



Constitution
and
By-laws

The Constitution and By-laws

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The Constitution

ARTICLE I - GENERAL

SECTION 1 - ASSOCIATION

The Manitoba Islamic Association (MIA) was incorporated in 1969 and is registered as a charitable non-profit organization in the Province of Manitoba.

SECTION 2 - MAIN OFFICE LOCATION

The main offices of the MIA shall be located in Winnipeg, Manitoba, Canada.

SECTION 3 - DEFINITIONS

Adult	Defined per the laws enforced in Manitoba.
AGM	Annual General Body Meeting: an annual meeting of the General Assembly of the Membership.
Allah	The Arabic translation of the word for "God".
Bi-Election	Means complementary elections to replace only resigned or removed members of the Board of Directors and/or the Election and Compliance Commission for the remainder of the term.
Calendar Year	The Gregorian year beginning on January 1 and ending on December 31.
Capital Projects	<p>Includes:</p> <ol style="list-style-type: none">1. Purchase, lease or long term rent of land and/or a building,2. Construction of a new building,3. Expansion of an existing building,4. Renovations costing five (5)% (or more) of the city assessed value of the structure under renovation. <p>Does not include:</p> <ol style="list-style-type: none">1. Routine maintenance,2. Any repairs, upgrades or maintenance to keep the existing facilities safe and/or operational.



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Commission	Election and Compliance Commission.
Contract	A documented signed agreement
Decision	A motion that has been passed in a duly called and documented meeting.
Dues	Annual membership fee of the MIA.
Fiscal Year	Financial year starting in July 1 and ending in June 30. ¹
He, She, Him, His, Her	In this Constitution, all references to a specific gender (he, him, her, etc.) shall be assumed to mean male and female.
General Assembly	As defined in Article V
Major Assets	Includes: <ul style="list-style-type: none"> 1. Land 2. Building(s) 3. Investments 4. Goodwill 5. Logo 6. Name
Members	All members of the MIA.
MIA	Manitoba Islamic Association (Incorporated).
MIA Committee	A committee that is formed according to this constitution or its by-laws or by the decision of the Board of Directors, has a charter, a chair or co-chairs, and which meets at least twice in a twelve (12) month period and its meetings have an agenda and are recorded in official minutes.
MIA Staff	Paid or unpaid individuals, not including members of various committees, appointed by the Board of Directors to carry out tasks requiring a specific skill set.
Net Earnings	Revenues including all dues, donations and grants minus all expenses in a fiscal year.
P.B.U.H.	Peace Be Upon Prophet Muhammad or SAW (<i>Salla-Allahu-Alaihi-Wa-Sallam</i>).

¹ This change is subject to CRA approval.



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Quorum	The minimum number of voting members in a said meeting required for transaction of business at said meeting.
Qur'an	The word of God as revealed to the Prophet Muhammad (P.B.U.H) in Arabic.
Resolution	Agenda items that are submitted in writing to be discussed in a General Assembly meeting.
Signature	Any legally accepted method of authorization.
SWT	<i>Subhanahu-Wa-Ta'ala</i> meaning "May Allah (God) be Glorified and Exalted."
Sunnah	The traditions, actions, words and practices of the Prophet Muhammad (P.B.U.H).
Term	Length of time for an individual to hold a position or an office of the MIA.
Waqf	The word Waqf literally means "confinement and prohibition" or causing a thing to stop or stand still. Waqf (also spelled Wakf) is, under the context of 'sadaqah', an inalienable religious endowment in Islamic law, typically donating a building or plot of land or even cash for Muslim religious or charitable purposes. The donated assets are held in a charitable trust.



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ARTICLE II - PREAMBLE

1. Whereas we affirm the ultimate and the absolute sovereignty of Allah (SWT) - the Beneficent, the Merciful, the Sustainer of the worlds.
2. Whereas we affirm that Prophet Muhammad (P.B.U.H.) is the last and the final Messenger of Allah (God) (SWT).
3. Whereas we trust that the Qur'an and the Sunnah are the ultimate source of guidance, laws, regulations and philosophy of life.
4. Whereas we abide by the teachings of Islam in accordance with the Qur'an and the Sunnah of the Prophet Muhammad (P.B.U.H.), and the examples set forth by the first four rightly guided Caliphs of Islam.



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ARTICLE III - PURPOSE

The undertaking of the Corporation is restricted to the following:

1. To advance religion by establishing and maintaining mosques with services conducted (or held) in accordance with the principles of Islam;
 2. To advance religion by establishing facilities to be used for religious programs, workshops, and studies of the Qur'an, the Sunnah and the other teachings of Islam;
 3. To provide a public amenity by establishing, administering, and maintaining one or more community centers in Manitoba;
 4. To relieve poverty by providing basic necessities of life, including food, clothing, and/or shelter to individuals or families who are poor, or in need; and
 5. To raise, receive, maintain, and manage a fund or funds and to applying, from time to time, all or part thereof and/or the income therefrom for charitable purposes through donations to "qualified donees" as that term is defined in the Income Tax Act (Canada) as amended from time to time;
- (hereinafter referred to as the "objects" of the Corporation); and the Corporation may do all such acts and things which are necessary or incidental to the attainment of its objects.



