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Special Resolution - Certificate
Office of the Registrar of Joint Stock Companies
Date: 22 December 2022 16:25 AST
Location: Nova Scotia, Canada
Contact: rjsc@novascotia.ca

Societies Act

UMMAH SOCIETY
(society name)

I certify that the attached is a true copy of a special resolution duly passed by not less than three-fourths of the members of the society entitled to vote as were present in person or by proxy at a general meeting of the members of the society, held on 2021 / 11 / 07
(yyyy/mm/dd)

of which notice of intention to pass the resolution as a special resolution was duly given.

Date: 2021 / 11 / 17
(yyyy/mm/dd)

CHAIRMAN

Secretary: SAMEH HASSAN
(print or type name)


(signature)

BY-LAWS UMMAH SOCIETY

This version: Sunday, November 14, 2021

ARTICLE I: NAME, MISSION, INTERPRETATION & GOVERNANCE

Section 1: Name & Mission

- A. The name of the organization shall be the Ummah Society, which is derived from **United Maritime Muslims Association of Halifax**. It is referred to in these by-laws as “the Society”. The Society was previously known as the Maritime Muslim Academy.
- B. The mission of the Ummah Society includes:
 - i. Providing religious services and activities including but not limited to five daily congregational prayers, Friday sermon & prayer, Ramadan & Eid prayer, Quran class, funeral services, et cetera to Muslim communities in Nova Scotia.
 - ii. Advancing early-childhood care, primary, and secondary education based on Islamic principles and in accordance with the Nova Scotia curriculum.
 - iii. Offering community services and activities including but not limited to family counselling, matrimonial matchmaking, sports & fitness classes, professional and skills development training and workshops, spiritual and educational programs & conferences, et cetera to Muslim communities in Nova Scotia.
 - iv. Promoting better understanding of Islam by partnering with community organizations and other charities to provide positive space for dialogue and constructive discourse, providing free informational resources about Islam, and conducting seminars and lectures to address Islamophobia.
 - v. Empowering women, youth, and vulnerable community members through psychosocial and mental health support and providing safe spaces for the most vulnerable in the community.
 - vi. Supporting refugees from government-designated conflict zones with sponsorship and general settlement services and helping refugees establish and integrate themselves in the Nova Scotia Community.
 - vii. Helping alleviate poverty in the Muslim community including but not limited to providing food vouchers, clothing, and financial assistance (zakat) to the poor, the needy, or persons of low income, and through participating in national and international emergency relief programs in food distribution, water access, emergency medical assistance, health centre support, et cetera.
- C. In pursuit of its mission, the Ummah Society may:

- i. 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 mission of the Society.
 - ii. Buy, own, hold, lease, sell, and convey such real and personal property as may be necessary or desirable in carrying out the mission of the Society.
 - iii. Raise funds from the public and maintain a bank account in the Society's name.
- D. At a minimum, the Society shall own and oversee the governance and management of the following two (2) financially and operationally independent entities, their assets and undertakings: The Maritime Muslim Academy and the Ummah Masjid & Community Center.
- E. The Society may undertake initiatives to institute additional non-profit initiatives in accordance with the mission of the Society and subject to these by-laws.
- F. The Maritime Muslim Academy, the Ummah Masjid & Community Center, and other non-profit establishments undertaken by the Society shall operate under one registered charitable society called the Ummah Society, which shall consolidate and submit the financial statements for all entities.

Section 2: Interpretation

- A. Interpretation: In these by-laws, unless the context otherwise requires:
 - i. "Society" means the Ummah Society.
 - ii. "the Board of Directors of the Society" or "the Board of the Society" or "the Board" means the Board of Directors of the Ummah Society elected in accordance with these by-laws.
 - iii. "Director" means member of the Board of Directors.
 - iv. "Ummah Academy" means Maritime Muslim Academy.
 - v. "Academy" means Maritime Muslim Academy.
 - vi. "School" means Maritime Muslim Academy.
 - vii. "Masjid" means Ummah Masjid & Community Center.
 - viii. School Committee means the Committee formulated in accordance with these by-laws to oversee the management of the Maritime Muslim Academy.
 - ix. Masjid Committee means the Committee formulated in accordance with these by-laws to oversee the management of the Ummah Masjid & Community Center.
 - x. "Society member" or "member of the Society" means a member of the Ummah Society.
 - xi. "Registrar" means the Registry of Joint Stocks Companies under the Nova Scotia Companies Act.
 - xii. "Shall" is imperative and "may" is permissible.

