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# Iranian Heritage

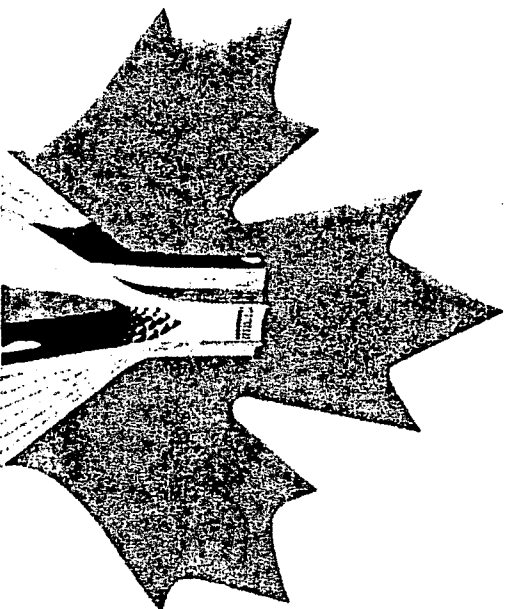
# Society of Edmonton

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## BYLAWS

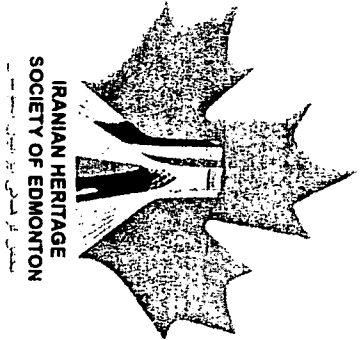
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IRANIAN HERITAGE  
SOCIETY OF EDMONTON

سازمان میراث ایرانی  
انجمن ایروندی ادمانتون



# SPECIAL RESOLUTION

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I hereby certify that the following special resolution was passed at a meeting of the members of the Iranian Heritage Society of Edmonton on the 6<sup>th</sup> of October, 2016.

The bylaws were changed as follows:

- The existing bylaws are repealed.
- They are replaced with the attached bylaws.

Date: 2016/10/06

Signature: *[Handwritten Signature]*

Name: PAYMAN PARSEYAN

Title: VICE - PRESIDENT

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## **Article 1 – Preamble**

- 1.1** The Society - The name of the society is the Iranian Heritage Society of Edmonton, which may also be known or referred to as the IHSE or the Iranian Society.
- 1.2** The following articles set forth Bylaws of the Iranian Heritage Society of Edmonton.
- 1.3** The English version of these bylaws are the true interpretation and all other versions are to be used as a reference only.

## **Article 2 – Defining and Interpreting the Bylaws**

**2.1** Definitions In these Bylaws, the following words have these meanings.

- 2.1.1** Act means the Societies Act R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.1.2** *Annual General Meeting (AGM)* means the annual general meeting described in Article 5.1.
- 2.1.3** *Board* means the Board of Directors of this Society.
- 2.1.4** *Bylaws* means the Bylaws of this Society as amended.
- 2.1.5** *Director* means any person elected or appointed to the Board.
- 2.1.6** *Member* means a Member of the Society.
- 2.1.7** *Officer* means any Officer listed in Article 6.2.
- 2.1.8** *Registered Office* means the registered office or address for the Society.
- 2.1.9** *Register of Members* means the register maintained by the Board of Directors containing the names of the Members of the Society.
- 2.1.10** *Quorum* means the minimum number of members of the society that must be present at any of its meetings to make the proceedings of that meeting valid.
- 2.1.11** *Society* means the Iranian Heritage Society of Edmonton.
- 2.1.12** *Special Meeting* means the special meeting described in Article 5.2.
- 2.1.13** *Special Resolution* means:
  - a. a resolution passed at a General Meeting of the membership of this Society. There must be twenty-one (21) days' notice for this meeting. The notice must state

that proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;

b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than twenty-one (21) days' notice. All the Voting Members eligible to attend and vote at the General Meeting must agree

**2.1.14 Voting Member** means a Member entitled to vote at the meetings of the Society.

**2.2 Interpretation** - The following rules of interpretation must be applied in interpreting these Bylaws.

**2.2.1 Singular and Plural:** words indicating the singular number also include the plural, and vice-versa.

**2.2.2 Corporation:** words indicating persons also include corporations.

**2.2.3 Headings** are for convenience only. They do not affect the interpretation of these Bylaws.

## **Article 3 – Objects**

3.1 The objects of the Society are to be contained on the Application to Form a Society, as may be amended from time to time.

