

## **BY-LAWS**

- 1- Here set forth, in numbered clauses, are the By-Laws of the **Society of Iranian-Canadian Professionals of BC (SICAP)** providing for the matters referred to in Section 6(1) of the *Society Act* and any other By-laws.

### **Part 1 - Interpretation**

1. In these By-laws, unless the context otherwise requires,
  - a. "Directors" means the directors of the Society for the time being;
  - b. "Society Act" means the *Society Act* of the Province of British Columbia from time to time in force and all amendments to it;
  - c. "Registered address" of a member means his address as recorded in the register of members;
  - d. "Term" means the time between the annual general meeting and the immediate next annual general meeting;
  - e. "Officer term" has the same meaning as "term".
2. The definitions in the *Society Act* on the date these By-laws become effective apply to these By-laws.
3. 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**

#### **Applications for Membership**

4. The members of the Society are the applicants for incorporation of the Society, and those natural persons, who subsequently have become members in accordance with the By-laws, and, in either case, have not ceased to be members.

#### **Membership Criteria**

5. A person may apply to the Directors or their designate by completing the membership application form of the Society. Upon acceptance, by the Directors or their designate, the person becomes a member. Criteria for membership are as follows\*:
  - a. Residence in British Columbia, Canada
  - b. Posses a Bachelor's degree or higher with minimum of four years of experience\* Exceptional deviations from the above membership criteria can be reviewed and accepted by the Board of Directors, on a case-by-case basis. Ultimate approval of any membership rests with Board of Directors.

#### **Membership Freeze**

6. The directors may at any time institute a new membership freeze and refuse to consider any new applications for membership.

### **Duties of Members**

7. Each member shall inform the Secretary or his designate in writing of his up-to-date address and e-mail address (if any) and fax number (if any) for the purposes of receiving notices from the Society. This is an ongoing obligation.
8. Every member shall uphold the Constitution and comply with these By-laws.

### **Membership Dues**

9. The Directors may determine the membership dues, if any. The Directors may waive in whole or in part membership dues for any member.

### **Cessation of Membership**

10. A person shall cease to be a member of the Society
  - a. By delivering his resignation in writing, with signature, 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 the case of a corporation on dissolution; or
  - c. On being expelled; or
  - d. On having been a member not in good standing for a period of 60 days.

### **Expulsion of Members**

11. A member may be expelled by a resolution of the board of directors.
12. A brief statement of the reason(s) for the proposed expulsion shall accompany the notice of resolution for expulsion.
13. The person who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard in person or by agent at a board meeting before the resolution is put to a vote.

### **Members and Good Standing**

14. All members are in good standing except a member who has failed to pay his/her current annual membership fee or other subscription or debt due and owing by him to the Society.
15. Unless the Directors otherwise decide, a member who has not paid his membership fee may at any time bring himself into good standing by paying his membership even though it is past due.

## **Part 3 - Meeting of Members**

16. General meetings of the Society shall be held at such time and place, in accordance with the *Society Act*, as the Directors decide.
17. Every general meeting, other than an annual general meeting, is an extraordinary general meeting. An annual general meeting is a general meeting.
18. The Directors may, whenever they think fit, convene an extraordinary general meeting.

19. Notice of a general meeting shall specify the place, the day and the hour of meeting, and in case of special business, the general nature of that business.
20. 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.

#### **Part 4 - Proceedings at General Meetings**

21. 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 every calendar year and not more than 15 months after holding the last preceding annual general meeting.
22. 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.
23. No business, other than the election of a Chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
24. Attendance at a general meeting is to be taken by roster at the beginning of the meeting, to determine quorum accordingly.
25. A quorum is 25% of the members in good standing at a general meeting, but will be never

less than five members.

