

PROPOSED REVISION OF THE CDS BY-LAWS

A By-Law relating generally to the conduct of the affairs of

CANADIAN DRUZE SOCIETY OF ONTARIO

Whereas THE Corporation was incorporated by Letters Patent issued by the Lieutenant Governor of Ontario on the 29th day of June, 1992, for the following objects:

To preach, promote and advance the ethics, philosophy, culture and religious way of life of Druze

BE IT ENACTED as a by-law of

CANADIAN DRUZE SOCIETY OF ONTARIO

(THE "Corporation") as follows:

1.0 INTERPRETATION

- 1.01 In this by-law and all other by-laws and resolutions of the Corporation unless the context otherwise requires:
- .01 The singular includes the plural;
 - .02 The masculine gender includes the feminine;
 - .03 "Board" means the Board of Directors of the Corporation;
 - .04 "Corporation" means Canadian Druze Society of Ontario;
 - .05 "Corporation Act" means the Corporations Act, R.S.O. 1990, Chapter C.38, and any statute amending or enacted in substitution therefor, from time to time;
 - .06 "documents", includes deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or movable, agreements, releases, receipts and discharges for payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writings;
 - .07 "Executive Officers" means the persons who hold the office set out in section 5.01;

1.02 All terms defined in the Corporations Act have the same meanings in this by-law and all other by-laws and resolutions of the Corporation.

2.00 Head Office

The head office of the Corporation shall be in the City of Toronto, in the Province of Ontario and at such place therein as the Board may from time to time determine.

3.00 SEAL

The seal which is impressed hereon shall be the corporate seal of the Corporation.

4.00

4.01 BOARD

The affairs of the Corporation shall be managed by a Board composed of seven (7) elected directors. The Board shall be elected to hold office for two (2) years. Election is to be held every other year during a Biennial Meeting, which is to be held between April 15 and June 5. Elections taking place every two (2) years are for electing a new Board replacing the retiring of the whole Board of seven directors. Directors can run for election again if they qualify, but cannot hold the office of director more than 3 consecutive terms. If a director resigns or dies or is expelled, the director replacing him will be in office till completing the term.

4.02 Qualifications:

Each director shall

.01 be at least two years before his election, and thereafter remain throughout his term, a member in good standing of the Corporation;

.02 be either a permanent resident of Canada being either a citizen or a landed immigrant;

.03 be at least eighteen (18) years of age;

.04 not be an undischarged bankrupt nor a mentally incompetent person, nor convicted of a crime;

.05 to be in good standing, a member must have paid the one thousand Dollars (\$1,000) onetime initiation payment and his dues, in correlation with item .01 above, at least 3 months before election day.

If a person ceases to be a member of the Corporation or is otherwise disqualified under the terms of section 4.02 to hold

office, he ceases to be a director, and the vacancy so created may be filled in the manner prescribed by section 4.04

4.03 **Vacancies:**

So long as a quorum of the directors remains, a vacancy on the Board may be filled by the directors from among the qualified members of the Corporation. If no quorum of directors exists, the remaining directors shall forthwith call a general meeting of members to fill the vacancies on the Board in line with section 4.01

4.04 **Removal of Directors:**

The members entitled to vote may, by resolution passed by at least two-thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass the resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any member in his stead for the remainder of his term.

4.05 **Quorum:**

A quorum for the transaction of business at meetings of the Board shall be four (4) directors.

4.06 **Meetings:**

Meetings of the Board may be held at the Druze House or at any place within or outside Ontario, as designated in the notice calling the meeting. Meetings of the Board may be called by the President, the Vice President if acting as president, or any three (3) directors together.

4.07 **Notice:**

Subject to the provisions of section 4.08, notice of Board meetings shall be delivered mailed, emailed or telephoned to each director not less than two (2) business days before the meeting is taking place. The statutory declaration of the President or the Secretary that notice has been given under this by-law shall be sufficient and conclusive of the giving of such notice. No formal notice of a meeting is necessary if all the directors are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

4.08 **Regular Meetings:**

The Board may appoint one or more days in each month for regular meetings of the Board at a place and time named; no further notice of the such regular meetings need to be given. The Board shall hold a meeting within seven (7) business days following the biennial meeting of the Corporation for the purpose of organisation, the election and appointment of officers and the

transaction of any other business. Those absent have signified their consent to the meeting being held without notice and in their absence.

4.09 **Voting**

Questions arising at any meeting of the Board shall be decided by a majority vote. In the case of an equality of votes, the Chairman, in addition to his original vote, has a second or casting vote. At all meetings of the Board, every question shall be decided by a show of hands unless a poll on the question is required by the Chairman or requested by any two (2) directors. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the resolution.

