

THE CONSTITUTION OF THE BRITISH IRANIAN BUSINESS AND PROFESSIONAL SOCIETY KNOWN AS ANJOMAN

1. NAME

The name of the Society is the British Iranian Business and Professional Society (also known as Anjoman) - hereinafter referred to as Anjoman.

2. OBJECTS

The objects ("Objects") of Anjoman are:

- 2.1 to promote and enhance the public profile of British Iranian men, women and companies engaged in business or the professions;
- 2.2 to provide a forum for exchange of business, professional, marketing and other information; and
- 2.3 to provide a forum for networking amongst its members and between members and organisations involved in British Iranian business.

3. FUNCTIONS

In pursuing its Objects, Anjoman shall seek to fulfil the following functions ("Functions") and may engage in anything lawful and necessary in doing so;

- 3.1 to establish and to maintain an appropriate programme of public information and education related to Anjoman's Objects and Functions;
- 3.2 to encourage networking amongst members by providing appropriate meetings and events and other means of introducing members and their businesses or professional entities to each other; and
- 3.3 to support members' efforts and business initiatives by providing them with such information, advice and other forms of assistance as may be appropriate and in keeping with Anjoman's Objects.

4. CORE PRINCIPLES

In fulfilling its Functions, Anjoman shall be:

- 4.1 democratic and committed to collective decision- making based on "one member one vote";
- 4.2 non-political and non-sectarian;

- 4.3 non-profit making;
- 4.4 independent of all other organisations; and
- 4.5 committed to adhering to a policy of equal opportunities and shall not discriminate against any person on grounds of gender, nationality, race or religion.

5. GENERAL PROVISIONS

- 5.1 Anjoman shall not be associated with any political or ideological organisation, grouping or tendency or assume any position in relation to political or sectarian matters.
- 5.2 Members of the Board of Management (“the Board”) shall not publicly do or say anything in relation to any political or ideological organisation, grouping or tendency which may, directly or by association, cast doubt on the strict non-political nature of Anjoman.
- 5.3 There shall be no political presentation at meetings of Anjoman or in its publications or web site save as provided herein. Guest speakers, commentators, diplomats or politicians of any hue or nationality may be invited to attend or make presentations at meetings of Anjoman or contribute to its publications at the discretion of the Board, provided that any such activity is:
 - 5.3.1 in accordance with the Objects of Anjoman;
 - 5.3.2 in accordance with the Functions of Anjoman; and
 - 5.3.3 is not contrary to the Core Principles of Anjoman.
- 5.4 Meetings and events of Anjoman should be conducted on self-financing basis.
- 5.5 Wherever the expressions: 'he', 'him' or 'his' has been used in this Constitution, such pronouns may be also read as she, her and hers, as applicable.

6. MANAGEMENT OF ANJOMAN

- 6.1 The management of Anjoman in accordance with its Objects and Functions shall be conducted under the supervision of a Board of Management, which shall consist of five (5) members.

6.2 The Board shall have authority to do anything which in its opinion will facilitate and will be conducive or incidental to, the achievement of the Objects and Functions of Anjoman, including, but not limited to, the following:

6.2.1 raising of funds by subscription and/or sponsorship;

6.2.2 operation of bank accounts;

6.2.3 renting, leasing or buying premises and necessary equipment and employing staff and arranging insurance as and when required; and

6.2.4 accepting paid advertisements in its publications and website from members and others under normal terms of business.

7. MEMBERSHIP

7.1 Membership of Anjoman is open to all individuals over the age of 21, who are or have been engaged in or are studying business or the professions, and to businesses on such terms and conditions as the Board may determine from time to time.

7.2 Subject to 7.1 above there shall be the following categories of Membership available:

7.2.1 **Individual Member** Open to any individual over the age of 21;

7.2.2 **Business Member** Open to any business and such membership shall entitle up to 3 named persons in any 1 year to the benefits afforded to an Individual Member save as to voting at any General Meeting; and.

7.2.3 **Youth Member** Open to any individual between the ages of 21 and 30.

7.3 At General Meetings of Anjoman, each fully paid up member (including a Business Member who shall at the commencement of any meeting inform the Chairman in writing of which one of the 3 named persons shall be authorised to act as their representative and to vote at that meeting) shall have 1 vote exercisable personally or pursuant to the terms of Clause 13.6, on having been a member of Anjoman for not less than 3 calendar months.

7.4 The Board shall approve applications received for membership of Anjoman in accordance with the provisions of Clause 7.1 above,

providing that any prospective member has first been proposed for membership and such proposal seconded by fully paid up members of Anjoman who are entitled to vote in accordance with 7.1 above.

- 7.5 The Board shall have power to decline (or to withdraw) membership to (from) any applicant (or member) whose membership or actions are deemed to be prejudicial to the interests of Anjoman.

