

THE COMPANIES ACT 1985

Company Limited by Guarantee and not having a Share Capital

ARTICLES OF ASSOCIATION

of the

World Zoroastrian Organisation (Individuals) Limited

(as amended by Special Resolutions passed on [])

Interpretation

1 In these Articles:

- (i) "the Company" means the World Zoroastrian Organisation (Individuals) Limited
- (ii) "the Act" means the Companies Act, 1985 (including any statutory modification or re-enactment thereof for the time being in force)
- (iii) "the Articles" means these Articles of Association as originally adopted or as from time to time altered
- (iv) "the Members" means the Members of the Company for the purposes of the Act, as defined in the Articles
- (v) "the Byelaws" means Byelaws of the Company made by the Company pursuant to the powers in that behalf conferred upon it by the Articles
- (vi) "the Register" means the Register of Members of the Company kept pursuant to sections 352 and 353 of the Act
- (vii) "the Registered Office" means the Registered Office for the time being of the Company
- (viii) "the Chairman" means the person elected in accordance with the Articles to be Chairman of the Company

(ix) "a General Meeting" shall be every General Meeting of the Company convened in accordance with the Act or Byelaws.

2 Unless the context otherwise requires or the contrary intention appears:

(i) Expressions referring to writing shall be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.

(ii) Words importing the singular number only shall include the plural number and vice versa and words importing the masculine gender only shall include the feminine gender.

(iii) Words or expressions contained in the Articles shall bear the same meaning as in the Act or any statutory modification thereof at the date at which the Articles become binding on the Company.

Members

3 The number of Members of the Company shall be unlimited.

4 The Members of the Company shall be Individual Members associations and anjumans whose names appear as Members on the Register from time to time.

5 A Member of the Company shall cease to be a Member:

(i) if he or it resigns by giving one month's notice in writing of his or its resignation to the Honorary Secretary;

(ii) if he is compulsorily admitted to hospital under Part IV of the Mental Health Act 1983 or any enactment for the time being in force which supersedes or replaces it or if he becomes a patient for the purpose of Part VIII of that Act;

(iii) if he or it is excluded from membership under Article 6;

(iv) if he or it ceases to qualify for membership under the Articles or the Byelaws;

(v) if he dies;

(vi) if he or it fails to pay his subscription for two successive years or for any three years out of any five successive years and the Honorary Secretary has made a written demand for such payment.

- 6 A Member may be excluded from membership of the Company by resolution of the majority of at least three-fourths of the Council of Individuals present and entitled to vote and so voting at a Meeting of the Council of Individuals at which not less than two-thirds of the total number of Members of the Council entitled to vote shall be present. Such Member shall have one month's notice sent to him of the meeting at which such Member's exclusion is to be discussed and he or it together with an adviser in attendance if so desired, shall be entitled to attend the meeting and be heard in defence but shall not be entitled to be present at the voting or take part in the proceedings otherwise than as the Council of Individuals shall permit.

Council of Individuals

- 7 The Members shall elect a representative council ("the Council of Individuals") consisting of **20** Representatives appointed in accordance with the Byelaws.
- 8 The Council of Individuals shall have such powers and duties as shall be prescribed from time to time by Bye Laws.

Powers of the Council of Individuals

- 9 Subject to the provisions of the Act, the Memorandum and the Articles and to any directions given by Special Resolution, the business of the Company shall be managed by the Council of Individuals, which may exercise all the powers of the Company.
- 10 No alteration of the Memorandum or Articles and no direction shall invalidate any prior act of the Council of Individuals, which would have been valid if such alteration had not been made or direction had not been given.
- 11 The Council of Individuals shall have power to make or amend Byelaws concerning such matters regarding the government and management of the Company as they shall from time to time think fit PROVIDED THAT no Byelaw shall have effect if and to the extent that it shall be inconsistent with the Memorandum of Association of the Company or the Articles. Subject as aforesaid all Byelaws made by the Council of Individuals shall have the like effect as if the same were contained in the Articles save that they may at any time or times be revoked or varied by the Council of Individuals in like manner as they may be made. All changes in the Byelaws shall be reported to the next General Meeting of the Company.