## Article 4 – Membership

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4.1 Classification of Members - There are three (3) categories of Members:

- a. Associate Members
- b. Life Members
- c. Honorary Members

4.1.1 To become an Associate Member, an individual must pay the annual membership fees for Associate Members.

4.1.2 Life members - To become a Life Member, an individual must:

- a. serve a minimum of 2 terms as a Director with one term as the President.
- b. apply to become a Life Member.

4.1.3 An individual may become an Honorary Member if the Voting Members at a general Meeting pass a resolution recognizing the contributions of the individual to the Society or its objects.

4.2 Admission of Members - Any individual may become a Member in the appropriate category by meeting the requirements in Article 4.1

4.2.1 The individual will be entered under the appropriate category in the Register of Members.

### 4.3 Membership Fees

4.3.1 The membership year is September 1st to August 31st.

4.3.2 The Board decides annual membership fees for Associate Members.

### 4.4 Rights and Privileges of Members

4.4.1 Any Member in good standing is entitled to:

- a. receive notice of meetings of the Society;
- b. attend any meeting of the Society;
- c. speak at any meeting of the Society; and
- d. exercise other rights and privileges given to Members in these bylaws.

4.4.2 The only Members who can vote at meetings of the Society are:

- a. Associate Members in good standing who are at least eighteen (18) years old; and

b. Life Members in good standing.

4.4.3 A voting Member is entitled to one (1) vote at a meeting of the Society.

4.4.4 A Member is in good standing when:

- a. the Member has paid membership fees or other required fees to the Society; and
- b. the Member is not suspended as a Member as provided for under Article 4.5.

#### 4.5 Suspension of Membership

4.5.1 The Board may suspend a Member's membership not more than three (3) months, for one or more of the following reasons:

- a. if the Member has failed to abide by the Bylaws;
- b. if the Member has been disloyal to the Society;
- c. if the Member has disrupted meetings or functions of the Society; or
- d. if the Member has done anything judged to be harmful to the Society.

#### 4.5.2 Notice to the Member

4.5.2.1 The affected member will receive written notice of the Board's intention to deal with whether that Member should be suspended or not. The Member will receive at least two (2) weeks' notice before the Special Meeting.

4.5.2.2 The notice will be sent by single registered mail to the last known address of the Member shown in the records of the Society. The notice may also be delivered by an Officer of the Board. The notice may be sent in electronic format in the circumstance that it is considered acceptable only when the recipient has acknowledged receipt of the notice.

4.5.2.3 The notice will state the reasons why suspension is being considered.

#### 4.5.3 Decision of the Board

4.5.3.1 The Member will have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.5.3.2 The Board will determine how the matter will be dealt with, and may limit the time given the Member to address the Board.

4.5.3.3 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.5.3.4 The decision of the Board is final.

4.5.3.5 Failure to attend for the duration of that meeting as set by the board by the member in question will result in the board proceeding without that member's presence.

#### 4.6 Termination of Membership

##### 4.6.1 Resignation

4.6.1.1 Any Member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.

4.6.1.2 Once the notice is received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

4.6.2 The membership of a Member is ended upon his or her death.

##### 4.6.3 Expulsion

4.6.3.1 The Society may, by Special Resolution at a Special meeting called for such a purpose, expel any Member for any cause which is deemed sufficient in the interests of the Society.

4.6.3.2 This decision is final.

4.6.3.3 On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date his name is removed from the Register of Members.

#### 4.7 Transmission of Membership

4.7.1 No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the Society.

4.8 Continued Liability for Debts Due Although a Member ceases to be a Member, by death, resignation or otherwise, he is liable for any debts owing to the Society at the date of ceasing to be a Member.

4.9 No Member is, in his individual capacity, liable for any debt or liability of the Society.



## Article 5 – Meetings of the Society

### 5.1 The Annual General Meeting

5.1.1 The Society holds its Annual General Meeting no later than September 30th of each calendar year, in Edmonton, Alberta. The Board sets the place, day and time of the meeting.

