



BY LAWS

OF THE

**MUSLIM ASSOCIATION
OF HAMILTON**

**1545 STONE CHURCH ROAD EAST
HAMILTON, ONTARIO, L8W 3P8**

As Amended on January 26, 2014

**BY-LAWS RELATING GENERALLY
TO THE TRANSACTION OF THE AFFAIRS OF
THE MUSLIM ASSOCIATION OF HAMILTON**

Be it enacted as by-laws of The Muslim Association of Hamilton (here- in- after referred to as the “Association” and the Board of Directors to as directors) as follows:

HEAD OFFICE

1. The Head Office of the Association shall be at 1545 Stone Church Road in the City of Hamilton and in the Province of Ontario.

SEAL

2. The Seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Association.

BOARD OF DIRECTORS

3. The affairs of the Association shall be managed by a board of thirteen (13) directors. Composition of the Board shall be as follows:
 - a) President
 - b) Vice-President
 - c) Secretary
 - d) Treasurer
 - e) Assistant Treasurer
 - e) Assistant Secretary
 - f) Six Directors
 - g) The immediate past President of the outgoing board shall become an ex-officio voting member of the board
 - h) Such other officers as the general meeting may determine by law from time to time.

4. Qualifications:

- a) The Board Directors to be bona fide members of the Association for a minimum period of one year.
 - b) The President and Vice-president shall have served on the Board of the Association for one year.
 - c) The Secretary and Treasurer shall have served on the Board for one year. Knowledge of “rules of order” and book keeping experience is desirable for the afore-mentioned offices respectively.
 - d) The retiring members of the board shall be eligible for re-election.
5. Any Board director of the Association can hold a post or be on the executive of any other organization provided the aims and objectives of that organization are not in conflict with those of the Association.
 6. If a Director is absent for three consecutive board meetings without any valid reason or fails to attend a total of five meetings he shall be asked to vacate the position.
 7. The members of the Association may remove any member of the Board before the expiration of his term of office by resolution passed by a majority vote cast at the meeting; elect any member in his stead for the remainder of the term. The notice specifying the intention to pass such resolution must be mailed to the members of the Association.
 8. The office of director shall be automatically vacated:
 - a) If a director resigns his office by delivering a written resignation to the Secretary of the Association, and after being approved by the Board,
 - b) If he becomes bankrupt or suspends payments or compounds with his creditors,
 - c) If he is removed from office as provided in by-law 7 above.

VACANCIES, BOARD OF DIRECTORS

9. Vacancies on the Board of Directors, however caused so long as a quorum of Directors remains in office, be filled by the Directors from among the qualified members of the “Association”. If there is not a quorum of Directors, the remaining Directors’ shall forthwith call a general meeting to fill the vacancy.

QUORUM AND MEETINGS, BOARD OF DIRECTORS

10. A majority of the Directors shall form a quorum for the transaction of business. No formal notice of any such board meeting shall be necessary if all the Directors are present. Directors meetings may be formally called by the President or Vice-President or by the Secretary on direction in writing of two Directors. Notice and agenda of such meetings shall be delivered or telephoned to each Director three (3) days before the meeting is to take place or shall be mailed to each Director not-less than five (5) days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meetings at an hour to be named and for such regular meeting no notice need be sent. A directors meeting may also be held, without notice immediately, following the annual general meeting of the Association. The Directors may consider or transact any business either special or general at any meeting of the Board.

The board meetings shall be open to the membership. To encourage better participation, the meetings shall be announced through the usual channel of communication.

An emergency meeting can be called and shall require a minimum of twenty-four (24) hours’ notice, either by letter or by word of mouth. The agenda for such meeting shall be restricted to the topic or topics for which the meeting was called.

VOTING, BOARD OF DIRECTORS

11. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the chairman, in addition to his original vote, shall have a second or casting vote. The vote shall be taken in the usual way 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 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.

POWERS

12. The Board of Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association 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 the Association is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time purchase, lease or otherwise acquire, alienate, sell, exchange. or otherwise dispose of shares, stocks, rights, warrants, options and other securities lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable, subject to limitations as referred to in 14 (i).

