

INTERNATIONAL

ZOROASTRIAN

ORGANIZATION

(I Z O)

CONSTITUTION

ARTICLES OF INCORPORATION --- Revision 8, Issue date – 12th March, 2005

ARTICLES of INCORPORATION

PREAMBLE

We, the subscribing World Wide Zoroastrians (Zarathushtis), recognize that:

WHEREAS many Zoroastrians (Zarathushtis), have recently settled in an international Diaspora,

WHEREAS various regional Federations, Associations have been formed in various countries to serve the religious, educational, welfare and charitable needs of Zoroastrians (Zarathushtis); and

WHEREAS it is desirable to adopt a UNIFIED and HARMONIOUS approach on issues facing Zoroastrians (Zarathushtis) EVERYWHERE;

GUIDED by the blessings of AHURA MAZDA and the teachings of our Divine Manifest Asho Zarathushtra;

A WORLD BODY is hereby formed, consisting of Zoroastrian Federations and Associations and Individuals, to further the economic, educational, cultural and welfare requirements of Zoroastrians (Zarathushtis) in the WORLD.

The activities of this organization shall be conducted in a spirit of mutual respect, co-operation and harmony amongst its Members, and with due regard for the principles of **GOODNESS, TRUTH, REASON, BENEVOLENCE, TRUST** and **CHARITY** towards all Mankind.

ARTICLE A: NAME , LOCATION AND MEMBERSHIP

Section 1: Name

The name of the organization shall be

INTERNATIONAL ZOROASTRIAN ORGANIZATION:

herein after referred to as the “**IZO**”.

The official abbreviation of the name of the Organization shall be “**IZO**”.

Section 2: Location

The IZO shall be registered in the State of Illinois, USA

as a Not-For-Profit Charitable Organization, with offices in other countries as required.

Section 3: Membership

The International Zoroastrian Organization will have as its **2** members, **WZOI** and **WZOF** with equal number of representatives on its Board of Management.

ARTICLE B : PURPOSES

Without limiting the generality of the foregoing, these purposes include the following:

- A. To function as a coordinating organization for Zoroastrian Federations of Associations and Individuals via its **2** members as WZOI and WZOF, whose purposes and objectives will be as mentioned here in **Appendices A & B**.
- B. To gather and disseminate information to its **2** members as WZOI and WZOF, and others relating to the Zoroastrian faith and communities;
- C. To serve as a fair and just facilitator in bringing about an equitable understanding in case of disagreement between WZOI and WZOF.

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

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

ARTICLE C : OBJECTIVES AND FUNCTIONS:

Section 1: Objectives

- (a) To receive and consider periodical reports from its two members:

**The World Zoroastrian Organization - INDIVIDUALS (WZOI) and
The World Zoroastrian Organization - FEDERATIONS (WZOF).**

The report from each Member would cover broad outline of activities during the period covered by the report and areas in which they seek the co-operation of the other Member.

- (b) To formulate and convey to the two Members its recommendations on the reports and future activities.

Section 2: Functions

1. To act as the Zoroastrian Community's world body dealing with all its social, cultural and economic affairs and which serves Zoroastrian individuals as well as Anjumans, associations and federations throughout the world equally and severally.
2. To safeguard, advance and perpetuate the Zoroastrian community, generally and in such particular respects as the Member may from time to time think fit including (without limitation) the following.
3. To promote understanding, harmony and unity between Zoroastrians of differing cultural, ethnic and national backgrounds, inter-alia (but without limitation) through

provision of communications and co-ordination networks or by any other means, which effectively foster community cohesiveness and solidarity;

4. To preserve, protect and further, nationally and internationally, the Zoroastrian historical and cultural heritage, economic interests, of the Zoroastrians community throughout the world.
5. To encourage and assist Zoroastrian youth to realize their full potential in society, inter-alia also as effective community leaders, have constructive interactions between adults and young adult leaders on community issues and increasingly participate in the community's affairs.
6. To support and promote the welfare and well being of the Zoroastrian Community.
7. To foster understanding, study and research of Zoroastrian faith.
8. To assist in publication and dissemination of such studies and research or of any Zoroastrian literature, and undertake or participate in any conference or inter-faith forum to enhance understanding of the faith and Zoroastrians through the activities of it's members.
9. Nothing in this Constitution shall be interpreted and/or construed in any manner to impair or otherwise jeopardize 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 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, practiced anywhere in the world.
10. To safeguard and perpetuate the Parsi / Irani Zoroastrian identity as practiced in any region of the world.

