



## **A WORLD BODY WORKING GROUP REPORT**

*World Body Constitutions*  
**A STARTING POINT**

**by**

Sarosh Collector  
Khorshed Jungalwala (Chair)  
Farrokh Mistree  
Gev Nentin  
Rohinton Rivetna

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# ACKNOWLEDGMENTS

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... and others we may have missed ...

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## PREAMBLE

The FEZANA World Body Working Group has been in existence since May 2001. Throughout its tenure the WG has committed itself to analyzing all models dispassionately and fairly, to working with the sponsors towards improvement and then documenting and circulating its findings; see <http://www.fezana.org>. The WG's strength has been its independence and remaining free of all political pressures. In keeping with the preceding independence the WG offers the following for consideration by the elected leadership of FEZANA, FPZAI, WZO and ZTFE for further consideration.

### MUMBAI MEETING

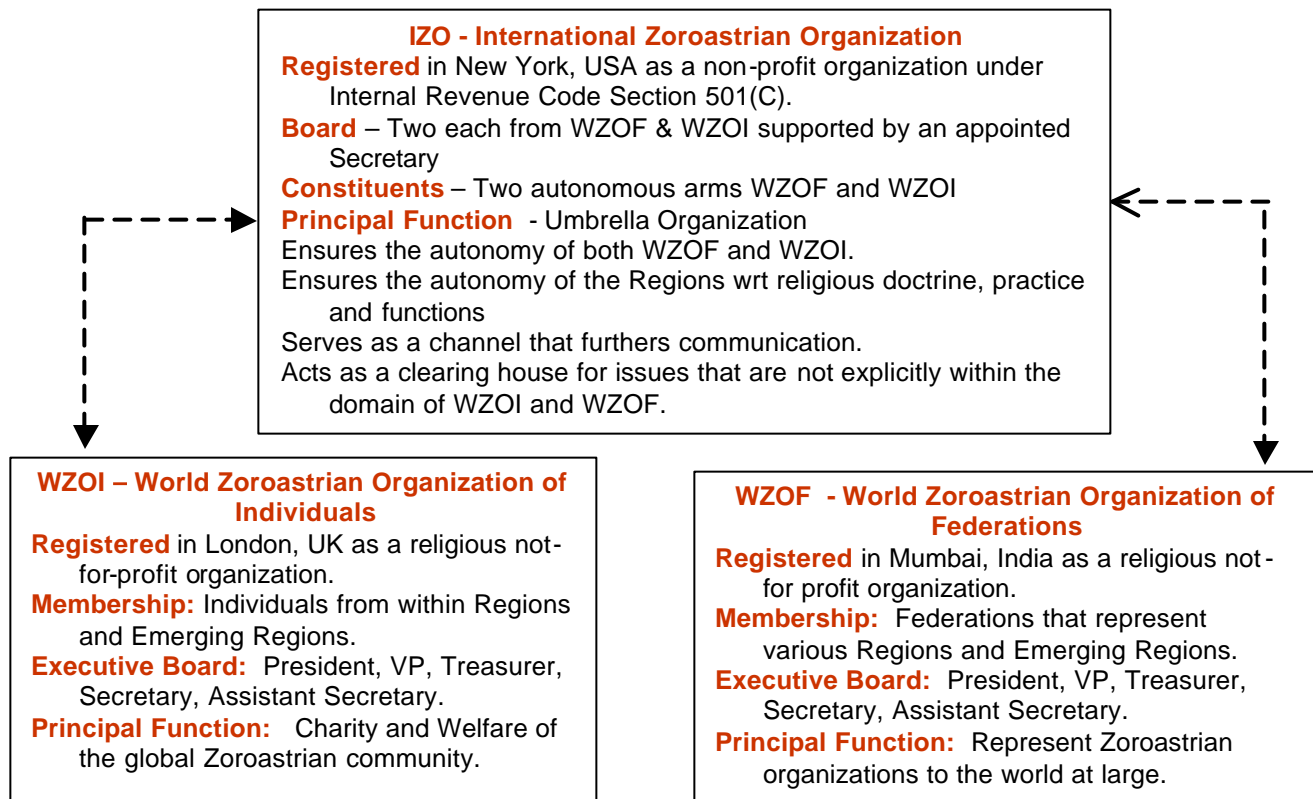
The key outcome of the Mumbai Meeting of January 2003 was an agreement amongst the principals, namely, FEZANA, FPZAI, WZO and ZTFE to pursue the creation of a World Body along the following guidelines:

- ?? One World Body with two independent arms be launched simultaneously under one umbrella organization.
- ?? Each arm to be totally independent of each other. One arm to be truly representative of Federations;
- ?? the other to be truly representative of Individuals.
- ?? There will be no common boards, no common general body between the two arms.
- ?? Both arms to be registered separately as not-for-profit organizations; not under Company's Act.
- ?? The two arms to exchange information, views and recommendations that will be considered by the other arm with no obligation to agree or implement.
- ?? The objectives have been well defined in the original constitution of WCZF and the WZO 2001 and any misunderstanding should be resolved through amicable discussion.

In response to the preceding, on March 18, 2003, Rustam Dubash of the WZO proposed a structure for the umbrella organization and the two arms. This structure has been accepted in principle by the elected principals representing FEZANA, FPZAI, WZO and ZTFE.

### WORLD BODY STRUCTURE & FUNCTIONS

The WG has built on the structure which was proposed by Rustam and it is presented below.



The prevailing sentiment amongst the World Leaders is that at this juncture IZO should be an innocuous, channeling body of select representatives of WZOF and WZOI, which facilitates communication between both WZOF and WZOI and other world organizations. In the opinion of the WG the IZO could in the long term provide a valuable asset for the future of the World Body. In the hope that marriage is the final outcome the possible functions for an IZO of the future are presented in this document.

In keeping with the Mumbai Meeting outcome the WG studied the functions assigned to the two Councils in the WZO2001 Ltd. document. In this document Functions 3.a through 3.g were assigned to the WZOI and Functions 3.h through 3.r assigned to the WZOF. The WG critically evaluated these functions and removed those functions that dealt with doctrine, consolidated and reworded those that were related, assigned those that embodied commonality jointly to the WZOF and WZOI. The WG also studied the ZAH proposal of WZCF 2002 and incorporated relevant concepts into the WG proposed - WZOF constitution.

## CLOSURE

Many, many people have worked to make the World Body a reality. In this document the WG offers a model for One World Body for our community. The WG hopes that the elected leaders will get behind this model and bring it to reality. The people who have been involved over many, many years put the past behind them, put aside personal interests and look to tomorrow as a new beginning.

The WG hopes that after a long courtship between the two arms of the World Body a marriage will take place that will bring happiness to the community. In the opinion of the WG chances of a marriage that will endure will be enhanced if:

- ?? The *governing principles* are clearly spelled out, understood and accepted by all parties.
- ?? The *structures* of the IZO, WZOF and WZOI
  - o are correct (not flawed) at the start,
  - o are compatible with each other at the start, AND
  - o remain compatible in the future.
- ?? Provision is made for continuous improvement of processes and expansion through
  - o transparency of operation, and
  - o periodic review.
- ?? The elected leaders use what has been presented here as a starting point for further their deliberations.

On May 25, 2003 at the FEZANA AGM held in Boston the FEZANA Member Associations were made aware by the WG of the positive outcomes from the Mumbai Meeting via the WG presentation and also the Joint Communiqué issued by the elected principals (Minoo Shroff, Dorab Mistry, Keki Gandhi, Firdosh Mehta) and Rohinton Rivetna (the coordinator). The subsequent response from Rustom Dubash of WZO (dated May 27, 2003) to the Joint Communiqué is most heartening. The WG applauds all involved in issuing and responding to this Joint Communiqué.

The WG cautions that the foundation laid in Mumbai is fragile and suggests the next steps taken by the elected leaders be one of strengthening this foundation - even if this entails postponing discussions on constitutional issues. Accordingly, the WG recommends the following:

- ?? that a meeting similar to the Mumbai Meeting is convened - one that is attended by the elected principals who attended the Mumbai Meeting AND the elected leadership of WZO. The outcome of this meeting would provide the foundation and impetus for Joint Communiqué 2; a communiqué that includes the WZO, and
- ?? that the elected leadership of FEZANA, FPZAI and ZTFE take positive steps to ensure that the WZO becomes a full partner in deciding when and where the next "Mumbai Style" meeting should take place and that the WZO have an equal say in framing the objectives and structuring the agenda for this meeting.

The WG recognizes that progress since the Mumbai Meeting has brought us to a crossroad:

- ?? one path that leads us to ONE World Body in reality, and
- ?? the other path that leads us to ONE World Body that remains a front for two competing World Bodies.

The WG ceases to exist upon the publication of this document and the future is placed in the hands of the elected leadership. It trusts that the elected leadership will work together and take the right path for our world Zarathushti community.

## FUNCTIONS OF THE THREE ENTITIES

The objectives have been well defined in the original constitution of WCZF and the WZO 2001 and any misunderstanding should be resolved through amicable discussion.

*Official notes dated February 7, 2003 of the Meeting of Leaders in Mumbai.*

### FUNCTIONS LISTED IN WZO2001 LTD

In WZO2001 Ltd functions for the two arms are listed:

- ?? Functions 3.a through 3.g relate to the WZOI
- ?? Functions 3.h through 3.r relate to the WZOF

The preceding classification provides the basis for the next step:

- ?? The WG critically evaluated functions ascribed to each arm ...
- ?? Removed items that dealt with doctrine ...
- ?? Consolidated / reworded some because they were related ...
- ?? Noticed that there was commonality between some ... assigned these with a slight variance to WZOF and WZOI ...

Based on the preceding analysis the WG recommends the following as a starting point for discussion by the elected leaders.

### FUNCTIONS COMMON TO WZOF AND WZOI

- ?? Communicate and act in ways that ensure the success of the World Body.
- ?? Work with the IZO on periodically reviewing and improving operating procedures to enhance the efficacy of the World Body.

WZOF At the request of the affected Region or emerging Region and recognizing the autonomy of Regions	WZOI At the request of individuals or people who are not members of any Zoroastrian organization and recognizing the autonomy of Regions
<ul style="list-style-type: none"> <li>?? deal with matters pertaining to assets of defunct Zoroastrian organizations anywhere in the world.</li> <li>?? develop, promote and implement Zoroastrian well-researched and scholarly viewpoints on critical issues such as the environment, war, peace, human rights, human dignity, etc. that face humankind in the 21st century and centuries to come.</li> <li>?? promote educational, social, economic, cultural, and activities of importance to Zoroastrians.</li> <li>?? preserve houses of worship and learning, and other facilities relevant to Zoroastrianism, Zoroastrian communities, and the Zoroastrian priesthood.</li> </ul>	

### FUNCTIONS UNIQUE TO WZOF

- ?? Represent Zoroastrian interests in Governmental and non-Governmental International forums and Regional forums, through its Member Regions.
- ?? Work with governments and international organizations to protect the assets, rights and interests of Zoroastrians anywhere in the world by partnering with governments and international organizations.
- ?? Encourage and assist the formation of global networks between not-for-profit Zoroastrian organizations to further entrepreneurship and charitable giving among Zoroastrians.
- ?? Coordinate a census of Zoroastrians throughout the world once every ten years.
- ?? Ensure that the World Zoroastrian Congress operates within the published and accepted Terms of Reference and work with the congress organizers to achieve success.

### **FUNCTIONS UNIQUE TO WZOI**

- ?? Undertake activities deemed necessary for the social amelioration or welfare of Zoroastrians in need.
- ?? Provide financial assistance or other support for the relief of sickness and medical treatment or care of Zoroastrians.
- ?? Encourage and assist the formation of networks within Regions between Zoroastrian communities to further entrepreneurship and charitable giving among Zoroastrians.
- ?? Encourage and assist Zoroastrian youth to achieve their potential through education and entrepreneurship.
- ?? Develop, maintain and publish an inventory of projects to uplift the economic, medical and educational needs of families and small communities.
- ?? Sponsor and nurture conferences, symposia and workshops that promote the socio-economic well-being of Zoroastrians within Regions and small communities.

### **FUNCTIONS UNIQUE TO IZO**

The prevailing sentiment amongst the World Leaders is that at this juncture IZO should be an innocuous, channeling body of select representatives of WZOF and WZOI, which facilitates communication between both WZOF and WZOI and other world organizations. In the opinion of the WG the IZO could in the long term provide a valuable asset for the future of the World Body. In the hope that marriage is the final outcome the possible functions for an IZO of the future are presented in this document.

#### *Forum for communication and consensus ...*

- ?? Provide a forum for frequent, formal and effective communication between the leadership of the WZOF and the WZOI; facilitate continuing dialog between the leadership of both the WZOF and WZOI.

#### *Clearing house for information ...*

- ?? Receive and pass on for action requests to host World Congresses.
- ?? Receive and pass on for action requests for information from the public.
- ?? Receive and pass on for action applications to attain Region status.
- ?? Release call for nominations and election results.
- ?? Etc.

#### *Repository of information ...*

- ?? Work with the webmasters of WZOF and WZOI to maintain an effective website for the World Body.
- ?? Be a repository of some records of both the WZOF and the WZOI, for example, census, population statistics, medical and social trend statistics, etc.

#### *Organize / facilitate periodic reviews*

- ?? Constitution and By Laws once every 5 years
- ?? Account for shifting populations by redistribution of Regions ...
- ?? Identify and implement process improvements ...
- ?? Census once every 10 years
- ?? Etc.

#### *NGO status*

- ?? The World Body needs to get NGO status in its own right. In the interim it could approach FEZANA to make use of FEZANA's NGO status at the UN to promote and protect the interests of the World Zoroastrian Community ...

### **IZO AND REGIONS**

Foundational to both the WZOI and the WZOF is the notion of Regions. This is a powerful and sound concept for both independent arms of the World Body to adopt. In the long-term interests of the community it is wise for both independent arms to cooperate and agree on a common definition for Regions and common set of guidelines of guidelines for admitting and terminating regions. The IZO could play an important role in implementing the guidelines agreed to by the two independent arms of the world body.

## REGIONS – DEFINITION, FORMATION, VOTES

### *WZO 2001 LTD AND THE NOTION OF REGIONS*

A key notion embodied in the WZO 2001 Ltd. Charter is that foundational to both the WZCI and the WZCF is an entity called a Region. This sound and strong notion has adopted by the WG in drafting the Constitutions and By-Laws for the two independent arms of the World Body. For this to succeed in the long-term there will need to be some cooperation between these two independent arms.

Whereas the notion of Regions are crucial to the functioning of WZOF, it is not crucial for the functioning of WZOI. Accordingly, draft By-Laws pertaining to Regions are spelled out in the WZOF Constitution and By-Laws and a reference to these are made in the WZOI Constitution and By-Laws.

### *ZARATHUSHTIS, REGIONS AND THE WORLD BODY*

Foundational to the formation of the World Body are the following observations:

- 1 The World Body exists to serve the needs of all Zarathushtis around the world.
- 2 The World Body derives its powers from Zarathushtis who make up the World Zarathushti Anjuman.
- 3 For effectiveness the World Zarathushti Anjuman will need to embrace a representative form of democracy through the advent of Regions. The notion of organizing representation along the lines of Regions has been proposed and accepted by the principal entities (FEZANA, FPZAI, WZO, ZTFE) involved in setting up the World Body.
- 4 The WG recognizes that, in the long term, there are two possible outcomes: ONE World Body in reality or ONE World Body that remains a front for two competing World Bodies. In the opinion of the WG for ONE World Body with two independent arms to be a reality it is imperative that the notion of Region be embraced and nurtured by both arms of the World Body.

Accordingly, defining a region and its rights are fundamental for the long-term viability of ONE World Body.

### *WHAT CONSTITUTES A ZARATHUSHTI REGION?*

For a Region to be viable under the International Zoroastrian Organization umbrella there must be clear evidence of a Zarathushti presence and activity within a particular Region.

*Presence* is demonstrated through the identification and verification of a minimum number of Zoroastrians within a Region. The minimum number of Zoroastrians needed to form a new region is a percentage of Zoroastrians represented in the World Body at the time of application. Example: Say there are 100,000 Zoroastrians represented in the World Body through say 4 Regions. Say we adopt the minimum necessary for demonstrating presence to be 1 percent. Then for a new Region to be created it must have at least 1000 Zoroastrians.

*Activity* may be demonstrated through the formation of Associations and a Federation of Associations.

### *HOW DO WE ACCOUNT FOR SHIFTING POPULATIONS?*

Over time, it will be necessary to recognize new Regions and disband old Regions. Once every five years the IZO will be responsible for facilitating this activity.

### *MAXIMUM NUMBER OF REGIONS*

There is always the possibility of there being too many Regions for the model under which the World Body would operate. Example: Say there are 100,000 Zoroastrians represented in the International Zoroastrian Organization. Theoretically, we could have 100 Regions. From the standpoint of efficiency and effectiveness it is imperative to place an upper limit on the number of Regions with a provision that this stricture be revisited at least once every 10 years.

The WG recommends that the maximum number of Regions at inception be limited to 10.

### *HOW DOES A REGION APPLY FOR MEMBERSHIP?*

Applications for New Region are directed to the International Zoroastrian Organization. The WG recommends that the International Zoroastrian Organization be empowered to facilitate the process of vetting and acceptance by the WZOF and the WZOI.

*FOUNDING MEMBERS OF THE WORLD BODY*

At this time the Founding Members of the World Body appear to be FEZANA, FPZAI, WZO and ZTFE.

*FOUNDING REGIONS*

The WG Recommends that the following be accepted as Founding Regions:

- ?? India Represented by FPZAI
- ?? Europe Represented by ZTFE
- ?? North America Represented by FEZANA
- ?? Emerging Regions – to account for Zarathushtis living in places that are not covered by the preceding.

*REPRESENTATIVES AND VOTES FOR REGIONS*

The notion of one World Body with two arms was proposed by WZO several years ago. WZO offered an organization structure based on the principle that the number of votes for a Region be determined by the population residing within it. This resulted in a stalemate over the issue of equity of votes between the two arms of the World Body proposed by WZO.

The WG recommends that representation be to the World Body be based on the existence of a Region and not on the number of people living in any particular region, for example, as is the case with the US Senate. Based on this principle the WG recommends the following:

- ?? Region represented by a Federation                      Three Representatives.    Each with voice, one vote and responsibility.
- ?? Region represented by an Association                      Two Representatives.    Each with voice, one vote and responsibility.
- ?? All Emerging Regions    One Representative with voice, one vote and responsibility.

Adoption of the preceding schedule provides a voice to all Zarathushtis, highlights the preference for forming a Federation and simultaneously accommodates those regions that are yet to be represented by a Federation.

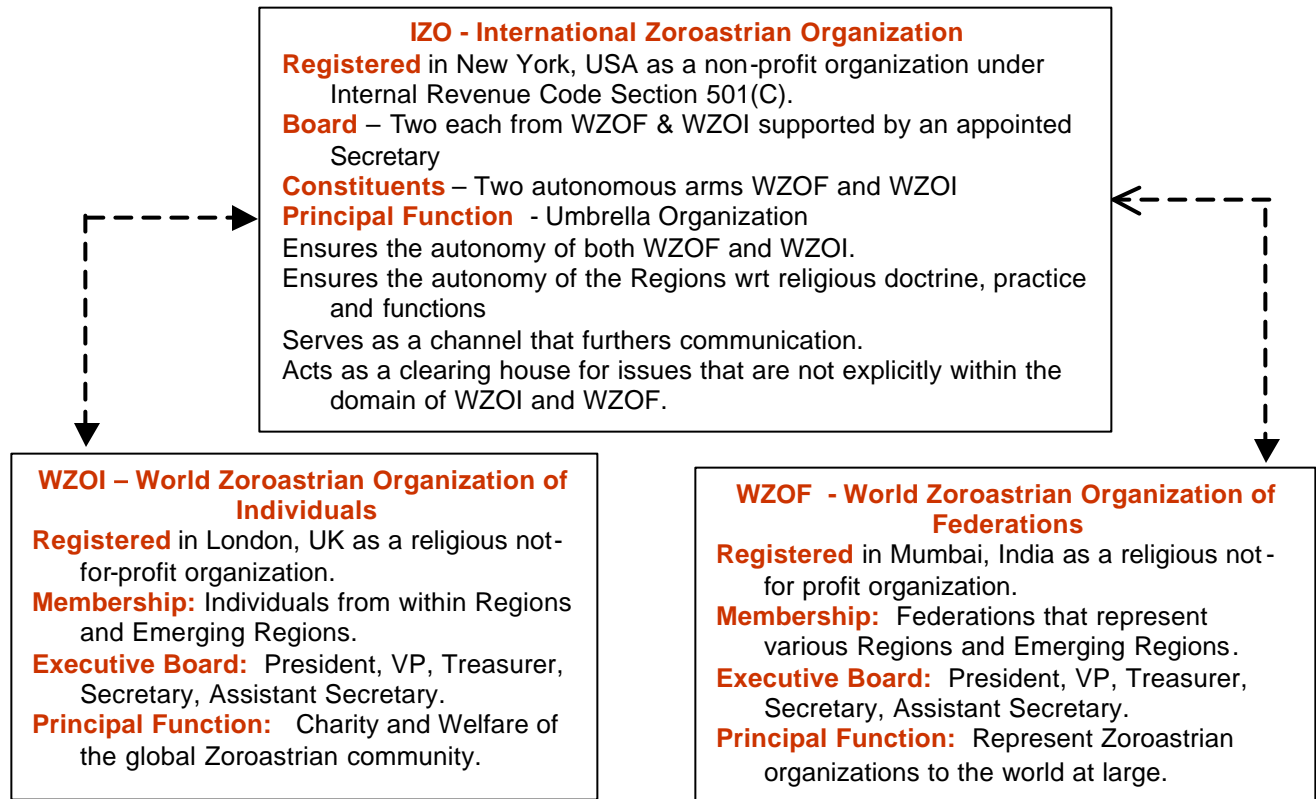
Member Regions	Number of Votes	Number of Representatives
India	3	3
Iran	2	2
North America	3	3
United Kingdom/Europe	2	2
Emerging Regions	1	1
Pakistan / Middle East		
Australia/New Zealand		
Far East		
....Africa		
Etc.		
<b>Total</b>	<b>11</b>	<b>11</b>

Notes

- A. To Pass a Motion by 2/3 of 11 votes needs 7.34 votes. This means that for a motion to pass, at least 3 of the Member Regions have to vote for it. This also means that the vote of the Emerging Regions does NOT play into the decision making process, without the approval of at least 3 other Regions.

- B. To defeat a Motion needs  $\frac{1}{3}$  of 11 or 3.67 votes. This means that no one Region can defeat the motion on its own, but will require a vote from another Region or a vote from the Emerging Regions.
- C. This formula where no Region is dominant should be used when the voting Schedule is changed in the future.

# INTERNATIONAL ZOROASTRIAN ORGANIZATION CONSTITUTION & BY – LAWS



## IZO CONSTITUTION

### IZO PREAMBLE

WE Zoroastrians, members of Associations, Anjumans and Federations together with Zoroastrian Individuals, all over the world, do hereby come together to establish the International Zoroastrian Organization-2003, and bequeath this Constitution and these By-Laws to the Zoroastrians Community of the World;

DESIROUS of promoting mutual respect, co-operation and socio - economic cohesion in the worldwide Zarathushti communities by providing a channel of communication between the World Zoroastrians Organization of Federations (WZOF) and the World Zoroastrian Organization of Individuals (WZOI);

DESIROUS of maintaining total autonomy between the WZOI and WZOF as set forth in the Memorandum of Understanding;

DESIROUS of enabling the WZOF and WZOI to have a common Constitution in the foreseeable future;

INVOKING the blessings and guidance of Ahura Mazda.

**IZO ARTICLE I: NAME OF THE ORGANIZATION**

The name of the organization shall be “International Zoroastrian Organization”. The official abbreviation of the name shall be “IZO”<sup>1</sup>.

**IZO ARTICLE II: NON-PROFIT ORGANIZATION**

The International Zoroastrian Organization is a not-for-profit community representative organization. Its administration shall be financed by set contributions of WZOF and WZOI.

**IZO ARTICLE III: REGISTRATION LOCATION**

The organization shall be registered in New York, USA, under the laws of the State of New York, USA.

**IZO ARTICLE IV: DURATION & DISSOLUTION**

- A. In perpetuity, or as long as the World Zoroastrian Organization of Federations and the World Zoroastrian Organization of Individuals both require its services.
- B. The existence of (World) International Zoroastrian Organization is dependent on its effectiveness in coordinating and providing an open channel of communication between WZOF and WZOI and facilitating complete autonomy of the two organizations. Failure to successfully coordinate and preserve the autonomy of WZOF and WZOI may be grounds for dissolution of the (W)IZO.

**IZO ARTICLE V: INDEPENDENCE OF WZOF AND WZOI**

- A. The International Zoroastrian Organization will in no way arbitrarily restrain, supercede, or nullify any activities undertaken or decisions made by the WZOF or WZOI, thus allowing for complete autonomy of WZOF and WZOI.
- B. In case WZOF or WZOI does not adhere to the guidelines established in the Memorandum of Understanding the IZO will have the authority to bring both world bodies to the table for discussion to arrive at an amicable solution.

**IZO ARTICLE VI: FUNCTIONS**

Note: See Functions of the Three Entities; Page 4.

- A. Serve as a channeling and communications body for the World Zoroastrian Organization of Federations and the World Zoroastrian Organization of Individuals.
- B. Provide a forum for frequent, formal and effective communication between the leadership of the WZOF and the WZOI; facilitate continuing dialog between the leadership of both the WZOF and WZOI.
- C. Receive and distribute information and requests to the two respective World Bodies – the WZOF and the WZOI.
- D. Serve as a repository of information.
- E. Organize and facilitate periodic reviews.
- F. Facilitate the admission and dissolution as per the agreed to guidelines by the WZOF and the WZOI.

**IZO ARTICLE VII: GOVERNANCE**

**International Board**

The International Board will comprise of 4 Directors. Two Directors elected by the WZOF and two elected by the WZOI. . The elected Directors may be or may not be Officers of WZOF or WZOI. The four directors will unanimously appoint the fifth Director.

The five member International Board will be the final decision making body, should the need arise. All decisions made by the IB must be unanimous, not by a majority of the directors. If a unanimous verdict is not possible, the issue at hand will remain unresolved.

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<sup>1</sup> Option: The committee itself may be called the International Board.

The IB will work towards merging WZOF and WZOI into one body, through trust, dialogue, an equitable voting system and communication in the near future.

### **Managing Committee**

The day to day affairs of the IZO will be run by five individuals on the Managing Committee. Two members will be elected by WZOF and two by WZOI. They will NOT be office bearers or employees of the WZOF or the WZOI. The Secretary will be unanimously selected by the four elected members. The Secretary may be a paid employee. The Managing Committee, not the IB, will be responsible for the day-to-day working of the WZOI.

They will conform to the guidelines set forth by WZOF and WZOI. Any deviation or any dispute will be brought to the attention of the International Board.

### **IZO ARTICLE VIII: SIGNATORIES**

The World Zoroastrian Organization of Federations and World Zoroastrian Organization of Individuals.

## **IZO BY-LAWS**

### **IZO BY - LAW 1: MEMORANDUM OF UNDERSTANDING**

The IZO is incorporated under the law of the State of New York, NY, USA, exclusively as a channeling and coordinating entity between the WZOF and the WZOI for religious, social and charitable purposes. The IZO will:

- A. Serve as a facilitating body for coordinating and communicating with Federations, Associations, Anjumans and Individuals worldwide.
- B. Serve as an impartial body in bringing about an equitable understanding in case of disagreement between WZOF and WZOI. (Comment: If the IB is allowed to manage the affairs of the IZO, rather than a managing committee of individuals not connected to either WZOF or WZOI, they cannot by definition be impartial. Thus the IB should only step in, in case of a dispute and their decision should be unanimous.)
- C. Serve as a fair and just arbiter.
- D. Serve to preserve, protect and maintain the legitimate rights and autonomy of WZOF and WZOI.
- E. Will not act as a representative body for presenting or protesting on religious, political, social, cultural, educational issues in the Zoroastrian or non-Zoroastrian domain. If any issue comes to the (W)IZO it will forthwith be forwarded to the WZOF or WZOI as the issue warrants.
- F. All issues of political/communal interest should be presented to WZOF and all issues of social amelioration/charity should be presented to WZOI.
- G. The Board will scrupulously follow the broad format of charitable and social causes to be in the domain of the WZOI and the political issues to be in the WZOF arena.
- H. Will not publish any material on its own behalf, and give interviews or make statements to the media as representatives of IZO. However, individual members of the IZO may do so in their capacity as representatives of their respective world bodies, if those organizations may choose to assign them as spokespersons<sup>2</sup>.
- I. As an entity, the IZO will not attempt to influence legislation or participate actively in any political campaign.
- J. Will maintain the highest standards of conduct in implementing the Operating Guidelines laid down in the Memorandum of Understanding.
- K. Will avoid conflict and competition with other Zoroastrian and non-Zoroastrian organizations.

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<sup>2</sup> Again if the IZO is made up of the President and VP of the respective organizations, each Director will push for his/her own agenda. It would be better if the IZO is made up of individuals, and not Officers, whose sole job will be to be impartial with NO powers to decide who should do what. This will be a true umbrella and an innocuous body.

- L. All members of the International Board of Directors will maintain and distribute material to all other members of the Board.
- M. A possibility may arise for the benefit of a cause where both World Bodies may be activated. The IZO will help bring about the combined activity with prudence for all concerned.

**IZO BY - LAW 2: FINANCES**

- A. All administrative expenses for IZO will be shared equally by WZOF and WZOI upon submission of a budget presented by IZO.
- B. The accounts and budget will be sent to the WZOF and WZOI for approval.

**IZO BY - LAW 3: GOVERNANCE**

*3.1 MANAGEMENT*

The business, rights, duties and activities of the IZO shall be governed by the Articles of Incorporation under the laws of the United States of America and by the IZO Constitution and By-Laws.

*3.2 INTERNATIONAL BOARD OF DIRECTORS*

Board of Directors: 5.

Presidents of WZOF and WZOI who will act as Co-Chairs of the IB.

Vice-Presidents of WZOF and WZOI.

Coordinating Secretary for the Board Directors with voice, vote and responsibility appointed by the other four.

*3.3 TERM OF OFFICE*

Three years.

Note: It is important that the terms of office for the President and Vice-Presidents be for the same lengths of time.

*3.4 DECISIONS BY CONSENSUS*

All decisions will be arrived at in conformity with the stipulations in the Memorandum of Understanding by consensus.

*3.5 GROUNDS FOR REMOVAL*

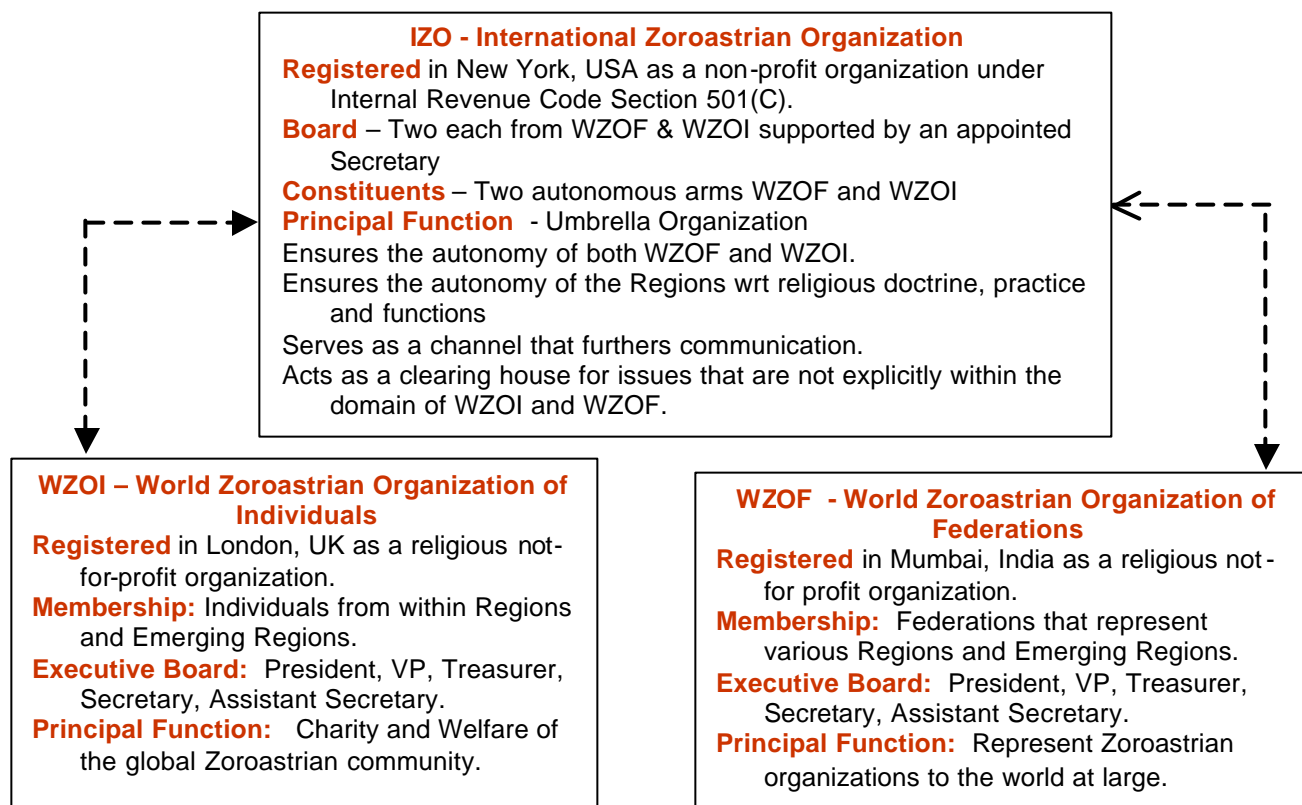
Misconduct on the part of any member of the Board will warrant an investigation by other members of the Board who will then submit their findings to both WZOI and WZOF for their decision.

**IZO - SOMETHINGS TO THINK ABOUT**

- 1 IZO: The International Zoroastrian Organization, coordinating body for WZOI and WZOF may possibly be name WIZO (World International Zoroastrian Organization).
- 2 WZOI: The World Zoroastrian Organization of Individuals (charity) could be named WCZI (World Council of Zoroastrian Individuals)
- 3 WZOF: The World Zoroastrian Organization of Federations (non-charitable) could be named WCZF (World Council of Zoroastrian Federations).
- 4 The mandatory rules and guidelines for the World Congress need to be spelled out very clearly and the decisions of the WZOF or (WIZO)? should prevail over the Region organizing the Congress.
- 5 The WZCF Constitution was written, so that the WZO or WZOI will have some say in the decision making process at the Federation level. The dispute arose with WZO asking for 50% Parity, and hence the idea of an Umbrella was born.

- 6 If the Objectivity of Umbrella or WZIO is to bring about the meeting of the minds so that we have ONE TRUE BODY, then we need a Managing Committee to sort out things at a much lower level, where there is less at stake.
- 7 If the objective of an Umbrella is to keep these two bodies WZOF and WZOI apart forever, then we DO NOT need the Managing Committee and the International Board is the right approach.
- 8 The International Board are all Chiefs and for them to carry on the day to day working seems unusual. They will tend to want to do more than is required of the Umbrella. That is why we are suggesting a Managing Committee of Individuals who will really be an Umbrella, be a level of separation between the IB and the two branches, and make the transition to one body less stressful.
- 9 The International Board will meet and communicate periodically on a much higher plane, thereby giving the two branches a chance to iron out any dispute at a lower level (Managing Committee), and disputes are brought to their level only if the matter cannot be resolved by others.

## WORLD ZOROASTRIAN ORGANIZATION FEDERATIONS CONSTITUTION & BY – LAWS



### WZOF CONSTITUTION

#### WZOF PREAMBLE

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

AWARE that the Zoroastrian population will continue to spread into all parts of the globe in the years ahead;

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

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

INVOKING the blessings and guidance of Ahura Mazda,

WE, Zoroastrian Federations, Associations, Anjumans, and Societies all over the world, do hereby constitute the World Zoroastrian Organization of Federations 2003 (WZOF - 2003) and bequeath to ourselves this Constitution and these By-laws.

**WZOF ARTICLE I: NAME OF ORGANIZATION**

The name of the organization shall be "World Zoroastrian Organization of Federations-2003" The official abbreviation of the name shall be "WZOF - 2003".

**WZOF ARTICLE II: NON-PROFIT ORGANIZATION**

The World Zoroastrian Organization of Federations – 2003 is a not-for-profit religious organization.

**WZOF ARTICLE III: REGISTRATION LOCATION**

The Organization shall be registered in Mumbai, India, under the laws of the State of Maharashtra, India.

**WZOF ARTICLE IV: DURATION**

The period of the duration is perpetual.

**WZOF ARTICLE V: PURPOSE**

- A. Serve as a formal coordinating and communications body for Federations and Associations world wide.
- B. Represent the religious, social, cultural, educational, legislative, political and other interests of Zoroastrians in Governmental and non-Governmental International forums and Regional forums, through its Member Regions.

**WZOF ARTICLE VI: AUTONOMY**

Nothing in this Constitution shall be construed to impair the administrative and religious autonomy of participating Regional Federations and Associations, which is the foundation upon which the WZOF has been formed. The IZO or WZOI will in no way supercede, restrain, or nullify any activities undertaken or decisions made by WZOF.

**WZOF ARTICLE VII: DISSOLUTION**

Upon dissolution of the Organization or winding up of its affairs, the assets shall be distributed exclusively to Zoroastrian charitable, religious, or educational organizations which are registered as not-for-profit organizations.

Note: Consult with tax attorneys for distribution to an organization that is not chartered in India.

**WZOF ARTICLE VIII: FOUNDING MEMBER REGIONS**

Note: See Representatives And Votes For Regions, Page 6.

The Founding Regions are:

- A. India Represented by FPZAI
- B. Europe Represented by ZTFE
- C. North America Represented by FEZANA
- D. Emerging Regions – to account for Zarathushtis living in places that are not covered by the preceding.

**WZOF ARTICLE IX: CONSTITUTION**

These Articles of Incorporation shall hereafter be considered as the Constitution of the World Zoroastrian Organization of Federations – 2003 (WZOF).

## **WZOF BY - LAWS**

### **WZOF BY- LAW 1: OFFICES**

- A. The WZOF may, through its Member Regions, carry out its not-for-profit objectives in various Regions of the world. These Regions are enumerated in Schedule 1. The Regions, remaining autonomous, may establish their support operations to fulfill the WZOF's objectives in the manner that fits their circumstances.
- B. The WZOF must establish its Secretariat in the country / state of incorporation. Satellite offices may be established in any Member Region or Emerging Region.

### **WZOF BY- LAW 2A: FUNCTIONS UNIQUE TO WZOF**

The WZOF is incorporated under the law of the State of Maharashtra, and Government of India, for religious, social, cultural, legislative and political purposes with no capital stock. Without limiting the generality of the foregoing and with a commitment to honor and respect the administrative and religious autonomy of all participating Federations, Associations (or Association when there is only one in a Region), the WZOF will

- A. represent Zoroastrian interests in Governmental and non-Governmental International forums and Regional forums, through its Member Regions;
- B. work with governments and international organizations to protect the assets, rights and interests of Zoroastrians anywhere in the world by partnering with governments and international organizations;
- C. encourage and assist the formation of global networks between not-for-profit Zoroastrian organizations to further entrepreneurship and charitable giving among Zoroastrians;
- D. coordinate a census of Zoroastrians throughout the world once every ten years;
- E. ensure that the World Zoroastrian Congress operates within the published and accepted Terms of Reference and work with the congress organizers to achieve success.

### **WZOF BY- LAW 2B: FUNCTIONS COMMON TO WZOF AND WZOI**

In fulfillment of the following functions, the WZOF will avoid conflict or competition with other Zoroastrian and non-Zoroastrian organizations; and ensure that there is no infringement of the autonomy of any Member Regions. At the request of the affected Region or emerging Region and recognizing the autonomy of Regions:

- A. deal with matters pertaining to assets of defunct Zoroastrian organizations anywhere in the world;
- B. develop, promote and implement Zoroastrian well-researched and scholarly viewpoints on critical issues such as the environment, war, peace, human rights, human dignity, etc. that face humankind in the 21st century and centuries to come;
- C. promote educational, social, economic, cultural, and activities of importance to Zoroastrians;
- D. preserve houses of worship and learning, and other facilities relevant to Zoroastrianism, Zoroastrian communities, and the Zoroastrian priesthood.

### **WZOF BY - LAW 3: MEMBER REGIONS**

#### **3.1 DEFINITION OF A REGION**

A Region is defined as an entity where there is clear evidence of a Zarathushti presence and activity.

*Presence* is demonstrated through the identification and verification of a minimum number of Zoroastrians within a Region. The minimum number of Zoroastrians needed to form a new region is a percentage of Zoroastrians represented in the World Body at the time of application.

*Activity* may be demonstrated through the formation of Associations and a Federation of Associations.

#### **3.2 TYPES OF REGIONS**

- A. Member Region – A Region represented by a Federation or an Association.
- B. Emerging Regions – Structure to allow representation of Zarathushtis who are yet to organize themselves.

### 3.3 NUMBER OF REPRESENTATIVES PER REGION

The number of representatives and votes afforded a Region is independent of the population residing within it. Based on this principle the following schedule is adopted:

- A. Region represented by a Federation: Three Representatives. Each with voice, one vote and responsibility.
- B. Region represented by an Association: Two Representatives. Each with voice, one vote and responsibility.
- C. Emerging Regions: One Representative with voice, one vote and responsibility.

### 3.4 NUMBER OF VOTES PER REGION

- A. One Representative can only have one vote; there is no proxy vote.
- B. A Region represented by a Federation 3 votes.
- C. A Region represented by an Association or equivalent 2 votes.
- D. Emerging Regions 1 vote.

### 3.5 CHANGES IN ZOROASTRIAN POPULATION

- A. In the event reasonable evidence indicates at any time in future that there is a significant 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 Zoroastrian population in that region or country shall have the right to apply for membership of the WZOF.

The formula used to determine a Zarathushti presence is as follows: Say there are 100,000 Zoroastrians represented in the World Body through the Member Regions; excludes those represented by Emerging Regions. The minimum necessary for demonstrating presence is 1 percent. Then for a new Region to be created it must have at least 1000 Zoroastrians.

- B. The decision to admit a Region will be made by 3/4 majority of votes cast by Member Regions, and the WZOF shall so amend Schedule 1.
- C. Should reasonable evidence at any time in future indicate that the number of Zoroastrians residing in a Member Region is less than 0.2 percent of Zarathushtis represented by Regions (other than Emerging Regions) then its representation will revert to another Member Region or to the Emerging Regions category.

Say there are 100,000 Zoroastrians represented in the World Body through the Member Regions (other than Emerging Region). Then for a Region to be merged with another Region or relegated to the Emerging Region category its population must fall below 200 Zarathushtis.

### 3.6 MEMBERSHIP ELIGIBILITY

Any Federation (or Association in special cases) seeking membership of the WZOF shall fulfill the following basic requirements:

- A. Agree to abide by the current Constitution and By-laws, and 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 religious and related needs of Zoroastrians living in that country or Region.<sup>3</sup>
- C. Agree to pay all its dues within 90 days after the beginning of each fiscal year of the WZOF.
- D. File a written application with the International Zoroastrian Organization.

### 3.6 PRIVILEGES AND RESPONSIBILITIES OF MEMBER REGIONS

The privileges and responsibilities of every Member Region, except any expelled under By-Law 3.7 hereinafter, shall include the following:

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<sup>3</sup> In countries where the law prohibits the formation of religious associations the WG advises that this law be respected and our co-religionists residing in these countries be encouraged to join WZOI.

- A. Be considered a "Member Region in good standing", subject to payment of annual membership fees and other dues voted in by 3/4 majority by the WZOF.
- B. Have the right to appoint delegates to attend the Meeting of the WZOF, or appoint or nominate Executive Officers and other Members, in accordance with the provisions of this Constitution and By-laws.
- C. Have the right to cast votes through its Representatives, as assigned in this Constitution and By-laws, in writing on any matter relating to the business of the WZOF
- D. Inspect any books or records of the WZOF.
- E. Receive all literature distributed by the WZOF and in turn, distribute that to its constituents.
- F. Receive information about WZOF activities, and participate in any of the public activities of the WZOF.
- G. Be responsible (when requested by the cognizant body) for making an objective and realistic assessment of the number of individual Zoroastrians including children (as defined by each Member Region) living in its geographical jurisdiction and submitting such assessment promptly to the appropriate organization.
- H. Be obliged to uphold the objectives of the WZOF and IZO 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 the WZOF and IZO.
- J. Have the right to place items on the agenda of the meetings.

### 3.7 CESSATION OF MEMBERSHIP

Any Member Region may be expelled for engaging in activities detrimental to the objectives and the interest of the WZOF, if 3/4 of the eligible votes cast by Member Regions are in favor of expulsion; provided that any Member Region considered for expulsion, is notified of the reasons for expulsion in writing, allowing 90 days to submit a defense against the proposed action which is conveyed to all Member Regions by WZOF with a request to communicate their decisions by mail ballot within 90 days. The Member shall be expelled if 3/4 of the votes cast and received by the due date are in favor of expulsion. The 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.

*(In case of expulsion all Member Regions are required to vote. The criteria for expulsion of a Member Region or Representative has to be defined).*

### 3.8 VOLUNTARY TERMINATION

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

## **WZOF By - LAW 4: FINANCES**

### 4.1 FISCAL YEAR

The fiscal and membership year of the WZOF shall be the Calendar Year.

### 4.2 ANNUAL SUBSCRIPTION

- A. The minimum annual subscription for each Member Region shall be the equivalent of US \$500, *(or based on the Zoroastrian population of the Member Region)*.
- B. The above is the minimum annual subscription. Member Regions are however, urged to pay increased subscriptions voluntarily, in accordance with their capacity.
- C. Annual subscription shall be paid within 90 days of the beginning of each fiscal year.
- D. It shall be the duty of the Member Regions to source the initial funding necessary, for the establishment of the WZOF and its initial operation.
- E. In furtherance of its objectives, the WZOF's work shall be financed principally through annual dues, contributions and donations. In addition to payment of the annual dues, Member Regions are encouraged to

contribute to the 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. *(To be explored by tax experts and attorneys).*

- F. For development of funds, the WZOF may also explore avenues such as the creation of "Zoroastrian Capital Investments" for the WZOF to invest in, real estate and other investments requiring insubstantial attention, whose income may generate additional funds for the WZOF's needs. The majority of the WZOF's funds and endowments shall always remain deposited in interest-bearing government backed secure investments. A smaller percentage, not greater than 35% of the WZOF's funds, may be invested in low to moderate risk investments with safety of capital invested. *(To be explored by tax experts and attorneys).*

#### 4.3 FISCAL ACCOUNTABILITY

The WZOF shall consider and approve annually by a 2/3 majority of votes cast, the use of the WZOF's funds, on the basis of appropriate annual financial statements accompanied by an annual budget presented by the Treasurer. Unbudgeted extraordinary expenses may be permitted on a case by case basis as approved by the WZOF. The Treasurer shall also maintain all accounts of the WZOF and have them audited each year by an independent qualified auditor approved by the WZOF. Copies of the Treasurer's annual report shall be provided to each Member Region.

#### 4.4 EMPOWERMENT

Under its financial powers, the WZOF may establish a Trust through which it 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 off or sever any of these transactions. *(To be explored by tax experts and attorneys).*

#### 4.5 TRUSTS AND LEGACIES AND OTHER DEVICES

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

#### 4.6 FINANCIAL TRANSACTIONS

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

#### 4.7 REIMBURSEMENT OF EXPENSES

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

#### 4.8 PRINCIPAL FUNDS

The funds of the WZOF shall be allocated to a small number of principal funds, including, but not limited to: Religious, Scholarship, General/Administrative, and Properties. All contributions shall be directed to one of the principal funds. Endowments may be created to source these funds. Transfer between the principal funds and/or endowments shall be at the discretion of the WZOF. Contributions shall be received subject to this provision.

### **WZOF By - LAW 5: GOVERNANCE**

#### 5.1 GOVERNING LAWS AND COMMITTEES

- A. The business and activities of the WZOF shall be governed by the Articles of Incorporation under the laws of the India and by this Constitution and its By-Laws.
- B. The powers of the WZOF and its activities and duties in the conduct of its affairs shall be limited by the laws of the India in which it is incorporated, and by this Constitution and its By-laws.

5.2 *MANAGEMENT BY THE WZOF*

- A. The business and affairs of the WZOF shall be managed by the elected Representatives of the Regions as per Schedule 1. The Representatives will form the WZOF Council. Each Member Region will designate the Primary Representative to facilitate the procedure at the meetings. The term of the Representatives will be determined by the Member Regions. General guidelines for procedure for the election will be provided by WZOF.
- B. The Member Regions shall collectively exercise all the powers normally exercised by the Board of Directors or Trustees of a not-for-profit religious corporation and delegate certain business to the Executive Officers specifically as stated in this Constitution and additionally in the future by a 2/3 majority of all eligible votes.
- C. Member Regions of the WZOF shall be responsible for all the business, affairs, activities and undertakings of the WZOF, including admission of new Members, suspension or expulsion of a Member or changes in the Constitution and By-laws. In undertaking such responsibilities, it shall have the powers and duties as prescribed by statute of India, which is the country of incorporation and in this Constitution and its By-laws. It may adopt supplemental procedural and operating rules as may be considered appropriate by a 3/4 majority of all eligible votes for handling such responsibilities but these shall never be inconsistent with this Constitution and By-laws. Procedural and Operating rules shall be reviewed by the President or his designee and the Secretary at least once each year and amendments proposed to the WZOF Members for adoption.
- D. Member Regions shall be responsible for implementing in their respective geographical jurisdictions, the decisions of the WZOF as made by the Member Regions jointly, by mail ballot as long as they are not in conflict with the Region's viewpoint.

5.3 *EXECUTIVE BOARD*

The WZOF will elect from the Representatives an Executive Board, the President, Vice President, Secretary, Assistant Secretary and Treasurer by a 2/3 majority of the votes cast of the WZOF Council.

- A. Treasurer – Two three year terms maximum.
- B. Vice President – One three year term followed automatically by one three year term as President.
- C. Assistant Secretary – One three year term followed automatically by one three year term as Secretary.
- D. Immediate Past President – Ex-Officio / voluntary for three years.
- E. Only one Officer may be elected from the Regional Representatives of any Region. A new representative will be elected from a Region to replace the one elected to the Executive Board.
- F. Timing – Simultaneous for both WZOF and WZOI
  - Year 1 – Vice President
  - Year 2 – Treasurer
  - Year 3 – Assistant Secretary
- G. Sitting members of the three Executive Boards are prohibited from canvassing for any candidate for election to any of the Executive Boards.

5.4 *DUTIES OF MEMBERS OF THE WZOF COUNCIL*

- A. All Members of the WZOF shall have the obligation to uphold the principles of the Zoroastrian faith and this Constitution and its By-laws.
- B. No Member of the WZOF shall receive any financial remuneration from the WZOF for services rendered, nor shall they be reimbursed for expenses of attending any meetings, unless the WZOF determines that the allowance of such expenses of attendance, in a given instance, will advance the interest of the WZOF.
- C. No Member of the WZOF shall use the position for personal gain; infractions may be grounds for removal from the WZOF.
- D. Each Member of the WZOF is obligated to brief his/her constituency.

- E. Bring to the attention of WZOF for discussion and solution the issues that affect one's own or other Member Regions.

#### 5.5 DUTIES OF THE EXECUTIVE COMMITTEE

- A. The *President* shall be the Chief Executive Officer and shall exercise general supervision over the interests, welfare and business of the WZOF. The President shall oversee the activities of all other Officers. The President shall preside at meetings of the WZOF. The President shall appoint Committees to process the business of the WZOF, not otherwise provided for in this Constitution and shall be an ex-officio member of all Committees of the 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/her by the President and the Member Regions, and in the absence of the President at a meeting, he/she shall preside over the meeting. The Vice -President will also represent the interest of his/her Region.
- C. The *Treasurer* shall be the Chief Financial Officer of the WZOF. The Treasurer shall have custody of all funds; hold and maintain all financial records of the WZOF; implement the investment position as affected by Member Regions; 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 Member Regions may designate from time to time; and shall represent the interest of the Member Region served.
- D. The *Secretary* shall hold and maintain all books and records of the 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 and shall represent the interest of the Member Region served. The Secretary shall also summon WZOF meetings at least once each year, giving a minimum of 90 days advance notice.
- E. The *Assistant Secretary* shall assist the Secretary and perform all other functions designated by the WZOF. In the absence of the Secretary, one may act as the Secretary. He/she may also represent the interest of the Member Region served.
- F. *Committee Chairs* shall be appointed by the President after appropriate consultations. The Chairs shall develop their Terms of Reference and seek approval of the Terms of Reference from the President and Member Regions by a 2/3 of all eligible votes, prior to effecting Committee operations. They shall annually report to the President on their effectiveness and progress. Committee Chairs may appoint a reasonable number of Committee Members for a specific period of time not exceeding three years, to transact the business of the Committee. The term may be renewed for additional three-year periods as necessary.

#### 5.6 CESSATION OF TERM OF OFFICE

- A. Any Representative of a Region shall be deemed to have vacated his seat on the WZOF on being declared by a competent Court as being of unsound mind or insolvent or upon being convicted of an offense involving moral turpitude or criminal offense involving a sentence of imprisonment, including agreed upon deferred adjudication and parole or if recalled by the Member Region which appointed him.
- B. Any Representative or 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 elected/appointed the Member to represent their Region.
- C. The resigning Representative or 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 their office.

#### 5.7 VACANCY

A vacancy in the office of the President, Treasurer, or Secretary shall be held temporarily, as determined by the other Officers by a Vice-President, Secretary, or Asst. Secretary respectively, in addition to their own office

until such time as the Regional Representatives elects an Officer to fill the vacancy. An Officer so appointed to fill a vacancy will serve for the balance of the original term.

#### 5.8 LIABILITY

The 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 Executive Officer shall be individually liable from their own assets for authorized obligations of the WZOF.

#### 5.9 MEETING OF THE WZOF COUNCIL

- A. A Meeting of the WZOF Council may be held for any purpose it deems fit. There will be three kinds of meetings:

*The Ordinary Meeting:* The President shall instruct the Secretary to summon an Ordinary Meeting to transact the ordinary business of the WZOF at least once each year; and give at least 90 days advance notice. The notice shall specify 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; and such other business which the statute or the provisions of the Constitution require or permit to be considered.

*The Extra-Ordinary Meeting:* The President shall instruct the Secretary to summon an Extra-Ordinary Meeting to transact any business of the WZOF which requires the immediate attention of the WZOF. The Member Regions will be given at least 30 days advance notice. The notice shall specify 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 and such other business which the statute or the provisions of the Constitution require or permit to be considered.

*Emergency Meeting:* The President shall instruct the Secretary to summon an Emergency Meeting if requested to do so by the four Founding Member Regions. The meeting may be called with short notice provided all the Member Regions have been notified and acknowledge receipt of the notice of the meeting and agree to participate.

- B. The President, and in his/her absence or unavailability a Vice President, may direct the Secretary to call the above meetings.
- C. All meetings shall be chaired or conducted by the President, and only in that Officer's absence, by the Vice President and in their absence, by the Secretary, Treasurer or a Asst. Secretary, in that order.
- D. Decisions shall be taken by a 2/3 of votes cast in writing by the Members, unless required otherwise by this Constitution and By-Laws, and recorded in writing by the Secretary. Mail-in ballots are acceptable.
- E. No decision of any relevance or importance to a particular Region shall be taken unless a written consent of the concerned Region is received and recorded.
- F. A Member Region that assigns its voting responsibilities to its appointee(s) on WZOF shall so inform the Secretary in writing stating clearly if each appointee is to vote on his individual behalf or all appointees to vote jointly on behalf of the Member Region. In the event of a tie, the President shall have a casting vote on matters pertaining to the WZOF.
- G. The Secretary shall prepare and circulate a summary of all deliberations which shall be signed by the President and the Secretary after giving due weight to the comments received from the Members present at the meeting within 30 days.
- H. A written notice, sufficiently in advance of any meeting, together with the meeting agenda and request for additional agenda items shall be mailed or communicated in case of an emergency meeting, by the Secretary to each Regional Member.
- I. To satisfy the quorum for any meeting written comments on the agenda must be received by the President/Secretary from the Member Regions or Member Region appointees to the WZOF representing 50% of all eligible votes. Comments may detail the Member Region's or appointee's disposition on each of the agenda items.

J. The WZOF Meeting will be held anywhere as agreed upon by the Member Regions following a reasonable consultation.

K. Quorum

Even number of Member Region: Number for Quorum = (Number of Member Regions)/2 + 1 AND 50% of eligible votes.

Odd number of Member Regions: Number for Quorum = (Number of Member Regions – 1)/2 + 1 AND 50% of eligible votes.

Meetings may be held by telephone or electronically. The Representative need not be physically present.

L. WZOF Meetings may be attended by any number of authorized delegates of a Member Region. They may be requested to attend for their knowledge and expertise. Authorized delegates must be residents of the Region represented. The delegates from each Region shall not, however, be eligible to cast any votes on behalf of the Region represented.

#### 5.10 ADOPTION OF A RESOLUTION

A. Any resolution passed or an action taken at a meeting of the WZOF Council shall become binding upon approval by a 2/3 majority of votes cast by Member Regions, by mail ballots received by the Secretary, by the due date, except where a higher percentage is specifically required under any Article of this Constitution and By-laws.

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

#### 5.11 CONSENT IN WRITING - MAIL BALLOTS

A. Action may be taken at any one of the three meetings.

B. Any action may also be taken without a meeting if consent in writing jointly or separately from all the Member Regions or its appointees is obtained setting forth the action so taken or so to be taken, by a 2/3 majority of votes cast except where a higher percentage is specifically required under any article of this Constitution and By-laws.

### WZOF BY - LAW 6: ADMINISTRATION

#### 6.1 SECRETARY GENERAL

A. Member Regions of the WZOF at their discretion may, by a 2/3 majority of their eligible votes, appoint a salaried *Secretary General* to facilitate the administrative work of the WZOF, including follow-up and implementation of decisions made. Such an official shall report directly to the Executive Committee, and transact such business as directed by them.

B. The Secretary General may be invited by the President to attend the General Assembly meetings in an ex-officio capacity and may participate in the discussions, but have no voting rights.

C. The Secretary General should preferably be resident in the country in which the WZOF is incorporated, or where the Secretariat is located, to satisfy the residency requirements for incorporation, if the law so requires.

D. The terms of employment of the Secretary General shall be defined by the WZOF Council.

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

F. The WZOF may appoint other Officers and/or agents by a 2/3 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. Officers and/or agents so appointed shall upon fulfillment of the requirements submit a report annually to the WZOF as directed by Member Regions.

## 6.2 SELECTION OF SECRETARY GENERAL.

Whenever the Secretary General 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 2/3 majority of the WZOF.

## 6.3 COMMITTEES

The President shall have the power to commission, subject to approval by Member Regions, by a 2/3 majority of votes cast, select a number of Committees to address specific issues which demand attention as well as address certain critical aspects of the WZOF's work. The President shall, however ensure that the exercise of this power does not result in a proliferation of Committees and that they are minimal in number at any given time and have clear and explicit terms of reference, together with a time schedule and budget within which their work must be carried out. The President may, after conferring with the members, propose to the Member Regions to *decommission* a Committee. The Committee shall be *decommissioned* upon the affirmative 2/3 of votes cast by the Member Regions.

## WZOF BY - LAW 7: WORLD ZOROASTRIAN CONGRESS

### 7.1 WORLD ZOROASTRIAN CONGRESS

The 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 the organization of the Member Region will be Chair of the Congress. While establishing the program for the Congress and planning for the event, the Region shall fully liaise with the WZOF or its designee. (*Specifics for structure, duties of the congress committees etc will have to be detailed in a separate Memorandum of Understanding*).

## WZOF BY - LAW 8: AMMENDEMENTS

### 8.1 PROPOSAL TO AMEND

- A. A proposal to amend this Constitution and By-Laws may be submitted to the Secretary signed by at least two Member Regions and 25% of the votes. Upon receipt of the proposal, the Secretary shall proceed with the notice.
- B. Proposals for amendment shall be consistent with the laws of the country of incorporation.

### 8.2 ADOPTION OF AMENDMENT

- A. Upon receipt of the proposal, the Secretary shall send a notice of each proposed amendment to all the Member Regions, 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 90 days shall be allowed following the notice. The amendment shall be adopted if approved by 3/4 of the votes cast by Member Regions by the due date.
- B. 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 Secretary.

## WZOF BY - LAW 9: VOTING

### 9.1 VOTING PROCEDURES

- A. Except as otherwise provided in this Constitution, the WZOF shall act by a 2/3 majority of votes cast by Member Regions in good standing.
- B. Member Regions have the option to split their eligible votes in percentages, to accurately reflect the views of their constituency.
- C. All written votes shall be recorded.
- D. 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.

- E. All mail voting shall be coordinated by the Secretary or a committee designated by the President. The results of the voting shall be communicated to the Member Regions by the Secretary.

## 9.2 VOTING SCHEDULE

Each Member Region of the WZOF shall be entitled to the number of votes as specified in Schedule 1.

## WZOF BY - LAW 10: PUBLICATIONS <sup>4</sup>

### 10.1 OFFICIAL PUBLICATION

The WZOF shall issue such bulletins, periodicals, pamphlets and other materials as shall best carry out the purposes of the WZOF. One such periodical shall be designated as the official organ of the WZOF. Reports from the Officers and Committee Chairpersons, shall be reproduced at least annually in the official periodical of the WZOF.

### 10.2 EDITORIAL AUTHORITY

All Member Regions shall be entitled to express their views on related issues of concern to them in the publications of the WZOF. The WZOF shall, however, retain editorial authority with regard to material to be published.

## WZOF BY - LAW 11: DISSOLUTION

The WZOF shall be dissolved either by a written order received from an appropriate Court of law in the country of its incorporation, or by a  $\frac{3}{4}$  majority vote of all eligible votes. Upon dissolution, the assets, funds and properties of the WZOF shall be first used to settle all debts due to its creditors. Any surplus thereafter remaining shall be given in accordance with the Articles of Incorporation. *(To be explored by tax experts and attorneys).*

## WZOF BY - LAW 12: INUREMENT OF INCOME

Except as provided in Article 12, no part of the net earnings of the WZOF shall inure to the benefit of or be distributed to its Member Regions, Officers, or other private persons.

## WZOF BY - LAW 13: POLITICAL ACTIVITY

The WZOF, in keeping with WZOF By-Laws 2,

- A. may attempt to influence legislation that may affect the safety and well-being of individual Zoroastrians or Zoroastrians in a Member Region or worldwide.
- B. may, using discretion, participate (including the publishing or distribution of statements) in any political campaign if it is of some relevance to any Zoroastrian, for example, support for a Zoroastrian political candidate.

Note: No action by WZOF should infringe on the rights granted to WZOI in this matter.

## WZOF BY - LAW 14: MISCELLANEOUS

### 14.1 DISCLOSURES AND CONFLICT OF INTEREST

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

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<sup>4</sup> Foundational to the establishment of this world body is the notion "One World Body with Two Independent Arms." In the interest ensuring that the preceding is a reality the WG recommends that WZOF and WZOI explore the possibility of coordinating their publications.

14.2 RECORDS

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

14.3 APPLICABLE LAWS

It is the intention of the Members that this Constitution and By-Laws shall be consistent with the laws of the 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.

14.4 DEFINITION OF TERMS

- A. The phrase “Member Regions” when used collectively implies all Members of the WZOF, and the term “WZOF” also implies all Members (or Member Regions) of the World Zoroastrian Organization of Federations.
- B. The term “Council” refers to the collective Representatives of all Member Regions of WZOF.
- C. 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.
- D. The term “2/3 majority or ¾ majority of votes cast (by Member Regions)” refer to 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.

SCHEDULE I

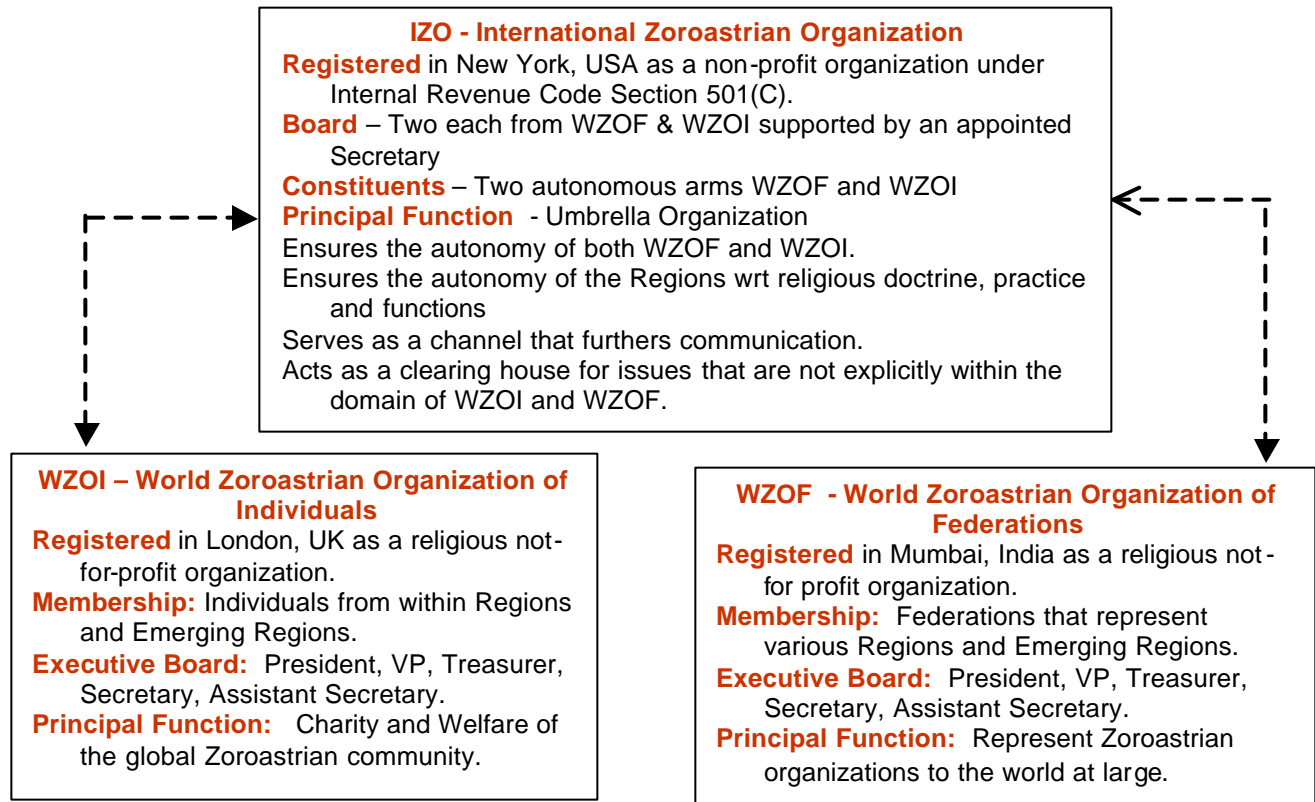
Member Regions	Number of Votes	Number of Representatives
India	3	3
Iran	2	2
North America	3	3
United Kingdom/Europe	2	2
Emerging Regions	1	1
Pakistan / Middle East		
Australia/New Zealand		
Far East		
....Africa		
Etc.		
<b>Total</b>	<b>11</b>	<b>11</b>

## WZOF SUGGESTIONS

- 1 **IZO:** The International Zoroastrian Organization, coordinating body for WZOI and WZOF may possibly be name **WIZO** (World International Zoroastrian Organization). [May also be named International Board].
- 2 **WZOI:** The World Zoroastrian Organization of Individuals (charity) could be named **WCZI** (World Council of Zoroastrian Individuals)
- 3 **WZOF:** The World Zoroastrian Organization of Federations (non-charitable) could be named **WCZF** (World Council of Zoroastrian Federations).
- 4 Since WZOI will handle all charities, the dispensing of scholarship could also be handled by WZOI.
- 5 The mandatory rules and guidelines for the World Congress need to be spelled out very clearly.

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# WORLD ZOROASTRIAN ORGANIZATION INDIVIDUALS CONSTITUTION & BY – LAWS



## WZOI CONSTITUTION

### WZOI PREAMBLE

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

AWARE that the Zoroastrian population will continue to grow in all parts of the globe in the years ahead;

DESIROUS of promoting mutual respect, co-operation and socio-economic cohesion in the worldwide Zarathushti communities, by providing welfare, social uplifting and aid to Zoroastrians all over the world;

BELIEVING that the principles of the faith and unity among Zoroastrians can be preserved by responding to the needs of all Zoroastrians, based on the teachings of our prophet Zoroaster (also known as Zarathushtra), and

INVOKING the blessings and guidance of Ahura Mazda;

WE Zoroastrians – Individual members of the World Zoroastrian Organization of Individuals (WZOI) - from all over the world do hereby come together to establish the World Zoroastrian Organization of Individuals - 2003 and bequeath this Constitution and these By-Laws to the World Zoroastrian Organization of Individuals.

**WZOI ARTICLE I: NAME OF ORGANIZATION**

The name of the organization shall be "World Zoroastrian Organization of Individuals - 2003". The official abbreviation of the name shall be "WZOI - 2003".

**WZOI ARTICLE II: NON-PROFIT ORGANIZATION**

The World Zoroastrian Organization of Individuals – 2003 is a not-for-profit religious organization.

**WZOI ARTICLE III: REGISTRATION LOCATION**

The Organization shall be registered in UK as a company limited by guarantee and registered as a charity.

**WZOI ARTICLE IV: DURATION**

The period of the duration is perpetual.

**WZOI ARTICLE V: PURPOSE**

- A. Serve as a formal world body for aiding and encouraging Zoroastrians to build a strong base of social and economic stability through financial, medical and human assistance.
- B. B. Providing welfare, social uplifting and aid to Zoroastrians all over the world.

**WZOI ARTICLE VI: AUTONOMY**

Nothing in this Constitution shall be construed to impair the religious autonomy of individuals Zoroastrians of any Region, which is the foundation upon which the WZOI has been formed. The IZO or WZOF will in no way supercede, restrain, or nullify any activities undertaken or decisions made by WZOI.

**WZOI ARTICLE VII: DISSOLUTION**

Upon dissolution of the Organization or winding up of its affairs, the assets shall be distributed exclusively to Zoroastrian charitable, religious, or educational organizations which are registered as not-for-profit organizations anywhere in the world.

**WZOI ARTICLE VIII: FOUNDING MEMBER REGIONS**

Note: See Representatives And Votes For Regions, Page 6.

The Founding Regions are:

- C. India Represented by FPZAI
- D. Europe Represented by ZTFE
- E. North America Represented by FEZANA
- F. Emerging Regions – to account for Zarathushtis living in places that are not covered by the preceding.

**WZOI ARTICLE IX: CONSTITUTION**

These Articles of Incorporation shall hereafter be considered as the Constitution of the World Zoroastrian Organization of Individuals – 2003 (WZOI).

## **WZOI BY- LAWS**

### **WZOI BY - LAW 1: OFFICES**

- A. The WZOI may, through its Member Regions, carry out its not-for-profit objectives in various Regions of the world. These Regions are enumerated in Schedule 1. The Regions, remaining autonomous, may establish their support operations to fulfill the WZOI's objectives in the manner that fits their circumstances.
- B. The WZOI must establish its Secretariat in the country / state of incorporation. Satellite chapters may be established in any Member Region or Emerging Region.

### **WZOI BY - LAW 2A: FUNCTIONS UNIQUE TO WZOI**

The WZOI is incorporated under the law of UK, for social, welfare, cultural and economic purposes with no capital stock. Without limiting the generality of the foregoing and with a commitment to honor and respect the administrative and religious autonomy of all participating Individuals Regions), the WZOI will:

- A. undertake activities deemed necessary for the social amelioration or welfare of Zoroastrians in need;
- B. provide financial assistance or other support for the relief of sickness and medical treatment or care of Zoroastrians;
- C. encourage and assist the formation of networks within Regions between Zoroastrian communities to further entrepreneurship and charitable giving among Zoroastrians;
- D. encourage and assist Zoroastrian youth to achieve their potential through education and entrepreneurship;
- E. develop, maintain and publish an inventory of projects to uplift the economic, medical and educational needs of families and small communities.

### **WZOI BY - LAW 2A: FUNCTIONS COMMON TO WZOI AND WZOF**

In fulfillment of the following functions, the WZOI will avoid conflict or competition with other Zoroastrian and non-Zoroastrian organizations; and ensure that there is no infringement of the autonomy of any Member Regions. At the request of individuals or people who are not members of any Zoroastrian organization and recognizing the autonomy of Regions:

- A. deal with matters pertaining to assets of defunct Zoroastrian organizations anywhere in the world;
- B. develop, promote and implement Zoroastrian well-researched and scholarly viewpoints on critical issues such as the environment, war, peace, human rights, human dignity, etc. that face humankind in the 21st century and centuries to come;
- C. promote educational, social, economic, cultural, and activities of importance to Zoroastrians;
- D. preserve houses of worship and learning, and other facilities relevant to Zoroastrianism, Zoroastrian communities, and the Zoroastrian priesthood.

### **WZOI BY - LAW 3: MEMBERSHIP.**

Note: There are two ways in which the WZOI could structure itself, namely,

- ?? through Regions in a manner similar to the WZOF, or
- ?? through Representatives elected by the individual membership with each Representative being elected by franchise of individual members world wide.

Both approaches are sound in theory and embody varying degrees of practicality. In what follows the WG has provided a broad outline for the model embodying Regions as defined in the WZOF Constitution and By-Laws<sup>5</sup>.

#### **3.1 MEMBERS**

Note: The following taken from WZO 2001 Ltd. with some modification.

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<sup>5</sup> Details pertaining to Regions are presented on Pages 5 through 7. The By-Laws corresponding to Types of Regions, Maximum Number of Regions, Shift in Population, Termination, etc. are presented in WZOF By-Law 3 on Page 15.

- A. Individual Members (including Grand Patrons, Patrons, Life Members, Ordinary Members, Family Members and Honorary Members).

The following can become Individual Members of the WZO, either as Ordinary or Life Members or Grand Patrons and Patrons, as hereinafter provided:

(a) persons born into and/or professed professing into the Zarathushti faith in keeping with the prevailing guideline within a Region;

(b) non-Zarathushti spouses married to Zarathushtis;

(c) A family consisting of individuals as set out in (a) and (b) above can become Family Members each of whom shall have one vote, together with their children under the age of eighteen, who will have no votes. This membership shall be known as "Family Membership".

(d) Children of marriages described in (a) and (b) above, over the age of eighteen who are full-time students.

(e) Persons together with their family members as described in sub paragraph 3.4 (c) above who have been registered as individual members of The World Zoroastrian Organisation prior to the incorporation of WZO 2001.

- B. On recommendation, the Individual's Council may elect, by not less than three-fourths majority, as Honorary Member, any Zarathushti who may have rendered meritorious services to 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.

### 3.2 PRIVILEGES AND RESPONSIBILITIES OF MEMBERS

The privileges and responsibilities of every Member, except any expelled under WZOI By-Law 3.3 hereinafter, shall include the following:

- A. Be considered a "Member in good standing", subject to payment of annual membership fees and other dues voted in by 3/4 majority by the WZOI.
- B. Have the right to appoint delegates to attend the Meeting of the WZOI, or appoint or nominate Executive Officers, in accordance with the provisions of this Constitution and By-laws.
- C. Have the right to elect Representatives to the WZOI Council.
- D. Have the right to cast votes through its Representatives, as assigned in this Constitution and By-laws, in writing on any matter relating to the business of the WZOI.
- E. Inspect any books or records of the WZOI.
- F. Receive all literature distributed by the WZOI.
- G. Receive information about WZOI activities, and participate in any of the public activities of the WZOI.
- H. Be responsible for responding in an appropriate manner to any requests from the WZOI or the IZO.
- I. Be obliged to uphold the objectives of the WZOI and IZO and do the utmost to help in realizing them.
- J. Have the right to place items on the agenda of the meetings.

### 3.3 CESSATION OF MEMBERSHIP

Any Individual may be expelled for engaging in activities detrimental to the objectives and the interest of the WZOI.

*(Details need to be spelled out.)*

### 3.4 VOLUNTARY TERMINATION

Any Member may voluntarily terminate his/her membership at any time by submitting its written resignation to the Secretary of the WZOI, together with a full statement of all past accounts and dues accruing from its membership obligations.

## **WZOI BY - LAW 4: FINANCES**

### **4.1 FISCAL YEAR**

The fiscal and membership year of the WZOI shall be the Calendar Year.

### **4.2 ANNUAL SUBSCRIPTION**

- A. As per the schedule of the current WZO.
- B. The above is the minimum annual subscription. Members are however, urged to pay increased subscriptions voluntarily, in accordance with their capacity.
- C. Annual subscription shall be paid within 90 days of the beginning of each fiscal year.
- D. It shall be the duty of the Members to source the initial funding necessary, for the establishment of the WZOI and its initial operation.
- E. In furtherance of its objectives, the WZOI's work shall be financed principally through annual dues, contributions and donations. In addition to payment of the annual dues, Member Regions are encouraged to contribute to the WZOI'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. *(To be explored by tax experts and attorneys).*
- F. For development of funds, the WZOI may also explore avenues such as the creation of "Zoroastrian Capital Investments" for the WZOI to invest in, real estate and other investments requiring insubstantial attention, whose income may generate additional funds for the WZOI's needs. The majority of the WZOI's funds and endowments shall always remain deposited in interest-bearing government backed secure investments. A smaller percentage, not greater than 35% of the WZOI's funds, may be invested in low to moderate risk investments with safety of capital invested. *(To be explored by tax experts and attorneys).*

### **4.3 FISCAL ACCOUNTABILITY**

The WZOI shall consider and approve annually by a 2/3 majority of votes cast, the use of the WZOI's funds, on the basis of appropriate annual financial statements accompanied by an annual budget presented by the Treasurer. Unbudgeted extraordinary expenses may be permitted on a case by case basis as approved by the WZOI. The Treasurer shall also maintain all accounts of the WZOI and have them audited *gratis* each year by an independent qualified auditor approved by the WZOI. Copies of the Treasurer's annual report shall be provided to each Member Region.

### **4.4 EMPOWERMENT**

Under its financial powers, the WZOI may establish a Trust through which it 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 off or sever any of these transactions. *(To be explored by tax experts and attorneys).*

### **4.5 TRUSTS AND LEGACIES AND OTHER DEVICES**

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

### **4.6 FINANCIAL TRANSACTIONS**

Any financial transaction on behalf of the WZOI, including the undertaking, repayment, and settlement of loans or any financial obligations as well as the withdrawal of any funds of the WZOI deposited in any bank, saving institution etc. shall be signed by the Treasurer and counter-signed by anyone of the Executive Officers or the Executive Director if appointed.

### **4.7 REIMBURSEMENT OF EXPENSES**

Any person or organization shall be entitled to receive such compensation as may be approved from annually by the WZOI for services rendered to the WZOI in any other capacity. Any person shall be entitled to reimbursement for duly approved administrative costs and expenses advanced by them.

#### 4.8 PRINCIPAL FUNDS

The funds of the WZOI shall be allocated to a small number of principal funds, including, but not limited to: Religious, Scholarship, General/Administrative, and Properties. All contributions shall be directed to one of the principal funds. Endowments may be created to source these funds. Transfer between the principal funds and/or endowments shall be at the discretion of the WZOI. Contributions shall be received subject to this provision.

### **WZOI BY - LAW 5: GOVERNANCE**

#### 5.1 GOVERNING LAWS AND COMMITTEES

- A. The business and activities of the WZOI shall be governed by the Articles of Incorporation under the laws of UK and by this Constitution and its By-Laws.
- B. The powers of the WZOI and its activities and duties in the conduct of its affairs shall be limited by the laws of the UK in which it is incorporated, and by this Constitution and its By-laws.

#### 5.2 MANAGEMENT BY THE WZOI

- A. The business and affairs of the WZOI shall be managed by the elected Representatives from the Regions as per Schedule 1. The Representatives will form the WZOI Council. The Member Region will designate the Primary Representative to facilitate the procedure at the meetings. The term of the Representatives will be determined by the Member Regions. General guidelines for procedure for the election will be provided by WZOF.
- B. The Member Regions shall collectively exercise all the powers normally exercised by the Board of Directors or Trustees of a not-for-profit religious corporation and delegate certain business to the Executive Officers specifically as stated in this Constitution and additionally in the future by a 2/3 majority of all eligible votes.
- C. Member Regions of the WZOI shall be responsible for all the business, affairs, activities and undertakings of the WZOI, including admission of new Members, suspension or expulsion of a Member or changes in the Constitution and By-laws. In undertaking such responsibilities, it shall have the powers and duties as prescribed by statute of UK, which is the country of incorporation and in this Constitution and its By-laws. It may adopt supplemental procedural and operating rules as may be considered appropriate by a 3/4 majority of all eligible votes for handling such responsibilities but these shall never be inconsistent with this Constitution and By-laws. Procedural and Operating rules shall be reviewed by the President or his designee and the Secretary at least once each year and amendments proposed to the WZOI Members for adoption.
- ~~D.~~ Member Regions shall be responsible for implementing in their respective geographical jurisdictions, the decisions of the WZOI as made by the Member Regions jointly, by mail ballot.

#### 5.3. EXECUTIVE BOARD

The WZOI will elect from the Representatives an Executive Board, the President, Vice President, Secretary, Assistant Secretary and Treasurer by a 2/3 majority of the votes cast of the WZOI Council.

- A. Treasurer – Two three year terms maximum.
- B. Vice President – One three year term followed automatically by one three year term as President.
- C. Assistant Secretary – One three year term followed automatically by one three year term as Secretary.
- D. Immediate Past President – Ex-Officio / voluntary for three years.
- E. Only one Officer may be elected from the Regional Representatives of any Region. A new representative will be elected from a Region to replace the one elected to the Executive Board.
- F. Timing – Simultaneous for both WZOF and WZOI
  - Year 1 – Vice President
  - Year 2 – Treasurer
  - Year 3 – Assistant Secretary
- G. Sitting members of the three Executive Boards are prohibited from canvassing for any candidate for election to any of the Executive Boards.

5.4 DUTIES OF MEMBERS OF THE WZOI COUNCIL

- A. All Members of the WZOI shall have the obligation to uphold the principles of the Zoroastrian faith and this Constitution and its By-laws.
- B. No Member of the WZOI shall receive any financial remuneration from the WZOI for services rendered, nor shall they be reimbursed for expenses of attending any meetings, unless the WZOI determines that the allowance of such expenses of attendance, in a given instance, will advance the interest of the WZOI.
- ~~C.~~ No Member of the WZOI shall use the position for personal gain; infractions may be grounds for removal from the WZOI.
- ~~D.~~ Each Member of the WZOI is obligated to brief his/her constituency.

