

By-laws

The official English language text of the ICC Bylaws is below. The Bylaws has been officially modified during the Annual General Meeting on **May the 15th, 2016**. To compare with the older version, changes are highlighted **here**.

ترجمه غیررسمی از اساسنامه اصلاح شده کنگره ایرانیان کانادا اینجا قابل دسترسی است.

BY-LAWS OF THE IRANIAN-CANADIAN CONGRESS

ARTICLE 1. PURPOSE

Iranian-Canadian Congress ("ICC") is a not for profit, non partisan and nonreligious 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 their well being in social, economic, political and cultural spheres.
- To build mechanisms for cooperation between Iranian-Canadians and the Canadian society to promote and strengthen cross-cultural harmony and to advance tolerance, understanding and goodwill among all segments of the multicultural Canadian society.
- To build an environment for participation, and effective engagement of community members and build membership and teamwork to serve the community.
- To assist as a link between various Iranian Canadian communities and organizations dispersed across Canada .
- To identify, present and promote the leaders of the Iranian-Canadian community who can be a voice for the community and to assist them in becoming prominent members of the Canadian society in all levels of civic life including Municipal, Provincial and Federal level.
- To promote and celebrate Iranian culture, values, languages and history and uphold the prestige, dignity and good name and success of Iranian-Canadians and their descendants.
- To channel the resources and aspirations of Iranian-Canadians towards finding their place in the Canadian society and their full integration into the fabric of Canadian civic life.
- To support other public and private organizations that provide community related services to those in need in the Iranian Community.

ARTICLE 2. OFFICES

SECTION 1. Principal office

The principal office of the national ICC for conducting its business will be determined by the national board of directors on an annual basis. For the purpose of registration of these by-laws, the principle office of the national ICC is located in Toronto Ontario.

Regional board of directors can designate the principal offices in their own regions.

SECTION 2. Change of Address

The location of the ICC's principal office can be changed only by amendment of these by-laws and not otherwise. The board of directors may, however, change the principal office from one location to another within the regions by noting the new address and effective date below, and such changes of address shall not be deemed as amendments to these by-laws.

SECTION 3. Regions

ICC business will be conducted within Canada in 5 distinct geographical regions as follows: Ontario, Quebec, Pacific region (British Columbia , North West Territories, and Yukon Territory), Atlantic region (Nova Scotia, New Brunswick, Newfoundland, Prince Edward Island and Territory of Nunavut), and the Prairies region (Alberta, Manitoba, and Saskatchewan).

ARTICLE 3. STRUCTURE OF THE ICC

SECTION 1. Organizational Structure

The organizational structure of the ICC consists of:

- - National Board of Directors which will coordinate the Regional Boards
- - Regional Board of Directors

SECTION 2. The Advisory Group

Each region will have its own advisory group. It is comprised of experts and professionals, respected members of the community, and one representative of each affiliated member. Experts and professionals and respected members of the community are selected by the regional board of directors by majority vote. The members of the advisory group can attend the board meetings but cannot vote. The regional board of directors may consult the advisory group.

ARTICLE 4. BOARD OF DIRECTORS

SECTION 1. Composition

Administration of the ICC is performed:

1- at the national level by the national board which is comprised of nine (9) members selected from regional board of directors based on the proportion of their registered members. Each region will be qualified to select national board members from their regional board if they have 10 (+-1%) of the total membership. If they are below the above threshold they could vote for members from other regional boards that are geographically closest to their region.

2- At the regional level by regional board of directors comprised of 9 members elected directly by members' vote at a GM as explained in Article 4.

SECTION 2. Duties

I. National Directors

It shall be the duty of the national directors to:

- (a) Represent the interest of the members of the ICC across Canada .
- (b) Coordinate regional ICC boards and provide overall direction consistent with the purposes of the ICC.

