

Province of British Columbia

INDEX TO
By-LAWS
OF

CANADIAN - IRANIAN FOUNDATION
(the "Society")

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Part 1 – Interpretation

1.
 - a. In these by-laws, unless the context otherwise requires,
 - i. "Directors" means the directors of the Society for the time being;
 - ii. "Society Act" means the *Society Act* of the province of British Columbia from time to time in force and all amendments to it;
 - iii. "Registered Address" of a Member means his address as recorded in the register of Members.
 - b. The definition in the Society Act on the date these by-laws become effective apply to these by-laws.
2. Words importing the singular include the plural and vice versa; And words importing a male person include a female person and a corporation.

Part 2 – Membership

3. The Members of the Society are the applicants for the incorporation of the Society, and those persons who subsequently have become Members, in accordance with these by-laws and, in either case, have not ceased to be Members.
4. A person who can demonstrate the written endorsement of 1 current Member, who has been in good standing for the immediately prior 3 years, may apply to the Directors, in the prescribed form, for membership in the Society and, subject to by-law 5 below, upon acceptance by the Directors shall be a Member. Notwithstanding the foregoing, the Directors may, in their sole discretion, determine not to accept any application for membership in the Society.
5. Prior to accepting any person as Member in accordance with bylaw 4, the Directors shall circulate the name of such person (the "Applicant") to the Members and provide the Members with 21 days (the "Review Period") to oppose the Applicant's application for membership in the Society by delivering written notice of such opposition (the "Objection") to the Directors. If, during the Review Period, the Directors receive written Objections from 2 or more Members, the application of the Applicant shall fail and the Directors may not accept the Applicant as a Member.
6. Every Member shall uphold the constitution and comply with these by-laws and, subject to the foregoing, act in the best interests of the Society.

7. The amount of the first annual membership dues shall be determined by the Directors and thereafter the annual membership dues shall be determined at the Annual General Meeting of the Society.
8. A person shall cease to be a Member of the Society:
 - a. by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - b. on his death or in case of a corporation on dissolution, or
 - c. on being expelled pursuant to by-law 9 or 10, or
 - d. on having been a Member not in good standing for 12 consecutive months.
9.
 - a. A Member may be expelled by a Special Resolution of the Members passed at a general meeting.
 - b. The notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reasons for the proposed expulsion.
 - c. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the Special Resolution is put to a vote.
10. Notwithstanding by-law 9, a Member, other than a Director, may be expelled by the Directors if after: (i) due inquiry; and (ii) providing such Member an opportunity to be heard, the Directors determine that the conduct of such Member has on one or more occasions been in contravention of by-law 6 or is otherwise injurious to the reputation or purposes of the Society.
11. All Members are in good standing expect a Member who has failed to pay his current annual membership fee or any other subscription or debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

Part 3 – Meeting of Members

12. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Directors decide.
13. Every general meeting, other than an Annual General Meeting, is an Extraordinary General Meeting.
14. The Directors may, whenever they think fit, convene an Extraordinary General Meeting.

15.
 - a. Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in the case of special business, the general nature of the business.
 - b. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not invalidate proceedings at that meeting.
16. The first Annual General Meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an Annual General Meeting shall be held at least once in every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

Part 4 – Proceedings at General Meetings

17. Special business is:
 - a. All business at an Extraordinary General Meeting except the adoption of rules of order, and
 - b. All business that is transacted at an Annual General Meeting, except:
 - i. the adoption of rules of order,
 - ii. the consideration of the financial statements,
 - iii. the report of the Directors,
 - iv. the report of the auditor, if any,
 - v. the election of Directors,
 - vi. the appointment of the auditor, if required, and
 - vii. such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
18.
 - a. No business, other than election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.

- b. If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - c. A quorum is 10 Members present or such greater number as the Members may determine at a general meeting.
- 19. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated, but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present constitute a quorum.
- 20. Subject to by-law 21, the President of the Society, the Vice –President, or in the absence of both, one of the Directors present shall preside as chairman of a general meeting.
- 21. If at a general meeting
 - a. there is no President, Vice President, or other Director present within 15 minutes after the time appointed for holding the meeting, or
 - b. the President and all the other Directors present are unwilling to act as chairman; the Members present shall choose one of their numbers to be chairman.
- 22.
 - a. A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - b. Where a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - c. Except as provided in this by-law, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 23.
 - a. No resolution proposed at a meeting need be seconded and the chairman of a meeting may move or propose a resolution.
 - b. In case of an equality of votes the chairman shall not have a casting or second vote in addition to the vote which he may be entitled as a Member and the proposed resolution shall not pass.
- 24.
 - a. A Member in good standing present at a meeting of Members is entitled to one vote.

- b. Voting is by show of hands.
- c. Voting by proxy is not permitted.

Part 5 – Directors and Officers

25.

