

This bylaw replaces the bylaw that was adopted on May 21, 2001. The effective date of the amended bylaw is August 1, 2005

Article I. General Provisions

The organization shall be called “Mosquée Darus Salam” hereafter referred to as “Darus Salam”.

The Head Office of the Darus Salam shall be in the anywhere in Greater City of Montreal in the Province of Quebec

Article II. Aims and Objectives

- a) The aims and objectives of the Darus Salam shall be:
- b) To help Muslims carry out Islamic activities in the pursuance of Islam as a complete way of life.
- c) To provide and maintain one or more convenient Prayer facilities to the Muslim community in the areas surrounding the Western district of borough of Pierrefonds, City of Kirkland and Beaconsfield
- d) To assist in establishing new prayer facilities within the Province of Quebec.
- e) To establish and maintain an educational institution wherein teaching and learning activities take place on a regular basis
- f) To morally and financially assist the poor and needy, particularly among those unable to help themselves as a result of illness, handicap, unemployment, natural disaster, etc.
- g) To visit the sick people in the community
- h) To facilitate the integration of new Muslims and newly arrived immigrants into the community
- i) To enjoin youth towards good behavior, charitable acts, self-improvement, and positive contribution to society
- j) To publish Islamic information in effort to promote unity and peace and to teach about Islam
- k) To carry out all of the above activities without purpose of gain for any or specific members, administrators or board of trustees.

Article III. Governing Structure

The Darus Salam shall have the following governing structure

- a) Membership
- b) Board of Trustees

Article IV. Membership

Three categories of members of the Darus Salam are defined:

Section 4.01 Voting members

Any Muslim who made gifts (gifts made after June 2004 and it does not include the poor dues (zakat etc. and school fees) towards the Darus Salam activities or acquiring or maintenance of the Darus Salam facilities in excess of \$200, on a cumulative basis, shall be automatically a voting member.

Section 4.02 General members, non-voting

Any Muslim who continuously participates, within past six months from a meeting, in the regular activities of the Darus Salam (prayers, classes, meetings, visiting-the-needy, etc), or

Any Muslim who does not participate in the regular activities of the Darus Salam due to illness or another valid reason, but resides within radius of 5KM of the Darus Salam and keeps regular contact with any voting member shall a general member.

Section 4.03 Temporary Contributing Members, non-voting

Any person has given gifts to the Darus Salam for the purpose of providing assistance to establishing any new prayer facilities within the province of Quebec.

The sections in the article IV are intended to promote the spirit of inclusion of any person with similar aims and objectives.

Section 4.04 Rights and privileges

- a) All members are entitled to participate in various activities of Darus Salam, enjoy and benefits from the Darus Salam facilities and attend the meetings of the members.
- b) Only permanent voting members shall have rights to elect, remove or replace board. Trustees or members, amend bylaws and call for special meeting
- c) The members' voting rights are determined by number of votes that are allocated accordance with member's cumulative gifts made since May 31, 2004.
- d) The voting members shall have right to cast their vote by proxy

- e) The voting rights shall be transferable once in the lifetime to any other member provided that the transfer was made without any proceeds or specific benefits and the transfer must be approved by the majority of the board of trustees.
- f) In the event of dissolution or winding-up of the Darus Salam, with consent of the voting members, all its remaining assets after payment of its liabilities shall be distributed to, either to voting members or to one or more qualified donees as defined under the provisions of the *Income Tax Act*

Section 4.05 Terms of Membership

- a) No application for membership is made and no membership dues are obligatory. Any person with similar aims and objectives, and who consents to being a member, becomes a member of the Darus Salam by gifts or participating in Darus Salam activities, without publicly declaring any membership intention.
- b) Any voting member may withdraw from the Darus Salam by delivering to an officer of Darus Salam a written resignation.
- c) Any voting member may be required to resign or sanction from voting rights by a vote of three-quarters (3/4) at any member's meeting.

Section 4.06 Members' Meetings

- a) An annual meeting of the members shall be held at least once a year at the Darus Salam.
- b) At every annual meeting, in addition to any other business that may be transacted, all members shall have access to the report of the trustees and the financial statements.
- c) Each voting member present at a meeting shall have the right to exercise his or her votes if needed.
- d) A voting member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the Darus Salam.

Article V. Board of Trustees

Section 5.01 Numbers.

The board of Trustees ("board") consisting of three (3) or more maximum of ten (10) individuals must be age of maturity with power to contract under the law of Quebec. A trustee need not be a member.

Section 5.02 Change of Number

The number of trustees may at any time be increased or decreased by an affirmative vote of at least two-thirds (2/3) of the votes cast at a meeting duly called for the purpose of determining the number of trustees to be elected to the board. Any decrease shall have no effect of shortening the term of any incumbent trustee.

Section 5.03 Vacancies

The office of Trustee shall be automatically vacated:

- a) If at a special general meeting of members, a resolution is passed by majority of the voting rights at the meeting that the trustee be removed from office;
- b) If a Trustee has resigned his office by delivering a written resignation to an officer of the Darus Salam;
- c) If the trustee is found by a court to be of unsound mind;
- d) If the trustee becomes bankrupt or suspends payment or compounds with his creditors;
- e) Upon death;
- f) Provided that if any vacancy shall occur for any reason in this section, the board by majority may appoint and fill the vacancy with any member of the Darus Salam until the replacement is elected.

Section 5.04 Board's Meetings.

- a) The applicant named in the Letters Patent of the Darus Salam shall become the first trustee of the Darus Salam whose term of office on the board shall continue until their successors are elected.
- b) At the first meeting of members, the voting members then shall replace the provisional trustees and elect not less than three (3) trustees.
- c) At the first meeting of the board, the board shall appoint one or more officers including a secretary, the officers need not be member or trustee.

