



*THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA*

6900 Halifax Street  
Burnaby, British Columbia V5B 2R5  
Canada

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CONSTITUTION  
AND BYLAWS

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March 5, 1997



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*(Amends the Constitution and Bylaws  
of February 22, 1968)*

Directors:

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## CONSTITUTION OF THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA

1 The name of the Society is THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA.

2 The purposes of the Society are:

- 2.1 to promote the interests and welfare of Zoroastrian residents of British Columbia;
- 2.2 to, as far as practicable, render necessary service to needy Zoroastrian residents of British Columbia;
- 2.3 to promote the knowledge of the Zoroastrian religion by dissemination of the Gathas, the Khorddeh Avesta and other scriptures, in various languages, orally, in printed form, and through other media opportunities and means.
- 2.4 to encourage all Zoroastrians to have their Navjote ceremony performed according to generally observed traditions and, through community initiatives, assist all parents to prepare their children to undergo this important religious ceremony;
- 2.5 to, as far as practicable, preserve Zoroastrian customs, rituals, ceremonies, traditions, cultural background, and heritage;
- 2.6 to receive gifts, bequests, funds, and property; and to hold, invest, administer and distribute funds and property for the purposes of the Society;
- 2.7 to acquire, retain, and maintain a separate burial ground in British Columbia for Zoroastrians;
- 2.8 to purchase, lease, or otherwise acquire, retain, and maintain lands or buildings or any interest therein for purposes directly or indirectly conducive to the furtherance of the purposes of the Society;
- 2.9 to cooperate with other Zoroastrian associations, societies, and anjumans;
- 2.10 to undertake humanitarian and charitable activities where appropriate and legally permissible;
- 2.11 to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

3 The activities of the Society shall be carried on without purposes of gain for its Members and any income, profits, or other accretions to the Society shall be used in promoting the purposes of the Society.

4 Upon the winding-up or dissolution of the Society, the funds and property remaining after the payment of all costs, charges, and expenses properly incurred in the winding-up or dissolution, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after payment of any debts of the Society, shall be distributed to such other Zoroastrian bodies in Canada which are registered charitable organizations or any other charitable organization in Canada registered under the provisions of the Income Tax Act, as the majority of the Members shall determine. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donees" or charities registered under the provisions of the Income Tax Act carrying on work of a similar nature to such specific purposes.

5 Paragraphs 3, 4, and 5 are unalterable.

## *BYLAWS OF THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA*

1

### DEFINITIONS

- 1.1 In these bylaws and in the constitution of the Society, unless the context otherwise requires:
- 1.1.1 "anjuman" means a Zoroastrian religious and benevolent society;
  - 1.1.2 "address of the Society" means the address of the Society as filed from time to time with the Registrar in the Notice of Address;
  - 1.1.3 "Board" means the Directors acting as authorized by the constitution and bylaws in managing, or supervising the management of, the affairs of the Society and exercising the powers of the Society;
  - 1.1.4 "Board resolution" means:
    - 1.1.4.1 a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting; or
    - 1.1.4.2 a resolution that has been submitted to all of the Directors and consented to in writing by all of the Directors who would have been entitled to vote on it in person at a meeting of the Board;
  - 1.1.5 "bylaws" means the bylaws of the Society as filed with the Registrar;
  - 1.1.6 "Chairperson" means the Member elected to chair a general meeting of the Society in accordance with these bylaws;
  - 1.1.7 "constitution" means the constitution of the Society as filed with the Registrar;
  - 1.1.8 "Directors" means those Members who have become either elected or replacement Directors in accordance with these bylaws and have not ceased to be Directors, and "Director" means any one of them;
  - 1.1.9 "Income Tax Act" means the Income Tax Act, S.C. 1970 - 71 - 72, c. 63 as amended from time to time;
  - 1.1.10 "Member in good standing" means a Member who has paid his current annual membership fee and any other subscription, assessment, or debt due and owing to the Society;
  - 1.1.11 "Members" means those individuals who have become Members in accordance with these bylaws and who have not ceased to be Members, and a "Member" means any one of them;