The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time, and such person shall perform duties as shall be prescribed by the Board of Directors at the time of such appointment. The Board of Directors may fix remuneration of all agents and employees.

EXPENSE CEILINGS

- 13 a) Financial liabilities for value of any transaction, other than the regular monthly expenses, affecting directly or indirectly the assets of the Association for over fifty thousand dollars (\$50,000) shall be decided by two-third majority of members present in a general meeting.
- b) For any expense over twenty five thousand dollars (\$25,000) and up to a maximum of fifty thousand dollars (\$50,000) the board shall require approval of the Majlis-e-Shura.
- c) The Board is empowered to spend a maximum of twenty five thousand dollars (\$25,000) for a specific purpose.
- d) Expenses over one thousand dollars (\$1,000) over and above the regular and recurrent expenses must be approved by the Board.
- e) Any cheque must be signed by two of the following three officers; the President, the Vice President and the Treasurer for regular, recurring and customary expenses without any prior approval of the Board.
 - f) The President and the Treasurer may spend up to a maximum of two thousand and five hundred dollars (\$2,500) without any prior approval of the Board. The President and the Treasurer shall report to the Board for such expenses at the next board meeting.
 - g) A monthly financial report of income and expense summary shall be posted on the bulletin board.
 - h) Each petty cash float shall not exceed more than five hundred dollars (\$500.00) and the Board shall authorize issue of such cash float from Time to time. The Treasurer shall maintain a proper record of all expenses.

- i) The Board of Directors of the MAH is empowered to undertake the regular, recurring and customary expenses necessary for running of the affairs of the MAH.

LOAN (Qarz-e-Hasn)

- 14. a) The Board of Directors may borrow money on the credit of the Association up to a maximum limit of \$25,000 (twenty five thousand dollars) provided such decision is made with a two-third majority of the members of the Board of Directors. The details of such loan shall be posted regularly on the notice board.
- b) The Board shall obtain the approval of the general assembly to borrow funds in excess of \$25,000 (twenty five thousand dollars).

REMUNERATION OF DIRECTORS

- 15. The Directors shall receive no remuneration for acting as such.
- 16. Every director or officer of the Association and his 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 Association from and against:
 - a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or above any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him in or about the execution of the duties of his office;
 - 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.

DUTIES OF PRESIDENT AND VICE-PRESIDENT

- 17. The President shall, when present, preside at all meetings of the Association and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operation of the Association. The President with the Secretary or other Officer appointed by the Board for the purpose shall sign all by-laws and membership certificates. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, or such other Director being designated previously for this purpose.

DUTIES OF SECRETARY AND ASSISTANT SECRETARY

- 18. The Secretary shall record all facts and minutes of all the Board and the general meetings in the books kept for that purpose. He shall give notices of all the meetings required to be given to members and to the Directors. He shall be the custodian of the seal of the Association and of all books, papers, records, correspondence, contracts and other documents belonging to the Association which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may from time to time be determined by the Board of Directors. He shall provide a copy of any official information to any member of the Association on request.

The Assistant Secretary shall assist the Secretary in performing his duties. In the absence of the Secretary the Assistant Secretary shall act on his behalf.

DUTIES OF THE TREASURER

19. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Association in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Association. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF THE DIRECTORS

20. The duties of the Directors of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.
21. The Board of Directors shall manage the affairs of the Association with help of committees as required to facilitate the smooth running of the Association.

MAJLIS-E-SHURA

22. Majlis-e-Shura shall act in an advisory capacity to the Board in helping the Association achieve its long term objectives and encourage the participation of the Muslims in the affairs of the Association. Majlis-e-Shura shall mediate to resolve conflicts to maintain harmony in the community. Majlis-e-Shura shall help encourage and motivate Islamic Dawah programmes in the community.

The Majlis-e-Shura shall consist of five (5) members, every second year three (3) shall retire and be replaced and the following year two (2) shall retire and be replaced. The following categories of the members shall be considered for appointment to the Majlis-e-Shura:

- a) Knowledgeable and practising Muslims.
- b) Members of the Association of longstanding who made significant contribution in the promotion of Islamic causes.

