

The Islamic Association of Northwest Calgary

August 12, 2008

Alberta Services
Corporate Registry
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Edmonton, Alberta
T5J 4W6

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Province of Alberta

Attention: Marta Dean
Corporate Examiner Assistant

RE: The Islamic Association of Northwest Calgary

Dear Ms Dean

Please find attached the revised bylaws of The Islamic Association of Northwest Calgary.

In regards to this; I hereby certify that the following special resolution was passed at a meeting of the members of The Islamic Association of Northwest Calgary on August 10, 2008.

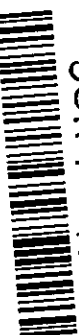
The bylaws were changed as follows:

The existing bylaws are repealed. They are replaced with the attached bylaws.


Regards



Khalid Choudhary, P.Eng.
Chairman
shusk@shaw.ca
(403) 312-8408

5011986485

10000507104214108

Attachment

	<p>7750 Ranchview Drive NW Bay 23 Calgary, Alberta Canada T3G 1Y9</p>	<p>PHONE (403) 374-1532 FAX (403) 374-1532 E-MAIL Islam_NoW@yahooroups.ca WEB SITE http://ca.groups.yahoo.com/group/Islam</p>
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**BYLAWS OF THE ISLAMIC
ASSOCIATION OF NORTHWEST
CALGARY
(APPROVED AUGUST 2008)**

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In the Name of Allah, The Most Compassionate, The Most Merciful

BYLAWS OF THE ISLAMIC ASSOCIATION OF NORTHWEST CALGARY

1. NAME

- 1.1. The name of the Society shall be The Islamic Association of Northwest Calgary, hereinafter referred to as "the IANWC".
- 1.2. 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

2. INTERPRETATION

- 2.1. "Annual Budget" means the authorized annual budget for the Society approved at an Annual General Body Meeting or such authorized budget as amended by a Special Resolution.
- 2.2. "Annual General Body Meeting" means the annual general meeting of the Members on or before March 31st of every calendar year. Members will be notified of this meeting at least twenty one (21) days in advance pursuant to the Bylaws.
- 2.3. "Board" means the Directors acting as authorized by the Bylaws in managing or supervising the management of the affairs of the Society and exercising the powers of the Society.
- 2.4. "Board Meeting" means a duly called, constituted and recorded meeting of the Board according to the Bylaws.
- 2.5. "Bylaws" means the bylaws of the Society.
- 2.6. "Committee" means a committee of the Society created and operating in accordance with the Bylaws.
- 2.7. "Directors" means those persons who have become either appointed, elected or replacement directors in accordance with the Bylaws and have not ceased to be directors of the Society, and a "Director" means any one of them.
- 2.8. "General Body Meeting" means a general meeting of the Society.
- 2.9. "Member" means every person who becomes and remains a member of the Society in accordance with the Bylaws.
- 2.10. "Member in Good Standing" is a Member who has not been expelled or suspended or has not voluntarily withdrawn from the Society.

2.11. "Membership Register" means the official register of Members, which shall include, for each person who is a Member:

- a) the person's full name; and
- b) the person's residential address; and
- c) the person's telephone number; and
- d) the person's email address, if any; and
- e) the date on which the person became a Member; and
- f) the reason by which the person ceased to be a Member if and when possible.

2.12. "Ordinary Resolution" means

- a) a resolution passed in a General Body Meeting by a simple majority of the votes cast in person; or
- b) a resolution that has been submitted to the members of the Society and consented to in writing by 75% of the Members who would have been entitled to vote on it in person at a General Body Meeting, and a resolution so consented to shall be deemed to be an ordinary resolution passed at a General Body Meeting of the Society.

2.13. "Facilities" means all buildings, facilities and lands owned, operated, used or retained by the Society to further its Objects; and "Facility" means any one of them.

2.14. "Financial Year End" means December 31.

2.15. "Fiscal Year" means the period from January 1 to December 31.

2.16. "Ramadan General Body Meeting" means a general body meeting of the society to be held in the month of Ramadan (holy month of fasting) for which proper notice has been given according to the bylaws.

2.17. "Registrar" means Registrar as defined in the *Alberta Business Corporations Act* RSA.

2.18. "Registered Address" of a Member means his or her mailing address as recorded in the Membership Register.

2.19. "Society" means the society incorporated herein under the *Societies Act*.

2.20. "Society Act" means the *Alberta Societies Act* RSA 2000, cS-14, as amended from time to time.

2.21. "Special Body Meeting" means a meeting of the Members of the Society pursuant to Article 10, of which Members are notified at least twenty one (21) days in advance pursuant to the Bylaws.

