

**WORLD ZOROASTRIAN ORGANIZATION
OF
FEDERATIONS
(WZOF)**

PROPOSED CONSTITUTION AND BY-LAWS

Draft #3 Revised on March 12, 2005

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PREAMBLE

RECOGNIZING the worldwide presence of Zoroastrians, also known as Zarathushtis or Zarathushtrians, in communities in many Regions of the world;

AWARE that the spread of Zoroastrians will continue in the years ahead;

DESIROUS of promoting mutual respect, connectedness, social and cultural co-operation, as well as economic cohesion amongst the world wide Zoroastrian communities;

BELIEVING that the principles of the faith and harmony among Zoroastrians can be preserved by responding to changing times, based on the teachings of our Prophet Asho Zarathushtra (also known as Zoroaster); and

INVOKING the blessings and guidance of AHURA MAZDA,

WE, Zoroastrian Federations and Unions of Associations, Anjumans and Societies all over the world, do hereby constitute the World Zoroastrian Organization of Federations (WZOF) and bequeath to ourselves this Constitution and By-laws.

ARTICLE I: NAME AND LOCATION

Section 1: Name

The name of the organization shall be "The World Zoroastrian Organization of Federations" hereinafter referred to as "WZOF".

The official abbreviation of the name of the organization shall be "WZOF".

Section 2: Location

WZOF shall be registered in Mumbai, India, as a Public Charitable Trust.

Section 3: Offices

WZOF may, through its Member Regions, carry out its not-for-profit (non-profitable) objectives in various Regions of the world. These Regions are enumerated in Schedule 1. The Regions, remaining absolutely autonomous, may establish their support operations to fulfill WZOF's objectives in the manner that fits their circumstance.

WZOF's Headquarters/Secretariat shall be in Mumbai, India. This shall not in any way infringe on the autonomy of the Federation of the Parsi Zoroastrian Anjumans of India (FPZAI) and/or its member Associations, Anjumans and Panchayets, or their community properties and infrastructure.

Section 4: Relationship with IZO

WZOF will be one of the two members of the International Zoroastrian Organisation, the other one being the World Zoroastrian Organisation Individuals hereinafter referred to as WZOI. Both WZOF and WZOI will have equal number of representatives on the Board of Management of IZO.

The IZO shall uphold the autonomy of its constituent members and in no way supercede, restrain or nullify their activities or decisions. Both the WZOF and WZOI will operate independently of each other to achieve their respective objects and purposes.

ARTICLE II: PURPOSES (OBJECTS)

Section 1: Purposes (Objects)

WZOF is incorporated as a Public Charitable Trust in Mumbai in the State of Maharashtra in India for the Purposes (Objects) specified herein below.

Without limiting the generality of the foregoing and with a commitment to honor and respect the autonomy of all participating Federations and Unions of Associations, or Association when there is only one in a Region.

The Purposes (Objects) of WZOF include those listed herein below:

(From IZO Draft Rev 6, February 12, 2005)

- a. Providing co-ordination and communications network between Zoroastrian Federations and until they are formed, associations and anjumans, to enable them to identify and propose effective solutions to major community issues which cut across national boundaries or exist in any country.
- b. Establishing relationships with governments and international organisations, to further the rights and interests of the federations, associations and anjumans, anywhere in the world.
- c. Assisting federations, associations and anjumans to arrange a census within their geographical jurisdiction, as part of a world-wide Zoroastrian census every ten years.
- d. Assist in undertaking referendums within their communities on major community studies, proposals or agendas for action, when requested to do so.
- e. Work with relevant bodies on matters affecting Zoroastrians living within their jurisdiction, when requested to do so.
- f. Helping non-profit associations of Zoroastrian professionals in any profession, to encourage exchanges, networking, support systems, entrepreneurship, industry and charity among Zoroastrians.

g. Liaising with and helping the federation, association or anjumans organising in rotation any World Zoroastrian Congress and in following-up on the publishing of the proceedings thereof.

h. Assist in establishing, endowing, renewing, refurbishing, maintaining or supporting, as necessary from time to time, community infrastructures and community centres for persons of the Zoroastrian faith, only when requested to do so by the member.

i. Assist in encouraging the youth of the federations, associations, anjumans and help them with youth activities and develop leadership, when requested to do so.

Other activities that would fall into the category of a worldwide nature requiring an international approach involving federations, associations or anjumans.

j. The WZOF shall not engage in proselytizing of the Zoroastrian Religion in any part of the world.

k. The WZOF shall not act as a religious authority of the Zoroastrian Religion in any part of the world.

