

In His Eminent Name
Ministry of Science, Research and Technology
Office of Iran's Scientific Associations

“Charter of Iranian Scientific Association of Architecture & Urbanism”

Chapter One: Generalities and Goals

Article 1: The **Iranian Scientific Association of Architecture & Urbanism** which will be mentioned “Association” henceforth in this article is formed in line with scientific expansion, advancement and enhancement in the architectural and urban engineering domains and qualitative development of the specialized forces and improvement of the educational and research affairs in such domains as architecture, landscape architecture, urban planning, urban designing, restoration and rehabilitation of historical buildings and sites, industrial designing and others of the like.

Article 2: Association is a non-for-profit institution and it is active in scientific, research and technological domains and it features a legal personality since its registration date and the head of its board of managers legally represents it.

Article 3: The association is based in Tehran, Iran University of Science and Technology; its divisions can be formed in any region of the country after an agreement is reached with the scientific association's commission.

Note: the board of directors can take measures, if necessary, for changing the address of the association's primary center on the condition that the issue is declared in highly circulated formal newspapers and informed to the scientific associations commission of the ministry of science, research and technology in written form.

Article 4: the association is established since the charter's enactment date for an unlimited time and it is required to observe the regulations of Islamic Republic of Iran.

Chapter Two: duties and activities

Article 5: In order to accomplish the goals mentioned in article (1) of this charter, the association takes the following interventions:

Article (5-1): performing scientific and cultural studies in national and international levels in cooperation with researchers and specialists who are working with a corner of such fields as architecture and urban engineering and other related domains.

Article (5-2): cooperation with executive, scientific and research institutions in the area of evaluating and revising and implementing the plans and programs related to the education and research affairs in the scientific domain subjects of the association's activity

Article (5-3): encouraging and motivating the researchers and venerating the researchers and distinct professors

Article (5-4): offering educational, research and technical services

Article (5-5): holding scientific seminars in national, regional and international levels

Article (5-6): publication of scientific books and journals

Chapter Three: kinds and conditions of membership

Article (6-1): Permanent membership

The founders of the association and all of the individuals with at least an MA degree in architecture and urban engineering and other related majors can join the association forever.

Article (6-2): Dependent membership:

The individuals with BA degrees and having worked for five years in a way or another in one of the majors mentioned in paragraph (6-1) can enjoy a dependent membership of the association.

Article (6-3): University students' membership

All of the students who are busy schooling in majors like architecture and urban engineering and the related study fields can enjoy this type of membership.

Article (6-4): Honored membership

Iranian and foreign prominent figures with high scientific ranks in architecture, landscape architecture, urban planning, urban designing, repair of the textures and buildings, industrial designing and others of the like or outstanding individuals with a lot of effective and valuable aids to the advancement of the association's goals will be granted such a kind of membership.

Article (6-5): Institutional (legal) members

Organizations active in scientific and research areas can join the association.

Note (1): the individuals with BA degree in one of the majors mentioned in paragraph (6-1) can join the association following the confirmation by the board of directors.

Note (2): the institutional members are considered as dependent affiliates of the association.

Article 7: each of the members should pay a money sum determined by the general assembly as subscription fee.

Note (1): payment of the subscription sum does not provide the payer with any right and claim over the assets of the association.

Note (2): the honored members are exempted from paying the membership fee.

Article 8: membership expires by one of the followings

Article (8-1): written resignation

Article (8-2): paying no money for annual membership

Note: the board of directors confirms the expiration of memberships.

Chapter four: pillars of association

Article 9: the followings are the main pillars of the association: A) general assembly; B) board of directors; C) inspectors

A) General Assembly:

Article 10: the general assembly is formed by the gathering of the permanent members in an ordinary or extraordinary manner.

Article 10-1: the ordinary general assembly is held once a year and it is valid with the presence or written votes of half plus one of the association's permanent members as well as with the majority of decisions and votes.

Article 10-2: extraordinary general assembly is formed in emergency cases with the invitation of board of directors or the inspector(s) and/or by the written request of a third of the permanent members.

