

Memorandum of Association

The name of the Society is: United Muslims of Halifax

On a volunteer and non-profit basis the objective/s of the society is/are:

- To promote religious, educational, recreational, athletic, and social activities for the benefit of the Muslim Community of the Halifax Regional Municipality.
- To serve and act as the voice and organizing framework for the Muslim Community in the HRM.
- To provide a volunteer network which allows volunteers to stay up to date with volunteer opportunities and areas of need in the community such as helping refugees, helping newcomers get settled, helping those who are in need or suffering from an illness, etc.
- To encourage youth to take an active role in the society as well as in other cultural, artistic, social, and charitable events in the HRM.
- To organize festivals such as Eid prayers and Eid parties for the Muslim community of the HRM.
- To provide opportunities for Muslims of varying backgrounds to meet in social, spiritual and educational gatherings in the HRM.

To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;

To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that:

- The society shall not carry on any trade, industry, or business;
- All funds shall be used solely for the purposes of the Society and the promotion of its objects;

Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to:

- qualified donees described in subsection 149.1(1) of the Income Tax Act ("charitable purposes").
- non-profit organization in Canada having objects similar to those of the society.

BY-LAWS for United Muslims of Halifax Society

Definitions

In these by-laws:

- (a) “Society” means: United Muslims of Halifax
- (b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- (c) “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

- 1.1 The Society is ultimately accountable to the members of the Society.
- 1.2 Every member is entitled to attend any members’ meeting of the Society.
- 1.3 Every member may vote at any members’ meeting of the Society after they have attended at least one previous members’ meeting.
- 1.4 Membership of the society shall be open to all Muslims residing in the HRM.
- 1.5 Membership can be obtained by filling out a Membership Form and paying the membership fee of \$5 per person or the family membership fee of \$10.
- 1.6 The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
- 1.9 Members have the right to obtain a copy of the memorandum and by-laws of the society upon payment of a fee of 50 cents.

(2) Conditions under which membership ceases and manner in which a member may be expelled.

2.1 Membership in the Society is not transferable.

2.2 Membership in the Society shall cease:

- (a) upon death, or
- (b) if the member resigns by written notice to the Society, or
- (c) if the member ceases to qualify for membership in accordance with these by-laws, or
- (d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member’s membership in the Society has been terminated.

(3) Meetings of members.

3.1 Every member, subject to by-law 1.3, shall have one vote and no more and there shall not be proxy voting.

3.2 A general or special meeting of the members may be held at any time and shall be called:

- (a) if requested by the chair, or
- (b) if requested by a majority of the directors, or
- (c) if requested in writing by 25% of the members.

3.3 Notice to members is required for general or special meetings. The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members seven (7) days prior to the meeting,
- (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- (d) specify the nature of business, such as the intention to propose a special resolution, and
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

3.4 An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members thirty (30) days prior to the meeting,
- (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- (d) specify the intention to propose a special resolution, and
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

3.5 At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- (a) minutes of the previous annual general meeting,
- (b) consideration of the annual report of the directors,
- (c) consideration of the annual financial report of the Society,
- (d) the appointment of auditors for the ensuing year, and
- (e) election of directors,

3.6 Quorum shall consist of 20% of members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

- 3.7 (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
- (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

3.8 The Chair, or in his/her absence, the Vice Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

3.9 Where there is an equality of votes the motion shall be lost.

3.10 At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

3.11 While the board of directors will be responsible for hiring an Imam if one is needed, the Imam can only be fired by a majority of the members of the society.

3.12 The secretary shall be responsible for preparation and custody of minutes of meeting and other books and records on behalf of the society.

(4) Directors and their duties and powers.

4.1 No funds of the society shall be paid to or be available for the personal benefit of any of the directors of the society.

4.2 Directors or executive members holding any office in the society:

- a) must be of legal age, with the exception of the youth representative who must have his/her parents' or legal guardian's written consent
- b) must not hold any executive position or be employed by any other society with similar goals in the HRM

4.3 Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two year terms with one half of directors elected each year.

4.4 If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

4.5 The members may, by special resolution, remove any director and appoint another person to complete the term of office.

4.6 The management of the Society is the responsibility of the directors. In particular, the directors may engage an employee and determine his/her duties, responsibilities and remuneration.

4.7 Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members

- (a) upon nomination, and
- (b) if serving as a director, when the possibility of a conflict is realized.

4.2 The board of directors must consist of seven members to fill the following roles:

- Secretary
- Treasurer
- Chair
- Vice Chair
- Event Director
- Youth Representative
- Community Support Representative

4.3 In a case where members of only one sex are elected to the board two members of the other sex must be elected to the board within one month of the original elections. These representatives will be elected by the members at large and will have all the same rights and responsibilities and voting powers as the other members.

4.4 After the election of a new board of directors the old board of directors must provide instruction and advice to the new board and pass on the duties in a clear organized manner to enable a smooth transition.

