

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE – COMMERCIAL LIST**

THE HONOURABLE  
JUSTICE HAINEY

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....., THE .....  
DAY OF FEBRUARY, 2021

22nd

BETWEEN:

BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI,  
and SHAYAN MOIN

Applicants

- and -

IRANIAN CANADIAN CONGRESS

Respondent

**ORDER**

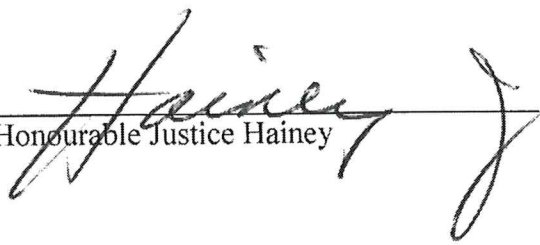
**THIS ORDER**, being made on an unopposed basis, was granted this day at the Commercial List Courthouse, located at 330 University Avenue, Toronto, Ontario.

**ON READING** the contents of the Order and the approval from counsel for the Parties as to the form and content of same, filed,

1. **THIS COURT DECLARES** that the Final Report of the Court-Appointed Monitor, Marvin J. Huberman (the “**Monitor**”), dated December 21, 2020, attached as **Schedule “A”** complies with the Order of Justice Hainey, dated September 14, 2020.
2. **THIS COURT FURTHER DECLARES** that the Monitor is hereby discharged as the Monitor for the within proceeding.
3. **THIS COURT DIRECTS** the Monitor to provide the password to the NationBuilder administrative account to Ahmad Ehsandar (“**Mr. Ehsandar**”) of the Iranian Canadian Congress within five (5) days of this Order. Mr. Ehsandar shall forthwith change the password to the NationBuilder administrative account and confirm the same has been done by sending an email to counsel for the parties and to the Monitor.



4. **THIS COURT ORDERS** that the within Application is hereby dismissed on a without-costs basis.

  
The Honourable Justice Hailey

ENTERED AT / INSCRIT À TORONTO  
ON / BOOK NO:  
LE / DANS LE REGISTRE NO:

FEB 22 2021

PER / PAR:



**SCHEDULE "A" TO ORDER**

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

**ONTARIO  
SUPERIOR COURT OF JUSTICE  
COMMERCIAL LIST****BETWEEN:****BABAK PAYAMI, KAMNOOSH SHAHABI, MEHRDOKHT HADI and  
SHAYAN MOIN**

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**IRANIAN CANADIAN CONGRESS**

Respondent

**FINAL REPORT OF THE MONITOR**

(Submitted on December 21st, 2020)

**THE MANDATE**

1. By Order of Justice Hainey, dated September 9, 2019, Marvin J. Huberman, was appointed Monitor of the Iranian Canadian Congress' (the "ICC") 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 to the satisfaction of this Court.
2. Pursuant to that Order, and the Order of Justice Hainey, dated September 14, 2020 (the "Court Orders"), the Monitor shall prepare the final report to this Court, within fourteen (14) days of the 2019 AGM 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").

3. The 2019 AGM was held virtually and the 2019 Election was held by on-line voting as a result of the health and safety restrictions in place due to the COVID-19 pandemic on December 13, 2020, in accordance with the Court Orders.
4. This is the Final Report of the Monitor.

## THE TIMELINE

5. The following is a chronology of material events in relation to the 2019 AGM and 2019 Election.

Table 1

Date	Event	Link to Document
September 9, 2019	Order of Justice Hailey	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1602022272/Order%20of%20Justice%20Hailey%20-%20September%209%202019.PDF?1602022272">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1602022272/Order of Justice Hailey - September 9 2019.PDF?1602022272</a>
November 5, 2019	Order of Justice Hailey	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1602022281/Order%20of%20Justice%20Hailey%20-%20November%205%202019.pdf?1602022281">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1602022281/Order of Justice Hailey - November 5 2019.pdf?1602022281</a>
September 19, 2020	Order of Justice Hailey	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1601067689/CV-19-00616512-00CL_%28Endorsement%20and%20Order%29.pdf?1601067689">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1601067689/CV-19-00616512-00CL %28Endorsement and Order%29.pdf?1601067689</a>
September 20, 2019	Message from the Monitor	<a href="https://mailchi.mp/9cc3b8624672/important-information-2019-agm-and-election?fbclid=IwAR1Jr8vZtbdMpl0EqbGRnZ5b5uxCK8cgWc5ea_2OhTo8l_sQl6eCWqB0tn8">https://mailchi.mp/9cc3b8624672/important-information-2019-agm-and-election?fbclid=IwAR1Jr8vZtbdMpl0EqbGRnZ5b5uxCK8cgWc5ea_2OhTo8l_sQl6eCWqB0tn8</a>



