



# Constitution

## Australian Zoroastrian Association of NSW Incorporated

**September 2004**

***Revised September 2018***

*Clause 1.6 (Zoroastrian Definition), 4 (Membership), 4.5 (Associate Member) and  
Appendix 1 (Application for Membership)*

***Revised June 2023***

*Clause 16A (Virtual Meeting Technology), 16AA (Ballots), 9 (Membership  
Register) and 6.1 (Membership Form)*

***Revised December 2023***

*Clause 14 (Major Donors and related changes)*

Australian Zoroastrian Association  
196 Annangrove Road, Annangrove NSW 2156, Australia  
[www.aza.org.au](http://www.aza.org.au)

## **AUSTRALIAN ZOROASTRIAN ASSOCIATION OF N.S.W.**

### **CONSTITUTION**

The name of the Association is Australian Zoroastrian Association of N.S.W. (hereinafter called “the Association”).

#### **Preamble**

**We the Zoroastrian community, do ordain this constitution for the Zoroastrian people of New South Wales Australia, in order to establish a united community to secure the well being of ourselves and our future generations. The activities of the Association should always be in the spirit of natural trust and respect. The principle of good reasoning and truth should be upheld as also harmony, dignity and cooperation.**

#### **1. Definitions**

- 1.1** “Committee” means the Committee of Management and governing council of the Association.
- 1.2** “the seal” means the common seal of the Association.
- 1.3** “Secretary” means any person appointed to perform the duties of a Secretary of the Association and includes an honorary Secretary.
- 1.4** “State” means the State of New South Wales.
- 1.5** “The Property” means building/s and land which are the exclusive property of the Association. The first such Property is the Zoroastrian Community Centre or AZA House located at 196 Annangrove Road, Annangrove (Certificate of Title Volume 13918 Folio 71). The Darbe Meher located on the property shall be named “Arbab Rostam and Morvarid Guiv Darbe Meher. In the event of the property being sold and relocated at a new site, the new Darbe Meher built on that site shall also be named “Arbab Rostam and Morvarid Guiv Darbe Meher. The Library located in the Darbe Meher shall be named Fareedoon & Mehraban Zarathosti Library.
- 1.6** a) A Zoroastrian is a person who espouses the fundamental tenets and precepts of the Zoroastrian faith and has been inducted into the faith through a Navjote/Sudreh Pushi ceremony (initiation ceremony), performed by an ordained mobed/priest (one who has undergone a ‘navar’ ceremony in a Zoroastrian fire temple but not including mobediar/s); and  
b) who has one or both parents who are Zoroastrians by birth and not by conversion.
- 1.7** Words importing the singular number or plural number shall include the plural number and single number respectively and words importing any gender shall include each other gender.
- 1.8** A “Special Resolution” is a resolution, which requires at least 75% of financial members present and eligible to vote at a general meeting of the Association.

#### **2. The objects for which the Association is established are:**

- 2.1** To ensure that the knowledge and practice of the Zoroastrian religion as propounded by prophet Zarathustra (Zoroaster) is promulgated in Australia and overseas and to advance its religious, cultural and social interests. Prophet Zarathustra revealed in his hymns (known as Gathas) that there is the One, Supreme, All-Knowing God – AHURA MAZDA, the Lord of Wisdom, who is Wise, Good and Just.
- 2.2** To provide the Zoroastrian Community with a place of worship, schools, cultural centres and hospital facilities.
- 2.3** To be a religious, non-political, non-sectarian and cultural organization.
- 2.4** To conduct the various religious activities, including Jashans (religious ceremony), Gahambar (seasonal thanksgiving), Navjotes (initiations), marriage and death ceremonies, and other religious activities.
- 2.5** To promote better relations between the members of the Zoroastrian Community by providing assistance, religious and social counselling and hospitality to its members as and when the need arises.
- 2.6** To render assistance to Zoroastrians who settle in Australia, and give such advice and assistance as required to enable humanitarian assistance to Zoroastrian refugees.

