

Canadian Iraqi Medical Society

By Law No.1

Definition:

I. THE BOARD

IA . BOARD OF DIRECTORS

1A.1. The Board of Directors shall be constituted by the founding members of the Association and shall consist of experienced and relevant representatives of the community. The board members voting power will be suspended when they are assigned on the executive level of the Association.

1A.2 The Board of Directors shall have not less than 5 members and not more than 9 members.

1A.3 Donors are entitled to appoint 1 person as an observer to the meetings of the Board

1A.4 The members of the Board of Directors shall be appointed for a period of 2 years for maximum 3 Terms, unless otherwise approved of by the Board.

1A.5 The Board of Directors shall elect the chairperson or co-chairperson. The chairperson is elected for a period of 2 years. His/her function is the preparation and smooth running of the meetings of the Board.

1A.6 The Board of Directors is responsible towards the donors for the proper usage of funds entrusted to the Association.

1A.7 The Board shall elect a Treasurer and a Secretary from among its members. These persons shall fulfill their jobs according to the directions of the Board.

1A.8 In the event that the Chairperson is not present for a meeting and has not designated an alternate to serve in his place, the Treasurer shall serve as Interim Chairperson.

1A.9 The (Interim) Chairperson shall cast the deciding ballot in the event of a tied vote.

1A.10 The Treasurer shall be responsible for reviewing the finance of the projects being operated by the Association and shall present a financial report to the Board at each meeting. The Treasurer shall also present to the Board the findings of the annual audit at the annual meeting.

1A.11 The Secretary shall be responsible for providing members with a written notice of the date, time and place of an upcoming meeting of the Board. Such a notice must be provided at least 2 weeks in advance of the set date of the meeting.

The notice shall contain:

- The minutes of the last meeting.
- The financial report of the Treasurer (if applicable).
- The Agenda of the meeting.
- Proposal for an amendment of the rules (if applicable).
- Any other paper, which will be under discussion (according to the Agenda).

1A.12 The Board of Directors meeting shall be held at a minimum of once every 4 months in addition to the annual meeting. Further, the Secretary shall call for a board meeting if 4 or more members' request that a meeting should

be held before the upcoming regular meeting.

1A.13 The Board of Directors shall hold a special annual meeting not later than the third month of the fiscal year to:

- Appoint an external auditor.
- Decide and discuss the Agencies annual or semi-annual report(s)/ evaluation(s). Elect the Executive Director of the Association (if applicable).
- Elect new Board members (if applicable).
- Review projects' accounts, agreement and financial statements
- Approve the annual work plan and budget.
- Elect new officials (chairperson 2-years term, Vice Chairperson 2- years term secretary 1-year term and treasurer 1 year term) if applicable.

1A.14 At least 50% + one person of the Board members must be present at a meeting of the Board to constitute a quorum. No binding decisions can be taken in case the quorum is not reached.

1A.15 Each Board member has 1 vote. Any matter shall be decided by the majority's vote, except for the following issues, which shall be decided by a (at least) three-quarter majority of the Board:

- Election of new Board members or expelling of existing members.
- Election or dismissal of the Executive Director.
- Change and/or amendment to the constitution of the Association.
- Commencement of activities not mentioned in the approved work plan.
- Change in the goal and objectives for the upcoming year/quarter.
- Election of an arbitrator in case of conflicts, which cannot be solved by the members of the Board.

1A.16 No member of the Board of Directors is allowed to make any public statements or commitments (written or oral) on behalf of the Association outside its approved constitution.

1A.17 Membership of the Board of Directors shall be terminated when:

- The term of appointment of the respective member(s) has expired.
- Members resign from the Board. Resignation from the Board should be announced in advance to the chairperson.
- Members fail to attend 3 consecutive meetings without written notice.

II. THE ORGANIZATIONAL STRUCTURE

II.A EXECUTIVE COMMITTEE

2A.1 All technical, administrative and financial activities of the Association shall be directed and supervised by the Executive Committee that is responsible to the Board of Directors. The Executive Committee will be led by an Executive Director who is accountable and legally responsible to the Board of Directors and the donors for correct use and recording of funds entrusted to the Association.