Date	Event	Link to Document
November 18, 2019	AGM Agenda	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1601068845/AGM_2019_Agenda_-_2020-11-18.pdf?1601068845">https:// d3n8a8pro7vhm.cloudfront.net/ iraniancanadiancongress/pages/ 2963/attachments/original/ 1601068845/ AGM_2019_Agenda - _2020-11-18.pdf?1601068845</a>
January 21, 2020	Membership Notice	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1601068847/Membership_Notice_-_2020-01-21.pdf?1601068847">https:// d3n8a8pro7vhm.cloudfront.net/ iraniancanadiancongress/pages/ 2963/attachments/original/ 1601068847/ Membership_Notice - _2020-01-21.pdf?1601068847</a>
March 19, 2020	Notice of Postponement	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1601068848/AGM_Postponed_2020-03-19.pdf?1601068848">https:// d3n8a8pro7vhm.cloudfront.net/ iraniancanadiancongress/pages/ 2963/attachments/original/ 1601068848/ AGM_Postponed_2020-03-19.p df?1601068848</a>
October 16, 2020	2019 AGM Committee Summary Report	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1602872166/Verifying_Dec_2018_Members_List-Summary_Report_r3-p.pdf?1602872166">https:// d3n8a8pro7vhm.cloudfront.net/ iraniancanadiancongress/pages/ 2963/attachments/original/ 1602872166/ Verifying Dec 2018 Members L ist- Summary Report r3-p.pdf? 1602872166</a>
November 6, 2020	Membership Notice	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1604691823/Nov_Membership_Notice_-_D04_Farsi.pdf?1604691823">https:// d3n8a8pro7vhm.cloudfront.net/ iraniancanadiancongress/pages/ 2963/attachments/original/ 1604691823/ Nov_Membership_Notice - _D04_Farsi.pdf?1604691823</a>
November 9, 2020	Director Candidate and Eligibility and Nomination Announcement	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1604961376/Nomination_Notice_-_D03_Farsi.pdf?1604961376">https:// d3n8a8pro7vhm.cloudfront.net/ iraniancanadiancongress/pages/ 2963/attachments/original/ 1604961376/ Nomination_Notice - _D03_Farsi.pdf?1604961376</a>

Date	Event	Link to Document
November 11, 2020	Notice Regarding Members' Motions for the 2019 AGM	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605106951/Motion_Notice_-_D01_Farsi.pdf?1605106951">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605106951/Motion_Notice_-_D01_Farsi.pdf?1605106951</a>
November 13, 2020	Technical Expert Notice #1	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605487292/TechnicalExpert-Notice_D01-Notice.pdf?1605487292">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605487292/TechnicalExpert-Notice_D01-Notice.pdf?1605487292</a>
November 18, 2020	Notice of ICC 2019 AGM	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605731542/AGM_Notice_Farsi_-_Dec_13-2020.pdf?1605731542">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605731542/AGM_Notice_Farsi_-_Dec_13-2020.pdf?1605731542</a>
November 18, 2020	Agenda - ICC 2019 AGM	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605731544/AGM_Agenda_Farsi_-_Dec_13-2020.pdf?1605731544">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605731544/AGM_Agenda_Farsi_-_Dec_13-2020.pdf?1605731544</a>
	President's Report, AGM, December 13, 2020	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729642/President_report_English.pdf?1605729642">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729642/President_report_English.pdf?1605729642</a>
	Treasurer's Report	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729643/Treasurer_report.pdf?1605729643">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729643/Treasurer_report.pdf?1605729643</a>