- 1.1.12 "Navjote" or "Sedreh Pushi" means the formal ceremony of initiation into the Zoroastrian religion;
- 1.1.13 "ordinary resolution" means:
  - 1.1.13.1 a resolution passed in general meeting by the Members of the Society by a simple majority of the votes cast in person or, where proxies are allowed, by proxy;
  - 1.1.13.2 a resolution that has been submitted to the Members of the Society and consented to in writing by 75% of the Members who would have been entitled to vote on it in person or by proxy at a general meeting of the Society; and a resolution so consented to shall be deemed to be an ordinary resolution passed at a general meeting of the Society; or
  - 1.1.13.2 where the Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed by a simple majority of votes cast in respect of the resolution.
- 1.1.14 "President" means the Director elected to the office of President in accordance with these bylaws;
- 1.1.15 "Registrar" means the Registrar of Companies of the Province of British Columbia;
- 1.1.16 "Secretary" means the Director elected to the office of Secretary in accordance with these bylaws;
- 1.1.17 "Society" means THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA;
- 1.1.18 "Society Act" means the Society Act R.S.B.C. 1979, c. 390, as amended from time to time;
- 1.1.19 "special resolution" means:
  - 1.1.19.1 a resolution passed in general meeting by a majority of not less than 75 % of the votes of those Members of the Society who, being entitled to do so, vote in person or, where proxies are allowed, by proxy:
    - (i) of which the notice that the bylaws provide and not being less than 14 days' notice specifying the intention to propose the resolution as a special resolution has been given; or
    - (ii) If every Member entitled to attend and vote at the meeting so agrees, at a meeting of which less than 14 days' notice has been given;
  - 1.1.19.2 a resolution consented to in writing by every Member of the Society who would have been entitled to vote on it in person or, where proxies are allowed, by proxy at

a general meeting of the Society; and a resolution so consented to shall be deemed to be a special resolution passed at a general meeting of the Society;

1.1.19.3 where the Society has adopted a system of indirect or delegate voting or voting by mail, a resolution passed with at least 75% of the votes cast in respect of the resolution; or

1.1.19.4 an extraordinary resolution passed before January 5, 1978.

1.1.20 "Treasurer" means the Director elected to the office of Treasurer in accordance with these bylaws;

1.1.21 "Zoroastrian" means an individual who attests to be a true believer and follower of the religion as propounded by Asho Zarathushtra in the Gathas, and who subscribes to established Zoroastrian habitual or customary practices.

1.2 The definitions in the Society Act on the date these bylaws become effective apply to these bylaws and the constitution.

## 2 INTERPRETATION

2.1 The singular shall mean and include the plural and vice versa and any gender shall mean and include all of the genders.

2.2 Whenever reference is made to any statute, section thereof, or to these bylaws such reference shall be deemed to extend and apply to any amendment to said statute, section, or these bylaws, as the case may be.

2.3 All titles and sub-titles used in these bylaws are inserted for convenience of reference only and are not intended to assist in the construction or interpretation of any of the provisions of these bylaws.

## 3 MEMBERSHIP

3.1 Membership in the Society shall be confined to those individuals eligible in accordance with these bylaws who are at least eighteen years old and who subscribe to the constitution and bylaws.

3.2 An individual eligible to become a Member shall become a Member upon delivering his written application for admission to the Secretary or to the address of the Society, agreeing to subscribe to the constitution and these bylaws, and paying the requisite annual membership fees to the Treasurer.

3.3 The number of Members shall be unlimited.

## 4 CLASSES OF MEMBERSHIP

4.1 The Membership shall be comprised of three separate and distinct classes: Members, Associate Members, and Honorary Members.

## Member

- 4.2 A Zoroastrian, his spouse or his child resident in British Columbia shall be eligible to become a Member of the Society if he is:
- 4.2.1 born of two Zoroastrian parents and initiated into the Zoroastrian religion; or
  - 4.2.2 born of two Zoroastrian parents but not initiated into the Zoroastrian religion due to circumstances; or
  - 4.2.3 born of one Zoroastrian parent but not initiated into the Zoroastrian religion; provided that he is not practising another religion and he declares his willingness to be initiated into the Zoroastrian religion; or
  - 4.2.4 not born of at least one Zoroastrian parent but initiated into the Zoroastrian religion.
- 4.3 A Zoroastrian, his spouse or his child resident in British Columbia shall have the option of continuing to remain a Member of the Society, in whichever class of membership desired, if eligible to fall within a particular category.
- 4.4 Any dispute respecting the eligibility of an individual to become a Member shall be determined by a Board resolution.