Delegation of the powers of the Council of Individuals

- 12 Subject to the statutory liabilities and responsibilities of the Council of Individuals, the Council of Individuals may delegate any of its powers either generally or for a specific purpose and for such period of time as it shall see fit to any person or committee and subject to any terms and conditions as the Council of Individuals may think fit. Any person or committee exercising delegated powers shall report to the Council of Individuals in accordance with the provisions of the Byelaws.

Disqualification And Removal Of Council Members

- 13 A person will cease to be a Member of the Council of Individuals if:
- (i) he ceases to be entitled to hold the office of director by virtue of any legislative provision or becomes prohibited or disqualified by law from being a director; or
 - (ii) upon death, or if he becomes bankrupt or makes any arrangement with his creditors, or becomes of unsound mind, or is convicted of an indictable offence for which he is sentenced to a term of imprisonment;
 - (iii) he ceases to be a Member of the Company;
 - (iv) by notice in writing to the Company, he resigns his office or place;
 - (v) he becomes of unsound mind;
 - (vi) he becomes prohibited from holding office by reason of any order made against him under the Act or other similar enactment in the Country of his permanent residence or otherwise;
 - (vii) he is removed from office by a resolution duly passed pursuant to Section 303 of the Companies Act 1985 or by reason of any other provision of that Act or any re-enactment or statutory modification or amendment thereof.
- 14 Section 293 of the Companies Act 1985 shall be deemed not to apply under these Articles and no Member of the Company shall be or become ineligible to hold any elective office of the Company merely by virtue of attaining the age of seventy or any particular age.

Council Members' Remuneration & Expenses

- 15 The income and property of the Company shall be applied solely towards the promotion of its object as set forth in the Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company, and no member of the Company or of the Council of Individuals shall be paid a salary or fee or receive any remuneration or other benefit in money or money's worth from the Company or the Council of Individuals. Provided that nothing herein shall prevent any payment in good faith by them:
- (i) of reasonable and proper remuneration to any Member or officer of the Company or the Council of Individual for any services rendered;
 - (ii) of interest on money lent by any Member of the Company or of the Council of Individuals at a rate per annum not exceeding whichever is the greater of 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent;
 - (iii) of reasonable and proper rent for premises, demised or let by any Member of the Company or of the Council of Individuals;
 - (iv) of fees, remuneration or other benefit in money or money's worth to a company of which a Member of the Council may be a member holding not more than 1/100th part of the capital of that Company; and
 - (v) to any Member of the Council of Individuals of out-of-pocket expenses at their discretion, provided specific funds are available for the purpose.

Proceedings of the Council of Individuals

- 16 Subject to the provisions of these Articles, the Council of Individuals may regulate its proceedings as it thinks fit and for that purpose may from time to time make rules and procedures for its management, and vary them provided that without a Special Resolution, no rule shall be made, repealed or altered which would amount to an alteration of or addition to the Articles as could only legally be made by a Special Resolution of the Company.
- 17 A Member of the Council of Individuals may participate in a meeting of the Council of Individuals or a committee or sub-committee of its members by means of a conference

telephone, or any communication facility, which allows all participants to communicate with each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the Chairman of the meeting then is.

- 18 Any four Members of the Council of Individuals may summon a meeting of the Council of Individuals which shall be called by the Chairman.
- 19 Notice of every meeting of the Council of Individuals shall be given to every Member thereof including any Member who may for the time being be absent from the United Kingdom provided that he has supplied to the Company an address and/or telex or facsimile transmission number or an address at which electronic communications may be received by him to which notices of Council of Individuals meetings may be sent and shall then be entitled to receive at such address or number notice of such meetings.
- 20 Any questions arising at a meeting of the Council of Individuals shall be decided by a majority of 60% of the Members present at the meeting.

Written resolutions of the Council of Individuals

- 21 A resolution in writing, signed by 60% of all the persons entitled to receive notice of a meeting of the Council of Individuals, shall be as valid and effectual as if it had been passed at a meeting of that Council of Individuals duly convened and held, and may consist of several documents in the like form each signed by one or more Member of the Council of Individuals. A telex, fax or telegram approval of a circulated proposal shall rank as a signed document by a Member of the Council for Individuals for the purpose of constituting a written resolution for the purposes of this Article.