- xiii. "Special resolution" means a resolution passed by not less than three-quarters of such members entitled to vote as present in person at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been given.
- xiv. Membership & Nomination Committee means either Nomination Committee or Membership Committee.

Section 3: Governance

- A. The Board of Directors of the Society shall be the sole governing body of the Society.
- B. The roles and responsibilities of the Board of Directors include, in addition to other legal obligations and requirements, the requirement to:
 - i. Oversee the management of the affairs of the Society in full compliance with these by-laws and in accordance with the statutes that govern registered charities.
 - ii. Protect, oversee, and grow the assets and resources of the Society.
 - iii. Monitor the policies and the management of all entities of the Society and ensure that the activities of these entities are in full compliance with the Islamic teaching based on the Quran and the Sunnah of Prophet Muhammad (peace be upon him).
 - iv. Ensure that all activities of the Society strictly observe the principles of ethics and rules of professional conduct prescribed by these by-laws and the policies adopted under these by-laws by the Board of Directors of the Society.
 - v. In the case of conflict or divergence in religious opinion, the Board of Directors shall seek the opinion of an established Sunnah jurisprudential (fiqh) council. Such an opinion shall prevail.
- C. The Board shall govern the Society in accordance with the Nova Scotia Societies Act, these by-laws, policies adopted under these by-laws, and the applicable charity statutes in Canada.
- D. As the governing body of the Society, the Board shall be responsible for hiring, firing, and performance evaluation of all executive-level employees of the Society, including the Imam of the Ummah Masjid & Community Center and the Principal of the Maritime Muslim Academy.
- E. The Board may appoint appropriate committees, as it deems fit, to oversee the employment of operation-level employees.
- F. An electronic copy of these by-laws shall be made available to the members of the Society through the Society website.

ARTICLE II: SOCIETY MEMBERSHIP

- A. Membership in the Society shall be open to all Sunni Muslims who:
 - i. Are at least 18 years of age and living in Nova Scotia.
 - ii. Pay their membership fee.
 - iii. Affirm that the Quran and the Sunnah of Prophet Mohammed (peace be upon him) are the main sources of Islamic Shari'ah.
 - iv. Submit an application for membership to the Society by signing the application form, which indicates compliance with all specified membership criteria identified in these by-laws and in the membership policy handbook.
 - v. Have their completed membership application form approved by the membership and nomination committee.
- B. The Secretary of the Society shall maintain a Register of members of the Society, in which shall be set forth the names and addresses of the members and the date on which a person becomes and ceases to be a member of the Society.
- C. The Secretary of the Society shall have the responsibility of preparing and maintaining custody of all books and records including the minutes of members' meetings, the minutes of the Directors' meetings, filing the annual requirements with the Office of the Registrar, and may have custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors.
- D. The Secretary of the Society shall file with the Registrar within fourteen (14) days of the election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election.
- E. A member of the Society shall not transfer his or her membership.
- F. Any individual's membership in the Society may be terminated upon a successful motion by the Board of Directors.
- G. A member may cancel his/her membership by informing the Secretary of the Society.
- H. The annual membership fee shall be decided by the Board of Directors and shall be approved during a Society meeting each time a change in fee is proposed.
- I. The membership fee for the parent of a child enrolled in the Academy or a person *in loco parentis* to a child enrolled in the Academy shall be waived.
- J. The membership fees are non-refundable. Membership may be terminated by the Board of Directors for a member's refusal to pay the membership fee with the exception of Article II (I).
- K. The membership year runs from September 1 to August 31 of the following year.

ARTICLE III: MEETINGS OF MEMBERS

- A. The annual general meeting of the Society shall normally be held within three (3) months after the end of each fiscal year of the Society.
- B. Under exceptional circumstances, as determined by the Board of Directors, the annual general meeting of the Society may be conducted virtually.
- C. No business shall be transacted at any meeting of the Society unless the requisite quorum is present at the commencement of the meeting. Forty (40) members or 25% of the total number of the Society members, whichever is less, shall constitute a quorum.
- D. A member in good standing present at a meeting of members is entitled to one vote; proxy vote is not permitted.
- E. Two (2) weeks' notice of the annual general meeting and ten (10) days' notice of a special meeting of the members setting forth the place, the date, and the hour of the meeting and, in case of special general meeting, the general nature of the business shall be given by the Secretary by mailing or emailing a notice to the members at the addresses mentioned in the Register.
- F. Where a member does not receive a notice of a meeting, the proceedings of the meeting are not invalidated.
- G. The Board of Directors may call a special general meeting at any time and it shall call a meeting when requested in writing by one-third of members of the Society.
- H. If within one (1) hour of the time approved for the meeting, a quorum is not present, the meeting, if convened at the request of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
- I. In the absence of the Chair of the Board of Directors of the Society, the Vice Chair of the Board shall preside as Chair of the meeting. If neither the Chair nor the Vice Chair is present, the members present shall choose one of their number to be the Chair of the meeting.
- J. The Chair of the meeting may, with the consent of those present, adjourn the meeting from time to time and from place to place but no business may be transacted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.
- K. Except in the case of a special resolution, questions arising at any meeting shall be decided by a majority of votes.