Date	Event	Link to Document
	2018 and 2019 Audited Financial Statements and Auditor's Report, dated November 5, 2020	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729641/Audited_Financial_Statement_2018-2019.pdf?1605729641">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729641/Audited Financial Statement 2018- 2019.pdf?1605729641</a>
November 24, 2020	Reminder Notice to Register	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1606261157/Reminder_Note_Farsi.pdf?1606261157">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1606261157/Reminder Notice Farsi.pdf?1606261157</a>
December 1, 2020	Notice of Monitor's Determination Regarding Members' Motions	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1606839626/Notice_of_Monitor_F.pdf?1606839626">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1606839626/Notice of Monitor F.pdf?1606839626</a>
December 1, 2020	2019 Election - List of Eligible Nominees	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1606832452/Candidates_List.pdf?1606832452">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1606832452/Candidates List.pdf?1606832452</a>
December 3, 2020	Final Registration Notice from Technical Expert	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607040971/2020-12-03_FINAL_REGISTRATION_NOTICE_FROM_TECHNICAL_EXPERT-r3.pdf?1607040971">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607040971/2020-12-03 FINAL REGISTRATION NOTICE FROM TECHNICAL EXPERT-r3.pdf?1607040971</a>
December 11, 2020	Technical Expert Notice	<a href="https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607707714/Notice_from_the_Technical_Expert-Dec11.pdf?1607707714">https://d3n8a8pro7vhm.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607707714/Notice from the Technical Expert-Dec11.pdf?1607707714</a>

Date	Event	Link to Document
December 13, 2020	Election Report of the Technical Expert - 2019 Election Results	<a href="https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607907323/2020-12-13_Report_of_the_Technical_Expert.pdf?1607907323">https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607907323/2020-12-13_Report_of_the_Technical_Expert.pdf?1607907323</a>

## THE 2019 AGM AND 2019 ELECTION

6. In accordance with the Agenda - 2019 AGM of the ICC, the Monitor:

- Welcomed the attendees to the 2019 Annual General Meeting (the "AGM") of the Iranian Canadian Congress (the "ICC") and thanked them for joining the meeting;
- Introduced himself as Marvin Huberman, the Court-Appointed Monitor in respect of the 2019 AGM and the 2019 Election of the Iranian Canada Congress. He also stated that he was the Chair of this meeting;
- Introduced the panel:
  - Bahram Jalayer, a Volunteer Member of the 2019 AGM Committee;
  - Dorna Mojdami, a Volunteer Member of the 2019 AGM Committee;
  - Sincerely thanked Bahram and Dorna for contributing their time and talents and for taking on extra commitments during COVID-19. He very much appreciated and valued their efforts in relation to the 2019 AGM and Election. He wanted them to know that their hard work had been noticed;
  - Introduced the next panel member, Marcel Mongeon of Mongeon Consulting Inc., the Court-Appointed Technical Expert;



- Thanked Mr. Mongeon for diligently fulfilling his court-ordered duties as the Technical Expert and for taking more than reasonable measures within the scope of his mandate relating to the ICC 2019 AGM and the 2019 Election. He was very grateful for Mr. Mongeon's high-quality work and professionalism, and for that of his assistant, Trish Mongeon;
- Introduced the following 3 panel members:
  - Pouyan Tabasinejad, a member of the current board of directors and Vice-President of the ICC;
  - Soudeh Ghasemi, the President of the ICC, and
  - David Chemtob, a Chartered Professional Accountant and Auditor.
- **Meeting call to order** - The Monitor called to order the 2019 Annual General Meeting of the Iranian Canadian Congress, which was held online via Zoom webinar on Sunday, December 13, 2020 starting at 12:00 PM Eastern Time.
- **Establish quorum** - Mr. Mongeon confirmed the number of ICC members in attendance at this 2019 AGM.
- The Monitor, having court-ordered full and final authority over the entire process and all matters relating to the 2019 AGM and 2019 Election, which were ordered by the Court to take place on December 13, 2020, **declared** that a **quorum** of ICC Members was present at this 2019 AGM.
- **Notice of Meeting** - The Monitor **further declared** that this 2019 AGM was properly constituted for the conduct of business.

- **Approval of the 2018 ICC Elections Committee Final Report: Election 2018 - May 3, 2018 -**

- [https://www.iccongress.ca/final\\_report\\_election\\_2018](https://www.iccongress.ca/final_report_election_2018)
- A link to this Report was sent to ICC Members and posted on the ICC web on November 18, 2020;
- The Monitor called upon Pouyan Tabasinejad, Vice-President of the ICC, to answer questions posed and/or to respond to comments made on this report;
- The Monitor asked whether there were any questions, comments, or corrections to be noted;
- Questions were asked and comments were made, following which Motion #1 was moved.
- **Motion #1:**
  - The Monitor asked for a motion to accept the 2018 ICC Elections Committee Final Report: Election 2018, dated May 3, 2018;
  - The Monitor asked for a Mover;
  - The Monitor asked for a Seconder;
  - The Monitor confirmed that a motion was made that the 2018 ICC Elections Committee Final Report: Election 2018, dated May 3, 2018 be accepted;
  - This motion was seconded;
  - This motion was open to discussion;

