each month at such time and place as fixed by resolution of the Board or as requisitioned by the President or two (2) Directors on at least 72 hours notice setting forth therein the proposed agenda for the meeting.
2. In the event that a Quorum is not present within 30 minutes after the time called for a Board meeting, the meeting shall stand adjourned to a time at least 72 hours later and at a place, both as determined by a majority of those in attendance, and promptly thereafter notice shall be provided of the adjourned meeting to all Directors.
3. Notwithstanding any other provision of the Bylaws, no decision of the Board shall be valid unless exercised by the majority of the Quorum.

(d) Power and Authority of Board and Officers

1. The Board has the power and authority to:
 - 1.1 establish policies and ensure supervision and implementation of the general management and administration of all activities and affairs of the Society according to the provisions of these ByLaws;
 - 1.2 fix membership fees for each calendar year and set fees for any service the Society provides to its Members;
 - 1.3 hire or terminate employees as required to provide the general management and supervision of the operations the Society on such terms as the Board deems fit;
 - 1.4 make expenditures for the purposes of furthering the goals of the Society;
 - 1.5 to exercise responsibility for all financial activities, including, but not limited to fundraising, collection and disbursement of Zakat charity funds and other donations;
 - 1.6 to pursue any and all claims in the court of law on behalf of the Society;
 - 1.7 subject to approval of two-thirds (2/3) majority, to enter into contracts and agreements on behalf of the Society, provided such action is approved in

advance by the following, as the case may be:

- 1.7.1 the Board, if a contract or agreement is within the scope and limits of the Annual Budget;
- 1.7.2 the Board, for routine operations of the Society and does not exceed two (2) years in length; or
- 1.7.3 exceeds aggregate costs of \$100,000;
- 1.8 secure a loan or borrow money on behalf of and for the benefit of the Society, for the purposes of furthering the goals of the Society provided that the:
 - 1.8.1 debentures are not issued to raise the funds; and
 - 1.8.2 loans are not interest bearing; and
 - 1.8.3 Society's assets are not pledged against loans; and
- 1.9 establish accounts, provided the Society's funds are not placed in interest bearing account.
- 2. For greater clarity, any contract, agreement, trust arrangement or memorandum of understanding that in any way restricts, limits, supersedes, calls into question the applicability of or is in conflict with the Bylaws or any portion thereof is expressly prohibited without amendment to the Bylaws.
- 3. The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, and benefits for the purposes of furthering the goals of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, or property.
- 4. For greater clarity, any contract, financial instrument or legally binding document executed on behalf of the Society shall be co-signed by at least two (2) Officers or Directors, at least one of whom shall be the President, Secretary or Treasurer.
- 5. All financial transactions shall be compliant with Islamic financial practices.
- 6. A Director of Al-Hedaya shall not incur any expenditure greater than \$500 for which reimbursement is sought without approval of the Board. Any transaction for reimbursement below \$500 will need approval from the majority of the Board. All transactions must be accompanied by appropriate receipts.
- 7. Every Director and officer of the Society in exercising the Director's or officer's powers and discharging the Director's or officer's duties shall:
 - 7.1 act honestly and in good faith with a view to the best interests of the Society;

and

- 7.2 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstance.
8. A Director and officer has complied with the Director's duties under Section 7, if the Director or officer exercises the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, including reliance in good faith on:
- 8.1 financial statements of the Society represented to the Director by an officer of the Society or in a written report of the auditor of the Society to reflect fairly the financial condition of the Society; or
 - 8.2 an opinion or report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by that person.

D. Committees

- 1. The Board may create one or more Committees to implement the directives of the Board provided, for each such Committee other than the Election Committee, the Board sets out the:
 - 1.1 name of the Committee; and
 - 1.2 purpose and scope of the Committee; and
 - 1.3 term of the Committee; and
 - 1.4 constitution of the Committee (for greater clarity: the structure, number and role of committee members and process for selection and replacement of Committee members); and
 - 1.5 authorities and limitations of the Committee (including financial authorities and limits); and
 - 1.6 operating rules to be followed by the Committee.
- 2. The Board shall appoint at least one Director to each Committee other than the Election Committee, may appoint other Members to a Committee and may appoint the chairman of each Committee.
- 3. Notwithstanding Section D.1, no Committee other than the Election Committee shall be created or authorized to conduct any business on behalf of the Society without specific authorization of the Board.