ARTICLE D: AUTONOMY OF EACH MEMBER

Nothing in these Articles shall be construed to impair the Autonomy of participating Members, Federations, Anjumans, Associations or Individual Zoroastrians, which is the foundation upon which this World Body has been formed.

The IZO shall uphold the autonomy of each constituent member and in no way supercede, restrain or nullify any activities undertaken or decisions made by WZOF and WZOI.

Both the WZOI and WZOF will operate independently of each other to achieve their respective objects and purposes as set forth in the **Appendices A & B**.

ARTICLE E: INCORPORATION AND FINANCES

Section 1: Incorporation

The IZO is incorporated under the General Not-for-Profit Corporation Act of State of Illinois, in the United States of America, exclusively for charitable, educational, cultural and welfare purposes which do not in any way or form, impair the provisions of Title 26, Section 501(c)(3) of the Internal Revenue Codes of the United States of America and with no capital stock whatsoever.

The IZO shall **not** engage in regular activities of any kind ordinarily carried on for profit.

For the purposes of incorporating the IZO, the persons designated in **Appendix C** herein, shall represent the IZO in the capacities specified therein, and they are hereby empowered to do all things necessary to effectuate the incorporation of the IZO, as the Founding Incorporators.

For the purposes of organizing the IZO, and until such time as Officers are elected, the persons designated in **Appendix D** herein, shall represent the IZO in the capacities specified therein, and they are hereby empowered to do all things necessary to effectuate the organization of the IZO, as the Initial Officers.

Section 2: Finances

The IZO shall be financed principally by equal contributions of annual dues decided at the AGM, from its members for its operating expenses. In addition to the payment of annual dues, a Member has the moral duty to contribute to the Funds of IZO to the best of its ability and so encourage its own members to do so.

No Member shall be entitled to a refund of all or any part of its annual dues or contributions.

The IZO may, from time to time request a contribution from its Members without the necessity of amending this Constitution.

No part of the net earnings of the IZO shall inure to the benefit of any member, trustees, officers, private persons or individuals, except that the IZO shall be authorized and empowered to pay reasonable compensation of costs for services rendered and reimbursement of out of pocket expenses, to make payments and distribution in furtherance to the Corporate purposes set forth in these Articles of Incorporation and so authorized or budgeted by the BoM.

Section 3: Term

The Term for which the IZO is envisaged to exist is perpetual.

ARTICLE F: MEMBERSHIP

Section 1. Membership to the IZO shall be

The World Zoroastrian Organization - INDIVIDUALS (WZOI) and

The World Zoroastrian Organization - FEDERATIONS (WZOF).

Section 2. Relationship with other Organizations

The IZO may co-operate with other Organizations worldwide, as being generally advantageous to the Zoroastrian Community, upon unanimous consent of its members.

ARTICLE G: BOARD of MANAGEMENT (BoM)

Each member will nominate equal number of representatives to the IZO Board of Management (BoM).

There will be **2** representatives from WZOF and **2** representatives of WZOI on IZO - BoM.

The **4** will be as follows:

To begin with their first term:

The WZOF will nominate
PRESIDENT and
Hon. TREASURER

The WZOI will nominate
VICE-PRESIDENT and
Hon. SECRETARY

The above positions will alternate every term between WZOF and WZOI, after first term.

The term of each IZO – BoM will be Two years.