In case of vacancy, the Board in consultation with Majlis-e-Shura shall fill the vacancy. Such appointment shall be subject to the approval of the general assembly.

Majlis-e-Shura shall:

- Meet at least once in three (3) months or as often as necessary.
- Maintain minutes of the meeting.
- Choose its own chairman.
- Serve as election committee and conduct the elections.

-

The outgoing Board shall nominate the members of the Majlis-e-Shura for approval by the General assembly. Any member of Majlis-e-Shura may be removed from the Majlis as specified in by-law 7 for the Board of Directors.

IMAM

23. The board in consultation with Majlis-e-Shura shall appoint the Imam after conducting an appropriate selection procedure. The Board shall obtain approval of Imam's appointment by a two-thirds majority of members present in a general meeting within six months of the appointment. The Board shall have the authority to terminate the appointment of the Imam due to a reasonable cause(s) any time during the six month probationary period.

The Imam shall guide the community and advise the board in religious affairs of the Association. He shall lead the prayers and perform Islamic practices in the Mosque. He shall assume an active role in Islamic education in the community.

The Imam shall have the following qualifications:

- a) He shall be knowledgeable and a practising Muslim.
- b) He shall have the understanding of community needs.
- c) He shall have the ability to communicate effectively with the congregation.

EXECUTION OF DOCUMENTS

24. All transactions shall be based on Islamic Principles and shall be subject to expense ceiling as per item 14.

Deeds, transfer licences, contracts and engagements on behalf of the Association shall be signed by either the President or Vice-President and by the Secretary, and the Secretary shall affix the seal of the Association to such instruments as require the same.

Contracts in the ordinary course of the Association's operation may be entered into on behalf of the Association by the President, Vice-President, Secretary, and Treasurer or by any person authorized by the Board.

The President, Vice-President, Secretary, Treasurer or the Directors or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Association in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Association transfer of shares, bonds or other securities from time to time transferred to the Association, and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute and deliver the under the corporate seal any and all 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.

Notwithstanding any provisions to the contrary contained in the By-Laws of the Association, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Association may or shall be executed.

The Board of Directors of the Association may from time to time:

- a) Issue, sell or pledge securities (including bonds, debentures, debenture stock, or other like liabilities) of the Association but no invitation shall be extended to the public to subscribe for any such securities;

- b) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts and unpaid calls, rights, powers franchises and undertaking to secure any such securities or any money borrowed, or other debt or any other obligation or liability of the Association;
- c) Delegate to such one or more of the Officers and Directors of the Association as may be designated by the Directors all or any of the powers conferred by the foregoing clauses of this by-law to such extent and in such manners as the Directors shall determine at the time of such delegation;
- d) Give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association or any company controlled by it, and secure any such Director or other person against loss by giving him by way of security a mortgage or charge upon the whole or any part of the real and personal property, undertaking and rights of the Association.

RECORDS

- 25. The Secretary shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept in the office of the Association.

MEMBERSHIP

- 26. Any Muslim of the age of 16 years or over, living in the Regional Municipality of Hamilton-Wentworth and other municipalities joining borders with the Municipality of Hamilton-Wentworth is eligible to become a voting member of the Association. The Muslims living outside of the above mentioned area can become non-voting members of the Association.

The members shall:

- a) Conduct themselves in a way that their behaviour shall never adversely affect the Association;
- b) Sincerely endeavour to co-operate and fulfill any duty they would undertake.

DUES

- 27. a) The membership each year shall be effective from one annual general election to the next annual general election provided that Membership dues are paid thirty days (30) prior to the election date, but not later than March 1st.
- b) The annual dues for a voting member shall be \$50.00 per person and for dependent student over 16 years of age shall be \$10.00 per person.
- c) The membership dues shall automatically be deducted from the donations received provided such donation equals or exceeds the membership dues and provided that the donor at the time of making such donation indicates the name of the person to whom the voting membership should be granted.
- d) The annual dues shall be for the period from the 1st of January to the 31st of December during the year that the dues were received.