5.1.2 The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.

5.1.3 Agenda for the Meeting - The Annual General Meeting deals with the following matters:

- a. adopting the agenda;
- b. adopting the minutes of the last Annual General Meeting;
- c. considering the President's report;
- d. reviewing the financial statements setting out the Society's income, disbursements, assets and liabilities and the auditor's report;
- e. appointing the auditors;
- f. electing the Directors of the Board;
- g. considering matters specified in the meeting notice;
- h. other specific motions that any members have given notice of before the meeting is called.

5.1.4 Quorum Attendance by 20% Members at the Annual General Meeting is a quorum.

### 5.2 Special Meeting of the Society

5.2.1 A Special Meeting may be called at any time:

- a. by a resolution of the Board of Directors to that effect; or
- b. on the written request of at least four (4) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
- c. on the written request of at least 20% of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.

**5.2.2** The Secretary mails, e-mails or delivers a notice to each member at least twenty-one (21) days before the Special Meeting. This notice states the place, date, time and purpose of the Special Meeting.

**5.2.3** Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.

**5.2.4** Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to 5.3.5.1.)

### **5.3 Proceedings at the Annual or a Special Meeting**

**5.3.1** Attendance by the Public - General Meetings of the Society are open to the public. A majority of the Members present may ask any persons who are not Members to leave.

**5.3.2** Failure to Reach Quorum, The President cancels the General Meeting if a quorum is not present within one-half (1/2) hour after the set time. If cancelled, the meeting is rescheduled for one (1) week later, preferably, at the same time and place. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

#### **5.3.3 Presiding Officer**

**5.3.3.1** The President chairs every General Meeting of the Society. The Vice-President chairs in the absence of the President.

**5.3.3.2** If neither the President nor the Vice-President is present within one-half (1/2) hour after the set time for the General meeting, the Members present choose one (1) of the Members or Directors to chair.

#### **5.3.4 Adjournment**

**5.3.4.1** The President may adjourn any General Meeting with the consent of the Members at the meeting. The adjourned General Meeting conducts only the unfinished business from the initial Meeting.

**5.3.4.2** No notice is necessary if the General Meeting is adjourned for less than thirty (30) days.

**5.3.4.3** The Society must give notice when a General meeting is adjourned for thirty (30) days or more. Notice must be the same as for any General meeting.

**5.3.5 Voting**

**5.3.5.1** Each Voting Member, has one (1) vote. A show of hands decides every vote at every General Meeting. A ballot is used if at least five (5) voting Members request it.

**5.3.5.2** The President does have a second or casting vote in the case of a tie vote.

**5.3.5.3** A Voting Member may not vote by proxy.

**5.3.5.3.1** A member can be authorized to vote on behalf of one (1) voter if requested to do so in writing to the Board by the absent member.

**5.3.5.4** A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.

**5.3.5.5** The President declares a resolution carried or lost. This statement is final, and should include the number of votes for and against the resolution.

**5.3.5.6** Five Voting Members may request a ballot vote. In such case, the President or the presiding officer may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.

**5.3.5.7** Members may withdraw their request for a ballot.

**5.3.5.8** The President decides any dispute on any vote. The President decides in good faith, and this decision is final.

**5.3.6** Failure to Give Notice of meeting. No action taken at a General meeting is invalid due to:

- a. accidental omission to give any notice to any Member;
- b. any Member not receiving any notice; or
- c. any error in any notice that does not affect the meaning.

**5.3.7** All Voting Members may agree to and sign a resolution. This resolution is as valid as one passed at a General meeting. It is not necessary to give notice or to call a General meeting. The date on the resolution is the date it is passed.

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## Article 6 – The Governance of the Society

### 6.1. The Board of Directors

**6.1.1** Governance and Management of the Society. The Board governs and manages the affairs of the Society. The Board may hire a paid administrator to carry out management functions under the direction and supervision of the Board.

#### 6.1.2 Powers and Duties of the Board

The Board has the powers of the Society, except as stated in the Societies Act of Alberta. The powers and duties of the Board include:

- a. Promoting the objects of the Society;
- b. Promoting membership in the Society;
- c. Maintaining and protecting the Society's assets and property;
- d. Approving an annual budget for the Society;
- e. Paying all expenses for operating and managing the Society;
- f. Paying persons for services and protecting persons from debts of the Society;
- g. Investing any extra monies;
- h. Financing the operations of the Society, and borrowing or raising monies;
- i. Making policies for managing and operating the Society;
- j. Approving all contracts for the Society;
- k. Maintaining all accounts and financial records of the Society;
- l. Appointing legal counsel as necessary;
- m. Selling, disposing of, or mortgaging any or all of the property of the Society;
  - m.1 Selling, disposing of or mortgaging anything more than 50% of the society's property can only be done by special resolution.
- n. Making policies, rules and regulations for operating the Society and using its facilities and assets; and
- o. Without limiting the general responsibility of the Board, delegating its powers and duties to a paid administrator of the Society.