- 2.7 To promote and foster harmonious relationship amongst various Zoroastrian communities and Associations in Australia
- 2.8 To conduct schools to enable the children to acquire knowledge of Zoroastrian religious concepts, its history, literature and arts in all its forms. To promote the teaching of Farsi, Gujarati and such other languages related to the religious faith.
- 2.9 To provide and maintain a library containing religious books, scriptures of Zoroastrian Religion, and such other books and art as may from time to time be determined by the Committee.
- 2.10 To contribute to charitable causes in Australia and abroad as may from time to time be determined by the Committee in accordance with the principles of the Zoroastrian faith.
- 2.11 To receive, acquire and hold gifts, donations, legacies and devices for the advancement of the objectives of the Association.
- 2.12 To print and publish such publications (i.e. periodicals, books and leaflets) as the Committee from time to time deems necessary for the promotion of the Zoroastrian faith.
- 2.13 To explore the establishment, consecration and upkeep of a holy fire (Atash Kadh or Agiari) on the Australian Continent in conjunction with other Zoroastrian organisations.
- 2.14 To acquire, maintain and upkeep an area for a burial ground and/or cremation facilities for Zoroastrians in accordance with the laws of the State of New South Wales.
- 2.15 To facilitate the community needs through religious, cultural, social, educational and charitable activities.
- 2.16 To establish and maintain a community centre, retirement village and other facilities for the community.
- 2.17 To promote the health and welfare of any disadvantaged section of the community.
- 2.18 To participate in community, religious and cultural activities at State, National and International levels (including the United Nations) for the benefit of the Zoroastrian community in Australia.
- 2.19 To liaise with the local Council, State and Commonwealth Government authorities for the benefit of the Zoroastrian Community.
- 2.20 To establish youth councils to encourage and promote Zoroastrian culture through sports, artistic and other activities.
- 2.21 To raise funds and establish benevolent trusts for the benefit of the community.
- 2.22 To help with relief efforts for natural disasters within Australia and overseas.

**3 Solely for the purpose of carrying out the aforesaid objects and not otherwise:**

- 3.1 To hold or arrange competitions and provide or contribute towards the provision of prizes, awards and distinctions in connection therewith, provided that no members of the Association shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Association.
- 3.2 To subscribe to, become a member of and co-operate with or amalgamate with any other Association or organisation, whether incorporated or not, whose objects are similar to those of the Association, provided that the Association shall not subscribe to or support with its funds or amalgamate with any Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Clause 3.20 of this Constitution.
- 3.3 To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Association or persons frequenting the Association's premises.
- 3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.5 To enter into any arrangements with any Government or authority, supreme, municipal, local or other wise that may seem conducive to the Association's objects or any of them, and to obtain from any such Government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 3.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

- 3.7** To establish and support or aid in the establishment and support of Associations, institutions, funds trusts and conveniences calculated to benefit employees or past employees of the Association or the dependants or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- 3.8** To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, ground, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute, to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development working, management, carrying out, alteration or control thereof.
- 3.9** To invest and deal with the money of the Association not immediately required, in such manner as may be permitted by law for the investment of trust funds.
- 3.10** To borrow or raise or secure the payment of money in such manner as the Association may think fit, and to secure the same or the repayment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Association's property (both present and future), and to purchase, redeem or pay off such securities, subject to Clause 14.3.10.
- 3.11** To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.12** To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 3.13** To take or hold mortgages, liens and charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- 3.14** To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the fund of the Association in the shape of donations, annual subscriptions or otherwise.
- 3.15** To print and publish any newspapers, periodicals, books, or leaflets that the Association may think desirable for the promotion of its objects.
- 3.16** To purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the companies, institutions, societies or Associations with which the Association is authorised to amalgamate.
- 3.17** To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or Associations with which the Association is authorised to amalgamate.
- 3.18** To make donations for cultural, educational, religious or charitable purposes.
- 3.19** The income and property of the Association whencesoever derived, shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution, and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to the members of the Association.

Provided that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Association or to any member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the Constitution on money borrowed from any members of the Association or reasonable and proper rent for premises demised or let by any member to the Association but so that no member of the Committee or Governing Body of the Association shall be appointed to any salaried office of the Association or any office of the Association paid by fees or remuneration or other benefit in money or money's worth shall be paid or given by the Association to any member of such council or governing body except repayment of out-of-pocket expenses and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Association.

#### **4 Membership**

- a) A Zoroastrian as defined in Clause 1.6 who is over the age of 18 years and is residing in Australia as a Permanent Resident or Citizen shall be eligible for membership as an Ordinary member, Life member or a Distinguished Life member in the Association; or
- b) A non-Zoroastrian husband, wife or de-facto of a Zoroastrian member residing in Australia as a Permanent Resident or Citizen shall also be eligible for membership as an Ordinary member, Life member or a Distinguished Life member in the Association.

