OFFICIAL TRANSLATION FROM PERSIAN

In the Name of God

ARTICLES OF ASSOCIATION

Mahak

Society to Support Children Suffering from Cancer

mahak-charity.org

4th edition

Preamble has not been translated.

First Chapter: Name, Subject, Goals, Duration, Head Office

Article 1: Name of Institute

Mahak

Society to Support Children Suffering from Cancer

Which will be briefly referred to as MAHAK.

Article 2: Subject and Goals

2-1- Subject of Institute:

MAHAK is an institute incorporated from high motivation of assistance to human beings, concentrating on children’s cancer at the national and international level in charity affairs, engaging in treatment and researches. All-sided support of children suffering from cancer and their family in the charity section, treatment of children suffering from cancer in context of patients’ rights charter and based on the latest and most efficient methods and latest achievements of medical science in the treatment and scientific research section in field of cancer disease for discovering the causes of disease arising, diagnosis methods, prevention and modern method of treatment are among missions of this institute.

This charity institute is non-profit, non-political and non-governmental [private] and exactly is active according to the present articles of association, while fully observing the rules of Islamic Republic of Iran. Meanwhile the institute is considered in type of institutes mentioned in Para. A of Article 2, corrective by-law for registration of organization and non-commercial establishments approved on 27 July 1958 subject of clauses 584 and 585 of Commercial Code. This institute is run and administered by reliance on attracting the people partnerships and various benevolent aids including cash, goods, services and technical knowledge and know-how. The board of Trustees, board of directors, volunteers and employees try together for realization of humanitarian goals. Mahak not only deals with children’s cancer, but also expands the lofty objectives for assisting the human beings; transparency, confidentiality and
responding are among the best features of Mahak.

2-2- The Objectives and Goals of the Institute are generally including: to absorb the cooperation and assistance of government and people and the domestic and foreign powers and the families suffering from cancer in context of:

A- Training and free assistance to the children suffering from cancer (admission of children under 16 years old) and their families for reducing their mental pains, also their treatment and rendering the financial and medicinal aids to them

B- Creation of sympathy atmosphere among the families of children suffering from cancer for exchange of required information and necessary research for improvement of life conditions of those suffering people.

C- The required health recommendation through mass media and presses for prevention, in general and common ways and also the therapeutic assistance. To conduct any permissible scientific and research activities and convention of any seminar, meeting, symposium, congress,... at national and international level for familiarity of the society with the children suffering from cancer and after obtaining the permission from the competent authorities, to introduce MAHAK, and the structure of its activities and services and to attract the attention of the other for assisting and helping MAHAK and to take advantage of the latest scientific findings and achievements to this effect and issuance of scientific and knowledge-based documents from the result of their convention.

D- Effort for creation of more facilities and possibilities for taking care of children in the hospitals and planning for their recreation and play (by obtaining permission from the concerned authorities).

E- To establish post-specialized hospitals, clinics and side Para-clinics and their administration after obtaining permission from Ministry of public Health

F- To purchase any required services based on contract with other real persons and legal entities in context of specific goals of the institute

Article 3: Duration of Institute

Effective as of establishment date for unlimited period;

Article 4: Head Office:

The head office of the institute is located in Tehran, Artesh Highway, Mojdeh Blvd., after Hospital 505 of Army, Mahak Hospital and the Board of Trustees can change its address at coordination of the concerned authorities issuing the permission.

Note: Establishment of offices in the provincial cities will be made with offer of the board of directors, approval of board of trustees and by information and permission of disciplinary forces of Islamic Republic of Iran.

Second Chapter: Organs of Institute, Founder Board, Board of Trustees, General Meetings, Board of Directors and Inspectors
Article 5: Founder Members is composed of:
Ms. Hajieh Farkhondeh Badrolsadat Afghahi
Ms. Saideh Ghods
Dr. Safieh Ghods

Article 6: Powers and Responsibilities of Founders
6-1- Selection of first Board of Trustees
6-2- Approval of clauses of the first Articles of Association of Institute
6-3- Membership in Board of trustees

Article 7: Board of Trustees
7-1- The board of trustees has 27 members composed of three members of founding board and 24 members selected by the board of trustees. The number of members of Board of Trustees cannot be less than 15 persons.

7-2- Membership in the Board of Trustees of Mahak would be life time, but in case of death, resignation or disqualification through legal authorities and/or legal prohibition of any members of board of trustees, the extraordinary general meeting of the board of trustees will be convened according to provisions of Article 8 and will elect the substitute of the said member.