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ARTICLE IV - MEMBERSHIP

The Association shall have the membership comprising of Full and Associate Members.

SECTION 1 - Full Member

An Adult who fulfills the following criterion:

1. Affirms the Preamble (0).
2. Understands and agrees to the Purpose (0) of the MIA.
3. Resides in Manitoba.
4. Has completed and forwarded an application for membership to the MIA.
5. Has duly paid the membership fee for the current calendar year.

SECTION 2 - Associate Member

Any of the following who has completed and forwarded an application for membership to MIA and has paid the membership for the current year:

1. A Muslim residing in Manitoba who is not interested in becoming a Full Member.
2. A Muslim residing outside of Manitoba.
3. Any resident of Manitoba who is in agreement with the aim and objectives of the MIA.

SECTION 3 - Voting Rights

Only Full members have the right to vote in the following MIA events:

1. General Elections.
2. Bi-Elections.
3. Annual General Assembly Meeting.
4. Special Meeting.
5. Extra-Ordinary Meeting.

Each Full Member, without any exceptions, shall have one vote for a single motion or election.



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ARTICLE V - GENERAL ASSEMBLY

1. Full members (00) shall constitute the General Assembly of the MIA.
2. The General Assembly shall be the ultimate authority of the MIA.
3. The General Assembly shall empower elected members, the Board of Directors, to run the affairs of the MIA with the following exceptions:
 - a. Capital projects and major assets to be purchased or sold shall be approved by the General Assembly.
 - b. Any loans or collaterals against the MIA must be approved by the General Assembly.



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ARTICLE VI - Board of Directors

SECTION 1 - Role of the Board of Directors

1. The Board of Directors shall be the elected officials of the General Assembly.
2. The Board of Directors shall govern and manage the affairs of the MIA.
3. The Board of Directors activities shall include but not limited to:
 - a. Budgeting, fund raising and approving expenses and overall financial management.
 - b. Policy making and managing of day-to-day operations.
 - c. Recruitment and termination of the MIA staff as well as contractors.
 - d. Officially representing the MIA.
4. The Board of Directors shall call an Annual General Assembly Meeting for the General Assembly to:
 - a. Provide status updates on the affairs of the MIA.
 - b. Provide financial report to the members of the fiscal year immediately preceding and the report of the auditors thereon.
 - c. Provide a budget for the following fiscal year and obtain approval from the General Assembly. to fill vacancies on the Board of Directors and obtain approval form the General Assembly.
5. The Board of Directors shall keep all information relating to MIA members confidential.

SECTION 2 - Structure of the Board of Directors

There shall be a Board of Directors consisting of nine members. All nine members shall be elected by the General Assembly in duly called elections.

The positions within the Board of Directors shall be elected for one year-terms as outlined in the by-laws, in January of each year as follows:

1. Chair
2. First Vice Chair
3. Second Vice Chair
4. Secretary
5. Treasurer
6. Director at large 1
7. Director at large 2
8. Director at large 3



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9. Director at large 4

SECTION 3 - Qualifications

1. Full member of the MIA.
2. Canadian citizen or permanent resident of Canada.
3. Manitoba resident for at least 3 years and planning to reside in Manitoba for the entire term of office.
4. Having proven good experience in volunteer work and community service through actively serving in one or more MIA's committees and/or activities.
5. Must be free from criminal convictions and conviction of professional misconduct and must be free from bankruptcy in the ten years preceding their election to the Board of Directors.

SECTION 4 –Terms of the Board of Directors

1. Each member of the Board of Directors shall serve for a term of three (3) calendar years. No director can serve for more than six (6) consecutive years. A board member who ceases to become a director in the 6th year of consecutive membership of the board shall be considered to have served 6 consecutive years on the Board of Directors.
2. The terms of the elected directors shall be staggered such that, each year, the positions of three elected directors shall become vacant.

After serving the maximum of 6 consecutive years, an individual cannot be a director of the organization for period of 24 months.

SECTION 5 - Voting Rights and Decisions

1. Each director, without any exceptions, has one vote to pass a motion during the duly called and documented Board of Directors meeting.
2. None of the Board of Directors members, without any exceptions, has a right to veto any Board of Directors decisions made during a duly called and documented Board of Directors meeting.

