

TO **FRAMROZE PATEL, President FEZANA**

FROM FEZANA World Body Working Group
 Sarosh Collector. <scollector@collectordart.com>, <saroshjc@aol.com>
 Khorshed Jungalwala, Chair <kayj@ziplink.net>, <kfj@concins.com>
 Farrokh Mistree <farrokh.mistree@eudoramail.com>
 Gev Nentin <gevnentin@aol.com>
 Rohinton Rivetna <Rivetna@aol.com>

SUBJECT FEZANA World Body Working Group: Phase One Report SUMMARY

DATE March 15, 2002

PREAMBLE

The mandate dated May 14, 2001 received from Framroze on behalf of the FEZANA Executive is as follows:

"Towards that end, I have appointed an ad-hoc WORKING GROUP (WG) to:

- Summarize the changes recommended by WZO
- Explain how the changes respond to FEZANA members' concerns, and
- Recommend a course of action at AGM.
- Advise:
 - What majority is needed? Is it simple majority or more than 75% of the qualifying votes, as required by Article VIII (Constitutional Amendment) clause?
 - Do we have to amend the Constitution to join WZO?
 - When do we have to amend the Constitution, if required?"

The Working Group has worked within the mandate and issued the FEZANA World Body Working Group Phase One Report dated February 10, 2002 that is 82 pages long and contains 13 appendices. The Summary Report is comprehensive and indicates material for easy reference in the Phase One Report. In this document we only summarize the core points. For details refer to the FEZANA Working Group Phase One Report dated February 10, 2002.

In our Phase One Report we have focused on STRUCTURE and left issues of POLICY to be decided at a later date.

The distinction between STRUCTURE and POLICY is important. Consider the following question:

"Should we define who is a 'Zoroastrian' (Zarathushti) in the document?"

We treat the preceding question as one of POLICY that will be addressed after the STRUCTURE of the World Body has been accepted. So what is STRUCTURE?

STRUCTURE ... facilitates the creation of "POLICY."

We contend that once the community has accepted the STRUCTURE for the World Body issues of POLICY like the one identified above should be dealt with.

SUMMARY RECOMMENDATIONS

The FEZANA World Body Working Group has made seven recommendations. The four core recommendations are as follows:

- 1 PHASE 1 REPORT:** The WG has examined four models, namely, the WZO Model, the ZAH (Simplified) Model, the WCZF Model and the WG Two Chamber model. In the opinion of the WG all four models are workable but with different levels of efficacy. The key issue is NOT just of workability but acceptability by various constituencies of the Zarathushti World. The WG Two Chamber Model is a model that

embodies the best from all models and in this our Phase One Report we recommend unanimously that the WG Two Chamber Model be further developed and investigated in an atmosphere that is conducive to dialog.

- 2 **PHASE 2 – CLARIFICATION PHASE:** We recommend that in this phase Member Associations seek clarification for any issue in the WG Phase One Report.
 - What questions by way of clarification do you have that you would like clarified by the FEZANA World Body Working Group?
 - What are the errors of fact, if any?
 - What are the errors of logic, if any?
 - What aspects are unclear and need further clarification?
 - Based on the answers to the preceding questions are the conclusions drawn by the FEZANA World Body Working Group sound?
- 3 **PHASE 3 – MODIFICATION PHASE:** We recommend that in this phase the FEZANA Officers invite interested parties to formally propose changes and modifications give the WG an opportunity to consider and respond to these suggestions.
- 4 **FEZANA WORLD BODY RECOMMENDATION:** On the completion of Phase 3 we recommend that the FEZANA Officers unveil its recommendation vis a vis the creation of a Zarathushti World Body at the FEZANA AGM in Montreal in the last weekend in May 2002.

We recognize that the Phase One Report has been long in coming but it took us time to come to know each other, to assimilate the information, to work out a plan of action and then finally to carefully go about our deliberations.

SUMMARY OF CONTENTS OF PHASE ONE REPORT

PREAMBLE

In this appendix we summarize the structure of the WG Phase One Report. We include this to help readers navigate through this document quickly and get to that which they are particularly interested in.

APPENDIX B

What? Process of Arriving at Recommendations Page 5
Why included? This appendix provides the community with a flavor of the systematic manner in which the WG approached the task given to it on May 14, 2000.

APPENDIX C

What? Analysis of feedback from Member Associations of WZO Model and Response of WZO to proposed changes Page 7
Why included? This analysis is foundational to the work of the WG. Upon analyzing the feedback and the response from the WZO we came to the conclusion that closure would be very difficult if not impossible and decided to follow another tack to bring about closure (see Appendix H).

APPENDIX D

What? World Zoroastrian Organization Model Page 18
Why included? In this appendix we present the essence of the WZO Model in a manner that is easy to grasp and compare with the other models.

APPENDIX E

What? Zoroastrian Association of Houston (ZAH) Simplified Model Page 22
Why included? The ZAH presented a variation to the implementation and operation of the WZO Model. The modification is presented in a manner that is easy to grasp and compare with the other models.

APPENDIX F

What? World Council of Zoroastrian Federations (WCZF) Model Page 26
Why included? Rohinton Rivetna in a document dated June 15, 1997 presented the WCZF Model. In this appendix we present an evolution of the original WCZF Model. This model is presented in a manner that is easy to grasp and compare with the other models.

APPENDIX G

What? The WG Two Chamber Model Page 28
Why included? Since this is the first presentation of the WG Two Chamber model we have gone into details not included with the other models. We do, however, present a tabular summary to make it easy to compare with the other models.

APPENDIX H

What? Option Evaluation Form & Ratings Page 40
Why included? In this appendix we present the characteristics of an Ideal World Body. We used these characteristics to evaluate how close each of the models comes to the ideal. Through inclusion we are signaling to all our thinking and the effort we have invested in taking all factors into account in as unbiased a manner as humanly possible. It is our hope that others will use the ranking scheme and the table to arrive at their own conclusions with respect to the models presented in this report and others that may be offered in the future.

