



The World Zoroastrian Organisation

The World Zoroastrian Organisation

135 TENNISON ROAD, SOUTH NORWOOD, LONDON SE25 5NF

Website www.w-z-o.org

Charity No 1023334

Articles of Association for a Charitable Company

THE COMPANIES ACT 2006

COMPANY LIMITED BY GUARANTEE NOT HAVING A SHARE CAPITAL (AS ADOPTED BY SPECIAL RESOLUTION PASSED ON 23 SEPTEMBER 2012)

Articles of Association of

The World Zoroastrian Organisation Limited

1. The company's name is
The World Zoroastrian Organisation Limited
(hereinafter called the Association).

Interpretation

2. In the articles:

"address" means a postal address or, for the purposes of electronic communication, a fax number, an e-mail or postal address or a telephone number for receiving text messages in each case registered with the association;

"the articles" means the association's articles of association;

"the association" means the company intended to be regulated by the articles;

"clear days" in relation to the period of a notice means a period excluding:

- the day when the notice is given or deemed to be given; and
- the day for which it is given or on which it is to take effect;



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"the Commission" means the Charity Commission for England and Wales;

"Companies Acts" means the Companies Acts (as defined in section 2 of the Companies Act 2006) insofar as they apply to the association;

"the committee" means the committee of the association. The committee members are association trustees as defined by section 97 of the Charities Act 1993;

"document" includes, unless otherwise specified, any document sent or supplied in electronic form;

"electronic form" has the meaning given in section 1168 of the Companies Act 2006;

"officers" includes the committee members and the secretary (if any);

"the seal" means the common seal of the association if it has one;

"secretary" means any person appointed to perform the duties of the secretary of the association;

"the United Kingdom" means Great Britain and Northern Ireland; and

words importing one gender shall include all genders, and the singular includes the plural and vice versa.

Unless the context otherwise requires words or expressions contained in the articles have the same meaning as in the Companies Acts but excluding any statutory modification not in force when this constitution becomes binding on the association.

Apart from the exception mentioned in the previous paragraph a reference to an Act of Parliament includes any statutory modification or re-enactment of it for the time being in force.

Liability of members

3. (1) The liability of the members is limited.

(2) Every member of the association promises, if the association is dissolved while he or she is a member or within twelve months after he or she ceases to be a member, to contribute such sum (not exceeding £1) as may be demanded of him or her or it towards the payment of the debts and liabilities of the association incurred before he or she ceases to be a member, and of the costs charges and expenses of winding up, and the adjustment of the rights of



the contributories among themselves.

Objects

4. The objects for which the association is established are as follows:-

The carrying out of all or any of the following objects, that is to say:

- (1) The advancement of the Zoroastrian religious faith generally and in such particular respects as the Association may from time to time think fit.
- (2) The provision of a burial ground or grounds for persons of the Zoroastrian religion and the upkeep and maintenance of such grounds.
- (3) The relief of poverty among persons of the Zoroastrian religion in such ways as the Association shall from time to time think fit. In furtherance of the said charitable objects the Association shall be enabled to exercise any or all of the following powers:
 - (a) To establish and maintain charitable homes and hostels and to make grants or pay subscriptions towards the establishment and maintenance of homes and hostels.
 - (b) To make grants or allowances for the purpose of medical treatment and care.
 - (c) To pay subscriptions and make donations to charitable hospitals, homes and institutions having amongst their objects the succour and relief of such persons.
 - (d) To publish or assist in the publication of literature relating to the religion and history of Zoroastrians and in the purchase of such publications with the object of advancing the study and dissemination of the information and knowledge of the Zoroastrian faith.
 - (e) To promote the study of, and research into, the Zoroastrian faith and the historical and cultural evolution of the Zoroastrians and the publication of the results of all such study and research.
 - (f) To provide a place of worship devoted to the promulgation and practice of the Zoroastrian faith by payment of the whole or part of the cost of erecting, purchasing, leasing, hiring or otherwise obtaining the use and enjoyment thereof and also by discharge of the cost and expenses of maintaining, repairing, decorating, furnishing, embellishing and renewing as necessary from time to time the contents, fixtures and fittings



thereof.

