



## **By-Laws of the Iranian Canadian Congress**

- 1. Interpretation**
- 2. Objectives of the Iranian Canadian Congress**
- 3. Name, Records, and Execution of Instruments**
- 4. Finance**
- 5. Prohibition Against Sharing Corporate Profits and Assets**
- 6. Annual General Meetings (AGM) and Special General Meetings (SGM)**
- 7. Organizational Structure**
- 8. Membership**
- 9. Board of Directors**
- 10. Advisory Board**
- 11. Elections for the Board of Directors**
- 12. Officers**
- 13. Committees**
- 14. Code of Conduct**
- 15. Amendment of these By-Laws**
- 16. Dissolution**

## **ARTICLE 1 INTERPRETATION**

The purpose of these By-Laws is to create a governance structure applicable to all Members of the Iranian Canadian Congress.

These By-Laws are absolute and their provisions shall have binding force and effect on all Members of the Iranian Canadian Congress.

Subject only to Canadian laws, in the event of any inconsistency between these By-Laws and any other rules or regulations of the Iranian Canadian Congress, these By-Laws shall prevail.

Subject only to necessary compliance with Canadian laws, unless the authority for any resolution, action, inaction, rule, regulation or otherwise are in compliance with these By-Laws, such action shall be null and void.

The Iranian Canadian Congress shall not be governed, nor shall any person or persons take control of the governance of the Iranian Canadian Congress or its administration of any of its committees, except in accordance with the provisions of these By-Laws.

In the event of a conflict between the interests of its general Membership and the interest of any individual Member, person, organization or group, the best interests of the Iranian Canadian Congress shall prevail at all times.

These By-Laws are in full force and effect as of [date of 2014 AGM].

## **ARTICLE 2 OBJECTIVES OF THE IRANIAN CANADIAN CONGRESS**

The Iranian Canadian Congress ("ICC") is a not-for-profit, non-partisan and non-religious organization that is committed to the Canadian Charter of Rights and Freedoms. The objectives of the organization are as follows:

- To uphold the interests of the Iranian-Canadian community and its well-being in social, economic, political and cultural spheres of Canada.
- To build mechanisms for cooperation between Iranian-Canadians and Canadian society so as to promote and strengthen cross-cultural harmony, understanding and goodwill.
- To promote the participation and meaningful civic engagement of the Iranian-Canadian community members within Canadian society.

- To promote and facilitate links between various Iranian-Canadian communities and organizations dispersed across Canada.
- To engage in advocacy within the Canadian political sphere for the well-being of its members and the Iranian Canadian community in accordance with the Canadian Charter of Rights and Freedoms.
- To present leaders within the Iranian-Canadian community who can be a voice for the community and Canadian society in all levels of civic life including at the municipal, provincial, and federal levels of Canadian government.
- To promote and celebrate Iranian culture, values, languages and history and to uphold the dignity and goodwill of Iranian-Canadians and their descendants.
- To promote diversity and a commitment to inclusiveness of all individuals regardless of ethnicity, race, religion, country of origin, sex, sexual orientation, gender identity, gender expression, age, disability, financial status or any other personal identifying characteristic.
- For greater certainty, the ICC shall not in any way act on behalf of any non-Canadian entity, organization, or government.

### **ARTICLE 3 NAME, RECORDS, AND EXECUTION OF INSTRUMENTS**

#### **SECTION 3.1 Name, Office, Seal, and Fiscal Year**

The Name of the Organization shall be the Iranian Canadian Congress or the ICC.

The office of the ICC shall be located in the Province of Ontario, or as determined by the Board of Directors.

The corporate seal impressed on top margin of these By-Laws shall be the Corporate Seal of the Iranian Canadian Congress. The corporate seal shall be in the custody of the President, and in his absence, the Secretary.

The fiscal year of ICC shall be from the 1<sup>st</sup> day of May to the 30<sup>th</sup> day of April of each calendar year.

#### **SECTION 3.2 Corporate Records and Reports**

### **SECTION 3.3 Maintenance of ICC Records**

The ICC shall keep at its principal office:

- a) Minutes of all meetings of Directors, committees and Annual General Meetings and Special General Meetings indicating the date, time, and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof. All minutes, including record of votes cast, shall be made accessible and available for all Members on the ICC's website;
- b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, contracts, receipts, disbursements, gains and losses;
- c) A record of its Members, if any, indicating their names, addresses, and effective dates of their membership;
- d) A copy of the ICC's Articles of Incorporation and by-laws as amended to date, which shall be open to inspection by the Members.

### **SECTION 3.4 Directors' Inspection Right**

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the ICC in compliance with the *Personal Information Protection and Electronic Documents Act*.