- After discussion, the Monitor confirmed that it was moved and seconded that the 2018 ICC Elections Committee Final Report: Election 2018, dated May 3, 2018 be accepted;
- A poll pop-up vote on this motion took place and the votes were tallied;
- Mr. Mongeon announced the result of the vote on this motion;
- The Monitor confirmed that this motion was CARRIED: The 2018 ICC Elections Committee Final Report: Election 2018, dated May 3, 2018 was accepted.
- **President's Report, AGM, December 13, 2020 -**
  - A link to this Report was sent to ICC Members and posted on the ICC web on November 18, 2020;
  - [https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729642/President\\_report\\_English.pdf?1605729642](https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729642/President_report_English.pdf?1605729642)
  - The Monitor called upon Soudeh Ghasemi, President of the ICC to present her Report;
  - The Monitor thanked Ms. Ghasemi for having presented her Report;
  - The Monitor asked whether there were any questions or comments to be noted;
  - Questions were asked and comments were made, following which Motion #2 was moved.
- **Motion #2:**

- The Monitor asked for a motion to accept the President's Report, AGM, December 13, 2020;
- The Monitor asked for a Mover;
- The Monitor asked for a Secunder;
- The Monitor confirmed that a motion was made that the President's Report, AGM, December 13, 2020 be accepted;
- This motion was seconded;
- This motion was open to discussion;
- After discussion, the Monitor confirmed that it was moved and seconded that the President's Report, AGM, December 13, 2020 be accepted;
- A poll pop-up vote on this motion took place and the votes were tallied;
- Mr. Mongeon announced the result of the vote on this motion;
- The Monitor confirmed that this motion was DEFEATED: The President's Report, AGM, December 13, 2020 was not accepted.
- **Treasurer's Report -**
  - A link to this Report was sent to ICC Members and posted on the ICC web on November 18, 2020;
  - [https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729643/Treasurer\\_report.pdf?1605729643](https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729643/Treasurer_report.pdf?1605729643)



- The Monitor called upon Soudeh Ghasemi, President of the ICC, to present this Report;
- The Monitor thanked Ms. Ghasemi for presenting this Report;
- The Monitor asked whether there were any questions or comments to be noted;
- The Monitor was advised by Ms. Ghasemi that Babak Amintafreshi, the Treasurer of the ICC, was not available to answer questions or respond to comments;
- Questions were asked and comments were made, following which Motion #3 was moved.
- **Motion #3:**
  - The Monitor asked for a motion to accept the Treasurer's Report;
  - The Monitor asked for a Mover;
  - The Monitor asked for a Secunder;
  - The Monitor confirmed that a motion was made that the Treasurer's Report be accepted;
  - This motion was seconded;
  - This motion was open to discussion;
  - After discussion, the Monitor confirmed that it was moved and seconded that the Treasurer's Report be accepted;
  - A poll pop-up vote on this motion took place and the votes were tallied;

- Mr. Mongeon announced the result of the vote on this motion;
- The Monitor confirmed that this motion was DEFEATED: The Treasurer's Report was not accepted.
- **Audited Financial Statements of the ICC for 2018 and 2019, and the Auditor's Report, dated November 5, 2020 -**
  - A link to the Audited Financial Statements of the ICC for 2018 and 2019, and the Auditor's Report, dated November 5, 2020 was sent to ICC Members and posted on the ICC web on November 18, 2020;
  - [https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729641/Audited Financial Statement 2018-2019.pdf?1605729641](https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1605729641/Audited_Financial_Statement_2018-2019.pdf?1605729641)
  - The Monitor called upon David Chemtob, a Chartered Professional Accountant and Auditor to present his Auditor's Report and the Audited Financial Statements of the ICC for 2018 and 2019;
  - The Monitor thanked Mr. Chemtob for presenting his Auditor's Report and the Audited Financial Statements of the ICC for 2018 and 2019;
  - The Monitor asked whether there were any questions or comments to be noted;
  - Questions were asked and comments were made, following which Motion #4 was moved.
  - **Motion #4:**