SECTION 6 - Dysfunctional Board of Directors



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The Board of Directors as a whole shall be considered dysfunctional if at least one of the following occurs:

1. The Board of Directors fails to perform its roles as defined by 0, 0
2. The Board of Directors fails to hold at least one (1) duly called and documented Board of Directors meeting over a period of two (2) months.
3. At least five (5) Board of Directors elected members resign at the same time or separately within a 12-month period.
4. At least five (5) Board of Directors members disqualify to be Board of Directors members in accordance with the guidelines provided in this constitution and the associated by-laws.
5. Any decisions made by the Board of Directors in a duly called and documented meeting contradicts the Code of Ethics (0).
6. Any decision made by the Board of Directors in a duly called and documented meeting creates a Conflict of Interest (0).



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ARTICLE VII - ELECTION AND COMPLIANCE COMMISSION

SECTION 1 - Role of the Election and Compliance Commission

1. The Election and Compliance Commission (the Commission) shall call elections in accordance with the guidelines provided in this constitution and the associated by-laws.
 - a. The Commission shall oversee all aspects of the election process as provided in the by-laws.
 - b. The Board of Directors shall make available to the Commission on an ongoing basis the list of the Full Members of the MIA and the Commission has the right to contact the Full Members directly to request such information if not provided in due course through any means it sees necessary.
2. The Commission shall call a Special or Extra-Ordinary Meeting in accordance with the guidelines provided in this constitution and the associated by-laws.
3. The Commission has the duty to bring any violations related to constitution and by-laws to the attention of the Board of Directors for resolution and ensure compliance. The Board of Directors shall give the Commission full access to the information and documents needed to resolve the violation(s).

SECTION 2 - Structure of the Election and Compliance Commission

1. There shall be three (3) members in the Commission.
2. All three (3) members shall be elected by the General Assembly in duly called elections.
3. There shall be one spokesperson of the Commission. The spokesperson shall be selected internally by the Commission members themselves.

SECTION 3 - Qualifications of the Election and Compliance Commission Members

1. Full member of the MIA.
2. Canadian citizen or permanent resident of Canada.
3. Living in Winnipeg for at least three (3) years and planning to reside in Manitoba for the entire Term.
4. Having proven good experience in volunteer work and community service through actively serving in one or more MIA committees and/or activities.



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5. Must be free from criminal convictions and conviction of professional misconduct and must be free from bankruptcy in the ten years preceding their election to the Election and Compliance Commission.

SECTION 4 - Term of the Election and Compliance Commission Members

1. The term of the Commission members shall be three (3) years.
2. No Commission member shall serve more than the maximum of 6 consecutive years. A Commission member who ceases to become a member in the 6th year of consecutive membership of the Commission shall be considered to have served 6 consecutive years on the Commission.
3. After serving a maximum of 6 consecutive years, an individual cannot serve on the Commission for a period of 24 months.



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ARTICLE VIII - ELECTIONS

SECTION 1 - General Elections

1. General Elections shall be held every year for the three elected Board of Directors positions that become vacant.
2. The Commission shall call and run the General Elections in accordance with the guidelines provided in this constitution and the associated by-laws.

SECTION 2 - Bi-Elections

1. Normally, if required, Bi-Elections shall be held within the time frame of the Annual General Body Meeting or at any other time as deemed necessary according to the constitution and by-laws.
2. The Commission shall call and run the Bi-Elections in accordance with the guidelines provided in this constitution and the associated by-laws.



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ARTICLE IX - APPOINTMENT OF MIA STAFF

SECTION 1 - Appointments

1. Appointment as well as termination of all staff shall be approved by the Board of Directors.
2. Each appointed staff member shall have necessary qualifications to perform duties associated with the job position.

SECTION 2 - Staff

1. Each paid employee shall have an employee contract, a clear job description, and a performance review at least once a year.
2. Each paid position shall be opened to all qualified individuals.
3. Each paid position shall be posted publicly and to be filled after following a due process, as defined by MIA policies and/or procedures.



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ARTICLE X - CONFLICT OF INTEREST

SECTION 1 - General

1. Any elected member or MIA Staff shall not utilize their position and/or MIA assets to benefit his/her own interest or interests of their immediate family as defined in applicable laws.
2. Elected members shall not be paid any salary or honorarium or receive, directly or indirectly, any payments for his or her services to the MIA.
3. Elected members shall not be appointed to fill any paid staff positions in the MIA nor be awarded a contract as a service provider to MIA, even if the service is provided in-kind, during their term in office.
4. Members of the Board of Directors must declare to the MIA all real, potential or perceived conflicts of interest annually, including board membership or leadership positions in other organizations. The Election and Compliance Commission must verify that the aforementioned declaration is obtained.
5. Members of the Board of Directors must recuse themselves from Board of Directors meetings when an agenda item that poses a conflict of interest is being discussed.
6. Staff or contractors shall not campaign in MIA elections or be eligible to run for MIA elections during their employment/contract or within six months of the end of employment/contract.