**6.1.3 The Board consists of:**

- a. A President, elected annually at the Annual General Meeting from among the voting members and directors.
- b. six (6) Directors-at-large elected at the Annual General Meeting from among the Voting members

**6.1.4 Election of the Directors**

- 6.1.4.1** At the first Annual General Meeting of the Society, the Voting Members elect the President of the Society and six (6) Directors. Three (3) of the directors serving a term that ends at the close of the second Annual General Meeting following the Annual General meeting at which these Directors were elected (Approximately 2 years). Three (3) of the directors serving a term that ends at the close of the Annual General Meeting following the Annual General meeting at which these Directors were elected (Approximately 1 year).

**6.1.4.2** At each succeeding Annual General meeting of the Board, Voting members elect

- a. The President and;
- b. three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected;
- c. additional Director(s) to fill any vacancies, serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected;

**6.1.4.3** Voting members may re-elect any President or Director of the Board for a indefinite number of terms.

**6.1.5 Eligibility for President and Director Candidacy**

**6.1.5.1** Prerequisites required to be a candidate for president of the society are:

- a. Has served as a director for at least 1 term within the previous 10 years, or
- b. Has been an active member of the society for the past 5 consecutive years.
- c. Must be at least 18 years of age, and
- d. Must not have a criminal record for which a pardon has not been granted.

**6.1.5.2** Prerequisites required to run as a director of the society are:

- a. Must be at least 18 years of age, and
- b. Must not have a criminal record for which a pardon has not been granted.

**6.1.6** Resignation, Death or Removal of a Director

**6.1.6.1** A Director including the President may resign from office by giving one (1) month's notice in writing. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

**6.1.6.2** Directors may remove any director before the end of their term. There must be a unanimous vote for this purpose. The position of a director may be changed by a majority vote within a board meeting.

**6.1.6.3** If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy up to the following annual general meeting. This vacancy shall be filled, when possible, by a candidate at the previous AGM election, selected respectively by the number of votes.

**6.1.7** Meetings of the Board

**6.1.7.1** The Board holds at least nine (9) meetings each year.

**6.1.7.2** The President calls the meetings. The President also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.

**6.1.7.3** Ten (10) days' notice for Board meetings is given to each Board member. There may be five (5) days' notice by telephone, in person or electronically. Board Members may waive notice.

**6.1.7.4** A majority of the Directors present at any Board meeting is a quorum.

**6.1.7.5** If there is no quorum, the President adjourns the meeting to, preferably, the same time, place, and day of the following week. At least three (3) Directors present at this later meeting is a quorum.

**6.1.7.6** Each Director, including the President has one (1) vote.

**6.1.7.7** The President does have a second or casting vote in the case of a tie vote.

**6.1.7.8** Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask any other Members, or other persons present, to leave.

**6.1.7.9** A meeting of the Board may be held by a conference call. Directors who participate in this call are considered present for the meeting.

**6.1.7.10** Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

**6.1.7.11** A Director may waive formal notice of a meeting.

## **6.2 Officers**

**6.2.1** The Officers of the Society are the President, Vice-President, Secretary and Treasurer.

**6.2.2** At its first meeting after the Annual General Meeting, the Board elects from among the Directors all Officers for the following year.

**6.2.3** All legally binding contracts and financial documents must have the signature at least one (1) officer.

**6.2.4** Resignation, Death or Removal of an Officer shall be in the same manner as a Director as described in Article 6.1.6.

## **6.3 Duties of the Officers of the Society**

### **6.3.1** The President:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Society and the Board;
- Acts as the spokesperson and main representative on behalf of the Society; and
- Carries out other duties assigned by the Board.

### **6.3.2** The Vice President:

- Presides at meetings in the President's absence. If the Vice-President is absent, the Directors elect a Chairperson for the meeting.
- Replaces the President at various functions when asked to do so by the President or the Board;
- Chairs the Personnel Committee;
- Files the annual return, changes in the directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry;

- Chairs the Heritage Festival Committee; and
- Carries out other duties assigned by the Board.

