



ZARATHUSHTRIAN ASSOCIATION OF NEW ZEALAND INCORPORATED

CONSTITUTION

1. PREAMBLE

Baname Khoda, Baname Yazad, we the ZARATHUSHTRIANS of New Zealand aspiring to preserve and foster the rich, religious, cultural, social and historical heritage of our forefathers. Having decided that this may be best achieved through united action, strength and resources, have therefore created this Association as a primary nucleus to execute and promote these and other objectives set forth in the following articles.

2. NAME

- 2.1 The name of the Association shall be "ZARATHUSHTRIAN ASSOCIATION OF NEW ZEALAND INCORPORATED", hereinafter called "the Association".

3. REGISTERED OFFICE

- 3.1 The Registered Office of the Association shall be situated at such place in New Zealand as the Management Committee (defined in Section 7.1 of this Constitution) shall decide from time to time.

4. OBJECTS

The Objects for which the Association is established, are to:

- 4.1 Preserve the cultural identity of ZARATHUSHTRIANS in the multi cultural society of New Zealand.
- 4.2 Make a cultural contribution to New Zealand society.
- 4.3 Preserve and advance the tenets of the ZARATHUSHTRIAN religion amongst the members of the Association and the ZARATHUSHTRIAN community in New Zealand.
- 4.4 Facilitate the integration of newly arrived ZARATHUSHTRIANS into the ZARATHUSHTRIAN community as well as into New Zealand society.
- 4.5 Develop cooperation, cordial relations and mutual understanding between the people of New Zealand and the ZARATHUSHTRIAN community and to take all the steps considered necessary or expedient to facilitate such cooperation, relations and mutual understanding.
- 4.6 Provide relief to ZARATHUSHTRIANS in distress and to assist in their welfare.
- 4.7 Maintain and preserve cordial and fraternal relations with ZARATHUSHTRIAN Associations throughout the world.
- 4.8 Contribute to the promotion and advancement of the interests and welfare of New Zealand.
- 4.9 Assist, by donations or otherwise, charities situated in New Zealand and overseas.
- 4.10 Promote and maintain cordial relations with Associations or bodies of other religions and cultures in New Zealand and throughout the world.
- 4.11 Make representations to government, local bodies and Authorities in order to secure the rights and interests of the ZARATHUSHTRIAN community.
- 4.12 Participate in any other activities or Objects which may, from time to time, be decided upon by the Society at a duly convened General Meeting.

5. MEMBERSHIP

5.1 CATEGORIES OF MEMBERSHIP

The Association shall have the following categories of Members:

5.1.1 ORDINARY MEMBERS

Any ZARATHUSHTRIAN over the age of 18 years, who has been initiated into, and is professing, the ZARATHUSHTRIAN religion, and who is a New Zealand Citizen or a permanent resident of New Zealand, will have the automatic right to become an Ordinary Member.

The annual subscription of an Ordinary Member will be determined, from time to time. The one-off joining fee shall be payable upon joining the Association.

This membership is not transferable and is valid until termination (Rule 6).

5.1.2 LIFE MEMBERS

Any ZARATHUSHTRIAN over the age of 18 years, who has been initiated into, and is professing, the ZARATHUSHTRIAN religion, and who is a New Zealand Citizen or a permanent resident of New Zealand, may become a Life Member upon the payment of an amount to be determined by the Management Committee from time to time.

A Life Member shall be entitled to all the rights and privileges of an Ordinary Member but shall not be required to pay the annual subscription.

This membership is not transferable and is valid until termination (Rule 6).

5.1.3 HONORARY MEMBERS

Any person who has rendered meritorious service to the ZARATHUSHTRIAN community in New Zealand, or who has contributed significantly in furtherance of the Objects of the Association, may be invited by the Management Committee to become an Honorary Member of the Association after a Resolution, empowering the Management Committee to do so, has been passed at a General Meeting of the Association.

