

**ONTARIO
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

BETWEEN:

**BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI
and SHAYAN MOIN**

Applicants

- and -

IRANIAN CANADIAN CONGRESS.

Respondent

APPLICATION UNDER section 332 of the *Corporations Act*, R.S.O. 1990, c. C.38

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TAB 1

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NOTICE OF MOTION

THE APPLICANTS will make a motion to a Judge on **Monday, November 2, 2020** at 10:00 a.m., or as soon after that time as the motion can be heard, at 330 University Avenue, 9th Floor, Toronto, Ontario.

PROPOSED METHOD OF HEARING: The motion is to be heard orally via Zoom.

THE MOTION IS FOR:

1. An order granting leave, if necessary, to add Soudeh Ghasemi, Pouyan Tabasinejad, Babak Amin Tafreshi, Younes Zangiabadi, Saman Tabasinejad, Mohsen Khaniki, Sholeh Khaili and Amir Moazzami, the directors ("**Directors**" or "**Board**") of the respondent Iranian Canadian Congress (ICC) as party respondents to this application and motion in the form attached hereto as Schedule "A";
2. An order validating service of the motion materials by e-mail on the Directors and on ICC counsel, and if necessary, an abridgment of time required under the *Rules of Civil Procedure* for the delivery of material or other procedural requirements to permit this motion to be heard on an expedited basis;
3. A declaration that ICC has breached the order of the Honourable Justice Hainey dated September 14, 2020 ("September 14 Court Order");

4. A declaration that ICC has breached the terms of settlement set out in the Minutes of Settlement entered into between the Applicants and signed by Soudesh Ghasemi, the President of ICC on September 6, 2019 ("Minutes of Settlement");
5. A declaration that the Directors have acted in bad faith and in breach of their fiduciary obligations owed to the ICC and its members;
6. A declaration that the acts or omissions of the Directors have effected a result, have been carried out in a manner, and have been exercised in a manner that is oppressive, unfairly prejudicial to and disregards the interests of the ICC members-at-large including the applicants;
7. An order pursuant to section 332 of the *Corporations Act*, R.S.O. 1990 ("Act") removing the Directors and an order appointing an interim board of directors ("Interim Board") until the 2019 ICC Annual General Meeting ("AGM") and election have been held;
8. An order requiring the Directors to keep, maintain and prepare and deliver for inspection, including without limitation, any and all accounts, audited or unaudited financial statements, banking records, receipts, tax returns and other such financial and administrative documents of ICC as well as immediately providing to the Interim Board all login credentials for the website, NationBuilder, Election Buddy, banking, etc.
9. An order compelling the Directors to provide a full and complete accounting of all activities of the ICC and to comply with all of their obligations including providing a full accounting of any and all monies received whether by way of donations, loans or grants or any other revenues generated between April 29, 2018 to the present including particulars of all amounts received, the dates and payors;
10. In the alternative and in addition to paragraph 7 above, an order directing that the Directors shall personally ensure that ICC will meet all of its obligations set out in the September 14 Court Order including but not limited to:
 - (a) An order directing that the Directors shall be personally responsible for the retainer of an auditor to prepare the audited financial statements of ICC for the period beginning January 1, 2018, until December 31, 2019 ("Audited Financial Statements") pursuant to the September 14 Court

Order. A further order that the Directors shall forthwith turn over to the auditor all the financial records necessary to prepare the Audited Financial Statements that are due by November 6, 2020 pursuant to the September 14 Court Order;

- (b) An order directing the Directors shall be personally responsible for the retainer of the court appointed Monitor and the court appointed Technical Expert by no later than November 13, 2020 pursuant to the September 14, Court Order;

11. An order pursuant to s.307 of the Act directing ICC and/or the Board to forthwith release the members' registry as at December 2018 to the Applicants;

12. An order for an interim/interlocutory injunction restraining the ICC or any person acting on its behalf or at its direction from holding the Special General Meeting ("SGM"), currently scheduled for October 31, 2020, from introducing any motions with respect to the "future of the organization" or from making an assignment into bankruptcy pending a final determination by this Honourable Court of the matters at hand;

13. In the alternative, an order suspending the SGM that the Directors have improperly called, in breach of ICC's obligations under the Minutes of Settlement or an order, if necessary, declaring the SGM was invalid and of no force and effect and setting aside any motions carried at the SGM;

14. If necessary, an order granting leave to commence a derivative action on behalf of ICC against the Directors and against Bijan Ahmadi;

15. An order for costs of this motion, on a joint and several basis, payable forthwith by ICC and the Directors, on a substantial indemnity basis;

16. Such further and other relief as counsel may advise and this Honourable Court may permit.

THE GROUNDS FOR THE APPLICATION ARE:

1. The applicants are members in good standing of ICC ("**Applicants**").
2. ICC was incorporated in 2008 as a non-profit corporation under the Act. Its main

goal is to represent the interests of Iranian Canadians and encourage their participation in Canadian society. It has a 9-person board of directors.

3. Since December 2018, the Directors have consistently demonstrated a complete disregard for the law. They have caused ICC to breach its statutory obligations under the Act, act in violation of its bylaws, exposed it to litigation, caused it to breach its obligations under the Minutes of Settlement, caused it to incur unnecessary legal fees and debts and caused it to flout court orders that ICC consented to.

4. The Directors have vexatiously abused the process of the court. The rules are meaningless to them. If this Honourable Court does not act to protect the Applicants, it will deprive the Applicants of justice according to the law and risks rendering the court a **paper tiger**.

5. The court ought to exercise its power to remove the Directors on the facts of this case. The continuation of the Directors would be harmful to the corporation. The Directors' conduct has risen to the level of misconduct justifying an order to be made by this Honourable Court to remove them and/or hold them personally liable;

History of Litigation:

6. In December 2018, the Applicants each sent ICC a letter requesting access to the complete/current ICC members' registry and in support of that request delivered sworn affidavits pursuant to section 307 of the Act ("**s.307 Requests**").

7. The Board¹ refused to comply with the s.307 Requests and in so doing caused ICC to breach its statutory obligations.

8. As at December 2018, ICC had **737 members**.

9. In March 2019, the Applicants commenced this application seeking the members' registry pursuant to s.307 of the Act ("Application"). The Board retained Gardiner Roberts LLP and opposed the application. The Directors forced this matter through to cross-examinations creating further unnecessary costs for the Applicants and further wasting the organization's resources.

¹ At that time, Bijan Ahmadi ("Bijan") and Hooman Shirazi were also members of the Board

10. Between March 2019 when this application was first commenced and May 2019 when ICC delivered its responding materials, the Board actively and in bad faith, worked to whittle down the members' list. Indeed, in May 2019, the Board purported to release the members list which, in just 5 months, was down to 91 members.

11. Shortly before the hearing scheduled for September 9, 2019, the parties entered into the Minutes of Settlement that gave rise to a conditional global settlement.

12. Bijan and Hooman Shirazi resigned on August 15, 2019. The parties finalized the settlement on August 23, 2019.

13. The settlement had four key conditions (1) a Joint Statement would be sent to the members explaining, in full, the history of the litigation and the Board's refusal to comply with its statutory obligations (2) the 2019 AGM and election would be chaired by an agreed-upon monitor to be appointed by court order (3) the Directors shall recuse themselves of any and all matters where the monitor/AGM Committee has full and final authority, namely anything relating to membership be it renewal, registration or verification and (4) the December 2018 list would be provided to the monitor to verify.

14. By court order dated September 9, 2019, Marvin Huberman was appointed as monitor ("Monitor") to oversee and chair the 2019 AGM and election.

AGM Called for May 3, 2020

15. In November 2019, the Monitor notified members that the 2019 AGM and election would be held May 3, 2020 with voting to take place in-person. The Monitor's agenda specifically referred to the Treasurer's Report and "Audited 2018 and 2019 Financial Statements".

Notice Re Audited Financial Statements

16. Since November 2019 when the AGM was called by the Monitor, the Directors have known that they have to retain an auditor to prepare Audited 2018 and 2019 Financial Statements for the AGM in May 2020.

17. On March 19, 2020, the Monitor notified the members that due to the COVID19 pandemic, the AGM scheduled for May 3, 2020 had to be postponed. Up until that point,

the Directors had taken no steps to retain an auditor, fundraise nor had they given any indication of ICC's financial difficulties.

18. In September 2020, when the AGM was rescheduled for December 13, 2020, the Directors retained Raza Hussain of WP Partners LLP, as auditor. Although the Directors knew two years of audited statements were required, they intentionally failed to tell their auditor. When he found out, the auditor asked for a larger retainer which the Directors failed to pay. Instead they hired a new (third) lawyer for ICC.

Monitor's Retainer:

19. In June 2020, the Monitor advised counsel that the 2019 AGM and election would take place virtually given the continued safety restrictions in place. He also advised ICC counsel that he would require a further retainer of \$5000.

20. Once again, at no time during the summer months did the Directors take any steps to fundraise to pay for the additional retainer requested by the Monitor.

21. The only fundraising initiative by the Directors was to defend against a potential defamation lawsuit unrelated to the Application.

22. A case conference was scheduled with Justice Hainey returnable September 14, 2020. Leading up to the case conference, the Monitor and counsel participated in five (5) Zoom Meetings to deal with the terms of the order. It contained a timetable including deadlines for deliverables by ICC which ICC, through its lawyer, agreed to.

23. The September 14 Court Order was granted, on consent.

ICC Breached the September 14, Court Order

24. By September 21, 2020, ICC was to deliver a letter from its auditor confirming he had been retained to prepare the 2018 and 2019 Audited Financial Statements.

25. ICC failed to meet the September 21 deadline and in so doing, breached the September 14 Court Order.

26. Instead of paying the additional \$2000 requested by the auditor, the Directors caused ICC to retain its third lawyer. Their latest strategy was to say the organization

had no funds and was on the verge of bankruptcy.

27. As a result of ICC's breach, on September 29, 2020, counsel for the Applicants scheduled a motion to be heard before Hainey J. on November 2, 2020 ("**Applicants' Motion**").

ICC Breached the Minutes of Settlement

28. On September 30, 2020, ICC's new counsel advised of ICC's intention to call the SGM for October 31, 2020, two days before the Applicants' Motion.

29. The Directors are fully aware that holding an SGM runs afoul of ICC's obligations under the Minutes of Settlement. Their lawyer has been placed on notice that for an SGM to take place quorum must be established and to determine quorum, it is necessary who is "a member in good standing". By virtue of the Minutes of Settlement, the Directors are not permitted to deal with membership, be it registration, renewal or verification.

30. By email dated September 30th, 2020, counsel for ICC was cautioned that if the Directors insist on proceeding with the SGM, the Applicants would seek relief personally against the Directors.

31. Notwithstanding, on October 1, 2020, ICC went ahead and issued the notice calling for the SGM on October 31, 2020.

32. To allow the SGM to proceed and/or to permit any motions at the SGM to carry would undermine the settlement as well as the mandate of the court-appointed Monitor who was charged with the task of verifying/authenticating members for voting purposes.

33. This motion arises as a direct result of the egregious conduct of the Directors, both pre-settlement and post-settlement and their abuse of the court process.

34. They have directly or indirectly, either through incompetence and/or with clear intent, caused ICC to act with complete disregard for the law and in breach of court orders and the parties' settlement.

35. The Directors have depleted the ICC's resources, improperly used ICC's assets to advance their own agenda, acted with complete disregard for the members and

contrary to the best interest of the organization. The organization has become insolvent as a direct result of the Directors' misconduct and mismanagement.

36. The Directors must be removed. They are not fit to manage the affairs of the organization. Given the damage they have caused, the Directors must be held personally accountable.

37. The Directors have all stayed in office longer than the permissible term and following Bijan's resignation, the Directors failed to replace him which is contrary to the ICC bylaws.

38. Since reaching a conditional settlement in September 2019, the Directors, acting in bad faith and in breach of their fiduciary obligations, caused ICC to delay, defeat, hinder and prevent the 2019 AGM and election from taking place, created unnecessary legal fees for the Applicants with a view to intimidating and discouraging them from moving forward. For more than 2 years, ICC failed to provide any financial reporting to its membership but last week, the Directors released "draft" financial statements and announced that ICC has over \$85,000 in debt.

39. Time is of the essence. An interim board of directors can take over and help the Monitor get the organization through the 2019 AGM and election. The SGM must be suspended.

40. The *Corporations Act*, R.S.O. 1990, c. C.38 and *Business Corporations Act*, R.S.O. 1990 c. B.16;

41. Rules 1.04, 5.02 and 5.03, 16.06, 26.01, 37 of the *Rules of Civil Procedure*, R.R.O. 1990, Reg. 194.

42. The Applicants will rely on such other grounds as counsel may advise and this Honourable Court permit.

THE FOLLOWING DOCUMENTARY EVIDENCE WILL BE USED AT THE HEARING OF THE APPLICATION:

1. Affidavit of Babak Payami sworn October 8, 2020 and the exhibits thereto;
2. Pleadings and proceedings herein;

3. Such further and other evidence as counsel may advise and this Honourable Court permit.

October 8, 2020

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Schedule "A"

Court File No.: CV-19-00616512-00CL

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Applicants

- and -

**IRANIAN CANADIAN CONGRESS, SOUDEH GHASEMI, POUYAN TABASINEJAD,
BABAK AMIN TAFRESHI, YOUNES ZANGIABADI, SAMAN TABASINEJAD, MOHSEN
KHANIKI, SHOLEH KHALILI and AMIR MOAZZAMI**

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TAB 2

Court File No.: CV-19-00616512-00CL

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**AFFIDAVIT OF BABAK PAYAMI
(Sworn October 8, 2020)**

I, **BABAK PAYAMI**, of the City of Richmond Hill, in the Province of Ontario, MAKE OATH
AND SAY:

1. I am one of the applicants and a member of the respondent Iranian Canadian Congress ("ICC"). As such, I have knowledge of the matters hereinafter deposed to. Where I do not have personal knowledge, I have indicated the source of my information which I believe to be true including information received from Atoosa Mahdavian ("Mahdavian"), the lawyer for the applicants, regarding the legal proceedings and procedures.
2. This affidavit is being filed on behalf of the applicants and in support of our motion which was necessitated because of the way the ICC board has conducted the affairs of the organization.
3. The board has acted in a manner that is oppressive, unfairly prejudicial to and unfairly disregards the interests of the members. The board has caused ICC to act contrary to its bylaws, in breach of its obligations under the *Corporations Act*, in breach of its obligations under the conditional settlement and in breach of the order of the Honourable Mr. Justice

Hainey dated September 14, 2020 ("September 14 Court Order") a copy of which is attached hereto as Exhibit "A".

4. If this Honourable Court does not act to protect against this egregious conduct, it will deprive the applicants of justice according to the law and it risks rendering the court a **paper tiger**.

General:

5. The Iranian Canadian community is a relatively young but burgeoning community. Toronto has the largest Iranian Canadian cohort with close to 100,000 living/working in the GTA, and an estimated 300,000 or more across Canada.
6. In 2007/2008, the ICC was established with a view to representing the interests of Iranians in Canada and encouraging their participation in the larger Canadian society. According to its bylaws, it is a non-profit, non-religious, and non-partisan organization.
7. I am a filmmaker. I have been living in Canada for over 30 years. My fellow co-applicants are Canadians of Iranian heritage as well. Ms. Mehrdokht Hadi is a Software Quality Assurance Analyst. Ms. Kamnoosh Shahabi is a teaching lab coordinator in Human Biology at U of T and finally, Mr. Shayan Moin is a chemical engineer by training but has worked in the financial services industry since 2015.

Board Make-Up:

8. The ICC has a nine (9) member board with each director serving a two-year term as per the organization's bylaws ("Bylaws"), a copy of which is attached hereto as Exhibit "B".
9. Contrary to Article 4, Section 12 of the Bylaws, since September 2019, there have only been eight (8) directors on the board namely Soudeh Ghasemi ("Soudeh"), the president, Pouyan Tabasinejad ("Pouyan"), the vice president and secretary, Babak Amin Tafreshi, the treasurer, Younes Zangiabadi, Saman Tabasinejad, Mohsen Khaniki, Sholeh Khalili and Amir Moazzami¹, ("Directors" or "Board").

¹ Amir replaced Hooman Shirazi on the board in September 2019

10. Contrary to Article 4, Section 3 of the Bylaws, all the Directors have been on the board past their term.
 - (a) Soudeh joined the board after the AGM/election held in April 2015. She was re-elected in 2017. Her term was up May 2019;
 - (b) Pouyan joined in May 2016 and was re-elected² in April 2018; and
 - (c) Sholeh Khalili (Dolatabadi), Saman Tabasinejad, Mohsen Khaniki, Babak Amin Tafreshi and Younes Zangiabadi joined the board after the AGM/election held in April 2018. Their term was up in May 2020 but they are still on the board as well.
11. According to the Bylaws, any board member can only serve two (2) consecutive two-year terms. Soudeh's term ended in May 2019, and Pouyan's ended in May 2020. It is not just that the Directors' terms have ended but they are overstaying their maximum allowed time on the board.
12. When we conditionally settled this matter last year, the applicants expected that a new board would be in place, at the latest, by December 2019. We never anticipated and in fact, would never have agreed to the Directors remaining in office well into late 2020.
13. ICC has not had an annual general meeting ("AGM") since April 2018.

Litigation History

14. Following the debacle that was the 2018 AGM/election, the applicants decided to exercise our rights under the *Corporations Act* by formally requesting the complete members' registry held by ICC pursuant to s.307 of the *Act*.
15. Our intention was to be able to connect with fellow members to share our concerns with others about the lack of transparency and corporate governance issues. We wanted to be able to encourage a free and fair election for the following year.
16. In December 2018, we each delivered to ICC a letter requesting the members' registry which was supported by an affidavit in accordance with s.307 of the *Ontario Corporations Act* ("s.307 Requests").

² There were significant issues with the way the board handled the 2018 AGM/election. Suffice it to say that this was the main catalyst for why the four applicants ended up initiating this application.

17. According to its lawyer, ICC had **737 members** in December 2018 when we made our s.307 Requests³.
18. The Board refused our s.307 Requests and in so doing caused ICC to breach its statutory obligation. The Board wrongly claimed the Bylaws and PIPEDA prevented it from complying.
19. On June 12, 2019, Soudeh was cross-examined. She was asked whether the Board sought legal advice before refusing to comply with the s.307 Requests. She said she had an informal conversation with a family law lawyer in the community. The Board decided against seeking formal advice from a corporate lawyer because they did not want to incur legal fees⁴. Attached hereto as **Exhibit "C"** is the relevant excerpt from Soudeh's transcript.
20. The Board refused to pay for a proper legal consult with a corporate lawyer and instead caused the organization to incur over \$60,000 in legal fees.

Applicants Forced to Resort to the Court:

21. Despite efforts by us to avoid litigation, the Board forced our hand when they continued to unlawfully refuse our s.307 Requests.
22. We initiated this application in March 2019. We believed that corporate governance and transparency must be adhered to even by the directors of a non-profit community organization. We believed that in Canada, the Rule of Law is paramount and must be upheld as a foundation to any public discourse.

ICC Lawyer #1

23. In March 2019 Gardiner Roberts LLP (Jonathan Nehmetallah) was retained to represent ICC. They were counsel of record until September 2019.
24. Not only were the Directors incurring unnecessary legal fees to fight us in court, they also improperly used ICC's assets (its membership list) to send "notices" intended to create fearmongering among members. They misled members to believe that we intended to

³ This information was relayed to us on June 10, 2019 by counsel for ICC *after* we sued ICC

⁴ Transcript of the cross-examination of Soudeh Ghasemi held June 12, 2019, Pages 31-47

make their personal information public. This was completely false. Attached as **Exhibit "D"** is an example of the false information circulated by the ICC to its distribution list.

25. The Board also actively tried to drop membership counts. They called people to see if they want to withdraw their membership. They disabled reminder notices that were automatically generated to remind folks to renew their membership. They shut down online registration, forcing people to track down either Soudeh or Pouyan and meet in-person to fill out the membership forms.
26. In May 2019, the Board purported to deliver a list to the applicants that only had 91 members, whittled down from 737 in December 2018.
27. The Board continued with its games. On the one hand, in May 2019, they advised, for the first time, that any member could request the members' registry under s.307 which was a clear admission that their initial position about the PIPEDA applying was wrong. On the other hand, the Board refused to turn over to us the members' registry as at December 2018.
28. The Board unreasonably and improperly continued to resist the application incurring further legal fees for the organization and frankly, forcing us to incur substantial legal fees as well.

Global Settlement Reached

29. We compromised our legal entitlement to receive the December 2018 list for what we believed was in the best interest of the members at large, many of whom were dismayed in how the board was handling the AGM and the affairs of the ICC. Indeed, approximately 2000 members signed a petition "ICC Board Does Not Represent Me".
30. We proposed a global settlement conditional on the following four (4) key ingredients:
 - (a) A Joint Statement to be sent to the 737 members to explain the misleading information the Board had disseminated about the applicants' case, their s.307 Requests and a full account of the litigation. It was to further confirm that the Board's position in refusing the s.307 request was wrong and that members' registry cannot be withheld;

- (b) The 2019 AGM and election would be chaired by an agreed upon monitor to be appointed by the court with full and final authority over the entire process and the 2018 December list would be released to the monitor to verify;
 - (c) The Directors shall recuse themselves of any and all matters where the monitor had full and final authority, namely anything relating to membership be it renewal, registration or verification, members motions and candidates eligibility for election; and
 - (d) The December 2018 List was to be released to the monitor and his committee to verify.
31. Two board members who were involved throughout this matter, resigned just before the Minutes of Settlement were to be signed, namely Bijan and Hooman. The conditional settlement was finalized on August 23, 2019. The Minutes of Settlement, a copy of which is attached hereto as **Exhibit "E"** were signed September 6, 2019.
 32. Attached as **Exhibit "F"** is the Order of Mr. Justice Hailey dated September 9, 2019 pursuant to which Marvin Huberman became the court-appointed monitor ("Monitor") with full and final authority to oversee/chair the 2019 AGM and election.
 33. The Monitor's fees were to be paid by ICC. To keep costs down while providing some support for the Monitor, each party selected a member from the community to assist on a volunteer basis. Our representative is Bahram Jalayer. The ICC selected Dorna Mojdami ("Dorna").
 34. Attached as **Exhibit "G"** is Dorna's affidavit sworn September 11, 2019 and filed with the court. Most recently, it has come to our attention that Dorna violated the oath she took. Details are set out below.

ICC Lawyer #2

35. On September 23, 2019, when counsel were to meet for the first time with the Monitor and the two volunteers, Samuel Michaels ("Michaels"), the new lawyer for ICC was in attendance. He took over from Gardiner Roberts as counsel for ICC.

36. How much ICC paid in legal fees to Gardiner Roberts before they ended their retainer has not been disclosed to members. For over a year, we were also kept in the dark about the unpaid legal fees owing. The Directors also failed to report to members how they funded the retainer for the second ICC lawyers.
37. In the past two years, the ICC treasurer has not issued any financial reports to the membership.
38. Last week, for the first time, members learned that ICC owes approximately \$42,000 for unpaid legal fees to its first lawyers. This information can be found in the minutes from the board meeting held September 14, 2020 which were only sent out on October 4, 2020 after our lawyer followed up with ICC's lawyer.

Numerous Court Attendances

39. Post-settlement, the Directors created obstacles and caused delay by continuing to take unreasonable positions that necessitated multiple court attendances.
40. For example, they unreasonably refused to agree that communications from the Monitor to the members be sent in both English and Persian (Farsi).
41. We succeeded in obtaining an endorsement directing bilingual communications to go out to members. Attached is a copy of the endorsement of Justice Hainey dated September 20, 2019 as **Exhibit "H"**.
42. As well, the Directors failed to complete the undertakings from the July cross-examinations thereby necessitating yet another case conference with Justice Hainey in October 2019. His Honour had to set a deadline. A copy of that endorsement is attached as **Exhibit "I"**.
43. At the same court attendance, on the recommendation of the Monitor, Justice Hainey directed that the election would be for all 9 positions on the board and the AGM/election date was fixed for December 8, 2019.
44. On November 5, 2019, an order was made on consent rescheduling the 2019 AGM/election to take place on May 3, 2020. This was, in part, as a result of objections by some of the Directors who did not want their term cut short. A copy of the Order of Hainey J. is attached as **Exhibit "J"**.

AGM Notice Calls for Audited Financial Statements

45. On November 18, 2019, the Monitor issued the AGM Notice. What is significant is that the Monitor called for *audited financial statements* for 2018 and 2019. Attached as Exhibit "K" is the AGM Notice.
46. As early as November 2019, therefore, the Directors knew that they were obligated to retain an auditor and arrange for audited financial statements for 2018 and 2019 for the May 3, 2020 AGM.
47. The Directors took no steps to retain an auditor. Until last week, they made no effort to communicate the dismal state of affairs to the members.
48. The Board did, however, continue to fund Mr. Michaels to object to various matters dealing with the 2019 AGM/election. This led to delay and increased costs.

