
Meeting Minutes

September 14, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by phone on **September 14, 2020**. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, and Soudeh Ghasemi. Meeting was called to order at 7:00 PM.

Approval of minutes

- Previous minutes approved by email

Reports

- Soudeh Ghasemi: update on auditor search; Ms. Ghasemi outlined how she has attempted to find an auditor through her contacts who will work with the ICC's limited budget.
 - o She noted that the auditing requirements for nonprofits has become far more complex and therefore expensive. Though initially getting a quote for \$6,000 a year+ HST, Ms. Ghasemi explained how she could not find a quote for less than \$4,000 a year
- Soudeh Ghasemi: update on the case conference and resulting court order that occurred on this day; explains the ongoing financial difficulties of the organization, including the approximately \$42,000 in legal fees owing to Gardiner Roberts, approximately \$24,000 owing to board members, the previously mentioned audit fees of about as demanded by the applicants and the monitor, along with another \$7,500 + HST demanded by the monitor themselves to carry out the election online, totalling around \$20,000 dollars in additional expenses. Also, there are ongoing legal expenses that the organization incurs due to regular ongoing enquiries from the applicants and their consul which is beyond the scope of the settlement and we cannot estimate those costs at this point. Unfortunately, such costs depleted funds available at the organization in the past year and limits the ability of the organization to pay for AGM expenses.
 - o Ms. Ghasemi explained that despite the fact that in the past few months the ICC's lawyer explained to the monitor Mr. Huberman, and opposing counsel that hugely expensive audits for a non-profit with the small budget of the ICC was untenable, and also currently does not have enough resources for the other costs that the monitor is asking for, the judge has deferred to the monitor who has insisted on this matters. In numerous occasions we communicated with the monitor that the audit costs are unprecedented for small non-profits and not required the bylaws if the budget is under \$150,000.
- Board members agreed to fundraise through their own networks to try to meet this cost, but noted that they had already committed considerable sums to the organization personally.

Adjournment

Adjourned at 7:45PM.

Meeting Minutes

September 21st, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by phone on **September 21st, 2020**. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Babak Amin Tafreshi, Amir Moazzami, and Soudeh Ghasemi. Meeting was called to order at 7:00 PM.

Approval of minutes

- Minutes of September 14th, 2020 approved

Reports

- Soudeh Ghasemi: gives an update on the ongoing financial difficulties of the organization, and the importance of trying to meet the financial obligations of the organization as created by the case and the AGM. Ms. Ghasemi reported that ICC counsel Sam Michaels recommended a lawyer specializing in restructuring, Daniel Fridmar, with whom Ms. Ghasemi and Mr. Tabasinejad consulted with earlier.
 - o Ms. Ghasemi and Mr. Tabasinejad recommended that the ICC retain Mr. Fridmar to represent the organization going forward.
- Board members were asked to continue to do all they could to fundraise through their own resources and through that of their networks, despite the considerable personal donations that the directors and their board have already given to the organization to reach this point.

Motions

- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: “due to the massive financial difficulties of the organization, admin committee will investigate for cost savings wherever possible in the organization’s services and monthly bills and present them at the next meeting.”
 - o All in favour
- Motion: Introduced by Pouyan T., Seconded by Soudeh G.: “In light of the ongoing financial obligations of the organization, retain Daniel Fridmar to represent the ICC in its ongoing legal case and settlement”
 - o All in favour

Adjournment

Adjourned at 7:30PM.

Meeting Minutes

September 27th, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by phone on **September 27th, 2020**. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Babak Amin Tafreshi, Amir Moazzami, and Soudeh Ghasemi. Meeting was called to order at 7:00 PM.

Approval of minutes

- Minutes of September 21st, 2020 approved

Reports

- Soudeh Ghasemi: gives an update on the ongoing financial difficulties of the organization, and the importance of trying to meet the financial obligations of the organization as created by the case and the AGM
- Board members reported that they are doing their best to fundraise through their networks and themselves for the costs
 - o It was also noted that continued fundraising was difficult because of the financial difficulties created by the coronavirus and the fact that board members have already committed approximately 24,000 dollars for various legal fees associated with the legal case and the AGM, including the cost of the monitor Marvin Huberman
- Pouyan Tabasinejad: gave report on the admin committee's investigation of cost saving measures of the organization, and which services were identified to be reduced.