An Honorary Member shall not have a say in the affairs and management of the Association and shall not be called upon to pay an annual subscription.

5.1.4 OUT STATION MEMBERS

Any ZARATHUSHTRIAN, who is a New Zealand Citizen or a permanent resident of New Zealand but who currently resides outside New Zealand, may be enrolled as an Out Station Member.

An Out Station Member shall not have a say in the affairs and management of the Association but shall pay an annual subscription which will be determined, from time to time.

5.1.5 FAMILY MEMBERS

The spouse or unmarried child (under the age of 18) of an Ordinary or Life Member of the Association, residing in the household of such a Member shall, be entitled to be enrolled as a Family Member.

A Family Member shall not have a say in the affairs and management of the Association but shall pay an annual subscription which will be determined, from time to time.

5.2 PAYMENT OF SUBSCRIPTIONS

The Association's financial year is from April to March each year. Members joining between April and September shall, therefore, pay the full annual subscription and those joining between October and March shall only be required to pay half the annual subscription.

Subscription

The Ordinary membership fee will be \$30.00 per year. (*Amended 2004 AGM*)

The Family membership fee will be \$20.00 per year.

The Out Station membership fee will be \$10.00 per year.

The Life membership fee will be \$300. (*Amended 2004 AGM*)

Joining Fee

One off Joining fee of \$10.00 is payable at the time of joining the Association.

5.3 RIGHTS AND DUTIES OF MEMBERS

All members shall agree to accept and uphold the Constitution of the Association.

6. TERMINATION OF MEMBERSHIP

6.1 RESIGNATION

A Member may, at any time, by giving written notice to the Secretary, resign from the membership of the Association. Such a member shall, however, continue to be liable for any subscriptions, or other debt, remaining due and unpaid at the date of his/her resignation.

6.2 NON PAYMENT OF DUES

Any Member whose membership subscription is not paid to the Association and fails to do so within a period of thirty days from the day on which that amount becomes due, shall automatically cease to be a member thereafter, and the name will be struck off from the Register of Members. The Management Committee may in its discretion give notice of such proposed action, but will not be bound to do so. Such notice may be given by letter or by electronic mail. That person may put in a fresh application for membership which will be subject to the applicable clauses of the Constitution. (*Amended 2006 AGM*)

6.3 SUSPENSION / EXPULSION

If any Member shall, in the opinion of the Management Committee, act in any way prejudicial to the interests of the Association or its members, the Management Committee shall consider the conduct of such a member at a meeting of the Management Committee. If at this meeting it is considered that there is sufficient evidence to justify calling on the Member to answer any charges made against him/her, a notice in writing shall be given to the Member calling on him/her to attend a meeting for the purpose of answering such charges.

The notice shall not be less than one month. At the meeting, the Member concerned shall be informed of the charges against him/her and shall have the right to be heard in his/her own defence.

The proceedings of the meeting held for such purpose will be documented in detail and a copy signed by the person chairing the meeting and all the members present at the committee meeting. A copy of the proceedings will be handed over to the member charged.

If after hearing the member, seventy five percent of the Management Committee members present at the meeting shall vote for the expulsion of the said member, the member shall be required to resign his/her membership of the Association by a specified date. A notice thereof shall thereafter be sent to the member.

Should the member refuse to attend the meeting in answer to the notice calling upon him/her to do so, the Management Committee may nevertheless proceed in the member's absence.

If the member refuses to resign his/her membership when required to do so, the Management Committee shall submit the issue of his/her expulsion to an Extraordinary General Meeting which must be held within six weeks of the notice sent to the member requiring him/her to resign his/her membership. The Member shall be expelled or suspended or may be subject to a lesser penalty if a resolution, supported by not less than seventy five percent of the Ordinary and Life Members present at the meeting, is passed at the meeting.

A member who has been expelled, or has resigned or died, shall cease to be a member of the Association and shall forfeit all rights to the Association, its assets and its funds.