There shall be five (5) classes of membership in the Association:

##### **4.1 Ordinary Member**

There shall be three categories of Ordinary members:

- a) Family – the word “Family” in this context shall be defined as a Zoroastrian member including his or her husband, wife or de-facto and children under the age of 25 years and includes families where the children no longer reside with the parents. All such members of the Family shall be Ordinary members. The Family shall pay an annual Family membership fee as prescribed by the Committee. Note that once the ‘children’ reach the age of 25 years they will not be considered as members under this category and the ‘Single’ member category will apply to these individuals.
- b) Single – An individual Zoroastrian person over the age of 25 years or a single parent with children who are under the age of 25 years. A Single member shall pay an annual membership fee equal to 50% (adjusted to the nearest round figure) of the amount of Family membership.
- c) Other – This category shall include a Zoroastrian who is a Senior (individual or family the age of 65 years or over and is/are not in full time employment), a Temporary Resident living in Sydney (holding a short term Australian Work or Student visa) or Individuals/family residing outside Sydney area. Such members shall pay an annual membership fee equal to 30% (adjusted to the nearest round figure) of the amount of Family membership.

##### **4.2 Life Member**

Any Ordinary Single or Family member who pays fees equal to thirty times the annual membership for that category or such other amount as shall be determined by a majority of members at a General meeting. Life members shall not pay any future annual dues and shall have all privileges of Ordinary members.

In the event that a ‘Single’ Life Member subsequently gets married, he/she will continue as a Life Member but the spouse will pay the relevant ‘single’ membership fee annually.

##### **4.3 Distinguished Life Member**

A special award made to a member who has made a significant contribution to aspects of the Zoroastrian religion, the Zoroastrian community or to the Association. Distinguished Life membership shall be conferred on such individuals when supported by a majority of members at a General meeting. Distinguished Life members shall not pay any future annual dues and shall have all privileges of Ordinary members.

##### **4.4 Honorary Member**

A distinguished Zoroastrian who is not eligible to be Member or a non-Zoroastrian who has made a significant contribution to aspects of the Zoroastrian religion, the Zoroastrian community or to the Association. Honorary membership shall be conferred on such individuals when supported by a majority of members at a General meeting. Honorary members shall not pay any annual dues and shall not be entitled to a vote at any meeting of the Association but shall have all other privileges of Ordinary members.

##### **4.5 Associate Member**

- a) An Associate member is a non-Zoroastrian who wishes to contribute to the progress and welfare of Zoroastrians and demonstrates genuine interest in the community’s affairs and is residing in Australia as a Permanent Resident or Citizen. Associate members shall pay annual fees applicable to Ordinary Single or Family members. They shall not be entitled to a vote at any meeting of the Association but shall have all other privileges of Ordinary members.
- b) Associate membership may be granted on a case by case basis by the Committee but the members by way of an ordinary resolution passed at a general meeting may direct the Committee to refer all or certain applications for Associate membership to the members at a general meeting for determination by way of an ordinary resolution at such meeting and if such a direction is given, the Committee must comply with it according to its terms.

## **5 Membership fees**

The annual membership fees shall be such, as the Association in general meeting shall from time to time prescribe. The Committee may waive or decrease the annual membership fee for any individual or family on compassionate grounds.

All annual subscriptions shall become due and payable in advance on the 1st. day of July in each year.

Pro-rata fee reduction for new members: New members joining the Association between September and December shall pay 75% of the applicable membership fee, those joining between January and March shall pay 50% and those joining between April and June shall pay 25% of the applicable membership fee.

Any Ordinary or Family members who have been members of the Association in the past and wish to rejoin the Association shall pay the full annual membership fee for the current year.

## **6 Nomination for membership**

**6.1** A nomination of a person for membership of the Association:

- a)
  - i) must be made in writing and must be in such form as the Committee may determine from time to time; and
  - ii) must be signed by the applicant for membership who must by doing so declare that they agree to be bound by the Constitution of the Association and declare that they meet the membership requirements under the Constitution (which shall be referenced);
  - iii) the application must be also signed by an Ordinary member, Life member or a Distinguished Life member as proposer and by an Ordinary member, Life member or a Distinguished Life member as seconder; and
  - iv) must contain such other information about the applicant for membership as the Committee may reasonably require for the normal administration of the Association and as may be required by the Associations Incorporation Act (NSW) or the Regulations made under that Act from time to time.
- b) must be lodged with the Secretary of the Association.

**6.2** As soon as practicable after receiving a nomination for membership, the Secretary must refer the nomination to the Committee which is to determine whether to approve or to reject the nomination as per the criteria noted above for membership.

**6.3** As soon as practicable after the Committee makes that determination, the Secretary must notify the nominee, that the Committee approved or rejected the nomination (whichever is applicable).