7-3- In case of unjustified absence of each member more than 4 subsequent sessions and/or disqualification for membership in the board of trustees (the discernment of unjustified absence and disqualification will be borne by the Board of Trustees) and/or other causes approved by the Board of Trustees unanimous votes, the member will dismissed from membership in the board of Trustees and another person will be elected instead of him/her as per para.7-2.

7-4- The board of trustees will elect one person as president and one person as secretary who is speaker of the board of Trustees in the first meeting and among themselves, for two years. Re-election of the president and secretary after two years will be of no restriction. Presidency of board of trustees is a formality position and the president of board of trustees is representative of board of trustees in the inner-organization and out-organization communications. The duty of secretary of board of trustees is codification of the minutes and following up execution of the minutes and approvals of board of trustees.

7-5- If any members resign based on his/her own demand he/she can be selected as of one of the members of honorary council of trustees and thereafter his/her active substitute will be selected in the board of trustees based on provisions of present articles of association. The by-law concerning honorary members of Board of trustees will be drawn up and executed by the board of directors within three months as of approval of the present articles of association and will be submitted to the board of trustees for approval.

7-6- The ordinary sessions of the board of trustees will be convened annually at least in three
instances in second week of April, third week of September and third week of December.

Article 8: Ordinary General Meeting of Board of Trustees

8-1- The ordinary general meeting of the institute will be convened once per annum at the institute or any place mentioned in the invitation letter, by prior appointment and at most by 22 July. The general meetings are run by a directorate board composed of one chairman, one observer and one secretary.

Note: The members of board of trustees cannot be among the candidates of board of directors or inspectors and after declaring their acceptance, they will be elected in the general meeting of Board of Trustees.

8-2- The extraordinary general meeting of Board of Trustees would be convened at request of any members of founding board or at least 7 members of board of trustees and/or majority of members of board of directors and/or inspectors and will take decision as to the issued mentioned in the letter of applicants. The duty of calling for the general meeting will be borne by managing director of Mahak and it will be signed by the chairman of board of directors and/or president of board of trustees.

8-3- The invitation of the general meeting will be made through publishing the notice in one of the widely circulated dailies previously approved by the Board of Trustees according to the Commercial Code. In case of presence of all members of the Board of Trustees at the meeting, there would be no need for prior invitation. The interval between publishing the invitation notice and convention date of assembly must not less than 10 days.

8-4- The ordinary general meeting of Board of Trustees will have quorum by presence of half plus one of the members of Board of Trustees and the extraordinary general meeting of board of trustees will have quorum by presence of 2/3rd of the board of trustees.

8-5- All the resolutions in the ordinary general meeting of Board of Trustees will be effective with half plus one of the votes presenting the meeting and in the extraordinary general meeting of board of trustees they will be valid by 2/3rd of the votes presenting the meeting unless other quorum to be fixed in the articles of association.

8-6- Every members of Board of Trustees can delegate his/her voting rights and powers and authorities to another members of Board of Trustees who is attending the meeting, through written power of attorney, at most twice a year.

Note: No member can accept proxy of more than one person.

Article 9: Powers and Authorities of Board of Trustees

The Board of Trustees enjoys powers and authorities without any limitation for consideration and taking decision as to the institutes issues and has exclusive qualification for the following issues:

9-1- Powers of ordinary general meeting of Board of Trustees
   A- To fix and determine the policy and the annual general plan of the institute
   B- To fix the principal and alternate members of board of directors
   C- To fix the legal and alternate inspectors of the institute
D- To approve the balance sheet of the accounts and annual report of board of directors and annual budget proposed by the board of directors

E- To approve the required by-laws as to using the incomes of the institute and allocation of budget for each objectives

F- To approve the proposed plans studied by board of directors for strengthening the financial ability of the institute

G- To choose the widely circulated daily for publishing the institute’s notices.

H- To consider the proposal and approval of the purchase and assignment, lease, endowment, delivery and taking delivery, donation, conveyance of movable or immovable properties by appointment of the representative and/or delegation of powers to board of director

9-2- Powers of extraordinary general meeting of Board of Trustees

A- To change, convert and amend the provisions of articles of association

B- To dissolve the institute regarding clause 28 of articles of association

C- To increase or decrease the registered assets of the institute

D- To select the new members of board of trustees.

