



General By –Law

A by-law relating to the conduct of the affairs of Behnam Foundation of Ontario ('BFO').

Be it enacted as a by-law of BFO as follows.

ARTICLE 1 - Name

The organization shall be called the "Behnam Foundation of Ontario" "hereinafter referred to as the "BFO". The head office is located at 6014A Yonge street, suite#203, M2M3V9.

ARTICLE 2 – Members of BFO

Membership in BFO shall be limited to persons interested in furthering the object of BFO and shall consist of anyone whose volunteer application was received by BFO and completed volunteer tasks for BFO at least 20 hours per calendar year. The BFO member must be individuals, 18 years of age. There shall be no membership fees or dues unless otherwise directed by the board of directors.

Any member may withdraw from the membership by submitting a written request to the volunteer officer and secretary of BFO. Each member has the right to exercise one vote.

Any member may be required to resign by a vote of three-quarter of the board of directors to have a special general meeting and member to vote based on the finding.

Becoming a member

Any person who volunteers shall first fill the membership application and sign up for the volunteer tasks. A person who performs volunteer duties for 20 hours per calendar year starting the first day at volunteer duty, becomes eligible to apply for the membership.

Head of volunteer management team logs and keeps track of hours of each individual performance.

Volunteers shall be notified by volunteer management team about their status of eligibility to become a member.

Eligible applicants shall peruse their application through volunteer's management team if their application is reviewed and approved.

Each member has the right to exercise one vote.

Becoming a member of BFO is an optional privilege, meaning that not all volunteers shall necessarily become a member if they do not wish so.

Maintaining a membership

Each member shall dedicate at least 20 working hours for designated tasks and volunteer jobs in BFO in order to maintain their membership.



Failing to perform the 20 hours annual duty will give the board the option of reviewing the member's application and deciding on renewing or cancelling of the membership.

Ceasing to be a member

Unless the bylaws or articles say otherwise, a member will cease to hold a membership in BFO if:

- The member dies.
- A member fails to maintain any qualifications for membership describes in "Becoming a member."
- The member resigns by submitting a written resignation to the chair of the board of BFO in which case such resignation shall be effective on the date specified in the resignation.
- A member deliberately acts against the core value of BFO in which case a board meeting is held to make decision to termination of the membership of the individual.
- BFO is liquidated or dissolved under the Act.

Disciplinary Act or Termination of membership for cause

- Upon 15 days written notice to member, the BOD may pass resolution authorizing disciplinary action or termination of membership for violating any provision of the articles or Bylaws.
- The notice shall set out the reasons for the disciplinary action or termination of membership. The member receiving the notice shall be entitled to give the BOD a written submission opposing the disciplinary action or termination not less than 5 days before the 15 days period. The BOD shall consider the written submission of the member before making final decision regarding disciplinary action or termination of membership.

ARTICLE 3- Members' Meetings

Annual Meeting:

At every annual meeting, in addition to any other subjects that is defined in the agenda, the report of directors, the financial statement and the report of the auditors shall be presented to the members, and auditors shall be appointed for the ensuing year.

The Annual meeting of the BFO shall be held between April 1st and May 31st in the province where the head office of BFO is located. The presence of fifty percent plus one Members of the BFO shall constitute the quorum for the transaction of business. In the absence of a quorum, the Members present will adjourn the meeting and Board of Directors will determine another meeting, not later than 6 weeks. Presence of any number of voting members constitutes a quorum.

All voting members and members of public can attend only voting members can vote.



General Meeting:

Meeting will be held with minimum 50 % + 1 member. Member can provide proxy. Each member can hold 2 proxies.

The election of board of directors will be at the same time as general meeting. Board of Directors will be selected by members via voting for 2 years terms.

The Board of director election and AGM can be held at the same time in the same session.

The notice to the members shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the members if they have the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act as a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the BFO organization.

Special Meeting:

- 5% voting member submit written request to board. The written request must be sent to only the 5% voting member and board.
- With 21 days to response to the request by defining the steps, hearing, or social meeting. The hearing meeting will be held with minimum 50% +1 of board members +100% of the requesting members. If the board does not respond within 21 days, the members have right to call the special meeting.
- Option1: Resolve the issue with the meeting or assignee task and dateline to response and resolve the issue. Written confirmation must be signed by all presenters. If the resolution is not reached the meeting is required board has 6 weeks to send request to all members for special meeting. If the board does not respond within 6 weeks, the members have right to call the special meeting
- All members must notify with written reason and date for the meeting .50%+1 member to attained if not within 6 weeks to send one request for meeting.
- Special meeting with 50%+1 of voting members. Members are allowed to have proxy for the meeting.

