

The Bylaws of Iran Pistachio Association

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Introduction

Pistachio Nut is Iran's most important agricultural export product, providing livelihoods for thousands of people across production, processing, and trade. To foster collaboration, coordination, and a unified approach among the various sectors, enhance efficiency, and strengthen Iran's position in the global pistachio industry, Iran Pistachio Association (IPA) was established.

Its foundation is based on Clause (K) of Article 5 of the Law of the Chamber of Commerce, Industries, Mines, and Agriculture (ratified March 6, 1991), Clause (D) of Article 91 of the Law on Implementing the General Policies of Article 44 (ratified January 28, 2008), and Articles 1 and 5 of the Law on Continuous Business Improvement (ratified February 5, 2012). The Association was formed with the participation of producers, processors, exporters, related service providers, as well as relevant organizations and institutions active in the pistachio sector.

All members and entities of the Association commit to upholding the following professional and ethical principles:

- Avoid unfair discrimination.
- Uphold honesty, integrity, and accuracy in all information provided.

- Ensure transparency in vision, goals, principles and values, governance, activities, methods of achieving objectives, stakeholder groups, representation, decision-making processes, financial resources, and expenditures.
- Disclose any legal, organizational, or financial relationships with domestic or international companies, organizations, or individuals that may influence the Association's performance and activities.
- Remain open to feedback, constructive criticism, and accountability to members, financial supporters, stakeholders, and others affected by the Association's actions.
- Make decisions carefully, with due consideration for stakeholder interests.
- Base membership and financial support on voluntary participation.
- Align the Association's policies, decisions, and activities with national interests, the collective interests of the pistachio industry, and the benefits of its members.
- Ensure consistency of decisions and activities with environmental sustainability.
- Protect personal privacy and confidentiality.
- Respect the law, and uphold individual freedom and property rights.
- Support free competition and foster the conditions necessary for it as a foundation for societal progress.
- Promote free trade among nations and the reduction of international trade barriers in accordance with World Trade Organization (WTO) rules.
- Commit to the principles and practices of a free market economy.
- Adhere to ethical standards of business conduct.
- Refrain from activities involving suspicious payments or improper government subsidies.
- Prohibit the use of Association positions for personal gain.
- Require managers and staff to safeguard the Association's credibility and reputation through proper and professional conduct.

Chapter I – General Provisions and Objectives

Article 1. Name and Nature

The Association shall be known as *Iran Pistachio Association* (hereinafter referred to as "IPA"). It is a specialized, research-oriented, technical, educational, non-political, and non-profit organization.

Article 2. Duration

IPA is established for an indefinite period of time.

Article 3. Nationality

IPA is a legal entity of Iranian nationality.

Article 4. Headquarters

The principal office of IPA is located at No. 12, 2nd Lari Najafi Street, Jomhuri Eslami

Boulevard, Kerman, Iran, Postal Code 7619643150. IPA activities extend throughout the territory of the Islamic Republic of Iran.

Clause 1. IPA may, upon approval of the Board of Directors, establish branches or representative offices in Tehran or other cities. Such decisions shall be announced in a widely circulated national newspaper and duly reported to the Iran Chamber of Commerce, Industries, Mines, and Agriculture. The Board of Directors shall determine the structure and operation of such offices.

Article 5. Objectives

The objectives of IPA are as follows:

