

In the name of God  
Statute of Farhikhtegan'e Mosalman (Islamic Scholars) Association

General Assembly of Trustees

**Chapter One: Generalities and objectives**

Article 1

The name of the NGO is the Cultural Association of "Farhikhtegan'e Mosalman", which is referred to as "Association" in this Statute.

Article 2

Type of activity: All activities of the association are of non-political and non-profit non-governmental organizations in the cultural issues with full compliance with the laws and regulations of the Islamic Republic of Iran and this Statute.

Article 3

The scope of the Association's activity is national

Article 4

Location: The main center of the association: unit 1, No. 16, street 31, Sa'adat Abad, Tehran and if necessary, it can have a branch or representative office elsewhere in or outside the country after obtaining permission from the licensing authority in accordance with the regulations.

Article 5

Nationality: The Association has the nationality of the Islamic Republic of Iran, and all its members declare their commitment to the constitution of the Islamic Republic of Iran.

Article 6

The duration of the activity of the association is indefinite from the date of establishment.

## Article 7

The initial assets of the Association, including movable and immovable property, amount to Rials 10,000,000 which has been fully paid by the Founder Board and is available to the Association.

## Article 8

The Founding staff of the association is the people who have taken action of preparing the preliminaries and after the establishment, will not have any responsibilities as a founder.

## Article 9

The goals of the association are:

### A. General

Grounds to provide the appropriate conditions for the gathering of Islamic scholars to discuss and exchange views on cultural, social, literary and artistic subjects, and to introduce and present the culture of Shi'ism and culture and civilization of Iranian people to the Muslim world.

### B. Implementation method

Contact through cyberspace, social networking, website creation, correspondence, holding conferences and cultural meetings, think tank formation and attending relevant national assemblies.

The approval of the licensing authority with the activities mentioned in the goals and practices of the execution does not permit the activity to be carried out in cases requiring licenses from other specific authorities. Obviously, to perform any actions of the objectives and practices that requires the approval of a particular organization depends on obtaining a license from that reference.

## **Chapter Two: Structure**

### Article 10

The committees of the association are:

1-General Assembly, 2- Board of Directors, 3- The Inspector

## Article 11

General assembly of the founders' duties:

- 1- Performing initial actions to establish the Association
- 2- Preparing the statute and its approval
- 3- Selecting the members of the Board of Trustees
- 4- Selecting the first managers and inspectors

Note 1: The majority required to form the general assembly of the founders at its first meeting is the presence of the half plus one member, and in case of non-quorum majority, it will be recognized in the second time with the presence of one third of the members.

Note 2: The decisions of the general assembly of the founders will be accepted and become official by a majority of two thirds of the votes cast, the approval of the licensing authority and the specialized agency.

## Article 12

The ordinary General Assembly is composed of members of the Board of Trustees and is the highest decision making authority that meets normally or extraordinary.

The number of members of the board of trustees is nine

## Article 13

If the co-operation of each member of the Board of Trustees is impossible due to death, dismissing or resignation, Board of Trustees selects a qualified and trusted member by the relative majority of members as a member of the board of trustees

## Article 14

The General Assembly of the Board of Trustees will be convened annually in November. The meeting is attended by half, plus one member at first, and will be officially formed with the presence of any number of members at the second time.

Note 1- The majority required to make a general meeting decision is half plus one vote of the participants at the formal meeting of the Assembly, except in the case of the selection of directors or inspectors who will be the relative majority of the votes. If the first call is not successful, the second session will be held at least 10 (ten) days apart and will be recognized by any number of current members.

Note 2. The General Assembly of the Board of Trustees may be held exceptionally at any time upon request by the Board of Directors or the Inspector (s).

One-fifth of the members of the Board of Trustees shall be formed if the Board of Directors or the Inspectorate does not act on the request of the members of the Assembly for a period of 20 days.

Note 3- An invitation to the General Assembly is made through the insertion of an advertisement in the current newspaper at least 10 days and up to 40 days before the Assembly, by written or telephone call invitation.