7. MANAGEMENT

7.1 MANAGEMENT COMMITTEE

The Association shall be managed by a Management Committee consisting of a minimum of five, and a maximum of seven members (Ordinary or Life) of the Association. All committee members MUST be either New Zealand citizens or permanent residents. *(Amended 2016 AGM)*

Each member elected should be from different families (a family consists of two partners and children under the age of 18 years). *(Amended 2013 EGM)*

Ordinary or Life members who are not ordinarily (three to four months in a calendar year) resident in New Zealand, shall not be eligible to hold any office. The Management Committee, acting on behalf of the Association, shall have the ultimate responsibility for the management of the Association's affairs and of the assets and income thereof. *(Amended 2006 AGM)*

7.1.1 ELECTION

Each of the members of the Management Committee shall be elected for a two-year term by the majority of members of the Association present and voting (either by a show of hands or ballot paper) at the annual general meeting.

The Management Committee, once duly elected will itself elect or nominate the office bearers, i.e. the President, the Vice President, the Secretary and the Treasurer. *(Amended 2006 AGM)*

7.1.2 TERM

The Management Committee members shall hold office for a two-year term. No Management Committee member shall hold office for more than six years (3 terms) at a stretch, and can only become a Management Committee member again after a gap of one year. *(Amended 2006 AGM)*

7.1.3 VACANCY

If and when there is a vacancy in the Management Committee, the majority of the Management Committee members may fill such vacancy or vacancies by a member of the Association who will then hold that office till the end of the term of the member of the Management Committee who has ceased to be a member of the Management Committee.

The Management Committee may in its discretion invite members of the Association to attend the Management Committee meetings and help in any way. *(Amended 2006 AGM)*

7.2 COMMON SEAL OF THE ASSOCIATION

The Association shall have a common seal which will be used in the name of the Association. The common seal shall be kept in safe custody of the Secretary of the Association.

7.3 SUB COMMITTEES

Subcommittees may be formed to look after various activities of the Association.

7.4 QUORUM OF MANAGEMENT COMMITTEE MEETINGS

Three members of the Management Committee will form the quorum when there are five members forming the Management Committee. Five members of the Management Committee will form the quorum when there are more than five members forming the Management Committee. *(Amended 2006 AGM)*

7.5 ELECTED MEMBERS OF THE MANAGEMENT COMMITTEE SHALL CEASE TO BE A MEMBER OF THE COMMITTEE IF THEY:

- cease to be a member of the Association
- resign from the Management Committee
- are absent from two consecutive Management Committee meetings without an explanation satisfactory to the Management Committee. Leave of absence, for a period not exceeding six months may, however, be granted by the Management Committee upon receiving a written application from the Committee member.

7.6 MEETINGS OF THE MANAGEMENT COMMITTEE

The Management Committee shall meet not less than once in every four months. The Secretary shall convene a meeting upon being instructed to do so by the President or if a written notice is received from not less than three members of the Management Committee. The meeting must be called within fourteen days of the receipt of such a request.

The Secretary shall give not less than seven days' notice of every Committee meeting convened by him/her, provided that a notice may be waived in case of an emergency or if the Management Committee agrees to the waiver.

Wherever necessary, the Management Committee may confer and adopt decisions by circulating Resolutions by mail, facsimile or other electronic media.

The President shall chair the meetings of the Management Committee. In the absence of the President, or upon a request by the President, the Vice President shall act as Chairperson. However, in the absence of the President and the Vice President, the meeting shall elect a Chairperson from the Management Committee members attending that particular meeting.

However, the Management Committee may choose to implement a system that allows members of the committee to rotate the position of the Chairman amongst the Committee Members.
(Amended 2003 AGM)

The Secretary shall maintain and record the proceedings of the Management Committee Meetings in a Minute Book. The Secretary shall also be responsible for noting the Resolutions in Minutes Book. *(Amended 2003 AGM)*

The President of the Association shall have a casting vote at any meeting. *(Amended 2003 AGM)*

The Chairperson of subcommittees may be invited to a Management Committee meeting, only to discuss their activities.

