

BY-LAW NO. 1

**A BY-LAW RELATING GENERALLY TO THE CONDUCT
OF THE AFFAIRS OF**

AFGHAN CANADIAN ISLAMIC COMMUNITY

(the "Corporation")

BE IT ENACTED as a by-law of the Corporation as follows:

PREAMBLE

The objects of the Corporation are to promote and to apply the spiritual, cultural and religious teachings of Islam and to solemnize and commemorate the religious and national days. In order to carry out its object the Corporation may:

- (a) establish, maintain and manage worship spaces;
- (b) establish and operate schools and classes;
- (c) publish, sell and distribute literature and materials and establish and maintain a library;
- (d) assist Afghan newcomers while they are adjusting to Canadian society;
- (e) receive, acquire, hold and deal with gifts, donations, devises and bequests; and
- (f) do all such other lawful and similar objects as are incidental or conducive to the attainment of the foregoing.

INTERPRETATION

Definitions

1. In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"**Act**" means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**articles**" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect;

"**family member**" includes a spouse, parent, child, sibling, mother- or father-in-law, son- or daughter-in-law, brother- or sister-in-law, first aunt or uncle, first cousin or anyone who shares a home;

"**meeting of members**" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"**ordinary resolution**" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"**proposal**" means a proposal submitted by a member of the Corporation that meets the requirements of section 163 (Shareholder Proposals) of the Act;

"**public accountant**" means a person meeting the requirements in section 180 of the Act;

"**Regulations**" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"**special resolution**" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;

other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws; and words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

GENERAL BUSINESS OF THE CORPORATION

Registered Office

2. The registered office of the Corporation shall be located at the address specified in its articles or as the board may by resolution from time to time determine.

Corporate Seal

3. The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

Financial Year

4. The financial year end of the Corporation shall be December 31st in each year, unless otherwise determined by the board by resolution.

Execution of Documents

5. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation, shall be signed by two officers, one of whom holds the office of president, and the other of whom holds any other office created by by-laws or by resolution of the board, or where the Corporation has only one officer and such person holds the office of the president, by that person alone, and deeds, transfers, assignments, contracts, obligations and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific deeds, transfers, assignments, contracts, obligations and instruments in writing. The board may give the Corporation power of attorney to any registered dealer in securities for the purpose of the transferring of and dealing with any stocks, bonds and other securities of the Corporation. The seal of the Corporation when required may be affixed to deeds, transfers, assignments, contracts, obligations and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board.

Execution of Cheques, Drafts Etc.

6. All cheques, bills of exchange or other orders for the payment of monies or other evidence of indebtedness issued, accepted or endorsed in the name of the Corporation shall be signed by two officers, one of whom holds the office of president, and the other of whom holds any other office created by by-laws or by resolution of the board, or where the Corporation has only one officer and such person holds the office of the president, by that person alone, and such officers shall jointly endorse notes and drafts for collection or deposit on accounts of the corporation through its bankers or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Such officers may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's form of settlement of balance and release or verification slips. The board shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign specific cheques, bills of exchange or other orders for the payment of monies or evidence of indebtedness issued, accepted or endorsed in the name of the Corporation.

Banking Arrangements

7. The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board may by resolution from time to time designate, direct or authorize.

Borrowing Powers

8. If authorized by a by-law which is duly adopted by the board and confirmed by ordinary resolution of the members, the board may from time to time:
 - (a) borrow money on the credit of the Corporation;
 - (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation; and
 - (c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any debt obligation of the Corporation.

Any such by-law may provide for the delegation of such powers by the board to such officers or directors of the Corporation to such extent and in such manner as may be set out in the by-law.

Nothing herein limits or restricts the borrowing of money by the Corporation on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Corporation.

9. Notwithstanding the foregoing, the board may from time to time on behalf of the Corporation, without authorization of the members, borrow money on the credit of the Corporation, provided that its borrowing power without authorization of the members shall be limited to borrowing money for current operating expenses and shall in no event exceed two hundred thousand dollars (\$200,000.00) per annum.

Annual Financial Statements

10. The Corporation may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

Public Accountant

11. The members shall at each annual meeting appoint a public accountant to audit the accounts of the Corporation for report to the members at the next annual meeting. The public accountant shall hold office until the next annual meeting provided that the board shall forthwith fill any causal vacancy in the office of the public accountant. The remuneration of the public accountant shall be fixed by the board.

