

بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ

In The Name of Allah, The Most Gracious, The Most Merciful

The Muslim Community of Windsor
5100 Howard Avenue, Tecumseh, Ontario N9A 6Z6
Tel: (519) 966-8276 Fax: (519) 966-0846

**Al-Hijra Mosque
BY-LAWS**

Proclamation

We, the members of the Muslim Community of Windsor Al-Hijra Mosque in Tecumseh, do hereby resolve to proclaim that the Al-Hijra Mosque, hereinafter referred to as the Mosque, will forever follow the Islamic principles based on the Qur'an and Tradition of the Prophet Muhammad, peace be upon him, for the purposes set forth in the By-Laws described here.

Preamble

Every human being, according to Islam, is born innocent and pure and bears within a trust to know Allah and act according to His guidance for achieving excellence in this world and the Hereafter. In pursuit of this noble goal, the foremost endeavor for a Muslim is to seek truth. The search for truth and living a life based on truth, fairness and justice to all mankind is cultivated through the guidance in the Qur'an as modeled by the Prophet Muhammad, peace be upon him.

Original in September 1997, Amended in May 2007

BY-LAW NUMBER 2

AL-HIJRA MOSQUE ("Al-Hijra")

A By-law to repeal and replace all other by-laws of Al-Hijra.

INTERPRETATION

1. **Meaning of Words.** In these By-laws and in all other By-laws and resolutions of Al-Hijra unless the context otherwise requires:
 - (1) **"Act"** means the *Corporations Act*, R.S.O 1990, Chapter c. 38 as from time to time amended and every statute that may be substituted therefore and, in the case of such substitution, any references in the By-laws of Al-Hijra to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes.
 - (2) **"Al-Hijra"** means "Al-Hijra Mosque", an Ontario, non-share capital corporation, incorporated under the Act.
 - (3) **"Board"** means the board of directors of Al-Hijra.
 - (4) **"By-law"** means any by-law of Al-Hijra from time to time in force and effect.
 - (5) **"Contracts, Documents and Instruments in Writing"** includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property real or personal, immovable or movable, agreements, releases, receipts and discharges for the payment of money or other obligation, conveyances, transfers and assignments of shares, share warrants, stocks, bonds, debentures or other securities, cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of Al-Hijra and all paper writings.
 - (6) **"Letters Patent"** means the letters patent and any supplementary letters patent of Al-Hijra.
 - (7) **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of Al-Hijra to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
2. **Gender.** The masculine gender includes the feminine and *vice versa*.
3. **Plural.** Words importing the singular number shall include the plural.
4. **Terms Defined in the Act.** All defined terms in the Act have the same meanings in this By-law and all other by-laws and resolutions of Al-Hijra.

HEAD OFFICE

5. **Head Office.** The Head office of Al-Hijra shall be in the Town of Tecumseh, in the Province of

Ontario (subject to change by special resolution), and at such place therein as the Board may from time to time determine.

FINANCIAL YEAR

6. **Year End.** Unless otherwise ordered by the Board, the fiscal year of Al-Hijra shall terminate on the 31st day of December in each year.

SEAL

7. **Seal.** The seal, an impression whereof is Stamped in the margin hereof, shall be the Corporate seal of Al-Hijra.

AIMS AND OBJECTIVES

8. The purpose of Al-Hijra is to vivify Islam as a way of life as stated in the following general aims and objectives:
- (a) Sponsor and conduct activities in religion to meet social and cultural needs of Muslims.
 - (b) Arrange and hold congregational prayers and Islamic festivities at appropriate times.
 - (c) Make Muslims aware of Canadian laws and responsibilities and rights arising from these laws.
 - (d) Provide and support educational and training programs in Islam and Arabic language through lectures, seminars, camps, conferences, and other programs in order to enhance understanding of Islam.
 - (e) Provide a community atmosphere among Muslims and arrange friendly dialogues with people of other faiths.
 - (f) Make available literature and other materials on Islam to Muslims as well as non-Muslims.
 - (g) Help persons in need through visitations to hospitals, prisons, and other institutions.
 - (h) Establish community services for the needy through the institution of zakat.

BOARD OF DIRECTORS

9. **Number.** The affairs of Al-Hijra shall be managed by the number of directors as set out in the Letters Patent or such other number of directors as may be determined from time to time by special resolution, providing that at all times the number shall not be fixed at fewer than three (3).
10. **Qualifications.** Each director shall:
- (a) Be at the date of election, a member of Al-Hijra for at least one full year and thereafter remain throughout his term of office, a member of Al-Hijra;
 - (b) not be an undischarged bankrupt; and
 - (c) not be a mentally incompetent person.
11. **Election.** Each director shall be elected to hold office from the date of the meeting at which he is elected or appointed until the annual meeting next following, or until his successor is duly elected or appointed. The whole Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified. The election may be by a show of hands unless a ballot is

demanded by any member.