Quorum at Council Meetings

- 22 The quorum for the transaction of the business of the Council of Individuals may be fixed by the Council of Individuals and unless so fixed at any other number shall be one-third (or the nearest rounded up figure) of the Members of the Council of Individuals who shall form a Quorum, and if the number of Members of the Council of Individuals is less than the number fixed as the quorum, the continuing Members or Member of the Council of Individuals may act only for the purpose of filling vacancies or calling a general meeting.

Interest of a Member of the Council of Individuals

- 23 No Member shall be present at nor shall he vote at any Council of Individuals meeting at which there is discussed any contract in which he or any associate of his or any association which he represents or of which he sits on the governing body has a pecuniary interest and if he does so vote his vote shall not be counted.
- 24 For the purposes of Article 23 neither a Representative nor any association which he represents or of which he sits on the governing body shall be deemed to be interested in any contract or any matter arising thereout if his or its interest therein arising solely by virtue of his or its being a Member of the Company or a member of a company in which he holds not more than one hundredth part of the capital.

Chairman

- 25 Every two years, the Council of Individuals shall elect from among its Members upon nomination of names a Chairman in accordance with the following provisions.
- 26 The election will take place at the conclusion of the Company's Annual General Meeting, a Chairman will be elected by a majority of 60% of the 20 members of the Council of Individuals, from amongst their number.
- 27 The Chairman shall be a person born into and/or professing the Zoroastrian faith.
- 28 The Chairman shall hold office for two years at the end of which time he shall retire. A Chairman may not serve more than two consecutive terms but he shall be eligible for re-election as Chairman at the end of the period of two years following his last tenure of that office.

Other Officers

- 29 Every two years, at the conclusion of the Company's Annual General Meeting, the Council of Individuals shall also elect by simple majority a President, an Honorary Secretary and an Honorary Treasurer from among the Members of the Council of Individuals. The Honorary Treasurer shall be an individual permanently resident in the UK.
- 30 The Vice President, Honorary Secretary and Honorary Treasurer shall each hold office for a term of two years respectively at the end of which term they shall each retire and shall be eligible for re-election.

- 31 All office-bearers shall be persons born into and/or professing the Zoroastrian faith.

Defective appointments

- 32 All acts done at a Council Meeting or by a person acting as Member thereof shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of such person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Member of the relevant Council.

Meetings

- 33 All general meetings other than annual general meetings shall be called extraordinary general meetings.

Annual General Meeting

- 34 The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meetings in that year and shall specify the meeting as such in the notice calling it. Not more than 15 months shall elapse between the date of one Annual General Meeting of the Company and the next. The Annual General Meeting shall be held may such time and place as the Council of Individuals shall determine.
- 35 All Members of the Company shall be entitled to receive notice of and to attend (or in the case of a body corporate anjuman or association to be represented at) and to vote at all General Meetings of the Company only so long as all subscriptions or other monies due and payable from time to time by him or it to the Company have been paid.

Notice of general meetings

- 36 In the case of an Annual General Meeting or of a meeting for the passing of a Special Resolution 30 days notice at the least, and in any other case 14 days notice at the least, specifying the place, the day and the hour of meeting, and in the case of special business, the general nature of the business to be transacted, shall be given in writing to all Members (other than those who under the provisions of these Articles are not entitled to receive the notice) and to every other person who by virtue of the Act or these Articles is entitled to receive notices of meetings of the Company. In the case of

- a General Meeting convened for the purpose of considering the passing of a Special or Extraordinary Resolution, the notice shall specify the intention to propose the resolution as a Special or Extraordinary Resolution as the case may be.
- 37 All business shall be deemed special that is transacted at an Extraordinary General Meeting, and also all that which is transacted at an Annual General Meeting, with the exception of the consideration of the accounts, balance sheets and the report of the Council of Individuals and the Auditors, and the fixing of the remuneration, if any, of the Auditors, and shall require special notice of such business in the notice convening the Meeting.
- 38 Thirty days notice at the least of each Annual General Meeting and of every Meeting convened to pass a Special Resolution specifying the place, the day and the time of the Meeting and of the nature of the business to be transacted thereat shall be given in manner hereinafter mentioned consistent with the provisions of the law for the time being relating thereto as shall be prescribed by the Council of Individuals to all such persons (including the auditors) as are under these Articles or the Byelaws or under the Act entitled to receive such notice, but non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.
- 39 The Council of Individuals may at any time, on giving 42 days notice, convene a Special Meeting for the purpose of considering amendments in the Memorandum and Articles of Association. And it shall do so on the written requisition of at least 10% of total Individual Membership. Notice of such a meeting shall contain a copy of the Resolution or Resolutions to be proposed, which must relate directly to the affairs of the Company and/or the Council of Individuals, and/or the amendment of the memorandum and articles of association. No other business shall be transacted at such Meeting. The quorum for a Special Meeting shall be **[insert number]** Members present in person or by proxy and no Resolution shall be adopted at any such Meeting unless supported by the votes of three-fourths of the votes cast.
- 40 General Meetings shall be held at a convenient time and place in London or as the Council of Individuals may direct.
- 41 The accidental omission to give notice of a General Meeting to, or the non-receipt of such notice by any person entitled to receive such notice shall not invalidate the proceedings at any General Meeting.