### **SECTION 3.5 Annual Report**

The Board of Directors shall cause an audited annual financial report, or a review engagement, to be furnished within a reasonable time after the close of the ICC's fiscal year. The report shall be presented at the Annual General Meeting and shall be available to all Directors of Board and any Member who requests it in writing. The annual report shall be reviewed and approved by an independent auditor who is appointed by the Members at the general membership meeting of the ICC.

### **SECTION 3.6 Execution of Instruments, Deposits and Gifts**

#### **SECTION 3.6.1 Execution of Instruments**

The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the ICC to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ICC. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power

or authority to bind the ICC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Except as otherwise specifically determined by a resolution of the Board of Directors, or as otherwise required by law, cheques, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the ICC must be signed by both the Treasurer and the President of the ICC. The Board of Directors may also determine from time to time, by resolution, those documents and financial instruments on which a signature of another officer, in addition to the above is required.

#### **SECTION 3.6.2 Deposits**

All funds of the ICC shall be deposited to the credit of the ICC in such banks, trust companies, or other depositories as the Board of Directors may select.

#### **SECTION 3.6.3 Gifts**

The Board of Directors may accept on behalf of the ICC any contribution, gift, bequest, or devise for implementing the objectives of the ICC. For greater certainty, further to the obligations set out in Article 5 below, no Director is permitted to personally accept any gift, bequest, devise, or compensation in any way whatsoever for their service on the Board of Directors.

### **ARTICLE 4 FINANCE**

#### **SECTION 4.1 Raising Funds**

ICC shall raise funds from all legal avenues it deems necessary, including but not limited to, membership dues, donations, proceeds from cultural and social activities and grants from institutions, agencies or governments, among others.

### **ARTICLE 5 PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

#### **SECTION 5.1 Personal Benefit Prohibited**

No member, director, officer, employee, or other person connected with the ICC, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the ICC, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the ICC in effecting any of its public or charitable purposes, provided that such compensation is otherwise permitted by these By-Laws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the ICC. All Members, if any, of the ICC shall be deemed to

have expressly consented and agreed that on such dissolution or winding up of the affairs of the ICC, whether voluntarily or involuntarily, the assets of the ICC, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the ICC and not otherwise.

## **ARTICLE 6 ANNUAL GENERAL MEETINGS (AGM) and SPECIAL GENERAL MEETINGS (SGM) and MEETINGS of the BOARD OF DIRECTORS**

### **SECTION 6.1 Annual General Meetings**

Annual General Meetings of the ICC shall be held upon call by the Board of Directors following the end of each ICC fiscal year, being April 31<sup>st</sup>, and no later than 14 months following the previous Annual General Meeting. The Board of Directors shall send notice of the AGM to all ICC Members at least thirty (30) days in advance of such Annual General Meeting.

### **SECTION 6.2 Special General Meetings**

Members of the ICC can petition for a Special General Meeting to deal with certain issues of concern. Upon receipt of such a petition signed by at least  $(0.2 * N + 40)$  Members, where N is the total number of Members, the Board of Directors shall call a Special General Meeting to be held no later than forty (40) days from the date by which the petition is submitted.

### **SECTION 6.3 Quorum for AGMs, SGMs, and Meetings of the Board of Directors**

A quorum for either an AGM or SGM is 50% + 1 of the total number of Members of the ICC, represented in person or by proxy.

Except as otherwise provided in these By-Laws or in the Articles of Incorporation of the ICC, no business shall be considered at any AGM or SGM at which a quorum, as herein defined, is not present, and the only motion to be entertained at such meeting is a motion to adjourn and call for a second AGM or SGM, as the case may be, to be held at the same time and location, no later than four (4) weeks from the date of the first AGM or SGM in question.

The Quorum for meetings of ICC shall be as follows:

- a) For Board Meetings, 5 Directors;
- b) For Annual General Meetings and Special Meetings, 50% of Members in good standing;
- c) For committee meetings, 50% of Members on the committee.

No business shall be considered by the Board of Directors at any meeting at which a quorum, as herein defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the date, time, and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting, provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law or these by-laws.

In case of change in time or location of the subsequent AGM or SGM, as the case may be, referred to herein, notice shall be sent to Members informing them of the subsequent meeting ten (10) days in advance of such subsequent AGM or SGM.

## **ARTICLE 7. ORGANIZATIONAL STRUCTURE**

### **SECTION 7.1 Members, Directors, and Advisors**

The organizational structure of the ICC consists of:

- a) Members, as described in Article 8 hereof;
- b) A Board of Directors, as described in Article 9 hereof; and
- c) An Advisory Group, as described in Article 10 hereof.

