

A Bylaw relating generally to the conduct of the affairs of

CALGARY ISLAMIC SCHOOL SOCIETY

(the "Society")

BE IT ENACTED as a Bylaw of the Society as follows:

INTERPRETATION

1. **Definitions**

In this Bylaw and all other Bylaws of the Society, unless the context otherwise requires:

"**Act**" means the *Societies Act* (Alberta), RSA 2000, c S-14, including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"**Application**" means the original or restated application to constitute a society under the Act, including any amendments thereto;

"**Board**" means the board of Directors of the Society;

"**Bylaw**" means this Bylaw and any other Bylaw of the Society as amended and which are, from time to time, in force and effect;

"**Director**" means a member of the Board;

"**MCC**" means the Muslim Council of Calgary;

"**Meeting of Members**" includes an annual meeting of Members or a Special Meeting of Members;

"**Member**" means a member of the Society, as described in section 12;

"**Membership Conditions**" means the conditions of membership, as determined by the Board from time to time;

"**Membership Dues**" means the amount of any fees levied by the Society and payable by the Members, as determined by the Board from time to time;

"**Muslim**" means anyone who declares that he or she believes the "ONENESS" of Allah (Subhanahu wa Ta'ala) and that the Prophet Muhammad (peace be upon him "pbuh") is the last and final Prophet and Messenger and believes in the teachings of the holy Qur'an and the Sunnah;

"**Officer**" means a person appointed to an officer position in accordance with section 35;

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

"**Parent**" means the custodial parent(s) or guardian(s) of a student enrolled at the School. In the event of a dispute as to whether a person is a parent or guardian of a student, the description of

a "parent" in section 1(2) of the *Education Act* (Alberta), SA 2012 and the regulations thereunder, as amended from time to time, shall be used to make a final determination;

"Proposed Change" has the meaning ascribed thereto in section 49 hereof;

"Protected Person" means an individual who is or was a Director, Officer, or agent of the Society, including their respective heirs, successors, and assigns;

"Qu'ran" means the Islamic Sacred Book believed to be the word of Allah (Subhanahu wa Ta'ala) by Sunni Muslims as revealed to Prophet Muhammad (pbuh) by the Archangel Gabriel, and written down in the Arabic text;

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

"School" means the Calgary Islamic School or a school operated by the Society;

"School Fees" means any fees associated with the School and school programming operated by the Society, including tuition fees, activity or trip fees, technology fees, capital improvement fees, alternative program fees, and any other ancillary fees;

"School Council" means a school council of the School, formed and operating in accordance with section 55 of the *Education Act* (Alberta), SA 2012 and regulations thereto, as amended from time to time;

"Special Meeting of Members" means a meeting of the Members called at any time other than an annual meeting of the Members and includes a meeting of the Members called by the Board in accordance with a requisition made by the membership;

"Special Resolution" means a resolution passed by a majority of not less than seventy-five (75%) percent of the votes cast on that resolution;

"Sunnah" means the teachings and traditions of the Prophet Muhammad (pbuh);

"Sunni Islam" means the following and adhering to the Sunnah and the belief that the caliph Abu Bakr was the rightful successor to prophet Muhammad (pbuh) after his death and MCC-approved scholars.

2. Interpretation

In the interpretation of this Bylaw, 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.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in this Bylaw.

3. Objects of the Society

The objects of the are set out in the Application. In the event of any interpretation issue arising in the Society, the objects of the Society shall prevail, followed by this Bylaw, over any other bylaw

or document. The Society shall, at all times, adhere to the objects, this Bylaw, and any other Bylaws of the Society.

4. Guiding Principles

The Society and any School operated by the Society shall at all times:

- (a) teach the tradition and values of Sunni Islam and the Qur'an;
- (b) practice at all times in accordance with Sunni Islam, the Qur'an and the Sunnah (words, actions and teachings) of Prophet Muhammad (pbuh).
- (c) teach the Arabic language and promote Arabic as a language, including reading, writing, and understanding of Arabic;
- (d) teach the Qur'an and promote the teachings contained therein, including through the memorization of the Qur'an (Tahfeeth Program);
- (e) promote Islamic character building, respect for others and effective communication skills; and
- (f) support Muslim children and students to become active and responsible participants in helping to build a diverse, respectful and harmonious Canadian society.

CORPORATE ORGANIZATION

5. Corporate Seal

The Society 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 Society shall be the custodian of the corporate seal.

6. Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society may be signed by any two (2) Officers. Notwithstanding, any deeds, transfers, assignments, contracts, obligations, and other instruments in writing exceeding \$500,000 in value shall be signed by any two (2) Officers only after approval by ordinary resolution of the Board.