Section 2: Autonomy

Nothing in this Constitution and By-laws shall be construed to impair the autonomy of participating Federations, Unions of Associations, Associations of individual Zoroastrians, which is the foundation upon which the WZOF has been formed.

Section 3: Not-withstanding Clause

Notwithstanding what is stated in this Constitution, if a Member perceives a decision by a specified majority to be detrimental to its purposes, objectives, values etc., then the said Member can invoke this clause in writing and opt out of the decision taken by the majority for any given action resulting from a motion, resolution or any other such directive of the WZOF.

The invocation by a Member of this "Not-withstanding" clause in writing to the Secretary, shall be entered into the records of the WZOF.

Section 4: Preservation and Protection of Parsi/Irani Institutions

Nothing in this Charter/Bylaws/Constitution shall be interpreted and/or construed in any manner to impair or otherwise harm the independence or functioning of Parsi/Irani Institutions nor any individual or entity comprising this organization shall in any manner utilize any portion or part of this Charter/Bylaws/Constitution to assert any rights or demand any privileges, consequent to the individual's or entity's membership that will in any way compromise or undermine Parsi/Irani Institutions, customs or traditions in India and other parts of the world.

ARTICLE III: MEMBERSHIP

Section 1: Members

Membership of WZOF shall be open to any Zoroastrian Federation or Union of Associations, Anjumans and Societies (but NOT to individuals) in various geographic sectors enumerated as Regions in Schedule 1.

Region with only one Association also becoming eligible for Membership of the WZOF.

a) An Association in a Region with more than one Association, and where a Federation has not been organized, will be eligible for Membership, provided it represents, to the satisfaction of WZOF, the major segment of the Zoroastrian population in that Region, and provided it undertakes that within a reasonable period of time after joining WZOF, it will pursue the necessary dialog with other Association(s) in that Region, followed by concrete steps to establish a Federation or a Union of Associations for that Region.

b) An Association in a Region with more than one Association, and where a Federation has been organized, will be eligible for Membership, only provided the existing Federation has decided not to join the WZOF. If the Federation decides to join, then the Association will be required to join the Federation and be represented by that Federation.

The term "Member Regions" when used collectively implies all Members (or Member Regions) of WZOF, and the term "WZOF" also implies all Members (or Member Regions) of WZOF.

Section 2: Shift in Zoroastrian Presence

In the event reasonable evidence indicates at any time in future that there is a significant Parsi or Iranian Zoroastrian presence in a Region or country (countries) in addition to those enumerated in Schedule 1, then the Federation or Association representing the major segment of the Parsi or Iranian Zoroastrian population in that region or country shall have the right to apply for membership of WZOF. The decision to admit shall be made by unanimous consent of all Member Regions, and Schedule 1 shall be amended accordingly.

Section 3: Founding Member Regions

The following shall be deemed to be the Founding Member Regions of WZOF.

See *Schedule 1 – REGIONS*

India

Iran

North America (USA & Canada)

and Europe

Section 4: Membership Eligibility

Any Federation or Union of Associations or Association seeking membership of WZOF shall fulfill the following basic requirements:

- A. Agree to abide by this Constitution and By-laws, or as they might be amended following due process, in the future.
- B. Be registered under the relevant laws of a country in the Region as a not-for-profit organization dedicated to serve the needs of Zoroastrians living in that country or Region.
- C. Agree to pay all its dues within 90 days after the beginning of each fiscal year of WZOF.
- D. Should not have proselytizing as a requirement in their purposes or objects, and should not be involved in active proselytizing of the Zoroastrian religion anywhere in the world.
- E. File a written application with the Hon. Secretary, on a prescribed form for approval by WZOF. Approval for Regions listed in Schedule 1, shall be by simple majority of eligible votes. Approval for Regions not listed in Schedule 1, shall be by unanimous consent of all Member Regions.