## Associate Member

- 4.5 A non-Zoroastrian individual shall become an Associate Member of the Society if he is proposed and seconded to the Board by two Members in good standing and is thereafter approved by a Board resolution.
- 4.6 An Associate Member shall not be entitled to vote or to be a Director but shall be entitled to:
- 4.6.1 receive notifications of all functions;
  - 4.6.2 attend all functions upon paying the same entrance fees as Members are required to pay;
  - 4.6.3 be a member of any committee established by the Board.

## Honorary Member

- 4.7 An individual shall become an Honorary Member of the Society if he is proposed and seconded to the Board by two Members in good standing and is thereafter approved by a Board resolution.
- 4.8 An individual shall be eligible to become an Honorary Member of the Society if he is:
- 4.8.1 an individual who has rendered distinguished service to the community;



- 4.8.2 a distinguished Zoroastrian who is not resident in British Columbia;
- 4.8.3 an individual who has made a generous donation to the Society.
- 4.9 An Honorary Member shall not be entitled to vote or to be a Director but shall be entitled to:
  - 4.9.1 receive notifications of all functions;
  - 4.9.2 attend all functions upon paying the same entrance fees as Members are required to pay.

## 5 TERMINATION OF MEMBERSHIP

- 5.1 A Member may withdraw from the Society by delivering his resignation in writing to the Secretary or to the address of the Society.
- 5.2 A Member may be expelled from the Society by an ordinary resolution.
- 5.3 A Member shall immediately cease to be a Member of the Society:
  - 5.3.1 upon the date which is the later of the date of delivering his resignation in writing to the Secretary or to the address of the Society and the effective date of the resignation stated thereon;
  - 5.3.2 upon permanently leaving British Columbia;
  - 5.3.3 upon being expelled by ordinary resolution;
  - 5.3.4 upon having been a Member not in good standing for twenty-four consecutive months; and such an ex-member shall only be entitled to reapply for Membership and be reinstated upon paying any arrears of fees as determined by Board resolution.
  - 5.3.5 upon his death.

## 6 ORGANIZATION

- 6.1 The management, or the supervision of the management, of the affairs and assets of the Society and the exercise of the powers of the Society shall be administered and exercised by a Board comprised of seven Directors; each of whom at the time of his election and throughout his term of office shall be a Member in good standing.
- 6.2 No rule made by the Society in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.3 The Society shall have the right to subscribe to, become a member of, or cooperate with any other society, corporation, association, or anjuman whose purposes or objectives are in whole or in part similar to the Society's purposes.

7 FISCAL YEAR

- 7.1 The fiscal year of the Society shall end on 20 March of each year.

8 FEES

- 8.1 Every Member and Associate Member shall pay the annual membership fees, save and except that in cases of hardship such fees may be waived for a Member or Associate Member by Board resolution.
- 8.2 Annual membership fees shall be determined by ordinary resolution upon recommendation made by the Board and shall become due and payable to the Treasurer on 21 March of each year.
- 8.3 The quantum of payment in restitution for any damage caused by a Member, Associate Member, or Honorary Member or his guest or invitee to any property of the Society, whether such damage was caused wilfully, accidentally, or negligently, shall be determined by Board resolution and shall become due and payable on a date determined by Board resolution.

9 WINDING-UP

- 9.1 The Society shall not be wound-up unless 75% of all of the Members of the Society, present in person or represented by proxy, vote in favour of the winding-up of the Society at an extraordinary general meeting specifically convened for that purpose.
- 9.2 Immediately upon receiving a favourable vote to wind-up the Society, a special Committee comprised of at least seven Members shall be elected to supervise the disposition of the assets and liabilities of the Society according to law and in accordance with Article 4 of the Constitution.

10 BILLS OF EXCHANGE

- 10.1 All cheques, bills of exchange or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Society shall be signed by such officers or agents of the Society and in such manner as shall from time to time be determined by Board resolution.
- 10.2 Any one of such officers or agents may alone endorse notes and drafts for collection on account of the Society through its bankers, or endorse notes and cheques for deposit with the Society's bankers for the credit of the Society, or the same day be endorsed "for collection" or "for deposit" with the bankers of the Society by using the Society's rubber stamp for the purpose.
- 10.3 Any two such officers or agents so appointed may arrange, settle, balance, and certify all books and accounts between the Society and the Society's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

## 11 MEETINGS

### General

- 11.1 At every general meeting of the Society, a Member in good standing may propose a resolution, may second a resolution other than his own, and may vote on every resolution.
- 11.2 Every resolution proposed at a general meeting shall be seconded.
- 11.3 Any resolution at a general meeting which is not required by these bylaws, the Society Act, or otherwise at law to be decided by special resolution shall be decided by ordinary resolution.
- 11.4 The Chairperson for a general meeting shall be elected by the Members in good standing present at the meeting from among the Members in good standing present at the meeting.
- 11.5 If a Chairperson wants to step down as chair for all or part of a meeting, he may designate an alternative to chair such meeting or portion thereof, and upon such designated alternate receiving the consent of a majority of the Members in good standing present, the designate may preside as chair.