- a. The Directors may exercise all such powers and do all such acts and things the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject nevertheless, to the provision of:
 - i. all laws affecting this Society,
 - ii. these by-laws, and
 - iii. rules, not being inconsistent with these by-laws, which are made from time to time by the Society in general meeting.
- b. No rules, made by the Society in the general meeting, invalidate a prior act of the Directors that would have been valid if that rule had not been made.

26. The number of Directors shall be 9 or such greater number as may be determined from time to time at a general meeting.

27. At the first Annual General Meeting of the Society held pursuant to these by-laws:

- a. The Directors in office other than the President shall retire from office;
- b. 6 Directors shall be elected by the Members, by Ordinary Resolution, subject to the conditions set out in by-law 32 for a term of two years; and
- c. The Directors elected in accordance with by-law 27(b) in conjunction with the Ex-officio Director (as defined in by-law 31) shall appoint 2 additional Directors who shall continue in office until the earlier of: (i) their successors are appointed in accordance with by-law 28(b); or (ii) they resign.

28. At each Annual General Meeting subsequent to the Annual General Meeting described in by-law 27:

- a. the Directors, elected pursuant to by-law 27.b) or this by-law 28(a) whose term of office is to expire in the year of said Annual General Meeting shall retire from office and their successors shall be elected by the Members, by Ordinary Resolution, for a term of 2 years, subject to the conditions set out in by-law 32. Without limiting the foregoing, and subject only to continuing to meet the

requirements set out in by-law 33, a retiring Director may be re-elected for a further term or terms; and

- b. the Directors may appoint up to 2 additional Directors to replace either or both of the Directors previously appointed pursuant to this by-law or by-law 27(c), as the case may be, in which event the previously appointed Director(s) shall retire from office and the Director(s) appointed pursuant to this section shall continue in office until the earlier of: (i) their successors are appointed in accordance with the terms herein; or (ii) they resign.
29. An election may be by acclamation; otherwise it shall be by show of hands.
30. If no successor is elected the person previously elected or appointed continues to hold office.
31. The President, for so long as he/she holds office as President is an ex-officio Director ("Ex-officio Director") and is neither appointed nor elected.
32. To be eligible for election or appointment as a Director a person must:
- a. be a Member in good standing and have been so for the immediately prior 3 years;
 - b. be, in the determination of the President, fluent in English and Persian;
 - c. be nominated by a Member in good standing and such nomination must be endorsed by a second Member in good standing; and
 - d. otherwise meet the qualifications established by the Society from time to time.
33. Notwithstanding by-law 32, the Directors of the Society immediately prior to the adoption of these by-laws shall be deemed to met the requirements of by-law 32.
34. The officers of the Society shall be comprised of a President, Vice-President, Secretary and Treasurer as follows:
- a. the President shall be appointed by the Directors for a term of 3 years subject only to the requirement that such person must meet the qualifications of a Director set out in by-law 32. Any person so appointed may be re-appointed for a further term or terms of 3 years and, for certainty, the President in office immediately prior to the adoption of these by-laws shall be deemed to have been re-appointed as President for a term of 3 years upon adoption of these by-laws, and
 - b. the Vice-President, Secretary and Treasurer shall be appointed annually by the Directors from among themselves.
- 35.
- a. The Directors may at any time appoint a Member as Director to fill a vacancy in the Directors.

- b. A Director so appointed holds office only until the conclusion of the next following general meeting of the Society, but subject to by-law 32 is eligible for re-election at the meeting.
- 36.
- a. If a Director resigns his/her office or otherwise ceases to hold office, the remaining Directors shall appoint a Member to take the place of the former Director.
 - b. No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
37. The Members may by Special Resolution remove a Director before the expiration of his/her term of office, and may elect a successor to complete the term of office.
38. No Director shall be remunerated for being or acting as a Director but a Director shall be reimbursed for all expenses necessary and reasonably incurred by him/her while engaged in the affairs of the Society.

Part 6 – Proceedings of Directors

- 39.
- a. The Directors may meet together at such place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
 - b. The Directors may from time to time fix the quorum necessary for transaction of business and unless so fixed the quorum shall be a majority of the Directors then in office.
 - c. The President shall be chairman of all meetings of the Directors; but if at any meeting the President is not present within 30 minutes after the time appointed for holding the meeting, the Vice-President shall act as chairman, but if neither is present the Directors present may choose one of their numbers to be chairman at that meeting.
 - d. A Director may at any time, and the Secretary, on the request of a Director, shall, convene a meeting of the Directors.
- 40.
- a. The Directors may delegate any, but not all, of their powers to committees consisting of such Director or Directors as they think fit.