Quorum at general meetings

- 42 No business shall be transacted at any meeting unless a quorum is present [**insert number**] persons entitled to vote upon the business to be transacted, each being a member or a proxy for a member or a duly authorised representative shall be a quorum.
- 43 If within thirty minutes from the time appointed for a General Meeting a quorum be not present, the Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the next day and at the same hour and place, or to such other day within fourteen days thereafter and to such hour and place as the majority of Members present personally or by proxy and entitled to vote shall determine, and if at such adjourned Meeting [**insert number**] such Members are not present personally or by proxy the Members present personally or by proxy whatever their number (not being less than [**insert number**]) shall constitute the quorum and shall decide upon all matters which could properly have been disposed of at the Meeting from which the adjournment took place, if a sufficient number of the Members had been present personally or by proxy.

Chairman of the meeting

- 44 The Chairman shall be entitled to take the chair at every General Meeting, but if there be no Chairman, or if at any meeting the Chairman shall not be present within 15 minutes after the time appointed for holding such meeting and willing to preside, the President shall be entitled to preside, and if neither the Chairman nor the President shall be present within 15 minutes as aforesaid and willing to preside, then any Member of the Council of Individuals selected by agreement between them or in default of agreement by lot, or if one such Member only be present he shall preside if willing to do so. If no Member of the Individual Council is present or if all such members present decline to take the chair, then the Members present shall choose one of their number to act as Chairman of the meeting.

Adjournment

- 45 The Chairman of a General Meeting may, with the consent of the Meeting (and shall if so directed by the meeting) adjourn the same from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than

business which might properly have been transacted at the meeting had the adjournment not taken place.

- 46 The Chairman of the meeting may at any time without the consent of the meeting adjourn any general meeting at which a quorum is present either sine die or to another time and at such place as he shall determine where it appears to him that (a) the Members wishing to attend cannot be conveniently accommodated in the place appointed for the meeting, (b) the conduct of persons present prevents or is likely to prevent the orderly conduct of business, or (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted. In addition, the Chairman of the meeting may at any time with the consent of any general meeting at which a quorum is present adjourn the meeting either sine die or to another time and at the same or a different place. When a meeting is adjourned sine die the Council of Individuals shall fix the time and place for any adjourned meeting. No business shall be transacted at any adjourned meeting except business, which might lawfully have been transacted at the meeting from which the adjournment took place.

Notice of adjourned meeting

- 47 When a meeting is adjourned for 14 days or more, not less than seven clear days notice of the adjourned meeting shall be given. Such notice may be given by advertisement published on the same date in at least two leading daily newspapers in the United Kingdom and such notice shall be deemed to have been served at noon on the day when the advertisement appears. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Chairman's decision final on procedural matters

- 48 The decision of the Chairman of the meeting, made in good faith, on matters of procedure or arising incidentally from the business of the meeting shall be final as shall be his decision, acting in good faith, whether any matter is of such a nature.

Voting

- 49 At any general meeting, a resolution put to the vote of the meeting (not being a resolution on the election of a Chairman of a Meeting, or on any question of adjournment which shall be decided on a show of hands) will be decided in accordance with the Byelaws by written poll of those present at the Meeting.

- 50 A declaration by the Chairman of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority and an entry to that effect in the Minutes of the Meeting shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.
- 51 In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman shall be entitled to a casting vote in addition to any other vote he may have.
- 52 A resolution proposed at any general meeting will be approved if at least one half of the votes cast at the meeting are in favour of the resolution, except where the Act or these Articles prescribes a different majority.