MEMBERS

Membership Conditions

12. Subject to the articles, there shall be two classes of members in the Corporation, namely, Class A members and Class B members. The board of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board by resolution. The following conditions of membership shall apply:
 - (a) Class A Members:
 - (i) Class A voting membership shall be available only to individuals interested in furthering the objects of the Corporation, of eighteen or more years of age and who have applied and have been accepted for Class A voting membership in the Corporation.
 - (ii) The term of membership of a Class A voting member shall be annual, subject to renewal in accordance with the policies of the Corporation.
 - (iii) As set out in the articles, each Class A voting member is entitled to receive notice of, attend and vote at all meetings of members and each such Class A voting member shall be entitled to one (1) vote at such meetings.
 - (b) Class B Members:
 - (i) Class B non-voting membership shall be available only to individuals interested in furthering the objects of the Corporation, of eighteen or more years of age who have applied and have been accepted for Class B non-voting membership in the Corporation.
 - (ii) The term of membership of a Class B non-voting member shall be annual.
 - (iii) A Class B non-voting member shall be automatically converted to a Class A voting member following one full year of membership as a Class B non-voting member.

- (iv) Subject to the Act and the articles, a Class B non-voting member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m).

Membership Transferability

- 13. A membership may only be transferred to the Corporation. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.

Membership Benefits

- 14. All Class A Members whose membership has not been suspended, and any children of those members that are under the age of 18, shall be entitled to receive certain benefits as determined by resolution of the board and sanctioned by majority vote at a general meeting of members, provided that, notwithstanding the foregoing, only Class A Members who have been members of the Corporation for three (3) years or more and whose memberships are not suspended, and any children of those members that are under the age of 18, shall be entitled to funeral services.

Membership Dues

- 15. Membership dues, whether on a monthly or annual basis, shall be fixed by resolution of the board and sanctioned by majority vote at a general meeting of members.
- 16. Members shall be notified in writing of the membership dues at any time payable by them and, if any such dues are not paid within one (1) calendar year of the membership renewal date indicated in any such notice, the members in default shall automatically have their memberships in the Corporation suspended.
- 17. Members who have had their memberships suspended shall have the right to reinstate their memberships by paying all arrears for membership dues, including any membership dues for calendar years during which they were suspended, and in doing so shall become members in good standing in same class of membership that they belonged to before being suspended.
- 18. In the case of termination of membership, whether by resignation or expulsion, a member shall remain liable for payment of any arrears which become payable by him to the Corporation at the time of termination.

Termination of Membership

19. A membership in the Corporation is terminated when:
- (a) the member dies or resigns;
 - (b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
 - (c) the member has been suspended for five (5) full consecutive calendar years; or
 - (d) the Corporation is liquidated and dissolved under the Act.

Effect of Termination of Membership

20. Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

Discipline of Members

21. The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:
- (a) violating any provision of the articles, by-laws or written policies of the Corporation;
 - (b) carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion; and
 - (c) for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. If the board decides to expel or suspend the member, the member shall have the right to appeal to the members at the next general meeting of the members. The expelled or suspended member must make a written request in advance to the president, or such other officer as may be designated by the board, to appear in person at the general meeting and

address the members directly. At the meeting the members may vote to reinstate the expelled or suspended member.

MEMBERS' MEETINGS

Annual Meetings

22. There shall be a general meeting of the members at least once a year within three (3) months of the end of the its fiscal year. At every annual meeting, in addition to any other business that may be transacted, the report of the board, the audited financial statements of the preceding year and the budget for the ensuing year shall be presented, the public accountant and officers shall be appointed and the directors shall be elected for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

Place of Members' Meeting

23. Subject to compliance with section 159 (Place of Members' Meetings) of the Act, meetings of the members may be held at any place within Canada determined by the board or, if all of the members entitled to vote at such meeting so agree, outside Canada.

Members Calling a Members' Meeting

24. The board shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of members carrying not less than 5% of the voting rights. If the board does not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.

Notice of Members' Meeting

25. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.