SECTION 2 - Restricted activities

1. No part of the net earnings of the MIA shall inure to the benefit of, or be distributed to its officers, directors or other private persons, except that the MIA shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth under this Constitution.
2. No substantial part of the activities of the MIA shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the MIA shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.
3. Notwithstanding any other provision of these Articles, the MIA shall not carry on any other activities not permitted to be carried on by a corporation exempt from the Federal Income Tax and which has a Charitable Status under the Acts and Regulations of the Government of Canada.



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ARTICLE XI - CODE OF ETHICS

SECTION 1 - Core Values

Every MIA member shall abide by the Islamic code of ethics and transact in accordance to them. At the core of these ethics lie sincerity to Allah (God) and accountability first and foremost to Allah. Accordingly, every member shall act with integrity, respect, courtesy, decency, civility and selflessness. Actions that contradict these core values such as conflict of interest, favoritism, partisan factionalism, discrimination, or defamation shall be considered a breach of this constitution.

SECTION 2 - Responsibility

By applying for or continuing membership in the MIA, each Member agrees to uphold the ethical standards set out in this "Code of Ethics".



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ARTICLE XII - MIA ASSETS

All MIA major assets are considered and to be treated as Waqf.



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ARTICLE XIII- DISSOLUTION

In the event of the dissolution of MIA, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the MIA, dispose of all of the assets of the MIA, exclusively for the purposes of the MIA, in such manner, or to such organization or organizations organized and operated exclusively for Islamic (religious, charitable, educational or scientific) purposes, as shall at the time qualify as an exempt organization or organizations, under the corresponding Acts and Regulations of the Government of Canada, as the Board of Directors shall decide.

Any such assets not so disposed of shall be disposed of by the Laws of the Province of Manitoba.



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ARTICLE XIV - AMENDMENTS

The constitution and by-laws of the MIA may be amended at an Extra-Ordinary Meeting of the General Assembly, specifically called for this purpose. The procedure of holding such Extra-Ordinary Meetings shall be specified in the by-laws of the MIA.

Amendments to the constitution or by-laws of the MIA must comply with the following requirements:

1. They must undergo legal review for compliance with the Corporations Act of Manitoba, MIA's charitable status and any other applicable provincial or federal laws.
2. MIA's constitution purpose statement must represent MIA's activities and such activities must meet the Canada Revenue Agency criteria for charitable activities.
3. The MIA Secretary must ensure that the amended constitution or by-laws are filed with the Manitoba Companies Office and the Canada Revenue Agency.

By-laws

Part I - Membership

1. There shall be a Membership Committee chaired by the Secretary of the MIA and two other members appointed by the Election and Compliance Commission.
2. The role of the Membership Committee is to ensure that applicants for membership meet the requirements stated in the constitution and by-laws.
3. Only completed MIA application form for membership accompanied with due membership fee shall be processed.
4. The completed MIA application form for membership shall be made available to the Membership Committee, who shall review it.
5. An annual membership fee is due on January 1st of each calendar year. This annual membership fee can be paid anytime during the calendar year without pro-rating.
6. Members may select to pay their membership fee for a period of one, two or three consecutive years in one payment, which makes them members for that period of time.
7. From time-to-time, the annual membership fees shall be reviewed or revised by the Board of Directors subject to the approval of the Annual General Assembly. The new fee shall be reflected at least on the membership application form.
8. The new fee will be in effect on January 1st of the year following the approval of the Annual General Assembly.
9. Any member shall automatically lose membership if he or she, at any given time, does not meet the membership requirements stated in the constitution and by-laws.
10. Membership shall be considered to have lapsed if the annual membership dues for that year are not paid by the end of February of that year. After such time, a person may rejoin the Association in accordance with ARTICLE IV, SECTION 1.
11. Membership dues must be paid by the individual for himself/herself or for a family member (defined as spouse, children, parents and parents-in-law). Cash payments must be submitted in person.
12. Applications submitted in a bundled form shall be invalid. Bundling is defined as one individual or entity submitting applications and payments for people other than himself/herself or for a family member.