## **ARTICLE 8. MEMBERSHIP**

### **SECTION 8.1 Eligibility for Membership**

The ICC membership shall be open to every person who accepts the By-Laws of the ICC and supports and objectives of the ICC. To this end all individuals aged fourteen (14) and over shall be eligible for membership without discrimination based on race, nationality or ethnic origin, color, religion, sex, sexual orientation, age or physical disability, if they are residing in Canada.

### **SECTION 8.2 Application Form**

Members must complete the Membership Form attached hereto as Schedule "A" and pay the annual Membership Fee, as set out in Section 9.6 below;

### **SECTION 8.3 Right to Vote**

Any Member eighteen (18) years old and older shall be permitted to vote and be entitled to seek election to the Board of Directors, provided that she or he meets the other eligibility requirements set forth in these By-Laws;

#### **SECTION 8.4 Members Register**

A register of Members shall be maintained by the ICC.

#### **SECTION 8.5. Term**

The term of membership for all Members shall be for one (1) year and shall be renewed at the beginning of each fiscal year of the ICC upon payment of the annual dues. A Member can withdraw her or his membership by providing written notice to the secretary of the Board of Directors. For greater certainty, a Member that pays their Membership Fee and submits and Application Form at an AGM is deemed a Member for that fiscal year immediately following the AGM.

#### **SECTION 8.6 Membership Fee**

All Members must pay an annual membership fee of \$10.00 per fiscal year, which fee may be reviewed and adjusted for by the Board of Directors, subject only to approval of Members entitled to vote at a General Meeting by way of a special resolution.

### **ARTICLE 9 BOARD OF DIRECTORS**

#### **SECTION 9.1 Composition**

Stewardship of the ICC is carried out by a Board of Directors comprised of nine (9) elected Members (the "Board of Directors") directly by Members' vote at an annual General Meeting as explained in Article 11 hereof. The Board of Directors shall consist of nine (9) Members elected by the General Membership at the Annual General Meeting as set out in these By-Laws.

#### **SECTION 9.2 Duties**

The Board of Directors, collectively and individually, have a fiduciary obligation to at all times and above all else act in the best interests of the ICC and its Members.

It shall be the duty of the Directors to:

- (a) Represent the interests of the Members of the ICC across Canada;
- (b) Provide the ICC with overall direction consistent with the purposes of the ICC;



- (c) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these By-Laws;
- (d) Appoint and remove, employ and discharge, and, except as otherwise provided in these by-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the ICC;
- (e) Supervise all officers, agents and employees of the ICC to ensure that their duties are performed properly;
- (f) Meet at such times and places as required by these By-Laws;
- (g) Every Director shall attend at least 75% of the Board meetings. Absence from meetings for more than 25% constitutes a ground for removal.
- (h) Register their addresses and contact information with the Secretary of the ICC in order that notices of meetings mailed, e-mailed, or sent via facsimile to them at such addresses shall be valid notices thereof.
- (i) The Board of Directors shall call a general meeting of the ICCs Members at least once a year, for the purposes of conducting business of the membership, conducting elections and fulfilling the general purposes of the ICC.

### **SECTION 9.3 Terms of Office**

Directors shall be elected for a two (2) year term;

Each Director shall only be permitted to serve a maximum of two (2) consecutive terms. Directors who have been elected or appointed to two (2) consecutive terms may not run, be appointed or hold office as a Director again for at least two (2) years. For the avoidance of doubt, any portion of a term served by an appointed Director of the Board greater than sixty (60) days shall be considered a full term for the purpose of calculating such person's total term limits under this Section.

### **SECTION 9.4 Compensation**

Directors shall serve without compensation and no Director shall directly or indirectly receive any profit from his or her position as such; except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Article 5 hereof.

### **SECTION 9.5 Place of Meetings of the Board of Directors**

Meetings shall be held at the principal office of the regional/national ICC unless otherwise provided by the Board of Directors. The officers shall make the arrangements to ensure that conference calls or other teleconferencing equipment is available at all meetings of the Board of Directors. Participation in a meeting through use of conference calls or other teleconferencing equipment constitutes presence in person at that meeting if all of the following apply:

- a) Each director participating in the meeting can communicate with all of the other directors concurrently.
- b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the board.
- c) The ICC adopts and implements some means of verifying that all persons participating in the meeting are directors of the ICC or are otherwise entitled to participate in the meeting.

#### **SECTION 9.6 Regular Meetings of the Board of Directors**

Directors shall hold meetings no less than on a quarterly basis. At each such meeting the Board of Directors confirms the date of the next meeting of the board.