Notice of a meeting of members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and state the text of any special resolution to be submitted to the meeting. For the purposes of this by-law, all business transacted at a special meeting of members and all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

Quorum at Members' Meetings

26. A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be 5% of the members in good standing and entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Votes to Govern at Members' Meetings

27. At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. Each voting member present at a meeting shall have the right to exercise one (1) vote. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting shall not have a second or casting vote.
28. At any meetings of members every question shall be decided by a show of hands, or, in the case of participation by electronic means, by electronic voting, unless a poll thereon is required by the president or is demanded by a member. In the case of a vote by show of hands or electronic means, a declaration by the president that that the vote upon the question has been carried, or carried by a particular majority, or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any questions or resolution. A demand for a poll may be withdrawn. If a poll be required by the president or be demanded by any member and the demand not be withdrawn, a poll upon the question or resolution shall be taken in such manner as the president shall direct.

Participation by Electronic Means at Members' Meetings

29. If the Corporation chooses to make available a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic or other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic or other communication facility that the Corporation has made available for that purpose.

Members' Meeting Held Entirely by Electronic Means

30. Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

Absentee Voting at Members' Meetings

31. Pursuant to Section 171(1) of the Act, a member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxy holder, and one or more alternate proxy holders, who are not required to be members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

- (a) a proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;
- (b) a proxy holder must be physically present at the meeting in respect of which the proxy is given and may not participate by electronic means;
- (c) a member may revoke a proxy by depositing an instrument or act in writing executed or, in Quebec, signed by the member or by their agent or mandatary
 - (i) at the registered office of the corporation no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
 - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting;
- (d) a proxy holder or an alternate proxy holder has the same rights as the member by whom they were appointed, including the right to speak at a meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxy holder or an alternate proxy holder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;
- (e) if a form of proxy is created by a person other than the member, the form of proxy shall
 - (i) indicate, in bold-face type,
 - (1) the meeting at which it is to be used,
 - (2) that the member may appoint a proxy holder, other than a person designated in the form of proxy, to attend and act on their behalf at the meeting, and

- (3) instructions on the manner in which the member may appoint the proxy holder,
- (ii) contain a designated blank space for the date of the signature,
 - (iii) provide a means for the member to designate some other person as proxy holder, if the form of proxy designates a person as proxy holder,
 - (iv) provide a means for the member to specify that the membership registered in their name is to be voted for or against each matter, or group of related matters, identified in the notice of meeting, other than the appointment of a public accountant and the election of directors,
 - (v) provide a means for the member to specify that the membership registered in their name is to be voted or withheld from voting in respect of the appointment of a public accountant or the election of directors, and
 - (vi) state that the membership represented by the proxy is to be voted or withheld from voting, in accordance with the instructions of the member, on any ballot that may be called for and that, if the member specifies a choice under subparagraph (iv) or (v) with respect to any matter to be acted on, the membership is to be voted accordingly;
- (f) a form of proxy may include a statement that, when the proxy is signed, the member confers authority with respect to matters for which a choice is not provided in accordance with subparagraph (d)(iv) only if the form of proxy states, in bold-face type, how the proxy holder is to vote the membership in respect of each matter or group of related matters;
- (g) if a form of proxy is sent in electronic form, the requirements that certain information be set out in bold-face type are satisfied if the information in question is set out in some other manner so as to draw the addressee's attention to the information; and
- (h) a form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect.

Pursuant to Section 197(1) of the Act, a special resolution of the members (and if Section 199 applies, a special resolution of each class of members) is required to make any amendment to the articles or by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

Right to Submit and Discuss

32. A member entitled to vote at an annual meeting of members may:
- (a) submit to the Corporation notice of any matter that the member proposes to raise at the meeting, referred to in this by-law as a “proposal”; and
 - (b) discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

The Corporation shall include the proposal in the notice of meeting required under section 22 of this by-law.

33. Subject to the Regulations under the Act, any proposal may include nominations for the election of directors if the proposal is signed by not less than 5% of members entitled to vote at the meeting at which the proposal is to be presented.
34. The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

DIRECTORS

Duties of Directors

35. The property and affairs of the Corporation shall be managed by the board.

Number of Directors

36. The board shall consist of the number of directors specified in the articles. If the articles provide for a minimum and maximum number of directors, the board shall be comprised of the fixed number of directors as determined from time to time by the members by ordinary resolution or, if the ordinary resolution empowers the board to determine the number, by resolution of the board. In the case of a soliciting corporation the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Corporation or its affiliates.