8. BOARD OF MANAGEMENT APPOINTMENTS

- 8.1 Members of the Board shall be elected by means of secret ballot at an Annual General Meeting ("AGM") of Anjoman such election to be held on a biannual basis.

- 8.2 In addition to the 5 members of the Board there shall be elected 2 alternate members of the Board.

- 8.3 To be eligible for election to the Board, each candidate must be nominated and seconded by two other members of Anjoman, and must have been a member in good standing for not less than 12 calendar months continuously up to the date of nomination.

- 8.4 Prior to election, each candidate shall confirm in writing to the Secretary of Anjoman his acceptance of the nomination and sign a declaration that he will seek to promote the Objects and Functions of Anjoman and to fulfil his responsibilities as a member of the Board for the full term of 2 years.

- 8.5 The list of candidates for election to the Board shall be closed 30 days prior to the AGM, and names of candidates shall be announced 21 days prior to the AGM.

- 8.6 Each voting member in attendance at the AGM in person or by proxy shall be entitled to vote for up to 5 candidates to become members of the Board.

- 8.7 The first 5 candidates to receive the highest number of votes shall be appointed as members of the Board and the 2 candidates to have received the next highest number of votes shall be appointed as the 2 alternate members of the Board.

- 8.8 The new Board's term of office shall commence on the 1st June of each election year and shall continue for a term of 2 years.

- 8.9 The first meeting of a newly elected Board shall take place within 3 working days after the conclusion of the AGM and at that meeting the

newly elected members of the Board shall elect the Honorary Officers as set out in Clause 10. The meeting shall be chaired by the current Chairman of Anjoman who shall also arrange the said election of Honorary Officers and be responsible for the counting of votes at that meeting.

- 8.10 The Board may at any time vote to invite the resignation of, or remove from its membership, a member of the Board who without good cause, fails to fulfil the duties or whose actions are prejudicial to the interests of Anjoman or in the opinion of those members of the Board so voting, detrimental to the interests of a significant body of the membership, providing that any such vote or removal shall require the unanimous approval of all other members of the Board. A member of the Board removed under the provisions of this clause shall have the right to appeal and be heard at an Extraordinary General meeting convened in accordance with Clause 13.3.
- 8.11 A member of the Board may resign from the Board at any time in the event that he considers that there are compelling reasons such that he is no longer able to fulfil his duties as a member of the Board.
- 8.12 Upon the resignation or removal from office of any member of the Board, the remaining members of the Board shall appoint as a member of the Board the alternate member who received the most votes at the Election of the Board or if an alternate member has already been so appointed the next alternate member.
- 8.13 Upon the appointment of an alternate member to act as a member of the Board, the Board may subject to the relevant provisions of Clause 10, hold an election for the appointment of any Honorary Officer whose office is vacant. Further, in such circumstances any existing Honorary Officer may resign from their current Honorary position and stand for any vacant Honorary position providing that there shall also be an election for the vacant Honorary position so created by such resignation.

9. BOARD OF MANAGEMENT: RESPONSIBILITY

- 9.1 The Board shall uphold the Constitution, rules and regulations of the Anjoman, to ensure the efficient and proper conduct of its affairs, and to encourage co-operation and goodwill among members and any paid staff in promoting Anjoman's Objects and Functions.
- 9.2 The Board shall be responsible for the general conduct of the Anjoman's affairs, including, but not limited to, the following:

- 9.2.1 implementing and monitoring an appropriate programme of work and activities within the terms of the Objects and Functions of Anjoman;
 - 9.2.2 keeping records of its meetings, maintaining books of account, and establishing and maintaining efficient financial controls;
 - 9.2.3 reporting on its activities and decisions to the AGM of Anjoman; and
 - 9.2.4 fulfilling the responsibilities of Anjoman in connection with its scope of authority as referred to in Clause 6.2.
- 9.3 There shall be regular meetings of the Board at such frequent intervals as the Board may decide but not less than 6 meetings a year. Unless specified otherwise, decisions of the Board shall be made by simple majority, after discussion.
- 9.4 The alternate members of the Board may attend Board meetings and express their views but, they shall have no voting rights.
- 9.5 The Board shall appoint as necessary, committees or ad hoc working groups from the members of Anjoman. At least 1 member of each committee shall be from the Board. The position of head of each committee shall be decided by the relevant committee's members. The committees shall report recommendations to be Board of Management for ratification. Unless specifically authorised by the Board, such committees shall not have the power to commit the Board to any particular course of action.