#### **SECTION 9.7 Special Meetings of the Board of Directors**

Special meetings of the Board of Directors may be called by any two directors, and such meetings shall be held at a place, reasonably designated by the Board of Directors. Special meetings of the Board of Directors may substitute for a scheduled regular meeting of the board.

#### **SECTION 9.8 Notice of Meetings**

Regular and special meetings of the board shall be held upon at least seven (7) days notice to all the Directors of the Board. This notice shall include the date, time, and location of the meeting and shall be delivered personally or by telephone, e-mail or facsimile.

### **ARTICLE 10 ADVISORY BOARD**

#### **SECTION 10.1 General**

The ICC shall have a group of advisors (the "Advisory Board") of such number determined by the Board of Directors. The Advisory Board shall be comprised of experts and professionals, and respected members of the community as determined by the Board of Directors to assist with

the establishment of key contacts and networks, fundraising, and the provision of strategic advice. The Advisory Board shall be selected by the Board of Directors by majority vote, have no decision making authority over the ICC, and may attend meetings of the Board of Directors only by invitation of the President.

## **ARTICLE 11 ELECTIONS FOR THE BOARD OF DIRECTORS**

### **SECTION 11.1 General**

Elections for the Board of Directors by the Membership will be held annually at a General Meeting of the Members, as explained in this Article. Complementary methods of voting such as electronic methods shall be allowed and such methods will be determined by the Board of Directors. The Members appointed by the Board of Directors to oversee the AGM shall be responsible for administering the nomination process and chairing the General Meeting.

The election process may be carried out through a properly constituted Annual General Meeting, using, if practicable, the facilities that will be implemented on the ICC website and by video conferencing. Each Member may cast only one vote per candidate but each Member may vote for as many candidates as there are vacancies in an election.

### **SECTION 11.2 Election Board**

The Board of Directors will appoint three (3) ICC Members as the members of the election board (the "Election Board"). A Member of the Election Board shall be any Member of the ICC other than a Director of the Board at the time of the election, a candidate or immediate family member of a candidate for the election that the Election Board shall oversee. The Election Board shall be responsible for administration of the election process during the General meeting, overseeing the counting of votes, announcing the election results, including the number of votes cast for each candidate, at the General Meeting.

### **SECTION 11.3 Eligibility**

In order to be elected as a Director of the Board or as Ombudsperson by the Members, a Member must meet the following criteria:

- a) The nominee must be at least eighteen (18) years old;
- b) The nominee must be a Canadian citizen;
- c) The nominee must be a Member in good standing for at least one (1) year prior to the Annual General Meeting at which the election is taking place. For greater certainty, a Membership Form must be completed and the annual Membership Fee must be paid at

the lesser of at least one (1) year prior to the General Meeting of the election or as of the immediately preceding AGM;

- d) The nominee must have lived in Canada for at least five years in aggregate;
- e) The nominee must never have been convicted of a criminal offence;
- f) The nominee must not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act*, or any successor legislation related thereto, to be incapable of managing property;
- g) The nominee must not have been found to be incapable by any court in Canada or elsewhere;
- h) The nominee must not have the status of bankrupt; and
- i) The nominee cannot be a candidate for public office at any time during their term in office as a Director of the ICC.

The Election Board shall be authorized to conduct such search and require such supporting documentation reasonably necessary to establish that a Director or candidate for the Board of Directors meets the above requirements.

The nominee must be present in at the General Meeting. A nominee shall not be voted for in absentia.

#### **SECTION 11.4 Announcement for Nomination**

The Board of Directors, at least forty-five (45) days prior to the Annual General Meeting, shall send “Invitations to Nominate” to all Members in good standing. In addition the Board will create a special nomination section on the ICC website to make this announcement.

#### **SECTION 11.5 Nomination**

Regular Members can nominate themselves or can be nominated by others. However, if nominated by others, the nominee shall be required to accept and confirm his/her acceptance by email before the nomination closing date. Members have two weeks from the date of the “Invitation to Nominate” for election. No nomination will be accepted after the nomination closing date.

**SECTION 11.6 Announcement of Nomination on the Website**

All candidates are required to provide a synopsis of their background and the reasons they want to serve as Directors on the ICC Board. This information will be posted on the ICC website no later than 24 hours after the nomination closing date.

**SECTION 11.7 Voting**

Members can vote once, either through internet (if practicable) or personally at the GM. Internet voting will commence 7 days prior to General Meeting and end 24 hours prior to the General Meeting. Votes registered through internet and personally at the General Meeting will be accounted for and tallied and the result will be announced at the General Meeting and posted on the ICC web site no later than 24 hours from the event.