2.22. "Special Resolution" means:

- a) a resolution passed by a majority of at least three-quarters ($\frac{3}{4}$) at a General Body Meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and provided not less than seventy-five percent (75%) of those Members entitled to vote, vote in person; or
- b) a resolution passed by a majority of at least three-quarters ($\frac{3}{4}$) at the Annual General Body Meeting.

3. RELATIONSHIP TO OTHER CHARITABLE ORGANIZATIONS

- 3.1. The IANWC will make efforts to cooperate and coordinate with the elected representative body of the Calgary Muslim Community at large, the Muslim Council of Calgary (MCC). The extent of this coordination will be exercised ONLY with respect to:
 - a) Approval for the nominations of the Directors' positions of the IANWC. Reasonable objections, if any to such nominations, shall be made in writing by MCC within forty-eight (48) hours of delivery of the names and background of the nominees;
 - b) Representing of the Muslim Community of Calgary in the media and with the Government of Canada, where appropriate;
 - c) Establishing the beginning of each month in the Islamic Hijra Calendar for the City of Calgary and setting up the locations and the timings for the Eid prayers;
 - d) Hiring the Imams of the Muslim community of Calgary; and
 - e) Setting priorities regarding the major projects initiated for the Calgary Muslim community;
 - 3.2. With the exception of the direction from MCC defined above, the IANWC will undertake the objects of the Society as per the Bylaws defined here within and independent of MCC. In the event another body replaces the MCC, this clause shall apply equally to the new representative body. The relevant activities for which coordination will take place will remain restricted to those identified in this clause.
- ### 4. STRUCTURE
- 4.1. There shall be one class of membership in the Society, i.e., Regular Member.
 - 4.2. Membership in the Society is not transferable.
 - 4.3. The board of directors of the Society shall consist of ten (10) directors elected from and by the Members.
 - 4.4. The Officers of the Society shall consist of the Chairman, Secretary, Treasurer and Facilities Director, who shall all be selected from the directors of the Society.

5. DISSOLUTION AND AMALGAMATION OF SOCIETY

- 5.1. The Society may only be dissolved or amalgamated with another organization by Special Resolution passed at a General Body Meeting.
- 5.2. 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 a registered Canadian charity or other qualified donor, as that term is defined in the *Income Tax Act (Canada)*, specified in the Special Resolution dissolving the Society.

6. AMENDMENTS

- 6.1. The Bylaws of the Society may only be rescinded, altered or added to by Special Resolution.
- 6.2. No rescission or alteration of or addition to the Bylaws has effect until it has been registered by the Registrar.

7. TERMS OF ADMISSION OF MEMBERS AND THEIR RIGHTS AND OBLIGATIONS

- 7.1. An applicant for membership as a Member must:
 - a) provide to the Society on the Society's application form the applicant's:
 - (i) full name; and
 - (ii) current residential address; and
 - (iii) telephone number; and
 - (iv) date of application; and
 - (v) and signature attesting to the information provided; and
 - b) provide the names of two (2) current Members as references in his or her application; and
 - c) attest that he or she meets all of the following requirements for membership as a Member by confirming in the affirmative in his or her application for membership to the Society that he or she:
 - (i) is at least eighteen (18) years of age; and
 - (ii) resides within the Northwest quadrant of the city of Calgary; and
 - (iii) is a citizen or permanent resident of Canada; and

- (iv) bears witness that there is none worthy of worship except Allah and that Muhammad (Peace be upon him) is the last and final Messenger of Allah; and
- (v) believes in Allah, His Angels, all of His Messengers, all of His Books, and the Day of Resurrection; and
- (vi) accepts the Quran and the Sunnan of Muhammad (Peace be upon him) as the basis for the teachings of Islam; and
- (vii) agrees to abide by the Bylaws.

7.2. Applications for membership as a Member shall be submitted to the Society in care of the Secretary. The Secretary will present all applications for membership to the Board for review. Membership will be granted by the Board upon meeting the membership requirements, and once granted shall be recorded in the Membership Register.

7.3. Members shall at all times maintain all information requested with their application as current with the Society.

7.4. Members must continue to meet all of the requirements for membership as a Member as set out in section 7.1 c).

7.5. Members may attend any General Body Meeting and present a resolution for consideration thereat.

7.6. Members may petition for a Special Body Meeting.

7.7. Members are entitled to vote on any Special Resolution or Ordinary Resolution.

7.8. Members are entitled to vote for a Director.

7.9. Members in Good Standing and have been Members for at least six months, are eligible to be a Director and participate on any other committee of the Society.

8. CHANGE OF MEMBERSHIP STATUS AND TERMINATION OF MEMBERSHIP

8.1. Subject to the provisions of the Bylaws, a Member may be:

- a) expelled from the Society and thereby have his or her membership in the Society revoked; or
- b) 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.