12. **Removal by the Board.** Any director who is absent from three (3) consecutive and duly constituted meetings of the Board without acceptable excuse may be removed as a director by the Board.
13. **Removal by Members.** The members of Al-Hijra may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
14. **Vacation of Office.** The office of a director shall *ipso facto* be vacated by a director:
 - (a) **Bankrupt.** If the director becomes bankrupt or suspends payment of debts generally or compounds with creditors or makes an authorized assignment or is declared insolvent.
 - (b) **Mentally Incompetent.** If the director is found to be a mentally incompetent person or becomes of unsound mind.
 - (c) **Resignation.** If by notice in writing to Al-Hijra the director resigns office which resignation shall be effective at the time it is received by Al-Hijra or at the time specified in the notice, whichever is later.
 - (d) **Death.** Upon his death.
 - (e) **Removal.** If he is removed from office in accordance with Al-Hijra's By-law.
 - (f) **Qualification.** If he ceases to be qualified pursuant to the provisions of Al-Hijra's By-law.
15. **Filling Vacancies.** Vacancies on the Board, however caused, may, so long as a quorum of directors remain in office and subject to section 13 of this By-law, be filled by the directors, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

16. **Quorum.** A majority of the directors shall form a quorum for the transaction of business.
17. **Place of Meetings.** Directors' meetings shall be held at the head office of Al-Hijra or at such other place either inside or outside Ontario as may from time to time be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence.
18. **Calling of Meetings.** Directors' meetings may be formally called by the President or by the President on direction in writing of a majority of the directors.
19. **Regular Meetings.** The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and in respect of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of

Al-Hijra.

20. **Transaction of Business.** The directors may consider or transact any business either special or general at any meeting of the Board.
21. **Notice.** Subject to section 18 of this By-law, notice of Board meetings shall be delivered, mailed, telephoned or sent by facsimile to each director not less than seven (7) days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this By-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.
22. **Errors or Omission in Notice.** No error or omission in giving notice for a meeting of the Board shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.
23. **Chair.** In the absence of the President at a meeting of the Board, the directors present shall choose one of their numbers to be Chair for the purpose of the meeting.
24. **Voting.** Questions arising at any meeting of the Board shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any director present, but if no demand were made, the vote shall be taken in the usual way by assent or dissent. A declaration by the President or the Chair, as the case may be, that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
25. **Tie Vote.** In case of an equality of votes at any meeting of the Board, whether upon a show of hands or at a poll, the President or Chair, as the case may be, shall be entitled to a second or casting vote.
26. **Telephone Participation.** If all the directors of Al-Hijra present at or participating in the meeting consent, a meeting of directors may be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed for the purpose of the Act to be present at that meeting.

POWERS OF DIRECTORS

27. **Power to Administer Affairs.** The directors of Al-Hijra may administer the affairs of Al-Hijra in all things and make or cause to be made for Al-Hijra, in its name, any kind of contract which Al-Hijra may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as Al-Hijra is by its Letters Patent or otherwise authorized to exercise and do.
28. **Borrowing Power.** The Board of Directors, by a majority vote, may from time to time:
 - (a) borrow money on the credit of Al-Hijra;
 - (b) charge, mortgage, hypothecate or pledge all or any of the real or personal property of Al-Hijra, including book debts, rights, powers, franchises and undertakings, to secure any

securities or any money borrowed, or other debt, or any other obligation of liability of Al-Hijra.

From time to time the directors may authorize any director, officer or employee of Al-Hijra or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by Al-Hijra as the directors may authorize, and generally to manage, transact and settle the borrowing of money by Al-Hijra.

REMUNERATION OF DIRECTORS

29. **No Remuneration.** The directors shall receive no remuneration for acting as such and no director shall directly or indirectly receive any profit from his position as such, provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

EXECUTIVE COMMITTEE

30. **Composition.** The Board, whenever it consists of more than six (6) directors, may from time to time elect from among its number an Executive Committee consisting of not less than three (3) directors. Each member of the Executive Committee shall serve during the pleasure of the Board and, in any event, only so long as he shall be a director. If and whenever a vacancy shall exist in the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office.
31. **Quorum.** A majority of the members of the Executive Committee shall form a quorum for the transaction of business.
32. **Place of Meetings.** Meetings of the Executive Committee may be held at the head office of Al-Hijra or at any other place in Ontario.
33. **Procedures.** Subject to any regulations imposed from time to time by the Board, the Executive Committee shall have power to fix its own rules of procedure from time to time. The Executive Committee shall keep minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be submitted as soon as practicable to the Board.
34. **Powers.** During the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise (subject to any regulations which the Board may from time to time impose) all the powers of the Board in the management and direction of the affairs and business of Al-Hijra (save and except only such acts as must by law be performed by the Board itself) in such manner as the Executive Committee shall deem best for the interests of Al-Hijra in all cases in which specific directions shall not have been given by the Board.
35. **Vacancies.** The Board may fill vacancies in the Executive Committee by election from among its number.