### Annual General Meeting

- 11.6 The annual general meeting of the Society shall be held between 15 May and 15 June of each year on a day determined by Board resolution and at a place within or without the Greater Vancouver Regional District where the majority of the Members reside.
- 11.7 At every annual general meeting of the Society, in addition to any other business that may be transacted, each of the report of the Board, the financial statement, and the report of the auditor shall be presented; auditors shall be appointed for the ensuing year and their remuneration determined; and, in even numbered years, the Board shall be elected.
- 11.8 Except where these bylaws, the Society Act, or the law otherwise require, the Members present at an annual general meeting may consider and transact any business, either special or general, without any notice thereof; however, no special resolution may be passed except upon due notice thereof.

### Extraordinary General Meeting

- 11.9 Every general meeting other than an annual general meeting is an extraordinary general meeting.
- 11.10 The Board may, in its sole discretion, convene an extraordinary general meeting for any time and at any place in British Columbia.
- 11.11 The Secretary shall convene an extraordinary general meeting on receipt of a requisition in writing specifying the purpose and object of the proposed meeting and signed by at least 10% or twenty Members (if less than 10%) in good standing. Should the Secretary fail to convene an extraordinary general meeting within 21 days from the date of receipt of said requisition,

the requisitioning Members may convene an extraordinary general meeting.

#### Adjournment

- 11.12 A general meeting may be adjourned 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.
- 11.13 No notice of an adjournment or of the business to be transacted at an adjourned meeting shall be required, except where a meeting is adjourned for more than fourteen days, in which case notice of the adjourned meeting shall be given in the manner of the original meeting.

### 12 NOTICES

- 12.1 Whenever under the provisions of these bylaws notice is required to be given, such notice may be given to a Member or a Director either personally (by delivery, telefacsimile, telegram, or telex) or by first class mail addressed to the recipient at his registered address. A notice or other document sent by first class mail shall be deemed to be given on the second day following that on which it was deposited in a Canadian Government post office receptacle.
- 12.2 The Society shall give not less than fourteen days written notice of a general meeting to the Members, but the Members may by unanimous consent in writing waive or reduce the period of notice for a particular meeting.
- 12.3 Notice of a general meeting shall specify the hour, date, and place of the meeting.
- 12.4 The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, a Member does not invalidate proceedings at that general meeting.

### 13 VOTING

- 13.1 At every general meeting of the Society, a Member in good standing shall be entitled to one vote on each resolution and may vote by proxy.
- 13.2 A proxy-holder shall be a Member in good standing and shall, before voting, produce and deposit with the Secretary his appointment in writing from the appointing Member on the prescribed proxy form enclosed with the notice of the meeting. A Member shall not hold more than three proxies.
- 13.3 At every general meeting of the Society, each resolution shall be decided by a majority of the votes of the Members in good standing present in person or by proxy unless otherwise required by these bylaws or the Society Act.

- 13.4 Every resolution shall be decided in the first instance by a show of hands; and upon a show of hands being effected, a declaration by the Chairperson that a resolution has been carried or not carried shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.
- 13.5 At any time prior to a show of hands being effected, upon the request of any two Members that a closed ballot be held, a secret vote by written ballot shall be held. The Chairperson shall determine the procedure for the written ballot.
- 13.6 In case of a tied vote the Chairperson shall be entitled to a casting vote, but not in addition to the vote he may have as a Member.

#### Resolutions by circulation

- 13.7 A resolution in writing which is identified as an ordinary resolution and has been submitted to all the Members and signed by a minimum of 75% of the Members who would have been entitled to vote on it at a general meeting of the Society is as valid and effectual as an ordinary resolution. Such a resolution may be in two or more counterparts which together shall be deemed to constitute one ordinary resolution in writing. Such ordinary resolution shall be filed with minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 13.8 A resolution in writing which is identified as a special resolution and has been signed by all the Members who would have been entitled to vote on it at a general meeting of the Society is as valid and effectual as a special resolution as if it had been passed at a meeting of Members duly called and constituted and shall be deemed to be a special resolution. Such a resolution may constitute one special resolution in writing. Such special resolution shall be filed with minutes of the proceedings of the Members and shall be deemed to be passed on the date stated therein or, in the absence of such a date being stated, on the latest date stated on any counterpart.
- 13.9 A copy of any special resolution passed in accordance with the bylaws shall be filed with the Registrar in the prescribed form and shall not take effect until such copy is accepted by the Registrar.

