

TO **FEZANA Executive**
FEZANA Member Associations

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: Interim Report

DATE September 3, 2002

PREAMBLE

A summary of our the WG activities is included in this Interim Report **(Pages 1 through 4)**. In this Interim Report we focus on issues pertaining to WZO. In the **Appendix** we have documented all the correspondence that we have received; this has been done in its entirety and without comment. For those who are interested in getting an in-depth understanding of what has transpired we urge you to read the correspondence contained in this Appendix.

SUMMARY OF WG ACTIVITIES - JUNE TO AUGUST 2002

In accordance with the mandate given to us at the FEZANA AGM in Montreal, we on the WG have been diligently working towards refining the various models presented earlier. During this period our primary activities have focused on dealing with the WZO and its latest Charter WZO 2001 Ltd. Enumerated below is a summary of we have done to date with special emphasis on our activities related to the WZO:

1. June 23, 2002: Firdosh Mehta and members of the FEZANA World Body Working Group worked out a strategy for working as a team to bring about convergence wrt the World Body. Action Items: Firdosh to communicate to WZO that communication from WZO must be sent to both Firdosh and Khorshed. Direct communication of WZO with FEZANA Member Associations is not acceptable. **(See Item 1, Pages 5 and 6)**
2. On July 12, 2002, Farrokh briefed members of the ZTFE Board in London (as per guidelines given to him by the WG). Dorab Mistry the President of ZTFE sent a very positive report and indicated his intention to set up a ZTFE Working Group in a manner similar to the FEZANA World Body working Group. **(See Item 2, Page 7)**
2. On July 12,2002, the WG finalized a list of queries which was sent to WZO officers for clarification and comment. In our cover email we informed the WZO about the details of the mandate that we had received from the FEZANA Member Associations. One of the primary clauses being that the WG was NOT empowered to negotiate with any entity. We structured our request as follows: We recorded our understanding of what is proposed, offered a commentary and then sought clarification that would aid our analysis and possibly result in convergence. **(See Item 3, Pages 8 through 17)**
3. On July 25, 2002, we received from WZO a revised draft of the new constitution (WZO 2001 Ltd.). This charter is included in full in this document **(See Item 4, Pages 18 through 42)**.

In the cover letter the WG was informed that the WZO planned to have the Charter for the WZO2001 Ltd. discussed at the International Board Meeting and if approved "we will start the ball rolling to incorporate it, to set up a new charity and to wind down the present WZO."

Rumi Sethna wrote, "We have on numerous occasions explained the various points that you have raised in your clarification dated 9 July 2002. I would suggest that the working group study again our revised constitution which should answer most of your concerns and then if there are any clarifications I would like you and whoever you bring with you to be my guests in the UK and we can discuss this over a week end." The WG studied the WZO 2001, Ltd. charter. This study resulted in more questions being raised than answered. Accordingly the WG requested a second set of clarifications; **see Point 9**.

4. On July 30, 2002, we acknowledged receipt of a letter from Mr. Mino Shroff faxed to Framroze Patel. We also acknowledged receipt of a letter dated March 2002, from Mr. Keki Gandhi, which we had previously received. Both these letters were sent as "Personal Communications" to Framroze Patel. We have decided not to include them in this Interim Report until we ascertain the intent with which they communicated with Framroze. Aside: The WG has decided that ALL formal communication that it receives will be treated as communication in the Public Domain and open for the community to see.
5. On August 6, 2002, the WG acknowledged the receipt of the WZO 2001 Ltd. Charter. We foreshadowed, after our preliminary study, that the WG would be requesting additional clarifications from WZO. We also raised our concern re: a unilateral decision that WZO is contemplating in September re: the new Charter. Refer to - Where Are We Now, further down the letter. We re-iterated to WZO that we were not mandated to negotiate with them, but to provide an analysis for the membership to arrive at a rational decision. Accordingly, the WG was unable to accept his invitation to meet with WZO officials in London to discuss / negotiate issues pertaining to WZO 2001 Ltd. The WG committed to respond to WZO on the revised draft by August 15, 2002. **(See Item 5, Pages 43 and 44)**
6. On August 6, 2002, Farrokh was in Singapore and as per the request of the WG on August 6, 2002 he briefed Rusi Ghadialy in short telephone conversation. Rusi indicated his intention to communicate with Dinshaw Tamboly.
7. On August 9, 2002, Farrokh was tasked (by the WG) to brief Keki Gandhi (FPZAI) and Trustees of the BP. Keki Gandhi was unable to attend in person. The WG received two encouraging emails dated August 9 and 16, 2002) from Dinshaw Tamboly. Dinshaw is a Trustee of the BPP and a member of the International Board of the WZO. Dinshaw requested that Rumi Sethna send him the WG Request for Clarification and also suggested that the WZO establish a Working Group similar to that established by FEZANA. Dinshaw, on August 16, 2002 shared with the WG his perceptions of the issues that divide various entities (e.g., WZO and ZTFE in the UK, BPP and WZO in India, etc.). This analysis is cogent to the path that has been outlined by Rumi Sethna for WZO post the WZO International Board Meeting. **(See Items 6A and 6B, Pages 45 through 49)**

On August 19, 2002 the WG acknowledged and responded to two emails (August 9 and 16, 2002) from Dinshaw Tamboly of WZO (India). In our email, we responded with encouragement to both suggestions made by Dinshaw, namely, his recommendation that WZO and others establish Working Groups along the lines of FEZANA and that these WG's, after careful study, communicate with each other. Aside: In an earlier email Dorab Mistry of ZTFE (London) had also indicated his interest in setting up a Working Group along the lines of the FEZANA Working Group. **(See Item 6C, Pages 50 and 51)**

8. On August 12, 2002, we received a letter from Rumi Sethna politely declining to respond to the Clarifications we sought in our email dated July 12, 2002. Instead he proposed again that he WG meet with the WZO in London:

"If despite that, certain WG members still have some 14 pages of queries to fulfill their mandate, may I repeat my offer to host you and any of them at my house at your early convenience, where we can clarify all queries face to face to your heart's content. Khorshed, don't you think that this futile exchange of repetitive communications must thus be ended - once and for all?" **(See Item 7A, Pages 52 through 55)**

On August 21, 2002 the WG responded to Rumi Sethna requesting him again to respond to our clarifications. We also cautioned him with regard to the path he had set out for the WZO post WZO International Board Meeting.

"Yes, you have visited several countries. Yes, you have invested time and effort in promoting WZO. This is certainly to your credit. If as result of your travels there was convergence and no opposition to what you propose then the WG would be in error in cautioning you against taking a unilateral decision to register WZO 2001 Ltd. This, however, is not the case.

There are at least two competing models on the table. There is movement towards this proverbial table:

- ZTFE, in July 2002, has indicated its desire to establish a WG of its own.
- Dinshaw Tamboly in August 2002 suggested the creation of WGs similar in form and function to the FEZANA WG.

Clearly, there now seems to be movement of various parties to sit around the table to discuss the issues systematically. If WZO walks away at this juncture and registers WZO 2001 Ltd, it will, in our opinion, be a 'unilateral decision' that will put an end to dialog and will precipitate a similar action on the part of others."

(See Item 7B, Pages 53 and 55)

9. The WG completed studying the Charter of WZO 2001 Ltd. that we received from Rumi Sethna on July 25, 2002 and sought additional clarifications of this new charter on August 20, 2002. **(See Item 8, Page 56 through 60).**
10. On August 27, 2002 WZO sent a letter to all FEZANA Member Associations, FEZANA officers, along with specific individuals a letter and the WZO 2001 Ltd Charter. This is indeed regrettable; see Point 1.
11. On August 30, 2002, the WG received another letter from Rumi declining to document any responses to the queries previously presented. Once again an offer was made to sit at the negotiating table. **(See Item 9, Pages 61 and 62)**

Rumi Sethna in this letter states:

"But are these any reasons for your emails to reveal so much bias against the idea of FEZANA joining a restructured WZO? Any objective FEZANA member will easily recognise it from the legalistic and inquisitorial tone of WG's queries, which friendly expressions of Navroz and Khordad Sal greetings can barely disguise? Was it also necessary to limit your understanding to the few documents mentioned in your emails, and ignore the many written communications circulated world-wide for some years explaining WZO's restructuring principles and details, and the innumerable verbal explanations given at length in meetings since 1997 to FEZANA representatives, including with three members of the WG and past FEZANA Presidents?"

The WG was mandated by the FEZANA Member Associations to develop all models that were put before it. Accordingly, the WG is not in a position at this time to recommend whether FEZANA should or should not join the restructured WZO.

The WG has analyzed all the documents made available to it since May 2001. The latest document put out by the WZO is labeled WZO2001 Ltd. This document should embody the latest thinking of the restructured WZO.

The WG, in its communication with the WZO, has indicated the documents that it has studied. The WG has invited WZO to send it additional material if the WZO feels that something has been omitted. Firdosh Mehta has sent an email to WZO and ALL other interested parties to send him material pertaining to the World Body issue post January 2001. The WG is open to looking at additional documentation from WZO or any other source.

WG is currently drafting a reply to Rumi Sethna's letter. The WG will restate that it's mandate is to gather information, analyze the information and make a presentation to the FEZANA Member Associations. It is the elected representatives of the FEZANA Member Associations are can empower the FEZANA Executive to negotiate closure on this issue. The WG will again clarify that its inability to negotiate with the WZO since that is contrary to it's mandate. The WG intends to preserve the open and transparent manner in which the Zarathushthi Community will arrive at a rational conclusion. Accordingly, the WG will document all it's communication, and make it available to anyone for review.

WHERE ARE WE NOW?

12. We were informed by Rumi Sethna in his letter dated July 25, 2002 that he plans on discussing the charter at the meeting of the WZO International Board in September 2002 and then, if approved, proceed to register the entity. This unilateral action, in our opinion, is not in the best long-term interests of the world Zarathushthi community. Clearly, such unilateral action will free others to take similar unilateral actions which will result in multiple

competing entities. We urged Rumi and his colleagues, in the strongest possible terms, to reconsider their proposed action. At present it seems to us that Rumi will not revisit his earlier decision to pursue the plans outlined in his letter of July 25, 2002.

CLOSING

In closing Firdosh Mehta (as President of FEZANA) has been copied on all the communications listed above. We intend to keep you the membership posted on our activities by providing you a synopsis of our activities periodically.

We were made aware by Firdosh about communication he has initiated with WZO in his *personal* capacity. We were also copied on WZO response to his written communications. This is a direct communication between Firdosh and WZO, not involving the WG and hence it is not included in this Interim Report.

We would be grateful if you forwarded this FEZANA WG Interim Report to members of our Zarathushti Community.

We look forward to hearing from you. Please feel free to direct your comments to both Khorshed Jungalwala and Firdosh Mehta.

CORRESPONDENCE SUMMARY

ITEM 1 – STRATEGY FOR WORKING TOGETHER

Sent: Sunday, June 23, 2002 1:11 PM

Subject: WG - Notes Conference Call June 23, 2002

Conferees: Sarosh Collector, Khorshed Jungalwala, Firdosh Mehta, Farrokh Mistree, Gev Nentin, Rohinton Rivetna. [Gev and Rohinton had to leave before the end.]

1. FEZANA Session at Congress:

- Informational.
- Handle questions so as to avoid debate.
- Outline and modifications to plan sent by Firdosh to WG appended below.

2. COMMUNICATION BETWEEN FEZANA EXECUTIVE and WG

- Principle ... share all information in the spirit that sharing will help move the process towards convergence and subject to common sense to protect the anonymity of people.
- Principal points of contact for information exchange between FEZANA Executive and WG:
Firdosh Mehta - FEZANA Executive.
Khorshed Jungalwala - FEZANA WG.

WG - The aim in the preceding is to have one formal channel for formal communication; it does not preclude conversations between WG Members and Firdosh.

As in the past, all formal communication from the WG to FEZANA Member Associations and other interested parties to be sent to Firdosh. Firdosh to organize transmittal of all material. WG will not be copying material sent to Firdosh to other members of the FEZANA Executive.

A record of important conversations with principals from other constituencies to be recorded to the extent possible.

3. FIRDOSH's COMMUNICATION WITH RUMI SETHNA June 22, 2002 - MAJOR POINTS

Firdosh is conduit of information to the WG; he is not promoting the views brought to his attention by Rumi Sethna:

- **WRT Phase 2 Report ...** Firdosh's comments to WG.
WZO confused. Concerned that WG is an advocacy group. See Page 5 Para 2 of Phase Two Report. WRT non-communication with WZO confusing statements in Phase 2 Report. WRT Two Councils in new WZO ... this was in response to the needs of North America.

Firdosh: Reemphasized WG position of non-advocacy ... referred to other statements made by WG at AGM, etc. Responded that WZO had come up with the new Two Council model; not FEZANA.

Dialog ... Firdosh had explained voting formula to Member Associations at AGM. Rumi open to further discussion ... suggested open to accepting 60:40 formula for approval of resolutions. Firdosh ... WG is here to stay ... cannot undo history ... Firdosh will work with WG as per mandate. Rumi ... Indian Federation will never join restructured WZO. WZO cannot allow any veto powers to any constituency ... ZTFE will say yes to any non-WZO model ... WZO will NOT be a focus group in any model.

Future: WZO will send FEZANA a new revised proposal in early July 2002. FEZANA WG will have until mid-August to respond. Full board of WZO will meet on September 27, 28, 29, 2002. Plan is to get the board to ratify new body and register it in October-November 2002.

- WRT membership of a FEZANA Member Association being a member of both WZO and FEZANA. In the new WZO FEZANA Member Associations will only be eligible to be members of the individual council.

- WRT Dinshaw Tamboly ... Tamboly is not an office bearer of WZO. WG: Pointed out that he is one of the 35 members of the WZO International Advisory Board.
- WRT WZO directly sending its May 14, 2002 letter to all in North America ... it was sent to Framroze ... it was not distributed to FEZANA Members ... WZO asked Firdosh ... Firdosh indicated that he had to check it out before he could send it ... WZO decided to go it alone so as not to put Firdosh in a tight spot.

2 ACTION ITEM

Firdosh to communicate to WZO that communication from WZO must be sent to both Firdosh and Khorshed. Direct communication of WZO with FEZANA Member Associations is not acceptable.

ITEM 2 – EMAIL FROM DORAB MISTRY – PRESIDENT OF ZTFE

From: "D. E. Mistry" <godrej@globalnet.co.uk>
To: <kayj@ziplink.net>
Cc: <firdosh.mehta@primus.ca>
Sent: Monday, July 15, 2002 5:58 PM
Subject: WG Briefing to ZTFE in London

15-7-2002

Dear Khorshed and Firdosh

On Friday 12th July we met Farrokh Mistry at Zoroastrian House for a briefing on recent developments with regard to the FEZANA Working Group on the establishment of a World Body.

At the outset, may I extend to you Firdosh our congratulations and our best wishes for a very successful tenure as President of FEZANA.

On behalf of the Trustees and the Managing Committee of the ZTFE may I also convey our deep appreciation of the fact that we are being kept in the picture on this most important matter. ZTFE has been in the vanguard of efforts to form a world body since the early eighties. In recent years, we have been part of frequent consultations. We have always resisted the temptation of going it alone or acting in haste in order that we may ALL realise our common shared objective of one representative world body.

The meeting with Farrokh Mistry was attended by two out of our three Trustees and 2 past Presidents in addition to myself and some of our Committee who are actively interested in this matter.

We are impressed by the thoroughness of the WG's approach. At ZTFE we too are actively considering the establishment of a WG which can complement the work of the FEZANA WG and give independent advice to the ZTFE Committee.

We are committed to working with FEZANA, FPZAI, WZO and all other interested parties to finding a workable format for the world body.

Best regards and many thanks once again for keeping us in the loop

Dorab Mistry.