Facilities should be provided on ICC website for all Members to view candidates, presentations and background information and have opportunity to vote electronically. Counting of votes shall commence immediately after the election, and shall continue until all the votes are counted.

In the event of a tie, there shall be a run-off election as between the two nominees.

The announcement of the result of the elections shall be done immediately after the counting of the votes.

Every candidate may appoint a representative as an observer during the election and the counting of votes. Such a representative shall only observe the process and the counting of the votes and not participate in it. For purposes of clarity, this subsection does not preclude such a representative from voting.

**SECTION 11.8 Transition Period**

Upon the election of the incoming Board of Directors, the outgoing Directors are obligated to handover to the incoming Directors all institutional and financial records of the organization, membership lists, and access to all resources of the ICC within one (1) month of the General Meeting at which such new board Members were elected. During such transition period, the outgoing Directors shall also meet with the new Members of the Board of Directors as reasonably necessary to effectuate a smooth transition.

**SECTION 11.9 Appeals**

Any candidate disputing the results of an election must submit a Notice of Appeal to the chair of the Elections Board not later than three (3) days after the results of the elections are announced.

A completed Notice of Appeal shall be submitted to the Chairperson of the Board not later than two (2) weeks after the results are announced. The completed Notice of Appeal must contain, among other things:

- a) the name of the candidate
- b) the reason for the appeal;
- c) the facts supporting the allegations; and
- d) aspects of these By-Laws that have been violated and any other facts, documents or evidence that will assist the Appeal committee in reaching a just and speedy resolution of the matter.

The Board of Directors shall notify the Members of such election dispute and appoint a committee of three (3) independent Members to act as an Elections Appeal Committee. For greater certainty, the Members that constitute the Election Board for the election in question may not be Members of the Elections Appeal Committee.

The Elections Appeal Committee shall set a date for the hearing of appeals not later than two (2) weeks after receiving the completed Notice of Appeal.

The Elections Appeal Committee shall determine who to call at its hearing, the manner of the hearing and the order of taking of evidence.

The Elections Appeal Committee shall discharge their duties without fear or favor and with the combined goal of upholding the provisions of these By-Laws and doing justice to all.

The decision of the Elections Appeal Committee shall be final and binding on all parties.

All candidates must avail themselves of and exhaust this internal appeal process as a condition precedent before seeking any other external remedy. Any candidate who fails to comply with this provision shall be deemed to have resigned her or his Membership.

#### **SECTION 11.10 Impeachment and Removal of a Director of the Board**

Any Director of the Board may be removed by a vote of at least eight (8) Directors for any of the following reasons:

- a) For failure to perform any of the duties of her/his office as provided in these By-Laws.
- b) For failure to adhere to the provisions of these By-Laws or any of the by-laws or regulations made pursuant to it.

- c) For absences of 33% or more from Board meetings.
  - d) For greater than four (4) incidences of lateness to meetings that are more than one hour thirty minutes (1.5 hours) after the commencement of the meeting. For the purpose of this subsection only, four (4) incidence of tardiness will amount to one absence.
  - e) For conduct deemed to be unbecoming of the aims and objectives of the ICC. For purposes of clarity, unbecoming conduct means acts or omissions which are inimical, injurious, shameful and/or detrimental to the ICC.
  - f) For projecting her or his personal interests or those of any other persons, group, or organization's interests ahead of the best interests of ICC.
  - g) For failure to disclose acting in a conflict of interest situation which she or he knew or ought to have known at the time she or he so acted.
  - h) For any misappropriation of ICC funds or resources whatsoever.
  - i) A motion for her or his removal is approved by two-thirds (2/3) majority of Members eligible to vote at a General Meeting of the ICC.
- A Member removed from office may be notified by registered mail or courier.

For the purpose of this section, all allegations or complaints of insubordination shall be directed to the Ombudsperson, who shall investigate and channel such complaints or allegations to the Board of Directors and General Membership, where necessary.

#### **SECTION 11.11 Filling Mid-Term Vacancies of the Board of Directors**

Vacancies on the Board of Directors shall exist on the death, resignation or removal of any Director. The Board of Directors may declare vacant office of a Director who has been declared of unsound mind by a final order of court, or has declared bankruptcy, or been found by a final order or judgment of any court to have breached any duty under Canadian laws.

For greater certainty, there is an ongoing obligation on Directors to inform the Board whether they are the subject of an investigation for a breach of any Canadian laws.

The Board of Directors may declare vacant the office of a Director who has been convicted of a criminal offence.

Any Director may be removed at a General Meeting without cause by the votes of two thirds of Members eligible to vote at said General Meeting.