Article 10: Board of Directors

The board of directors of the institute is comprised of 7 principal members and 2 alternate members who are elected among the Board of Trustees and/or outsiders by ordinary general meeting of the Board of Trustees.

10-1- The responsibility duration of board of directors will be two years. The board of directors and/or its members can be dismissed through ordinary general meeting and the re-election of any dismissed members of the board of directors thereafter such period shall be of no restriction.

10-2- The board of directors elects one chairman and one deputy chairman and one treasurer amongst itself.

Article 11: Duties and Authorities of Board of Directors

All the duties, powers and executive responsibilities of the institute, excluding what is at exclusive jurisdiction of the general meeting of Board of Trustees, will be borne by the board of directors and the following is specified.

1- To appoint chairman and deputy chairman and treasurer among the members of board of directors

2- To appoint the managing director among the members of board of director or outsiders and to determine the scope of powers, authorities, responsibilities and duties.

3- The board of directors can delegate his powers to the managing director totally or partially.

4- The legal representation of the institute towards real persons and legal entities and judicial and office authorities, public and private organizations and institutes

5- Employment, dismissal and appointment and dismissal of employees and to determine
their employment conditions, job and salary
6- Execution of resolutions of Board of Trustees
7- To preserve the properties and to execute the list of assets
8- To file the civil and penal claims and to defend the discussed claims pro or con the institute and the personnel of the institute in relation with their responsibility in the institute in all stages and judicial, administrative, tax, disciplinary, .... authorities with full powers and authorities
9- To draw up the required by-laws as to ways and means for using the incomes of the institute and budget allocation to their goals and to present the same to the general meeting of Board of Trustees for consideration and approval.
10- To execute the balance sheet and annual reports of board of directors to the annual meeting of board of trustees for consideration and approval
11- The chairman of board of directors in addition to calling and running the meetings, the board of directors is obliged to call and invite the board of trustees in cases that the board of directors is obliged to call them.
12- To propose for amendment of articles of association
13- To act any other duty and power determined and delegated by the ordinary and extraordinary general meeting of board of trustees

Article 12: Managing Director
The Managing director is elected for two years among members of board of directors and/or outsiders, the powers and authorities of the managing director will be determined in context of powers and minutes of the board of directors by the said board and they shall be notified to the managing director.

Article 13:
The managing director can be dismissed and changed during his term of office by the board of directors by half plus one of the votes and his/her re-election will be of no restriction.

Article 14: Authorized Signatories
All the binding instruments of the institute including negotiable papers, checks, drafts, contracts and other documents (according to the financial by-law of MAHAK) will be valid by joint signatures of managing director and chairman of board of directors and in absence of chairman or managing director by joint signatures of two principal members of board of directors accompanying seal of the company.
The routine correspondence will be valid by signature of managing directors or chairman of board of directors.

Article 15:
The minutes and approvals of Board of Trustees and Board of Directors will be duly registered and signed by the present members in Board of Directors in date order.
Article 16:
Any changes in the provisions of the articles of association and organs of the institute will be valid when approved by the extraordinary general meeting of board of trustees and to be approved by the competent authorities.

Article 17:
The place of institute and domicile of members of board of directors and signatories and its changes will be informed to the competent authorities.

Article 18:
The institute has special seal and logo and its text will be provided and/or changed by approval of the Board of Trustees and permission of competent authorities.
Note- The board of directors has legal duty for preserving and security of the institute seal and logo.

Article 19: Inspector
The Board of Trustees elects one principal inspector and one alternate inspector (real or legal) among the Board of Trustees or outsiders for one year, each year at time of approval of the balance sheet.

Article 20:
The legal inspector of the institute always considers all the calculations and financial operations of the institute and will submit his annual report of such studies and performance of the board of directors to the board of directors at most 10 days before convention of ordinary general meeting. The report of legal inspector will be sent to member of Board of Trustees as per request.

Note: The inspector for performing his duty will have right for referring to the books and financial papers of the institute and obtaining explanation of the managing director and members of board of director anytime. The inspector for performing his mission may have right to take advantage of audit firm service if required. The permission for referring the work to Audit Institute will be issued by the Board of Trustees.