Note 4 - The widely published newspaper for the publication of advertisements is “Hamshahri Newspaper”.

#### Article 15

Functions of the General Assembly of the General Board:

- 1 Selection of the board members and inspectors (original and alternate)
- 2 Audition and reviewing the report of the Board of Directors and the Inspector (s)
- 3 Determining the general policy of the forum
- 4 Reviewing and approval or rejection of the Board of Directors proposals
- 5 Determination of the successor to the Board of Trustees
- 6 Approval of the balance sheet and budget of the association
- 7 Determining a widely published newspaper for banners and invitations
- 8 Dismissing the members of the board of trustees, the Board of Trustees and the inspectors

#### Article 16

The Extraordinary General Assembly will be convened on the following terms:

1. At the request of the majority of the members of the Board of Directors or the Inspector
2. At the request of one fifth of the members of the trustee.

Note 1 - The invitation to the Extraordinary general assembly is written and will be communicated to the members of trustee at least 10 (ten) days before its formation.

Note 2: The majority required for the convening of the Extraordinary General Assembly at the first time shall be the same as the ordinary General Assembly, and at the second time, attended by more than one-third of the members of the Board of Trustees.

Note 3 - The decisions of the extraordinary general assembly will be approved by a two-thirds majority of the members present at the meeting

#### Article 17

Tasks of the extraordinary general assembly

- 1-Approval of changes to the statute of association
- 2- Reviewing and approval or rejection of the dissolution of the forum
3. Change in the amount of fund
4. Early dissolution
5. Any changes in nature

#### Article 18

Meetings of the general assembly of trustees are managed by a board of directors consisting of a chair, a secretary and two supervisors.

Note 1: Board members should not be among the candidates for the Board of Directors and the Inspectors and they will be elected by the General Assembly upon the announcement of their nomination.

Note 2: The chairman of the board of directors will be the chair of the general assembly of trustees unless the subject is dismissed or election of the board of directors.

#### Article 19

Board of Directors:

The forum will have a board of 5 members and 2 alternative members

Note 1 - Meetings of the Board of Directors attended by more than half of the members are officially approved and the decisions taken will be valid by the majority of the votes cast.

Note 2- The presence of the members of the board of directors in the meetings is necessary and the absence of any member without notice and without prior announcement up to 3 consecutive or 4 alternate sessions during the year will be regarded as the resignation of the absent member.

Note 3 - legal Invitation to the Board of Directors must be made at least 7 days before the meeting.

## Article 20

In case of resignation or death or termination of the terms of any member of the board of directors or the alternative supervisory member the Board of Directors or the Inspection will carry out the duties of the original member for the remaining time.

If the number of the board of directors or the inspection is less than the number of main members for any reason, and the entry of the alternative members also does not result in its completion, the General Assembly shall be held normally or extraordinary to complete the remaining members of the board.

## Article 21

The Board of Directors, in addition to meetings that are convened regularly and at least once a month, will require a letter of invitation or a telephone call from the chairman or the vice chairman to convene an extraordinary meeting.

Note: The way of convening an extraordinary meeting under the internal regulations to be approved by the board of directors.

## Article 22

At the first meeting after the election, the members of the board will elect a chairperson and one vice president and a treasurer among themselves. The extent of their authority will be determined by the statutes or regulations approved by the general meeting of the trustees.

Note 1- The Board of Directors may dismiss the mentioned persons from the said positions at any time

Note 4-If necessary, the Board of Directors may define other positions for other members of the Board of Directors.

## Article 23

The board will be elected for 2 years. Re-election of the Board of Directors is allowed for subsequent periods

The Board of Directors is also required to invite the general board of trustees to elect a new board for a maximum of three months before the end of its tenure.