Motions

- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "schedule an information session to explain the fundraising needs of the organization for **October 18th, 2020 at 6PM** via Zoom"
 - o All in favour
- Motion: Introduced by Soudeh G., Seconded by Pouyan T.: "due to the massive financial difficulties of the organization, the cost saving measures identified by admin committee will be undertaken to reduce the organization's monthly bills and expenses."
 - o All in favour

Adjournment

Adjourned at 7:30PM.

Meeting Minutes

September 29th, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by phone on **September 29th, 2020**. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Amir Moazzami, and Soudeh Ghasemi. Meeting was called to order at 8:00 PM.

Approval of minutes

- Minutes of September 27th, 2020 approved

Reports

- Soudeh Ghasemi: gives an update on the case conference that was held today. The next court date is scheduled for November 2nd, 2020. It was noted that the applicants' counsel Atoosa Mahdavian declared that if the ICC went through with plans to call a special general meeting (SGM), that the applicants would seek personal liability against board members of the ICC
 - o The board discussed this possibility, and decided in light of legal advice from the ICC's lawyer that an SGM where the organization's financial status and debts would be disclosed to the membership so that they could directly decide the fate of the organization. The board agreed that an SGM was the most responsible path forward for the organization.
- Board members reported that they are continuing to do their utmost to fundraise through their networks and themselves for the costs
 - o It was also noted that continued fundraising was difficult because of the financial difficulties created by the coronavirus and the fact that board members have already committed approximately 24,000 dollars for various legal fees associated with the legal case and the AGM, including the cost of the monitor Marvin Huberman, which amount to approximately an extra \$20,000

Motions

- Motion: Introduced by Pouyan T., Seconded by Mohsen K.: "schedule a Special General Meeting for October 31th via Zoom to discuss 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"
 - o All in favour
- Motion: Introduced by Soudeh G., Seconded by Younes Z.: "The board will prepare draft financial statements and publish them to be seen by members."
 - o All in favour

Adjournment

Adjourned at 8:30PM.

Meeting Minutes

October 2nd, 2020

Call to order

A meeting of the Iranian Canadian Congress was held by phone on **October 2, 2020**. Attendees included Pouyan Tabasinejad, Saman Tabasinejad, Sholeh Khalili, Younes Zangiabadi, Mohsen Khaniki, Amir Moazzami, and Soudeh Ghasemi. Meeting was called to order at 9:00 PM.

Approval of minutes

- Minutes of September 29th, 2020 approved

Reports

- Pouyan Tabasinejad: confirmed that the notice for the SGM along with information about the upcoming information session, to be held October 18th, was sent out last night, October 1st, 2020.
- Soudeh Ghasemi: gives an update on the ongoing case: It was noted that the applicants' counsel Atoosa Mahdavian once again threatened that if the ICC went through with plans to call a special general meeting (SGM), that the applicants would seek personal liability against board members of the ICC
 - o The board discussed this threat, and reaffirmed that in light of legal advice from the ICC's lawyer that an SGM where the organization's financial status and debts would be disclosed to the membership so that they could directly decide the fate of the organization. The board agreed that an SGM was the most responsible path forward for the organization and as the board should act in the organization's interests and was more than accommodating throughout the settlement process.
- Board members reported that they are continuing to do their utmost to fundraise through their networks and themselves for the costs
 - o It was once again noted that continued fundraising was difficult because of the financial difficulties created by the coronavirus and the fact that board members have already committed approximately 24,000 dollars for various legal fees associated with the legal case and the AGM, including the initial cost of the monitor Marvin Huberman, which amount to approximately an extra \$20,000

Motions

Adjournment

Adjourned at 9:30PM.