26. If within 15 minutes from the time appointed for a members' meeting a quorum is not present, the meeting shall continue as long as 2/3 of the board of directors is present. If 2/3 of the board of directors is not present then the meeting will stand adjourned and proper notice will be given to all members for the next meeting. At the next general meeting, quorum is achieved by any number of members present.
27. The President of the Society, the Vice President or, in the absence of both, one of the other Directors present, shall preside as Chairperson of a general meeting.
28. 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 Chairperson;the members present shall choose one of their number to be Chairperson.
29. 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.
30. When 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.
31. Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
32. Any resolution proposed at a meeting needs be seconded, and the Chairperson of a meeting will then move or propose the resolution.
33. In case of an equality of votes, the Chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
34. A member in good standing present at a meeting of members is entitled to one vote.
35. Voting is by show of hands, unless the members present otherwise decide.
36. Voting by proxy is prohibited.

## **Part 5 - Directors and Officers**

### **General Powers of Directors**

37. The Directors may exercise all such powers and do all such acts and things as 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 the general meeting, but subject, nevertheless, to the provision of:
- a. All laws affecting the Society;
  - b. These By-laws; and
  - c. Rules, not being inconsistent with these By-laws, which are made from time to time by the Society in the general meeting.
38. No rule made by the Society in the general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

### **Number and Qualifications of Directors**

39. There shall be a minimum of five and maximum of nine Directors as determined by the Society in a general meeting of members or appointed upon incorporation.
40. Nomination and election of members of the Board of Directors are restricted to members of the society. Each nominee should have been nominated by at least three members non of whom cannot be nominated by that nominee.

### **Terms of Directors and Their Replacement**

41. The first Directors shall retire at the first annual general meeting following the incorporation.
42. The Directors shall retire at the expiration of their term, when their successors shall be elected.
43. A Director shall be elected at the annual general meeting for two term.
44. The Board of Directors shall determine election procedures prior to the annual general meeting.
45. The Directors may at any time appoint a member as a Director to fill any Director vacancy.
46. A Director so appointed holds office until the next annual general meeting.

### **Removal of Directors**

47. The members or the Directors may remove a Director according to these By-laws.
48. The members may, by special resolution, remove a Director before the expiration of his office and may elect a successor to serve to the next annual general meeting.

### **Removal of Director or Officer by the Directors**

49. The Directors may by two-thirds vote of Directors present remove a Director for breaching the Society Code of Ethics or by reason of conduct unbecoming of a Director. A Director subject to a vote for removal must be given at least seven days written notice of such a meeting and a brief description of the reasons. Prior to the vote being taken at the meeting the Director will also be given the opportunity to defend himself in person or by agent.

### **Quorum**

50. The Directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be fifty one percent of the Directors then in office.
51. The President shall be Chairperson of all meetings of the Directors unless the Directors otherwise decide.
52. The Directors may at any time, and the Secretary on the request of two Directors, shall convene a meeting of the Directors.

### **Officers**

53. The President, Vice President, Secretary, Treasurer and one or more appointed upon incorporation or as determined by the members shall be Officers of the Society and shall be assigned by board members.
54. An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.
55. The appointment, re-appointment and / or replacement of officers is at the discretion of the board directors.
56. The Directors may at any time appoint a Director to fill any Officer vacancy.
57. Any Officer so appointed shall serve the unexpired officer term of the Officer he is replacing.

### **Committees of the Directors**

58. The Directors may delegate any, but not all, of their powers to Committees consisting of such persons as they think fit, and may name the Committee.
59. 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 Directors.
60. Subject to directions of the Directors, the Committee shall determine its own procedure.
61. The members of a Committee may meet and adjourn as they think proper.

### **Executive Committee of the Directors**

62. One of the Committees of the Directors may be the Executive Committee composed of the President and other Directors as selected by the Directors.