OTHER COMMITTEES

36. **Appointment.** The Board may, from time to time, appoint any Standing Committee or Committees as it deems necessary or appropriate with such purposes and with such powers as the Board shall see fit.
37. **Combined Committees.** From time to time by resolution, the Board may combine the work of two or more Standing Committees under such name as the Board shall select.
38. **Inactive Committees.** From time to time by resolution, the Board may permit any Standing Committee to be inactive for such period as the Board determines to be appropriate.
39. **Ad Hoc Committees.** There may be such Ad Hoc Committees and for such purposes as the Board or the Executive Committee may determine from time to time by resolution. The existence of each such Ad Hoc Committee shall be terminated automatically upon:
- (a) the delivery of its report;
 - (b) the completion of its assigned task;
 - (c) a change in the membership of the Board or Executive Committee by which it was constituted; or
 - (d) a resolution to that effect of the Board or Executive Committee by which it was constituted;
- whichever occurs first.
40. **Committee Membership.** Membership on committees shall not be restricted to members of the Board.
41. **Committee Procedure.** Each committee shall formulate its own terms of reference and procedure, which shall require Board approval. Committees shall be subject to such requirements or directions as the Board may from time to time make and approve.

OFFICERS OF CORPORATION

42. **Election.** The members shall annually, or more often as may be required, elect a President, a Vice-President, a Secretary and a Treasurer and such other officers as the members may determine from time to time. The President shall be a director, however, the other officers of Al-Hijra need not be directors of Al-Hijra. One person may hold more than one office.
43. **Powers and Duties.** The duties of the officers shall include:
- (1) **President -** The President shall, when present, preside as Chair at all meetings of the members of Al-Hijra and of the Board. The President shall also be charged with the general management and supervision of the affairs and operations of Al-Hijra. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws and membership certificates.

The President may serve a maximum of two full consecutive 2 year-terms. Following that, as past President, he is eligible to serve a two-year term as an ex-officio member in an advisory capacity after being appointed by the Board.

Eligibility is reserved to the past president from the past two years. In the event this requirement can't be met, eligibility may be extended to the most recent past president, or the position may be left vacant. Ex-officio members make and second motions but do not have the right to vote.

A Past President may decline the ex-officio advisory position and run for other positions in the Board, and may run again as President after not being President for one full term.

- (2) **Vice-President** - The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall, from time to time, be imposed upon him by the Board.
 - (3) **Secretary** - The Secretary is expected to be *ex officio* clerk of the Board. He is expected to attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the contact person for the seal of Al-Hijra and of all books, papers, records, correspondence, contracts and other documents belonging to Al-Hijra which he shall deliver up only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution, and he shall perform such other duties as may from time to time be determined by the Board.
 - (4) **Treasurer** - The Treasurer, or person performing the usual duties of a Treasurer, shall be responsible for ensuring the accurate accounts of all receipts and disbursements of Al-Hijra in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of Al-Hijra in such bank or banks as may from time to time be designated by the Board. The Treasurer shall ensure the disbursement of the funds of Al-Hijra under the direction of the Board, taking proper vouchers therefore and shall render to the Board at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of Al-Hijra. He shall also perform such other duties as may from time to time be determined by the Board.
- 44. **Delegation of Duties.** In the case of an officer's absence or inability to act, the directors may delegate all or any of the powers of such officer to any other officer or to any director for the time being.
 - 45. **Removal of Officers.** The members of Al-Hijra may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any officer before the expiration of his term.
 - 46. **Vacancy of Office of President or Secretary.** If the office of the President or the Secretary of Al-Hijra shall be or become vacant, the directors shall forthwith call a meeting of the members to fill the vacancy.
 - 47. **Vacancies of Other Offices.** Subject to section 45 vacancy of an office may be filled by the directors, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the officers for the ensuing year are elected.