Monitor's Additional Retainer

49. Due to the COVID-19 pandemic, on March 19, 2019, the Monitor postponed the 2019 AGM/election scheduled for May 3, 2020.
50. In June 2020, the Monitor contacted counsel to advise of his intentions to hold the 2019 AGM/election virtually. Ms. Mahdavian advises and I do believe that the Monitor put Mr. Michaels on notice that he would require a further retainer of \$5000.
51. Attached hereto as Exhibit "L" is an email Mr. Michaels sent on July 10, 2020 wherein, among other things, he proposed for ICC to pay the Monitor *after* the AGM and not before. The Monitor, understandably, declined to accept.
52. Of note is the following statement made by Mr. Michaels:

ICC has extremely limited financial resources and are currently relying on out-of-pocket loans from Board members"

This was the first time that any mention was being made of alleged loans owed to the Directors. This created tremendous concern for us especially since at her cross-examination, Soudeh testified that the board had made "donations" towards the legal fees. Attached hereto as Exhibit "M" is page 130 of the Transcript.

53. Attached hereto as **Exhibit "N"** is Ms. Mahdavian's letter dated August 13, 2020 wherein she drew Mr. Michaels' attention to s.59 of the *Corporations Act* and she sought confirmation from him about the "loans" from the Board members.
54. Attached hereto as **Exhibit "O"** is Mr. Michaels' email response dated August 27, 2020 wherein he states:

To my knowledge, based on what the ICC board has told me, ICC does not have any existing loan with any financial institution or secured debt. The organization has not paid some outstanding legal fees to their former and current counsel which amounts remain payable. In addition, as per last financial statement, there is a balance due to directors for the amount of \$2,250.00 as of December 2017. Lastly, members of ICC have been assisting with its administrative expenses, for which reimbursement at some reasonable time in the future is required as the organization raises funds.

Emphasis added

ICC's lawyer evaded the specific question our lawyer had put to him about the Directors' loans. He sidestepped it by referring to "financial institutions" and referred only to an old 2017 balance of \$2,250 being due to the Directors.

55. The draft unaudited financial statements released last week, however, paint a different picture. They show \$23,508 on the books as loans from the Directors
56. I am advised by Ms. Mahdavian and do believe that s. 59 of the *Act* deals with situations when a non-profit organization has to borrow. It cannot be done without borrowing bylaws and none exist here. At no time did the Directors inform or seek approval from members regarding these so-called Directors' loans.
57. There is even more reason urgency now to have audited statements prepared.

No Transparency

58. When we initiated this application, one of the other heads of relief we sought was the publication of board minutes. ICC is a public corporation and yet this Board has consistently failed/refused to keep its members informed.
59. In July 2020, the Directors had again failed to publish a year's worth of board minutes for the period of August 2019 to July 2020 which was contrary to the terms of the settlement.

60. Ms. Mahdavian followed up. Attached collectively hereto as **Exhibit "P"** are Ms. Mahdavian's letter of July 6, 2020 and the missing board minutes that were posted on the ICC website.
61. In passing, I pause here to note that nowhere in these monthly minutes did the Board address the issue of retaining an auditor though that was on the table since November 2019.
62. On October 1, 2020, Ms. Mahdavian again followed up about missing minutes. This time with Mr. Fridmar, the third lawyer on the file. Attached hereto as **Exhibit "Q"** is Ms. Mahdavian's email.

Verification Report:

63. On July 7, 2020, the Monitor sent the draft verification report to counsel to share with their respective clients. This verification was carried out pursuant to the conditional settlement and it related to the December 2018 Members' list which was at the heart of our application.
64. The review consisted of the AGM committee looking through the records from NationBuilder (which is the main software system for tracking membership registrations) submitted by ICC to verify the 737 members from the December 2018 list. What they found was that out of the total 737 on the list, there was **no record of payment for 161 members including 6 of the board members.**
65. At a minimum, the preliminary findings of the AGM Committee confirm that the Board failed to keep proper records on NationBuilder.
66. Although ICC had months to provide comments about the preliminary verification report, it did nothing and in response to repeated requests by the AGM Committee for all payment records, it claimed it had no further records to share. Indeed, ICC agreed to having the final verification report published by the Monitor on September 30 – this deadline was incorporated in the September 14 Court Order.
67. In another dilatory move, one day before the final verification report was to be published, ICC, through its new (third) lawyer, objected and asked the Monitor for more time to investigate and clarify. For this reason, I have not attached the report here.

68. During this process, we found out that Bijan who resigned from the ICC board in August 2019, has been running interferences. He was copied on emails sent by Dorna. These communications were not only in violation of the oath she took not to communicate with the Board but they also evidence Bijan's involvement even though he resigned from the board in August 2019. Attached hereto as Exhibit "R" are the emails Dorna sent to Souden, Pouyan with a copy to Bijan.

The Auditor:

69. In the summer, failure by the ICC to retain an auditor was again drawn to Mr. Michael's attention. Attached hereto as Exhibit "S" is Mr. Michaels' response dated September 11, 2020 confirming that the ICC had, in fact, retained Raza Husain as auditor. Mr. Michaels did not advise of any difficulty paying for the auditor's retainer nor did the Directors communicate any alleged financial challenges to the members.

Meetings with the Monitor:

70. In August, at the request of the Monitor, Ms. Mahdavian scheduled a case conference for September 14, 2020 with Justice Hainey so an order directing the virtual AGM/election could be granted with a new date to be fixed.
71. I am advised by Ms. Mahdavian and do believe that leading up to that case conference, there were five (5) Zoom Meetings held with the Monitor, namely August 17, 2020, August 27, 2020 September 9, 2020, September 13, 2020 and September 14, 2020. The purpose of these meetings was, among other things, to arrive at a timetable leading up to the virtual AGM including the deadlines for ICC (a) to retain an auditor (b) deliver to the Monitor the audited financial statements and (c) pay the additional retainer for the Monitor and Marcel Mongion, the court-appointed Technical Expert who would run the AGM/election via Zoom and Election Buddy⁵.
72. Ms. Mahdavian further advises and I do believe that at the Zoom Meetings, the concept of a special general meeting (SGM) was specifically addressed when Mr. Michaels advised of ICC's need to fundraise. It was ultimately agreed by counsel that an SGM would

⁵ It was also agreed that the Technical Expert would handle the verification/authentication of the approximately 860 members on the scheduled day of the AGM/election, in order to determine who is a member in good standing and eligible to vote.

contravene the Minutes of Settlement since member verification (to establish quorum) could only be undertaken by the Monitor and his mandate was restricted to the AGM.

73. As such, the language that counsel agreed to for the consent order (paragraph 13) was that ICC would only host an "Information Session" which would be "for the sole purposes of outlining the organization's fiscal position and obligations and to request assistance with its fundraising objectives in respect of the retainer of the Monitor and the Technical Expert."
74. Notwithstanding, two days after the September 14, 2020 Court Order was made, the ICC put out a fundraising call for another potential lawsuit it was facing. The notice, which is attached as Exhibit "T", made no mention of funds being needed for this case.
75. Two (2) days after the September 29, 2020 case conference with the Judge, an SGM was called. The Directors scheduled it for October 31, two (2) days before our motion. I will address this point below.

ICC Breaches the Court Order

76. Pursuant to the September 14 Court Order, made on consent, ICC was obligated to deliver, by September 21, 2020 a letter from the auditor that it had, three weeks earlier hired. The Auditor was to confirm his/her retainer on behalf of ICC to prepare the 2018 and 2019 audited financial statements.
77. On September 22, 2020, the Monitor confirmed to Ms. Mahdavian that he had not received any letter from an auditor for ICC. Ms. Mahdavian then put Mr. Michaels on notice that the ICC was in breach of the September 14 Court Order.
78. On September 23, 2020, Mr. Michaels responded as follows:

According to the ICC board, on Sept 11, 2020, the ICC retained Raza Hussain of WH Partners LLP to complete an audit for the 2019 fiscal year and Mr. Hussein requested a \$2000.00 retainer. On September 13, 2020, you set a revised directive to complete an audit for 2018 and 2019, as affirmed in the order of Sept 14, 2020. Upon informing Mr. Hussain of the revised directive, he requested a \$4000.00 retainer before proceeding. The ICC board has been trying to raise funds independently to cover the additional costs. The board's position is that they have only \$1625 in their bank account as of now. The board has stated that they were expecting a one-time donation to cover the difference for a \$2000.00 retainer, but do not have funds for the revised retainer, and are therefore in the process of trying to privately raise funds for this expense.

(...) I have been informed that the board is in the process of retaining new counsel who would be better positioned to assist the organization through a bankruptcy protection and/or bankruptcy proceeding...

Emphasis added

Attached hereto as **Exhibit "U"** is Mr. Michaels' email. I must draw the court to two point that arise from this email.

(1) There was no "revised directive" by the Monitor. All along the Monitor has demanded audited financial statements for 2018 and 2019 to be prepared for the AGM and this was incorporated in the September 14 Court Order; and

(2) It is clear from Mr. Michael's email that the auditor had been misinformed/misled to believe that only audited statements for 2018 were required even though the Directors were aware, since November 2019, that both 2018 and 2019 had to be audited.

ICC Lawyer #3

79. On September 25, 2020, Daniel Fridmar ("Fridmar") came on the record as the third lawyer to represent ICC in this matter. There has been no explanation by the Board about how they were able to hire a new lawyer but apparently had no money to pay the extra \$2,000 to the auditor.
80. On September 29, 2020 a case conference was held. Justice Hainey scheduled November 2 2020 as the motion date for the applicants to deal with ICC's breach of the September 14 Court Order and the relief they intended to seek personally against the Directors. Attached as **Exhibit "V"** is the court endorsement.
81. Ms. Mahdavian advises and I do believe that at this case conference, Mr. Fridmar did not mention to the Judge that ICC would be calling an SGM. Had he done so, she would have objected to it being held and certainly not until AFTER our motion.
82. The day after the case conference, Mr. Fridmar sent Ms. Mahdavian an email at 2:08 pm with a proposed draft bulletin that he advised ICC would be issuing to the membership by 8pm that night to inform them of two events (1) the Information Session (fundraising) for October 18, 2020 and (2) the SGM "to discuss the future of the organization" for October 30, 2020.

83. Ms. Mahdavian wrote back at 5:36 pm and set out, in detail, all the reasons why ICC should not proceed with the SGM including but not limited to:

(...) Membership verification is a two-step process that requires (a) verification of payment and (b) authenticating ID. For the AGM, part (b) is to be handled and overseen by Marcel Mongeon. This was a point that the parties specifically discussed and agreed and it was incorporated in the September 14 court order.

(...) The board is simply not authorized to call an SGM under the circumstances of this case. To do so would undermine the very essence of the settlement reached and result in a complete waste of the time/effort expended by the court-appointed Monitor. I am certain Justice Hainey will not take kindly to that.

Our lawyer put Mr. Fridmar on notice that if ICC proceeded with the SGM, in breach of its settlement obligations, the applicants would be seeking relief against the Directors. Attached hereto as **Exhibit "W"** is the chain of emails exchanged between counsel regarding the SGM.

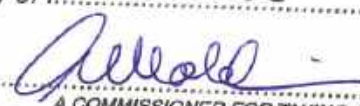
84. Notwithstanding, on October 1, 2020, ICC sent the notice/bulletin regarding the Information Session for October 18, 2020 and the SGM for October 31, 2020. Attached hereto as **Exhibit "X"** is a copy of the bulletin/notice that was sent.
85. On October 4, 2020, ICC sent a further communication to its member, this time attaching, **for the first time in two years**, draft financial statements, copies of which are attached hereto as **Exhibit "Y"**.
86. These unaudited draft financial statements purport to show the organization has \$85,000 in debt of which over \$60,000 are legal fees and \$23,508 are "loans" by the Directors.
87. It is clear that since at least September 2019, ICC has been operating at a loss with over \$40,000 owing to Gardiner Roberts. Yet, at no time in the last year did the Directors ever take any steps to let members know that the organization was in dire straits. In fact, the Directors went on to incur more debt for the organization by hiring a second and now, a third lawyer.
88. They kept members in the dark and just kept creating delay, throwing stones in our way and trying to avoid the audit of their books and records.
89. Not only is the SGM contrary to the conditional settlement but the October 31 date was strategically selected to make the applicants' motion futile.

90. The SGM should not proceed. If it does, any motions that may be carried at the SGM must be set aside.
91. The SGM is purportedly called to discuss the "future of the organization". However, given the havoc wreaked by this Board and the damage they have done, the future of ICC must be left to the next board to determine.

Costs:

92. ICC, by its conduct, necessitated over 10 court attendances in this matter, more than half of which were AFTER the conditional settlement.
93. The applicants chose not to ask for costs at any of these attendances as we did not wish to further burden the organization. However, at this juncture, we are seeking costs, in full. We are asking this Honourable Court to award costs on a joint and several basis against the Directors who have callously driven this organization to the brink of bankruptcy. Attached hereto as Exhibit "Z" is just some of the examples of the Directors' misconduct.
94. What was a simple and straightforward request for the members' registry list was unjustifiably turned into a protracted and expensive litigation by the Directors who put their own personal agendas ahead of the best interest of the organization.
95. The Directors have acted in a manner that is oppressive, unfairly prejudicial to and unfairly disregards the interests of the members who are the true owners of the ICC. They have, for two years, misused the assets of the ICC (its list of members and its funds) to block the democratic rights of members to interact. They unreasonably resisted this court application and piled up debt for this organization, concealed the facts, avoided reporting on the organization's finances and misinformed/misled the members to believe that access to the member registry is the private domain of this Board. This is clearly contrary to what s.307 of the *Corporations Act* contemplates.
96. A strong message from this Honourable Court must be sent. Nobody is above the law in Canada. The Directors should not be permitted to wash their hands off of this by bankrupting ICC after mismanaging its affairs. They all worked in tandem over the past two years. The Directors must be held accountable personally for the losses they created when they acted in breach of the fiduciary duties they owed.

EXHIBIT A

This is Exhibit A referred to in the
affidavit of Babak Payami
sworn before me, this 8th
day of October 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

Court File No. CV-19-00616512-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE)
JUSTICE HAMEY)
MONDAY, THE 14th
DAY OF SEPTEMBER, 2020

BETWEEN:

(Court Seal)

BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI and
SHAYAN MOIN
Applicants

and

IRANIAN CANADIAN CONGRESS
Respondent

APPLICATION UNDER section 332 of the *Corporations Act*, R.S.O. 1990, c. C.38

ORDER

THIS MOTION FOR DIRECTIONS by the parties was heard by the court this day via Zoom videoconference;

ON HEARING the submissions of the lawyers for the parties as well as the submissions of the court-appointed monitor Marvin J. Huberman ("Monitor"),

ANNUAL GENERAL MEETING AND ELECTION

1. **THIS COURT ORDERS** that the 2019 Annual General Meeting ("**2019 AGM**") of the Iranian Canadian Congress ("**ICC**") shall be held virtually and the 2019 election of the board of directors of the ICC ("**2019 Election**") shall be held by on-line voting as a result of the health and safety restrictions in place due to the COVID-19 pandemic.

2. **THIS COURT ORDERS** that the date for the virtual 2019 AGM and 2019 Election is hereby set for Sunday, December 13, 2020.
3. **THIS COURT ORDERS** that the 2019 AGM and 2019 Election shall be held through the use of Zoom videoconferencing software for all communications during the 2019 AGM between the ICC membership, Monitor, and Technical Expert (defined below), with the use of ElectionBuddy voting software to facilitate all required voting at the 2019 Election.
4. **THIS COURT ORDERS** that Marcel Mongeon of Mongeon Consulting Inc., be and is hereby appointed by the court as a technical expert ("Technical Expert") to manage and host the 2019 AGM and the 2019 Election virtually via the Zoom and Election Buddy platforms under the authority and direction of the Monitor. The Technical Expert shall also oversee the process of verifying eligible voters for the 2019 Election.
5. **THIS COURT ORDERS** that the following events shall take place leading up to the 2019 AGM and 2019 Election. The dates set out below may be changed on agreement of the Monitor and counsel, or by further court order:
 - (a) On or before September 21, 2020, ICC shall deliver to the Monitor a letter from the accountant confirming that the accountant has been retained by ICC to prepare the audited financial statements for ICC for the period from January 1, 2018, to December 31, 2019 and any related auditor's report;
 - (b) On or before September 30, 2020, subject to the Monitor's discretion, a summary report from the AGM Committee with respect to the verification of the Member Registry as it existed as of December 9th, 2018, for the purpose of, *inter alia*, verifying the membership list for the upcoming 2019 election (the "Summary Report") shall be published by the Monitor on the ICC website in both English and Persian;
 - (c) On or before October 15, 2020, ICC shall deliver to the Monitor all outstanding information and records requested by the AGM Committee;

- (d) By no later than November 6, 2020, ICC shall deliver to the Monitor the audited financial statements for the period beginning January 1, 2018, until December 31, 2019, and any related auditor's report as well as the President's Report, the Treasurer's Report and any subcommittee reports necessary for the AGM (collectively "AGM Reports"), prepared in English and Persian. The Treasurer's Report shall contain a report on the funds raised by the ICC at the Information Session (defined below) and it shall address any and all donations made to the ICC including donations by the board of directors; and
- (e) By no later than November 23, 2020, the Monitor shall cause to be published the aforesaid audited financial statements, any related auditors report, and the AGM Reports on the ICC website together with the AGM Notice and Agenda.

MONITOR'S POWER

- 6. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the entire process and all matters relating to the 2019 AGM and 2019 Election including, but not limited to, membership registration, renewals, verification, members' motions, the creation of the eligible voting list and the election for the nine (9) vacant positions on the board so as to ensure it is carried out in compliance with the governing legislation and good corporate governance practices having regard to the by-laws of the ICC.
- 7. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the determination of the eligibility of any member with respect to voting in the 2019 ICC Election as well as the determination of the eligibility of any candidate who intends to run in the 2019 Election.
- 8. **THIS COURT ORDERS** that the Monitor is hereby expressly empowered and authorized to do any of the following where the Monitor considers it necessary or desirable:
 - (a) Communicate with the membership of the ICC, by either email or by posting information on the ICC website and the ICC social media outlets for any purpose related to the 2019 AGM and 2019 Election, including, but not limited to:

- (i) notifying members that the 2019 AGM and the 2019 Election shall take place on-line and further notifying members that he shall preside over the 2019 AGM as Chair, with full and final authority to address all matters relating to the 2019 AGM;
 - (ii) issuing the AGM notice and Agenda, in both English and in Persian, which shall be sent a minimum 30 days prior to the 2019 AGM date; and
 - (iii) notifying members what the procedure and regulations for members' motions for the 2019 AGM shall be as well as notifying members what the procedure for proxy voting, if any, shall be at the 2019 Election.
9. **THIS COURT ORDERS** that, subject to the terms of this Order, the 2019 AGM and the 2019 Election shall comply with the ICC by-laws as long as there is no conflict with the *Ontario Corporations Act*.
 10. **THIS COURT ORDERS** that, subject to and in accordance with the Minutes of Settlement, the directors of ICC namely Soudeh Ghasemi, Pouyan Tabasinejad, Babak Amin Tafreshi, Younes Zangiabadi, Saman Tabasinejad, Mohsen Khaniki, Sholeh Khalili and Amir Moazzemi (hereinafter collectively referred to as the "Directors") shall not engage in any activity in relation to the 2019 AGM and the 2019 Election, subject to the delivery of the President's Report, the Treasurer's Report and any other subcommittee report deemed necessary for the 2019 AGM and/or if requested by the Monitor.
 11. **THIS COURT ORDERS** that the Monitor shall prepare his final report to this Court, within fourteen (14) days of the 2019 AGM and the 2019 Election being held, wherein he shall provide a complete account on the 2019 AGM and 2019 Election. The Monitor may opine on whether the 2019 AGM and 2019 Election were held in conformity with the governing legislation having regard to the by-laws of the ICC and practices of good corporate governance (the "Final Report").
 12. **THIS COURT ORDERS** that the appointment of the Monitor shall expire upon the delivery of the Final Report to the satisfaction of this Court.

ICC INFORMATION SESSION FOR FUNDRAISING

13. **THIS COURT ORDERS** that on or before October 31, 2020, the ICC shall call and hold an information session (the "Information Session") for the ICC membership for the sole purposes of outlining the organization's fiscal position and obligations and to request assistance with its fundraising objectives in respect of the retainer of the Monitor and the Technical Expert. The Information Session shall be organized and administered exclusively by the ICC's board of directors who shall act in accordance with the Minutes of Settlement. At the Information Session, there shall be no discussion regarding the subject lawsuit that is before the court. It shall be held through the use of Zoom videoconferencing software and shall accommodate the participation of all the ICC members. The ICC Information Session shall be recorded and the recording of the ICC Information Session shall be published forthwith on the ICC website following the completion of the Information Session. Any and all information and documents to be presented at the Information Session shall be circulated by email to the membership and posted on the ICC website at least fourteen (14) days prior to the Information Session.

DIRECTOR CANDIDATE ELIGIBILITY

14. **THIS COURT ORDERS** that the nominees for election to the ICC board of directors at the 2019 Election shall meet the following eligibility criteria:
- (a) They must have been regular members in good standing of ICC for at least one (1) month immediately proceeding the election, namely, by no later than November 13, 2020, at 5:00 pm EST;
 - (b) They must be twenty-one (21) years of age or older;
 - (c) They must be Canadian citizens;
 - (d) They must have lived in Canada for at least five (5) years in aggregate;
 - (e) They must have not been convicted of a criminal offence; and
 - (f) They must not be an undischarged bankrupt.

PAYMENT OF FEES AND DISBURSEMENTS

15. **THIS COURT ORDERS** that on or before November 13, 2020, the ICC shall pay the Monitor a further retainer of \$5000 + HST and it shall pay the Technical Expert \$3,500 + HST (collectively "Retainer") which Retainer will be held in trust by the Monitor and disbursed out.

LIMITATION ON THE MONITOR'S LIABILITY

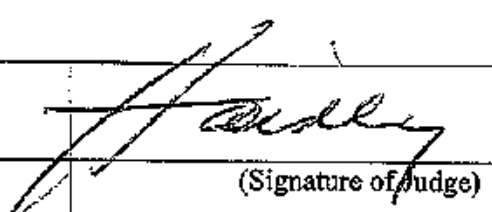
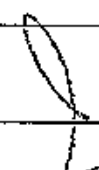
16. **THIS COURT ORDERS** that the Monitor and the Technical Expert shall incur no liability or obligation as a result of their appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on their part. Nothing in this Order shall derogate from the protections afforded to the Monitor and the Technical Expert by any applicable legislation.

FUTURE PROCEEDINGS

17. **THIS COURT ORDERS** that the appointment of the Monitor hereunder shall not in any manner hinder or prevent Mr. Huberman from acting in a future administrative capacity in respect of the ICC, including without limitation, as monitor.

GENERAL

18. **THIS COURT ORDERS** that the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.
19. **THIS COURT ORDERS** that the parties may, from time to time, apply to this Court for advice and directions in respect of carrying out the terms of this order or the Application more generally.

	
(Signature of Judge)	


BABAK PAYAM] et al.	-and-	IRANIAN CANADIAN CONGRESS
Applicants		Respondent
		Court File No. CV-19-00616512-00CL
		<p>ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST</p> <p>PROCEEDING COMMENCED AT TORONTO</p>
		ORDER
		<p>ATOOSA MAHDAVIAN, Barrister 70 Bond Street, Suite 200 Toronto, ON, M5B 1X3</p> <p>Atoosa Mahdavian- LSO #39557M Tel: (416) 369-4485 Fax: (416) 369-4491 E: atoosa@mahdavianlaw.com</p> <p>Lawyers for the Applicants</p>

RCP-E 4C (May 1, 2016)

EXHIBIT B

DONATE

This is Exhibit B referred to in the affidavit of Babak Payami sworn before me, this 8th day of October 2020


A COMMISSIONER FOR TAKING AFFIDAVITS



BY-LAWS

interests of our comNOTE: During the AGM 2018 majority of members of the ICC voted for a number of amendments to the ICC bylaws. The following text is the updated version of the bylaws reflecting the resolutions passed during AGM 2018 for amending the bylaws. Fore more information about the approval of the amendments in AGM 2018 please refer to the final Election Committee report here.

BY-LAWS OF THE IRANIAN CANADIAN CONGRESS

ARTICLE 1. PURPOSE

Iranian-Canadian Congress ("ICC") is a not for profit, non partisan and nonreligious organization that is committed to the Canadian Charter of Rights and Freedoms. The objectives of the organization are as follows:

- To uphold the interests of the Iranian Canadian community and their well being in social, economic, political and cultural spheres.
- To build mechanisms for cooperation between Iranian-Canadians and the Canadian society to promote and strengthen cross-cultural harmony and to advance tolerance, understanding and goodwill among all segments of the multicultural Canadian society.
- To build an environment for participation, and effective engagement of community members and build membership and teamwork to serve the community.
- To assist as a link between various Iranian Canadian communities and organizations dispersed across Canada .

- To identify, present and promote the leaders of the Iranian-Canadian community who can be a voice for the community and to assist them in becoming prominent members of the Canadian society in all levels of civic life including Municipal, Provincial and Federal level.
- To promote and celebrate Iranian culture, values, languages and history and uphold the prestige, dignity and good name and success of Iranian-Canadians and their descendants.
- To channel the resources and aspirations of Iranian-Canadians towards finding their place in the Canadian society and their full integration into the fabric of Canadian civic life.
- To support other public and private organizations that provide community related services to those in need in the Iranian Community.

