



# **TOWN HALL MEETING TO ADDRESS CHANGES IN BY-LAWS**

LONDON MUSLIM MOSQUE  
November 6, 2018

# WHY CHANGES TO THE BYLAWS?

- \* Ontario Corporations Act is going to change in 2020 called Ontario Not-for-Profit Act
- \* LMM will be governed by the above Act in 2020
- \* Majority of changes are mandated by the existing Ontario Corporations Act which we are still governed by
- \* Some area of changes have been made to better serve the LMM

# MANDATED AND RECOMMENDED BY THE ACT

Merging bylaw 1 and 2 as advised by the Lawyer

Fix existing deficiencies noted during By-law review conducted by the Lawyer

Rescinding any amendments

Add amendments in the following area:

Membership eligibility

Clarify the notice to the AGM requirement

Change the Board election time to align with the fiscal year (a requirement by the ONCA when it comes into effect)

Board Members' qualification

Election Process

# AREAS REVIEWED

- Section 1 – moved former Sections 1.5 to 1.8. (vision, mission, etc) to a separate policy. Draft Statement of Principles Policy is attached.
- Section 3.08 – minor changes to the wording. Draft Discipline Dispute Resolution Policy is attached. This is only a rough draft for consideration.
- Section 5.2(f) and (i) – revised qualification of directors
- New Section 5.05(c) on maximum number of terms of directors
- Section 5.10(k) – inserted heading for the paragraph
- Section 6.01(a) – Deleted provision requiring the Imam to have the same qualifications as the directors of LMM. Instead, the required qualifications will be included in the employment contract
- Former section 14 - Deleted the section on funds and gifts. These are to be governed by a separate gift acceptance policy. If you have one, we can review it if you wish. If you do not have one, we can draft one for you.
- Section 15.01 - Changed 30 days to 10 days' notice on changes to letters patent
- Section 15.02 - Changed 14 days to 10 days' notice on changes to bylaws
- New Section 16 on transition of current bylaw to new bylaw
- New Section 17 for current bylaw be repealed upon adoption of new bylaw

# SECTIONS 1 AND 3

- Section 1 – moved former Sections 1.5 to 1.8. (vision, mission, etc) to a separate policy. Draft Statement of Principles Policy is attached.

As recommended by the lawyer

- Section 3.08 – minor changes to the wording. Draft Discipline Dispute Resolution Policy is attached. This is only a rough draft for consideration.

Policy being created to address this issue which is mentioned in the by-laws (as recommended by the lawyer)

# SECTION 5.2 (F) & (I) REVISED QUALIFICATION OF DIRECTORS

- Section 5.2(f) and (i) – revised qualification of directors
  - has not been convicted or pardoned of a crime anywhere in the world (including crimes involving the abuse of children or the assault of an adult) and has provided a clear police records check called the “vulnerable sector check” for organizations working with “vulnerable persons” as defined in *the Police Record Checks Reform Act, 2015*, (Ontario) (as amended from time to time and any statute enacted in substitution thereof) that is acceptable to the Board, as determined in the Board’s sole discretion;  
**Mandated by obligations to make sure directors don’t have a criminal record**  
**Required by the daycare licence that all directors have a clean criminal record**
  - is not a director on the board of directors and is not a trustee of any other organizations exempt professional organizations of which the person is a member or the person’s private family foundations.

**To ensure dedication and commitment to the LMM Board. There is an exclusion for professional associations and personal foundations.**

# NEW SECTION 5.05(C) ON MAXIMUM NUMBER OF TERMS OF DIRECTORS

- TERM OF OFFICE
- The maximum number of terms for each Director is three (3) consecutive full terms. A Director will be eligible for re-election to the Board at the end of his or her term up to the maximum number of terms provided that such Director continues to meet the qualification requirements to be a Director. Upon the completion of the maximum term on the Board, a minimum of a one (1) year absence is required before eligibility for re-election to membership on the Board is restored.

Necessary for renewal of membership. Safeguard from director burnout. Standard practice with other organizations.