When a subcommittee puts a motion forward which requires voting by the Management Committee, the Chairperson of the subcommittee (or the subcommittee's nominated representative) will be able to vote on the motion along with the Management Committee.

7.7 PROCESS OF RESIGNATION OF A COMMITTEE MEMBER *(Amended 2003 AGM)*

A Committee Member shall give in writing his/her application showing their intention of resigning from the Management Committee.

The Application should be submitted to the Secretary or if a Secretary is resigning, then the same to be submitted to the President of the Association or any other continuing member.

If any property of the Association is in possession of the Member, then the same to be clearly stated in the letter and passed on to the Secretary of the Association and if it is the Secretary, then to the President of the Association.

The said Application to be placed before the Management Committee in their next Committee meeting for acceptance and once resignation accepted and minuted, a letter to be sent to the said resigning Committee Member informing him/her of the said acceptance.

The said resignation to be recorded in the minutes of that Management Committee meeting.

8. ACCOUNTS

The Treasurer shall be responsible for the proper collection of, and the accounting for and disposal of, the Association's funds and shall keep full and true accounts of all properties, funds, securities, investments and assets belonging to the Association and also of all moneys received and paid on account of the Association.

The Treasurer shall, by the 30th of June each year, prepare and submit to the Management Committee a balance sheet as at the 31st day of March, an income and expenditure account for the year and a list of properties and investments belonging to the Association showing their cost, if bought, and estimated value as at the 31st day of March.

The balance sheet, income and expenditure account and list of properties and investments shall, prior to their submission to the Annual General meeting of the Association, be audited by an Auditor appointed at the previous Annual General Meeting.

Upon instructions from the Management Committee, the Treasurer shall open and maintain a bank account in the name of the Association. The account shall be operated jointly by two signatories at a time, though 3 signatories of the Committee (including the Treasurer) will be registered with the bank.

8.1 INVESTMENT OF FUNDS *(Amended 2003 AGM)*

Surplus investable funds, if any, then the same should be brought to the notice of the Management Committee by the Treasurer.

The Management Committee shall pass a resolution to that effect in a duly convened Management Committee meeting and authorise the Treasurer to invest in "Bank Fixed Deposits".

The Treasurer to follow the investment instructions as passed in the Resolution and any change needs to be informed to the Management Committee immediately.

8.2 APPOINTMENT OF AUDITORS *(Amended after 2003 AGM)*

Honorary Auditor to be appointed to audit the Accounts of the Association before submission of the same to the "Registrar of Incorporated Societies".

An Honorary Auditor to be appointed at the Annual General Meeting each year.

If the Honorary Auditor is not available for any reason, the Management Committee has a right to appoint a suitable person as the Honorary Auditor.

Honorary Auditor appointed need not be a member of the Institute of Chartered Accountants of New Zealand, but should be at least a qualified person with a background of Accounting.

8.3 INCOME, BENEFITS AND PAYMENTS

Any income, benefit, or advantage shall be applied to the charitable purposes of the organisation. No member of the organisation or any person associated with a member shall participate in or materially influence any decision made by the organisation in respect of the payment to or on behalf of that member or associated person of any income, benefit or advantage whatsoever. Any such income paid shall be reasonable and relative to that which would be paid in an arm's length transaction (being open market value). *(Amended after 1999 AGM)*

8.4 DISTRIBUTION OF FUNDS TOWARDS CHARITABLE PURPOSES *(Amended 2010 AGM)*

The Management Committee may from time to time choose to give money towards causes as stated in the objectives of ZANZ (Clause 4). The Management Committee has the general power to distribute money to an organisation or individual towards charitable purposes up to a limit of \$1,000 in any one financial year. The total distribution of money the ZANZ committee can make is limited to \$2,000 in any one financial year. Any decisions in respect of an amount greater than \$1,000 to an organisation or individual or over a total of \$2,000 per financial year must be ratified by a majority of those present and voting at a General Meeting.

