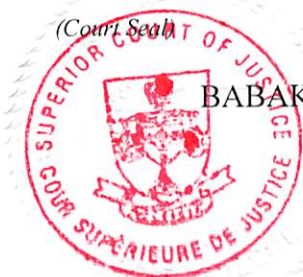


**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

THE HONOURABLE) MONDAY, THE NINTH
JUSTICE **HAINÉY**)
) 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 2019AGM 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: 

BABAK PAYAMI et al.
Applicants

-and- IRANIAN CANADIAN CONGRESS
Respondent

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

**ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST**

PROCEEDING COMMENCED AT
TORONTO

ORDER

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RCP-E 4C (May 1, 2016)