- (g) To carry out such activities being charitable as the Committee shall, in their absolute discretion, think fit for the benefit of the Zoroastrians and in the promotion of their welfare and benefit exclusively.
- (4) The advancement of education for persons of the Zoroastrian religion.
- (5) The relief of sickness for persons of the Zoroastrian religion.
- (6) To invite and receive or without such invitation receive any voluntary contributions from any person or persons whatsoever by way of donation or annual or other subscription or legacy or otherwise for the support or otherwise for the benefit of the association hereby constituted.
- (7) At any time and from time to time to make such arrangements draw up such a scheme or schemes and make and frame such bye-laws and rules not inconsistent with the charitable objects hereof as the Committee of the Association shall in their discretion think fit for the administration of the association hereby constituted and at any time to amend alter or repeal any of the said arrangements, schemes, bye-laws or rules as the Committee shall think fit.
- (8) To hold the proceeds of sale or sales of any real leasehold or general property after payment thereout of the expenses incident thereto as well as Trust monies from time to time requiring investment upon trust and to apply the same in the absolute discretion of the Committee as capital or income for such charitable purposes and objects in any manner whatsoever for the benefit of the Zoroastrians.
- (9) To apply all or any such sums or sum of money as shall be received by the Association or the Committee in respect of the exercise of any of the powers conferred upon the Association hereby or otherwise for all or any of the purposes prescribed hereby whether such sums or sum 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):
- (a) In payment of any costs, charges or expenses (including the expenses of insuring against fire or otherwise and repairs or other out-goings of any kind) of or incidental to the use or maintenance of any freehold or leasehold property or any buildings for the time being thereon or any part thereof respectively or the exercise by the Committee of the



Association of any of the powers conferred upon them by the Objects clause.

- (b) In payment of the expenses of or incidental to exercising any power of laying out land or of building or otherwise hereby conferred on the Committee of the Association or of executing any other improvement of any kind which the Association and/or the Committee shall decide (as they are hereby each authorised to decide) to make in or upon any such property or any building or buildings for the time being thereon or any part thereof respectively in order that the same may be better adapted for the purposes hereof or
- (c) In paying off any mortgage charge or encumbrance of any kind for the time being affecting the Association's Fund or any part thereof.
- (10) To apply the property of the Association in or towards payment of all expenses incurred in the establishing and registering of the Association.
- (11) To invest and deal with the funds of the Association in such manner as may seem expedient, subject to the limitations prescribed in this these Articles of Association.
- (12) To repair, sell, let, re-let, lease, exchange, improve, manage, develop, mortgage, or otherwise deal with the whole or any part of the property of the Association and to invest the whole or any part of the moneys of the Association in or upon such investments as may within the limitations of this Articles of Association from time to time be determined.
- (12A) To purchase take on lease or in exchange hire or otherwise acquire and hold such real property in any part of the world as shall be required as a headquarters for the Association and to this end to borrow or raise money on such terms and on such security as may be thought fit PROVIDED ALWAYS that the Association shall not thereby undertake any permanent trading activities.
- (13) To make donations to any other charitable cause worldwide.
- (14) To do all such other lawful acts as are incidental or conducive to the attainment and furtherance of the above objects, provided that the objects of the Association 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 Association shall take or hold any property subject to the jurisdiction



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of the Charity Commissioners for England and Wales, the Association shall not sell, mortgage, charge or lease the same without such consent as may be required by law and as regards any such property the Committee of the Association 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 as such Committee have been if no incorporation had been effected and the incorporation of the Association shall not diminish or impair any control or authority exercisable by the Chancery Division or the Charity Commissioner over such Committee but they shall, as regards any such property, be subject jointly and separately to such control or authority as if the Association were not incorporated. In case the Association shall take or hold any property which may be subject to any trust, the Association shall only deal with the same in such manner as allowed by law having regard to such trusts.

Powers

5. The association has power to do anything which is calculated to further its Object(s) or is conducive or incidental to doing so. In particular, the association has power:
 - (1) to raise funds. In doing so, the association must not undertake any substantial permanent trading activity and must comply with any relevant statutory regulations;
 - (2) to buy, take on lease or in exchange, hire or otherwise acquire any property and to maintain and equip it for use;
 - (3) to sell, lease or otherwise dispose of all or any part of the property belonging to the association. In exercising this power, the association must comply as appropriate with sections 36 and 37 of the Charities Act 1993, as amended by the Charities Act 2006;
 - (4) to co-operate with other charities, voluntary bodies and statutory authorities and to exchange information and advice with them;
 - (5) to establish or support any charitable trusts, associations or institutions formed for any of the charitable purposes included in the Objects;
 - (6) to acquire, merge with or to enter into any partnership or joint venture arrangement with any other association;
 - (7) to set aside income as a reserve against future expenditure but only in

accordance with a written policy about reserves;

- (8) to employ and remunerate such staff as are necessary for carrying out the work of the association. The association may employ or remunerate a Committee member only to the extent it is permitted to do so by article 6 and provided it complies with the conditions in that article;
- (9) to:
 - (a) deposit or invest funds;
 - (b) employ a professional fund-manager; and
 - (c) arrange for the investments or other property of the association to be held in the name of a nominee;

in the same manner and subject to the same conditions as the trustees of a trust are permitted to do by the Trustee Act 2000;

- (10) to provide indemnity insurance for the Committee members in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993;
- (11) to pay out of the funds of the association the costs of forming and registering the association both as a company and as a charity.