Furthermore, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document.

Any signing Officer may certify a copy of any instrument, resolution, Bylaw, or other document of the Society to be a true copy thereof.

7. **Financial Year End**

The financial year end of the Society shall be August 31.

8. **Banking Arrangements**

The banking business of the Society shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada. The banking business or any part of it shall normally be transacted by the Treasurer, together with one other Officer, as authorized by the Board from time to time. Where the Treasurer is unable to act in a reasonable time, as determined in the sole discretion of the Board, the Board may authorize another Director or Officer to undertake the Society's banking business.

9. **Borrowing Powers**

The Society shall not be party to any interest-bearing loans whatsoever. Subject to this prohibition, the Directors of the Society may, borrow money on the credit of the Society without the approval of the Members, provided that all other terms of this Bylaw are complied with.

10. **Auditor**

The books, accounts and records of the Society shall be audited at least once each year by two Members of the Society elected for that purpose at the Annual Meeting. The Members may, by special resolution, require that the accounts and records of the Society in respect of a particular fiscal year be audited by a duly qualified accountant.

11. **Annual Financial Statements**

The Society shall present at the annual Meeting of Members a financial statement with a complete and proper statement of the standing of the books for the previous year, which shall provide its income, disbursements, assets and liabilities, and signed by the Society's auditor.

MEMBERSHIP & MEETINGS OF THE MEMBERS

12. **Membership Conditions**

There shall be one class of members in the Society. The term of membership shall be 1 year, which shall be renewable subject to the Member being otherwise compliant with the membership requirements in this Bylaw.

Each Parent shall be eligible to be a Member, and each Director shall be Member *ex officio*, provided however that:

- (a) any Membership Dues owing by the Member have been paid in respect of the particular fiscal year;
- (b) all Membership Conditions have been met by the Member in respect of the particular fiscal year;

- (c) subject to section 12(d), when the Board fixes the Membership Dues for a particular year in accordance with section 15, Parents are admitted as Members immediately upon payment of the Membership Dues, provided that they are otherwise compliant with the membership requirements in this Bylaw;
- (d) subject to section 12(d), when the Board does not fix dues for a particular year in accordance with section 15, Parents are automatically admitted as Members without any action from the Board, unless they have opted out of becoming a member in writing, provided that they are otherwise compliant with the membership requirements in this Bylaw; and
- (e) where a Parent has previously had their membership terminated, such Parent shall not be admitted as a Member unless approved by the Board, in its sole discretion.
- (f) and previous Chair shall be Member ex officio with no voting rights.

13. Notice of Meeting of Members

Subject to section 43 of this Bylaw, notice of the time and place of a Meeting of Members shall be given to each Member entitled to vote at the meeting by either mail, school mail, or by telephonic, electronic, or other communication facility to each Member entitled to vote at the meeting, not less than 21 days before the day on which the meeting is to be held.

14. Members Calling a Meeting of Members

The Board shall call a Special Meeting of Members on written requisition of not less than 50 Members. If the Directors do not call a meeting within 21 days of receiving the requisition, any Member who signed the requisition may call the meeting.

15. Membership Dues and School Fees

The Board shall determine the Membership Dues payable by the Members for a particular year, if any. Members shall be notified in writing of the Membership Dues at any time payable by them, if any, and, if such amounts are not paid within 1 calendar month of the membership renewal date established by the Board, the Members in default shall automatically cease to be Members of the Society.

The Board shall determine School Fees payable each school year. Parents shall be notified in writing of such fees for the forthcoming no later than April 1 of each year.

16. Termination of Membership

A membership in the Society is terminated when:

- (a) the Member dies or resigns;
- (b) the Member is expelled, or their membership is otherwise terminated in accordance with this Bylaw;

- (c) the Member's term of membership expires; or
- (d) the Society is liquidated and dissolved under the Act, and

in the case of a person who is a Member by virtue of being:

- (e) a Parent, upon the Member no longer having a child enrolled in the School, or
- (f) a Director, upon ceasing to be a Director.

17. Effect of Termination of Membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

18. Discipline of Members

The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:

- (a) violating any provision of this Bylaw, or written policies of the Society;
- (b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- (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 Society.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Society, the Chair, or such other Officer as may be designated by the Board, shall provide 21 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 Chair, or such other Officer as may be designated by the Board, in response to the notice received within such 21-day period. In the event that no written submissions are received by the Chair, the Chair, 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 Society. 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 21 days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

19. Place of Meetings of Members

Meetings of the Members may be held at any place within Calgary, Alberta determined by the Board.