## 14

### QUORUM

- 14.1 The number of Members required to constitute a quorum at a general meeting shall be the lesser of the following: thirty Members in person or by proxy or twenty percent of the total number of Members. However, there can not be a general meeting unless there are ten Members present in person unless the numbers of Members has fallen below ten. However, there shall never be less than three persons present.
- 14.2 If within thirty minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated; but in any other case, it shall stand adjourned to a time and place to be determined by the Chairperson; and if,

at the adjourned meeting, a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present shall constitute a quorum. However, in no case can there be a general meeting unless there are ten Members present in person.

- 14.3 No business, other than the election of the Chairperson and the adjournment or termination of the general meeting, shall be conducted at a time when a quorum is not present.

## 15 BOARD OF DIRECTORS

- 15.1 The duties of all Directors shall be such as the terms of their engagement call for or the Board requires of them.

- 15.2 No act or proceeding of the Board shall be invalid by reason only of there being less than the prescribed number of Directors in office.

### Election

- 15.3 The Members may acclaim or elect any Member in good standing who is a Zoroastrian, who is at least nineteen years old and who has been a Member for at least one year to be a Director of the Society.

- 15.4 No more than two immediate family members may serve on a Board; and, for these purposes, a grandparent, parent, sibling, spouse, or child constitutes an immediate family member.

- 15.5 A prescribed oath of office shall be administered to each Director-elect after verification from the Director-elect that he is a Member in good standing.

- 15.6 A Director-elect shall assume office immediately upon taking the oath of office and shall, subject to bylaw 15.10, hold office for the two ensuing fiscal years of the Society or until his successor is duly elected.

- 15.7 A Director shall not be appointed or elected for more than two consecutive terms without an intervening break of one term of office.

- 15.8 The Members may by ordinary resolution remove any Director before the expiration of his term of office and may by ordinary resolution at that general meeting elect another Member in his stead for the remainder of his term.

- 15.9 If any Director absents himself, without reasonable excuse or prior notice, from three consecutive Directors' meetings, the President shall advise the Director in writing that any such further absence shall cause that Director's office to be declared vacated, and if thereafter there is any such absence the President shall declare the office vacated.

- 15.10 A Director shall immediately cease to be a Director of the Society:

- 15.10.1 upon the date which is the later of the date of delivering his resignation in writing to the Secretary of the Society or to the address of the Society and the effective date of the resignation stated therein;

- 15.10.2 upon the expiration of his term of office;
  - 15.10.3 upon ceasing to be a Member;
  - 15.10.4 upon ceasing to be a Member in good standing;
  - 15.10.5 upon permanently leaving British Columbia;
  - 15.10.6 upon being removed by ordinary resolution;
  - 15.10.7 upon being removed pursuant to bylaw 15.9;
  - 15.10.8 upon his death.
- 15.11 Any casual mid-term vacancy may be filled by the Board, and such appointment shall be effective until the next annual general meeting.

#### Powers

- 15.12 The Board shall, in strict compliance with the constitution, bylaws, the Society Act, and the rules which are made from time to time by the Society in general meeting, manage the affairs and assets of the Society and exercise all such powers and take all such actions as the Society may exercise and take.
- 15.13 The Board shall take such steps as it deems necessary to enable the Society to receive donations, bequests, funds, property, trusts, contracts, agreements, or benefits for the purpose of furthering the purposes of the Society. The Board in its sole and absolute discretion may refuse to accept any donation, bequest, trust, loan, contract, or property.
- 15.14 The Board shall make disbursements for the maintenance and operation of the Arbab Rustam Guiv Darbe Mehr located at 6900 Halifax Street, Burnaby, British Columbia; and in particular, but without limiting the generality of the foregoing, for the payment of taxes, insurance premiums, utilities, and repairs.
- 15.15 The Board shall prepare a provisional budget to be presented at each annual general meeting.
- 15.16 The Board may make or cause to be made for the Society in the Society's name, any contract which the Society may lawfully enter into, save for the acquisition, alienation, or disposal, by whatever means and in whatever manner, of any major asset, interest, property, in whole or in part, owned by the Society, without a special resolution.
- 15.17 With regard to borrowing, in order to carry out the purposes of the Society:
- 15.17.1 The Board may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in the manner they decide, and, in particular but without limiting the foregoing, by the issue of debentures;
  - 15.17.2 No debenture shall be issued without the sanction of a special resolution;

- 15.17.3 The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction imposed expires at the next annual general meeting.