Section 5: Privileges and Responsibilities of Member Regions

The main privileges and responsibilities of every Member Region, except any expelled under Section 6 hereinafter, shall include the following:

- A. Be considered a "Member Region in good standing", subject to payment of annual membership fees and other dues.
- B. Have the right to appoint delegates to attend the General Meeting of WZOF, or appoint or nominate Executive Officers in accordance with the provisions of this Constitution and By-laws.
- C. Have the right to cast votes as assigned in this Constitution and By-laws, in writing on any matter relating to the business of WZOF.
- D. Inspect any books or records of WZOF.
- E. Receive all literature distributed by WZOF, and in turn, distribute that to its constituents.
- F. Receive information about, and participate in any of the public activities of WZOF.
- G. Be responsible for making, once every three years, an objective and realistic assessment of the number of individual Zoroastrians living in its geographical jurisdiction and submitting such assessment promptly to WZOF.
- H. Be obliged to uphold the objectives of WZOF and do the utmost to help in realizing them.
- I. Have the right to establish its own office or administration in its own Region in the manner best suited to liaise with WZOF.
- J. Have the right to suggest items on the agenda of any meetings for consideration by and approval of the President.

K. Any costs involved in exercising the privileges and discharging responsibilities is to be borne by the concerned member Region.

Section 6: Cessation of Membership

Any Member Region may be expelled for engaging in activities detrimental to the objectives and the interest of WZOF, if three quarters of the eligible votes are cast and received by the due date in favor of expulsion.

Provided however, that any Member Region considered for expulsion, is notified of the reasons for expulsion in writing, is allowed 90 days to submit a defense against the proposed action; which defense is conveyed to all Member Regions with a request to communicate their decisions, by mail ballot within 90 days.

WZOF, however, shall at its discretion, have the right to take any action less stringent than expulsion, and subject the Member Region to such terms and conditions it may wish to impose.

Section 7: Voluntary Termination

Any Member Region may voluntarily terminate its membership at any time, by submitting a written resignation to the Hon. Secretary of WZOF, together with a full statement and reconciliation of all past accounts and payment of dues accruing from its membership obligations.

ARTICLE IV: FINANCES

Section 1: Fiscal Year

The fiscal and membership year of WZOF shall be April 1st to March 31st.

Section 2: Annual Subscription

The initial annual subscription for each Member Region shall be as under:

Founding Member Rs.50,000

Others Rs.10,000

The annual subscription may be altered by a special resolution passed by the members at a General Meeting, by a two thirds majority vote.

The above is the minimum annual subscription. Member Regions are however, urged to pay increased subscriptions voluntarily, in accordance with their capacity.

Annual subscription shall be paid within 90 days of the beginning of each fiscal year.

It shall be the duty of the Founding Member Regions to source the initial funding necessary, for the establishment of WZOF and its initial operation.

In furtherance of its objectives, WZOF's work shall be financed principally through contributions and donations. In addition to payment of the annual dues, Member Regions have the moral duty to contribute to WZOF's funds to the best of their abilities and to encourage contributions and donations for this purpose from their own members, from individual Zoroastrians, Zoroastrian foundations and trusts, as well as non-Zoroastrian benefactors.

The WZOF's funds and endowments shall be invested in a manner as prescribed by law.

Section 3: Fiscal Accountability

The WZOF shall consider and approve at a General Meeting, by a simple majority of votes cast, the use of WZOF's funds, on the basis of appropriate annual financial statements accompanied by an annual budget presented by the Treasurer. Unbudgeted extraordinary expenses not exceeding an amount of Rs, 25,000 or as set at the General Meeting, may be permitted on a case by case basis as approved by the Officers.

The Treasurer shall also maintain all accounts of WZOF and have them examined each year, by an independent qualified accountant as approved by WZOF. Copies of the audited Treasurer's Annual Financial Report shall be provided to each Member Region prior to the Annual General Meeting.

Section 4: Empowerment

Under its financial powers, WZOF may purchase, lease or otherwise acquire, hold and maintain personal and real property, enter into any legal contract or undertaking, including the engagement of personnel and services, acquisition of loans, bonds, securities, assets, options and any financial instrument. It may also dispose of or sever any of these transactions.

Section 5: Trusts and Legacies and other Devices

The WZOF may, in its judgment, receive, acquire and hold gifts, donations, trusts, legacies and devices for and in the name of WZOF.

Section 6: Financial Transactions

Any financial transaction on behalf of WZOF, including the undertaking, repayment and settlement of loans or any financial obligations, as well as the withdrawal of any funds of WZOF deposited in any bank, saving institution etc., shall be signed by any two of the Executive Officers, one of whom shall be the Treasurer.

Section 7: Reimbursement of Expenses

Any person or organization shall be entitled to receive such amounts as may be approved from time to time by the WZOF for services rendered to WZOF in any other capacity. Any person shall be entitled to reimbursement for duly approved administrative costs and out-of-pocket expenses advanced by them.

ARTICLE V: GOVERNANCE

Section 1: Governing Laws and Constitution

The business and activities of WZOF shall be governed by the Articles of Incorporation, under the laws of India and by this Constitution and By-Laws.