# SECTION 5.10(K) — INSERTED HEADING FOR THE PARAGRAPH

Members' participation - Subject to permission being granted by the Board, Members may be granted the opportunity to address the Board of Directors. No Members shall be allowed to participate in the voting of the Board of Directors. Members shall be asked to leave the meeting before confidential matters are discussed.

Recommended by the lawyer



# SECTION 6.01(A) —

DELETED PROVISION REQUIRING THE IMAM TO HAVE THE SAME QUALIFICATIONS AS THE DIRECTORS OF LMM. INSTEAD, THE REQUIRED QUALIFICATIONS WILL BE INCLUDED IN THE EMPLOYMENT CONTRACT

- QUALIFICATIONS, RESPONSIBILITIES AND TERMINATION OF THE IMAM
  - QUALIFICATIONS

The search for an Imam will primarily be the responsibility of the Directors, who may wish to involve others in the search process. The Board shall decide on a process to pick the most qualified person from among the candidates and the successful candidate shall require a Two-Third Majority Resolution of the Board of Directors to be appointed as Imam.

Recommended by the lawyer

# FORMER SECTION 14

Former section 14 - Deleted the section on funds and gifts. These are to be governed by a separate gift acceptance policy. If you have one, we can review it if you wish. If you do not have one, we can draft one for you.

Governed by CRA rules

# SECTION 15 – DAY’S NOTICE CHANGES

Section 15.01 - Changed 30 days to 10 days’ notice on changes to letters patent

- Section 15.02 - Changed 14 days to 10 days’ notice on changes to bylaws
  - AMENDMENTS TO THE LETTERS PATENT

Notwithstanding the Act, the Letters Patent of the Mosque may only be amended by an affirmative vote of at least two-third of the votes cast by the Directors voting at a Board meeting duly called for that purpose and sanctioned by an affirmative vote of at least two-thirds of the votes cast by the Members voting who are present in person or represented by proxy at a Membership Meeting duly called for the purpose of considering the said amendment, provided that ten (10) days’ notice of such Members Meeting shall be given and. provided further that the notice shall state the proposed amendment and the purpose thereof.

- AMENDMENTS TO BY-LAW

The By-laws of the Mosque not embodied in the Letters Patent may be repealed or amended by By-law and enacted by at least two-third of the votes cast by the Directors voting at a Board meeting duly called for that purpose and sanctioned by at least two-third of the votes cast by the Members at a Membership Meeting duly called for the purpose of considering the said By-law, provided that ten (10) day’s notice of such Members Meeting shall be given and provided further that the notice shall state the proposed amendment and the purpose thereof.

Recommended by the lawyer

# NEW SECTION 16 ON TRANSITION OF CURRENT BYLAW TO NEW BYLAW

## **TRANSITION PROVISIONS**

### 1. Effective Date of General Operating By-law No. 3

This By-law, after enactment by the Board and confirmation by the Members, shall take effect immediately upon the approval by the Members of the Mosque.

### 1. Members

Upon this By-law coming into effect, all Members of the Mosque immediately prior to the time this By-law comes into effect shall be deemed to have met the conditions of membership set out in Section 3.2 of this By-law and continue to be Members of the Mosque.

### 1. Directors and Officers

Upon this By-law coming into effect, the Directors and Officers then in office at the time when this By-law comes into effect shall continue to remain in office for the remainder of their respective term until their respective successors are elected in accordance with this By-law.

# NEW SECTION 17 FOR CURRENT BYLAW BE REPEALED UPON ADOPTION OF NEW BYLAW

## IDENTIFICATION AND REPEAL OF FORMER BY-LAWS

- Repeal of Former General Operating By-law
- All by-laws of the Mosque (as amended) are hereby repealed and replaced by General Operating By-law herein effective immediately upon the enactment of this By-law at the time of confirmation by the Members of the Mosque.
- The said repeal of by-laws (as amended) shall not affect the previous operations of such by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such by-laws prior to its repeal. All Officers and persons acting under such by-laws so repealed shall continue to act as if appointed under the provisions of this By-law. All Board or Members' resolutions, with continuing effect, passed under such repealed by-laws shall continue to be valid, except to the extent inconsistent with this By-law, and until amended or repealed.

Recommended by the lawyer

**THANK YOU FOR ATTENDING**