#### Remuneration

- 15.18 No Director shall receive any remuneration from the Society for services rendered as a member of the Board, and no Director shall use the Society in any way for personal gain.
- 15.19 A Director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

#### Liability

- 15.20 Subject to the Society Act, every Director shall be deemed to have assumed office on the express understanding, agreement, and condition that every Director and his heirs, executors, administrators, estate, and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses whatsoever which such Director sustains or incurs in or about any action, suit, or proceedings which is brought, commenced, or prosecuted against him for or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by him or any other Director or Directors in or about the execution of the duties of his or their office, and also from and against all other costs, charges, and expenses which he sustains or incurs in or about or in relation to the affairs thereof except such costs or expenses as are occasioned by his own wilful neglect or default.

## 16

### MEETINGS OF DIRECTORS

#### Meetings

- 16.1 The number of Directors required to constitute a quorum at a Directors' meeting shall be a majority of the total number of Directors.
- 16.2 The Board may hold its meetings at such hour, date, and place within British Columbia as it may from time to time determine.
- 16.3 The Board may specify an hour and date in every month for regular meetings, and no notice of such regular meetings need be given.
- 16.4 Directors' meetings may be called by the President or Secretary on a request in writing by any two Directors. Notice of such meetings shall be given to each Director not less than seven days prior to the meeting. The statement of the President or Secretary that notice has been given shall be sufficient and conclusive evidence of the giving of such notice.
- 16.5 A Directors' meeting may be held, without notice, immediately after any general meeting of the Society, or whenever all of the Directors are present, or if those Directors absent have signified their consent to the meeting being held in their absence.



- 16.6 The President shall, subject to a Board resolution appointing another person, chair all meetings of the Board; but if at any Board meeting the President or such alternate person appointed by a Board resolution, is not present within fifteen minutes after the time appointed for the meeting, or requests that he not chair that meeting, the Directors present may choose one of their number to chair that meeting.

#### Voting

- 16.7 At every Directors' meeting, a Director may propose a resolution, may second a resolution other than his own, and may vote on every resolution.
- 16.8 At every Directors' meeting, a Director shall be entitled to one vote on each resolution.
- 16.9 At every Directors' meeting, each resolution shall be decided by a majority of the votes of the Directors present. In case of a tie, the President shall have a casting vote.
- 16.10 Every resolution shall be decided in the first instance by a show of hands unless a secret ballot is demanded by a Director.

### 17 OFFICERS

- 17.1 The offices of President, Secretary, and Treasurer shall be limited to Directors and shall be filled by Board resolution at a Board's first meeting.
- 17.2 Should any of the President, Secretary, or Treasurer for any reason not be able to complete his term, the Board shall immediately elect a replacement.
- 17.3 The President shall:
- 17.3.1 have the overall charge and responsibility for the management of the Society;
  - 17.3.2 be the spokesperson for the Society.
- 17.4 The Secretary shall be responsible for making the necessary arrangements for:
- 17.4.1 the issuance of notices of meetings of the Society and the Board;
  - 17.4.2 the keeping of minutes of all meetings of the Society and the Board in the books kept for that purpose;
  - 17.4.3 the keeping of such records, reports, and registers as are necessary to comply with these bylaws and the Society Act;
  - 17.4.4 the custody of all records and documents of the Society except those required to be kept by the Treasurer;
  - 17.4.5 the custody of the seal of the Society;
  - 17.4.6 the maintenance of the register of Members;

- 17.4.7 the provision of the constitution and bylaws to every applicant for membership to the Society, if so requested by the applicant;
- 17.4.8 the conduct of the correspondence of the Society in consultation with the President.
- 17.5 The Secretary shall not deliver any of the records, documents, or the seal of the Society to any individual other than a Director unless so authorized by a Board resolution.
- 17.6 The Treasurer shall be responsible for making the necessary arrangements for:
  - 17.6.1 the financial affairs of the Society;
  - 17.6.2 the receipt, deposit, and disbursement of all monies of the Society, provided that no investment or disbursement shall be made except upon the authorization of a Board resolution;
  - 17.6.3 the keeping of such financial records, reports, and returns, including books of account, as are necessary to comply with the Society Act and the Income Tax Act;
  - 17.6.4 the rendering of financial statements to the Board and Members as and when required, and in particular:
    - 17.6.4.1 a quarterly account to the Board of money received and expended by him;
    - 17.6.4.2 an annual report at the annual general meeting after the report has been approved by the Board;
    - 17.6.4.3 financial statements for submission to the auditor each year.

#### Signing Officers

- 17.7 Cheques, contracts, deeds, instruments, licences, transfers, or any such similar commercial, mercantile, or security documents, made or executed on behalf of the Society shall be signed by any two Directors authorized by Board resolution, and the Secretary shall affix the seal of the Society to such of said documents as require the same.
- 17.8 A Director authorized by Board resolution may transfer any and all securities from time to time standing in the name of the Society; may accept in the name and on behalf of the Society other securities from time to time transferred to the Society.
- 17.9 Notwithstanding any provisions to the contrary contained in these bylaws, the Board may at any time by Board resolution direct the manner in which, and the individual by whom, a particular contract, instrument, or obligation of the Society may be executed.

#### Vacancies

- 17.10 Vacancies on the Board of any of the elected offices, however caused, may so long as a quorum of Directors remains in office, be filled by a vote of the Directors. If, however, there is no quorum of Directors, the remaining Directors shall forthwith call a general meeting to fill the vacancies.

17.11 A Director who contemplates being or is absent from British Columbia may, by letter, telefacsimile, telegram, or telex deliver to the address of the Society a waiver of notice of any meeting of the Board for a period not longer than three months and may, at any time, withdraw the waiver in like manner. Until the waiver is withdrawn:

17.11.1 no notice of meetings of the Board need be sent to that Director; and

17.11.2 any and all meetings of the Board, notice of which has not been given to that Director shall, if a quorum is present, be valid and effective.

17.12 If the number of Directors falls below the number of Directors required to constitute a quorum at a Directors' meeting, any three Members in good standing may convene an extraordinary general meeting.

## 18 EMPLOYEES

18.1 The Board may from time to time appoint such agents or as the Board deems necessary to carry out the objects of the Society, and such agents or employees shall have such authority and shall perform such duties as may be prescribed by the Board from time to time.

18.2 A Member, who is not a Director, employed by the Society as an employee may receive suitable remuneration for working as an employee or agent of the Society.

18.3 All agents and employees shall be subject to removal from office or employment by the Board at any time with or without cause and with or without notice to the agent or employee so removed.

## 19 COMMITTEES

19.1 The Board may create and staff from amongst the Members or Associate Members such standing and special committees as may from time to time be required to assist the Board in formulating and undertaking various activities.

19.2 Every committee shall limit its activities to the purposes for which it is appointed and shall have no powers except those specifically conferred by the Board. Unless specifically designated as a standing committee, any special committee so created must be created for a specified time period only. Upon completion of the earlier of the specified time period or the task for which it was appointed, a special committee shall automatically be dissolved.

19.3 Every committee shall be chaired by a Director or Member appointed by Board resolution.

19.4 Every committee, in the exercise of the powers delegated to it, shall conform to any rules that may from time to time be imposed by the Board and shall report every act or thing done in exercise of those powers at the next meeting of the Board held after it has been done, or at such other time or times as the Board directors may determine.

- 19.5 Each committee shall submit a report of its proceedings and render an account of the expenses incurred by it out of the funds sanctioned by Board resolution, as and when required to do so.
- 19.6 The members of a committee may meet and adjourn as they think proper and meetings of the committees shall be governed *mutatis mutandis* by the rules set out in these bylaws governing proceedings of the Board.

## 20 AUDITORS

- 20.1 At each annual general meeting, the Members shall appoint an auditor to hold office until the next annual general meeting. If an appointment of the auditor is not made at an annual general meeting, the Directors may appoint an auditor for the Society for the current fiscal year and fix the remuneration to be paid for his services.
- 20.2 The Board may fill any casual vacancy in the office of auditor.
- 20.3 Remuneration of the auditor shall be fixed by resolution of the Members or, if the Members so resolve, by the Directors.
- 20.4 A Director or any employee of the Society, and any individual, corporate or otherwise, who is a partner of or in the employment of any of the aforesaid, shall not be appointed auditor.