- d) In addition to the powers and authorities expressly conferred upon it by the Bylaws, the Board may exercise all such powers of the Darus Salam and do all such lawful acts.
- e) Regular meetings of the Board may be held at the Darus Salam or at such other place(s), within Canada, provided that 48 hours notice of such meeting shall be give by any convenient means. The annual meeting of the board shall be held at least once a year and may be combined with annual meeting of the members, as the Board shall designate by written notice. In addition to the annual meeting, there shall be regular meetings of the Board, held, with proper notice, not less frequently than once each calendar quarter.

Section 5.05 Chairperson

At the first meeting of the board, the meeting shall be chair by the applicant and will appoint a chairperson for the first meeting, thereafter, the chairperson of the preceding meeting shall appoint a another chairperson to conduct any current meeting. In case of chairperson of the immediate preceding meeting is not present, the chairperson of preceding meetings will appoint the new chairperson.

Section 5.06 Special Meetings.

Special meetings of the Board may be called at any time by upon written request by he majority of the trustees but not less than two trustees.

Section 5.07 Notice.

Notice of all special meetings of the Board, other than the annual meeting, shall be given to each trustee by three (3) days prior service of the same by any convenient means. Such notice need not specify the business to be transacted at, or the purpose of the meeting.

Section 5.08 Quorum.

At least two Board of Trustees shall be necessary and sufficient at all meetings to constitute a quorum for the transaction of business.

Section 5.09 Waiver of Notice.

Attendance of a trustee at a meeting shall constitute a waiver of notice of such meeting, except where a trustee attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened

Section 5.10 Registering Dissent.

A trustee who is present at a meeting of the board at which action on a organization matter is taken shall be presumed to have assented to such action unless the trustee shall file a written dissent or abstention to such action with the person acting as secretary of the meeting before the adjournment thereof, or shall forward such dissent by registered mail to the secretary of the Darus Salam immediately after the adjournment of the meeting. Such right to dissent or abstain shall not apply to a trustee who voted in favor of such action.

Section 5.11 Powers and duties of Trustees

The board

- a) Shall administer the affairs of the Darus Salam in all things and make or cause to be made for the Darus Salam, in its name, any kind of contract which the Darus Salam may lawfully enter into
- b) Shall have power to authorize expenditures on behalf of the Darus Salam from time to time and may delegate by resolution to the officers of the Darus Salam the right to employ and pay salaries to one or more employees.
- c) Shall appoint one or more signing officers for the purpose of the banking.
- d) Shall authorize, from time to time to borrow or advance funds on behalf of the Darus Salam,
- e) Shall acquire and sale real and personal, movable and immovable property on behalf of the Darus Salam,
- f) Shall take such steps as they may deem requisite to enable the Darus Salam to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Darus Salam.
- g) May appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
- h) May appoint committees whose members will hold their offices at the will of the board. The board shall determine the duties of such committees by resolution.

- i) May fix remuneration for one or more officers, agents and employees and committee by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.
- j) May prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of Darus Salam as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.
- k) The board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Darus Salam to sign specific contracts, documents and instruments in writing. The board may give the Darus Salam's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Darus Salam. The seal of the Darus Salam when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.
- l) The trustees shall serve as such without remuneration and no trustee shall directly or indirectly receive any profit from his position as such; provided that a trustee may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be construed to preclude any trustee from serving the Darus Salam as an officer or in any other capacity and receiving compensation therefore.
- m) A retiring trustee shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Article VI. Officers

Section 6.01 Power and duties

- a) The officers of the Darus Salam shall be a secretary and a treasurer, and any such other officers as the board of trustees may appoint by resolution. The same person may hold any two or more offices. An officer need not be a trustee, or a member.
- b) The duties of all other officers of the Darus Salam shall be such as the terms of their engagement call for the board requires of them.
- c) The secretary shall call a meeting of the members, A fourteen (14) days' written notice shall be given to all members and where special business will be

transacted shall contain sufficient information to permit the member to form a reasonable judgment on the decision to be taken

- d) The secretary shall call a meeting of members on written requisition of voting members carrying not less than 25% the votes.
- e) Officers shall be subject to removal by resolution of the board at any time.
- f) The treasurer shall have the custody of the funds and securities of the Darus Salam and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Darus Salam in the books belonging to the Darus Salam and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Darus Salam in such chartered bank or trust company, in the case of securities, in such person as may be designated by the board from time to time.
- g) The treasurer shall disburse the funds of the Darus Salam as may be directed by proper authority taking proper vouchers for such disbursements, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Darus Salam. He shall also perform such other duties as may from time to time be directed by the board.
- h) The treasurer shall keep adequately the books and records of the Darus Salam, file all the required annual returns, reports etc with the authorities and prepare the financial statements and other reports and make available to the members
- i) The treasurer or its representative shall acknowledge any gifts received on behalf of Darus Salam and issue an official donation receipts.
- j) The secretary may be empowered by the board, or upon resolution of the board, to carry out the affairs of the Darus Salam shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.
- k) The secretary shall give or cause to be given notice of all meetings of the members and of the board, and shall perform such other duties as may be prescribed by the board or any officer under whose supervision he shall be. He shall be custodian of the minutes books of Darus Salam, which shall deliver 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.
- l) Contracts, documents or any instruments in writing requiring the signature of the Darus Salam, shall be signed by any two or more officers or trustees and all contracts, documents and instruments in writing so signed shall be binding upon the Darus Salam without any further authorization or formality.

Article VII. Indemnities to Trustees and Others

Every trustee and officers and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Darus Salam, from and against; all costs, charges and expenses which such trustee or officers sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of his office or in respect of any such liability; all other costs, charges and expenses which the trustee or officers sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.