- b. A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Directors to be held next after it has been done.
- 41. A committee shall elect a chairman of its meeting; but if no chairman is elected, or if at any meeting the chairman is not present within 30 minutes after the time appointed for holding the meeting, the Directors present who are members of the committee shall choose one of their numbers to be chairman of the meeting.
- 42. The members of a committee may meet and adjourn as they think proper.
- 43. For a first meeting of Directors held immediately following the appointment or election of a Director or Directors at an annual or other general meeting of Members, or for meeting of the Directors which a Director is appointed to fill a vacancy in the Directors, it is not necessary to give notice of the meeting to the newly-elected or appointed Director or Directors for the meeting to be duly constituted, if a quorum of the Directors is present.
- 44. A Director who may be absent temporarily from British Columbia may send or deliver to the address of the Society a waiver of notice, which may be by letter, fax, or e-mail of any meeting of Directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
 - a. no notice of meetings of Directors shall be sent to that Director, and
 - b. any and all meetings of the Directors of the Society, notice of which has not been given to that Director shall, if a quorum of Directors is present, be valid and effective.
- 45.
 - a. Questions arising at any meeting of Directors and committee of Directors shall be decided by a majority of votes.
 - b. In case of an equality of votes the chairman does not have a second or casting vote.
- 46. No resolution proposed at a meeting of Directors or committee of Directors need be seconded and the chairman of a meeting may move or propose a resolution.
- 47. A resolution in writing, signed by all the Directors and placed with the minutes of the Directors is as valid and effective as if regularly passed at a meeting of Directors.

Part 7 – Duties of Officers

48.

- a. The President shall preside at all meetings of the Society and of the Directors.
- b. The President is the chief executive officer of the Society and shall supervise the other officers in the execution of their duties.

49. The Vice-President shall carry out the duties of the President during his/her absence.

50. The Secretary shall:

- a. conduct the correspondence of the Society,
- b. issue notices of meetings of the Society and Directors,
- c. keep minutes of all meetings of the Society and Directors,
- d. have custody of all records and documents of the Society except those required to be kept by the Treasurer,
- e. have custody of the common seal of the Society, and
- f. maintain the register of Members.

51. The Treasurer shall:

- a. keep such financial records, including books of account, as are necessary to comply with the Society Act, and
- b. render financial statement to the Directors, Members and others when required.

52.

- a. The offices of Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- b. Where a Secretary-Treasurer holds office the total number of Directors shall continue to be not less than 9 or such greater number as may have been determined pursuant to by-law 26.

53. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

Part 8 – Seal

54. The Directors may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
55. The common seal shall be affixed only when authorized by a resolution of the Directors and then only in the presence of the person or persons prescribed in the resolution or if no persons are prescribed, in the presence of the President and Secretary or President and Secretary-Treasurer.

Part 9 – Borrowing

56. In order to carry out the purpose of the Society the Directors may, on behalf of and in the name of the Society, raise or secure the payment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.
57. No debenture shall be issued without the sanction of a Special Resolution.
58. The Members may by Special Resolution restrict the borrowing power of the Directors but a restriction so imposed expires at the next Annual General Meeting. The Directors, when making investment for the Society shall not be limited to investments authorized by law for trustees, but may make investments which they consider proper and advisable.

Part 10 – Auditor

59. This part applies only where the Society is required or has resolved to have an auditor.
60. The first auditor shall be appointed by the Directors who shall also fill all vacancies occurring in the office of auditor.
61. At each Annual General Meeting the Society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next Annual General Meeting.
62. An auditor may be removed by Ordinary Resolution.
63. An auditor shall be informed forthwith in writing of appointment or removal.
64. No Director and no employee of the Society shall be auditor.
65. The auditor may attend general meetings.

Part 11 – Notices to Members

66. A notice may be given to Members, either personally or by mail, fax or email, at his Registered Address.
67. A notice given personally shall be deemed to have been given when delivered. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle. The statutory declaration of the President or the Secretary, or Secretary/Treasurer as the case may be, that the notice was properly addressed and put in a Canadian post office receptacle shall be sufficient and conclusive evidence of the same. A notice sent by fax or email shall be deemed to have been given on the day that such fax or email, as the case may be, was sent, and in proving that notice has been given by fax or email it is sufficient to prove, in the case of fax, that the fax transmission was successfully transmitted to the Registered Address, or in the case of email, that a duplicate copy of the sent message was deposited in the sent mail folder of the sender.
- 68.
- a. Notice of a general meeting shall be given to
 - i. Every Member shown on the register of Members on the day notice is given, and
 - ii. The auditor, if part 10 applies.
 - b. No other person is entitled to receive a notice of general meeting.

Part 12 – By-Laws

69. On being admitted to membership, and subject to the *Personal Information Protection Act*:
- a. A Member is entitled to a copy of the constitution and by-laws of the Society;
 - b. A Member may inspect the financial statements and Members' minutes, on reasonable notice;
 - c. A Member cannot inspect other documents of the Society, unless:

- i. A court orders otherwise;
 - ii. The Society Act or these by-laws allow it; or
 - iii. The Directors permit it, by resolution;
- d. Documents of the Society, including its accounting records, must be open to the inspection of a Director, subject only to laws requiring otherwise.

70. These by-laws shall not be altered or added to except by Special Resolution.