



شماره ۸۷۲۱۹۴

ردیف دفتر ثبت



جمهوری اسلامی ایران

قوه قضائیه - اداره مترجمین رسمی

حسین محمدزاده

Official English Translator to the Judiciary

License No. 1188

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Chapter One: Generalities and Objectives

- Article 1) **Name of Association:** The name of association is "West Azerbaijan Association for Protecting Patients with Cancer," hereinafter referred to as the "Association."
- Article 2) **Type of Activity:** All activities of the Association is non-governmental, non-political, non-profit with public-benefit and it will have activity based on this articles of association through full compliance to I.R.Iran Rules and Regulations.
- Article 3) **Main Center:** 32-meter St., Shahrak Farhangian, Oroumieh City, PC: 5716835344, and the Association can establish branches or offices at Tehran or other cities of West Azerbaijan Province upon obtaining agreement of the relevant authorities.
- Article 4) **Nationality:** The Association holds the nationality of the Islamic Republic of Iran.
- Article 5) **Duration of Activity:** The Association is established for an unlimited duration from its registration date.
- Article 6) **Objectives of Association:**
- 1- Provide medical, financial and moral support to the patients with cancer and their families.
 - 2- Establish and manage general and specialized hospitals, including wards for: Obstetrics & Gynecology, Surgery, Internal Medicine, Orthopedics, Urology, Specialized Care, ENT (Ear, Nose & Throat), Thoracic Medicine, Pediatrics, Laboratories, Pharmacies, Radiology, Imaging and other medical wards and clinics required for cancer treatment through observing the Ministry of Health, Treatment and Medical Education's Establishment and Management Codes for Charitable Health Centers.
 - 3- Assist in procurement of rare medications for cancer patients in West Azerbaijan Province.
 - 4- Establish and manage specialized nursing homes for cancer patients in West Azerbaijan Province.
 - 5- Establish and manage radiotherapy centers for the treatment of cancer patients across West Azerbaijan Province.
 - 6- Provide laboratory and medical facilities for early detection and treatment of cancer patients across West Azerbaijan Province.
 - 7- Cooperate with educational, treatment and research departments of Universities of Medical Sciences and other scientific and research institutes for prevention, early detection and treatment of patients with cancer.
 - 8- Study, research and assist to researchers for prevention, early detection and treatment of common cancers across West Azerbaijan Province through establishing research institutes and centers.
 - 9- Promote public awareness & knowledge for prevention, early detection & effective treatment of cancers.
 - 10- Establish branches of the Association and, if possible, provide facilities for diagnosis and treatment in the counties and cities affiliated with West Azerbaijan Province, in compliance to legal regulations.



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Emblem

West Azerbaijan Association for Protecting Patients with Cancer

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ARTICLES OF ASSOCIATION OF:

West Azerbaijan Association for Protecting Patients with Cancer,
based on the last proces-verbal of the Board of Trustees held on Nov. 23, 2023

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11- Extend financial and scientific aid to public-benefit institutes that are founded to help and support patients suffering from refractory diseases and difficult-to-treat conditions, as well as direct aid to other indigent patients, in case of approval by the board of directors.

12- Join to scientific and support associations and institutes related to cancer and patients with cancer at national and international levels, upon the agreement of the board of trustee.

Chapter Two: Organs

Article 7)

Organs of Association:

A- Founders

B- Board of Trustees

C- Board of Directors

D- Inspector

A) Founders

Article 8)

Founders are: Messrs. ALIAKBAR GHOREISHI, GHORBANALI SAADAT, MOHAMMADBAGHER SAMADZADEH TARIGHAT, SEYED ALAEDDIN MEHRI, SAEID SAMADZADEH, ALI SINA, LATIF GHANDILI, HAMID ASHRAFI, JALIL LATIFI, MOHAMMADHASSAN KHADEM ANSARI, FARROKH GHAVAM, JAVAD KHASHABI, MOHSEN HAJISALEM, HASSAN ASAD, ASSAD HABIBI JAVANBAKHTYAR, YOUSEF BEHNOUD, HOSSEIN MADANI, ALI HASSANI AFSHAR.

Note 1) The founders of Association will not have any responsibilities within the Association after its establishment and introduction of the members of board of trustee, whether selected among themselves or others.