**6.4** the Secretary must, on payment by the nominee of the prescribed fee enter the nominee's name in the register of members and, on the name being so entered, the nominee becomes a member of the Association.

## **7 Cessation of membership**

A person ceases to be a member of the Association if the person:

- a) dies, or
- b) resigns membership, or
- c) is expelled from the Association.

If the subscription of a member shall remain unpaid for a period of six (6) calendar months after it becomes due then the member may after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer be debarred by resolution of the Committee from all privileges of membership provided that the Committee may reinstate the member on payment of fees for the current financial year.

## **8 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:

- a) is not capable of being transferred or transmitted to another person, and
- b) terminates on cessation of the person's membership.

## **9 Register of members**

- 9.1** The Secretary or public officer of the Association must establish and maintain a register of members of the Association specifying the name and address of each person who is a member of the Association together with the date on which the person became a member.
- 9.2** The register of members must be kept at the principal place of administration of the Association and must be open for inspection, free of charge, by any member of the Association at any reasonable hour.
- 9.3** The Association may maintain and keep the register of members of the Association on a computer or other electronic program, provided that appropriate procedures are taken to maintain the security of the register of members.
- 9.4** Subject to compliance with clause 9.7, a member of the Association may request a copy of the whole or any part of the register by notice in writing to the Secretary and the whole or such part of the register that has been requested must be provided to the member electronically within seven (7) days of the request being received by the Secretary or in hard copy posted to the member within seven (7) days of the request being received by the Secretary.
- 9.5** The only information about a member that is recorded in the register is the name of the member, the date on which the member became a member of the Association and the address of the member to which notices may be sent to the member.
- 9.6** Information about a member, other than the member's name, must not be made available for inspection or copied if the member by written notice to the Secretary, or by such other form of communication as determined by the Committee, requests that information not be made available.
- 9.7** A member must not use information about a member obtained from the register to contact or send material to the member unless:
- (a) the information is used to send the member:
    - (i) material relating to the interests or rights of the member in relation to the Association; or
    - (ii) material relating to a general meeting or a proposed resolution or ballot of the Association.
  - (b) the member who has requested a copy of the register, or any part of the register, pursuant to clause 9.4, has informed the Secretary in writing of the exact purpose for accessing the register and the Secretary is satisfied that purpose is one covered by paragraph (a) of this clause 9.7.
- 9.8** Clause 9.6 and clause 9.7 will not apply to the Committee.

## **10 Members' liabilities**

The liability of a member of the Association to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the members in respect of membership fees of the Association. Every member of the Association undertakes to contribute to the property of the Association in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Association (contracted before he ceased to be a member) and of the costs, charges and expenses of winding up and for the adjustments of the rights of the contributories among themselves, such amount as may be required, not exceeding current annual membership fee.

## **11 Resolution of internal disputes**

Disputes between members (in their capacity as members of the Association) and disputes between members and the Association are to be referred in the first instance to mediation for resolution. If the dispute is not resolved by mediation within three (3) months after being referred, the dispute shall be referred to a community justice centre for mediation in accordance with the Community Justice Centres Act 1983.

At least seven (7) days before a mediation session is to commence, the parties are to exchange statements of the issues that are in dispute between them and supply copies to the mediator.

## **12 Disciplining of members**

- 12.1** A complaint may be made in writing to the Committee by 25% of financial members that a member of the Association:
- a) has persistently refused or neglected to comply with a provision or provisions of these Clauses, or
  - b) has persistently and wilfully acted in a manner prejudicial to the interests of the Association.
- 12.2** On receiving such a complaint, the Committee:
- a) must cause notice of the complaint to be served on the member concerned; and
  - b) must give the member at least 14 days from the time the notice is served within which to make submissions to the Committee in connection with the complaint, and
  - c) must take into consideration any submissions made by the member in connection with the complaint.
- 12.3** The Committee may, by resolution, expel the member from the Association or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved.
- 12.4** If the Committee expels or suspends a member, the Secretary must, within 7 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the Committee for having taken that action and of the member's right of appeal under Clause 12.
- 12.5** The expulsion or suspension does not take effect:
- a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - b) if within that period the member exercises the right of appeal, unless and until the Association confirms the resolution under Clause 8, whichever is the later.
- 12.6** A member may appeal to the Association in general meeting against a resolution of the Committee under Clause 12.3, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- 12.7** The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- 12.8** On receipt of a notice from a member under Clause 12.6, the Secretary must notify the Committee which is to convene a general meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- 12.9** At a general meeting of the Association convened under Clause 12.8.
- a) no business other than the question of the appeal is to be transacted, and
  - b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 12.10** If at the general meeting the Association passes a special resolution by a majority of three-fourths of those present and voting in favour of the confirmation of the resolution, the resolution is confirmed.



