

SOCIETY ACT  
OF  
BRITISH COLUMBIA

## CONSTITUTION

- 1- The name of the society is WORLD ZARATHUSHTI CHAMBER OF COMMERCE.
  
- 2- The purposes of the Society are:
  - 2.1 To facilitate, encourage and promote the spirit of entrepreneurship among Zarathushtis.
  
  - 2.2 To promote the high standards and practices of *Zarathushti* businesses worldwide.
  
  - 2.3 To promote cooperation, networking and solidarity among the *Zarathushti* business and professional community.
  
  - 2.4 To gather appropriate statistics regarding *Zarathushti* businesses and professionals worldwide for the benefit of all Zarathushti businesses
  
  - 2.5 To educate all members of the *Chamber*
  
  - 2.6 To disseminate information, hold conferences, seminars, lectures, study circles in order to educate the general public about the benefits of trade, commerce and industry.

- 2.7 To institute, finance, encourage, prosecute, develop and carry on all kinds of scientific and economic research relating to trade, commerce and industry
- 2.8 To disseminate information, hold conferences, seminars, lectures, study circles in order to educate the general public about the benefits of trade, commerce and industry.
- 2.9 To adjudicate on controversies between members of the Chamber
- 2.10 To arbitrate in the settlement of disputes arising out of commercial transactions between parties willing or agreeing to abide by the judgements and decisions of the Chamber or of persons nominated by it.
- 2.11 To communicate with other chambers of commerce and mercantile and public bodies throughout the world and to act in concert with them in order to protect trade, commerce and industry and in particular to protect any Zarathushti business, organization or individual.
- 2.12 To subscribe to, become a member of, and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Chamber, and to procure from and communicate to any such association such information as may be likely to forward the objects of the Chamber.
- 2.13 To be affiliated to the international body of World Zarathushti Chamber of Commerce. The Society may be affiliated with any other Chamber of Commerce and/or Business organization in order to promote Trade & Commerce for its members.

- 2.14 To do all such other things as may be necessary for or incidental or conducive to the extension of trade, commerce or industry, or the attainment of the above objects or any of them.
- 3 The activities of the Society shall be carried on without purpose of gain for its Members and any income, profit, or other accretion to the Society shall be used in promoting the purpose 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 of debts of the society, shall be given or transferred to any other Zarathushti Society or Organization which are registered charitable organizations and as shall be determined by the majority of the Members. Any of such funds or property remaining which had originally been received for specific purposes shall, wherever possible, be distributed to "qualified donee" 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.

# SOCIETY ACT

# BY LAWS

## WORLD ZARATHUSHTI CHAMBER OF COMMERCE

### **PART - 1 INTERPRETATION**

- 1 In these bylaws, unless the context otherwise requires,
  - 1.1 "Directors" means the directors of the society for the time being;
  - 1.2 "Society Act" means the Society Act of the Province of British Columbia from time to time in force and all amendments to it.
  - 1.3 "Registered address" of a member means his address as recorded in the register of members;
  - 1.4 The headings used in these Rules are used for convenience and shall not be considered in construing the terms of the Rules
  - 1.5 "Society" shall mean WORLD ZARATHUSHTI CHAMBER OF COMMERCE.
- 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 MEMBERSHIPS**

- 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 bylaws and, in either case, have not ceased to be Members.

- 4 The number of Members shall be unlimited.
- 5 Any body corporate, business, organization, or individual, who agrees with and supports the objects of the Chamber, may apply in writing for membership. The Board shall have the absolute discretion to determine whether or not an applicant qualifies for membership, and to admit such body corporate, business, organization or individual to membership of the chamber.
- 6 Membership shall become effective upon review and acceptance of the membership application by the Board and upon payment of applicable dues. The Board's decision shall be final.
- 7 A Member has the duty:
  - 7.1 To uphold the constitution and comply with these bylaws of the Chamber.
  - 7.2 To vote at all meetings of the Chamber or on any matter referred to the General Body of Members by circular.
  - 7.3 To be elected as an office-bearer of the Chamber.
- 8 All Members shall make reasonable effort to attend all regular and annual meetings.
- 9 No Member shall represent the Chamber to any other organization, individual or to the public as representing the Chamber without prior approval of the Board.
- 10 No Member shall enter into or obligate the Chamber into any contract or service without prior approval of the Board.

11 Any Member who violates any of these provisions may be censured, suspended, or expelled from the Chamber in accordance with the procedures provided in 'This Bylaws'. Each Member must sign and agree to comply with the Chamber's Code of Ethics, as adopted by the Board and as amended or supplemented from time to time.

12 All members are in good standing except a member who has failed to pay his or her current annual membership fee, or any other subscription or debt due and owing by the member to the society and the member is not in good standing so long as the debt remains unpaid.

### 13 Classes of Membership:

13.1 Corporate Member: Any Zarathushti business entity, whether incorporated or not, and any other business which unreservedly agrees with and supports the objects of the Chamber shall be eligible for membership as Corporate Member.

13.2 Individual Ordinary Member: Any Zarathushti over the age of 18 years, who agrees with and supports the objects of the Chamber, shall be eligible for membership as Individual Ordinary Member.

13.3 Individual Life Member: Any Zarathushti over the age of 18 years, who agrees with and supports the objects of the Chamber, shall be eligible for membership as Individual Life Member.

13.4 Student Member: Any Zarathushti, who is a student, shall be eligible for membership as Student Member. Student members shall have no voting rights.

14 Membership Dues:

14.1 Membership dues shall be payable annually in advance for each fiscal year, to the Chamber.

14.2 Membership dues shall be set from time to time at such rate or rates, schedule, or formula as may be prescribed by the Board. Paid dues are not refundable in whole or in part upon resignation or disqualification.

15 **Termination of Membership:**

15.1 **Resignation:** Any member may resign from the Chamber upon giving a written notice to the Board.

15.2 **Death or Dissolution:** on his or her death or, in the case of a corporation, on dissolution

15.3 **Disqualification:** The Chamber reserves to itself the right of expelling any Member in case he or it does any act or pursues any conduct that is either in contravention of these Bylaws or detrimental to its credit or is in any way whatsoever injurious to its objects, welfare and interest or for any other good and sufficient reason which in the opinion of the Board it is desirable to remove him or it from his or its membership of Chamber. The Boards decision in this respect is final and conclusive, provided that before making such a decision, it shall provide a reasonable opportunity to the Member concerned to make representations to it regarding his/its disqualification.

15.4 **Expulsion at a general meeting:** A member may be expelled by a special resolution of the members passed at a general meeting.

The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion. The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

- 15.5 **Not in Good Standing:** A person ceases to be a member on having been a member not in good standing for 12 consecutive months.

### PART – 3 METTING OF MEMBERS

- 16 General meetings of the society shall be held at the time and place, in accordance with the Society Act, that the directors decide.
- 17 Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
- 18 Extraordinary General meetings of the Chamber may be called by the Board, at its discretion or shall be called by the Board on a petition of 25% or more of the voting Members in good standing
- 19 Notice:
- 19.2 Notice of general meetings shall be mailed to each Member at least 21 days prior to such meetings, giving the time and place and the business of the meeting.
- 19.3 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 notice does not invalidate proceedings at that meeting.



- 20 The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and after that an annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

#### PART- 4 PROCEEDINGS AT GENERAL MEETINGS

##### 21 Special business is

- 21.2 all business at an extraordinary general meeting except the adoption of rules of order, and
- 21.3 all business conducted at an annual general meeting, except the following:
- (i) the adopting of rules of order;
  - (ii) the consideration of the financial statements;
  - (iii) the report of the directors;
  - (iv) the report of the auditor, if any;
  - (v) the election of directors;
  - (vi) the appointment of the auditor, if required; and
  - (vii) the other business that, under these bylaws, ought to be transacted at annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 22 (1) Business, other than the election of a chair and the adjournment or termination of the meeting, must not 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, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- (3) A quorum is 7 members present or a greater number that the members may determine at a general meeting.

- 23 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 24 Subject to bylaw 25, the president of the society, the vice president or, in the absence of both, one of the other directors present, must preside as chair of a general meeting.
- 25 If at a general meeting
- (a) there is no president, vice president or other director present within 15 minutes after the time appointed for holding the meeting, or
  - (b) the president and all the other directors present are unwilling to act as the chair, the members present must choose one of their number to be the chair
- 26
- (1) A general meeting may be adjourned from time to time and from place to place, but business must not be conducted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
  - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting must be given as in the case of the original meeting.
  - (3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned general meeting.

- 27 (1) A resolution proposed at a meeting need not be seconded, and the chair of a meeting may move or propose a resolution.
- (2) In the case of a tie vote, the chair does not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution does not pass.
- 28 (1) A member in good standing present at a meeting of members is entitled to one vote.
- (2) Voting is by show of hands.
- (3) Voting by proxy is not permitted.
- 29 A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.

## PART 5 - DIRECTORS AND OFFICERS

- 30 The number of directors of the Chamber shall be seven or a greater number determined from time to time at a general meeting. All of the Board members shall be Zarathushti.
- 31 (1) The directors may exercise all the powers and do all the acts and things that the society may exercise and do, and that are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in a general meeting, but subject, nevertheless, to
- (a) All laws affecting the society,
  - (b) These bylaws, and

- (c) rules, not being inconsistent with these bylaws, that are made from time to time by the society in a general meeting.
- (2) A rule, made by the society in a general meeting, does not invalidate a prior act of the directors that would have been valid if that rule had not been made.
  
- 32 (1) The directors must retire from office at every second annual general meeting when their successors are elected or they are re-elected.
- (2) The board shall from among themselves elect the President, Vice-President, Treasurer and Secretary.
- (3) An election may be by acclamation; otherwise it must be by ballot.
- (4) If a successor is not elected, the person previously elected or appointed continues to hold office.
  
- 33 (1) The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors.
- (2) A director so appointed holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at the meeting.
- (3) An act or proceeding of the directors is not invalid merely because there are less than the prescribed number of directors in office.
  
- 34 The members may, by special resolution, remove a director, before the expiration of his or her term of office, and may elect a successor to complete the term of office.
  
- 35 A director must not be remunerated for being or acting as a director but a director must be reimbursed for all expenses necessarily and reasonably incurred by the director while engaged in the affairs of the society.

## PART 6 - PROCEEDINGS OF DIRECTORS

- 36 (1) The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.
- (2) The directors may from time to time set the quorum necessary to conduct business, and unless so set the quorum is a majority of the directors then in office.
- (3) The president is the chair of all meetings of the directors, but if at a meeting the president is not present within 30 minutes after the time appointed for holding the meeting, the vice president must act as chair, but if neither is present the directors present may choose one of their number to be the chair at that meeting.
- (4) A director may at any time, and the secretary, on the request of a director, must, convene a meeting of the directors.
- 37 (1) The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
- (2) A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.

- 38 A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their numbers to be the chair of the meeting.
- 39 The members of a committee may meet and adjourn as they think proper.
- 40 For a first meeting of directors held immediately following the appointment or election of a director or directors at an annual or other general meeting of members, or for a meeting of the directors at which a director is appointed to fill a vacancy in the directors, it is not necessary to give notice of the meeting to the newly elected or appointed director or directors for the meeting to be constituted, if a quorum of the directors is present.
- 41 A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
- (a) a notice of meeting of directors is not required to be sent to that director, and

- (b) any and all meetings of the directors of the society, notice of which has not been given to that director, if a quorum of the directors is present, are valid and effective.
  
- 42 (1) Questions arising at a meeting of the directors and committee of directors must be decided by a majority of votes.
- (2) In the case of a tie vote, the chair does not have a second or casting vote.
  
- 43 A resolution proposed at a meeting of directors or committee of directors need not be seconded, and the chair of a meeting may move or propose a resolution.
  
- 44 A resolution in writing, signed by all the directors and placed with the minutes of the directors, is as valid and effective as if regularly passed at a meeting of directors.

## PART 7 — DUTIES OF OFFICERS

- 45 (1) The president presides at all meetings of the society and of the directors.
- (2) The president is the chief executive officer of the society and must supervise the other officers in the execution of their duties.
  
- 46 The vice president must carry out the duties of the president during the president's absence.

- 47 The secretary must do the following:
- (a) conduct the correspondence of the society;
  - (b) issue notices of meetings of the society and directors;
  - (c) keep minutes of all meetings of the society and directors;
  - (d) have custody of all records and documents of the society except those required to be kept by the treasurer;
  - (e) have custody of the common seal of the society;
  - (f) maintain the register of members.
- 48 The treasurer must
- (a) keep the financial records, including books of account, necessary to comply with the Society Act, and
  - (b) render financial statements to the directors, members and others when required.
- 49 In the absence of the secretary from a meeting, the directors must appoint another person to act as secretary at the meeting.
- 50 The Chamber shall indemnify a Director, Officer, Committee Member, employee or agent of the Chamber who was, is, or may be named defendant or respondent in any proceeding as a result of his action or omissions within the scope of his official capacity in the Chamber. The Chamber shall indemnify a person only if he acted in good faith and reasonably believed that the conduct was in the Chamber's best interest.

## PART 8 — SEAL

- 51 The directors may provide a common seal for the society and may destroy a seal and substitute a new seal in its place.



- 52 The common seal must be affixed only when authorized by a resolution of the directors and then only in the presence of the persons specified in the resolution, or if no persons are specified, in the presence of the president and secretary or president and secretary treasurer.

#### PART 9 — BORROWING

- 53 In order to carry out the purposes of the society the directors 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 that power, by the issue of debentures.
- 54 A debenture must not be issued without the authorization of a special resolution.
- 55 The members may, by special resolution, restrict the borrowing powers of the directors, but a restriction imposed expires at the next annual general meeting.

#### PART 10 — AUDITOR

- 56 The first auditor must be appointed by the directors who must also fill all vacancies occurring in the office of auditor.
- 57 At each annual general meeting the society must appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next annual general meeting.
- 58 An auditor may be removed by ordinary resolution.

- 59 An auditor must be promptly informed in writing of the auditor's appointment or removal.
- 60 A director or employee of the society must not be its auditor.
- 61 The auditor may attend general meetings.

#### PART 11 — NOTICES TO MEMBERS

- 62 A notice may be given to a member, either personally or by mail to the member at the member's registered address.
- 63 A notice sent by mail is deemed to have been given on the second day following the day on which the notice is posted, and in proving that notice has been given, it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle.
- 64 (1) Notice of a general meeting must be given to
- (a) every member shown on the register of members on the day notice is given, and
  - (b) the auditor.
- (2) No other person is entitled to receive a notice of a general meeting.
- 65 **Notice by Mail or Electronic Mail:** Any notice required or permitted by these Articles to be given to a Member, Director, Officer or Member of a Committee of the Society may be given by mail or by electronic mail. If given by electronic mail, a notice shall be deemed to be delivered when sent to the electronic mail address on record with the Society. A person may change his address by giving written notice to the Society.

PART 12 — BYLAWS

- 66 On being admitted to membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society.
- 67 These bylaws must not be altered or added to except by special resolution.

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Dated February 23, 2009

**WITNESS (ES)**

**APPLICANTS FOR INCORPORATION**

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