- 5.1. To foster unity, collaboration, and coordination among members in pursuit of the Association's goals.
- 5.2. To maintain ongoing engagement with government agencies, decision-making bodies, and other relevant organizations consistent with IPA's mission; to represent and communicate issues related to the pistachio sector to the competent authorities in order to safeguard national interests and protect members' rights; and to participate actively in decision-making processes.
- 5.3. To identify existing challenges and propose practical solutions to improve planting, cultivation, and harvesting in accordance with Good Agricultural Practices (GAP); to enhance processing standards in line with Good Manufacturing Practices (GMP); and to optimize storage, transportation, and the facilitation and expansion of pistachio exports.
- 5.4. To establish specialized committees pursuant to resolutions of the Board of Directors.
- 5.5. To create databases and websites; to identify and develop domestic and international markets; to study the position of Iranian pistachios in comparison with global competitors; and to collect, analyze, and disseminate essential information on marketing, production, and distribution for the benefit of members.
- 5.6. To organize scientific, technical, managerial, and specialized training programs for members, staff, and committees; to conduct essential research using domestic resources; and, where appropriate, to collaborate with international scientific and technical institutions and experts.
- 5.7. To publish scientific, educational, commercial, marketing, and informational periodicals and other materials, and to establish and maintain websites.
- 5.8. To provide expert input into the development of pistachio-related standards, in cooperation with the Institute of Standards and Industrial Research of Iran (ISIRI), the Ministry of Health and Medical Education, the Ministry of Agriculture Jihad, and other relevant scientific and research institutions, and to oversee their implementation.
- 5.9. To facilitate access to domestic and international capital, knowledge, technology, and expertise necessary to advance IPA's objectives.
- 5.10. To cooperate with associations, organizations, companies, and institutions, both within Iran and abroad, in order to promote the interests of the pistachio industry.
- 5.11. To secure the Association's financial resources through membership fees and by attracting support and partnerships with third-party organizations.
- 5.12. To establish and maintain relations with credit institutions, banks, and other financial entities in accordance with national laws, and to facilitate financial support for members' activities.
- 5.13. To provide legal and advisory services to members and, where necessary, to initiate legal action at both the national and international levels to defend the rights and interests of the pistachio industry.

- 5.14. To prevent and address unfair practices and competition, within the framework of applicable national laws.
- 5.15. To perform research, administrative, educational, investigative, and supervisory functions delegated to IPA by ministries and other competent organizations.
- 5.16. To organize and participate in conferences, seminars, research, marketing, commercial, and promotional activities, as well as domestic and international exhibitions, in order to advance knowledge and awareness concerning all aspects of the pistachio industry.
- 5.17. To obtain membership in councils, committees, decision-making bodies, unions, and other authorized organizations, and to participate in meetings and seminars in order to present views and promote the objectives of IPA.
- 5.18. To contribute to the resolution of disputes and to strengthen relations within the pistachio industry by preparing agreements, engaging in arbitration in cooperation with the Iran Chamber of Commerce, conducting audits, and evaluating members' products and services, including production, export, distribution, and industrial activities related to pistachios.

Chapter II – Membership and Financial Resources

Article 6. Categories of Membership

All natural and legal persons engaged in the following three sectors are eligible for membership in the IPA, provided they meet the conditions set forth in these Bylaws:

1. Pistachio production
2. Pistachio services, including terminals, domestic trade, industries, and related activities
3. Pistachio exports

For the purposes of these Bylaws, these sectors shall hereinafter be referred to as *Growers*, *Service Providers*, and *Exporters*.

Clause 2. Natural and legal persons not falling within the three categories above, as well as foreign companies not registered in Iran, may be admitted as *Affiliate Members*.

Article 7. Membership Conditions

To qualify for membership in IPA, applicants must:

- 7.1. Hold Iranian citizenship;
- 7.2. Adhere to one of the officially recognized religions of the country;
- 7.3. Accept and undertake to comply fully with the provisions of these Bylaws;
- 7.4. Pay the prescribed entrance fee and annual membership dues in a timely manner;
- 7.5. Have no criminal record resulting in the deprivation of civil rights.

Clause 3. Any member who ceases to meet the membership requirements shall be deemed to have voluntarily resigned from IPA but shall remain obligated to honor all prior commitments.

Clause 4. The Board of Directors shall determine detailed membership requirements and procedures for termination of membership. Such regulations shall take effect upon approval by the Board of Directors and ratification by the Board of Trustees.

Article 8. Termination of Membership

Membership may be terminated in the following cases:

- 8.1. Failure to pay annual membership dues in accordance with Article 9 of these Bylaws;
- 8.2. Non-compliance with the provisions of these Bylaws;
- 8.3. Breach of the conditions set forth in Article 7.

Clause 5. Termination of *Associate Membership* requires the approval of the Board of Directors by a minimum of five affirmative votes.

Article 9. Financial Resources

The financial resources of IPA shall consist of:

- 9.1. An entrance fee, payable once by each member, the amount of which shall be determined by the Board of Trustees;
- 9.2. Annual membership dues, as determined by the Board of Trustees;
- 9.3. Financial contributions from individuals, legal entities, organizations, and institutions, both private and public, including governmental bodies;
- 9.4. Income derived from the provision of services.

Article 10. Payment of Membership Dues

All members are required to pay their annual membership dues.

Clause 6. The Board of Directors is strictly prohibited from using the IPA's financial resources for purposes outside the scope and provisions of these Bylaws.