## **13 The Committee**

### **13.1 Powers of the Committee**

The Committee is to be called the Committee of management of the Association and, subject to the Act, the Regulation and these Clauses and to any resolution passed by the Association in general meeting:

- a) is to control and manage the affairs of the Association, and
- b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by these Clauses to be exercised by a general meeting of members of the Association, and
- c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

### **13.2 Constitution and membership**

**13.2.1** The Committee is to consist of:

- a) the office-bearers of the Association, and
- b) 3 ordinary members,  
each of whom is to be elected at the annual general meeting of the Association under Clause 16

**13.2.2** The office-bearers of the Association are to be:

- a) the President
- b) the Vice-President
- c) the Treasurer, and
- d) the Secretary who shall serve as the Public Officer

#### **President**

- (a) The President shall be the Chairman and conduct and preside over all Committee and General Meetings, and other functions.
- (b) The President shall have a casting vote in Committee and General Meetings in the case of a tie.
- (c) The President shall represent the Association at all formal functions, interviews and other occasions.

#### **Vice-President**

- (a) In the event of the absence of the President, the Vice-President shall take over the duties and responsibilities of the President.
- (b) The Vice-President shall assist the President in his duties at all times.

#### **Secretary**

- (a) the Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the Association of his or her address.
- (b) It is the duty of the Secretary to keep minutes of:
  - i) all appointments of office-bearers and members of the Committee,
  - ii) the names of members of the Committee present at a Committee meeting or a general meeting, and
  - iii) all proceedings at Committee meetings and general meetings.

- (c) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

#### **Treasurer**

It is the duty of the Treasurer of the Association to ensure:

- a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

**13.2.3** Each member of the Committee will hold office until the conclusion of the annual general meeting following the date of the member's election, but is eligible for re- election, subject to Clause 13.3.1(c).

**13.2.4** In the event of a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill the vacancy and the member so appointed is to hold office, subject to these Clauses, until the conclusion of the annual general meeting next following the date of the appointment.

### **13.3 Election of members of the Committee of management**

**13.3.1** Nominations of candidates for election as members of the Committee:

- a) must be made in writing, signed by 2 members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
- b) must be delivered to the Secretary of the Association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- c) no individual may be elected to the Committee for greater than 5 years consecutively

**13.3.2** If insufficient nominations are received to fill all vacancies on the Committee, the candidate/s nominated are taken to be elected and further nominations are to be received at the annual general meeting.

**13.3.3** If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.

**13.3.4** If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.

**13.3.5** If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.

**13.3.6** In the event that there are no nominations, the existing Committee shall continue to manage the affairs of the Association. The Committee shall convene an extra-ordinary general meeting within a period of 3 to 6months to elect a new Committee.

**13.3.7** The ballot for the election of members of the Committee is to be conducted at the annual general meeting in such usual and proper manner as the Committee may direct.

**13.3.8** Following the election, the newly elected members of the Committee of management shall elect from amongst themselves the Office Bearers namely the President, the Vice President, the Secretary and the Treasurer

### **13A**

**13A.1** If at any time the number of Committee members is less than the number required to constitute a quorum for a Committee meeting, the Committee members may appoint one or more eligible members of the Association as Committee members to enable the quorum to be constituted.

**13A.2** A Committee member appointed under subparagraph 1 of this clause 13A holds office subject to this Constitution until the next Annual General Meeting.

**13A.3** This clause 13A does not apply to the filling of a casual vacancy to which clauses 13.2.4, 13.3.3 and 13.4 apply.

#### **13.4 Casual vacancies**

For the purposes of these Clauses, a casual vacancy in the office of a member of the Committee occurs if the member:

- a) dies, or
- b) ceases to be a member of the Association, or
- c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- d) resigns office by notice in writing given to the Secretary, or
- e) is removed from office under Clause 13.5, or
- f) becomes a mentally incapacitated person, or
- g) is absent without the consent of the Committee from all meetings of the Committee held during a period of 6 months.