The powers of WZOF and its activities and duties in the conduct of its affairs shall be limited by the laws of India, and by this Constitution and By-laws.

Section 2: Management

The business and affairs of WZOF shall be executed by the Executive Committee.

The Member Regions shall collectively exercise all the powers normally exercised by the General Body of members of a not-for-profit religious corporation and may delegate such powers to any office bearer or the Executive Committee or the Executive Director specifically as stated in this Constitution and additionally in the future by a simple majority of all eligible votes.

Member Regions of WZOF shall be responsible for all the business, affairs, activities and undertakings of WZOF, including admission of new Members, suspension or expulsion of a Member or changes in this Constitution and By-laws. In undertaking such responsibilities, it shall have the powers and duties as prescribed by statute of Republic of India, and in its Constitution and By-laws.

It may adopt supplemental procedural and operating rules (POR) as may be considered appropriate by a simple majority of all eligible votes for handling such responsibilities, but these shall not be inconsistent with this Constitution and By-laws. Procedural and Operating rules shall be reviewed by the President or his designee and the Hon. Secretary at least once each year and amendments proposed to WZOF for adoption.

It will be the prerogative and responsibility of each Member Region to implement in their respective geographical jurisdictions, the recommendations of the WZOF as made by the Member Regions jointly.

Notwithstanding this general principle, the Member Region may elect to receive any decision as only a recommendation for implementation and give the WZOF information about the progress of implementation.

Section 3: The Executive Committee and Committee Chairs

The Executive Committee shall be comprised of the President, the Vice-President, the Honorary Treasurer and Honorary Secretary.

President: One, to be appointed from and by, one of the four Founding Member Regions: India, Iran, North America and Europe in rotation, each region appointing the President for one year (except for the initial President, whose term shall be max. one year or until an elected Executive is installed), in the sequence in which the names of the Regions are stated here. At the expiry of his first term the President appointed by a Region shall retire as the President, but continue as an ex-officio member of the Executive Committee without voting rights for the next year, as the Immediate Past President.

Vice President: One, to be appointed from and by the four Founding Member Regions: Iran, North America, Europe, and India, in rotation, in the sequence in which the names of the Regions are stated here, for two years term.

Hon. Treasurer: One, appointed from and by India, for two years term.

Hon. Secretary: One appointed from and by the founding member regions other than India in the rotating sequence – Iran, North America, Europe, for two years term.

The maximum number of years a person can serve on the WZOF can serve two complete terms, except when a person is elected or appointed in the interim to complete another persons term for any reason, in which case the interim term will not be added to the two full terms.

The appointees of the Executive Committee (the President, the Vice-President, the Honorary Treasurer and the Honorary Secretary) shall be of individuals of maternal or paternal – Parsi/Irani or Iranian Zoroastrian parentage.

Committee Chairs are to be proposed by the President, subject to approval by the Executive Committee by a simple majority of votes cast. The appointment shall normally be for two years, but it may be terminated by the Executive Committee, if in the judgement of the Executive Committee, the Committee Chair has not been effective. At the expiry of the two-year period, the appointment may be renewed by the Executive Committee by a simple majority of votes cast.

Committee Chairs shall also participate in General Meetings, but shall have no voting rights.

Section 4: Vacancy

A vacancy in the office of the President, Vice-President, Hon. Treasurer or Hon. Secretary shall be held respectively, by the Vice-President, President, Hon. Secretary or Hon. Treasurer, or as determined by the other officers in addition to their own office until such time as the designated appointing Regional Member elects an Officer to fill the vacancy. An Officer so appointed to fill a vacancy will serve for the balance of the original term.

Section 5: Committees

The President shall have the power to appoint, subject to approval by Member Regions, by a simple majority of votes cast, a select number of Committees to address specific issues which demand attention as well as address certain critical aspects of WZOF's work. The President shall ensure that they have clear and explicit Terms of Reference (ToR) or charters, together with a time schedule and budget within which their work must be carried out. The President may propose to the Member Regions to dissolve any Committee. The Committee shall be dissolved upon the affirmative simple majority of votes cast by the Member Regions.

Section 6: Term of Executive Committee Members

The term of all Executive Committee Officers shall be two years, except for the President, which shall be one year as specified in Section 3. All other Executive Officers shall retire on the expiry of a two year term, but would be eligible for re-election or re-appointment by their respective Member Regions.