9. MEETINGS OF MEMBERS

9.1 ANNUAL GENERAL MEETING

An Annual General Meeting of the Association shall be held each year within a period of three months from the end of the financial year of the Association. The time and place of the meeting will be decided by the Management Committee. *(Amended 2006 AGM)*

9.1.1 QUORUM

The quorum for the meeting will be a minimum of thirty percent of the current membership present in person or by proxy within forty-five minutes of the time notified for the meeting. If a quorum is not gathered there within that time, the persons present shall wait for a maximum of thirty minutes after the said forty-five minutes, and then the meeting must commence its agenda and continue till conclusion. *(Amended 2006 AGM)*

9.1.2 NOTICE

The Management Committee must give prior notice to the members of the Association of the details of the meeting, but such notice shall not be less than three weeks prior notice, and may be either by letter or by electronic mail at the address given by the member, and such advance notice shall then be deemed proper notice. *(Amended 2006 AGM)*

9.1.3 AGENDA

The business of the meeting must include:

- a) To receive and adopt the Annual Report for the preceding financial year
- b) To receive and adopt the Accounts for the preceding financial year
- c) Election of an Auditor for the ensuing year
- d) Election of Management Committee members as provided by the constitution
- e) To transact any or such other business of which at least one week's advance notice has been given by the member or members bringing up that item at the annual general meeting.

Upon receipt of a notice given under Rule 9.1.3(e), the Secretary shall send a copy thereof as soon as possible to every Ordinary and Life member. If such notice is received by the Secretary before notice of the General Meeting has been given by him/her, he/she shall include such notice in the Notice of the General Meeting. *(Amended 2006 AGM)*

9.1.4 VOTING

Only Ordinary and Life members may vote at the meeting, and such votes must be by show of hands or by ballot paper, and will be by majority decision. *(Amended 2006 AGM)*

9.1.5 PROXY

A member entitled to attend and vote at the meeting, may appoint, in writing, an Ordinary or Life member as his/her proxy to vote for him/her at such a meeting. *(Amended 2006 AGM)*

9.1.6 CHAIRPERSON

The President of the Association shall chair the meeting. In the absence of the President, or if specifically requested by the President, the Vice President shall act as Chairperson. Should, however, the President and Vice President be absent, the Meeting shall elect a Chairperson from the Management Committee members present at the meeting.

The Chairperson of the meeting will have the same vote as a member. The Chairperson may lay down the procedure at the meeting and take such assistance as is required. *(Amended 2006 AGM)*

9.2 EXTRAORDINARY GENERAL MEETINGS

The Management Committee may call an Extraordinary General Meeting of the Association if thirty percent (30%) of current members (Ordinary or Life) of the Association agree to such a meeting in writing. *(Amended 2013 EGM)*

It must hold an Extraordinary General Meeting if thirty percent (30%) of the current members (Ordinary or Life) of the Association ask for such meeting in writing, signed by each such member, and that meeting must be held no later than two months from the date of receipt of such requisition. *(Amended 2013 EGM)*

The relevant provisions of the clause of the Constitution dealing with Annual General Meetings will apply to such a meeting. *(Amended 2006 AGM)*

10. ALTERATION OF RULES

No rule of the Association shall be repealed or altered, and no new rule shall be made except by an eighty percent majority of the Ordinary and Life Members present at a General Meeting at which the required quorum is present, provided however that no alteration, addition or rescission shall be approved if it affects the payment to members clause, the liquidation clause or the charitable objects. *(Amended after 99 AGM)*

The rules regarding membership as stated in the section on membership (Section/Rule 5), cannot be altered, except with the consent of not less than eighty percent of Ordinary and Life Members of the Association for the time being resident in New Zealand, expressed either in person or by proxy at a General Meeting convened for the purpose.