Article 21: Remuneration
The services of the founders and members of the Board of Trustees and the Board of Directors and their successors and attorney-at-law will be honorary and the founders and/or members of board of directors and board of trustees will have no right for withdrawal or allocation of any profit amount and they have not right of any direct transaction with the institute.
Note - the service fee and salary of the managing director who is not members of funding board, board of trustees and board of directors and also the full time and part time employees will be excluded from application of the said clause.

Third Chapter: Assistants/ Collaborators

Article 22:
The Institute will have 5 kinds of assistants:
1 - Ordinary assistants
2 - Active assistants
3 - Fans
4 - Responsible assistants or executive staff of institute
5 - Honorary assistants

22-1- Ordinary Assistants: Benefactors who assist the institute just by paying amounts on monthly or annual basis.
22-2- Active Assistants: Benefactors who assist the institute in addition to financial assistance by affording their time and their knowledge and specialty.
22-3- Fans: Benefactors who assist the institute as per the case with cash and non-cash assistances
22-4- Responsible assistants or executive staff of institute: The persons who will undertake one of the responsibilities described in the organization chart of the institute and will be responsible and replier towards board of directors and concerned responsible officials.
Note- The services of these persons are not necessarily free of charge and if requires by approval of the board of directors and for incumbency of the responsibilities stipulated in the organizational charts, they can be employed subject to observing the related rules.
22-5- Honorary assistants: Among the scientific and social personalities who believe in Constitution of I.R. Iran and their view points and existence are helpful and effective in realization of Mahak objectives, will be elected by approval of the Board of Trustees after calling the institute and declaring his/her readiness.

Fourth Chapter: Budget and Assets

Article 23:
The asset of the institute is sum of 1,000,000 Rials (one Million) Rials which has been financed and submitted by the Board of Trustees.

Article 24:
The Budget of the institute is financed through collection of gifts, donations, acceptance of will and testament, endowment, receiving the membership fee and also execution of proposed plans by the benefactors and interested persons and a convention of market and exhibitions and
attracting the international assistances after obtaining the required permissions.

Article 26:
The executive by-law of this articles of association will be executable after approval by the board of directors and approval by the Board of Trustees.

Article 27:
All the documents, files and documentations will be kept in the head office of the institute.

Fifth Chapter: Dissolution and Liquidation

Article 28:
In case of dissolution of the institute, the extraordinary general meeting will select 5 persons as liquidation board and this board is obliged to assign the institute's assets to Ministry of public Health or one of the public charity nonprofit centers in Iran after considering the account and settlement of debts and collection of the remaining claims and determining the true assets (including movable or immovable) subject to approval by the general meeting and under supervision of a committee composed of representatives of Vali Faghih in Endowment and Charity Affairs Organization and the representatives of Ministry of Economy and Finance, disciplinary force. The said board is obliged to submit one copy of the full description of assigned properties to the concerned authorities.

Sixth Chapter:

Article 29: Observing the rules and regulations related to non-profit institutes
29-1- Publication of any compiles and periodicals by the institute must be conducted with full observing the state Press Act and obtaining the required permissions from the concerned authorities (Ministry of Culture and Islamic Guidance).
29-2- Any contract and communication with the international societies, centers and similar
international meetings and also inviting the foreigners must be under opinion of the authorized and competent authorities.

29-3- Opening the representation in the capital and other cities must be under supervision and opinion of Board of Trustees and the competent authorities (Disciplinary Forces of Islamic Republic of Iran).

29-4- The institute is independent and is not related to any political group, party and organizations and has legal entity and its related members have no right for any political activity and/or relationship to the political parties in name of the institute.

29-5- The issues not predicted in the articles of association and also codification and execution of the executive by-laws must have no conflict with the current rules and regulations and will be executed after approval of the disciplinary forces.

29-6- Any plan and project which has not been predicted in the articles of association and is related to the ministries and/or governmental organization in all and any manner will be executed after obtaining the agreement of the related ministries and governmental organizations and by written information to the Disciplinary forces.

29-7- The affiliated members to the institute would declare their respect to Constitution of Islamic Republic of Iran.

**Article 30:**
The cases not predicted in the present articles of association, will be acted and treated according to Commercial Code.

**Article 31:**
The present articles of association has been approved in 6 chapters, 31 clauses and 10 notes by the extraordinary general meeting of the Board of Trustees on 20 Feb. 2014.

Signed by members
Information Dept.
True copy is certified.
Signed and Sealed.

True and accurate translation of the attached document is attested.
Tehran-Iran
July 2019
CD7 Legal : Art-31 MAHAK