### **Miscellaneous Matters**

63. No act or proceeding of the Directors or Officers is invalid only by reason of there being less than the prescribed number of Directors or Officers in office.
64. In conformity with clause 5 of the Constitution, no Directors or Officers shall be remunerated for being or acting as a Director or Officer, but a Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.
65. 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 the 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 the Directors is present, be valid and effective.
66. Questions arising at any meeting of the Directors and Committee of Directors shall be decided by a majority of votes.
67. In case of an equality of votes, the Chairperson does not have a second or casting vote.
68. No resolution proposed at a meeting of Directors or Committee of Directors need be seconded, and the Chairperson of a meeting may move or propose a resolution.

### **Return of Documents and Property**

69. At any time, the Directors may require on terms and conditions a Director, Officer, member or a former Director, Officer or member, to return any property or document belonging to the society that happen to be in the control or possession of such Director, Officer, member or such former Director, Officer or member.
70. The Directors or Committee of the Directors may meet together at such times and places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit (provided that such regulations are not inconsistent with the Constitution of the Society and these By-Laws). The meetings may be held in whole or in part, by telephone or other communications medium if all Directors participating in the meeting, whether by telephone, by other communications media or in person, are able to communicate with each other.

### **In Camera Meetings**

71. The Directors and its Committees may hold meetings in camera. Every Director shall keep confidential information obtained in such a meeting unless the release of such

information is required by law or is allowed for by a decision or policy of the Directors.

**Voluntary Leave of Absence**

- 72. The Directors may grant a leave of absence to a Director or Officer on terms and conditions the Directors consider advisable. A request for leave of absence must be in writing.
- 73. The Directors may appoint an acting Director or Officer to fulfill the duties of the Director or Officer given the leave of absence.

**Part 6 - Duties of Officers**

- 74. The President shall preside at all meetings of the Directors unless the members or Directors otherwise decide.
- 75. The President is the Chief Executive Officer of the Society.
- 76. The Vice President shall carry out the duties of the president during his absence.
- 77. The Secretary or person designated by the Directors shall:
  - a. Conduct the correspondence of the Society;
  - b. Issue notice 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.
- 78. The Treasurer or person designated by the Directors shall keep such financial records, including books of account, as are necessary to comply with the *Society Act*, and the Treasurer shall render financial statements to the Directors, members and others when required.
- 79. The offices of the Secretary and Treasurer may be held by one person who shall be known as the Secretary-Treasurer.
- 80. Other Officers, if any, shall perform such duties as the members decide.
- 81. The Directors or members may add additional duties or powers to any Director or Officer or transfer duties or powers among Directors or Officers.
- 82. In the absence of the Secretary from a meeting, the Directors shall appoint another person to act as Secretary at the meeting.

83. A Director shall:
  - a. Act honestly and in good faith and in the best interests of the Society;
  - b. Exercise the care, diligence and skill of a reasonable and prudent person in exercising power and performing functions as a member of the Directors.
84. A Director who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each Director and otherwise comply with the requirements of the *Society Act*.
85. The Directors shall enter in the register the names of applicants for incorporation and the name of every other person admitted as a member of the Society, together with the following particulars of each:
  - a. The full name, residence address, email address and phone number;
  - b. The date on which a person is admitted as a member;
  - c. The date on which a person ceases to be a member.
86. The Directors shall ensure all reports, including financial reports, required by law to be prepared by the Society for the annual meeting are prepared.
87. The Directors shall ensure that all financial and other reports that have to be filed after the annual meeting are filed as required by the *Society Act* and *Income Tax Act* or other law.
88. The Directors shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
89. The Directors shall ensure proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of
  - a. All money received and disbursed by the Society and the manner in respect of which the receipt and disbursement took place;
  - b. Every asset and liability of the Society;
  - c. Every other transaction affecting the financial position of the Society.

#### **Part 7 - Seal**

90. The Directors may provide a common seal for the Society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
91. The common seal shall be affixed only when authorized by a resolution of the Directors

and then only in the presence of any two Directors.

### **Part 8 - Borrowing**

92. In order to carry out the purposes of the Society, the Directors may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such a manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
93. No debenture shall be issued without the sanction of a special resolution at a general meeting.
94. The members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next annual general meeting.