- L. The Chair of the meeting shall have no vote except in the case of an equality of votes.
- M. The Board shall select a date for the general meetings of the members of the Society, which shall be held at least once in every calendar year. All other meetings shall be called special general meetings.
- N. The Secretary of the Society shall set forth, in the notice of the annual general meeting, the report with the names and brief biographical sketches of the candidates for election to the Board of Directors.
- O. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - i. Minutes of the previous general meeting.
 - ii. Annual report of the Board of Directors.
 - iii. Consideration of financial statements, including the balance sheet and operating statements of the Society and the report of the auditors therein.
 - iv. Election of the Directors of the Society.
 - v. Appointment of an auditor for the ensuing two years at a minimum.
 - vi. All other business transacted at an annual general meeting shall be considered under new business.

ARTICLE IV: THE BOARD OF DIRECTORS

- A. The Board of Directors of the Society is responsible for monitoring and overseeing the governance, management, and policies, adopted under these by-laws, of the Society.
- B. The Board shall ensure that the activities of the Society are in harmony with the current laws and these by-laws, and in full compliance with the Islamic teachings based on the Quran and the Sunnah of Prophet Muhammed (peace be upon him).
- C. Composition of the Board of Directors of the Society and its Terms of Office:
 - i. Unless otherwise determined by a special resolution of the members of the Society adopted at a special or annual general meeting of the Society, the number of Directors shall be seven (7).
 - ii. The Board of Directors shall be elected directly during the annual meeting of the Society by members in attendance and who are eligible to vote.
 - iii. All Directors shall be members of the Society of Sunni faith and of good standing, which means that the member must have his/her membership active for a minimum of six (6) months with all past dues and/or charge/penalty (such as suspension), if any, having been cleared.

- iv. Each Director shall serve for a period of three (3) years or during the currency of their membership, whichever is less. They are eligible for re-nomination for another consecutive term of three (3) years or as long as they remain members of the Society in good standing.
 - v. A retiring Director shall become eligible for re-nomination to the Board after being absent from the Board for a period of one year.
 - vi. The members of the Society may, at any annual general meeting or special meeting of the Society, by special resolution, remove any member of the Board of Directors before the expiration of his/her period of office and may appoint another person in his/her stead.
 - vii. Any member of the Board of Directors who is absent for three (3) consecutive ordinary meetings of the Board, without cause acceptable to the Board members, may be asked by the rest of the Board members to resign his/her position on the Board. Such a member may be removed by a vote in favour of the removal by two-thirds (2/3) of the Board members present at a meeting in which this issue has been placed on the agenda and circulated to all Board members prior to the meeting.
 - viii. In the case of termination, removal, or resignation of an existing Board member, the Board of Directors shall consider filling the vacant Board membership until the election of a new Board member.
 - ix. The Imam of the Ummah Masjid & Community Centre and the Principal of the Maritime Muslim Academy shall serve as ex-officio board members and shall not vote on any resolutions under consideration by the Board.
 - x. The Board may appoint up to three (3) Co-Opted Board Members for a duration and purpose at the sole discretion of the Board. A Co-Opted Board Member shall not vote on any resolutions under consideration by the Board.
- D. Meetings of the Board of Directors of the Society:
- i. At the first meeting of the Board, the Board shall elect from among the Directors a Chair, a Vice Chair, a Secretary, and a Treasurer. The Secretary may also serve as the Treasurer of the Society.
 - ii. Meetings of the Board may be called by the Chair or in his/her absence or inability to act, by the Vice Chair, at any time. They shall be called at the written request of three (3) members of the Board.
 - iii. Notice of ordinary meetings shall be given personally, by mail, or e-mail to all members of the Board three (3) days before the holding thereof. Such meetings can be held as often as needed but shall be held at least quarterly.
 - iv. At all meetings of the Board, a majority of Directors shall constitute a quorum.

- v. Questions arising at any meeting of the Board shall be decided by a majority vote.
- vi. A Director may retire from office by giving to the Board of Directors one (1) month notice in writing. Such resignation shall take effect upon expiration of the notice or its earlier acceptance by a majority vote of the committee members attending the next meeting. Once submitted, a resigning member cannot withdraw his resignation unless voted against by the majority of members attending the next meeting.