Application of income and property

Universal clauses

- 6. (1) The income and property of the association shall be applied solely towards the promotion of the Objects.
- (2) (a) A Committee member is entitled to be reimbursed from the property of the association or may pay out of such property reasonable expenses properly incurred by him or her when acting on behalf of the association.
- (b) A Committee member may benefit from trustee indemnity insurance cover purchased at the association's expense in accordance with, and subject to the conditions in, section 73F of the Charities Act 1993.
- (c) A Committee member may receive an indemnity from the association in the circumstances specified in article 56.



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- (3) None of the income or property of the association may be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to any member of the association. This does not prevent a member who is not also a Committee member receiving:
- (a) a benefit from the association in the capacity of a beneficiary of the association;
 - (b) reasonable and proper remuneration for any goods or services supplied to the association.

Members

7. (1) The first subscribers to the memorandum and articles were:

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS SHARES

IRAN

ARBAB RUSTAM GUIV One
Shah Reza Avenue, Kakh Jonubi, No 4, Tehran.
Retired Businessman.

DR. FARHANG MEHR One
L.enD, BSc, LL.M, Ph.D..
Dr. Osanloo Avenue, Darrus, Tehran
Ex-Chancellor, Pahlevi University, Shiraz.

MEHRABAN ZARTHOSHTY One
Zartoshty Bldg, Kooche Momtaz Sadi Avenue, Tehran.
Businessman.

ROSTAM YAGANEGI One
666, Saadi Avenue, Tehran.
Businessman.

U. K.

DASTURJI DR. SOHRAB HORMUSJI KUTAR One
M.B.B.S., L.R.C.P., M.R.C.S.,
137, Woolwich Road, London. SE2.
High Priest; Medical Practitioner.



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- DR. MINO PHEROZSHA MISTRY** One
M.B.B.S.
17, Queen Annes Gardens, Enfield, Middlesex
Medical Practitioner.
- MANECK ARDESHIR SOHRAB DALAL** One
M.A. (Cantab.), Barrister-at-Law, F.C.I.T
"Tall Trees", Marlborough Road, Hampton, Middlesex.
Committee.
- DR. MRS. SHIRINBANOO SOHRAB KUTAR** One
M.B.B.S., M.D.M.S. (HOM)
137, Woolwich Road, London SE2.
Medical Practitioner.
- SHAHPUR FRAMROZE CAPTAIN** One
B.COM., LL.B., R.A., C.A.
25, Willow Close, Bishops Stortford, Herts.
Chartered Accountant.
- BAILEY RUSTOM IRANI** One
47, Leinster Gardens, London. W2.
Hotelier.
- MRS. RUBY NARIMAN CONTRACTOR** One
B.A. (Hons).
27, Springwell Road, Heston, Middlesex.
Accountant.
- MRS. MANIJEH BHUMGARA** One
24, Noel House, Harben Road, London NW6 4RL
Executive Officer
- MRS. BEROZE MEHLI MODY** One
39, Newdene Avenue, Northolt, Middlesex. UB5 5JE.
Purchasing Officer.
- JAL RUSTOMJI MODI** One
B.A. (Hons).
76, Elmbourne Road, London. SW17 8JJ.
Businessman.
- ERVAD BURJOR MANECKJI MAGOL** One
31, Higham Hill Road, London. E17.
Retired Businessman.
- SOLI PESTONJI MASTER** One



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B.A.,
2, Heatherset Gardens, Norbury, London. SW16 3LW.
Accountant.

ERVAD ZAL NARIMAN SETHNA One
G.C.D., A.A.I.A.,
73, Farningham Road, Caterham, Surrey.
Accountant.

ERVAD DARIUS NARIMAN SETHNA One
29, Spencer Road, Wealdstone, Harrow, Middlesex.
Insurance Consultant.

MEHERWAN SHAPURJI SEPAL One
558, Lordship Lane, London N22.
Businessman.

SHAHROKH SHAHROKH One
Dip. Arch., F.F.A.S., M.I.E.T.
26a, Wellesley Road, London. W4.
Architect.

BAHMAN MOBED One
77, Watchfield Court, Sutton Court Road, London W4
Retired Businessman.

U.S.A.

DR. KERSY ANTIA One
PL.D.,
17809 Ridgewood Drive, Hazel Court, Illinois 60429.
Psychologist.

DR. ROSTAM K. SARFEH One
M. D.
7190 Via Capri, La Jolla, California 92037.
Medical Practitioner.

CANADA

JAMSHED KHURSHEDJI PAVRI One
5693 Heather Street, Vancouver, B.C. V5Z 3M3.
Retired Businessman.