ARTICLE 2. OFFICES

SECTION 1. Principal office

The principal office of the national ICC for conducting its business will be determined by the board of directors on an annual basis. For the purpose of registration of these by-laws, the principle office of the national ICC is located in Toronto Ontario.

SECTION 2. Change of Address

The location of the ICC's principal office can be changed only by amendment of these by-laws and not otherwise. The board of directors may, however, change the principal office from one location to another within the regions by noting the new address and effective date below, and such changes of address shall not be deemed as amendments to these by-laws.

SECTION 3. Regions

ICC business will be conducted within Canada in 5 distinct geographical regions as follows: Ontario, Quebec, Pacific region (British Columbia , North West Territories, and Yukon Territory), Atlantic region (Nova Scotia, New Brunswick, Newfoundland, Prince Edward Island and Territory of Nunavut), and the Prairies region (Alberta, Manitoba, and Saskatchewan).

ARTICLE 3. STRUCTURE OF THE ICC

SECTION 1. Organizational Structure

The organizational structure of the ICC consists of the National Board of Directors (referred to as ICC board or Board of Directors in the bylaws as well), which is composed of 9 board members.

The Board of Directors of the Iranian Canadian Congress will be considered the National Board of Directors. Any member of the ICC in any city or province in Canada shall have the right to vote for the National Board of Directors through in person voting at the AGM, online voting or through a proxy.

SECTION 2. The Advisory Group

The advisory group of the ICC is formed by experts and professionals, respected members of the community, and one representative of each affiliated member. Experts and professionals and respected members of the community are selected by the board of directors by majority vote. The members of the advisory group can attend the board meetings but cannot vote. The board of directors may consult the advisory group.

ARTICLE 4. BOARD OF DIRECTORS

SECTION 1. Composition

Administration of the ICC is performed at the national level by the national board which is comprised of nine (9) members

SECTION 2. Duties

1. National Directors

It shall be the duty of the national directors to:

- (a) Represent the interest of the members of the ICC across Canada .
- (b) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these by-laws;
- (c) Appoint and remove, employ and discharge, and, except as otherwise provided in these by-laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the ICC;
- (d) Supervise all officers, agents and employees of the ICC to ensure that their duties are performed properly;
- (e) Meet at such times and places as required by these by-laws;
- (f) Register their addresses and contact information with the Secretary of the ICC in order that notices of meetings mailed, e-mailed, or sent via facsimile to them at such addresses shall be valid notices thereof.
- (g) The board of directors shall call meetings of the ICC members at least once a year, for the purposes of conducting business of the membership, conducting board elections and fulfilling the general purposes of the ICC.

SECTION 3. Terms of Office

Each director shall hold office for a 2 year term. Directors who have been elected or appointed to two (2) consecutive terms may not run, be appointed or hold office as a director again for at least two (2) years. Except for the directors elected or appointed during the first 2 years of the ICC's founding, directors must have been a member of the ICC in good standing for at least one (1) year immediately preceding the date of election or appointment (subject to terms outlined in this bylaws about nomination eligibility).

In the first year of the ICC's founding, all 9 director positions will be filled by election, and the five (5) directors elected with the most individual votes shall serve for a two-year term and the remaining four (4) directors will serve for an initial one-year term.

SECTION 4. Compensation

Directors shall serve without compensation and no director shall directly or indirectly receive any profit from his or her position as such; except that they shall be allowed reasonable advancement or reimbursement of expenses incurred in the performance of their regular duties as specified in Section 2 of this Article.

SECTION 5. Place of Meetings of Board of Directors

Meetings shall be held at the principal office of the ICC unless otherwise provided by the board. The officers shall make the arrangements to ensure that conference calls or other teleconferencing equipment is available at all meetings of the board of directors. Participation in a meeting through use of conference calls or other teleconferencing equipment constitutes presence in person at that meeting if all of the following apply:

(a). Each director participating in the meeting can communicate with all of the other directors concurrently.

(b) Each director is provided the means of participating in all matters before the board, including, without limitation, the capacity to propose or to interpose an objection to a specific action to be taken by the board.

(c) The ICC adopts and implements some means of verifying that all persons participating in the meeting are directors of the ICC or are otherwise entitled to participate in the meeting.

SECTION 6. Regular Meetings of the Board of Directors

Directors shall hold meetings no less than on a quarterly basis. At each such meeting the board of directors confirms the date of the next meeting of the board.

SECTION 7. Special Meetings of the Board of Directors

Special meetings of the board of directors may be called by any two directors, and such meetings shall be held at the place, designated by the board of directors. Special meetings of the board of directors may substitute for a scheduled regular meeting of the board.

SECTION 8. Notice of Meetings

Regular and special meetings of the board shall be held upon at least seven (7) days notice to all the board members. This notice shall include the date, time, and location of the meeting and shall be delivered personally or by telephone, e-mail or facsimile.

SECTION 9. Quorum

A quorum for the meetings of the board of directors is 6. Resolutions must be passed by a minimum of 5 board members regardless of the number of board members present at the meeting. No proxy is allowed from absent board members in any of the board meetings.

Except as otherwise provided in these by-laws or in the Articles of Incorporation of the ICC, no business shall be considered by the board at any meeting at which a quorum, as herein defined, is not present, and the only motion which the President shall entertain at such meeting is a motion to adjourn.

When a meeting is adjourned for lack of a quorum, it shall not be necessary to give any notice of the date, time, and place of the adjourned meeting or of the business to be transacted at such meeting, other than by announcement at the meeting at which the adjournment is taken.

The directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of directors from the meeting,

provided that any action thereafter taken must be approved by at least a majority of the required quorum for such meeting or such greater percentage as may be required by law, or the Articles of Incorporation or these by-laws.

SECTION 10. Conduct of Meetings

Meetings of the board of directors shall be presided over by the President or, in his or her absence, by the Vice President of the ICC or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the ICC shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Minutes of the meeting shall be prepared by secretary, or whoever acts as secretary, to be filed and be available for future references.

Meetings shall be governed by rules and procedures to be determined by the board of directors insofar as such rules and procedures are not inconsistent with or in conflict with these by-laws, with the Articles of Incorporation of the ICC, or with law.

SECTION 11. Unjustified Absences

Any board member who has 6 unjustified absences from meetings of the board of directors shall be removed from their position as a board member.

SECTION 12. Vacancies

Vacancies on the board of directors shall exist (1) on the death, resignation or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant office of a director who has been declared of unsound mind by a final order of court, or declared bankruptcy or been found by a final order or judgment of any court to have breached any duty under respected regional or federal Laws.

There is an ongoing obligation on directors to inform the board of directors if they have been or are convicted of a criminal offence. The board of directors may declare vacant office of a director who has been convicted of a criminal offence.

Any director may be removed without cause by the two third majority of votes of general membership at a General Meeting of members.

Any director may resign effective upon giving written notice to the President, the Secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.

Vacancies shall be filled in the following manner:

For the vacancy of a director who is not also an officer, all vacancies shall initially be filled by appointing the runner-up in the immediately preceding election and if such runner-up is not willing or available to accept the appointment, by appointing the next willing and available individual among the unsuccessful candidates in the preceding election with the highest number of votes. Should no such candidate be available or willing to accept the appointment, then within 21 days of the vacancy the members of the board of directors, except the president, may submit names of candidates to fill the vacancy, provided each candidate meets the qualifications for serving on the board. The board president shall, within 30 days of the vacancy, and after consultation with the other officers, appoint one of the submitted candidates to fill the vacancy.

If the term of office of the vacated director has less than one year remaining at the time the vacancy is created, the appointed director shall serve the remainder of the term.

If the term of office has more than one year remaining at the time the vacancy is created, the appointed director shall serve until the earlier of an election to be held at a general meeting following the vacancy, or the term of office of the vacated director expires. The Election Board shall determine the procedures for such an election, and if the vacancy is created with less than 30 days before a scheduled general meeting, may decide to decline to hold an election until a subsequent general meeting.

For the vacancy of a director who is also an officer, the remaining directors shall, within 14 days after the appointment of a director to fill the vacancy, meet to vote to elect a replacement officer from among themselves. Current officers may be elected to the vacant office, but if a current officer accepts the vacated office he or she must vacate his or her current office, which will be filled in the same manner. The person elected to replace the vacated officer shall serve the remainder of the vacated officer's term or until he or she is no longer a director, whichever is earlier.

SECTION 13. Non-Liability of Directors

The directors shall not be personally liable for the debts, liabilities, or other obligations of the ICC.

SECTION 14. Indemnification by ICC of Directors, Officers, Employees and Other Agents

To the extent that a person who is, or was, a director, officer, employee or other agent of the ICC has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment against such person by reason of the fact that he or she is, or was, an agent of the ICC, or has been successful in defense of any claim, issue or matter, therein, such person and their heirs, executors and administrators, and estate

and effects shall be indemnified by the ICC against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim with the permission of the board of directors or sustains a judgment against him or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by the ICC but only to the extent allowed by, and in accordance with the requirements of, federal and provincial laws.

SECTION 15. Insurance for Corporate Agents

The board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the ICC (including a director, officer, employee or other agent of the ICC) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the ICC would have the power to indemnify the agent against such liability under the provisions of the regional/federal laws applicable to non-for-profit organizations.

ARTICLE 5. ELECTION OF BOARD OF DIRECTORS

SECTION 1. Process

Elections for board of directors by the membership will be held annually at a general meeting of the members, as explained in this article. Complementary methods of voting such as electronic methods shall be allowed and such methods will be determined by the board of directors. The board will also determine what mechanism will be used to nominate persons for election and provide a method for absentee voting.

The election process will be carried out online and through General Meeting using the facilities that will be implemented on ICC web site and by video conferencing.

Each member may cast only one vote per candidate but each member may vote for as many as 11 candidates within their region.

SECTION 2. Nomination

Eligibility

The Nominees and directors shall meet the following criteria:

- (a) Except for the nominees at the first meeting of the members, they must have been regular members in good standing for at least one (1) year immediately preceding the election.
- (b) They must be 21 years old or older
- (c) They must be Canadian citizens
- (d) They must have lived in Canada for at least five years in aggregate
- (e) They must have not been convicted of a criminal offence.

Any member of the ICC who holds Permanent Residency status and meets the other eligibility requirements for nomination outlined above shall have the right to run for a position on the Board of Directors. However, nominees who do not hold Canadian citizenship may only be elected for maximum of one position on the board of directors (out of 9). A board member with PR status shall not hold any of the four executive positions on the ICC Board (Executive Roles: President, Vice President, Treasurer, and Secretary).

Nominees must have been regular members in good standing for at least one (1) year immediately preceding the election. A nominee who does not meet the one-year membership eligibility shall have the right to request exemption from this requirement at the General Meeting of members. Such exemption requires the affirmative vote of at least 50%+1 of the members at the General Meeting.

Announcement for Nomination

The board of directors, at least 30 days prior to the election date will send "Invitations to Nominations" to all members with good standing. In addition the Board will create a special nomination section in ICC web site to make this announcement.

Nomination:

Regular Members could nominate themselves or can be nominated by others. However, if nominated by others the nominee should accept and confirm its acceptance by email before nomination closing date. Members have two weeks from the date of announcement to nominate for election. No nomination will be accepted after the nomination closing date.

Announcement of Nomination on the web site

All candidates are required to provide a synopsis of their background and the reasons they want to serve as member of ICC board. This information will be posted on the ICC web site no later than 24 hours after nomination closing date.

SECTION 3. Election Board

The Board will appoint three (3) ICC members as the members of the election board. The members of the election board cannot be a present member of the board of directors or be a candidate or immediate family member of a candidate for the election that they are overseeing. Election board will be in charge of administration of the election process and making the announcements after the election has been concluded.

SECTION 4. Voting

Members can vote once, either through internet or personally at the GM. Internet voting will commence 7 days prior to GM and ends 24 hours prior to GM. Votes registered through internet and personally at the GM will be accounted for and tallied and the result will be announced at the GM and posted on the ICC web site no later than 24 hours from the event.

Facilities should be provided on ICC website for all members to view candidates, presentations and background information and have opportunity to vote electronically.

The Election Board shall post all results on the ICC web site. Candidates should have the possibility of verifying the results of the election.

ARTICLE 6. GENERAL MEETINGS (GM)

All General Meetings of the ICC, annual or special, will be held in parallel at the same time in all cities within a region, or nationally, connected through Video Conferencing.

GMs will be held upon call by board of directors at least once a year. GM may only be held in cities with more than twenty (20) members. Board of directors will send notice of GM to members thirty (30) days in advance.

Members can petition for a Special General Meeting to deal with certain issues of concern. Upon receipt of such a petition signed by at least $(0.2 * N + 40)$ members, where N is the total number of members in the region, board of directors should call for Special General Meeting to be held no later than forty (40) days from the date by which the petition is submitted.

A quorum for GMs shall be 50% for the first 1,000 members and for memberships that are larger than 1,000 members, the quorum shall be 500 for the first 1,000 members and shall be increased by 1 for every 4 members in excess of 1,000.

A quorum for the Special General Meeting shall be 50% of members in good standing or 100 members, the lesser of the two.

The Board of Directors has the right to call for a Special General Meeting with a vote of majority of the Board Members at anytime with a 30-day advance notice

to members.

Except as otherwise provided in these by-laws or in the Articles of Incorporation of the ICC, no business shall be considered at any GM at which a quorum, as herein defined, is not present, and the only motion to be entertained at such meeting is a motion to adjourn and call for a second GM to be held at the same time and location, no later than four (4) weeks from the date of the first GM.

Any number of members present at the second GM will constitute a quorum. In case of change in time or location of the second GM, notice should be sent to members informing them of the event ten (10) days in advance.

ARTICLE 7. OFFICERS

SECTION 1. Number of Officers

The officers of the ICC board shall include a President, a Vice President, a Secretary, and a Treasurer. All officers shall also be board members. The same person may hold any number of offices except that neither the Secretary nor the Treasurer may serve as the President.

SECTION 2. Qualification, Election and Term of Office

Any person who is on the board of directors may serve as an officer of the ICC. Officers shall be elected by the board of directors.

SECTION 3. Subordinate Officers

The board of directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the board of directors.

SECTION 4. Removal and Resignation

The board of directors may, at any time, remove any officer, either with or without cause, by at least six (5) votes. Any officer may resign at any time by giving written notice to Secretary of the ICC. Any such resignation shall take effect at the date of receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

SECTION 5. Duties of President

The President shall be the chief executive officer of the ICC and shall, subject to the control of the board of directors, supervise and direct the affairs of the ICC and the activities of the officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of the ICC, or by these by-laws, or which may be prescribed from time to time by the board of directors. He or she shall preside at all meetings of the board of directors. If applicable, the President shall preside at all meetings of the members. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these by-laws, he or she shall, in the name of the ICC, execute such deeds, mortgages, bonds, contracts, cheques, or other instruments which all shall have been authorized by the board of directors. The President shall be the Spokesperson for the ICC.

SECTION 6. Duties of Vice President

In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these by-laws, or as may be prescribed by the board of directors.

SECTION 7. Duties of Secretary

The Secretary shall:

Certify and keep at the principal office of the ICC the original or a copy of these by-laws as amended or otherwise altered to date.

Keep at the principal office of the ICC or at such other place as the board of directors may determine, an electronic archive as well as hardcopies of minutes of all meetings of the directors, and, if applicable, meetings of committees and of members, recording therein the date, time, and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices, electronically or otherwise, are duly given in accordance with the provisions of these by-laws or as required by law.

Be custodian of the records of the ICC.

Keep at the principal office of the ICC a membership book containing the name and address of each and any members, and, in the case where any membership has been terminated, he or she shall record such fact in the membership book together with the date on which such membership ended.

Exhibit at all reasonable times to any director of the ICC, or to his or her agent, on request therefore, the by-laws, the membership book, and the minutes of the proceedings of the board of directors in compliance with Personal Information Protection and Electronic Documents Act.

The Secretary shall have custody of the seal of the corporation.

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this ICC, or by these by-laws, or which may be assigned to him or her from time to time by the board of directors.

SECTION 8. Duties of Treasurer

Subject to the provisions of these by-laws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the ICC, and deposit all such funds in the name of the ICC in such banks, trust companies, or other depositories as shall be selected by the board of directors.

Receive, and give receipt for, monies due and payable to the ICC from any source whatsoever.

Disburse, or cause to be disbursed, the funds of the ICC as may be directed by the board of directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the ICC's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains and losses.

Exhibit at all reasonable times the books of account and financial records to any director of the ICC, on request therefore in compliance with Personal Information Protection and Electronic Documents Act.

Render to the President and directors, whenever requested, an account of any or all of his or her transactions as Treasurer and of the financial condition of the ICC.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements to be included in any required reports.

Oversee the collection of membership fees.

In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the ICC, or by

these by-laws, or which may be assigned to him or her from time to time by the board of directors.

Article 8. Departments

SECTION 1. Departments

The ICC shall have the following permanent departments and may from time to time form new committees by resolution of the board of directors on temporary basis on demand. Such committees may consist of persons who are not members of the board. All departments/committees should be headed by a director unless otherwise approved by the board of directors. A director cannot head more than two departments/committees.

Appointment of the department and committee heads will be decided by the board of directors unless otherwise determined by these by-laws.

SECTION 2. The Department of Administration and Finance

The Department of Administration and Finance shall consist of the following members: President of the board Two vice-presidents of the board Treasurer of the board Secretary of the board. The Department of Administration and Finance shall meet at least once a month to consider ongoing business matters and shall be responsible for the affairs of the ICC between meetings of the board of directors.

The Department of Administration and Finance shall be accountable, and shall make a full report of its activities, to the ICC board at the beginning of each board meeting.

The Department of Administration and Finance shall also have responsibility for developing a comprehensive two-year plan to be updated yearly, for the direction of ICC operations that shall be subject to the approval of the ICC board.

SECTION 3. The Department of Policy Development

The Department of Policy Development shall have responsibility for policy development on issues identified by the board of directors. This shall involve the establishment of joint committees of non members and members for the development of policy in specific areas and the organization of policy conferences in conjunction with other associations.

The Department of Policy Development shall consist of the following members:
The chair who is a member of the board of directors
The vice-chair
Three other ICC members.

SECTION 4. The Department of Communications and Public Relations

The Department of Communications and Public Relations shall have responsibility for all communications and public relations activities and identified issues. This shall involve the establishment of working committees for the development of communications policy in specific areas and the organization of communications and PR activities for all ICC events.

The Department of Communications and Public Relations shall consist of the following members: (1) The chair who is a member of the board of directors; (2) The vice-chair; and (3) Three other ICC members.

SECTION 5. The Department of Culture

The Department of Culture shall have responsibility for all cultural activities. This shall involve the establishment of working committees for the development of plans and programs for the ICC's cultural events and their implementation.

The Department of Culture shall consist of the following members (1) The chair who is a member of the board of directors; (2) The vice-chair; and (3) Three other ICC members.

SECTION 6. Local Committee

The Board of Directors shall have the right to create Local Committees for each city or province. Each Local Committee shall consist of 10 members.

Local Committees shall have the responsibility to work on issues and priorities identified by the Board of Directors.

The Local Committee shall consist of the following members:

The Chair of the Local Committee, who shall be a member of the Board of Directors residing in the local area (city or province) that the local committee represents. If a board member living in the local area is not available to take the position, the board has the authority to appoint a member of the ICC who resides in the local area as the Chair of the Local Committee.

The Vice-Chair and 8 ICC members who reside in the local area that the Local Committee represents.

SECTION 7. Meetings and Actions of Departments

The departments will meet from time to time as is necessary and shall report to the board of directors concerning the results of all such meetings. The board may fix the time for special meetings of departments. The board may also adopt rules and regulations pertaining to the conduct of meetings of departments to the extent that such rules and regulations are not inconsistent with the provisions of these by-laws.

ARTICLE 9. LOCAL CHAPTERS

SECTION 1. Establishment of Local Chapters

The ICC will establish local chapters as described below:

The board may establish their local Chapters in regions identified in Article 2. The purpose of local chapters is to allow face-to-face interaction of the local members that is not possible otherwise. There should be a minimum of 15 members in each locality to qualify for a chapter. There is no maximum for the number of members in a chapter. A chapter is a geographical area to be determined by the board of directors.

SECTION 2: Organization of Local Chapters

The members of each chapter will choose a member to head the local chapter and coordinate the activities with the board of directors.

SECTION 3: Financial Considerations

Local chapters will need to get confirmation from the board for their eligibility to receive a portion of the membership fees for local activities that are organized on behalf of the ICC.

SECTION 4: Relationship between Local Chapters and ICC Board of Directors

Local chapters should coordinate their activities with the board, as far as it relates to ICC's global objectives and mission. Each local chapter can make arrangements for their local activities in accordance with the ICC and their local circumstances.

ARTICLE 10. EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

SECTION 1. Execution of Instruments

The board of directors, except as otherwise provided in these by-laws, may by resolution authorize any officer or agent of the ICC to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ICC. Such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the ICC by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

SECTION 2. Cheques and Notes

Except as otherwise specifically determined by a resolution of the board of directors, or as otherwise required by law, cheques, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the ICC need to be signed by both the Treasurer and the president of the ICC.

The board of directors may also determine from time to time, by resolution, those documents and financial instruments on which a signature of another officer, in addition to the above is required.

SECTION 3. Deposits

All funds of the ICC shall be deposited to the credit of the ICC in such banks, trust companies, or other depositories as the board of directors may select.

SECTION 4. Gifts

The board of directors may accept on behalf of the ICC any contribution, gift, bequest, or devise for implementing the purposes of the ICC.

ARTICLE 11. CORPORATE RECORDS, REPORTS AND SEAL

SECTION 1. Maintenance of ICC Records

The ICC shall keep at its principal office:

The ICC shall keep all physical documents at its principal office or a safe virtual space for the electronic documents and transfer all documents to the following board of directors within maximum 7 business days upon completion of the elections of the new board of directors. Documents and properties are including financial documents, access information, office access, databases, social media files, audio/video files of the ICC events, if available, as properties of the organization.

Minutes of all meetings of directors, committees and, if the ICC has members, of all meetings of members, indicating the date, time, and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, contracts, receipts, disbursements, gains and losses;

A record of its members, if any, indicating their names and addresses and, membership class held by each member and the termination date of any membership;

A copy of the ICC's Articles of Incorporation and by-laws as amended to date, which shall be open to inspection by the members.

SECTION 2. Corporate Seal

The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the ICC. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

SECTION 3. Directors' Inspection Right

Every director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the ICC in compliance with the Personal Information Protection and Electronic Documents Act.

SECTION 4. Annual Report

The ICC Board of Directors shall present an annual financial report at the Annual General Meeting of the members. If the annual revenue of the organization is more than \$150,000, the ICC Board of Directors shall provide an audited financial statement prepared by an independent auditor. If the annual revenue of the organization in any given fiscal year is less than or equal to \$150,000, the ICC shall hire a Chartered Accountant to prepare the Annual Financial Statements of the organization.

The report shall be presented in the first general meeting of ICC members and shall be available to all directors of the ICC and, if the ICC has members, to any member who requests it in writing.

ARTICLE 12. FISCAL YEAR

The fiscal year of the ICC shall begin on January 1 and end on December 31 in each year.

ARTICLE 13. AMENDMENT OF BY-LAWS

The by-laws of the ICC may be repealed or amended by by-law, or a new by-law relating to the requirements of subsection 155(2) of the Canada Corporations Act, may be enacted by a majority of the national directors at a meeting of the national board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Ministry of Industry has been obtained.

ARTICLE 14. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

No member, director, officer, employee, or other person connected with the ICC, or any private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the ICC, provided, however, that this provision shall not prevent payment to any such person of reasonable compensation for services performed for the ICC in effecting any of its public or

charitable purposes, provided that such compensation is otherwise permitted by these by-laws and is fixed by resolution of the board of directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the ICC. All members, if any, of the ICC shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the ICC, whether voluntarily or involuntarily, the assets of the ICC, after all debts have been satisfied, shall be distributed as required by the Articles of Incorporation of the ICC and not otherwise.

ARTICLE 15. MEMBERS

SECTION 1. Membership

The ICC membership at shall be open to every person who agrees with the ICC by-laws and supports the aims and objectives of the ICC. To this end all individuals aged 14 and over shall be eligible for membership without discrimination based on race, nationality or ethnic origin, color, religion, sex, sexual orientation, age or physical disability, if they are residing in Canada.

Such person shall be admitted to the membership upon complying with all membership requirements of ICC to join, and

Accept the constitution of the ICC and any rules or by-laws passed pursuant to that constitution.

Pay the set minimum annual membership fee for the applicable category of membership. Until the first board of directors is elected the initial annual membership fee is \$10.00 CAD.

Affirm his/her acceptance of the principles outlined in the preamble of ICC constitution in a method determined by the board of directors.

Each member shall be issued a membership card provided by the respective region which he or she has joined. A register of members will be maintained by

the ICC.

There shall be four (4) classes of membership, namely "Regular Member", "Honorary Members", "Youth Members" and "Affiliate Member".

SECTION 2. Regular Members

Regular members shall be minimum 18 years old and shall be:

Entitled to vote in all ICC elections.

