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# Meeting Minutes

## August 25, 2019

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### Call to order

A meeting of the Iranian Canadian Congress was held in person on **August 25<sup>th</sup>, 2019**. Attendees included Pouyan Tabasinejad, Younes Zangiabadi, Saman Tabasinejad, Sholeh Khalili, Mohsen Khaniki, Babak Amin Tafreshi, and Soudeh Ghasemi. Meeting was called to order at 8:10 PM.

### Approval of minutes

- Minutes of previous meeting of August 20, 2019, not yet prepared because of short time between meetings.

### Reports

- Soudeh and Pouyan reported on the letter that was approved by the board by email as part of the settlement with the Applicants (details on this below)
- Hooman Shirazi resigned from the board because of his inclusion as a name on the letter. Ms. Ghasemi instructed the ICC's lawyer to ask the applicants to remove Mr. Shirazi's name as he resigned before the letter was accepted by the board; the applicants refused to do so.
- Soudeh Ghasemi, upon learning of Mr. Shirazi's resignation and the threat this resignation posed to the organization and the reaching of quorum, received recommendations to fill the vacancy since those who ran in the previous election withdrew their candidacy and were not technically runners-up (as confirmed by legal counsel), as per Section 12 of the ICC bylaws:

*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.*

- Ms. Ghasemi received the name of Amir Moazzami, a volunteer with the ICC, as a recommendation from Pouyan Tabasinejad, with consultation by Saman Tabasinejad and Mohsen Khaniki. She accepted this recommendation and Amir Moozzami was appointed to fill Mr. Shirazi's position on the board until the upcoming AGM. She welcomes Mr. Moazzami to the board and hoped that the board members would work fruitfully with him as well.

## Unfinished business

None

## Motion – Letter (voted on by email)

The following motion was voted on by email on August 23<sup>rd</sup>, 2019 due to its time-sensitive nature. The motion carried by email vote, with a majority of the vote voting in favour and a minority voting against it (5 members for, 2 against).

The motion was discussed and memorialized in the in-person meeting of August 25<sup>th</sup>, 2019.

Pouyan T. proposes, Soudeh G. seconds: The letter proposed by the Applicants will be accepted by the board as part of the settlement with the Applicants.

A detailed memorandum of the individual positions of the board members has been prepared and memorialized for internal board purposes.

*In favour: The position of these board members was that though they have reservation accepting this letter as drafted accepting the letter is in the best interests of the organization and its members. Specifically, the argument was made that the goal of the board was from the beginning to prevent the sharing of the information of members who did not consent to having their information shared, and that this settlement allowed them to do so. The five board members who voted for the motion also stated that this was financially the best option for the organization, as not accepting the letter would no doubt increase the financial burden on the organization, not to mention risk failing to achieve the previously mentioned goal of preventing membership information from being shared without consent.*

*Opposed: The position of these board members was that, though they agreed with the goal of preventing the sharing of the information of members who did not consent to having their information shared, they did not agree with the drafting of the letter and should not be accepted by the board.*

## New Business

None

## Announcements

None

## Adjournment

Adjourned at 9:50PM.