The Board of Directors is obligated to issue the order and the time of the meeting to the authority of the issuing authority prior to the insertion of the advertisement, and at least ten days before the end of its tenure, declare the outcome of the election to the relevant authorities and competent

## Article 24

The Board of Directors is the legal representative of the Association and its duties and powers within the framework of the statute of Association are as follow:

Maintaining and protecting movable and immovable property, handling accounts, paying and accumulating dues, performing the approvals of public assemblies, opening an account in banks during legal procedures, prosecution of judicial and administrative fees, and registration in all legal proceedings in courts

Determining the appointment and nomination of a lawyer and dismissing it, interrupting and settling disputes through compromise, and if necessary, delegating assigning all or part of his authority to any other person, whether legal or individual, with the right of sovereignty, and other duties that are based on Statute to board of directors entrusted. In general, the board of directors may consider any transaction and contract necessary for the transfer of movable property which requires the approval of the general assembly after the approval of the assembly in the name of the association.

Note 1 - Except as regards matters which, in accordance with the provisions of this Statute, making decisions and taking action on them are in the particular jurisdiction of the Board of Trustees, the Board of Directors shall have all the powers necessary for the administration of affairs contingent to observe the limits of the objectives and statutes.

Note 2- The board of directors, after approval, can proceed to conduct transactions or pay current costs of the association up to Rials 10,000,000 without the approval of the general association.

## Article 25

The General Assembly of the Board of Trustees will select 1 person as the main inspector and 1 person as an alternative inspector for one year.

## Article 26

The board of directors chooses one person among themselves or from outside as the CEO and determines the limits of authority and term of office and its remuneration.

Note: The CEO cannot be the chairman of the board at the same time unless approved by three-fourths of the votes of the members of the general assembly.

## Article 27

The inspector can conduct any inspection and investigation of the operation of the association at any time and request the relevant documents and information and, if necessary, request the convening of the extraordinary session of the general assembly.

#### Article 28

The board of directors, the CEO and the inspectors will remain responsible until their successors are elected by the general assembly.

#### Article 29

The following persons cannot be selected as inspectors:

- 1- Those who have been deprived of their social rights in whole or in part due to committing an infiltration and by virtue of a definite court ruling.
- 2- Managers and Managing Director
3. The causal and relative proportions of directors and managers to grade three from the first and second floors.
- 4- Wife of the persons mentioned in section 2

Note: The re-election of inspectors is allowed.

#### Article 30

The duties of the inspector are as follows:

- 1- Reviewing all documents and financial bills and preparing reports for the General Assembly of Trustees.
- 2- Reviewing the annual report of the Board of Directors, both financial and non-financial, and provide a performance report for the General Assembly
3. Reporting any violation of the Board of Directors from the provisions of the statute of Association to the General Assembly of Trustees
4. Written comments on the veracity of the performance and the information provided to the General Assembly by the Board of Directors and administrators.
5. Other duties that the statute, rules and regulations of the association have laid down on the inspector

Note: The Inspector may participate in the meetings of the Board without voting rights

#### Article 31

The CEO is the highest executive officer of the association, and within the limits of the powers conferred upon him by the board of directors and the statute of association, he is the representative of the association and is authorized by the association.

Note 1: Dismissal of the Managing Director is the authority of the Board of Directors, which must be documented

Note 2: If the CEO is a member of the board of directors, his term of management will not be longer than his membership in the board of directors. However, his re-election is permitted in accordance with the provisions of this Statute

Note 3: All documents, securities and promissory notes signed by the Managing Director and the Treasurer and in the absence of the Treasurer will be authentic by the signature of the Chairman of the Board and with the seal of the Association.