A month's notice of the intention to propose any new rule or alteration shall be given to the Secretary who shall either post, fax or email *(Amended 2004 AGM)* the notice of the same to Ordinary and Life Members at their address in the Association's Register of Members at least fourteen days before the General Meeting.

11. PROHIBITIONS

The funds of the Association shall not be used to pay the fines of any member who has been convicted in Court.

The Association shall not indulge in any political activity or allow its funds to be used for political purposes.

12. LIQUIDATION

The Association shall not be liquidation except with the consent of a majority of Ordinary and Life Members of the Association for the time being resident in New Zealand, expressed either in person or by proxy at a General Meeting convened for the purpose, or by postal vote.

In the event of the Association being in liquidation as provided above, all debts and liabilities legally incurred on behalf of the Association shall be fully discharged and the remaining funds shall not be paid to or distributed among the members of the association, but shall be given to or be transferred to some other charitable institution/s having charitable objects similar or cognate to the objects of the Association (charitable institution/s receiving funds must have in its memorandum of association or constitution the rule/clause which prohibits the distribution of its or their income and property among its or their members) to be determined by members at or before the time of dissolution; or in default thereof by such Judge of the High Court of Justice as may have or acquire jurisdiction in the matter and in so far as effect cannot be given to such provision, then to some charitable object for the benefit of ZARATHUSHTRIANS exclusively.

Notice of liquidation shall be given within seven days of the liquidation to the Registrar of Societies.

13. INDEMNITY

Members of the Management Committee, the Association's Auditor, Secretary and all other Officers, for the time being, of the Association, shall be indemnified out of the assets of the Association against any liability arising out of the execution of duties of office which is incurred in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach of trust.

14. PLACE OF BUSINESS

The Association's place of business, and its address for correspondence, shall be decided by the Management Committee from time to time.

The Management Committee shall have the power to change the Association's place of business and postal address. The Secretary shall notify the Registrar of Societies of any changes to the Association's place of business.

15. LIMITATION TO NEW ZEALAND

To gain approval as a donee organisation and to have an exemption from income tax on business, profits and activities of the organisation, charitable donations made by ZANZ need to be limited to New Zealand. *(Amended after 99 AGM)*

If there is a need to assist overseas charities, any such overseas donation will be made after taking permission from the relevant regulatory bodies such as Inland Revenue. *(Amended 2010 AGM)*

16. AWARDS & TITLES *(Amended after 2003 AGM)*

The Zarathushtrian Association of New Zealand shall confer its "Patron of ZANZ Award" to Life or Ordinary members of ZANZ who have contributed to the success of the Association and/or has rendered meritorious service to the New Zealand Zarathushtrian Community at large.

Any member of ZANZ may nominate an individual for the "Patron of ZANZ Award". The Management Committee then votes on the nomination. On obtaining a simple majority of votes by the Management Committee the nomination is then put forward for a vote at the next General Meeting. On obtaining a simple majority of votes at the General Meeting, the Award/Title shall be bestowed on the nominated member.

The award shall consist of a Memorabilia, a Citation and any other gift that the Management Committee may deem fit at that time.

Along with the Award shall go the Title – "ZANZ Patron Member"

The Award includes a citation as well as the privilege of free annual membership for life, as long as the recipient meets the criteria and abides by the Constitution.

17. HIRE OUT OF THE ASSOCIATION ASSETS *(Amended 2004 AGM)*

The general assembly hereby empowers the management committee to hire out the associations assets (ex amplifier, mike, speaker etc) for a small reasonable fee which will be determined by the committee annually. These assets can only be hired out to ZANZ Ordinary and Life members, on

the express condition that the Ordinary or Life member hiring the equipment will return it in the same working condition. The Ordinary or Life member shall sign a form to that effect prior being handed charge of the Associations assets. The Management Committee may hold a wholly refundable bond to that effect which will be reviewed annually.