Part II - General Assembly Meetings

Section 1 - Annual Meetings

1. The Annual General Body Meeting of the Members of the MIA shall be held in the City of Winnipeg on any date after November 1st, but prior to December 10th, in each year as the Board of Directors may decide.
2. Non-members may be allowed to attend the meeting subject to the approval of the Board of Directors.
3. The quorum required for transaction of business at an Annual General Assembly Meeting shall be one hundred (100) Full Members or 20% of the Full Members, whichever is greater. If, within an hour after the time appointed for the meeting, a quorum has not been reached, the meeting shall be postponed.
4. Board of Directors shall determine the time, within the same calendar year, and give no fewer than a ten (10)-day notice of such postponed meeting. Members present at this postponed meeting shall constitute a quorum.
5. The agenda of Annual General Assembly Meetings must include the following items:
 - Approval of the agenda
 - Appointment of the steering committee for the election of the Election and Compliance Commission
 - Approval of the minutes of last meeting
 - Report of the Board of Directors
 - Financial Report
 - Consideration of the Auditors' report
 - Business arising out of the minutes
 - Report of the Election and Compliance Commission
 - Resolutions
 - Election of the Election and Compliance Commission
6. The draft agenda prepared by the Board of Directors along with the notice of the meeting shall be delivered, mailed, emailed or transmitted by any other form of communication to Full Members thirty (30) days prior to the meeting.
7. The final agenda for all General Assembly Meetings shall be delivered, mailed, emailed or transmitted by any other form of communication to Full Members seven (7) days prior to the scheduled meeting.
8. No other business except those stated in the final agenda shall be transacted.
9. Resolutions submitted for an Annual General Assembly Meeting shall be in writing, signed by the mover and seconder and received by the MIA no fewer than fifteen (15) days prior

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to the commencement of the meeting. Either the mover or the seconder shall be present in person at the meeting for the resolution(s) to be considered.

10. The Chair of the Board of Directors shall be the chair of Annual General Assembly Meetings of the MIA. In the absence of the chair, the first vice chair shall chair the meeting. In the absence of chair and first vice chair, the second vice chair shall chair the meeting.
11. To pass a motion in any Annual General Assembly Meeting, it is required to be supported by a simple majority of full members voting on said motion at said meeting.
12. To vote in any of the General Assembly Meetings, a person must be a Full Member of the MIA as of August 1 of the calendar year.

Section 2 - Special Meetings

1. Special Meetings of the MIA shall be held at the call of the Board of Directors, or on receipt by the Commission of a requisition signed by not fewer than fifty (50) Full Members who are Members not less than ninety (90) days prior to signing the petition. Members requesting a Special Meeting shall provide the Commission with a copy of the motion(s) to be presented at the meeting.
2. No business shall be dealt with except that for which the meeting was called.
3. The Commission shall hold the meeting within forty-five (45) days of receipt of the signed requisition. However, no Special Meeting shall be held within ninety (90) days of the Annual General Assembly Meeting.
4. No fewer than a thirty (30) day-notice shall be delivered, mailed, emailed or transmitted by any other form of communication to Full Members for a Special Meeting. The notice shall specify the business to be brought forward. A copy of the motion(s) to be presented shall accompany the notice.
5. The quorum required for transaction of business at any Special Meeting shall be one hundred (100) Full Members or 20% of the Full Members, whichever is greater. If, within an hour after the time appointed for the meeting, a quorum has not been achieved, the meeting shall be cancelled, and the requested motion(s) shall be considered defeated.
6. The spokesperson of the Commission shall be the chair of Special Meetings of the MIA. In the absence of the Commission spokesperson, any member of the Commission designated by the Commission spokesperson shall chair the meeting.
7. To pass a motion in any Special Meeting, it is required to be supported by a simple majority of Full Members voting on said motion at said meeting.
8. To vote in any of the Special Meetings, a person has to be a Full Member of the MIA at least ninety (90) days prior to the meeting.

Section 3 - Extra-Ordinary Meetings

1. Extra-Ordinary Meeting of the MIA shall be held to amend the constitution and/or the by-laws of the MIA. No business shall be dealt with except that for which the meeting was called.
2. Extra-Ordinary Meetings of the MIA shall be held at the call of the Board of Directors, or on receipt by the Commission of a requisition signed by not fewer than one hundred (100) Full Members. Members requesting an Extra-Ordinary Meeting shall provide the Commission with a copy of the amendment(s) to be presented at the meeting.
3. No less than a thirty (30) day-notice shall be delivered, mailed, emailed or transmitted by any other form of communication to Full Members for the Extra-Ordinary Meeting. A copy of the proposed amendment(s) to be presented shall accompany the notice.
4. The quorum required for transaction of business at any Extra-Ordinary Meeting shall be two hundred (200) Full Members or 30% of the Full Members, whichever is greater. If, within an hour after the time appointed for the meeting, a quorum has not been reached, the meeting shall be postponed. The Commission shall determine the time and place and give no fewer than a ten (10) day-notice of such postponed meeting. The quorum required for transaction of business at such postponed Extra-Ordinary Meeting shall remain the same.
5. The spokesperson of the Commission shall be the chair of Extra-Ordinary Meetings of the MIA. In the absence of the Commission spokesperson, any member of the Commission designated by the Commission spokesperson shall chair the meeting.
6. To pass a motion to amend the constitution and/or the by-laws of the MIA, it has to be supported by a three-quarter (75%) majority of the quorum defined in Part II, Section 3, Item (4) voting on said motion at said meeting.
7. To vote in any of the Extra-Ordinary Meetings, a person has to be a Full Member of the MIA at least ninety (90) days prior to the meeting.