8.2. A person shall cease to be a Member of the Society:

- a) by delivering his or her resignation in writing to the Secretary; or:

- b) on his or her death; or
- c) on being expelled by the Board.

8.3. Any person that ceases to be a Member of the Society shall be struck from the Membership Register, and the reason the person ceased to be a Member shall be recorded therein.

8.4. 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 Objects 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 call a meeting of the Board, for which twenty-one (21) days notice has been given, for the specific purpose of considering the allegation, and shall invite to that meeting the Member that is the subject of the allegation. At that meeting, the Member that 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 from the Society by a vote of at least three-quarters (³/₄) of the majority of the Directors present at that meeting.

8.5. Subject to the Board's right to conduct the Society's meetings, an expelled or suspended member shall be provided reasonable opportunity by the Board to appeal the expulsion or suspension to the Members in attendance at a General Body Meeting immediately following the expulsion or suspension.

8.6. An expelled or suspended member may be reinstated by:

- a) a vote of at least three-quarters (3/4) of the majority of the Directors present at a meeting specifically called for that purpose; or
- b) by Ordinary Resolution at the General Body Meeting immediately following the expulsion or suspension.

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

9. GENERAL BODY MEETINGS

9.1. The Society shall conduct Annual General Body Meetings during the month of March of every year, at which:

- a) the Board shall present unaudited financial statements as set out in the Bylaws and reports by Professional Accountants or members so tasked by the Bylaws, Board, or Ordinary or Special Resolution; and
- b) the Board shall present an annual budget for review, amendment and approval by the Members; and

- c) the chairpersons of each committee shall present a report on their committee; and
 - d) elections shall be held for Directors as set out in the Bylaws.
- 9.2. The Society shall conduct General Body Meetings within at least thirty (30) days after the first day of the Islamic month of Ramadan as declared by the MCC at which :
- a) the Board shall present unaudited financial statements as set out in the Bylaws and reports by Professional Accountants or members so tasked by the Bylaws, Board, or Ordinary or Special Resolution; and
 - b) the chairpersons of each committee shall present a report on their committee.
- 9.3. All notices of General Body Meetings shall include the date, time, place of the meeting and the agenda of the business to be conducted thereat. All meetings of the Society shall take place in the City of Calgary.
- 9.4. All notices of General Body Meetings and Special Body Meetings shall be made by the Secretary at least twenty-one (21) days in advance by:
- a) posting the notice on a location clearly visible or electronically accessible to Members frequenting the Facilities until such General Body Meeting is adjourned; or
 - b) sending a notice to the Registered Address of each Member
- 9.5. The Board shall prepare and post, on a location clearly visible to members frequenting the Facilities, a proposed annual budget for the Society at least twenty-one (21) days prior to the Annual General Body Meeting for consideration thereat pursuant to section 9.1 b).
- 9.6. Special Body Meetings of the Society shall be called by the Secretary, upon:
- a) the instructions of the Board; or
 - b) by petition, signed by at least one-third (1/3) of the Members and delivered to the Secretary.
- 9.7. No error or omission in giving notice of a General Body Meeting shall invalidate such meeting or make void any proceedings taken thereat.
- 9.8. Notwithstanding any other provision of the Bylaws, a quorum for the transaction of business at any General Body Meeting or Special Body Meeting shall consist of the lesser of:
- a) one-third (1/3) of the Members; or
 - b) at least thirty-one (31) Members present in person.

In the event that a quorum is not present within thirty (30) minutes after the time called for the meeting, the meeting shall stand adjourned to exactly twenty-one (21) days later, with notice provided as required by the Bylaws, and a quorum at any such adjourned meeting shall be 15 Members who shall be present in person.

9.9. At all General Body Meetings or Special Body Meetings where the business of the Society is to be transacted or vote taken and prior to any such business or vote, the Chairman shall announce to those in attendance, the number of Members in the official membership register, the number of Members in attendance (after having taken a count) and whether quorum has been established.

9.10. Each Member shall be entitled to one vote, on each item put to vote, at all General Body Meetings or Special Body Meetings.

9.11. Voting by proxy is not permitted.

9.12. At all meetings of the Members, every question shall be decided by a majority of the votes of the Members eligible to vote represented by a show of hands, unless otherwise required by the Bylaws.

9.13. A declaration by the Chairman 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 of proportion of the votes accorded in favour or against such resolution.