4. The Board may at its pleasure at any time dissolve any Committee other than the Election Committee, change membership or otherwise modify, add to, rescind or limit its purpose, scope, constitution, authority, limitations or operating rules.

E. Membership, Terms of Admission, Rights and Obligations

(a) Application for Membership

1. There shall be one class of membership in the Society.
2. Membership in the Society is non-transferrable.
3. An applicant for membership in the Society shall:
 - 3.1 Pay the annual membership fees fixed by the Board for each calendar year.
 - 3.2 Provide to the Society on the Society's application form the applicant's:
 - 3.2.1 Full name; and
 - 3.2.2 Current residential address; and
 - 3.2.3 Telephone number; and
 - 3.2.4 Email address with a consent to receive email communication; and
 - 3.2.5 Date of application; and
 - 3.2.6 Signature attesting to the accuracy of information provided; and
 - 3.2.7 Provide the name of one (1) current Member who has agreed to serve as a reference in the application; and
4. Attest that he or she meets all of the following requirements for membership by confirming in the affirmative in the application for membership to the Society that he or she:
 - 4.1 Is a Muslim and at least eighteen (18) years of age; and
 - 4.2 Resides within the Northeast quadrant of the City of Calgary, being the area bounded by McKnight Boulevard on the south boundary, Barlow Trail on the west boundary and the city limits of the City of Calgary on the north and east boundaries on July 2, 2016 or at any time thereafter or for a period of two (2) years after having so resided, or for those who do not reside in the aforementioned area on July 2, 2016 and are then Members, for a period of two (2) years thereafter; and

10. Unless otherwise directed, any amount awarded shall be paid to the party entitled to receive it within twenty one (21) days of dispatch of the award to the parties.
11. The Arbitrator's fees and expenses shall be paid by the Society.
12. Unless otherwise agreed by the parties or ordered by the Arbitrator, each party shall bear its own costs of the arbitration.
13. The Arbitrator may order one party to pay the whole or part of another party's costs where the first party has acted unreasonably and caused the other party unnecessary expense.

L. Miscellaneous

1. Al-Hedaya shall file with the Registrar together with its annual statement, a list of Board of Directors with their addresses and dates of their appointment or election each year on or before the last day of the month of October (as required under the Societies Act based on date of incorporation).
2. The Secretary or other person appointed by the Board within thirty (30) days of any amendment to the Bylaws or of a change of composition of the Board of Directors, will file the change with the Registrar.
3. A copy of the Bylaws shall be furnished free upon request to any Member of Al-Hedaya.
4. The Secretary of Al-Hedaya will be custodian of seal of the Society. The seal will only be used to stamp the official documents of the Society.
5. Any assets owned by Al-Hedaya, will be completely protected from taking any bank loans which include interest. It shall be prohibited to lease or sell any interest of the Society in real property, until and unless approved in a Special Meeting.
6. Al-Hedaya aspires to be a charitable organization and as such collects donations to fund charitable community projects and its charitable operations. The Society will use all the funds generated through charitable community donations exclusively for Al-Hedaya operation and projects. Transfer of such funds to any other projects/chapters shall require approval by the Board.
7. No Director or officer shall receive any remuneration as a Director for his services to Al-Hedaya unless authorized by at least three-quarters (3/4) of the Board.

M. Amendments to the ByLaws

1. The Bylaws of the Society may only be rescinded, amended or added by Special Resolution passed at a Special Meeting called for this purpose.

2. No rescission or amendment of or addition to the Bylaws has effect until it has been registered by the Registrar.
3. Any rescission, amendment of, or addition to, the Bylaws shall be in accordance with the principles of Islam and applicable laws of Alberta.