BOMBAY



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NOSHIRWAN MULUK IRANI

One

Civil Engineer

141 El Cid, Ridge Road, Bombay 6.
Businessman.

DELHI

DADI E. MISTRY

One

A-215 Defence Colony, New Delhi 24.
Businessman.

8. The number of members of the association is declared to be limited to 50,000 consisting of Grand Patrons, Patrons, Life and Ordinary members and such other classes of Members as the Committee of the association may from time to time elect. The Committee may whenever they shall think fit, register an increase of members.

QUALIFICATION FOR MEMBERSHIP OF INDIVIDUALS

9. The following can become members of the Association, subject to election, hereinafter provided:

(1) All Zoroastrians and their spouses and children.

(2) Individuals qualifying under Clause 9 (1) above may become members of the Association either as:

Grand Patron, Patron, Life, Ordinary, Family or Student.
Individuals qualifying under Clause 9. (1) above may become members of the Association as a Family subject to the individuals being members of a single family living at the same address and with any children under the age of 18. All such children will not be eligible to vote.

QUALIFICATION FOR MEMBERSHIP OF ORGANISED BODIES

10. Organised Bodies of the Zoroastrian faith shall, subject to election, be eligible for membership.

Organised Bodies qualifying may become members of the Association either as: Life or Ordinary.

QUALIFICATION OF 'Friends of WZO' MEMBERS



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11. Any individual who cannot qualify under Article 9 but expresses deep interest in the objects of the Association and agree to abide by its Constitution, subject to election, can apply to become a Friend of WZO either as Life or Ordinary Member. **Friends of WZO members shall be entitled to attend and speak at meetings of the Association, but shall not be entitled to vote at such meeting**

ADMISSION OF MEMBERS

- 12 The election of Members shall be vested in the Committee and be made in such manner and at such times as the Committee may from time to time determine.
- 13 Every person and organised body shall be deemed to have agreed to become a Member of the Association who shall have signified their desire to become a Member, and shall have been duly elected.
- 14 The Members of the Association shall be those persons and organised bodies whose names are for the time being upon the Register of the Association.
- 15 The Secretary shall from time to time enter on the Register the names of such persons and organised bodies who shall have been duly elected to membership of the Association.
- 16 This section left intentionally blank.
- 17 The Committee shall have the right for good and sufficient reason to suspend or to terminate the membership of any person provided that any such person shall have the right to be heard by the Committee before a final decision is made.

SUBSCRIPTIONS

- 18 (1) The amount of the subscription for Membership in each region may be varied from time to time at the discretion of the Committee of the Association. Members shall pay the current membership fee applicable to the region in which they reside and as reflected on the regional membership form.

Any Member may retire from Membership on giving one calendar month's notice to the Secretary of their desire to retire and at the end of such month shall cease to be a Member. The Member will not be entitled to any refund of the membership fees paid.

- (2) Children as described in Article 9 (1) & (2) above, within the age group 18 to 25 may become a Student member and shall be eligible for free membership, if they are in full time education, but will not be entitled to



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vote. Children of 18 years and over, not in full time education, have to become members in their own right under Article 9.

19. (1) All subscriptions to the Association shall be payable in advance on the first day of January every year, the financial year being from the first day of January to the thirty-first day of December following.
- (2) Any Member who permits his/her subscription or registration fee to fall into arrears for three months shall be requested in writing to pay the same within one month of the intimation. If at the expiration of that period the subscription is not paid, they shall cease to be a Member.

Members Rights

- 19A. (1) Grand Patrons, Patrons, Life, Ordinary and Family Members as well as Friends of WZO who have paid their subscriptions for the current year shall have the right to attend every General Meeting of the Association and to speak thereat.

All individual Members of the Association who have paid their full subscriptions before the date of convening a Meeting shall have the right to vote at such meetings except Friends of WZO and Student members.

- (2) Each Organised Body shall have one vote exercisable through its appointed delegate.

THE HONORARY OFFICERS OF THE ASSOCIATION

20. (1) The affairs of the Association shall be managed by a Committee which shall consist of not more than thirty five Members to be elected in manner hereinafter appearing. Of these, at least twelve shall be from the United Kingdom. The Committee shall consist of a Chairman, a President, a Vice President, Joint Secretaries, and a Treasurer. All the aforesaid Officers and Members must be Members of the Association qualified to vote. The Offices of Secretary and Treasurer may be combined in one person if necessary.
- (2) At the discretion of the Committee, from time to time other members may be co-opted to the Committee. The aforesaid Members must be Members of the Association qualified to vote.
- (3) In addition to the above, and at the discretion of the Committee, and subject to such conditions that the Committee may from time to time impose, the Committee may co-opt Representatives from organisations for the purposes of mutual co-operation with the Association for the promotion of Zoroastrian interests. The term of such a Representative on the Committee will be determined by the Committee of the Association.