II. Regional Directors

It shall be the duty of the regional directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these by-laws;
- (b) 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;
- (c) Supervise all officers, agents and employees of the ICC to ensure that their duties are performed properly;
- (d) Meet at such times and places as required by these by-laws;
- (e) 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.
- (f) Each regional board of directors shall call meetings of the region's 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 3. Terms of Office

Each regional director shall hold office for a 2 year term. Regional directors who have been elected or appointed to two (2) consecutive terms may not run, be appointed or hold office as a regional director again for at least two (2) years. Except for the regional directors elected or appointed during the first 2 years of the ICC's founding, regional directors must have been a member of the ICC in good standing for at least one (1) year immediately preceding the date of election or appointment. In the first year of the ICC's founding, all 9 regional director positions will be filled by election, and the six (5) regional directors elected with the most individual votes shall serve for a two-year term and the remaining five (4) regional directors will serve for an initial one-year term.

Only regional directors may serve as national directors. The term of office for national director shall be two (2) years.

SECTION 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 Section 2 of this Article.

SECTION 5. Place of Meetings of Board of Directors

Meetings shall be held at the principal office of the regional/national ICC unless otherwise provided by the board. 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 6. Regular Meetings of the Board of Directors

National directors shall hold meetings no less than twice a year. Regional 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 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 the place, designated by the board of directors. Special meetings of the board of directors may substitute for a scheduled regular meeting of the board.

SECTION 8. Notice of Meetings

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

SECTION 9. Quorum

A quorum for the meetings of the national board of directors is majority + 1 where majority is 50% + 1 of the total number of national directors.

A quorum for the meetings of the regional board of directors is 6. Resolutions must be passed by a minimum of 5 regional board members regardless of the number of board members present at the meeting. No proxy is allowed from absent board members in any of the board meetings.

Except as otherwise provided in these by-laws or in the Articles of Incorporation of the ICC, no business shall be considered by the board 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 the Articles of Incorporation or these by-laws.

SECTION 10. Conduct of Meetings

Meetings of the board of directors shall be presided over by the President or, in his or her absence, by the Vice President of the ICC or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the ICC shall act as

secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Minutes of the meeting shall be prepared by secretary, or whoever acts as secretary, to be filed and be available for future references.

Meetings shall be governed by rules and procedures to be determined by the board of directors insofar as such rules and procedures are not inconsistent with or in conflict with these by-laws, with the Articles of Incorporation of the ICC, or with law.

SECTION 11. Unjustified Absences

Any board member who has 6 unjustified absences from meetings of the board of directors shall be removed from their position as a board member.

SECTION 12. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

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 declared bankruptcy or been found by a final order or judgment of any court to have breached any duty under respected regional or federal Laws.

There is an ongoing obligation on directors to inform the board of directors if they have been or are convicted of a criminal offence. The board of directors may declare vacant office of a director who has been convicted of a criminal offence.

Any regional director may be removed without cause by the two third majority of votes of general membership at a regional 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.

If a director is vacated from his/her position on the regional board, he/she will be automatically removed from his/her position at the national board.

Vacancies shall be filled in the following manner:

For the vacancy of a national director, within 30 days of the vacancy the remaining regional directors from the same region as the vacated national director shall meet and elect one of them to replace the vacated national director. The regional director elected to replace the vacated national director shall serve the remainder of the vacated national director's term or until he or she is no longer a regional director, whichever is earlier.

For the vacancy of a national officer, the remaining regional directors shall, within 14 days after the vacancy is filled, meet to vote to elect a replacement officer from among themselves. Current officers may be elected to the vacant office, but if a current officer accepts the vacated office he or she must vacate his or her current office, which will be filled in the same manner. The officer elected to replace the vacated officer shall serve the remainder of the vacated regional officer's term or until he or she is no longer a regional director, whichever is earlier.