5.5 DUTIES OF THE EXECUTIVE COMMITTEE

- A. The *President* shall be the Chief Executive Officer and shall exercise general supervision over the interests, welfare and business of the WZOI. The President shall oversee the activities of all other Officers. The President shall preside at meetings of the WZOI. The President shall appoint Committees to process the business of the WZOI, not otherwise provided for in this Constitution and shall be an ex-officio member of all Committees of the WZOI. 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/her by the President and the Member Regions, and in the absence of the President at a meeting, he/she shall preside over the meeting. The Vice -President will also represent the interest of his/her Region.
- ~~C.~~ The *Treasurer* shall be the Chief Financial Officer of the WZOI. The Treasurer shall have custody of all funds; hold and maintain all financial records of the WZOI; implement the investment position as affected by Member Regions; 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 Member Regions may designate from time to time; and shall represent the interest of the Member Region served.
- ~~D.~~ The *Secretary* shall hold and maintain all books and records of the WZOI other than financial records of the WZOI; keep a permanent record of all correspondence, all WZOI 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 WZOI meetings; and perform such other functions as the President and the Member Regions may designate from and shall represent the interest of the Member Region served. The Secretary shall also summon WZOI meetings at least once each year, giving a minimum of 90 days advance notice.
- E. The *Assistant Secretary* shall assist the Secretary and perform all other functions designated by the WZOI. In the absence of the Secretary, one may act as the Secretary. He/she may also represent the interest of the Member Region served.
- ~~F.~~ *Committee Chairs* shall be appointed by the President after appropriate consultations. They shall develop their Terms of Reference and seek approval of the Terms of Reference from the President and then from the Member Regions by a 2/3 of all eligible votes, prior to effecting Committee operations. They shall annually report to the President on their effectiveness and progress. Committee Chairs may appoint a reasonable number of Committee Members for a specific period of time not exceeding three years, to transact the business of the Committee. The term may be renewed for additional three-year periods as necessary.

5.6 CESSATION OF TERM OF OFFICE

- A. Any Representative of a Region shall be deemed to have vacated his seat on the WZOI on being declared by a competent Court as being of unsound mind or insolvent or upon being convicted of an offense involving moral turpitude or criminal offense involving a sentence of imprisonment, including agreed upon deferred adjudication and parole or if recalled by the Member Region which appointed him.
- B. Any Representative or 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 elected/appointed the Member to represent their Region.

- C. The resigning Representative or Executive Officer shall hand over all WZOI 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 their office.

#### 5.7 VACANCY

A vacancy in the office of the President, Treasurer, or Secretary shall be held temporarily, as determined by the other Officers by a Vice-President, Secretary, or Asst. Secretary respectively, in addition to their own office until such time as the Regional Members elect an Officer from among the Representatives to fill the vacancy. An Officer so appointed to fill a vacancy will serve for the balance of the original term.

#### 5.8 LIABILITY

The WZOI shall not be liable for any unauthorized act of a Member Region or any other person, or Executive Officer. No single Member Region or Executive Officer shall be individually liable from their own assets for authorized obligations of the WZOI. Liability will be joint and several at the Board level.

#### 5.9 MEETING OF THE WZOI COUNCIL

- A. A Meeting of the WZOI Council may be held for any purpose it deems fit. There will be three kinds of meetings:

*The Ordinary Meeting:* The President shall instruct the Secretary to summon an Ordinary Meeting to transact the ordinary business of the WZOI at least once each year; and give at least 90 days advance notice. The notice shall specify 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; and such other business which the statute or the provisions of the Constitution require or permit to be considered.

*The Extra-Ordinary Meeting:* The President shall instruct the Secretary to summon an Extra-Ordinary Meeting to transact any business of the WZOI which requires the immediate attention of the WZOI. The Member Regions will be given at least 30 days advance notice. The notice shall specify 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 and such other business which the statute or the provisions of the Constitution require or permit to be considered.

*Emergency Meeting:* The President shall instruct the Secretary to summon an Emergency Meeting if requested to do so by the four Founding Member Regions. The meeting may be called with short notice provided all the Member Regions have been notified and acknowledge receipt of the notice of the meeting and agree to participate.

- B. The President, and in his absence or unavailability a Vice-President, may direct the Secretary to call the above meetings.
- C. All meetings shall be chaired or conducted by the President, and only in that Officer's absence, by the Vice-President and in their absence, by the Secretary, Treasurer or a Asst. Secretary, in that order.
- D. Decisions shall be taken by a 2/3 of votes cast in writing by the Members (including write-in votes) unless required otherwise by this Constitution and By-Laws, and recorded in writing by the Secretary.
- E. No decision of any relevance to a particular Region shall be taken unless a written consent of the concerned Region is received and recorded.
- F. A Member Region that assigns its voting responsibilities to its appointee(s) on WZOI shall so inform the Secretary in writing stating clearly if each appointee is to vote on his individual behalf or all appointees to vote jointly on behalf of the Member Region. In the event of a tie, the President shall have a casting vote on matters pertaining to the WZOI.
- G. The Secretary shall prepare and circulate a summary of all deliberations which shall be signed by the President and the Secretary after giving due weight to the comments received from the Members present at the meeting within 30 days.
- H. A written notice, sufficiently in advance of any meeting, together with the meeting agenda and request for additional agenda items shall be mailed or communicated in case of an emergency meeting, by the Secretary to each Regional Member.

- I. To satisfy the quorum for any meeting written comments on the agenda must be received by the President/Secretary from the Member Regions or Member Region appointees to the WZOI representing 50% of all eligible votes. Comments may detail the Member Region's or appointee's disposition on each of the agenda items.
- J. The WZOI Meeting will be held anywhere as agreed upon by the Member Regions following a reasonable consultation.
- K. Quorum  
Even number of Member Region: Number for Quorum = (Number of Member Regions)/2 + 1 AND 50% of eligible votes.  
Odd number of Member Regions: Number for Quorum = (Number of Member Regions - 1)/2 + 1 AND 50% of eligible votes.  
Meetings may be held by telephone or electronically. The Representative need not be physically present.
- L. WZOI Meetings may be attended by any number of authorized delegates of a Member Region. They may be requested to attend for their knowledge and expertise. Authorized delegates must be residents of the Region represented. The delegates from each Region shall not, however, be eligible to cast any votes on behalf of the Region represented.

#### 5.10 ADOPTION OF A RESOLUTION

- A. Any resolution passed or an action taken at a meeting of the WZOI Council shall become binding upon approval by a 2/3 majority of votes cast by Member Regions, by mail ballots received by the Secretary, by the due date, except where a higher percentage is specifically required under any Article of this Constitution and By-laws.
- B. No resolution of any special relevance to a specific Member Region shall be passed unless a written consent of the concerned Member Region is received and recorded.

#### 5.11 CONSENT IN WRITING - MAIL BALLOTS

- A. Action may be taken at any one of the three meetings.
- B. Any action may also be taken without a meeting if consent in writing jointly or separately from all the Member Regions or its appointees is obtained setting forth the action so taken or so to be taken, by a 2/3 majority of votes cast except where a higher percentage is specifically required under any article of this Constitution and By-laws.

### WZOI BY - LAW 6: ADMINISTRATION

#### 6.1 SECRETARY GENERAL

- A. Member Regions of the WZOI at their discretion may, by a 2/3 majority of their eligible votes, appoint a salaried *Secretary General* to facilitate the administrative work of the WZOI, including follow-up and implementation of decisions made. Such an official shall report directly to the Executive Committee, and transact such business as directed by them.
- B. The Secretary General may be invited by the President to attend the General Assembly meetings in an ex-officio capacity and may participate in the discussions, but have no voting rights.
- C. The Secretary General should preferably be resident in the country in which the WZOI is incorporated, or where the Secretariat is located, to satisfy the residency requirements for incorporation, if the law so requires.
- D. The terms of employment of the Secretary General shall be defined by the Council.
- ~~E.~~ The Secretary General may hire minimal staff and services necessary to help process the Council's administrative work, within the constraints of the budget annually approved by the WZOI for that purpose. Such official shall submit a report on the WZOI's administration and related matters to the Executive Committee, for the information of the Member Regions.

- F. The WZOI may appoint other Officers and/or agents by a 2/3 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. Officers and/or agents so appointed shall upon fulfillment of the requirements submit a report annually to the WZOI as directed by Member Regions.

#### 6.2 SELECTION OF SECRETARY GENERAL

Whenever the Secretary General 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 2/3 majority of the WZOI.

#### 6.3 COMMITTEES

The President shall have the power to commission, subject to approval by Member Regions, by a 2/3 majority of votes cast, select a number of Committees to address specific issues which demand attention as well as address certain critical aspects of the WZOI's work. The President shall, however ensure that the exercise of this power does not result in a proliferation of Committees and that they are minimal in number at any given time and have clear and explicit terms of reference, together with a time schedule and budget within which their work must be carried out. The President may, after conferring with the members, propose to the Member Regions to *decommission* a Committee. The Committee shall be *decommissioned* upon the affirmative 2/3 of votes cast by the Member Regions.

### WZOI BY - LAW 7: WORLD ZOROASTRIAN CONGRESS

The WZOI will endorse and ensure the success of the World Zoroastrian Congress which will be managed by the WZOF and the local Federation.

### WZOI BY - LAW 8: AMMENDMENTS

#### 8.1 PROPOSAL TO AMEND

- A. A proposal to amend this Constitution and By-Laws may be submitted to the Secretary signed by at least two Member Regions and 25% of the votes. Upon receipt of the proposal, the Secretary shall proceed with the notice.
- B. Proposals for amendment shall be consistent with the laws of the country of incorporation.

#### 8.2 ADOPTION OF AMENDMENT

- A. Upon receipt of the proposal, the Secretary shall send a notice of each proposed amendment to all the Member Regions, 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 90 days shall be allowed following the notice. The amendment shall be adopted if approved by 3/4 of the votes cast by Member Regions by the due date.
- B. 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 Secretary.

### WZOI BY - LAW 9: VOTING

#### 9.1 VOTING PROCEDURES

- A. Except as otherwise provided in this Constitution, the WZOI shall act by a 2/3 majority of votes cast by Member Regions in good standing.
- B. Member Regions have the option to split their eligible votes in percentages, to accurately reflect the views of their constituency.
- C. All written votes shall be recorded.
- D. 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.

- E. All mail voting shall be coordinated by the Secretary or a committee designated by the President. The results of the voting shall be communicated to the Member Regions by the Secretary.

#### 9.2 VOTING SCHEDULE

Each Member Region of the WZOI shall be entitled to the number of votes as specified in Schedule 1. One Representative one vote.

### **WZOI BY - LAW 10: PUBLICATIONS**<sup>6</sup>

#### 10.1 OFFICIAL PUBLICATION

The WZOI shall issue such bulletins, periodicals, pamphlets and other materials as shall best carry out the purposes of the WZOI. One such periodical shall be designated as the official organ of the WZOI. Reports from the Officers and Committee Chairs, shall be reproduced at least annually in the official periodical of the WZOI.

#### 10.2 EDITORIAL AUTHORITY

All Member Regions shall be entitled to express their views on related issues of concern to them in the publications of the WZOI. The WZOI shall, however, retain editorial authority with regard to material to be published.

### **WZOI BY - LAW 11: DISSOLUTION**

The WZOI shall be dissolved either by a written order received from an appropriate Court of law in the country of its incorporation, or by a  $\frac{3}{4}$  majority vote of all eligible votes. Upon dissolution, the assets, funds and properties of the WZOI shall be first used to settle all debts due to its creditors. Any surplus thereafter remaining shall be given in accordance with the Articles of Incorporation. (*To be explored by tax experts and attorneys*).

### **WZOI BY - LAW 12: INUREMENT OF INCOME**

Except as provided in Article 12, no part of the net earnings of the WZOI shall inure to the benefit of or be distributed to its Member Regions, Officers, or other private persons.

### **WZOI BY - LAW 13: POLITICAL ACTIVITY**

The WZOI, in keeping with WZOI By-Laws 2,

- A. may attempt to influence legislation that may affect the welfare of individual Zoroastrians or Zoroastrians in a Member Region or worldwide;
- B. may using discretion, participate (including the publishing or distribution of statements) in any political campaign if it is of some relevance to any Zoroastrian, for example, support for a Zoroastrian political candidate.

Note: No action by WZOF should infringe on the rights granted to WZOI in this matter.

### **WZOI BY - LAW 14: MISCELLANEOUS**

#### 14.1 DISCLOSURES AND CONFLICT OF INTEREST

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

#### 14.2 RECORDS

All records of the WZOI, without exception, shall be available to the Member Regions and Officers for inspection at any reasonable time. Copies of any and all such records shall be provided to any Member Region or Officer on

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<sup>6</sup> Foundational to the establishment of this world body is the notion "One World Body with Two Independent Arms." In the interest ensuring that the preceding is a reality the WG recommends that WZOF and WZOI explore the possibility of coordinating their publications.

request at reasonable notice. No Officer shall be charged for copies of any WZOI records reasonably necessary for the accomplishment of his/her work.

*14.3 APPLICABLE LAWS*

It is the intention of the Members that this Constitution and By-Laws shall be consistent with the laws of the UK 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.

*14.4 DEFINITION OF TERMS*

- A. The phrase “Member Regions” when used collectively implies all Members of the WZOI, and the term "WZOI” also implies all Members (or Member Regions) of the World Zoroastrian Organization of Individuals.
- B. The term “Council” applies to the collective body of Representatives of all Regions.
- C. 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.
- D. The term “2/3 majority or 3/4 majority of eligible votes cast (by Member Regions)" refer to 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.

*SCHEDULE I*

Member Regions	Number of Votes	Number of Representatives
India	3	3
Iran	2	2
North America	3	3
United Kingdom/Europe	2	2
Emerging Regions	1	1
Pakistan / Middle East		
Australia/New Zealand		
Far East		
....Africa		
Etc.		
<b>Total</b>	<b>11</b>	<b>11</b>

**WZOI SUGGESTIONS**

- 1 **IZO:** The International Zoroastrian Organization, coordinating body for WZOI and WZOF may possibly be name **WIZO** (World International Zoroastrian Organization). [May also be named International Board].
- 2 **WZOI:** The World Zoroastrian Organization of Individuals (charity) could be named **WCZI** (World Council of Zoroastrian Individuals)

- 3 **WZOF:** The World Zoroastrian Organization of Federations (non-charitable) could be named **WCZF** (World Council of Zoroastrian Federations).
- 4 Since **WZOI** will handle all charities, the dispensing of scholarship could also be handled by WZOI.
- 5 The mandatory rules and guidelines for the **World Congress** need to be spelled out very clearly and the decisions of the WZOF or (IZO) should prevail over the Region organizing the Congress.

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## APPENDIX A: MUMBAI MEETING – OFFICIAL NOTES

**TO** All participants at the Meeting of Zoroastrian leaders in Mumbai on 21<sup>st</sup> Jan 2003, chaired by Minoo Shroff

**FROM** Dorab Mistry <godrej@globalnet.co.uk>

**SUBJECT** Meeting of Leaders. Notes January 21, 2003

**DATE** February 7, 2002.

### ATTENDEES

BPP Trustees: Minoo Shroff, Dinshaw Tamboly (all the time), Burjor Antia, Manek Engineer and Mrs Silloo Kavarana (most of the time) and Dinshaw Mehta and Dadi Engineer (part of the time). Note: Tamboly and Engineer wore their BPP hats; not WZO hats.

FPZAI: Keki Gandhi (secretary)

ZTFE: Dorab Mistry (President), Rusi Dalal (Past President), Malcolm Deboo (Secretary ) Kobad Avari (Social Secretary)

FEZANA: Firdosh Mehta (President), Rohinton Rivetna (Past President).

Australia: Delara Mistry from Perth, secretary of Western Australia Association.

Invitees: Khorshed Jungalwala & Farrokh Mistree (FEZANA WG), Roshan Rivetna and Bomi Patel (FEZANA)

### OPENING COMMENTS FROM LEADERS

Rohinton ... looking for breakthrough in spirit of understanding ...

Minoo ... small community ... speak with one voice ... approach in spirit of understanding ... looking forward to hearing from all ... particularly the FEZANA WG ... appreciated fair briefings given to BPP by Farrokh on several occasions ...time to unite

Dinshaw ... one world body is essential ... recommendation ... join WZO and make changes from within ... deep appreciation of work done by the FEZANA Working Group ...

Maneck ... we must work together, even governments are run by coalition, must unite

Burjor ... sink our differences and form one world body ...

Firdosh ... FEZANA constitutions works well ... key is to go forward on issues where there is consensus and not on issues where is controversy - work for one world body...

Keki ... too much time has been spent in discussion ---believes in a body of bodies just as the FPZAI functions – time to act ...

Khorshed -- FEZANA WG has remained scrupulously fair and made no recommendations

Dorab ... endorse what others have said ... echo comment on great work done by the FEZANA WG -- we are not far from convergence – need to travel that extra yard to form a united single world body

### PRESENTATIONS

The presentations are available in a separate document. Mumbai – World Body Presentations.

Looking for the Nexus - Rohinton Rivetna; a brief history followed by some suggestions as to how to move forward in harmony.

FEZANA World Body Working Group Briefing - Khorshed Jungalwala and Farrokh Mistree.

Testing Leadership – Three Options. Khorshed Jungalwala and Farrokh Mistree in their personal capacity.

The Key Point being two ways in which to achieve One World Body.

### KEY POINTS OF DISCUSSION FOLLOWING PRESENTATIONS

#### Discussion of Two Models

Rusi Dalal ... there are two models on the table ... I would like to hear about the plusses and minuses of the two models.

Rohinton and Roshan ... presented a summary. Roshan highlighted the areas where difficulties would arise in a World Body based on 50:50 parity between Individuals and Federations

**Focus of Discussion (Khorshed's and Farrokh's presentation)**

The Elected Leadership has to decide between three options:

- Continue talking, caucusing, meeting, in the hope for a miracle breakthrough.
- Pursue a **One** World Body outcome
- Reluctantly pursue a **Two** World Body outcome.

Khorshed and Farrokh (see Appendix AA).

-----  
Keki Gandhi ... Let each Council ( Individuals and Federations ) start working loosely ... Let each Federation send activities to other Regions & WZO ... ask for help from each other ... There should be something to come out of this meeting ....

Minoo ... need to move things from back burner to front burner ...

Firdosh ... will have opportunity to deal with networking on Wednesday ... many perceived deficiencies of the WZO model can be and have been addressed already.

Dinshaw (Puts on WZO hat temporarily) Explained where exactly the new WZO Charter stands. Upon return of WZO Charter from lawyers the WZO Charter will be sent to Federations ... if Federation will not join the WZO Charter will be sent to Associations with an invitation to join ... unanimous decision of all 32 International Board Members of WZO. Between Individuals and Federations, 50:50 parity of votes was not negotiable.

Roshan ... use today most effectively ... look at the two proposals on KJ – FM slides closer ...

Zareen ... Networking ... simple solution form e-Group of this group ... will help. What is the expectation of each person wrt the World Body?

Dorab ... in context of second scenario ( two world bodies ) put forward by Khorshed and Farrokh he looks forward to a long courtship between the WCZF and WZO followed by the consummation of marriage ...

Dadi (WZO hat) ... London meeting ... Charter before London lawyers ... decided not to discuss changes ... changes are substantial ... will report back to WZO faithfully ...

A breakthrough was achieved when it was mooted that both “Councils” could be launched simultaneously under the WZO umbrella but with no overlap. Both would be registered separately, there will no common International Board and no common AGM. This breakthrough resulted in the following Sense of the meeting:

**SENSE OF MEETING IN MUMBAI (1)**

One World Body with two independent “Councils” be launched simultaneously under one umbrella (WZO).

Each Council will be totally independent of each other.

One will be truly representative of individuals.

The other will be truly representative of federations.

There will be no common boards, no common general body.

Both Councils will be registered separately as not-for profit organizations (not under Company’s Act).

Each will be considered an independent arm of the WZO.

The two Councils will exchange of information, views and recommendations which will be considered by the other Council with no obligation to agree or implement.

The objectives have been well defined in the original constitution of WCZF and the WZO 2001 and any misunderstanding should resolved through amicable discussion.

Mechanism for resolution of differences should be spelled out.

We request a response ASAP but no later than March 31, 2003.

## **SENSE OF MEETING IN MUMBAI (2)**

A coordinating group comprising of the following is appointed:

Function: To seek and develop response to the Sense of the Meeting in Mumbai from WZO and the Federations. Provide clarification where necessary towards convergence.

Coordinator – Rohinton Rivetna

Members

Minoo Shroff (FPZAI)

Firdosh Mehta (FEZANA)

Dorab Mistry (ZTFE)

Rumi Sethna (WZO)

Rustam Dubash (WZO)

Dinshaw Tamboly (WZO)

Note – The Committee has the power to coopt others as necessary.

## **SENSE OF MEETING IN MUMBAI (3)**

Deep appreciation of the FEZANA WG is recorded. Their work provided a fine backdrop for this meeting.

The Coordinating Group members from various regions are encouraged to establish their own WG and are free, if they choose, to draw upon the expertise of the FEZANA WG.

## **COMMENT DINSHAW TAMBOLY AND DADI ENGINEER – BPP TRUSTEES / WZO BOARD MEMBERS**

Both have participated in the discussion, have appreciated and understood the viewpoints expressed and will convey the same to the WZO International Body. Their participation in this meeting should not in any manner be deemed to be an agreement of the sense expressed.

## **COMMENT FIRDOSH MEHTA, PRESIDENT OF FEZANA**

The concept of One World Umbrella will give us the best possible model and will comply with FEZANA resolutions. Since the Coordinating Group needs to work with WZO which includes elements of the WCZF2002 model the FEZANA WG is requested to continue in that direction and work with the promoters of that model towards supporting the activity of the coordinating group.

## **FIRDOSH MEHTA POST-MEETING SUGGESTION**

The umbrella WZO can be registered in New York, the WZO (Individuals) in London and the WZO (Federations) in Mumbai. Firdosh will discuss the Sense of this meeting with Rumi Sethna in London and will also try to liaise with Dorab in this context in London.

## **MUMBAI MEETING CLOSING COMMENT**

The participants sincerely thank Rohinton Rivetna for conceiving and promoting this meeting, the BPP for hosting this meeting and Minoo Shroff for chairing the discussions in a manner that resulted in a harmonious and positive outcome.

## **EPILOGUE**

The preceding represents the Official Notes circulated by Dorab Mistry in February 2003. On July 28, 2003 Firdosh Mehta offered the following by way of clarification of the Official Notes.

The concept of One World Umbrella will give us the best possible model and will comply with FEZANA resolutions. Since the "Coordinating Group" needs to work with WZO which includes elements of the WCZF2002 model the FEZANA WG is requested to continue in that direction and work with the promoters of that model towards supporting the activity of the Coordinating Group.

**FIRDOSH MEHTA - POST-MEETING SUGGESTION AND ACTION**

In response to discussions regarding possible locations for registering the various components of the World Body, Firdosh suggested that the umbrella WZO could be registered in New York, the WZO (Individuals) in London (as existing) and the WZO (Federations) in Mumbai.

Since Firdosh was scheduled to stop in London on his way back, and had set up visits with Dorab and Rumi, the Coordinating Group entrusted Firdosh to discuss the Sense of this meeting with Rumi Sethna in London, and to liaise with Dorab in this context.

## APPENDIX AA: 3 OPTIONS - K. JUNGALWALA & F. MISTREE

1

Meeting of Leaders. January 21, 2003

1

Testing Leadership – Three Options

Khorshed Jungalwala  
Farrokh Mistree  
Personal Opinions

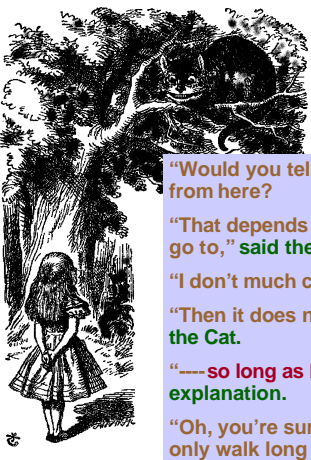
Khorshed and Farrokh are grateful to have been invited by Rivetnas to the lunch on January 20, 2003. This is what they observed:

- ?? There is a strong sentiment for there to be ONE world body.
- ?? Dinshaw Tamboly and Dadi Engineer ... the WZO Charter will be circulated to the Federations ... join and make changes from the inside.
- ?? Keki Gandhi ... the World Body should be a Federation of Federations ... let WZO do what it wants ... let us establish the WCZF.

2

Meeting of Leaders. January 21, 2003

Where should we go? The Cat has an answer ... 2



Lewis Carroll, *Alice in Wonderland*, 1865

"Would you tell me, please, which way I ought to go from here?"

"That depends a good deal on where you want to go to," said the Cat.

"I don't much care where ---" said Alice

"Then it does not matter which way you go," said the Cat.

"---so long as I get somewhere," Alice added an explanation.

"Oh, you're sure to do that," said the Cat, "if you only walk long enough."

Khorshed and Farrokh are not empowered by the WG to make following comments on its behalf.

Khorshed and Farrokh, present the next few slides to foster discussion that might lead to a positive outcome from this meeting.

At the end of this meeting we need to agree upon a direction in which to move. To articulate a plan of action we need a goal.

To help you decide on a plan of action K&F identify three possible goals

3

Meeting of Leaders. January 21, 2003

Post January 20, 2003 Lunch – Khorshed & Farrokh 3

The Elected Leadership has to decide between three options:

- Continue talking, caucusing, meeting, in the hope for a miracle breakthrough.
- Pursue a **One** World Body outcome
- Reluctantly pursue a **Two** World Body outcome.

**Comment** – This is a test of leadership.

To help the elected leadership decide on a plan of action K&F identify three possible options or goals.

4

Meeting of Leaders. January 21, 2003

**One World Body (1)** 4

Current WZO has to be part of the solution ...  
 ZTFE and FPZAI have to be part of the solution too ...  
 COI & COF must exist under WZO 2001 Ltd. umbrella  
 Autonomy of religious doctrine and practices **MUST** be guaranteed for each Region.  
**MUST** be equity of votes between COI & COF  
**MUST** have Regions clearly defined ...

5

Meeting of Leaders. January 21, 2003

**One World Body (2)** 5

Region	COF	COI
India	4	4
Iran	2	2
N.America	3	3
UK /Europe	3	3
Pakistan/ME	1	1
Emerging Regions	1	1

**Point 1** – Same number of representatives / votes for COF and COI. One representative one vote.  
**Point 2** – Same number of representatives for all except Emerging Regions. One representative one vote.

6

Meeting of Leaders. January 21, 2003

**Two World Bodies – WZO and WCZF** 6

**To maximize harmony and success ...**

- Remove CoF from WZO2001 Ltd..
- Modify name to World Zoroastrian Organization of Individuals (WZOI) ...
- **Sign memorandum of understanding ...**
- Announce simultaneously launch of WZO and its two arms WZO(I) and WZO(F), that is, WCZF ...
- Links form other websites would be to WZO and this would link to WZO(I) and WZO(F) ...

**Potential benefits**

- Financial exposure within WZO lessened ...
- Clean decoupling of interests, activities, etc.
- Lessen unhappiness and tensions ...
- Clearly stated memorandum will facilitate quick response to crisis ... WZO and WCZF will be in a position to react in keeping with the terms in the MOU.

Dinshaw and Dadi have made it clear that equity of voting between Individuals and Federations is **NON-NEGOTIABLE**.

If the representation was based on a Region instead of population or membership then the equity of voting between the two councils could be maintained.

Africa and other areas with small populations would be grouped under Emerging regions.

There would be ONE World Body with two arms ...

When people log onto the WZO website they would see ONE World Body with two arms, namely, WZO (Individuals) WZO (Federations).

In Dorab's words these two arms could have a long courtship before consummating the marriage.

What do you think?