Section 4 - Notes on the Minutes

The notes on the minutes of all meetings of the MIA, as documented and signed by the Chair of a meeting and the Secretary shall, in the absence of evidence to the contrary, be deemed to be a correct record of the proceedings of any such meetings.

Part III - Board of Directors

Section 1 - Duties and Responsibilities of the Board of Directors Members

1. The Chair shall:
 - a. Be the chief spokesperson of the MIA.
 - b. Chair the meeting of the Board of Directors.
 - c. Be the ex-officio member of all committees established by the Board of Directors.
 - d. Present the annual report to the Annual General Assembly Meeting on behalf of the Board of Directors.
 - e. Do and perform all other duties applicable to his position including signing all documents requiring the corporate seal of the MIA.
 - f. Be an officer of the MIA
 - g. Maintain his/her membership in the MIA for the duration of his/her term.
2. The First and Second Vice-Chairs:
 - a. The First Vice-Chair (or in his/her absence the Second Vice-Chair) shall perform the duties and responsibilities of the Chair, in the Chair's absence or when requested to do so by the Chair.
 - b. The First and the Second Vice-Chair shall perform all duties assigned to them by the Board of Directors.
 - c. Be officers of the MIA.
 - d. Maintain their membership in the MIA for the duration of their terms.
3. The Secretary shall:
 - a. Keep or direct the keeping of an accurate record of all proceedings of the MIA and keep an accurate record of attendance at all Board of Directors and General Assembly Meetings.
 - b. Bring before the Board of Directors all official communications and notices and shall maintain a record of same.
 - c. Give the necessary notice of meetings of the General Assembly and of the Board of Directors.
 - d. Be the custodian of the "corporate seal" of the MIA.
 - e. File amended constitution and by-laws with the Manitoba Companies Office and the Canada Revenue Agency.
 - f. Be an officer of the MIA.
 - g. Maintain his/her membership in the MIA for the duration of his/her term

4. The Treasurer shall:
 - a. Be the custodian of all funds, donations, and contributions collected, raised or received in the name of the MIA and shall keep such funds as described in Part V of these by-laws.
 - b. Prepare the annual budget for approval by the Annual General Assembly.
 - c. Make regular monthly financial reports to the Board of Directors of expenditures, all receipts and the balance of the MIA's account(s).
 - d. Further make an annual report to the Annual General assembly on receipt of investments and expenditures as of the end of the Fiscal year. Such a report shall have been duly audited by an auditor other than members of the Board of Directors or the Commission appointed by the General Assembly.
 - e. Be an officer of the MIA.
 - f. Maintain his/her membership in the MIA for the duration of his/her term
5. Directors at large:

The four directors at large shall perform all duties assigned to them by the Board of Directors. They shall maintain their memberships in the MIA for the duration of their terms.

Section 2 – Appointment of Officers

1. After the general MIA elections, the Election and Compliance Commission shall seek nominations from the newly elected and continuing Board of Directors members for the positions of chair, first and second vice chair, treasurer and secretary.
2. Any member of the Board of Directors can nominate only one member for any position.
3. For a nomination to be valid, it must be accepted by the person being nominated.
4. The ECC shall hold an election for the Board of Directors no later than four weeks after the MIA general elections. Only newly elected and continuing Board of Directors members may vote in this election.
5. The nominee who receives the most votes shall be elected to the position for which they were nominated.
6. The election must take place using secret ballots for contested positions. Uncontested positions are elected by acclamation.
7. Officers shall serve until new officers are elected and assume office.

Section 3 - Meeting of the Board of Directors

1. There shall be not less than twelve (12) meetings of the Board of Directors in each year.
2. Meetings of the Board of Directors may be called by the Chair or the Secretary.

3. Upon the written request to the Secretary by no fewer than three members of Board of Directors, the Secretary shall call a meeting of Board of Directors by giving notice to all members of Board of Directors no fewer than seven (7) days before the meeting is to take place. Such notice shall be delivered, mailed, emailed or transmitted by any other form of communication to each member of the Board of Directors.
4. The agenda of Board of Directors meetings shall include the following items:
 - a. Approval of the agenda.
 - b. Approval of the minutes of last meeting.
 - c. Reports of the MIA Officers.
 - d. Business arising out of the minutes.
 - e. Any other business.
5. The Chair shall be the chair of Board of Directors meetings. In the absence of the Chair, the First Vice-Chair shall chair the meeting. In the absence of the Chair and First Vice-Chair, the Second Vice-Chair shall chair the meeting.
6. The quorum required for transaction of business at any Board of Directors meeting shall be five (5) members including the chair of such an Board of Directors meeting.
7. To pass a motion in any Board of Directors meeting, it is required to be supported by at least five (5) members or a three-quarter (75%) majority of members in attendance, whichever is less, voting on said motion at said meeting.