10. SELECTION, REPLACEMENT, RESIGNATION AND REMOVAL OF THE BOARD OF DIRECTORS

10.1. At the Annual General Body Meeting, vacant Director's positions shall be filled by election.

10.2. The Board shall appoint an Election Committee comprising of at least three (3) persons to oversee the election of Directors in a fair manner and in compliance with the Bylaws. No member of the Election Committee shall be:

- a) a Director; or
- b) a nominee for a Director's position; or
- c) related to a Director or a nominee for a Director's position.

10.3. The Board shall provide the Election Committee with a copy of the Membership Register at least thirty (30) days prior to the Annual General Body Meeting.

10.4. The Election committee shall:

- a) decide, announce and post on a location clearly visible to Members frequenting the Facilities until the results of the election have been announced, the period of time during which voting for Directors shall be

conducted, however such period shall include time during the Annual General Body Meeting; and

- b) use the Membership Register to determine the eligibility of voters; and
- c) post a list of eligible voters and nominees for Director on a location clearly visible to Members frequenting the Facilities until the results of the election have been announced; and
- d) decide, announce and post on a location clearly visible to Members frequenting the Facilities the results of the election.

10.5. No more than two (2) Directors shall be “related persons”, as that term is defined by the *Income Tax Act* (Canada).

10.6. Valid nominations for available Director positions shall have been received by the Election Committee no later than seven (7) days prior to the Annual General Body Meeting. Nominees can withdraw up to two (2) days prior to the Annual General Body Meeting. If insufficient nominations are received, additional nominations shall be taken at the Annual General Body Meeting prior to the election.

10.7. A Member shall not be eligible for no more than two consecutive terms as Director, but may be eligible if the terms are not consecutive. Terms shall not be deemed to consecutive if there is a period of at least one (1) year between terms, where the Member was not a Director.

10.8. All elections of Directors shall be by secret ballot. Each Member shall be entitled to one vote for each Director position.

10.9. The Board by a vote, conducted by secret ballot, of at least seven (7) Directors in favour may call for a resolution to remove a member from the Director’s position, provided the Director is not an Officer. The Board may call for the removal of a Director that is an Officer by first replacing the Officer pursuant to Section 12.4 of the Bylaws.

10.10. If a Director resigns or fails to attend three Board Meetings in a calendar year without a reasonable cause, the Director shall have been deemed to have resigned from his or her position, such position shall be considered vacated and an entry to such effect shall be entered into the Board minutes.

10.11. The Members may by Special Resolution remove a Director before the expiration of his or her term of office at a General Body Meeting. 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 Members prior to a vote on the Special Resolution at the General Body Meeting.

10.12. A vacancy in a Director’s position, however caused, may be filled by the Board, from among the qualified Members of the Society for the remainder of said Director’s term. If a vacancy is not filled by the Board, it shall be filled by election, at the next Annual General Body Meeting for any outstanding period of the vacated term to be completed so as to comply with Section 10.13 of the Bylaws.

10.13. Notwithstanding any other provision of the Bylaws, a Director shall be elected for a term beginning exactly three (3) weeks after the Annual General Body Meeting at which said Director is elected and ending exactly three (3) weeks after the Annual General Body Meeting in the second (2nd) calendar year following the said election, such that half of all the Directors positions shall be replaced every year and no Director's term in office exceeds two (2) consecutive years. For greater clarity, the Director positions not replaced in a given year shall be replaced in the year immediately following.

10.14. The Board shall hold elections for five (5) Directors prior to May 31st, 2008 to replace the four (4) Directors with the longest tenure after the approval of these Bylaws at the 2008 Annual General Body Meeting. The Board shall similarly hold elections to replace the five (5) Directors with the longest tenure at the 2009 Annual General Body Meeting.

11. AUTHORITY, POWERS, DUTIES, OBLIGATIONS AND LIMITATIONS OF THE BOARD OF DIRECTORS

11.1. The affairs of the Society shall be managed by the Board who may exercise all such powers and do all such acts as may be exercised or done by the Society and are not by the Bylaws or by law expressly directed or required to be done by the Society at a meeting of the Members or otherwise, but only if such powers and acts are in compliance with the Bylaws.

11.2. The Board shall have the power to make expenditures for the purposes of furthering the Objects of the Society. However, the Board shall be restricted to annual expenditures as set out in the Annual Budget and only for the purposes set forth therein. The Annual Budget may be amended by a Special Resolution of the Members.

11.3. The Officers, on behalf of the Society, shall have the power, subject to the Bylaws, 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:

- a) the Board, if a contract or agreement is:
 - (i) within the scope and limits of the Annual Budget; or
 - (ii) for routine operations of the Society and does not exceed two (2) years in length.
- b) Ordinary Resolution at a General Body Meeting, if a contract or agreement is:
 - (i) not for the routine operations of the Society; and
 - (ii) does not exceed two (2) years in length.
- c) Special Resolution at a General Body Meeting, in all other cases.