Clause 7. All expenditures must be in full compliance with the IPA's internal financial regulations.

Chapter III – Governing Bodies of IPA

Article 11. Governing Bodies

The governing bodies of IPA shall consist of:

1. The General Assembly
2. The Board of Trustees
3. The Board of Directors
4. The Auditor(s)

Article 12. The General Assembly

The General Assembly is the highest authority of IPA. It is composed of natural persons as well as one representative from each legal entity member (either the Managing Director or a member of its Board of Directors). The Assembly shall convene in two forms:

1. The Ordinary General Assembly, convened annually;
2. The Extraordinary General Assembly.

Article 13. Duties of the Ordinary General Assembly

The duties of the Ordinary General Assembly are as follows:

- 13.1. To elect the members of the Board of Trustees;
- 13.2. To review and provide feedback on reports submitted by the Board of Trustees, the Board of Directors, and the Auditor(s);
- 13.3. To examine and approve IPA's financial statements.

Clause 8. Notices of Ordinary General Assembly meetings shall be published on IPA website and in a widely circulated newspaper designated by the Board of Directors. A quorum is achieved with the presence of at least one-half plus one of the members.

Clause 9. If the quorum is not achieved on the first call, a second meeting shall be held within twenty (20) days. The meeting shall be valid with the presence of at least one-third plus one of the members, and decisions shall be valid with a three-fourths majority of those present.

Clause 10. If the required quorum is not achieved at the second meeting, a third meeting shall be held within twenty (20) days. Decisions at this meeting shall be valid with a two-thirds majority of those present.

Article 14. The Extraordinary General Assembly

The Extraordinary General Assembly may be convened at the request of the Board of Trustees, the Board of Directors, the Auditor, or at the written request of at least five percent (5%) of the members, provided there are no fewer than twenty (20) such members. Its powers are as follows:

- 14.1. To propose amendments to the Bylaws;
- 14.2. To approve changes to IPA headquarters and delegate authority in this regard to the Board of Directors;
- 14.3. To propose dissolution of IPA and elect a Liquidation Committee for submission to the Iran Chamber of Commerce, Industries, Mines, and Agriculture through the Board of Trustees.

Article 15. Notice and Quorum of Extraordinary General Assembly

Notices of Extraordinary General Assembly meetings shall be published on IPA website and in a newspaper designated by the Board of Directors. A quorum shall be achieved with the presence of three-fourths of the members, and decisions shall require at least a three-fourths majority of those present.

Clause 11. If the quorum is not achieved on the first call, a second meeting shall be convened within twenty (20) days with the presence of at least one-half plus one of the members. Decisions shall be valid with a three-fourths majority of those present. If the quorum is not achieved on the second attempt, a third meeting may be convened within twenty (20) days, and decisions shall be valid with a two-thirds majority of those present.

Article 16. Urgent Meetings

The Board of Directors and the Auditor(s) may call the Ordinary General Assembly in urgent cases.

Clause 12. Notice of General Assembly meetings shall be given not less than twenty (20) and not more than forty (40) days prior to the meeting. Notices shall be published on IPA website and in the newspaper designated under Article 15 of these Bylaws.

Article 17. Representation

Members may attend the General Assembly in person or be represented by another member. No member may act as representative for more than one other member.

Article 18. Voting

Voting at the General Assembly shall be open, unless otherwise specified in these Bylaws or unless the Assembly resolves otherwise.

Article 19. Election of the Board of Trustees

Elections for the Board of Trustees shall be conducted by secret ballot. Only members with at least one year of continuous membership in IPA may vote or stand as candidates.

Article 20. Conduct of General Assembly Meetings

20.1. The General Assembly shall be presided over by a Presidium consisting of a Chair, a Secretary, and two Observers, elected by the attending members. The oldest member shall serve as Chair.

20.2. If the agenda cannot be completed, the Presidium may, with the Assembly's approval, adjourn the meeting and schedule a continuation session within three (3) weeks.

20.3. Minutes of the General Assembly shall be prepared by the Secretary and signed by the Presidium.

20.4. Copies of the minutes, attendance lists, election results, and the approved Bylaws shall be signed by the Presidium and submitted to the Iran Chamber of Commerce, Industries, Mines, and Agriculture.