Eligible to hold a seat on the board of directors if they are 21 years old or older and meet other nomination eligibility requirements.

SECTION 3. Honorary Members

A person may become an honorary member when she/he:

Has made a significant contribution towards achieving the objectives of the ICC or the Iranian Community at large,

Has been nominated as an honorary member by more than 2 present or past ICC directors; and

Has been approved by the unanimous vote of the sitting board of directors for honorary membership.

The criteria for nominating and approving an individual as an honorary member shall be prepared and approved by ICC board of directors, which once approved in the board shall become the guideline for an honorary member nomination and approval process. An "Honorary member" shall neither be entitled to vote nor be eligible to hold a seat on the board of directors of the ICC. An honorary member may not pay a membership fee.

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SECTION 4. Youth Members

A person may become a youth member if she/he is between 14 and 18 years old. A youth member shall neither be entitled to vote nor be eligible to hold a seat on the board of directors of the ICC.

SECTION 5. Affiliate Organizations

A current or future organization may be eligible to become an affiliate member of the ICC if:

1. It is a registered non-for-profit or charitable organization in Canada ;
2. It has expressed a genuine interest in the ICC and its objectives;
3. Its goals and objectives do not contradict with those of the ICC;
4. Its nomination has been approved by the board of directors;

The ICC board of directors reserves the right to decline or terminate such affiliation at any point in time by two third (2/3) majority vote.

SECTION 6. Term

The term of membership for regular, youth and affiliate members shall be for one (1) year and will be renewed at the beginning of each year upon payment of the annual dues. A member can withdraw its membership by providing written notice to the secretary of the board of directors.

ARTICLE 16. DONATIONS

SECTION 1. Donations in excess of \$10,000.00

All donations shall be known to the treasurer and the board of directors. Any donation greater than \$10,000.00 must be disclosed by the board to the members. This disclosure must include the amount of the donation and the name of the donor.

SECTION 2. Donations from non-Canadian governmental authorities

The ICC is prohibited from receiving donations in any amount and in any form from any non-Canadian governmental authority.

ARTICLE 17. DISSOLUTION

Upon the dissolution or winding down of the ICC or its offices, its assets remaining after payment, or provision for payment, of all debts and liabilities of the ICC shall be distributed to other regions proportionately based on the number of members to be distributed amongst the members or to a charitable organization which is organized and operated exclusively for Iranian community purposes.

Code of Conduct

Click here to download the code of conduct. The code of conduct has been prepared based on earlier version adopted by the ICC Board initially in 2008, later unanimously approved by the board of directors in June 2017 and then adopted by decisive majority vote of the ICC members during AGM 2018. The Code of Ethics and Code of Conduct allows us to ensure a safe, ethical and professional environment for all individuals working at the ICC while working for the community.

About Us

The Iranian Canadian Congress is a non-profit, non-partisan and non-religious organization established in 2007 to represent the interests of Iranian-Canadians and encourage their participation in Canadian society.

[READ MORE](#)

EXHIBIT C

1 A. Yes.

2 121 Q. Did you, when you received these Affidavits,
3 go speak to a lawyer?

4 A. Yes.

5 122 Q. Who did you speak to?

6 A. I can't really say.

7 MR. NEHMETALLAH: I think that's subject to
8 privilege.

9 MS. MAHDAVIAN: No, it's not. The identity of
10 the lawyer is not. I'm not asking her to tell me what
11 advice she got.

12 BY MS. MAHDAVIAN:

13 123 Q. Who did you speak to?

14 MR. NEHMETALLAH: Was it the corporate lawyer?
15 Was --

16 MS. MAHDAVIAN: Okay, don't help her, please.

17 BY MS. MAHDAVIAN:

18 124 Q. Who did you speak to?

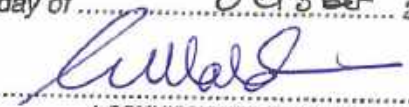
19 She said she spoke to a lawyer.

20 A. I spoke to a lawyer.

21 125 Q. Yes. Whose name is...?

22 A. That was done... The conversation was done
23 informally. The consultation was informal.

24 126 Q. I'd like the identity of the lawyer. I don't
25 care about the informality of it. I'd like to know who

This is Exhibit C referred to in the
affidavit of Babak Payami
sworn before me, this 8th
day of October 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

1 you spoke to.

2 A. I would like not to answer that. I think
3 that's privileged.

4 127 Q. It's not privileged, Soudeh, and if it is,
5 your lawyer will take that position.

6 MR. NEHMETALLAH: We'll undertake to provide the
7 answer if --

8 MS. MAHDAVIAN: I'd like to know today because
9 I'll have a lot of questions.

10 BY MS. MAHDAVIAN:

11 128 Q. Who is it?

12 She knows.

13 Don't look at your lawyer. It's a really simple
14 question. Who did you speak to?

15 MR. NEHMETALLAH: Counsel, she doesn't -- she's
16 clearly not answering. We'll undertake --

17 BY MS. MAHDAVIAN:

18 129 Q. Was it Bandrew Zomizgar (ph.)?

19 A. No.

20 130 Q. Okay. So who did you speak to?

21 A. I believe I need consultation from you to
22 figure it out --

23 MR. NEHMETALLAH: We will undertake --

24 THE DEPONENT: -- if it's privileged.

25 MS. MAHDAVIAN: No, no, no.

1 MR. NEHMETALLAH: Counsel, she's not going to
2 answer. We're just going to go in circles here. I think
3 it can be --

4 BY MS. MAHDAVIAN:

5 131 Q. Why are you not answering?

6 A. Because I need consultation. I believe
7 that's privileged and --

8 132 Q. It's not privileged. If it was privileged,
9 your lawyer would say privileged, we're not answering.
10 The identity of the lawyer you spoke to is highly
11 relevant.

12 MR. NEHMETALLAH: Well, I'm going to assert
13 privilege right now, and if we reconsider, we'll
14 undertake to provide the answer.

15 --- REFUSAL

16 BY MS. MAHDAVIAN:

17 133 Q. When did you speak to this unidentified
18 lawyer?

19 A. I have to confirm the date. It would be two
20 days or the same days that I received the Affidavit.

21 134 Q. The first Affidavit?

22 A. The first Affidavit.

23 135 Q. And did you go back to the same lawyer when
24 you received the other four supplementary Affidavits, the
25 other three Affidavits?

1 A. No.

2 136 Q. Okay. As a result, did you receive any
3 advice? You said it was an informal communication. Did
4 you receive any advice?

5 A. It wasn't an official advice so I'd prefer to
6 keep that.

7 137 Q. I'm not asking what the advice was but did
8 you receive any advice, any direction?

9 A. Yes.

10 138 Q. Yes?

11 A. Yes.

12 139 Q. All right. Why is it that you did not
13 officially retain a lawyer on behalf of ICC? These were
14 legal requests being made; correct?

15 A. Yes. The organization is a volunteer-based
16 organization with limited resources.

17 140 Q. And it had just been served with Affidavits.
18 So you didn't think it was appropriate to get formal
19 legal advice so that ICC would be acting based on its
20 legal obligations?

21 A. I believe we did everything in our best
22 ability to respond to those. I have reached out to the
23 Privacy Act Commissioner.

24 141 Q. And we'll get to that because I would like to
25 know your conversation.

1 But so beyond that informal communication with
2 the lawyer you're refusing to identify, was there any
3 other lawyers you spoke to?

4 A. No.

5 142 Q. No?

6 A. No.

7 143 Q. Just the one single communication?

8 A. Yes.

9 144 Q. Did anyone else at the board speak to any
10 other lawyers, to your knowledge?

11 A. Not as far as I'm aware.

12 145 Q. All right. So by way of undertaking, and I
13 guess you've now refused, I would like the identity of
14 the lawyer that Soudeh has referred to that she sought
15 informal advice from. And if you're refusing to tell me
16 why, I'd like to know why, because that lawyer wasn't
17 retained and apparently didn't give formal advice, so
18 there's no privilege attached.

19 MR. NEHMETALLAH: It's right now refused and
20 we'll provide the rationale through written response.
21 --- REFUSAL

22 MS. MAHDAVIAN: And if you can please also make
23 inquiries of the board members if they also spoke to any
24 lawyers that maybe Soudeh is not aware of.

25 MR. NEHMETALLAH: We can undertake to do that.

68

1 MS. MAHDAVIAN: Yes, please.

2 BY MS. MAHDAVIAN:

3 191 Q. Was Pouyan the secretary as of that date?

4 A. Yes.

5 192 Q. And the minutes refer to your consultation
6 with lawyers. Did you have more than one consultation?

7 A. No.

8 193 Q. And was this lawyer a friend of yours?

9 A. I can't call her a friend.

10 194 Q. You can call her friend? So it's a female?

11 A. No. Oh, sorry. Repeat your question.

12 195 Q. The lawyer that you consulted with and
13 informally sought advice, male or female?

14 A. Female.

15 196 Q. And is this a friend of yours?

16 A. No.

17 197 Q. And are they a corporate lawyer?

18 A. No.

19 198 Q. What's their practice area?

20 A. I can't provide that. I don't know.

21 199 Q. Are you serious? You don't know or you don't
22 want to say? Did you not think it's important to speak
23 to someone who does corporate law? Did you just speak to
24 a family law lawyer or something?

25 A. I have to clarify that.

1 200 Q. What part of it?

2 MR. NEHMETALLAH: Counsel, I don't think she's
3 aware of what the lawyer practiced --

4 MS. MAHDAVIAN: I don't think that's what she
5 says.

6 THE DEPONENT: I'm not aware of her practice.

7 BY MS. MAHDAVIAN:

8 201 Q. I'm sorry?

9 A. I'm not aware of her practice, specific
10 practice.

11 202 Q. So how did you decide who to speak to? How
12 did you determine who to speak to even on an informal
13 basis?

14 A. Someone who had legal background.

15 203 Q. Did you think it's relevant that the person
16 knows about corporate law?

17 A. Could you clarify that?

18 204 Q. What part of it don't you understand, Soudeh?
19 It's a really, really simple question.

20 Do you understand that this was a request
21 pursuant to the Corporations Act?

22 A. Yes.

23 205 Q. Did you think it's relevant to speak to
24 someone who actually practices in the area of corporate
25 law?

1 A. Yes.

2 206 Q. And does the individual you spoke to, does
3 she practice corporate law?

4 A. No.

5 207 Q. Was it Sadie Etemad? I think it was, wasn't
6 it?

7 A. Yes.

8 208 Q. All right. She's a family law lawyer. Okay?
9 Now, where -- when did you speak to the Privacy
10 Commissioner?

11 A. December 20th.

12 209 Q. December 20th. You personally called?

13 A. Yes.

14 210 Q. And who did you speak to? What's the name of
15 the individual?

16 A. I don't have the name of the individual. It
17 was the representative from commissioner.

18 211 Q. Do you have notes from that conversation?

19 A. I have the record of it.

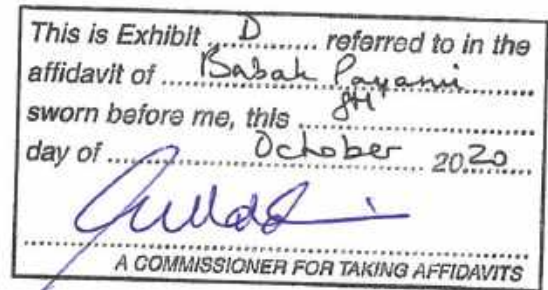
20 212 Q. From?

21 A. The -- sorry, what do you mean by "notes"?
22 Like my personal notes?

23 213 Q. Well, you called, presumably, to get some
24 guidance; yes?

25 A. Yes.

EXHIBIT D



Update From the ICC Board

From: Iranian Canadian Congress (info@iccongress.ca)

To: shayanmoin@yahoo.com

Date: Friday, March 29, 2019, 4:36 PM EDT

Dear Members of the Iranian Canadian Congress,

Over the last few days we have have been contacted by many ICC members regarding the legal application that was launched by 4 members against the ICC to obtain the membership list of the organization, including the personal contact information of members.

The Board of the ICC understands that many members are concerned over this matter and do not want their private information shared. We fully grasp the unique realities of the Iranian diaspora and why these realities mean that many members want their information kept private and confidential. The board believes that as per the bylaws of the ICC the information of members should be kept private and confidential. We are currently reviewing the application and determining how to best proceed with the assistance of counsel.

The ICC Board respects the judicial process and the rights of these 4 members to engage in this legal application. We appreciate that many members are displeased over the prospect of their membership information being made public and want to discuss this important case; indeed, such conversation and engagement among members is healthy and a sign of a vibrant community and a vibrant ICC. However, we encourage members to do their best to see that such conversations occur in the spirit of civility and respect for the judicial process and legal rights of the concerned individuals.

We also wish to assure our membership that these developments have not hampered our ongoing activities; we will continue to fight for our community's priorities, whether that is preparing for the upcoming Federal Election or helping raise money for the victims of the tragic flooding which has happened recently in Iran.

Please stay tuned for further developments from the ICC Board regarding this issue. We thank you for your continued support.

Sincerely,

Board of Director

Iranian Canadian Congress (ICC)

==

Iranian Canadian Congress · 45 Sheppard Ave E, Unit 900, Toronto, ON M2N5W9, Canada

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Important Notice to ICC Members

From: Iranian Canadian Congress (info@iccongress.ca)

To: shayanmoin@yahoo.com

Date: Saturday, March 23, 2019, 10:13 PM EDT

Dear Members of the Iranian Canadian Congress (ICC),

On March 21st, 2019, our office received a notice from the attorney of 4 members of the ICC that they had begun court proceedings to obtain the complete membership list of the organization, including the contact information of members. Our first court appearance is scheduled for this coming Tuesday, March 25th at the Ontario Superior Court of Justice.

We believe that it is our duty to inform you that these proceedings are taking place. The Board of Directors of the ICC is committed to protecting your privacy and will do everything in its ability to prevent your information from being shared without your explicit consent.

It has been the longstanding policy of the ICC to safeguard the private information of our members. Because of the special importance of privacy to the Iranian-Canadian community, this board as well as previous boards have taken every possible step to ensure that privacy of our members is paramount. Further, according to the bylaws of the ICC it is our duty to protect information of our members in compliance with the federal privacy legislation known as PIPEDA, which states that no individual's information should be shared without the explicit consent of that individual.

We are currently in the process of retaining legal counsel and will keep you informed about any developments.

We understand that you may have questions about this case. We encourage you to direct such questions to info@iccongress.ca and we will attempt to answer them as quickly as we can and with consideration that this is an ongoing case.

We are also planning in-person consultation meetings with our membership about this issue, so please stay tuned for future communications.

Sincerely,

Iranian Canadian Congress

<http://www.iccongress.ca/>

==

Iranian Canadian Congress · 45 Sheppard Ave E, Unit 900, Toronto, ON M2N5W9, Canada

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EXHIBIT E

This is Exhibit E referred to in the
 affidavit of Babak Payami
 sworn before me, this 8th
 day of October 2020

 A COMMISSIONER FOR TAKING AFFIDAVITS

Court File No. CV-19-00616512-00CL

**ONTARIO
 SUPERIOR COURT OF JUSTICE
 COMMERCIAL LIST**

BETWEEN:

BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI and
 SHAYAN MOIN

Applicants

and

IRANIAN CANADIAN CONGRESS

Respondent

APPLICATION UNDER section 332 of the *Corporations Act*, R.S.O. 1990, c. C.38

MINUTES OF SETTLEMENT

WHEREAS the Iranian Canadian Congress (the "ICC") is a non-profit organization governed by the *Corporations Act*, R.S.O;

WHEREAS Babak Payami, Kamnoosh Shahabi, Mehrdokht Hadi and Shayan Moin (hereinafter collectively referred to as the "**Applicants**") initiated an application on March 19, 2019 pursuant to Section 332 of the *Corporations Act*, R.S.O. seeking, *inter alia*:

- a) an order compelling the Respondent, the ICC, to provide the Applicants with all current information of ICC members including names, addresses, phone numbers and email addresses of members ("**registry**"), as maintained by the ICC and in particular, the complete members' registry as at April 29, 2018 being the date of the last ICC Annual General Meeting ("**2018 AGM**") and election of the board of directors;

-2-

b) in addition or in the alternative, an order compelling the ICC to forthwith provide the complete members' registry as at December 2018 being the date of the request made by the Applicants pursuant to section 307 of the *Corporations Act*, R.S.O. 1990 ("Act");

c) a declaration that ICC and its directors have committed an offence under s.307(5) of the Act by failing to provide the Applicants, with the members' registry maintained by ICC;

d) an order that ICC provide access to all minutes recorded by the Secretary of ICC since the 2018 AGM, authorizing all actions taken by the organization enumerating all powers delegated to officers and summarizing all discussions held; and

e) an order for directions regarding timetabling, etc.

WHEREAS on April 6, 2019, a court-ordered timetable was set pursuant to which

a) the ICC delivered its Responding Application Record on May 22, 2019;

b) the Applicants delivered their Reply Application Record on May 29, 2019; and

c) the hearing of the Application was scheduled to be heard on July 15, 2019.

WHEREAS on May 19, 2019, the ICC, through counsel, delivered a list with the name and contact information of 91 members ("**May 19 List**") to the Applicants;

WHEREAS on June 10, 2019, the ICC, through counsel, advised that as at December 9, 2018, the Members Registry had 737 members ("**December 9 List**") but did not produce the December List to the Applicants;

WHEREAS on June 12, 2019, Soudeh Ghasemi, the President of ICC was examined as a witness on a pending application and Mehrdokht Hadi was cross-examined on her affidavit. Whereas on June 13, 2019, Pouyan Tabasinejad, the Vice President/Secretary of ICC and Shayan Moin were cross-examined on their affidavits (collectively referred to as "Examinations");

WHEREAS following the cross-examinations, the parties, through counsel, entered into discussions to reach a global resolution; and

WHEREAS on June 26, 2019, the court ordered that, on consent, the ICC would deliver to the Applicants all minutes of directors' meetings and subcommittee meetings on or before July 5, 2019 (collectively the "Minutes") which it did deliver.

WHEREAS on June 27, 2019, the parties reached an agreement, in principle, to globally resolve matters,

WHEREAS on consent, on July 10, 2019, the court adjourned the return date of the Application from July 15, 2019 to September 19, 2019 to allow the parties to finalize the settlement/resolution reached between them;

WHEREAS on July 30, 2019, ICC, through counsel, advised that it was not prepared to retain Linda Godel, the proposed agreed upon monitor and that ICC intended to move forward with calling the Annual General Meeting (AGM) for Sunday September 15, 2019;

WHEREAS on July 31, 2019, the court arranged to have the Application moved from September 19, 2019 to be heard on September 9, 2019 and the court ordered a timetable with respect to the completion of undertakings and delivery of factums;

WHEREAS on July 31, 2019, the parties again reached an agreement in principle with new/additional terms including the agreement to retain Marvin Huberman as the court-appointed monitor, to fully fund his retainer, to complete the answers to all undertakings given at the Examinations by August 16, 2019 and to allow the parties to prepare their respective positional letter to be sent out by the monitor upon the settlement being finalized;

-4-

WHEREAS settlement negotiations broke down again on August 16, 2019 in respect of the draft position letter prepared by ICC;

WHEREAS on August 23, 2019, the parties reached a final settlement with the parties agreeing to one joint statement being sent out by the monitor to the ICC membership upon the settlement being concluded and all other terms remaining the same.

NOW THEREFORE the parties agree to settle this proceeding on the following terms:

1. On consent, an interim and interlocutory order of the court, in the form attached as **Schedule "A"** shall be granted dealing with the appointment of an independent monitor, more particularly described below;
2. Upon the parties signing the minutes of settlement, on consent, the attached joint statement, pre-approved by counsel and attached as **Schedule "B"** ("**Joint Statement**") shall be published. The independent monitor, defined below, shall send an email to the ICC membership, specifically the December 9 distribution list, where, among other things, he shall attach the Joint Statement and direct the recipients to the ICC website where a link to the records filed at court ("**Court Records**") will also be made available. The Joint Letter shall also be posted by ICC through its social media platforms and channels;
3. ICC understands and agrees that it shall not publish any other statement relating to this matter other than the Joint Statement and in any event, not without its counsel reviewing same and not without written notice being provided to counsel for the Applicants.

4. The parties hereto understand that they are at liberty to publish the aforesaid Joint Letter beyond the aforementioned email being sent out by the independent monitor.

2019 AGM COMMITTEE

5. Upon the signing of these minutes of settlement, a committee shall be formed (the “**2019 AGM Committee**”) for the purpose of the 2019 Annual General Meeting and 2019 Election. The 2019 AGM Committee shall oversee the 2019 AGM and all matters related to the AGM including but not limited to membership registration and renewals, members’ motions, election for vacant positions on the board. The 2019 AGM Committee will be comprised of three members:

- (a) **Marvln J. Huberman, LL.B., LL.M., FCIArb., FAIADR**, who, on the agreement of the parties, shall be appointed by court order to act as the independent monitor with full and final authority on all matters relating to the 2019 AGM/elections and shall chair the 2019 AGM (the “**Independent Monitor**”) and two volunteer members of the public (“**Volunteer Members**”);
- (b) One of whom may be a member of the ICC, selected by the ICC and appointed by the court;
- (c) One of whom may be a member of the ICC, selected by the Applicants and appointed by the court. The volunteer member of the public selected by the Applicants shall not include any of the following individuals:
 - (i) **Shahram Tabe Mohammadi**;

-6-

- (ii) Kaveh Shahrooz;
- (iii) Kavous Soofi Siavosh;
- (iv) Mehdi Shams
- (v) Anoosh Salahshoor

6. The two Volunteer Members of the 2019 AGM Committee, namely **Sadaf Etemad Rezaei aka Sadie Etemad** and **Bahram Jalayer** shall provide a sworn affidavit, in a form acceptable to counsel, indicating the following:

- (a) All information, data, documents, agreements, files and other materials provided to the 2019 AGM Committee, including, but not limited to, any membership list of the ICC, is confidential information ("**Confidential Information**");
- (b) The 2019 AGM Committee shall treat the Confidential Information confidentially and use the same efforts to protect the confidentiality of the Confidential Information as it uses to protect its own confidential information;
- (c) The 2019 AGM Committee shall not use the Confidential Information for any purpose other than to perform the roles and functions of the 2019 AGM Committee; and,
- (d) The 2019 AGM Committee shall not disclose the Confidential Information to any person, except where required by applicable laws or regulations or by any court order, however, the Volunteer Members shall be permitted to consult with and seek input from their respective groups regarding the voting process including proxy verification, etc..

-7-

7. Upon the signing of the minutes of settlement, the 2019 AGM Committee shall be given access to the Membership Registry as it existed as of December 9th 2018 by counsel for the ICC for the purpose of, *inter alia*, verifying the membership list for the upcoming 2019 election.
8. The 2019 AGM Committee shall be dissolved upon certification by the Independent Monitor in his report to the court that the 2019 AGM was successfully completed which report is accepted by the court.
9. The Independent Monitor shall have the full and final authority to:
 - (a) Communicate with the membership in order to (a) introduce himself and (b) call the AGM. For greater clarity:
 - (i) The Independent Monitor shall communicate in writing by sending an email to the **December 9 List**
 - (ii) For those members who have not provided ICC with an email address, the method of communication shall be regular letter mail
 - (iii) The Independent Monitor shall also describe his appointment by the court, introduce the volunteer members of the 2019 AGM Committee and explain the mandate of the 2019 AGM Committee including the fact that it shall administer the membership registry, create and maintain the eligible voting list and supervise the election. The Independent Monitor shall invite members to renew/join as members, provide details regarding the AGM and he shall notify members that he shall chair the AGM with full and final authority to address all matters relating to the AGM.

-8-

- (b) Schedule the AGM (including date/venue) and issue the written notice to be sent to all ICC members which notice pursuant to the by-laws shall be a minimum 30 days prior to the AGM date;
- (c) Deal with the renewal of expired members and the registration of new members during the mandate of the Independent Monitor. For greater clarity:
 - (i) The ICC shall provide the Independent Monitor exclusive access to the ICC's NationBuilder administrative account in order to facilitate communication with members and in order to maintain the membership registry. The Independent Monitor shall be the only member of the 2019 AGM Committee to have access to the ICC's NationBuilder administrative account. The Independent Monitor shall change the password to the NationBuilder administrative account upon being given access. Pouyan Tabasinejad, in the presence of counsel for the parties, shall give an introductory lesson to the Independent Monitor so that the Independent Monitor may be able to effectively utilize the NationBuilder administrative account;
 - (ii) The 2019 AGM Committee's two volunteer members shall not have access to any NationBuilder account of the ICC whatsoever;
 - (iii) The 2019 AGM Committee shall be responsible for the implementation of and monitoring of the reinstatement of the ICC on-line membership renewal and registration process including verification of identity and membership qualification of renewed and/or new members during the Relevant Period;
 - (iv) The 2019 AGM Committee shall be responsible for setting up the procedure and regulations for members' motions for the AGM;

-9-

- (v) The 2019 AGM Committee shall be responsible for administering the AGM; and
 - (vi) The 2019 AGM Committee shall comply with the ICC by-laws as long as there is no conflict with the Act.
- (d) Deal with the 2019 Election and process. For greater clarity:
- (i) The Independent Monitor shall be the full and final authority over the entire process and all matters relating to the AGM including but not limited to membership registration, renewals, verification, members' motions, the creation of the eligible voting list and the election for vacation positions on the board so as to ensure it is carried out in compliance with the governing legislation and good corporate governance practices having regard to the by-laws of the ICC and to chairing the AGM.
 - (ii) Without limiting the generality of the foregoing:
 - (1) the Independent Monitor shall be the full and final authority over the determination of the eligibility of any member with respect to voting in the 2019 ICC Election;
 - (2) The Independent Monitor shall be the full and final authority over the determination of the eligibility of any candidate for 2019 Election; and,
 - (3) The Independent Monitor shall be the full and final authority over the process and procedure of the 2019 election including the rules and procedures regarding proxy voting;
 - (4) The Independent Monitor shall be the full and final authority over the process and procedure of the 2019 AGM including the rules and procedures regarding members' motions;

-10-

- (5) There shall be no on-line voting for the 2019 Election.
 - (e) Preside over the 2019 AGM as chair.
 - (f) Prepare the final report to the court, within 10 days of the 2019 AGM wherein he shall provide a complete account on the 2019 AGM and 2019 Election to the court and opine on whether they were held in conformity with the governing legislation having regard to the by-laws of the ICC and practices of good corporate governance (the "Final Report").
10. The Independent Monitor's fees shall be paid for by the ICC. The two volunteer members of the 2019 AGM Committee shall work on a *gratis* basis.