N. Indemnification of the Board and Officers of Society

1. Subject to the provisions of the Societies Act, each Director of the Society and his or her heirs, executors, administrators and estate shall be indemnified by the Society against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her being or having been a Director of the Society, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to have been Derelict in the performance of his or her duty as an officer, director or trustee. "**Derelict**" shall mean grossly negligent, criminally negligent or intentionally engaged in tortuous conduct with the intent to defraud, deceive, misrepresent or take advantage improperly of an opportunity available to the Society.
2. Subject to the provisions of the Societies Act, the Board is authorized from time to time to give indemnities to any Director or Officer who has undertaken or is about to undertake any liability on behalf of the Society or any society or entity controlled by the Society.
3. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Society, prior to the final disposition thereof in the discretion of the Board and upon receipt of an undertaking satisfactory in form and amount, to the Board by or on behalf of the recipient to repay such amount unless it is ultimately determined that he or she is entitled to indemnification hereunder.
4. The Board will use reasonable commercial efforts to purchase and maintain insurance for the benefit of any or all Directors and Officers.

- 4.3 Is a citizen or permanent resident of Canada; and
 - 4.4 Declares a belief in Allah, His Angels, all of His Messengers, all of His Books and the Day of Resurrection; and
 - 4.5 Declares an acceptance of the Quran and Sunnah of Muhammad (Peace be upon him) as the basis for the teachings of Islam; and
 - 4.6 Agrees to abide by the Bylaws of Society.
- 5. Applications for membership shall be submitted to the Society. The Secretary shall present all applications for membership to the Board for review and consideration. Membership may only be granted upon approval by the Board, and once granted shall be recorded in the Membership Register.
 - 6. Members will at all times maintain all information requested with their application as current with the Society.
 - 7. A Member must continue to meet all of the requirements for membership as a Member as set out in the Bylaws.
 - 8. A Member of the Society:
 - 8.1 may attend any Meeting and present an Ordinary Resolution provided written notice of such resolution has been given to the Secretary at least fourteen (14) days prior to the Meeting;
 - 8.2 is entitled to one vote on any Special Resolution or Ordinary Resolution;
 - 8.3 is entitled to vote for election of Directors; and
 - 8.4 is eligible for appointment as a Director, subject to condition stated in Section C(a)6 or to any Committee of the Society.

(b) Change of Membership Status and Termination of Membership

- 1. Subject to the provisions of the Bylaws, a Member may be:
 - 1.1 Expelled from the Society and thereby have his or her membership in the Society revoked; or
 - 1.2 Suspended from the Society for a period of time, during which time the suspended Member shall not be entitled to the rights and privileges (including without limitation the right to vote or be a Director) of membership in the Society;

in accordance with (4), below.

2. A person shall cease to be a Member of the Society:
 - 2.1 by delivering his or her resignation in writing to the Secretary; or
 - 2.2 on failing to maintain the requirements of membership set out in Section E(a)3 and 4; or
 - 2.3 on his or her death; or
3. Any person who ceases to be a Member of the Society shall be removed from the Membership Register, and the reason the person ceased to be a Member shall be recorded by the person responsible for maintaining the Membership Register.
4. An allegation that a Member is not in compliance with the Bylaws or that a Member is disruptive to the ability of the Society to work towards its goals may be brought to the Board for consideration, provided the allegation is in writing and endorsed by at least three Members, who are not Directors. Upon receipt of the allegation by the Board, the Secretary shall place the matter on the agenda of the next Board meeting at least 21 days following the receipt of the complete allegation, and shall invite to that meeting the Member who is the subject of the allegation. At that meeting, the Member who is the subject of the allegation shall be given the opportunity to respond to the allegation. The Board, may choose to reject the allegations, expel the Member, suspend the Member for a period of time, or reserve judgment pending further investigation. A Member may be expelled or suspended from the Society by the vote of at least three-quarters (3/4) of the Directors present at that meeting on the terms established by that vote of Directors.
5. An expelled or suspended Member may appeal the expulsion or suspension by written notice to the Secretary of his or her election to appeal within seven (7) days of notice of suspension or expulsion. Any appeal shall be determined by arbitration in accordance with Section K. The expulsion or suspension shall be in effect pending any appeal.
6. An expelled or suspended Member may be reinstated by:
 - 6.1 a decision arising from arbitration overturning the suspension or expulsion; or
 - 6.2 a vote of at least three-quarters (3/4) of the Directors present at a meeting specifically called for that purpose on application by the Member for reinstatement;