No representative will serve more than a total of three terms in any position on the IZO – BoM.

The above **4** representatives will be entitled to attend the meetings of the General Body, but none of them will be entitled to vote at the meetings unless duly authorized to do so by the WZOF or WZOI, as the case may be.

The above **4** representatives shall be of maternal or paternal - Parsi or Iranian Zoroastrian lineage.

In case of death, resignation or retirement of the official nominee, the nominating Member will nominate another individual to complete her/his current term.

ARTICLE H: AGM & MEETINGS

The Annual General meeting shall be held at least once in every financial year before the expiry of six months from the end of the previous financial year at the Registered Office of IZO or at any other location in U.S.A. The Agenda for the Annual General Meeting would be to consider and approve the annual report, the audited accounts and the appointment of the Auditors. These items shall constitute the ordinary business of the Annual General Meeting.

However, any other business, as may be directed by the President or the Board of Management may be included in the Agenda Notice, under the heading Special Business and an explanatory statement in respect of each item of Special Business shall be annexed to the Agenda Notice.

The date, time and venue of the Annual General Meeting shall be fixed and the contents of the Agenda Notice shall be approved by the board of Management at its meeting.

The Agenda Notice shall be forwarded by Registered Air Mail, by the Hon. Secretary to the WZOF and WZOI at their respective Registered Offices as well as to the members of the Board of Management at least 45 calendar days in advance.

Each of the two members, namely WZOF and WZOI may authorize in writing one person to attend and vote at the Annual General Meeting on their behalf and the two authorized representatives present in person shall constitute the quorum. Alternatively the WZOF and/or the WZOI may forward to the President/Hon. Secretary their written comments on the Agenda indicating in the affirmative or negative vote on each item on the Agenda and such written comment shall constitute the member's presence at the meeting for the purposes of the quorum.

The General meeting will be Chaired by the President failing which the Vice President or the Hon. Treasurer or the Hon. Secretary in that order shall chair the meeting. If none of them are personally present, either of the authorized representatives shall Chair the meeting by mutual consent.

In view of the total number of members being two, any decision, action or resolution shall require the affirmative vote of both the members.

All General meetings other than the Annual General meeting shall be called Extra-ordinary General meetings.

An extra-ordinary General Meeting shall be convened by the Hon. Secretary on receipt of a written request from the President or the Board of Management or either of the Members namely WZOF and WZOI.

All the aforesaid provisions regarding the service of the Agenda Notice, Date and Venue of the meeting, quorum and voting shall apply to Extra-ordinary General Meetings as well.

ARTICLE I: DISSOLUTION

Section 1: Dissolution

Upon dissolution of the Organization or winding up of its affairs, the assets shall be distributed exclusively to its constituent Members the WZOI and WZOF in proportion to their contributions, failing which, to Zoroastrian charitable, religious, or educational organizations which are registered as Not –for-Profit organizations, and as per the laws of the State, in which the IZO is registered.

The IZO may be dissolved upon a written NOTICE of 12 months from either WZOF to WZOI, or from WZOI to WZOF and sent to all 4 office bearers, or as required by applicable laws.

Section 2: Disposal of Assets

Upon the Members' resolve to dissolve the IZO, the Membership shall, after paying or making provisions for the payment of all liabilities of the IZO, dispose of all assets of the IZO exclusively for the corporate purposes of the IZO or for one or more exempt purposes consistent with Section 501(c)(3) Internal Revenue Code as the Membership may determine.

Any IZO assets not so disposed of shall be disposed of by the Circuit Court of the country in which the registered office of the IZO is situated, exclusively for such purposes or to such organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE J: AMENDMENTS

The Articles of Incorporation may be amended at anytime in a manner which is consistent with the laws pertaining to religious, charitable and tax exempt organizations, by a written resolution adopted by the WZOF & the WZOI. The Member seeking an amendment shall send the proposed amendment to the BoM in writing. The BoM shall, within 10 days of receipt, circulate the amendment to the Members specifying a date by which any comments should be returned to the BoM. The BoM shall send out a Ballot for the amendment to be voted on, NO less than 90 days and NO more than 180 days from the date specified for return of comments.