THE ROLE OF THE ICC BOARD OF DIRECTORS

11. The ICC board of directors shall recuse themselves of any and all matters where the 2019 AGM Committee shall have full and final authority during the Relevant Period. Without limiting the generality of the foregoing, the ICC board of directors shall recuse themselves of all decisions relating to membership renewal or registration, the 2019 Election, and the 2019 AGM. In particular, upon the signing of the minutes of settlement, the ICC board of directors shall have no involvement, whether directly or indirectly, in the process until the Independent Monitor's final report, defined herein, shall be accepted by the court. Subject to the limitations set out herein, the ICC board of directors may continue its normal activities related to the day-to-day operations of the ICC.
12. The individual members of the ICC board of directors may advocate for any position, motion, or candidate in relation to the 2019 Election and 2019 AGM. Any such advocacy

-11-

shall be done in a manner that clearly states that it is done in the individual's personal capacity and not in their capacity as an ICC board of director. Similarly, the Applicants may advocate for any position, motion, or candidate in relation to the 2019 Election and 2019 AGM.

13. The Secretary and Vice President of the ICC Pouyan Tabasinejad shall have non-administrative access to the ICC NationBuilder account in order to fulfill the duties required of the office and to carry out the normal functions of the organization. The limitations of Pouyan Tabasinejad's account are attached as **Schedule "C"**.

WITHDRAWAL OF THE APPLICATION

14. The Applicants shall withdraw the Application as against the ICC on a without costs basis, in the event that:
 - (a) The court, having regard to the Final Report, is satisfied that the 2019 Election and 2019 AGM were held in conformity with the governing legislation having regard to the by-laws of the ICC and practices of good corporate governance.
 - (b) In the event any issues or concerns are raised during the process or in the final report, the parties shall be at liberty to seek directions of the court at any time on any issue.

FULL AND FINAL RELEASE

15. The Applicants and the ICC shall exchange a full and final release releasing each other from any and all liability in respect to the matters at issue in the Application;

-12-

16. These minutes of settlement shall be governed by and construed and interpreted in accordance with the laws of the Province of Ontario;
17. The Applicants and the ICC hereto agrees to sign or execute all such other documents and do such other things as may be necessary for more completely and effectively carrying out the terms and intentions of these minutes of settlement;
18. These minutes of settlement may be executed in any number of counterparts, each of which when so executed and delivered shall be deemed an original, but all of which counterparts together shall constitute one agreement. Counterparts may be executed in facsimile or electronic form, and each facsimile or electronic form when so executed shall be deemed for all purposes to be an original;

DATED at Toronto , this day of September 2019

Witness

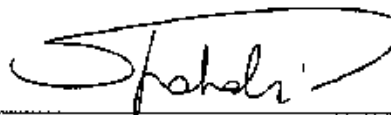
Babak Payami



DATED at Toronto , this day of September, 2019

Witness

Kamnoosh Shahabi



-13-

DATED at Toronto , this day of September, 2019

Witness

Mehrdokht Hadi
Mehrdokht Hadi

DATED AT , this day of September, 2019

Witness

Sh. Moin
Shayan Moin

DATED AT TORONTO, ONTARIO this 28th day of September, 2019

IRANIAN CANADIAN CONGRESS

Per:

Soudeh Ghasemi, President
(I have authority to bind the corporation)

-13-

DATED AT , this day of September, 2019

Witness

Shayan Moin

DATED AT TORONTO, ONTARIO this 6th day of September, 2019

IRANIAN CANADIAN CONGRESS



Per: _____

Soudah Ghasemi, President
(I have authority to bind the corporation)

EXHIBIT F

This is Exhibit F referred to in the affidavit of Babak Payami sworn before me, this 8th day of October 2020

[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

Court File No. CV-19-00616512-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE

JUSTICE

HANLEY

)
)
)

MONDAY, THE NINTH

DAY OF SEPTEMBER, 2019

BETWEEN:



BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI and SHAYAN MOIN

Applicants

and

IRANIAN CANADIAN CONGRESS

Respondent

APPLICATION UNDER section 332 of the *Corporations Act*, R.S.O. 1990, c. C.38

ORDER

THIS MOTION, by the Respondent, Iranian Canadian Congress ("ICC"), on consent of all the parties, for an order appointing Marvin J. Huberman ("Huberman") as monitor of the 2019 Annual General Meeting and the corresponding election of the vacant seats for the board of directors of the Iranian Canadian Congress, was heard this day at the court house, 330 University Avenue, 9th Floor, Toronto, Ontario, M5G 1R7.

ON READING the affidavit of Aaron Pearce sworn September 9, 2019 and the exhibits thereto and on hearing the submissions of the lawyer(s) for the parties,

APPOINTMENT

1. **THIS COURT ORDERS** that Huberman is hereby appointed Monitor of the ICC's 2019 Annual General Meeting ("2019 AGM") and the 2019 Election of the vacant seats for the board of directors ("2019 Election") of the ICC, and said appointment shall expire upon the delivery of the final report (defined below) to the satisfaction of this Court;
2. **THIS COURT ORDERS** that, except as otherwise set out herein, the directors of ICC namely, Soudeh Ghasemi, Pouyan Tabasinejad, Babak Amin Tafreshi, Younes Zangiabadi, Saman Tabasinejad, Mohsen Khaniki, and Sholeh Khalili (hereinafter collectively referred to as the "Directors"), shall remain in office until their successors are elected and shall manage the assets, undertakings and properties of the ICC and carry on the business of the ICC in the ordinary course. The directors of the ICC shall not engage in any activity in relation to the 2019 AGM and the 2019 Election, subject only to those tasks set out herein.

MONITOR'S POWER

3. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the entire process and all matters relating to the 2019 AGM and 2019 Election including, but not limited to, membership registration, renewals, verification, members' motions, the creation of the eligible voting list and the election for vacation positions on the board so as to ensure it is carried out in compliance with the governing legislation and good corporate governance practices having regard to the by-laws of the Iranian Canadian Congress and to chairing the Annual General Meeting.

4. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the determination of the eligibility of any member with respect to voting in the 2019 ICC Election;
5. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the determination of the eligibility of any candidate for 2019 Election; and,
6. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the process and procedure of the 2019 election including the rules and procedures regarding proxy voting;
7. **THIS COURT ORDERS** that the Monitor shall be the full and final authority over the process and procedure of the 2019 Annual General Meeting including members' motions and the rules and procedures governing same;
8. **THIS COURT ORDERS** that the Monitor is hereby expressly empowered and authorized to do any of the following where the Monitor considers it necessary or desirable:
 - (a) Communicate with the membership of the ICC, by either email or regular lettermail, for any purpose related to the 2019 AGM and 2019 Election, including, but not limited to:
 - (i) describe his appointment, introduce the volunteer members of the 2019 AGM Committee and explain the mandate of the 2019 AGM Committee including the fact that it shall administer the membership registry, create and maintain the eligible voting list and supervise the election.

- (ii) invite members to renew/join as members, provide details regarding the 2019 AGM and he shall notify members that he shall chair the 2019 AGM with full and final authority to address all matters relating to the 2019 AGM; and
 - (iii) notify members that there shall be no on-line voting for the 2019 Election.
- (b) Schedule the 2019 AGM, including the date and venue, and issue the written notice to be sent to all ICC members which notice pursuant to the by-laws shall be a minimum 30 days prior to the 2019 AGM date;
- (c) Oversee the renewal of expired members and the registration of new members. For greater clarity:
- (i) The 2019 AGM Committee shall be responsible for the implementation of and monitoring of the reinstatement of the ICC on-line membership renewal and registration process including verification of identity and membership qualification of renewed and/or new members during the term of the Monitor's mandate;
 - (1) Any membership renewal and registration forms or webpages shall include language that requires the renewed or new member to acknowledge that their name and contact information shall be shared with any person who files an affidavit with the ICC pursuant to, and in accordance with, Section 307 of the *Ontario Corporations Act*. The 2019 AGM Committee shall direct any renewing or new

member to this language and acknowledgment during the process of membership registration or renewal.

(ii) The Monitor shall be responsible for setting up the procedure and regulations for members' motions for the 2019 AGM;

(iii) The Monitor shall be responsible for administering the 2019 AGM; and

(iv) The 2019 AGM shall comply with the ICC by-laws as long as there is no conflict with the *Ontario Corporations Act*.

(d) Preside over the 2019 AGM as chair.

9. **THIS COURT ORDERS** that the Monitor shall prepare the final report to this Court, within fourteen (14) days of the 2019 AGM wherein he shall provide a complete account on the 2019 AGM and 2019 Election. The Monitor may opine on whether the 2019 AGM and 2019 Election were held in conformity with the governing legislation having regard to the by-laws of the ICC and practices of good corporate governance (the "Final Report").
10. **THIS COURT ORDERS** that the ICC provide the Monitor sole and exclusive access to the ICC's NationBuilder administrative account in order to facilitate communication with members and in order to maintain the membership registry. The Monitor shall be the only member of the 2019 AGM Committee to have access to the ICC's NationBuilder administrative account. The Monitor shall change the password to the NationBuilder administrative account upon being given access. Pouyan Tabasinejad, in the presence of counsel for the parties, shall give an introductory lesson to the Monitor so that the

Independent Monitor may be able to effectively utilize the NationBuilder administrative account.

LIMITATION ON THE MONITOR'S LIABILITY

11. **THIS COURT ORDERS** that the Monitor shall incur no liability or obligation as a result of its appointment or the carrying out of the provisions of this Order, save and except for any gross negligence or wilful misconduct on its part. Nothing in this Order shall derogate from the protections afforded the Monitor by any applicable legislation.

FUTURE PROCEEDINGS

12. **THIS COURT ORDERS** that the appointment of Huberman as Monitor hereunder shall not in any manner hinder or prevent Huberman from acting in a future administrative capacity in respect of the ICC, including without limitation, as monitor.

MONITOR'S ACCOUNTS

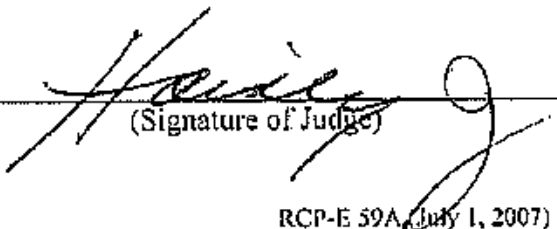
13. **THIS COURT ORDERS** that the Monitor shall be paid the reasonable fee and disbursement as agreed upon amongst the parties and the Monitor.
14. **THIS COURT ORDERS** that the ICC shall pay all accounts of the Monitor when rendered.

GENERAL

15. **THIS COURT HEREBY REQUESTS** the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada or in the United States to give effect to this Order and to assist the Monitor and its agents in carrying out the terms of

this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Monitor, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Monitor and its agents in carrying out the terms of this Order.

16. **THIS COURT ORDERS** that the Monitor be at liberty and is hereby authorized and empowered to apply to any court, tribunal, regulatory or administrative body, wherever located, for the recognition of this Order and for assistance in carrying out the terms of this Order.
17. **THIS COURT ORDERS** that the appointment of Huberman as Monitor hereunder shall not in any manner hinder or prevent the parties from time to time applying to this Court for advice and directions in respect of carrying out the terms of this order or the Application more generally.


(Signature of Judge)
RCP-E 59A (July 1, 2007)

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

SEP 09 2019

PER / PAR: 

EXHIBIT G

Court File No.:

**ONTARIO
SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

BETWEEN:

BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI
and SHAYAN MOEIN

Applicants

- and -

This is Exhibit <u>G</u> referred to in the affidavit of <u>Babak Payami</u> sworn before me, this <u>8th</u> day of <u>October</u> 20 <u>20</u>  A COMMISSIONER FOR TAKING AFFIDAVITS
--

IRANIAN CANADIAN CONGRESS

Respondent

APPLICATION UNDER section 332 of the *Corporations Act*, R.S.O. 1990, c.
C.38

AFFIDAVIT

I, **Dorna Mojdami**, of the City of Toronto, in the Province of Ontario, MAKE
OATH AND SAY:

1. I am a member of the Iranian Canadian Congress (ICC), the respondent herein, and as such, have knowledge of the matters hereinafter deposed to. Where I do not have personal knowledge, I have indicated the source of my information which I believe to be true.
2. I understand that as part of the resolution reached between the parties and in anticipation of ICC's Annual General Meeting (AGM) to be called for October 27, 2019, a committee shall be struck which will be referred to as the 2019 AGM Committee and which committee is comprised of Marvin Huberman who has been appointed by the court as a monitor and shall chair the AGM, as well as two volunteer members.
3. I am the volunteer member on behalf of the ICC.

4. I understand that in my role as a volunteer member of the AGM Committee, I will receive/review information, data, documents, agreements, files and other materials provided to the 2019 AGM Committee, including, but not limited to, any membership list of the ICC that is confidential information ("Confidential Information").

5. I confirm my agreement to treat the Confidential Information confidentially and use the same efforts to protect the confidentiality of the Confidential Information as I would use to protect my own confidential information.

6. I confirm my agreement not to use the Confidential Information for any purpose other than to perform the roles and functions of the 2019 AGM Committee; and,

7. I further confirm that I shall not disclose the Confidential Information to any person, except where required by applicable laws or regulations or by any court order. However, in the event, I need to seek input from the ICC regarding the voting process including proxy verification, it is understood and agreed that only in such an event, I am permitted to consult with the ICC and/or its counsel.

8. I make this affidavit in support of the application and for no other or improper purpose.

SWORN before me at
the City of Toronto,
in the Province of Ontario,
this 11th day of September, 2019.


A COMMISSIONER, ETC.

Valentina Julia Romano, a Commissioner, etc.,
Province of Ontario, while a Student-at-Law.
Expires May 22, 2021.

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)
)
)
)
)
)
)



DORNA MOJDAMI

BABAK PAYAMI et al. **IRANIAN CANADIAN CONGRESS**
Applicants and Respondent

Court File No.:

ONTARIO

SUPERIOR COURT OF JUSTICE

Proceeding commenced at TORONTO

AFFIDAVIT OF DORNA MOJDAMI

ATOOSA MAHDAVIAN, Barrister
200-70 Bond Street
Toronto, ON M5B 1X3

Atoosa Mahdavian (LSO#: 39557M)

Tel: (416) 309-4485

Fax: (416) 309-4491

Lawyer for the Applicants

EXHIBIT H

COUNSEL SLIP

COURT FILE NO. CV-19-616512-0001

DATE September 20, 2019

NO ON LIST 4
09:30am

TITLE OF PROCEEDING Payami, B et AL vs. Iranian Canadian Congress

COUNSEL FOR:
PLAINTIFF(S)
APPLICANT(S)
PETITIONER(S)

Mahdavian, A.

PHONE & FAX NOS
416-309-4485
416 309 4491

COUNSEL FOR:
DEFENDANT(S)
RESPONDENT(S)

PHONE & FAX NOS

September 20/19

all communication
from the Honorable
shall be translated
into Farsi.

This is Exhibit H referred to in the
affidavit of Babak Payami
sworn before me, this 8th
day of October 2020
[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

[Signature]

EXHIBIT I

COUNSEL SLIP

COURT FILE NO.: CV-19-00616-512-002

DATE: October 10, 2019

NO. ON LIST 7

TITLE OF PROCEEDING

Payam, B et al vs Iranian Christian Congress

COUNSEL FOR:

☐ PLAINTIFF(S)☐ APPLICANT(S)☐ PETITIONER(S)

Mahdavian, Atousa

PHONE 416 309 4485

FAX 416 309 4491

EMAIL atousa@mahdavianlaw.com

COUNSEL FOR:

☐ DEFENDANT(S)☒ RESPONDENT(S)

Michaels, Samuel

PHONE 416 409-8903

FAX 416 365 3615

EMAIL sam@samlegal.com

JUDICIAL NOTES:

This is Exhibit I referred to in the affidavit of Babak Payam sworn before me, this 8th day of October 2020.

Mahd
A COMMISSIONER FOR TAKING AFFIDAVITS

October 10/19

ICC shall deliver their undertaking from x-exams by October 31, 2019.

ICC's minutes shall be reviewed & eliminate the references to the settlement and ICC's Board shall not

delete the other pages
from this website.

I must accept the
Huberman's recommendation
regarding the election
of directors at the
December AGM. There
shall be an election
of 9 new directors
at the AGM on Dec 8/19
in accordance with
the Huberman's written
recommendation that he
will provide to the

James J.

EXHIBIT J

This is Exhibit J referred to in the affidavit of Babak Payami sworn before me, this 8th day of October 2020
Amal
A COMMISSIONER FOR TAKING AFFIDAVITS

Court File No. CV-19-00616512-00CL

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE)	THE <u>STL</u>
JUSTICE <u>HAINES</u>)	DAY OF <u>November</u> 2019

BETWEEN:



BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI and SHAYAN MOIN

Applicants

and

IRANIAN CANADIAN CONGRESS

Respondent

APPLICATION UNDER section 332 of the *Corporations Act*, R.S.O. 1990, c. C.38

ORDER

THIS MOTION, made by the defendant Iranian Canadian Congress ("ICC"), on consent of all the parties, for an order adjourning the date of the Annual General Meeting ("AGM") and 9-member election previously ordered to take place on December 8, 2019 was heard this day at the court house at 330 University Avenue, 9th Floor, Toronto, Ontario, M5G 1R7.

UPON HEARING SUBMISSIONS of counsel as well as the recommendation of Mr. Marvin Huberman, the court appointed monitor, that it is necessary to adjourn the date of the AGM and 9-member election previously ordered to take place on Sunday December 8, 2019 to Sunday

TORONTO: 12336871 (113335)

May 3, 2020. The new date will coincide with the expiry of the term of the current directors and it will afford the court-appointed monitor and the AGM Committee sufficient time to ensure a fair and transparent election of all 9 directors, verify the ICC Members' Registry, provide clear instructions regarding Proxy Voting, Members' Motions and Candidacy Eligibility, and for ICC to obtain audited financial statements for fiscal years 2018 to end of 2019 to be laid before the AGM,

1. **THIS COURT ORDERS THAT** the AGM of the ICC and the 9-member election previously ordered to take place on Sunday December 8, 2019, shall now take place on Sunday May 3, 2020 and it shall be chaired by the court-appointed monitor.

	 (Signature of Judge)

RCP-E 59A (July 1, 2007)

ENTERED AT / INSCRIT À TORONTO
ON / BOOK NO:
LE / DANS LE REGISTRE NO:

NOV 05 2019

PEI / PAR:



BABAK PAYAMI et al Applicants	-and-	IRANIAN CANADIAN CONGRESS Respondent
	<p align="center">ONTARIO SUPERIOR COURT OF JUSTICE COMMERCIAL LIST PROCEEDING COMMENCED AT TORONTO</p>	
	<p align="center">ORDER</p>	
	<p>SM Legal Professional Corporation 25 Shepard Avenue West, Suite 300 North York, Ontario M2N 6S6</p> <p>Samuel Michaels, J.D. Tel: 647-409-8907 sam@smlegal.ca</p> <p>Lawyer for the Respondent, Iranian Canadian Congress</p> <p align="right">RCP-E 4C (May 1, 2016)</p>	

EXHIBIT K



This is Exhibit K referred to in the affidavit of Babak Payami sworn before me, this 8th day of October 2020.

[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

**NOTICE IS HEREBY GIVEN OF THE 2019 ANNUAL GENERAL MEETING (AGM)
OF MEMBERS OF THE IRANIAN CANADIAN CONGRESS**

12:00 PM SUNDAY, MAY 3, 2020

**NORTH YORK CIVIC CENTRE
COUNCIL CHAMBER
5100 YONGE ST., TORONTO, ONTARIO**

AGENDA

1. Meeting Call to Order – Marvin J. Huberman (Court – Appointed Monitor/Chair of the Meeting)
2. Establish Quorum
3. Appointment of Recording Secretary
4. Notice of Meeting and Declaration of Quorum
5. Approval of AGM Minutes of April 29, 2018
6. Report from President of the Iranian Canadian Congress
7. Report from the Treasurer, Audited 2018 and 2019 Financial Statements
8. Appointment of Auditor for 2020
9. Departmental Reports
10. Special Resolutions Requiring Approval by the Membership
11. Election of Board Members
12. Meeting Adjournment

To take part in the 2019 AGM including election of board members you must be a current ICC member.

To sign-up as a new member or renew your membership please visit:

<https://www.iccongress.ca/become-a-member>



اطلاعیه مجمع عمومی سالیانه 2019 اعضای کنگره ایرانیان کانادا

زمان: ساعت 12 ظهر روز یکشنبه 3 مه 2020
 مکان: سالن گردهمایی مرکز نورت یورک
 5100 خیابان یانگ، تورنتو، انتاریو

دستور جلسه

1. دعوت به شروع جلسه توسط آقای ماروین هوبرمن (وکیل منسوب از سوی دادگاه به سمت رییس مجمع)
2. رسیدن به حد نصاب جلسه
3. تعیین منشی جلسه
4. اعلام رسمیت جلسه و رسیدن به حد نصاب
5. تصویب صورت جلسه مجمع عمومی 29 آوریل 2018
6. گزارش رییس هیات مدیره کنگره ایرانیان کانادا
7. گزارش خزانه داردیناره صورتهای مالی حسابرسی شده سالهای 2018 و 2019
8. تعیین حسابرس سال 2020
9. گزارش دپارتمان ها
10. تصمیمات خاص که نیازمند تصویب اعضا است
11. انتخاب اعضای هیات مدیره
12. اعلام ختم جلسه

شرکت در مجمع عمومی سالیانه 2019 و انتخابات اعضای هیات مدیره صرفاً برای اعضای کنونی کنگره ایرانیان کانادا امکان پذیر است.

برای عضویت یا تجدید عضویت لطفاً به وبسایت زیر مراجعه نمایید:

<https://www.iccongress.ca/become-a-member>

EXHIBIT L

Atoosa Mahdavian

This is Exhibit <u>L</u> referred to in the affidavit of <u>Babak Payami</u> sworn before me, this <u>2nd</u> day of <u>October</u> 20 <u>20</u>  A COMMISSIONER FOR TAKING AFFIDAVITS
--

Subject: RE: Follow Up

From: Samuel Michaels [mailto:sam@smlegal.ca]

Sent: July-10-20 6:01 PM

To: Marvin J Huberman <mhuberman@marvinhuberman.com>

Cc: Atoosa Mahdavian <atoosa@mahdavianlaw.com>; Bahram Jalayer <bahramj@rogers.com>; Dorna Mojdami <dorna.mojdami@gmail.com>

Subject: Re: Follow Up

Hi Marvin,

Thank you for your patience. I have now had an opportunity to confirm the Board's position on the outstanding matters regarding the AGM and moving forward. I have been instructed to provide their position, as follows:

Candidate Eligibility

The settlement agreement states that the 2019 AGM shall be conducted in accordance with the bylaws as long as there is no conflict with the OBCA. Therefore, director eligibility should be determined per the bylaws' current rules (Section 2: Nomination & Eligibility).

Membership List Review

The settlement agreement states "the 2019 AGM Committee shall be given access to the Membership Registry as it existed as of December 9th, 2018 by counsel for the ICC **for the purpose of, inter alia, verifying the membership list for the upcoming 2019 Election.**" There is no prerogative or authority to conduct any historic reviews of ICC membership, and the use of the 2018 list should be limited to as-necessary use to verify the identity and status of 2019 members.

Court Appointed Monitor Fees

In lieu of the \$10,000 already committed by the Board and the additional expenses of the audit, following this lengthy legal process, ICC has extremely limited financial resources and are currently relying on out-of-pocket loans from Board members. The Board therefore requests that the \$5000 in fees be due and payable after the AGM, at which time ICC will again have the opportunity to raise funds. The board welcomes any donations from the applicants to the ICC and will dedicate their donations to the AGM expenses including Monitor Fees. The board will also put out a public call for donations. Please note that the board maintains that the agreement between the Monitor and the ICC was a fixed fee basis for \$10,000; however, they are understanding of your position. That being said, the delays that happened so far were not in control of the ICC board and they will appreciate accommodation for their financial position.

