

Official Translation

Ministry of Science, Research & Technology  
**Commissions of Iranian Scientific Associations**  
Iranian E-Commerce Scientific Association

**Articles of Association**

**Chapter One: Generalities and Aims**

**Article 1:** Iranian E-Commerce Scientific Association to be called hereafter in the articles of association as “**the association**” is incorporated to develop and promote e-commerce scientifically and quality of specialists and to improve educational and research tasks in the fields of e-commerce.

**Article 2:** the association is a non-profit institute and it works in the fields of science, research and techniques; it is a legal entity after registration date and the chairman of board of directors is the legal representative of the association.

**Article 3:** the main office is located in Tehran city and the branch offices may be formed in throughout the state after the commissions of the scientific association agrees.

**Note:** the board of directors may, if necessary, moves the main office to another address provided that the object thereof is published in the gazette and notified to the commissions of the scientific associations affiliated to ministry of science, research and technology in writing.

**Article 4:** the association is formed for unlimited duration since date of approving the articles of association and it is bound to observe the rules enacted by the Islamic Republic of Iran

**Chapter Two: Duties and Activities:**

**Article 5:** The association takes these actions to achieve the aims mentioned in article 1 stated in articles of association:

5.1: To carry out national and international cultural and scientific researches accompanied with scholars and specialists who know science of e-commerce.

5.2: To cooperate with the executive, scientific and research institutions to assess, review and execute the projects and plans relevant to scientific education and research subject to the association’s activity.

5.3: To encourage the scholars and to honor the outstanding researchers and professors

5.4: To provide educational, technical and research services

5.5: To hold the regional, national and international scientific conferences

5.6: To publish the scientific books and journals

**Chapter Three**

**Article 6: Types and Conditions of Membership**

6.1: Continuous Membership: the founders of association and all persons who have at least Master’s Degree in major of Electronic Commerce and the subordinate majors, they may join the association as a continuous member

6.2: affiliated membership: the persons who have Bachelor’s Degree and they have being worked in one of the majors mentioned in clause 6.1 for 5 years.

6.3: university student’s membership: all the university students who is studying in majors of e-commerce, IT engineering, computer engineering, industries engineering and economic engineering

6.4: honorary membership: foreign and Iranian personages whose scientific ranks are special important in the fields of e-commerce or they have assisted the association to achieve its aims effectively and preciously.

6.5: institutional members (legal): the organizations working in the relevant research and scientific fields may join to the association

**Note 1:** the persons who have Bachelor’s Degree in one of the majors mentioned in clause 6.1 may join to the association by the consent of the board of directors.

**Note 2:** the institutional members are considered as an affiliated member of the association

**Article 7:** every annual member shall pay some amount as membership fee determined by the general assembly.

**Note 1:** paying membership fee does not make the members claim on the association’s assets

**Note 2:** the honorary members are exempted from paying the membership feed

**Article 8:** membership is terminated by one of the following items:

8.1: written resignation

8.2: non-payment of annual membership fee

**Note:** membership expiration is verified by the board of directors

#### **Chapter Four: the Association's Bodies**

**Article 9:** the main bodies are:

A: the general assembly

B: the board of directors

C: the inspectors

**A: the general assembly**

**Article 10:** the general assembly is formed by the continuous members' gathering as an ordinary or extraordinary manner.

10.1: the ordinary general assembly is formed annually to be in session by majority of half plus one votes or presence of the continuous members of the association and the resolutions are valid by majority of votes.

10.2: the extraordinary general assembly, if necessary, shall be called by the board of directors or inspector/s, and or upon the written request of one-third of the continuous members.

10.3: if the general assembly is not in session by the first call, the second meeting shall be called within at least 20 days and it shall be in session by the members present in the meeting. Meanwhile, the votes shall be taken in writing based on the bylaws codified by the board of directors.

**Note 1:** notice of call for the general assembly shall be sent in writing or published in a wide-circulating newspaper and it shall be informed to the continuous members at least 15 days prior to constituting the assembly

**Note 2:** one-third of the continuous members may call for the extraordinary general assembly directly provided that the board of directors and also the inspector of the association rejected their request; in this case, they shall stipulate your request not to be accepted by the board of directors or inspector in the notice of invitation.

**Note 3:** in the case if the above-mentioned note occurs, the agenda of the general assembly shall be exclusively a subject stated in the letter of request.

**Note 4:** constituting an extraordinary assembly is as the same as the ordinary general assembly and the resolutions shall be valid by two-third of the votes.

**Article 11: Duties of the General Assembly:**

**A: Ordinary General Assembly**

- to elect the members of the board of directors and inspector (inspectors if there is more than one main inspector)
- to resolve the policy of the association
- to assess and approve the suggestions made by the board of directors and inspector/s
- to determine membership fee
- to dismiss the board of directors and inspector/s
- to assess and approve balance sheet, income statement and costs of the past fiscal year and the budget of the next year of the association

**B: The Extraordinary General Assembly:**

- to approve the changes made in the articles of association
- to approve dissolution of the association

**Note 1:** the meetings held by ordinary and extraordinary general assemblies shall be in session by presence of the fully authorized representative appointed by the commission of Iranian Scientific Associations

**Note 2:** the general assemblies are managed by the administrative body consisting of a chairman, a secretary and two inspectors

**Note 3:** the members of the administrative body are elected by notifying and accepting their candidacy in the assembly

**Note 4:** the members of the administrative body shall not be among the persons who candidate themselves for the elections of the board of directors and inspector

**C: The Board of Directors:**

**Article 12:** the board of directors of the association includes 5 main members and two alternative members who are appointed among the continuous members of the association by the secret vote biennially

12.1: none of the members may be elected as the member of board of directors more than two successive periods

12.2: membership of the board of directors is an honorary one.