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- (4) An honorary Officer or Member of the Committee of the Association or a Representative shall be required to vacate their office if
 - (a) a receiving order is made against them or makes any arrangement or composition with their creditors;
 - (b) they become of unsound mind;
 - (c) being an elected Member they cease to be a Member of the Association;
 - (d) being a Member co-opted under the provisions of paragraph (2) of this Article, their nomination to act as such is withdrawn by the body they were co-opted to represent.
 - (e) by notice in writing to the Association they resign their office or place;
 - (f) they become prohibited from holding office by reason of any order made against them under the Companies Act 2006 or any re-enactment or statutory modifications or amendment.;
 - (g) they are removed from office by a resolution duly passed pursuant to Companies Act 2006 or by reason of any other provision of that Act or any re-enactment or statutory modification or amendment thereof or Section 72 of the Charities Act 1993 or any statutory re-enactment or modifications of that provision.
 - (h) during their term of office they do not uphold the clauses of the Articles of Association or the Committee has good and sufficient reason to suspend or terminate the member's Committee office.
- (5) The office of Vice-President may be rotated every three years amongst members of the Committee.

ELECTION OF COMMITTEE AND HONORARY OFFICERS

21. (1) The Members of the Committee shall be elected by Members of the Association qualified to vote personally or by proxy at the Annual Meeting of the Association. The persons proposed to fill the vacancies shall be nominated and seconded, and shall be elected by one single ballot if the number of nominations exceeds the number of vacancies.
- (2) At the Annual General Meeting one-third of the Members of the Committee for the time being, or if their number is not a multiple of three, then the number nearest to but not exceeding one-third, shall



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retire. The Members of the Committee to retire shall be those who have been longest on the committee since their last election. As between Members of equal seniority the Members to retire shall be selected from among them by drawing lots. Retiring Members of the committee shall be eligible for re-election.

- (3) Should a vacancy occur in the committee or in the office of the Chairman and/or of the President between two Annual Meetings, the remaining Members of the committee may elect one of the Members of the Association entitled to vote to fill the vacancy until the next Annual Meeting when the place thus filled will become automatically vacant and be refilled in the manner aforesaid.
- (4) The Chairman shall be elected at the Annual General Meeting from amongst the Members of the new Committee and the remaining office-bearers shall be elected by the Committee.
- (5) A Member of the Committee living in the United Kingdom, who shall have been absent without leave from four consecutive Meetings of the Committee, shall cease to be its Member. A Member of the committee who shall otherwise under the terms of Article 20 (4) hereof becomes disqualified from continuing office as such shall cease to be its Member. Such a vacancy shall be filled by the remaining Members of the Committee in the manner aforesaid.

POWERS OF COMMITTEE

22. (1) Subject to the provisions of the Companies Act 2006 and the Articles and to any such direction not inconsistent with the aforesaid Articles and provisions as may be prescribed by the Association at a General Meeting, and so that no direction of the Association in General Meeting shall invalidate any prior act of the Committee which would have been valid if such direction had not been given, the Committee shall have insofar as not otherwise provided in these presents, the entire management of the property and funds of the Association and shall have power subject to the provisions of Articles of the Association to appoint and dismiss paid Assistant Secretaries (not being Members of the Committee) and Accountants and other ordinary officers and servants, and fix their salaries, remuneration or wages. The Committee may from time to time make rules for the management of the affairs of the Association, and vary any regulations so made, and all regulations so made and for the time being in force shall be binding on Members of the Association and shall have full effect accordingly; provided that without a Special Resolution of the Association, no rule shall be made, repealed or altered which would amount to such an alteration of or addition to the Articles as could only legally be made by a Special Resolution of the Association.



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- (2) A meeting of the Committee at which a quorum for the transaction of business is present shall be competent to exercise all the authorities powers and discretions by or under the regulations of the Association for the time being vested in the Committee generally. All acts bonafide done by any quorate meeting of the committee or of any subcommittee or any person acting as a Member of or on behalf of the Committee thereat shall, notwithstanding it be afterwards discovered that there was some defect in the appointment or continuance in office of any such person or member 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 Member of the Committee.

23. The Committee may apply the property of the Association in or towards the carrying out of the objects of the Association as set forth in the Articles of Association, and may also, out of such property, pay all expenses incurred in establishing and registering the Association, or which are incidental thereto.

- (1) No person except two of the following office bearers, viz. the Chairman, the President, the Hon. Treasurer and one of the Joint. Hon. Secretaries, shall have any authority to sign cheques for and on behalf of the Association and, subject to a resolution of the Committee, make, accept or endorse any Promissory Note or Bill of Exchange in the name or on behalf of the Association, or otherwise pledge the credit of the Association, or to enter into any contract so as to impose thereby any liability on the Association.
- (2) No securities or shares or bonds or title deeds shall be withdrawn from the custody of any Bank except under an authority signed by any two of the following office bearers, viz. the Chairman, Hon. Treasurer and one of the Joint Hon. Secretaries and countersigned by the President.