Section 4 - Elections of Board of Directors Members and Voting Process

1. The Election and Compliance Commission shall receive nominations and run the elections for the Board of Directors according to the following schedule:
 - a. Nominations will open thirty (30) calendar days prior to the Election Day.
 - b. Nominations will close fifteen (15) calendar days prior to the Election Day.
 - c. The final list of eligible candidates will be announced seven (7) days prior to the Election Day.
 - d. Elections shall be held between November 1st and December 10th in the election year as the Commission may decide.
 - e. The elections shall be held during a weekend in one day between 10:00 am and 4:00 pm.
 - f. The results of the vote must be announced on the same Election Day.
 - g. All times noted in these by-laws are Central Time.
2. Candidates running for board of director positions must be Full Members of the MIA in good standing as of April 1st of the election year.

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3. Voting Members must be Full Members of the MIA in good standing as of August 1st of the election year.
4. A person may be nominated for only one position.
5. The Election and Compliance Commission shall perform the following tasks:
 - a. Verify the eligibility of candidates running for Board of Directors positions as well as the eligibility of voting Members according to the conditions stated in the constitution and by-laws.
 - b. Post a list of eligible candidates on the announcement board of the MIA at least seven (7) days prior to the Election Day.
 - c. Post a list of voting Members on the announcement board of the MIA by October 15th.
 - d. Prepare ballots with eligible candidates' names listed in alphabetical sequence under each category.
 - e. Receive and respond to complaints regarding the procedures for nominating, electing and voting for members of the Board of Directors.
 - f. Process ballots following the close of the voting period and approve the final count.
6. The Election and Compliance Commission shall reject from the count ballots as spoiled if the elector:
 - a. Has voted for more than the prescribed number of candidates on any one ballot.
 - b. Has made a mark on the ballot such that the elector can be identified.
7. A determination on the rejection of a ballot shall be made by all members of the Commission.
8. There shall be an automatic recount of the ballots for a given candidate category where the vote total between the candidate receiving the highest number of votes and the candidate receiving the next highest number of votes is less than two (2)% of the votes cast for that candidate category.
9. In case of a tie vote for a given candidate category, a second round of elections for that candidate category between the two candidates with tied votes shall be held within two weeks of the original election day.
10. The final vote counts must be documented in a written report signed by the Commission members and kept in the office of the MIA for a period of at least five (5) years following the elections.

Section 5 - Vacancies

1. In the event of director positions becoming vacant for whatever reason, the Board of Directors may temporarily appoint up to no more than three (3) such positions until the next regularly called election, at which these vacancies can be filled for the remainder of the term of office.

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2. If four (4) elected director positions become vacant in any given year; these positions are to be filled through bi-elections within sixty (60) days.
3. If the vacant positions include officers, the officer position should be filled at the first meeting of the Board of Directors following bi-elections or appointment, as described in Section 2.
4. Prior to the appointment of such temporary Board of Directors members their eligibility shall be verified by the Commission.
5. To qualify as a candidate in a bi-election, a nominee must have been a full member of the MIA for a period of at least 180 days prior to the date of the election.
6. To vote in a bi-election, a member must have been a full member of the MIA for a period of at least 90 days prior to the date of the election.
7. In case of a dysfunctional or a dissolved Board of Directors due to resignation or removal of five (5) or more elected directors an election shall be called by the Commission within sixty (60) days of the date the Board of Directors becomes dysfunctional or dissolved.

Part IV - Election and Compliance Commission

Section 1 - Meeting of the Election and Compliance Commission

1. The Commission shall meet at least sixty (60) days prior to the Election Day.
2. The Commission shall meet within ten (10) days of the receipt of a request to hold a Special Meeting.
3. Meetings of the Commission shall be called by any Commission member.
4. The spokesperson shall be the chair of the Commission meetings. In the absence of the spokesperson, the longest serving member of the two remaining members shall chair the meeting.
5. The quorum required for transaction of business at any Commission meeting shall be two members.
6. To pass a motion in any Commission meeting, it is required to be supported by at least two members, voting on said motion at said meeting.