#### **13.5 Removal of member**

- 13.5.1** The Association in general meeting may by resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- 13.5.2** If a member of the Committee to whom a proposed resolution referred to in Clause 13.5.1 relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representation be notified to the members of the Association, the Secretary or the President may send a copy of the representations to each member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

#### **13.6 Meetings and quorum**

- 13.6.1** The Committee must meet at least 8 times in each period of 12 months at such place and time as the Committee may determine.
- 13.6.2** Additional meetings of the Committee may be convened by the President or by any two members of the Committee.
- 13.6.3** Oral or written notice of a meeting of the Committee convened under clause 13.6.2 must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the members of the Committee) before the time appointed for the holding of the meeting.
- 13.6.4** Notice of a meeting given under Clause 13.6.3 must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee members present at the meeting unanimously agree to treat as urgent business.
- 13.6.5** Any 4 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- 13.6.6** No business is to be transacted by the Committee unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- 13.6.7** If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- 13.6.8** At a meeting of the Committee:
- a) the President or, in the President's absence, the Vice-President is to preside, or
  - b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Committee as may be chosen by the members present at the meeting is to preside.

### **13.7 Delegation by Committee to sub-Committee**

- 13.7.1** The Committee may, by instrument in writing, delegate to one or more sub-Committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such of the functions of the Committee as are specified in the instrument, other than:
- a) this power of delegation, and
  - b) a function which is a duty imposed on the Committee by the Act or by any other law.
- 13.7.2** A function the exercise of which has been delegated to a sub-Committee under this Clause may, while the delegation remains unrevoked, be exercised from time to time by the sub- Committee in accordance with the terms of the delegation.
- 13.7.3** A delegation under this section may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- 13.7.4** Despite any delegation under this Clause, the Committee may continue to exercise any function delegated.
- 13.7.5** Any act or thing done or suffered by a sub-Committee acting in the exercise of a delegation under this Clause has the same force and effect as it would have if it had been done or suffered by the Committee.
- 13.7.6** The Committee may, by instrument in writing, revoke wholly or in part any delegation under this Clause.
- 13.7.7** A sub-Committee may meet and adjourn, as it thinks proper.

### **13.8 Voting and decisions**

- 13.8.1** Questions arising at a meeting of the Committee or of any sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or sub-Committee present at the meeting.
- 13.8.2** Each member present at a meeting of the Committee or of any sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 13.8.3** Any act or thing done or suffered, or purporting to have been done or suffered, by the Committee or by a sub-Committee appointed by the Committee, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Committee or sub-Committee.

## **14 Major Donors**

### **14.1 Recognition of Major Donors**

That the following named Major Donors to the Association are hereby recognised and honoured for their contribution to the Association:

- a) Arbab Rustom Guiv Trust;
- b) Faridooon and Meheraban Zartoshty;
- c) Nawzar and Akhtar Ostowari and family;
- d) the daughter of Nawzar and Akhtar Ostowari, Ms Putli Johnston.

**14.2** The Major Donors referred to in clause 14.1 are individuals or groups of individuals, a family or an entity, such as a trust or an organisation that, prior to the date of adoption of this clause 14, has donated to the Association a sum greater than one hundred thousand dollars (\$100,000) (as at 30 June 2004 which is indexed and adjusted annually by the Consumer Price Index for Sydney as published by the Australian Bureau of Statistics).

**14.3** After the date of adoption of this clause 14, no further donor will be determined to be a Major Donor under this Constitution and no new donors will be referred to in this Constitution, irrespective of the size, nature or timing of the donation.

**14.4** The Committee will provide a Major Donor referred to in clause 14.1 with a copy of the Association's audited annual financial statements and a copy of the minutes of any Annual General Meeting of the Association if requested to do so by that Major Donor.

### **Administration and Sinking Fund**

**14A.1** The Committee will create and maintain a separate Administration and Sinking Fund account whereby monies are released to pay for maintenance, insurance cleaning, repairs and all outgoings, including council rates, water rates, land tax, gas and electricity and telephone that are related to the Property.

**14A.2** The Administration and Sinking Fund account will be maintained so that there will be sufficient funds equivalent to fifteen percent (15%) of the Association's annual gross income or half a percent (0.5%) of the current market valuation of the Property, whichever is the lower. An average of three (3) market values must be obtained at least once every five (5) years to determine the current market value of the Property.

**14A.3** The Administration and Sinking Fund account will be established and maintained either from the reserves and general income of the Association or from levies charged on all financial members from time to time to enable sufficient funds to be available pursuant to clause 14A.2 above.

### **No Security Over Property**

**14B** The Committee can not, and does not, have the power to charge, mortgage or otherwise encumber the Property as security for any loan or as security for any other purpose.

## **15 The Property**

### **15.1 Relocation and Disposal of the Property**

**15.1.1** In the event that the Property is to be disposed of and/or relocated, an Extraordinary General Meeting shall be called and a special resolution passed by at least seventy five percent (75%) of the members entitled to vote.

**15.1.2** The existing naming rights and conditions shall be maintained in all subsequent sites.

**15.1.3** In the event that a special resolution is passed whereby the Property is disposed of but not relocated, the Committee shall offer to the Major Donors, whose donations or contributions have been applied to the Property, reimbursement of their donations either in proportion of their donations as indexed and adjusted by the Consumer Price Index or as a pro rata share of the proceeds of sale, whichever is the lowest.

### **15.2 Usage of the Property**

No Zoroastrian regardless of his/her nationality, whether they are the members of the Association or not, will be denied entry to the property for the purpose of worship or for religious ceremonies.

## **16 General Meeting**

- 16.1.1** An Annual General Meeting of the Association shall be held in accordance with the provisions of the Corporations Act. With the exception of the first annual general meeting of the Association, the Association must, at least once in each calendar year and within the period of 6 months after the expiration of each financial year of the Association, convene an annual general meeting of its members. All general meetings, other than the Annual General Meeting, shall be called Extraordinary General Meetings.
- 16.1.2** Any four members of the Committee may whenever they think fit convene an Extraordinary General Meeting. An Extraordinary General Meeting shall also be convened by the Secretary upon a written request from not less than five percent of the total membership of the Association entitled to vote.
- 16.1.3** In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
- (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting.
  - (b) to receive from the committee reports on the activities of the Association during the last preceding financial year.
  - (c) to elect office-bearers of the Association and other members of the committee.
  - (d) to appoint the Auditors.
- 16.1.4 Notice**
- (a) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
  - (b) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under Clause 16.1.4(a), the intention to propose the resolution as a special resolution.
  - (c) A special resolution is to be passed by a majority which comprises at least three quarters of such members of the Association present and being entitled under this Constitution so to do, vote in person or by proxy at a general meeting of which at least 21 days' written notice specifying the intention to propose the resolution as a special resolution was given.

## **16.2 Proceedings at General Meetings**

- 16.2.1** No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten percent of members entitled to vote present in person shall be a quorum. For the purpose of this article "member" includes a person attending as a proxy.
- 16.2.2** If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three) shall be a quorum.
- 16.2.3** The President shall preside as Chairman at every general meeting of the Association, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman, or if the Vice President is not present or is unwilling to act, then the members present shall elect one of their number to be the Chairman of the meeting.
- 16.2.4** The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned

meeting shall be given as in the case of an original meeting, save as aforesaid, it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.

**16.2.5** At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands and a person who is holding one or more proxies shall give to the Secretary, prior to the commencement of the meeting to which such proxy applies, such forms of proxy held by him or her and shall on a show of hands, or by poll if demanded, be entitled to that number of votes equal to his or her own vote as a member plus one vote on behalf of each of the proxies held by him or her of which he or she has given notice to the Secretary prior to the commencement of the meeting, unless a poll is (before or on the declaration of the result of the show of hands) demand

- a) by the Chairman, or
- b) by at least three members present in person or by proxy.

Unless a poll is so demanded, a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by majority, or lost, and an entry to that effect made in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution, the demand for a poll may be withdrawn.

If a poll is duly demanded it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a chairman or on a question of adjournment shall be taken forthwith.

In the case of an equality of votes, whether on a show of hands or on a poll, the chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.

**16.2.6** No member shall be entitled to vote at any general meeting if the member's annual subscription shall be more than six months in arrears at the date of the meeting.

**16.2.7** The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. Unless otherwise instructed, the proxy may vote as he thinks fit.

**16.2.8** The instrument appointing a proxy may be in the following form or in a common or usual form as shown in Appendix 2

**16.2.9** The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarized certified copy of that power or authority shall be deposited at the registered office of the Association or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four hours before the time appointed for the taking of the poll, and in default of the instrument of proxy shall not be treated as valid.

**16.2.10** A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation, in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

**16A Use of Virtual Meeting Technology**

- (a) In this clause 16A “Virtual Meeting Technology” means any technology that allows a person to participate in a meeting without being physically present at that meeting.
- (b) Notwithstanding anything in clause 16, the Committee may determine that a general meeting (which, for the purposes of this clause 16A, includes an Annual General Meeting) may, in addition to being held in one (but not more than one) physical venue, be held also using Virtual Meeting Technology, provided that the Virtual Meeting Technology must:
  - (i) be reasonable;
  - (ii) allow the members who are eligible to attend the meeting and do attend the meeting using that Virtual Meeting Technology as a whole a reasonable opportunity to participate in the meeting, including to vote, ask questions and make comments during the meeting;
  - (iii) provide that any person who asks a question or makes a comment at the meeting can be heard by all other persons attending the meeting at the physical venue and by persons attending the meeting by use of the Virtual Meeting Technology; and
  - (iv) provide that a vote can be made in writing or by means of an electronic image which in either case, can be seen or accessed by the Chairman of the meeting.
- (c) If Virtual Meeting Technology is used in relation to a general meeting, the notice of that meeting that is sent to members must include information as to how members can access the Virtual Meeting Technology and use it to participate in the meeting, including how to vote, ask a question and make a comment during the meeting.
- (d) For the purposes of clause 16.2, members attending a general meeting at a physical venue together with the members attending using Virtual Meeting Technology will be counted as being present at the meeting for all purposes including for determining if a quorum has been attained.
- (e) A member presiding as Chairman at a meeting which is held using Virtual Meeting Technology at the same time as being conducted at a physical venue has the same rights as Chairman, including voting rights, as if the meeting was held only at that physical venue.
- (f) If, before or during a meeting which is held at a physical venue as well as by use of Virtual Meeting Technology, there is a technical difficulty with any of the Virtual Meeting Technology which results in a person entitled to participate in the meeting not being able to do so, the Chairman may:
  - (i) allow the meeting to continue; or
  - (ii) adjourn the meeting until the difficulty is remedied or to such other time, date and location as the chairman deems appropriate.
- (g) The inability of one or more members present at a general meeting by the use of Virtual Meeting Technology to participate in the meeting or to access or to continue to participate in the meeting or to access the Virtual Meeting Technology, will not invalidate the proceedings at the general meeting or any resolution passed at the general meeting provided that sufficient members are able to participate in the meeting as are required to constitute a quorum.
- (h) Neither the Association nor the Committee warrants the reliability of any Virtual Meeting Technology used pursuant to this clause 16A.

**16AA Ballots**

The Committee may decide that any question or resolution which is to be put to members at a general meeting (including an Annual General Meeting, but excluding a meeting convened pursuant to clause 12.8) may, without calling such a meeting, be determined by a ballot of all the members entitled to attend and vote at a general meeting, such ballot to be conducted in accordance with procedures set out in Schedule 2 of the Associations Incorporation Regulation 2022.



**17 Seal**

The Committee shall provide for the safe custody of the seal which shall only be used by the authority of the Committee or of a sub-Committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which the seal is affixed shall be signed by a member of the Committee and shall be countersigned by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for that purpose.

**18 Accounts**

The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditors Report thereon as required by the Code, provided however that the Committee shall cause to be made out and laid before each Annual General Meeting a balance sheet and profit and loss account made up to date not more than five months before the date of the meeting.

**19 Audit**

A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Code.

**20 Winding-Up**

If upon the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other Zoroastrian institution or institutions having objects similar to the objects of the Association and whose memorandum of Association or Constitution shall prohibit the distribution of its or their income and property among its or their members, such institution or institutions to be determined by the members of the Association at or before the time of the dissolution and in default thereof by application to the Supreme Court for determination.

**21 Indemnity**

Every member of the Committee, auditor, Secretary and other officer 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 the duties of his/her office which is incurred by him/her in defending any proceedings whether civil or criminal, in which judgment is given in his/her favour or in which he/she is acquitted or in connection with an application under the Corporations Act in which relief is granted to him/her by the Court in respect of any negligence default breach of duty or breach of trust.

**22 Amendment to the Constitution**

No addition, alteration or amendment shall be made to the Constitution of the Association for the time being in force, unless the same is approved by the members of the Association by a special resolution.

**Appendix 1**

Appendix 1 has been deleted as a result of a Special Resolution passed in May 2023.

**Appendix 2**



I,

.....

being a member of the Australian Zoroastrian Association hereby appoint

.....

of

.....

or failing him/her

.....

of

.....

as my proxy to vote for me on my behalf at the Annual/Extraordinary General Meeting of the Association (as the case may be), to be held on the ..... day of 20..... and at any adjournment thereof.

My proxy is hereby authorized to vote in favour of/against the following resolutions.

Signed this day of .....20.....

.....

NOTE: In the event of the member desiring to vote for or against any resolution he/she shall instruct his/her proxy accordingly. Unless otherwise instructed, the proxy may vote as he/she thinks fit.

\*\* Delete whichever is not desired.