Online AGM

The board support an online AGM at the soonest possible date, and suggest the use of "electionbuddy" software or another reputable equivalent software for voting. While Zoom can work for video attendance, it is not sufficient for voting purposes. The AGM Committee should also ensure that all members receive online ballots and instructions. The ICC bylaws require that online ballot for board elections shall be sent to members 7 days before the date of the AGM. At least 2 reminders to members to vote online should be sent out.

If a quorum cannot be reached, the bylaw process should be followed, which calls for a second meeting within four weeks and that any number of members present at the second meeting will constitute a quorum. It's important to ensure that the online votes for board elections are still valid for this second AGM and only the second AGM to be used for passing the motions.

Motions for the AGM should be due at least 3 days before the AGM. The board also suggests that the ICC halt new member sign-up 3 days before the AGM. The AGM Committee should also ensure proper procedures are in place to allow a member to hold at least 3 proxies for other members. Proxy voting should be accommodated as per the Corporations Act and the ICC bylaws.

The Board can commit to a cost of up to \$1500 for software for the AGM and technical assistance, upon receipt of specifications regarding the assistant's qualifications.

As per the settlement agreement members of the AGM Committee, Dorna Mojdami and Bahram Jalayer, should not have any access to the Nationbuilder. Moving forward, the technical assistant and the Monitor shall be the only individuals accessing Nationbuilder for all purposes, and the voting software, video conferencing software, and any other software or application that will be used for the AGM and election purposes. Any current access to other members of the AGM Committee shall be removed effective immediately.

The Board also requests the AGM committee to prepare a tutorial video to show the AGM login and voting process to members. This can be done through Zoom, using the "screen share" and then "record" functions.

Members Verification

The AGM Committee should have a process in place to verify the identity of each member registering. The AGM Monitor and his Technical Assistant shall present the online voting and online streaming procedure to the parties for final approval, with deference to the Board's past experience in online AGMs and voting. The board commits that it is available to provide any necessary assistance and consultation in setting up the online AGM and voting, and will not withhold approval for the chosen process unreasonably.

Sincerely,

SM LEGAL | Samuel Michaels
 330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
 t: 647-409-8907
 w: www.smlegal.ca e: sam@smlegal.ca

On Thu, Jul 9, 2020 at 7:50 PM Marvin J Huberman <mhuberman@marvinhuberman.com> wrote:

Sam, please respond to the email below at your earliest opportunity.

Marvin

Marvin J. Huberman, LL.B., LL.M., FCI Arb., FAIADR
 Barrister, Mediator, Chartered Arbitrator
 Certified Specialist in Civil Litigation
 Certified Construction Adjudicator (ODACC)
 20 Dundas Street W., Suite 1039

Toronto, Ontario M5G 2C2

Tel: 416-646-1372

Fax: 416-946-1961

Email: mhuberman@marvinhuberman.com

Website: www.mmarvinhuberman.com

Begin forwarded message:

From: Bahram Jalayer <bahramj@rogers.com>
Date: July 9, 2020 at 7:28:17 PM EDT
To: Marvin J Huberman <mhuberman@marvinhuberman.com>
Cc: Dorna Mojdami <dorna.mojdami@gmail.com>
Subject: FW: Follow Up

Hi Marvin,

The following emails and request are still with no response. Sam suggested that in a day or two after June 30th he will respond.

Particularly the payment system extract:

An extract from the payment processing system with following data elements, in a CSV or spreadsheet format:

- *First name and last name of the member the payment has been made for.*
- *First name and last name of the card holder (the payment credit card)*
- *The date of payment (for cross referencing)*
- *The amount of payment (for cross referencing)*
- *The city and province of card holder (the billing address in the payment system)*

No credit card information should be included.

The list should include records from Oct 2017 to current date.

If you think we should follow up, may I suggest that you send a reminder. Maybe my follow up or emails don't carry the weight and authority of yours ☺

Thanks

Bahram Jalayer

Cell: 647 287 2941

From: Samuel Michaels <sam@smlegal.ca>
 Sent: June 30, 2020 12:15 PM
 To: Bahram Jalayer <bahrami@rogers.com>
 Cc: Marvin J Huberman <mhuberman@marvinhuberman.com>; Dorna Mojdami
 <dorna.mojdami@gmail.com>
 Subject: Re: Follow Up

Hi Bahram,

Thanks for the follow up. Sorry about the delay, I received the board's position statement on a number of issues over the weekend and we spoke yesterday. I'm preparing a summary which I will send to them for a final review before sending over today or tomorrow at the latest.

Sincerely,

SM LEGAL | Samuel Michaels
 330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
 t: [647-409-8907](tel:647-409-8907)
 w: www.smlegal.ca e: sam@smlegal.ca

On Tue, Jun 30, 2020 at 9:53 AM Bahram Jalayer <bahrami@rogers.com> wrote:

Good morning Sam,

Hope all is well.

Quick update that, with Marvin's authorization, the members' list requested by Mr. Esmaeilpour was sent to him yesterday (you had previously confirmed the receipt of the fee).

I wanted to follow up on two earlier email:

- For receiving the membership fee by e-transfer (Sent June 11)
- For Members verification (Sent June 19)

I would appreciate if you could give us (The AGM Committee) an update or kindly do a follow up with ICC Board for a response.

Regards

Bahram Jalayer

Cell: 647 287 2941

EXHIBIT M

1 623 Q. So has that been changed?

2 A. Ever since the office -- the new office was
3 rented, the address was changed to 45 Sheppard.

4 624 Q. And my last question is how is ICC financing
5 this lawsuit?

This is Exhibit M referred to in the
affidavit of Babak Payani
sworn before me, this 8th
day of October 2023.
MS.
A COMMISSIONER FOR TAKING AFFIDAVITS

The --

MR. NEHMETALLAH: Ah --

MS. MAHDAVIAN: That's not privileged.

MR. NEHMETALLAH: I know it's not privileged

10

11 THE DEPONENT: I can provide that information.
12 It's certain donation that board members put in and as
13 well as some members of the organization.

14 BY MS. MAHDAVIAN:

15 625 Q. Board members and some members?

16 A. Yes.

17 626 Q. All right.

18 A. For the litigation only, for this --

19 627 Q. For Jonathan. Okay. And is there -- is
20 there a directors and officers liability insurance?

21 A. At this point, yes.

22 628 Q. At this point but was there one before?

23 A. When you're referring to?

24 629 Q. Well, when they made this request and before
25 the lawsuit was commenced.

EXHIBIT N



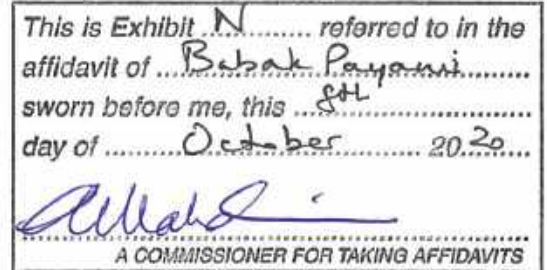
Atoosa Mahdavian
Barrister

August 13, 2020

SENT BY EMAIL

Marvin J. Huberman
20 Dundas St W #1100,
Toronto, ON
M5G 2G8

Samuel Michaels
330 Bay Street, #1400
Toronto, ON
M5J 0B6



Dear Counsel:

Re: Court File No. CV-19-00616512-00CL

In advance of the Zoom meeting that Mr. Huberman has arranged for Monday next week, I am going on the record (again) with respect to a matter that Mr. Michaels raised in his email sent July 10, 2020, wherein on behalf of the ICC, he stated, *inter alia* that:

Court Appointed Monitor Fees

In lieu of the \$10,000 already committed by the Board and the additional expenses of the audit, following this lengthy legal process, ICC has extremely limited financial resources and are **currently relying on out-of-pocket loans from Board members**. The Board therefore requests that the \$5000 in fees be due and payable after the AGM, at which time ICC will again have the opportunity to raise funds. The board welcomes any donations from the applicants to the ICC and will dedicate their donations to the AGM expenses including Monitor Fees. The board will also put out a public call for donations. Please note that the board maintains that the agreement between the Monitor and the ICC was a fixed fee basis for \$10,000; however, they are understanding of your position. That being said, the delays that happened so far were not in control of the ICC board and they will appreciate accommodation for their financial position.

Emphasis added

We note that Mr. Michaels has not indicated what the amounts of these loans are but in any event, the directors' loans cannot be recognized as proper loans. I refer counsel to section 59 of the Corporations Act which provides:

Borrowing powers

59 (1) The directors may pass by-laws,



Atoosa Mahdavian
Barrister

- (a) for borrowing money on the credit of the company;
- (b) for issuing, selling or pledging securities of the company; or
- (c) for charging, mortgaging, hypothecating or pledging all or any of the property of the company, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the company.

Definition

(2) The expression "property of the company" in subsection (1) and in every predecessor thereof includes and has included always both present and future property of the company.

Borrowing by-laws to be confirmed

(3) No by-law passed under subsection (1) is effective until it has been confirmed by at least two-thirds of the votes cast at a general meeting of shareholders duly called for considering it. R.S.O. 1990, c. C.38, s. 59.

Emphasis added

The ICC cannot borrow (from whatever source) without first passing a "borrowing bylaw" and more importantly having that bylaw confirmed by 2/3 of the membership voting at a general meeting to be called for the specific purpose of addressing this issue. I stand to be corrected but I do not believe any of these steps have been taken which means the so-called "out-of-pocket loans" referred to by ICC counsel do not meet the legal requirements set out in the Act.

The current board of directors have, once again, by their misconduct, acted with complete disregard for the law and in a manner that is contrary to the best interest of this corporation. In 2018 when my clients requested the members' registry, Ms. Ghassemi and her colleagues put ICC in a position of breach by refusing to provide this information contrary to s.307 of the Corporations Act. There was no legal justification for the position the board took and it exposed the ICC to a lawsuit. They opposed the relief sought knowing they had no basis to do so and in so doing, incurred substantial legal fees on behalf of the organization. And at this juncture, Ms. Ghassemi and her colleagues have put the organization in a position where apparently, it can no longer meet its financial obligations.

This is a matter of priority and it needs to be addressed. The Monitor has, justifiably, requested a further payment to carry out his mandate. This cannot be kicked over to be "payable after the AGM" as Mr. Michaels has suggested. This is an obligation for the current board of directors to deal with and I am certain that Justice Hainey will agree that his court-appointed Monitor should not be asked to do the work



Atoosa Mahdavian
Barrister

for an organization that is admittedly insolvent based on a "promise to pay" in the future.

The financial statements of the organization including all documents allegedly supporting the spending by this current management must be disclosed ASAP. The membership is entitled to know why the current board has put the ICC in a position of debt and the members need to know how the board plans to address this matter BEFORE the AGM.

We ask, again, that Mr. Huberman confirm that he will not accept to defer his request for additional fees as well as a payment for disbursements related to the AGM. We also ask that Mr. Huberman arrange for the aforesaid financial documents to be provided to members who request to see it.

If any of these points require court directions, please advise and I will look into making an appointment with Hainey J.

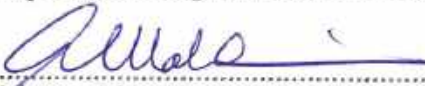
Yours truly

Atoosa Mahdavian

EXHIBIT O

Atoosa Mahdavian

From: Samuel Michaels <sam@smlegal.ca>
Sent: August-27-20 12:29 AM
To: Marvin J Huberman
Cc: Atoosa Mahdavian; Dorna Mojdami; Bahram Jalayer
Subject: Responses to Inquiries
Attachments: 20200826 - unified_payments-2.csv; 20200826 - Membership registered in person.pdf

This is Exhibit D referred to in the
 affidavit of Babak Payani
 sworn before me, this 8th
 day of October, 2020

 A COMMISSIONER FOR TAKING AFFIDAVITS

Hi Marvin,

I appreciate your patience in returning the below information to you and the Committee. I want to be clear that every request you and the Committee have made has been forwarded immediately (or as soon as reasonably possible thereafter) to my clients and to my knowledge they have acted with appropriate diligence in fulfilling all requests.

1. An outside date to hold the 2019 ICC AGM and election (we think sometime in early November is feasible or perhaps within 60 days from the date of the case conference with Hainey J.);

The board proposes to hold the AGM in mid-December. The board further proposes that the monitor permit the creation of a separate fundraising page to raise funds to put exclusively towards the AGM costs (including the monitor fees and technical expert fees). The mid-December date would allow for a full two months of fundraising.

2. Arranging the AGM and election to be conducted virtually using the Zoom and Election Buddy platforms;

The board confirm for the AGM to be held through Zoom and ElectionBuddy

3. Addressing directors' eligibility;

The board confirms the 6-month eligibility criteria

4. Delivery by Sam Michaels of the requested ICC records (see below email from August 13 which is the most recent follow-up by our committee for this information) on or before August 31, 2020 to allow my committee to complete membership verification etc.;

Payment processing information is attached.

In-person registration information is also attached.

E-transfers: The ICC has received 10 dollars in an E- transfer from its lawyer on behalf of the EC in November for one member who signed up paying cash to EC. The ICC had no involvement registering this member (we understand this member to be Hooman Razavi)

Cash payment: the following individuals renewed their membership in person and paid in cash from June 2019 to mid August 2019;

1. Nazgol Shahbandi
2. Iman Kamali Sarvestani

3. Mehdi Shams
4. Mehrdokht Hadi
5. Arian Divanbeigi
6. Pantea Jafari
7. Sina Sotoudehnia
8. Mahboob Bolandi

5. Arranging to have my colleague, Marcel Mongeon of Mongeon Consulting Inc., appointed by the court as a technical expert and having him manage and host the virtual AGM and election online. In this regard, I will be asking for \$2500 + HST for his fee to be funded by the ICC;

The board confirms the technical expert and request the opportunity to fundraise prior to committing funds beyond the current fiscal capacity of the organization

6. Arranging to have my retainer topped up by \$5000 + HST to be funded by the ICC;

The board is understanding of your position; and requests they be allowed the fundraising period prior to committing funds beyond the current fiscal capacities of the organization.

7. Payment of both my fee and the expert's fee are to be made within 30 days of the election date;

The board confirms and appreciates the deferral of payment requirement to 30 days post-AGM

8. Confirmation by Sam Michaels, in writing, that the ICC Financial Statements have been audited as previously requested and that they will, together with any relevant auditor's reports, be delivered to me within 30 days of the election date; and

To my knowledge, based on what the ICC board has told me, an auditor has been retained by the board and is in the process of reviewing the financial statements

9. Confirmation by Sam Michaels, in writing, that the ICC is not indebted and has no outstanding loans.

To my knowledge, based on what the ICC board has told me, ICC does not have any existing loan with any financial institution or secured debt. The organization has not paid some outstanding legal fees to their former and current counsel which amounts remain payable. In addition, as per last financial statement, there is a balance due to directors for the amount of \$2,250.00 as of December 2017. Lastly, members of ICC have been assisting with its administrative expenses, for which reimbursement at some reasonable time in the future is required as the organization raises funds.

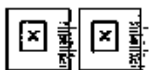
SM LEGAL | Samuel Michaels

330 Bay St, Suite 1400, Toronto, ON, M5H 2S8

Founding Lawyer

t: 647-409-8907

w: www.smlegal.ca e: sam@smlegal.ca



This e-mail message may contain information that is privileged, confidential and/or exempt from disclosure. No waiver whatsoever is intended by sending this e-mail which is intended only for the named recipient(s). Any unauthorized use or

EXHIBIT P



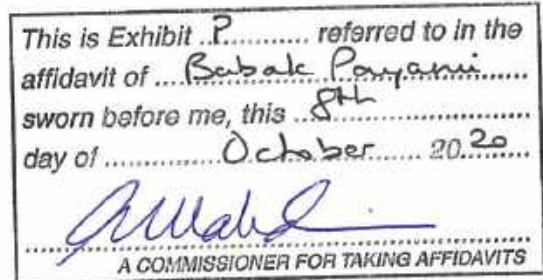
Atoosa Mahdavian
Barrister

July 6, 2020

SENT BY EMAIL

SM Legal
330 Bay Street,
Suite 1400,
Toronto, Ontario
M5J 0B6

Attention: Samuel Michaels



Dear Sam:

**Re: Iranian Canadian Congress (ICC)
Court File No. CV-19-00616512-00CL**

As you may be aware, when the litigation was being case-managed by Madame Justice Conway, on June 26, 2019, Her Honour, among other things, ordered on consent that all minutes of directors' meetings and committee meetings be delivered. This was one of the heads of relief in the application initiated by my clients. At that time, Mr. Nehmetallah did arrange to deliver the minutes up to and including July 2019 and they were posted to the ICC website.

Unfortunately, since August 2019, ICC has failed to deliver minutes of board meetings and committees. We request an explanation as to why the ICC BOD has failed (again) to act in a transparent way and more importantly to follow the by-laws and court order."

I trust that we can deal with this matter on a consensual basis again and need not involve the court again. Please arrange for the missing minutes to be sent over ASAP.

Yours truly

Atoosa Mahdavian

c. M. Huberman

Atoosa Mahdavian

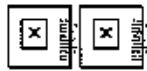
From: Samuel Michaels <sam@smlegal.ca>
Sent: July-14-20 11:21 PM
To: Atoosa Mahdavian
Cc: Marvin J Huberman
Subject: Re: July 6, 2020

Hi Atoosa,

Thank you for your patience with this matter. The minutes are now on the website along with the board's previous minutes. You can also find the relevant minutes directly at this link.

Sincerely,

SM LEGAL | Samuel Michaels
 330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
 t: 647-409-8907
 w: www.smlegal.ca e: sam@smlegal.ca



This e-mail message may contain information that is privileged, confidential and/or exempt from disclosure. No waiver whatsoever is intended by sending this e-mail which is intended only for the named recipient(s). Any unauthorized use or disclosure is prohibited. If you have received this message in error please contact the sender and destroy all copies of this email.

On Tue, Jul 14, 2020 at 12:36 PM Atoosa Mahdavian <atoosa@mahdavianlaw.com> wrote:

Sam it has been over a week since I wrote to you. I would like a response. When are you providing the Minutes and why has the Board failed thus far to provide the Minutes.

Yours Truly,

Meeting Minutes November 6, 2019

Call to order

A meeting of the Iranian Canadian Congress was held in person on November 6th, 2019. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Mohsen Khaniki, Babak Tafreshi and Soudeh Ghasemi. Meeting was called to order at 8:00 PM.

Approval of minutes

- Minutes of September 17th approved (Saman T. moves, Soudeh G., seconds)

Reports

- Next Social Event will be held Thursday November 28th, 2019

Motions

- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "Next Social Event will be held Thursday November 28th, 2019"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "Next roundtable event will be held on Sunday, December 15th, 2019, pending availability of the venue"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "In light of election interference by the terrorist MeK group and their attacks on community members, the ICC will work to inform elected representatives about the group and gain their commitment to not meeting with the group or their affiliates"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "The ICC will increase its requests for donations, adding them to all campaign emails"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "The ICC will reach out to Ontario's provincial parties to ask them to adopt the ICC's policy recommendations for addressing the plight of foreign trained professionals in Ontario"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "Pouyan T and Amir M will draft a document for outlining the ICC's priorities with regards to the new federal parliament"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "Saman T and Amir M will explore making a mentorship program and present their plan to the board with a view to start in January 2020"; All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "the ICC will explore whether doing a 'Farsi dar Ontario' campaign is feasible and what form it could take, with a view to launch the campaign in Spring of 2020"; All in favour.

Adjournment

Adjourned at 9:00PM.

Meeting Minutes

February 23rd, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by phone on **February 23rd, 2020**. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Babak Tafreshi, and Soudeh Ghasemi. Meeting was called to order at 7:00 PM.

Approval of Minutes

- Minutes of November 6th, 2019 meeting approved (Saman T. moves, Mohsen K. seconds)

Reports

- Update on the Flight 752 tragedy and initiatives that the ICC has supported on helping the families affected by the tragedy and the intimidation that they have faced in Iran as well as the passing of the 40th day since the shutdown of the passenger plane by Iranian forces
 - o Board members connected through a number of emergency communications in the immediate days after the tragedy by phone and email to approve immediate decisions that were made in the aftermath of the rising tensions and the subsequent shutdown of Flight 752, including:
 - o Holding the memorial for the victims and their loved ones at the North York Civic Centre on January 9th
 - o Calling for justice, transparency, and accountability on behalf of the victims of Flight 752; specifically asking the Canadian government to advocate for these three principles in the international community
- Update on the Iranian-Canadians stranded in Iran during coronavirus outbreak, including conversations with the government and Canadian press on getting these Iranian-Canadians home.
- Update on the effect of sanctions on the Iranian response to coronavirus and the chaotic situation that exists in Iran presently in the face of the pandemic.

Motions

- Motion; Introduced by Pouyan T., Seconded by Soudeh Ghasemi.: "The ICC will continue to work to get Iranian-Canadians stranded in Iran during coronavirus home, as well as highlight how sanctions are worsening the impact of coronavirus in the country"; All in favour

Adjournment

Adjourned at 7:45PM.

Meeting Minutes

May 17, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by Zoom on May 17, 2020. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Amir Moazami, and Soudeh Ghasemi. Meeting was called to order at 7:00 PM.

Approval of minutes

- Minutes of February 23rd meeting approved

Reports

- Sholeh Khalili: As a small token of our appreciation for front line health workers, last Friday the Iranian Canadian Congress donated 100 scrub caps that our volunteers sewed to Markham Stouffville Hospital and hosted a lunch event for nurses and doctors working at the hospital's ICU in charge of COVID-19 cases. We continue to send our solidarity and gratitude to these workers and everyone who is working to keep us safe during this epidemic.
- Pouyan Tabasinejad: presented a series of projects that the ICC could undertake in the Summer.

Motions

- Motion: Introduced by Pouyan T., Seconded by Soudeh Ghasemi: "The ICC will undertake the following projects going into the Summer, in the following priority, time permitting: 1) Coronavirus [including sanctions, medical aid to Iran, extracting Canadians trapped in Iran due to coronavirus, aiding Iranian-Canadian businesses]", 2) No War With Iran [Trudeau standing up to Trump, Supporting UN resolutions to prevent sanctions], 3) MEK Awareness; All in favour

Adjournment

Adjourned at 7:45PM.

Action Items

Meeting Minutes

June 18, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by Zoom on June 18th, 2020. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Amir Moazzami and Soudeh Ghasemi. Babak Tafreshi sent regrets. Meeting was called to order at 7:05 PM.

Approval of minutes

- Minutes of May 17th meeting approved. (Saman T. moves, Amir M. seconds)

Reports

- Soudeh G: Update on administrative help offered by the ICC to some of the families of the victims of Flight 752.
- Soudeh G: Update on court case – proposed responses on AGM; Soudeh sent the proposed response online, and board members will resolve there.
 - o Discussion on this point: the board made it clear that they were anxious to hold the AGM online (due to COVID) at the earliest date possible, and that it is the decision of the Independent monitor and the elections committee that
- Mohsen K.: Hamid Esmailoon mentioned during a press conference that ICC did not help the families of Flight 752 or his association; this is despite the fact that the ICC has reached out to Mr. Esmailoon himself, as spokesperson to the Association of the Families of Flight 752, multiple times and was rejected by him¹

¹ Full discussion: The ICC reached out to Mr. Hamed Esmailoon on two occasions to offer our condolences and discuss with him the support that the ICC can offer to him and the association of victims' families. Both times Mr. Esmailoon rejected our requests to talk. We understand the extremely difficult situation the families face and will reach out once again to the association to offer our support.

The ICC's position has been clear from the beginning that we demand full and independent investigation, accountability, justice and transparency about the tragedy of flight 752. The ICC has communicated its position to the best of its ability and on several occasions to Canadian officials and will continue to do so in the future. The ICC was also the first organization that launched a campaign requesting its members and supporters to reach out to the Members of Parliament and the Prime Minister's Office demanding justice and accountability for flight 752.

At the same time, the ICC has been opposed to efforts by some partisan organizations to exploit this horrible tragedy to impose collective punishment on Iranian people and further isolate the country. We believe that the best way forward is to demand accountability, transparency and justice in accordance with international law and civil aviation regulations without further isolating and punishing Iranians inside Iran and in the diaspora.

The ICC represents the opinion of its members and supporters and it's important to note that the majority of them through their participation in the ICC elections, public consultations and surveys have mandated the ICC executive board to oppose sanctions and policies that would further isolate Iranian people and escalate tensions in the region.

For example, a recent petition made by Mr. Hamed Esmailoon has demanded commercial airlines not to use the Iranian airspace; though we understand the frustration felt by many especially the families about flight 752 tragedy, we believe that this demand is

Motions

- Motion, PASSED (Introduced by Mohsen, Seconded by Younes): Mohsen K. will reach out to the Association of the Families of Flight 752 once again clarifying some facts about the ICC's work on this file.

Adjournment

Adjourned at 8:30PM.