For greater clarity, any contract, tort, 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.

- 11.4. 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 purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, or property.
- 11.5. The Society or any person or persons (including without limitation the Board, an Officer, a Director, a Member, an employee, or an agent acting on the authority of the Society) will not:
 - a) borrow money;
 - b) issue debentures; or
 - c) secure an interest bearing loan; or
 - d) loan, mortgage or use as collateral or security the property, assets or funds of the Society.
- 11.6. For greater clarity, any contract, financial instrument or legally binding document executed on behalf of the Society shall be co-signed by two (2) Officers as set out in Section 12.1 of the Bylaws.
- 11.7. The Board shall take all reasonable steps permitted by law, the Bylaws, to act on all Ordinary or Special Resolutions.

12. SELECTION, REPLACEMENT OF AND DUTIES OF OFFICERS

12.1. The Board shall nominate and elect from amongst themselves, at the first meeting of the Board occurring three (3) weeks after each Annual General Body Meeting, the following Officers, having their respective authority, powers, duties, obligations and limitations as outlined below:

- a) Chairman, who:
 - (i) shall provide leadership, general management and supervision of the affairs and operations of the Society; and
 - (ii) shall chair all meetings of the Board and General Body Meetings of the Society; and
 - (iii) shall, upon the authorization of the Board or a resolution duly passed according to the Bylaws, cause to be executed, by his or her signature along with the signature of the Secretary or Treasurer, any contract, financial instrument or legally binding document on behalf of the Society; and
 - (iv) shall in the absence of any other Member designated by the Board or the Bylaws, represent the Society in all its dealings with other organizations, all levels of government and the public.
- b) Secretary, who:

- (i) shall conduct, send and receive the correspondence of the Society as may be required; and
 - (ii) shall issue notices of meetings of the Society and Board as called for in the Bylaws; and
 - (iii) shall record all facts and minutes (in particular, all decisions taken and resolutions passed) of all Board meetings, General Body Meetings and Special Body Meetings of the Society in books kept for that purpose; and
 - (iv) maintain the Membership Register; and
 - (v) shall, upon the authorization of the Board or a resolution duly passed according to the Bylaws, cause to be executed, by his or her signature along with the signature of the Chairman, any contract or legally binding document on behalf of the Society, other than those that require the signature of the Treasurer; and
 - (vi) shall be custodian of the seal of the Society, which shall only be used to stamp the official documents of the Society, and shall record in a book the nature of the document the seal was used to stamp and the date the seal was used; and
 - (vii) shall be the custodian of all the records and documents of the Society, except those required to be kept by the Treasurer or the Facilities Director, which shall be delivered up only when authorized by resolution of the Board to do so, and only to such person, or persons, as may be named in the resolutions, unless otherwise required by law or the Bylaws; and
 - (viii) shall maintain a copy of all significant records and documents identified in (vii), above, in a separate secure location; and
 - (ix) provide a copy of the Bylaws to each Member requesting one; and
 - (x) shall submit on behalf of the Society to the appropriate government office any documentation as is necessary to comply with the *Society Act*, other than that required of the Treasurer; and
 - (xi) maintain a list of the documentation required to comply with (xi), above, including a description of the documentation, where the documentation is to be submitted and by when.
- c) Treasurer, who
- (i) shall render financial statements to the Board and Members when required; and

- (ii) shall issue receipts for the purposes of the *Income Tax Act (Canada)* and in compliance therewith; and
- (iii) shall prepare the annual financial budget for approval by Directors; and
- (iv) shall keep such financial records, including accurate books of account, as are necessary to comply with the *Society Act* and the *Income Tax Act (Canada)*; and
- (v) shall submit on behalf of the Society to the appropriate government office any financial documentation as is necessary to comply with the *Society Act* and the *Income Tax Act (Canada)*; and
- (vi) maintain a list of the documentation required to comply with (v), above, including a description of the documentation, where the documentation is to be submitted and by when.
- (vii) shall receive and account for all monies paid to the Society and be responsible for the deposit of the same in whatever financial institution the Board shall order; and
- (viii) shall properly manage and account for the disbursement of all of the Society's funds in compliance with those expenditures that have been duly authorized by the Board and in accordance with the Bylaws and policies set by the Board; and
- (ix) shall be the custodian of all the financial records of the Society, which shall be delivered up only when authorized by resolution of the Board to do so, and only to such person, or persons, as may be named in the resolutions, unless otherwise required by law or the Bylaws; and
- (x) shall maintain a copy of all significant records and documents identified in (ix), above, in a separate secure location; and
- (xi) may retain qualified assistance in the performance of the duties identified in (i) through (ix) above, provided said assistance and consideration for which is approved in advance by the Board; and
- (xii) shall, upon the authorization of the Board or a resolution duly passed according to the Bylaws, cause to be executed, by his or her signature along with the signature of the Chairman, any financial instrument or financial document required by the *Society Act* or *Income Tax Act (Canada)* on behalf of the Society; and
- (xiii) shall arrange for any review by a professional accountant required by the Bylaws; and
- (xiv) shall post in a location clearly visible to the members, at the Facility most frequented by the Members, on a quarterly basis an updated financial accounting of actual expenditures and income against the Annual Budget.