For the vacancy of a regional director who is not also an officer, all vacancies shall initially be filled by appointing the runner-up in the immediately preceding election and if such runner-up is not willing or available to accept the appointment, by appointing the next willing and available individual among the unsuccessful candidates in the preceding election with the highest number of votes. Should no such candidate be available or willing to accept the appointment, then within 21 days of the vacancy the members of the board of directors, except the president, may submit names of candidates to fill the vacancy, provided each candidate meets the qualifications for serving on the board. The regional board president shall, within 30 days of the vacancy, and after consultation with the other officers, appoint one of the submitted candidates to fill the vacancy.

If the term of office of the vacated regional director has less than one year remaining at the time the vacancy is created, the appointed director shall serve the remainder of the term.

If the term of office has more than one year remaining at the time the vacancy is created, the appointed director shall serve until the earlier of an election to be held at a general meeting following the vacancy, or the term of office of the vacated regional director expires. The Election Board shall determine the procedures for such an election, and if the vacancy is created with less than 30 days before a scheduled general meeting, may decide to decline to hold an election until a subsequent general meeting.

For the vacancy of a regional director who is also a regional officer, the remaining regional directors shall, within 14 days after the appointment of a regional director to fill the vacancy, meet to vote to elect a replacement officer from among themselves. Current officers may be elected to the vacant office, but if a current officer accepts the vacated office he or she must vacate his or her current office, which will be filled in the same manner. The person elected to replace the vacated regional officer shall serve the remainder of the vacated regional officer's term or until he or she is no longer a regional director, whichever is earlier.

SECTION 13. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the ICC.

SECTION 14. Indemnification by ICC of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of the ICC has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the ICC, or has been successful in defense of any claim, issue or matter, therein, such person and their heirs, executors and administrators, and estate and effects shall be indemnified by the ICC against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim with the permission of the board of directors or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the ICC but only to the extent allowed by, and in accordance with the requirements of, federal and provincial laws.

SECTION 15. 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 in 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 regional/federal laws applicable to non-for-profit organizations.

ARTICLE 5. ELECTION OF REGIONAL BOARD OF DIRECTORS

SECTION 1. Process

Elections for 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 board will also determine what mechanism will be used to nominate persons for election and provide a method for absentee voting.

The election process will be carried out online and through General Meeting using the facilities that will be implemented on ICC web site and by video conferencing. Each member may cast only one vote per candidate but each member may vote for as many as 11 candidates within their region.

SECTION 2. Nomination

I. Eligibility

The Nominees and directors shall meet the following criteria:

- (a) Except for the nominees at the first meeting of the members, they must have been regular members in good standing for at least one (1) year immediately preceding the election.
- (b) They must be 21 years old or older
- (c) They must be Canadian citizens
- (d) They must have lived in Canada for at least five years in aggregate
- (e) They must have not been convicted of a criminal offence.

II. Announcement for Nomination

The board of directors, at least 30 days prior to the election date will send "Invitations to Nominations" to all members with good standing. In addition the Board will create a special nomination section in ICC web site to make this announcement.

III. Nomination:

Regular Members could nominate themselves or can be nominated by others. However, if nominated by others the nominee should accept and confirm its acceptance by email before nomination closing date. Members have two weeks from the date of announcement to nominate for election. No nomination will be accepted after the nomination closing date.

IV. Announcement of Nomination on the web site

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

SECTION 3. Election Board

The Board will appoint three (3) ICC members as the members of the election board. The members of the election board cannot be a present member of the board of directors or be a candidate or immediate family member of a candidate for the election that they are overseeing. Election board will be in charge of administration of the election process and making the announcements after the election has been concluded.

SECTION 4. Voting

Members can vote once, either through internet or personally at the GM. Internet voting will commence 7 days prior to GM and ends 24 hours prior to GM. Votes registered through internet and personally at the GM will be accounted for and tallied and the result will be announced at the GM 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.

The Election Board shall post all results on the ICC web site. Candidates should have the possibility of verifying the results of the election.

ARTICLE 6. GENERAL MEETINGS (GM)

All General Meetings of the ICC, annual or special, regional or national, will be held in parallel at the same time in all cities within a region, or nationally, connected through Video Conferencing.

At both regional and national levels, GMs will be held upon call by board of directors at least once a year. GM may only be held in cities with more than twenty (20) members. Board of directors will send notice of GM to members thirty (30) days in advance.

Members of a region can petition for a Special General Meeting to deal with certain issues of concern. Upon receipt of such a petition signed by at least $(0.2 \cdot N + 40)$ members, where N is the total number of members in the region, regional board of directors should call for Special General Meeting to be held no later than forty (40) days from the date by which the petition is submitted.

A quorum for regional and national GMs shall be 50% for the first 1,000 members and for memberships that are larger than 1,000 members, the quorum shall be 500 for the first 1,000 members and shall be increased by 1 for every 4 members in excess of 1,000.

Except as otherwise provided in these by-laws or in the Articles of Incorporation of the ICC, no business shall be considered at any GM 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 GM to be held at the same time and location, no later than four (4) weeks from the date of the first GM.

Any number of members present at the second GM will constitute a quorum. In case of change in time or location of the second GM, notice should be sent to members informing them of the event ten (10) days in advance.

ARTICLE 7. OFFICERS

Items in this article apply to both national and regional boards of ICC.

SECTION 1. Number of Officers

The officers of the national and regional boards of the ICC shall be a President, a Vice President, a Secretary, and a Treasurer. All officers shall also be board members. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 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 by the board of directors.

SECTION 3. Subordinate Officers

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

SECTION 4. Removal and Resignation

The board of directors may, at any time, remove any officer, either with or without cause, by at least six (5) votes. Any officer may resign at any time by giving written notice to Secretary 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 5. Duties of President

The President shall be the chief executive officer of the ICC and shall, subject to the control of the board of directors, supervise and direct the affairs of the ICC and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the ICC, or by these by-laws, or which may be prescribed from time to time by the board of directors. He or she shall preside at all meetings of the board of directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these by-laws, he or she shall, in the name of the ICC, execute such deeds, mortgages, bonds, contracts, cheques, or other instruments which all shall have been authorized by the board of directors. The President shall be the Spokesperson for the ICC.

SECTION 6. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these by-laws, or as may be prescribed by the board of directors.

SECTION 7. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the ICC the original or a copy of these by-laws as amended or otherwise altered to date.

Keep at the principal office of the ICC or at such other place as the board of directors may determine, an electronic archive as well as hardcopies of minutes of all meetings of the directors, and, if applicable, meetings of committees and of members, recording therein the date, time, and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices, electronically or otherwise, are duly given in accordance with the provisions of these by-laws or as required by law.

Be custodian of the records of the ICC.

Keep at the principal office of the ICC a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ended.

Exhibit at all reasonable times to any director of the ICC, or to his or her agent, on request therefore, the by-laws, the membership book, and the minutes of the proceedings of the board of directors in compliance with Personal Information Protection and Electronic Documents Act.

The Secretary shall have custody of the seal of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this ICC, or by these by-laws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 8. Duties of Treasurer

Subject to the provisions of these by-laws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the ICC, and deposit all such funds in the name of the ICC in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the ICC from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the ICC as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the ICC's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the ICC, on request therefore in compliance with Personal Information Protection and Electronic Documents Act.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the ICC.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Oversee the collection of membership fees

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the ICC, or by these by-laws, or which may be assigned to him or her from time to time by the board of directors.

Article 8. Departments

This article applies to both national and regional chapters of the ICC.

SECTION 1. Departments

The ICC shall have the following permanent departments and may from time to time form new committees by resolution of the board of directors on temporary basis on demand. Such committees may consist of persons who are not members of the board. All departments/committees should be headed by a director unless otherwise approved by the board of directors. A director cannot head more than two departments/committees. Appointment of the department and committee heads will be decided by the board of directors unless otherwise determined by these by-laws.