The directs of BFO may at any time call a special meeting of members.

By request of 5% of voting members in a written request the board to call a special meeting of members.

the purpose for which the meeting is called shall be distributed not less than three weeks or more than six weeks before the date of the meeting to all Members. In the case of a Special General Meeting, discussion and voting must be limited to the subjects stated in the notice of meeting. The members carrying not are less than 20 voting members present in person at the meeting will constitute a quorum.



The notice to the members shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the members if they have the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act as a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the BFO organization.

The Annual or any other General meeting of the BFO shall be held between April 1st and May 31st in GTA area.

At every annual meeting, in addition to any other subjects that is defined in the agenda, the report of directors, the financial statement and the report of the auditors shall be presented to the members, and auditors shall be appointed for the ensuing year.

The Board of directors or the president or vice president shall have the power to call, at any time, a general meeting of the members of BFO. The board of directors shall call a special general meeting of members on a written (electronic or mail) request of members carrying not less than 5% of the voting rights, which must state the place, day and hour of the Annual General meeting or a Special General Meeting and the purpose for which the meeting is called shall be distributed not less than three weeks or more than six weeks before the date of the meeting to all Members.

In the case of a Special General Meeting, discussion and voting must be limited to the subjects stated in the notice of meeting. The members carrying not are less than 20 voting members present in person at the meeting will constitute a quorum.

The notice to the members shall contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. Notice of each meeting of members must remind the members if they have the right to vote by proxy.

Each voting member present at a meeting shall have the right to exercise one vote. A member may, by means of a written proxy, appoint a proxy holder to attend and act as a specific meeting of members, in the manner and to the extent authorized by the proxy. A proxy holder must be a member of the BFO organization.

A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the BFO organization "Act" or these By Laws.

No error or omission is giving of any annual meeting or any adjourned meeting. Whether annual or general, of the members of the cooperation shall investigate such meeting or make void any proceeding taken thereat, and any member may at any time waive notice of any such meeting and may ratify, approved, and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director, or officer for any meeting or otherwise, the address of the member, director shall be his last address recorded on the books of the BFO organization.

The presence of fifty percent plus one Members of the BFO shall constitute the quorum for the transaction of business. In the absence of a quorum, the Members present will adjourn the meeting and Board of Directors will determine another meeting, not later than 6 weeks. Presence of any number of voting members constitutes a quorum.

ARTICLE 4- Board of Directors

The property and business of BFO shall be managed by board of directors, which shall comprise of 7 directors. The members at the general meeting shall elect 7 directors for a term of minimum 2 years.

The number of directors shall be determined from time to time by a majority of the directors at a meeting of the board of directors. Directors must be individuals, 18 years of age, with power under law to contract.

The applicants for BFO shall become the first directors of the BFO whose term of office on the board of directors shall continue until their successors are elected.

The Founders of the BFO act as board members until the first general meeting elect directors by the members. The meeting should take place less than 2 years from the first meeting of founders.

Any decision requires approval of at least one-half plus one of attending members unless specified otherwise. Each director shall exercise one vote. Whenever the number of active directors is even with equivalent even number of votes, president will make the final decision on the subject matters.

The office of director shall be automatically vacated in case of:

- If a director has resigned his office by delivering a written resignation to the secretary of the BFO organization
- If he/she is found by a court to be off unsound mind or If he/she becomes bankrupt or suspend payment or compounds with his/her creditors
- If at special general meeting of members, a resolution passed for stepping down the office of director, a general meeting shall be called for office of director election.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the BOD by majority vote, may, by appointment, fill the vacancy with a member of the BFO.

Every director or officers of the BFO or other person who has undertaken or is about to undertake any liability, executers and administrators respectively from time to time and at all times, be indemnified and save harmless out of the funds of the BFO, from and against:

All costs, charges, and expenses which such a director, officer or other person sustains or incur in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter of things whatsoever, made or done or permitted by him/her in or about the execution of duties of his officer or in respect of any such liability.