- d) Facilities Director, who
- (i) shall manage the operations of the Facilities; and
 - (ii) shall develop plans for the development of existing Facilities and acquisition of future Facilities and execute such plans upon approval and direction of the Society; and
 - (iii) shall, on behalf of the Society and upon direction of the Board, manage contractors and service providers involved in the development or provision of services for the Facilities; and
 - (iv) shall, on behalf of the Society, manage the Society's relationship with governmental agencies and authorities as relates to the Facilities; and
 - (v) shall track and manage, for the benefit of the Society, expenditures and disbursements as relates to the Facilities; and
 - (vi) shall be the custodian of all the records of the Society as relates to the Facilities or other buildings, facilities, or lands that the Society may have an interest in, which shall be delivered up only when authorized by resolution of the Board to do so, and only to such person, or persons, as may be named in the resolutions, unless otherwise required by law or the Bylaws; and
 - (vii) shall maintain a copy of all significant records and documents identified in (vi), above, in a separate secure location; and
 - (viii) shall be the Society's primary liaison for Members and the Public as relates to the Facilities; and
 - (ix) shall maintain, upon direction of the Society and the Board, and communicate rules for use of the Facilities; and
 - (x) shall be the Board's liaison with the Muslim Association of Calgary (MAC) in representing the IANWC and MAC's interest on the board for Condominium Plan # 0511425.
- 12.2. The Board shall nominate and elect from amongst themselves, at the first meeting of the Board immediately following each Annual General Body Meeting, the following Assistant Officers, who shall assist the Official Officers of the Society in their duties:
- a) Assistant Chairman – shall be designated to assist the Chairman.
 - b) Assistant Secretary – shall be designated to assist the Secretary.
 - c) Assistant Treasurer – shall be designated to assist the Treasurer.
 - d) Assistant Facilities Director – shall be designated to assist the Facilities Director.

- 12.3. If an Officer is unable to fulfill his or her duties for any reason, the Board may authorize the designated Assistant Officer to act in place of the Officer, with all the same authority, powers, duties, obligations and limitations as the duly elected Officer pursuant to the Bylaws, but only for the period of time the Officer is unable to fulfill his or her duties. Notwithstanding the foregoing, an Assistant Officer shall have no authority or power to represent or transact any business of the Society as an official Officer of the Society.
- 12.4. An Officer may be removed from the Officer position by a vote, which shall be by secret ballot, of at least seven (7) Directors in favour at a duly called, constituted and recorded meeting. Such removal shall be effective immediately, and the designated Assistant Officer shall be deemed to have replaced the Officer. The removed Officer shall remain a Director, until removed pursuant to Section 10.9 of the Bylaws.
- 12.5. An Assistant Officer may be replaced with another Director by the Board by a vote, which shall be by secret ballot, of at least seven (7) Directors in favour at a duly called, constituted and recorded meeting. The replaced Assistant Officer shall remain a Director, until removed pursuant to Section 10.9 of the Bylaws.
- 12.6. In the event of the an Election and/or Annual General Body Meeting is not held during the month of March in any calendar year as required by the Bylaws:
- a) all Directors shall be deemed to have resigned and the Board dissolved; and
 - b) the Auditor as defined pursuant to Section 18 shall conduct all required business of the Society and shall call for an election of all Director positions upon twenty-one days (21) days notice during the month of April in the same calendar year. Such election shall elect half of the Directors for one (1) year terms and the other half for (2) year terms.
- 13. BOARD MEETINGS**
- 13.1. The Secretary shall call a Board Meeting at least once every month to conduct the business of the Society. Notwithstanding the foregoing, any of the Officers or any two Directors may instruct the Secretary to call a Board Meeting.
- 13.2. Should the Secretary fail to call a Board Meeting, then any of the Officers or any two Directors may instruct the Assistant Secretary to provide notice of the Board Meeting.
- 13.3. Notice of all Board Meetings shall be delivered by letter, facsimile, electronic mail, telephone, or otherwise communicated to each Director not less than twenty-four (24) hours before the meeting is to take place, provided, no formal notice shall be necessary if all of the Directors are present. Such notice shall include the date, time and place of the meeting.
- 13.4. A Board Meeting at which at least seven (7) Directors are in attendance shall constitute a quorum, provided:
- a) at least five (5) Directors are present in person (the other 2 may be in attendance via telephone, validated by each of the 5 present in person); and