B) Board of Trustees

Article 9)

Board of Trustees: The first members of the board of trustees a total of 30 members will be chosen through a secret ballot by founders of the Association, and it can be expanded up to a maximum 50 members, in accordance with regulations to be prepared and approved by the board of trustees within a maximum of three months from the date of approval of these regulations and codes. New members will be admitted to the board of trustees through a secret ballot, requiring a two-third (2/3) majority vote of the board of trustees present at a formal extraordinary general meeting of the board of trustees and approval of the Public Security Police of the West Azerbaijan province Police Command.

Note 2) Considering Article 5 of Circular No. 400D/16465 dated Sept. 24, 2017 issued by the Ministry of Health, Treatment and Medical Education, the hospital's technical responsible person will be a member of board of trustees during his/her work period at hospital.

Note 3) Activity of the board of trustees and the board of directors shall be honorary. The founders and their first-degree and second-degree relatives and the members of board of trustees or directors of this Association are prohibited from any transaction with the Association, otherwise if any member of board of trustees or board of directors undertake responsibilities within the Association arising from their



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profession and job in addition to their legal tasks and duties within the Association, they will be proceeded upon the transactional and financial Codes.

Note 4) If any member of the board of trustees fail to attend three consecutive general meetings of the Association, either by her/himself or with attorneyship and fail to submit a written excuse for such absence deemed acceptable, the member will be considered to have resigned upon the approval of the board of trustees and the Association's board of trustees will take the earliest opportunity to choose a successor for that member in accordance with the regulations and terms of the Association's articles of association.

Article 10)

Highest Decision-Making Authority: The general meeting of the board of trustees is the highest decision-making authority of the Association, and it may hold either Ordinary or Extraordinary meetings.

Article 11)

Timing for Convening Ordinary General Meeting: The annual ordinary general meetings will be convened within the first four months of each financial year upon a written notice sent to the members two weeks prior to the date of the meetings, and if required the ordinary general meetings could be held extraordinarily at any time of the year. The quorum for convening and the requirements for approvals will be the same as those applicable to the Annual Ordinary General Meeting. Members can attend personally or by attorneyship in accordance with the Note under this Article. The meetings should be duly constituted by the presence of one-half plus one of its members and the affirmative vote of one-half plus one of the members present at a duly constituted meeting will be required for the approval of any subject.

In the event that the required quorum is not attained at the first meeting, a second meeting could be convened fifteen days thereafter upon a written notice and such meeting will be duly constituted regardless of the number of members of the board of trustees present.

Note 5) Any member of the board of trustees has the right to delegate his/her powers and voting rights in the general meetings of the board of trustees to another member of the board of trustees attending the meeting by a written attorneyship, no member will be entitled to act as attorney/ representative for more than one other members.

Article 12)

Authorities of Ordinary General Meeting:

- 1- Choosing the members of the board of directors and inspector.
- 2- Determining general policies of the Association.
- 3- Review, approve or reject the suggestions of the board of directors.
- 4- Review, approve or reject the financial statements and the budget of the Association.
- 5- Dismissing the members of board of directors and inspector of the Association.
- 6- Choosing gazette for publishing the Association's advertisements.

Article 13)

Conditions for Convening Extraordinary General Meeting:

The Extraordinary General Meeting will be convened as follows:

- 1- At the request of the board of directors or the inspector
- 2- At the request of one-fifth of the members of the board of trustees



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Note 6) Inviting to extraordinary general meeting is the same as ordinary general meeting, the members will be informed through a written notice two weeks prior to the meeting.

Note 7) The quorum for the extraordinary general meeting on first convening, will be consist of one-half plus one of the members of the board of trustees and on second convening the meeting will be valid with the presence of at least one-third of the members of the board of trustees.

Note 8) Decisions of the extraordinary general meeting will be valid if approved by the affirmative vote of one-half plus one of the members present at the meeting.

Article 14)

Authorities of Extraordinary General Meeting:

1- Approval of changes in the terms and conditions of the Association's articles of association.

2- Review and approve the dissolution of the Association.

3- Dismissal of the directorate board of the Association.

4- Choose new members for the

Article 15)

Conducting of General Meetings: The general meeting will be conducted by the board of officers constituting of a president, two scrutineers and a secretary.

Note 9) Members of the board of officers will be elected by general meeting upon declaration and acceptance of their candidacy.

Note 10) Members of the board of officers shall not be selected from among the candidates for the board of directors or the inspector.