10. HONORARY OFFICERS

- 10.1 The newly elected Board at its first meeting shall elect from among its elected members persons to fill the Honorary Offices of Chairman, Vice-Chairman, Secretary, Events Co-ordinator and Treasurer for the ensuing 2 years. Election of Honorary Officers shall be by secret ballot of the incoming Board of Management.
- 10.2 The Board may also appoint an Executive Officer who may be a member of the Board or otherwise. The Executive Officer shall be responsible, through the Chairman, for the efficient and proper conduct of Anjoman's affairs as delegated by the Board.
- 10.3 No member shall serve for more than two consecutive terms on the Board. Following a two terms consecutive service on the Board, a

member may be eligible for re-election after a minimum period of one term.

10.4 The duties of the Chairman shall be:

10.4.1 to preside at meetings of the Board and the General Meeting;

10.4.2 to prepare, in consultation with the members of the Board, the agendas for the General Meetings of Anjoman and the Board meetings; and

10.4.3 to act as a spokesman for Anjoman when representations are being made on behalf of Anjoman to public bodies or on other public occasions as determined by the Board.

10.5 The Chairman may, on the advice of the Executive Officer and/or that of members of the Board take decisions under "Chairman's Action" provided that the following conditions are satisfied:

10.5.1 whenever possible, he shall so act only after consultation with at least 2 other members of the Board;

10.5.2 all such actions shall be reported to the next meeting of the Board with the request that they are ratified; and

10.5.3 expenditure that may be incurred under Chairman's Action between any 2 meetings of the Board shall not exceed a sum to be predetermined by the Board.

10.6 In the event that the Chairman vacates his office or absents himself for whatever reason, the Vice-Chairman shall deputise for him until the Chairman returns to office, and while so acting, the Vice-Chairman shall act in accordance with the provisions of Clause 10.4.

10.7 The Vice-Chairman shall deputise for the Chairman in the performance of any of the duties listed under 10.4 when so requested by the Chairman, or in the absence of the Chairman, and while so acting shall be bound by the provisions of Clauses 10.4 and 10.5.

10.8 If the office of Vice-Chairman falls vacant through resignation or any other cause, the Board shall, as soon as possible, elect 1 of its members to assume the title and duties of that office until the first Board of Management meeting after the next AGM.

10.9 Duties of the Secretary shall be:

- 10.9.1 to take official minutes of all meetings of the Board and the General Meetings;
 - 10.9.2 to supervise the membership affairs of Anjoman, including but not limited to, receiving and processing the membership applications and enforcing the membership criteria as agreed by the Board;
 - 10.9.3 to communicate the official pronouncements of the Board and Anjoman, as appropriate to the members, prospective members and other interested parties; and
 - 10.9.4 to process all correspondence with members, including but not limited to, sending of notices for the General Meetings.
- 10.10 Duties of the Treasurer shall be:
- 10.10.1 to cause for proper accounts to be kept of all monies received by and on behalf of Anjoman, and of all payments made on its behalf that they are presented annually for audit by a qualified auditor;
 - 10.10.2 to prepare any budgets to cover the work of Anjoman;
 - 10.10.3 to advise the Board and Anjoman on financial matters as required; and
 - 10.10.4 to present accounts of current income and expenditure as may be required by the Board.
- 10.11 Duties of the Events Co-ordinator shall be:
- 10.11.1 to supervise and arrange all events of Anjoman including (but not limited to) the monthly business meetings subject always to the prior approval of the Board.

11. FINANCES

- 11.1 Anjoman shall have the power to raise money by means of donations, gifts, sponsorships, covenants, legacies, grant-aid from statutory and non-statutory bodies, subscriptions, and fund-raising events. Loans may be obtained subject to prior approval of an Extra- ordinary General Meeting.
- 11.2 There shall be an annual membership fee for Individual, Business and Youth memberships. The membership fee shall be due on application,

and shall be fully refunded if membership is not approved. Annual membership fees shall be treated as due from the first day of the month of a member's admission to membership and on each anniversary of the membership date thereafter.

- 11.3 The Board shall recommend the membership fees to the General Meeting for approval.
- 11.4 There may be a reduction of up to 50% (fifty percent) of the membership fee in the case of the Youth Members, at the discretion of the Board.
- 11.5 Annual membership fees shall be payable within maximum 30 days from the due date. In the case of late payment, the member shall be sent a reminder after 30 days from the due date, followed by a final notice within the next 30 days, and in the event the amount due remains unpaid after 30 days from the date of the final notice, the membership concerned shall be deemed lapsed, save that it may be reinstated at the discretion of the Board.
- 11.6 All income and property of Anjoman shall be applied by direction of the Board solely towards the promotion of the Objects and Functions of Anjoman. Payments shall be made in good faith for remuneration to any employee of Anjoman (not being a member of the Board), and for reimbursement of out-of-pocket expenses incurred as the direct result of carrying out duties by an employee, or discharge of Anjoman's business by any member of the Board, in accordance with rules laid down by the Board.
- 11.7 No cheque shall be drawn on Anjoman's bank account/s unless it bears the signature of at least 2 persons, who must be members of the Board authorised so to sign by a resolution of the Board.
- 11.8 No committee or working group shall incur expenditure on behalf of Anjoman except as previously approved by the Board.
- 11.9 In the interest of financial control, the Board shall determine from time to time the limits within which expenditure may be incurred on the authority of the Executive Officer, or the Treasurer or, other Honorary Officers.
- 11.10 Anjoman's financial year shall run from 1st April to 31st March. At each AGM:
 - 11.10.1 audited accounts for the past financial year shall be presented; and

11.10.2 a qualified auditor shall be appointed for the succeeding financial year.