Qualifications

37. Each director must:
- (a) be eighteen or more years of age;
 - (b) be a Class A voting member of the Corporation;
 - (c) have been a member of the Corporation for at least three (3) years; and

(d) be an individual as defined by the Act.

No person who is of unsound mind and has been so found by a court in Canada or elsewhere, or who has the status of a bankrupt, may be a director. If a director acquires the status of a bankrupt or becomes of unsound mind and is so found, he or she shall thereupon cease to be a director.

Term of Office of Directors

38. The directors shall be elected to hold office for a term expiring not later than the close of the next annual meeting of members following the election or until their respective successors have been duly elected and qualified. Retiring directors will be eligible for re-election, but in no event shall a director serve more than five (5) consecutive terms in office.

A retiring director shall remain in office until dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.

Removal of Directors

39. The office of director shall be automatically vacated:

- (a) if he or she ceases to be a member in good standing;
- (b) when his term of office has expired and his successor has been duly elected;
- (c) if a director shall resign his office by delivering a written resignation to the secretary of the Corporation;
- (d) if he or she is found by a court to be mentally incompetent or becomes of unsound mind;
- (e) if he or she is convicted of an offence involving moral turpitude or dishonesty;
- (f) if at a special general meeting of members called for that purpose an ordinary resolution is passed that he or she be removed from office; or
- (g) upon death,

provided that if any vacancy shall occur for any reason in this section contained, a quorum of the board may fill such vacancy.

Remuneration of Directors

40. Directors shall not receive any stated remuneration for their services, but, by resolution of the board, the expenses of their attendance at meetings of the board may be allowed and paid. Nothing herein contained shall be construed to preclude any director from serving the Corporation as an officer or in any other capacity and receiving compensation therefore. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Corporation.

Powers of Board of Directors

41. The board of the Corporation may administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation 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 Corporation is by its charter or otherwise authorized to exercise and do. For greater certainty, the board of the Corporation may not authorize the sale of all or part of the Corporation's real property without a resolution authorizing the sale being approved by an ordinary resolution at a meeting of the members.
42. The board shall have the power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees, provided that no employment contract shall be for a period in excess of one year. The board shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the board may prescribe.
43. The board shall take such steps as they may deem requisite to enable the Corporation 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 Corporation.

DIRECTORS' MEETINGS

Calling of Meetings of Board of Directors

44. Meetings of the board may be called by the president or any two directors, at any time. If the Corporation has only one director, that director may call and constitute a meeting.

Notice of Meeting of Board of Directors

45. Notice of the time and place for the holding of a meeting of the board shall be posted on the webpage of the Corporation not less than 2 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.
46. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of the board shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

Regular Meetings Section

47. The board shall appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice.

Participation in Meetings by Communications Facilities

48. If all of the directors present or participating in the meeting consent, a meeting of the board may be held by means of telephone, electronic or other communications facilities that permit all persons participating in the meeting to communicate simultaneously and instantaneously, and a director participating in such a meeting by such means shall be deemed to be present at the meeting. Any such consent shall be effective whether given before or after the meeting to which it relates and maybe given with respect to all meetings of the board.

Votes to Govern at Meetings of the Board of Directors

49. At all meetings of the board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote.

OFFICERS, COMMITTEES, EMPLOYEES & AGENTS

Committees of the Board of Directors

50. The board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the board.

Employees & Agents

51. The board may from time to time appoint such agents and engage such employees as it shall deem necessary and such persons shall have authority and shall perform such duties as shall be prescribed by the board at the time of such appointment, provided that the term of any employment contract shall be for period of no more than one (1) year.

Appointment of Officers

52. The officers of the Corporation shall consist of a president, vice-president, secretary, treasurer, cultural-in-charge, youth-section-in-charge, women-section-in-charge, logistics-in-charge, school-in-charge, communications officer, bookkeeping & accounts officer, and any such other officers as the board may by by-law determine. Officers must always be directors of the Corporation and no officer shall be a family member of any other officer.
53. The officers of the Corporation shall be elected at the first meeting of the board, following the annual meeting of members to hold office for one (1) year from the annual meeting or until their successors are elected in their stead. Officers shall be subject to removal by resolution of the board at any time.