C) Board of Directors

Article 16)

Number of the Members of Board of Directors: The Association has a board of directors consisting of seven main members and two substitute members.

Note 11) Meetings of the board of directors will be deemed valid in the presence of a majority of its members, and the made decisions therein will be valid upon approval by a majority of votes cast.

Note 12) Participation of the members of the board of directors at the meetings will only take place by a written or e-notice, and absence of any member for three consecutive meetings without an excused reason and prior notice will be tantamount to resignation of the absent member.

Note 13) Approvals and proces-verbals of the board of directors will be registered at specified offices in order of their registration date and will be signed by the relevant members.

Article 17)

Resignation, Death or Disqualification of Board of Directors: In the event of resignation, death or disqualification of any member of the board of directors, a substitute member will act in place of the main member for the remainder of Board's term.

Article 18)

Convening Meetings of Board of Directors: In addition to the regular meetings, which will be held at least once a month, the board of directors may convene extraordinary meetings as deemed necessary upon the written or electronic invitation of the Chairman or Vice-Chairman. The interval between the sending of such written or electronic notice and the holding of the board's meeting will be no less than three days.



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Article 19)

Assigning Positions of the Members of Board of Directors: The board of directors will convene a meeting no later than one week after their election and will choose a Chairman, a Vice-Chairman and a Treasurer from among themselves. Their scope of authorities will be specified in Article 21 of the articles of association.

Article 20)

Tenure of Board of Directors: The board of directors will be appointed for TWO years. Re-election of the members of the board of directors for subsequent terms is permissible without restriction. The chairman of the board of directors and in his/her absence the Vice-Chairman is obliged to send an invitation to the Ordinary General Meeting for the purpose of electing a new Board of Directors at least two weeks prior to the expiration of the current Board's tenure. The board of directors shall inform the Public Security Police of the West Azerbaijan Province Police Command, at least one week prior to termination of its tenure (assignment period).

Article 21)

Duties and Authorities of Board of Directors: The board of directors is legal representative of the Association and its duties and scope of authorities are as follows:
Preserving and protecting movable and immovable properties, review the accounts of the Association, implementation of the approvals of general meetings, preparation of reports addressed to the annual ordinary general meeting as well as preparation of financial statements and all other reports required for general meetings of the Association, assigning managing director, opening account in banks, carrying out legal formalities, investigating judicial, financial and registration proceedings at all legal stages in the competent courts, appointment and dismissal of attorney, settling and resolving disputes through compromise and amicable settlement and where deemed necessary delegation and transfer of all or part of its powers and authorities to any legal or real entity with the right of referring to other attorney, take legal actions, defense against any claims, admission of, or withdrawal from any claim or action, whether civil or criminal with full powers and authority required for such purposes, referring to judicial proceedings including the right of appeal, cassation, settlement, appointment of attorneys, compromise, assertion of forgery regarding the opposing party's document, and restitution of documents, appointment of an arbitrator with or without the power of amicable settlement, and generally to exercise all rights and perform all obligations arising under the Arbitration Act, including the appointment of attorneys for proceedings, with or without the power to appoint a substitute attorney and to further appoint sub-substitutes, repeatedly if necessary; to appoint an expert and an expert appraiser; to make admissions whether as to the substance of the claim or as to a matter fully dispositive of the claim; claiming damages; withdrawing the claim; impleading a third party; and defending against a third-party claim, initiating counterclaims and defending against them, securing the claim, requesting the court to order the detention of persons or the seizure of assets; granting extensions of time for the payment of the Association's receivables; requesting the issuance of a writ of execution and pursuing enforcement proceedings; and collecting judgment debts, whether through courts, offices or Deeds and Properties Registration Dep. Generally, the board of directors may perform any act or enters any transactions it deems necessary regarding the transfer of movable properties, replacement and conversion into more



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beneficial assets, mortgaging the properties or waiving the liens, obtaining loans in the name of the Association except immovable properties which shall be subject to the approval of general meeting.

Article 22)

Authorized Signatories: The right of signing the contracts is based on the financial Codes of the Association and other binding deeds and documents of the institute including: securities, checks, promissory notes and other binding deeds will be valid with two signature out of three signatures of managing director, chairman of the board of directors and vice-chairman of the board of directors coupled with the seal of the Association. Also official correspondences of the Association will be valid with the signature of managing director, or chairman of the board of directors or vice-chairman of the board of directors coupled with the seal of the Association.