ARTICLE V: COMMITTEES

- A. The Board of Directors of the Society may, from time to time, appoint any committee or other advisory body as it deems necessary or appropriate for such purposes and, subject to these by-laws, with such powers and Terms of Reference as the appointing body shall see fit. Any committee member may be removed by resolution of the Board.
- B. As a first order of business, the Board of Directors shall institute at least three (3) committees, i.e., School Committee, Masjid Committee, and Membership & Nomination Committee.
- C. The School Committee of the Society shall, in addition to other legal obligations and requirements:
 - i. Ensure the professional management, running, and operation of the school building facility located at 6225 Chebucto Road, Halifax, Nova Scotia.
 - ii. Ensure the provision of general academic education consistent with the standards established by the Nova Scotia Department of Education and be in full compliance with the Islamic teachings that are based on the Quran and the Sunnah of Prophet Muhammad (peace be upon him).
 - iii. Perform other activities, in accordance with these by-laws.
- D. School Committee Membership & Meetings:
 - i. The School Committee, at a minimum, will consist of 1 member from the Board of Directors, the Principal of the Academy, and a minimum of two Society members whose child(ren) is(are) enrolled in the Academy or *in loco parentis* to a child enrolled in the Academy. All members of the School Committee will be voting members.
 - ii. The School Committee shall report to the Board of Directors in a manner and frequency determined by resolution of the Board of Directors to enable the Board of Directors to meet its legal obligations, with at least one report every quarter.
 - iii. At the first meeting of the Committee after its formation, the School Committee shall elect from among its members a Chair and a Vice Chair.

- iv. Meetings of the School Committee may be called by the Chair or, in his/her absence or inability to act, by the Vice Chair, at any time. They shall be called at the written request of three (3) members of the Committee.
 - v. At all meetings of the School Committee, a majority of members shall constitute a *quorum*.
 - vi. Matters arising at any meeting of the School Committee shall be decided by a majority vote.
 - vii. The Board of Directors is responsible for setting the policies and strategies of the School, which are to be carried out by the School Committee in accordance with these by-laws.
 - viii. Any member of the School Committee who is absent for three (3) consecutive ordinary meetings in a school year, without cause acceptable to the Committee members, may be asked by the rest of the Committee members to resign his/her position on the Committee. Such a member may be removed by a vote in favour of the removal by two-thirds (2/3) of the Committee members present at a meeting in which this issue has been placed on the agenda and circulated to all Committee members prior to the meeting.
- E. The Masjid Committee of the Society shall, in addition to other legal obligations and requirements:
- i. Ensure the professional management, running, and operation of the building facility located at 2510 St Matthias St, Halifax, Nova Scotia, in full compliance with the Islamic teaching and based on the Quran and the Sunnah of Prophet Muhammad (peace be upon him).
 - ii. Develop and foster the Muslim community spirit based on the Quran and the Sunnah of Prophet Muhammad (peace be upon him).
 - iii. Increase public awareness and improve the proper understanding of Islam and its teachings based on the Quran and the Sunnah of Prophet Muhammad (peace be upon him).
 - iv. Perform other activities in accordance with these by-laws.
- F. The Masjid Committee Membership & Meeting:
- i. The membership of the Masjid Committee, at a minimum, will consist of 1 member from the Board of Directors, Imam of the Masjid, and a minimum of two Society members. All members of the Masjid Committee will be voting members.
 - ii. The Masjid Committee shall report to the Board of Directors in a manner and frequency determined by resolution of the Board of Directors to enable the Board of Directors to meet its legal obligations, with at least one report every quarter.

- iii. At the first meeting of the Committee after its formation, the Masjid Committee shall elect from among its members a Chair and a Vice Chair.
- iv. Meetings of the Masjid Committee may be called by the Chair or, in his/her absence or inability to act, by the Vice Chair, at any time. They shall be called at the written request of three (3) members of the Committee.
- v. At all meetings of the Masjid Committee, a majority of members shall constitute a *quorum*.
- vi. Matters arising at any meeting of the Masjid Committee shall be decided by a majority vote.
- vii. The Board of Directors is responsible for setting the policies and strategies of the Masjid, which are to be carried out by the Masjid Committee in accordance with these by-laws.
- viii. Any member of the Masjid Committee who is absent for three (3) consecutive ordinary meetings of the Committee, without cause acceptable to the Committee members, may be asked by the rest of the Committee members to resign his/her position on the Committee. Such a member may be removed by a vote in favour of the removal by two-thirds (2/3) of the Committee members present at a meeting in which this issue has been placed on the agenda and circulated to all Committee members prior to the meeting.