Article 10-3: in case that the general assembly's session cannot be formally held in the first invitation, the second session should be held within at least twenty days and it will be formally authenticated by the presence of the any number of members. In the meanwhile, the ideas and votes can be gathered in written form based on the procedures codified by the board of directors.

Note (1): invitation for the formation of general assembly is to be done in written form or declaration in highly circulated newspaper and the permanent members should be informed at least fifteen days before the formation of the assembly.

Note (2): one third of the permanent members can take direct measures in line with invitation for the formation of the extraordinary general assembly provided that the board of directors as well as the association's inspector have negatively responded to their invitation and, under such circumstances, they should explicitly mention the negative answer to their request for the holding of the extraordinary session by the general assembly or inspector.

Note (3): in case of the above note's actualization, the general assembly's session minute would be exclusively the topic mentioned in the letter of session formation request.

Note (4): the conditions for the formation of the extraordinary session by the general assembly are the very conditions of the formation of the general assembly's ordinary session and the decisions are valid with the approval of two third of the votes.

Article 11: duties of the general assemblies

A) Ordinary General Assembly

- Appointment of the general assembly's members and inspector (inspectors in case of the existence of more than one primary inspector)
- Enactment of the association's policy
- Investigation and approval of the suggestions made by the board of directors and inspector (inspectors)
- Determination of a fee for membership
- Depositing of the board of directors and inspector()
- Investigating and enacting the association's income and cost balance and statements for the past fiscal year and the upcoming year's budget

B) Extraordinary General Assembly:

- Enactment of the changes in the contents of the charter
- Enactment of the association's dissolution

Note (1): the sessions of the ordinary and extraordinary general assemblies are valid with the presence of the plenipotentiary representative of Iran's scientific associations commission.

Note (2): general assemblies are administrated by a board of directors comprised of a general manager, a secretary and two supervisors.

Note (3): the members of the board of directors are elected by announcing and accepting their candidacy in the assembly.

Note (4): the members of the board of directors should not be from amongst the individuals who have introduced themselves as candidates in the board of directors and inspector's election.

C) Board of Directors:

Article 12: the association's board of directors is consisted of 7 primary members and 3 substitutable members who are elected once every 3 years by hidden votes from amongst the association's permanent members.

Article 12-1: none of the members can be elected for more than two consecutive periods as the member of board of directors (BoD).

Article 12-2: membership in BoD is honored.

Article 12-3: BoD forms a session at most one month after election and takes measures in line with the identification and fulfillment of its duties with written votes.

Article 12-4: all of the binding documents and securities are valid with the signature of the general manager and treasurer along with the association's seal; formal letters are valid with the signature of the general manager or his or her deputy.

Article 12-5: BoD is responsible to hold sessions once a month if it is deemed necessary. The time between the sending of the invitation letters to or calling the BoD members and the formation of a session is at least three days.

Article 12-6: the BoD sessions are authenticated with the presence of the majority of the members and the adopted decisions are valid with the majority of the approving votes.

Article 12-7: all of the enactments by the BoD are recorded and stored in the minutes' book of the BoD after being signed by the members.

Article 12-8: the BoD is obliged to take part in the sessions and the absence of each of them without justified excuse for three consecutive and five alternate sessions would mean the resignation of the absent member if it is envisaged so by the BoD.

Article 12-9: in case of the resignation, deposal or death of a BoD member, the surrogate member would take his or her place for the remaining period of the membership.

Article 12-10: the participation of the inspector(s) in the BoD's sessions is permitted but with no voting right.

Article 13: the BoD is the legal representative of the association and it shoulders the following responsibilities and duties:

Article 13-1: administrating the current affairs of the association based on the general assembly's charter and enactments

Article 13-2: formation of the association's scientific groups, determination of the duties and supervising on their activities

Article 13-3: the general manager can perform any action and transaction s/he finds necessary for transferring the immovable properties and transformation of them to the best possible form or mortgaging and unsealing the mortgage and borrowing except for the final transferring of the immovable properties that entails the enactment by the general assembly.

Article 13-4: except for the subjects that adoption of decision and taking of measures about them is within the special jurisdiction of the general assembly according to the contents of the charter, the BoD has all the authorities required for administrating the affairs provided that they are in adherence to the limits of the activity subject.