- b) no secret ballot shall be conducted unless at least seven (7) Directors are present in person; and
 - c) at least three (3) of the duly elected official Officers of the Society, who are not Assistant Officers are present.
- 13.5. 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 and place determined by a majority of those in attendance and due notice provided of the new meeting.
- 13.6. Notwithstanding any other provision of the Bylaws, no decision of the Board shall be valid nor any authority exercised by the Board unless authorized by a vote of the majority of Directors at a Board Meeting duly called, constituted and recorded according to the Bylaws.
- 13.7. Each Director, save the Chairman, shall be entitled to one vote and a tie vote shall not be deemed a vote in the affirmative. The Chairman may only vote to break a tie vote. Any vote at a Board Meeting shall be taken by secret ballot if so demanded by any Director present, but otherwise, shall be by assent or dissent. A declaration by the Chairman that a resolution has been carried, and an entry to that effect in the minutes shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of, or against, such resolution.
- 13.8. A resolution in writing (“Resolution in Writing”) signed by all the Directors of Society and recorded in the official minutes of the Board shall be valid and effectual as an Ordinary Resolution at a meeting of the Society, duly called and constituted.

14. INDEMNIFICATION OF DIRECTORS AND OFFICERS:

- 14.1. Subject to the provisions of the *Society Act*, each director or officer 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 an officer or 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 or director. “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.
- 14.2. Subject to the provisions of the Society Act, the Board is authorized from time to time to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Society or any society or corporation controlled by it, and to secure such director or other person against loss, and any action from time to time taken by the directors under this paragraph shall not require approval or confirmation by the Members.
- 14.3. Subject to the provisions of the *Society Act*, no director or officer for the time being of the Society shall be liable for the acts, neglects or defaults of any other director or officer of the Society or for joining in any receipt or act for conformity or for any loss, damage or

expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the directors for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any funds or property of the Society shall be lodged or deposited, or for any other loss, damage or misfortune whatsoever which may happen in the execution of the duties of his or her respective office or trust or in relation thereto, unless all or any of the same shall happen by or through the willful act, default or neglect of such director or officer.

14.4. 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.

14.5. The Society shall apply to the Court for any approval of the Court which may be required to make the indemnities herein effective and enforceable. Each director and officer of the Society, on being elected or appointed, shall be deemed to have contracted with the Society upon the terms of the foregoing indemnities. Such indemnities shall continue in effect with regard to actions arising out of the term each director or officer held such office notwithstanding that he or she no longer continues to hold such office.

14.6. The failure of a director or officer of the Society to comply with the provisions of the Society Act or of the Bylaws shall not invalidate any indemnity to which he or she is entitled under this Article 14.

14.7. The Board may purchase and maintain insurance for the benefit of any or all Directors or Officers against personal liability incurred by any such person as a Director or Officer.

15. COMMITTEES

15.1. The Board may create Committees to implement the directives of the Board provided, for each such Committee, the Board sets out the:

- a) name of the Committee; and
- b) purpose and scope of the Committee; and
- c) term of the Committee; and
- d) 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
- e) authorities and limitations of the Committee (including financial authorities and limits); and
- f) operating rules to be followed by the Committee; and

g) one Board Member shall be a member of each Committee.

15.2. Notwithstanding Section 15.1, no committee shall be created or authorized to conduct any business on behalf of the Society.

15.3. The Board may at any time dissolve any Committee, or otherwise modify, add to, rescind or limit its purpose, scope, constitution, authority, limitations or operating rules.

16. ACTIVITIES OF THE SOCIETY

16.1. 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:

- a) are inconsistent with the teachings of Islam; or
- b) are inconsistent with the Objects of the Society; or
- c) are prohibited by law; or
- d) are prohibited by the Bylaws; or
- e) prohibited by Ordinary or Special Resolution; or
- f) exposes the Society to undue liability.

16.2. The Society shall permit any of its members to use the Facilities for Islamic activities, provided such activities are in accordance with section 16.1 and do not result in damage to the Facilities. However, the Board may 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.

17. REMUNERATION

17.1. No Member, including without limitation any Officer or Director, shall receive any remuneration from the Society.

18. AUDIT AND REVIEW

18.1. During the Annual General Body Meeting, the Board shall nominate and through an Ordinary Resolution appoint a Professional Accountant to hold office for such period as the Directors may determine from time to time, but such appointment shall be in compliance with the Bylaws.