12.3: the board of directors holds a meeting maximum two weeks after electing and it does its duties by the written vote.

12.4: all negotiable documents and binding instruments shall be valid with signature of the president of the association and treasurer as well as the seal of association and the official correspondences shall be valid with signature of the president or vice-president of the association

12.5: the board of directors is involved to form a meeting per month if required. The interval between invitation or telephone and date of meeting held by the board of directors is at least 3 days.

12.6: the meetings held by the board of directors shall be in session by the majority of the members present in the meeting and the decisions resolved by the majority of the yes votes shall be valid.

12.7: all approvals resolved by the board of directors is registered and they are recorded after in the book of the minutes of the board of directors after signing the members

12.8: the members of the board of directors are required to participate in the meetings and absence of each member within three successive sessions and five alternative sessions without any justified reason shall be considered as the resignation of the absent member recognized by the board of directors.

12.9: in the case of resignation, dismissal or death of each member of the board of directors, the alternative member shall be appointed as the successor for the remaining duration of membership

12.10: the inspector/s is authorized to participate in the meetings held by the board of directors without right of voting.

**Article 13:** the board of directors is the legal representative of the association and the scope of authorities include:

13.1: to manage the current affairs of the association as per the articles of association and approvals of the general assembly

13.2: to form the scientific groups, to assign the duties and supervise the activities thereof

13.3: the board of directors may conclude any transaction and take any actions, if deemed appropriate, to transfer of the immovable properties and change for better or mortgage, redeem mortgage, take out loans except irrevocably transfer the immovable properties which is involved to approval of the general assembly.

13.4: the board of directors has all the required authorities to run the affairs subject to observing the scope of object of the activity excluding the items of which decisions are subject to the special competency of the general assembly according to the contents of the articles of associations.

13.5: to give an annual report, regulate financial balance sheet, incomes statement and the costs of the association to be approved by the general assembly and submit to the supervision authorities on the due date

13.6: to bring suit and defense against the legal or real entities' lawsuits before all proceedings and authorities with the right of assigning an attorney with right of substitution

13.7: to elect and represent the association's successors to participate in the national and foreign scientific conferences

13.8: to execute scientific plans and projects within the scope of duties of the association

13.9: to accept the financial gifts and assistance

13.10: to grant research and educational scholarships

13.11: to take decisions about membership of the association in the national and foreign scientific assemblies with observance of the current rules and regulations of the state.

13.12: to send the required reports to the commission of scientific associations affiliated to ministry of science, research and technology

13.13: the board of directors is involved to call for the general assembly and elect the new board of directors within maximum four month prior to termination of its mission and it shall deliver the results as well as the minute of general assembly to the commission of the scientific associations in order to be surveyed.

**Note:** the previous board of directors shall be responsible for the association until the new board of directors is verified by the commission of the scientific associations subordinate to ministry of science, research and technology

#### **C: the Inspector (Inspectors)**

**Article 14:** the ordinary general assembly appoints one person as the main inspector and one person as an alternative inspector for two years

**Note:** the reelection of the inspector/inspectors is permissible.

#### **Article 15: the duties of the inspector/s:**

15.1: to review the financial books and documents of the association and report to the general assembly

15.2: to review the annual report given by the board of directors and report on the association's operation to the general assembly

15.3: to report any violation of the articles of association by the board of directors to the general assembly

**Note:** all documents and instruments of the association, financially and otherwise, are submitted to the inspector/s by the board of directors in any time and without any conditions

### **Chapter Five: The Scientific Groups of the Association**

**Article 16:** the association may form the following groups and committees to work based on the scope of duties determined by the board of directors:

1. specialized groups
2. education and research committee
3. committee of publication
4. committee of statistics and information
5. committee of acceptance and public relations
6. committee of the scientific conferences

16.1: the association is authorized to constitute the other committees and groups if required

### **Chapter Six: the Budget and Miscellaneous**

**Article 17:** the financial sources of the association include:

17.1: membership fee paid by the members

17.2: the incomes earned by education and research services, consulting, scientific publication and book sale

17.3: to receive gifts and assistance

17.4: all incomes and revenues earned by the association is spent on aims and object of article 5 mentioned in the articles of association

**Article 18:** the incomes and costs of the association are registered in the legal books and its descriptions shall be annually sent to the commissions of the scientific association affiliated to ministry of science, research and technology after the general assembly approves.

**Article 19:** all funds of the association are maintained in the specific banking account in the name of the association opened in the state banks.

**Article 20:** none of the founders or holders of the capital has no right to withdraw or allocate any profit either shares interest or capital; they and their relatives may not conclude any transaction with the institute.

**Article 21:** all financial documents and files and otherwise relevant to the association's activities are recorded in the principal office and they are submitted to the supervision authorities or other competent authorities if necessary.

**Article 22:** any changes of articles of association shall be valid after the commissions of the scientific associations affiliated to ministry of science, research and technology approve.

**Article 23:** the association is an Iranian Subject and its members have no right to be a political activist or dependent to the political parties and groups under the name of the association

**Article 24:** in the case if the general assembly approves dissolution of the association, the same assembly appoints a liquidation board to pay all debts and collection of fund claims of the association. The liquidation board is involved to collect claims and pay all debits; all movable and immovable assets of the association shall be conveyed to one of the educational and research institutes under supervision of ministry of science, research and technology

**Article 25:** this articles of association includes 6 chapters, 25 articles and 47 sub-articles and 17 notes approved by the general assembly

Signed by the founders' body and administrative body of the general assembly

Sealed by the commissions of Iranian Scientific Association

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*Certified to be a true Translation from Persian text  
Official English translator to the Judiciary on July 7, 2012 N*