Any director may resign effective upon giving written notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

Vacancies occurring on the Board of Directors for any reason shall be filled by the Board of Directors appointing the candidate receiving the highest number of votes but who was not elected at the last General Meeting, failing which, each subsequent candidate that received the highest number of votes at the last General Meeting but that was not elected.

In the event a new Director cannot be appointed as set out in the preceding sections above, vacancies shall be filled in the following manner:

Within twenty-one (21) days of the vacancy, the Directors of the Board, except the President, may submit names of candidates to fill the vacancy, provided each candidate meets the qualifications for serving on the Board. The President shall, within forty-five (45) days of the vacancy, and after consultation with the other officers, appoint one of the submitted candidates to fill the vacancy.

The appointed Director shall serve until the next General Meeting of the Members and if the total time period of their interim appointment is greater than three (3) months then that time served shall be deemed a year for the purposes of determining the appointed Director's term limits.

#### **SECTION 11.12 Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Iranian Canadian Congress.

#### **SECTION 11.13 Indemnification**

In the event that any person who is or was an Officer, committee member, or authorized representative of the ICC, acting in good faith and in a manner reasonably believed to be in the best interests of the ICC, has been made party, or is threatened to be made party to any civil, criminal, administrative, or investigative action or proceeding pertaining to any current or past matters directly related to the ICC, such representative shall be indemnified against all reasonable expenses and all liabilities, including legal fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated.

Any indemnification of any Director, Officer, or duly authorized representative of the ICC shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances



because the representative has met the applicable standard of conduct required by law and in these By-Laws.

The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation, these By-Laws, any agreement, vote of disinterested Directors, or otherwise, both as to actions in her or his official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue and as to a person who has ceased to be a Director, committee member or authorized representative, and shall enure to the benefit of the heirs, executors, and administrators of such person.

Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct, egregious negligence, or recklessness.

#### **SECTION 11.14 Insurance for Corporate Agents**

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the ICC (including a director, officer, employee or other agent of the ICC) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent such capacity or arising out of the agent's status as such, whether or not the ICC would have the power to indemnify the agent against such liability under the provisions of the Canadian laws applicable to not-for-profit organizations.

### **ARTICLE 12 OFFICERS**

#### **SECTION 12.1 Composition**

The ICC shall be comprised of a President, Vice-President, Secretary, Treasurer, and any other officer or agent as set out below. All Officers must be a Director of the Board.

#### **SECTION 12.2 Qualification, Election and Term of Office**

Any person who is on the Board of Directors may serve as an officer of the ICC. Officers shall be elected each year by the Board of Directors within seven (7) days following the last Annual General Meeting.

#### **SECTION 12.3 Subordinate Officers**

The Board of Directors may appoint such other officers as it may deem desirable, and such officers shall serve in such office until the next General Meeting.

## **SECTION 12.4 Removal and Resignation**

The Board of Directors may, at any time, remove any officer from such officer position, either with or without cause, by at least eight (8) votes of Directors of the Board. Any officer may resign at any time by giving written notice to President of the ICC. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **SECTION 12.5 President**

The President shall be the Chief Executive Officer of ICC and shall preside over all the meetings of ICC and the Executive council.

The President shall oversee all the Officers and their activities. For the purposes of clarity, all Officers shall report to the President directly or to her/his Vice in her/his absence before reporting to the General Membership.

The President shall not exercise his voting rights in the Executive Council and in all ICC Meetings except in a case of a deadlock or tie.

The President shall be a signatory to all ICC accounts and financial instruments.

The President shall have the power to spend an amount not exceeding three hundred Dollars (\$300.00) for any single project in an emergency.

The President, upon receiving final reports and/or recommendations of a committee from her/his Vice, shall present those reports and/or recommendations to the General Membership for ratification.

The President shall supervise the affairs of ICC and shall keep the Board fully informed of the activities of ICC.

The President shall abide by all the provisions of these By-Laws and shall uphold its integrity at all times.

## **SECTION 12.6 Vice President**

The Vice-President shall be an assistant to the President.

The Vice-President shall assume the duties of the President in her/his absence.

The Vice-President shall assume the position of President if the President is unwilling and/or unable to complete her/his tenure or is impeached. Such succession shall be automatic.

The Vice-President shall be a liaison to all the committees set up by ICC under these By-Laws.

For the purposes of clarity, except otherwise stated, the Vice President is not a Member of those committees, but the committees shall report to her/him directly. The Vice President shall in turn report to the President.

The Vice-President shall be responsible for organizing all social, political and cultural activities of ICC.

The Vice-President shall prepare a summary report of each social, political and cultural event at the end of the event. The Vice-President shall present the summary report to the General Membership and shall submit the report to the Secretary at the end of the meeting for record keeping.