Proxies

- 53 The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing, or, if the appointer is a corporation, anjuman or association either under seal or under the hand of an officer or attorney duly authorised. A proxy need not be a Member of the Company.
- 54 An instrument appointing a proxy shall be in any usual or common form or any other form which the Council of Individuals may from time to time approve.
- 55 A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous dissolution, death or insanity of the principal or revocation of the proxy or of the authority under which the proxy was executed, provided that no intimation in writing of such dissolution, death, insanity or revocation as aforesaid shall have been received by the Chairman of the meeting before the commencement of the meeting or adjourned meeting at which the proxy is used.
- 56 The instrument appointing a proxy and any authority under which it is executed or a copy of such authority certified notarially or in some other way approved by the Members of the International Board may:-
- (i) be deposited at the Registered Office or at such other place as is specified in the notice convening the meeting or in any instrument of proxy set out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposed to vote;
or

- (ii) where the meeting is adjourned for not more than 48 hours after the date for which it was originally convened, be delivered at the adjourned meeting to the Chairman or to any Member of the Council of Individuals and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid.

Postal ballots

- 57 The Council of Individuals may resolve that any matter which these Articles permit the Company to deal with by means of an ordinary resolution, and is not required by the Act to be dealt with by the Company in general meeting, may be determined by a postal ballot to be conducted in a manner determined by the Council of Individuals.
- 58 Any resolution declared by the Council of Individuals to have been passed by a simple majority of the members of the Company who cast votes for or against the resolution in the ballot, has effect as if it were an ordinary resolution of the Company passed at a properly convened and properly conducted meeting.

Minutes

- 59 Minutes shall be made in books to be provided for that purpose of all resolutions and proceedings of General Meetings and every Minute signed by any person purporting to be the Chairman of the Meeting to which it relates shall be sufficient evidence of the facts therein stated.
- 60 The Council of Individuals shall provide books for the purposes of entering Minutes, and Minutes to be made.

Accounts

- 61 The Company shall cause proper books of accounts to be kept in compliance with the provisions of the Act with respect to (a) their assets and liabilities, (b) all sums of money received and expended by each of them, and (c) all other matters necessary for showing their true state and condition in accordance with the requirements of the Act and of any other legislation which may from time to time apply thereto.
- 62 The Company shall prepare annual accounts and other financial statements in accordance with the requirements of the Act and shall send copies the same to every member of the Company.

- 63 The Company shall appoint Auditors who shall audit the financial statements as required by the Act.
- 64 All Books of Account as well as of the Register of Members, shall be kept at the registered office of the Company and shall always be open to the Inspection of any Member.

Notices

- 65 Any notice to be given under these Articles must be in writing. The Company may give any notice to a Member by handing it to him personally, or by sending it by post (airmail in the case of overseas members who have given no address for service within the United Kingdom) in a prepaid envelope addressed to the Member at the address shown in the Company's register of members, or by leaving it at that address. Where the Member has given to the Company a fax number or e-mail address to which notices may be sent electronically, the Company may give a valid notice by means of fax or e-mail and the Member present in person at any meeting is taken to have received notice of the meeting and, where necessary, of the purposes for which it was called.
- 66 Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given to a postal address. Electronic confirmation of receipt shall be conclusive evidence that a notice was given to a facsimile number or e-mail address.
- 67 A notice if sent by post, shall be deemed to have been served at the time when the same is posted.
- 68 All notices required by the Companies Act or any Act for the time being in force to be given by advertisement shall be advertised in the Times newspaper published in London.
- 69 Subject to the provisions of the Act (and in particular in the case of a resolution of the members of the Company, to any requirement to submit the proposed resolution to the auditors), a resolution in writing signed by all the persons entitled to attend and vote at a meeting is as valid and effective as if it had been passed at a meeting properly convened and held. Any resolution in writing may consist of two or more documents in similar form, each signed by one or more members. Digital signatures and faxed signatures will suffice for the purpose of this Article.

- 70 A person entitled to attend and vote at a meeting may participate by means of a telephone conference or other facility enabling all people participating in the meeting to hear each other; and participation in a meeting in this manner is taken to be presence in person at the meeting.

Dissolution

- 71 The provisions of Clause IX of the Memorandum of Association relating to the winding up and dissolution of the Company shall have effect, as if the provisions thereof were repeated in these Articles.