20. Persons Entitled to be Present at Meetings of Members

The only persons entitled to be present at a Meeting of Members shall be those entitled to vote at the meeting, the Directors, the auditors, and any other person admitted by the invitation of the Chair.

21. Chair of Meetings of Members

The Chair of the Board shall chair Meetings of Members. In the event that the Chair of the Board is not available, the Vice-Chair shall preside. In the event that the Chair and the Vice-Chair are not available, the Secretary shall preside. Where none of the foregoing are available, the Meeting of Members shall not proceed and the Board may reschedule the meeting to a date within 21 days of the failed meeting. If the meeting is adjourned to a date within 21 days of the failed meeting, the minimum notice requirement in section 13 will not be required.

22. Quorum at Meetings of Members

A quorum at any Meeting of Members shall be 50 Members 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.

If a quorum is not established at the beginning of the meeting, the meeting will be adjourned and rescheduled to a date within 21 days of the failed meeting. Notice of the date and time of the rescheduled meeting shall be given to all Members, however minimum notice requirements in section 13 will not be required for the rescheduled meeting. Quorum for the rescheduled meeting shall be the number of Members present and entitled to vote; however, if that number is below 50 Members, only Ordinary Resolutions, and not Special Resolutions, may be made at the rescheduled meeting.

23. Voting at Members' Meetings

The Members entitled to receive notice of a meeting and entitled to vote at said meeting are those who are in good standing on the day that notice of such meeting issued in accordance with this Bylaw.

At any Meeting of Members every question shall, unless otherwise provided by the Application, the Bylaw or by the Act, be determined by a majority of the votes cast on the questions. 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 in addition to an original vote shall have a second or casting vote.

24. Participation by Electronic Means at Members' Meetings

At the sole discretion of the Board, Meetings of Members may be held by means of virtual conferencing technology in a hybrid format or a fully virtual format, provided that the technology used permits all participants to communicate with each other adequately, and that the technology provides privacy and security that satisfies the Board. Members who participate in a meeting via virtual conferencing technology shall not be deemed to be present at the meeting and shall not be entitled to a vote, unless the notice of meeting specifies otherwise.

DIRECTORS AND MEETINGS OF THE BOARD

25. Board Composition

The Board shall be comprised of 9 Directors in accordance with the 25(a)(b)(c):

- (a) 2 Directors *ex officio* who shall be the Chair of MCC and the Education Committee Chair of MCC, whomever they may be from time to time;
- (b) 2 Directors who shall be appointed by MCC from its board members;
- (c) 4 Directors who shall be elected by the Members from among nominees presented by the School Council, and which, in the case of multiple School Councils, shall be distributed between the School Councils in the manner determined by Ordinary Resolution of the Board;
- (d) 1 independent Director who shall be elected by the Members from among nominees presented by the Board, who shall not be a member of a School Council or a board member of MCC or any of its affiliate organizations;

The previous Chair shall be non-voting observer and resource member at meetings of Directors for a period of one year, or longer if so appointed by resolution of the Board.

26. Vacancies on the Board

Where a vacancy arises among the Directors:

- (a) If the vacant Director(s) were nominated by MCC, the MCC shall be entitled to nominate replacements to fill the vacancy.
- (b) If the vacant Director(s) were nominated by the School Council, the School Council shall be entitled to nominate replacements to fill the vacancy.
- (c) The nominee(s) shall take office upon being elected by Ordinary Resolution of the Board and shall hold office for the remainder of the term, subject to ratification by Ordinary Resolution at the following Meeting of Members.
- (d) In the case that a nominee(s) are rejected by the Board or the Members, the entity that nominated the nominee shall be entitled to nominate another person to fill the vacancy, subject to the same appointment and ratification process in this section.

27. Term of Office of Directors

The Directors shall be elected to hold office for a term expiring not later than the close of the third annual Meeting of Members following the election, provided that:

- (a) a Director may serve a maximum of 3 consecutive terms, after which they must take a hiatus of at least 11 months before they become eligible to be elected a Director again,

upon which election they shall be deemed to be commencing their first term as a Director; and

- (b) at the first Meeting of Members called to elect Directors after the enactment of this Bylaw, the Members may elect certain Directors to shortened terms of such a length and in such number as they approve by Ordinary Resolution for the sole purpose of establishing staggered terms of office.

28. Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board, or any 3 Directors at any time; provided that for the first organization meeting following incorporation, such meeting may be called by any Director.

29. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the Board shall be given not less than 14 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 notice of meeting need specify the purpose or the business to be transacted at the meeting.

30. Regular Meetings of the Board of Directors

The Board may 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 meetings of the Board.

31. Voting at Meetings of the Board of Directors

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 vote shall be lost.

32. Removal of Directors

The Board may, by unanimous decision (excluding the vote of the Director to be removed), vote to remove a person from the Board where, in the opinion of the remaining Directors, it is in the best interests of the Society to do so, and that person shall immediately cease to be a Director.

If a Director fails to attend three consecutive meetings of the Board without any valid reason acceptable to the Board, the Chair may make a motion to remove such Director at the following meeting of the Board.

33. Committees of the Board of Directors

The Board may from time to time, by Ordinary Resolution, establish 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 of Directors.

34. Remuneration of Directors

No person is entitled to any remuneration by reason of being a Director of the Society. Directors may be reimbursed for travel and other expenses properly incurred by them in connection with the affairs of the Society.

OFFICERS

35. Appointment of Officers

The Board may designate the offices of the Society, appoint Officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such Officers the power to manage the affairs of the Society. Any person appointed as an Officer must already be a Director of the Society. A Director may be appointed to any office of the Society. Two or more offices may be held by the same person.

36. Officers of the Society

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Society, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- (a) **Chair of the Board** – The Chair of the Board, shall be a Director. The Chair of the Board shall, when present, preside at meetings of the Board and of the Members. The Chair shall have such other duties and powers as the Board may specify.
- (b) **Vice-Chair** – The Vice-Chair shall be a Director. In the absence of the Chair, the Vice-Chair shall assume the duties and powers the Chair. The Vice-Chair may have such other duties and powers as the Board may specify.
- (c) **Secretary** – The Secretary shall be a Director. The Secretary shall serves as secretary all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings. The Secretary shall give, or cause to be given, notices to Members, Directors, the auditor and members of committees. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society. The Secretary may have such other duties and powers as the Board may specify.
- (d) **Treasurer** – The Treasurer shall be a Director. The Treasurer shall oversee all accounting and treasury functions of the Society. The Treasurer may have such other duties and powers as the Board may specify.

A person may hold one or more of the above positions at the same time (e.g., Secretary-Treasurer), as determined to be appropriate by majority resolution of the Directors of the Board.

37. Officer Vacancies

The Board may remove for cause or without cause any Officer of the Society. 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 Society shall be or become vacant, the Directors may, by resolution, appoint a person to fill such vacancy.

GENERAL

38. Conflicts of Interest

Subject to the Act and any written policy of the Society, a Director or Officer who has an interest in any resolution, transaction, or other activity of the Society, whether real or proposed, direct or indirect, must fully and promptly disclose the nature and extent of the conflict to the Board and cause the same to be recorded in the minutes of the Society. Directors and Officers who make such disclosure shall comply with all obligations related to conflicts of interest and may not debate or vote on a resolution related the disclosed conflict of interest.

39. Insurance

The Society shall purchase and maintain liability insurance for the benefit of the Society and each Protected Person, including property and public liability insurance, and Directors' and Officers' insurance. The Society shall ensure that each Protected Person is insured under such insurance policies.

No coverage shall be provided for any liability relating to a failure to act honestly, in good faith, and in the best interests of the Society.

40. Exclusion of Liability for Good Faith Acts

Provided that a Protected Person has acted honestly, in good faith, and in the best interest of the Society in the performance of their duties, such Protected Person shall not be personally liable for any loss, damage, or expense to the Society arising from:

- (a) insufficiency or deficiency of title to any property acquired by or for the Society;

- (b) insufficiency or deficiency of any security interest belonging to the Society,
- (c) loss or damage arising from the bankruptcy or insolvency of any person, including one with whom the Society has deposited monies or assets;
- (d) loss or damage arising from any dealings with monies or assets of the Society;
- (e) loss or damage arising from the execution of the duties of the Protected Person's office; and
- (f) loss or damage arising from any willful act or omission.

41. Indemnification of Directors, Officers, and Others

A Protected Person shall be indemnified, held harmless, and have the right to first dollar payout for all costs, charges, and expenses incurred in relation to any claim or proceeding against them relating to the exercise of their office or otherwise in connection with the affairs of the Society. Such indemnity applies only:

- (a) after the exhaustion of the insurance provided to the Protected Person by the Society; and
- (b) provided that the Protected Person has carried out their duties which are subject of the claim honestly, in good faith, in the best interests of the Society, and in accordance with the relevant insurance policies.