PROTECTION OF DIRECTORS AND OFFICERS

- 48. **Indemnification by Al-Hijra.** Every director and officer of Al-Hijra or other person who has undertaken or is about to undertake any liability on behalf of Al-Hijra and their heirs, executors and administrators, and estate and effects, respectively shall from time to time and at all times, be

indemnified and saved harmless, out of the funds of Al-Hijra, from and against:

- (a) All costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office or in respect of any such liabilities.
 - (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.
49. **No Liability.** No director or officer for the time being of Al-Hijra shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt of act for conformity or for any loss, damage or expense happening to Al-Hijra through the insufficiency or deficiency of title to any property acquired by order the Board for or on behalf of Al-Hijra or for the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to Al-Hijra shall be placed out or invested or for any loss or damage arising from the bankruptcy, solvency or tortuous act of any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited or for any other loss, damage, or misfortune whatsoever which may happen in the execution or supposed execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own willful act or his own willful default.

EXECUTION OF DOCUMENTS

50. **Execution of Cheques and Instruments.** All Contracts, Documents and Instruments in Writing shall be in writing and signed by any two (2) of the following:

- (1) the President;
- (2) the Vice-President; or
- (3) the Treasurer

and all Contracts, Documents and Instruments in Writing so signed shall be binding upon Al-Hijra without any further authorization or formality. Without limiting the generality of the foregoing, any two (2) of the above noted individuals may transfer any and all shares, bonds or other securities from time to time standing in the name of Al-Hijra in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of Al-Hijra transfers of shares, bonds or other securities from time to time transferred to Al-Hijra, and may affix the corporate seal to any such transfers or acceptances of transfers, and make, execute or deliver under the corporate seal any and all Contracts, Documents and Instruments in Writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

51. **Authorization by Board Resolution.** Notwithstanding any provisions to the contrary contained in the By-laws of Al-Hijra, the Board may at any time by resolution direct the manner in which and the person or persons by whom, any particular Contract, Document or Instrument in Writing may or shall be executed.

BANKING ARRANGEMENTS

52. **Board to Designate Bankers.** The Board shall designate by resolution, the officers and other members to transact the banking business of Al-Hijra, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as Al-Hijra's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:
- (a) operate Al-Hijra's accounts with the banker;
 - (b) make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any of the cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
 - (c) issue receipts for and orders relating to any property of Al-Hijra;
 - (d) execute any agreement relating to any banking business and defining the rights and powers of the parties thereto; and
 - (e) authorize any officer of the banker to do any act or thing on Al-Hijra's behalf to facilitate the banking business.
53. **Deposit of Securities for Safekeeping.** The securities of Al-Hijra shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of Al-Hijra signed by such officer or officers, agent or agents of Al-Hijra, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

BOOKS AND RECORDS

54. **Directors to Ensure Records Kept.** The directors shall see that all necessary books and records of Al-Hijra required by the By-laws of Al-Hijra or by any applicable statute or law are regularly and properly kept.

MEMBERSHIP (MAJLIS ASH-SHURA)

55. **Members.** The membership shall consist of those individuals who are from time to time elected to the Board and such other individuals who support the objectives and activities of Al-Hijra and are admitted as members by the Board and confirmed as such by the members. Each member shall promptly be informed by the Secretary of his admission as a member.

The person applying for membership in the General Body of the Muslim Community of Windsor, Al-Hijra Mosque shall be:

1. A Muslim, affirming his/her belief in Allah, the Book of Revelations (Qur'an) and the finality of the Prophet Muhammad, peace be on him.
2. 18 years of age or older, a permanent resident or citizen of Canada, residing in Windsor area

for a period of at least one year.

The following procedures apply to becoming a member and maintaining membership:

1. An annual membership fee of \$100 is due at the beginning of each year and must be paid no later than March 31 in order to maintain membership.
 2. All persons wishing to become members shall complete a membership application form, affirming agreement with the objectives of the Al-Hijra Mosque as an organization, and enclosing the required annual membership dues.
 3. The membership fee may be waived on request for benefactors who donated over \$100 during the previous year.
 4. Al-Hijra Mosque reserves the right to limit the number of accepted members for logistical reasons, and in accord with its policies and procedures.
56. **Amir (Leader) of Majlis Ash-Shura.** The Amir shall be the Imam of Al-Hijra Mosque by virtue of his office. The Amir can call on meetings for the Majlis with the Board's approval.
57. **Termination of Membership.** Membership is not transferable and shall cease on occurrence of any one of the following:
- (a) **Death** - Upon death of a member.
 - (b) **Resignation** - If the member resigns by resignation in writing, which shall be effective upon acceptance thereof by the Board.
 - (c) **Qualifications Not Met** - If the member no longer qualifies for membership in accordance with the by-laws.
 - (d) **Removal by the Board.** Any director who is absent from three (3) consecutive and duly constituted meetings of the Board without acceptable excuse may be removed from office by the Board.
 - (e) **Removal by Members** - Upon thirty (30) days written notice to a member of Al-Hijra, the Board may, by resolution passed by at least three-quarters (3/4) of the votes cast at a meeting of the board held after such notice period has expired and, upon confirmation by a majority of the votes cast at a general meeting of the members of Al-Hijra, remove such member from the register of members of the Corporation and such person shall cease to be a member of the Corporation. In order for such resolution to be effective it must contain a statement that the members of the Board voting in favour thereof have formed the opinion that such member is working contrary to the aims and objectives of the Corporation or is seeking to interfere with the ability of the Corporation to function effectively.
58. **Further Termination.** Subject to section 55, membership will terminate five (5) years from the date of confirmation of the acceptance of the member's application by the members.