Description of Offices

54. Unless otherwise specified by the board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and powers associated with their positions:
 - (a) The president shall be the chief executive officer of the Corporation. He or she shall preside at all meetings of the Corporation and the board as chairman. He or she shall have the general and active management of the affairs of the Corporation. He or she shall see that all orders and resolutions of the board are carried into effect.
 - (b) The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall assist the president in management of the affairs of the Corporation.

- (c) The treasurer shall have the custody of the funds and securities of the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time. He or she shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the president and directors at the regular meeting of the board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. He or she shall also perform such other duties as may from time to time be directed by the board.
- (d) The board may, by resolution, empower the secretary to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meeting and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He or she shall send out all required notices, attend to all correspondence, exercise full authority over and be responsible for the general office and its staff, act as custodian of the seal of the Corporation, certify documents issued by the Corporation when required and perform such other duties as may from time to time be prescribed by the board.
- (e) The cultural-in-charge shall be responsible for the general and active management of the affairs of the Corporation relating to its cultural affairs. He or she shall prepare and disseminate strategic policy and guidelines pertaining to the cultural initiatives of the Corporation.
- (f) The youth-section-in-charge shall be responsible for the general and active management of the affairs of the Corporation relating to its youth members. He or she shall prepare and manage a schedule of sports, entertainment and religious activities geared towards the youth members of the Corporation.
- (g) The women-section-in-charge shall be responsible for the general and active management of the affairs of the Corporation relating to its women members. He or she shall prepare and manage a schedule of activities geared towards the women members of the Corporation.
- (h) The logistics-in-charge shall be responsible for the general and active management of the affairs of the Corporation relating to its social initiatives. He or she shall coordinate and manage volunteers, catering and building cleaning and maintenance.
- (i) The school-in-charge shall be responsible for the general and active management of the affairs of the Corporation relating to its cultural, language and religious schools.

- (j) The communications officer shall be responsible for communicating Corporation matters to the members. He or she shall coordinate the sending of information to members and publicizing events.
- (k) The bookkeeping & accounts officer shall be responsible for keeping full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation.

The powers and duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board or president requires of them. The board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

Vacancy in Office

55. In the absence of a written agreement to the contrary, the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:
- (a) the officer's successor being appointed,
 - (b) the officer's resignation,
 - (c) such officer ceasing to be a director (if a necessary qualification of appointment) or
 - (d) such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the board may, by resolution, appoint a person to fill such vacancy.

Remuneration of Officers, Agents and Employees

56. The remuneration of all officers, agents, and employees shall be fixed by the board 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, agent or employees shall cease to be payable from the date of such meeting of members.

STANDARD OF CARE AND PROTECTION OF DIRECTORS AND OFFICERS

Standard of Care

57. Every director and officer of the Corporation in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best

interests of the Corporation; and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Every director and officer of the Corporation shall comply with the Act, the regulations, articles, by-laws and any unanimous shareholder agreement.

Limitation of Liability

58. No director or officer shall be liable for the acts, receipts, neglects or defaults of any other director, officer, or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any director or officer from the duty to act in accordance with the Act or from liability for any breach thereof.

Indemnity of Directors and Officers

59. The Corporation shall indemnify the directors and officers of the Corporation, former directors or officers of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor and his or her heirs and legal representatives against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal or administrative action or proceeding to which he or she is made a party by reason of being or having been a director or officer of the Corporation or body corporate, and with the approval of the court in respect of an action by or on behalf of the Corporation or body corporate to procure a judgment in its favour to which he or she is made a party by reason of being or having been a director or officer of the Corporation or body corporate against all costs, charges and expenses reasonably incurred by him in connection with such action, if:
- (a) he or she acted honestly and in good faith with a view to the best interests of the Corporation; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his conduct was lawful.

Insurance for Directors and Officers

60. The Corporation may purchase and maintain insurance for the benefit of the directors or officers of the Corporation, former directors or officers of the Corporation or persons who act or acted at the Corporation's request as a director or officer of a body corporate of

which the Corporation is or was a shareholder or creditor and his or her heirs and legal representatives against any liability incurred by him or her, in his or her capacity as a director or officer of the Corporation or such body corporate, except where the liability relates to his or her failure to act honestly and in good faith with a view to the best interests of the Corporation or such body corporate.