Note 14) Except for matters, that subject to the contents of this articles of association, decision-making and taking action fall within the scope of authorities of the General Meeting, the board of directors will have full authority and powers to manage the affairs of Association in accordance with limits and objectives of the Association.

Article 23)

Managing Director and their Scope of Authorities: The board of directors have the authority to choose a real entity from among themselves or others as a Managing Director and to determine his scope of authorities. The managing director is legally deemed as the representative for the Association based on the scope of authorities and powers delegated to him by the board of directors though a written notice, and he will have signatory authority on behalf of the Association regarding the delegated cases given to him.

Note 15) If the managing director is one of the members of the board of directors, his managing director tenure shall not be more than his membership tenure in the board of directors.

Note 16) The board of directors may delegate some of authorities and powers inserted in Article 21 of this articles of association, to the managing director.

D) Inspector

Article 24)

Appointment of Inspector: The Ordinary General Meeting will appoint two real entities or one of Iranian Auditing Institutes with membership in Iranian Association of Certified Public Accountants, as principal inspector and appoint one real entity or legal entity as substitute inspector both for ONE year.

Note 17) Reappointment of the same inspector is permissible.

Article 25)

Duties of the Inspector are as follows:

- 1- Review all deeds and financial documents of the Association and prepare reports and express opinions on the financial statement of the Association to the General Meeting.
- 2- Study the annual report of the board of directors whether financial or nonfinancial and prepare performance reports of the Association for informing of the General Meeting.
- 3- Report breach of laws and regulations, articles of association, and domestic rules and regulations committed by any of the members of the board of directors, managing director, board of director, directors, or any of the staff or employees of the Association.



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Article 26)

Note 18) The inspector may attend the meetings of board of directors without having the right to vote.
Submission of Deeds and Documents to Inspector: Upon the inspector's written request, all documents and deeds of the Association, whether financial or nonfinancial, shall be made available to the inspector at the Association for review, unconditionally and within a maximum of three days, by the board of directors of the Association or the managing director.

Note 19) If the documents cannot be provided within the prescribed period, such period may be extended upon approval of the board of directors.

Chapter Three: Human Capital (Honorary Members & Volunteer Supporters)

Article 27)

Human Capital: The human capital of the Association will consist of the Association's honorary members and volunteer supporters, who may offer services free of charge for the achievement of the Association's objectives, according to the code which should be prepared and approved by the board of trustees within a maximum period of three months from the date of approval of these articles of association.

Note 20) The honorary members and volunteer supporters will be appointed in accordance with the aforesaid codes, for the purpose of utilizing public potential and maximizing their capabilities in furtherance of the Association's eminent objectives, and will be admitted as members of the Association's honorary and volunteer human capital.

Note 21) The suggestions and comments of the Association's honorary members and volunteer supporters will be collected and reviewed by the relevant unit and will be submitted to the board of directors and, if required, to the board of trustees of the Association for consideration and decision-making.

Chapter Four: Budget and Miscellaneous Provisions

Article 28)

Initial Assets: The initial assets of the Association including movable or immovable properties values at the amount of 80,000,000/-IRR (Eighty million Iranian Rials) which totally was paid by the founders and allocated to the Association.

Article 29)

Budget: Based on the Codes which shall be prepared and approved by the board of trustees within maximum three months from the date of approval of these articles of association, the Association' budget will be provided through collecting presents, financial or nonfinancial offerings (immovable or movable properties); renting and managing movable and immovable properties; hospital and clinical activities; selling wreaths and condolence banners and donated properties; accepting testaments, endowments and contributions from legal or real entities; accepting donations and transferring incomes from charitable funds.

Article 30)

Deadline for Submission of Financial Statements to Tax Dep.: The Association's revenues/incomes, expenses and other financial events will be recorded in legitimate books, and its financial statements will be submitted within the legal deadline, four months after the end of the financial year, to the Oroumieh



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Department of Tax Affairs and the supervisory authority for charitable institutions in West Azerbaijan Province.

Note 22) If the Association establishes joint institutions for the realization of its objectives, in cooperation with Urmia University of Medical Sciences and other governmental or charitable bodies, the terms of cooperation and management will be in accordance with the relevant contract and mutual agreement.

Note 23) The Association's financial year will be based on the Persian calendar year and will always end on the last day of Esfand (the end of the Persian calendar year equivalent to 19th or 20th of March).