ANNUAL AND OTHER MEETINGS OF MEMBERS

- 28. The annual or any other general meeting of the members shall be held at the head office of the Association on such day as the said Directors shall fix.

The Board of Directors shall strive to inform the interested members about the Annual meeting, its agenda and also the financial report a week ahead of time.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and a Board of Directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors shall have power to call at any time a general meeting of the members of the Association. Notice including agenda, time and place of every such meeting shall be posted at all MAH Masajids, on the MAH website, announced at two Jumaah prayers prior to meeting date and emailed to each member ten working days before the time fixed for the holding of such meeting. Members who do not have access to email can request packages to be mailed through regular mail by contacting the MAH administration office. Members are responsible for providing current contact information.

A mid-term general meeting shall be held not later than the end of October each year, to submit a progress report and seek guidance for general policy matters relating to the business of the Association.

Additional general meeting can be called if the board receives a petition by fifty (50) members of the Association.

ADJOURNMENTS

29. Any meetings of the Board of Director 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. The adjourned meetings to be continued, no quorum shall be necessary.

QUORUM OF MEMBERS

30. A quorum for the transaction of business at any meeting shall consist of not less than thirty five (35) members present in person.

VOTING OF MEMBERS

31. Each member of the Association shall, at all meetings of members, be entitled to one vote only. No proxy vote shall be allowed.

Matters concerning Deen and Sharia are not subject to voting. When a disagreement arises in a matter of Sharia, it shall be dealt with expeditiously by the Board, in consultation with the Majlis-e-Shura. During the time of Board's investigation, the status quo shall prevail.

The Board, with the Majlis-e-Shura shall consult the Imam of Hamilton Mosque, if in office and the Imams of the recognized institutions of learning, both home and abroad, and obtain a consensus of their opinions which shall be binding on the Muslim community of Hamilton. The Board shall report its findings to the general membership through normal channels of communication.

At all meetings of members every question shall be decided by a majority of the votes of the members present. Every question shall be decided by a show of hands or by ballots. Every member having voting rights shall have vote, and a declaration by the Chairman that a resolution has been carried or not carried and an entry has to that effect in the minutes of the Association shall be admissible in evidence as prima facie proof of the fact without proof the number or proportion of the votes accorded in favour of or against such resolution. In case of an equality of votes at any general meeting, the Chairman

shall be entitled to a second casting vote

ELECTION PROCEDURES

32. 1) The board shall fix a date for elections in March. However, under extraordinary circumstances this date may be extended until the end of April.
 - 32.12 In 2012 and beyond, a position of Assistant Treasurer will be added to the board, extending the total number of elected board positions to 12. In addition, the outgoing President will continue to be an ex-officio, voting member of the board.
 - 32.13 In order to stagger the terms of various board positions, elections will be held annually, and only one half of the board will be elected each year for a two year term.
 - 32.14 For elections held in the odd number years (for example; 2013, 2015, 2017, etc.) the following positions will be elected for a two year term:
 - President
 - Secretary
 - Assistant Treasurer
 - Director #1
 - Director #3
 - Director #5
 - 32.15 For elections held in the even number years (for example; 2012, 2014, 2016, etc), the following positions will be elected for a two year term:
 - Vice-President
 - Treasurer
 - Assistant Secretary
 - Director #2
 - Director #4
 - Director #6
 - 32.16 2012 will be considered a transition year and the positions elected under article 32.14 above will be for a special, one-year term only. In 2013, these positions will be up for election again for a two year term. The positions elected under the article # 32.15 above will be elected for a normal two year term. Also, in 2012 being a transition year, the candidates for directors will be arranged in descending order of votes gathered, and will be assigned director numbers in sequence of 2, 4, 6, 1, 3, 5, which will determine their length of term and re-election schedule.
 - 32.17 If a position becomes vacant after the elections for any reason, it will be filled only for its remaining term and will be up for elections according to the schedule outlined in 32.14 and 32.15.
- 2) Majlis-e-Shura shall act as a nomination committee and shall also conduct elections.
- 3) The nomination committee shall receive process and recommend nominations.
- 4) Particulars of the elections, along with the qualifications as specified in the section “Qualification for Board Directors” to be publicized through the appropriate channels, i.e. Newsletter, bulletin board, etc., four weeks before the actual date of the elections.
- 5) The nomination committee shall receive nominations as per the nomination form (Appendix A) duly completed by the nominator and the nominee two weeks before the elections.
- 6) The contents of the nomination form shall be read in the election meeting.
- 7) Names of the nominee shall be posted on the bulletin board at the head office of the Association.
- 8) At the time of election, nominations shall be accepted from the floor only for those positions for which no nominations were received by the nomination committee.