An individual will be eligible to serve as an office bearer of a total number of four years in addition to the period if any, for which he has served, to fill the balance of a term caused by a casual vacancy.

Section 7: Duties of Members of Executive Committee and Committee Chairs

All Members of the Executive Committee shall have the obligation to uphold the principles of the Zoroastrian faith, the identity of the Parsi/Irani Zoroastrian where applicable, this Constitution and By-laws and the laws applicable to registered not-for-profit charities.

No Executive Officer shall receive any financial remuneration from WZOF for services rendered, nor shall they be reimbursed for expenses of attending any meetings, unless WZOF determines that the allowance of such expenses of attendance, in a given instance, will advance the interest of WZOF.

No Executive Officer shall use WZOF or the position for personal gain; infraction may be grounds for removal from the Executive Committee by WZOF.

The duties of the Executive Officers shall be to implement the policies and resolutions within the adopted budget of WZOF.

Officers shall have the right to suggest items, which may be placed on the agenda, if approved by the President.

All Members of the Executive Committee shall have the obligation to report any violation of laws, convictions and judicial action against them prior to their being appointed by their Region for any office. Failure to do so will be grounds for dismissal from office.

A. *The President* shall be the Chief Executive Officer and shall exercise general supervision over the interests, welfare and business of WZOF. The President shall oversee the activities of all other

Officers. The President shall preside at all meetings of WZOF. The President shall appoint Ad-Hoc Committees to process the business of WZOF, not otherwise provided for in this Constitution. The President shall be an ex-officio member of all Committees of WZOF. The President shall perform such other functions as the Member Regions may designate from time to time.

B. *The Vice-President* shall assist the President and perform all other functions designated to him by the President and the Member Regions, and in the absence of the President at a meeting he shall preside over the meeting.

C. The Honorary Treasurer shall be the Chief Financial Officer of WZOF. The Treasurer shall: have custody of all funds; hold and maintain all financial records and other records of the WZOF, referred to in D herein below; implement the investment policies as directed by Member Regions, within the law, prepare and submit financial reports as required by law and this Constitution, and other such financial reports as requested by the President or Member Regions; have all accounts available for inspection by any Member Region upon reasonable request; and shall perform such other functions as the President and Member Regions may designate from time to time.

D. The Honorary Secretary shall hold and maintain all books and records of WZOF other than financial records of the WZOF; keep a permanent record of all correspondence, all WZOF and committee minutes, policy statements, reports and other pertinent data; produce and publish reports as required in this Constitution; prepare and circulate the agenda and minutes of all WZOF meetings; and perform such other functions as the President and the Member Regions may designate from time to time provided that all statutory records including Minute Books of General Meetings and Executive Committee meetings, original documents executed by and on behalf of WZOF, policy statements and copies of all reports and correspondence shall be maintained by the Hon. Treasurer at the WZOF Headquarters in Mumbai. The Honorary Secretary shall also summon a General Meeting at least once each year, giving a minimum of 60 days advance notice.

E. Committee Chairs shall be appointed by the President for a two-year term. The Committee Chairs shall develop their Terms of Reference (ToR) time bound and seek approval of their Terms of Reference from the Member Regions by a simple majority of all eligible votes, prior to effecting Committee operations and annually report to the President on their effectiveness and progress. Committee Chairs may appoint with the approval of the President a reasonable number of Committee Members for a specific period of time not exceeding two years, to transact the business of the Committee. The term may be renewed for additional two-year periods as necessary.

Section 8: Cessation of Term of Office

A. Any Executive Officer shall be deemed to have vacated his office, on being declared by a competent Court as being of unsound mind or insolvent or on being convicted of an offense involving moral turpitude or criminal offense involving a sentence of imprisonment or if recalled by the Member Region which appointed him.

B. Any Executive Officer may resign from his office at any time upon voluntary submission of his resignation in writing to the President or Secretary who shall forward a copy to the Member Region, which appointed the Member.

C. The resigning Executive Officer shall hand over all WZOF records, funds and assets held by that person to the President or the President's designee, within one month of the effective date of cessation of his office.

Section 9: Liability

WZOF shall not be liable for any unauthorized act of a Member Region or any other person, or Executive Officer. No single Member Region or Office Bearer shall be individually liable from their own assets for any actions taken by them, bona fide and in good faith in the performance of their duties.

Section 10: Consent in Writing - Mail Ballots

Any action may be taken without a meeting if consent in writing jointly or separately by the Member Regions or its appointees is obtained, setting forth the action so taken or so to be taken, by a simple majority of votes cast, except where a higher percentage is specifically required under any article of this Constitution and By-laws.