### **Part 9 - Auditor**

95. This part applies only where the Society is required or has resolved to have an auditor.
96. The Directors, who shall also fill all vacancies occurring in the office of the auditor, shall appoint the first auditor.
97. 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 meeting.
98. An auditor may be removed by ordinary resolution.
99. An auditor shall be informed forthwith in writing of appointment or removal.
100. No Director and no employee of the Society shall be auditor.
101. The auditor may attend general meetings.

### **Part 10 - Inspection of Documents by Members**

#### **Inspection by Members**

102. The following documents shall not be open to inspection by members:
  - a. Documents designated by the Directors at any time as confidential documents;
  - b. Documents related to employees;
  - c. Documents related to in camera sessions of the Directors or Committee of the Directors.
103. Other than those documents covered in the preceding article, member wishing to inspect documents of the Society must give at least 10 days written notice to the Secretary of the Society setting out the specific documents to be inspected.

**Part 11 - Notices to Members**

- 104. A notice may be given to a member either personally or by mail to him at his registered address.
- 105. 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.
- 106. A notice may also be given to a member by emailing it or faxing it to an email address or fax number provided by the member.
- 107. A notice sent by email or fax shall be deemed to have been given on the second day following that on which the notice is sent by email or fax, and in proving that notice has been given it is sufficient to prove that the notice was sent to the email address or fax number provided by the member as required by these By-laws.
- 108. Notice of a general meeting shall be given to:
  - a. Every member shown on the register of members on the day notice is given; and
  - b. The auditor, if Part 9 applies.
- 109. No other person is entitled to receive a notice of general meeting.

**Part 12 - By-laws**

- 110. After being admitted, a member is entitled to an electronic copy of the Constitution and By-laws at no cost.

**DATE:** March 30, 2008

**Applicants for Incorporation**

**Witnesses**

1. \_\_\_\_\_  
(Signature)

Iraj Akbari  
(Print Full Name)

Address: #605-1873 Nelson St.

Vancouver, BC V6G 1M9

1. \_\_\_\_\_  
(Signature)

Brian Amouzegar  
(Print Full Name)

Address: #302 - 3608 Deercrest Dr.

North Vancouver, BC V7G 2S8

**Applicants for Incorporation**

**Witnesses**

2. \_\_\_\_\_  
(Signature)

Brian Amouzegar  
(Print Full Name)

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North Vancouver, BC V7G 2S8

2. \_\_\_\_\_  
(Signature)

Iraj Akbari  
(Print Full Name)

Address: #605-1873 Nelson St.

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3. \_\_\_\_\_  
(Signature)

Behrooz Azmin  
(Print Full Name)

Address: 1710 Hope Rd.

North Vancouver, BC V7P 1X3

3. \_\_\_\_\_  
(Signature)

Faramarz Bogzaran  
(Print Full Name)

Address: 2077 Haywood Ave

West Vancouver, BC V7V 1X2

4. \_\_\_\_\_  
(Signature)

Faramarz Bogzaran  
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4. \_\_\_\_\_  
(Signature)

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Address: 1710 Hope Rd.

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5. \_\_\_\_\_  
(Signature)

Firoozeh Kolahi  
(Print Full Name)

Address: 5211 Steveston Hwy.

Richmond, BC V7E 2K5

5. \_\_\_\_\_  
(Signature)

Reza Ghasemi  
(Print Full Name)

Address: 343 West 15 St.

North Vancouver, BC V7M1S4

**Applicants for Incorporation**

**Witnesses**

6. \_\_\_\_\_  
(Signature)

Reza Ghasemi  
(Print Full Name)

Address: 343 West 15 St.

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6. \_\_\_\_\_  
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7. \_\_\_\_\_  
(Signature)

Iraj Pourian  
(Print Full Name)

Address: \_\_\_\_\_

\_\_\_\_\_

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