and the compliance with all other membership criteria, including payment of fees and a declaration of compliance with membership requirements in writing by submission of a new membership application or such other document as may be satisfactory to the

Board.

7. Any change in the membership status of a Member shall be recorded in the Membership Register by the Secretary.

F. General or Special Body Meetings

1. The Society shall conduct a General Meeting during the second quarter of every year, at which:
 - 1.1 the Board shall present a financial statement for the previous Fiscal Year setting out the Society's income, disbursements, assets and liabilities, audited and signed by the duly qualified Professional Accountant; and
 - 1.2 the Board shall present an Annual Budget for review by the Members; and
 - 1.3 the chairpersons of each committee shall present a report on their Committee.
2. Special Meetings of the Society shall be called by the Secretary upon:
 - 2.1 the instruction of the Board (at least two-thirds (2/3) of the Directors); or
 - 2.2 written requisition by at least twenty five (25%) percent of the Members setting out in sufficient detail the matter proposed to be put before the Meeting, including the specific text of the proposed resolution; provided that the Secretary is not required to act thereon if:
 - 2.2.1 the proposal is not submitted to the Society at least 90 days before the anniversary date of the previous General Meeting;
 - 2.2.2 it clearly appears that the proposal has been submitted by the Members primarily for the purpose of enforcing a personal claim or redressing a personal grievance against the Society, its Directors, officers or any of them, or primarily for the purpose of promoting general economic, political, racial, social or similar causes;
 - 2.2.3 the Society, at the request of Members, included a proposal to a Meeting within two (2) years preceding the receipt of the request, and the Members failed to present the proposal, in person, at the Meeting;
 - 2.2.4 substantially the same proposal was submitted to Members in a Meeting held within two (2) years preceding the receipt of the request and the proposal was defeated; or
 - 2.2.5 the rights being conferred by this Section are being abused to secure publicity.

3. All notices of Meetings shall:
 - 3.1 include the date, time, place of the Meeting and the agenda of the business to be conducted thereat as established by the Board;
 - 3.2 be issued by the Secretary at least twenty-one (21) days in advance;
 - 3.2.1 sending a notice to the home address or electronic transmission to each Member;
 - 3.2.2 by posting the notice on a location clearly visible to Members frequenting the Facilities until such General Meeting or Special Meetings is adjourned; and
 - 3.2.3 announcing during Friday prayers.
4. No error or omission in giving notice of a Meeting to a Member shall invalidate such Meeting or make void any proceedings taken thereat.
5. At all Meetings where the business of the Society is to be transacted or vote taken, the President shall act as chairman of the Meeting, and in his absence the Secretary, and in his absence, the Treasurer, and in the absence of all of those persons, a person elected by Ordinary Resolution of the Members. The chairman of the Meeting shall announce to those in attendance, the number of Members in the Membership Register, the number of Members in attendance (after having taken a count) and whether quorum has been established.
6. Voting by proxy is not permitted.
7. At all Meetings, all votes shall be by a show of hands unless the chairman of the Meeting or at least 25 Members present request a secret ballot. Notwithstanding the foregoing, any vote for election or removal of Directors shall be conducted by secret ballot.
8. A declaration by the chairman of a Meeting that a resolution has been carried or not carried and an entry to that effect in the Minutes of the Society shall be sufficient evidence of the fact without proof or the number or proportion of the votes accorded in favour or against such resolution.