The Vice-President shall abide by all the provisions of these By-Laws and uphold its integrity at all times.

#### **SECTION 12.7 Secretary**

The Secretary shall preside over the secretariat of ICC, and shall ensure that all administrative duties of ICC are properly and timely carried out.

The Secretary shall record the minutes of all Executive Council meetings and all general meetings of ICC.

The Secretary shall keep all records of ICC meetings, Executive Council meetings and all other activities of ICC, with the exception of financial records.

The Secretary shall convene all Executive Council meetings and General Meetings of ICC at the direction of the President.

The Secretary shall notify all Members of the date of upcoming meetings not later than two weeks before the meeting, and may send a reminder at any time prior to the meeting.

The Secretary shall make record of minutes of the last meeting available to Members not later than one week before the commencement of the next general meeting.

The Secretary shall be responsible for all correspondence of ICC, including incoming and outgoing correspondences.

The Secretary shall regularly update the Membership list of ICC, including contact addresses, telephone numbers and E-mail addresses.

The Secretary, upon completion of her/his tenure of office and/or removal from office and/or inability or unwillingness to discharge the duties of his office, shall return all records and/or documents of ICC in her/his possession.

The Secretary shall abide by all the provisions of these By-Laws and shall uphold its integrity at all times.

In the absence of both the President and the Vice President, the Secretary shall act as the President.

### **SECTION 12.8 Treasurer**

Treasurer shall keep all financial records of ICC.

Treasurer shall be responsible for the collection of all annual dues, donations, pledges, etc. to ICC, and shall issue receipts for such collections.

Treasurer shall maintain numbered receipt booklets of ICC, which shall be issued in duplicates for all monies collected. For purposes of clarity, the duplicates shall be distributed as follows: first copy shall go to the Member or person making the payment and the second copy shall remain with the Treasurer.

Treasurer shall keep records of all monies collected and deposit such monies into ICC account within 48 hours of the receipt of the money.

Treasurer shall draft a requisition form in which all disbursement made on behalf of ICC are recorded and receipts attached thereto. The requisition shall include, among others, the date, name and signature of the person making the claim. For purposes of clarity, any requisition that is not properly endorsed and dated is invalid.

Treasurer shall submit all necessary documents for audit to the Finance/Audit Committee if and when requested.

Treasurer shall prepare a comprehensive year-round financial statement of ICC accounts at the end of every fiscal year.

Treasurer shall regularly update the list of all financial Members.

Treasurer shall be responsible for sending notices to Members who are not in good standing.

The Treasurer shall be the only custodian of ICC cheque books and, together with the President, a signatory to all ICC accounts and financial instrument.

Treasurer shall update the Finance/Audit Committee of ICC's financial situation every three months.

The Treasurer, upon completion of her/his tenure of office and/or removal from office and/or inability or unwillingness to discharge the duties of her/his office, shall return all records and/or documents of ICC in her/his possession.

Treasurer shall practice generally accepted accounting principles and shall prepare and render a comprehensive income/expenditure statement to the General Membership semi-annually and to the Executive Council when required.

Treasurer shall prepare and render a comprehensive income/expenditure statement to the General Membership at the end of his term of office.

Treasurer shall present to the General Membership a detailed financial report at the end of each fiscal year in accordance with the budgetary proposal presented at the beginning of the Executive council's term of office. Such financial report shall be presented at a General Meeting marking the end of each fiscal year.

The Treasurer shall keep complete and accurate account of all incomes and expenditures of ICC.

The Treasurer shall be responsible for depositing all monies, and other financial instruments of ICC in the name of ICC and in a financial institution approved by the General Membership. Such monies and financial instruments shall be deposited not later than 48 hours after they are collected.

The Treasurer shall keep a copy of all ICC bank statements.

Treasurer shall abide by all the provisions of these By-Laws and shall uphold its integrity at all times.

## **SECTION 12.9 Additional Officers**

The President, as authorized by the Board of Directors, shall have the right to appoint any such other Officer, such as subordinate Vice-Presidents, Public Relations Officer, or otherwise, as she or he deems required for the Board of Directors to carry out its obligations set out herein these By-Laws.

## **ARTICLE 13 COMMITTEES**

### **SECTION 13.1 General**

In addition to any other Committees struck by the Board of Directors as they deem fit, the Board of Directors shall appoint Members to the following Committees: Audit, Membership, Election Board, and Dispute Resolution.

A committee's priority is to carry out the duties and responsibilities outlined in its terms of reference. For purposes of clarity, a committee may go outside its terms of reference only where it is absolutely necessary for it to achieve its objectives as outlined in its terms of reference, provided that such additional activities are approved by the Board of Directors.