24. The Committee may invest anywhere in the world any of the Funds of the Association, and any surplus of the resulting income therefrom, in public stocks or funds or upon 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 the Committee may withdraw, alter and vary such investments.

PROCEEDINGS OF COMMITTEE

25. The Committee may meet together for the despatch of business at such places and at such times as they may think fit, and may make such regulations as they shall think proper for summoning and holding their Meetings, and for the transaction of business thereat, and they may from time to time determine



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the quorum necessary for the transaction of business at their Meetings. Until otherwise determined, five Members of the Committee shall form a quorum. Any five Members of the Committee may summon a Meeting of the Committee, by a request in writing to the Secretary.

26. Questions arising at any Meeting of the committee shall be decided by the majority of the votes and in all cases on an equality of votes, the presiding Chairman shall have a second or casting vote.
27. The Committee may at any time appoint any two or more of its Members to act as a Sub-Committee for any purposes, and may delegate to any such subcommittee any of the powers, authorities and discretions vested in the Committee. All recommendations by any such Sub-Committee shall be submitted for adoption by the Committee.
28. Any Sub-Committee shall, in the exercise of the powers delegated to it, conform to any regulation that may be imposed upon it by the Committee. The Committee shall prescribe the number of such Sub-Committee to form a quorum.
29. The Committee shall cause books to be provided for the purpose of entering Minutes, and the Committee or the Sub-Committee as the case may be, shall cause Minutes to be made of the following matters, viz.:
 - (1) Of the names of the Members of the Committee present at every Meeting of the Committee and of the Members of the Sub-Committee (appointed by the Committee) present at every Meeting of the Sub-Committee respectively.
 - (2) Of the proceedings of all the Meetings of the Committee and of the Sub-Committee appointed by the Committee and of all Meetings of the Association.
30. The Minutes of the Proceedings of any such Meeting shall be read and confirmed at the same or subsequent Meeting and signed by the Chairman. The minutes so signed shall be sufficient evidence of the facts stated in such Minutes.
31. The Committee shall provide for safe custody of the Seal and such Seal shall not be used except by the authority of the Committee. Every instrument sealed by the Association shall be signed by the Members of the Committee and countersigned by the President or other Officer to be appointed by the Committee in his place for that purpose.
32. The Committee shall have power to alter and change the Seal from time to time and may on behalf of the Association exercise the powers of the



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"Companies' Seals Act 1864", which are hereby declared to be given to the Association.

GENERAL MEETINGS

33. A General Meeting shall be held at least once in every year, on such day and at such time and place as the Committee shall from time to time determine subject to the provisions of the Companies Act 2006 or any re-enactment, statutory modification or amendment thereof: the ordinary business of such Meeting shall be to receive and consider the income and expenditure account and balance sheet of the Association and the reports of the Committee and the Auditors, to elect the Members of the Committee in place of those retiring and both to appoint and to fix the remuneration of the Auditors. 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 Secretary at least three clear days before the Meeting.
34. The above-mentioned General Meetings shall be called Ordinary or Annual Meetings. All other General Meetings shall be called Special Meetings.
35. Twenty-one 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 or in such other manner consistent with the provisions of the law for the time being relating thereto as shall be prescribed by the Committee 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.
36. The Committee may at any time, on giving twenty one days' notice, convene a Special Meeting (not being a Meeting convened to pass a Special Resolution), and shall do so on the written requisition of at least 5% of the total membership of the association or 1,000 members whichever is greater 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 Association and no other business shall be transacted at the Meeting. The quorum for a Special General Meeting shall be fifteen, and no Resolution shall be adopted at any such Meeting unless supported by the votes of three-fourths of the voting Members.
37. General Meetings shall be held at such convenient times and places in London or city of the registered office as the Committee may direct.



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38. All the business that is transacted at a Special Meeting and all business that is transacted at an Ordinary or Annual Meeting (other than that specifically mentioned above under Article 33) shall be deemed to be special.
39. Fifteen Members entitled to vote and personally present shall constitute a quorum at a General Meeting. Authorised representative of an Organised Body shall be counted in the quorum
40. If within thirty minutes from the time appointed for a General Meeting a quorum be not present, the Meeting 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 and entitled to vote shall determine, and if at such adjourned Meeting five such Members are not present, it shall be adjourned sine die.
41. At any adjourned General Meeting the Members present, whatever their number (not being less than five) shall have power to decide upon all the 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 thereat.
42. In the absence of the Chairman, the President of the Association shall be entitled to preside as Chairman at every General Meeting of the Association. If there is no such President 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 Chairman of the Meeting, the Vice-President, or failing him, any Member of the Committee present shall be elected by the Meeting to act as Chairman. In the event of there being no Member of the Committee present, or in case of the refusal of the Members of the Committee who are present to take the Chair, the voting Members present shall choose one of their own number to be Chairman of such meeting, who shall be entitled to continue as such Chairman to the close of the Meeting.
43. The Chairman 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.
44. 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 Chairman of the Meeting to which it relates or of the next subsequent Meeting of the Association shall be sufficient evidence of the facts therein stated.



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45. At any General Meeting, unless a poll is demanded, by the person chairing the meeting or at least five members, or by a Member or Members present representing one-tenth of the total voting rights of all Members having the right to vote at the Meeting a declaration by the Chairman that a resolution has been carried or carried by any particular majority or lost and an entry to that effect in the Book of Proceedings of the Association 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.
- 46 (1) No Poll may be demanded on the election of a Chairman of a Meeting, or on any question of adjournment.
- (2) If a Poll is duly demanded on any matter other than the aforesaid, it shall be taken by secret ballot at such time and place and either immediately or after an interval or adjournment, as the Chairman may direct, and the result of the Poll shall be deemed the Resolution of the Meeting at which the Poll is demanded. The Chairman of a General Meeting 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.
- (3) 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.
47. Every Member qualified to vote shall be entitled to one vote.

Content of proxy notices

48. (1) Proxies may only validly be appointed by a notice in writing (a "proxy notice") which -
- (a) states the name and address of the member appointing the proxy;
 - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
 - (c) is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the committee may determine; and
 - (d) is delivered to the association in accordance with the articles and any instructions contained in the notice of the general meeting to which they relate.



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- (2) The association may require proxy notices to be delivered in a particular form, and may specify different forms for different purposes.
- (3) Proxy notices may specify how the proxy appointed under them is to vote (or that the proxy is to abstain from voting) on one or more resolutions.
- (4) Unless a proxy notice indicates otherwise, it must be treated as -
 - (a) allowing the person appointed under it as a proxy discretion as to how to vote on any ancillary or procedural resolutions put to the meeting; and
 - (b) appointing that person as a proxy in relation to any adjournment of the general meeting to which it relates as well as the meeting itself.

Delivery of proxy notices

- 49
- (1) A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting remains so entitled in respect of that meeting or any adjournment of it, even though a valid proxy notice has been delivered to the association by or on behalf of that person.
 - (2) An appointment under a proxy notice may be revoked by delivering to the association a notice in writing given by or on behalf of the person by whom or on whose behalf the proxy notice was given.
 - (3) A notice revoking a proxy appointment only takes effect if it is delivered before the start of the meeting or adjourned meeting to which it relates.
 - (4) If a proxy notice is not executed by the person appointing the proxy, it must be accompanied by written evidence of the authority of the person who executed it to execute it on the appointer's behalf.

Declaration of Committee Member's interests

50. A committee must declare the nature and extent of any interest, direct or indirect, which he or she has in a proposed transaction or arrangement with the association or in any transaction or arrangement entered into by the association which has not previously been declared. A committee must absent himself or herself from any discussions of the committee in which it is possible that a conflict will arise between his or her duty to act solely in the interests of the association and any personal interest (including but not limited to any personal financial interest).



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Conflicts of interests

51. (1) If a conflict of interests arises for a Committee member because of a duty of loyalty owed to another organisation or person and the conflict is not authorised by virtue of any other provision in the articles, the unconflicted committee may authorise such a conflict of interests where the following conditions apply:
- (a) the conflicted Committee member is absent from the part of the meeting at which there is discussion of any arrangement or transaction affecting that other organisation or person;
 - (b) the conflicted Committee member does not vote on any such matter and is not to be counted when considering whether a quorum of committees is present at the meeting; and
 - (c) the unconflicted Committee members consider it is in the interests of the association to authorise the conflict of interests in the circumstances applying.
- (2) In this article a conflict of interests arising because of a duty of loyalty owed to another organisation or person only refers to such a conflict which does not involve a direct or indirect benefit of any nature to a Committee member or to a connected person.

Validity of Committee's decisions

52. (1) Subject to article 52(2), all acts done by a meeting of the Committee, shall be valid notwithstanding the participation in any vote of a Committee member:
- (a) who was disqualified from holding office;
 - (b) who had previously retired or who had been obliged by the constitution to vacate office;
 - (c) who was not entitled to vote on the matter, whether by reason of a conflict of interests or otherwise;
- if without:
- (d) the vote of that Committee member; and
 - (e) that Committee member being counted in the quorum;



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the decision has been made by a majority of the Committee at a quorate meeting.