Article 31) Authority for Approval of Regulations: The regulations relating to revenues and human capital, subject to the contents of Articles 9, 27 and 29 of this articles of association, as well as the financial and transactional codes will become effective upon approval by the board of trustees, other codes and regulations will become effective upon approval by the board of directors.

Article 32) Records Retention: All records, files and documentations at the main center or branches of the Association will be kept in accordance with the regulations to be approved by the board of directors within a maximum period of three months.

Article 33) Validity of the Amendments to Articles of Association: Any amendment to the contents of the articles of association and the organs of the Association will be valid only if approved by the Intelligence and Public Security Police of West Azerbaijan province Police Command.

Article 34) Head Office of Association and Domicile of the Members of Board of Directors and Signatories: The registered office of the institution, the domiciles of the members of the board of directors and authorized signatories, and any subsequent changes thereto must be notified to the Intelligence and Public Security Police of West Azerbaijan Province Police Command; otherwise, no reliance may be placed thereon.

Article 35) Seal of Association: The Association will have an official seal bearing its specific emblem, in its wording will be prepared upon the approval of the board of directors.

Article 36) Dissolution: Upon confirmation and approval of the dissolution of the Association by the board of trustees, the extraordinary general meeting will appoint a liquidation committee, and after settlement of the Association's liabilities and collection of its receivables, the committee will be obligated to return back the West Azerbaijan University of Medical Sciences, Health and Treatment Services assets which transferred by that University to the Association, and thereafter to transfer the remaining assets and properties to one of the public non-governmental charitable institutions in Urmia (Oroumieh city) or in West Azerbaijan Province that is active in research, treatment and support of patients with cancer. In the event that no qualified charitable institution is available within the province, the assets and properties of the Association will be transferred to one of the public charitable institutions within the country, provided that such institution continues to provide treatment and support for patients with cancer in this province.

Article 37) Publication of Periodicals: The publication of any periodical will be carried out only after obtaining the necessary permission from the Ministry of Islamic Guidance & Culture and obtaining the relevant publishing license in full compliance with the Press Law.

Article 38) Other Subjects Not Covered by the Articles of Association: Any subject not expressly mentioned in this articles of association will be governed by the Commercial Code.



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Article 39)

Approval of Amendments to the Articles of Association: This articles of association, consisting of 4 chapters, 39 articles and 23 notes, were amended and approved at the extraordinary general meeting of the Association's board of trustees held on Nov. 23, 2023.

Signed by:

- 1- Ms. Soraiya Ahmadi
- 2- Mr. Hamid Ashrafi
- 3- Ms. Roya Chegini
- 4- Mr. Karim Hajisalem
- 5- Mr. Assad Habibi Javanbakhtyar
- 6- Mr. Ali Hassani Afshar
- 7- Mr. Javad Khashabi
- 8- Mr. Kamran Davari Nikou
- 9- Mr. Khosro Dastgir
- 10- Mr. Eisa Shams Molavi,
- 11- Mr. Saeid Samadzadeh

- 12- Mr. Mohammad Faezi
- 13- Mr. Adel Fattahi
- 14- Mr. Hassanali Farzin
- 15- Mr. Latif Ghandili
- 16- Mr. Ali Goshadehfekr
- 17- Mr. Aziz Mataei
- 18- Mr. Hossein Madani
- 19- Mr. Karim Moghbel – by attorneyship
- 20- Mr. Majid Milani
- 21- Mr. Ahmad Fathollahi
- 22- Mr. Farid Khalilzadeh

- 23- Mr. Behzad Sinaei
- 24- Mr. Mahdi Mozaffarinezhad
- 25- Mr. Vahid Fotouraei
- 26- Ms. Khadije Makhdoumi – by attorneyship
- 27- Ms. Negin Hosseinzadeh Saiyadi
- 28- Mr. Omid Asna Ashari
- 29- Mr. Majid Asgharzadeh
- 30- Mr. Hamid Asgharzadeh
- 31- Mr. Esmaeil Sonboli

Sealed by:

- Secretariat of the Association, West Azerbaijan Association for Protecting Patients with Cancer
- Public Security Police of West Azerbaijan Province Police Commandership

Translation of the attached document is accurate and the translator is competent to translate.

Urmia - Iran
13 June, 2026
H.M