The tenure of committees shall expire after one (1) year.

### **SECTION 13.2 Audit Committee**

The Audit Committee, which shall be chaired by a Member who is not a Director of the Board, shall:

Appointing an independent auditor for the review of the ICCs annual financial statements;

Be responsible for ensuring the ICC has oversight mechanisms in place to ensure the it can meet all of its financial and auditing obligations as required by Canadian law; and

Carefully scrutinize and oversee the internal governance mechanisms of the ICC to ensure no misappropriation of funds takes place.

### **SECTION 13.3 Membership Committee**

The Membership Committee, which shall be chaired by a Member that is not a Director of the Board, shall:

- a) Oversee the general Membership of the ICC;
- b) In conjunction with the Board of Directors, shall review from time to time the official count of ICC Members;
- c) In conjunction with the Board of Directors, shall review from time to time the dues payable by Members;

- d) Shall, from time to time, review new Membership applications to ensure all requirements for Membership are adhered to by the Board of Directors;
- e) The Membership Committee may issue an ICC Membership card or a welcome bulletin to new Members, which should contain, inter alia, days and venue of ICC Board meetings; and
- f) Any other ancillary duties relating to any of the above listed functions.

#### **SECTION 13.4 The Dispute Resolution Committee**

The Dispute Resolution Committee, which shall be chaired by an Ombudsperson that is a Member who is not a Director of the Board, shall:

- a) Be accountable only to the Members and remain independent from the Board of Directors;
- b) Serve as a communication channel between Members and Board of Directors;
- c) Ensure that the Board of Directors and Members comply with the By-Laws of the ICC;
- d) In case of a complaint, work with Members to explore and assist them in determining options to help resolve conflicts, problematic issues or concerns;
- e) In case of a complaint, carefully scrutinize and oversee the conduct of Board of Directors, the Committees, and the Members in order to ensure that the Board of Directors, the Committees and Members are adhering to the ICC By-Laws;
- f) In case of a complaint, operate in a manner that, subject to informing the Board of Directors, preserves the confidentiality of those seeking assistance while at all times maintaining neutrality and impartiality with respect to the issues and concerns raised; and
- g) Identify new issues and opportunities for productive and improving systemic changes in the ICC's governance practices.

#### **SECTION 13.5 Additional Committees**

The President, as authorized by the Board of Directors, shall have the right to strike any such other committee as she or he deems required for the Board of Directors to carry out its obligations set out herein these By-Laws.

#### **ARTICLE 14 CODE OF CONDUCT**

**SECTION 14.1 General**

Any Member who violates the provisions of these By-Laws or regulations made pursuant to it may have their Membership revoked. The following is a non-exhaustive list of examples of conduct contrary to the spirit of the ICC:

- a) Exhibiting disruptive behavior in any meeting of the ICC.
- b) Publishing or disseminating false or slanderous information against any Member of the ICC.
- c) Seeking through fraudulent means to secure in official capacity in the directorship or leadership of the ICC.
- d) Receiving, accepting or causing to receive or misappropriating any property or resources of the ICC for a personal benefit or for the benefit of another party.
- e) Using the name of the ICC for any personal benefit or for the benefit of another party.
- f) Interfering or colluding with an Officer or Member to deprive the ICC from receiving funds, grants (property or otherwise) and for personal benefit or for the benefit of another party.

**ARTICLE 15 AMENDMENT OF THESE BY-LAWS****SECTION 15.1 General**

These By-Laws may be amended only at a duly constituted General Meeting by special resolution of two-thirds (2/3) of Members present at said General Meeting.

**SECTION 15.2 Notice**

The Secretary shall notify Members of such proposed amendment at least two (2) months prior the General Meeting where the amendment shall be made.



## **ARTICLE 16 DISSOLUTION**

### **SECTION 16.1 General**

Should the ICC dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Dissolution of ICC may be due to the direction of ICC, a vote of the membership or the lack of sufficient Members to sustain the ICC. In the case of a vote of the membership, the dissolution must be brought to the Members in a Special Meeting and be approved by at least two thirds (2/3) of all Members of the Iranian Canadian Congress.

## Schedule "A"



### Membership Form

Full Legal Name:

Address:

Telephone:

Email:

With my signature below and payment of the requisite Membership Fee, I hereby acknowledge and confirm I have read the By-Laws of the Iranian Canadian Congress and that I shall adhere to them at all times and in all respects and that a failure to do so may lead to my expulsion from the Iranian Canadian Congress.

Date:

Signature: \_\_\_\_\_  
Name: