

THE WORLD ZOROASTRIAN ORGANISATION (INDIVIDUALS) LIMITED

Company No 1510380

BYELAWS

Individual Members

- 1 The following can become Individual Members of the WZO, either as Ordinary or Life Members or Grand Patrons and Patrons
- 2 Persons born into or professing the Zoroastrian faith;
- 3 Spouses married to Zoroastrians;
- 4 A family consisting of individuals as set out in 2 and 3 above together with their children, who all live within the same household, can become Family Members. This membership shall be known as "Family Membership". Those under the age of eighteen shall have no vote.
- 5 Children of marriages described in 2 and 3 above, over the age of eighteen who are students.
- 6 Associations or anjumans who wish to participate in the responsibilities entrusted to the Individual Council, each of who shall have one vote.
- 7 Persons who are already registered as individual members of the Company.
- 8 The individual proposed for membership shall be acceptable to that individual's Region or Chapter in accordance with their commonly accepted practices.

Application And Registration

- 9 Individuals wishing and qualified to become Members shall apply for admission in such form as may be approved by the Council of Individuals from time to time and shall submit that Form to the Council of Individuals. Such application will be considered by the Council, (or by any committee of the Council established for the purposes of

considering applications for admission) at the meeting next following the receipt of the application for membership who shall accept or reject the application in their discretion and without giving any reason for their decision.

- 10 Individuals whose applications are accepted shall be entitled, on payment of the relevant Membership Subscription, to have their name entered on the Register of Members maintained by the Honorary Secretary and, on receipt of the subscription, their name shall be so entered.

Subscriptions

- 11 The Council of Individuals shall from time to time determine the membership subscription payable by Individual Members.

Honorary Members

- 12 On recommendation, the Council of Individuals may elect, by not less than three-fourths majority, as Honorary Member, any person who may have rendered meritorious services and/or on behalf of the community in religious, social, economic or intellectual advancement of the community or whose public services and achievements may have reflected exceptional credit on the community. Honorary Members shall not be required to pay a Membership Subscription.

Council of Individuals

- 13 The members of the Council of Individuals shall be elected in accordance with the following provisions of this Part.
- 14 For the purpose of electing such Representatives and Alternates the Regional Individuals shall devise their own necessary procedures.
- 15 The members shall elect a person or persons (each of whom must be a Zarathushti in accordance with the commonly accepted practices of his/her region) from among those living within its geographical jurisdiction on the Council of Individuals ("Individual Representative") in the numbers set out below:

Region	Number of Representatives
India	4
Iran	2

North America	3
UK & Europe	8
Australia & New Zealand	1
Pakistan/Middle East/ Africa	1
Far East & South Asia	1

- 16 A balance will be maintained within a total of 20 when the number of Individual Members in each Region changes in future PROVIDED THAT each Region shall have at least 1 representative. **[As WZO already has individual members in all the above countries, it has maintained a representative in those countries]**
- 17 A Member of the Council of Individuals shall serve for a term of three years.
- 18 One-third of the Council Members, or the number nearest to but not exceeding one-third, shall retire on an annual basis. Those who retire, will be those who have been longest on the Council since their last election. Those retiring, shall be eligible for re-election, provided they have not served for two consecutive terms.
- 19 Should a vacancy occur between two elections, the Council of Individuals may nominate a person to fill it until but, unless re-appointed in accordance with the provisions of this Article, such nominee shall hold office only until the next following annual general meeting and shall not be taken into account in determining the representatives who are to retire by rotation at that meeting.
- 20 The Council of Individuals shall, by simple majority, elect a Chairman, President, Honorary Secretary and Honorary Treasurer from among the Members of the Council of Individuals as its office holders.
- 21 The office holders shall hold office for two years and upon the expiry of that term shall retire. Those office holders retiring shall be eligible for re-election provided that no office holder shall hold office for longer than two consecutive terms.
- 22 Subject to the provisions of the Articles, the Council of Individuals may regulate its proceedings as it thinks fit and for that purpose may by simple majority, adopt supplementary procedural and operating rules for effective conduct of their work as are

not inconsistent with the Memorandum of Association, Articles of Association and Bye-Laws.