20.5. The General Assembly represents all members, and its resolutions are binding on both present and absent members.

20.6. Candidates for the Board of Directors or Auditor(s) may not serve as members of the Presidium.

Article 21. The Board of Trustees

The Board of Trustees shall consist of forty-five (45) members elected by the General Assembly for a four-year term, allocated as follows:

21.1. Seventeen (17) members from the Growers group;

21.2. Eleven (11) members from the Service Providers group;

21.3. Seventeen (17) members from the Exporters group.

Clause 13. The Board of Trustees shall elect its Chair and Vice-Chair, each for a four-year term.

21.4. The Board of Trustees shall meet at least once every six months.

21.5. Meetings shall be valid with prior notice and the presence of at least two-thirds of its members. Resolutions shall require the affirmative vote of at least one-half plus one of those present.

Clause 14. At the time of registration, each member must declare their affiliation with one of the three groups specified above. This designation may not be changed except at the time of membership renewal.

Article 22. Duties of the Board of Trustees

The duties of the Board of Trustees are as follows:

- 22.1. To elect the Board of Directors from among its members;
- 22.2. To review and approve IPA's financial statements and annual budget for submission to the General Assembly;
- 22.3. To appoint one Principal Auditor and one Alternate Auditor for a one-year term, with reappointment permitted;
- 22.4. To review and comment on reports and proposals submitted by the Board of Directors, the General Secretary, and relevant units;
- 22.5. To provide the necessary financial resources for IPA, based on proposals from the Board of Directors and within the framework of Article 9 of these Bylaws;
- 22.6. To accept resignations and remove members of the Board of Trustees and the Board of Directors.

Clause 15. Membership on the Board of Trustees shall be honorary.

Clause 16. If elections are not held within six (6) months after the expiration of a term, the Auditor shall convene an Extraordinary General Assembly and propose the dissolution of the IPA. If approved, the dissolution shall be reported to the Iran Chamber of Commerce, Industries, Mines, and Agriculture and other competent authorities.

Article 23. The Board of Directors

The Board of Directors is responsible for managing IPA and safeguarding the rights and interests of its members. It shall consist of seven (7) principal members and three (3) alternates, elected from among the Board of Trustees for a four-year term. Re-election shall be permitted for one additional term.

Clause 17. The Board of Directors shall be composed as follows: three (3) members from the Growers group, one (1) from the Service Providers group, and three (3) from the Exporters group. Alternate members shall include one (1) from each group.

Clause 18. Election of any member to the Board of Directors for more than two consecutive terms requires approval by at least four-fifths (4/5) of the votes of the Board of Trustees.

Clause 19. The newly elected Board of Directors shall assume all duties of its predecessor.

Clause 20. For the first election of the Board of Directors, the Board of Trustees shall designate three (3) members to organize and supervise the process. These members shall prepare a list of candidates, provide it to voters, and sign a copy for the official record. Any member of the Board of Trustees may be a candidate.

Clause 21. Membership on the Board of Directors shall be honorary.

Article 24. Organization of the Board of Directors

At its first meeting, held within one week of the election results, the Board of Directors shall elect a Chairperson, two Vice-Chairpersons, a Treasurer, and a Secretary. After recording and signing the minutes, the names of the elected officers shall be submitted to the relevant ministry for official registration and issuance of identification cards.

Clause 22. The Board of Directors shall appoint a General Secretary, either from among its members or externally, and may delegate certain duties to this person.

Clause 23. The General Secretary may not be a full-time employee of the Iran Chamber of Commerce or any other chamber in Iran.

Clause 24. If the General Secretary is not a member of the Board of Directors, he or she may attend board meetings but shall have no voting rights.

Article 25. Meetings of the Board of Directors

Board meetings shall be valid with the presence of a majority of its members. Decisions shall require the affirmative vote of at least four (4) members present.

Clause 25. Any member who is absent without valid excuse from three (3) consecutive meetings or five (5) non-consecutive meetings within a twelve-month period shall be deemed to have resigned. Alternate members, in order of the votes received, shall replace them.

Clause 26. The validity of excuses for absence shall be determined by at least five (5) votes of the Board of Directors.

Clause 27. The Board of Directors shall meet at least once a month, and the time and place of the next meeting shall be set at each session.

Article 26. Financial Management

The Board of Directors shall, within two months of obtaining the establishment permit, open a bank account in the name of IPA with authorized signatures designated by the Board of Directors. All IPA funds shall be deposited in this account.

Clause 28. All negotiable instruments, binding documents, and checks shall require the signatures of at least two members of the Board of Directors, or one member together with the General Secretary.