ARTICLE VI: ADMINISTRATION

Section 1: Executive Director

Member Regions of WZOF, at their discretion, by a simple majority of their eligible votes, may authorize the Executive Committee to appoint a salaried Executive Director to facilitate the administrative work of WZOF, including follow-up and implementation of decisions made by WZOF. Such an official shall report directly to the President, and where necessary to the other office-bearers, and transact such business as directed by them. The Executive Director may be invited by the President to attend the meetings of WZOF in an ex-officio capacity and may participate in the discussions, but have no voting rights. The Executive Director should preferably be a resident of India, or where the Secretariat is located.

The terms of employment of the Executive Director shall be defined by the WZOF.

The Executive Director may hire minimal staff and services necessary to help process WZOF's administrative work, within the constraints of the budget annually approved by WZOF for that purpose. Such official shall submit a report on WZOF's administration and related matters to the President, for the information of the Member Regions.

WZOF may appoint other Directors and/or agents by a simple majority of its eligible votes, as required in the country of incorporation or other Regions, to satisfy the requirements of incorporation, and other requirements, if any. Directors and/or agents so appointed shall upon fulfillment of the requirements submit a report annually to the WZOF and serve WZOF as directed by Member Regions.

Section 2: Selection of Executive Director

Whenever the Executive Director position needs to be filled, a Nomination Committee of three well-known persons appointed by the President, shall make a careful search for suitable candidates and recommend finalists for the President's consideration. The President shall select a candidate from among the nominees, and seek approval for the selected candidate by a simple majority of WZOF Members.

ARTICLE VII: MEETINGS AND WORLD CONGRESS

Section 1: Meetings

A General Meeting of WZOF may be held for any purpose it deems fit.

The Hon. Secretary shall summon an Annual General Meeting to transact the ordinary business of WZOF at least once each year and give at least 45 days advance notice. A written notice, together with the meeting agenda and request for additional agenda items shall be mailed by the Hon. Secretary to each Member Region, the Executive Officers and Committee Chairs. The notice shall specify the place and time of the meeting, and the business to be transacted which will include, but not be limited to: the adoption of the Annual Report; approval of the audited accounts for the previous fiscal year; appointment of auditors (these items on the Agenda shall be termed 'Ordinary Business'); and other business which the statute or the provisions of the Constitution require or permit to be considered. Such other business shall be termed 'Special Business.'

All WZOF meetings shall be chaired or conducted by the President, and only in that Officer's absence, by the Vice President, and in his absence, by the Hon. Secretary or Hon. Treasurer.

The Hon. Secretary shall prepare and circulate a summary of all deliberations, which shall be signed by the President and the Hon. Secretary after giving due weight to the comments received from the Members present at the meeting.

Section 2: Meeting venue

The General Meeting shall be held in Mumbai, India on the date, time and place fixed by the Executive Committee, which shall not be later than six months from the end of the financial year.

Section 3: Meeting Quorum

To satisfy the quorum for any General Meeting written comments on the agenda must be received by the President/Hon. Secretary from the Member Regions or Member Region appointees, representing 50% of all eligible votes. Such comments may indicate in detail the Member Region's or appointee's disposition on each of the agenda items. In the absence of quorum, the meeting shall be automatically adjourned to the same date in the next month and if that date happens to be a Sunday or a public holiday to the next working day thereafter. At the adjourned meeting if there is no quorum only the ordinary business shall be taken up.

Section 4: Special or Extra-Ordinary General Meeting.

A Special or Extra-Ordinary General Meeting may be called by the Hon. Secretary on receipt of a communication from the Executive Committee or the President or of a requisition from Member Regions representing a majority of the eligible votes. The requirements specified in this Article shall apply to meetings convened under this Section.

Section 5: Attendance and Member Region Delegates

Each Member Region shall appoint, its delegates to attend General Body Meetings, provided however, that such delegates are bonafide residents of the Member's Region, and affiliated to one of the Associations served by the Member Region.

A Member Region who assigns its voting responsibilities to any one of its appointees shall so inform the Hon. Secretary in writing stating clearly the name of the appointee who is authorized to attend the meeting in person and cast his/her vote on its behalf. If the Member Region authorizes more than one representative to attend the meeting on its behalf, only one of them shall be authorized to cast the vote in person on behalf of the member region.