The directors shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from the position as such: provided that a director may be paid reasonable expenses incurred by him in the performance of his duties. Nothing herein contained shall be constructed to produce any director from serving the BFO as an officer or in any other capacity and receiving compensation therefor.



A retiring director shall remain in the office until the discussion or adjournment of the meeting at which his retirement is accepted, and the successor is elected.

ARTICLE 5- Power of Board of Directors

The directors of BFO may administer the affairs of the BFO in all things and make or cause to be made for the BFO, in its name, any kind of contract which the BFO may lawfully enter into and, save as here in after provided, generally, may exercise all such other powers and due all such other acts and things as a cooperation is by its charter or otherwise authorized to exercise and due.

The directors shall have power to authorize expenditures for fundraising or any detailed of related fundraising events, to accept legacy, grants, gifts, donations, endowments, and donations of any kind whatsoever for the purpose of furthering the objects of the BFO organization.

Board members of BFO shall be as follows:

President- is a board member, shall exercise the overall governance of executive functions of the BFO and Preside at all meetings of the Board of Directors. President can delegate his/her responsibilities while unable to attend the meetings or perform the duties. The “BOD” should be notified of any such delegation.

Vice president- is aboard member, responsible for all administration work of the board and BFO. In the absence or disability of the president perform the duties and power of the president until the board call for special general assembly meeting to elect a new president.

Secretary: is a board member, the secretary shall attend all meetings of the board of directors, the executive committee and of the members and act as clerk thereof, record all votes and minutes thereof, and record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary or a designate shall give or cause to be given notice of all meeting of the members and of the board of directors.

Treasurer-is a board member and responsible for all financial activities and reports and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements. He/she shall have the custody of all funds, securities of the BFO. The board of Directors contact person with other financial institutes, government, is the head of Treasury committee.

Treasurer must be notified of the contemplated action in writing by president at the sign of irresponsibility, fraud, submit of wrong report on purpose to the Board of Directors. Treasurer should make representation in person to give adequate explanation to the Board of Directors in less than two weeks. If Board of directors is not satisfied, drop of Treasurer from his/her roll for just and insufficient cause, by a two-thirds majority vote of the Board of Directors is required. Dropped Treasurer is responsible to pay back and compensate the financial loss.

Article 6- Board of Directors Meeting

The “BOD” shall meet in person or by telephone as often as it considers necessary and appropriate. The meeting may be held at any place to be determined by the directors. Provided written notice should be sent by email to each director at least 3 days prior to the meeting of BOD. Notice by mail shall be sent at least 14 days prior to the meeting.



No error or omission in giving notice of any meeting of “BOD” or any adjourned meetings of “BOD” of BFO shall invalidate such a meeting the cooperation shall investigate such meeting or make void any proceedings taken thereat, and any director may at any time waive notice of any such meeting and may ratify, approved, and confirm any or all proceedings taken or had thereat.

A majority of directors in the office, from time to time, but no less than five directors, shall constitute a quorum for meetings of the “BOD”. Any meeting of “BOD” at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretions by or under the by –laws of the BFO.

Article 7- The Executive Committees

The board of directors may appoint committees. The Board of Directors will determine the duties of such committees and no remuneration or salary should be paid to the committee members. The executive committees shall be composed of the Board of Directors members. Any executive committee members may be removed by majority vote of the BOD.

Meeting of the executive committee shall be held any time and at any place to be determined by the members of the committee. The note of the email shall be sent to the members at least 2 days prior to the meeting.

ARTICLE 8- Financial Controls

The fiscal year of the BFO shall be from January 1st to December 31st. Treasurer is responsible to prepare the annual financial statements for BOD and General meeting. The Fundraising officer/committee must receive Board of Directors’ approval for any fundraising event.

All deeds, transfers, assignments, contracts, obligations, certificates, cheques and other documents with financial obligation for the BFO and other instruments may be signed on behalf of the Board of Directors by Treasurer and president or any other of the designated members of the Board of Directors. In addition, the Board of Directors may from time to time direct the manner in which, and the person or persons by whom, any particular instrument may or shall be signed. Any signing Officer may affix the corporate seal to any instrument requiring the same. At any time, there shall be three co-signing members of the Board of Directors.

The BFO may enter into contractual arrangements with Special Interest Groups and other groups for required services. All such contractual arrangements must have prior approval of the Board of Directors.