### Article 32

The CEO is the executive director of the General Assembly and the Board of Directors and has the following powers and responsibilities

1. Legal representation in official bodies and institutions and against individuals and legal persons
- 2- Removal and employment of staff members in terms of regulations and approvals of the board of directors
- 3- Maintenance of assets - Property - Accounts - Documents and offices
4. Implementation of the powers delegated to it by the Board of Directors, either on a case by case basis or on a sectional basis.
- 5- Providing the necessary proposals for expanding the coordination and optimization of the activities of the Association to the Board of Directors for submission to the General Assembly.
- 6- Drafting a balance sheet - Budget - Policy and annual report to review the Board of Directors and submit to the General Assembly.
- 7- Drafting the necessary regulations for the design and decision of the board of directors.
8. Supervising and coordinating the activities of branches and offices
9. Proposing a meeting of the extraordinary general assembly with a reasonable justification for approval by the Board of Directors.
- 10- Perform other duties and powers delegated to or under the terms of the statutes and the relevant laws and regulations.

### Article 33

The salary and benefits of the CEO are determined by the board of directors.

If the CEO is not a member of the board of directors, he / she may attend the meetings of the board without the right to vote.

#### Article 34

The term of the executive director's term of office will not exceed the duration of the board's mission, and the change or renewal of his election will be inadmissible. In any case, the director shall, upon expiration of the mission, be obligated to determine the successor of the assigned duties.

### **Chapter Three: Budget and Miscellanea Articles**

#### Article 35

The budget of the Association is to be funded through the following sources:

A) gifts, donations and benefits of natural and legal persons, both domestic and foreign, governmental and non-governmental

B) Devotion and imprisonment

C) funds derived from activities carried out within the framework of the subject of the activity, objectives and statute of the organization

#### Article 36

The income and expenses of the association will be submitted to the relevant authorities at the legal offices and the bill of discharge will be submitted to the relevant authorities no later than two months after the end of each financial year.

Note 1- The Board of Directors is required to keep all the annual revenue earned in pursuance of its objectives and tasks in accordance with the Articles of Association, and, in the event that surplus funds are available on the Association's fees, maintain a special account at the Association with one of Iran's official banks.

Note 2- The fiscal year of the Association is in accordance with the Solar Year and will end at the end of November, except for the first fiscal year that will be in place in March of the same year since its establishment.

Note 3: The official correspondence of the association is signed by the CEO.

Note 4: All file records and correspondence are kept at the head office

Note 5 - The approvals and transcripts of the Board of Directors shall be made at special offices in the order of the date and recorded and signed by the relevant members.

#### Article 37

The board of directors is required to announce any modification or amendment of the statute to the issuing authority of the activity license and, if agreed, the issuing authority will be approved by the General Assembly and the results of the registration process must be announced to the licensing authority for the execution of the formal procedure.

#### Article 38

The Board of Directors is required to announce the location of the Association and its subsequent amendments to the Executing Agency

#### Article 39

The association will have a letterhead and a special stamp or logo, the text of which will be prepared by the Board of Directors and subject to regulations. The board is required to sample The letterhead and the stamp and the logo will be sent to the licensing authority and company registration.

Note: The Board of Directors is legally responsible for protecting the seal and logo

#### Article 40

Liquidation: In the event of the dissolution of the Board, the Extraordinary General Assembly will elect at least three persons as the Selection Board, and this Board will be obliged, after considering the accounts and debiting and collecting outstanding claims and determining the assets of the Asset, including movable and immovable assets, To be approved by the Extraordinary General Assembly. The board is obliged to submit the result to the issuing authority.

Note 1: The Extraordinary General Assembly is required to assign the assets of an organization after dissolution, which is determined by the supervisory authority of the issuing authority to one of the organizations of the people with the subject of the same activity.

Note 2: The purification of the related affairs will be made in accordance with the provisions of the Articles of Association and the applicable laws.

Note 3: The purification team selects one person as its director of purification

Note 4: The filing director is required to submit a copy of the report to the licensing authority and company registration.

#### Article 41

If the activities mentioned in the objectives of this Statute require the acquisition of a specific license from other government agencies, the Association is required to obtain the required license.

#### Article 42

Items not provided by this Statute shall be governed by the relevant provisions of the establishment and operation of public organizations and the general law of commerce.

#### Article 43

This statute contains 3 chapters, 43 articles and 35 notes and was approved on Feb 20, 2014, at the meeting of general assembly of the founders.