- 23 Questions arising at a meeting of the Council of Individuals shall be decided by a majority of votes. In the event of an equality of votes, the Chairman shall have a second or casting vote.

Finance & Budgets

- 24 The Company shall apply all or any such sum of money as well as money given as donations, subscriptions, legacies or the like as shall be received by it in pursuance of the powers delegated to it as set out in these Byelaws, whether such monies shall be in the nature of yearly or periodical income or of capital.

- 25 The Company may invest and deal with funds entrusted to it in such manner as may seem expedient, subject to the limitations prescribed in these Byelaws, and in the Memorandum and Articles of Association.

- 26 The Company may, separately or jointly, invest anywhere in the world any of its Funds, and any surplus of the resulting income in public stocks or funds or in the shares, stocks bonds or mortgages or debentures of any Corporation or Company or public body, municipal, commercial or otherwise, or upon deposit or interest at any Joint Stock or other public Bank, or Freehold, Copyhold, Leasehold, or other Mortgage Securities and they may withdraw, alter and vary such investments. The Company may take property either on mortgage or by purchase with an insufficient title, and as security of insufficient value.

- 27 The Company may sell let, re-let, lease, exchange, improve, manage, develop, mortgage, or otherwise deal with the whole or any part of its respective properties, and invest the whole or any part of its respective monies in or upon such investments as may from time to time be determined.

- 28 The Company shall be responsible for any liability or financial obligation that it undertakes in execution of its respective responsibilities under these Byelaws.

- 29 The income, property and assets entrusted to the Company shall be applied solely towards the promotion of its objects and no portion thereof shall be paid or transferred, directly or indirectly by way of principal, dividend, bonus or otherwise howsoever to any Members of the Company.
- 30 Authority to sign cheques for and on behalf of the Council of Individuals concerned shall be exercised by two of their respective office bearers. None of the office bearers shall enter into a contract on their respective behalf, except through a resolution by the Council.
- 31 No securities of whatsoever nature shall be withdrawn from the custody of any Bank except under an authority signed by any two of the aforementioned office bearers.
- 32 The Council shall not have the power to incur nor commit themselves to incurring any expenditure except in accordance with the budget approved by the Council and the Byelaws from time to time.
- 33 The Balance Sheet with Income and Expenditure Accounts for the year as audited by the auditors, shall be made out and laid before the Annual Meeting each year.
- 34 Every such Balance Sheet shall contain a summary of the assets and estimated liabilities as at the end of the financial year and shall be accompanied by the annual report and those of their Auditors.

Delegation

- 35 The Company should carry out the following activities:-
- (i) any activity deemed necessary from time to time for the social and economic amelioration or welfare of Zoroastrians.
 - (ii) Establishing relationships with governments and international organisations to further the interests of the Zoroastrian Community anywhere in the world.
 - (iii) Establishing, endowing, renewing, refurbishing, maintaining or supporting, as necessary from time to time any of the following:
 - (a) places of worship,

- (b) community infrastructures including burial grounds for persons of the Zoroastrian faith,
 - (c) community institutions such as homes, hostels, hospitals, educational institutions orphanages, schools and senior citizens centres.
- (iv) Providing any form of financial assistance or other support for the relief of sickness and medical treatment or care of Zoroastrians.
 - (v) Giving any form of financial assistance or support for the education of Zoroastrian youth.
 - (vi) Encouraging and assisting the youth in any and every manner to achieve their potential.
 - (vii) Establishing and sustaining programmes to promote entrepreneurship by Zoroastrians.
 - (viii) Any other activity involving individuals that would fall into the category of a world-wide nature, requiring or international approach.