**6.3.3 The Secretary:**

- Attends all meetings of the Society, the Board and the Executive Committee,
- Keeps accurate minutes of these meetings;
- Has charge of the Board's correspondence;
- Makes sure a record of names and addresses of all Members of the society is kept;
- Makes sure all notices of various meetings are sent;
- Is responsible for membership matters and associated membership ID cards;
- Keeps the Seal of the Society; and
- Carries out other duties assigned by the Board.

**6.3.4 The Treasurer:**

- Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company chosen by the Board;
- Makes sure a detailed account of revenues and expenditures is presented to the Board as requested;
- Makes sure annual fees are collected and deposited;
- Makes sure an audited statement of the financial position of the Society is prepared and presented to the Annual General Meeting; and
- Carries out other duties assigned by the Board.

**6.4 Directors**

**6.4.1** With exception to the four(4) Directors which are officers as mentioned in Article 6.3, there are 3 Directors that are to hold positions that best serve the interests of the Society. The board will approve the required positions for the directorships and may choose one or more positions for each director from the following list:

- a. Director of Public Relations;
- b. Director of Culture;

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- c. Director of Commerce;
- d. Director of Events;
- e. Director of Volunteers;
- f. Director of Communication; and
- g. Other positions as required.

#### 6.5 Board Committees

**6.5.1** Establishing Committees. The Board may appoint committees to advise the Board.

##### 6.5.2 General Procedures for Committees

**6.5.2.1** A Board Member chairs each committee created by the Board.

**6.5.2.2** The Chairperson calls committee meetings. Each committee:

- records minutes of its meetings;
- distributes these minutes to the committee members and to the Chairpersons of all other committees
- provides reports to each Board meeting at the Board's request.

**6.5.2.3** The meeting Notice must be mailed or e-mailed five business days before the scheduled date of the meeting. The notice states that date, place and time of the committee meeting. Committee members may waive notice.

**6.5.2.4** A majority of the committee members present at a meeting is a quorum.

**6.5.2.5** Each member of the committee, including the Chairperson, has one (1) vote at the committee meeting. The Chairperson does not have a casting vote in case of a tie.

**6.6** The Board may establish these standing committees:

- a. Personnel Committee;
- b. Elections Committee;
- c. Heritage Festival Committee;
- d. Events Committee

**6.6.1 The Personnel Committee:**

- a. Consist of the Vice-President or other assigned Director, who is the Chairperson, and two (2) other Members or Directors appointed by the Board;
- b. Is responsible for: Volunteers and organization of. Recommending a job description, qualifications, and performance appraisal system for an Executive Director; - interviewing applicants for the position of Executive Director of the Society and recommending an appointment to the Board; - recommending policies on personnel to the Board, including recruiting, hiring, evaluation and dismissal, contracts of employment, salary and employee benefits - acting as a mediator for personnel problems; -recommending personnel policies for volunteers; - reporting on the year's activities at the Annual General Meeting; and - carrying out other duties assigned by the board.

**6.6.2 The Elections Committee:**

- a. Consists of an active society member in good standing; preferably the immediate past president, who chairs the committee, and two (2) other Members appointed by the Board.
- b. Is responsible for: - overlooking the elections during the Annual General Meeting; - preparing a slate of nominees for each vacant Director position; - orienting new board members; and - presenting its recommendations to the Annual General Meeting.

**6.6.3 The Heritage Festival Committee:**

- a. Consists of the vice-president, who chairs the committee, and two (2) other Directors or Members appointed by the Board.
- b. Is responsible for: applying for, administering, setup, promoting, organizing and managing the Society's activities at the Annual Heritage Festival including any communication with the Heritage Festival Association.

**6.6.4 The Events Committee:**

- a. Consists of a Director, who chairs the committee, and two (2) other Directors or Members appointed by the Board; one of these committee members must be a returning member of the committee.
- b. Is responsible for: applying for, administering, setup, promoting, organizing and managing the Society's events with exception to the heritage festival as mentioned in Article 6.6.3.
- c. The Events Committee may request assistance from a source outside of the board or society with prior approval from the board.