42. Discontinuing Insurance

Where the Society maintains an insurance policy for any Protected Person, such policy may only be altered or cancelled by ordinary resolution of the Members and subsequent written notice of at least 14 days to the Directors and Officers.

43. Method of Giving Notice

Any notice (which term includes any communication or document), other than notice of a Meeting of Members or a meeting of the Board of Directors, to be given (which term includes sent, delivered or served) pursuant to the Act, this Bylaw or otherwise to a Member, Director, Officer or member of a committee of the Board or to the auditor, if any, 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 Society or in the case of notice to a Director to the latest address as shown in the last notice that was sent by the Society;
- (b) if mailed to such person at such person's recorded address by prepaid ordinary 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.

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, the auditor 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 Bylaw shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Society to any notice or other document to be given by the Society may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

44. Keeping of Records

The Society shall prepare and maintain records containing:

- (a) the Application and the Bylaws, and amendments to them, and a copy of any unanimous member agreement;
- (b) the minutes of Meetings of Directors, Meetings of Members, and any committee of Members;
- (c) the resolutions of Directors, Members and any committee of Members; and
- (d) registers of Directors, Officers, and Members.

Such records shall be kept at the Society's registered office or at such other location in the City of Calgary as may be designated by the Board. Such records shall be prepared and maintained in any form, provided that they are reproducible in intelligible written or electronic form within a reasonable time.

45. Access to Records

The books and records of the Society may be inspected by any Member of the Society at the annual Meeting of Members or at anytime upon giving a minimum of 7 day's notice in writing with a detailed request of the documents to be inspected and arranging a time satisfactory to the Officer or Officers having charge of same within 21 days of notice. A Member may only use the information inspected in connection with influencing a vote of Members, requisitioning a vote of Members, or another matter relating to the affairs of the Society. Each Director shall at all times have access to such books and records.

46. Invalidity of Provisions of this Bylaw

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions.

47. Omissions and Errors

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor, or the non-receipt of any notice by any such person where the Society has provided notice in accordance with this Bylaw 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.

48. Mediation and Arbitration

In the event that a dispute or controversy among Members, Directors, Officers, committee members or volunteers of the Society arising out of or related to the Application or the Bylaws, or out of any aspect of the operations of the Society 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 Society as set out in the Application, Bylaws 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 Board of Directors shall establish, by Ordinary Resolution, a Dispute Resolution Committee as follows:
 - (i) the Dispute Resolution Committee shall be composed of 3 mediators whereby the one party appoints one mediator, the other party (or if applicable the Board of the Society) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator;
 - (ii) the three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties; and
 - (iii) the number of mediators may be reduced from three to one or two upon agreement of the parties.
- (b) If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration as follows:
 - (i) arbitration shall occur before a single accredited 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 Society is situated or as otherwise agreed upon by the parties to the dispute;
 - (ii) the parties shall agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind; and
 - (iii) 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.

49. Bylaws and Effective Date

The Board of Directors may, by resolution, make, amend, or repeal these Bylaws (collectively, a "**Proposed Change**"). Any such Proposed Changes shall not be effective until approved at a Meeting of Members, where the Members will be presented with a summary of the Proposed Changes. The Proposed Changes shall be presented together with a comparison to the existing Bylaw (i.e., in redline or blackline) in a format that makes the Proposed Changes easy to understand and obvious. Prior to any vote on the Proposed Changes at the Meeting of Members, the Board shall provide an explanation of the Proposed Changes and shall open the floor to questions in respect of the Proposed Changes. The Members shall, by Special Resolution, confirm or amend the Proposed Changes to the Bylaws. If the Proposed Changes are not approved by a Special Resolution of the Members, the Bylaws shall remain unamended.

50. Distribution of Property

Upon the dissolution of the Society and after the payment of all debts and liabilities, the remaining property of the Society must be distributed or disposed of in the following manner:

- (a) to the Muslim Community Foundation of Calgary, provided that it is a "qualified donee" as that term is defined in section 149.1 of the *Income Tax Act* (Canada) (in this section, a "**Qualified Donee**"), or failing that,
- (b) to the Muslim Association of Calgary, provided that it is a Qualified Donee, or failing that,
- (c) to another Qualified Donee that is both approved by and affiliated with the MCC, except where the Members have by a Special Resolution designated an alternative Qualified Donee with similar purposes to the Society.

[Signature page follows]

DULY enacted by the Directors of the Society on the 27th day of October 2025.

DULY confirmed by the Members on the 27th day of October 2025.

IN WITNESS WHEREOF the following affix their signatures below: