

ICC Bylaw Revisions Working Group

Questionnaire

CONDUCT OF BOARD MEETINGS

1.a. The minutes of the meetings of the board of directors should be available to the members.

- a) Yes, I believe the minutes of the BOD meetings should be available to members
- b) No, I do not believe the minutes of the BOD meetings should be available to members

Clarifying notes in favour of:

- **Choice a** – Availability of the minutes of the meetings of the board of directors lead to transparency of the board with the members and will help with building trust within the community.
- **Choice b** – The availability of minutes to the members will limit the decision making power of the board of directors.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

1.b. If you answered YES to question 1.a. above, please select one of the following:

- a) The minutes of the BOD meetings should automatically be made available to all members (e.g. emailed to the members and/or posted on the ICC website)

- b) The minutes of the BOD meetings should be sent to members upon written request

Clarifying notes in favour of:

- **Choice a** – Sending the minutes of the board meetings to all automatically will result in more members reading the minutes and therefore increased participation.
- **Choice b** – Sending the minutes to the members upon request, will ensure that the minutes are only sent to those who are interested and wish to read the minutes.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

2. In addition to the place, date and time of the meeting, names of the attendees, motions presented and final decisions made, the minutes of the meetings of the board of directors should include:

- a) the individual votes of all board members
- b) only the votes of the board members who elect to disclose their votes on the minutes

Clarifying notes in favour of:

- **Choice a** – Including the individual votes of the directors will allow the members to become familiar with the decisions made by every director, enabling them to make informed choices during the elections.
- **Choice b** – Forcing the directors to disclose their decisions would violate the privacy of the directors and put them under undue pressure.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

3. The meetings of the board of directors should be open to any member who wishes to attend these meetings.

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – Keeping the board meetings open to the members would add to transparency, provided that the attendees only observe, but do not interfere with the discussions.
- **Choice b** – There is no practical mechanism to prevent attendees from disrupting/interrupting the discussions and therefore, the BOD meetings should be limited to only the board members.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

4. The president should not vote at the meetings of the board of directors except in the case of a tie.

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – Taking away the vote of the president at the board meetings will ensure that the president remains neutral as between the board members and not be perceived to be supporting any sides. By giving the president the right to vote in case of a tie, it is ensured that there is no disruption in decision making.
- **Choice b** – The president should be treated equal to other directors and therefore should have voting rights.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

DONATIONS & FINANCIAL CONTRIBUTIONS

5. Select one of the following options in relation to disclosing individual and corporate donations received by the board of directors to the members

- a) All individual and private corporation donations in excess of \$5,000 must be disclosed by the board of directors to the members by making available the names of the donors and the exact amounts of the donations.
- b) The individual and private corporation donations must only be disclosed by the board of directors to the members when the donors wish to be identified.

Clarifying notes in favour of:

- **Choice a** – Large donations could corrupt the organization by influencing the decisions of the directors. Mandatory disclosure of these donations will ensure that the members are cognisant of such potential influences.
- **Choice b** – Announcing the names of the donors would deter many good intentioned donors who do not wish to be identified from donating to the organization.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

6. Individuals donating more than \$20,000 should not be allowed to serve on the Advisory Group or the Ombuds Committee

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – Individuals who donate large sums of money should be kept at arm's length from the executive positions. This will ensure that such positions are not be influenced by money.

- **Choice b** – Strong supporters of the organization, including those who donate large sums of money , like any other member should have the right to be part of the executive.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

7. The ICC should not accept any donations/grants from any governmental institution outside Canada

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – Contributions from non-Canadian governments might come with certain expectations that would violate the independence of the ICC. The grants available from Canadian Governments are the only ones that are available equally and unconditionally to all institutions similar to the ICC.
- **Choice b** – ICC should not refuse any donations from any individual or organization as with a stronger financial foundation, the organization can achieve more.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

REQUIREMENTS TO JOIN THE BOARD OF DIRECTORS

8. To be qualified, are the members running for a position on the BOD required to have been a member of the ICC for a specified period of time?

- a) Yes. They must have been a member for a minimum of 3 months.

- b) No, but the amount of time each candidate has been a member of the ICC must be included in every candidate's biography, so that the members can make informed choices at the elections.

Clarifying notes in favour of:

- **Choice a** – Only those with some familiarity with the organization must be allowed to run for the board of directors. Without this requirement, those who do not have any experience in the organization may find their way onto the board of directors.
- **Choice b** – Positions on the board of directors should be open to all members. The decision as to whether a candidate has sufficient experience for sitting on the board or not shall be made by the members during elections.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

9. To be qualified, are the members running for a position on the BOD required to be Canadian Citizens?

- a) Yes.
- b) No, but they must have lived in Canada for a minimum of 2 years.

Clarifying notes in favour of:

- **Choice a** – As the name of the organization suggests, the ICC is to promote the interests of Iranian-Canadians and as such it will not make sense to have individuals on the board of directors who are not Canadians.
- **Choice b** – There are many qualified Iranians who are not Canadian Citizens and reside in Canada as students, workers, refugees or permanent residents. The ICC should represent all Iranians in Canada and should allow all members to sit on the board.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

10. The directors who register to run for public office must resign from the board of directors.

a) Yes, I agree

b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – A director running for public office (i.e. in federal, provincial, or municipal elections) is in a conflict of interest position, as s/he may be inclined to make decisions on the board that favour his/her chances at the said election.
- **Choice b** – There is no problems with a board member running for public office. This could in fact be benefit the ICC as the organization will have strong ties with the individual if and when s/he become elected.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

11. Members running for a position on the board of directors must be required to be physically present at the AGM (no voting in absentia).

a) Yes, I agree

b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – The members should be given the chance to meet the candidates at the AGM prior to voting for them. This will ensure that they make informed decisions.
- **Choice b** – Candidates may for a variety of reasons be unable to attend the AGM and should not be deprived of the opportunity to run just because of their absence at the AGM. The members should be the ones who decide whether they have enough familiarity with a candidate at the elections.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

VACANCIES

12. Members must be informed of vacancies on the board of directors, resulted by death, removal or resignation of a board member, within 14 days and such vacancies must be filled using the following mechanism:

- a) The vacancy should be filled by appointing the candidate with the highest number of votes among the unsuccessful candidates of the preceding election, who is available and willing to sit on the board of directors, so long as such candidate received a minimum of 25% of the votes cast at the preceding election. If there isn't anyone with these qualifications, the directors shall make the appointment by majority vote.
- b) the directors shall make recommendations to the President and the President shall make the final selection.

Clarifying notes in favour of:

- **Choice a** – Selecting the appointee from the pool of candidates who ran in the previous election will ensure that the director appointed to fill the vacancy has the approval of the members resulting in a more democratic selection.
- **Choice b** – It will be difficult to locate candidates who ran in the previous election to fill the vacancy. The vacancy must be filled by someone who can work effectively with the board and must be selected by the President.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

13. Individuals appointed to the board of directors who were not candidates in the preceding election, should not be permitted to serve as the President of the organization.

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – The President is the face of the organization and should be a member who has been voted by the members out of respect for democratic principles.
- **Choice b** – Appointment directors should have the same exact rights as any other directors including the right to serve as the President of the organization.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

14. If the number of vacancies caused in the span of 5 business days results in a loss of quorum, a Special General Meeting should be called for the purposes of filling the vacancies:

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – Resignation or removal of a considerable number of directors from the board of directors during a short period of time is indicative of problems on the board requiring the members to step in and fill the vacancies at a Special General Meeting by way of an election.
- **Choice b** – Holding a Special General Meetings is a difficult task and will waste a lot of the board's time. All vacancies should be filled by appointment until the next Annual General Meeting.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

15. The President of the organization should be selected from among the three candidates who have received the highest number of votes at the election.

a. Yes.

b. No.

Clarifying notes in favour of:

- **Choice a** – The President, as the face of the organization, should have the approval of the majority of the members.
- **Choice b** – The President should be a board member who can work well with other board members and not necessarily the board member with a strong approval rate from the membership.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

OMBUDSPERSON, DISPUTES BETWEEN MEMBERS & THE BOARD

16. An Ombuds Committee composed of 3 individuals shall be formed with a mandate to assist with resolving the disputes between the members and the board of directors. The 3 members of the Ombuds Committee shall be elected by the members at the AGM. The role of the Ombuds Committee shall only be limited to making attempts at resolving the disputes between the board of directors and the members. The decisions of the Ombuds Committee shall not be binding on the board of directors or the complainants. All 3 members of the Ombuds Committee along with the approval of

5% of the members shall have the power to call a Special General Meeting for a specific purpose.

- a) Yes, I agree
- b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – The presence of an Ombuds Committee with a mandate to resolve disputes between members and the board of directors will ensure that the voices of all members who have complaints are heard and that only complaints that have valid bases are communicated to the board of directors.
- **Choice b** – An Ombuds Committee will overly complicate the structure of the organization as with the presence of such a committee for dispute resolution, the ICC would require yet another committee to resolve any potential disputes between the members or the board and the Ombuds Committee itself.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

NATIONAL/REGIONAL STRUCTURE

17. The organizational structure of the ICC shall consist of:

- a) a national board of directors as well as a regional board of directors for every province and territory.
- b) only a regional board of directors limited to the Province of Ontario.

Clarifying notes in favour of:

- **Choice a** – As an organization that represents Iranians in all of Canada, the ICC should have two levels of board of directors, one for every region and one for connecting the various regional boards to one another.

- **Choice b** – The ICC is currently composed of members who are predominantly located in Ontario and it is not appropriate or effective if they make decisions for other Iranian communities living across Canada.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

CONDUCT OF GENERAL MEETINGS

18. The members may at any time call a special general meeting (SGM) for a specific purpose with the approval of:
- a) more than 5% of the members.
 - b) more than 10% of the members.

Clarifying notes in favour of:

- **Choice a** – Calling of Special General Meetings is one of the powers provided to members for the purposes of voicing their concerns in special circumstances. With a vision to increase the number of the members of the organization to thousands of individuals, a lower threshold of approval will ensure that the members are not deprived of this right as the organization grows.
- **Choice b** – Calling of Special General Meetings is for special circumstances only and should therefore require the approval of a considerable number of members. A low threshold of approval will result in unnecessary Special General Meetings and wasting of the time and resources of the board of directors.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

19. Quorum for the General Meetings of the members (AGM or SGM) shall be:

a) %20 + 1

b) %50 + 1

Clarifying notes in favour of:

- **Choice a** – With a vision to increase the number of the members of the organization to thousands of individuals, it will not be reasonable to expect more than %50 of the members to participate in the general meetings.
- **Choice b** – Given that important and fundamental decisions of are made at the general meetings, it is important to ensure that at least %50 of the members are part of the decision making process in the general meetings.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

OTHER CONSIDERATIONS

20. The board shall prepare an interim financial report on a quarterly basis consisting of all the deposits and withdrawals made to and from the account of the organization and to provide same to any member upon their written request.

a) Yes, I agree

b) No, I don't agree

Clarifying notes in favour of:

- **Choice a** – Financial transparency is essential in gaining the trusts of the members. This will also ensure that the board reviews its financial status at least on a quarterly basis.
- **Choice b** – It is unreasonable to require the board to prepare financial reports 4 times in a year as this is a technical and time consuming task. Financial report shall be provided to members once every year.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

21. The minimum required age for membership shall be

- a) 14 years of age, but the minimum age for voting shall be 16.
- b) 16 years of age, but the minimum age for voting shall be 18.

Clarifying notes in favour of:

- **Choice a** – Individuals aged 14 and above have the required capacity to decide whether they wish to be members and should be able to join. Also, individuals aged 16 and above have the required capacity to select their preferred candidates and should be able to vote.
- **Choice b** – Individuals should be old enough to be able to decide whether they wish to be members. Also, a low age limit for voting could result in exploitation of children for the purposes of obtaining their supportive votes on issues.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

22. The advisory group shall be composed of a representative from each of the organizations affiliated with the ICC, as well as experts, professionals and respected members of the community. The experts, professionals and respected members of the community shall be selected by:

- a) By the board in its absolute discretion.
- b) By the board after consultation with the members.

Clarifying notes in favour of:

- **Choice a** – The board shall be free to select the members of the Advisory Group so that it can seek assistance from an Advisory Group that has cordial relations with the board.
- **Choice b** – To ensure there is no bias, the board shall consult with the members when selecting the members of the Advisory Group.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

23. The meetings of the board of directors shall require a quorum of 50% + 1 and the board shall consist of only:

- a) 9 directors.
- b) 7 directors.

Clarifying notes in favour of:

- **Choice a** – An organization that aims to represent a large population of Iranian-Canadians shall at the very least have 9 members to ensure it represents a wider spectrum of ideas.
- **Choice b** – It is difficult and inefficient to hold meetings between 9 people and to ensure the presence of 9 individuals in board meetings is required. This number should be reduced to 7 for the sake of efficiency.

By-laws Revisions Committee Vote:

- **Choice a:** ___
- **Choice b:** ___

24. The ICC shall not act as a liaison between its members or the Iranian community in Canada and any representative of any governments that have a track record of violation of human rights or that have committed crimes against humanity.

a) No, I don't agree.

b) Yes, I agree.

Clarifying notes in favour of:

- **Choice a** –The objective of this clause is impossible to achieve as it will not be possible to identify those who secretly wish to promote the interests of foreign governments. This clause will only result in division and taking away of unity among members.
- **Choice b** – This clause will ensure that the ICC, as a lobby group, does not get misused by individuals who represent foreign governments and those who may wish to use the ICC to lobby on behalf of such governments.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

25. To replace one of the existing objectives of the ICC which reads as follows:

“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.”

with the following:

“To facilitate the introduction of the Canadian-Iranian candidates who are running for public office in all levels of civic life including at the municipal, provincial, and federal levels of Canadian government, to the Iranian-Canadian community.

a) No, I don't agree.

b) Yes, I agree.

Clarifying notes in favour of:

- **Choice a** – The ICC should identify the leaders of the Iranian community and promote them with an aim to get them involved in the various levels of government.
- **Choice b** – The ICC should not be in charge of identifying the leaders of the Iranian community to represent Iranian-Canadians in the various levels of government. It should rather provide a forum for introducing the individuals interested in running for office to the community.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

26. To replace one of the existing objectives of the ICC which reads as follows:

“To promote and celebrate Iranian culture, values, languages and history and to uphold the dignity and goodwill of Iranian-Canadians and their descendants.”

with the following:

“To celebrate, present and provide a forum for education on the diverse social and cultural values of Iranian-Canadians in Canada.

- a) No, I don't agree.
- b) Yes, I agree.

Clarifying notes in favour of:

- **Choice a** – The change is unnecessary as the original language is complete and satisfactory.
- **Choice b** – Iranians have different interpretations of Iranian culture, values, languages and history. The revised language is more appropriate as it makes a reference to the cultural values of Iranian-Canadians instead.

By-laws Revisions Committee Vote:

- **Choice a:** ____
- **Choice b:** ____

Clarifying notes to Question 25:

- i. Bylaw.
- ii. Of the.