


CAROL PREST

ARBAB RUSTAM GUIV
DARBE MEHR
ZOROASTRIAN HOUSE OF BC
Bylaws

Here set forth, in numbered clauses, are the By-laws providing for the matters referred to in Section 6 (1) of the Society Act and any other By-laws.

Part 1 - Interpretation

1. In these By-laws, unless the context otherwise requires,
 - (a) "approving organizations" means the Rustam Guiv Trust and the Zoroastrian Society.
 - (b) "officer term" means the time between the first trustees · meeting following the annual meeting to the next immediate trustees meeting following the next immediate annual meeting.
 - (c) "registered address" of a member means his address as recorded in the register of members.
 - (d) "Rustam Guiv Trust" means Rustam Guiv Trust under Declaration of Trust dated 8.26.1980 of California.
 - (e) "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
 - (f) "Trustee" means the Directors of this Society.
 - (g) "Zoroastrian Society" means the Zoroastrian Society of British Columbia.
 - (h) "Zoroastrian" shall mean a person who is a follower of the religion as propounded by the prophet Zoroaster.

2. Words importing the singular include the plural and vice versa; and words importing a male person include a female person and a corporation.

Part 2 - Membership

3. The members of the Society are the applicants for incorporation of the Society and those persons who subsequently have become members, in accordance with these By-laws, and, in either case, have not ceased to be members.
4. (a) There shall be six members of the Society.
(b) The members shall have the following qualifications:
 - (i) all members must be Zoroastrians and reside in North America,
 - (ii) at least one of the members must reside in British Columbia,
 - (iii) two members shall be approved by the Rustom Guiv Trust, and such approval shall last for two years unless the said Trust otherwise decides.
 - (iv) four members shall be approved by the Zoroastrian Society, two of whom shall be Parsi Zoroastrians, and two of whom shall be Irani Zoroastrians and such approval shall last for two years unless the said Trust otherwise decides.
(c) A person becomes a member by meeting the above Society's qualifications by applying in writing to the Trustees for membership and he shall automatically become a member.
5. Every member shall uphold the constitution and comply with these By-laws.
6. The Trustees shall not require membership dues.
7. A person shall cease to be a member of the Society
 - (a) by delivering his resignation in writing to the Secretary of the Society or by mailing or delivering it to the address of the Society, or
 - (b) on his death, or
 - (b.1) on ceasing to be approved in writing by the approving organization
8. A member may not be expelled by this Society.

9. All members shall be in good standing.

Part 3 - Meetings of Members

10. General meetings of the Society shall be held at such time and place, in accordance with the Society Act, as the Trustees decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The Trustees may, whenever they think fit, convene an extraordinary general meeting.
13. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in case of special business, the general nature of that business.

(2) The accidental, omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive a notice does not invalidate proceedings at that meeting.
13. The first annual general meeting of the Society shall be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year and not more than 15 months after holding the last preceding annual general meeting.

Part 4 - Proceedings at General Meeting

15. Special business is:
 - (a) all business at an extraordinary general meeting except for the adoption of rules of order, and

- (b) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the Trustees,
 - (iv) the report of the auditor, if any,
 - (v) the appointment of the auditor, if required, and
 - (vi) such other business as, under these By-laws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the Trustees issued with the notice convening the meeting.

- 16. (1) No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- (2) If at any time during a general meeting there ceases to be a quorum present, the business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

- 17. A quorum is 4 members comprising of the two Trustees approved by the Rustam Guiv Trust and two approved by the Zoroastrian Society.

- 18. The Chairman of the Society or his designate shall preside as chairman of a general meeting.

- 19. 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.

- 20. (1) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- (2) Except as provided in this By-law, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.

21. (1) No resolution proposed at a meeting need be seconded and the Chairman of a meeting may move or propose a resolution.
(2) In case of an equality of votes, the Chairman shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
22. (1) A member in good standing present at a meeting of members is entitled to one vote.
(2) Voting is by show of hands unless the members otherwise decide.
23. Voting by proxy is permitted as provided in Part 14.

Part 5 - Trustees and Officers

24. (1) The Trustees may exercise all such powers and do all such acts and things as the Society may exercise and do, and which are not by these by-laws or by statute or otherwise lawfully directed or required to be exercised or done by the Society in general meeting, but subject, nevertheless, to the provisions of
 - (a) all laws affecting the Society
 - (b) these By-laws, and
 - (c) rules, not being inconsistent with these By-laws, which are made from time to time by the Society in general meeting.
(2) No rule, made by the Society in general meeting, invalidates a prior act of the Trustees that would have been valid if that rule had not been made.
25. (1) The Chairman, Treasurer and Secretary shall be officers of the Society and the Chairman must be a member approved by the Rustam Guiv Trust.
(2) An officer must be a Trustee and ceases to be an officer when he ceases to be a Trustee.

- (3) All members are Trustees and cease to be Trustees when they cease to be members.

- 26. (1) The first Officers shall retire at the first Trustee meeting following the first Annual meeting
- (2) Officers shall be elected at the first Trustee meeting following the Annual General Meeting, subject to Clause 25(1)

- 27. Officers shall serve for one officer term, upon election.

- 28. (1) If a Trustee or officer ceases to hold office, the remaining Trustees shall appoint a replacement in accordance with these By-laws.
- (2) No act or proceeding of the Trustees is invalid only by reason of there being less than the prescribed number of Trustees in office.

- 29. The members may by special resolution remove a Trustee and officer upon the written permission of the approving organizations.

- 30. No Trustee or officer shall be remunerated for being or acting as a Trustee or officer but a Trustee may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the Society.

Part 6 - Proceedings of Trustees

- 31 (1) The Trustees may meet together at such place as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) A quorum of the Trustees is the same as Clause 17.
- (3) The Chairman shall be chairman of all meetings of the Trustees and in the case of an equality of votes, the Chairman does have a second or casting vote.

- (4) The Chairman may at any time, and the Secretary, on the request of 2 Trustees, shall convene a meeting of the Trustees, provided 24 hours notice is given, unless all Trustees waive it.
- (5) A resolution in writing, signed by all the Trustees and placed with the minutes of the Trustees is as valid and effective as if regularly passed at a meeting of Trustees.

Part 7 - Committees

32. (1) The Trustees may delegate any, but not all, of their powers to committees consisting of such persons as they think fit and may name the committee.
(2) A committee so formed at the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the Trustees, and shall report every act or thing done in exercise of those powers to the Trustees.
33. Subject to directions of the Trustees, the committee shall determine its own procedure.
34. The members of a committee may meet and adjourn as they think proper.
35. Questions arising at any meeting of the Trustees and committee of the Trustees shall be decided by a majority of votes.
36. In case of an equality of votes, the Chairman does have a second or casting vote.
37. No resolution proposed at a meeting of Trustees or committee of Trustees need be seconded and the chairman of a meeting may move or propose a resolution.

Part 8 - Duties of Officers

38. The Chairman or designate shall preside at all meetings of the Society.
39. The Chairman is the chief executive officer of the Society.
40. The Secretary shall
 - (a) conduct the correspondence of the Society,
 - (b) issue notice of meetings of the Society and Trustees,
 - (c) keep minutes of all meetings of the Society and Trustees,
 - (d) have custody of all records and documents of the Society, except those required to be kept by the Chairman and Treasurer and provide the Chairman with copies of all correspondence, records and documents.
 - (d.1) circulate all copies of all minutes to all Trustees.
 - (e) have custody of the common seal of the Society, and
 - (f) maintain the register of members.
41. The Treasurer or Trustee designated by the Trustees shall also
 - (a) keep such financial records, including books of account, as are necessary to comply with the Society act, and,
 - (b) render financial statements to the Trustees, members and others when required.
42.
 - (1) Other officers, if any, shall perform such duties as the members decide.
 - (2) The Trustees or members may add additional duties to any Trustees or officer or transfer duties among Trustees or officer.
43. In the absence of the Secretary from a meeting, the Trustees shall appoint another person to act as Secretary at the meeting.
44. A member of the Trustees shall:

- (a) act honestly and in good faith and in the best interests of the Society and its objects,
- (b) to be active in the management of the affairs of the Society,
- (c) exercise the care, diligence and skill of a reasonable and prudent person, in exercising power and performing functions as a member of the Trustees,
- (d) protect the Society's property in any reasonable way.

45. A member of the Trustees who is directly or indirectly interested in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each member of the Trustees and otherwise comply with the requirements of the Society Act.

45A. Limitations of Liability. Every Trustee and officer of the Society in exercising his powers and discharging his duties shall honestly and in good faith with a view to the best interests of the Society exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject to the foregoing, no Trustee or Officer shall be liable for the acts, receipts, neglects or defaults of any other Trustee, officer or employee, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Society shall be invested, or for any loss or damage arising from the bankruptcy, insolvency, or tortious acts of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error or judgment or oversight on his part, or for any other loss, damage or misfortune which shall happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any Trustee or officer from the duty to act in accordance with the Society Act and the regulations thereunder or from liability for any breach thereof.,

- 45B. Indemnity. Subject to the Society Act, the Society shall indemnify a Trustee or officer, a former Trustee or officer, or a person who acts or has acted at the Society's request as a Trustee or officer of a body corporate of which the Society is or was a shareholder or creditor, and his heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle a claim or an action or satisfy a judgment, reasonably incurred by him in respect of a civil, criminal or administrative claim, action or proceeding to which he is made a party by reason of being or having been a Trustee or officer of the Society or such body corporation, if
- (a) he acted honestly and in good faith with a view to the best interests of the Society; and
 - (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.

The Society shall also indemnify such person in such other circumstances as the Society Act permits or requires. Nothing in this By-law shall limit the rights of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.

46. The Trustees shall enter in the register the names of Applicants for incorporation and the name of every other person admitted as a member of the Society together with the following particulars of each:
- (a) the full name and residence address;
 - (b) the date on which a person is admitted as a member;
 - (c) the date on which a person ceases to be a member.
47. The Trustees shall prepare all reports including financial reports required by law to be prepared by the Society for the Annual Meeting and such reports shall be presented annually to the approving organizations.

48. The Trustees shall on behalf of the Society file all financial and other reports that have to be filed after the Annual Meeting as required by the Society Act and Income Tax Act or other law.
49. The Trustees shall ensure the Society has at least one account with a chartered bank, credit union or trust company for the deposit of funds.
50. The Trustees, on behalf of the Society, shall keep proper accounting records in respect of all financial or other transactions and, without limiting the foregoing, shall keep records of:
 - (a) all money received and disbursed by the Society and the matter in respect of which the receipt and disbursement took place;
 - (b) every asset and liability of the Society;
 - (c) every other transaction affecting the financial position of the Society.

Part 9 - Seal

51. The Trustees may provide a common seal for the Society and they shall have power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
52. The common seal shall be affixed only when authorized by a resolution of the Trustees and then only in the presence of the persons prescribed in the resolution.

Part 10 - Borrowing

53. In order to carry out the purposes of the society, the Trustees may, on behalf of and in the name of the Society, raise or secure the payment or repayment of money in such manner as they decide and in particular but without limiting the generality of the foregoing, by the issue of debentures.

54. No debenture shall be issued without the sanction of a special resolution.

Part 11 - Auditor

55. This part applies only where the society is required or has resolved to have an auditor.

56. The first auditor shall be appointed by the Trustees who shall also fill all vacancies occurring in the office of auditor.

57. At each annual general meeting, the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.

58. An auditor may be removed by ordinary resolution.

59. An auditor shall be informed forthwith in writing of appointment or removal.

60. No Trustee and no employee of the Society shall be an auditor.

61. The auditor may attend general meetings.

Part 12 - Notices to Members

62. A notice may be given to a member, either personally or by mail to him at his registered address.

63. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.

64. (1) Notice of a general meeting shall be given to

- (a) every member shown on the register of members on the day notice is given,
and
- (b) the auditor, if Part 10 applies.

64. No other person is entitled to receive a notice of a general meeting.

Part 13 - By-laws

66. After being admitted a member is entitled to a copy of the Constitution and By-laws upon paying the sum of \$1.00.
67. (1) These Constitution and By-laws shall not be altered or added to except by special resolution.
- (2) Such proposed amendments shall first be approved by Rustom Guiv Trust and the Zoroastrian Society.

Part 14 - Proxies

68. Unless the Trustees otherwise determine, the instrument appointing a proxy-holder, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof shall be deposited at a place specified for that purpose in that notice convening the meeting not less than forty-eight (48) hours before the time for holding the meeting of which the proxy-holder propose to vote, or shall be deposited with the chair of the meeting prior to the commencement of the meeting.
69. A vote given in accordance with the terms of an instrument of proxy is valid notwithstanding the previous death or incapacity of the members or relocation of the proxy or of the authority under which the proxy was executed, provided no intimation in writing of the death, incapability or revocation has been received at

the registered office of the society or by the chair of the meeting before the vote was given.

70. Unless, in the circumstances, the Society Act requires any other form of proxy, an instrument appointing a proxy-holder, whether for a specified meeting or otherwise, shall be in the form following or in any other form that the Trustees shall approve:

(Name of Society)

The undersigned hereby appoints _____, of _____
(or failing her/him _____ of _____) as proxy for
the undersigned to attend at and vote for and on behalf of the undersigned at the
general meeting of the society to be held on the _____ day of _____

Signed this day _____ of _____

(Signature of member)

71. A proxy is valid for only one meeting or any adjournment thereof.

71A A proxy-holder must be a member of the society.

Part 15 - Miscellaneous Matters

72. The Trustees need the prior approval of the Rustam Guiv Trust before disposing of any capital asset whose original cost exceeds \$5,000.00.
73. (1) Any balance of money left from the original donation made by the Rustam Guiv Trust, after all, capital expenditures have been made, shall be in a separate account called the Rustam Guiv Darbe Mehr-Zoroastrian Temple Capital Fund Account and may be dealt with by the Trustees.
- (2) The Capital Fund Account, as far as possible, shall be kept for capital expenditures and interest may be used for operating expenses.

74. All bank accounts shall be operated on any of the two signatures as listed below:
- (i) one of the signatures must be one of the members approved by the Rustam Guiv Trust, and
 - (ii) one of the signatures must be from one of the remaining members of the Society.
75. The following portraits shall be placed permanently in the Darbe Mehr:
- a) Portrait of Lord Zarathustra:
 - i) in the Worshipping Room
 - ii) in the Main Hall
 - iii) in the Library
 - b) Other Portraits in the Main Hall:
 - i) of Arbab Rustam Guiv and Mrs Morvarid Guiv
76. Use of Premises:
- a) Subject to these By-laws and any other Rules and Regulations, the premises and facilities of the Darbe Mehr are open to all Zoroastrians residing in Canada and the United States or Abroad.
 - b) The premises and facilities of the Darbe Mehr are primarily available for any Zoroastrian religious or social gathering, festivity or activity, such as jashans (Thanksgiving), lectures, feasts, etc. The Zoroastrian Society shall have the sole responsibility for the organization of all these communal activities, and shall have free access to the facilities at all times for the purposes, subject to the Rules and regulations established.
 - c) Zoroastrians shall, as a general rule, always have first priority over non-Zoroastrians in the use of the premises and facilities.
 - d) The premises and facilities may be made available for use at other times by non-Zoroastrians provided that:
 - i) the permission of the Trustees is obtained.

- ii) a minimum agreed donation is made towards the operating and maintenance costs.
 - iii) the Rules and Regulations are strictly observed.
 - e) The use of the premises for gambling (other than bingo) and political meetings is strictly prohibited at all times.
77. For the purposes of Clause 76, premises and facilities does not include the worship room.
78. In the event of winding up or dissolution of the Society's funds and assets of the Society remaining after the satisfaction of its debts and liabilities - shall be given or transferred to such organization or organizations promoting Zoroastrianism, as may be determined by the members of the Society subject to the final approval in writing by the Rustam Guiv Trust at the time of winding up or dissolution, and if effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations at the discretion of the Rustam Guiv Trust, provided however that such organization referred in this paragraph shall be a charitable organization, a charitable corporation, or a charitable trust recognized by the Department of National Revenue of Canada as being qualified as such under the provisions of the Income Tax Act of Canada from time to time in effect.
79. The purposes of the Society shall be carried out without the purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes.
80. Paragraphs 78,79, and 80 were previously unalterable.