- The Monitor asked for a motion to accept the Audited Financial Statements of the ICC for 2018 and 2019, and the Auditor's Report, dated November 5, 2020;
- The Monitor asked for a Mover;
- The Monitor asked for a Secunder;
- The Monitor confirmed that a motion was made that the Audited Financial Statements of the ICC for 2018 and 2019, and the Auditor's Report, dated November 5, 2020, be accepted;
- This motion was seconded;
- This motion was open to discussion;
- After discussion, the Monitor confirmed that it was moved and seconded that the Audited Financial Statements of the ICC for 2018 and 2019, and the Auditor's Report, dated November 5, 2020, be accepted;
- A poll pop-up vote on this motion took place and the votes were tallied;
- Mr. Mongeon announced the result of the vote on this motion;
- The Monitor confirmed that this motion was DEFEATED: The Audited Financial Statements of the ICC for 2018 and 2019, and the Auditor's Report, dated November 5, 2020, were not accepted.
- **Appointment of Auditor for 2020 -**
  - **Motion #5**

- The Monitor asked for a motion to appoint David Chemtob, a CPA and Auditor, as the auditor for the Iranian Canadian Congress to hold office until the ICC 2020 Annual General Meeting, and that the auditor's remuneration be fixed at \$1800.00 (excluding HST);
- The Monitor asked for a Mover;
- The Monitor asked for a Seconder;
- The Monitor confirmed that a motion was made to appoint David Chemtob, a CPA and Auditor, as the auditor for the Iranian Canadian Congress to hold office until the ICC 2020 Annual General Meeting, and that the auditor's remuneration be fixed at \$1800.00 (excluding HST);
- This motion was seconded;
- This motion was open to discussion;
- After discussion, the Monitor confirmed that it was moved and seconded that David Chemtob, a CPA and Auditor, be appointed as the auditor for the Iranian Canadian Congress to hold office until the ICC 2020 Annual General Meeting, and that the auditor's remuneration be fixed at \$1800.00 (excluding HST);
- A poll pop-up vote on this motion took place and the votes were tallied;
- Mr. Mongeon announced the result of the vote on this motion;
- The Monitor confirmed that this motion was Carried: David Chemtob, a CPA and Auditor was appointed as the auditor for the Iranian Canadian Congress to hold



office until the ICC 2020 Annual General Meeting, and that the auditor's remuneration is fixed at \$1800.00 (excluding HST).

- **Members' Motions -**

- On December 1, 2020, the Monitor issued his Determination Regarding Members' Motions at the ICC 2019 AGM;
- A link to the Notice of this Determination was sent to ICC Members and posted on the ICC web on December 1, 2020;
- The Monitor addressed the attendees as follows:
  - *"I carefully reviewed the Members' Motions received and accepted for consideration by the 2019 AGM Committee, in consultation with 2019 AGM Committee and the Court-Appointed Technical Expert, and determined that none of these Members' Motions would be considered at the 2019 AGM for several reasons set out in the Notice of the Monitor's Determination, including that ICC Members do not have the legal right to have these Members' Motions considered at the 2019 AGM under the the Ontario Corporations Act and the governing law. This situation may change if and when Ontario's Not-For-Profit Corporations Act is enacted. It is not yet in force.*
  - *I also stated that I would speak to matter of Members' Motion at the 2019 AGM...*

- Since my court appointment as the Monitor on September 9, 2019, and having carefully considered the Members' Motions presented for consideration at this meeting, it has become clear to me that:
- The Iranian Canadian Congress is an **important** not-for-profit organization, a corporation without share capital, with **praiseworthy objectives** set out in its By-laws
- To achieve these objectives in an effective manner, ongoing efforts among ICC Members, Directors and Officers must be made to **analyze and apply** the ICC's "vision, mission and values" as the base on which it is built to serve its purposes, and to **clarify and understand** the rights, roles, functions, powers and authority - **and the limitations** - of the ICC board of directors, and individual directors, officers and members within the governing structure under which the ICC operates
- There are many directors, officers and members of the ICC who are passionate about and committed to the mission of the organization; who can contribute their time, resources and talents necessary to be a valuable asset of the ICC; who have good ideas about the approach and tone of the organization's fundraising efforts; and who can place the ICC's purposes and interests above their own professional and personal interests when making or proposing appropriate actions to be taken and/or policies or campaigns to be considered or decided by the ICC board of directors

- *I encourage each and every one of you to engage in a new dialogue with each other, listen to others, share context, address differences of opinion, address roadblocks, recognize contributions of others and show appreciation, and last but not least, evaluate your own motivation and interests - all in a collaborative pursuit of what is in the best interest of the Iranian Canadian Congress."*