ARTICLE K: POLITICAL ACTIVITY

No substantial part of the activities of the IZO shall entail:

1. The carrying on of propaganda (or otherwise attempting) to influence legislation, except as otherwise provided in title 26 section 501 (c)(3) of the United States Code; or
2. Participation or intervention in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office anywhere in the world.

ARTICLE L: NOT-WITHSTANDING CLAUSE

Notwithstanding what is stated above 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 IZO.

The invocation of this NOT-WITHSTANDING clause shall be in writing to the Secretary by a member, and shall be entered into the records of the IZO.

Appendix A

The International Zoroastrian Organization (IZO) hereby delegates to the WZOF, responsibility for the following activities:-

- (i) 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.
- (ii) Establishing relationships with governments and international organisations, to further the rights and interests of the federations, associations and anjumans, anywhere in the world.
- (iii) Assisting federations, associations and anjumans to arrange a census within their geographical jurisdiction, as part of a world-wide Zoroastrian census every ten years.
- (iv) Assist in undertaking referendums within their communities on major community studies, proposals or agendas for action, when requested to do so.
- (v) Work with relevant bodies on matters affecting Zoroastrians living within their jurisdiction, when requested to do so.
- (vi) Helping non-profit associations of Zoroastrian professionals in any profession, to encourage exchanges, networking, support systems, entrepreneurship, industry and charity among Zoroastrians.
- (vii) 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.
- (viii) 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.

- (ix) Assist in encouraging the youth of the federations, associations, anjumans and help them with youth activities and develop leadership, when requested to do so.
- (x) Other activities that would fall into the category of a worldwide nature requiring an international approach involving federations, associations or anjumans.

Appendix B

The International Zoroastrian Organization (IZO) hereby delegates to the **WZOI**, responsibility for the following activities:-

- (i) any activity deemed necessary from time to time for the social & economic amelioration or welfare of Zoroastrians.
- (ii) Establishing relationships with governments and international organisations, to further the rights and interests of individual Zoroastrians, anywhere in the world.
- (iii) Developing and disseminating Zoroastrian viewpoints on matters likely to challenge humanity in future years, including welfare, human rights, human dignity and environment.
- (iv) Establishing, endowing, renewing, refurbishing, maintaining or supporting, as necessary from time to time, community institutions such as homes, hostels, hospitals, orphanages, educational and learning institutions, and senior citizens centres.
- (v) Providing any form of financial assistance or other support for the relief of poverty, sickness and health / medical treatment or care of Zoroastrians.
- (vi) Giving any form of financial assistance or support for the education of Zoroastrians in all fields of human endeavour.
- (vii) Encouraging and assisting the youth in any and every manner to achieve their potential.
- (viii) Other activities involving individuals that would fall into the category of a world wide nature, requiring an international approach, when requested to do so.

Appendix C

List of Founding Incorporators

1. Mr. Minoo Shroff FPZAI (BPP)
2. Mr. Dinshaw Tamboly WZO (BPP)
3. Mr. Keki Gandhi FPZAI
4. Mr. Rumi Sethna WZO
5. Mr. Rustam Dubash WZO
6. Mr. Dorab Mistry ZTFE
7. Mr. Malcolm DebooZTFE
8. Mr. Rohinton RivetnaFEZANA
9. Dr. Behram Pastakia FEZANA
10. Mr. Firdosh Mehta FEZANA

Appendix D

List of Initial Officers

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|--------------------------|------------------|-------------|
| 1. PRESIDENT .. | Mr. Minoo Shroff | FPZAI (BPP) |
| 2. VICE-PRESIDENT | | WZOI |
| 3. Hon. TREASURER | | FEZANA |
| 4. Hon. SECRETARY | | WZOI |

Revision 8 ---- Issued on 12th March, 2005