2A.2 The Executive Director shall be assigned by the 60% of the Board of Directors.

2A.3 The Executive Director work to be evaluated on annual bases.

2A.4 The Executive Committee shall appoint a Program Coordinator who, besides his own terms, will take over full authority and responsibility of the Association on interim bases in case of absence of the Executive

Director.

2A.5 The Executive Committee is responsible for the efficient and effective functioning of the Association according to its articles of operation.

2A.6 The Executive Committee assists the Executive Director, in his duties.

2A.7 The Executive Director is responsible for the efficient and effective functioning of the Executive Committee as stipulated in the constitution.

2A.8 The Executive Committee shall appoint and terminate staff as necessary for the sections of the Association.

2A.9 The Executive Director shall have signatory authority for all agreements and contracts with other bodies, once said the Board of Directors has approved documents.

2A.10 The Executive Committee may further delegate its authority/responsibility with the prior approval of the Board of Directors and in accordance with the articles of operation.

IIB. MANAGEMENT TEAM

2B.1 The Management Team is composed of the following desk officers:

- Program Assistant
- Cultural consultant
- Educational and study group consultant
- Accounting manager

The tasks of the Management Team are:

- 2B.2 To support the Executive Director in smooth running of the program.
- 2B.3 To observe the annual work plan and annual financial plan in order to make sure that these go together and follow the same time line.
- 2B.4 To discuss the ongoing activities and plans of each desk in order to make sure that they are in line with each other.
- 2B.5 To discuss any main program related issues.
- 2B.6 To review any official report and project proposal before these are being released.

IIC. Terms of reference for the Program Consultant and the Desk Officers:

- 2C.1 The Program Consultant and the desk officers shall, under supervision of the Executive Director be responsible for the proper implementation of the program within their section as stipulated in the rules of the Association.
- 2C.2 Each consultant shall has its responsibilities according to the articles of operation, rules and regulations instituted by the Association and shall be bound by job descriptions as prepared by the Management Team and approved by the Executive Director.

III. FINANCIAL ISSUES

IIIA. FINANCE

- 3A.1 All records and accounts shall be kept in accordance with the legal requirement and with the requirement of the donor(s).
- 3A.2 The Association's financial records shall be audited each fiscal year by an authorized \ recognized firm as nominated by the Board of Directors.
- 3A.3 The financial books of the Association shall be open for audit by the donor

on condition that they give a written notice at least one week in advance.

3A.4 Executive director is responsible for daily financial approval.

3A.5 The Association shall have a separate account for each donor, unless otherwise written in the agreement.

3A.6 The Financial manager shall prepare the annual financial plan according to the requirements of the annual work plan.

3A.7 The Financial manager is responsible for the proper monitoring of the expenditures according to the agreed budget lines and donor requirements.

V. AMENDMENTS, DISPUTES AND DISSOLUTION

VA. Amendments to Rules

5A.1 Sections of this constitution (rules of the Association) may be revised and/or new rules may be instituted with the approval of at least a three quarter majority of the Board of Directors.

5A.2 The Board of Directors must be notified at least two weeks in advance of any proposed revision of the Status of Operation and Constitution of the Association.

5A.3 No changes to the rules are valid until the Board of Directors approves them.

VB. DISPUTES

5B.1 Any disputes with the Association, which cannot be resolved among the members of the Board of Directors shall be referred to the relevant law.

VC. DISSOLUTION

5C.1 The Association may be dissolved with the consent of at least a three quarter majority of the full Board of Directors.

5C.2 Any outstanding legal liability at the time of the Association's dissolution shall be the responsibility of the Executive Director and the Board of Directors.

5C.3 Any remaining assets after the dissolution of the Association and balance of liabilities shall be transferred to a legally acknowledged charity body as agreed by at least a three quarter majority of the full Board of Directors.

This By Law becomes effective the day it is voted for by at least a three quarter majority of the Board.