G. Membership & Nomination Committee:

- i. The Membership & Nomination Committee of the Society shall be appointed by the Board of Directors. Members of the Nomination Committee must be Society members in good standing.
- ii. The Membership & Nomination Committee shall work to enhance the work of the Society by recruiting active and faithful Society members who can contribute and volunteer to participate in the programs necessary to promote and develop activities of the Society.
- iii. The Membership & Nomination Committee shall act as a forum for policy matters affecting membership.
- iv. The Membership & Nomination Committee shall obtain the necessary information from all applicants for Society membership and implement the criteria for membership as specified in the by-laws or as clarified by the governing policies agreed upon by the Board of Directors.
- v. The Membership & Nomination Committee shall maintain accurate membership records, consider resignations, collect membership fees, and promote membership activities.

- vi. The Membership & Nomination Committee is responsible for collecting, screening, and recommending nomination to the Board of Directors or any other committee of the Society.

ARTICLE VI: MISCELLANEOUS

- A. The current land and other major assets of the Maritime Muslim Academy, located at 6225 Chebucto Road, Halifax, and Ummah Masjid & Community Center, located at 2510 St Matthias St, Halifax, shall not be distributed, turned over, or otherwise transferred to any person, corporation, or organization. However, in the event of dissolution or other liquidation of the Society, the assets of the Society can be distributed, turned over, or otherwise transferred through a special substantial majority resolution requiring the approval of 90% or more of the eligible votes of Society members in a special general meeting, to a non-profit charitable organization with a similar Islamic mission that is qualified as being exempt from Federal income taxation (i.e., charity).
- B. All contracts with an employee, a creditor, a contractor, or any other person, corporation, or organization, issued by the Society shall contain a written clause stating that a creditor, a contractor, or any other complainant cannot charge, attach, seize, or otherwise execute against the assets of the Ummah Society, members of the Board of Directors, members of the School Committee, members of the Masjid Committee, or members of other committees as instituted by the Board of Directors.
- C. Every Director, Committee Member, Volunteer, or Employee of the Society shall be indemnified by the Society against all costs, losses, and expenses that any such Director, Committee Member, Volunteer, or Employee of the Society may incur or become liable to pay by reason of any contract entered into or act or thing done by him/her as such Director, Committee Member, Volunteer, or Employee, or in any way in the discharge of his/her duties.
- D. No Director, Committee Member, Volunteer, or Employee of the Society shall, in the absence of any dishonesty or bad faith on his/her part, be liable for the acts, receipts, neglects, or defaults of any other Director, Committee Member, Volunteer, or Employee or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or through the insufficiency or deficiency of any security in or upon which any of the moneys of the Society are invested or for any loss or damage arising from bankruptcy, insolvency, or tortious act of any person with whom any moneys, securities, or effects are deposited, or for any loss occasioned by error, judgment, or oversight on his/her part, or for any

- other loss, damage, or misfortune whatsoever that happens in the execution of the duties of his/her office or in relation thereto.
- E. No member of the Board of Directors of the Society, the School Committee, the Masjid Committee, Officer, or any other committee shall receive a salary from the Society, other than those that serve as employees of the Society.
 - F. A member of the Board of Directors of the Society, School Committee, Masjid Committee, or other committee has a duty to declare any conflict of interest on any issue before a meeting of the Board, Society, or Committee and shall refrain from attendance at deliberation over the said matter or voting in respect of the same. When requested by the Chair of the Board or Committee, due to any perceived or actual conflict of interest, the member shall absent himself/herself from all or part of the relevant deliberations of the Board or Committee.
 - G. The Directors of the Society and the members of Committees shall serve without remuneration and shall not receive any profit from their positions. However, a Director or a Committee Member may be paid reasonable expenses incurred in the performance of his/her duties.
 - H. The members of the Society 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 five days prior to the annual general meeting at the registered office of the Society.

ARTICLE VII: AMENDMENTS

- A. Proposed amendments of these by-laws shall be made in writing by the Board of Directors.
- B. All proposed amendments shall be reviewed and endorsed by the Board.
- C. Once reviewed and endorsed by the Board, all proposed amendments shall be forwarded to the members of the Society for review at least thirty (30) days prior to vote by the membership.
- D. Amendments of these by-laws shall be considered at a special meeting in which 40% of voting members shall constitute a quorum.
- E. An amendment shall require a three-fourths (3/4) affirmative vote of members present and voting, provided a quorum is present.

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