- 9) Ballots shall be distributed only to the members holding the membership card at the time of the election.
- 10) Announcement of the results shall be made known immediately after counting of the ballots.
- 11) Chairman of the nomination committee shall hand over the meeting to the outgoing President of the Association.

AUDITORS

33. The members shall at each annual meeting appoint an Auditor to audit the accounts of the Association to hold until the next annual meeting provided that the Directors may fill any casual vacancy in the office of auditor. The remuneration of the auditor if asked for shall be approved by the Board of Directors.

RULES AND REGULATIONS

34. The Board of Directors may prescribe such rules and regulations consistent with these by-laws relating to the management and operation of the Association as they may deem expedient, provided that such rules and regulations shall have force and effect only until the next general meeting of the Association when they shall be confirmed by two-thirds majority of the members present and in default of confirmation at each general meeting of members, shall at and from that time cease to have force and effect.

AMENDMENTS TO THE BY-LAWS

35. The by-laws may be amended by two-thirds majority of the members attending the general meeting. The proposed amendments shall be circulated to the members ten (10) working days prior to the date of the meeting.
36. In these by-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine.

PASSED by the general membership and sealed with the corporate seal this 1st day of June, 1980.

Sd/ Rashid Bond
President

Sd/ Yousuf Sheikh
Secretary

REVISED: NOV.1, 1987

Sd/
President

Sd/
Secretary

REVISION PASSED by the general membership on this 4th day of December, 2011

Sd/
President
Dr. A. Taher Ghouse

Sd/
Secretary
Kayed Haddad

REVISION PASSED by the general membership on this 26th day of January, 2014

Sd/
President
Dr. A. Taher Ghouse

Sd/
Secretary
Uzma Qureshi

Appendix A



بِسْمِ اللَّهِ الرَّحْمَنِ الرَّحِيمِ
In the name of Allah, the Beneficent, the Merciful

Nomination Form

1) To be filled by the Nominators:-

I, the undersigned, would like to nominate Brother/Sister _____

For post of _____ for the following reasons: _____

Name of Nominator: (first, last): _____ Signature: _____ Date: _____

Seconded by (first and last name): _____ Signature: _____ Date: _____

2) To be filled by the Nominee:-

Statement of Qualifications & Relevant Experience
(to be provided by the nominee). In the space below, please provide a brief statement of your qualifications and experience relevant to the position (maximum 200 words - attach one more page if more space is needed)

Statement of Interest (to be provided by the nominee) In the space below, please provide a brief statement of your vision and interest in the position (maximum 200 words - attach one more page if more space is needed)

I, _____, accept the nomination and agree to have my statements of qualification and interest that I have provided on this form communicated to the general membership of MAH as part of my nomination and elections procedure. Also, I hereby confirm that I have read the responsibilities and rights of the position that I am being nominated for and understand that the term of the board is two years.

Signature of Nominee: _____ Date: _____

This nomination form is deemed void if it is not completely filled and signed.

Mountain Mosque, 1545 Stone Church Rd. East, Hamilton Ontario L8W 3P8, T: (905) 383-1526, F: (905) 297-4794,
contactus@hamiltonmosque.com, www.hamiltonmosque.com

MAH-nomination form December 4, 2011