36 The Company will collaborate with other Zoroastrian bodies and strive to promote unity and understanding between Zoroastrians with differing backgrounds and sustaining their tradition, identity and faith and each such body shall have responsibility specifically (but without limitation) for the following:

- (i) Promoting understanding of the Zoroastrian faith traditions and practices through studies which take cognisance of all viewpoints and the changing world in which Zoroastrians live, by groups of scholarly mobeds and lay persons;
- (ii) fostering study and research of the Zoroastrian faith, its culture, history and traditions by scholars, universities or institutes of learning or research anywhere in the world;
- (iii) publishing or assisting in the publication, and dissemination of the results of such study or research or of existing literature, to advance information and knowledge of Zoroastrian faith and Zoroastrians;
- (iv) Enhancing better understanding of Zoroastrian faith and Zoroastrians on the part of Zoroastrians and non-Zoroastrians among whom they live, through any means including holding, sponsoring, supporting or participating in relevant national, Regional or international conferences, seminars, inter-faith fora and the like.

37 All activities and programmes shall be self-financed from the Company's annual dues and donations and other income it anticipates generating during that fiscal year. Any overrun or surplus in the proceeding fiscal year will be taken into account in the budget submitted for the following year.

- 38 The Council of Individuals will be responsible for the effective implementation of activities and programmes within the approved budget through the relevant Members who have the ultimate responsibility within the Regions.
- 39 The Council of Individuals will arrange for periodic monitoring of such activities and programmes, and report on the progress of major activities to its Members.

Voting At General Meetings Of The Company

- 40 Every member qualified to vote shall be entitled to one vote

Chairman and Office Bearers

- 41 Following the Company's Annual General Meeting, a Chairman will be elected by a majority of 60% of the 20 directors, from among them. Such person will chair the Council's deliberations, and will also be designated as the Company's Chairman. An outgoing Chairman shall not be entitled to be re-elected for 2 years following his last election as Chairman.
- 42 The Individual Council will elect for one 2 year term, three office-bearers namely, the President, Honorary Secretary and Honorary Treasurer.
- 43 The Council shall prepare and lay before the annual general meeting of the Company the annual audited accounts of the Company, for presentation at the Company's Annual General Meeting.
- 44 Any Board Member can bring matters relevant to the Company for consideration of the Council of Individuals.
- 45 Decisions on all matters, including election of the office bearers of the Council of Individuals will be made by a majority of 60% of the 20 directors.

Administration

- 46 The Company may, if funds permit establish a small professional Secretariat in the UK, to undertake all administrative, financial, legal and secretarial work, including correspondence and maintenance of membership registers follow-up on the decisions of

the Councils, adherence to all legal requirements relevant to the Company's incorporation under the Companies Act.

- 47 The Secretariat shall be headed by the Secretary-General.
- 48 The Secretary General shall be a professional person, appointed by the Council based on a search conducted by a selection committee.
- 49 The costs of running the Secretariat will be funded by the Company.
- 50 Within the constraints of a budget annually approved by the Council of Individuals, and compatible with the remuneration necessary to retain a highly efficient professional and qualified staff, the Secretary-General may appoint staff, including a paid Secretary and Treasurer, reporting to him, to help process the work entrusted to the Secretariat. In exercise of its powers under clause 22 to make rules and procedures for its operations, the Council will vest the Secretary General with such authority as it deems appropriate for the effective implementation of his responsibilities.

Working Groups

- 51 From time to time, the Chairman or the President of the Company may commission a minimal number of ad hoc working groups, study groups or committees to address explicit issues that are critical to any of the objectives of the Company, or which demand critical attention within the global or any part of the Zoroastrian community PROVIDED THAT It will be ensured at all times that this power does not result in a proliferation of such ad hoc groups or committees or in any of them becoming permanent.
- 52 Every such working group, study group or committees shall be given clear and express terms of reference and time schedules for completing their work, will disband thereafter, and incur expenses that can be accommodated within the approved annual budget of the Company as the case may be.
- 53 Should a work proposal entail a referendum within the community, or informing the community, then the working group commissioned for this project will prepare a very concise summary to facilitate such action. Following its approval by the Chairman or the President, the Working Group will arrange for such referendum or publication of

information in every Region, and will report on the results to the Council of Individuals and/or the community.

- 54 All Members of the Counsel of Individuals shall supply to the company an address and/or telex or facsimile transmission number to which notices of Board meetings may be sent and shall then be entitled to receive at such address or number notice of such meetings.