4.10 **Remuneration of Directors**

The directors of the Board of the Corporation shall serve without remuneration.

4.11 **Indemnities to Directors**

Every director and officer of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall, from time to time and at all times, be indemnified and served harmless, out of the funds of the Corporation, from and against:

- .01 all costs, charges and expenses whatsoever which the director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- .02 all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses occasioned by his own willful neglect or default.

4.12 **Protection of Directors and Officers**

No directors or officers of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys,

securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful and willful act or through his own wrongful and willful neglect or default.

4.13 **Responsibility for Acts**

The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board.

5.00 **OFFICERS**

5.01 **Executive Officers**

There shall be a President, Vice-President, Secretary, Treasurer, Director of Cultural & Public Relations, Director of Fund Development, Director of Social Activities.

5.02 **President**

The President shall, when present, preside at all meetings of the Board and members. The President shall supervise the affairs and operations of the Corporation, sign all documents requiring his signature and have the other powers and duties from time to time prescribed by the Board or incident to his office.

5.03 **Vice-President**

During the absence or inability to act of the President, his duties and powers may be exercised by the Vice-President. If the Vice-President exercises any of those duties or powers, the absence or inability to act of the President shall be presumed with reference thereto. The Vice-President shall also perform other duties from time to time prescribed by the Board or Executive Committee (if any) or incident to his office.

5.04 **Secretary**

The Secretary shall be ex officio clerk of the Board and shall attend all meetings of the Board to record all facts and minutes of those proceedings in the books kept for that purpose. He shall give all notices required to be given to members and to directors. He shall be the custodian of the corporate seal of the Corporation and of all books, papers, records, correspondences and documents belonging to the Corporation and shall perform the other duties from time to time prescribed by the Board or incident to his office.

5.05 **Treasurer**

The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in the

bank or banks from time to time designated by the Board. He shall disburse the funds of the Corporation under the direction of the Board, taking proper vouches therefor and shall render to the Board, whenever required of him, an account of all his transactions as Treasurer and of the financial position of the Corporation. He shall co-operate with the auditors of the Corporation during any audit of the accounts of the Corporation and perform the other duties from time to time prescribed by the Board or incident to his office.

5.06 **Director of Cultural & Public Relations (C&PR)**

The Director of C&PR shall coordinate Cultural Activities of the Society, including the Arabic School, and go beyond the Corporation's current constituency to reach new people and develop new relationships. His outreach can include activities as: Submitting press releases; Distributing brochures, posters and other information about the Society's activities; Developing video, website and other special media; Publishing newsletters, and Taking part in conferences.

5.07 **Director of Fund Development (FD) Added**

The Director of FD role is to maximize funding from donors, plan income generating activities, have income targets and develop a strategic pipeline of donor.

5.08 **Director of Social Activities (SA) Added**

The Director of SA will chair the sub committees that will be dealing with social activities and will coordinate with the Board regarding all activities and its budgets.

5.09 **Other Officers Added**

The Board may appoint other officers, including without limitation, Officers and agents (and with such titles as the Board may prescribe from time to time, mainly **directors for Youth Activities, Ethics, Habits and Traditions**) as it considers necessary and all officers shall have the authority to perform the duties from time to time prescribed by the Board. The Board may also remove at its pleasure any such officers or agents of the Corporation. The duties of all other officers of the Corporation appointed by the Board shall be such as the terms of their engagement call for or the Board prescribes.

5.10 **Honorary President Added**

One Honorary President may be elected in a General Meeting called for by the Board for this specific reason. The Honorary president elect can be removed if he becomes in violation of the qualifications of the Society By-Laws, mainly article 4.02

.01 Criteria of the Honorary President

- (a) An active member (present or former) of the Society;
- (b) Must be outgoing and reliable;
- (c) Must have excellent interpersonal skills;
- (d) Must have excellent communication skills;
- (e) Must have excellent organizational skills;
- (f) Must be strong and outspoken;

.02 Role of the Honorary President

- (a) The role is honorary, ceremonial;
- (b) Should have no executive function or role;
- (c) Role includes the promotion of the wellbeing of the Society;
- (d) May discuss with government officials, when asked to do so by the Board, to promote the functions of the Society and get the help and support of the government;
- (e) When asked of him, helps in the coordination of the activities of the committees;
- (f) May represent the Society when asked to do so by the Board;
- (g) May attend the meetings of the Board, but will have no voting powers.

5.11 Council of Presidents Added

This consists of former presidents of the Society. The Council will meet twice a year and discuss matters of interest to the Society in coordination with the Board. The role is ceremonial, not executive.

5.12 COMMITTEES Added

.01 Elections Committee

Will work in accordance with section 6.