## 21 INSPECTION OF ACCOUNTS

- 21.1 The Board shall from time to time determine whether and to what extent and at what time and place and under what conditions or regulations the accounts and books of the Society or any of them shall be open to the inspection of Members not being Directors, and no Member (not being a Director) shall have any right of inspecting any account or book or document of the Society except as conferred by law or authorized by the Directors or by resolution of the Members, whether previous notice thereof has been given or not.

## 22 SEAL

- 22.1 The Board may provide a common seal for the Society and it shall have power from time to time to destroy a seal and substitute a new seal in its place.
- 22.2 The common seal of the Society shall be under the control of the Directors, and the responsibility for its custody and use shall be with the Secretary.

## 23 LANGUAGE

- 23.1 English shall be the official language of the Society.

## 24 AMENDMENTS

- 24.1 Neither the constitution nor these bylaws shall be amended except by a special resolution.



NUMBER: S- 7921

# CERTIFICATE OF CHANGE IN CONSTITUTION

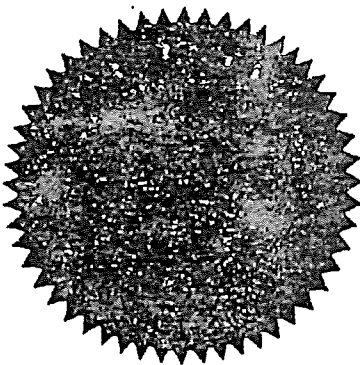
## *SOCIETY ACT*

*I Hereby Certify* that THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA has changed its constitution by changing its purposes to the following:

- 2.
- 2.1 to promote the interests and welfare of Zoroastrian residents of British Columbia;
- 2.2 to, as far as practicable, render necessary service to needy Zoroastrian residents of British Columbia;
- 2.3 to promote the knowledge of the Zoroastrian religion by dissemination of the Gathas, the Khordeh Avesta and other scriptures, in various languages, orally, in printed form, and through other media opportunities and means;
- 2.4 to encourage all Zoroastrians to have their Navjote ceremony performed according to generally observed traditions and, through community initiatives, assist all parents to prepare their children to undergo this important religious ceremony;
- 2.5 to, as far as practicable, preserve Zoroastrian customs, rituals, ceremonies, traditions, culture, background, and heritage;
- 2.6 to receive gifts, bequests, funds, and property; and to hold, invest, administer and distribute funds and property for the purposes of the Society;
- 2.7 to acquire, retain, and maintain a separate burial ground in British Columbia for Zoroastrians;
- 2.8 to purchase, lease, or otherwise acquire, retain, and maintain lands or buildings or any interest therein for purposes directly or indirectly conducive to the furtherance of the purposes of the Society;

- 2.9 to cooperate with other Zoroastrian associations, societies, and anjumans;
- 2.10 to undertake humanitarian and charitable activities where appropriate and legally permissible;
- 2.11 to do all such other things as are incidental and ancillary to the attainment of the foregoing purposes and the exercise of the powers of the Society.

*Issued under my hand and Seal of Office  
at Victoria, British Columbia,  
on March 5, 1997*



*John S. Powell*

JOHN S. POWELL  
*Registrar of Companies*  
PROVINCE OF BRITISH COLUMBIA  
CANADA

PROVINCE OF BRITISH COLUMBIA  
Form 10  
(Sections 66 and 67)

Certificate of Incorporation  
No. S-7921

SOCIETY ACT  
COPY OF RESOLUTION

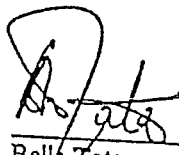
The following is a copy of a special resolution passed in accordance with the Bylaws of  
THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA (the "Society") on the  
Sixteenth day of June, 1996: ✓

"RESOLVED to amend the Purposes; amend Article 3 of the Constitution; add Articles 4  
and 5 to the Constitution, and rescind and replace the existing Bylaws as per the  
attached."

Dated the Ninth day of January, 1997.

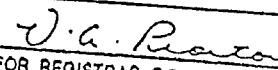
THE ZOROASTRIAN SOCIETY OF BRITISH COLUMBIA ✓

By:



Bella Tata  
Secretary for the Society

I CERTIFY THAT THIS IS A COPY  
OF A DOCUMENT FILED WITH THE  
REGISTRAR OF COMPANIES ON  
05 MARCH 1997

  
FOR REGISTRAR OF COMPANIES  
FOR THE PROVINCE OF BRITISH COLUMBIA