Action Items

counterproductive and only further isolates innocent Iranians at a period when they are already under maximum pressure from the Trump administration and the country has been devastated by COVID-19 pandemic and is in severe need for medication and aid.

EXHIBIT Q

Atoosa Mahdavian

Subject: RE: July 6, 2020

From: Daniel Fridmar [mailto:dan@fridmar.com]
Sent: October-01-20 2:40 PM
To: Atoosa Mahdavian <atoosa@mahdavianlaw.com>
Subject: RE: July 6, 2020



Hi Atoosa,

I have brought this to my client's attention and will be getting back shortly.

Best Regards,

Dan Fridmar
 Principal Lawyer



Daniel Fridmar
 BARRISTER & SOLICITOR

Fridmar Professional Corporation
 9131 Keele Street, Suite A4
 Vaughan, Ontario, L4K 0G7

Tel: (416)-697-0107 | Fax: (289) 807-0204 | Email: dan@fridmar.com | [LinkedIn](#)

Website: fridmar.com

From: Atoosa Mahdavian [mailto:atoosa@mahdavianlaw.com]
Sent: Thursday, October 1, 2020 11:39 AM
To: Daniel Fridmar
Subject: RE: July 6, 2020

Dan your client has, yet again, failed to publish board minutes. In the summer I had to write Sam (see attached) before ICC finally prepared/posted many months of board minutes that were outstanding.

No new minutes have been posted since July 2020. It is incumbent upon the ICC to publish minutes of ALL of its board meetings including and in particular, as they relate to their failure to retain the auditor, the apparent insolvency of the company and the monies owed (identifying debtors and amounts owed) and most recently, its discussions and decision-making to fundraise and call an SGM. The minutes are to be published ASAP. Please confirm this will be done immediately. There is no basis for the delay but yet again, ICC has failed to complete its obligations.

As a side note, I also remind you/ICC that the order of Justice Hainey made it clear that any documents necessary for the members to consider for the Information Session is to be provided 2 weeks before.

From: Samuel Michaels [mailto:sam@smlegal.ca]
 Sent: July-14-20 11:21 PM
 To: Atoosa Mahdavian <atoosa@mahdavianlaw.com>
 Cc: Marvin J Huberman <mhuberman@marvinhuberman.com>
 Subject: Re: July 6, 2020

Hi Atoosa,

Thank you for your patience with this matter. The minutes are now on the website along with the board's previous minutes. You can also find the relevant minutes directly at this link.

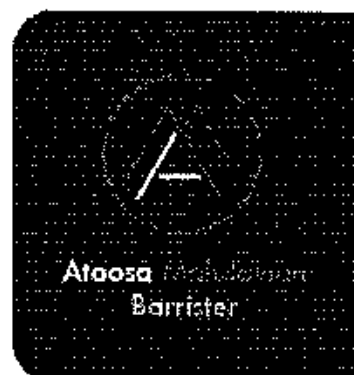
Sincerely,

SM LEGAL | Samuel Michaels
 330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
 t: 647-409-8907
 w: www.smlegal.ca e: sam@smlegal.ca

On Tue, Jul 14, 2020 at 12:36 PM Atoosa Mahdavian <atoosa@mahdavianlaw.com> wrote:

Sam it has been over a week since I wrote to you. I would like a response. When are you providing the Minutes and why has the Board failed thus far to provide the Minutes.

Yours Truly,



Atoosa Mahdavian
 B.A. (Hons.), LL.B. (Magna Cum Laude)

atoosa@mahdavianlaw.com
 P: 416 309 4485
 F: 416 309 4491

Atoosa Mahdavian Barrister
 70 Bond Street, Suite 200
 Toronto, ON, M5B 1X3
www.mahdavianlaw.com

From: Samuel Michaels [mailto:sam@smlegal.ca]
 Sent: July-06-20 4:54 PM
 To: Atoosa Mahdavian <atoosa@mahdavianlaw.com>
 Cc: Marvin J Huberman <mhuberman@marvinhuberman.com>
 Subject: Re: July 6, 2020

Confirming receipt. I will respond in more detail upon instruction.

Sincerely,

SM LEGAL | Samuel Michaels
 330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
 t: 647-409-8907
 w: www.smlegal.ca e: sam@smlegal.ca

On Mon, Jul 6, 2020 at 10:14 AM Atoosa Mahdavian <atoosa@mahdavianlaw.com> wrote:

Counsel see attached.

Yours Truly,

Atoosa



Atoosa Mahdavian
 B.A. (Hons.), LL.B. (Master's Cum Laude)
 Attorney at Law
 330 Bay St, Suite 1400
 Toronto, Ontario M5H 2S8
 Tel: 647-409-8907
 Fax: 647-409-8908
 Email: atoosa@mahdavianlaw.com
 Website: www.mahdavianlaw.com

EXHIBIT R

Atoosa Mahdavian

From: Dorna <dorna.mojdami@gmail.com>
Sent: September-30-20 1:19 PM
To: Daniel Fridmar
Subject: Fwd: Preliminary Report - Dec 2018 Members List Verification



Begin forwarded message:

From: Dorna <dorna.mojdami@gmail.com>
Date: July 27, 2020 at 8:32:01 PM EDT
To: Bijan Ahmadi <ahmadibi@gmail.com>, Pouyan Tabasi <p.tabasi@gmail.com>
Subject: Fwd: Preliminary Report - Dec 2018 Members List Verification

Begin forwarded message:

From: Marvin J Huberman <mhuberman@marvinhuberman.com>
Date: July 8, 2020 at 2:51:35 PM EDT
To: Dorna Mojdami <dorna.mojdami@gmail.com>
Cc: Bahram Jalayer <bahramj@rogers.com>
Subject: Re: Preliminary Report - Dec 2018 Members List Verification

Thanks, Dorna. I have noted your comments below. I expect the AGM will be held via Zoom in the early fall 2020. This will require cooperation/collaboration among our AGM Committee, Counsel, and Justice Hailey.

Marvin

Marvin J. Huberman, LL.B., LL.M., FCI Arb., FAIADR
 Barrister, Mediator, Chartered Arbitrator
 Certified Specialist in Civil Litigation
 Certified Construction Adjudicator (ODACC)
 20 Dundas Street W., Suite 1039
 Toronto, Ontario M5G 2C2

Tel: 416-646-1372
 Fax: 416-946-1961
 Email: mhuberman@marvinhuberman.com
 Website: www.marvinhuberman.com

Recipient of the Corporate America Today - Annual Awards 2020 -**Best Specialist in Commercial Litigation & Arbitration of the Year- Canada**

Awarded the 2020 Global Law Experts Awards - Partnership Disputes Mediator of the Year in Canada - 2020



In the top 1% most endorsed for litigation on @LinkedIn in Canada



Awarded The Lawyer International - Global Award - 2017 - Law Firm of the Year – Commercial Arbitration – Canada

Recipient of the 2017 Corporate International Magazine Global Award: Partnership Disputes Mediator of the Year in Canada

On Jul 8, 2020, at 1:55 PM, Dorna Mojdami
<dorna.mojdami@gmail.com> wrote:

Hi Marvin and Bahram,
Thank you kindly Bahram for going ahead with the report and thank you Marvin for replying. However, I am still within the position that verification of this list of 2018 is not required and as per my understanding of the settlement verification is only with regards to the 2019 AGM. I know that there may be disagreement on this however, verifying the 2018 list for the purposes of the AGM that already took place I find holds no value and is only extra work that is not required and therefore, personally I do not consider myself as apart of the report that Bahram took the time to complete. I think our time is better spent verifying the current members for the upcoming AGM. I do firmly believe at the end the ultimate way to verify members is at the actual AGM. Yes there is the issue of the quorum being achieved but this is something we must anticipate may not be reached but is unlikely based on this history of the association. We are well aware that looking at the payment method is not 100% the way to verify members and that government issued ID is the ultimate way to do so. My other question is, as I am sure all of us are interested in knowing, is if the AGM will be happening online. When I agreed to be apart of the 2019 AGM Committee it was anticipated that the AGM would take place Dec 2019, due to changes it was changed to May 2020 and of course due to unforeseen circumstances (COVID-19) it has been indefinitely postponed. I am completely dedicated to continue my role within this committee however, due to other work and school commitments I want to ensure that I can provide 100% to this committee and therefore would like to know when we expect to the AGM to take place, again I do realize due to the pandemic it is somewhat out of our hands but having an idea would be greatly appreciated so I can organize my time

accordingly would be greatly appreciated. Thank you. Apologies for the long email.

Kindest Regards,

-Dorna

On Jul 7, 2020, at 5:15 PM, Marvin J Huberman
<mhuberman@marvinhuberman.com> wrote:

Atoosa (and Sam),

In response to Atoosa's email yesterday, I note that since my appointment as Monitor by Justice Hainey on September 9, 2019, I and my AGM Committee have diligently carried out the court-ordered mandate in respect of the ICC's 2019 AGM and the 2019 Election.

By email to me on June 10, 2020, Atoosa first raised the issue of verifying the December 2018 ICC members list with me and my AGM Committee. Before this date, Atoosa did not, nor did Sam, or his predecessor, raise the issue or request verification of the December 2018 ICC members list.

Five days later, on June 15, 2020, I initiated and conducted a Zoom audio/videoconference with Counsel for the Parties, being Atoosa and Sam, during which I suggested, given the prevailing COVID-19 pandemic, that the 2019 ICC AGM be conducted by Zoom videoconference, which by necessity involves online voting. Counsel for the Parties both stated that they would seek instructions regarding the terms of a court order concerning a virtual/remote 2019 ICC AGM, which terms, after discussion/consultation among Counsel for the Parties, me and my AGM Committee, would be brought before Justice Hainey on

a Case Conference in the near future, by consent or otherwise.

I am awaiting confirmation of those instructions and further discussion/consultation.

In the meantime, I attach the Preliminary Report, dated July 6, 2020, regarding the Verification of the ICC Members List of Dec 2018, for consideration by Counsel for the Parties.

Yours truly,

Marvin J. Huberman, Court-Appointed Monitor

<Verifying Dec 2018 Members List- Preliminary Report .pdf>

<Screen Shot 2015-12-21 at 3.24.14 PM.png>

Marvin J. Huberman, LL.B., LL.M., FCI Arb
 Barrister, Mediator, Chartered Arbitrator
 Certified Specialist in Civil Litigation
 Certified Construction Adjudicator
 20 Dundas Street W., Suite 1039
 Toronto, Ontario, M5G 2C2

Tel: 416-646-1372

Fax: 416-946-1961

Email: mhuberman@marvinhuberman.com

Website: www.marvinhuberman.com

**Recipient of the Corporate America
 Today - Annual Awards 2020 - Best Specialist
 in Commercial, Litigation & Arbitration of the
 Year - Canada**

<PastedGraphic-5.tiff>

Atoosa Mahdavian

From: Pouyan Tabasi <p.tabasi@gmail.com>
Sent: September-30-20 1:24 PM
To: Daniel Fridmar
Subject: Fwd: Response to Outstanding Inquiries
Attachments: Screen Shot 2015-12-21 at 3.24.14 PM.png; PastedGraphic-5.tiff; Screen Shot 2015-12-21 at 3.24.14 PM.png; PastedGraphic-5.tiff

----- Forwarded message -----

From: Dorna Mojdami <dorna.mojdami@gmail.com>
Date: Tue., Sep. 1, 2020, 12:19 p.m.
Subject: Fwd: Response to Outstanding Inquiries
To: Soudeh Ghasemi <soudeh.gh@gmail.com>, Pouyan T <p.tabasi@gmail.com>, Bijan Ahmadi <ahmadibi@gmail.com>

Marvin's response
 -Dorna

Begin forwarded message:

From: Marvin J Huberman <mhuberman@marvinhuberman.com>
Subject: Re: Response to Outstanding Inquiries
Date: September 1, 2020 at 12:18:34 PM EDT
To: Dorna Mojdami <dorna.mojdami@gmail.com>
Cc: Samuel Michaels <sam@smlegal.ca>

Dorna,

Thank you for your email below and for sharing your perspective.

I will most certainly continue to take your views into account as we, the AGM Committee, move forward with our mandate.

Marvin



Marvin J. Huberman, LL.B., LL.M., FCI Arb
 Barrister, Mediator, Chartered Arbitrator
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 Certified Construction Adjudicator
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On Sep 1, 2020, at 12:14 PM, Dorna Mojdami <dorna.mojdani@gmail.com> wrote:

Hi Marvin,

I hope you are doing well. I am writing to you separately (excluding Bahram) and have included Sam in the email so he is aware about how I feel and can pass on this information to the board. I am disappointed at Bahram and his counsel for the consistent dragging on of issues. As I had mentioned previously my work load especially my research is becoming more as we move into the Fall and I find that Bahram and Atoosa are dragging on issues unnecessarily and that are out of the scope of the settlement which is a waste of your time as well as mine. I agreed to take part in the committee as per the settlement but we are consistently dealing with issues that are not within the settlement. A lot of Bahram's emails and points go above and beyond his duty as a committee member for example questioning previous verification procedures of the board. As a committee this is not our responsibility to question what was done but what to do moving forward. If Bahram has an issue with the verification process that was used then he needs to discuss it with us and if we agree as well then the onus is on use to come up with another way of doing it as opposed to scrutinizing the board and the boards prior and then proposing it to the committee and then the board. Isn't this why a committee was formed to begin with? With all this back and forth with questions posed to the board that requires Sam response, Bahram and the applicant's are

financially draining the ICC. These are billable hours as you are aware...already the ICC is facing financial difficulties at this point in time and with the constant back and forth this is just adding to it. I believe their tactic is to essentially drain the ICC financially in such a way that the ICC can no longer continue with the settlement. Although not directly relevant to this settlement and lawsuit but I came across a post on facebook, where those who support the applicants are posting comments about creating another lawsuit. Also Bahram's first point of requesting records from 2017 is not within the settlement and verifying the 2018 member's list is only for purposes of the 2019 election not to come up with a document that Bahram had made prior (which I mention I was not in agreement with and would not like to part of) to show who was or was not verified (I am getting the feeling applicant's are just interested in trying to see if the list was verified or not and not really interested in seeing how it can help us with the upcoming election). I am well aware that you yourself are busy and do not have time for responding to every little silly issue that is brought up. Sam did his part and asked the board for the payment records they have and how they used it to verify members yet Bahram is still not satisfied. I believe it is not up to Bahram to make that decision as to what is satisfactory and what is not...that is something that you as the court appointed monitor decide. My apologies for my long email, I just wanted to express some of the frustration that I am having about what has been taking place recently. Thank you for your understanding.
Kindest Regards,
-Dorna

On Sep 1, 2020, at 12:26 AM, Bahram Jalayer
<bahramj@rogers.com> wrote:

Hi Sam,

Thanks for the information. Since I have been close to this verification process, I highlight a few items/questions but I would leave it to Marvin or Atoosa to decide if they agree with my points and like to follow up on the issue in the interest of the Committee and/or in the interest of the Minutes of Settlement requirements:

A. Payment Records:

1. The original request for the Payment records was for the purpose of verifying Dec-2018 list, for which we asked the list to include records from Dec 2017 (or earlier). Since then we decided to use the list – possibly – for the upcoming election too, but the need for the Dec-2018 verification has not been satisfied yet. The list that was shared last week is from March 2019 onward. And, respectfully, I would suggest that the decision of whether the earlier part of the list was needed or not, is not for ICC BoD to make, as it is a request from the AGM Committee.
2. There may very well exist a glitch that pre-existed and records the members information rather than the cardholder information. I suspect that this is a reporting or data extract glitch and not a system glitch. In other words

the cardholder information must exist in the payment system.

3. If this glitch existed and the board was aware of it (according to your note), then they knew the transaction file they shared with the Committee, did not contain the Cardholder Information. Correct?
4. If this glitch does exist, how did the Board determine "if the address of the donor/member matched with the credit card information" ? Presumably the Cardholder information was/is not recorded. Isn't that a contradiction?
5. There were instances that memberships were rejected because of "shared" credit card, i.e. same credit card used for more than one member, in 2018. How was this determined if the credit card information was/is not available?
6. Please note, that this is not meant to be an intrusive set of questions. I am simply pointing out that these pieces don't fit each other: not having the Cardholder info but then verifying the members when their card info didn't match the members info!

B. Members verification:

1. In 2018 AGM/election, the majority of voters used the online voting. How did the Board secretary "visually" verified the drivers' license or passport of the online voters? What platform was used? Why did the Board secretary conducted this and not the election Committee? These were the information we wanted to know to possibly capitalize on the experience of the past election – particularly regarding the online voters.
2. Doing the verification ahead of time is important to establish the denominator for the AGM quorum. We need to know how many verified members we have to know if we have reached a quorum at the AGM and Election.

C. E-Transfer: Thanks for confirmation. We will discuss in the AGM Committee and with Marvin's approval we can start using this. There are a few members who are in waiting for this.

Regards

Bahram Jalayer

Cell: 647 287 2941

From: Samuel Michaels <sam@smlegal.ca>

Sent: August 31, 2020 7:07 PM

To: Marvin J Huberman <mhuberman@marvinhuberman.com>

Cc: Bahram Jalayer <bahramj@rogers.com>; Dorna Mojdami

<dorna.mojdami@gmail.com>; Atoosa Mahdavian

<atoosa@mahdavianlaw.com>

Subject: Response to Outstanding Inquiries

Hi Mavin,

Please see responses below in red.

A. We need a list from the ICC payment processing system that includes:

- 1. First name, Last name and membership ID (a number that NationBuilder assigns to each member) of the member that the payment was made for.*
- 2. First name, Last name of the Cardholder (payment card)*
- 3. City and Province for the Cardholder*
- 4. Date of payment*
- 5. Amount of payment*

This list should be for all payments from December 2017, to date. We'd like the list in electronic format (CSV or Excel files preferred). We do NOT want to receive any Credit Card numbers.

A list with all transactions for 2018-2019 (which is the necessary period for verifying members for the upcoming election) has been sent (the "Transaction List"). The payment processing system does not record the membership ID as this is exclusive to NationBuilder. We have run a test payment and spoken with the past board (who established the payment system) to determine why the Transaction List does not contain cardholder names.

To my understanding, there is a glitch in the payment processor that puts the member/donor's information (name, address, etc) as the cardholder's information. This glitch was known to previous AGM committees and secretaries and they addressed it by verifying if the address of the donor/member matched with the credit card information. The AGM committee would then call through the list of people whose Credit Card-affiliated address and actual address didn't match to confirm that they indeed did want to become members of the ICC. Those who did confirm were then included in the final list of members who could vote. In this way any concerns about people signing up others as members was addressed.

All cardholder information (including name) would have been collected and processed by the credit card company, through the payment processing system, but was not recorded on ICC's payment processor as such, which instead recorded the donor information as the Credit Card information.

A screenshot of the payment is also attached to verify the above. The credit card payment was completed by Pouyan Tabasi; however, as you'll see on the attached screenshot, the payment processor recorded the name of the individual Mr. Tabasi paid the fee on behalf of, Harmeet Toor.

Again, to reiterate, this is not a system that the current board instituted or that was developed with my knowledge. This is the system as inherited from the previous board of directors.

B. We would also like to know what process and step did the ICC Board follow for the members' verification in the last election (2018). A few of the current board members were a member of the Board at the time and they must have access to the documents or procedures they defined and followed at the time.

At last year's AGM, member driver licenses or passports would be visibly checked by the ICC secretary and cross-referenced with the member list from NationBuilder. All approved members would be recorded on a list kept by the secretary upon arrival at the 2018 AGM.

Aug27 Note:

We have not received any information or response on this.

C. Can you please, confirm with ICC Board that they have means to receive e-transfer and what email (I presume info@iccongress.ca) they wish to receive it? This is to be used for membership fees for community members who do not have or do not wish to use a credit card for online membership registration or renewal. The e-Transfer emails will be sent to the Committee for record keeping, but will be forwarded to the Board for depositing. The Committee will add the members into NationBuilder upon confirmation from the Board for receipt of the funds.

Etransfer payments for new members may be sent to info@iccongress.ca. Please notify me upon receipt of any membership requests requiring an e-transfer, so the transfers can be properly documented.

I am working on a draft order that I'm hopeful we can present to Justice Hainey with all parties' consent at the case conference. I will send the initial version shortly, just finalizing a couple points. Please let me know if there's any further information you require from the board, I believe all matters have at least been addressed, so please let me know if I missed anything.

Sincerely,

SM LEGAL | Samuel Michaels
 330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
 Founding Lawyer
 t: [647-409-8907](tel:647-409-8907)
 w: www.smlegal.ca e: sam@smlegal.ca

EXHIBIT S

Atoosa Mahdavian

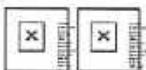
From: Samuel Michaels <sam@smlegal.ca>
Sent: September-11-20 4:36 PM
To: Atoosa Mahdavian; Marvin J Huberman; Bahram Jalayer; Dorna Mojdami
Subject: Follow Up
Attachments: unified_payments_May2018onwards.csv

Hi Marvin,

Further to my last email, please see enclosed all payment processor information dating back to the last AGM date. Again, this information has not been modified in any way, this is the available information, as downloaded.

The board also informed me that the auditor they originally retained was not communicating in a sufficiently timely manner, and they have elected to retain a different auditor, Raza Husain of WH Partners LLP. I have reviewed an email from Mr. Husain in which he confirms that his engagement letter will be issued by next week.

Sincerely,




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This is Exhibit S referred to in the
 affidavit of Babak Payami
 sworn before me, this 8th
 day of October 2020

[Signature]
 A COMMISSIONER FOR TAKING AFFIDAVITS

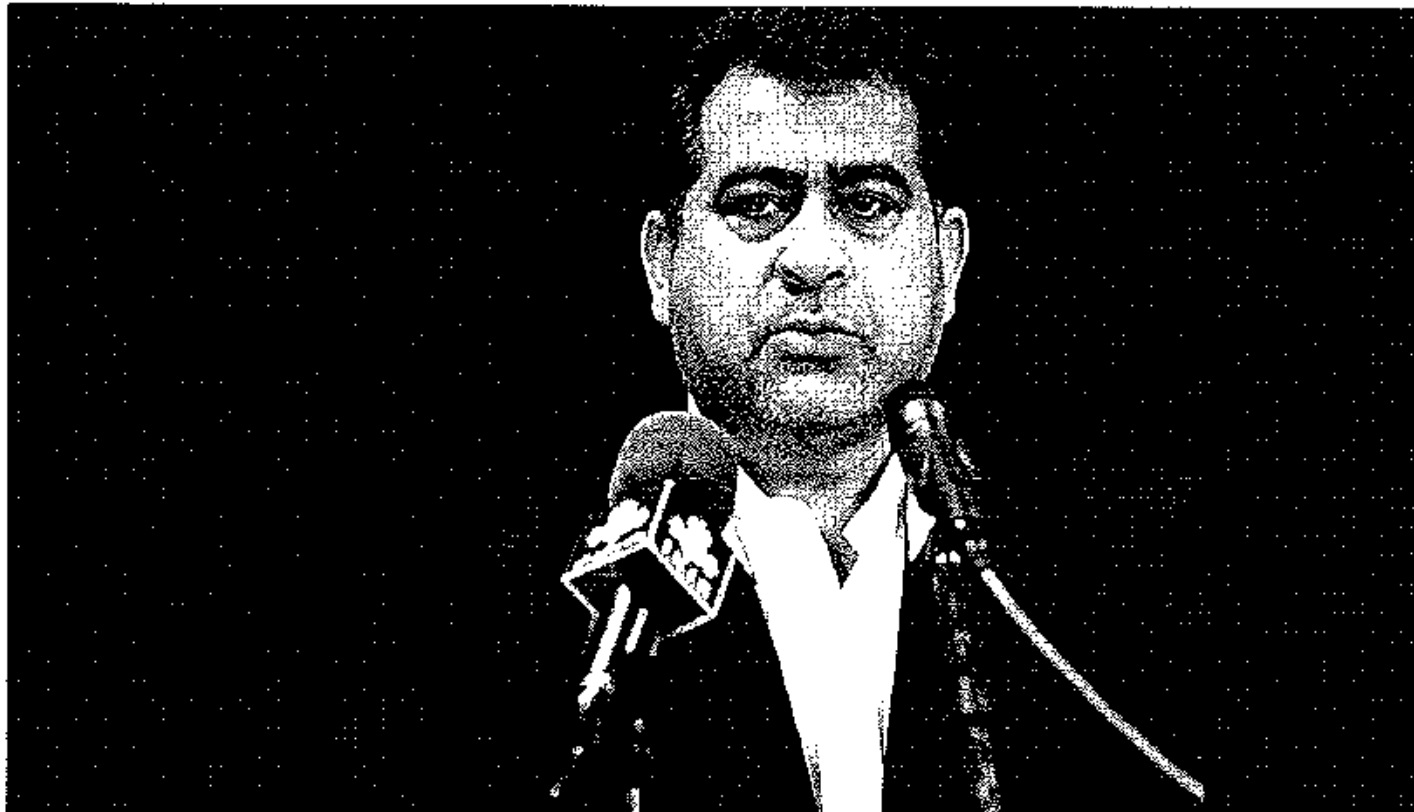
EXHIBIT T

This is Exhibit referred to in the
affidavit of Babak Payami
sworn before me, this 8th
day of October 2020

A COMMISSIONER FOR TAKING AFFIDAVITS

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SEPTEMBER 16, 2020

ACCUSED EMBEZZLER JALIL SOBHANI THREATENS TO SUE ICC



On August 12, 2020, the Iranian Canadian Congress received a "cease and desist" letter from Jalil Sobhani's attorney, threatening to not only sue the organization but also all the individual board members if we continued to demand an investigation of his corruption case in Iran by the Canadian authorities. In addition, Mr. Sobhani has asked the ICC to retract our statement to the Canadian government and issue him an apology.