ITEM 3A – EMAIL TO RUMI SETHNA & RUSTOM DUBASH**From:** KHORSHED JUNGALWALA**To:** RUMI SETHNA ; Rumi Sethna ; Rustam Dubash**Cc:** Firdosh Mehta ; ROHINTON RIVETNA ; FARROKH MISTREE ; Farrokh Mistree ; saroshjc@aol.com ; Sarosh Collector ; gev.Nentin@chase.com ; Gev Nentin**Sent:** Friday, July 12, 2002 10:24 PM**Subject:** WG Resolution-Mandate & Clarifications 7.12.02

Dear Rumi and Rustam,

The Fezana appointed World Body Working Group has studied the following:

- The letter from Chair of WZO Rumi Sethna to Past President Framroze Patel dated May 14, 2002
- The Charter of the Restructured WZO 2001.

We hereby request clarifications regarding the above mentioned 2 items so that we may proceed as per the mandate given to us. (The request for clarifications is in the 'attachment'). [**See Item 3B**]

The WG & Firdosh Mehta will be highly appreciative if your response reaches us by August 10.

The Fezana appointed World Body Working Group received a mandate from the Members Associations at the FEZANA Annual General Meeting held in Montreal, Canada, May 25-26, 2002 with the passing of the Resolution mentioned below.

RESOLUTION - PASSED AT THE FEZANA AGM, May 25, 2002

The Working Group is mandated to continue in its investigation and proceed to Phase Three, (as presented in Phase Two Report) with a clear direction:

1. Not to negotiate a conclusion.
2. Be responsible to the Executive of FEZANA.
3. Pay special attention to bringing to a conclusion the "deal breaker" list of WZO and report back to the Executive and the Board of FEZANA within 90 days and periodically report every 60days thereafter. (Proposed by ZAQ, Seconded by ZARM, passed unanimously)
All directives come from Executive of FEZANA which provides them (WG) the freedom of providing the final report.
(This addendum proposed by ZARM, seconded by ZSO, passed 12 to 1.)

PHASE THREE MANDATE (PRESENTED IN PHASE TWO REPORT)**Recommendations**

On analyzing the submissions received it appears that there was a little but an important need for Clarification. Many of the submissions embodied advocacy of a particular model and a criticism of one of the other models.

It is our considered opinion that 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. No model is perfect & all have both strengths and limitations. In our opinion, all four models will benefit from further development.

With this as background the WG recommends:

1. The Clarification Phase be declared successful and closed.
2. The WG move into Phase Three, namely, the Modification Phase of its deliberations.
2A The WG be empowered to invite all parties:
to formally propose changes and modifications to all four models identified in the WG Phase One Report, & to propose new models.

2B The WG analyze and report dispassionately on the outcome of its deliberations to the FEZANA Member Associations and interested constituencies.

3. The following strictures from the mandate for the Clarification Phase stand:

3A Briefings for FEZANA Member Associations be given under the following parameters:

- WG members make no representations or commitments on behalf of FEZANA or the Working Group in their capacity as a FEZANA representative or in their individual capacity.
- WG Members do not speculate about the outcome of future deliberations within FEZANA.
- WG Members make no representations to the press. The FEZANA President will make announcement to the press when he/she feels the time is right.

3B The WG's principal constituency remains the FEZANA Executive and the FEZANA Member Associations that the WG is expected to brief. The WG will also be responsive to other interested constituencies from around the world.

=====

Warmest regards,
Khorshed F. Jungalwala
Chair, Fezana World Body Working Group

ITEM 3B – ATTACHMENT TO EMAIL TO RUMI SETHNA & RUSTOM DUBASH DATED JULY 12, 2002**TO** Rumi Sethna, President WZO**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 Request for Clarification on WZO2001**DATE** July 9, 2002**PREAMBLE**

We recognize and commend the WZO for their patience and their efforts at reaching convergence on the World Body issue.

Our intent in this document is to seek clarifications based on the material we have in our possession and studied.

In addition to the clarifications we are open to receiving additional information that is pertinent to help us in our analysis.

Some of the questions that we pose apply to all the models under consideration. Some are particular to WZO. Please feel free to seek clarifications to our questions if necessary.

Please ensure that your response is sent to BOTH Firdosh Mehta and Khorshed Jungalwala.

The WG recognizes that responding to this set of questions will involve both time and effort. We trust that you will find the investment of effort worthwhile.

REFERENCES

Our analysis is based on the study of the following documents:

- “WZO Revised Final Draft – April 2000 draft (as amended in December 2000).
- Rumi Sethna’s response dated Dec 2000, to Clause by Clause comments from the Meeting of Regions in London in November 2000.
- Misc negotiations between FEZANA and WZO during 2000 and 2001.
- Notes of the New York meeting between WZO and FEZANA in April 2001
- Letter from Rumi Sethna, dated May 14, 2002 addressed to Framroze Patel, President of FEZANA..

UNDERSTANDING, COMMENTARY AND QUESTIONS FOR CLARIFICATION

In this section we record our understanding of what is proposed, offer a commentary and then seek clarification that will aid our analysis and possibly result in convergence.

1 What is “WZO 2001” and “WZO Foundation”?

Our understanding ... At the April 2001 meeting, Rumi informed us that the

- (a) The Restructured WZO (called, say **WZO 2001**) would be registered as a new not-for-profit company under the UK Companies Act, responsible for the economic and socio-political functions; and
- (b) The existing WZO charter would be modified to make it into the Charitable arm, (called, say **WZO Foundation**). It would be responsible for administering charity. The International Board (IB) of WZO

2001, i.e. 16 members of the COI and 16 members of COF would also become the 32 trustees of WZO Foundation.

Question 1.1: Is the preceding correct? If not please advise accordingly.

Question 1.2: Will WZO-Foundation be registered as a “charity”?

2 How is membership defined in WZO2001?

Our understanding ... membership in WZO 2001 comprises of:

- (a) Individual Members: Individuals each having one vote.
- (b) Federation Members: Federations (or Associations where Federations are not present) each having one vote per 500 persons in their constituency.

Question 2.1: Is the preceding correct? If not please advise accordingly.

Question 2.2: Assume that FEZANA joins WZO. Some FEZANA Associations that are already members of WZO. What is planned for them in WZO2001?

Question 2.3: Assume that FEZANA does not join WZO. What will be the status of those FEZANA Associations that are already members of WZO? Will WZO continue to try and recruit FEZANA Member Associations?

Question 2.4: What provision is made / to be made in the WZO Charter to motivate formation of Federations in Regions and for individuals to be join Associations?

3 Council of Individuals

Our understanding:

- The Council of Individuals (COI) is the “Welfare and Charity” arm, committed to serving the welfare and charity needs of the world community.
- It implements its objectives through WZO Chapters and Trusts in each Region.
- The COI has 16 Directors (India-4, Iran-2, NA-3, Europe-3, Australia-1, Pakistan-1, Far East-1, Africa-1).
- The COI Directors are elected by the Individual Members of WZO. One vote per Individual Member. Proxy voting is allowed. This has since May 2002, been changed to “Closed proxies”.

Question 3.1: Is the preceding correct? Do recipients of the charity also need to be constituents?
If not please advise accordingly.

Question 3.2: Directors for the COI could be elected from Regions or they could be voted on by Individual Members from around the world. Are we right in our understanding that a Director will be eligible to received votes from Individual Members from anywhere in the world?

Question 3.3: Is the quorum for COI meetings equal to 1/3 of its Directors?

Question 3.4: Are issues decided by simple majority in COI?

4 Council of Federations

Our understanding:

- The Council of Federations (COF) is the “Representative Arm” for policy and strategy decisions of global import and giving a democratic voice to Zarathushtis in internal and international forums.
- The COF has 16 Directors (2 each from 8 World Regions).
- Each Region has 1 vote per 500 population (India-100, Iran-100, NA-40, Europe-22, Austr-6, Pak-7, Far East-4, Africa-3). No proxies are allowed.

Question 4.1: Is the preceding correct? If not please advise accordingly.

Question 4.2: Directors for the COF could be elected from Regions or they could be nominated from Regions but voted on by Federations from around the world. Are we right in our understanding that a Director will be eligible to received votes only from the Region in which he/she stands?

Question 4.3: Is the quorum for COF meetings equal to 1/3 of the Directors or 1/3 of the total votes represented?

Question 4.4: Are issues decided by simple majority in COF?

5 International Board

Our understanding

- The International Board's (IB) purview includes information exchange between 2 Councils, WZO Accounts, elect/appoint Advisory Group (dropped in May 2002 communication), convene Special Meetings.
- IB is made up of the 16 Directors from COI plus 16 the Directors from COF.
- Quorum is 1/3rd of the 32 Directors.
- Voting is by 60% majority of the 32 directors?

Question 5.1: Is the preceding correct? If not please advise accordingly.

Question 5.2: Is proxy voting (open or closed) allowed on IB?

6 International Board

Our understanding

- The WZO General Body's purview includes
- In General Meetings: accounts, audits, reports of COI, COF & IB; and
- In Special Meetings: Constitutional Amendments and Special Resolutions.
- Closed proxy voting is allowed (May 2002 communication).
- Membership comprises of Directors (representing Individual Members) each with one vote; and Federation Directors (i.e., Federations or Associations where there is no Federation) with one vote per 500.
- Total Individual votes is normalized to total Federation votes; i.e., Individual members and Federation members have a 50-50 voice.
- For a Special Meeting, quorum is 500. 75% majority is needed to pass.
- For a General Meeting, quorum is 300, or 100 (for an adjourned mtg). Simple majority is needed to pass.

Question 6.1: Is the preceding correct? If not please advise accordingly.

Question 6.2: What is the rationale behind the establishment of the International Board?

7 Secretariat

Our understanding is that the Secretariat must be in London and its role is to assist both the Councils and the International Board.

Question 7.1: Is the preceding correct? If not please advise accordingly.

Question 7.2: Is WZO open to locating the Secretariat elsewhere?

8 Advisory Group

Our understanding is that an ADVISORY GROUP of 5 persons would be selected / elected for their wisdom and prudence to advise and offer recommendations. The "Council of Elders" type of body has now been dropped.

Question 8.1: Is the preceding correct? If not please advise accordingly.

Question 8.2: Will this group be selected? ... or elected?

Question 8.3: What are the criteria for wisdom and prudence?

Question 8.4: Will this group ONLY respond to questions posed by the IB? Or will this group be empowered to be pro-active in offering advice to the IB?

Question 8.5: Will Individual Members have access to this group? Will Federations have access to this group?

Question 8.6: What is the rationale and perceived utility of having this group?

9 Voting Structure at General Body Meetings

Our understanding is that at the WZO General Body Meetings:

- Individual/Association Members of WZO get 1 vote, and
- Federation Members of WZO get 1 vote per 500 persons.
- The total number of Individual votes is normalized to be equal to the total number of Federation votes.

Question 9.1: Is the preceding correct? If not please advise accordingly.

Question 9.2: Votes cast or total qualifying votes.

This is a request for clarification for votes taken at the AGM, COI, COF and IB: Is it 75% of “votes cast” or is it 75% of “total qualifying votes”?

Question 9.3: Are we right in observing that the Individual Members of the COI (a few thousands at most) have an equal, 50-50 voice with the whole population of the world?

Question 9.4: Can it be said that this parity of voting gives a disproportionately high voice to Individual Members? Please help us understand the underlying principles in your response.

Question 9.5: Three Scenarios

Scenario A: Consider the following scenario ... Let us say all the Federation Members are present at a Special Meeting of the WZO General Body, and have, collectively, 282 total votes.

- Since the quorum is 500, it means that only 218 Individual Members need to be present (in person or by Closed Proxy).
- The votes cast by the 218 Individual Members are normalized upwards to equal a total of 282 votes (or one may normalize the 282 votes downward to equate to the 218 Individual votes – the resulting proportion should be the same). This means that the 218 Individual Members have an equal voice and equal voting power as *all* the Federations of the world, representing over 200,000 population.

- a. Is the preceding correct?
- b. Is there a way to counteract this?

- Now let us assume that just one Individual Member is present but had gathered and brought 218 Closed Proxies with him to the Meeting. This scenario is mitigated by the fact that 75% majority is needed to pass. But even so, the fact stands that the Individual members representing just a few thousands, have an equal voice with the rest of the world.

- c. Is the preceding correct?
- d. Is there a way to counteract this?

Scenario B: Consider the following scenario ... Let us say that no Federation Members are present at the Annual General Body meeting. The quorum is fulfilled by 500 Individual Members in person or by Closed Proxy.

- e. How will the Individual and Federation votes be equated in this scenario?

Scenario C: Consider the following scenario ... Let us say only one Region (Africa, with 3 votes) is present at the Annual General body meeting. And 1000 Individual Members are there in person or by Closed Proxy.

- f. How will the Individual and Federation votes be equated in this scenario? Will the one Region's 3 votes be normalized upwards to equal the 1000 Individual votes?

The preceding scenarios may never happen, but our world body charter should be made robust enough to safeguard against any and all such eventualities. Especially since we're dealing with very substantive matters such as Special Resolutions and Constitutional Amendments.

10 A possible solution?

Some have argued that the imbalance (see Question 9) has to be corrected by ensuring that the voting power is proportional to the size of the number of Zarathushtis in that constituency. Others have suggested that the purview of the General Body be limited to very non-substantive matters; although this may not be permitted, as the General Body is considered to be the superior body in any jurisdiction. What is the opinion of the WZO on the preceding?

11 Voting on International Board – COI/COF Equity

International Board: The 16 directors from the COI representing WZO's individual membership, will have an equal voice with 16 members from the COF, representing a vastly larger global population. Resolutions will require 60% to pass.

Question 11.1: Is the preceding correct? If not please advise accordingly.

Question 11.2: Is the preceding equitable? Please explain your reasoning.

Question 12: Voting on International Board – Equity within COF

Each of the 8 Regions have two votes each. 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.

Question 12.1: Is the preceding correct? If not please advise accordingly.

Question 12.2: Is the preceding equitable? Please explain your reasoning.

13 A possible solution?

WRT Questions 11 and 12: Some have suggested that the votes on the IB be proportional to the the number of Zarathushtis in that constituency. Alternatively, the purview of the IB should be limited to coordination and administration only; this has been attempted, but not thoroughly. What is the opinion of the WZO on the preceding?

14 Regions

Eight Regions have been defined and the number of votes assigned in both the COI and COF are based on a formula that takes into account the number of people in each Region.

Question 14.1: Is the preceding correct? If not please advise accordingly.

Question 14.2: Does the WZO plan on revisiting the issue of both the definition of Regions and the votes assigned? Please provide the rationale for your decision.

Question 14.3: In future there is likely to be a need to revisit and redefine regions to accurately reflect the Zarathushti population. How will this be accomplished in the WZO Charter?

Question 14.4: It is entirely possible that a "new" Region will need to be admitted to WZO. What are the criteria for a new Region to be admitted to WZO? Under what conditions will a Region cease to be a Region as per the WZO Charter?

15 Membership Structure

Individuals (with one vote), Associations (with one vote) and Federations (with one vote per 500) can all become members of WZO with voting rights

Question 15.1: Is the preceding correct? If not please advise accordingly.

Question 15.2: Consider the following scenario.

- Say Mr. X is an Individual Member of WZO.
- Mr. X is also a member of his local Association, ZAGNY.
- And ZAGNY is a member of the Federation, FEZANA.
- If Mr. X, ZAGNY and FEZANA are all members of WZO, this means that Mr. X's voice is heard 3 times – as an Individual Member, again (albeit diluted) through ZAGNY, and a third time (albeit even further diluted), through FEZANA.

Question 15.2: It has been suggested that this results in an individual's voice being heard multiple times is inequitable. Is the preceding scenario possible? What is the likelihood of occurrence? Is this really a problem? Please amplify in your response.

16 Mike time at an AGM

At an Annual General Body meeting, Individual Members, Association Members and Federation Members would all come together discuss issues at par. Thus, an individual from, say, Udvada, would be granted equal opportunity to speak and discuss matters as the President of the Indian Federation, who is representing 60,000 Indian Zarathushtis and brings a vastly larger perspective and depth of knowledge of regional issues, to the meeting. Allowing various levels of members to speak and discuss at par could result in a non-productive meeting. In FEZANA meetings, individuals are welcome as observers and are even allowed to discuss; but not at par with the Association reps.

General Body meetings will in all probability be held in London, and it is to be expected that the Individual Members present will largely be from one region (UK). This may not be conducive to a balanced discussion on an issue of global import.

The General Body is the most supreme body of any organization, and maintaining proper hierarchy is essential for a meaningful and productive meeting.

Question 16.1: What By-Laws are contemplated by the WZO to ensure smooth working of the Annual General Meetings?

17 Logistics

In all now, there will be two bodies: WZO 2001 (a “company”) and WZO-Foundation (a “Charity”). WZO-2001 will comprise of 5 sub-bodies where voting takes place – the COI, COF, IB and the General Body; plus now, the fifth entity WZO-Foundation. This results in unnecessary complexity and overlap of objectives and purview. Further, there will be regional chapters and trusts registered within the regions. Besides effort and expense for the attendees, there would be an equally high toll on the Secretariat in planning and administering all these meetings every year. The following observations and questions are included to gain an appreciation of the cost-effectiveness of this model; similar questions will be posed for the other models under consideration.

Question 17.1: Logistics – Meetings for each sub-body

Observation: Annual meetings may have to run for 5-6 days, or directors may have to travel across the world multiple times a year to attend numerous world body meetings.

- a. The COI meeting (16 directors).
- b. The COF meeting (16 directors) (could possibly meet concurrently)
- c. The IB meeting (32 directors).
- d. The WZO Foundation Meeting (same 32 directors).
- e. The General Body Meeting (of all WZO members).

How will all the meetings of these various sub-bodies, each with different voting structures and procedures, be orchestrated?

Question 17.2: Logistics – Elections for each sub-body

Officers for the WZO Foundation, COI, COF, IB, etc. will need to be elected. The WG needs to analyze the timeline for election once steady state has been reached. The WG also needs to analyze the amount of time and money that

elections will entail. Is there a document in which the schedule and secretariat activities have been listed? Please provide whatever information / thoughts you have on this issue.

18 Objectives and purview of COI, COF and WZO Foundation

It appears that there is some overlap in Objectives of WZO as defined in Article 3 (n) through (q). In the December draft, objectives (a) through (g) fall under purview of COF; (h) through (m) fall under purview of COI; and (n) through (q) are shared between the COI and COF.

Question 18.1: With the formation of WZO 2001/WZO-Foundation, will the objectives of COI transfer to WZO-Foundation? What will be the objectives of COI and what will be the objectives of WZO-Foundation?

Question 18.2: There has been some discussion about whether the world body should deal with religious/doctrinal issues. What is the WZO position on this issue?

19 Proxy voting

The WZO charter allows voting by “Closed proxy” on the Council of Individuals and at WZO’s General Body meetings. Proxies are also allowed in establishing the quorum. In “Closed Proxies”, the individual votes as he wishes, on a pre-stated resolution and hands the proxy to any other person who is attending the meeting.

It has been suggested that allowing even Closed Proxies, leads to “canvassing” and lays us open to manipulation by a few or by one or another special-interest group. It has been suggested that all forms of proxy voting can be replaced with either:

- (a) Voting by mail ballot.
- or
- (b) Voting by Closed Proxy, where the proxy is sent by the voter to the Secretary or a designated “receiver”, with a due date prior to the meeting.

In matters as substantive as Elections, Constitutional Amendments and passing Special Resolutions, we cannot sacrifice integrity of voting at any cost.

Question 19.1: What is the WZO opinion on this suggestion?

20 Shared cost of secretariat

Observation: The cost of administering the Council of Federations (which deals directly with only 8 regional heads) is minimal. It would be pretty much the same as the cost of administering FEZANA, which is very minimal. By far the largest cost is for administering the Council of Individuals and WZO’s Individual members. Maintaining membership databases, collecting dues, sending out mailings, etc. to thousands of Individual members worldwide is extremely resource-intensive, in terms of cost and staff.

The WZO has currently proposed that the costs of the Secretariat will be shared 65% by COI and 35% by COF. If we assume an annual cost of \$100,000 for the Secretariat, the 8 regions would have to bear a burden of \$35,000 annually, and FEZANA’s share could potentially be about \$5,000.

Question 20.1: Is the preceding observation plausible? Please share your thoughts with us.

Question 20.2: The FEZANA share of \$5000 is more than what FEZANA receives in dues annually. How FEZANA justify payment of such high annual dues primarily to support administration of WZO’s Individual Membership?

21 Estimate of revenue for administration

Question 21.1: How does the existing WZO raise money for administration costs? How much is collected from membership dues? Please provide us with whatever information can wrt the following:

- Number of WZO Individual Members.
- Names of Association Members,
- Total dues collected from Individual members last year (in 2001).
- Total dues collected from Association Members last year (2001).

22 *Implications of Registering WZO2001 under the Companies Act instead of a Charity*

These are questions that will need to be answered by the WG in its recommendation to the FEZANA Member Associations. We realize that the WZO may not have answers to all these questions. We would be grateful in any help you are able to provide the WG in this regard.

Question 22.1: FEZANA is registered as a 501(c)3 organization, and considered as a “church of churches”. Would it be legally correct for FEZANA to become a member of a not-for-profit “Company”, registered under the UK Companies Act?

Question 22.2: Would donations to WZO 2001, which has been declared by the UK charity commissioner as “not a charity entity” qualify for tax exemption? Would expenses of attending a WZO 2001 meeting be tax deductible?

Besides the legal aspect, it inherently rides against the spirit of our associations and federations, to join a “company”. Albeit, it may just be semantics, but we would certainly prefer to get a status that is related to a “church” or “church of churches”, rather than a not-for-profit Company. Of course most, if not all, FEZANA Member Associations are tax-exempt organizations.

23 *Miscellaneous Questions*

Question 23.1: Would all existing members of WZO be transferred to become members of WZO 2001 instead? Or would they remain members of both WZO 2001 as well as WZO Foundation”. Will WZO Foundation have a place for “members”. WZO-foundation will be managed by the 32 trustees; what would the role of “members” be in such a foundation or trust?

Question 23.2: Once WZO-Foundation takes over the Charity/Welfare function, what will be the role/function/objectives of COI? What is the rationale for retaining COI within WZO 2001? If the rationale is for individuals to have a voice in the economic/political objectives, then we could design far simpler and cleaner infrastructure to accomplish this goal.

Question 23.3: Upon formation of WZO 2001, what will be the status of the current WZO executives? Will they be eligible to stand for office of the new WZO 2001?

Question 23.4: Clause 27 says WZO will implement its programs and activities in each region, through bodies including WZO chapters and trusts (these are not clearly defined in the charter). What will be the status of the existing WZO chapters that have been registered in USA and India? What measures will be taken to ensure cooperation of these chapters with the local association/federation in that region? What mechanisms are envisaged to ensure retaining the autonomy of the local bodies, when WZO chapters and trusts are operating in the local area.

Question 23.5: What will be the status of the World Zoroastrian Trust Fund? Who will remain its trustees? Who/how will those funds be disbursed? Will it be folded into WZO Foundation?

Question 23.6: What will be the status of the 3 existing, independent trusts in India? How will they be governed by WZO 2001/WZO-Foundation?

Question 23.7: What plans does WZO have to include groups like World Chamber of Commerce, World Zoroastrian Cultural Foundation, World Zoroastrian Mobed’s Council, Zoroastrian Women’s International Network etc?

ITEM 4 – EMAIL FROM RUMI SETHNA + TWO ATTACHMENTS. JULY 25, 2002

From: "Rustam Dubash" <dubashrs@penningtons.co.uk>
 To: "KHORSHED JUNGALWALA" <kayj@ziplink.net>; "Firdosh Mehta" <firdosh.mehta@primus.ca>;
 "FARROKH MISTREE" <farrokh.mistree@eudoramail.com>; "Farrokh Mistree"
 <farrokh.mistree@me.gatech.edu>; <gev.Nentin@chase.com>; "Gev Nentin" <gevnentin@aol.com>; "Sarosh
 Collector" <scollector@collectordart.com>; <saroshjc@aol.com>; "ROHINTON RIVETNA" <Rivetna@aol.com>
 Cc: "RUMI SETHNA OFFICE" <rumi@sherwoods.uk.com>; "RUMI SETHNA" <rumisethna@tinyworld.co.uk>
 Sent: Thursday, July 25, 2002 12:54 PM
 Subject: WZO CONSTITUTION.

> <<letter to KJ.DOC>> <<WZO memo & articles.DOC>>
 Dear Khorshed,

I am e mailing to you Rumi's letter and the revised constitution of WZO 2001 Ltd. The letter explains what we have done.

Regards to everyone on the mailing list.
 Rustam S Dubash

ITEM 4A – COVER LETTER TO KHORSHED

July 25, 2002

Dear Khorshed,

I am sending you the revised constitution of WZO 2001 Limited (working name for the new company), which incorporates all the changes that my team and I agreed to at the New York meeting in April 2001. In order for you to better understand the changes, we have highlighted the changes in **bold** and deletions are by way of strike throughs eg ~~world body that~~.

WZO 2001 Ltd. will be a company limited by guarantee but not a charity. The Charity Commission have suggested that a new charity be set up (which we are provisionally calling WZO Foundation) governed by a declaration of trust with a provision that WZO 2001 Ltd is the sole trustee of that charity. A corresponding express provision is set out in the memorandum at para V (k) of WZO 2001 Ltd. The present WZO would be wound up and its assets transferred to WZO Foundation Please note that we are not circumventing any laws and are proceeding on the strict advice of the Charity Commission. As professional people we have absolutely no desire to circumvent the law.

Therefore, the sole trustee of the charity would be WZO 2001 Ltd. The charity would in principle be run by the international board of WZO 2001 Ltd with the advantage that any changes on the board would not be notified to the Charity Commission, as the sole trustee would continue to be WZO 2001 Ltd. whatever the make up of its board

You have commented on the two councils working independently of each other. That was the preferred option of quite a few of you in the US. It would take very little time to revise the constitution and to have the two councils working together on all the objects without giving each one a specific role.

We have on numerous occasions explained the various points that you have raised in your clarification dated 9 July 2002. I would suggest that the working group study again our revised constitution which should answer most of your concerns and then if there are any clarifications I would like you and whoever you bring with you to be my guests in the UK and we can discuss this over a week end.

I must mention to you that WZO is having a meeting of its international board in late September when this constitution will be discussed and if approved, we will start the ball rolling to incorporate it, to set up a new charity and to wind down the present WZO. If however, you have any concerns/suggestions, which you wish us to

incorporate, we will consider it and possibly incorporate it before our meeting in order to facilitate FEZANA joining WZO 2001 Ltd. I would stress that once the constitution has been incorporated, it will be a difficult task to alter it.

Yours sincerely

Rumi Sethna
Chairman, WZO.

ITEM 4B – CHARTER WZO2001 LTD.

THE COMPANIES ACT 1985 TO 1989

**A company Limited by Guarantee
Companies Number 1510380**

**~~THE WORLD ZOROASTRIAN ORGANISATION~~
WZO 2001 (Working name of company)**

MEMORANDUM & ARTICLES OF ASSOCIATION

~~24 — Incorporated 1980~~

Doc no. ~~378576—477074~~

Revised – April, October and December 2000

**Edited April 2001 after meeting in New York – to reflect changes agreed at the
FEZANA – WZO NY Meeting in April 2001.**

~~THE WORLD ZOROASTRIAN ORGANISATION LIMITED~~
WZO 2001 LIMITED

A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

- I. The name of the Association is ~~THE WORLD ZOROASTRIAN ORGANISATION LIMITED~~ WZO 2001 (hereinafter called “the WZO 2001”).
- II. The registered office of the WZO 2001 will be situated in England
- III. The attainment and furtherance of the objects mentioned in clause IV below of the WZO 2001 shall be realised through the WZO 2001’s Council of Federations, Anjumans and Associations (“the Federation Council”) and Council of Individuals (“the Individual Council”), both of whose members will together constitute the WZO 2001’s International Board. The Federation Council and the Individual Council will work independently of each other, yet cohesively, within the framework of the Articles of Association and the Memorandum of Association.
- IV. The objects for which the WZO 2001 is established is to act as the Zarathusti community’s world body ~~that~~ **dealing with all its social, political and economic affairs and which truly serves equally and severally**, Zarathusti individuals, anjumans, associations and federations throughout the world, ~~equally and collectively~~, and in such respect as the WZO 2001 shall from time to time think fit. **WZO2001 will not deal with doctrine, dogma and rituals of the Zarathusti religious faith.**
- V. In furtherance of the objects but not otherwise, the WZO 2001 may exercise the following powers:-

To sustain and advance the Zarathusti religious faith.

- (a) To promote understanding and unity between Zarathustis of differing cultural, ethnic and national backgrounds, inter-alia through provision of communications and co-ordination networks or by any other means, which effectively foster community cohesiveness and solidarity.

- (c) To preserve, protect and further, nationally and internationally, the Zarathusti religious and cultural heritage, traditions and identity, interests and rights, and assets of individual Zarathustis and the community throughout the world.
- (d) To encourage and assist Zarathusti youth to realise their full potential in society, inter-alia also as effective community leaders, to have constructive interactions between adults and young adult leaders on community issues and to increasingly participate in the community's affairs.
- (e) To promote the welfare and well being of the community, inter-alia by relief of poverty and sickness among persons of the Zarathusti faith.
- (f) To advance education for persons of the Zarathusti faith.
- (g) To establish, endow, renew, maintain or support, as necessary from time to time, (i) places of worship, (ii) community infrastructures including burial grounds for persons of the Zarathusti faith, housing, libraries, community centres and (iii) community facilities and institutions such as homes, hostels, hospitals, orphanages, schools and senior citizen centres.
- (h) To foster understanding, study and research of Zarathusti faith and Zarathustis.
- (i) To publish or assist in publication and dissemination of such studies and research or of any Zarathusti literature, and undertake or participate in any conference or inter-faith forum to enhance understanding of the faith and Zarathustis.
- (j) To receive voluntary contributions from any organisation, person or persons, inter-alia by way of donation or annual or other subscription or legacy for the support and benefit of ~~this charity~~.
- The WZO 2001.**

(k) To undertake and perform the offices and duties of a trustee of "The WZO Foundation" or similar charitable organisation and their successors.

~~(k) To make arrangements, draw up schemes, and make bye laws and rules not inconsistent with the charitable objects hereof, for the administration of the charity and at any time to amend or repeal any of the above mentioned.~~

~~(l) The two Councils to hold, separately or jointly, the proceeds of sale of any property after payment of any expenses incident thereto, as well as Trust monies from time to time requiring investment upon trust and to apply the same in their absolute discretion as capital or income for such charitable purposes and objects in any manner whatsoever for the benefit of Zarathustis.~~

(m) To apply all or any such sum of money as well as money given as donations, subscriptions, legacies or the like as shall be received by either of the two Councils for the purposes prescribed in the memorandum, whether such monies shall be in the nature of yearly or periodical income or of capital and in particular (but without restricting the generality of the foregoing provisions of this Clause):

(i) In payment of any of their costs, charges or expenses of any kind including those of insurance and repair or incidental to the use or maintenance of any freehold or leasehold property or building used by either of them under any of the powers conferred by this Memorandum.

(ii) In payment of any expenses of or incidental to the laying out of land or of building or of executing any improvement of any kind upon which either of them shall decide to make on such property or building in order that the same may be better adapted for the purposes hereof.

(iii) In paying off any mortgage charge or encumbrance of any kind or any part thereof.

- (n) To purchase, take on lease, exchange, hire or otherwise acquire and hold property in any part of the world as shall be required for the purposes of either Council, and for these purposes to borrow or raise money on such terms and on their own security as may be appropriate provided always that the WZO 2001 shall not thereby undertake any permanent trading activities.
- (o) The two Councils:
- (i) To invest and deal with their respective funds in such manner as may seem expedient, subject to the limitations prescribed in this Memorandum of Association;
 - (ii) To repair, sell, let, re-let, lease, exchange, improve, manage, develop, mortgage, or otherwise deal with the whole or any part of their respective properties, and to invest the whole or any part of their respective monies in or upon such investments as may within the limitations of this Memorandum of Association from time to time be determined.
 - (iii) To do all such other lawful acts as are incidental or conducive to the attainment and furtherance of the above objects, provided that these objects shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers. ~~Provided also that in case the two Councils shall take or hold any property subject to the jurisdiction of the Charity Commissioners for England and Wales, they shall not sell, mortgage, charge or lease the same without such consent as may be required by law and as regards any such property they shall be chargeable for such property as may come into their hands and shall be answerable and accountable for their own acts, receipts, neglects and defaults and for the due administration of such property in the same manner and to the same extent as they would if no incorporation had been effective and the incorporation of the WZO shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioner over the two Councils but they shall, as regards any such property, be subject separately to such control or authority as if the WZO were not incorporated. In case the two Councils shall take or hold any property, which may be subject to any trust, they shall only deal with the same in such manner as allowed by law having regard to such trusts.~~
 - (iv) to be independently responsible for any liability or financial obligation that each undertakes in execution of its respective responsibilities under the memorandum and articles of association. Provided however that in the event WZO 2001 has to meet the liabilities or financial obligations of either Council at any time, the Council concerned undertakes to repay the same to WZO 2001 within a reasonable period.
 - (v) to submit their respective annual audited accounts and other financial statements as the consolidated annual audited accounts and financial statements of WZO 2001 in accordance with the Companies Acts of 1985 and 1989.

VI The income, property and assets of the WZO 2001 and of the two Councils shall be applied solely towards the promotion of their respective objects as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred, directly or indirectly by way of principal, dividend, bonus or otherwise howsoever to members of the WZO 2001 or to the members of the two Councils and none of them shall be appointed to any office of the WZO 2001 or the two Councils paid by salary or fees

or receive any remuneration or other benefit in money or money's worth from the WZO 2001 or the two Councils. Provided that nothing herein shall prevent any payment in good faith by them.

- (a) of reasonable and proper remuneration to any member or officer of the WZO 2001 or the two Councils for any services rendered;
- (b) of interest on money lent by any member of the WZO 2001 or of the two Councils at a rate per annum not exceeding whichever is the greater of 2 per cent less than the minimum lending rate for the time being prescribed by the Bank of England or 3 per cent;
- (c) of reasonable and proper rent for premises, demised or let by any member of the WZO 2001 or of its two Councils.
- (d) of fees, remuneration or other benefit in money or money's worth to a company of which a member of its two Councils may be a member holding not more than 1/100th part of the capital of that Company, and
- (e) to any member of its two Councils of out-of-pocket expenses at their discretion, provided specific funds are available for the purpose.

~~VII Without prejudice to the above, on the adoption of the Memorandum and Articles of Association, the assets and liabilities of the WZO as at that date shall be transferred to the Individual Council, other than the sum of £5,000, which shall be applied towards the capital of the Federation Council.~~

VIII The liability of the members is limited.

IX Every member of the WZO 2001 undertakes to contribute to the assets in the event of the same being wound up during the time that he is a member or within one year afterwards such amount as may be required not exceeding one pound.

X If upon the winding up or dissolution of the WZO 2001 there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the Members of the WZO 2001 but, shall be given to or transferred to ~~some other~~ a charitable institution ~~or institutions having charitable objects similar or cognate to the objects of the WZO to be determined by Members at or before the time of dissolution, or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and in so far as effect can be given to such provision, then to some charitable object~~ for the benefit of Zarathustis exclusively.

XI. The resources and services of the WZO 2001 shall be applied for any and all the objects contained herein, strictly for the benefit of Zarathustis.

XII. We, the subscribers to this memorandum of association wish to be formed into a company pursuant to this memorandum.

Names and addresses of Subscribers.

- 1.
- 2.
3. etc

Dated this day of 2002.

Witness to the above signatures,

[name of witness]

**~~THE WORLD ZOROASTRIAN ORGANISATION LIMITED~~
WZO 2001 LIMITED**

A COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL

ARTICLES OF ASSOCIATION

1. For the purposes of registration, the number of members of WZO 2001 is declared to be 250,000 consisting of two categories of membership: (i) Individual Members (including Grand Patrons, Patrons, Life Members, Ordinary Members, Family Members and Honorary Members); and (ii) Federation Members (including federations, anjumans or associations as either Ordinary or Permanent Life Members); Both categories of members will be elected by their respective Councils from time to time, in such manner as they determine. The International Board may, whenever it thinks fit, register an increase of Members.
2. These Articles shall be construed with reference to the provisions of the Companies Acts 1985 to 1989 (The Act) and terms used in these Articles shall be taken as having the same respective meanings as they have when used in the Act.
3. The WZO 2001 is established for the object expressed in Clause IV of the Memorandum of Association, in the implementation of which the Councils mentioned in Clause III of that Memorandum will collaborate, while sharing the object of promoting unity and understanding between Zarathustis with differing background and sustaining their tradition, identity and faith inclusive of those mentioned in paragraphs (n) to (q) (r) elow. The Federation Council, in particular will attend to the activities enumerated in paragraph (a) to (g) and the Individuals Councils to those enumerated in paragraphs (h) to (m) below:
 - (a) Providing co-ordination and communications network between Zarathusti federations and until they are formed, associations and anjumans, to enable them to identify and propose effective solutions to major community issues which cut across national boundaries or exist in any country.
 - (b) Establishing relationships with governments and international organisations, to protect the assets, rights and interests of the individual Zarathustis or the Community anywhere in the world.
 - (c) Developing and disseminating well-researched Zarathusti viewpoints on matters likely to challenge humanity in future years, including welfare, human rights, human dignity and environment.
 - (d) Helping federations, associations or anjumans to (i) arrange a census within their geographical jurisdiction, as part of a world-wide Zarathusti census every ten years, (ii) undertake referendums within their communities on major WZO 2001 studies, proposals or agendas for action, and (iii) work with relevant bodies on matters affecting Zarathustis living within the jurisdiction.

- (e) Promoting non-profit associations of Zarathusti professionals in any profession, to encourage exchanges, networking, support systems, entrepreneurship; industry and charity among Zarathustis.
- (f) Liaising with the federation, association or anjuman organising a periodic world Zarathusti Congress and helping in following-up on the resolutions of the preceding one.
- (g) Dealing with matters connected to the assets of defunct Zarathusti organisations anywhere in the world, at the request of the concerned organisation and region.
- (h) Undertaking any activity deemed necessary from time to time for the social amelioration or welfare of Zarathustis.
- (i) Establishing, endowing, renewing, refurbishing, maintaining or supporting, as necessary from time to time (i) places of worship, (ii) community infrastructures including burial grounds for persons of the Zarathusti faith, housing, community centres (iii) community institutions such as homes, hostels, hospitals, orphanages, schools and senior citizens centres.
- (j) Providing any form of financial assistance or other support for the relief of sickness and medical treatment or care of Zarathustis.
- (k) Giving any form of financial assistance or support for the education of Zarathusti youth.
- (l) Encouraging and assisting the youth in any and every manner to achieve their potential.
- (m) Establishing and sustaining programmes to promote entrepreneurship by Zarathustis.
- (n) Promoting understanding ~~and consensus on~~ **of the Zarathusti doctrine, faith** traditions and practices through studies which take cognisance of all viewpoints and the changing world in which Zarathustis live, by groups of scholarly mobseds and lay persons.
- (o) Fostering study and research of the Zarathusti faith, its culture, history and traditions by scholars, universities or institutes of learning or research anywhere in the world.
- (p) Publishing or assisting in the publication, and dissemination of the results of such study or research or of existing literature, to advance information and knowledge of Zarathusti faith and Zarathustis.
- (q) Enhancing better understanding of Zarathusti faith and Zarathustis on the part of Zarathustis and non-Zarathustis among whom they live, through any means including holding, sponsoring, supporting or participating in relevant national, regional or international conferences, seminars, inter-faith fora and the like.
- (r) **Serving as a trustee of "The WZO Foundation" or similar charitable organisation and their successors.**

QUALIFICATION OF FEDERATION MEMBERS

4. Any Zarathusti, or Federation formed by association or anjumans in each of the geographic regions mentioned in Clause 5 below can become a Federation Member of the WZO 2001, either as ordinary or permanent life member. However, such a body should be registered under the relevant laws of that country or state within the region as a non-profit organisation dedicated to serve Zarathustis.

5. The regions are:

- i. India
- ii. Iran
- iii. North America
- iv. UK/Europe
- v. Australia/New Zealand
- vi. Pakistan/Persian Gulf and Middle East
- vii. Far East and South Asia
- viii. Africa

6. (A) Any Zarathusti association or anjuman in a region where a federation has **either** not been formed or has not become a Federation Member of the WZO 2001 can become a Federation Member, provided after joining it undertakes to pursue, within a reasonable period of time, which period can be extended as the situation warrants, a dialogue with other ones in the region to be followed by concrete steps to establish a federation for that region.

6 (B) Any Zarathusti association or anjuman in any region which has been registered as an ordinary or permanent association member of The World Zoroastrian Organisation prior to the incorporation of WZO 2001..

7. In the event reasonable evidence indicates at any time in future, that there is a significant Zarathusti presence in a country or region other than those mentioned in Clause 5 above, than the federation or association representing a major segment of the population therein, can apply to become a Federation Member.

8. The Federation Council shall from time to time determine the membership subscription of both categories of Federation Members.

QUALIFICATION OF INDIVIDUAL MEMBERS

9A 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 Zarathusti faith;
- (b) non-Zarathusti spouses married to Zarathustis;
- (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) associations or anjumans who wish to participate in the responsibilities entrusted to the Individual Council, in addition to the responsibilities entrusted to the Federation Council, each of whom shall have one vote.

(f) **Persons together with their family members as described in sub paragraph 9 A (c) above who have been registered as individual members of The World Zoroastrian Organisation prior to the incorporation of WZO 2001..**

9B On recommendation, the Individuals Council may elect, by not less than three-fourths majority, as Honorary Member, any Zarathusti 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.

9C The Individual Council shall from time to time determine the membership subscription of all categories of Individual Members.

OBLIGATIONS OF ALL MEMBERS

10 *Nothing in the Articles or Memorandum of Association shall be construed to impair the administrative or religious autonomy of Federations, Associations, anjumans or individuals who become members of the WZO 2001.*

11 *Once elected by the two Councils, all Individual and Federation Members must agree to abide by the Memorandum, Articles of Association and Bye-Laws, if any, or any amendment thereto.*

12 *The Secretary-General's office (Clauses 37 –40) shall, from time to time, enter their names as such members, and retain them as “members in good standing”, subject to payment of annual or other fees and dues.*

COUNCIL OF FEDERATIONS

13 **A** The Federation Council will consist of Federation members from the 8 regions mentioned in Clause 5. Each region **or association or anjuman within a region having no Federation** shall elect 2 persons to be represented on the Council from among those living within its geographical jurisdiction and who stand for such election. **It shall be left to the autonomy and commonly accepted practices of the concerned region, association or anjuman to decide if a proposed candidate meets its definition of a Zarathushti.**

13 **(B)** The process for nomination of candidates and election shall be in accordance with the procedures of each Federation, and where none exist, by procedures agreed between the associations and anjumans of the region concerned. No candidate shall be allowed to stand for election for both Councils at the same time, and must decide at the outset on which Council he wishes to be a representative.

14 The Federations Council will, by simple majority, elect a President, Vice President, Honorary Secretary and Honorary Treasurer from among the 16 representatives as its office bearers. All its office bearers shall be professed Zarathustis. These offices will have one 2-year term, and none of them will be held by the same person for more than two consecutive terms and no region shall have more than one office bearer at the same time.

- 15 The normal term as a Member of the Federation Council will be 3 years. One-third of the representatives, or the number nearest to but not exceeding one-third, shall retire on an annual basis. Those who retire, will be those who have been longest on the Council since their last election. Those retiring, shall however be eligible for re-election, provided they have not served for two consecutive terms. The regions shall elect the Members to replace the outgoing Members in time for them to assume office at the end of the WZO's Annual General Meeting. Should a vacancy occur between two elections, the Federation or Associations of the region concerned may nominate a person to fill it until the next Annual General Meeting when it will be refilled in the manner aforesaid.
- 16A Federation Members in each of the 8 regions shall have votes based on 1 vote for 500 or less Zarathustis estimated to be living in their geographical jurisdiction as at 30th June, 1999 as set out in Schedule 1 of the Articles of Association, subject to a maximum of 100 votes for any one region. The 2 persons representing a region may have the option to split the votes on any issue to represent the views of their constituency.
- 16B. Decisions on all matters falling within the purview of the Federation Council's responsibilities, including the annual budget thereof, will be decided by simple majority of the total votes cast by the 16 representatives, with the President having a casting vote in case of a tie. Voting shall be in writing and not by proxy, within the stipulated period to the Secretary-General.
17. The President will co ordinate and maintain close collaboration with the other Council and the International Board. He will be advised and assisted in this and any other regard by the Secretary-General's office, including in the preparation and monitoring of the Federation Council budget, reviewing monitoring and reporting on the progress of the Federation Council's activity and programmes, and meeting all the requirements of the laws under which the WZO is incorporated.
18. The President will present the audited accounts of the Federation Council at its annual meeting for its approval. The President, with advice and assistance of the Secretary-General's office, will prepare and propose for the Federation Council's decision, an annual budget for all activities and programmes falling within the Council 's purview proposed for continuation or initiation in the relevant fiscal year. After the Federation Council's decision thereon, the budget will be submitted by the President to the International Board for information.
19. All such activities and programmes together with a 35% share of the costs of operations of the Secretary-General's Office, will essentially be self-financed from the Federation Council's annual dues and donations and other income it anticipates generating during that fiscal year. Any overrun or surplus in the proceeding fiscal year will be taken into account in the budget submitted for the Federation Council's decision and the International Board's for information.

20. Once approved the Federation Council will be responsible for effective implementation of activities and programmes within the approved budget through the Federation Members who have the ultimate responsibility within their regions. It will also arrange for periodic monitoring of such activities and programmes, and periodic reports on the progress of major activities to the International Board, for information.
21. The Federation Council will have the power and duties prescribed by this Memorandum of Association, Articles of Association and Bye Laws, in order to achieve the particular objects for which each is responsible. It may adopt, as considered appropriate by simple majority, supplementary procedural and operating rules for effective conduct of their work, provided these are not inconsistent with the Memorandum of Association, Articles of Association and Bye-Laws.
22. The powers and proceedings of the Federation Council as set out in Clauses 42 to 54 inclusive shall apply mutatis mutandis to the Individuals Council and the International Board.

COUNCIL OF INDIVIDUAL

23. (A) The 16 Members on the Individual Council will be elected by every eligible Individual Member casting one vote, personally or by ~~proxy~~, **ballot** at the Annual Meeting of the Individual Council. Representation from each region will depend upon the number of Individual Members from that region. Based on such numbers as at June 30th ~~1999~~ **2002**, representation for each region will be as indicated in Schedule 2 of the Articles of Association, and such a balance will be maintained within a total of 16 when the number of Individual Members in each region changes in future.
- 23 (B) Any Individual Member from a Region, can nominate or second a person from that Region to fill an available vacancy for that Region on the Individual Council. **The individual proposed will be a Zarathusti in accordance with the commonly accepted practices of that individuals region, association or anjuman.** Election among those nominated will, however, be by a simple majority of the votes cast by all Individual Members throughout the world, to conform to Schedule 2. No candidate shall be allowed to stand for election for both Councils at the same time, and must decide at the outset on which Council he wishes to be a representative.
24. The Council will, by simple majority, elect a President, Vice President, Honorary Secretary and Honorary Treasurer from among the 16 Members, as its office bearers. All its office bearers shall be professed Zarathustis. These Offices will have one 2-year term and none of them will be held by the same person for more than two consecutive terms and no region shall have more than one office bearer at the same time.

25. The normal term of a Member of the Individual Council will be 3 years. One third of the Members or the number nearest to but not exceeding one third, shall retire on an annual basis. Those who retire, will be those who have been longest on the Council since their last election. Those retiring will however be eligible for re election, provided they have not served for more than two consecutive terms. Election of Members to replace the outgoing Members shall be completed in time for them to assume office at the end of the WZO 2001's Annual General Meeting.
26. Should a vacancy occur between two elections, the remaining Members may elect an Individual Member from the same region to fill it until the next Annual General Meeting when it will be refilled in the manner aforesaid.
27. Clauses 16 to 22 above, shall apply mutatis mutandis to the Individuals Council, except that firstly it will contribute a 65% share of the annual operational costs of the Secretary-General's Office and secondly it will arrange for effective implementation of its approved activities and programmes in each region through bodies including WZO 2001 chapters and/or trusts established therein.

THE WZO's INTERNATIONAL BOARD OF DIRECTORS

28. The 16 Members on the Federation Council and the 16 Members on the Individual Council, at any given time, will together constitute the International Board of no more than 32 directors. All its office-bearers shall be initiated Zarathustis.
29. Following the WZO 2001's Annual General Meeting, a Chairperson will be elected by **a majority of 60%** ~~simple majority~~ of the 32 directors, from among them. Such person will chair the International Board's deliberations, and will also be designated as WZO 2001's Chairperson. This Office will rotate on a bi-annual basis between a Board Member on the Federation Council and on the Individual Council. An outgoing Chairperson shall not be entitled to be re-elected for 2 years following his last election as Chairperson. [**do you want election also at 60% majority**]
30. The International Board will also elect for one 2 year term, three office-bearers to oversee the work of WZO 2001's professional Secretariat located in London. To fulfil that purpose, the three offices, Executive Vice President, Honorary Secretary and Honorary Treasurer, shall be held by directors on the International Board, of which only the Honorary Treasurer shall be permanently resident in the UK.
31. The International Board will be responsible for making out and laying before the annual general meetings of the WZO 2001 the annual consolidated audited accounts of WZO 2001 based on the audited accounts of each Council, for presentation at WZO 2001's Annual General Meeting. It will also ensure an appropriate exchange of information relating to and the co-ordination of programmes, activities and work relevant to the global Zoroastrian community which are undertaken by each Council

- in furtherance of the respective responsibilities entrusted to each under the memorandum and articles of association.
32. Any Board Member can bring matters relevant to the WZO 2001, for consideration of the International Board.
33. Decisions on all matters, **including election of the office bearers of the Board** will be made by **a majority of 60%** ~~a simple majority~~ of the 32 directors.
34. A Member of the International Board shall be required to vacate his office or place if
- (i) a receiving order is made against him or he makes any arrangement or composition with his creditors;
 - (ii) he becomes of unsound mind;
 - (iii) being an elected Board Member, he or his Federation/Association/Anjuman ceases to be a Member of the WZO 2001;
 - (iv) by notice in writing to the WZO 2001, he resigns his office or place;
 - (v) he becomes prohibited from holding office by reason of any order made against him under the Companies Act 1985 to 1989 or other similar enactment in the Country of his permanent residence or otherwise;
 - (vi) he is removed from office by a resolution duly passed pursuant to Section 303 of the Companies Act 1985 or by reason of any other provision of that Act or any re-enactment or statutory modification or amendment thereof;
 - (vii) during his term of office he does not uphold the Memorandum of Association and Articles of Association and Bye-Laws.

PROVIDED ALWAYS AND IT IS HEREBY STATED that Section 293 of the Companies Act 1985 shall be deemed not to apply under these Articles and no Member of the WZO 2001 shall be or become ineligible to hold any elective office of the WZO 2001 merely by virtue of attaining the age of seventy or any particular age.

~~ADVISORY AND RELIGIOUS COUNSELLING ARRANGEMENTS~~

- ~~35. Based on 5 names nominated by each Council, the International Board will elect and appoint an independent Advisory Group consisting of 5 persons respected for their wisdom and prudence by the global Zarathusti community. These persons will not be holding any office in either Council, or any of the regions. The Group may be asked to study, consider advise and make recommendations on any matter (a)~~

- ~~relating to the International Board's affairs, referred to it by the Chairman; (b) relating to the affairs of either Council, referred to it by that Council's President; (c) which is or likely to become a major dispute or difference between regions, or groups within the community. The persons will hold office for 5 years and be eligible for one re-appointment.~~
36. ~~The International Board or either Council may, at its discretion, establish dialogue with any Mobed Council or seek the advice of a High Priest or Priest in a region, on any religious issues. Advice can also be sought on any relevant issue or study from reputed scholars, Universities or Institutes of learning or research.~~

ADMINISTRATION

37. ~~WZO 2001 will establish a small professional Secretariat in London in consonance with the residency requirements for its incorporation in the UK, to undertake all administrative, financial legal and secretarial work. including correspondence and maintenance of membership registers for collection of membership fees, follow-up on the decisions of the Federation and Individuals two Councils and International Board, adherence to all legal requirements relevant to WZO 2001's **incorporation under the Companies Act.** incorporation and operations reflected in Clauses 57 through to 80, receiving and collecting relevant data, information and reports from the Presidents of both Councils on the progress of the activities and programmes which each Council may undertake from time to time.~~
38. ~~The Secretariat will be headed by an efficient and a professional Secretary-General appointed by the International Board based on a search conducted by its ad hoc selection committee.. Whenever this post needs filling, a global Nominating Committee of 5 highly respected and well known Zoroastrians appointed by WZO's Chairperson, will recommend 3 candidates after a careful search. The Chairperson, together with the Executive Vice President, will select one of them and seek approval by a simple majority of the International Board of the selected person and the proposed terms of employment. Given the legal residency requirements for the Secretariat, the Secretary General will preferably be a U.K. resident.~~
39. ~~Within the constraints of their budgets annually approved by the two Councils, and compatible with the remuneration necessary to retain a highly efficient professional and qualified staff, the Secretary-General may hire minimal staff reporting to him, including a paid Secretary and Treasurer, to help process the work entrusted to the Secretariat. The costs of running the Secretariat will be funded equally by the two Councils as set out in clauses 19 and 27 above.~~
40. ~~In exercise of its powers under clause 43 to make rules and procedures for its operations, the International Board will vest the Secretary General with such authority as it deems appropriate for the effective implementation of his responsibilities. The Secretary General may be invited by the Presidents of either~~

~~Council and by WZO's Chairperson to attend the periodic meetings of the Council and the International Board in an ex officio capacity, to participate in the discussions but without voting rights. While he and his officers will assist, advise and collaborate with the Presidents of both Councils and the Chairperson of the International Board, the executive oversight on this work will be the responsibility of WZO's Executive Vice President, Honorary Secretary and Honorary Treasurer.~~

- 41 (a) From time to time, the Chairperson or the Executive Vice President of the WZO 2001 or the Presidents of either Council, ~~with the administrative support of the Secretary General's Office,~~ may commission a minimal number of ad hoc working groups, study groups or committees to address explicit issues that are critical to any of the objectives of the WZO 2001 or the two Councils, or which demand critical attention within the global or any part of the Zarathusti community.
- (b) It will be ensured at all times that this power does not result in a proliferation of such ad hoc groups or committees or in any of them becoming permanent, and that each of them has explicit terms of reference and time schedules for completing their work, will disband thereafter, and incur expenses that can be accommodated within the approved annual budget of the WZO 2001 or of the two Councils.
- (c) Thereafter, should their work proposals entail a referendum within the community, or informing the community, then Secretariat will prepare a very concise summary to facilitate such action. Following its approval by the Chairperson or the Executive Vice President, or the Presidents of each Council, as the case may be, the Secretariat will arrange for such referendum or publication of information in every region through their respective constituents, and will report on the results to both Councils, the Board and/or the community.

**POWERS AND PROCEEDINGS GOVERNING OF THE INTERNATIONAL
BOARD
AS WELL AS AND THE TWO COUNCILS**

42. Subject to the provisions of the Companies Act of 1985 and 1989, the Memorandum, Articles and to any directions given by Special Resolution, the business of the WZO 2001 shall be managed by the International Board and the two Councils, as set out in Clauses 13– 34 (both inclusive) of the Articles. No alteration of the Memorandum or Articles and no such direction of the WZO 2001 in General or Annual Meetings of the two Councils or of WZO 2001 shall invalidate any prior act of the International Board or the two Councils which would have been valid if such direction had not been given.
43. The two Councils and the International Board may from time to time make rules and procedures for their management, and vary them. Any of them, so made and being in force shall be binding on them. Provided that (i) without a Special Resolution, no

- rule shall be made, repealed or altered which would amount to an alteration of or addition to the Articles as could only legally be made by a Special Resolution of the WZO 2001 and (ii). no resolution shall be passed which abolishes either Council.
44. All acts done at a meeting of the International Board or of a sub-committee of directors or by a person acting as Board Member shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment or continuance in office of such person acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed or had duly continued in office and was qualified to be a Board Member.
 45. A Board Member may participate in a meeting of the International Board or a committee or sub-committee of its members by means of a conference telephone, or any communication facility which allows all participants to communicate with each other. A participant shall be deemed to be present in person at the meeting and shall be entitled to vote or be counted in quorum accordingly. The meeting shall be deemed to take place where the largest group of those participating is assembled or, if there is no such group, where the chairperson of the meeting then is.
 46. A resolution in writing, either signed or approved by letter, facsimile or any communication facility by all the Board Members entitled to receive notice of a meeting of the International Board, shall be as valid and effectual as if it had been passed at a Board duly convened and held, and may consist of several documents in the like form each signed by one or more Board Members.
 47. All Board Members shall supply to the company an address and/or telex or facsimile transmission number to which notices of Board meetings may be sent and shall then be entitled to receive at such address or number notice of such meetings.
 48. Authority to sign cheques for and on behalf of the Council concerned or the International Board, shall be exercised by two of their respective office bearers. None of the office bearers shall enter into a contract on their respective behalf, except through a resolution by their Council or International Board.
 49. No securities of whatsoever nature shall be withdrawn from the custody of any Bank except under an authority signed by any two of the aforementioned office bearers.
 50. The two Councils may, separately or jointly, invest anywhere in the world any of their Funds, and any surplus of the resulting income in public stocks or funds or in the shares, stocks bonds or mortgages or debentures of any Corporation or Company or public body, municipal, commercial or otherwise, or upon deposit or interest at any Joint Stock or other public Bank, or Freehold, Copyhold, Leasehold, or other Mortgage Securities and they may withdraw, alter and vary such investments. The two Councils may take property either on mortgage or by purchase with an insufficient title, and as security of insufficient value.

51. The International Board may meet for the despatch of business in accordance with Clause 45 and make regulations for summoning and holding their Meetings and for the transaction of business thereat, and they may from time to time determine the quorum necessary for the transaction of business at their Meetings. Until otherwise determined, one-third (or the nearest rounded up figure) of the Board Members shall form a Quorum. Any six Members of the Board may summon a Board Meeting, by a request in writing to the Secretary-General.
52. Questions arising at the meeting of either Council **shall be decided by simple majority of the votes cast, with the presiding President of the meeting having a casting vote and at that** ~~or~~ of the International Board shall be decided by **a 60%** ~~the~~ majority of the votes **cast..** ~~In all cases of an equality of votes, the presiding President/Chairperson of the meeting shall have a casting vote.~~
53. The two Councils and the International Board shall provide books for the purposes of entering Minutes, and Minutes to be made.
54. The Minutes of any such Meeting shall be read and confirmed at the same or subsequent Meeting and signed by the President/Chairperson of the meeting. The signed Minutes shall be sufficient evidence of the facts stated in such Minutes.
55. The International Board shall provide for safe custody of the Seal and such Seal shall not be used except by its authority. Every instrument sealed by the WZO 2001 shall be signed by and on behalf of the Board, WZO 2001's Chairperson or Executive Vice President or other Officer to be appointed by the International Board in their place for that purpose.
56. The International Board shall have power to alter and change the Seal from time to time and may on behalf of the WZO 2001 exercise the powers of the "Companies Seals Act 1864", which are hereby declared to be given to the WZO 2001.

GENERAL MEETINGS OF THE WZO 2001

57. A General Meeting shall be held at least once in every year, on such day and at such time and place as the International Board shall from time to time determine subject to the provisions of the Act. The ordinary business of such Meeting shall be to receive and consider the consolidated income and expenditure account and balance sheet of the WZO 2001, the reports of the Auditors thereon, the appointment and fixing of the remuneration of the Auditors, and the reports of the two Councils and the International Board. The Members who have been elected by the two Councils, shall assume office at the end of the Annual General Meeting. No resolution shall be moved at the Annual Meeting other than those relating to the business mentioned above and unless notice of its terms signed by the Proposer, has reached the Honorary Secretary at least three clear days before the Meeting. No resolution shall be adopted at any such meeting, unless supported by a simple majority of votes cast in accordance with Clause 71 hereof.

58. The above-mentioned General Meetings shall be called Ordinary or Annual Meetings. All other General Meetings shall be called Special Meetings.
59. Thirty days' notice at the least of each Annual Meeting and of every Meeting convened to pass a Special Resolution specifying the place, the day and the time of the Meeting (and in case of special business, the general nature of such business), shall be given in manner hereinafter mentioned consistent with the provisions of the law for the time being relating thereto as shall be prescribed by the International Board to all such persons (including the auditors) as are under these articles or under the affecting legislation entitled to receive such notice, but non-receipt of such notice by any Member shall not invalidate the proceedings at any General Meeting.
60. The International Board may at any time, on giving three months notice, convene a Special Meeting (not being a Meeting convened to pass a Special Resolution) including for proposed amendments in the Memorandum and Articles of Association. It shall do so on the written requisition of at least 10% of total Individual membership and at least four of the Regions of the WZO 2001 entitled to vote, stating the object thereof. The notice of the Meeting shall contain a copy of the Resolution or Resolutions to be proposed, which must relate directly to the affairs of the WZO 2001 and/or the two Councils and/or the amendment of the Memorandum and Articles of Association. No other business shall be transacted at such Meeting. The quorum for a Special Meeting shall be 500, (inclusive of ~~Proxies~~ **Ballots**) and no Resolution shall be adopted at any such Meeting unless supported by the votes of three-fourths of the votes cast in accordance with Clause 71 hereof.
61. General Meetings shall be held at a convenient time and place in London or as the International Board may direct.
62. All business that is transacted at a Special Meeting and all business that is transacted at an Ordinary or Annual Meeting shall be deemed to be special, other than the Annual General Meeting.
63. **Three** hundred Members entitled to vote personally or by **ballot** ~~proxy or by mail~~ shall constitute a quorum at a General Meeting.
64. If within thirty minutes from the time appointed for a General Meeting a quorum be not present, the Meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned to the next day and at the same hour and place, or to such other day within fourteen days thereafter and to such hour and place as the majority of Members present personally or by **ballot** ~~proxy or by mail~~ and entitled to vote shall determine, and if at such adjourned Meeting three hundred (300) such Members are not present personally or by **ballot** ~~proxy or by mail~~, it shall be adjourned sine die.
65. At any adjourned General Meeting the Members present personally or **by ballot** ~~by proxy or by mail~~ whatever their number (not being less than 100) shall constitute the

- quorum and shall decide upon all matters which could properly have been disposed of at the Meeting from which the adjournment took place, if a sufficient number of the Members had been present personally or by ~~proxy~~ **ballot** there at .
66. In the absence of WZO 2001's Chairperson, WZO 2001 Executive Vice President shall be entitled to preside as Chairperson at every General Meeting. If there is no such Chairperson or if at any Meeting he is not present within fifteen minutes after the time appointed for holding same, or being present, he shall be unwilling to act as the Chairperson of the Meeting, the Executive Vice-President, or failing him, any Member of the International Board present shall be elected by the Meeting to act as Chairperson. In the event of there being no Board Member present, or in case of the refusal of the Board Members who are present to take the Chair, the voting Members present shall choose one of their own number to be Chairperson of such meeting, who shall be entitled to continue as such Chairperson to the close of the Meeting.
67. The Chairperson of a General Meeting may, with the consent of the Meeting adjourn the same from time to time and from place to place, but no business shall be transacted at an Adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
68. Minutes shall be made in books to be provided for that purpose of all resolutions and proceedings of General Meetings and every Minute signed by any person purporting to be the Chairperson of the Meeting to which it relates or of the next subsequent Meeting of the WZO 2001 shall be sufficient evidence of the facts therein stated.
69. At any General Meeting, unless a poll is demanded, by at least 50 members present personally or by ~~proxy~~ **ballot** having the right to vote at the Meeting, declaration by the Chairperson of the meeting that a resolution has been carried or carried by any particular majority or lost and an entry to that effect in the Minute Book of Proceedings of the WZO 2001 shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such a resolution.
- 70(a) No Poll may be demanded on the election of a Chairperson of a Meeting, or on any question of adjournment.
- (b) If a Poll is duly demanded on any matter other than the aforesaid, it shall be taken by secret ballot either immediately or after an interval or adjournment, as the Chairperson may direct, and the result of the Poll shall be deemed the Resolution of the Meeting at which the Poll is demanded. Such Chairperson shall, in case of an equality of votes at the Meeting, or at the Poll, if a Poll is demanded, be entitled to a casting vote in addition to the vote which he is entitled as a Member.
- (c) The demand for a Poll may be withdrawn, but if not, it shall not prevent the continuance of a Meeting for the transaction of any business other than the question on which such Poll has been demanded.

71. Every Individual Member qualified to vote either personally or by **ballot proxy** shall be entitled to one vote. Each Federation qualified to vote either personally or by **ballot proxy** ~~or by mail~~ shall be entitled to one vote per 500 of population in their region, subject to a maximum of 100 votes for any region. However, whether the voting is for determination of a quorum for any meeting of the WZO 2001 or for decision on any substantive matter, the votes of the Federation Members shall at all times be equal to that of the Individual Members, in order that each of them has a fifty per cent share of the total votes.

MISCELLANEOUS ACCOUNTS

72. The two Councils and the International Board shall subject to the Companies Act 1985 and 1989 cause proper books of accounts to be kept with respect to (a) their assets and liabilities, (b) all sums of money received and expended by each of them, and (c) all other matters necessary for showing their true state and condition.
73. All Books of Account as well as of Membership registrations, shall be kept at the office of the Secretariat and shall always be open to the Inspection of any WZO 2001 member.
74. The General Balance Sheets with Income and Expenditure Accounts of each Council for the year as audited by their respective auditors, shall be made out and laid before their Annual Meetings each year. The audited annual consolidated Accounts of the WZO 2001 based on them shall be made out and laid before the Annual meeting of WZO 2001.. Every such Balance Sheet shall contain a summary of their assets and estimated liabilities as at the end of their financial year and shall be accompanied by their respective reports and those of their Auditors. A copy of such Accounts and Reports shall be sent to all persons (including the Auditors) entitled to receive notices of General Meetings, normally not less than twenty-one clear days before the date of the Meeting but subject nevertheless to the provisions of Section 369 of the Companies Act 1985 or other equivalent provision or law for the time being in force.

AUDIT

75. Once at least in every year the Accounts of the two Councils and the consolidated Accounts of the WZO 2001 shall be examined, and the correctness of the Income and Expenditure Account and Balance Sheet ascertained by properly qualified Auditors. The Auditors for this purpose shall be appointed and their duties regulated in accordance with the Companies Act.

NOTICES

76. All notices may be served by the WZO 2001 upon any Member of the two Councils or the International Board or other Individual or Federation Member, either

- personally or by sending them through the post in a prepaid letter properly addressed.
77. Any notice, if sent by post, shall be deemed to have been served at the time when the same is posted, and in proving such service it shall be sufficient to prove that the same was properly addressed and put into the post.
78. All notices required by the Companies Act or any Act for the time being in force to be given by advertisement, shall be advertised in a daily paper published in London.

GENERAL

79. The International Board is hereby empowered to re-number the Articles of Association.

DISSOLUTION

80. The provisions of Clause IX of the Memorandum of Association relating to the winding up and dissolution of the WZO 2001 shall have effect, as if the provisions thereof were repeated in these Articles.

SCHEDULE 1**REPRESENTATION AND VOTES IN THE FEDERATION COUNCIL:**

<u>Region</u>	Total	Total number of
	<u>number of votes</u>	<u>Representatives</u>
1. India	100	2
2. Iran	100	2
3. North America	40	2
4. UK & Europe	22	2
5. Australia & New Zealand	6	2
6. Pakistan/Persian Gulf/ Middle East	7	2
7. Far East & South Asia	4	2
8. Africa	<u>3</u>	<u>2</u>
	<u>282</u>	<u>16</u>

SCHEDULE 2**REPRESENTATION AND VOTES IN THE INDIVIDUAL COUNCIL:**

<u>Region</u>	Total	Total number of
	<u>number of votes</u>	<u>Members</u>
1. India	4	4
2. Iran	2	2
3. North America	3	3
4. UK & Europe	3	3
5. Australia & New Zealand	1	1
6. Pakistan/Persian Gulf/ Middle East	1	1
7. Far East & South Asia	1	1
8. Africa	<u>1</u>	<u>1</u>
	<u>16</u>	<u>16</u>

ITEM 5 – AUGUST 6, 2002 - WG ACKNOWLEDGMENT TO RUMI SETHNA

From: [KHORSHED JUNGALWALA](#)

To: [RUMI SETHNA](#) ; [Rumi Sethna](#) ; [Rustam Dubash](#)

Cc: [Firdosh Mehta](#) ; [ROHINTON RIVETNA](#) ; [Sarosh Collector](#) ; [saroshjc@aol.com](#) ; [FARROKH MISTREE](#) ; [gev.Nentin@chase.com](#) ; [Gev Nentin](#) ; [kfj@concins.com](#)

Sent: Monday, August 05, 2002 10:04 PM

Subject: WG - WZO Communication 8.5.02

Dear Rumi and Rustam:

We are in receipt of the proposed WZO 2001 Ltd. Charter.

Rumi, thank you for your call on August 2, 2002. I have communicated the essence of our telephone conversation to all the members of the FEZANA World Body Working Group.

On behalf of the FEZANA World Body Working Group Members I wish to communicate the following:

WRT the WG's request for clarification

On July 12, 2002 I sent you our list of questions. The document is dated July 9, 2002. In your telephone conversation with me you mentioned that all the answers to your questions are in the latest WZO Charter (for identification purposes we refer to it as WZO 2001 Ltd.) that you have sent to us on July 25, 2002. On an initial analysis of the proposed charter (WZO 2001 Ltd.) we find that several important questions we raised in our document dated July 9, 2002 are still relevant.

Accordingly, the WG respectfully requests you and your colleagues to respond to our questions by August 15, 2002. From our side, we plan on studying your the latest draft of the charter for WZO2001 Ltd. further and responding by August 15, 2002.

The WG document dated July 9, 2002 embodies three components:

1 The WG states its understanding of what is proposed. It requests you to confirm / or clarify these understandings.

2 Based on these understandings the WG has sought clarifications from WZO to issues that are not clear. It requests you to clarify and help the WG better understand the proposed Charter. It would be most helpful if you pointed us to specific parts of the WZO Charter in which to find the answers.

3 The WG has also identified some scenarios. These scenarios are there to help establish the robustness of the proposed structure. A WZO response to these scenarios is of importance to the WG.

4 The WG is not an advocacy group. We have been mandated to analyze all information that is put before us and then share our findings with the Zarathushti community. To assist us in our mandated task we request you to submit formally in writing whatever you wish to communicate. Such communication will be made part of the public record and open to all. We will reciprocate in a like manner.

We offer the preceding to help you understand our rationale upon which the document dated July 9, 2002 is based and the importance of receiving a formal response from you.

WZO AGM and Aftermath

We note from your communication dated July 25, 2002 that you plan on discussing the charter at the WZO AGM in September 2002 and then, if approved, proceed to register the entity. This unilateral action, in our opinion, is not in the best long-term interests of the world Zarathushti community. Clearly, such unilateral action will free others to take similar unilateral actions which will result in multiple competing entities. We urge you, in the strongest possible terms, to reconsider your proposed action. We look forward to hearing from you on this very critical issue.

WRT Meeting in London to discuss the WZO Charter

We appreciate the invitation conveyed in your letter dated July 25, 2002 and your telephone conversation.

We recognize the importance of having a face-to face conversation with you and your colleagues and we certainly look forward to meeting with you and others at an appropriate time in the future.

It is our considered opinion that such a meeting is premature. The WG has been madated to develop all models and report back to the FEZANA Executive and the FEZANA Member Associations. The WG is in the process of doing so. The WG is mandated to analyze and advise the FEZAN Executive, the FEZANA Memeber Associations and other interested parties; **negotiating with any entity is not part of the mandate.** Accordingly, the meeting you propose can only be within the framework of your clarifying issues that we have raised in our communication dated July 9, 2002. The value of a face-to-face meeting to clarify the issues we have raised is not clear.

With best wishes,

Khorshed F. Jungalwala
on behalf of the FEZANA World Body Working Group

ITEM 6A – AUGUST 9, 2002 – EMAIL FROM DINSHAW TAMBOLY

From: [Dinshaw Tamboly](#)
To: [RUMI SETHNA](#) ; [RUMI SETHNA OFFICE](#) ; [RUSTAM DUBASH](#)
Cc: [MINOO R SHROFF](#) ; [FIRDOSH MEHTA](#) ; [KHORSHED JUNGALWALLA](#) ; [FARROKH MISTREE](#)
Sent: Friday, August 09, 2002 12:51 PM
Subject: RESTRUCTURED WORLD BODY - FEZANA WORKING GROUP

Dears Rumi, Rustam,

Mr. Farrokh Mistree met the Trustees of BPP today afternoon, when he briefed and updated us about the progress that FEZANA Working Group (WG) has made so far.

One cannot but admire the commitment, dedication and patience with which the WG have been working. All kudos to them.

I understand that some communications / messages have been exchanged between WZO & the WG.

I will be grateful if you could send me the WZO response to the proposals (sent sometime in May 2002), and the subsequent communications / messages exchanged till date. I would like to go through them, have a discussion with Mr. Minoo Shroff, my colleague on the BPP Board.

My understanding is that the WG has been charged by the FEZANA Executive to undertake an exercise that is in the nature of developing a strong foundation on which to build a restructured World Body (WB).

The present exercise is moving at a slow pace, mainly because the FEZANA WG is conceiving, discussing, debating, arriving at a consensus and thereafter presenting different models (so far four) to institutions - WZO, Indian Federation / BPP, ZTFE, - in the major regions for their consideration and response.

With a view to accelerating this process of developing an ideal model, acceptable to all institutions (I hope this is not an utopian thought), I would recommend that WZO, Indian Federation and ZTFE should also create their own 'Working Groups' on the lines of the FEZANA WG.

Each group could evolve their own models, interact with the other WG's arrive at a mutually acceptable constitution of a restructured 'World Body', present it before their constituents and bring forth a restructured WB on the global scene.

Various checks and balances can be incorporated which would give the constitution of the restructured WB, the flexibility to identify various areas that in the present day and context may be considered 'early for our time' but would allow the Administrators the dexterity to revisit such areas in the near / distant future and readily introduce them into the framework of the WB.

If this proposal is acceptable to all concerned, it will hopefully be possible to concentrate on building a restructured WB on a solid foundation, whilst identifying but isolating issues that are at present contentious and come in the way of the community uniting globally and moving forward.

As time progresses and new individuals arrive on the scene and don the mantle of community leadership, the issues that are contentious at present may not be viewed with the same emotion or sentiment.

Dinshaw

ITEM 6B – AUGUST 19, 2002 – EMAIL FROM DINSHAW TAMBOLY

From: [Dinshaw Tamboly](#)

To: [KHORSHED JUNGALWALLA](#)

Cc: [MINOO R SHROFF](#) ; [FIRDOSH MEHTA](#) ; [RUSTAM DUBASH](#) ; [RUMI SETHNA OFFICE](#) ; [RUMI SETHNA](#)

Sent: Friday, August 16, 2002 10:51 AM

Subject: SOME THOUGHTS ON RESTRUCTURED WORLD BODY

Dinshaw K Tamboly

SHANTI, 5th Floor, 6 Banaji Street, Fort, Mumbai 400 001. India.
Tel No. 91-22-281 3718; 281 3719. Fax No. 91-22- 281 0560. E – Mail: beedee@vsnl.com

August 16, 2002

Ms. Khorshed Jungalwalla,
Chair,
FEZANA - World Body WG.

Dear Khorshed,

25 SOME THOUGHTS ON THE RESTRUCTURING OF WZO

At the very outset I must mention that I have nothing but sincere admiration for the imposing exercise that you and your colleagues have been undergoing to evolve a suitable Constitution for a restructured WZO. The approach of the FEZANA – WG has been professional, dynamic and sincere.

Based on the assumption that there will be no disagreement on my view, that the constitution of a restructured WZO should be durable enough to be acceptable to all, relevant to the intrinsic environment within which our community spread over all the continents subsists, and also encompass realities, present as well those that we can conceive and anticipate, I have taken the liberty of writing to you.

As a member of the International Board of WZO and as a Trustee of BPP, I have been privy to the viewpoints of both sides. Believe me when I mention that there are very well meaning individuals on both sides, who combining together can become a formidable combination.

However, as far as this communication is concerned, please understand that the views that I am going to share with you are in my personal capacity based on my personal perspective. The intent is to provide some pertinent input that I feel you and your colleagues should consider whilst conceptualising an ideal Constitution that would withstand the vicissitude of time.

I would like to share some thoughts with you, your colleagues and others to who this is being copied. In my opinion these issues will need to be addressed if this exercise is to be brought to a pragmatic and successful conclusion.

The essence/s of these thoughts are: -

What is to be attained:

- The restructuring of WZO resulting in the creation of a World Body (WB) acceptable to all the major regions of the world.
- Unification of all regions of the world with dignity and mutual respect.

What is to be avoided:

- The creation of a second global body in direct competition with the existing WZO should not even be considered in our mental makeup. This must be avoided at any cost. Such a creation will result in a very sharp division in the community to the detriment of the cause of unifying Zarathushtis.

IDENTIFYING AREAS OF POSSIBLE DISAGREEMENT

Issues & Analysis / Commentaries:

Each of the major regions, has to / will have to, contend with issues, some of which are peculiar to their regions whilst other will be common between regions.

To avoid disrupting the smooth working of a restructured WB it would be preferable to identify such issues and either resolve or isolate them for revisiting at a later time.

The main **issues** required to be sorted out between major regions connected with this exercise that come to my mind, with some *analysis / commentaries* are: -

- **26** **UK**
- *Between WZO & ZTFE*
- Over a period of time (around the last 15 years or thereabouts) there has been a vertical split in the community in London. The split was initially caused on interpretation of doctrinal issues. The schism has unfortunately widened with time. The deeply entrenched animosity has intensified with both groups – traditional as well as liberal – being on a collision course in all matters.
- The mistrust between leaders of the present generation belonging to both groups appears to be too deeply embedded to allow them to appreciate different points of view, to shake hands and forget the past.

The only practical course appears to be to wait for a new generation of leaders to arrive at both WZO UK & ZTFE and hope that their perspective of community issues will not be laced with personal animosity, but would

be based on leading the community on the path of progress, friendship, peace and harmony.

The constitution of a restructured WZO will have to take this ground reality into consideration.

India

- ***Between WZO & BPP- Indian Federation***

- Some Trustees of BPP and the Indian Federation do not accept in principle, the participation of individuals in the management of the WB. Their view is that ONLY Federations have a right to manage the affairs of the WB.

With the solid base of individual members that WZO in its existing form has, this point of view, if insisted upon will only result in creating an impasse.

The constitution of a restructured WZO will have to take this ground reality into consideration.

- ***Between BPP-Indian Federation, ZTFE & FEZANA***

Some Trustees of BPP hold the very rigid view that only those born of both Zarathushti parents and initiated into the Zarathushti faith can be termed to be Zarathushti's and only such individuals should be allowed to participate in the management of the WB.

The principle that the definition of a Zarathushti should be left to each Association of a region will in all probability not find acceptance to those professing this line of thought. These thoughts will find compatibility with quite a few, if not all members of the ZTFE Board.

Majority of the FEZANA Associations has a liberal outlook. Will they accept any of their representatives being rejected to serve on the Executive or Administration of the WB? FEZANA can and will be affected the most by this predicament.

FEZANA and their member Associations would be well advised to consider the fallout of a distinctly possible scenario, where their representative, because of his/her mixed parentage or any other rationalism relevant on the North American Continent is not accepted as a Zarathushti by representative/s from other major regions (India & ZTFE).

It will be in the interest of the WB to have such an explicit eventuality addressed at the time of Constitution framing to avoid major problems at a later date.

27 Iran

- ❖ ***Between WZO, IRAN & BPP – Indian Federation, ZTFE***

On account of the prevailing political position in Iran it may perhaps not be possible for them to involve their associations to form a Federation. Iran may perhaps have to depend on individual membership for representation in the WB.

How will the BPP – Indian Federation; ZTFE combine respond to such an eventuality, and what would be the response from the other major players WZO & FEZANA?

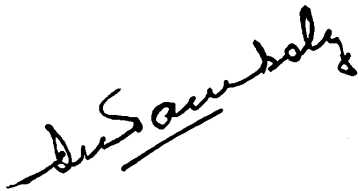
28 WRAP UP

The intent of elucidating these thoughts on paper has been an endeavour to identify potential roadblocks and inspire a collective and spirited approach to overcome them.

Magnanimity & Statesmanship of a high order will be imperative if the existing WZO is to be restructured and developed on a foundation durable enough to withstand buffeting of the times.

Warm regards,

Very Sincerely,

A handwritten signature in black ink, written in a cursive style, that reads "Dinshaw K Tamboly". The signature is written over a horizontal line.

Dinshaw K Tamboly

c.c. Mr. Rumi Sethna (WZO); Mr. Minoo R Shroff (BPP); Mr. Firdosh Mehta (FEZANA).

ITEM 6C – AUGUST 19, 2002 – WG RESPONSE TO EMAILS FROM DINSHAW TAMBOLY

From: [KHORSHED JUNGALWALA](#)
To: [Dinshaw Tamboly](#) ; [Dinshaw Tamboly](#)
Cc: [saroshjc@aol.com](#) ; [scollector@collectordart.com](#) ; [farrokh.mistree@eudoramail.com](#) ; [Farrokh Mistree](#) ;
[Gev.nentin@chase.com](#) ; [Gev Nentin](#) ; [kfj@concins.com](#) ; [Firdosh Mehta](#) ; [ROHINTON RIVETNA](#)
Sent: Monday, August 19, 2002 11:03 PM
Subject: WG Acknowledgments August 9 & 16, 2002

Dear Dinshaw:

This email is to acknowledge and thank you for your emails dated August 9, and August 16, 2002.

The Working Group discussed both of your communications at its Conference Call on Friday August 16, 2002.

WRT your email of August 9, 2002

"With a view to accelerating this process of developing an ideal model, acceptable to all institutions (I hope this is not an utopian thought), I would recommend that WZO, Indian Federation and ZTFE should also create their own 'Working Groups' on the lines of the FEZANA WG. "

We wholeheartedly endorse the preceding and look forward to working with all Working Groups to bring about an efficacious convergence of all to a World Body.

To help you structure and mandate the WZO Working Group we share with you some of our thoughts:

- The FEZANA World Body Working Group operates under a mandate from the FEZANA Member Associations that is overseen by the FEZANA Executive. Until recently, none of the members of the FEZANA World Body Working Group were members of the FEZANA Executive. We have found the decoupling of the WG members from the FEZANA Executive to be most effective.
- The FEZANA World Body Working Group is not an advocate for any one model. Its role is to analyze all information put before it and then advise the FEZANA Member Associations and the FEZANA Executive.
- The FEZANA World Body Working Group does not have a mandate to negotiate a final solution. This decision is to be made by elected officials and not the WG, which is an appointed body.

We strongly suggest that you take the preceding into consideration when you decide to create your own Working Group.

WRT your email of August 16, 2002

We are conversant with every point of contention that you have raised. Our approach to negotiating a path through the contentious issues that you have articulated so very well in your letter is two fold:

- The WG has chosen to focus first on getting convergence on the STRUCTURE for the World Body. We contend that once the structure is in place this structure can be used to develop POLICIES. It is our hope that if we can converge on a structure then we can use this structure to make policy decisions that defuse tensions between the various entities that you have identified in your communication.
- No model is perfect and it is easy to tear down any model. Recognizing this the WG has chosen to define a set of ideal characteristics for a World Body and then identify the "goodness" in each model. Accordingly, we have come to recognize that all models are workable in varying degrees. Currently, we are focused on fostering the development of all models under consideration. It is with this in mind that we have sought clarifications about the WZO 2001Ltd model from Rumi and Rustam.

Closing Comments

We trust that by now Rumi and / or Rustom have sent you our requests for clarification dated July 9, 2002. Another request for clarification is also being sent out tomorrow with reference to the WZO 2001Ltd Charter which we received on July 25, 2002. We had requested a response by August 15, 2002. It is our hope that the response is in the proverbial mail.

With best wishes from Gev, Farrokh, Sarosh, Rohinton and myself,

Khorshed F. Jungalwala
on behalf of the FEZANA World Body Working Group

ITEM 7 – AUGUST 13, 2002 – RUMI SETHNA'S COMMUNICATION WITH ATTACHMENT

From: "Rustam Dubash" <dubashrs@penningtons.co.uk>
To: "Firdosh Mehta" <firdosh.mehta@primus.ca>; "KHORSHED JUNGALWALA" <kayj@ziplink.net>
Cc: "RUMI SETHNA OFFICE" <rumi@sherwoods.uk.com>
Sent: Tuesday, August 13, 2002 10:38 AM
Subject: World Body

<<LETTER TO KJ.DOC>>

Dear Firdosh,

You will have received my e mail of yesterday sending you Rumi's letter to Khorshed. Rumi and I were discussing matters pertaining to the world body this morning and we both feel that it would be appropriate for Rumi's letter to be circulated to all the Presidents of the Associations in NA and all board members of FEZANA, so that everyone is fully appraised of the current communications between us and the WG. Rumi and I would be obliged if you could do the needful.

Thanking you in anticipation
Yours
Rustam S Dubash

ITEM 7A – AUGUST 13, 2002 – ATTACHMENT

12 August 2002

My dear Khorshed:

It was good to talk to you on the phone on 2nd.August. I have since received your e mail of 6th. August . I am glad that the WG is planning on studying the WZO 2001 draft I sent last month, at Firdosh's and your request.

I'll look forward to receiving your few specific suggestions for consideration. I hope that you will do so in the spirit of what I suggested in my May 14, 2002 letter to Framroze: " ...that community's interest lie in FEZANA joining WZO on the basis of what was discussed in NY. If some minor language refinements are desired, let us do so."

You will agree that although you call it "the latest draft", what I sent is hardly that! Because it is simply the one mediated by Prof. Irani on FEZANA's behalf in November 2000, which the FEZANA-WZO meeting discussed in NY in April 2001, together with the modifications I agreed in NY to respond to further sensible suggestions made by FEZANA members. These modifications had already been summarised in my June 2001, and Attachment 2 of my 14th.May 2002, letters to Framroze.

Prof. Irani's mediating touch had almost finalised all issues that concerned FEZANA. The additional modifications I agreed to, would have closed the matter to the full satisfaction of a majority of FEZANA members - had it not been for the WG's efforts under the new mandate of Framroze and your leadership.

I feel saddened by that development, since FEZANA members left the NY meeting with a clear understanding of all aspects of the WZO 2001 draft and the WZO Foundation arrangement, a majority of them favored its acceptance, and several even greatly appreciated the modifications to which I agreed. If despite that, certain WG members still have some 14 pages of queries to fulfill

their mandate, may I repeat my offer to host you and any of them at my house at your early convenience, where we can clarify all queries face to face to your heart's content. Khorshed, don't you think that this futile exchange of repetitive communications must thus be ended - once and for all?

You, of course, do know that the draft I just sent, embraces many changes proposed over 9 years for a restructured WZO by many regions and FEZANA, including at the November 2000 and April 2001 meetings. You also know that over these years, at great personal financial cost and the cost of leaving our businesses for many days, my colleagues and I visited Australia, Canada, Europe, India, Iran, Pakistan, Singapore, UK and USA to discuss it with community leaders. I also hosted FEZANA representatives at my house many times, and visited USA over 8 times on this matter.

Yet, if your WG wishes to label WZO's decision to move forward on the basis of these efforts as "a unilateral decision", and present what is white as black, so be it. But will the fair-minded world Zarathusti community, including in North America, believe you? I think not!

In the prevailing friendly atmosphere, please permit me to be candid. In all your reports and private letters, you insist, "WG is not an advocacy group". Repetition of this phrase suggests that you are not sure of that yourselves, but want your audience to buy that nevertheless! If you were mandated to analyse the two models on the table, and had restricted yourself to that task, you could claim such impartiality. But now that the WG has introduced a third model, its own brainchild, how can you honestly claim non-advocacy? Is that humanly possible?

So let me however repeat that I am **always ready** for constructive, not repetitive, discussions. I also believe that decisive leadership is also necessary in these circumstances. I hope, you and FEZANA's newly elected Board will now display that, by recognising that wisdom lies in resolving this matter by putting it where it stood after the NY meeting, and before the WG's intervention, even at the expense of dropping its trouble-making brainchild. I am sure that a majority of FEZANA members will applaud you, if you do! May Vohu Mano and Asha guide both of you towards such a resolution, in the interests of our community in North America and the world.

With warmest regards,

Rumi Sethna
Chairman, WZO

ITEM 7B – AUGUST 21, 2002 – PLEA TO WZO TO RESPOND TO REQUEST FOR CLARIFICATIONS

From: [KHORSHED JUNGALWALA](#)

To: [Rumi Sethna](#) ; [RUMI SETHNA](#) ; [Rustam Dubash](#) ; [Dinshaw Tamboly](#)

Cc: [Firdosh Mehta](#) ; [ROHINTON RIVETNA](#) ; [saroshjc@aol.com](#) ; [collector@collectordart.com](#) ;

[farrokh.mistree@eudoraimail.com](#) ; [Farrokh Mistree](#) ; [gev.nentin@chase.com](#) ; [Gev Nentin](#) ; [kfj@concins.com](#)

Sent: Wednesday, August 21, 2002 7:47 PM

Subject: WG - Acknowledgment letter August 12, 2002

FOLKS: PLEASE DELETE THE LETTER SENT YESTERDAY. A COUPLE OF MINOR CORRECTIONS HAVE NOW BEEN MADE TO THIS LETTER. THANKS.

Dear Rumi:

This is to acknowledge receipt of your email dated August 12, 2002. It was discussed during our Working Group conference call on Friday, August 16, 2002.

The salient points are given below:

1. "I'll look forward to receiving your few specific suggestions for consideration. If some minor language refinements are desired, let us do so."

WG - Clearly, the WG needs to understand what you have proposed before making suggestions for improvement. Accordingly, the WG in its emails dated July 12, 2002 and August 6, 2002 has sought clarifications of the draft that you have sent to us. Our hope is that through the process of clarification both parties will clearly understand the strengths and weaknesses of what is being proposed. Hence, we again request you to respond to our two requests for clarification.

2. " I hope that you will do so in the spirit of what I suggested in my May 14, 2002 letter to Framroze: " ...that community's interest lie in FEZANA joining WZO on the basis of what was discussed in NY. ..."

WG - The decision as to whether FEZANA joins WZO is not within the purview of the FEZANA WG. The decision to join or not join is to be made by the elected members of the FEZANA Member Associations.

3. "So let me however repeat that I am **always ready** for constructive, not repetitive, discussions. I also believe that decisive leadership is also necessary in these circumstances. "

WG - We are in agreement that the way to proceed is through constructive dialog that is not repetitive. It is with this in mind that the WG has been systematic in its deliberations and careful to document its analysis and conclusions. We have studied the document that you have sent to us. The issues that we have raised for clarification have arisen from our study. We urge you to respond to our request for clarification. We assure you that your response will be documented and shared with you, the FEZANA Executive, the FEZANA Member Associations and other interested parties. Such documentation will preclude repetition of the same issues that you so wish to avoid in the future.

4. Dinshaw Tamboly in his email dated August 9, 2002 has requested you to send him the two Requests for Clarification (dated July 12, 2002 and August 6, 2002) that the WG has sent to you. We would be delighted if you shared the information with him. If you prefer - please let us know - we will email him the material and also include him on future communications from the WG to WZO.
5. You have requested the WG to circulate your letter to the FEZANA Member Associations. It is the WG policy to put all the input it receives into a report and then circulate the report to the community. We will include all material that you send to us in our report to the community that should be ready later this month or in early September.
6. WRT "a unilateral decision". Yes, you have visited several countries. Yes, you have invested time and effort in promoting WZO. This is certainly to your credit. If as result of your travels there was convergence and no opposition to what you propose then the WG would be in error in cautioning you against taking a unilateral decision to register WZO 2001 Ltd. This, however, is not the case.

There are at least two competing models on the table. There is movement towards this proverbial table:

- ZTFE, in July 2002, has indicated its desire to establish a WG of its own.
- Dinshaw Tamboly in August 2002 suggested the creation of WGs similar in form and function to the FEZANA WG.

Clearly, there now seems to be movement of various parties to sit around the table to discuss the issues systematically. If WZO walks away at this juncture and registers WZO 2001 Ltd, it will, in our opinion, be a 'unilateral decision' that will put an end to dialog and will precipitate a similar action on the part of others.

With best wishes from Gev, Farrokh, Rohinton, Sarosh and myself.

Khorshed F. Jungalwala
on behalf of the FEZANA World Body Working Group

ITEM 8 – AUGUST 20, 2002 – REQUEST FOR CLARIFICATION WZO 2001 LTD.

From: "KHORSHED JUNGALWALA" <kayj@ziplink.net>
 To: "Rumi Sethna" <rumisethna@tinyworld.co.uk>,
 "RUMI SETHNA" <chairman@w-z-o.org>,
 "Rustam Dubash" <dubashrs@penningtons.co.uk>,
 "Dinshaw Tamboly" <beedee@vsnl.com>
 Cc: "Firdosh Mehta" <firdosh.mehta@primus.ca>,
 "ROHINTON RIVETNA" <Rivetna@aol.com>, <saroshjc@aol.com>,
 <scollector@collectordart.com>, <farrokh.mistree@eudoramail.com>,
 "Farrokh Mistree" <farrokh.mistree@me.gatech.edu>, <gev.nentin@chase.com>,
 "Gev Nentin" <gevnentin@aol.com>, <kfj@concins.com>
 Subject: WG Request for Clarifications II 8.2.02
 Date: Tue, 20 Aug 2002 22:57:45 -0400
 X-Mailer: Microsoft Outlook Express 5.00.2919.6600

Happy Navroze & Khordad Saal Mubarak to All!

Dear Rumi & Rustam,

The Working Group acknowledges and thanks you for sending the WZO 2001 Ltd.Charter to us on July 25, 2002.

We have studied and discussed the various components of the draft. There are certain issues that we request you to clarify for us. We make this request in the attachment - Clarification II 8.2.02, to this e-mail.

We will be very thankful if you could please send your response to our requests by August 28, 2002.

Best wishes from Gev, Farrokh, Rohinton, Sarosh and myself.

Khorshed F. Jungalwala
 Chair, FEZANA World Body Working Group.

ITEM 8A – AUGUST 20, 2002 – ATTACHMENT - REQUEST FOR CLARIFICATION 2

TO Rumi Sethna, President WZO

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 Request for Clarification on WZO2001 Ltd. - II

DATE August 6, 2002

PREAMBLE

You are in possession of our document dated July 9, 2002 in which we seek clarifications based on documents in our possession at that time (see below).

We acknowledge receipt of the document titled WZO2001 LIMITED that was sent to us under cover letter dated July 25, 2002.

We acknowledge your telephone to Khorshed on August 2, 2002. We understand that you are of the opinion that all the clarifications we have raised have been answered in the WZO 2001 Ltd. Document. This, in our opinion is not the case. Having studied the WZO2001 Ltd document we seek additional clarifications.

Our intent in seeking these clarifications is to understand clearly what has been put forward and to establish a basis for further dialog if and when appropriate. The structure is as follows:

- We state what we understand – and request confirmation or modification of our understanding from you.
- Based on our understanding we pose questions – and request clarification from you.
- We pose possible scenarios that could occur when implemented and request you to help us understand how these scenarios would be dealt with under the WZO Charter.

The WG recognizes that responding to this set of questions will involve both time and effort. We trust that you will find the investment of effort worthwhile.

Please ensure that your response is sent to BOTH Firdosh Mehta and Khorshed Jungalwala.

REFERENCES

The WG analysis (July 9, 2002) is based on the study of the following documents:

- “WZO Revised Final Draft – April 2000 draft (as amended in December 2000).
- Rumi Sethna’s response dated December 2000, to Clause by Clause comments from the Meeting of Regions in London in November 2000.
- Miscellaneous negotiations between FEZANA and WZO during 2000 and 2001.
- Notes of the New York meeting between the WZO and FEZANA in April 2001
- Letter from Rumi Sethna, dated May 14, 2002 addressed to Framroze Patel, President of FEZANA.

The WG analysis (August 6, 2002) is based on the study of the following document that was received on July 27, 2002:

- WZO 2001 Ltd under cover letter to Khorshed dated July 25, 2002 and sent on July 27, 2002.

UNDERSTANDING, COMMENTARY AND QUESTIONS FOR CLARIFICATION

In this section we record our understanding of what is proposed, offer a commentary and then seek clarification that will aid our analysis and possibly result in convergence.

1 through 23 Request for Clarification dated July 9, 2002

24 Implications of Registering WZO2001 under the Companies Act instead of a Charity .. contd.

These questions follow Questions 22.1 and 22.2 in Request for Clarification July 9, 2002

Clause V(j) “To receive voluntary contributions from any organisation, person or persons, inter-alia by way of donation or annual or other subscription or legacy for the support and benefit of ~~this charity~~. **The WZO 2001.**”

Question 24.1: We seek to understand the tax ramifications for the contributor. Hence, the following questions: Would contributions made to WZO 2001 be tax-deductible in UK, USA, India, etc?

Clause V(k) “To undertake and perform the offices and duties of a trustee of “The WZO Foundation” or similar charitable organisation and their successors.”

Question 24.2: The WZO Foundation is mentioned twice in the document. We need to understand the distinction between the WZO 2001 Ltd and the WZO Foundation. Please clarify. In the context of Clause V(j) Would the Foundation also receive contributions?

Clause V(o) (iv) to be independently responsible for any liability or financial obligation that each undertakes in execution of its respective responsibilities under the memorandum and articles of association. Provided

however that in the event WZO 2001 has to meet the liabilities or financial obligations of either Council at any time, the Council concerned undertakes to repay the same to WZO 2001 within a reasonable period.”

Our understanding of V(o) (iv): Each Council is responsible for its own liabilities. WZO 2001 Ltd. will receive all funds. Each Council will receive money from the WZO 2001 Ltd. In case of overspending by either council the WZO 2001 Ltd. will need to be compensated in a reasonable period of time.

Question 24.3: Is the preceding correct? If not please advise accordingly.

Question 24.4: As per our reading of Clause VI WZO 2001 Ltd. is a singular entity and the two councils are sub-entities. Each of the three have separate organizations of their own, while the Councils have been defined clearly the definition and structure of WZO2001 Ltd. is unclear. Hence the following questions: Who will be responsible for managing the WZO 2001 Ltd. funds? Is it the Treasurer of WZO 2001 Ltd? If yes, please clarify how will this Treasurer will be elected and to which entity will this Treasurer report to?

25 Membership Structure ... contd.

These questions follow Questions 15.1 through 15.3 in Request for Clarification July 9, 2002.

Qualification of Federation Members 6A

“Any Zarathusti association or anjuman in a region where a federation has **either** not been formed or has not become a Federation Member of the WZO 2001 can become a Federation Member, provided after joining it undertakes to pursue, within a reasonable period of time, which period can be extended as the situation warrants, a dialogue with other ones in the region to be followed by concrete steps to establish a federation for that region.”

Question 25.1: What is a reasonable period of time? What are the conditions under which this period can be extended? What are examples of concrete steps to establish a Federation?

Qualification of Federation Members 6B

“Any Zarathusti association or anjuman in any region which has been registered as an ordinary or permanent association member of The World Zoroastrian Organisation prior to the incorporation of WZO 2001.”

Our understanding: The following FEZANA Member Associations ZAC, ZAGNY are members of the current WZO. If FEZANA joins WZO 2001 Ltd. then ZAC and ZAGNY would cease to have ANY membership in WZO 2001 Ltd.

Question 25.2: Is the preceding correct? If not please advise accordingly.

Our Understanding: The following FEZANA Member Associations ZAC, ZAGNY are members of the current WZO. If FEZANA opts NOT to join WZO 2001 Ltd. As per Clause 6B these FEZANA Member Associations would become members of the WZO 2001 Ltd. Council of Federations and continue to be members as long as FEZANA did not join.

Question 25.3: Is the preceding correct? If not please advise accordingly.

Question 25.4: Would other FEZANA Member Associations be eligible to join WZO 2001 Ltd. if FEZANA opted not to join WZO 2001 Ltd.?

Let us assume that ZAC and ZAGNY are members of the WZO 2002 Ltd Council of Federations

Question 25.5: How many votes would each get to exercise at the WZO 2001 Ltd. General and Special Meetings?

Question 25.6: How many representatives would each get to send to the Council of Federations?

Clause 9A(e) “associations or anjumans who wish to participate in the responsibilities entrusted to the Individual Council, in addition to the responsibilities entrusted to the Federation Council, each of whom shall have one vote.”

Our understanding: As per Clause 9A(e) an Association can be a member of both the Council of Individuals and Council of Federations.

Question 25.6: Is the preceding correct? If not please advise accordingly.

Question 25.7: If FEZANA decides to join WZO 2001 Ltd. could (say) ZAGNY and ZAC decide to join the Council of Individuals in WZO 2001 Ltd.?

Question 25.8: If FEZANA decides NOT to join WZO 2001 Ltd. could (say) ZAGNY and ZAC become members of both Councils in WZO 2001 Ltd.

Clause 13A “ Each region **or association or anjuman within a region having no Federation** shall elect 2 persons to be represented on the Council from among those living within its geographical jurisdiction and who stand for such election. **It shall be left to the autonomy and commonly accepted practices of the concerned region, association or anjuman to decide if a proposed candidate meets its definition of a Zarathushti.**”

Our understanding: As per Clause 13A in a Region in which there is no Federation but there are Associations each of these Associations can send two representatives to the Council of Federations.

Question 25.9: Is the preceding correct? If not please advise accordingly.

Question 25.10: How many votes on the Council of Federations will each representative of an Association from a Region without a Federation control?

Question 25.11: What is the incentive for Associations within a Region to form a Federation if as per Clause 13A each Association can represent itself in WZO 2001 Ltd.’s Council of Federations?

In a Region in which there is no Federation each Association can decide to be represented on the Council of Individuals and the Council of Federations.

Question 25.12: Is the preceding correct? If not please advise accordingly.

In the Council of Federations (Schedule 1), Iran has been apportioned 100 votes and North America 40. In the Council of Individuals (Schedule 2), Iran has been allocated 2 votes and North America 3.

Question 25.13: What is the rationale for Iran having a greater number of votes on the Council of Federations than North America in Schedule 1 and Iran having a lesser number of votes on the Council of Individuals than North America in Schedule 2?

26 Operations

Our understanding: As per Clause 29 the IB meets to elect the Chair following the AGM. As per Clause 31 the IB meets before the AGM to prepare the audited accounts, etc.

Question 26.1: Is the preceding correct? If not please advise accordingly.

Question 26.2: Is it possible that the composition of the IB that meets before the AGM and after the AGM is different? Is it possible that the Chair of the IB that meets before and after the AGM is different?

The following entities are listed in the WZO 2001 Ltd document: WZO 2001, IB, COI, COF, WZO Foundation, etc.

Question 26.3: What are minimum number of meetings and logistics for each entity within WZO 2001 Ltd?

Our understanding: There will be NO proxy votes allowed in any of the operations of the WZO 2001 Ltd. – including, IB, COI, COF, WZO Foundation, etc.

Question 26.4: Is the preceding correct? If not please advise accordingly.

Our understanding: As per Clause 52 decisions in either Council can be made as per votes cast; there is no need for a quorum.

Question 26.5: Is the preceding correct? If not please advise accordingly.

27 The WZO Foundation

The WZO Foundation is mentioned twice in the WZO 2001 Ltd. document:

Memorandum of Association

3 (k) To undertake and perform the offices and duties of a trustee of "The WZO Foundation" or similar charitable organisation and their successors.

Articles of Association

3 (r) Serving as a trustee of "The WZO Foundation" or similar charitable organisation and their successors.

Question 27.1 What are the objectives of the WZO Foundation?

Question 27.2 What is the relationship of the WZO Foundation to WZO 2001 Ltd?

Question 27.3 What is the relationship of the WZO 2001 Ltd. International Board to the WZO Foundation?

Question 27.4 What is the structure of the WZO Foundation?

Question 27.5 What is the relationship of the WZO Foundation to existing entities on WZO?

Question 27.6 What is the need for the WZO Foundation?

28 Qualification of Individual Members

Clause 9(a) persons born into and/or ~~professed~~ **professing** ~~into~~ the Zarathusti faith;

Question 28.1: What is meant by "professing" the Zarathusti faith? Professor Boyce, is a well-known author of books on Zoroastrianism. As a professor she clearly "professes" the Zarathusti faith since she has written about doctrine. Would Professor Boyce be eligible to become a member of the Council of Individuals?

ITEM 9 – AUGUST 30, 2002 – LETTER FROM RUMI SETHNA

From: "Rustam Dubash" <dubashrs@penningtons.co.uk>
To: "KHORSHED JUNGALWALA" <kayj@ziplink.net>
Cc: "Firdosh Mehta" <firdosh.mehta@primus.ca>; "RUMI SETHNA"
<rumisethna@tinyworld.co.uk>; "RUMI SETHNA OFFICE" <rumi@sherwoods.uk.com>
Sent: Friday, August 30, 2002 4:58 AM
Subject: letter to Khorshed Jungalwalla

Dear Khorshed, <<letter to KJ.DOC>>
Attached is a letter to you from Rumi in response to your recent e mails.
Kind regards
Rustam S Dubash

=====
August 30, 2002

My dear Khorshed:

Many thanks for your two emails of 21 August.

I had sincerely hoped that you and your WG colleagues, whom I deeply respect, would respond constructively by proposing some specific verbal changes to the WZO 2001 draft, which could allow the WG to recommend that it would be in FEZANA's interests to join the restructured WZO.

I can appreciate that your Montreal AGM's resolution places the WG in a dilemma. Indeed, it is a humanly impossible task to be the author of the mischief-making new model for a world body, which the WG itself promoted earlier this year, and, at the same time, now serve as an objective arbiter between that model and other ones. I can also sympathise with the frustration the WG must feel, that while many Zarathustis, associations and regions world-wide - including most FEZANA members at the FEZANA-WZO meeting in NY in April last year - developed a consensus on the principles and details of WZO 2001/WZO Foundation proposal, not a shred of it is evident even on the basic principles of WG's new model, not even from India or UK much less any FEZANA member. That, is sadly clear from your own May report to FEZANA!

But are these any reasons for your emails to reveal so much bias against the idea of FEZANA joining a restructured WZO? Any objective FEZANA member will easily recognise it from the legalistic and inquisitorial tone of WG's queries, which friendly expressions of Navroz and Khordad Sal greetings can barely disguise? Was it also necessary to limit your understanding to the few documents mentioned in your emails, and ignore the many written communications circulated world-wide for some years explaining WZO's restructuring principles and details, and the innumerable verbal explanations given at length in meetings since 1997 to FEZANA representatives, including with three members of the WG and past FEZANA Presidents?

As regards the several pages of the WG's twice-repeated queries, was it necessary to add queries relating to the very compromises insisted upon by FEZANA's representative, Prof. Irani in November 2000, on its behalf? For example, the qualifications of Individual Members (Cl. 9(a)), or participation of interested Federation Members in Individual Council's work - based on the same one vote like every Individual Member (Cl. 9 (e)), or deletion of a specific time period within which associations in a region must form a federation (Cl 6A)? Was it necessary to query the compromise proposed by your present President Firdosh Mehta and accepted by those at the said NY meeting,

that the qualifications for membership be left as Prof. Irani negotiated (Cl. 9(a)), but that a region/association should have the autonomy to decide if its proposed candidate for election to either Council meets its definition of a Zarathusti (Cl 13A & 23 A).

In making so many repeated, and added, queries, the WG has apparently confused itself. I am afraid, that might end-up by confusing FEZANA members. But perhaps WG might be following your President Truman's thought, that when you don't want others to join in a proposal, it is best to confuse them!

If despite many years of explanation of the restructured WZO's principles and details, including at the NY meeting which all WG members joined, you continue to pose several pages of queries repeated in different ways, it simply suggests that either one really does not understand them, or one refuses to understand. I would be the last to suggest the latter of such wise persons on the WG. But if it is the former, then it clearly suggests that no amount of written clarifications will ever suffice, but give rise to more queries. Hence, my dear friend, is it not wiser to sit face to face as long as it takes to clarify all that you want, once and for all?

I have made this offer twice, to be turned down twice by you. Let me now make it for a third time! If you are serious about finding solutions that could allow the WG to recommend that FEZANA members join WZO restructured as proposed, than please come soon to London,. Let us sit and clarify everything together, before I go to my International Board in late September. Otherwise Khorshed, please end this infructuous exchange of repetitive correspondence, as it seems to be leading the WG or WZO nowhere.

Warmest regards to you and all your WG members,

Yours sincerely,

Rumi P. Sethna
Chairman, WZO