Article 13-5: preparing annual reports and arranging financial balance sheets and income and cost statements for the association to be enacted in the general assembly and offering them to the supervising authority on the due time

Article 13-6: filing lawsuits and gathering documents for the real or legal persons' lawsuits in all the courts and trial stages along with the right to hire a lawyer and granting advocacy right to third parties.

Article 13-7: appointing and introducing representatives of the association for participation in domestic and foreign gatherings

Article 13-8: enforcing the scientific plans and programs within the framework of the association's duties

Article 13-9: gathering financial gifts and aids

Article 13-10: granting research and instruction scholarships

Article 13-11: adopting decisions regarding the association's membership in domestic and foreign gatherings with the observance of the country's current rules and regulations

Article 13-12: sending the required reports to the scientific associations commission of the ministry of science, research and technology

Article 13-13: the BoD is obliged to declare an invitation for the holding of a session by the general assembly and appointing the new BoD at most within four months before the termination of its tenure period and present the results immediately along with the general assembly's session minute to the scientific associations' commission for further investigation

Note: the previous BoD can shoulder the responsibility of the association's affairs till the confirmation of the new BoD by the scientific associations commission of the ministry of science, research and technology

D) Inspector(s):

Article 14: the ordinary general assembly elects one person as the main inspector and one person as the surrogate for one year.

Note: the re-election of the inspector(s) is permissible.

Article 15: the duties of the inspector or inspectors are as explained beneath.

Article 15-1: investigation of the association's financial documents and ledgers and preparing report for the general assembly

Article 15-2: investigating the annual report of the BoD and preparation of report about the association's performance for informing the general assembly

Article 15-3: reporting any sort of BoD's violations from the contents of the charter to the general assembly

Note: all of the association's documents and evidence, financial or nonfinancial, can be made available at any time and without any constraint by the BoD for the investigation by the inspector or inspectors.

Chapter Five: association's scientific groups

Article 16: association can establish the following groups and committees that work based on the duties specified by the BoD for them.

- 1) Specialized groups
- 2) Education and research committee
- 3) Publication committee
- 4) Statistics and information committee
- 5) Admission and public relations' committee

6) Scientific gathering committee

Article 16-1: association is allowed to form other groups and committees the existence of which is deemed necessary according to the needs

Chapter Six: budget and miscellaneous articles

Article 17: the followings are the financial resources of the association:

Article 17-1: members' membership right and fees

Article 17-2: incomes earned from the offering of educational and research and counseling services as well as selling of the books and scientific journals

Article 17-3: receiving gifts and aids

Article 17-4: all of the earnings and revenues of the association are spent on the accomplishment of the goals and subject of this charter's article 5.

Article 18: the association's incomes and costs are recorded in the legal ledgers and their explanations are annually sent to the scientific associations' commission of the ministry of science, research and technology following confirmation by the general assembly.

Article 19: all of the money sums of the association are deposited in a special account named after the association in the country's banks.

Article 20: none of the founders or the capital owners has the right to withdraw or allocate any of the earned profits, including dividends or capital, and they themselves or their first degree relatives cannot perform transactions with the institutions.

Article 21: all of the financial and nonfinancial documents and files related to the association's activities are kept in the association's central office and they should be made available to the supervising authority or other qualified authorities with their request and referral.

Article 22: any change in the charter's contents is valid following the confirmation by the scientific associations' commission of the ministry of science, research and technology.

Article 23: the association is a citizen of Islamic Republic of Iran and its members cannot perform political activities or join political groups and parties in the name of the association.

Article 24: in case that the association's dissolution is confirmed in the general assembly, the same assembly elects a liquidation delegation for paying the debts and raking the receivables of the association. The liquidation delegation is obliged to convey all of the association's movable and immovable properties and assets after the paying the debts and collecting the receivables under the supervision of the ministry of science, research and technology to one of the country's educational or research institutions.

Article 25: this charter is composed of six chapters, 25 articles, 47 sub-articles and 17 notes which were enacted and approved by the association's general assembly in a session held on 3rd of March, 2009.

Delegation Founder

Signature

Board of directors

Signature

Iranian Scientific Association of Architecture & Urbanism