Article 9- Execution of Documents

The directors shall see that all necessary books and records of the BFO required by the by laws of the BFO or by any applicable status or law are regularly and properly kept.

Treasury should keep all books, accounts and accounting records and copy of all contracts and official letters.

All the Contracts, documents or any instruments in writing requiring the signature of two directors.



The minutes of the BOD or executive committees could be available to the general members of the BFO upon request. A member who requested to view the minutes of the BOD or executive committees shall sign the privacy consent.

ARTICLE 10 - Annual Report (AR)

The official annual report prepared by treasury and approved by Board of Directors for General meeting, which includes the Following:

BFO's financial statements, including the Board of Director's past-year activities as well as next year plans, if applicable. Proposed changes and/or modifications to the bylaws, if any.

Any other matter that is deemed important and/or necessary.

ARTICLE 11 - Audit Report

The Auditor for General meeting shall prepare the official report annually after reviewing the Annual report, which Includes the following, and any other matter that is deemed necessary: BFO's financial audit. `

Audit report is deemed to be necessary for the gross annual income equal and/or above \$100,000 CAD.

ARTICLE 12 – Charity Activity

The BFO shall carry on its operations without monetary gain to its Members. Any profits or other accretions shall be used to promote the objectives of the BFO. In the event of the dissolution or winding-up of the BFO, all its remaining assets other than those that it holds in trust shall, after payment of its liabilities, be distributed to one or more similar charitable organizations in Canada, or an educational or charity organization abroad at the discretion of the General meeting.

ARTICLE 13- Conflict of Interest

A director, who has any interest in any contract or proposed contract with BFO, shall make submissions in writing, in person, or through a representative. Such a Director should disclose such interest as soon as possible. Such a director shall not vote on any question with respect to the contract, proposed contract or any other matter,

ARTICLE 14 - Indemnities to Members of Board of Directors

All Directors of the BFO and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the BFO, from and against:

All costs, charges and expenses whatsoever that he sustained or incurred in or about any action, suit or proceeding that is brought, commenced or prosecuted against Board of Directors Members, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office; and



All other costs, charges and expenses that he sustained or incurred in or about or in relation to the affairs thereof; except such costs, charges or expenses as are occasioned by their own willful neglect or default.

ARTICLE 15 - Confidentiality

BFO keeps all the personal information collected from Clients, donors completely confidential. Such information shall not be disclosed under any circumstances.

BFO keeps all the information collected from Members completely confidential. Wherever and whenever deemed necessary, the disclosure of such information, in whole or in part, should be explicitly.

ARTICLE 16 - Affiliated Societies

A BFO affiliate is an organization with which BFO has a formal agreement of mutual benefit. BFO shall have no constitutional or legal responsibility to an affiliate outside of a written (electronic or mail) contractual agreement approved by a majority of the Board of Directors. All the approved affiliate contracts shall be reviewed periodically.

ARTICLE 17 - Code of Professional Ethics

The BFO shall adopt, publish, maintain, and support a code of professional ethics and conduct which shall be binding on all Members of the BFO.

ARTICLE 18- Amendments to By Laws

The "BOD" may prescribe such rules and regulations not incorporated with these by-laws relating to the management and operation of the BFO as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of BFO. When they shall be confirmed and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

ARTICLE 19 -Interpretations

BOD is responsible for Interpretation of BFO Bylaws.

ARTICLE 20 – Arbitration

The arbitration clause should be included in all BFO contracts with third party companies and or individuals.

In case of any dispute between BFO and any third party all communication will be thru BFO President and concerned party. However, any commitment and or resolution should be approved by BOD quorum prior to communicating and resolving the issue with third party.

In case that the issue cannot be solved between BFO and the third party an outside disinterested arbitrator to be nominated mutually by both parties. The appointed arbitrator will make the final ruling and decision to resolve the disputed matter.



ARTICLE 21 - By-Laws

The By-laws of the BFO shall be those filed on the _____ and re_____ day of _____ until repealed or replaced, amended, altered or added to. The Board of Directors shall have the authority to interpret the By-laws. The amendment procedure to be followed is set down in the relevant By-Law. Amendments to the By-Laws will be adopted and in force as soon as the votes are tabulated and reported.

Enacted the October 1st, 2020. Approved at AGM the July 11th, 2021.

President

Mitra Safar Jameh

Secretary

Alireza Farokhi