



TERMS OF REFERENCE

ISIJ OF TORONTO – Incorporation and Asset Protection Committee (IAPC)

1. Background:

In April 2010, a Resolution was passed by the General at the AGM, that a Constitutional Review Committee be established to undertake comprehensive review of the organization and structure of the ISIJ and its current Constitution. This mandate was renewed in April of 2012 with special emphasis on incorporation of ISIJ for limitation of liability and asset protection. On October 16, 2016 the ISIJ membership passed the General Operating By-Law No.1 (GOBL) and authorized the incorporation of ISIJ of Toronto.

2. Objectives:

The objective of setting up IAPC is to assist the Executive Committee (EC) to facilitate implementation of the above Resolution and to examine the issue of asset protection thoroughly and make recommendations to the General on the best possible way of securing our assets while ensuring continuity in the organization to ensure steady progress.

3. Mandate:

- Work with ISIJ's legal advisors to complete all steps necessary towards formal incorporation of the ISIJ of Toronto
- Work with legal advisors to obtain Canadian non-profit charitable status for the new incorporated entity ("Operating" entity)
- Assist with paperwork, drafting resolutions and presentation at the Special General Meeting to wind up the existing entity and transfer ISIJ assets to the incorporated Operating entity following receipt of the charity registration by the new Operating entity
- Hold discussions and focus groups to recommend to the EC the best possible ways to protect the assets of the Jamaat
- If asset protection requires forming a Holding Company ("Hold Co") assist with the preparation of operating bylaws of this Hold Co.
- Assist with the incorporation of Hold Co
- Assist with drafting of the Statement of Activities for the Hold Co

- Work with legal advisors to obtain CRA charity registration for the Hold Co
- Upon receipt of the CRA registration, work with legal advisors to transfer the assets to Hold Co following membership approval
- With the help of legal advisors draft legal agreements to govern transactions between the Hold Co and the Operating entity

4. Committee Composition/Membership:

The IAPC shall be comprised of 5 to 10 members (including females) to preferably include community member volunteers with legal or professional accounting backgrounds. The Chair of the committee to be appointed by the EC. The committee shall have a secretary who will organize meetings and keep records.

5. Reporting

The Committee shall report directly to the President of ISIJ of Toronto with periodic updates to the Executive Committee (EC).

6. Time line:

It is expected that incorporation of the ISIJ entity will be completed by summer 2017. Optimistically, charitable status of the Operating entity can be achieved by December 31, 2017.

The IAPC shall finalize its recommendations for the Asset protection strategy by December 31, 2017 and submit to the EC draft documents required for Hold Co or its alternative.