G. Activities of Society

1. In addition to those activities limited by Section B.1, the Society, the Board, or any Member, acting on behalf of the Society, shall not engage in, participate in, sponsor, co-sponsor or permit the use of its Facilities for any activities that are prohibited by Ordinary Resolution approved by the Board (at least three-quarters (3/4) of the Directors);

2. The Society will permit any of its Members to use the Facilities for Islamic activities and or community events, provided such activities are in accordance with the Bylaws and do not result in damage to the Facilities. However, the Board may establish rules and place conditions or limits on such activities, if such activities conflict with other activities in the Facilities or are necessary to protect the Society or Facilities.

H. Inspection of Books and Records

1. The following books and records of the Society may be inspected by any Members:

- 1.1 the objects and the Bylaws and all amendments to the objects and Bylaws;
- 1.2 minutes of Meetings and resolutions of Members;
- 1.3 copies of all notices required by Section F.3;
- 1.4 Members Register; and
- 1.5 copies of the financial statements and auditors reports thereon;

provided at least two (2) weeks written notice is given. Inspection shall be carried out in the presence of the President or Secretary and at least one (1) other Director.

2. The Board shall appoint a Professional Accountant to hold office as the Society's auditor for such period as the Board may determine from time to time, but such appointment shall be in compliance with the Bylaws.
3. A Professional Accountant shall, during the period of tenure of their office:
 - 3.1 be a Chartered Professional Accountant (CPA); and
 - 3.2 not be a Director or member of any Committee; and
 - 3.3 be entitled to attend any General Meeting; and
 - 3.4 audit the books, accounts and records of the Society once a year; and
 - 3.5 provide a written report to the Board, in accordance with the Societies Act and *Income Tax Act (Canada)*, on the accounts examined by them and every balance sheet and income statement laid before the Society at any General Meeting during their tenure of office.
4. The Board shall take all reasonable efforts to facilitate the activities of the Professional Accountant and shall make available all records of the Society for the same.

I. Relationship with Other Organizations

1. The Society will make all reasonable efforts to cooperate and coordinate the activities, business and affairs of the Society with the elected body of the Calgary Muslim community at large, the Muslim Community Foundation of Calgary (MCFC) and Muslim Association of Calgary. The extent of this coordination will however be exercised ONLY with respect to:
 - 1.1 representation of the Muslim community of Calgary in the media and with the government authorities, where appropriate.
 - 1.2 establishing the beginning of each month in the Islamic Hijri calendar for the City of Calgary and setting the timings for the Eid prayer; and
 - 1.3 facilitating collection of donations on behalf of the Society.
2. With the exception of the activities stated in Section I.1, Al-Hedaya will undertake the objects of the Al-Hedaya as per the Bylaws defined here within and independent of other Muslim organizations. In the event these organizations are replaced by other bodies, this clause shall apply equally to the new representative body.

J. Dissolution and Amalgamation of Society

1. The Society may only be dissolved or amalgamated with another organization by:
 - 1.1 a vote of the Board of Directors approved by at least three-quarters (3/4) of the Directors; and
 - 1.2 Special Resolution passed at a Special Meeting called for this purpose provided that eighty (80%) percent of the membership is present which will stand as quorum and seventy-five (75%) percent of the votes from the Members present are cast in favour of dissolution or amalgamation, as the case may be.
2. Upon the dissolution of the Society, the Society shall after, paying or making provisions for the payment of all its liabilities, gift all of the assets to an Islamic charity that is a registered Canadian charity or other qualified donees, as that term is defined in the Income Tax Act (Canada).

K. Arbitration

1. If a Member or applicant for membership, in any capacity, wishes to challenge any decision taken by the Society, the Board, a Director or an officer of the Society, he or she shall do so upon a application to the Secretary of the Society setting out the election to seek resolution of a dispute, with the full details of the dispute in accordance with the provisions of this Section K.