Section 2 - Election of the Election and Compliance Commission Members

1. The Commission members shall be elected in the Annual General Assembly Meeting in a staggered form, where each member will be elected every three years at a different calendar year. The start term of the new member shall be January 1st of the following calendar year.
2. The overlap period, between elections and end of calendar year, shall be used to transfer information from the outgoing member to those newly elected.
3. In the election year, an Ad-Hoc Steering Committee will be appointed by the Board of Directors and approved by the floor, with a mover and seconder, during the Annual General Assembly Meeting to run the elections of the Commission members.
4. The Ad-Hoc Steering Committee described in this Section, Item (3), shall receive nominations for Commission members from the floor, with a mover and seconder.
5. The Ad-Hoc Steering Committee shall perform the following tasks:
 - a. Verify the eligibility of candidates running for Commission positions as well as the eligibility of voting Members according to the conditions stated in the constitution and by-laws,
 - b. Prepare ballots with eligible candidates' names listed in alphabetical sequence,
 - c. Process ballots following the close of the voting period and approve the final count.
6. The Ad-Hoc Steering Committee shall reject from the count ballots as spoiled if the elector:
 - a. Has voted for more than the prescribed number of candidates on any one ballot.
 - b. Has made a mark on the ballot such that the elector can be identified.

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7. A determination on the rejection of a ballot shall be made by all members of the Ad-Hoc Steering Committee.
8. There shall be an automatic recount of the ballots if the vote total between the candidate receiving the highest number of votes and the candidate receiving the next highest number of votes is less than two (2)% of the votes.
9. In case of a tie vote between the two (2) top candidates, a second round of elections between those two (2) candidates shall be held within two (2) weeks of the Annual General Assembly Meeting.
10. The candidate with the highest votes will be the Commission member.
11. The final vote counts must be documented in a written report signed by the Ad-Hoc Steering Committee members and kept in the office of the MIA for a period of at least five (5) years following the elections.

Section 3 - Vacancies

1. In the event that one position becomes vacant for whatever reason, it may be temporarily appointed by the remaining two Commission members until the next General Assembly Meeting, at which time, the vacant position will be filled for the remainder of the Term of office.
2. If more than one position becomes vacant in any given year, these positions are to be filled through Bi-Elections within sixty (60) days to fill the remaining Terms of the vacated positions. This Bi-Election will be called by the Board of Directors in accordance with Part IV, Section 2.

Part V - Care of Funds

Section 1 - Banking and Fiscal Year

1. The Board of Directors shall ensure that all money received on behalf of the MIA is deposited in the name of the MIA in a bank or in a credit union established in such a way as to guarantee the deposits.
2. All cheques and withdrawal of funds from the account(s) of the MIA shall be signed by any two (2) of the following:
 - a. The Chair and the Secretary or the Treasurer of the MIA, or
 - b. The Treasurer and such other officer of the Board of Directors as the Board of Directors may appoint.
3. The fiscal year of the MIA shall be from July 1st to June 30th.²

Section 2 - Investments

The Board of Directors shall ensure that when funds of the MIA are invested they are held secure through means set out in policies and procedures approved by the Board of Directors.

Section 3 - Insurance

The Board of Directors shall ensure that the MIA maintains security arrangements and insurance coverage against loss of funds that the MIA may sustain resulting from employee dishonesty, destruction, disappearance, wrongful abstraction or forgery.

² This change is subject to CRA approval.

Part VI - Resignation and Removal

1. A Board of Directors or Commission member may at any time give notice in writing to the MIA of his or her wish to resign, and such resignation shall become effective upon submission.
2. A member of the Board of Directors or the Commission who fails to attend three consecutive meetings of the Board of Directors or the Commission, respectively, without notification to the MIA shall be considered to have resigned from his/her position in the MIA.
3. A Board of Directors or Commission member who is unable to fulfill their responsibilities as outlined in the MIA constitution and by-laws for a continuous period of 4 months shall be considered to have resigned from their position in the MIA.
4. A Board of Directors or Commission member whose membership in the MIA lapses for a period of 60 days or more shall be considered to have resigned from their position in the MIA.



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Part VII - Transition

1. The 2017-2019 members of the Executive Council shall continue in their roles until the end of their term. At such time, members of the Board of Directors will be elected according to the provisions of this constitution and by-laws and the following provisions
 - a. Three members will be elected for a one-year term
 - b. Three members will be elected for a two-year term
 - c. Three members will be elected for a three-year term.
2. Term limits in this constitution shall apply to the 2017-2019 members of the Executive Council.

Part VIII - Saving Clause

The decisions and actions undertaken by the Association prior to the ratification and enforcement of this constitution shall remain in force unless inconsistent with this constitution.

This amended Constitution and By-laws of the Manitoba Islamic Association was ratified by members of the MIA at a duly called MIA Extra-Ordinary Meeting on Sunday October 20, 2019 at the Grand Mosque on 2445 Waverly Street, Winnipeg, Manitoba.

Signed:

Name:
MIA President

Name:
MIA Secretary

MIA Corporate seal: