

BYLAWS OF THE OZCF

1. DEFINITION

For the purposes of the By-Laws:

"Zoroastrian" is a person who is a follower of the religion as propounded by the prophet Zarathushtra and who has been initiated into the Zoroastrian faith.

"Member" means person whose name appears on the Register of Members.

"Constitution" shall mean a statement of the basic objects of the Ontario Zoroastrian Community Foundation ("OZCF") and the fundamental principles, as stated in the Letters Patent, according to which it shall be governed.

"By-Laws" shall mean standing rules made under this Constitution on matters of internal regulation and administration of the OZCF

"Act" shall mean the Corporations Act of Ontario, governing corporations without share capital, as amended from time to time

"Board of Directors" shall mean all the persons referred to as the Board of Directors under the Act.

2. NAME

The Organization shall be known as Ontario Zoroastrian Community Foundation hereinafter referred to as the "OZCF"

3. REGISTERED OFFICE

The registered office of the OZCF shall be located at 4244 Taffey Crescent, Mississauga, Ontario, L5L 2J2.

4. MEMBERSHIP

4.1 Regular Membership

Zoroastrians, their spouses and their children shall be admitted as regular members in the OZCF and their names entered in the Register of Members provided that they:

- a. Agree to abide to its Constitution and By-Laws; and
- b. Complete the membership form; and
- c. Pay the prescribed Membership Fees as specified hereinafter.

4.2 Associate Members

Individuals other than Zoroastrians, their spouses and children, shall be eligible for annual membership in the category hereinafter referred to as Associate Member. An Associate Member shall be proposed and seconded to the Board of Directors by two Voting Members, and upon approval by the Board of Directors their names shall be entered in the Register of Members that shall be in effect for one year at a time.

An Associate Member SHALL NOT BE ELIGIBLE to:

- a. Vote at any general membership meetings; and
- b. Be a Director.

Associate Membership shall not exceed 10 (ten) per cent of the total membership of the OZCF at any time

4.3 Honorary Members

Honorary Membership may be conferred upon distinguished persons for valuable services rendered to the community as recommended by Board of Directors and approved at the General Membership Meeting.

Honorary members shall neither pay membership fees, nor be entitled to vote at General Membership Meeting, or be a Director.

4.4 Membership Privileges

Only those members whose names appear in the register of Members SHALL BE ENTITLED TO:

- a. Receive publications, communiqués and due notices as prescribed by the Board of Directors from time to time (one per household); and
- b. Attend General Membership Meetings.
- c. Take part in all community functions and meetings and pay at the prescribed members' rate for admission (if any).

4.5 Membership Fees

Board of Directors shall recommend the Membership fees to the members for approval in the General Membership Meetings from time to time. Membership Fees shall be for one year, and it will become due and payable to OZCF on the first day of January each year.

4.6 Voting Members

A Regular Member 18 (eighteen) years of age or older, and in good standing shall be entitled to one vote, in person or by proxy, at any General Membership Meeting of the OZCF.

4.7 Termination Of Membership

4.7.1 Regular Membership

A membership can be terminated and member(s) name removed from the Register of Members upon;

- a. Voluntary resignation submitted in writing; or
- b. Upon failure to pay the applicable membership fees by End of March for each year, and on a resolution being passed to that effect by the Board of Directors

Such members shall, however, be re-admitted as a member upon compliance with the applicable Bylaws.

4.7.2 Associate Membership

Associate Membership will terminate automatically after one year. However such Associate Members shall be re-admitted as a member upon compliance with the applicable Bylaws.

4.7.3 Honorary Membership

Honorary membership can only be terminated by a resolution passed by the Board of Directors and approved at the General Membership Meeting.

MEMBERSHIP MEETINGS

5. GENERAL MEMBERSHIP MEETINGS

This assembly is the most powerful decision making body of the OZCF.

5.1 ANNUAL GENERAL MEETING

5.1.1

The Annual General Meeting shall be held once in each calendar year, on such day and at such time as the Board of Directors shall determine, provided that it is held no later than six months from the end of financial year, and no later than fifteen months after the preceding Annual General Meeting.

5.1.2 Notice of the Annual General Meeting shall include:

- The agenda of the Meeting;
- The report of the Board of Directors on the activities during the year;
- The audited financial statements for the year and the Auditor's report;
- Nominations in respect of election of the Board of Directors vacancies, with brief summary of their bio data;
- Proxy form.

5.1.3 The following shall be included in the agenda for the Annual General Meeting:

- To read and confirm the Minutes of the previous Annual General Meeting and any Extraordinary General Meeting held since the last Annual General Meeting.
- To consider matters arising from such Minutes.
- To receive and adopt the Financial Statement.
- To receive and adopt the report of the Board of Directors on the activities during the year.
- To elect Directors of the Board of Directors vacancies, as specified in the By-Laws.
- To appoint an Auditor in accordance with the By-Laws.
- To consider any other matter the Chair may deem fit to allow.

5.2 EXTRA ORDINARY GENERAL MEETING

5.2.1

The Board of Directors may convene an Extraordinary General Meeting to consider any special matter.

5.2.2

The Board of Directors shall convene an Extraordinary General Meeting on receipt of a requisition in writing signed by at least 10 (ten) percent of the regular members eligible to vote specifying the purpose and object of the proposed meeting.

5.2.3

Should the Board of Directors fail to call and hold an Extraordinary General Meeting within 21 (twenty-one) days from the date of deposit of the requisition, any of the requestors may call such a meeting, which shall be held within 60 (sixty) days from the date of the deposit of the requisition.

5.2.4

Where an Extraordinary General Meeting is called by the Board of Directors on its own volition or on a requisition by Voting Members, all the pertinent provisions of the Corporation Act of Ontario relating to notice, circulation of motion(s), statements, etc., shall apply.

5.3 NOTICE OF MEETINGS

5.3.1

Notice of the General Membership Meetings shall be mailed at least 21 (twenty-one) days before the date of such meeting to those individuals whose names appear on the Register of members.

5.3.2

Notice sent by ordinary mail to addresses of the members as it appears on the Register of Members shall be deemed to be sufficient as notice for any meeting of the OZCF.

5.4 CHAIRPERSON OF GENERAL MEMBERSHIP MEETINGS

5.4.1

The President shall Chair all such meetings.

5.4.2

In the absence of the President, the Vice President, and in her/his absence, any Director shall act as the Chair.

5.4.3

In the absence of all Directors, the Voting Member present at the meeting shall elect a chairperson for that meeting.

5.5 QUORUM AT GENERAL MEMBERSHIP MEETINGS

5.5.1

15 (fifteen) % of voting members, present in person, or represented by a proxy, shall constitute the quorum necessary to transact the business at the Annual General or Extraordinary General Meeting.

5.5.2

In the event of a quorum not being present within an hour from the time fixed for the meeting, the said meeting shall stand adjourned for a time and place to be determined by the Chair.

5.5.3

5 (five) % voting members, in person or represented by a proxy, shall constitute the quorum at such adjourned General Meetings, annual or extraordinary.

5.6 VOTING AT GENERAL MEMBERSHIP MEETINGS

5.6.1

Voting Members whose annual membership fee has not been received at least one hour before the time announced for the meeting (Annual General or Extraordinary General) shall not be eligible to vote or exercise proxies.

5.6.2

Voting shall primarily be by show of hands unless 10 (ten) regular members present require vote by ballot.

5.6.3

For a vote by ballot for any proposal, or to elect members of the Board of Directors, any Voting Members may cast their vote in person or by proxy.

5.6.4

Proxies shall be valid only for the meeting for which it was specifically given or for any adjournment thereof;

5.6.5

Any voting member entitled to vote at any General Membership Meeting (Annual or Extra Ordinary) may by means of a proxy appoint any person as that member's nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

5.6.6

Proxies shall be limited to 2 per person i.e. no one person can hold more than 2 proxies.

5.6.7

Complete proxy forms must be received by the scrutineers at least 1 (one) hour before the appointed time of the meeting. The names and addresses of the scrutineers shall be published along with the notice of the meeting.

5.6.8

Prior to the commencement of the meeting, the scrutineers shall furnish the secretary with a record of proxies filed by Voting Members. Such record shall not show how individual proxies were directed.

5.6.9

When the voting is completed, the scrutineers will count the eligible votes and shall reconcile them to the total number of ballots. The scrutineers shall then report to the Chair for declaration to the meeting the number of votes "for" and "against" the proposed resolution, or nominee standing for Director.

5.6.10

Upon resolution passed at the meeting, the scrutineers shall destroy all ballots and proxies after the close of the meeting.

5.7 SCRUTINEERS

5.7.1

The Board of Directors shall appoint 2 (two) scrutineers for the General Membership Meeting.

5.7.2

Scrutineers shall not be nominees for election of Directors.

5.7.3

The Scrutineers shall attend the meeting and be present an hour prior to the time announced for commencement of the meeting and shall stay until balloting is complete and results presented at such meeting.

DIRECTORSHIP

6. BOARD OF DIRECTORS

6.1

The affairs of the foundation shall be managed by Board of Directors, consisting of not fewer than 3 Directors or not greater than 13 Directors, who shall elect amongst themselves the Executive Directors consisting of President, Vice President, Secretary, and Treasurer.

6.2

Each Director shall hold the office for a term of 2 years.

6.3

All retiring Directors shall be eligible for re-election – limited to 3 consecutive terms, unless there are no other nominations. No Executive officer shall hold same office for more than 1 term at a time, unless there are no other nominations.

6.4

Nominations for the members of the Board of Directors shall be called for at least 50 (fifty) days before the Annual General Meeting. Such nominations shall be in writing, on the prescribed form, signed by 2 (two) voting members and the proposed nominee. The nominations shall be mailed so as to reach the Registered Office at least 35 (thirty-five) days before the date of such meeting. Confirmation of the receipt of the nomination by the Secretary shall be the responsibility of the sponsors/nominee.

6.5

In the event of sufficient nomination(s) not being received by the procedure stated above to fill Board of Directors' vacancies, nomination may be accepted from the floor at the Annual General Meeting. Such nomination must be duly proposed and seconded, and accepted by the nominees. The nominee and nominators must be Voting Members of OZCF.

6.6

The Board of Directors shall elect amongst themselves the Executive officers within 14calendar days of the Annual General Meeting.

6.7

In the event of sufficient Directors not being elected to fill vacancies at the Annual General Meeting, as per the procedure stated above, or in case of new vacancies during the year, the balance of Board of Directors with quorum, may fill such vacancy by appointing a Voting Member. Such appointed Director shall be a director until the next Annual General Meeting.

6.8

A Director shall automatically cease to hold such office when such person:

- a. Ceases to be a Voting Member of the OZCF; or
- b. Has failed to attend 3 (three) consecutive meetings of the Board of Directors for reasons not acceptable to the Board of Directors

6.9

Any member of the Board of Directors may be removed from office before completion of his/her term by a resolution passed by at least 66% of the Voting Members at an Extraordinary General Meeting, specifically convened for that purpose.

6.10

Decisions of the Board of Directors shall be determined by the vote of the majority of the members present at the meeting with the proper quorum. Voting by proxy shall not be allowed at the meetings of the Board of Directors.

7. BOARD OF DIRECTORS' MEETINGS

7.1

The Board of Directors shall meet from time to time, as often as it considers necessary, at such time and place, as the Board shall determine.

7.2

Such meetings shall be called by the Secretary upon a request from the President or upon receipt of a written request signed by at least 3 (three) members of the Board of Directors.

7.3

Notice of such meetings may be given to each Board of Directors member in such a manner as the Board of Directors may determine at its first meeting.

7.4

A meeting of the Board of Directors may be held without notice immediately following the Annual General Meeting, and/or the Extraordinary General Meeting if the President so desires.

7.5

Seven Directors shall form the quorum of its meetings. In the event of a quorum not being present within an hour from the time fixed for the meeting, it shall stand adjourned for a period of not less than 7 (seven) days and reconvened at a place and time to be determined by the person/s calling the Board of Directors meeting. Notice of reconvening such adjourned meeting shall be given to all members of the Board of Directors within 2 (two) days.

7.6

All meetings of the Board of Directors shall be chaired by the President. In the absence of the President, the Vice President shall chair the meeting. In the absence of both the President and the Vice President, the Board of Directors present shall elect their own Chair for that particular meeting.

7.7

A resolution in writing signed by all the members of the Board of Directors without getting together in a meeting shall be as effective and valid as if it had been passed at a meeting of the Board of Directors duly called for that purpose.

ROLES & RESPONSIBILITIES

8. DIRECTORS' DUTIES

8.1

The Board of Directors shall have powers to make rules and regulations and shall exercise all such powers of a Corporation as are given under the Corporations Act (Ontario), to carry out the day to day affairs of the OZCF, provided that such rules and regulations and exercise of powers are not in conflict with the Constitution and By-Laws of the OZCF.

8.2

The Board of Directors shall not enter into any arrangement, agreement or contract for, on account of or in lieu of the OZCF, purchase, lease or acquire any right, title or interest in any land, building, or other real immovable property, or to sell, exchange, alienate or otherwise dispose off any right, title or interest in any such property, unless 66% of the regular members present in person or represented by a proxy at General Meeting, annual or extraordinary specifically called for that purpose, have voted in favour of such a resolution.

8.3

The Board of Directors shall not enter into any arrangement or agreement to borrow funds without the prior approval of the regular members in a General Meeting, annual or extraordinary.

8.4

The Board of Directors shall be empowered to make disbursements related to the affairs of the OZCF including maintenance and day-to-day operation of the OZCF premises. These will include interalia, the payment of taxes, the insurance premiums, payment of all utilities and expenses related to repairs and maintenance.

8.5

The Board of Directors shall be empowered to make disbursements from the General Fund of the OZCF up to Five Thousand (\$5,000.00) Dollars in a financial year to any Zoroastrian Charity and/or for any cause affecting Zoroastrians and to other registered charitable or non-profit organizations/associations within Canada by way of donations or for such other purpose, provided the majority of members on the Board of Directors agree to such disbursement(s).

8.6

The restriction of Five Thousand (\$5,000.00) Dollars SHALL NOT apply to any donations received by the OZCF for disbursements to be made for any specific purpose, falling within the ambit of the object clause of the Constitution.

8.7

Such disbursements by the OZCF should be reported in the communiqué/Newsletter.

8.8

The Board of Directors shall prepare proxy papers and shall appoint two scrutineers as laid down in By-Laws.

9. EXECUTIVE DIRECTORS

9.1 PRESIDENT

The President shall be the chief executive officer of the Foundation. He/she shall preside at all meetings of the Foundation and of the Board of Directors. He/she shall have the general and active management of the affairs of the Foundation. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect.

9.2 VICE PRESIDENT

The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

9.3 SECRETARY

- a. The Secretary shall maintain and keep a Register of Members together with their latest notified addresses and shall act under the direction of the Board of Directors.
- b. The Secretary shall keep the seal, minute books, records including records of archives, papers, writings and all other property belonging to the OZCF at its Registered Office.
- c. The Secretary shall convene all meetings, record the proceedings of all meetings and, if approved, have the minutes signed by the Chair, after signing the same.
- d. The Secretary shall within 60 days prepare the minutes of any General Meeting, annual or extraordinary and submit the same duly signed to the Board of Directors.
- e. The Secretary, upon relinquishing the office, shall turn over to the successor, or to whomsoever the Board of Directors may appoint, the seal, minute books, records, papers, writings and all other property belonging to the OZCF.

9.4 TREASURER

- a. The Treasurer shall keep and maintain a Fee Book in which shall be recorded payments made by members. He shall receive all monies belonging to the OZCF, promptly deposit the same in the OZCF's bank account, and maintain such records as the Board of Directors shall direct.
- b. The Treasurer shall render an account every quarter to the Board of Directors, of money received and expended by him.
- c. The Treasurer shall maintain books of accounts in accordance with generally accepted accounting principles and prepare the financial statements for submission to the auditor each year.
- d. The Treasurer shall keep the books, records, papers, writings and all other property belonging to the OZCF at its Registered Office.

e. The Treasurer, upon relinquishing the office, shall turn over to the successor, or to whomsoever the Board of Directors may appoint, the books, records, papers, writings and all other property belonging to the OZCF.

10. COMMUNITY CENTRE PROJECT COMMITTEE

10.1

The Project Committee shall comprise of the 13 Founding Directors plus the current Executive Directors who shall continue sitting on this committee until the fruition of this project or maximum of 4 years which ever comes first.

10.2

No subsequent Board of Directors shall have the power to dissolve the Project Committee till the completion of the project or maximum of 4 years which ever comes first.

10.3

The Project Committee and the Board of Directors will work closely with each other with the aim to complete the project as soon as possible.

11. SUB-COMMITTEES

11.1

There shall be Sub-Committees as determined by the Board of Directors from time to time, which shall include the Project Committee.

11.2

The Board of Directors may appoint, from time to time, from amongst the members of the OZCF, chairs of sub-committees as they deem necessary and expedient to look after various interests for which the OZCF is formed.

11.3

Such sub-committees shall work under the direction of the Board of Directors and shall regularly submit the minutes of their proceedings and render an account of the expenses incurred by them out of the funds sanctioned by the Board of Directors.

11.4 The role of the Chair will be:

- a. To chair all meetings of the sub-committees and conduct its business in a business like fashion, according to well established rules and procedures for conduct of meetings;
- b. To convene meetings of the sub-committee according to the frequency and schedule agreed upon by members;
- c. To ensure that notification of such meeting is communicated to all members;
- d. To ensure the preparation and circulation of minutes summarizing the issues dealt with and decisions arrived at by formal resolution;
- e. To be the contact person for members of the OZCF, on all matters falling within the purview of the sub-committee.
- f. In all other matters the Chair will have the same right and privileges as the other sub-committee members.
- g. Each sub-committee at its inaugural meeting shall determine the Terms of Reference for that sub-committee, which shall be subject to approval or modification by the Board of Directors.
- h. The Board of Directors shall appoint a member of the Board to act as a liaison person to each sub-committee, unless an executive Member has already volunteered to serve on such sub-committee.
- i. The President of the OZCF is an ex-officio member of all sub-committees.

j. All sub-committees, upon relinquishing the office, shall turn over to the successor, or to whomsoever the Board of Directors may appoint, the data – soft or hard, books, records, papers, writings and all other property belonging to the OZCF.

12. AUDITOR

12.1

An Auditor shall be appointed by the regular members at every Annual General Meeting.

12.2

The appointed Auditor should meet with the requirements as laid down by the Institute of Chartered Accountants of Ontario, with respect to the independence of the Auditor.

12.3

The remuneration of the Auditor, if any, shall be fixed on the recommendation of the Board of Directors by the regular members at the Annual General Meeting or by the Board of Directors if authorized at such Annual General Meeting.

12.4

If the Auditor is not appointed at the Annual General Meeting and the vacancy is filled insubsequently by the Board of Directors, the remuneration, if any, of the Auditor shall be fixed by the Board of Directors.

12.5

The Board of Directors may fill any casual vacancy of an Auditor. The Board of Directors shall fix the remuneration of the Auditor so appointed.

12.6

Notification of the appointment of an Auditor shall be given in writing to the Auditor forthwith after the appointment is made.

13. REMUNERATION

Members of the Board of Directors and all sub-committees are not entitled to receive any remuneration from the OZCF, in their capacity as member of their Committee.

14. FINANCIAL YEAR

The financial year of the OZCF shall end as of December 31 of each year.

15. BANKING

Bank accounts shall be opened and operated in the name of the OZCF at such Financial Institutions as are deemed appropriate by the Board of Directors. Such accounts shall be operated by any 2 (two) of the President, the Vice President and the Treasurer.

16. LANGUAGE

English shall be the official language of the OZCF.

17. INTERPRETATION

In the Constitution and By-Laws, any reference to singular shall include the plural and vice-versa and any reference to a masculine pronoun shall include the feminine.

18. AMENDMENTS OF THE CONSTITUTION

No alterations, additions, substitutions, modifications, deletions or amendments may be made to the Letters Patent and Constitution of the OZCF unless 75% of the Voting Members at the General Membership Meeting specifically called for that purpose, have voted in favour of such a resolution, and that such resolution is in confirmation to the Corporation Act of Ontario.

19. AMENDMENTS TO BY-LAWS

No alteration, addition, subtraction, modification, deletion, or amendment may be made to the By-Laws of the OZCF unless 66% of the Voting Members at the General Membership Meeting specifically called for that purpose have voted in favour of such a resolution, and that such resolution is in confirmation to the Corporation Act of Ontario.

20. DISSOLUTION

20.1

The OZCF shall not be dissolved unless 75% of the Voting Members at an Extraordinary General Meeting specifically convened for that purpose, have voted in favour of the dissolution.

20.2

Upon the dissolution of the OZCF and after payment of all debts and liabilities, the remaining assets, if any, shall be distributed to such Zoroastrian body or bodies in Canada which are Registered Charitable Organizations or any other Charitable Organization in Canada whose objectives are similar to those of this OZCF as the majority of Voting Members at the extraordinary General Meeting, may determine. A Registered Charitable Organization is an Organization within the meaning contained in the Income Tax Act (Canada) or applicable regulations.