Section 6: Adoption of Resolution

Any resolution passed, decision made or action taken at the General Meeting shall become binding upon approval by a simple majority of all votes cast in the manner outlined above, or by mail ballots received by the Hon. Secretary, by the due date, except where a higher percentage is specifically required under any statute or article of this Constitution and By-laws.

No resolution or decision of any special relevance or importance to a specific Member Region shall be passed unless a written consent of the concerned Member Region is received and recorded.

Section 7: World Zoroastrian Congress

WZOF may convene, at least once every four years, a World Congress in a Region, with the written consent of the concerned Region, and that Region's full sponsorship of the Congress. The President of WZOF shall be the co-Chair of the Congress along with the Chair or Chairs appointed by the concerned Region; while establishing the program for the Congress and planning for the event, the Region shall fully liaise with WZOF or its designee.

ARTICLE VIII: CONSTITUTIONAL AMENDMENT

Section 1: Proposal to amend

A proposal to amend this Constitution may be submitted to the Hon. Secretary signed by at least two Member Regions, one of whom should be a Founding member. Upon receipt of the proposal, the Hon. Secretary shall proceed with the notice.

Proposals for amendment shall be consistent with the laws of India.

Section 2: Adoption of Amendment

Upon receipt of the proposal, the Hon. Secretary shall, within one month from the date of receipt of the proposal, send a notice of each proposed amendment to all the Member Regions of WZOF, setting forth verbatim the existing language if any, the proposed amendments, the sponsor, the perceived advantages, the perceived disadvantages and specific dates for comments and/or return of mail ballots. A minimum of 180 days shall be allowed following the notice. The amendment shall be adopted, if approved by three quarters of all eligible votes by Member Regions, by the due date.

A proposed amendment of special relevance or importance to any Member Region shall first await a written consent of the concerned Member Region, duly received and recorded by the Hon. Secretary.

Section 3: Perpetual clauses

The Preamble, Purposes (Objects), Autonomy and Not-withstanding clauses are perpetual and unchangeable. However, it would be permissible to add to or modify the preamble and/or Purposes (Objects) with the prior written consent of the WZOI; if such addition or modifications are first approved by the members of the WZOF by three fourths majority of the votes cast at a General Meeting held in accordance with the provisions of Article VII of this Constitution.

ARTICLE IX: VOTING

Section 1: Voting Procedures

Except as otherwise provided in this Constitution, WZOF shall act by a simple majority of votes cast by Member Regions in good standing.

Member Regions have the option to split their eligible votes in percentages, to accurately reflect the views of their constituency.

All written votes shall be recorded. Voting by mail shall specify verbatim the motion, the sponsor if any, the seconder of the motion if any, a preamble if provided by the sponsor, and a specific date for response. In the event a response is not received from a Member Region within 60 days of mailing the ballot or by the due date, whichever is longer, the response shall be judged to be an abstention.

All mail voting shall be co-ordinated by the Hon. Secretary or a committee designated by the President. The results of the voting shall be communicated to the Member Regions, by the Hon. Secretary.

Section 2: Voting Schedule

Each Member Region of WZOF shall be entitled to the number of votes as specified below. The total number of regions specified in Schedule 1, are 10 and as per Article II Section 3, India, Iran, North America and Europe shall be deemed to be the Founding Member Regions. Each of them shall be eligible to the percentage of votes shown against their names herein below:

<i>Region</i>	<i>%age of votes</i>
India	35
Iran	25
North America	25
Europe	15

When an application for membership is received from any of the other regions specified in Schedule 1, that region shall be eligible to the percentage of votes shown against its name in Schedule 1. The existing members' percentage of votes shall be revised on a pro-rata basis, fractions to be rounded off to the nearest integer.

Notwithstanding the above, it shall be permissible for the existing member regions to revise the voting schedule by mutual agreement among themselves.

The term "all eligible votes" or "the eligible votes" or "eligible votes" means the total number of votes that ALL Members are entitled to cast under the terms of this article.

The term "a simple majority of votes cast" or "a specific percentage of votes cast (by Member Regions)" shall mean a simple majority or the specific percentage respectively, of the eligible votes actually received by the due date. Votes shall normally become due from a Member Region 60 days after mailing of the ballot, unless a different period is specified in this Constitution and By-laws, making due allowance for the vagaries of communication.

ARTICLE X: PUBLICATIONS

Section 1: Official Publication

WZOF shall issue or sponsor such bulletins, periodicals, pamphlets and other materials as shall best carry out the Purposes of WZOF. One such periodical shall be designated as the official Publication of WZOF. Reports from the Officers and Committee chairpersons, if any, shall be reproduced at least annually in the official periodical of WZOF.