Article 27. Replacement of Board Members

In the event of resignation or death of a member of the Board of Directors, the alternate member from the same group with the highest votes shall replace them.

Article 28. Duties of the Board of Directors

The Board of Directors shall:

1. Implement resolutions of the General Assembly through the Board of Trustees;
2. Supervise the work of specialized committees and ensure implementation of their decisions;
3. Protect the rights and interests of members;
4. Open and close bank accounts;
5. Represent members before assemblies, meetings, and dispute-resolution bodies in the pistachio industry;
6. Appoint and dismiss the General Secretary;
7. Convene General Assembly meetings in accordance with these Bylaws;
8. Prepare and submit annual reports to the Board of Trustees;
9. Prepare financial statements and the annual budget for submission to the Board of Trustees;
10. Draft internal rules and regulations;

11. Propose membership fees for each group to the Board of Trustees for approval;
12. Notify the Iran Chamber of Commerce, Industries, Mines, and Agriculture of General Assembly meetings at least twenty (20) days in advance.

Article 29. Duties of the Chairperson of the Board of Directors

The Chairperson shall:

1. Preside over Board meetings;
2. Convene Board meetings and ensure their regularity;
3. Oversee the proper functioning of IPA;
4. Communicate decisions of the General Assembly and Board of Trustees to the General Secretary and other officials for implementation;
5. Perform other duties assigned under these Bylaws.

Article 30. The Deputy Director

The Deputy Director is the chief executive officer of IPA, working under the supervision of the Board of Directors. The Deputy Director's duties are:

- 30.1. To implement policies, guidelines, and resolutions adopted by the Board of Trustees and the Board of Directors;
- 30.2. To supervise all administrative affairs of IPA;
- 30.3. To appoint staff, experts, and consultants, both domestic and foreign, with the approval of the Board of Directors;
- 30.4. To handle correspondence and ensure compliance with IPA regulations;
- 30.5. To draft and enforce internal rules and regulations;
- 30.6. To maintain records of Board meetings;
- 30.7. To exercise financial authority as determined under the IPA's internal financial regulations (Clause 7 of Article 10 and Paragraph 10 of Article 28 of these Bylaws).

Article 31. The Treasurer

The Treasurer shall oversee the financial affairs of IPA and co-sign all financial documents and checks in accordance with Article 26. The Treasurer's duties are:

- 31.1. To manage IPA's finances, maintain accurate records, and ensure compliance with accounting standards;
- 31.2. To collect entrance fees, membership dues, and contributions, issuing official receipts.

Article 32. The Auditor(s)

The Auditor(s) shall:

- 32.1. Review IPA's books, documents, and financial records to ensure sound financial management;
- 32.2. Examine and certify financial reports for submission to the General Assembly;
- 32.3. Receive and address members' complaints, reporting to the Board of Directors or Trustees as necessary;
- 32.4. Convene an Extraordinary General Assembly if required;
- 32.5. Prepare and present a performance report to the General Assembly;
- 32.6. Request the convening of an Extraordinary General Assembly in cases such as proposed dissolution of IPA, if the Board of Directors fails to hold elections in accordance with Clause 16 of Article 22 of these Bylaws.

Chapter 4: Dissolution and Related Provisions

Article 33 – IPA may be dissolved under the following circumstances:

- 33.1. By resolution of the Extraordinary General Assembly.
- 33.2. By order of the competent legal authorities.

Article 34 – Upon dissolution, all powers of IPA’s officers shall cease, and a Liquidation Committee—comprising members or officers and including a representative of the Iran Chamber of Commerce, Industries, Mines, and Agriculture—shall undertake the liquidation process. The Inspector shall act as the supervisor of liquidation following dissolution. The Liquidation Committee’s mandate shall last for one year from the date of its appointment.

Clause 29 – Should a Liquidation Committee not be constituted, the Chairperson of the Board of Directors together with the Inspector shall assume responsibility for forming such a committee, under the supervision of the representative of the Iran Chamber of Commerce, Industries, Mines, and Agriculture or the Public Prosecutor.

Article 35 – In the event of dissolution, all assets and liabilities of IPA shall be transferred to the Iran Chamber of Commerce, Industries, Mines, and Agriculture.

Article 36 – These revised Bylaws, comprising 36 Articles and 29 Clauses, were approved at the Extraordinary General Assembly held on February 24, 2022.