SECTION 2. The Department of Administration and Finance

The Department of Administration and Finance shall consist of the following members: • President of the board • Two vice-presidents of the board • Treasurer of the board • Secretary of the board. The Department of Administration and Finance shall meet at least once a month to consider ongoing business matters and shall be responsible for the affairs of the ICC between meetings of the board of directors.

The Department of Administration and Finance shall be accountable, and shall make a full report of its activities, to the ICC board at the beginning of each board meeting.

The Department of Administration and Finance shall also have responsibility for developing a comprehensive two-year plan to be updated yearly, for the direction of ICC operations that shall be subject to the approval of the ICC board.

SECTION 3. The Department of Policy Development

The Department of Policy Development shall have responsibility for policy development on issues identified by the board of directors. This shall involve the establishment of joint committees of non members and members for the development of policy in specific areas and the organization of national and regional policy conferences in conjunction with other associations. The Department of Policy Development shall consist of the following members: • The chair who is a member of the board of directors • The vice-chair • Three other ICC members.

SECTION 4. The Department of Communications and Public Relations

The Department of Communications and Public Relations shall have responsibility for all communications and public relations activities and identified issues. This shall involve the establishment of working committees for the development of communications policy in specific areas and the organization of communications and PR activities for all ICC events. The Department of Communications and Public Relations shall consist of the following members: (1) The chair who is a member of the board of directors; (2) The vice-chair; and (3) Three other ICC members.

SECTION 5. The Department of Culture

The Department of Culture shall have responsibility for all cultural activities. This shall involve the establishment of working committees for the development of plans and programs for the ICC's cultural events and their implementation. The Department of Culture shall consist of the following members: (1) The chair who is a member of the board of directors; (2) The vice-chair; and (3) Three other ICC members.

SECTION 6. Meetings and Actions of Departments

The departments will meet from time to time as is necessary and shall report to the board of directors concerning the results of all such meetings. The board may fix the time for special meetings of departments. The board may also adopt rules and regulations pertaining to the conduct of meetings of departments to the extent that such rules and regulations are not inconsistent with the provisions of these by-laws.

ARTICLE 9. LOCAL CHAPTERS

SECTION 1. Establishment of Local Chapters

The ICC will establish local chapters as described below:

Regional boards may establish their local Chapters in regions identified in Article 2. The purpose of local chapters is to allow face-to-face interaction of the local members that is not possible otherwise. There should be a minimum of 15 members in each locality to qualify for a chapter. There is no maximum for the number of members in a chapter. A chapter is a geographical area to be determined by the regional board of directors.

SECTION 2: Organization of Local Chapters

The members of each chapter will choose a member to head the local chapter and coordinate the activities with regional board of directors.

SECTION 3: Financial Considerations

Local chapters will need to get confirmation from their regional board for their eligibility to receive a portion of the membership fees for local activities that are organized on behalf of the ICC.

SECTION 4: Relationship between Local Chapters and regional ICC Board of Directors

Local chapters should coordinate their activities with regional boards, as far as it relates to ICC's global objectives and mission. Each local chapter can make arrangements for their local activities in accordance with the ICC and their local circumstances.

ARTICLE 10. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 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.

SECTION 2. Cheques and Notes

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 need to 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. 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 4. Gifts

The board of directors may accept on behalf of the ICC any contribution, gift, bequest, or devise for implementing the purposes of the ICC.

ARTICLE 11. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of ICC Records

The ICC shall keep at its principal office:

Minutes of all meetings of directors, committees and, if the ICC has members, of all meetings of members, 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;

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;

A record of its members, if any, indicating their names and addresses and, membership class held by each member and the termination date of any membership;

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 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the ICC. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. 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 4. Annual Report

The board of directors shall cause an audited annual financial report to be furnished within a reasonable time after the close of the ICC's fiscal year. The report shall be presented in the first general meeting of ICC members and shall be available to all directors of the ICC and, if the ICC has members, to 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.