.02 House Committee

The House Committee shall:

- Oversee the implementation of an annual plan for the use of the facilities and equipment of the Centre;
- Deal promptly with any complaint by a Society Member;
- Forward any complain or suggestion by a Society Member to the Board;
- Maintain and operate the facilities of the Centre.

.03 - The Arabic School

.04 - Other Committees:

The Board will form other Committees as needed for the activities of the Society.

.05 - The Board will name a Member of the Society to be in charge of each Committee and will name deputies as needed. Also the Board will name one of its members or Officers at Large to be a Coordinator between the Board and the Committee. The Coordinator for the Arabic School shall not interfere in its regular educational work.

6.00 **Election of Board Added**

6.01 Subject to the provisions of the Corporation Act, directors shall be elected by members entitled to vote.

6.02 The Board shall appoint, at least 3 months before election day, an Election Committee of 5 members to oversee the elections. Members of the Election Committee must not be running for elections:

.01 Persons who intend to run for elections will send their names to the Board by registered mail or email using the email address of the CDS. The Board will check the qualification of the candidate as per the By-Laws, and will confirm the receipt of the request by registered mail or by reply email within 48 hours.

.02 The Board will send the names of the candidates to the Election Committee.

.03 Persons who want to run for elections must submit their request to the Board at least 30 days prior to election date.

6.03 Election method, Where:

.01 the number of candidates nominated is equal to the number of offices to be filled, the Secretary of the meeting shall cast a single ballot electing that number of candidates for the offices; and

.02 the number of candidates nominated is greater than the number of offices to be filled, the election shall be by secret ballot.

6.04 Forms: The Election Committee may prescribe the form of nomination paper and the form of a ballot.

7.00 **MEMBERSHIP**

7.01 Membership in the Corporation shall consist of such persons as are admitted as members by the Board.

7.02 Entitlement to Vote

Only fully paid up (at least ten days prior to election day) in good standing members who must have paid the dues for the last consecutive years shall be entitled to vote at the biennial meeting or at any meeting when members have voting rights.

7.03 Revocation of Membership

Any member may be expelled from the Corporation for cause by a two-thirds (2/3) vote taken by ballot of the members present and eligible to vote at a biennial or other general meeting of members.

7.04 Termination of Membership

A membership in the Corporation automatically terminates upon the happening of any of the following events:

- .01 if the person, in writing, resigns as a member of the Corporation;
- .02 if the member dies;
- .03 If a person is expelled from the Corporation under section 7.03; notwithstanding termination of membership, a former member remains liable for any assessment levied under the authority of section 7.04 prior to termination of his membership.

7.05 Membership Dues

Membership dues, assessments and similar obligations ("assessment") may be levied if authorized by three quarters of the members of the Board. The Board shall send at the end of the Society's fiscal year a summary of the financial statement for that year.

7.06 Liability of Members

Members shall not, as such, be held answerable or responsible for any act, default, obligation or liability of the Corporation or for any engagement, claim, payment, loss, injury, transaction, matter or thing relating to or connected with the Corporation.

7.07 Biennial Meeting

The Biennial meeting of members shall be held every other year within Ontario, at a time, place and date determined by the Board, for the purpose of:

- .01 Hearing and Receiving the Reports and Statements required by the Corporation Act to be read at and laid before the Corporation at a Biennial Meeting;
- .02 Electing such directors as are to be elected at such biennial meeting;
- .03 Appointing the auditor and fixing or authorizing the Board to fix remuneration; and
- .04 The transaction of any other business properly brought before the meeting.

7.08 General Meeting

The Board may at any time call a General Meeting of members for the transaction of any business, the general nature of which is specified in the notice calling the meeting. A General Meeting of members may also be called by the members as provided in the Corporations Act.

7.09 Notice of Meeting

Notice of the time, place and date of meetings of members and the general nature of the business to be transacted shall be given at least ten (10) days before the date of the meeting to each member.

7.10 Quorum

Thirty-Five (35) members, who are entitled to vote, present in person constitute a quorum at a meeting of members, and no business shall be transacted at any meeting unless the requisite quorum is present at the commencement of such business.

7.11 Voting by Members

Unless otherwise required by the provisions of the Corporations Act or the by-laws of the Corporation, all questions proposed for consideration at a meeting of members shall be determined by a majority of the votes cast by members entitled to vote. In the case of an equality of votes, the Chairperson presiding at the meeting has a second or casting vote.

7.12 Show of Hands

At all meetings of members, every question shall be decided by a show of hands unless otherwise required by a by-law of the Corporation or unless a poll is required by the Chairperson or requested by any member entitled to vote.