2. Within ten (10) days after receipt of a written Dispute, the Board of the Society shall appoint a suitably qualified independent person as sole Arbitrator ("**Arbitrator**"), and will advise the parties and the Arbitrator accordingly.
3. If the appointed Arbitrator is unwilling or unable to act in accordance with these Rules, then the Board shall appoint a substitute Arbitrator as soon as reasonably practicable, and will advise the parties and the Arbitrator accordingly.
4. Once the Arbitrator is appointed, all communications with the Arbitrator should be in writing and should be copied to all other parties.
5. The Arbitrator shall:
 - 5.1 adopt procedures suitable for quick, cost-effective and fair determination of the dispute, minimizing formality as far as possible; and
 - 5.2 be independent of, and act fairly and impartially as between the parties, giving each party a reasonable opportunity of putting its case and dealing with that of any opposing party.
6. The parties shall:
 - 6.1 do all things reasonably necessary for the quick, cost-effective and fair resolution of the dispute;
 - 6.2 comply without delay with any direction or ruling by the Arbitrator.
7. Unless otherwise agreed in writing by the parties or otherwise determined by the Arbitrator, the arbitration shall proceed in the following manner:
 - 7.1 The party making the claim (claimant) shall, within seven (7) days of the date on which the Arbitrator is appointed, provide to each other party and to the Arbitrator a document specifying the nature and basis of the claim, and any remedy sought, and enclosing copies of all documents and any witness statements or expert reports relied upon in support of the claim.
 - 7.2 Within a further seven (7) days, any other party (respondent) shall serve its response to the claimant's claim, setting out what it says as to the nature and basis of the claim, and any remedy sought, and enclosing copies of all documents and any witness statements or expert reports relied upon by the respondent in response to the claim.
 - 7.3 If a counterclaim is served, then, within a further fourteen (14) days, any respondent to the counterclaim shall serve its response to the counterclaim, including what it says as to the nature and basis of the counterclaim, the amount of the counterclaim (and how it has been calculated) and any other remedy

sought in the counterclaim, and enclosing copies of all documents and any witness statements or expert reports relied upon in response to the counterclaim.

- 7.4 If the dispute concerns issues which involve expert evidence, then if Arbitrator considers it appropriate, he or she may direct that:
- 7.4.1 expert reports not be served but that, instead, the experts retained by the parties are to be each provided with the material otherwise served, and then jointly meet (by a time fixed by the Arbitrator) and produce a joint report or reports (by a time fixed by the Arbitrator) recording the matters on which they agree, the matters on which they disagree, and identifying the reasons for any such disagreement and their respective contentions in relation to same;
 - 7.4.2 the experts retained by the parties attend one or more meetings chaired by the Arbitrator, so as to narrow issues in dispute, which meetings are to be held at a time and are to be conducted and recorded in a manner directed by the Arbitrator.
- 7.5 The Arbitrator may make such other directions or rulings as he or she considers to be reasonable.
- 7.6 The Arbitrator shall determine the matter based on the written material served or produced under this Section unless the Arbitrator determines that an oral hearing is necessary to explain or resolve conflicts in that written material in relation to any one or more of the issues in dispute.
- 7.7 If the Arbitrator determines that an oral hearing should be held in relation to any one or more of the issues in dispute, then that oral hearing shall be conducted as soon as practicable at a time and in the manner directed by the Arbitrator, including any reasonable time limits on oral evidence and the provision of written opening addresses and final submissions.
- 7.8 Any times fixed under this Section may be varied by agreement of the parties and the Arbitrator. In the absence of such agreement, on proper cause being shown by a party, the Arbitrator may vary the times fixed on such terms as to costs or otherwise as the Arbitrator, in his or her discretion, considers reasonable in the circumstances.
8. The law to be applied in the arbitration shall be the law of Province of Alberta.
9. As soon as reasonably practicable after receiving all submissions and evidence, the Arbitrator shall make a final and binding award with reasons. The Arbitrator will send a copy of the award to each party.