APPENDIX I

What? Analysis of Results Page 44

Why included? Since the sample size of the people who evaluated the goodness in each model is small it is important to evaluate the sensitivity to bias. This is what has been done in this. This analysis highlights the distinction between the model that, in the opinion of the WG, comes closest to the ideal and the rest.

APPENDIX J

What? Frequently Asked Questions About the Two Chamber Model Page 46

Why included? There are two principal reasons for including this appendix, namely, to provide clarification of salient features of the WG Two Chamber model and to offer this as an illustration of how the WG proposes to respond to questions seeking clarification wrt any aspect of its work.

APPENDIX K

What? Points of Commonality Between Models Page 51

Why included? In this appendix we document the points of commonality between the original WZO Model and the WG Two Chamber Model and the WCZF Model and the WG Two Chamber Model. In effect the WG Two Chamber Model represents the evolution of both the WZO Model and the WCZF Model.

APPENDIX L

What? Clarifications Sought by the FEZANA Executive Page 52

Why included? The questions raised by the FEZANA Executive were to the point and substantial and, in our opinion, merited a full and thorough response. As a result of these questions the report has been strengthened with the addition of two additional appendices, namely, Appendices C and K and numerous small changes throughout this report.

APPENDIX M

What? Briefing Material Dealing with Salient Points of WG Phase One Report Page 57

Why included? The leadership of the Member Associations may wish to present the essence of the material covered in the WG Phase One Report. To help the leadership in this matter the WG has included this appendix. Please modify to suit your own needs.

SUMMARY
ANALYSIS OF FEEDBACK FROM MEMBER ASSOCIATIONS
WZO MODEL APRIL 2001 & WZO RESPONSE

PREAMBLE

Submissions from FEZANA constituencies: Over the years much has been written pro and con about various models proposed by WZO. The WG has studied the submissions provided by the following representatives of Member Associations in its deliberations:

- 1 Jamshid Goshtasbi on behalf of ZAMWI.
- 2 Purvez Rustomji on behalf of ZAH.
- 3 Dolly Malva and Dhunmai Dalal of the ZAC.
- 4 Rita Engineer on behalf of ZAF.
- 5 Bella Tata on behalf of the ZSBC.
- 6 Firdosh Mehta on behalf of the ZAA.

In the interest of openness and fairness to all the WG has included the comments from representatives from Member Associations pertaining to the WZO model in full in the Phase One Report of February 10, 2002.

Letter from WZO: Rumi Sethna and Rustom Dubash of WZO dated May 23, 2001. The WG commentary is presented in the next section.

Critique of WZO Charter: A detailed critique of the WZO Charter is also included in this appendix.

In the interest of brevity a response from the WG to ALL submissions received is presented in the next section. We present this information reluctantly at the express request of the FEZANA Executive since this request goes counter to the philosophy that the WG has adopted.

AN ANALYSIS OF THE STRUCTURE OF THE MODEL PROPOSED BY WZO*On parity of votes between the Two Councils*

The requirements of parity of votes at the International Board and at the AGMs and Special General Meetings are the crux of the matter. The method of allocating votes amongst the world's Zarathushti population is the fundamental bone of contention between the Federations/Regions and the current WZO.

On voting at the International Board level

It is reported that the IB is an innocuous body. However, it allows for electing the officers and /or managers of both the entities (under the new structure). The ability of one of the Councils having the advantage of being able to select either a complementary slate of officers versus a dysfunctional slate of officers is extremely problematic. (Assume the President is from COI. Then the ability to chose a secretary and treasurer that is from COF [and possibly contentious] by the COF voting en block along with only three other members of COI is a serious problem.). The reverse is also true, and because of other aspects of the COI, the possibility of the COI voting en block can be certainty. The IB appointees (Officers) also get to appoint the secretariat, etc. The administrative matters that may seem somewhat benign to others are of extreme importance, when the decisions reached here will affect the performance and direction that the entity will take under its officers.

On WZO's letter dated May 23, 2001

Rumi Sethna and Rustom Dubash have invested much time and effort in bringing about a World Body. We applaud their efforts. Rumi Sethna and Rustom Dubash in their letter dated May 23, 2001 have accepted many modifications suggested to them by FEZANA post the April 2001 meeting in New York. They have also made concessions. Both the modifications and concessions need to be recognized and applauded. However, in the opinion of the WG there are two deal breakers.

Deal Breaker One: In Section 4.1 and 4.2 Rumi and Rustom insist there must be a parity of votes between the COI and COF on the International Board and also at the AGM. We know of strong objection

to this provision from within the FEZANA community. The WG recognizes that there is an impasse on this point and does not believe that it can be resolved without a change to the WZO model itself.

Deal Breaker Two: Rumi and Rustom, in Sections 1 and 2 highlight the dilemma of establishing a worldwide non-profit organization under Company Law to circumvent the issues of political and business activities under the Charities Commission. They recommend that all charitable contributions will be in the domain of WZO and subsequently channeled into the new Company established under UK Company Law, as the need arises. At the same time they suggest in the last sentence of the first para "The new company would also undertake all charitable activities now done by the present WZO." This suggestion, according to Rumi and Rustom, was made by the Charity Commission and it may be an appropriate way to 'circumvent the law'. In good conscience the WG is uncomfortable with this way of doing business and more importantly making a recommendation, to our co-religionists, that entails working around the law – particularly when an alternative exists.

On the WZO Charter and FEZANA's Charter

If the WZO Charter is allowed to remain substantially as is, then the following issues violate FEZANA's own Charter either directly, indirectly, or at least in principle and spirit.

- a. One person one vote. FEZANA's requirement to declare allegiance to one Member Association is mandated so a person will only have one representative vote at the national level. WZO by its inherent structure allows someone like Sarosh Collector to have three votes. Once as an independent member of WZO (COI), once as a member of ZAH, and then through FEZANA, and once again as a member of the Karachi Anjuman, the Karachi Parsi Institute and the Federation membership where both those institutions will be members.
- b. Disproportionate representation on the Board of Directors. The voting structure is totally contrary to representative voting as adopted in the FEZANA Charter.
- c. Disproportionate voting at the level of COI, where even though members from USA/Canada will be represented by delegates, the delegates will actually be chosen by someone residing elsewhere.
- d. The existence of veto powers given to the COI (which could more easily vote as a bloc). These veto powers are specifically forbidden in the FEZANA charter.

Lessons abstracted by the WG from the preceding analysis:

- a. The WZO proposed model has at its core representation based on Individuals and Federations. This is the crux of the problem and this problem cannot be fixed based on the current structure of the WZO model.
- b. It is easy to find fault with any system. We should define the Ideal Characteristics for the World Body and then measure the goodness in each model, that is, figure out to what extent the various models come close to the ideal.
- c. To create the Ideal Characteristics we should look at what structures other communities have adopted.
- d. Representation and equity of voting are important factors in the success of this venture.
- e. Representation based on population although sound in principle is not practical in practice since accurate census information is unlikely to be available in all regions and more importantly difficult to verify in some regions.
- f. The structure needs to reflect equity throughout and it needs to be robust so that it does not collapse due to small changes in the operating conditions.
- g. The operating procedures need to be sound and robust so that they cannot be manipulated by either the minority or the majority.

The lessons learned here have been put to good use in developing the WG Two Chamber Model (see Appendices G and I) which in effect is an evolved WZO model:

- a. The COI and COF from the proposed WZO Model have morphed into Two Chambers in the WG Two Chamber model.
- b. Individuals and Federations are both represented in the WG Two Chamber Model.
- c. For the WZO model to work it was necessary that the COI and COF be *independent* of each other to get each of their missions accomplished thereby in essence negating the notion of One World Body. The independence of the two councils in the WZO model has been replaced by the need for

- collaboration between the Two Chambers to get their mission accomplished thereby bringing to reality the notion of One World Body.
- d. The notion of checks and balances is core to the success of any World Body. The framers of the WZO model have wrestled with the issue of providing checks and balances. Checks and balances in the proposed WZO model were to be implemented by giving delegates from different regions and constituencies different number of votes. This method adopted by WZO of ensuring checks and balances has been severely criticized by various constituencies (see later). The notion of checks and balances has morphed from the proposed WZO model into the WG Two Chamber Model through the creation of Two Chambers that are identical in terms of representation but different in terms of function and procedures to bring about convergence. For details see Appendix D.
 - e. The innocuous International Board of the proposed WZO model has been morphed into the Executive Board with specific powers in the WG Two Chamber Model.

RUMI SETHNA AND RUSTOM DUBASH ON BEHALF OF WZO. MAY 23, 2001

Follow up on WZO-FEZANA New York meeting of April 2001

1. The Charity Commission have advised that the October/December 2000 Draft in its present form, cannot be registered as a charity. The detailed rationale for this advice is clearly explained in Rustam S. Dubash's attached speech at the NY meeting. However, the Charity Commission also proposed a solution, on the following lines: (a) the 2000 draft could instead become the constitution of a company limited by guarantee which would be registered under UK company laws; and (b) the present WZO Limited could remain and function as the charitable arm of the new company. The new company would also undertake all charitable activities now done by the present WZO.
2. For the purposes of this note, the new company is called WZO 2001. There were some concerns expressed at the New York meeting about this name. The new name of the company can be discussed at a later stage. Hopefully there will be a consensus on the name!
3. **Options suggested at the NY meeting:**
 - 3.1 *Option 1*
Based on the Charity Commission's advice, make the October/December draft (with concessions agreed in NY by Rumi Sethna), the constitution of the new WZO 2001. Register WZO 2001 only under company law as a company limited by guarantee; let it undertake all charitable activities now done by the present WZO; and let the present WZO function simply as the financing arm of WZO 2001's charitable activities.
 - 3.2 On the second day of the NY meeting, Rumi Sethna made a very good suggestion that the control of WZO 2001 and the present WZO be with the same representatives (ie Directors). In effect, this would have been the position had the October/December 2000 draft been accepted by the Charity Commission. For these reasons, and in interest of community solidarity, Rumi and Rustam would recommend this to their Board and members, although some at the NY meeting considered it over-generous. The Charity Commission is agreeable for WZO 2001 to be the sole trustee of the charity. WZO 2001 would need to have an express power in its constitution to act as trustee of a charity, and would have to administer the present WZO (in a format agreed with the Charity Commission) in the best interest of the charity, rather than in the best interest of any one sector of its membership.
 - 3.3 *Option 2*
The second option is to maintain the present WZO with its simple objects clause and a "catch-all" object clause, which has so far allowed it to carry out all its activities, including charitable, socio-economic and "political" activities. The October/ December 2000 draft, (with the concessions agreed in NY by Rumi Sethna) would then become its byelaws.
 - 3.4 We feel that the better option is Option 1 which has been suggested by the Charity Commission and therefore approval would be obtained much sooner.
 - 3.5 We pointed out at the NY meeting, that the October/December 2000 draft (either as the constitution or bye-laws) would need some redrafting to render it acceptable in terms of English legal requirements. But we would only do this once FEZANA has agreed in principle to join WZO 2001, as we do not wish to spend unnecessary legal costs in going through this exercise.

4. Deal-breakers:

4.1 At the NY meeting, we made it clear that while we were happy to agree to most suggestions made by FEZANA members in NY, we could not do so on the following two issues. It would therefore be useful, if these are set out clearly:-

4.2 (i) The Council of Individuals (COI) and the Council of Federations (COF) must have equal representation on the International Board - each Council must have 16 representatives

(ii) At AGM's and Special General Meetings (including those for changing the constitution), there must remain parity our voting between Federation and Individual members.

5. Concessions/Clarification on Various Points made by Rumi Sethna in NY:**5.1 Voting at International Board Level**

We agree that at the International Board level, matters can be decided by a 60% majority. This would mean that 19 representatives out of 32, must agree on matters decided by the International Board (Clauses 33 and 52 of the Articles of Association will need to be amended). The International Board takes decisions mainly on administrative matters.

5.2 Voting at all Special General Meetings

Under UK Company law, for Special Resolutions to be passed, there must be a majority of 75%. This percentage cannot be changed upwards or downwards. Hence, we cannot accede to some FEZANA members' suggestion to raise this percentage to 80%.

5.3 There was some concern expressed as to how voting would take place at Special General Meetings. We will therefore try to explain the position once again here:

(1) Each Council will have 282 votes and therefore at any Special General Meeting, the total votes will always be 564 votes. By way of example - if there are say 10,000 Individual Members but only 6,000 of them vote, then those 6,000 votes will equate to 282 votes; to take the example further, say 4,000 vote "yes" and 2,000 vote "no" on a particular special resolution; this would equate to 188 "yes" votes and 94 "no" votes. Assuming that all federation members cast all their 282 votes, with 175 as "no" and 107 as "yes", these are then totalled with the 282 "no" and "yes" equated votes of individual members. Thus, out of 564 votes, the "yes" votes in this case will total 295 (188 + 107) and the "no" votes will come to 269 (94 + 175). Therefore, this particular resolution will not pass, because a 75% majority, or 423 votes, is needed to pass it.

(2) This therefore does mean that if (and it is a big if) all Individual Members vote their equivalent of 282 votes as "yes" for a special resolution, they still need to get either India or Iran (each with their 100 votes) to vote with them, along with FEZANA (40 votes) and one other region, to get the 423 votes needed to pass that resolution.

6. Secretary General

6.1 The NY meeting felt that the clauses dealing with the administration and structure of the Secretary General (Clauses 37-41 of the Articles of Association) were cumbersome. We agreed that they could be made more user-friendly, and suggested that the appointment of a Secretary General be dealt with by the International Board. It can appoint a sub-committee of say 5-6 representatives to select a Secretary General. The International Board has authority under Clause 43 of the Articles of Association to make its own rules and procedures for their management etc.

6.2 It can also be left to the International Board to give what powers it wishes to the Secretary General. In that case, much of what has been said in Clauses 37-41 on the working of the Secretariat can be covered under those rules and procedures.

6.3 The NY meeting was wisely concerned about financing the Secretariat needed to handle the administrative work of a global body. The cost will have to be met from income generated by WZO 2001, mainly through subscription fees and donations for the general fund (administration and other expenses). The possible cost of a Secretariat will be at least about £25,000 per annum. The COI is to finance 65% of these costs, with the balance 35% coming from the COF (Clauses 19 and 27 of the Articles of Association).

7. Religious and Advisory Group:

We agreed to the suggestion of FEZANA members to delete Clauses 35 and 36 of the Articles of Association. They relate to advisory and religious group and arrangements to seek counsel on any religious issues. As discussed at the NY meeting specific words could be inserted in the constitution that the world body will not deal with matters of religious doctrine and rituals.

8. Definition of "Zarathusts" Serving on the Two Councils:

The consensus at the NY meeting was that Firdosh Mehta's suggestion that the definition of a "Zarathusti" proposed by any region as a candidate for election to either Council be left to the region proposing that person, is possibly the best solution to this issue.

9. Voting**9.1 Voting on COI**

With regard to voting by Individual Members worldwide for electing representatives on the Council, we do not accept that they should vote for their own "regional" candidates only. The only reason for referring to regions in schedule 2, was to ensure that every region contributes its leadership talent to COI's work. However, it is important for individual members to vote on a world-wide basis, as the Council representatives should interact with individuals from all parts of the world and not regionally. However, to ensure that informed choices are made world-wide among the candidates, WZO 2001 will send their CVs with the ballot papers.

9.2 Proxy Voting

Whilst we saw no reason why proxy voting should cause problems, and explained how such voting is done under UK law, by showing actual samples of such proxy voting of UK companies, we are prepared to recommend to the WZO board and members to agree to ballot voting.

10 General

10.1 There was a suggestion that provision should be made for immediate reaction, though a task-force, to cope with emergencies. Again, this can be dealt with by either Council or the International Board under Clause 43 of the Articles of Association, by making rules and procedures for their management and varying them to suit this particular objective.

10.2 We saw no difficulty in co-ordination of activities of Chapters of the COI with local associations. The present WZO actually encourages it, as witnessed by the excellent co-operation that exists between WZO Trusts in India and various anjumans, including BPP. But this is not something that can be incorporated in a draft constitution.

10.3 Another FEZANA members' concern was, that decisions affecting a region should be made locally. We agreed that it should indeed be so, and pointed out that Clause 10 of the Articles of Association quite categorically states that nothing in the constitution shall impair "the administrative or religious autonomy of Federations, Associations, Anjumans and Individuals who become members of the WZO".

CRITIQUE OF THE WZO CHARTER

Point 1: *"The UK Charity commission have advised that the Oct/Dec 2000 draft in its present form, cannot be registered as a charity" and proposed that "(a) the draft could become a new company limited by guarantee which would be registered under UK company laws; and (b) the present WZO Limited could remain and function as the charitable arm of the new company."*

(a) With this new wrinkle, we are now again faced with the prospect of "two world bodies", which we have struggled for years to avoid. It appears that the UK Charity Commission has seen the contortions that we have gone through to try and accommodate both the "charity arm" (COI) and the "representative apex body" (COF) under the WZO umbrella, and proposed a separation. There is much wisdom in that approach - the charity branch can function unencumbered, in its charity work, while the representative branch can pursue its objectives in a truly representative and democratic manner.

(b) What does "Company limited by guarantee .." mean? If it means a business corporation, we should evaluate the issues for FEZANA, which is to be considered a "church of churches" to join such a business corporation.

(c) In 1990, FEZANA considered WZO as our world body, but found its charter to be deficient (since it was essentially a replica of the charter of the ZTFE, a local organization). Are we now willing to validate/accept the Charter (of WZO Limited?) as it stands now? I think we should be involved with

ensuring a sound WZO Limited Charter, just as much as we should be involved with the proposed WZO 2001 Charter.

- (d) Note that the Oct/Dec 2000 draft is not registerable as a religious NGO with the UN; based on our experience with getting FEZANA registered as a religious NGO with the UN, which took several years, and countless negotiations and iterations to fulfil all the requirements.

3.1. " . let the present WZO function simply as the financing arm of WZO 2001's charitable activities .".

- (a) What does this really mean? What are the implications? This really muddies the already very complicated structure and complicated inter-relations between the various bodies within WZO.

3.2 "Same Directors".

- (a) "Same Directors" for present WZO and WZO 2001, gives the appearance of an expedient to circumvent the spirit of the law. It appears to be self-serving. It is likely to come back and haunt the organization in the future. On the other hand, having a different set of directors is prejudicial to WZO 2001.
- (b) "The Charity Commission is agreeable for WZO 2001 to be the sole trustee of the charity." - Not clear .

3.3 "The October/ December 2000 draft . would then become its by-laws."

- (a) Again, this gives the appearance of an expedient to circumvent the UK requirements. If the Charity Commission rejects the Charter, but accepts it, if it is called the "Bylaws" seems like a technical loophole, that would not benefit us to pursue.

3.5 " . we would only do this once FEZANA has agreed in principle to join WZO 2001, as we do not wish to spend unnecessary legal costs in going through this exercise."

- (a) Legal costs should be incurred only after "agreement in principle" is received from ALL (or minimally the 4 major) regions. A marriage between WZO and FEZANA alone will not make a world body. Buy-in should be received from ALL (or minimally the 4 major) regions. In fact, all decisions should all be made JOINTLY by all stakeholders, and they should all be integrally involved in this process.

4.2 (i)

- (a) Is it 60% majority of "those delegates that are present" or 60% of "all 32"?
- (b) If the quorum is one-third of the Board (i.e. 11 or 12 reps). 60% of that is only 7 - i.e. only 7 delegates can pass something!!! This is not unacceptable. Travel of delegates to IB meetings may be difficult for non-UK residents. Maybe some provision should be made for mail ballots. Also, some formula needs to be worked to ensure the quorum has fair representation from COI and COF.
- (c) Further, giving equal voice to each of the 8 Regions (2 reps each) is not fair. Thus India and Iran together, where 80-90% of Zarathushtis reside, will have only 2+2=4 votes, whereas the other regions, representing only 10-20% of the world's population, will have the remaining 12 votes. And the COI, representing a vastly smaller population of WZO's individual members will have 16 votes. This is entirely unfair and unrepresentative.

4.2 (ii)

- (a) 50/50 voting at General meetings between Individuals and Federation Members is entirely unfair and not democratic. Voting allocations must be proportional to the size of the constituency.
- (b) Also the quorum requirements for voting at General meetings must be revisited. Here's an example of how a few individuals can manipulate the voting. The quorum is 500 votes. Suppose all 282 Federation Members cast their votes. Then only 218 Individuals need to cast their votes to satisfy the quorum (of 500). With the proposed 50/50 parity, the 218 votes of these 218 individuals will be equated to the 282 votes of all the Federations (representing say 250,000 Zarathushtis worldwide). And this scenario is made even worse since proxies are allowed (in voting and in the quorum). This is not unacceptable, especially since very substantial matters such as Constitutional Amendments and Special Resolutions are passed by the General body. We must do whatever is necessary to ensure that the World Body is safeguarded against manipulation by a few. The above example shows that it is not.

5.1 *"The International Board takes decisions mainly on administrative matters."*

- (a) WZO Accounts, appointing the Advisory Group and other matters, are not purely administrative. If we are to retain these issues within purview of IB, we must ensure properly representative and proportionate voting.

5.2 *"Voting at all Special General Meetings, we cannot accede to some FEZANA members' suggestion to raise this percentage from 75% to 80%".*

- (a) To me, 75% majority is acceptable. However, the question in my mind is why would UK law will not allow operation of consensual bodies, operating with full consensus.

6 *" .. the appointment of a Secretary General be dealt with by the International Board . The International Board has authority under Clause 43 of the Articles of Association to make its own rules and procedures for their management etc." . "It can also be left to the International Board to give what powers it wishes to the Secretary General ."*

- (a) Hereby we are giving more and more powers to the IB, which is claimed to be purely for administrative and information exchange purposes.

7 6.3 *" the Secretariat needed cost will have to be met from income generated by WZO 2001, mainly through subscription fees and donations for the general fund (administration and other expenses). The possible cost of a Secretariat will be at least about £25,000 per annum. The COI is to finance 65% of these costs, with the balance 35% coming from the COF .."*

- (a) What is the rationale for WZO Limited not having to share in the cost of the Secretariat?
 (b) The high cost of the Secretariat is necessitated mostly for the COI. E.g. for mailings to all individual members, administering elections involving thousands of Individual Members, collecting membership fees for individual members, tracking paid up status of all its Individual members, meeting notices to all Ind. Members, etc. etc. etc. Administration costs for the COF are minimal, since all mailings, communications, membership racking, etc involves only few (less than 10) regions/federations/associations/ reps. Hence, this cost will be a great burden to the Member Federations/Associations. Maybe the COI and COF can have their own Secretariats, or if there is some merit in sharing a Secretariat, the costs should be apportioned in larger measure to the COI and WZO Limited.

8 7 *"Religious and Advisory Group: ." .. "As discussed at the NY meeting specific words could be inserted in the constitution that the world body will not deal with matters of religious doctrine and rituals."*

- (a) Agree to elimination of Advisory Group.
 (b) A religious component must be embedded in the objectives of the Representative Branch (COF). COF is not to be viewed as a purely secular body, it must have a religious component. In US terms, it should be viewed to be a "Religious, Not-for-Profit Organization" We cannot divorce the religious component.

9 8 *" the definition of a "Zarathushti" proposed by any region as a candidate for election to either Council be left to the region proposing that person ."*

- (a) Agree. On the COF side, it is up to each Federation/Assoc. to define who they send as reps. On the COI side, we have to provide a filter such as "each individual member must be proposed by his/her local assoc).
 (b) The issue of non-Zarathushti spouses as Individual Members, is not clear.

9.1 *"Voting on COI . voting by Individual Members world-wide for electing representatives ."*

- (a) Regional Reps should be elected within the Region, and not by Ind. Members worldwide. It makes for better workability and accountability.

9.2 *"Proxy Voting . we are prepared to recommend to the WZO board and members to agree to ballot voting."*

- (a) Proxy voting should be eliminated at all levels - COI, IB and General Body.

10.2 *"We saw no difficulty in co-ordination of activities of Chapters of the COI with local associations. ." . "But this is not something that can be incorporated in a draft constitution".*

- (a) How the Chapters and Trusts will function, needs to be expanded in the Charter. Currently the charter just has one line about operating " .through its Chapters and Trusts." This needs to be clarified.

10.3 Another FEZANA members' concern was, that decisions affecting a region should be made locally. We agreed that it should indeed be so, and pointed out that Clause 10 of the Articles of Association quite categorically states that nothing in the constitution shall impair "the administrative or religious autonomy of Federations, Associations, anjumans and individuals who become members of the WZO"

SOME ISSUES NOT YET ADDRESSED:

1. Non-Zarathushti spouse memberships (I suggest "family membership")
2. Transition Plan - the logistics of transitioning from the current WZO to the two new WZO's (transfer of assets, memberships, current Assoc. memberships?)
3. Workability and viability.
4. Review of Objectives. Scrubbing of overlapping objectives.
5. Buy-in from other Regions.
6. Ties with other Global Orgs, such as World Chamber of Commerce, etc.
7. Safeguards against manipulation.

SUMMARY

CHARACTERISTICS OF IDEAL WORLD BODY

PREAMBLE

The WG studied the models of several communities. They talked about the US (Senate/House) and UK (Lords/Commons) models. After this the WG decided to identify the criteria of an Ideal World Body for our Zarathushti community. These criteria were used to identify the goodness embodied in all models proposed for the World Body. Details are provided in Appendix H of the WG Phase One Report.

IDEAL CHARACTERISTICS FOR A WORLD BODY

PRINCIPLES

It should be able to respond to the needs of the community without prejudice.
It should promote understanding, tolerance, goodwill and harmony amongst the community.
It should be established for the good of all the segments of society it represents.
Its solidarity lies in the expansion of the “middle ground” while crowding out the extremes.
Its structure should be robust so that it can evolve, with proper deliberation, over time.

REPRESENTATION

It should represent the widest range of population throughout the world.
All members should feel they have a stake in the organization. No group should feel threatened or excluded on the basis of doctrinal differences.
It should be based on the principles of democracy, and egalitarianism.
Encumbrances of bureaucracy should be put aside in the interest of swift reactions to urgent responses.
All majority and minority views should be welcomed and addressed in an equitable manner

ORGANIZATION

There must be “checks and balances” to allay the fears of those whose dormant views are to be addressed without repercussions.
There should be proportionate representation at all levels and simplicity of administrative structure.
The organization should serve the needs of diverse interest groups – individuals, federations, young, not so young, old, disabled, etc...
The organization must not just tolerate and accommodate, but it must thrive in an environment of diversity of thoughts, beliefs, cultures, etc...
The organization should have a structure and agenda that would evolve with time and situations without endangering the community.

LAWS & TAX EXEMPTION

It should be established according the laws of the land.
The constitution and by-laws should be clear and precise leaving no room for unethical circumventing or misinterpretation.
The organization must have a “tax exempt” standing, whether it is based on a religious, cultural, educational, charitable or any “tax exempt” status.
The donors for charities should have the right to take tax deductions.
All Federations should have a “not for profit” status to qualify for membership in the World Body.

FEASIBILITY & WORKABILITY

The model is easy to implement at the start.
The model is workable once implemented.
The model is economic in terms of \$ resources to implement and continue to operate.
The model is economic in terms of infrastructure to implement and continue to operate.
The model is easy to modify to reflect the changing needs of the future.

SUMMARY
A TWO CHAMBER MODEL FOR THE WORLD BODY
DECEMBER 9, 2001. REVISED FEBRUARY 9, 2002.

PREAMBLE

Our goal in this document is to get buy-in for the Principles and Structure for the Two Chamber Model. Accordingly, we have systematically put forward the Principles and Structure for Two Chamber Model for the Zarathushti World Body.

The metaphor for the Two Chamber Model is that of a husband and wife in an ideal marriage.

Imagine an ideal Zarathushti married couple that is intent upon pursuing a Zarathushti way of life in a contemporary world.

In an ideal Zarathushti marriage there is a partnership that is anchored in trust, respect, truth and love, where both spouses bear equal and shared responsibility for undertaking activities that make it possible for them to pursue a Zarathushti way of life.

Let us recognize that there are Z activities that the couple has to deal with to pursue their goal of living a Zarathushti life. Assume that the Z activities can be partitioned into Activity X and Activity Y. Let us say Activity X is the primary responsibility of Spouse A and Activity Y is the primary responsibility of Spouse B. In an ideal marriage routine actions pertaining to X would be taken care of by Spouse A and routine actions pertaining to Y would be taken care of by Spouse B.

Now, Spouse A is confronted with a situation of sufficient magnitude to warrant a joint decision pertaining to an action pertaining to Activity X – in other words the agreement of Spouse B is required. Accordingly Spouse A informs Spouse B of the situation and proposes an action. Both discuss the proposed action put forward by Spouse A and take make decisions in accordance with their collective Wisdom.

In the Two Chamber Model, Chamber A is akin to Spouse A who bears the primary responsibility for Activities X and Chamber B is akin to Spouse B who bears the primary responsibility for Activities Y. The couple shares ownership of Activities X and Y. In a like manner Chamber A has primary ownership of Activities X and Chamber B has primary responsibility of Activities Y. As in the case of an ideal marriage the Two Chambers share ownership of Activities X and Y. Each Spouse provides a check and a balance in developing and implementing courses of action that facilitate the couple to pursue a Zarathushti way of life in a contemporary world. In a like manner each Chamber provides a check and a balance to courses of action aimed at making it possible for all in the World Zarathushti Anjuman to pursue Zarathushti ways of life in a contemporary world.

Two Chamber Model is akin to how an *ideal* Zarathushti husband and wife would operate to pursue a Zarathushti way of life. We could refer to it as the *Ideal Zarathushti Family Model*. ☺

We recognize that in this the Ghumazeshan Period the Zarathushti World is not perfect since there is conflict between the forces of good and evil. We recognize that people are not perfect.

To take into account human frailties we have embodied the Two Chamber Model with the following: organizational structure comprises of the following major components:

- Regions – from which all authority is derived.
- Two Chambers that propose, deliberate and then direct the Executive to implement certain actions.
- An Executive that upon notification of a course of action organizes its implementation.
- A Council of Elders whose primary role is to suggest processes to help bring to closure contentious issues.

Each component has its primary responsibility and a degree of independence. For it to dispense with its primary responsibility it needs the support of one or more of the other components that make up the structure. This in some ways is similar to the US in which there are three separate and equal branches of government, namely, the Executive, the Legislative and the Judiciary.

To take into account human frailties we also advocate the institutionalization of processes that are open to public scrutiny thereby making people accountable for their actions.

Focus Groups

The WG recognized that it was extremely important for the proposed World Body structure to embody the following characteristics (see Page 13):

The organization should serve the needs of diverse interest groups – individuals, federations, young, not so young, old, disabled, etc.

The organization must not just tolerate and accommodate, but it must thrive in an environment of diversity of thoughts, beliefs, cultures, etc.

How are the preceding two characteristics realized in the WG Two Chamber Model? Through Focus Groups.

Focus Groups already exist in the Zarathushti world.

1. Focus groups occur because people find a need that they wish to address.
2. Focus groups occur because people find that the existing order does not provide the service that they need.

Clearly, people working in successful Focus Groups are motivated and effective in what they do. Clearly, it is important that the World Body encourage these independent, self-organizing and self-governing Focus Groups to flourish and thereby add value to the Zarathushti community. It is also clear that it is important for the success of the World Body to tap into these independent, entrepreneurial people who have organized themselves into these Focus Groups. Accordingly, in the WG Two Chamber Model we have provided a formal means for the Focus Groups to add value to the World Body. In our opinion, without the involvement of the Focus Groups in World Body activities little will be accomplished.

1 TWO CHAMBER MODEL - COMPONENTS

The Two Chamber Model consists of the following:

- 1 **World Zarathushti Anjuman.** This is the electorate.
- 2 **Two Chambers.** They propose policies and projects in the form of bills. Only bills that have the approval of both Chambers are sent to the Executive for implementation. Disagreements are resolved by a **Conference Committee.**
- 3 **An Executive.** This has the power to implement policies passed by the two Chambers or act based on standing orders of the Two Chambers.
- 4 **Focus Groups.** These are entities that may be invited by the Executive to implement projects that have been duly approved. Focus Groups have three opportunities to interact with the World Body:
 - They can function in an advisory / pro-active capacity to the Two Chambers.
 - They can volunteer to the Executive to undertake projects that have been duly approved.
 - They may be invited by the Executive to undertake projects that have been duly approved.
 The Focus Groups are free to function as they choose. They are crucial for the success of the World Body.
- 5 **Council of Elders.** These are akin to Trustees but are not elected for life.

<p>Comments</p>	<p>CHAMBER A (THREE DELEGATES FROM EACH REGION)</p> <ul style="list-style-type: none"> • Two Delegates to represent interest of Federations/Associations within each Region • One Delegate to represent individuals within each Region. <p>CHAMBER B (THREE DELEGATES FROM EACH REGION)</p> <ul style="list-style-type: none"> • Two Delegates to represent interest of Federations/Associations within each Region • One Delegate to represent individuals within each Region <p>Both Chambers are equal in terms of power , stature and function. They are differentiated by their Primary and Secondary functions. For any action to be taken both Chambers must agree. The operation of the Two Chambers must embody checks and balances.</p> <p>Each Chamber from within its ranks elects its own</p> <ul style="list-style-type: none"> • Coordinator • Vice Coordinator • Liaison / Secretary
<p>TWO CHAMBER – CONFERENCE COMMITTEE</p>	<p><i>To get convergence on a "Bill" (proposed action) so that it is acceptable to both Chambers.</i></p> <p>For any action to be taken by the Executive Committee both Chambers must agree. In case of disagreement the issue is taken to a Conference Committee comprising of equal number of delegates from each Chamber. The Conference Committee is chaired by the Chamber Liaison from the Executive.</p>
<p>COUNCIL OF ELDERS</p>	<p><i>This Council acts like the Trustees of any organization. They embody the collective Wisdom of the Zarathushti community. Role primarily advisory.</i></p> <p>Representation: One per Region. Term: One six year term with a third rotating off every two years.</p>
<p>VOTES PER DELEGATE / MEMBER</p>	<p><i>The principle of one vote per delegate is adhered to in all voting matters</i></p> <p>Delegate in either council: One vote. Delegate to Conference Committee: One vote. Member of Executive: One vote. Member, Council of Elders: One vote.</p> <p>No proxy vote.</p>
<p>BILLS (PROPOSED ACTIONS)</p>	<p><i>How are the interests of the Regions with the larger populations be protected by "domination" of Regions with lesser populations? and vice-versa?</i></p> <p><i>Ordinary Bill: Simple majority in each Chamber</i></p>

	<p><i>Extraordinary Bill: 2/3 rounded up to the next higher integer in each Chamber.</i></p> <p><i>Veto: If any Region feels that its interests are being threatened then it may approach the Council of Elders for their opinion. The opinion of the Council of Elders will be final.</i></p> <p>Telecommunication technology to be used for voting purposes.</p>
<p>PASSAGE OF BILLS / PROPOSED ACTIONS TO EXECUTIVE FOR IMPLEMENTATION</p>	<p>Chamber A Proposes and passes Bill "L"</p> <p>Chamber B Modifies and passes Bill "LM"</p> <p>Chamber A Agrees to Bill "LM"</p> <p>Bill is sent to Executive for Implementation.</p> <hr/> <p>If Chamber A does not agree to Bill "LM" then the Bill goes to a Conference Committee. Bill agreed to by Conference Committee goes to Executive for implementation. If no agreement then the Bill dies.</p>
<p>FOCUS GROUPS</p>	<p><i>We recognize and encourage a plurality of groups working to grow our Zarathushti community around the world.</i></p> <p>Focus Groups have three opportunities to interact with the World Body:</p> <ul style="list-style-type: none"> • They can function in an advisory / pro-active capacity to the Two Chambers. • They can volunteer to the Executive to undertake projects that have been duly approved. • They may be invited by the Executive to undertake projects that have been duly approved.
<p>HEADQUARTERS</p>	<p>Proposals to be solicited from Regions. Decision to be based on effectiveness and cost.</p>

SUMMARY
POINTS OF COMMONALITY BETWEEN MODELS
THE WZO MODEL, THE WCZF MODEL & THE WG TWO CHAMBER MODEL

PREAMBLE

The proposed WG Two Chamber Model embodies that which is best from all the models considered. Through embodying characteristics of other models it gains a stature of its own.

COMMONALITY BETWEEN THE WZO MODEL AND THE TWO CHAMBER MODEL

The WG Two Chamber Model could be viewed as an evolved WZO Model:

1. *Two Chambers:* The COI and COF from the proposed WZO Model have morphed into Two Chambers in the WG Two Chamber model.
2. *Individuals and Federations:* Individuals and Federations are both represented in the WG Two Chamber Model.
3. *One World Body:* For the WZO model to work it was necessary that the COI and COF be *independent* of each other to get each of their missions accomplished thereby in essence negating the notion of One World Body. The independence of the two councils in the WZO model has been replaced by the need for collaboration between the Two Chambers to get their mission accomplished thereby bringing to reality the notion of One World Body.
4. *Checks and balances:* The notion of checks and balances is core to the success of any World Body. The framers of the WZO model have wrestled with the issue of providing checks and balances. Checks and balances in the proposed WZO model were to be implemented by giving delegates from different regions and constituencies different number of votes. This method of ensuring checks and balances has been severely criticized by various constituencies (see later). The notion of checks and balances has morphed from the proposed WZO model into the WG Two Chamber Model through the creation of Two Chambers that are identical in terms of representation but different in terms of function and procedures to bring about convergence. For details see Appendix G.
5. *Executive Board:* The innocuous International Board of the proposed WZO model has been morphed into the Executive Board with specific powers in the WG Two Chamber Model.

We stress that although there are similarities between the proposed WZO Model and the WG Two Chamber Model the latter is based on a different set of principles that obviate the limitations of the proposed WZO Model.

COMMONALITY BETWEEN THE WCZF MODEL AND THE TWO CHAMBER MODEL

The principal advantage of the WCZF model as presented in the WG Phase One Report is its openness, that is, details are to be worked out over time. In effect, the WG Two Chamber Model could be viewed as one manifestation of the WCZF model a number of years from now.

The WCZF Model has evolved since it was first introduced by Rohinton in June 1997. In its present form it involves establishing the WCZF and then establishing a World Zarathushti Alliance, that is, working relationships with other World Bodies such as the World Zoroastrian Chamber of Commerce, the World Zoroastrian Organization and the like. In other words, a two step process is envisaged.

In its present form, the working structure of the WCZF and representation have not been defined. Both are envisaged to evolve as time progresses. Herein lies the principal difference between the WCZF Model and the WG Two Chamber Model.

The commonality between the two models as presented in the WG Phase One Report are as follows:

1. The WG Two Chamber Model like the WCZF concept is flexible in that it can accommodate different forms of representation (all Federations, all individuals, a mix of individuals and federations, etc.).
2. The WG Two Chamber Model like the WCZF can accommodate other "World Bodies" as envisaged in the WCZF Model.