Upon a show of hands, every member entitled to vote, present in person shall have one vote. Whenever a vote by show of hands has been taken upon a question, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the Corporation is conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.13 Chairperson

In the absence of the President or Vice President, the members entitled to vote present at any meeting of members shall choose another director as Chairperson and if no director is present or if all the directors present decline to act as Chairperson, the entitled to vote members present shall choose one of their number to be Chairperson.

7.14 Polls

If at any meeting a poll is requested on the election of a Chairperson or on the question of adjournment, it must be taken forthwith without adjournment. If a poll is requested on any other question, it shall be taken in the manner and either at once or later at the meeting or after adjournment as the Chairperson directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was requested. A request for a poll may be withdrawn at any time prior to the taking of the poll.

7.15 Adjournments

Any meetings of members may be adjourned to any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting from which the adjournment took place. No notice is required of any adjourned meeting.

8.00 **EXECUTION OF DOCUMENTS**

8.01 Cheques, Drafts, Notes, Etc.

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by the officer or officers or person or persons and in the manner from time to time prescribed by the Board.

Corporation may be signed by the President or the Vice-President, when acting as a president, and the Secretary or Treasurer and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint any officer or officers or any person or persons on behalf of the Corporation, either to sign documents generally or to

sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed in accordance with the foregoing.

8.03 Books and Records.

The Board shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by any applicable statute are regularly and properly kept.

9.00 **BANKING ARRANGEMENTS**

9.01 The Board shall designate, by resolution, the officers and other persons authorized to transact the banking business of the Corporation, or any part thereof, with the bank, trust company, or other corporation carrying on a banking business that the Board has designated as the Corporation's banker, to have the authority set out in the resolution, including, unless otherwise restricted, the power to:

- .01 operate the Corporation's accounts with the banker;
- .02 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money;
- .03 issue receipts for the orders relating to any property of the Corporation;
- .04 execute any agreement relating to any banking business and defining the rights and powers of the parties thereof; and
- .05 authorize any officer of the banker to do any act or thing on the Corporation's behalf to facilitate the banking business.

9.02 Deposit of Securities.

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the Board and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

10.00 **BORROWING BY THE CORPORATION**

- 10.01 Subject to the limitations set out in the by-laws or in Letters Patent of the Corporation, the Board may:
- .01 borrow money on the credit of the Corporation;
 - .02 issue, sell or pledge securities of the Corporation; or
 - .03 charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Corporation.

On its real or personal property, its borrowing power shall be limited to borrowing money for current operating expenses.

11:00 BY-LAWS AND AMENDMENTS, ETC.

- 11.01 Enactment. By-laws of the Corporation may be enacted, repealed, amended, altered, added to or re-enacted in the manner contemplated in, and subject to the provisions of, the Corporations Act.

12.00 REPEAL OF PRIOR BY-LAWS

- 12.01 Repeal. Subject to the provisions of sections 12.02 and 12.03 hereof, all prior by-laws, resolutions and other enactments of the Corporation heretofore enacted or made are repealed.
- 12.02 Exception. The provisions of section 12.01 shall not extend to any by-law or resolution heretofore enacted for the purpose of providing to the Board the power or authority to borrow.
- 12.03 Proviso. Provided however that the repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-law, resolution or other enactment

13.00 EFFECTIVE DATE

- 13.01 This by-law shall come into force without further formality upon its enactment.

The Canadian Druze Society of Ontario

Committees/establishments:

General:

1. The Board Assigns Committees and states the job description of each
2. The Board names a coordinator for each Committee and states his/her job description
3. The Board is responsible for the work of the Committees
4. The Committees work complements the work of the Board

The Arabic School:

1. It has been the aim of the Board since long time ago and in year 2000 started the first school at the Druze House.
2. The Board asks a person from the members of the Society to be the Principal of the School
3. The Board asks a person from the members of the Society, who must be one of three names suggested by the Principal, to be the Deputy Principal of the School
4. The Board names a person from its members to be a Coordinator with the Arabic School
5. The Coordinator does not interfere in and has nothing to do with the work of the Principal, Deputy Principal and Teachers of the School
6. The Duties of the Principal:
 - (a) The Academic Affairs (Program, Books, Material, Subjects and any other related matters). This duty is 100% the responsibility of the Principal
 - (b) Submit to the Board the school schedule for the three or two semesters before the start of the school.
 - (c) Submit to the Board through the Coordinator a School Budget
 - (d) Discuss with the Coordinator in case there is a special event given by the Board which may need a change by the school
7. The Duties of the Coordinator are to:
 - (a) register students and collect fees from those who must pay
 - (b) give the money collected to the Treasurer of the Society
 - (c) Take the needs (financial or other) of the school, which are given by the Principal and give to the Board. On the other hand, takes the money and messages from the Board and give it to the Principal.
 - (d) Discuss with the Principal in case there is a date conflict of events by the Board and a school day