Section 2: Editorial Authority

WZOF shall retain editorial authority with regard to the material to be published. The editorial authority shall be deemed to have been delegated by the WZOF to an editor appointed by the Executive Committee. All Member Regions shall be entitled to express their views on related issues of concern to them in the publications of WZOF provided the views are expressed in a dignified manner not involving any personal attacks, and not defamatory and are not against the interest of Zoroastrianism or the Zoroastrian community; of which the Executive Committee shall be the sole judge.

ARTICLE XI: DISSOLUTION

WZOF shall be dissolved either by a written order received from an appropriate Court of law in India, or by a 75% majority vote of all eligible votes.

Upon dissolution, the assets, funds and properties of WZOF shall be first used to settle all debts due to its creditors. Any surplus thereafter remaining, shall be given to any charitable organization to benefit the cause of Zoroastrianism or the Zoroastrian communities in any, some or all of the Regions, as decided by the Member Regions by 75% majority of the votes.

ARTICLE XII: INUREMENT OF INCOME

Except as provided in Article XI above, no part of the net earnings of WZOF shall inure to the benefit of, or be distributed to its Member Regions, Executive Officers or other private persons.

ARTICLE XIII: POLITICAL ACTIVITY

No substantial part of the activities of WZOF shall entail: (i) Carrying on of propaganda, or otherwise attempting to influence legislation, or (ii) Participation or intervention (including the publishing or distribution of statements) in any political campaign.

ARTICLE XIV: MISCELLANEOUS

Section 1: Disclosures and Conflict of Interest

All Member Regions, delegates of Member Regions, Executive Officers, and all other persons having dealings with WZOF shall have the affirmative duty of disclosing to the Member Region he represents, and to WZOF, any conflict of interest or any material interest which he may have regarding any matter which concerns WZOF business.

Section 2: Records

All records of WZOF, without exception, shall be available to the Member Regions and Officers for inspection in Mumbai at any reasonable time. Copies of any and all such records shall be provided to any Member Region at their cost on request at reasonable notice. No Officer shall be charged for copies of any WZOF records reasonably necessary for the accomplishment of his work.

Section 3: Number and Gender

All references in this Constitution and By-laws to the singular and/or the masculine, shall be deemed to include the plural and/or feminine or neutral genders, where appropriate.

Section 4: Applicable Laws

It is the intention of the Members that this Constitution and By-laws shall be consistent with the laws of Republic of India, relating to religious, charitable, not-for-profit, tax-exempt organizations, and that all its provisions shall be construed and applied in a manner that is in conformity with said laws.

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## ***Schedule 1*** - ***REGIONS***

India  
 Iran  
 North America ( USA & Canada)  
 Europe  
 Middle East  
 Pakistan  
 Australia  
 New Zealand  
 Singapore/HK/Malaysia  
 South Africa

Note: India, Iran, North America and Europe are deemed to be the Founding Member Regions by virtue of Article III, Section 3. The other regions specified in the Schedule may be enrolled as members on fulfilling the relevant provision of this Constitution including Article II, Section 4.

On admission, each of them will be entitled to the percentage of votes specified against their names herein below, with proportional adjustment in the votes specified in the Founding Regions:

| <i>REGION</i>                 | <i>PERCENTAGE OF VOTES</i> |
|-------------------------------|----------------------------|
| Middle East                   | 2%                         |
| Pakistan                      | 2%                         |
| Australia                     | 2%                         |
| New Zealand                   | 2%                         |
| Singapore/Hong Kong/ Malaysia | 1%                         |
| South Africa/Sri Lanka        | 1%                         |

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### **Version History:1**

WCZF Draft #1: RMR (Dec 1991)  
 WCZF Draft #2: RMR (1992)  
 WCZF Draft #3: DFJ/AJD (5/24/93)  
 WCZF Draft #4: RMR (from Chicago Convention, Sep 1993)  
 WCZF Draft #6: RMR/KJG (post India Dec 96 meeting).  
 WZOF Draft #1: 17 Sep04. Post London July 2004 Meeting  
 20 Dec04. KJG comments & general G10 discussions  
 19 Jan05 Moved Version History to end.  
 WZOF Draft #2: 12 February 05. Reviewed and first issued to G-10 by Firdosh.  
 WZOF Draft #3: 12 March 05, updated to Keki/Dinshaw/Minoo Comments.

**END of Document Draft #3...Revised on 12 March 2005**