ANNUAL AND OTHER MEETINGS OF MEMBERS

59. **Quorum.** One-third (1/3) of the members shall form a quorum for the transaction of business.

60. **Place of Meetings.** The annual or any other general meeting of the members shall be held at the head office of Al-Hijra or elsewhere in Ontario as the directors may determine and on such day as the directors shall appoint.
61. **Calling of Meetings.** The Board or the President shall have power to call at any time a general meeting of the members of Al-Hijra.
62. **Notice of Meetings.** Notice of the date, time and place of every general meeting shall be given to each member as follows:
- (1) individually; or
 - (2) by sending notice by prepaid mail to the last address of the addressee shown on Al-Hijra's records,
- at least ten (10) days before the date of the meeting; provided that any meetings of members may be held at any time and place without such notice if all the members of Al-Hijra entitled to notice have waived, in writing, the notice.
63. **Error or Omission in Notice.** No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of Al-Hijra shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
64. **Adjournments.** Any meetings of Al-Hijra or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.
65. **Business to be conducted.** At every annual meeting, in addition to any other business that may be transacted, the following business shall be conducted:
- (a) report of the directors;
 - (b) the financial statement and the report of the auditors shall be presented;
 - (c) election of directors and officers; and
 - (d) appointment of auditors for the ensuing year.
66. **Chair.** In the absence of the President at a meeting of the members, the directors present shall choose one of their numbers to be Chair for the purpose of the meeting.
67. **Voting.** At all meetings of members every question shall be decided by a majority of the votes of the members present in person or represented by proxy unless otherwise required by the By-laws of Al-Hijra, or by law. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member shall have one (1) vote, and unless a poll be demanded a declaration by the President or the Chair, as the case may be, that a resolution has been carried and an entry to that effect in the minutes of Al-Hijra shall be admissible in evidence as *prima facie* proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll

may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such poll shall be taken in such manner as the President or Chair, as the case may be, shall direct and the result of such poll shall be deemed the decision of Al-Hijra in general meeting upon the matter in question.

- 68. **Tie Vote.** In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the President or Chair, as the case may be, shall be entitled to a second or casting vote.
- 69. **Proxies.** Subject to the provisions, if any, contained in the Letters Patent of Al-Hijra, each member of Al-Hijra shall, at all meetings of members, be entitled to one vote and he may vote by proxy. Such proxy need not be a member, but before voting shall produce and deposit with the Secretary at least forty-eight (48) hours in advance of the relevant members' meeting, sufficient appointment in writing from his constituent or constituents.

NOTICE

- 70. **Notice.** For the purpose of sending any notice the address of any member, director or officer shall be his last address as recorded on the books of Al-Hijra.

BY-LAWS

- 71. **Effective on Passing.** This by-law shall come into force without further formality upon its enactment.
- 72. **Amendments.** An affirmative vote by 3/4th of members shall be necessary for the adoption of any amendments to these By-Laws.

Any such amendment shall be subject to the approval of the members (Majlis Ash-Shura)
- 73. **Repeal.** Upon this by-law coming into force, all other by-laws of Al-Hijra are repealed provided that such repeal shall not affect the previous operation of such by-law or affect the validity of any act done, or right, privilege, obligation or liability acquired or incurred under such by-law prior to its repeal.

DISSOLUTION

- 74. Upon the dissolution of Al-Hijra, all of its assets shall be transferred to any other Muslim charitable organization in Canada, after paying or making provisions for payment of all liabilities of al-Hijra; and in the event of non-existence of the said organizations, to one or more other charitable organizations in Canada

Passed by the Board and sealed with the corporate seal this _____ day of _____, 2007.

President

Secretary