ARTICLE 12. FISCAL YEAR

The fiscal year of the ICC shall begin on January 1 and end on December 31 in each year.

ARTICLE 13. AMENDMENT OF BY-LAWS

The by-laws of the ICC may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the national directors at a meeting of the national board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.

ARTICLE 14. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

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 15. MEMBERS

Section 1. National membership

National members of the ICC are those members from time to time of boards of directors of the regions.

SECTION 2. Regional Membership

The ICC membership at regional level shall be open to every person who agrees with the ICC by-laws and supports the aims and objectives of the ICC. To this end all individuals aged 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.

Such person shall be admitted to the membership upon complying with all membership requirements of ICC to join, and

Accept the constitution of the ICC and any rules or by-laws passed pursuant to that constitution.

Pay the set minimum annual membership fee for the applicable category of membership. Until the first regional board of directors is elected the initial annual membership fee is \$10.00 CAD.

Affirm his/her acceptance of the principles outlined in the preamble of ICC constitution in a method determined by the regional board of directors.

Each member shall be issued a membership card provided by the respective region which he or she has joined. A register of members will be maintained by the ICC.

There shall be four (4) classes of regional membership, namely "Regular Member", "Honorary Members", "Youth Members" and "Affiliate Member".

SECTION 3. Regular Members

Regular members shall be minimum 18 years old and shall be:

Entitled to vote in all ICC elections.

Eligible to hold a seat on the board of directors if they are 21 years old or older and meet other nomination eligibility requirements.

SECTION 4. Honorary Members

A person may become an honorary member when she/he:

Has made a significant contribution towards achieving the objectives of the ICC or the Iranian Community at large,

Has been nominated as an honorary member by more than 2 present or past ICC directors; and

Has been approved by the unanimous vote of the sitting board of directors for honorary membership.

The criteria for nominating and approving an individual as an honorary member shall be prepared and approved by ICC board of directors, which once approved in the board shall become the guideline for an honorary member nomination and approval process. An "Honorary member" shall neither be entitled to vote nor be eligible to hold a seat on the board of directors of the ICC. An honorary member may not pay a membership fee.

SECTION 5. Youth Members

A person may become a youth member if she/he is between 14 and 18 years old. A youth member shall neither be entitled to vote nor be eligible to hold a seat on the board of directors of the ICC.

SECTION 6. Affiliate Organizations

A current or future organization may be eligible to become an affiliate member of the ICC if:

1. It is a registered non-for-profit or charitable organization in Canada ;
2. It has expressed a genuine interest in the ICC and its objectives;
3. Its goals and objectives do not contradict with those of the ICC;
4. Its nomination has been approved by the board of directors;

The ICC board of directors reserves the right to decline or terminate such affiliation at any point in time by two third (2/3) majority vote.

SECTION 7. Term

The term of membership for regular, youth and affiliate members shall be for one (1) year and will be renewed at the beginning of each year upon payment of the annual dues. A member can withdraw its membership by providing written notice to the secretary of the regional board of directors.

ARTICLE 16. DONATIONS

SECTION 1. Donations in excess of \$10,000.00

All donations shall be known to the treasurer and the board of directors. Any donation greater than \$10,000.00 must be disclosed by the board to the members. This disclosure must include the amount of the donation and the name of the donor.

SECTION 2. Donations from non-Canadian governmental authorities

The ICC is prohibited from receiving donations in any amount and in any form from any non-Canadian governmental authority.

ARTICLE 17. DISSOLUTION

Upon the dissolution or winding down of the ICC or its regional offices, its assets remaining after payment, or provision for payment, of all debts and liabilities of the ICC shall be distributed to other regions proportionately based on the number of members to be distributed amongst the members or to a charitable organization which is organized and operated exclusively for Iranian community purposes.

Certificate

This is to certify that the foregoing is a true and correct copy of the proposed by-laws of the ICC named in the title thereto and that such proposed by-laws were duly adopted by the board of directors of the ICC on the date set forth below.