4.5 The duties of the board of directors are essentially, but not limited to, the following:

4.5.1 Duties of the Secretary:

- a) To prepare and ensure the circulation of meeting minutes in an organized and timely manner.
- b) To manage society mail (both postal and electronic) and report contents to the rest of the board.
- c) To coordinate with the other members of the board with regards to preparing advertisements, statements, etc.
- d) To coordinate with the webmaster (or carry out webmaster duties) to ensure that the society website is kept up to date and relevant for members.
- e) To be responsible for filing the annual requirements with the office of the Registrar, and have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and file with the Registrar: within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election and a copy of every special resolution within fourteen (14) days after the resolution is passed

4.5.2 Duties of the Treasurer:

- a) To keep records of all monetary transactions including membership fees, payment of bills, purchases, etc.
- b) To prepare monthly summaries of income and expenses to be posted for the members and to print out and provide on a monthly basis, bank account statements.
- c) To prepare a financial statement for the AGM.
- d) To prepare applications for grants or loans in coordination with other members of the board.
- e) To sign internal audits and financial statements and act as a signing officer.

4.5.3 Duties of the Chair

- a) To act as the recognized agent of the society
- b) To prepare formal statements for discussion and approval by the rest of the board.
- c) To manage any advertising or media related efforts by the society
- d) To manage the coordination of efforts between the society and other groups or organizations in the HRM, with the consultation and approval of the rest of the board.

4.5.4 Duties of the Vice Chair

- a) To facilitate communication between the board and the members of the society
- b) To organize any efforts such as surveys of member opinions, elections, etc, in coordination with the secretary and the rest of the board
- c) To coordinate and organize volunteer efforts and facilitate communication between the board and volunteers
- d) To provide the memorandum of and by-laws to members requesting them
- e) To provide access to the books and records at the AGM and upon request by arranging a meeting time and place with the members who request it

4.5.5 Duties of the Event Director

- a) To organize all society events including regular and special events in coordination with the rest of the board
- b) To manage and keep records of plans, advertisements, and communications regarding all society led events
- c) To work with the Vice Chair and the Secretary to ensure effective communication with volunteers for events and keep the volunteer network/register up to date
- d) To ensure that accessible and up to date calendars of events are made available to the members through the website and other means

4.5.6 Duties of the Youth Representative

- a) To ensure that voices of Muslim youth are being heard and their needs are being met by the society
- b) To work in coordination with the rest of the board to hold relevant events for youth including spiritual, educational, and recreational youth-centered activities

4.5.7 Duties of the Community Support Representative

- a) To work in coordination with the other members of the board to meet the needs of society members and other members of the community who are in need of financial support
- b) To organize and coordinate efforts to help community members suffering from illnesses or tragic events that may need social support
- c) To organize, in coordination with other groups in the city, efforts to help newcomers to the community in need of a guide to become integrated in the HRM community.
- d) To organize and facilitate social events with the purpose of bringing the community as a whole together such as potlucks, baby showers, hospital visits, etc.

4.5.8 Duties of the Female Representative (if needed)

- a) To ensure the voices of the female members of the society are being heard and their needs are being met by the society
- b) To work in coordination with the rest of the board to hold relevant events for female members of the society

4.5.9 Duties of the Male Representative (if needed)

- a) To ensure the voices of the male members of the society are being heard and their needs are being met by the society
- b) To work in coordination with the rest of the board to hold relevant events for female members of the society

(5) Meetings of the Board of Directors:

5.1 The board of directors shall meet no less than 12 times each year.

5.2 A meeting of directors may be held at the close of every annual general meeting without notice. For all other board meetings, notice is required and must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the directors seven (7) days prior to the meeting,
- (c) be given to the directors by e-mail, telephone, and/or any agreed upon method
- (d) Notice can be waived for board meetings with the unanimous approval of the Board.

5.3 Quorum shall consist of 5 of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

5.4 The Chair or, in his/her absence, the Vice Chair or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.

5.5 At directors' meetings, where there is an equality of votes the motion shall be lost.

(6) Financial

6.1 The fiscal year end of the Society shall be the last day of *December*

6.2 The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure in the preceding fiscal year, and
- (c) a bank statement on December 31st.

6.3 A copy of the financial report shall be signed by the auditor or by two directors.

6.4 A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

6.5 An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

6.6 The Society may only borrow money as approved by a special resolution of the members.

6.7 The Society may only purchase property or construct any buildings as approved by a special resolution of the members. Building plans and any adjustments to these plans must be done with the knowledge and approval of the members.

6.8 The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

6.9 Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

6.10 The Society shall not make loans, guarantee loans or advance funds to any director.

(7) Sub-committees:

7.1 A Shura Committee consisting of 9-15 members will be formed to help, offer advice, and find solutions for any dispute that arises. This committee will consist of:

- (a) 7-13 elected members
- (b) The Imam
- (c) The Chair

7.2 A Religious Committee should be formed to help and offer advice in religious matters and ensure that the society is following the true teachings of Islam. This committee will consist of:

- (a) The Imam
- (b) The Chair
- (c) The Vice Chair
- (d) Two Elected Members

(8) Execution of contracts, deeds, bills of exchange and other instruments and documents on behalf of the society.

8.1 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the society by the Chair of the Vice Chair and the Secretary or otherwise as prescribed by resolution of the board of directors.

8.2 Records of all contracts, deeds, bills of exchange and other instruments or documents excuted on behalf of the society must be kept by the secretary and made available to members, upon request at the Annual General Meeting by at least 10% of members.