As you know, the ICC has been pushing for the investigation of accused Iranian embezzlers and corrupt officials investing in Canada for years. From Mahmood Khavari to Marjan Aleagha to other recent cases of individuals who have been accused of leveraging Canada's international credibility and sound economy to launder money and invest in lucrative deals, the ICC remains committed to ensuring that embezzlers and corrupt officials cannot escape justice by fleeing to Canada.

The ICC has thus extended its call on the Canadian government to investigate these individuals including Mr. Jalil Sobhani who has migrated to Canada and is being accused of bribery, corruption, and money embezzlement in a recent high-profile corruption trial in Iran, according to several credible reports from Iranian media outlets.

Despite serious personal and financial risks associated with this work, the ICC stands firm by its mandate to fight corruption of Iranian officials who reside in Canada as a matter of public interest to the

Iranian- Canadians in this country. We are determined to not allow Canada to be a safe haven for these individuals. As such, the ICC has officially informed Mr. Sobhani that any application or legal action commenced by him will be vigorously defended in court.

Having the overwhelming and generous support of the Iranian-Canadian community, the ICC has launched a dedicated fund to combat “dirty money” and to investigate alleged corrupt individuals including Mr. Sobhani who migrated to Canada from Iran.

However, we **need your support** to not only defend ourselves against such efforts to silence us but also continue to do the important work of fighting for justice and transparency for the Iranian Canadian community.

In this dedicated fund, your donations will go towards:

- Funding our legal team;
- Hiring investigators to look into accused individuals including Mr. Sobhani’s case, the corruption, bribery and money embezzlement allegations and their alleged connections to their presence and activities in Canada.
- Reaching out to Canadian media and inform them about the problem of money laundering and foreign corrupt money in Canada
- Providing reports on donations and expenditures from this dedicated fund

The link

https://www.iccongress.ca/sobhani-threatens-to-sue-icc?fbclid=IwAR1sUgiPSTSZQHazNFz-4E2x9tkgK2kGniz2-3lEYae_0eMcmG_6pKbAe30

EXHIBIT U

From: Samuel Michaels [mailto:sam@smlegal.ca]
Sent: September-23-20 1:35 AM
To: Atoosa Mahdavian <atoosa@mahdavianlaw.com>
Cc: Marvin J Huberman <mhuberman@marvinhuberman.com>
Subject: Re: Auditors' letter



without prejudice

Hi Marvin,

I have been following up with my client throughout last week, yesterday, and today. According to the ICC board, on Sept 11, 2020, the ICC retained Raza Hussain of WH Partners LLP to complete an audit for the 2019 fiscal year and Mr. Hussein requested a \$2000.00 retainer. On September 13, 2020, you set a revised directive to complete an audit for 2018 and 2019, as affirmed in the order of Sept 14, 2020. Upon informing Mr. Hussain of the revised directive, he requested a \$4000.00 retainer before proceeding. The ICC board has been trying to raise funds independently to cover the additional costs. The board's position is that they have only \$1625 in their bank account as of now. The board has stated that they were expecting a one-time donation to cover the difference for a \$2000.00 retainer, but do not have funds for the revised retainer, and are therefore in the process of trying to privately raise funds for this expense.

I have requested particulars and copies of the relevant correspondence from ICC but have yet to receive same. However, I have been informed that the board is in the process of retaining new counsel who would be better positioned to assist the organization through a bankruptcy protection and/or bankruptcy proceeding. As such, I have no further instruction or information related to this matter, and anticipate that the ICC's new counsel will be in touch with you shortly. I have requested their immediate follow up regarding their next steps, and I have advised them of the importance of adhering to the order and seriousness of defaulting on their obligations.

Sincerely,

SM LEGAL | Samuel Michaels
330 Bay St, Suite 1400, Toronto, ON, M5H 2S8
Founding Lawyer
t: 647-409-8907
w: www.smlegal.ca e: sam@smlegal.ca

On Tue, Sep 22, 2020 at 9:51 AM Atoosa Mahdavian <atoosa@mahdavianlaw.com> wrote:

Sam: ICC is already **in breach** of Hainey J.'s order of September 14, 2020. Can you kindly respond and explain why that is and when the letter will be provided.

Please also respond to my email from last week regarding the statements ICC has been making on its social media platform asking members to donate money. There needs to be clarity and transparency on the part of ICC.

From: Marvin J Huberman [mailto:mhuberman@marvinhuberman.com]
Sent: September-22-20 9:46 AM
To: Atoosa Mahdavian <atoosa@mahdavianlaw.com>
Cc: Samuel Michaels <sam@smlegal.ca>
Subject: Re: Auditors' letter

I have not received the Auditor's letter.

The orders are in the process of being translated and it is expected that they will be posted next week.

Marvin



Marvin J. Huberman, LL.B., LL.M., FCI Arb
 Barrister, Mediator, Chartered Arbitrator
 Certified Specialist in Civil Litigation
 Certified Construction Adjudicator
 Workplace Investigator
 20 Dundas Street W., Suite 1039
 Toronto, Ontario, M5G 2C2
 Tel: 416-646-1372
 Fax: 416-946-1961
 Email: mhuberman@marvinhuberman.com
 Website: www.marvinhuberman.com

On Sep 22, 2020, at 7:12 AM, Atoosa Mahdavian <atoosa@mahdavianlaw.com> wrote:

Good morning Marvin. Did you receive the letter from the auditor confirming its retainer by ICC. It was due Sept. 21 as per Hainey J.'s order.

Have the three court orders been posted on the ICC website?

I look forward to hearing from you.
 Thank you

EXHIBIT V

This is Exhibit V referred to in the
affidavit of Babak Payani
sworn before me, this 8th
day of October 2020

Court File Number: CV-19-00616512

Superior Court of Justice
Commercial List

Alid
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FILE/DIRECTION/ORDER

Babak Payani et al
Plaintiff(s)

AND

IRANIAN CANADIAN CONGRESS
Defendant(s)

Case Management ☐ Yes ☐ No by Judge: _____

Counsel	Telephone No:	Facsimile No:

- ☐ Order ☐ Direction for Registrar (No formal order need be taken out)
☐ Above action transferred to the Commercial List at Toronto (No formal order need be taken out)
☐ Adjourned to: _____
☐ Time Table approved (as follows):

① 90 Minute hearing scheduled
for November 2, 2020 at noon
as a result of the JCL's
apparent breach of the Order.

September 29, 2020
Date

Hossein J
Judge's Signature

☐ Additional Pages _____

EXHIBIT W

Atoosa Mahdavian

From: Atoosa Mahdavian
Sent: September-30-20 5:36 PM
To: 'Daniel Fridmar'
Subject: RE: Statement by Iranian Canadian Congress
Importance: High



Dan it is good to hear that ICC has decided to be more transparent – something that has been lacking since the current board took over office. I also appreciate your effort in trying to deal with matters efficiently so as to keep things on track. However, there are significant problems with the proposed notice/methodology and if ICC proceeds, despite this, it will run afoul the settlement and the court order. In such a case, my clients will not hesitate to move forward with their motion and they will seek costs personally.

I am giving you the benefit of the doubt as you are new to the file, however, the board of directors is FULLY aware of the points I have outlined below.

1. As per the court order of September 14, 2020, what ICC is permitted to do is to hold an information session, on or before October 30, "for the sole purposes of outlining the organization's fiscal position and obligations and to request assistance with its fundraising objectives in respect of the retainer of the Monitor and the Technical Expert".

For your edification, in the many zoom calls we had with Sam and Marvin that led to this court order, we did discuss the notion of ICC holding a special general meeting (SGM), however, it was agreed that this could not happen. The reason being that to have an SGM, a quorum had to be established and as per the bylaws, "A quorum for the Special General Meeting shall be 50% of members in good standing or 100 members, the lesser of the two." As you know, to establish if a member is "in good standing" requires members verification and as per the Minutes of Settlement, your instructing clients, i.e. the board of directors, are strictly prohibited from having anything to do with membership, be it renewal/registration or verification.

Membership verification is a two-step process that requires (a) verification of payment and (b) authenticating ID. For the AGM, part (b) is to be handled and overseen by Marcel Mongeon. This was a point that the parties specifically discussed and agreed and it was incorporated in the September 14 court order. Incidentally, the verification/authentication is different than the report that the AGM committee has been working on.

2. If you wish to revise the statement which ONLY refers to the Information Session (fundraising) your client is permitted to hold as per clause 13 of the Hailey J. order, that is fine. In that event, please send me the revised statement to review before it is published. Any and all reference to the SGM should be removed.

You have referred to section 3 of Minutes of Settlement. I do appreciate you providing a copy of the ICC statement to me prior to its publication but it is very clear from the parties' agreement that ICC shall not publish any statement other than the Joint Statement as it relates to this lawsuit. If your client is putting out any statement that does not comply strictly with clause 13 of the order, then the Joint Statement needs to be published at the same time as per the terms of the agreement.

3. The board is simply not authorized to call an SGM under the circumstances of this case. To do so would undermine the very essence of the settlement reached and result in a complete waste of the time/effort expended by the court-appointed Monitor. I am certain Justice Hailey will not take kindly to that.

If your client fails/refuses to pay heed to the above, then ICC will be in breach of the MOS and the board of directors have exposed themselves to PERSONAL liability. You can rest assured that my clients will proceed with their motion and this shall serve as notice to you, the ICC and the directors.

Dan I strongly urge you and your client to reconsider publishing the statement in its current format. You can/should wait until tomorrow when we can discuss this matter.

I have a meeting at 6pm that will run late. You can call me tomorrow morning. You have my cell phone.

Yours Truly,



Atoosa Mahdavian
B.A. (Hons.), LL.B. (Magna Cum Laude)

atoosa@mahdavianlaw.com
P: 416 309 4485
F: 416 309 4491

Atoosa Mahdavian Barrister
70 Bond Street, Suite 200
Toronto, ON, M5B 1X3
www.mahdavianlaw.com

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From: Daniel Fridmar [mailto:dan@fridmar.com]
Sent: September-30-20 2:08 PM
To: Atoosa Mahdavian <atoosa@mahdavianlaw.com>
Subject: RE: Statement by Iranian Canadian Congress
Importance: High

Good afternoon Atoosa,

Further to our conversation yesterday about transparency from the ICC and about the ICC not posting about its financial difficulties, I have relayed same concerns to the ICC. Accordingly, please find enclosed the Bulletin prepared by the ICC Board of Directors, which they intend on posting tonight by 8:00 p.m. EST.

I acknowledge that paragraph 3 of the Minutes of Settlement, dated September 6, 2019 (the “Minutes”), contemplates that the ICC shall not publish any statement relating to the within dispute without written notice being provided to yourself. While I think that this Bulletin falls in to the “day-to-day” carve-out in paragraph 11 of the Minutes, and therefore would not necessarily be a statement directly stemming from the within dispute, I wanted to offer the courtesy of presenting it to you first before it is published.

Please note that, pursuant to paragraph 3, the requirement is "written notice" but not consent. Accordingly, and since you yourself indicated a desire for greater transparency from the ICC, I confirm that the ICC will be posting the within Bulletin at 8:00 p.m. if I do not hear from you before then.

If there are any issues, I am always happy to discuss same. Have a pleasant rest of your day.

Best Regards,

Dan Fridmar
Principal Lawyer



Daniel Fridmar
BARRISTER & SOLICITOR

Fridmar Professional Corporation
9131 Keele Street, Suite A4
Vaughan, Ontario, L4K 0G7

Tel: (416)-697-0107 | Fax: (289) 807-0204 | Email: dan@fridmar.com | [LinkedIn](#)

Website: fridmar.com

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EXHIBIT X

Atoosa Mahdavian

Subject: RE: NOTICE: Special General Meeting of the Iranian Canadian Congress October 31st 2020

----- Forwarded message -----

From: **Iranian Canadian Congress** <info@iccongress.ca>

Date: Thu., Oct. 1, 2020, 8:45 p.m.

Subject: NOTICE: Special General Meeting of the Iranian Canadian Congress October 31st 2020

To: Pouyan Tabasinejad <p.tabasi@gmail.com>



Pouyan --



Dear Member of the Iranian Canadian Congress:

The Iranian Canadian Congress (ICC) will hold a Special General Meeting of Shareholders on **October 31st, 2020** beginning at **4:00 PM.**, Eastern Standard Time, via Zoom web-conferencing (videoconference link to follow). We look forward to your attendance.

This special meeting has been called for the purpose of discussing and deciding with our members the future of the ICC in the context of the considerable financial obligations that the Corporation has due to the ongoing settlement around the 2019 AGM and the coronavirus pandemic. Per Article 6 (General Meetings) of the Bylaws of the ICC, this is a 30-day notice of this meeting.

On behalf of the Board of Directors, we would like to express our appreciation for your continued interest in the ICC. The Notice is enclosed.

NOTICE:

To Members:

A Special General Meeting of Members of the IRANIAN CANADIAN CONGRESS will be held on October 31st, 2020 beginning at 4:00 PM., Eastern

Standard Time, via Zoom web-conferencing (link to the meeting forthcoming), in order to:

1. Discuss and decide with our members the future of the ICC in the context of the considerable financial obligations that the Corporation has due to the ongoing settlement around the 2019 AGM and the coronavirus pandemic.
2. Conduct such other business as may properly come before the meeting and at any adjournment or postponement of the meeting.

Sincerely,

Board of Directors

Iranian Canadian Congress

<http://www.iccongress.ca/>

Iranian Canadian Congress · 45 Sheppard Ave E, Unit 900, Toronto, ON M2N5W9, Canada

This email was sent to p.tabasi@gmail.com. To stop receiving emails, [click here](#).

You can also keep up with Iranian Canadian Congress on [Twitter](#) or [Facebook](#).

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EXHIBIT Y

Atoosa Mahdavian

Subject: RE: Financial Reports of the Iranian Canadian Congress

From: Iranian Canadian Congress <info@iccongress.ca>
Subject: Financial Reports of the Iranian Canadian Congress
Date: October 4, 2020 at 9:45:11 PM EDT
To: Pouyan Tabasinejad <p.tabasi@gmail.com>



Pouyan --



Dear ICC Member,

Further to our previous communications regarding the financial status of the Iranian Canadian Congress (ICC) and in advance of the ICC's Information session on October 18th, 2020, please find below links to the ICC's draft financial statements for the years 2018, 2019, and 2020:

[Draft financial statement -- 2020 \(Year to Date -- ending September 30th\)](#)

[Draft financial statement -- 2019](#)

[Draft financial statement -- 2018](#)

Please note that these financial statements are still drafts created in the interests of transparency and may not represent the final versions of the financial statements for the respective years in question.

We would also like to note that the ICC is holding a Special General Meeting (SGM) on October 31st, 2020. We recommend that all members attend both the information session and the SGM.

You may also find the minutes of the ICC Board of Directors' meetings at [this link](#).

Sincerely,

Board of Directors

Iranian Canadian Congress

Iranian Canadian Congress

<http://www.iccongress.ca/>

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Canada

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IRANIAN CANADIAN CONGRESS
STATEMENT OF FINANCIAL POSITION
As of December 31, 2018
(DRAFT-SEE NOTE)

	December 31, 2018	December 31, 2017
ASSETS		
Current Assets		
Cash	\$1,552	\$6,086
Accounts receivable	\$0	\$0
Prepaid and sundry assets	\$0	\$5,708
	\$1,552	\$11,794
Property and Equipment	\$500	\$500
	\$2,052	\$12,294
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable and accrued liabilities	\$0	\$1,601
Total Current Liabilities	\$0	\$1,601
Long Term Liabilities		
Due to board members	\$500	\$2,250
Long Term Liabilities	\$500	\$2,250
Total Liabilities	\$500	\$3,851
NET ASSETS	\$1,552	\$8,443
	\$2,052	\$12,294

Note: this is a draft copy

IRANIAN CANADIAN CONGRESS
STATEMENT OF CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2018
(DRAFT-SEE NOTE)

	December 31, 2018	December 31, 2017
Net Assets, beginning of year	\$8,443	\$6,786
Net Surplus	-\$6,891	\$1,657
Net Assets, end of year	\$1,552	\$8,443

Note: this is a draft copy

IRANIAN CANADIAN CONGRESS
STATEMENT OF OPERATIONS
Year Ended December 31, 2018
(DRAFT-SEE NOTE)

	December 31, 2018	December 31, 2017
Revenues		
Events and sponsorship	\$47,666	\$10,921
Donations and Membership	\$16,508	\$13,694
Grants	\$2,795	\$3,397
Total Revenues	\$66,968	\$28,012
Expenses		
Operations		
Rent	\$10,071	\$9,690
Events	\$50,947	\$3,710
Office and General	\$4,557	\$3,651
Salaries and wages	\$2,797	\$3,315
Advertising and promotion	\$2,575	\$2,791
Meetings	\$1,873	\$1,898
Professional fees	\$904	\$1,130
Bank charges and interest	\$136	\$170
Total Operations Expenses	\$73,859	\$26,355
NET SURPLUS	-\$6,891	\$1,657

Note: this is a draft copy

IRANIAN CANADIAN CONGRESS STATEMENT OF FINANCIAL POSITION

As of December 31, 2019

(DRAFT-SEE NOTE)

	December 31, 2019	December 31, 2018
ASSETS		
Current Assets		
Cash	\$270	\$1,552
Accounts receivable	\$0	\$0
Prepaid and sundry assets	\$0	\$0
	\$270	\$1,552
Property and Equipment	\$500	\$500
	\$770	\$2,052
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable legal fees	\$42,025	\$0
Total Current Liabilities	\$42,025	\$0
Long Term Liabilities		
Due to board members	\$22,811	\$500
Long Term Liabilities	\$22,811	\$500
Total Liabilities	\$64,837	\$500
NET ASSETS	-\$64,067	\$1,552
	\$770	\$2,052

Note: this is a draft copy

IRANIAN CANADIAN CONGRESS
STATEMENT OF CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2019
(DRAFT-SEE NOTE)

	December 31, 2019	December 31, 2018
Net Assets, beginning of year	\$1,552	\$8,443
Net Surplus	-\$65,619	-\$6,891
Net Assets, end of year	-\$64,067	\$1,552

Note: this is a draft copy

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IRANIAN CANADIAN CONGRESS
STATEMENT OF OPERATIONS
Year Ended December 31, 2019
(DRAFT-SEE NOTE)

	December 31, 2019	December 31, 2018
Revenues		
Events and sponsorship	\$0	\$47,666
Donations and Membership	\$18,602	\$16,508
Grants	\$0	\$2,795
Total Revenues	\$18,602	\$66,968
Expenses		
Operations		
Rent	\$4,451	\$10,071
Events	\$0	\$50,947
Office and General	\$3,424	\$4,557
Salaries and wages	\$0	\$2,797
Advertising and promotion	\$4,320	\$2,575
Meetings	\$0	\$1,873
Professional fees	\$0	\$904
Legal fees	\$71,978	\$0
Bank charges and interest	\$48	\$136
Total Operations Expenses	\$84,220	\$73,859
NET SURPLUS	-\$65,619	-\$6,891

Note: this is a draft copy

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IRANIAN CANADIAN CONGRESS
STATEMENT OF FINANCIAL POSITION
As of September 30, 2020
(DRAFT-SEE NOTE)

	September 30, 2020	December 31, 2019
ASSETS		
Current Assets		
Cash	\$1,224	\$270
Accounts receivable	\$0	\$0
Prepaid and sundry assets	\$0	\$0
	<u>\$1,224</u>	<u>\$270</u>
Property and Equipment	<u>\$500</u>	<u>\$500</u>
	<u>\$1,724</u>	<u>\$770</u>
LIABILITIES AND NET ASSETS		
Current Liabilities		
Accounts payable legal fees	\$42,613	\$42,025
Total Current Liabilities	<u>\$42,613</u>	<u>\$42,025</u>
Long Term Liabilities		
Due to board members	\$23,508	\$22,811
Long Term Liabilities	<u>\$23,508</u>	<u>\$22,811</u>
Total Liabilities	<u>\$66,121</u>	<u>\$64,837</u>
NET ASSETS	<u>-\$64,397</u>	<u>-\$64,067</u>
	<u>\$1,724</u>	<u>\$770</u>

Note: this is a draft copy

Financial statements for 2020 does not include AGM expenses as per September 14th 2020 court order
The estimated AGM expenses are as follow

Auditor fee	\$ 9,605.00
Monitor fee	\$ 5,650.00
Technical fees	\$ 2,825.00
Other expenses including legal fees	\$ 2,260.00
	<u>\$20,340.00</u>

IRANIAN CANADIAN CONGRESS
STATEMENT OF CHANGES IN NET ASSETS
FOR PERIOD ENDED SEPTEMBER 30, 2020
(DRAFT-SEE NOTE)

	September 30, 2020	December 31, 2019
Net Assets, beginning of year	-\$64,067	\$1,552
Net Surplus	-\$330	-\$65,619
Net Assets, end of year	-\$64,397	-\$64,067

Note: this is a draft copy

IRANIAN CANADIAN CONGRESS
STATEMENT OF OPERATIONS
Period Ended September 30, 2020
(DRAFT-SEE NOTE)

	September 30, 2020	December 31, 2019
Revenues		
Events and sponsorship	\$0	\$0
Donations and Membership	\$13,182	\$18,602
Grants	\$0	\$0
Total Revenues	\$13,182	\$18,602
Expenses		
Operations		
Rent	\$622	\$4,451
Events	\$0	\$0
Office and General	\$1,746	\$3,424
Salaries and wages	\$0	\$0
Advertising and promotion	\$3,619	\$4,320
Meetings	\$0	\$0
Professional fees	\$0	\$0
Legal fees	\$7,438	\$71,978
Bank charges and interest	\$87	\$48
Total Operations Expenses	\$13,512	\$84,220
NET SURPLUS	-\$330	-\$65,619

Note: this is a draft copy

EXHIBIT Z

This is Exhibit 2 referred to in the affidavit of Babak Payani sworn before me, this 8th day of October 2020

[Signature]
A COMMISSIONER FOR TAKING AFFIDAVITS

Some Examples of Misconduct

Legal case of 4 members against BoD

1. Misinformed members about the case
2. Failed to seek proper legal advice (relied on "informal" consult with family law lawyer)
3. Decided to go to the legal battle which resulted in over \$60,000 of legal fees without informing the members and asking their approval.
4. Putting their personal interest ahead of corporation's

Transparency; Financial report

5. Failure/refusal to retain the auditor in preparation for May 2020 AGM
6. Soudeh mentioned in cross exam (under oath) that Directors donated the amount for the legal fees but now claiming it as a loan from BoD members
7. Their counsel repeatedly stating auditor retained and reviewing file but then claiming they cannot afford to retain him
8. Their counsel repeatedly saying the board did not have any debt or loan but in unaudited financial report, published 1 week ago, claiming more than 64,000 in debt, some of which incurred more than a year ago.

Transparency; Minutes of the meeting

9. Failure to publish the minutes of the meetings on time and every time they had to be pushed by lawyers to publish the minutes – Secretary's duty (Pouyan T.)
10. Incomplete minutes. Failing to disclose relevant details of board activities – Secretary's duty (Pouyan T.)
11. Nothing recording any discussion re: debt and financial status except for the meetings after Sep 14th– Treasurer and Secretary's duty

Interference with AGM and Election and disregard for Minutes of Settlement

12. Failing to provide the records and information required for Dec 2018 list verification in a complete and timely manner.
13. Creating delay in AGM/election taking place by objecting to Monitor's recommendations
14. Necessitating court attendances as a result of unreasonable position/objections taken
15. Sending email to membership in Oct 2020, blaming the financial state of the organization on the applicants' legal case
16. Calling for SGM when only Information Session was authorized
17. Attempting to hold SGM two days before Applicants' Motion to avoid liability and accountability

Disregard for the Corporations Act, Bylaws and Court Orders

18. Appointing a non-Citizen board member (Mr. ZangiAbadi) to the executive position of Vice-President contrary to the bylaw – President's duty

19. Failing to hold an AGM within 15 month of the last AGM on Apr 29th of 2018 (deadline of End of July 2019) – President's duty
20. Failing to appoint a new BoD member after resignation of Bijan Ahmadi in Aug 2019 – President's duty
21. Failing to maintain a complete and up-to-date membership book (refer to inaccuracies in NationBuilder as the membership registry) – Secretary's duty, Pouyan T.
22. Failing to maintain financial records of all membership fees– Treasurer's duty (Mr. Amin Tafreshi)

PAYAMI et al IRANIAN CANADIAN CONGRESS
Applicants and Respondent

Court File No.:

ONTARIO
SUPERIOR COURT OF JUSTICE
Proceeding commenced at TORONTO

MOTION RECORD
(RETURNABLE NOVEMBER 2, 2020)

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