NOTICES

Method of Giving Any Notice

61. Any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board, to be given (which term includes sent, delivered or served) pursuant to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:
- (a) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 128 (Notice of directors) or 134 (Notice of change of directors);
 - (b) if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
 - (c) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
 - (d) if provided in the form of an electronic document in accordance with Part 17 of the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

OMISSIONS AND ERRORS

Invalidity of any Provisions of this By-law

62. The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law.

Omissions and Errors

63. The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

DISPUTE RESOLUTION

Dispute Resolution Mechanism

64. In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:
- (a) The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
 - (b) The number of mediators may be reduced from three to one or two upon agreement of the parties.
 - (c) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no

disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators. For the avoidance of doubt, if a dispute or controversy involves a member or members, on the one hand, and an officer or director (or officers or directors) on the other hand, and if the dispute or controversy was given rise to by some action(s) taken by the officer(s) or director(s) acting in good faith in his/her/their capacity as an officer(s) or director(s) of the Corporation, then all the costs of such officer(s) or director(s) in respect of the above-described mediation or arbitration shall be borne by the Corporation.

DISSOLUTION

Dissolution

65. The board may propose the voluntary liquidation and dissolution of the Corporation, or a member who is entitled to vote at an annual meeting of members may make such a proposal in accordance with section 163 of the Act, provided that:
 - (a) Notice of any meeting of members at which voluntary liquidation and dissolution is to be proposed shall set out the terms of the proposal; and
 - (b) The proposal to liquidate and dissolve is approved by a resolution passed by a majority of not less than ninety percent (90%) of the votes cast on that resolution for each class of members whether or not the members are otherwise entitled to vote.
66. Upon the dissolution or termination of the existence of the Corporation for any reason, any assets remaining after the payment and satisfaction of the debts and liabilities of the Corporation shall be distributed or disposed of to charitable organizations in Canada working for similar aims and objectives as the Corporation as determined by the board and which are qualified donees within the meaning of subsection 248(1) of the *Income Tax Act* and in no event shall the same be distributed or paid or shall otherwise be available for the personal benefit of any member of the Corporation.

EFFECTIVE DATE

Amendment of By-laws

67. Subject to the articles, the board may, by resolution, make, amend or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected or amended by an affirmative vote of at least two-thirds (2/3) of the members of a meeting duly called for the purpose of

considering the said by-law. If the by-law, amendment or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Effective Date

68. All previous by-Laws of the Corporation are repealed as of the coming into effect of this by-Law. The repeal shall not affect the previous operation of any by-Laws so repealed, or affect the validity of any act done, or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to any such by-Laws before its repeal. All officers and persons acting under any by-Laws so repealed shall continue to act as if appointed under the provisions of this by-law, and all resolutions of the members or the board or a committee of the board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent they are inconsistent with this by-law and until amended or repealed. This by-law shall come into force when passed by the board and approved by an affirmative vote of at least two-thirds (2/3) of the members of a meeting duly called for the purpose of considering the said by-law.

PASSED this ___ day of _____, _____.

ABDULLAH HAMID
President

ALI ZAMANI
Secretary

* * * * *

The foregoing by-law is consented to by all of the directors of the Corporation pursuant to the *Canada Not-for-Profit Corporations Act*, as evidenced by their signatures hereto.

DATED this ___ day of _____, _____.

ABDULLAH HAMID
Director

ABDUL AZIZ SHAHSAMAND
Director

MOHAMMAD FAHIM HASHIMY
Director

HAMEED ZARABI
Director

MOHAMMAD ASSEF ABASSI
Director

MAWASH A. DAWARI
Director

SADIK TAHERI
Director

ALI ZAMANI
Director

ATIFA RASOUL
Director

HAMIDA AHMADI
Director

SULAIMAN MOHAMMAD GUL
Director

* * * * *

The foregoing by-law is approved by the members of the Corporation pursuant to the *Canada Not-for-Profit Corporations Act*, as evidenced by minutes of a meeting of the members dated the 26th day of January, 2014 appended hereto as Schedule "A".