12. CONDUCT OF BUSINESS

- 12.1 The Board shall have power to make rules and regulations relating to the conduct of Anjoman's affairs, provided that they are fully consistent with all the provisions of the Constitution and are subordinate to them.
- 12.2 At all meetings of Anjoman and of the Board, voting on matters duly proposed and seconded shall be by show of hands, unless at least 3 members request otherwise. All elections shall, however, be by means of secret ballot.
- 12.3 The Board shall appoint staff as appropriate. The terms and conditions of employment of staff shall be governed by the current employment laws and regulations.
- 12.4 No employee of Anjoman shall be a member of the Board. Any member of the Board who applies for or accepts paid employment by Anjoman shall cease, while his application is being determined, or whilst in paid employment, to be a member of the Board.

13. MEETINGS OF ANJOMAN

- 13.1 Ordinary meetings of Anjoman shall be as determined by the Board.
- 13.2 There shall be an AGM of Anjoman, which shall take place during the second half of May every year.
- 13.3 Extraordinary meetings of Anjoman may be requested in writing by the Board or by at least one-third of the membership or, 20 members (whichever number is lower). The Board shall be duty bound to consider such application within 30 days.
- 13.4 All General Meeting of members shall be convened at the direction of the Board and shall require a minimum of 21 days notice. The agenda shall be included in the notice of any General Meeting or given to members at the same time and shall be deemed as constituting a part of the notice. Only matters specified in the agenda may be formally raised and voted upon at General Meetings. In the case of nominations for the Board the agenda shall contain the name of all the candidates. Copies of the Accounts and the Reports to be presented at the General Meetings shall be sent to the membership 10 days prior to the date of the meetings.

- 13.5 Meetings of Anjoman, including the AGM, shall be deemed to have quorum when at least one quarter of the total number of voting members (as defined in Clause 7) are present. The quorum for meeting of the Board shall be 3 voting members. Should a quorum not be obtained at any General Meeting of members, the meeting shall be reconvened at the direction of Board of Management in accordance with provisions of the Constitution and a quorum at the reconvened meeting shall be one-sixth of those eligible for participation.
- 13.6 In the event a member is unable to attend a General Meeting of Anjoman, he may submit his vote in a letter placed in a sealed envelope addressed to Anjoman's Secretary, at least 3 working days prior to the scheduled date of the meeting. The letter must be signed by the member (and not on his behalf) and must give the reason for the member's absence from the General Meeting. The Secretary shall deliver the sealed envelope at the General Meeting to the members appointed to count the votes, who shall open and count the said vote at the same time with the other votes.

14. DISSOLUTION

- 14.1 Anjoman may at any time be dissolved by a resolution passed by at least a three-quarter majority of those voting at an Extraordinary General Meeting of Anjoman, provided that at least 21 days notice of the resolution has been given in writing to members and provided that at least half of the members plus one and the Board have unanimously voted in support of the dissolution. Such a resolution may give instructions for the disposal of any assets held by or in the name of Anjoman, provided that if any assets remain after the satisfaction of all debts and liabilities, such assets shall not be paid or distributed to Anjoman members, but shall be transferred to such other institution or organisation having Objects similar to those of the Anjoman, as Anjoman may determine.
- 14.2 If notice of the intention to move such a resolution has been given to 2 successive meetings in accordance with Clause 14.1, and neither of them has achieved quorum, then, providing that the following conditions are satisfied;
- 14.2.1 the resolution provides for the application of all assets of Anjoman; and
- 14.2.2 the Board having unanimously supported the resolution, the Board shall declare the resolution passed 30 minutes after the time for commencement of the second meeting and shall

dispose of any assets in accordance with any instruction in the resolution.

15. AMENDMENTS TO THE CONSTITUTION

15.1 Amendments may be made to this Constitution by an Amending Resolution.

15.2 An Amending Resolution must be passed by at least a three-quarter majority of those voting at an Extraordinary General Meeting of Anjoman, and shall not be valid unless the meeting is convened in accordance with the provisions of this Constitution.

16. EFFECTIVE DATE

This Constitution is the complete text as approved by the Extraordinary Meeting of the members of Anjoman on this 24th day of May 2007, as amended from time to time, and it shall come into effect immediately.