18.2. A Professional Accountant shall, during the period of tenure of their office:

- a) be a Chartered Accountant or a Certified General Accountant; or a Certified Management Accountant; and

- b) not be a Director or member of any Committee; and
- c) report to the Members and Directors in accordance with the *Society Act*, on such date fixed by the Directors, on the accounts examined by them and on every balance sheet and statement of income and expenditures laid before the Society at any Annual General Body Meeting during their tenure of office; and
- d) be entitled to attend any General Body Meeting; and
- e) be required to audit the books and accounts and vouchers of the Society annually from the date up to which the last audit of the Society was completed; and
- f) provide a written report in compliance with the *Society Act* and *Income Tax Act (Canada)*.

Further, a Professional Accountant may not have been a Director or member of any Committee that is within the scope of any review to be conducted or report to be produced.

- 18.3. The Board shall take all reasonable efforts to facilitate the activities of the Professional Accountant pursuant to section 18.2 and shall make available all records of the society for the same.

19. INSPECTION OF BOOKS AND RECORDS

- 19.1. The books, documents and records of the Society may be inspected by any Member by written request to:

- a) the Secretary, if the Secretary is the custodian of the records and documents to be inspected, who will notify the requesting Member of the date, time and place that the records and documents may be inspected, provided the inspection shall be in the presence of the Secretary and one other Director; or
- b) the Treasurer, if the Treasurer is the custodian of the records and documents to be inspected, who will notify the requesting Member of the date, time and place that the records and documents may be inspected, provided the inspection shall be in the presence of the Treasurer and one other Director; or
- c) the Facilities Director, if the Facilities Director is the custodian of the records and documents to be inspected, who will notify the requesting Member of the date, time and place that the records and documents may be inspected, provided the inspection shall be in the presence of the Treasurer and one other Director.

BYLAWS OF THE ISLAMIC ASSOCIATION OF NORTHWEST CALGARY

(AMENDED)
AUGUST 10, 2008

RECEIVED
DR
AUG 28 2008
Corporate Registry

Signature: <i>[Signature]</i>	Address: 119 EDENWOLD CRES NW CALGARY, AB T3A 3T4
Print Name: KHAYIP CHOUDHARY	
Signature: <i>[Signature]</i>	Address: 5132 - Veronica Rd NW Calgary AB T3B-0T3
Print Name: MOHAMMAD SHABIR	
Signature: <i>[Signature]</i>	Address: 432 - Huxtable Pl. NW Calgary - AB T3G-3R6
Print Name: Waleed Mohamed Assen	
Signature: <i>[Signature]</i>	Address: 96 HAWKTREE GREEN NW, CALGARY AB T3G 3P9
Print Name: TARIQ AMIN	

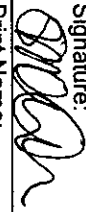
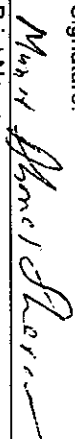
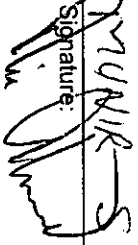
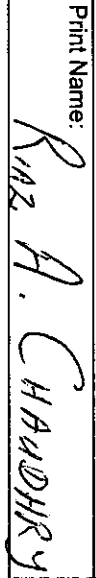
WITNESSED BY:

Signature: <i>[Signature]</i>	Address: 43 HAWKTREE GREEN NW, Calgary, AB T3G 3T9
Print Name: KASSIM GORA	
Signature: <i>[Signature]</i>	Address:
Print Name:	


BYLAWS OF THE ISLAMIC ASSOCIATION OF NORTHWEST CALGARY

(AMENDED)
AUGUST 10, 2008

RECEIVED
DR
AUG 28 2008
Corporate Registry

Signature: 	Address: 305 VANGUARD Estates Bay NW Calgary AB T2B 2W6.
Print Name: Salwa Mohiuddin	
Signature: Naseer Khan	Address: 205 HAMPTONS GARDENS NW CALGARY AB T3A-5X4
Print Name: NASEER KHAN	
Signature: 	Address: 201-EDGE DALE DR. NW CALGARY AB T3A 2R8
Print Name: Mary Ansel Ross	
Signature: 	Address: 39 Ranch Estates Dr. NW. Calgary, Alberta, T3G 1J9
Print Name: Munir SHARAR	
Signature: 	
Print Name: Riaz A. CHAUDHRY	

WITNESSED BY:

Signature: 	Address: 46 HAWKTREE GREEN NW. CALGARY AB T3G 2P9
Print Name: Tameez	
Signature: TRAQ AMIN	Address:
Print Name:	