**6.7 The Executive Director**

**6.7.1** The Board may hire an Executive Director to carry out assigned duties

**6.7.2** The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any meeting.

**6.7.3** The Executive Director acts as the administrative officer of the board in:

- attending board, and other meetings, as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the Society;
- maintaining the Society's books
- preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

## Article 7 – Finance and Other Management Matters

7.1 The Registered Office of the Society is established at the Annual General Meeting or by resolution of the Board, as long as this change is communicated to Corporate Registry.

### 7.2 Finance and Auditing

7.2.1 The fiscal year of the Society ends on August 31st of each year.

7.2.2 There must be an audit of the books, accounts and records of the Society at least once each year. An Auditor appointed at each Annual General Meeting must do this audit. At Annual General Meeting of the Society, the auditor submits a complete statement of the books for the previous year.

### 7.3 Seal of the Society

7.3.1 The Board may adopt a seal as the Seal of the Society.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

### 7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board (normally Treasurer, President and Vice President), sign all cheques drawn on the monies of the Society. Two signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. The Executive Director may not sign his own pay cheque.

7.4.2 All contracts of the Society must be signed by the Officers or other persons authorized to do so by resolution of the Board.

7.5 The Keeping and Inspection of the Books and Records of the Society.

7.5.1 The Secretary keeps a copy of the Minute Books and records minutes of all meetings of the Members and of the Board.

7.5.2 The Secretary keeps the original Minute Books at the Registered Office of the Society. This record contains minutes from all meetings of the Society, the Board and the Executive Committee.

7.5.3 The Board keeps and files all necessary books and records of the Society as required by the Bylaws, the Societies Act, or any other statute or laws.

7.5.4 A Member wishing to inspect the books or records of the Society must give reasonable notice to the President or the Secretary of the Society of his intention to do so.

**7.5.5** Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Society, during normal business hours.

**7.5.6** All financial records of the Society are open for such inspection by the Members, during normal business hours and with reasonable notice.

**7.5.7** Other records of the Society are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

**7.6 Borrowing Powers**

**7.6.1** The Society may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

**7.7 Payments**

**7.7.1** No Member, Director or Officer of the Society receives any payment for his services as a Member, Director or Officer.

**7.7.2** Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

**7.8 Protection and Indemnity of Directors and Officers**

**7.8.1** Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in his role for the Society. The Society does not protect any Director or Officer for acts of fraud, negligence, dishonesty, or bad faith.

**7.8.2** No Director or Officer is liable for the acts of any other Director, Officer or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the Society. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an act in his role for the society, unless the act is fraud, dishonesty or bad faith.

**7.8.3** Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

## **Article 8 – Amending the Bylaws**

- 8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- 8.2 The twenty-one (21) days' notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.
- 8.3 The amended bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.


## **Article 9 – Distributing Assets and Dissolving the Society**

- 9.1 The Society does not pay any dividends or distribute its property among its Members.
- 9.2 If the Society is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the Iranian Heritage Society of Edmonton.
- 9.3 Members are to select the organization to receive the assets by special resolution. In no event do any Members receive any assets of the Society.

DATED at the City of Edmonton, in the Province of Alberta, this 6<sup>th</sup> day of September, 2016.  
(Signatures of five (5) Directors plus witnesses are needed, subject to directors' availability.)

PAYMAN PARSEYAN

Incorporator (printed name)



(signature)

Arash Zayeri

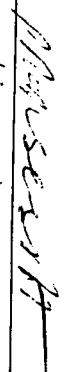
Witness (printed name)



(signature)

Payman Paksereshk

Incorporator (printed name)



(signature)

SARAH LAVIMI ZADEH

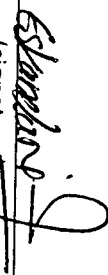
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(signature)

Shanika Aliasghafi-Eskandar


Incorporator (printed name)



(signature)

Roghieh Kamal-Sarvestani

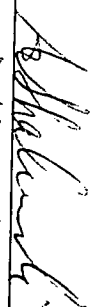
Witness (printed name)



(signature)

Amahiel Shahrmoadeh

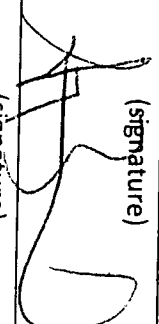
Incorporator (printed name)



(signature)

Gary Zimm

Witness (printed name)



(signature)

Saeed Samadi


Incorporator (printed name)



(signature)

Payman Parseyan

Witness (printed name)



(signature)