- (2) Article 52(1) does not permit a Committee member or a connected person to keep any benefit that may be conferred upon him or her by a resolution of the Committee of committees if, but for article 52(1), the resolution would have been void, or if the Committee member has not complied with article 50.

Accounts

53. (1) The Committee must prepare for each financial year accounts as required by the Companies Acts. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice.
- (2) The Committee must keep accounting records as required by the Companies Acts.

Annual Report and Return and Register of Charities

54. (1) The Committee must comply with the requirements of the Charities Act 1993 with regard to the:
 - (a) transmission of the statements of account to the association;
 - (b) preparation of an Annual Report and its transmission to the Commission;
 - (c) preparation of an Annual Return and its transmission to the Commission.
- (2) The Committee must notify the Commission promptly of any changes to the association's entry on the Central Register of Charities.

Means of communication to be used

55. (1) subject to the articles, anything sent or supplied by or to the association under the articles may be sent or supplied in any way in which the Companies Act 2006 provides for documents or information which are authorised or required by any provision of that Act to be sent or supplied by or to the association.
- (2) subject to the articles, any notice or document to be sent or supplied to a



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Committee member in connection with the taking of decisions by the Committee may also be sent or supplied by the means by which that Committee member has asked to be sent or supplied with such notices or documents for the time being.

56. Any notice to be given to or by any person pursuant to the articles:
- (1) must be in writing; or
 - (2) must be given in electronic form.
57. (1) The association may give any notice to a member either:
- (a) personally; or
 - (b) by sending it by post in a prepaid envelope addressed to the member at his or her address; or
 - (c) by leaving it at the address of the member; or
 - (d) by giving it in electronic form to the member's address.
- (2) A member who does not register an address with the association shall not be entitled to receive any notice from the association.
58. A member present in person at any meeting of the association shall be deemed to have received notice of the meeting and of the purposes for which it was called.
59. (1) Proof that an envelope containing a notice was properly addressed, prepaid and posted shall be conclusive evidence that the notice was given.
- (2) Proof that an electronic form of notice was given shall be conclusive where the company can demonstrate that it was properly addressed and sent, in accordance with section 1147 of the Companies Act 2006.
- (3) In accordance with section 1147 of the Companies Act 2006 notice shall be deemed to be given:
- (a) 48 hours after the envelope containing it was posted; or
 - (b) in the case of an electronic form of communication, 48 hours after it was sent.



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Indemnity

60. (1) The association may indemnify a relevant Committee member against any liability incurred by him or her in that capacity, to the extent permitted by sections 232 to 234 of the Companies Act 2006.
- (2) In this article a "relevant Committee member" means any present or former Committee member of the association.

Rules

61. (1) The Committee may from time to time make such reasonable and proper rules or bye laws as they may deem necessary or expedient for the proper conduct and management of the association.
- (2) The bye laws may regulate the following matters but are not restricted to them:
- (a) the admission of members of the association (including the admission of organisations to membership) and the rights and privileges of such members, and the entrance fees, subscriptions and other fees or payments to be made by members;
 - (b) the conduct of members of the association in relation to one another, and to the association's employees and volunteers;
 - (c) the setting aside of the whole or any part or parts of the association's premises at any particular time or times or for any particular purpose or purposes;
 - (d) the procedure at general meetings and meetings of the Committee in so far as such procedure is not regulated by the Companies Acts or by the articles;
 - (e) generally, all such matters as are commonly the subject matter of company rules.
- (3) The association in general meeting has the power to alter, add to or repeal the rules or bye laws.
- (4) The committees must adopt such means as they think sufficient to bring the rules and bye laws to the notice of members of the association.
- (5) The rules or bye laws shall be binding on all members of the association. No rule or bye law shall be inconsistent with, or shall affect or repeal anything contained in, the articles.



Dissolution

62. (1) The members of the association may at any time before, and in expectation of, its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision has been made for them, shall on or before the dissolution of the association be applied or transferred in any of the following ways:
- (a) directly for the Objects; or
 - (b) by transfer to any association or charities for purposes similar to the Objects; or
 - (c) to any association or charities for use for particular purposes that fall within the Objects.
- (2) subject to any such resolution of the members of the association, the Committee of the association may at any time before and in expectation of its dissolution resolve that any net assets of the association after all its debts and liabilities have been paid, or provision made for them, shall on or before dissolution of the association be applied or transferred:
- (a) directly for the Objects; or
 - (b) by transfer to any association or charities for purposes similar to the Objects; or
 - (c) to any association or charities for use for particular purposes that fall within the Objects.
- (3) In no circumstances shall the net assets of the association be paid to or distributed among the members of the association (except to a member that is itself a charity) and if no resolution in accordance with article 62(1) is passed by the members or the Committee the net assets of the association shall be applied for charitable purposes as directed by the Court or the Commission.