- **Election to the ICC Board of Directors -**

- The Monitor called upon Mr. Mongeon, the Technical Expert, to address this Agenda item;
- Mr. Mongeon presented his Election Report of the Technical Expert including a description of the responsibilities of the Technical Expert, specific information and steps taken concerning verifying membership, membership verification for voting, audits conducted and verifications made regarding some ICC members, the 2019 Election, when the Election started and concluded, ballot information, communications sent, the results of the 2019 Election, who was elected, candidate rankings by total number of votes, analysis, and congratulations to the winners of the 2019 Election;
- The Election Report of the Technical Expert, linked below, was posted on the ICC website by the 2019 AGM Committee on December 13, 2020 after the 2019 AGM was adjourned;
- [https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607907323/2020-12-13\\_Report\\_of\\_the\\_Technical\\_Expert.pdf?1607907323](https://d3n8a8pro7vhmx.cloudfront.net/iraniancanadiancongress/pages/2963/attachments/original/1607907323/2020-12-13_Report_of_the_Technical_Expert.pdf?1607907323)

- The following 9 candidates were elected to the ICC Board of Directors: Arezou (Saideh) Khadir, Moslem Noori, Saman Tabasinejad, Kayhan Razavi, Ahmad Ehsandar, Younes Zangiabadi, Amir-Hassan Ghaseminejad-Tafreshi, Mehrnoush Ahmadi, and Mohsen Khaniki;
- The Monitor congratulated those who were elected.

- **Meeting Adjournment -**

- The Monitor moved that the ICC 2019 Annual General Meeting be adjourned;
- The Monitor thanked the attendees for joining the meeting;
- The Monitor wished the ICC much success in the coming year;
- This meeting was adjourned.

### **The Technical Expert's Report to the Monitor - 2019 Election and 2019 AGM**

7. On December 18, 2020, Mr. Mongeon submitted his Technical Expert's Report to the Monitor, 2019 Election and 2019 AGM of the Iranian Canadian Congress, dated December 18, 2020 (the "Technical Expert's Report to the Monitor"), as directed by the Monitor.

- In the Technical Expert's Report to the Monitor, Mr. Mongeon provided information relevant to his court-ordered role as the Technical Expert in the conduct of the 2019 Election and the 2019 AGM of the Iranian Canadian Congress (ICC), including his mandate, a timeline of key events in performing his mandate, the registration



process, problems in the process, problems in the underlying ICC information, conduct of the 2019 AGM, conduct and results of the 2019 Election, further work, and his conclusion and opinion.

- Mr. Mongeon concluded his Technical Expert's Report to the Monitor and opined, on page 9 thereof, as follows:

**"Conclusion and Opinion**

Based on the foregoing report, I am of the opinion that:

- The 2019 Election and the 2019 AGM were properly conducted in accordance with the Order, the applicable law and good Canadian governance practice;
- All regular members of the ICC who wished to vote and otherwise complied with the published requirements were able to vote in the 2019 Election and were able to participate in the 2019 AGM; and
- The results of the 2019 Election reported above represent a fair aggregation of the ballots cast.
- As mentioned by you [the Monitor] during the 2019 AGM and noted above by me in my notes, it is clear that the different factions in the ICC need to come together in order to continue the ability of the board to function using good Canadian governance practices."
- **The Monitor has accepted and relied on the Technical Expert's Report to the Monitor and incorporated it by reference in this Final Report of the Monitor.**
- The Technical Expert's Report to the Monitor may be accessed at the following link:
- <https://ln2.sync.com/dl/6b2104820/2hvfqagzv-3ar2meks-42biv92z-yy8gxgn>

**The Monitor's Opinion**

8. The Monitor, having carefully considered the relevant facts, documents and circumstances, is of the opinion that the 2019 AGM and 2019 Election were held in

conformity with the Court Orders and governing legislation having regard to the by-laws of the ICC and practices of good corporate governance.

9. This concludes this Final Report of the Monitor.

**Respectfully Submitted this 21st day of December 2020,**

*Marvin Huberman*

**Marvin J. Huberman, Court - Appointed Monitor**

PAYAMI, et. al.  
Applicants

-and- IRANIAN CANADIAN CONGRESS  
Respondent

Court File No. CV-19-616512-CL

**ONTARIO**  
**SUPERIOR COURT OF JUSTICE –**  
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TORONTO

**ORDER**

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RCP-E 4C (May 1, 2016)